



佳明  
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED

佳明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1271

ANNUAL REPORT  
2018/19 年報

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chan Hung Ming (*Chairman*)  
Mr. Lau Chi Wah  
Mr. Yuen Ying Wai  
Mr. Kwan Wing Wo

#### Independent Non-Executive Directors

Mr. Tsui Ka Wah  
Mr. Kan Yau Wo  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

### COMMITTEES OF THE BOARD

#### Audit Committee

Mr. Mok Kwai Pui Bill (*Chairman*)  
Mr. Tsui Ka Wah  
Mr. Kan Yau Wo  
Mr. Lee Chung Yiu Johnny

#### Remuneration Committee

Mr. Tsui Ka Wah (*Chairman*)  
Mr. Kan Yau Wo  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

#### Nomination Committee

Mr. Kan Yau Wo (*Chairman*)  
Mr. Tsui Ka Wah  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

### AUTHORISED REPRESENTATIVES

Mr. Chan Hung Ming  
Mr. Lau Chi Wah

### COMPANY SECRETARY

Mr. Leung Wai Chuen, *HKICPA, FCCA, ACS, ACIS*

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### 董事會

#### 執行董事

陳孔明先生 (*主席*)  
劉志華先生  
袁英偉先生  
關永和先生

#### 獨立非執行董事

徐家華先生  
簡友和先生  
莫貴標先生  
李宗耀先生

### 董事委員會

#### 審核委員會

莫貴標先生 (*主席*)  
徐家華先生  
簡友和先生  
李宗耀先生

#### 薪酬委員會

徐家華先生 (*主席*)  
簡友和先生  
莫貴標先生  
李宗耀先生

#### 提名委員會

簡友和先生 (*主席*)  
徐家華先生  
莫貴標先生  
李宗耀先生

### 授權代表

陳孔明先生  
劉志華先生

### 公司秘書

梁偉泉先生 · *HKICPA, FCCA, ACS, ACIS*

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

# CORPORATE INFORMATION

## 公司資料

### HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

22/F, Railway Plaza, 39 Chatham Road South  
Tsim Sha Tsui, Kowloon, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
Level 22, Hopewell Centre, 183 Queen's Road East  
Wanchai, Hong Kong (and with effect from 11 July 2019 onwards,  
at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong)

### HONG KONG LEGAL ADVISOR

Chungs Lawyers

### AUDITOR

BDO Limited

### PRINCIPAL BANKERS

Dah Sing Bank, Limited  
United Overseas Bank Limited, Hong Kong Office

### STOCK CODE

1271

### COMPANY WEBSITE

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

### 香港總部及主要營業地點

香港九龍尖沙咀漆咸道南39號  
鐵路大廈22樓

### 主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### 股份過戶登記處香港分處

卓佳證券登記有限公司  
香港皇后大道東183號  
合和中心22樓(自二零一九年七月十一日起,地址  
改為香港皇后大道東183號合和中心54樓)

### 香港法律顧問

鍾氏律師事務所

### 核數師

香港立信德豪會計師事務所有限公司

### 主要往來銀行

大新銀行有限公司  
大華銀行香港分行

### 股份代號

1271

### 公司網址

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

# FINANCIAL HIGHLIGHTS

## 財務摘要

		Note 附註	2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
<b>Revenue (HK\$'000)</b>	<b>收益 (千港元)</b>						
a. Construction	a. 建築		<b>264,918</b>	1,274,528	912,789	822,377	704,126
b. Property leasing	b. 物業租賃		<b>157,460</b>	149,405	142,952	145,202	142,048
c. Property development	c. 物業發展		<b>191,032</b>	-	-	-	-
			<b>613,410</b>	1,423,933	1,055,741	967,579	846,174
<b>Segment results (HK\$'000)</b>	<b>分部業績 (千港元)</b>						
a. Construction	a. 建築		<b>84,931</b>	172,882	88,536	72,693	66,142
b. Property leasing	b. 物業租賃		<b>86,373</b>	89,013	86,679	89,824	92,264
c. Property development	c. 物業發展		<b>58,833</b>	(15,884)	(3,484)	(18)	(35)
			<b>230,137</b>	246,011	171,731	162,499	158,371
<b>Underlying profit (HK\$'000)</b>	<b>基礎溢利 (千港元)</b>	(i)	<b>129,581</b>	171,292	120,297	116,734	116,090
<b>Current ratio</b>	<b>流動比率</b>		<b>2.62</b>	3.79	4.89	1.07	1.19
<b>Gearing ratio</b>	<b>資本負債比率</b>	(ii)	<b>141.1%</b>	129.7%	100.1%	43.3%	50.7%
<b>Net gearing ratio</b>	<b>淨資本負債比率</b>	(iii)	<b>135.3%</b>	116.0%	83.1%	36.3%	42.3%
<b>Return on equity</b>	<b>股本回報</b>		<b>5.3%</b>	6.2%	7.7%	16.2%	15.5%

Note:

- (i) Underlying profit is arrived at by excluding the effect of changes in fair value of investment properties from profit for the year
- (ii) Gearing ratio represents total interest-bearing borrowings divided by shareholders' equity and multiplied by 100%
- (iii) Net gearing ratio represents total interest-bearing borrowings net of cash and bank balances, divided by shareholders' equity and multiplied by 100%

附註:

- (i) 基礎溢利乃從年內溢利扣除投資物業之公平值變動
- (ii) 資本負債比率指總計息借款除以股東權益再乘以100%
- (iii) 淨資本負債比率指扣除現金及銀行存款後之總計息借款除以股東權益再乘以100%

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
<i>For the year ended 31 March</i>	<i>截至三月三十一日止年度</i>					
Revenue	收益	<b>613,410</b>	1,423,933	1,055,741	967,579	846,174
Profit before taxation	除稅前溢利	<b>177,114</b>	205,395	227,318	427,110	352,149
Profit for the year	年內溢利	<b>149,000</b>	171,787	203,020	401,929	327,813
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
<i>As at 31 March</i>	<i>於三月三十一日</i>					
Total assets	總資產	<b>7,050,797</b>	6,725,357	5,540,781	3,829,800	3,482,638
Total liabilities	總負債	<b>4,236,275</b>	3,960,253	2,905,828	1,356,073	1,362,729
Total equity	總權益	<b>2,814,522</b>	2,765,104	2,634,953	2,473,727	2,119,909

# CHAIRMAN'S STATEMENT

## 主席報告



**Chan Hung Ming**  
陳孔明  
Chairman  
主席

On behalf of the board (the "Board") of directors (the "Directors") of Grand Ming Group Holdings Limited (the "Company"), I am delighted to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2019 ("FY 2018/19").

### RESULTS

The Group's underlying profit for FY 2018/19, excluding the fair value gains on investment properties, amounted to HK\$129.6 million, representing a decrease of HK\$41.7 million or 24.4% from HK\$171.3 million for the corresponding year ended 31 March 2018 ("FY 2017/18"). Underlying earnings per share was 18.3 HK cents (2018: 24.1 HK cents).

The Group's profit for the year was HK\$149.0 million, inclusive of the increase in fair value of investment properties of HK\$19.4 million (2018: HK\$0.5 million), representing a decrease of HK\$22.8 million or 13.3% when compared with that of HK\$171.8 million for FY 2017/18. Earnings per share was 21.0 HK cents (2018: 24.2 HK cents).

### DIVIDENDS

The Board recommends payment of a final dividend of 5.8 HK cents per ordinary share of the Company (the "Shares") each to shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company on 5 August 2019. Subject to approval by the Shareholders in the forthcoming annual general meeting, the proposed final dividend warrants is expected to be dispatched to Shareholders on 15 August 2019.

本人謹代表佳明集團控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一九年三月三十一日止年度（「2018/19年度」）的年報。

### 業績

在扣除投資物業公平值收益後，本集團2018/19年度基礎溢利為1.296億港元，較截至二零一八年三月三十一日止年度（「2017/18年度」）之基礎溢利1.713億港元減少4,170萬港元或24.4%。每股基礎溢利為18.3港仙（二零一八年：24.1港仙）。

本集團年內溢利為1.490億港元，包括投資物業公平值增加1,940萬港元（二零一八年：50萬港元），較2017/18年度溢利1.718億港元減少約2,280萬港元或13.3%。每股盈利為21.0港仙（二零一八年：24.2港仙）。

### 股息

董事會建議派發末期股息每股公司普通股（「股份」）5.8港仙予於二零一九年八月五日名列本公司股東名冊內之本公司股東（「股東」），惟須待股東於應屆股東週年大會批准後方告作實。建議派發之末期股息單估計將於二零一九年八月十五日發送予股東。

# CHAIRMAN'S STATEMENT (Continued)

## 主席報告 (續)

Together with the interim dividend of 4.0 HK cents per share already paid, the total dividends for the year ended 31 March 2019 will amount to 9.8 HK cents per share, representing a payout ratio of approximately 53.7% (based on the total dividends for FY 2018/19 and the Group's profit for the year excluding the increase in fair value of investment properties).

### REVIEW OF OPERATION

#### Construction

The Group's construction business primarily consists of provision of building services as a main contractor in property development projects for prominent local developers, as well as existing building alterations, renovation and fitting-out works services. Revenue derived from the construction business decreased by approximately 79.2% or HK\$1,009.6 million, from approximately HK\$1,274.5 million for the year ended 31 March 2018 ("FY 2017/18") to approximately HK\$264.9 million for the year ended 31 March 2019 ("FY 2018/19"). Decrease in revenue was mainly because the construction project at Kai Tak were substantially completed in the previous financial year, resulting in much lower percentage of revenue being certified during FY 2018/19.

During the year under review, the Group secured a new construction contract of the proposed composite development at Kai Tak, Kowloon. As at 31 March 2019, the value of construction projects in hand amounted to approximately HK\$1.63 billion.

#### Data Centre Premises Leasing

The Group owned, developed and leased out raised floor space of two high-tier data centre buildings which were purposely built for data centre use and feature high level of reliability, redundancy and security. The first high-tier data centre, namely iTech Tower 1, maintained a high customer utilisation and contributed a stable rental income inflow to the Group. The second high-tier data centre, namely iTech Tower 2, also operated well and contributed revenue stream to the Group progressively.

Revenue derived from data centre premises leasing business improved by approximately 5.0% or HK\$7.2 million, from approximately HK\$145.0 million for FY 2017/18 to approximately HK\$152.2 million for FY 2018/19, primarily driven by the increasing utilisation and revenue contribution from the tenants of iTech Tower 2.

連同已派付的中期股息每股4.0港仙，截至二零一九年三月三十一日止年度的股息總額將為每股9.8港仙，派息比率約為53.7%（根據2018/19年度的股息總額及本集團年內撇除投資物業公平值增加後之溢利）。

#### 業務回顧

##### 建築

本集團的建築業務主要包括作為主承建商身份為本地知名發展商提供樓宇建造服務，及為現有樓宇提供改建、翻新及裝修工程服務。來自建築業務的收益由截至二零一八年三月三十一日止年度（「2017/18年度」）約12.745億港元減少至截至二零一九年三月三十一日止年度（「2018/19年度」）約2.649億港元，減少約79.2%或10.096億港元。收益減少主要因為位於啟德之建築項目於對上財政年度已大致完成，因而在2018/19年度確認的收益的百份比較去年同期大幅減少。

在回顧年內，本集團獲得一個位於九龍啟德建議綜合發展項目的新建造合約。於二零一九年三月三十一日，手頭建築合約金額約為16.3億港元。

##### 數據中心物業租賃

本集團擁有、發展及出租兩座專門為數據中心建造，且具備高度可靠、冗餘和安全性之高端數據中心大樓的架空地台空間。第一座高端數據中心名為 iTech Tower 1，維持高出租率及為本集團帶來穩定的租金收入。第二座高端數據中心名為 iTech Tower 2 亦營運良好，並逐步為本集團貢獻收入來源。

來自數據中心物業租賃業務的收益由2017/18年度約1.450億港元增加至2018/19年度約1.522億港元，增加約5.0%或720萬港元，乃主要由於 iTech Tower 2 使用率上升令租金收入增加。



# CHAIRMAN'S STATEMENT (Continued)

## 主席報告 (續)

### Property Development

#### **Tsing Yi Sai Shan Road project**

The Group's first property development project is situated at Sai Shan Road, Tsing Yi, New Territories with a gross floor area of approximately 400,000 square feet for private residential purposes. It will provide around 780 units in two towers, with units ranging from one-bedroom to four-bedroom and special units. The site formation and foundation works are now progressing, and construction is expected to be completed in early 2022. In April 2019, the Group had applied for presale consent of this project and is now pending the approval.

To facilitate the upcoming sales of the Tsing Yi project and future development projects, the Group had, through the acquisition of Excel One Global Limited and its wholly-owned subsidiary Marvellous Investments Limited (collectively referred as to "Excel One Group"), acquired several shop premises at the basement, ground floor and first floor of No. 39 Chatham Road South, Tsim Sha Tsui, Kowloon for the purpose of establishing the sales office and accommodating show flats. Renovation work is now in progress and is expected to be completed in June 2019.

#### **Cristallo**

The en-bloc residential building situated at No. 279 Prince Edward Road West, Kowloon, with a saleable area of approximately 32,000 square feet, was acquired by the Group in October 2017 through the acquisition of the entire interests of Market Rise Limited together with its wholly-owned subsidiary, Able Business Development Limited and the shareholder's loan at an adjusted consideration of approximately HK\$814 million. The property is a completed luxurious low-density residential building located in the traditional luxury district of Kowloon and is named "Cristallo" by the Group. It offers 18 residential apartments in which each unit sizes from about 1,300 to 2,700 square feet. This development project is well received by the market since its launch for sales by tender in April 2018.

During the year under review, sales and delivery of 2 apartments had been completed. Revenue of approximately HK\$191.0 million was recognised accordingly. In addition, up to the date of this report, the Group had entered 10 provisional sales and purchase agreements in respect of sales of 10 apartments with aggregate contract sales of approximately HK\$425.6 million. Completions are scheduled to take place in the period from July 2019 to October 2021.

### 物業發展

#### **青衣細山路項目**

本集團位於新界青衣細山路之首個集團物業發展項目，其樓面建築面積約400,000平方呎，用作私人住宅用途。此項目提供兩幢住宅大廈約780個單位，間隔包括一房單位至四房單位及特式戶。項目現正進行地盤平整及地基工程，並預計將於二零二二年初竣工。於二零一九年四月，本集團已申請此項目的預售樓花同意書，現正等待批准。

為便利即將開展的青衣項目及未來發展項目的銷售，本集團透過收購Excel One Global Limited及其全資附屬公司茂昌投資有限公司（統稱為「Excel One集團」），購入九龍尖沙咀漆咸道南39號地庫、地下及一樓若干商舖，作為銷售辦事處和設置示範單位。裝修工程目前正在進行，預計將於二零一九年六月完成。

#### **明寓**

二零一七年十月本集團透過收購常陞有限公司連同其全資附屬公司高業發展有限公司之全部權益及股東貸款（經調整的代價約8.14億港元），購入位於九龍太子道西279號的整幢住宅大廈，其可出售面積約32,000平方呎。此物業為一幢已落成位於九龍傳統豪宅區的低密度高檔住宅項目，本集團命名為「明寓」，其提供十八個單位，每個單位面積由約1,300至2,700平方呎。此發展項目自二零一八年四月起以招標形式推售，市場反應理想。

在回顧年內已完成兩個單位之銷售及交付，期內確認之收益約1.910億港元。此外，截至本報告日期，本集團就銷售十個單位訂立了十份臨時買賣合約，合計合約銷售金額約4.256億港元。交易將於二零一九年七月至二零二一年十月完成。

# CHAIRMAN'S STATEMENT *(Continued)*

## 主席報告 (續)

### OUTLOOK

The global business environment in 2019 is overcast by considerable uncertainties. On one hand the US-China trade friction does not show any sign of settlement within a short period of time. On the other hand, the upward interest rate cycle seems to have come to a halt. In Hong Kong, notwithstanding the local economic growth and stock market had been dampened by the US-China trade war, the current low mortgage rate and ample liquidity in the local banking system substantiate the end-user demand for the local residential properties. In view of this, our Tsing Yi project will be launched to the market for sale after the presale consent is granted. Meanwhile we continue to devote effort to sell the remaining units in the Cristallo project.

We maintain an optimistic view on the property market and are actively seeking and identifying opportunity to replenish the land bank for the property development business. For the data centre business, we continue to upgrade our data centre infrastructure and strengthen the support to our tenants. At the same time, we keep on exploring opportunity to develop new data centres outside Hong Kong. The development of our construction business is hindered by the shrinking tender contract sum and profit margin due to severe competition among rival companies. As a result, we would adopt an extremely prudent approach in bidding new construction projects and act only when a reasonable profit margin is attained from new project tender.

### APPRECIATION

I would like to take this opportunity to express my gratitude to the Board for its brilliant leadership, to the Shareholders for their strong support, and to the community for their enthusiastic help, and last but not least, to our staff for their dedicated efforts.

**Chan Hung Ming**  
*Chairman*

Hong Kong, 6 June 2019

### 展望

二零一九年環球商業環境仍籠罩各種不明朗因素。一方面美中兩國的貿易摩擦於短時間內沒有任何解決的跡象，另一方面利率上行的週期似乎已經停止。在香港，儘管美中貿易戰令本地經濟增長和股市受挫，然而樓宇按揭利率處於低水平以及銀行體系充裕的流動資金仍支持用家對本地住宅物業之需求。因此，我們青衣項目將在獲得預售許可後推出市場銷售。與此同時，我們繼續致力推售明寓項目剩餘的單位。

我們對房地產市場保持謹慎樂觀的態度，並主動尋求和確定補充土地儲備的機會以供物業發展業務。數據中心租賃業務方面，我們將繼續提升數據中心的基礎設施和強化對租戶的支援。與此同時，我們仍不斷探索在香港以外地方發展數據中心的機會。另外同業之間激烈競爭導致投標合約金額和利潤萎縮亦窒礙了我們建築業務的發展。因此，我們採取非常謹慎態度競投新建築項目，只在確定新投標項目能獲得合理利潤率的情況下才採取行動。

### 致謝

本人謹藉此機會，衷心感謝董事會的英明領導、股東的鼎力支持、社會的熱心援助及全體員工的不懈努力。

主席  
**陳孔明**

香港，二零一九年六月六日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

In the FY 2018/19, the Group's consolidated revenue amounted to approximately HK\$613.4 million (2018: HK\$1,423.9 million), representing a decrease of approximately 56.9% as compared to the corresponding period of last year. The decrease was largely due to a 79.2% decrease in revenue from the building construction segment, offset partially the impact of revenue recognised on sales of Cristallo properties in the property development segment.

Consolidated gross profit dipped slightly by 1.0% from last year to approximately HK\$266.4 million (2018: HK\$269.3 million). Yet the gross profit margin was significantly improved. These were mainly attributable to the sales of Cristallo properties and recognition of additional work done in a construction project.

Operating expenses (inclusive of selling and general and administrative expenses) for the year increased by 55.0% to approximately HK\$59.8 million (2018: HK\$38.6 million), primarily due to marketing expenses and sale commission incurred in respect of the sale of Cristallo project and increased depreciation charge arising from the own use properties of basement, ground floor and first floor shops at No. 39 Chatham Road South, Kowloon which were acquired in April 2018.

Finance costs for the year increased by approximately 80.9% to approximately HK\$53.5 million (2018: HK\$29.6 million), which was due to (i) continued interest rate hike since 2017 which pushed the Group's average interest rates on variable rate borrowings to about 3.70% (2018: 3.02%) and (ii) increasing bank borrowings for acquisition of Excel One Group and for general working capital purpose.

Net profit for FY 2018/19 was approximately HK\$149.0 million (2018: HK\$171.8 million), representing a decrease of approximately 13.3% when compared to that of FY 2017/18. Excluding the change in fair value of investment properties, the Group recorded an underlying profit of approximately HK\$129.6 million in FY 2018/19, representing a decrease of approximately 24.4% as compared to an underlying profit of approximately HK\$171.3 million in FY 2017/18.

### 財務回顧

本集團於2018/19年度的綜合總收益約6.134億港元(二零一八年: 14.239億港元), 較去年同期減少約56.9%。減少主要由於源自建築分部的收益減少79.2%, 唯物業發展分部確認售出明寓物業帶來的收益抵銷了部份跌幅。

綜合毛利較去年同期輕微下跌1.0%至約2.664億港元(二零一八年: 2.693億港元), 但毛利率顯著改善。此乃主要由於售出明寓物業以及確認一個建築項目的額外工程。

年內營運開支(包括銷售以及一般及行政開支)增加55.0%至約5,980萬港元(二零一八年: 3,860萬港元), 主要由於銷售明寓項目產生的營銷開支及銷售佣金, 以及於二零一八年四月購入九龍尖沙咀漆咸道南39號地庫、地下及一樓商舖作自用後令折舊開支增加所致。

年內融資成本增加約80.9%至約5,350萬港元(二零一八年: 2,960萬港元), 乃由於(i)自二零一七年以來持續加息, 令本集團浮息借款之平均利率上升至約3.70%(二零一八年: 3.02%)及(ii)為收購Excel One集團和一般營運資金令銀行借款增加。

2018/19年度的淨溢利約1.490億港元(二零一八年: 1.718億港元), 與2017/18年度相比減少約13.3%。撇除投資物業的公平值變動, 本集團於2018/19年度錄得基礎溢利約1.296億港元, 較2017/18年度基礎溢利約1.713億港元減少約24.4%。

# MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層討論及分析 (續)

### LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its operations and capital expenditure with its shareholders' fund and bank borrowings. A variety of credit facilities are maintained which had contracted repayment terms ranging from repayable on demand to 19.1 years. As at 31 March 2019, the Group had outstanding bank borrowings of approximately HK\$3,970.8 million (31 March 2018: approximately HK\$3,585.3 million). The gearing ratio (defined as total interest-bearing borrowings divided by shareholders' equity) of the Group was approximately 141.1% (31 March 2018: approximately 129.7%). Increase in the gearing ratio was mainly contributed by the drawdown of bank loans for the Group's general working capital, financing the construction of Tsing Yi project and acquisition of Excel One Group.

The Group adopts a conservative approach in managing its cash balances, which are mainly placed in bank accounts and short-term deposits with reputable banks in Hong Kong. The total cash balances of the Group as at 31 March 2019 were approximately HK\$162.7 million (31 March 2018: approximately HK\$378.2 million), most of which were held in Hong Kong dollars. The current ratio (defined as current assets divided by current liabilities) of the Group was 2.62 times (31 March 2018: 3.79 times). Taking into account the cash at banks and credit facilities available, the Directors considered that the Group has sufficient working capital for its present operation and future business expansion.

### INTEREST RATE RISK

The Group's interest rate risk arises primarily from bank borrowings, which bear interest at floating rates. The Group had in place a treasury policy by which the exposure to floating interest rate risk was mitigated by the use of interest rate swaps. As at 31 March 2019, the Group had outstanding interest rate swaps with the notional amount of approximately HK\$70.4 million. These swaps have fixed interest rates ranging from 1.3% to 1.8% per annum and will mature in 2020 and 2021. In addition, the Group had entered into forward starting swaps with notional amount of approximately HK\$1.57 billion to lock in fixed rates of 2.1% to 2.63% per annum for 3 years. These interest rate swaps are effective in April and May 2019 and January 2020.

### FOREIGN CURRENCY RISK

The Group has no significant exposure to foreign currency risk as substantially all of the Group's transactions are denominated in Hong Kong dollars.

### 流動資金及財務資源

本集團透過股東資金和銀行借款為其業務和資本支出提供資金。本集團設有多項信貸融資，約定還款期介乎按要求償還至19.1年。於二零一九年三月三十一日，本集團有未償還銀行貸款約39,708億港元（二零一八年三月三十一日：約35,853億港元）。本集團的資本負債比率（計息借款總額除股東權益）約141.1%（二零一八年三月三十一日：約129.7%）。資本負債比率上升主因提取銀行貸款用作本集團一般營運資金、為建設青衣項目和收購Excel One集團提供資金。

本集團在管理現金結存方面採取審慎的態度，其主要存入香港知名銀行的銀行帳戶和短期存款內。本集團於二零一九年三月三十一日的總現金結餘約1.627億港元（二零一八年三月三十一日：約3.782億港元），大部分為港元。本集團的流動比率（流動資產除流動負債）為2.62倍（二零一八年三月三十一日：3.79倍）。董事認為經計及銀行結存連同可動用信貸融資，本集團具備充裕營運資金應付目前營運及未來擴充業務。

### 利率風險

本集團的利率風險主要來自銀行貸款，其利息按浮動利率計息。本集團採納之庫務政策為運用利率掉期合約減低面對浮動利率的風險。於二零一九年三月三十一日，本集團持有名義合約金額約7,040萬港元的利率掉期合約。該等掉期合約的固定利率介乎年息1.3%至1.8%，並將於二零二零年及二零二一年到期。此外，本集團已訂立名義合約金額約15.7億港元之遠期掉期合約以鎖定固定利率於年息2.1%至2.63%，年期為三年。此等利率掉期合約將於二零一九年四月和五月以及二零二零年一月生效。

### 外匯風險

由於本集團的交易絕大部分以港元計值，故並無面對重大外匯風險。

# MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

## 管理層討論及分析 (續)

### CHARGE ON ASSETS

As at 31 March 2019, bank loans of approximately HK\$3,970.8 million are secured by certain assets of the Group with an aggregate carrying amount of approximately HK\$6,638.6 million.

### CAPITAL COMMITMENTS

Save as disclosed in note 32 to the financial statements, the Group had no other capital commitments as at 31 March 2019.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 March 2019.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 13 April 2018, a wholly-owned subsidiary of the Company had completed the acquisition of the entire interests of Excel One Group. Since then, Excel One Group becomes indirect wholly-owned subsidiaries of the Company and their financial results are consolidated into the Group's consolidated financial statement. Details of the acquisition had been set out in the Company's announcement dated 15 December 2017, annual result announcement for the year ended 31 March 2018 dated 11 June 2018 and 2017/18 annual report.

Save as disclosed above, there was no other material acquisition or disposal of subsidiaries and associated companies during FY 2018/19.

### EMPLOYEES AND REMUNERATION POLICIES

The Group had a total of 168 employees as at 31 March 2019. Total remuneration of employees for FY 2018/19 was approximately HK\$115.7 million. The remuneration policy and packages of the Group's employees are periodically reviewed by making reference to the prevailing market conditions. The components of remuneration packages consist of basic salary, benefits-in-kind, fringe benefits and contributions to mandatory provident funds, as well as discretionary bonuses which are determined according to individual performance of employees.

### SIGNIFICANT INVESTMENTS HELD

Except for investments in subsidiaries, the Group did not hold any significant investment in equity interest in any other company during FY 2018/19.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at the date of this annual report, the Group did not enter into any agreement in respect of any proposed acquisitions and did not have any future plans relating to material investment or capital assets.

### 資產抵押

於二零一九年三月三十一日，本集團若干資產，其合計賬面值約66.386億港元，已就為數約39.708億港元的銀行貸款作出質押。

### 資本承擔

除財務報表附註32所披露者外，本集團於二零一九年三月三十一日並無其他資本承擔。

### 或然負債

本集團於二零一九年三月三十一日並無重大或然負債。

### 附屬公司及聯營公司的重大收購及出售

於二零一八年四月十三日，本公司其一全資附屬公司已完成收購Excel One集團的全部權益。自此，Excel One集團成為本公司的間接全資附屬公司，其財務業績併入本集團綜合財務報表內。收購事項之詳情已載於本公司日期為二零一七年十二月十五日之公佈、日期為二零一八年六月十一日之截至二零一八年三月三十一日止年度的全年業績公佈及2017/18年報內。

除上述所披露者外，本公司於2018/19年度內並無其他重大收購或出售附屬公司及聯營公司。

### 僱員及薪酬政策

於二零一九年三月三十一日，本集團共有168名僱員。2018/19年度的員工總薪酬約1.157億港元。本集團參考當時市況定期檢討僱員的薪酬政策及待遇。薪酬待遇包括基本薪金、實物福利、附帶福利及強制性公積金供款，以及按個人表現釐定的酌情花紅。

### 持有重大投資

除投資附屬公司外，本集團於2018/19年度期內並未持有其他重大投資。

### 未來重大投資或資本資產計劃

於本年報日期，本集團概無就任何建議收購簽訂任何協議，且並無任何其他未來重大投資或資本資產計劃。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for FY 2018/19.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and its subsidiaries are principally engaged in the business of building construction, property leasing and property development. Details of the principal activities of the principal subsidiaries are set out in note 29 to the financial statements. There were no significant changes in the nature of the Group's principal activities during FY 2018/19.

### RESULTS AND APPROPRIATIONS

The results of the Group for FY 2018/19 are set out in the consolidated statement of profit or loss on page 57 of this annual report.

An interim dividend of 4.0 HK cents per share was paid on 12 December 2018. The Board recommends payment of a final dividend of 5.8 HK cents per share to Shareholders whose names appear on the register of members of the Company on 5 August 2019. The proposed final dividend warrants is expected to be dispatched to Shareholders on 15 August 2019.

It is the Company's policy to reward Shareholders in participating the Company's profit whilst retaining adequate capital for business development. The Board may declare or propose payment of dividends after taking into account a number of factors, including the results of operations, financial conditions, working capital, capital requirement and other factors the Board may deem relevant.

The Company currently, subject to the factors and considerations above, pays dividends twice a year in the form of interim and final dividend. Cash dividends will be paid in Hong Kong dollars. Other distributions, if any, will be paid to Shareholders by any means which the Directors deem legal, fair and practicable.

董事欣然呈報本年報連同本集團2018/19年度經審核之綜合財務報表。

### 主要業務

本公司的主要業務為投資控股，而其附屬公司主要從事樓宇建築、物業租賃及物業發展業務。主要附屬公司的主要業務詳情載於財務報表附註29。於2018/19年度期間，本集團主要業務的性質並無重大變動。

### 業績及分派

本集團2018/19年度的業績載於本年報第57頁的綜合損益表。

本集團於二零一八年十二月十二日派付中期股息每股4.0港仙。董事會建議向於二零一九年八月五日名列本公司股東名冊的股東派付末期股息每股5.8港仙。建議派發之末期股息單估計將於二零一九年八月十五日派付予股東。

本公司之政策在於允許股東分享本公司之利潤，同時保留足夠資金以供業務發展。董事會視乎多項因素，包括經營業績、財務狀況、營運資金、資本規定以及董事會認為有關的其他因素後，或會宣派或建議派發股息。

根據上述因素及考慮，本公司現時每年以中期和末期股息形式派付兩次股息。股息以港元宣派。其他分派（如有）將以董事認為合法、公平及可行的任何方式派付予股東。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 23 July 2019 to 26 July 2019, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the forthcoming annual general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 p.m. on 22 July 2019.

In order to determine Shareholders who qualify for the proposed final dividend, the register of members of the Company will be closed from 1 August 2019 to 5 August 2019, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 p.m. on 31 July 2019.

### BUSINESS REVIEW

A review of the business of the Group during the year and the outlook of the Group's business are provided in the Chairman's Statement section from pages 6 to 9 of this annual report. Description of the principal risks and uncertainties facing the Group can be found in the Chairman's Statement, including the financial risks mentioned in the Management Discussion and Analysis section and note 31 to the financial statements. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights and Management Discussion and Analysis sections of this annual report. All the above sections form part of this report.

### 暫停辦理股份過戶登記

為確定合資格出席應屆股東週年大會並於會上投票的股東身份，本公司將於二零一九年七月二十三日至二零一九年七月二十六日（包括首尾兩日）暫停辦理股份過戶登記。為確保享有出席應屆股東週年大會之資格，所有股份過戶文件連同有關股票必須於二零一九年七月二十二日下午四時三十分前送交本公司股份過戶登記處香港分處，卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓（自二零一九年七月十一日起，地址改為香港皇后大道東183號合和中心54樓），以辦理登記手續。

為確定合資格獲派發建議末期股息的股東身份，本公司將於二零一九年八月一日至二零一九年八月五日（包括首尾兩日）暫停辦理股份過戶登記。為確保獲派發建議之末期股息，所有股份過戶文件連同有關股票必須於二零一九年七月三十一日下午四時三十分前送交本公司股份過戶登記處香港分處，卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓（自二零一九年七月十一日起，地址改為香港皇后大道東183號合和中心54樓），以辦理登記手續。

### 業務審視

有關本集團本年度業務的審視，以及本集團的業務展望在本年報第6至9頁的「主席報告」中闡述。關於本集團面對的主要風險及不明朗因素的敘述在「主席報告」中闡述，包括於「管理層討論及分析」和財務報表附註31提及的財務風險。以財務關鍵表現指標分析本集團年內表現載於本年報「財務摘要」及「管理層討論及分析」內。上述所有章节均構成本報告一部份。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### KEY RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises that employees, customers and business partners are the keys to the sustainable development to the Group. The Group is committed to building a close and caring relationship with its employees and business partners, and improving the quality of services and products to the customers.

Employees are regarded as the most vital and valuable assets of the Group. The Group ensures that all staffs are reasonably remunerated, regular seminars on safety for specific type of works and activities and safety induction training are provided for all employees as well as the subcontractors' employees.

The Group stays connected with its customers and has ongoing communication with them through various channels such as physical meetings, telephone and electronic mail communication to obtain their feedback and suggestions.

The Group establishes long-term business relationship with the subcontractors. Through the past dealings with the subcontractors, the Group has acquired sufficient appreciation of their expertise and strengths so that it would enable us to maintain our quality standards.

The Group also places effort to build up and maintain good relationship with various commercial banks as the Group's businesses are capital intensive and require on-going funding to maintain continuous growth.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Company endeavours to protect the environment in which it operates its business. The Group's construction and data centre leasing segment have established environmental management systems and were certified by Certification Asia (HK) Limited to be in compliance with the requirements of ISO 14001:2004.

During FY 2018/19, there was no material non-compliance in relation to air pollution, noise control, disposal and emission of construction wastes. Green office practices are also encouraged in the operation of the Group's businesses, such as double-sided printing and copying, setting up recycling bins, sending and presenting corporate documents or information to the members of the Board in electronic format, and reducing energy consumption by switching off idle lighting and electrical appliances.

### 與僱員、客戶及供應商之重要關係

本集團深知僱員、客戶及業務夥伴為本集團持續發展的關鍵。本集團致力於與其僱員及業務夥伴之間建立緊密及關懷關係，以及改善提供予客戶的服務及產品質素。

僱員被視為本集團最為重要及最有價值資產。本集團確保所有員工獲得合理薪酬，定期為所有員工以及分包商的僱員舉辦特定類別工程及活動安全研討會和入職安全培訓。

本集團與其客戶保持聯繫以及透過各種渠道與客戶持續交流，例如舉行現場會議、電話及電郵溝通獲得彼等的反饋及建議。

本集團與分包商已建立長期業務關係。透過過往與分包商的往來，本集團已充分了解彼等之專門技術及長處，促使我們保持我們的品質標準。

由於本集團的業務屬資本密集型業務，需要持續融資維持持續增長，本集團亦努力建立及維持與多間商業銀行的良好關係。

### 環境政策及成效

本公司致力保護其營運的環境。本集團之建築及數據中心物業租賃分部已建立環境管理系統，並獲Certification Asia (HK) Limited認證為符合ISO 14001:2004之規定。

於2018/19年度期間，在空氣污染、噪音管制、棄置及排放建築廢物方面不存在任何重大違規情況。本集團亦致力鼓勵實行綠化辦公室，如雙面打印及複印、設置回收箱、以電子形式寄送及展示公司文件或資料予董事會成員、及透過關掉閒置之電燈及電器以減少消耗能源。



# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The “Environmental, Social and Governance Report” of the Company prepared in accordance with Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) will be published within three months after the publication of this annual report.

### COMPLIANCE WITH LAWS AND REGULATIONS

During FY 2018/19, no material non-compliance of the laws and regulations that have a significant impact on the Company was noted. In addition, discussion on the Company’s compliance with the Corporate Governance Code is included in the Corporate Governance Report.

### DONATIONS

Donations made by the Group during the year amounted to HK\$39,000.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group is set out on page 5 of this annual report.

### FIXED ASSETS

Details of movements in fixed assets (including investment properties and property, plant and equipment) during the year are set out in note 15 to the financial statements.

### BANK LOANS

Details of bank loans of the Group as at 31 March 2019 are set out in note 23 to the financial statements.

### INTEREST CAPITALISED

The amount of interest capitalised by the Group during the year is set out in note 8(a) to the financial statements.

### SHARE ISSUED AND SHARE CAPITAL

Details of the Company’s share capital are set out in note 26 to the financial statements.

### RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 61 of this annual report and in note 27(b) to the financial statements, respectively.

### 環境·社會及管治報告

本公司根據聯交所證券上市規則(「上市規則」)附錄二十七編製的「環境·社會及管治報告」將於本年報公佈後三個月內公佈。

### 遵守法律及法規

於2018/19年度期間·對本公司有重大影響的有關法律及規例不存在任何重大違規情況。並且·本公司遵守企業管治守則的情況已包括在企業管治報告。

### 捐款

本集團於本年度作出之捐款為39,000港元。

### 五年財務概要

本集團的業績·資產及負債概要載於本年報第5頁。

### 固定資產

固定資產(包括投資物業以及物業·廠房及設備)於本年度的變動詳情載於財務報表附註15。

### 銀行貸款

本集團於二零一九年三月三十一日之銀行貸款的詳情載於財務報表附註23。

### 資本化利息

本集團於本年度資本化的利息金額載於財務報表附註8(a)。

### 發行股份及股本

本公司股本之資料詳列於財務報表附註26。

### 儲備及可供分派儲備

本集團及本公司於本年度儲備變動的詳情分別載於本年報第61頁的綜合權益變動表及財務報表附註27(b)。

# REPORT OF THE DIRECTORS (*Continued*)

## 董事會報告 (續)

### MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales attributable to the Group's largest customer and the five largest customers in aggregate was 34.7% and 82.3% of the Group's total sales for the year respectively.

The percentage of purchases attributable to the Group's largest supplier and the five largest suppliers in aggregate was 11.7% and 41.3% of the Group's total purchases for the year respectively.

One of the five largest customers of the Group during the year was the spouse of Mr. Lau Chi Wah who is an executive Director and had interests in 53,146,830 shares of the Company.

Save as disclosed above, none of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors own more than 5% of the Company's total number of issued shares) had an interest in the five largest suppliers or customers of the Group.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association (the "Articles") and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### DIRECTORS

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

#### Executive Directors

Mr. Chan Hung Ming (*Chairman*)  
Mr. Lau Chi Wah  
Mr. Yuen Ying Wai  
Mr. Kwan Wing Wo

#### Independent Non-executive Directors

Mr. Tsui Ka Wah  
Mr. Kan Yau Wo  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

Pursuant to Article 84 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at least once every three years. The retiring Directors will be eligible for re-election. It is proposed that Mr. Kwan Wing Wo, Mr. Tsui Ka Wah and Mr. Kan Yau Wo shall retire from office by rotation and, being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

### 主要客戶及供應商

本集團最大客戶及五大客戶的應佔銷售百分比分別佔本集團年內總銷售額的34.7%及82.3%。

本集團最大供應商及五大供應商應佔的採購百分比分別佔本集團年內採購總額的11.7%及41.3%。

本集團年內五大客戶之一為劉志華先生的配偶，而劉志華先生為執行董事，並擁有本公司53,146,830股股份的權益。

除上文所披露者外，概無董事，其緊密聯繫人或任何股東（據董事所知，擁有本公司已發行股份總數超過5%者）於五大供應商或客戶中擁有任何權益。

### 優先購買權

本公司組織章程細則（「章程細則」）並無優先購買權條文，亦無針對本公司須按比例向現有股東提呈發售新股份的限制。

### 董事

年內及截至本年報日期止，本公司董事如下：

#### 執行董事

陳孔明先生（主席）  
劉志華先生  
袁英偉先生  
關永和先生

#### 獨立非執行董事

徐家華先生  
簡友和先生  
莫貴標先生  
李宗耀先生

根據章程細則第84條，三分之一董事將於每屆股東週年大會輪值退任，而每名董事須最小每三年輪值退任一次。退任董事將獲重選連任。退任董事將獲重選連任。現建議關永和先生、徐家華先生及簡友和先生輪值退任，惟符合資格並願意在應屆股東週年大會上重選連任董事。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group as of 31 March 2019 are set out on pages 29 to 35 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from 9 August 2013, being the listing date of the Company (the "Listing Date"), and such appointment continued thereafter unless terminated in accordance with the terms of the service agreement.

Each of the independent non-executive Directors has signed a letter of appointment with the Company for a term of three years commencing from 9 August 2016, and such appointment may be terminated in accordance with the terms of the letter of appointment.

Apart from the foregoing, no Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors are independent.

### PERMITTED INDEMNITY PROVISIONS

During the year and up to the date of this annual report, the Company has in force indemnity provisions as permitted under the relevant statutes for the benefit of the Directors of the Company. The permitted indemnity provisions are provided for in the Articles and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against such Directors.

### 董事及高級管理層履歷

董事及本集團高級管理層於二零一九年三月三十一日的履歷詳情載於本年報第29至35頁。

### 董事服務合約

各執行董事已與本公司訂立服務協議，初步任期自二零一三年八月九日（即本公司上市日期（「上市日期」））起為期三年，並於其後持續直至根據其服務協議條款終止為止。

各獨立非執行董事已與本公司簽訂委聘書，自二零一六年八月九日起為期三年，委任可根據其委聘書條款終止。

除上述者外，概無擬於應屆股東週年大會上重選連任的董事與本公司或其任何附屬公司訂立於一年內終止合約須作賠償（法定賠償除外）的服務合約。

### 獨立非執行董事確認其獨立身分

本公司已收到各獨立非執行董事根據上市規則第3.13條發出其獨立身分的年度確認函，且本公司認為彼等均保持其獨立身分。

### 獲准許彌償條文

於本年度內及截至本年報日期為止，本公司按有關法規的允許，備有以本公司董事為受益人的彌償條文。獲准許彌償條文於章程細則以及於本集團就可能針對該等董事提出的法律程序的相關潛在責任及成本而投購的董事及高級職員責任險中有所規定。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2019, the interests and short positions of the Directors and chief executives in 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 ("SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") to be notified to the Company and the Stock Exchange, were as follows:

### 董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

於二零一九年三月三十一日，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第XV部）之股份、相關股份及債權證中，擁有(a)根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之規定被認為或被視作擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條規定記入須存置之登記冊內之權益及淡倉；或(c)根據上市公司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之權益及淡倉，如下：

Name of Director	Name of Group member/associated corporation	Capacity/Nature of interest	Number of ordinary shares held (note 1) 持有 普通股數目 (註1)	Approximate percentage of shareholding 股權概約 百分比
董事姓名	本集團成員公司／ 相聯法團名稱	身分／權益性質		
Mr. Chan Hung Ming 陳孔明先生	The Company 本公司	Interest of a controlled corporation (note 2) 受控法團權益 (註2)	478,321,470 (L)	67.39%
	Chan HM Company Limited Chan HM Company Limited	Beneficial owner 實益擁有人	1	100%
Mr. Lau Chi Wah 劉志華先生	The Company 本公司	Interest of a controlled corporation (note 3) 受控法團權益 (註3)	53,146,830 (L)	7.49%

## REPORT OF THE DIRECTORS (Continued)

### 董事會報告 (續)

#### Note:

1. The Letter "L" denotes the Directors' long position in the shares of the Company or the relevant associated corporation.
2. Mr. Chan Hung Ming holds 100% of the issued share capital of Chan HM Company Limited, which owns 478,321,470 shares out of the total number of issued shares of the Company. Therefore, Mr. Chan Hung Ming is deemed to have the same interest in the Company by virtue of SFO.
3. Mr. Lau Chi Wah holds 100% of the issued share capital of Lau CW Company Limited, which owns 53,146,830 shares out of the total number of issued shares of the Company. Therefore, Mr. Lau Chi Wah is deemed to have the same interest in the Company by virtue of SFO.
4. On 14 March 2019, Lau CW Company Limited pledged 53,146,830 Shares it held in the Company to Banco Well Link, S.A..

Save as disclosed above, none of the Directors or chief executives of the Company has or is deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations as at 31 March 2019.

#### 註:

1. 字母「L」指董事於本公司或相關相聯法團股份的好倉。
2. 陳孔明先生持有Chan HM Company Limited已發行股本的100%權益，而Chan HM Company Limited擁有本公司已發行股份總數中478,321,470股股份。因此，陳孔明先生根據證券及期貨條例被視為於本公司擁有有關權益。
3. 劉志華先生持有Lau CW Company Limited已發行股本的100%權益，而Lau CW Company Limited擁有本公司已發行股份總數中53,146,830股股份。因此，劉志華先生根據證券及期貨條例被視為於本公司擁有有關權益。
4. 於二零一九年三月十四日，Lau CW Company Limited質押其持有之本公司53,146,830股股份予立橋銀行股份有限公司。

除上文所披露者外，於二零一九年三月三十一日，概無董事或本公司主要行政人員擁有或被視為擁有本公司或其任何相聯法團之股份、相關股份或債權證中的任何權益或淡倉。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2019, so far as the Directors were aware, the following persons/entity (not being the Directors or chief executives of the Company) had, or were deemed to have interests or short positions in Shares and underlying Shares of the Company or any of its associated corporations which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under Section 336 of the SFO:

### 主要股東於股份及相關股份的權益及淡倉

於二零一九年三月三十一日，就董事所知，以下人士／實體（並非董事或本公司主要行政人員）於本公司或其任何相聯法團的股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部須通知本公司或已於本公司根據證券及期貨條例第336條須記錄於存置之登記冊的權益或淡倉：

Name of Shareholder	Capacity/Nature of interest	Number of ordinary shares held (note 1) 持有普通股數目 (註1)	Approximate percentage of shareholding 股權概約百分比
股東姓名	身分／權益性質		
Chan HM Company Limited Chan HM Company Limited	Beneficial owner 實益擁有人	478,321,470 (L)	67.39%
Lau CW Company Limited Lau CW Company Limited	Beneficial owner 實益擁有人	53,146,830 (L)	7.49%
Ms. Cheung Shuk Fong 張淑芳女士	Family (note 2) 家族 (註2)	53,146,830 (L)	7.49%
Banco Well Link, S.A. 立橋銀行股份有限公司	Security interest (note 3) 保證權益 (註3)	53,146,830 (L)	7.49%

Note:

- The Letter "L" denotes the person's/entity's long position in the shares of the Company or the relevant Group member.
- Ms. Cheung Shuk Fong, the spouse of Mr. Lau Chi Wah, is deemed to be interested in Mr. Lau's interest in our Company by virtue of the SFO.
- On 14 March 2019, Lau CW Company Limited pledged 53,146,830 Shares it held in the Company to Banco Well Link, S.A..

註：

- 字母「L」指該人士／實體於本公司或相關集團成員公司股份的好倉。
- 根據證券及期貨條例，劉志華先生的配偶張淑芳女士被視為於劉先生在本公司的權益中擁有權益。
- 於二零一九年三月十四日，Lau CW Company Limited質押其持有之本公司53,146,830股股份予立橋銀行股份有限公司。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the total number of issued shares of the Company as at 31 March 2019 which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Interests and Short Positions of Directors and Chief Executives in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" above, at no time during FY 2018/19 was the Company or any of its subsidiaries or any holding company or any subsidiary of the Company's holding company, a party to any arrangement that would enable the Directors 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 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Group, none of the Directors was interested in any business which competes or is likely to compete with the businesses of the Group for FY 2018/19.

### CONNECTED TRANSACTIONS

On 21 January 2019, Able Business Development Limited (an indirect wholly-owned subsidiary of the Company and as vendor) accepted the tender from Ms. Cheung Shuk Fong ("Ms. Cheung", as purchaser) for the sale of a residential unit of Cristallo Project (the "Disposal") at the consideration of HK\$148,000,000.

Ms. Cheung, by virtue of being the spouse of Mr. Lau Chi Wah who is an executive Director, is an associate of a connected person of the Company under Rule 14A.12 of the Listing Rules. Hence the Disposal constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. Since one of the applicable percentage ratios (other than the profits ratio) in respect of the Disposal exceeded 5%, the Disposal was subject to reporting, announcement, circular and independent shareholders' approval requirements under the Listing Rules.

除上文所披露者外，於二零一九年三月三十一日，本公司並無獲通知本公司已發行股份總數中有任何其他相關權益或淡倉須根據證券及期貨條例第XV部第2及3分部條文向本公司披露，或已記錄於本公司根據證券及期貨條例第336條須予存置的登記冊內。

### 董事購買股份或債權證的權利

除上文「董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉」一節所披露者外，本公司或其任何附屬公司、控股公司或本公司控股公司的任何附屬公司於2018/19年度概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體的股份或債權證而獲益，亦無董事或彼等的任何配偶或十八歲以下的子女獲授任何權利以認購本公司或任何其他法人團體的股權或債務證券或已行使任何有關權利。

### 董事於競爭業務的權益

除董事各自於本集團的權益外，於2018/19年度彼等並無任何與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

### 關連交易

於二零一九年一月二十一日，高業發展有限公司（本公司其一間接全資附屬公司及作為賣方）接納張淑芳女士（「張女士」，作為買方）之標書，內容有關出售明寓項目其中一個住宅單位（「出售事項」），代價為148,000,000港元。

張女士為執行董事劉志華先生之配偶，故根據上市規則第14A.12條為本公司關連人士之聯繫人。因此，根據上市規則第14A章，出售事項構成本公司之關連交易。由於有關出售事項之其中一項適用百分比率（利潤率除外）超過5%，出售事項須遵守上市規則項下之申報、公佈通函及獨立股東批准之規定。

# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

The Disposal was approved by the independent shareholders of the Company at the extraordinary general meeting held on 1 March 2019 and was completed on 22 March 2019. Details of the Disposal were set out in the circular of the Company dated 14 February 2019.

### DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

No Director or any entity connected with a Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or any of its fellow subsidiaries was a party during or at the end the year.

### CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

None of the Company or any of its subsidiaries had entered into any contract of significance or contract of significance for provision of services with the Company's controlling shareholders ("Controlling Shareholders") or its subsidiaries during the year.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### DIRECTORS' REMUNERATION

Details of the Directors' remuneration during the year are set out in note 11 to the financial statements.

### NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

A deed of non-competition in respect of the Controlling Shareholders was entered into on 23 July 2013 (the "Deed of Non-Competition"). The Controlling Shareholders had confirmed to the Company of their compliance with the Deed of Non-Competition provided to the Company during the year.

The independent non-executive Directors have reviewed and confirmed that the Controlling Shareholders of the Company had complied with the Deed of Non-Competition which has been enforced by the Company in accordance with its terms, and that there was no new opportunity (as defined in the Prospectus headed "Relationship with Controlling Shareholders – Non-compete Undertakings") referred by the Controlling Shareholders to the Company as provided under the Deed of Non-Competition.

出售事項已於二零一九年三月一日舉行之股東特別大會上獲本公司獨立股東批准，交易並於二零一九年三月二十二日完成。出售事項詳情載於本公司日期為二零一九年二月十四日之通函。

### 董事於交易、安排或重大合約中的權益

於本年度內或年結日，董事或其關連實體並無在本公司、其控股公司、或其任何附屬公司或同系附屬公司之任何與本集團業務有關的交易、安排或重大合約中直接或間接擁有重大權益。

### 控股股東於合約中的權益

於本年度內，本公司或其任何附屬公司並無與本公司控股股東（「控股股東」）或其附屬公司訂立任何重大合約或提供服務的重大合約。

### 管理合約

於本年度內並無訂立或存在任何與本公司全部或大部分業務有關的管理及行政事宜的合約。

### 董事薪酬

董事於本年度薪酬的詳情載於財務報表附註11內。

### 控股股東的不競爭承諾

控股股東已於二零一三年七月二十三日訂立不競爭契據（「不競爭契據」）。控股股東已就其遵守不競爭承諾的條款作出年度聲明。

獨立非執行董事已審閱並確認控股股東已遵守不競爭承諾，且本公司已根據其條款執行不競爭承諾，以及並無新機會（定義見招股章程「與控股股東的關係—不競爭承諾」）由控股股東根據不競爭承諾規定轉介予本公司。



# REPORT OF THE DIRECTORS (Continued)

## 董事會報告 (續)

### PENSION SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. During FY 2018/19, the Group contributed approximately HK\$2.92 million to the aforesaid scheme.

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 23 July 2013 (the “Adoption Date”). The purpose of the Scheme is to attract and retain the best quality personnel, to provide additional incentives to them to promote the long term success of the Group. Pursuant to the Scheme, the Board may, at its own discretion, grant options to any full-time or part-time employee, executives, officers, directors (including executive, non-executive, and independent non-executive Directors), consultants, advisors, suppliers, customers, agents and other persons whom the Board determines have or will have contribution to the Group.

The maximum number of shares in respect of which options may be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue upon the Listing Date, being 40,000,000 Shares (the “Scheme Limit”). Subject to Shareholders’ approval in general meeting, the Board may (i) renew this limit at any time to 10% of the shares in issue as at the date of the approval by the Shareholders in general meeting; and/or (ii) grant options beyond the Scheme Limit to eligible participants specifically identified by the Board.

The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Scheme) if this will result in the limit being exceeded.

### 退休金計劃

本集團為所有香港合資格僱員提供強制性公積金計劃（「強積金計劃」）。強積金計劃的資產與本集團的資產分開持有，由受託人控制的基金管理。根據強積金計劃規定，僱主及其僱員須按規定訂明的比率向計劃作出供款。本集團於2018/19年度向上述計劃作出供款約292萬港元。

### 購股權計劃

本公司於二零一三年七月二十三日（「採納日期」）採納一項購股權計劃（「計劃」）。計劃之目的在於吸引及保留高質素的人員，並向彼等提供額外激勵，以促進本集團長遠業務邁向成功。根據計劃，董事會可酌情授出購股權予任何全職或兼職僱員、行政人員、辦事人員、董事（包括執行、非執行及獨立非執行董事）、諮詢顧問、顧問、供應商、客戶、代理及其他董事會認為對本集團有所貢獻或未來有貢獻的人士。

根據計劃及本公司任何其他購股權計劃可予授出的購股權所涉及股份，合共最多不得超過上市日期已發行股份總數的10%，即40,000,000股股份（「計劃限額」）。倘若獲股東於股東大會上批准，董事會可(i)隨時更新此限額至該股東大會上獲股東批准當日已發行股份的10%；及／或(ii)授出超過計劃限額的購股權予董事會指定的合資格參與者。

根據計劃及本公司任何其他購股權計劃所授出但尚未行使的所有未行使購股權獲行使時而可予發行的股份總數，於任何時間不得超過不時已發行股份的30%。倘此舉將導致股份總數超逾該限額，則不得根據本公司任何其他計劃（包括計劃）授出購股權。

## REPORT OF THE DIRECTORS *(Continued)*

### 董事會報告 (續)

The total number of shares issuable upon exercise of the options granted under the Scheme and any other share option schemes of the Company to each eligible participant in any 12-month period shall not exceed 1% of the shares in issue. Any further grant of options is subject to Shareholders' approval in general meeting with such eligible participant and his associates abstaining from voting.

An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The Scheme shall be valid and effective for a period of ten years commencing from the Adoption Date.

A consideration of HK\$1.0 is payable on acceptance of the grant of an option. Pursuant to the Scheme, the participants may subscribe for the shares of the Company on exercise of an option at the price determined by the Board provided that it shall be at least the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

No options had been granted, exercised or cancelled under the Scheme since the Adoption Date up to the date of this report.

於任何十二個月期間，每名合資格參與者根據計劃及本公司任何其他購股權計劃獲授的購股權獲行使時而可予發行的股份總數，不得超過已發行股份的1%。任何進一步授出購股權須待股東於股東大會上批准且該合資格參與者及其聯繫人放棄投票後方可作實。

購股權可根據計劃的條款於董事會可能釐定的期間內隨時行使，惟有關期間自授出日期起計不超過十年，且受有關計劃的提前終止條文所規限。計劃於採納日期起計十年期間內生效及有效。

於接納所授出的購股權時須支付1.0港元的代價。根據計劃，參與者可於行使購股權時按董事會釐定的價格認購本公司股份，惟該價格不得低於下列最高者：(i)股份於授出日期（必須為營業日）在聯交所每日報價表所報的收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份的面值。

自採納日期直至本報告日期，概無任何購股權根據計劃被授出、行使或註銷。

## REPORT OF THE DIRECTORS (Continued)

### 董事會報告 (續)

#### SHARE AWARD PLAN

The Company adopted a share award plan (the "Share Award Plan" or the "SAP") on the Adoption Date. Subject to and in accordance with the rules of the SAP, the Board may make an award of shares to certain classes of eligible participants as specified in the SAP, as determined by the Board from time to time on the basis of the Board's opinion as to the proposed awardee's contribution and/or future contribution to the development and growth of the Group. The SAP shall be subject to the administration of the Board, or such committee or such sub-committee or person(s) delegated with the power and authority by the Board to administer the SAP. The shares and other trust fund for the implementation of the Share Award Plan shall be administered by a trustee or trustees (the "Share Award Plan trustee", or the "SAP trustee") to be appointed by the Company. Under the SAP, the Board shall determine the eligibility of the eligible participants and the number of shares to be awarded (the "Awarded Shares") and notify the SAP trustee of the making of awards. The SAP trustee shall then set aside the appropriate number of the Awarded Shares pending the transfer and vest to the relevant participants out of a pool of shares which shall comprise of, among others, shares either (1) (i) transferred to it from any person (other than the Group) by way of gift; or (ii) purchased by the SAP trustee out of the funds received by the SAP trustee by way of gift or for nominal consideration; (2) subscribed for or purchased by the Share Award Plan trustee out of the funds allocated by the Board out of the Group's resources ("Group's Contribution"), subject to the terms and conditions of the rules of the SAP; (3) purchased by the SAP trustee by utilising any surplus gift contribution, or the net proceeds of the sale of the relevant nil-paid rights, options or warrants allocated to it in respect of the Awarded Shares; (4) which remain unvested and revert to the SAP trustee in accordance with the rules of the SAP.

#### 股份獎勵計劃

本公司於採納日期採納一項股份獎勵計劃（「股份獎勵計劃」）。在股份獎勵計劃的規則規限下，董事會可向股份獎勵計劃指定的若干類別合資格參與者給予股份作為獎勵，人選由董事會根據建議獲獎人士目前及／或日後對本集團發展及成長所作貢獻不時決定。股份獎勵計劃由董事會或由董事會授權管理該計劃的有關委員會、小組委員會或人士管理。涉及實施股份獎勵計劃的股份及其他信託基金由本公司委任的一名或多名信託人（「股份獎勵計劃信託人」）管理。根據股份獎勵計劃，董事會將決定合資格參與者的資格及將用作獎勵的股份數目（「獎勵股份」），並就給予獎勵事宜通知股份獎勵計劃信託人。股份獎勵計劃信託人須從股份組合中撥出適當數目的獎勵股份以待轉讓及歸屬予相關參與者，股份組合包括（其中包括）(1) (i) 由任何人士（本集團除外）以饋贈方式轉讓予股份獎勵計劃信託人的股份；或(ii) 股份獎勵計劃信託人動用股份獎勵計劃信託人獲贈或以象徵式代價獲得的資金所購入的股份；(2) 股份獎勵計劃信託人動用由董事會從本集團資源劃撥的資金（「集團出資」）在股份獎勵計劃規則所定條款及條件限制下認購或購買的股份；(3) 股份獎勵計劃信託人動用任何饋贈餘款或由出售獎勵股份分配予其的相關未繳股款供股、期權或認股權證所得款項淨額而購買的股份；(4) 尚未歸屬並根據股份獎勵計劃規則歸還予股份獎勵計劃信託人的股份。

## REPORT OF THE DIRECTORS (Continued)

### 董事會報告 (續)

The SAP trustee may purchase shares on the Stock Exchange at the prevailing market prices or off the market. In respect of off-market transactions, purchases shall not be made with any connected person, nor shall the purchase price be higher than the lower of (1) the closing market price on the date of such purchase, and (2) the average closing market price for the five preceding trading days on which Shares of the Company were traded on the Stock Exchange. At the beginning of each financial year of the Group, the Board shall determine the maximum amount of the Group's Contribution to be allocated to the SAP trustee (or via a special purpose vehicle which may be established by the SAP trustee subject to the provisions of the trust deed to be executed by the Company as settlor and the SAP trustee as trustee, shortly as "Share Award Plan SPV") during such financial year, provided that the maximum numbers of Shares which may be awarded for each financial year under the SAP shall not exceed 10% of the total number of Shares in issue at the beginning of such financial year. The Share Award Plan trustee may also subscribe for new Shares at par or at such other subscription price as instructed by the Board out of the Group's Contribution if the Board considers it appropriate to do so. Prior approval from the Shareholders is not required for the Directors to allot and issue new Shares under the SAP to the SAP trustee, provided that the Directors have sufficient unissued shares within the general mandate on hand subject to certain limitations under the SAP. The Company shall comply with the relevant listing rules when granting the Awarded Shares. The legal and beneficial ownership of the relevant awarded Shares shall be vested in the relevant selected participant within 10 business days after the latest of (1) the date specified in the notice of the award given by the Board to the SAP trustee; and (2) where applicable, the date on which the condition(s) or performance target(s) (if any) to be attained by such selected participant as specified in the related notice of award have been attained and notified to the Share Award Plan trustee by the Board in writing. Neither the SAP trustee nor Share Award Plan SPV (if so established and subsisting) shall exercise the voting rights in respect of the Shares held under trust. The Share Award Plan will remain in force for a period of 10 years commencing on the Adoption Date.

No Shares had been awarded under the Share Award Plan since the Adoption Date up to the date of this report.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during FY 2018/19.

股份獎勵計劃信託人可於聯交所按現行市價或於場外購買股份。對於任何場外交易，不得與任何關連人士進行有關購買，且購買價不得高於下列兩者中較低者：(1)進行有關購買當日的收市價，及(2)本公司股份於之前五個交易日在聯交所錄得的平均收市價。於本集團每個財政年度開始時，董事會須釐定將於該財政年度內撥給股份獎勵計劃信託人（或透過股份獎勵計劃信託人可能根據本公司（以財產授予人身份）將與股份獎勵計劃信託人（以信託人身份）訂立的信託契約所載條文成立的特殊目的公司（簡稱「股份獎勵計劃特殊目的公司」）的集團出資上限，惟各財政年度根據股份獎勵計劃獎勵的股份數目上限不得超過於該財政年度初的已發行股份總數10%。倘董事會認為情況合適，股份獎勵計劃信託人亦可自集團出資中撥款，按面值或董事會指示的其他認購價認購新股份。董事根據股份獎勵計劃向股份獎勵計劃信託人配發及發行新股份，毋須事先徵求本公司股東批准，前提為董事備有不超出現有一般授權的足夠數目未發行股份，且受股份獎勵計劃所載若干限制條件的規限。本公司在授出獎勵股份時，須遵守相關上市規則的規定。相關獎勵股份的合法及實益擁有權須於下列最遲日期後十個營業日內，歸屬予相關選定參與者：(1)董事會發給股份獎勵計劃信託人的獎勵通知上列明的日期；及(2)（在適用情況下）相關獎勵通知中載列的選定參與者應達成的條件或表現目標（如有）已獲達成且董事會書面通知股份獎勵計劃信託人的日期。股份獎勵計劃信託人或股份獎勵計劃特殊目的公司（倘按規定設立及存在）不會行使以信託形式持有的股份所賦予的投票權。股份獎勵計劃將自採納日期起維持十年有效。

自採納日期直至本報告日期，概無任何股份根據股份獎勵計劃用作獎勵。

#### 購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於2018/19年度期內概無購買、出售或贖回任何本公司之上市證券。

# REPORT OF THE DIRECTORS (*Continued*)

## 董事會報告 (續)

### CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the Corporate Governance Code (“CG Code”) as contained in Appendix 14 to the Listing Rules throughout the FY 2018/19. Details are set out in the Corporate Governance Report on pages 36 to 48.

### TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company’s securities.

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDITOR

The consolidated financial statements for FY 2018/19 have been audited by BDO Limited. A resolution for the re-appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Chan Hung Ming**  
*Chairman*

Hong Kong, 6 June 2019

### 企業管治

董事認為，本公司於2018/19年度內已遵守上市規則附錄十四內企業管治守則所載所有守則條文。有關詳情載於第36至48頁的「企業管治報告」內。

### 稅務寬減及豁免

本公司概不知悉有任何因股東持有本公司證券而向彼等提供之稅務寬減及豁免。

### 充足公眾持股量

於本報告日期，根據本公司所得公開資料及董事所知悉，本公司保持上市規則所規定的最低公眾持股量。

### 核數師

2018/19年度的綜合財務報表已由香港立信德豪會計師事務所有限公司審核。於即將舉行的股東週年大會上將提呈重新委任香港立信德豪會計師事務所有限公司為本公司核數師的決議案。

代表董事會

*主席*  
**陳孔明**

香港，二零一九年六月六日

# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

Details of the biographies of Directors and senior management as of 31 March 2019 are listed as follows:

### EXECUTIVE DIRECTORS

**Mr. Chan Hung Ming**, aged 65, is our chairman and executive Director. He is also our Controlling Shareholder and a director of all subsidiaries of our Group. Pursuant to Part XV of the SFO, Mr. Chan is interested in 478,321,470 Shares, representing 67.39% of the number of the issued shares of the Company, as at the date of this annual report.

Mr. Chan is a co-founder of our Group and has participated in the management of our Group since 1995. He is primarily responsible for formulating the overall strategic development and direction of the business development of our Group. He has accumulated over 45 years' experience in construction and property development field and 11 years' experience data centre premises leasing business.

Mr. Chan holds a Higher Certificate in Building Technology from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University).

Save as disclosed above, Mr. Chan is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

**Mr. Lau Chi Wah**, aged 54, is our executive Director and chief executive officer. He is also a director of all subsidiaries of our Group. Pursuant to Part XV of the SFO, Mr. Lau is interested in 53,146,830 Shares, representing 7.49% of the number of the issued shares of the Company, as at the date of this annual report.

Mr. Lau is a co-founder of our Group and has participated in the management of our Group since 1995. He is primarily responsible for formulating the overall strategic planning of our Group and overseeing the business development, administrative and compliance matters of our Group. He had over 30 years of audit, accounting and finance experience.

Mr. Lau holds an Honour Diploma in Accountancy from the Lingnan College (now known as the Lingnan University) and Master's Degree in Professional Accounting from Hong Kong Polytechnic University. He is a fellow of the Hong Kong Institute of Certified Public Accountants ("HKICPA").

董事及高級管理人員於二零一九年三月三十一日的履歷詳情如下：

### 執行董事

**陳孔明先生**，65歲，為本公司主席兼執行董事。陳先生亦為我們的控股股東和本集團所有附屬公司的董事。根據證券及期貨條例第XV部，陳先生於本年報日期擁有478,321,470股股份權益，佔本公司已發行股份數目67.39%。

陳先生為本集團的共同創辦人，自一九九五年起參與本集團的管理。彼主要負責制定本集團業務發展的整體發展策略及方向。彼於建築及物業發展領域擁有逾四十五年經驗。此外，在數據中心物業租賃業務方面擁有十一年經驗。

陳先生持有由香港理工學院（現稱香港理工大學）頒發的建築技術高級證書。

除上文所披露者外，陳先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

**劉志華先生**，54歲，為本公司執行董事兼行政總裁，亦為本集團所有附屬公司的董事。根據證券及期貨條例第XV部，劉先生於本年報日期擁有53,146,830股股份權益，佔本公司已發行股份數目7.49%。

劉先生為本集團的共同創辦人，自一九九五年起參與本集團的管理。彼主要負責制定本集團整體策略規劃及監督本集團的業務發展、行政及合規事宜。彼擁有逾三十年的審核、會計及財務經驗。

劉先生持有由嶺南學院（現稱嶺南大學）頒發的會計學榮譽文憑及香港理工大學頒授的專業會計碩士學位。彼為香港會計師公會的資深會員。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

Save as disclosed above, Mr. Lau is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

**Mr. Yuen Ying Wai**, aged 56, is our executive Director. He also holds directorship in most of the subsidiaries of our Group. Mr. Yuen joined our Group in 2001 and has participated in the management of our Group since 2007.

Mr. Yuen is responsible for the overall management of the construction and data centre premises leasing business. He has over 35 years' experience in quantity surveying and construction project management and 11 years' experience in the construction of high tier data centre and the related leasing matters.

Mr. Yuen holds a Certificate in Civil Engineering Studies from the Hong Kong Vocational Training Council, a National Certificate in Civil Engineering Studies from Business & Technician Education Council, a Higher Certificate in Civil Engineering from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University), and a Diploma in Surveying from the College of Estate Management in United Kingdom. He is a member of both the Society of Surveying Technician and the Hong Kong Institute of Surveyors.

As at the date of this annual report, Mr. Yuen did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yuen is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

**Mr. Kwan Wing Wo**, aged 51, is our executive Director and chief financial officer. He also holds directorship in certain subsidiaries of our Group. Mr. Kwan joined the Group in 2008 and has participated in the management of the Group since then.

Mr. Kwan is responsible for the corporate finance, accounting, taxation, investment and administrative matters of our Group. He has over 28 years' experience in auditing, accounting and finance field. Prior to joining our Group, Mr. Kwan held a management position in a listed company in Hong Kong for 12 years and was mainly responsible for its finance, financial reporting obligations, accounting, taxation and administrative matters.

除上文所披露者外，劉先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

**袁英偉先生**，56歲，為本公司執行董事，並擔任本集團大部份附屬公司的董事。袁先生於二零零一年加入本集團，自二零零七年起參與本集團的管理。

袁先生負責建築及數據中心租賃業務的整體管理。彼於工料測量及建築項目管理方面擁有逾三十五年經驗，並於建造高端數據中心及相關租賃事宜方面擁有十一年經驗。

袁先生持有由香港職業訓練局頒發的土木工程研究證書、由Business & Technician Education Council頒發的土木工程研究國家證書，由香港理工學院（現稱香港理工大學）頒發的土木工程高級證書及由英國房地產管理學院(College of Estate Management)頒發的測量學文憑。彼為測量員學會及香港測量師學會的會員。

於本年報日期，袁先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

除上文所披露者外，袁先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

**關永和先生**，51歲，為本公司執行董事兼財務總監，亦於本集團若干附屬公司擔任董事。彼於二零零八年加入本集團，並自始參與本集團的管理。

關先生負責本集團的企業財務、會計、稅務、投資及行政事宜。彼在審核、會計及財務領域擁有逾二十八年經驗。加入本集團前，關先生在一間香港上市公司擔任管理層職位十二年，主要負責其財務、財務匯報責任、會計、稅務及行政事宜。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

Mr. Kwan holds a Bachelor's degree in Accountancy from the City University of Hong Kong. He is a fellow of the Association of Chartered Certified Accountants of United Kingdom and a member of the HKICPA.

As at the date of this annual report, Mr. Kwan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Kwan is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Tsui Ka Wah**, aged 66, is our independent non-executive Director since 23 July 2013. He is also the chairman of the remuneration committee ("Remuneration Committee") and a member of each of the audit committee ("Audit Committee") and the nomination committee ("Nomination Committee") of the Company.

Mr. Tsui has 31 years of banking experience with United States and local banks, and has held various management positions in corporate, retail and private banking. Currently he holds the position of chief executive officer of SME Credit Company Limited. He is also an independent non-executive director of Oriental Explorer Holdings Limited (stock code: 430), Multifield International Holdings Limited (stock code: 898) and Southeast Asia Properties & Finance Limited (stock code: 252) respectively, whose shares are listed on the Main Board of the Stock Exchange.

Mr. Tsui holds a Bachelor of Arts Degree and a Master's Degree of Business Administration from the Chinese University of Hong Kong.

As at the date of this annual report, Mr. Tsui did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tsui is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

**Mr. Kan Yau Wo**, aged 66, is our independent non-executive Director since 23 July 2013. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company.

關先生持有由香港城市大學頒授的會計學學士學位。彼為英國特許公認會計師公會的資深會員及香港會計師公會會員。

於本年報日期，關先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

除上文所披露者外，關先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

#### 獨立非執行董事

**徐家華先生**，66歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會的成員。

徐先生於美資銀行及本地銀行擁有三十一年銀行業經驗，且於企業銀行、零售銀行及私人銀行擔任過不同管理層職位。彼現於中小企財務有限公司擔任行政總裁。彼亦分別為東方網庫控股有限公司（股份代號：430）、萬事昌國際控股有限公司（股份代號：898）及華信地產財務有限公司（股份代號：252）的獨立非執行董事，該等公司的股份於聯交所主板上市。

徐先生持有由香港中文大學頒授的文學士學位及工商管理碩士學位。

於本年報日期，徐先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

徐先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

**簡友和先生**，66歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司提名委員會主席以及審核委員會及薪酬委員會的成員。



## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

Mr. Kan has been working with Fujitsu's group of companies for over 30 years and was appointed as the president in Fujitsu Hong Kong Ltd. in 2007 and then the chief executive officer of Fujitsu's South China and Hong Kong Region. Mr. Kan retired from his position in Fujitsu's group of companies in 2011.

Mr. Kan graduated from University of Hull in United Kingdom with Bachelor of Science (First Class Honour) in Computer Studies and Mathematics.

As at the date of this annual report, Mr. Kan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Kan is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

**Mr. Mok Kwai Pui Bill**, aged 58, is our independent non-executive Director since 23 July 2013. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Mok has 31 years' experience in accounting, finance and banking in Hong Kong and Mainland China with specific expertise in managing financial and accounting operations, fund raising, investor relations and executing corporate strategy. Currently he is the chief financial officer and company secretary of China Education Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0839). He has also been serving as an independent non-executive director of PF Group Holdings Limited, which was listed on the GEM of the Stock Exchange (stock code: 8221), since December 2016.

Mr. Mok holds a Bachelor of Arts Degree in Business Administration from the University of Washington in the United States and a Master Degree in Business Administration from the Seattle University in the United States. He is a member of the American Institute of Certified Public Accountants and the HKICPA respectively.

As at the date of this annual report, Mr. Mok did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Mok is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

簡先生於富士通集團公司工作逾三十年，在二零零七年獲任命為Fujitsu Hong Kong Ltd. (富士通香港有限公司)總裁，後任富士通華南及香港區行政總裁。簡先生於二零一一年退出他在富士通集團公司的職位。

簡先生畢業於英國赫爾大學，獲頒計算機科學及數學理學學士學位(一級榮譽)。

於本年報日期，簡先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

簡先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

**莫貴標先生**，58歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席以及薪酬委員會及提名委員會的成員。

莫先生於香港及中國內地的會計、財務及銀行領域擁有三十一年經驗，並在管理財務及會計營運、籌募資金、投資者關係及實施企業策略方面具備專業知識。彼現於中國教育集團控股有限公司(一家在聯交所主板上市的公司，股份代號：839)擔任首席財務官和公司秘書。彼亦自二零一六年十二月起擔任PF Group Holdings Limited(一家在聯交所GEM上市的公司，股份代號：8221)的獨立非執行董事。

莫先生持有由美國華盛頓大學頒授的工商管理文學學士學位及由美國西雅圖大學頒授的工商管理碩士學位。彼分別為美國註冊會計師協會及香港會計師公會的會員。

於本年報日期，莫先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

莫先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

**Mr. Lee Chung Yiu Johnny**, aged 75, is our independent non-executive Director since 23 July 2013. He is also a member of each of the Audit Committee, Remuneration Committee and the Nomination Committee of the Company.

With over 20 years' experience in the field of architecture, Mr. Lee worked in several architect firms including as a director from 1995 to 2009. From 2009, Mr. Lee has been working for an architecture company as a project director.

Mr. Lee graduated from the University of Hong Kong with a Bachelor's Degree in Architecture. He is a member of the Hong Kong Institute of Architects and a registered architect with Architects Registration Board in Hong Kong. Mr. Lee is also an authorised person within the List of Architects maintained by the Buildings Department.

As at the date of this annual report, Mr. Lee did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lee is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

### SENIOR MANAGEMENT

**Mr. Au-Yeung Yiu Wai**, aged 62, joined our group in 1997 and is a project director of our construction business responsible for supervising our project managers and overseeing the construction matters. He is also a director of Grand Tech Construction Company Limited. Mr. Au-Yeung possesses over 38 years' experience in the construction industry.

Mr. Au-Yeung holds a Higher Certificate in Civil Engineering from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University), Bachelor of Science in Building from Brighton Polytechnic (now known as University of Brighton) and a Diploma in Construction Management from the Hong Kong Construction Industry Training Authority. Mr. Au-Yeung is a member of both the Chartered Institute of Building and the Hong Kong Institute of Construction Managers.

**Mr. Ng Kwok Fong**, aged 48, joined our group in 1998 and is the technical director of our construction business in respect of our building design and construction projects and the Group's risk officer ("Group Risk Officer"). He is also a director of Grand Tech Construction Company Limited.

李宗耀先生，75歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會的成員。

憑藉在建築領域逾二十年的經驗，李先生在一九九五年至二零零九年間在多家建築師事務所擔任董事。自二零零九年，李先生擔任一家建築公司的項目總監。

李先生畢業於香港大學，獲頒授建築學學士學位。彼為香港建築師學會會員及香港建築師註冊管理局的註冊建築師。李先生亦為屋宇署保存的建築師名單的認可人士。

於本年報日期，李先生概無於股份中擁有證券及期貨條例第XV部界定的任何權益或相關權益。

李先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

### 高級管理層

**歐陽耀偉先生**，62歲，於一九九七年加入本集團，為我們建築業務的項目總監，負責管理我們的項目經理及監督建築事宜。彼亦為佳盛建築有限公司的董事。歐陽先生擁有逾三十八年建造業經驗。

歐陽先生持有香港理工學院（現稱香港理工大學）土木工程高級證書、布萊頓理工學院（現稱布萊頓大學）建築學理學士學位及香港建造業訓練局建築管理文憑。歐陽先生為英國特許建造學會及香港營造師學會會員。

**伍國方先生**，48歲，於一九九八年加入本集團，為我們建築業務的建築設計和施工項目技術總監以及集團風險總監。彼亦為佳盛建築有限公司的董事。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

Mr. Ng holds a Bachelor of Engineering in Civil Engineering from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University), a Bachelor of Laws from the University of London and a Master of Laws Degree from the City University of Hong Kong. With dual membership in the Institution of Structural Engineers in the United Kingdom and the Hong Kong Institution of Engineers, Mr. Ng is a chartered engineer of the United Kingdom as well as a registered professional engineer of Hong Kong.

**Mr. Chan Sik Nin**, aged 54, joined our group in 2013 and is the general manager of our data centre leasing business responsible for such business development and operation. Mr. Chan possesses over than 15 years' experience in the data centre industry and managed to succeed major deals in providing high-tier data centre services for meeting the stringent requirements from customers. Prior to joining our Group, he was the Vice President of Sales & Business Development, and then re-designated as the Vice President of Corporate Development of iAdvantage Limited, a subsidiary of SUNeVision Holdings Ltd. (stock code: 1686) whose shares are listed on the Main Board of the Stock Exchange.

Mr. Chan holds a Master of Business Administration degree from the University of Canberra, a Diploma in Marketing & International Business from the Chinese University of Hong Kong, and a Professional Diploma in Business Studies from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University).

**Ms. Ngan King Fung**, aged 52, joined our group in December 2016 and is the director of sales & marketing responsible for all aspects of sales and marketing of our properties portfolio in the Hong Kong property market. Ms. Ngan has over 27 years' extensive experience in sales and marketing field of the property industry. Prior to joining our group, she worked for various listed developer companies in Hong Kong and was responsible for their development's sales and marketing matters.

Ms. Ngan obtained a Master of Business Administration from University of Wales.

伍先生持有香港理工學院(現稱香港理工大學)土木工程工程學學士學位、倫敦大學法學學士學位及香港城市大學法學碩士學位。憑藉英國結構工程師學會會員及香港工程師學會會員的雙重身分，伍先生成為英國特許工程師及香港註冊專業工程師。

陳錫年先生，54歲，於二零一三年加入本集團，為我們數據中心租賃業務的總經理，負責其業務發展及營運。陳先生於數據中心行業具備逾十五年經驗，成功承接多項涉及客戶嚴格要求的高端數據中心服務的重大交易。加入本集團前，彼擔任新意網集團有限公司(股份代號：1686，其股份於聯交所主板上市)的附屬公司互聯優勢有限公司的銷售與業務部副總裁，其後獲調任該公司企業發展部副總裁。

陳先生持有堪培拉大學(University of Canberra)工商管理碩士學位、香港中文大學市場及國際業務文憑及香港理工學院(現稱香港理工大學)商業學專業文憑。

顏景鳳女士，52歲，於二零一六年十二月加入本集團，為我們營業及市務總監，負責集團旗下物業發展項目之銷售及營銷事宜。顏女士擁有逾二十七年房地產業銷售及營銷經驗。加入本集團前，彼在數間上市房地產發展商公司負責銷售及營銷旗下發展項目事務。

顏女士持有英國威爾斯大學工商管理碩士學位。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

### 董事及高級管理層履歷 (續)

#### COMPANY SECRETARY

**Mr. Leung Wai Chuen**, aged 53, is the company secretary of the Company since July 2013. Mr. Leung has over 28 years' experience in auditing, accounting, financial management and company secretarial matters. Prior to joining our Group, he worked for and held senior positions in various listed companies in Hong Kong and was responsible for their finance, accounting and company secretarial functions. Currently he is an independent non-executive director of E Lighting Group Holdings Limited (stock code: 8222), a company listed on the GEM of the Stock Exchange. He also serves as a non-executive director of MOS House Group Limited (stock code: 1653), a company listed on the Main Board of the Stock Exchange.

Mr. Leung is a member of the HKICPA, a fellow of the Association of Chartered Certified Accountants of the United Kingdom and an associate of the Hong Kong Institute of Chartered Secretaries and Institute of Chartered Secretaries and Administrators respectively. He holds a Bachelor's Degree in Social Sciences from the University of Hong Kong, a Master's Degree in Business Administration jointly awarded by the University of Wales and the University of Manchester and a Master's Degree in Business (Logistics Management) from the Royal Melbourne Institute of Technology (now known as RMIT University).

Save as disclosed, each of the senior management and the company secretary of our Company has not been a director of any other publicly listed company during the three years preceding the date of this annual report.

#### 公司秘書

**梁偉泉先生**，53歲，自二零一三年七月起為本公司的公司秘書。梁先生在審核、會計、財務管理及公司秘書領域擁有逾二十八年經驗。加入本集團前，彼曾於多家香港上市公司工作及擔任高級職務，負責該等公司的財務、會計及公司秘書職能。彼現時為壹照明集團控股有限公司（一家在聯交所GEM上市的公司，股份代號：8222）的獨立非執行董事。彼亦擔任MOS House Group Limited（一家在聯交所主板上市的公司，股份代號：1653）的非執行董事。

梁先生為香港會計師公會會員、英國特許公認會計師公會資深會員、以及香港特許秘書公會和英國特許秘書及行政人員公會附屬會員。彼持有香港大學社會科學學士學位、英國威爾斯大學及曼徹斯特大學聯合頒發的工商管理碩士學位，以及墨爾本皇家理工學院（現稱墨爾本皇家理工大學）工商（物流管理）碩士學位。

除所披露者外，本公司高級管理層及公司秘書於本年報日期前三年內並無擔任其他上市公司的董事職位。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMMITMENT TO CORPORATE GOVERNANCE

The Company acknowledges the importance of good corporate governance practices and procedures, and regards a pre-eminent board of directors, sound internal controls and accountability to all Shareholders as the core elements of its corporate governance principles. The Company endeavours to ensure that its businesses are conducted in accordance with rules and regulations, and applicable codes and standards.

### CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the CG Code as contained in Appendix 14 to the Listing Rules throughout FY 2018/19.

### BOARD OF DIRECTORS

#### 1. Responsibilities of the Board

The Board is primarily responsible for management of the Group, including the responsibilities of formulating business strategies, directing and monitoring the Group's development. Apart from its statutory responsibilities, the Board is also required to approve the Group's strategic development plan and major investments; review the Group's financial performance; identify principal risks of the Group's business and ensure adequate systems of risk management and internal control. The Board also delegates certain responsibilities to various board committees which have been established by the Board to deal with different aspects of the Company's affairs.

The day-to-day operations and administration are delegated to the management of the Group under the leadership of the executive Directors.

### 對企業管治的承擔

本公司深明良好企業管治常規及程序的重要性，確信傑出的董事會、可靠的內部監控及向股東負責乃企業管治原則的要素。本公司致力確保業務遵照規則及規例，以及適用守則及標準進行。

### 企業管治守則

董事認為，本公司於2018/19年度應用上市規則附錄十四企業管治守則所載原則並遵守所有守則條文。

### 董事會

#### 1. 董事責任

董事會主要負責本集團的管理，包括負責制訂業務策略、領導及督導本集團的發展。除其法定責任外，董事會亦需要批准企業策略發展計劃及主要投資；審閱集團的財務表現；確定集團業務的主要風險及確保適當的風險管理和內部監控系統。董事會亦委派董事委員會處理各項公司事務。

日常營運及行政事宜授予本集團管理層負責，並由執行董事帶領。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### 2. Board Composition

The Board currently comprises eight members, as detailed below:

#### Executive Directors

Mr. Chan Hung Ming (*Chairman*)  
Mr. Lau Chi Wah  
Mr. Yuen Ying Wai  
Mr. Kwan Wing Wo

#### Independent Non-executive Directors

Mr. Tsui Ka Wah  
Mr. Kan Yau Wo  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

The biographical details of the Directors are set out on pages 29 to 33 of this annual report. There is no financial, business, family or other material/relevant relationship among members of the Board. A list of Directors and their roles and functions has been published on the Company's website.

The Board has adopted a board diversity policy with the aim of achieving diversity on the Company's Board. The Company recognises the benefits of having a diverse Board, and sees diversity of perspectives at the Board level as essential in achieving a sustainable and balanced development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, educational background, professional experience, skills, knowledge, industry experience and expertise. All Board appointments are based on meritocracy, and candidates will be considered against a variety of criteria, having due regard for the benefits of diversity on the Board.

Currently, the Board comprises Directors with diverse backgrounds and/or extensive expertise in corporate management, with over 50% of the Directors possessing professional qualifications.

### 2. 董事會組成

董事會現有以下八位成員：

#### 執行董事

陳孔明先生 (主席)  
劉志華先生  
袁英偉先生  
關永和先生

#### 獨立非執行董事

徐家華先生  
簡友和先生  
莫貴標先生  
李宗耀先生

董事的個人資料詳列於本年報第29至33頁。董事會成員之間概無任何財務、業務、家族或其他重大／相關的關係。董事名單與其角色和職能已登載於本公司網頁。

董事會已採納董事會多元化政策，務求令本公司之董事會更具多元化。本公司確認並深信董事會成員多元化裨益良多，且將董事會層面之多元化視作達致可持續的均衡發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、教育背景、專業經驗、技能、知識、行業經驗及專門知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以各種標準充分顧及董事會成員多元化的裨益。

現時董事會由具備多元背景及／或豐富企業管理專業知識的董事組成，逾半董事具備專業資歷。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

All executive Directors have served the Group for over five years and all independent non-executive Directors were appointed with effect from the Listing Date. The term of office of all independent non-executive Directors has been fixed for a specific term of not more than three years. The Board is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles.

The Company has complied with Rule 3.10(1) of the Listing Rules and met the requirement of Rule 3.10A of the Listing Rules of at least one-third of the members of the Board being independent non-executive Directors. In addition, Mr. Mok Kwai Pui Bill, one of the independent non-executive Directors, has the appropriate professional qualifications, or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

### 3. Board and Board Committee Meetings

The Board's attendance in the general meetings, board meetings and board committee meetings during FY 2018/19 are as follows:

各執行董事已於本集團服務超過五年，而全體獨立非執行董事於上市日期起獲委任。獨立非執行董事有指定委任年期，但不多於三年。根據章程細則，董事需要輪值退任，惟符合資格在本公司股東週年大會上重選連任董事。

本公司遵照上市規則第3.10(1)條，同時符合上市規則第3.10A條有關董事會至少三分之一成員為獨立非執行董事的規定。而且其中一名獨立非執行董事，莫貴標先生，符合上市規則第3.10(2)條的規定，具備合適之專業資格或會計或財務管理專長。

### 3. 董事會及董事委員會會議

董事會於2018/19年度出席之股東大會，董事會會議及董事委員會會議如下：

		Meetings Attended/Held 會議出席次數/總數					
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Chan Hung Ming	陳孔明先生	5/5	-	-	-	1/1	1/1
Mr. Lau Chi Wah	劉志華先生	5/5	-	-	-	1/1	Absent <sup>^</sup> 缺席 <sup>^</sup>
Mr. Yuen Ying Wai	袁英偉先生	5/5	-	-	-	1/1	1/1
Mr. Kwan Wing Wo	關永和先生	5/5	-	-	-	1/1	1/1
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Tsui Ka Wah	徐家華先生	5/5	2/2	1/1	1/1	1/1	1/1
Mr. Kan Yau Wo	簡友和先生	5/5	2/2	1/1	1/1	1/1	1/1
Mr. Mok Kwai Pui Bill	莫貴標先生	5/5	2/2	1/1	1/1	1/1	1/1
Mr. Lee Chung Yiu Johnny	李宗耀先生	5/5	2/2	1/1	1/1	1/1	1/1

<sup>^</sup> To avoid conflict of interest, Mr. Lau Chi Wah was absent at the extraordinary general meeting that he was required to abstain from voting.

<sup>^</sup> 為避免利益衝突，劉志華先生缺席需於會上放棄投票之股東特別大會。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### 4. Conflict of Interest

If a Director has a potential conflict of interest in a matter being considered in the board meeting, he will abstain from voting. Independent non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict of interest issues.

### 5. Directors' and Officers' Liability Insurance

The Company has appropriate and sufficient insurance coverage relating to directors' and officers' liability to indemnify the Directors and senior management against any potential liabilities arising from the Company's business activities for which such Directors and senior management may be held liable.

### 6. Directors' Time Commitments and Trainings

The Company has received confirmation from each Director that he had sufficient time and attention to the affairs of the Company for the year. The Directors have disclosed to the Company the number and nature of offices they held in Hong Kong or overseas listed public companies or organisations and other significant commitments, with the identity of the public companies and organisations and an indication of the time involved. They are reminded to notify the Company in a timely manner of any changes of such information. All Directors are encouraged to attend the Board meeting and board committee meeting in person. For the Directors and committee members who are unable to attend the meeting, participation through electronic means is arranged and available.

All Directors, namely, Mr. Chan Hung Ming, Mr. Lau Chi Wah, Mr. Yuen Ying Wai, Mr. Kwan Wing Wo, Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny, had participated in continuous professional development with respect to directors duties, relevant programmes and seminars, in compliance with code provision A.6.5 of the CG Code. A record of the Directors' participation in such programmes is kept by the Company. Reading materials on the latest developments or updates in connection to the Group's businesses, accounting, regulatory and corporate governance aspects were provided to the Directors. They also received monthly financial highlights provided by the management.

### 4. 利益衝突

倘若董事於董事會將予考慮的事項中存有潛在利益衝突，彼則須放棄表決。無利益衝突的獨立非執行董事將出席會議處理有關利益衝突的事項。

### 5. 董事及高級職員責任保險

本公司已為董事及高級職員責任投購適合及充分的保險，以彌償董事及高級管理層可能需要承擔任何因本公司業務所產生的潛在責任。

### 6. 董事投入時間及培訓

本公司已接獲每名董事確認於年內投入足夠時間及充分關注本公司事務。董事已向本公司披露彼等於香港或海外上市的公眾公司或機構擔任職務的數目及性質，以及其他重大承擔，並提供公眾公司或機構的名稱和擔任有關職務所涉及的時間。已提示彼等應向本公司適時披露該等資料的任何變更。本公司敦請全體董事及董事委員會成員親身出席董事會及董事委員會會議。倘董事及董事委員會成員無法出席會議，則會安排透過電子方式參與會議。

全體董事，即陳孔明先生、劉志華先生、袁英偉先生、關永和先生、徐家華先生、簡友和先生、莫貴標先生及李宗耀先生已遵照企業管治守則條文第A.6.5條，均曾參與有關董事職責的持續專業發展、相關講座及研討會。董事已向本公司提供該等培訓的記錄。本集團的業務、會計、監管和企業管治方面的最新發展和更新已提供給董事會閱讀。彼等亦收取由管理層提供的每月財務摘要。



# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### CHAIRMAN AND CHIEF EXECUTIVE

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

The chairman and the chief executive officer are currently two separate positions held by Mr. Chan Hung Ming and Mr. Lau Chi Wah respectively with clear distinction in responsibilities.

Mr. Chan Hung Ming, being the chairman, is responsible for the management and leadership of the Board to formulate overall strategies and business development directions for the Group, to ensure that adequate, complete and reliable information is provided to all Directors in a timely manner, and to ensure that the issues raised at the Board meetings are explained appropriately.

Mr. Lau Chi Wah, being the chief executive officer, is responsible for the daily operations of the Group and the implementation of business policies, objectives and plans as formulated and adopted by the Board, and is accountable to the Board for the overall operation of the Group.

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties. Given below are the main corporate governance duties of the Board:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and
- (v) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Board had reviewed the corporate governance matters of the Company for FY 2018/19. The Company had complied with the principles and applicable code provisions of the CG Code.

### 主席及行政總裁

企業管治守則條文第A.2.1條訂明，主席與行政總裁的角色應有區分，且不應由一人同時兼任。

主席及行政總裁目前分別由陳孔明先生及劉志華先生擔任，兩者的責任有明確區分。

主席陳孔明先生負責管理及領導董事會制定本集團總體策略及業務發展方向，以確保向全體董事及時提供充分、完整及可靠的資料，並確保董事會會議上提出的問題得到適當解釋。

行政總裁劉志華先生負責本集團日常營運，實施由董事會制定及採納的業務政策、目標及計劃，並就本集團的整體營運向董事會負責。

### 企業管治職能

董事會負責履行企業管治職責。以下為董事會之主要企業管治職責：

- (i) 制訂及檢討本公司的企業管治政策及常規；
- (ii) 檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (iv) 制訂、檢討及監督適用於本集團僱員及董事的操守準則及合規手冊（如有）；及
- (v) 檢討本公司遵守管治守則的情況及於企業管治報告內作出披露。

董事會已檢討本公司於2018/19年度之企業管治事宜。本公司已遵守企業管治守則之原則及適用守則條文。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### BOARD COMMITTEES

The Board has established three committees, namely, the Remuneration Committee, Audit Committee and Nomination Committee, for overseeing particular aspects of the Group's affairs and discharging its functions. Sufficient resources are provided to enable the Board committees to undertake their specific role.

#### 1. Remuneration Committee

The Company established the Remuneration Committee on 23 July 2013 with written terms of reference in compliance to Rule 3.25 of the Listing Rules. The terms of reference of the Remuneration Committee are available on the website of the Company and the Stock Exchange. The Remuneration Committee consists of all four independent non-executive Directors. The current members are Mr. Tsui Ka Wah (chairperson), Mr. Kan Yau Wo, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny.

The primary duties of the Remuneration Committee include, among others, (i) making recommendation to the Board on the policy and structure for Directors and senior management; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goal and objective; (iii) making recommendation to the Board on the remuneration packages of executive Directors and senior management and remuneration of non-executive Directors; and (iv) ensuring none of the Directors determine their own remuneration.

During FY 2018/19, the Remuneration Committee held one meeting to review the remuneration policy and structure of the Directors and senior management, review and make recommendations to the Board on the annual emoluments of the Directors and other related matters.

Details of remuneration of Directors and senior management are set out in note 11 and 12(b) to the financial statements respectively.

### 董事委員會

董事會已成立三個委員會，即薪酬委員會、審核委員會及提名委員會，以監察本集團特定方面的事務及履行職責。董事委員會具備充足資源以履行其職責。

#### 1. 薪酬委員會

本公司於二零一三年七月二十三日成立薪酬委員會，並遵照上市規則第3.25條制定書面職權範圍。薪酬委員會的職權範圍已於本公司及聯交所網站登載。薪酬委員會由四名獨立非執行董事組成。現任成員為徐家華先生（主席）、簡友和先生、莫貴標先生及李宗耀先生。

薪酬委員會之主要職能為（其中包括）(i)就董事及高級管理層之薪酬政策及架構向董事會提出推薦建議；(ii)參考董事會的企業目標及宗旨，審閱及批准管理層的薪酬建議；(iii)就執行董事及高級管理層的薪酬方案與獨立非執行董事的薪酬向董事會作出推薦建議；及(iv)確保無任何董事可自行釐定其薪酬。

薪酬委員會於2018/19年度期內舉行一次會議，檢討董事及高級管理層的薪酬政策及結構，同時就董事及高級管理層的年度薪酬以及其他相關事宜向董事會提出建議。

董事及高級管理層的薪酬詳情分別載於財務報表附註11及12(b)。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### 2. Audit Committee

The Company established the Audit Committee on 23 July 2013 with written terms of reference in compliance with the Listing Rules. The revised terms of reference of the Audit Committee are posted on the website of the Company and the Stock Exchange on 2 January 2019. The Audit Committee consists of all four independent non-executive Directors. The current members are Mr. Mok Kwai Pui Bill (chairperson), Mr. Tsui Ka Wah, Mr. Kan Yau Wo and Mr. Lee Chung Yiu Johnny. Mr. Mok holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee include, among others, (i) making recommendation to the Board on the appointment, re-appointment and removal of external auditors; (ii) reviewing the financial statements, risk management and internal control systems; and (iii) overseeing the financial reporting and the effectiveness of the internal control procedures.

The Audit Committee held two meetings during FY 2018/19. The committee members also met in separate session with the external auditor without the presence of executive Directors.

The work of the Audit Committee during the year included:

- (i) reviewed the audited financial statements and annual results announcement for the year ended 31 March 2018;
- (ii) reviewed the unaudited financial statements and interim results announcement for the six months ended 30 September 2018; and
- (iii) reviewed the adequacy and effectiveness of the Group's risk management and internal controls system for FY 2018/19 based on the assessments made by the Group Risk Officer and the review report undertaken by the internal auditor of the Group (the "Internal Auditor").

The Group's audited financial statements and annual results announcement for FY 2018/19 were reviewed by the Audit Committee on 6 June 2019.

### 2. 審核委員會

本公司於二零一三年七月二十三日成立審核委員會，並遵照上市規則制定書面職權範圍。審核委員會經修訂的職權範圍已於二零一九年一月二日於本公司及聯交所網站發佈。審核委員會由四名獨立非執行董事組成。現任成員為莫貴標（主席）、徐家華先生、簡友和先生及李宗耀先生。莫先生具備上市規則第3.10(2)及3.21條規定的合適專業資格。

審核委員會之主要職責為（其中包括）(i)就外聘核數師之委任、續聘及罷免向董事會提供推薦建議；(ii)審閱財務報表、風險管理及內部監控系統；及(iii)監督財務申報及內部監控程序的成效。

審核委員會於2018/19年度期內舉行兩次會議。委員會成員亦與外聘核數師單獨會議，會上並無執行董事在場。

年內審核委員會的工作包括：

- (i) 審閱截至二零一八年三月三十一日止年度的經審核財務報表及全年業績公佈；
- (ii) 審閱截至二零一八年九月三十日止六個月的未經審核財務報表及中期業績公佈；及
- (iii) 根據集團風險總監所作的評估及本集團內部審計師（「內部審計師」）發出的檢討報告，審閱本集團於2018/19年度之風險管理及內部監控系統的適切性和效率。

審核委員會於二零一九年六月六日審閱本集團2018/19年度的經審核財務報表及全年業績公佈。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### 3. Nomination Committee

The Company established the Nomination Committee on 23 July 2013 with written terms of reference in compliance with the Listing Rules. The terms of reference of the Nomination Committee are available on the website of the Company and the Stock Exchange. The Nomination Committee consists of all four independent non-executive Directors. The current members are Mr. Kan Yau Wo (chairperson), Mr. Tsui Ka Wah, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; to identify individuals suitably qualified to become Board members; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors. In assessing the suitability of a proposed candidate for directorship, the Board will take into account the candidate's qualification (including professional qualifications, skill and knowledge), experience in relation to the Group's businesses and potential contribution that can bring to the Company.

The Nomination Committee held one meeting during FY 2018/19 to review the size, composition and diversity of the Board by taking into account the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in the Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiries to all Directors by the Company, all Directors confirmed their compliance with the required standard set out in the Model Code throughout FY 2018/19.

### FINANCIAL REPORTING

The Directors acknowledge that it is their responsibility to prepare the financial statements that give a true and fair view of the Group's financial position and of its financial performance and cash flow in accordance with Hong Kong Financial Reporting Standards, the Companies Ordinance (Cap 622) and the applicable disclosures provisions of the Listing Rules. The management provides information and explanation to the Board to enable it to make an informed assessment of the financial and other decisions by the Board. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable.

### 3. 提名委員會

本公司於二零一三年七月二十三日成立提名委員會，並遵照上市規則制定書面職權範圍。提名委員會的書面職權範圍已於本公司及聯交所網站登載。提名委員會由四名獨立非執行董事組成。現任成員為簡友和先生（主席）、徐家華先生、莫貴標先生及李宗耀先生。

提名委員會之主要職責為定期檢討董事會之架構、人數及組成；物色具備合適資格可擔任董事之人選；評核獨立非執行董事之獨立身分及就董事委任或續任向董事會提出推薦建議。評估建議候選人是否適合擔任董事時，董事會將考慮候選人的資歷（包括專業資格、技能及知識）、與本集團業務相關的經驗以及可為本公司帶來的潛在貢獻。

提名委員會於2018/19年度期間舉行一次會議，以考慮平衡本集團業務發展需求和有效領導所需技能與經驗，檢討董事會的人數、組成及成員多元化。

### 董事之證券交易

本公司已採納上市規則附錄十所載之標準守則，作為監察董事進行證券交易的操守守則。經本公司向全體董事作出具體查詢後，全體董事均確認彼等於2018/19年度內一直遵守標準守則所規定的準則。

### 財務報告

董事知悉需負責根據香港財務報告準則、香港公司條例（第622章）及上市規則適用的披露規定編製財務報表，且真實而公平反映本集團之財務狀況、財務表現及現金流量。管理層向董事會提供資料及解釋，讓董事會可就財務及其他決定作出知情評估。因此，選用適當的會計政策，並且貫徹應用，及管理層對財務報告所作的判斷和評估是審慎和合理。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

The responsibilities of the external auditor for the consolidated financial statements of the Group are set out in the Independent Auditor's Report on pages 49 to 56 of this annual report.

### AUDITOR'S REMUNERATION

The remuneration in respect of audit and non-audit services provided by the Company's external auditor to the Group during FY 2018/19 are approximately HK\$962,000 (2018: HK\$895,000) and HK\$140,000 (2018: HK\$117,000) respectively. The non-audit services mainly include the Group's tax reporting services.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the overall responsibility for maintaining a sound and effective system of internal controls and risk management within the Group, and reviewing its operational adequacy and effectiveness through the Audit Committee.

The Board has identified the top risks of the Group and determined how much risk the Board is willing to take to achieve the Group's strategic objectives. In addition, the Group established a risk management system based on the "Three Lines of Defence" model. Each business unit is required to identify and manage risks on a day-to-day basis as the first line of defence. The Group Risk Officer, acting as the second line of defence, provides oversight of the risk management activities of the first line of defence. The Internal Auditor, as the third line of defence, provides independent and objective assurance on the overall effectiveness of the internal control and risk management system.

Each business unit, as risk owners, identifies, evaluates, and monitors its own risks, and reports such risk assessment to the Group Risk Officer on a monthly basis. The Group Risk Officer consolidates the results of the risk assessments and presents to the Board the principal risks facing the Group and the risk changes at each regularly scheduled meeting.

The Internal Auditor conducted reviews on systems of risk management and internal controls of the Group over financial, operational and compliance control according to the internal audit plan endorsed by the Audit Committee. During the process of review, the Internal Auditor identified internal control deficiencies and weakness, and proposed recommendations for improvements and remedial actions with management. The results of internal control review and management's remedial actions have also been reported to the Audit Committee at each scheduled meeting.

外聘核數師就彼等對本集團綜合財務報表的責任聲明已載於本年報第49至56頁獨立核數師報告內。

### 核數師酬金

就本公司外聘核數師於2018/19年度向本集團提供的審計及非審計服務的薪酬分別約為962,000港元(二零一八年:895,000港元)及140,000港元(二零一八年:117,000港元)。非審計服務主要包括本集團之稅務申報服務。

### 風險管理及內部控制

董事會就維持健全有效之內部監控和風險管理系統承擔整體責任,及透過審核委員會檢討其運作上是否足夠和有效。

董事會已辨識本集團所面對的最大風險,並確定董事會為達致本集團的戰略目標而願意承受的風險水平。此外,本集團基於「三道防線」模式設立其風險管理系統。第一道防線,各業務單位的營運經理各自承擔及監控日常風險。集團風險總監作為第二道防線,則為第一道防線的風險管理活動提供監督。內部審計師作為第三道防線,對風險管理系統的整體效益提供獨立及客觀的保證。

本集團各業務單位(作為承擔風險單位)識別、評估及監察其各自的風險,並按月向集團風險總監匯報該等風險評估。集團風險總監整合該等風險評估的結果並於每個定期安排的會議上向董事會報告本集團面對的主要風險及其變化。

內部審計師根據獲審核委員會認可的內部審核計劃,就本集團風險管理及內部監控系統在財務、營運及合規監控方面的成效作出檢討。於進行檢討過程中,內部審計師識別內部監控的缺陷及瑕疵,並向管理層提出改進及補救措施的推薦建議。內部監控審閱結果及管理層的補救措施已於每個定期安排的會議上向審核委員會匯報。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

The Audit Committee had reviewed the adequacy and effectiveness of the Group's risk management and internal controls system based on the assessments made by the Group Risk Officer and the review reports undertaken by the Internal Auditor. During the review, the Audit Committee also considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programs and budgets.

The Board, through the review by the Audit Committee, considers that the Group's internal control and risk management system is effective and adequate. No significant areas of concern that may affect the financial, operational, compliance controls, and risk management functions of the Group have been identified. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### INSIDE INFORMATION

The Company has adopted and implemented its own disclosure policy aiming to provide a general guide to Directors and management of the Company in handling of confidential information and/or monitoring of information disclosure pursuant to applicable laws and regulations in compliance with the Listing Rules and SFO.

The disclosure policy provides the procedures and internal controls for the handling and dissemination of inside information by publication of the announcement to the websites of the Company and the Stock Exchange on a timely basis to enable the public, namely Shareholders, institutional investors, potential investors and other stakeholders of the Company to access the latest information of the Group, unless such information fall within the safe harbours with the SFO.

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make informed investment decisions.

審核委員會根據集團風險總監所作的評估及內部審計師發出的檢討報告，審閱本集團之風險管理及內部監控系統的適切性和效率。審核委員會亦於審閱期間考慮資源的充足程度、集團會計及財務匯報職能員工的資格和經驗，以及培訓計劃和預算。

經過審核委員會的審閱，董事會認為本集團的內部監控和風險管理系統是有效和足夠，亦無發現任何可能影響集團財務監控、運作監控、合規監控以及風險管理職能的重要事項。有關制度旨在管理而非消除未能實現業務目標的風險，且只能對重大錯誤陳述或損失提供合理而非絕對的保證。

### 內幕消息

本公司已根據符合上市規則及證券及期貨條例的適用法例及規例採納及實施其本身之披露政策，旨在為董事及本公司管理層於處理機密資料及／或監控資料披露提供一般指引。

披露政策提供適時處理及透過於本公司及聯交所網站刊發公告發佈內幕消息的程序及內部監控，讓公眾（即股東、機構投資者、潛在投資者及本公司其他持份者）能夠取得本集團最新資訊，惟有關資料應用證券及期貨條例之安全港條文則除外。

### 與股東及投資者的溝通

本公司認為，與股東有效溝通乃促進投資者關係及投資者了解本集團業務表現及策略所必需。本公司亦明白公司資料保持透明並及時披露公司資料以便股東及投資者能夠作出知情投資決定的重要性。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

The general meetings of the Company are expected to provide a forum for communication between the Board and Shareholders. The chairman of the Board as well as chairmen of the board committees and, in their absence, other members of the respective committees are available to answer questions at shareholder meetings. The Company's external auditor is also invited to attend the annual general meeting to answer questions about the conduct of the audit and the preparation and content of the Independent Auditor's Report.

To promote effective communication, the Company maintains a website at [www.grandming.com.hk](http://www.grandming.com.hk), where information and updates on the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Company has established a shareholders' communication policy which is posted on the Company's website and will review it on a regular basis to ensure its effectiveness.

### SHAREHOLDER RIGHTS

#### 1. Convening Extraordinary General Meetings ("EGM")

The following procedures for Shareholders to convene an EGM of the Company are prepared in accordance with the Articles:

- (i) One or more Shareholders ("Requisitionist(s)") holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, shall have the right, by written notice, to require an EGM to be called by the directors for the transaction of any business specified in such requisition.
- (ii) Such requisition shall be made in writing to the Board or the company secretary of the Company by post to the Company's headquarter in Hong Kong at 22/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong, or by email to [info@grandming.com.hk](mailto:info@grandming.com.hk).
- (iii) The EGM shall be held within two months after the deposit of such requisition.
- (iv) If the Board fails to proceed to convene the EGM within 21 days of such deposit, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

本公司股東大會有望為董事會與股東提供溝通平台。董事會主席以及各董事委員會主席（如彼等未能出席，則各委員會其他成員）將出席股東大會回答提問。本公司外聘核數師亦獲邀出席股東週年大會回答與審計工作以及獨立核數師報告的編製及內容有關的提問。

為促進有效溝通，本公司設有網站 [www.grandming.com.hk](http://www.grandming.com.hk)。網站載有本集團業務發展及營運、財務資料、企業管治常規及其他資料及各項更新，以供公眾人士查閱。

本公司已制定股東通訊政策及登載於本公司網站，並將定期檢討以確保其成效。

### 股東權利

#### 1. 召開股東特別大會

以下為股東根據章程細則召開本公司股東特別大會的程序：

- (i) 須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東（「遞呈要求人士」）要求時召開，彼等將有權以書面形式向董事就有關要求中指明的任何業務交易召開股東特別大會。
- (ii) 該項要求須以書面形式郵寄至本公司地址位於香港九龍尖沙咀漆咸道南39號鐵路大廈22樓的香港總辦事處或電郵至 [info@grandming.com.hk](mailto:info@grandming.com.hk) 的方式向董事會或本公司公司秘書提呈。
- (iii) 股東特別大會須於該項要求遞呈後兩個月內舉行。
- (iv) 倘董事會未有於有關遞呈後二十一日內召開股東特別大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的所有合理開支。

# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

### 2. Procedures for Putting Forward Proposals at Shareholders' Meetings

- (i) Proposal for election of a person other than a Director as a Director:

A shareholder may propose a person other than a retiring Director ("Candidate") for election as a Director at a general meeting by lodging the following documents at the headquarter of the Company in Hong Kong or the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong):

- (a) a written notice ("Proposal Notice") of the intention to propose the Candidate for election as a Director, which must (i) state the information of the Candidate as required by Rule 13.51(2) of the Listing Rules, which is available on the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)) and (ii) must be signed by Shareholder; and
- (b) a written notice ("Consent Notice") by the Candidate, which must (i) indicate his/her willingness to be elected as a Director and consent to the publication of his/her personal information as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Candidate.

The Proposal Notice and the Consent Notice shall be lodged for a period of at least 7 clear days commencing no earlier than the day after the despatch of the notice of the general meeting and ending no later than 7 clear days before the date of such general meeting.

- (ii) Other Proposals:

If a Shareholder wishes to make other proposals (the "Proposal(s)") at a general meeting, he/she may lodge a written request, duly signed, at the head office of the Company in Hong Kong.

### 2. 於股東大會上提出議案之程序

- (i) 提名一名董事以外之人士參選董事之議案：

倘股東有意於股東大會提呈一名退任董事以外的人選（「候選人」）參選董事，其須將以下文件遞交予本公司的香港總辦事處或本公司股份過戶登記香港分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓（自二零一九年七月十一日起，地址改為香港皇后大道東183號合和中心54樓）：

- (a) 提呈候選人參選董事的書面通知（「提名通知」）必須(i)根據上市規則第13.51(2)條載有候選人的資料，有關規定登載於聯交所網站 ([www.hkex.com.hk](http://www.hkex.com.hk))及(ii)必須經股東簽署；及
- (b) 候選人的書面通知（「同意通知」）必須(i)表明其願意參選董事的意向，以及同意根據上市規則第13.51(2)條刊登其個人資料；及(ii)必須經提名人簽署。

提名通知及同意通知須於寄發股東大會通告當日起至少七個完整日及不遲於有關股東大會日期前七個完整日期間提交。

- (ii) 其他議案：

如股東有意於股東大會上提呈其他議案（「議案」），彼可將經正式簽署之書面請求交予本公司之香港總部。



# CORPORATE GOVERNANCE REPORT (Continued)

## 企業管治報告 (續)

The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires approval in an annual general meeting of the Company.
- (2) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution in an extraordinary general meeting of the Company.
- (3) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of an ordinary resolution in an extraordinary general meeting of the Company.

### 3. Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may send their enquiries in writing with their detailed contact information to the company secretary of the Company or the Board either by:

- (i) Post to the Company's headquarter in Hong Kong at 22/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong; or
- (ii) Email to [info@grandming.com.hk](mailto:info@grandming.com.hk)

### CONSTITUTIONAL DOCUMENTS

During FY 2018/19, the Company did not amend its constitutional documents.

### COMPANY SECRETARY

The company secretary supports the chairman, the Board and the board committees by ensuring good information flow and Board policy and procedures are followed. The company secretary is an employee of the Company and is appointed by the Board. The company secretary reports to the chairman and chief executive officer. All directors may call upon him for advice and assistance at any time in respect of his duties. The company secretary obtained a practitioner's endorsement of The Hong Kong Institute of Chartered Secretaries and has taken no less than 15 hours of relevant professional training in compliance with the Rule 3.29 of the Listing Rules. The biographical details of the company secretary are shown on page 35 of this annual report.

就股東提出於股東大會上考慮之議案而向全體股東發出通知之通知期，將根據議案之性質而有所不同，詳情如下：

- (1) 倘議案須於本公司股東週年大會上取得批准，則須發出不少於二十一個完整日及不少於二十個完整營業日之書面通知。
- (2) 倘議案須於本公司股東特別大會上以特別決議案之形式取得批准，則須發出不少於二十一個完整日及不少於十個完整營業日之書面通知。
- (3) 倘議案須於本公司股東特別大會上以普通決議案之形式取得批准，則須發出不少於十四個完整日及不少於十個完整營業日之書面通知。

### 3. 股東向董事會提出查詢的程序

股東可經以下方式向本公司公司秘書或董事會提交書面查詢連同其聯絡詳情：

- (I) 郵寄至本公司地址位於香港九龍尖沙咀漆咸道南39號鐵路大廈22樓的香港總辦事處；或
- (II) 電郵至[info@grandming.com.hk](mailto:info@grandming.com.hk)

### 章程文件

本公司於2018/19年度期內並無修訂其章程文件。

### 公司秘書

公司秘書支援主席、董事會及董事委員會，確保資訊無阻以及遵循董事會政策及程序。公司秘書為本公司僱員並由董事會委任。公司秘書向主席及行政總裁匯報。所有董事可隨時要求公司秘書提供有關其職責的意見和協助。公司秘書持有香港特許秘書公會執業者認可證明，並已參與不少於十五小時的相關專業培訓，符合上市規則第3.29條。公司秘書的個人履歷載於本年報第35頁。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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**To the shareholders of Grand Ming Group Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

**致佳明集團控股有限公司列位股東**  
*(於開曼群島註冊成立的有限公司)*

### OPINION

We have audited the consolidated financial statements of Grand Ming Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 57 to 171, which comprise the consolidated statement of financial position as at 31 March 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS OF OPINION

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

### 意見

吾等已審核列載於第57至171頁佳明集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,其包括於二零一九年三月三十一日的綜合財務狀況表,以及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而公平地反映 貴集團於二零一九年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露要求而妥為編製。

### 意見基礎

吾等已根據香港會計師公會頒佈之《香港審計準則》進行審計。吾等根據該等準則所承擔的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」),吾等獨立於 貴集團,並已根據守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證是充足和適當地為吾等的意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT (Continued)

## 獨立核數師報告 (續)

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter identified in our audit is valuation of investment properties and recognition on contract revenue and costs.

### Valuation of investment properties

Investment properties consist of two high-tier data centres, namely iTech Tower 1 and iTech Tower 2 (the "Data Centres"). As disclosed in note 15 to the consolidated financial statements, the carrying value of the Group's investment properties amounted to HK\$3,595,000,000 as at 31 March 2019 representing 51.0% of the Group's total assets. During the year ended 31 March 2019, an increase in fair values of investment properties were HK\$19,419,000, representing 13.0% of the Group's profit for the year.

As disclosed in note 15(a) to the financial statements, an independent firm of qualified professional valuers (the "Valuers") was engaged to perform the valuation and the discounted cash flow method of the income approach was used to determine the fair value of the Data Centres. Details of the valuation approach are disclosed in the note 15(a) to the financial statement. This method involves the making of assumptions, which involve judgements, including estimated market rents, stabilised occupancy rates, terminal capitalisation rates as well as discount rates.

### 關鍵審核事項

關鍵審核事項是根據吾等的專業判斷認為對審核本期綜合財務報表最為重要的事項。該等事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對該等事項提供單獨意見。吾等在審核中識別的關鍵審核事項為投資物業的估值及合約收益和成本的確認。

### 投資物業的估值

投資物業包括 iTech Tower 1 及 iTech Tower 2 兩座高端數據中心（「數據中心」）。誠如財務報表附註15披露，本集團投資物業於二零一九年三月三十一日的賬面價值為3,595,000,000港元，佔 貴集團總資產51.0%。截至二零一九年三月三十一日止年度期間，投資物業公平值增加為19,419,000港元，佔 貴集團年內溢利13.0%。

誠如財務報表附註15(a)披露，一家獨立合資格的專業估值師（「估值師」）已獲委聘進行估價，並採用貼現現金流量方法的收入法計算數據中心之公平值。估值方法的詳情於財務報表附註15(a)中披露。此方法涉及設定假設，其須作出判斷，包括預期市場租金、穩定出租率、終端資本化比率以及貼現率。

# INDEPENDENT AUDITOR'S REPORT (Continued)

## 獨立核數師報告 (續)

### KEY AUDIT MATTERS (continued)

#### Valuation of investment properties (continued)

##### Our responses:

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

- Evaluating the competence, capabilities and objectivity of the Valuers;
- Performing analysis on the reasonableness of the prospective cash flows input to evaluate the results on the valuation;
- Using auditor's expert to assist in assessing the valuation methodology and key assumptions used by the Valuers;
- Assessing the appropriateness and consistency of the use of the valuation methodology with relevant accounting requirements and industry norms; and
- Evaluating the reasonableness of key assumptions applied in the valuation, in particular capitalisation rates, by comparing them with historical rates and available market data, taking into consideration comparability with the assistance of our internal valuation specialists.

#### Recognition on contract revenue and costs

As disclosed in note 7 to the financial statements, revenue derived from building construction for the year ended 31 March 2019 amounted to HK\$264,918,000, representing 43.2% of the Group's revenue.

Contract revenue is recognised over time on the basis of direct measurements of the value to the customers of the services transferred relative to the remaining services promised under the contract to the performance completed to date certified by independent surveyors. Contract costs are recognised as an expense by reference to the percentage of completion at the end of the reporting period of the contract. Details of the Group's accounting policy is disclosed in note 4 to the financial statements. This recognition method involves the making of assumptions, which involve judgements, including estimated percentage of work performed and the reasonableness and accuracy of forecasted costs to complete.

### 關鍵審核事項 (續)

#### 投資物業的估值 (續)

##### 吾等的回應：

吾等就評估投資物業估值之恰當性的程序包括：

- 評估估值師的資格、能力和客觀性；
- 對預期現金流量投入的合理性進行分析，以評估估值結果；
- 採用核數師之專家以協助評估估值師採納的評估方法和主要假設；
- 評估使用估值方法與相關會計要求和行業規範的適當性和一致性；及
- 評估應用於估值之主要假設的合理性，尤其對於資本化比率，通過與歷史比率和可用市場數據進行比較，在吾等內部估值專家的協助下考慮其可比性。

#### 合約收益和成本的確認

誠如財務報表附註7所披露，截至二零一九年三月三十一日止年度來自樓宇建造的收益為264,918,000港元，佔本集團收益43.2%。

合約收益根據完成階段於合約期間確認。完成階段乃參照由獨立測量師檢定的建築工程完成量。合約成本根據報告期末的完工百分比及預計完成合約的開支確認支出。本集團的會計政策詳情載於財務報表附註4。此確認方法涉及設定假設，其須作出判斷，包括工程估計完成百分比以及預計完工開支的合理性和準確性。

# INDEPENDENT AUDITOR'S REPORT (Continued)

## 獨立核數師報告 (續)

### KEY AUDIT MATTERS (continued)

#### Recognition on contract revenue and costs (continued)

##### Our responses:

Our procedures in relation to assessing the appropriateness of revenue recognition on building construction and related costs included:

- Examining the terms and conditions of all key contracts and variation orders, such as contract sum, construction period, performance obligations of the Group, payment schedule, retention etc;
- Validating the stage of completion adopted by management to the position set out in the certificate issued by independent surveyors, including the certified contract work and variation orders;
- Evaluating the accuracy and reasonableness of total budgeted costs, by benchmarking against the historical costs and profit margins of completed projects; assessing the ratio of cost incurred to budgeted costs with reference to stage of completion, and interviewing the project managers for assessing the reasonableness of the cost estimations; and
- Testing the controls of the Group over its process to record contract revenue and costs include review and approval procedures on the preparation of project certificates, progress reports and payments.

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises Corporate Information, Financial Highlights, Five-Year Financial Summary, Chairman's Statement, Management Discussion and Analysis, Report of the Directors, Biographies of the Directors and Senior Management, Corporate Governance Report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Environmental, Social and Governance Report, which is expected to be made available to us after that date.

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

### 關鍵審核事項 (續)

#### 合約收益和成本的確認 (續)

##### 吾等的回應:

吾等就評估樓宇建造收益和相關成本的確認之恰當性的程序包括:

- 審查所有關鍵合約和更改工程的條款和條件, 如合約金額, 施工期, 貴集團履行義務, 付款時間表, 保留款項等;
- 證實管理層採納之完成階段與獨立測量師發出之證書的情況相符, 包括檢定的合約工程和更改工程;
- 以完工項目的歷史成本和和利潤率為基準評估總預算成本的準確性和合理性; 根據完成階段評估實際已發生成本與預算成本的比例; 與項目經理面談評估成本估算之合理性及
- 對 貴集團在記錄合約收益和成本的流程監控進行測試, 包括籌備項目證書、進度報告與付款的審查和批准程序。

### 年報的其他資料

董事須對其他資料承擔責任。其他資料包括吾等在核數師報告日期之前獲得的「公司資料」、「財務摘要」、「五年財務概要」、「主席報告」、「管理層討論及分析」、「董事會報告」、「董事及高級管理層履歷」、「企業管治報告」, 以及預期於核數師報告日期後提供予吾等的「環境、社會和管治報告」, 但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料, 吾等亦不會就其發表任何形式的核證結論。

# INDEPENDENT AUDITOR'S REPORT *(Continued)*

## 獨立核數師報告 (續)

### OTHER INFORMATION IN THE ANNUAL REPORT *(continued)*

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

When we read the Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors, and take appropriate action considering our legal rights and obligations.

### DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

### 年報的其他資料 (續)

就吾等審核綜合財務報表時，吾等的責任是閱讀以上其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況有重大不符，或可能存在重大錯誤陳述。基於吾等就其它資料（於核數師報告日期前獲得）已進行的工作，如果吾等認為該等其他資料有重大錯誤陳述，吾等需要報告有關事實。就此，吾等無需作出報告。

當吾等閱讀「環境、社會和管治報告」時，假若吾等斷定其中存在重大錯誤陳述，吾等需要將事項通知董事，並考慮吾等的法律權利和義務採取適當行動。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》披露規定編製真實而公平的綜合財務報表，並負責彼等認為必要的內部監控，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為基礎的會計法，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他切實可行的辦法。

董事還負責監督本集團的財務報告流程。審核委員會協助董事履行其職責。

# INDEPENDENT AUDITOR'S REPORT (Continued)

## 獨立核數師報告(續)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

### 核數師就審核綜合財務報表承擔的責任

吾等的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並出具載有吾等意見的核數師報告。吾等根據委聘條款僅向全體股東報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士承擔任何義務或負上任何責任。

合理核證屬高層次的核證，但根據《香港審計準則》進行的審核工作不能保證某一重大錯誤陳述存在時總能發現。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據《香港審計準則》進行審核時，吾等運用專業判斷，於整個審核過程中保持專業懷疑態度。吾等亦會：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審計憑證為吾等的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、誤導陳述，或凌駕內部監控，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性以及作出會計估算和相關披露的合理性。

# INDEPENDENT AUDITOR'S REPORT (Continued)

## 獨立核數師報告 (續)

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

### 核數師就審核綜合財務報表承擔的責任 (續)

- 總結董事採用以持續經營為基礎的會計法是否適當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大不確定性的事件或情況。倘吾等總結認為存在重大不確定性，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，倘相關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期止所獲得的審核憑證，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力；
- 評估綜合財務報表的整體列報方式、結構和內容，包括資料披露，以及綜合財務報表是否公平列報相關交易和事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足及適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行 貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等與審核委員會就（其中包括）審核工作的計劃範圍、時間安排及重大審核發現（包括吾等於審核過程中識別出內部監控的任何重大缺陷）進行溝通。

吾等亦向審核委員會作出聲明，指出吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係，其他事宜及相關防範措施（如適用）與審核委員會進行溝通。



# INDEPENDENT AUDITOR'S REPORT *(Continued)*

## 獨立核數師報告 (續)

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

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

#### **BDO Limited**

*Certified Public Accountants*

#### **Wan Che Bun**

Practising Certificate Number P05804

Hong Kong, 6 June 2019

### 核數師就審核綜合財務報表承擔的責任 (續)

吾等從與董事溝通的事項中，釐定對本期間綜合財務報表的審核工作最為重要的事項，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為於合理預期下披露此等事項而造成的負面後果將超越其產生的公眾利益而不應於報告中披露，否則會於核數師報告中描述此等事項。

香港立信德豪會計師事務所有限公司  
執業會計師

尹子斌  
執業證書編號P05804

香港，二零一九年六月六日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 March 2019 (Expressed in Hong Kong dollars)  
截至二零一九年三月三十一日止年度（以港元列示）

		Notes 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Revenue</b>	收益	7(a)	<b>613,410</b>	1,423,933
Direct costs	直接成本		<b>(346,962)</b>	(1,154,665)
<b>Gross profit</b>	毛利		<b>266,448</b>	269,268
Other income and gain/(loss)	其他收入及收益／（虧損）	7(e)	<b>4,487</b>	3,759
Selling expenses	銷售開支		<b>(26,676)</b>	(9,217)
General and administrative expenses	一般及行政開支		<b>(33,093)</b>	(29,346)
Increase in fair value of investment properties	投資物業之公平值增加	15	<b>19,419</b>	495
<b>Profit from operations</b>	經營溢利		<b>230,585</b>	234,959
Finance costs	財務成本	8(a)	<b>(53,471)</b>	(29,564)
<b>Profit before taxation</b>	除稅前溢利	8	<b>177,114</b>	205,395
Income tax expenses	所得稅支出	9(a)	<b>(28,114)</b>	(33,608)
<b>Profit for the year</b>	年內溢利		<b>149,000</b>	171,787
			<b>HK cents 港仙</b>	HK cents 港仙
<b>Earnings per share (reported earnings per share)</b>	每股盈利 (賬目所示之每股盈利)			
– Basic and Diluted	– 基本及攤薄	14(a)	<b>21.0</b>	24.2
<b>Earnings per share (underlying earnings per share)</b>	每股盈利 (每股基礎盈利)			
– Basic and Diluted	– 基本及攤薄	14(b)	<b>18.3</b>	24.1

Details of the dividends payable to owners of the Company attributable to the profit for the year are disclosed in note 13(a) to the financial statements.

屬於年內溢利應付予本公司擁有人的股息詳情載於財務報表附註13(a)。

The notes on pages 64 to 171 form part of these financial statements.

第64至171頁所載附註屬於本財務報表一部分。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 March 2019 (Expressed in Hong Kong dollars)  
截至二零一九年三月三十一日止年度（以港元列示）

		Notes 附註	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Profit for the year</b>	年內溢利		<b>149,000</b>	171,787
<b>Other comprehensive income, net of tax</b>	其他全面收益，扣除稅項	10		
<i>Items that will not be reclassified to profit or loss:</i>	不會重新分類至損益的項目：			
Financial assets at fair value through other comprehensive income – net movement in fair value reserve	按公平值計入其他全面收益之金融資產－公平值儲備的淨變動		<b>(830)</b>	—
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目：			
Cash flow hedges – net movement in hedging reserve	現金流量對沖－對沖儲備的淨變動		<b>(29,194)</b>	12,565
<b>Other comprehensive income for the year, net of tax</b>	年內其他全面收益，扣除稅項		<b>(30,024)</b>	12,565
<b>Total comprehensive income for the year</b>	年內全面收益總額		<b>118,976</b>	184,352

The notes on pages 64 to 171 form part of these financial statements.

第64至171頁所載附註屬於本財務報表一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2019 (Expressed in Hong Kong dollars)  
於二零一九年三月三十一日(以港元列示)

			2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
	<i>Notes</i> 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Fixed assets		固定資產		
– Investment properties	15	– 投資物業	<b>3,595,000</b>	3,627,300
– Property, plant and equipment	15	– 物業、廠房及設備	<b>864,368</b>	253,858
			<b>4,459,368</b>	3,881,158
Deposit for acquisition of subsidiaries		收購附屬公司按金	–	42,000
Deferred tax assets	9(c)(ii)	遞延稅項資產	<b>12,436</b>	6,425
Derivative financial instruments	24	衍生金融工具	<b>288</b>	15,821
Intangible assets		無形資產	<b>500</b>	500
Financial assets at fair value through other comprehensive income	16	按公平值計入其他全面收益之 金融資產	<b>12,710</b>	–
Financial assets at fair value through profit or loss	16	按公平值計入損益之 金融資產	<b>7,220</b>	–
Other financial assets	16	其他金融資產	–	13,540
			<b>4,492,522</b>	3,959,444
<b>Current assets</b>		<b>流動資產</b>		
Inventories of properties	19	物業存貨	<b>2,080,437</b>	1,994,145
Gross amount due from customers for contract work	17	應收客戶合約工程毛額	–	32,861
Contract assets	18	合約資產	<b>196,173</b>	–
Trade and other receivables	20	應收賬款及其他應收款項	<b>116,918</b>	360,608
Tax recoverable	9(c)(i)	可收回稅項	<b>2,000</b>	92
Restricted and pledged deposits	21	受限制及已抵押存款	<b>104,478</b>	66,144
Cash and bank balances	21	現金及銀行結餘	<b>58,269</b>	312,063
			<b>2,558,275</b>	2,765,913

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

## 綜合財務狀況表 (續)

As at 31 March 2019 (Expressed in Hong Kong dollars)  
於二零一九年三月三十一日 (以港元列示)

			2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
		Notes 附註		
<b>Current liabilities</b>	<b>流動負債</b>			
Gross amount due to customers for contract work	應付客戶合約工程毛額	17	—	1,187
Contract liabilities	合約負債	18	25,555	—
Trade and other payables	應付賬款及其他應付款項	22	157,744	308,302
Bank loans	銀行貸款	23	782,538	403,703
Tax payable	應付稅項	9(c)(i)	11,791	16,565
			<b>977,628</b>	729,757
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,580,647</b>	2,036,156
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>6,073,169</b>	5,995,600
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loans	銀行貸款	23	3,188,219	3,181,642
Deferred tax liabilities	遞延稅項負債	9(c)(ii)	50,653	48,510
Derivative financial instruments	衍生金融工具	24	19,775	344
			<b>3,258,647</b>	3,230,496
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,814,522</b>	2,765,104
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	26	7,098	7,098
Reserves	儲備		2,807,424	2,758,006
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>2,814,522</b>	2,765,104

On behalf of the Board

代表董事會

**Chan Hung Ming**  
陳孔明  
Director  
董事

**Lau Chi Wah**  
劉志華  
Director  
董事

The notes on pages 64 to 171 form part of these financial statements.

第64至171頁所載附註屬於本財務報表一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2019 (Expressed in Hong Kong dollars)  
截至二零一九年三月三十一日止年度(以港元列示)

		Share capital	Share premium	Fair value reserve	Hedging reserve	Retained profits	Total equity
	Notes	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	附註	千元	千元	千元	千元	千元	千元
<b>At 1 April 2017</b>	於二零一七年四月一日	6,452	99,285	-	358	2,528,858	2,634,953
<b>Changes in equity for 2018:</b>	<b>二零一八年權益變動:</b>						
Profit for the year	年內溢利	-	-	-	-	171,787	171,787
Other comprehensive income	其他全面收益	10(b)	-	-	12,565	-	12,565
Total comprehensive income for the year	年內全面收益總額	-	-	-	12,565	171,787	184,352
Issuance of new shares under the bonus issues	根據紅股發行而發行之新股份	26, 27	646	(646)	-	-	-
Interim dividend declared and paid in respect of the current year	已宣派及支付本年度的中期股息	13(a)	-	-	-	(28,391)	(28,391)
Final dividend approved in respect of the previous year	批准屬於上一年度的末期股息	13(b)	-	-	-	(25,810)	(25,810)
<b>At 31 March 2018 and 1 April 2018</b>	於二零一八年三月三十一日及二零一八年四月一日	<b>7,098</b>	<b>98,639</b>	<b>-</b>	<b>12,923</b>	<b>2,646,444</b>	<b>2,765,104</b>
<b>Changes in equity for 2019:</b>	<b>二零一九年權益變動:</b>						
Profit for the year	年內溢利	-	-	-	-	149,000	149,000
Other comprehensive income	其他全面收益	10(b)	-	(830)	(29,194)	-	(30,024)
Total comprehensive income for the year	年內全面收益總額	-	-	(830)	(29,194)	149,000	118,976
Interim dividend declared and paid in respect of the current year	已宣派及支付本年度的中期股息	13(a)	-	-	-	(28,391)	(28,391)
Final dividend approved in respect of the previous year	批准屬於上一年度的末期股息	13(b)	-	-	-	(41,167)	(41,167)
<b>At 31 March 2019</b>	於二零一九年三月三十一日	<b>7,098</b>	<b>98,639</b>	<b>(830)</b>	<b>(16,271)</b>	<b>2,725,886</b>	<b>2,814,522</b>

The notes on pages 64 to 171 form part of these financial statements.

第64至171頁所載附註屬於本財務報表一部分。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 March 2019 (Expressed in Hong Kong dollars)  
截至二零一九年三月三十一日止年度 (以港元列示)

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
	<i>Notes</i> 附註		
<b>Operating activities</b>	<b>經營活動</b>		
Profit before taxation	除稅前溢利	<b>177,114</b>	205,395
Adjustments for:	就以下各項作出調整：		
- Interest income	- 利息收入	7(e) <b>(1,127)</b>	(1,983)
- Dividend income from unlisted fund investments	- 非上市投資基金的股息收入	7(e) <b>(850)</b>	(849)
- Net foreign exchange gain	- 匯兌收益淨額	7(e) <b>(145)</b>	(175)
- Impairment of unlisted fund investments	- 非上市投資基金之減值	7(e) -	344
- Impairment of financial assets at fair value through profit or loss	- 按公平值計入損益之金融資產之減值	7(e) <b>2,814</b>	-
- Finance costs	- 財務成本	8(a) <b>53,471</b>	29,564
- Depreciation	- 折舊	8(c) <b>14,838</b>	7,057
- Impairment loss on trade receivables	- 應收賬款之減值虧損	8(c) <b>25</b>	165
- Changes in fair value of investment properties	- 投資物業公平值變動	15 <b>(19,419)</b>	(495)
- Loss on disposal of property, plant and equipment	- 出售物業、廠房及設備之虧損	-	40
Changes in working capital:	營運資金之變動：		
- Increase in inventories of properties	- 增加物業存貨	<b>(9,426)</b>	(123,521)
- Acquisition of inventories of properties through acquisition of subsidiaries	- 透過收購附屬公司收購物業存貨	-	(814,017)
- Decrease in gross amount due from customers for contract work	- 減少應收客戶合約工程毛額	<b>32,861</b>	22,038
- Increase in contract assets	- 增加合約資產	<b>(194,370)</b>	-
- Decrease/(increase) in trade and other receivables	- 減少/(增加)應收賬款及其他應收款項	<b>212,705</b>	(174,554)
- (Decrease)/increase in gross amount due to customers for contract work	- (減少)/增加應付客戶合約工程毛額	<b>(1,187)</b>	1,224
- (Decrease)/increase in trade and other payables	- (減少)/增加應付賬款及其他應付款項	<b>(152,022)</b>	82,733
- Increase in contract liabilities	- 增加合約負債	<b>25,555</b>	-
<b>Cash generated from/(used in) operations</b>	<b>經營產生/(所用)的現金</b>	<b>140,837</b>	(767,034)
Tax paid	已付稅項	<b>(33,368)</b>	(24,472)
<b>Net cash generated from/(used in) operating activities</b>	<b>經營活動產生/(所用)的現金淨額</b>	<b>107,469</b>	(791,506)

# CONSOLIDATED CASH FLOW STATEMENT (Continued)

## 綜合現金流量表 (續)

For the year ended 31 March 2019 (Expressed in Hong Kong dollars)  
截至二零一九年三月三十一日止年度 (以港元列示)

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
	Notes 附註		
<b>Investing activities</b>	<b>投資活動</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(27,748)	(115)
Expenditure on investment properties	投資物業開支	(108,767)	(26,681)
Interest received	已收利息	634	1,983
Dividends received from unlisted fund investments	已收非上市投資基金的股息	850	849
Purchase of fixed assets through acquisition of subsidiaries	透過收購附屬公司購入固定資產	(376,394)	-
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	(731)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	4
Payments for acquisition of a subsidiary	為收購一間附屬公司付款	-	(500)
Deposits paid for acquisition of subsidiaries	已付收購附屬公司的按金	-	(42,000)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(512,156)</b>	<b>(66,460)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from bank loans	銀行貸款所得款項	1,113,599	1,995,794
Repayment of bank loans	償還銀行貸款	(728,187)	(1,048,475)
Increase in pledged deposits	增加已抵押存款	(12,617)	(6,811)
Interest and other borrowing costs paid	已付利息及其他借款成本	(152,347)	(106,581)
Dividends paid	已付股息	(69,555)	(54,198)
<b>Net cash generated from financing activities</b>	<b>融資活動產生現金淨額</b>	<b>150,893</b>	<b>779,729</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物淨減少</b>	<b>(253,794)</b>	<b>(78,237)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初的現金及現金等價物</b>	<b>312,063</b>	<b>390,300</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>年末的現金及現金等價物</b>	<b>58,269</b>	<b>312,063</b>

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The notes on pages 64 to 171 from part of these financial statements.

第64至171頁所載附註屬於本財務報表一部分。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 1. GENERAL INFORMATION

Grand Ming Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") are principally engaged in the business of building construction, property leasing and property development. The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 14 August 2012 under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 9 August 2013.

The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information to the annual report.

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 29.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS")

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018

In the current year, the Group has applied for the first time the following amendments to HKFRSs issued by the HKICPA which are relevant to and effective for the Group's consolidated financial statements for the annual period beginning on or after 1 April 2018:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)
HK(IFRIC)-Interpretation 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions

### 1. 一般資料

佳明集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事樓宇建造、物業租賃和物業發展業務。本公司於二零一二年八月十四日根據開曼群島法律第22章公司法(一九六一年第3號法例，經綜合及修訂)在開曼群島註冊成立為一家獲豁免有限公司。本公司股份於二零一三年八月九日在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司之註冊辦事處及主要營業地點均於本年報的公司資料中披露。

本公司為投資控股公司。其主要附屬公司的主要業務載於附註29。

### 2. 採納香港財務報告準則

#### (a) 採納新訂／經修訂香港財務報告準則—於二零一八年四月一日生效

本集團於本年度首次應用下列香港會計師公會頒佈的經修訂香港財務報告準則，該等準則適用於本集團於二零一八年四月一日或之後開始之年度期間之綜合財務報表：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港財務報告準則第15號(修訂本)	澄清香港財務報告準則第15號來自客戶合約的收益
香港(國際財務報告詮釋委員會)—詮釋第22號	外匯交易及預付代價
香港財務報告準則第2號(修訂本)	以股份為基礎支付交易的分類及計量

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance contracts
Amendments to HKAS 40	Transfer to Investment Property
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28

#### A. HKFRS 9 – Financial Instruments

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 April 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

With the exception of hedge accounting, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS39.

The impacts (net of tax) on the transition to HKFRS 9 on the opening balance of reserves and retained earnings as at 1 April 2018 is immaterial. The balance of retained earnings as at 1 April 2018 under HKFRS 9 remained as \$2,646,444,000.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一生效 (續)

香港財務報告準則第4號(修訂本)	就香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具
香港會計準則第40號(修訂本)	轉撥投資物業
香港財務報告準則2014年至2016年週期之年度改進	對香港財務報告準則第1號及香港會計準則第28號的修訂

#### A. 香港財務報告準則第9號－金融工具

香港財務報告準則第9號於二零一八年一月一日或以後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，滙集金融工具會計之所有三個方面：(1) 分類及計量；(2) 減值及(3) 對沖會計。於二零一八年四月一日起，採納香港財務報告準則第9號已導致本集團會計政策以及於綜合財務報表內確認之金額出現變動。

除對沖會計外，本集團已對二零一八年四月一日之適用期初結餘確認過渡調整。因此，比較資料並無重列並繼續根據香港會計準則第39號匯報。

過渡至香港財務報告準則第9號對儲備及保留溢利(除稅後)並無重大影響。根據香港財務報告準則第9號保留溢利於二零一八年四月一日的結餘仍為2,646,444,000元。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at fair value through profit or loss (“FVTPL”), where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group’s accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group’s classification and measurement of financial assets is set out below.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則—於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號—金融工具 (續)

香港財務報告準則第9號延續香港會計準則第39號項下財務負債之確認、分類及計量規定，惟指定為按公平值計入損益（「按公平值計入損益」）之財務負債除外，而負債信貸風險變動引致之公平值變動金額於其他全面收益確認，除非會產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認財務資產及財務負債之規定。然而，其取消先前就持有至到期財務資產、貸款及應收款項及可供出售財務資產之香港會計準則第39號類別。採納香港財務報告準則第9號對本集團有關財務負債及衍生金融工具之會計政策並無重大影響。香港財務報告準則第9號對本集團財務資產分類及計量之影響載列如下。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (i) Classification and measurement of financial instruments

Under HKFRS 9, except for certain receivables (that the receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. A financial asset is classified as: (i) financial assets at amortised cost; (ii) financial assets at fair value through other comprehensive income (“FVOCI”); or (iii) financial assets designated at FVTPL. The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives are no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則—於二零一八年四月一生效 (續)

##### A. 香港財務報告準則第9號—金融工具 (續)

###### (i) 金融工具的分類及計量

根據香港財務報告準則第9號，除若干應收賬（應收賬不包括根據香港財務報告準則第15號的重大融資部分）外，實體於初次確認時須按公平值加交易成本（倘為並非按公平值計入損益的金融資產）計量金融資產。金融資產分類為：(i)按攤銷成本計量的金融資產；(ii)按公平值計入其他全面收益（「按公平值計入其他收益」）的金融資產；或(iii)按公平值計入損益。香港財務報告準則第9號項下的金融資產分類一般基於兩個標準：(i)管理金融資產的業務模式及(ii)其合約現金流量特徵（「僅為本金及利息付款」標準，亦稱為「僅為本金及利息付款標準」）。根據香港財務報告準則第9號，嵌入式衍生工具不再須要與主體金融資產分拆。相反，混合式金融工具作為整體進行分類評估。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (i) Classification and measurement of financial instruments (*continued*)

A financial asset is measured at amortised cost if it meets both of the following conditions and it has not been designated as at FVTPL:

- It 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 meet the SPPI criterion.

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (i) 金融工具的分類及計量 (續)

倘金融資產同時符合以下條件，且並無指定為按公平值計入損益，則該金融資產按攤銷成本計量：

- 在目的為持有金融資產以收取合約現金流量的業務模式中持有及
- 該金融資產的合約條款規定於特定日期產生符合純粹本金及利息付款標準的現金流量。

倘債務投資同時符合以下條件，且並無指定為按公平值計入損益，則該債務投資按公平值計入其他全面收益：

- 在目的乃同時通過收取合約現金流量及出售金融資產達致的業務模式中持有及
- 該金融資產的合約條款規定於特定日期產生符合純粹本金及利息付款標準的現金流量。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (i) Classification and measurement of financial instruments (*continued*)

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (i) 金融工具的分類及計量 (續)

於初次確認並非持作買賣用途之股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值之後續變動。該選擇乃按投資逐項作出。所有其他上述並非分類為攤銷成本計量或按公平值計入其他全面收益之財務資產，均分類為按公平值計入損益。此包括所有衍生財務資產。於初次確認時，本集團可不可撤回地指定金融資產（於其他方面符合按攤銷成本計量或按公平值計入其他全面收益之規定）為按公平值計入損益，前提為有關指定可消除或大幅減少會計錯配發生。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (*continued*)

#### (a) Adoption of new/revised HKFRSS – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

##### (i) Classification and measurement of financial instruments (*continued*)

The following accounting policies are applied to the Group’s financial assets as follows:

**FVTPL** FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit and loss.

**Amortised costs** Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

**FVOCI (equity investments)** Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

##### (i) 金融工具的分類及計量 (續)

以下會計政策將適用於本集團的金融資產如下：

**按公平值計入損益** 按公平值計入損益其後按公平值計量。公平值的變動、股息及利息收入均於損益中確認。

**攤銷成本** 按攤銷成本列賬的金融資產其後採用實際利率法計量。利息收入、匯兌損益及減值均於損益中確認。終止確認的任何收入均於損益中確認。

**按公平值計入其他全面收益 (股本投資)** 按公平值計入其他全面收益的股本投資按公平值計量。股息收入於損益確認，除非股息收入明確代表收回部分投資成本。其他收益及虧損淨額於其他全面收益確認，且不會重新分類至損益。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (i) Classification and measurement of financial instruments (*continued*)

As of 1 April 2018, unlisted fund investments were reclassified from available-for-sale to FVOCI. The Group intends to hold these equity investments for long term strategic purposes. Under HKFRS 9, the Group has designated these equity investments at the date of initial application as measured at FVOCI. As a result, financial assets with a fair value of HK\$13,540,000 were reclassified from available-for-sale investments to financial assets at FVOCI.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (i) 金融工具的分類及計量 (續)

於二零一八年四月一日，非上市投資基金由可供出售重新分類至按公平值計入其他全面收益。本集團以長期策略目的持有該等股本投資。根據香港財務報告準則第9號，本集團已於首個應用日指定該等股本投資為按公平值計入其他全面收益計量。因此，於二零一八年四月一日，13,540,000元具有公平價值的金融資產已從可供出售投資重新分類至按公平值計入其他全面收益之金融資產。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (continued)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (continued)

##### A. HKFRS 9 – Financial Instruments (continued)

##### (i) Classification and measurement of financial instruments (continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group’s financial assets as at 1 April 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 April 2018 under HKAS 39	Carrying amount as at 1 April 2018 under HKFRS 9
金融資產	根據香港會計準則第39號原有類別	根據香港財務報告準則第9號的新類別	於二零一八年四月一日的賬面值 \$’000 千元	根據香港財務報告準則第9號於二零一八年四月一日的賬面值 \$’000 千元
Unlisted fund investments 非上市投資基金	Available-for-sale (at FVOCI) 可供出售(按公平值計入其他全面收益列賬)	FVOCI 按公平值計入其他全面收益	13,540	13,540
Trade receivables 應收賬款	Loans and receivable 貸款及應收款項	Amortised cost 攤銷成本	200,331	200,331
Deposits and other receivables 按金及其他應收款項	Loans and receivable 貸款及應收款項	Amortised cost 攤銷成本	53,691	53,691
Restricted and pledged deposits 受限制及已抵押存款	Loans and receivable 貸款及應收款項	Amortised cost 攤銷成本	66,144	66,144
Cash and bank balances 現金及銀行結餘	Loans and receivable 貸款及應收款項	Amortised cost 攤銷成本	312,063	312,063

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

##### (i) 金融工具的分類及計量 (續)

下表概述本集團於二零一八年四月一日各類金融資產根據香港會計準則第39號原有計量類別及根據香港財務報告準則第9號的新計量類別：

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group’s impairment model by replacing the HKAS 39 “incurred loss model” to the “expected credit losses (“ECLs”) model”. HKFRS 9 requires the Group to recognise ECL for financial assets at amortised costs, and debt investment at FVOCI earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

##### Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (ii) 金融資產的減值

採納香港財務報告準則第9號更改本集團的減值模式，將由香港會計準則第39號「已產生虧損模式」更改為「預期信貸虧損（「預期信貸虧損」）模式」。香港財務報告準則第9號規定本集團以較香港會計準則第39號為先就按攤銷成本列賬的金融資產及按公平值計入其他全面收益的債務投資確認預期信貸虧損。現金及現金等值物須受預期信貸虧損模式所限，惟即期減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)十二個月的預期信貸虧損：其為於報告日期後十二個月內發生的潛在違約事件導致的預期信貸虧損；及(2)年限內預期信貸虧損：此乃於金融工具預計年期內所有可能的違約事件將產生的預期信貸虧損。

##### 預期信貸虧損之計量

預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額。該差額之後按資產原有實際利率相近值進行折現。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (ii) Impairment of financial assets (*continued*)

###### Measurement of ECLs (*continued*)

For trade receivables and contract assets, the Group has elected to apply HKFRS 9’s simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors, current creditworthiness of the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. The 12-month ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則—於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號—金融工具 (續)

###### (ii) 金融資產的減值 (續)

###### 預期信貸虧損之計量 (續)

本集團已選擇使用香港財務報告準則第九號一般方法計量應收賬款及合約資產。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人特定之前瞻性因素及經濟環境作出調整。

對於其他債務金融資產，預期信貸虧損以十二個月預期信貸虧損釐定。十二個月預期信貸虧損為可能在報告日期後十二個月內發生的金融工具違約事件所產生的年限內預期信貸虧損的一部分。然而，倘自設立後信貸風險有顯著增加，則撥備將基於年限內預期信貸虧損釐定。於釐定金融資產自初次確認後信貸風險是否有大幅增加時及於估計預期信貸虧損時，本集團會考慮相關及在無需付出過多成本或努力情況下可獲得的合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估並包括前瞻性資料而得出的定量及定性資料及分析。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (ii) Impairment of financial assets (*continued*)

###### Measurement of ECLs (*continued*)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held) or (2) the financial asset is more than 90 days past due.

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

###### Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt investment at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the assets.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (ii) 金融資產的減值 (續)

###### 預期信貸虧損之計量 (續)

本集團假設，倘逾期超過三十日，金融資產的信貸風險會大幅增加。

本集團認為金融資產於下列情況下為違約：(1) 借款人不可能在本集團無追索權（例如：變現擔保）（如持有）下向本集團悉數支付其信貸義務或(2) 該金融資產逾期超過九十日。

估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

###### 預期信貸虧損的呈列

按攤銷成本計量的金融資產的虧損撥備從資產的賬面總值中扣除。就按公平值計入其他全面收益的債務投資而言，虧損撥備乃於其他全面收益確認，而非從資產賬面值扣除。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (continued)

##### A. HKFRS 9 – Financial Instruments (continued)

##### (ii) Impairment of financial assets (continued)

##### Impact of the ECLs model

##### (a) Impairment of trade receivables and contract assets

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a life time ECLs for all trade receivables and contract assets. To measure the ECLs, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets have substantially the same risk as the trade receivables. The loss allowance for trade receivables as at 1 April 2018 was determined as follows:

	Current	Less					More	Total
		than 1 month past due	1 to 3 months past due	4 to 6 months past due	6 to 12 months past due	than 12 months past due		
1 April 2018		逾期少於1個月	逾期1至3個月	逾期4至6個月	逾期6至12個月	逾期超過12個月	總計	
Expected credit loss rate (%)	0.06%	1.90%	11.63%	17.43%	17.55%	17.58%		
Gross carrying amount (\$'000)	191,098	8,913	43	218	118	347	200,737	
Loss allowance (\$'000)	112	169	5	38	21	61	406	

No material ECL is resulted after applying the ECL model on 1 April 2018 and for the year ended 31 March 2019 as the contract assets were considered to be of low credit risk and are not past due.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

##### (ii) 金融資產的減值 (續)

##### 預期信貸虧損模式之影響

##### (a) 應收賬款和合約資產的減值

誠如上文所述，本集團應用香港財務報告準則第9號簡化方式計量預期信貸虧損，即採納所有應收賬款及合約資產之全期預期信貸虧損。為計量預期信貸虧損，應收賬款和合約資產已根據相同的信貸風險特徵及逾期天數分組。合約資產與應收賬款具有大致相同的風險。應收賬款於二零一八年四月一日之虧損撥備釐定如下：

由於合約資產被視為信用風險較低且尚未逾期，在二零一八年四月一日和截至二零一九年三月三十一日止的年度應用預期信貸虧損模式後，未產生重大預期信貸虧損。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

##### (ii) Impairment of financial assets (*continued*)

##### Impact of the ECLs model (*continued*)

##### (b) Impairment of other receivables

Other financial assets at amortised cost of the Group include deposits and other receivables. The Group measure ECLs which recognise 12-month ECLs unless there has been a significant increase in credit risk of the financial assets since initial recognition, in which case ECLs is measured at an amount equal to lifetime expected credit losses. No material ECL is resulted after applying the ECL model on 1 April 2018 and for the year ended 31 March 2019 as the financial assets were considered to be of low credit risk and are not past due.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

##### (ii) 金融資產的減值 (續)

##### 預期信貸虧損模式之影響 (續)

##### (b) 其他應收款項的減值

本集團按攤銷成本計量之其他金融資產包括按金及其他應收款項。本集團按等於十二個月預期信貸虧損之金額確認虧損撥備，除非自初始確認後信貸風險顯著增加，於此情況下，則按相等於全期預期信貸虧損之金額計量虧損撥備。由於金融資產被視為信用風險較低且尚未逾期，在二零一八年四月一日和截至二零一九年三月三十一日止的年度應用預期信貸虧損模式後，未產生重大預期信貸虧損。

## NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

#### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (*continued*)

##### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

###### A. HKFRS 9 – Financial Instruments (*continued*)

###### (iii) Hedge accounting

The Group elects for the accounting policy choice to continue with the adoption of HKAS 39 on hedge accounting.

###### (iv) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the consolidated statement of financial position as at 31 March 2018, but are recognised in the consolidated statement of financial position on 1 April 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 April 2018. Accordingly, the information presented for the year ended 31 March 2018 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

#### 2. 採納香港財務報告準則 (續)

##### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

###### A. 香港財務報告準則第9號－金融工具 (續)

###### (iii) 對沖會計處理

本集團選擇繼續採用香港會計準則第39號之對沖會計政策選項。

###### (iv) 過渡安排

本集團已應用香港財務報告準則第9號的過渡性條文，以使香港財務報告準則第9號全面獲採納而毋須重列可資比較資料。因此，新預期信貸虧損規則產生的重新分類及調整並無於二零一八年三月三十一日的綜合財務狀況表中反映，惟於二零一八年四月一日的綜合財務狀況表中確認。這意味著採用香港財務報告準則第9號而產生金融資產及金融負債的賬面值差額在二零一八年四月一日的保留溢利及儲備中確認。因此，截至二零一八年三月三十一日止年度呈列的資料並不反映香港財務報告準則第9號的規定，惟反映香港會計準則第39號的規定。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (*continued*)

##### A. HKFRS 9 – Financial Instruments (*continued*)

###### (iv) Transition (*continued*)

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of HKFRS 9 (the “DIA”):

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and
- The designation of certain investments in equity investments not held for trading as at FVOCI.

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

##### B. HKFRS 15 – Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 “Construction Contracts”, HKAS 18 “Revenue” and related interpretations. HKFRS 15 has established a five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一生效 (續)

##### A. 香港財務報告準則第9號－金融工具 (續)

###### (iv) 過渡安排 (續)

以下評估乃根據香港財務報告準則第9號初次應用日期(「初次應用日期」)存在的事實及情況而作出：

- 釐定持有的金融資產的業務模式；
- 指定及撤銷原來指定的若干金融資產及金融負債分類為按公平值計入損益計量及
- 指定對按公平值計入其他全面收入且並非持有作買賣的股本投資的若干投資。

倘於債務投資的投資在初次應用日期具有較低的信貸風險，則本集團假設該資產的信貸風險自其初始確認起並無顯著增加。

##### B. 香港財務報告準則第15號－來自客戶合約的收益

香港財務報告準則第15號取代香港會計準則第11號「建築合約」、香港會計準則第18號「收益」及相關詮釋。香港財務報告準則第15號建立一個五步模式，以將客戶合約產生之收益列賬。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶轉讓貨物或服務作交換而有權獲得的代價金額確認。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (continued)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (continued)

##### B. HKFRS 15 – Revenue from Contracts with Customers (continued)

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from building construction, rental and rental related income and sale of properties. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings at the date of initial application (that is, 1 April 2018). As a result, the financial information presented for the year ended 31 March 2018 has not been restated.

The following tables summarised the impact of adopting HKFRS 15 on the Group’s consolidated statement of financial position as at 1 April 2018. There was no material impact on the Group’s consolidated statement of cash flow and its consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2018:

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### B. 香港財務報告準則第15號－來自客戶合約的收益 (續)

本集團已採用累計影響法採納香港財務報告準則第15號(無可行權宜方法)。採納香港財務報告準則第15號不會於本集團確認樓宇建造、租金和租金相關收入及物業銷售所得收益時產生重大影響。本集團已將初次應用香港財務報告準則第15號之累計影響確認為於初次應用日期(即二零一八年四月一日)對期初保留溢利結餘的調整。因此，就截至二零一八年三月三十一日止年度呈列之財務資料並未重新呈列。

下表概述因採納香港財務報告準則第15號對本集團於二零一八年四月一日的綜合財務狀況表的影響。對本集團截至二零一八年三月三十一日止年度的綜合現金流量表和綜合損益及其他全面收益表均沒有重大影響：

		As at 1 April 2018 於二零一八年四月一日		
		AS previously stated	Reclassifications under HKFRS 15 根據香港財務 報告準則第15號 重新分類	Restated
		以前年度列示 \$'000 千元	\$'000 千元	重列 \$'000 千元
<b>Consolidated statement of financial position (extract)</b> 綜合財務狀況表(摘錄)				
Gross amount due from customers for contract work	應收客戶合約工程毛額	32,861	(32,861)	—
Trade and other receivables	應收賬款及其他應收款項	360,608	(106,586)	254,022
Contract assets	合約資產	—	139,447	139,447
Gross amount due to customers for contract work	應付客戶合約工程毛額	1,187	(1,187)	—
Contract liabilities	合約負債	—	1,187	1,187

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### (a) Adoption of new/revised HKFRSs – effective 1 April 2018 (continued)

##### B. HKFRS 15 – Revenue from Contracts with Customers (continued)

Details of the new significant accounting policies and the nature of the changes to previous accounting policies in relation to the Group’s various goods and services are set out below:

Products/Services 貨品/服務	Nature of the goods or services, satisfaction of performance obligations 貨品或服務之性質，達成履約責任	Nature of change in accounting policy and impact on 1 April 2018 會計政策變動之性質及於二零一八年四月一日的影響
Building construction 樓宇建造	<p>The Group determined that for contracts with customers under building construction, there is one performance obligation, which is the construction of buildings. The Group determined that the customers simultaneously receive and consume the benefits of the Group’s performance. Furthermore, the work in progress is being enhanced during the terms of the contracts. Thus the Group concluded that the revenue from these contracts are recognised over time.</p> <p>本集團釐定認為樓宇建造項下的客戶合約中有一項履約責任，即建造樓宇。本集團釐定認為客戶同時收取及消耗本集團履約的利益。此外，在建工程在合約期限內得到加強。因此本集團認為該等合約的收益應隨時間確認。</p> <p>香港財務報告準則第15號並無對本集團確認樓宇建造的收益產生重大影響。</p>	<p>HKFRS 15 did not have significant impact on how the Group recognises revenue from building construction. However, upon the adoption of HKFRS 15, the Group has made reclassification from trade and other receivables to contract assets since under HKFRS 15, if there is any satisfied performance obligation but where the entity does not have an unconditional right to consideration, an entity should recognise a contract asset.</p> <p>香港財務報告準則第15號並無對本集團確認樓宇建造的收益產生重大影響。然而，於採納香港財務報告準則第15號後，本集團已將應收賬款及其他應收款項重新分類至合約資產，因為根據香港財務報告準則第15號，倘存在任何已達成履約責任但實體有條件權利收取代價，則實體應確認一項合約資產。</p> <p>The Group has also made reclassification from gross amount due to customers for contract work to contract liabilities since under HKFRS 15, if when a customer pay consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue.</p> <p>根據香港財務報告準則第15號，倘於本集團確認相關收益前，客戶支付代價或按合約規定客戶須支付代價且款項已到期時，本集團亦將應付客戶合約工程毛額重新分類至合約負債。</p>
Rental related income 租金相關收入	<p>Rental related income from investment properties are recognised over time as customers simultaneously receive and consume the benefits provided by the Group’s performance as the Group performs.</p> <p>投資物業租金相關收入應隨時間確認，因本集團於履約時客戶同時收取及消耗本集團履約的利益。</p>	<p>Under HKAS 18, rental related income was recognised on an accrual basis.</p> <p>根據香港會計準則第18號，租金相關收入以應計基準確認。</p> <p>As of 1 April 2018, HKFRS 15 did not have significant impact on how the Group recognises revenue from rental related income from investment properties.</p> <p>於二零一八年四月一日，香港財務報告準則第15號並無對本集團確認投資物業租金相關收入產生重大影響。</p>
Sale of properties 物業銷售	<p>Revenue is recognised at a point in time when the customer obtains control of the asset.</p> <p>收益於客戶獲得資產控制權的時間點確認。</p>	<p>Not applicable as the Group did not derive any revenue from sale of properties prior to 1 April 2018.</p> <p>由於本集團於二零一八年四月一日前並無因出售物業而產生收益，因此不適用。</p>

### 2. 採納香港財務報告準則 (續)

#### (a) 採納新訂／經修訂香港財務報告準則－於二零一八年四月一日生效 (續)

##### B. 香港財務報告準則第15號－來自客戶合約的收益 (續)

與本集團各項貨品及服務有關之新主要會計政策及過往會計政策變動之性質詳情載列如下：

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to: HKFRS 3, Business Combinations <sup>1</sup>
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to: HKFRS 11, Joint Arrangements <sup>1</sup>
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to: HKAS 12, Income Taxes <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>2</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> The amendments were originally intended to be effective for periods beginning on or after 1 January 2017. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted

### 2. 採納香港財務報告準則 (續)

#### (b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

以下已頒佈但尚未生效的新訂／經修訂香港財務報告準則與本集團綜合財務報表潛在相關，惟尚未獲本集團提早採納：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性 <sup>1</sup>
香港財務報告準則第9號(修訂本)	附帶負補償的預付款項 <sup>1</sup>
香港財務報告準則第28號(修訂本)	於聯營公司及合營企業之長期權益 <sup>1</sup>
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第3號(修訂本)，業務合併 <sup>1</sup>
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第11號(修訂本)，合營安排 <sup>1</sup>
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第12號(修訂本)，所得稅 <sup>1</sup>
香港財務報告準則第10號和香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 <sup>4</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或結清 <sup>1</sup>
香港會計準則第1號和第8號(修訂本)	重要性的定義 <sup>2</sup>
香港財務報告準則第3號(修訂本)	業務的定義 <sup>2</sup>

- <sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零二零年一月一日或之後開始之年度期間生效
- <sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>4</sup> 該等修訂本原擬於二零一七年一月一日或之後開始之期間生效。該生效日期現已被延後／解除，惟仍可繼續申請提早應用該等修訂

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (*continued*)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (*continued*)

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have significant impact on the Group’s result of operations and financial positions.

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

#### (b) Basis of measurement

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

#### (c) Functional and presentation currency

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

### 2. 採納香港財務報告準則 (續)

#### (b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

本集團現正評估預期該等修訂於初始應用期間之影響。迄今之結論為採納該等準則不大可能對本集團之經營業績及財務狀況產生重大影響。

### 3. 編製基準

#### (a) 合規聲明

綜合財務報表乃根據所有香港財務報告準則、香港會計準則及詮釋（以下統稱為「香港財務報告準則」）及香港公司條例之披露規定而編製。此外，綜合財務報表亦載列香港聯合交易所有限公司證券上市規則（「上市規則」）所規定之披露事項。

#### (b) 計量基準

除若干物業及金融工具以重估值或公平值計量外，綜合財務報表乃根據歷史成本法編製。有關計量基準詳載於下列之會計政策。

#### (c) 功能及呈列貨幣

綜合財務報表以港幣為呈列貨幣，與本公司功能貨幣相同。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

### 4. 主要會計政策

#### (a) 綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。集團實體之間的交易及結餘連同未變現溢利均在編製綜合財務報表時悉數對銷。未變現虧損亦予以對銷，除非交易顯示所轉讓資產出現減值跡象，在此情況下，虧損將於損益內確認。

年內收購或出售附屬公司之業績由收購生效日期起或截至出售生效日期止（視情況而定）計入綜合損益表和綜合損益及全面收益表。附屬公司之財務報表會於需要時加以調整，令其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務乃以收購法入賬。收購成本按於收購日期所轉讓之資產、已發生之負債及本集團（作為收購方）發行之股本權益之公平值合計計量。所收購之可識別資產及承擔之可識別負債主要按收購日期之公平值計量。本集團先前持有被收購方之股本權益按收購日期之公平值重新計量，所產生之收益或虧損於損益賬確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計量代表於附屬公司之現時擁有權權益之非控股權益。除非香港財務報告準則規定須採用其他計量基準，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本一概列作開支，除非彼等乃於發行權益工具時產生，則成本會於權益中扣除。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (a) Basis of consolidation (continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

#### (b) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

### 4. 主要會計政策 (續)

#### (a) 綜合基準 (續)

收購方將予轉讓之任何或然代價均按收購日期之公平值計量。僅當其後於計量期間(最長為收購日期起計十二個月)因取得有關收購日期公平值之新資料而對代價作出調整時，有關調整乃於商譽確認。分類為資產或負債之或然代價之所有其他其後調整一概於損益賬確認。

倘本集團失去對附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i)所收取代價公平值與任何保留權益公平值之總額，與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收入確認之金額按出售相關資產或負債時規定之相同方式列賬。

收購後，代表於附屬公司之現時擁有權益之非控股權益之賬面值為該等權益於初步確認時之金額，另加該等非控股權益應佔其後權益變動之部分。即使導致該等非控股權益出現赤字，全面收益總額仍歸屬於該等非控股權益。

#### (b) 附屬公司

附屬公司指受本集團控制的實體。當本集團從參與實體的事務獲得或有權享有可變回報，並有能力藉對實體行使其權力而影響該等回報，則本集團控制該實體。評估本集團是否有權時，僅會考慮由本集團及其他人士持有的實質權利。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Intangible assets (other than goodwill) (continued)

##### (ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (note 4(h)). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that by comparing their carrying amounts with their recoverable amounts they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

#### (d) Derivative financial instruments (Under HKFRS 9 applicable from 1 April 2018 and HKAS39 applicable before 1 April 2018)

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss (see note 4(e)).

### 4. 主要會計政策 (續)

#### (c) 無形資產 (商譽除外) (續)

##### (ii) 減值

具有限可使用年期之無形資產出現可能減值之跡象時會作減值測試 (附註4(h))。具有永久可使用年期之無形資產與未能使用之無形資產不論是否出現任何減值跡象，均會每年將其賬面值與可收回金額比較，以進行減值測試。倘資產之可收回金額估計將會低於其賬面值，則資產之賬面值將下調至可收回金額。

減值虧損即時確認為支出，除非相關資產按重估金額列賬，在此情況下，減值虧損會視作重估調減處理，以其重估盈餘為限。

#### (d) 衍生金融工具 (由二零一八年四月一日起應用香港財務報告準則第9號及於二零一八年四月一日前應用香港會計準則第39號)

衍生金融工具先按其合約生效日期之公平價值確認，其後以公平價值重新計算。若衍生金融工具之公平價值為正數值，均以資產列賬，若為負數值，則確認為負債。

衍生工具公平價值變動產生的收益或虧損即時於損益內確認，惟現金流量對沖的有效部分於其他全面收益確認，其後對沖項目在影響損益時重新分類至損益表 (見附註4(e))。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Hedging (Under HKFRS 9 applicable from 1 April 2018 and HKAS39 applicable before 1 April 2018)

#### **Cash flow hedges**

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gains or losses on re-measurement of the derivative financial instrument to fair value are recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or nonfinancial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the asset acquired or liability assumed affects profit or loss (such as when interest income or expense is recognised).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, hedge accounting is discontinued prospectively, any cumulative gain or loss remains in equity at that time is accounted for according to the nature of the underlying transactions (as discussed above) once the hedged cash flow occurs. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that has been reported in equity is reclassified to profit or loss immediately.

### 4. 主要會計政策 (續)

(e) 對沖 (由二零一八年四月一日起應用香港財務報告準則第9號及於二零一八年四月一日前應用香港會計準則第39號)

#### **現金流量對沖**

倘衍生金融工具指定用作已確認資產或負債的現金流量變動、或極其可能發生的預期交易、或已承諾未來交易的外幣風險的對沖，按公平值重新計量衍生金融工具時產生的任何收益或虧損的有效部分會於其他全面收益確認及獨立累計於權益內對沖儲備之中。當中任何收益或虧損的無效部分則即時於損益中確認。

倘預期交易的對沖其後引致需確認非金融資產或非金融負債，相關的收益或虧損會從權益重新分類，並計入非金融資產或負債的初始成本或其他賬面值內。

倘預期交易的對沖其後引致需確認金融資產或金融負債，相關的收益或虧損會從權益重新分類，並於同一期間或於所收購資產或所承擔負債對損益造成影響（例如確認利息收入或支出時）的期間內計入損益。

倘對沖工具到期、被出售或終止，或倘對沖不再符合對沖會計處理的標準時，則對沖會計處理於往後終止應用，任何於權益中累計之收益或虧損會於權益內保留，並於對沖現金流量發生時根據相關交易的性質（如上所述）入賬。若預期交易預計不會發生，權益中累計之收益或虧損隨即重新分類至損益。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Fixed assets

##### (i) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 4(g)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 4(q)(iii).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 4(g)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 4(g).

### 4. 主要會計政策 (續)

#### (f) 固定資產

##### (i) 投資物業

投資物業指根據租賃權益（見附註4(g)）擁有或持有用以賺取租金收入及／或用作資本增值的土地及／或樓宇，包括持作目前尚未確定未來用途的土地及正在建設或開發中以供未來用作投資物業的物業。

投資物業按公平值列賬，惟於報告期末仍在建設或開發中的投資物業除外，其公平值當時無法可靠計量。公平值變動或報廢或出售投資物業產生的任何收益或虧損於損益內確認。投資物業的租金收入乃按附註4(q)(iii)所述入賬。

倘本集團根據經營租賃持有物業權益以賺取租金收入及／或用作資本增值，該權益根據不同物業分類並入賬列作投資物業。任何已分類至投資物業的物業權益入賬列作根據融資租賃持有的投資物業（見附註4(g)），適用於該權益的會計政策與根據融資租賃出租的其他投資物業所採用者相同。租賃款項乃按附註4(g)所述者入賬。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Fixed assets (continued)

##### (ii) Other property, plant and equipment

Other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 4(h)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at each end of the reporting period. The useful lives are as follows:

Buildings	50 years
Plant and machinery	3-5 years
Furniture, fixtures and equipment	3-5 years
Motor vehicles	5 years

Assets under construction are stated at cost less impairment losses, and is not depreciated. They are transferred to the appropriate class of property, plant and equipment when the construction works complete and are ready for use.

Where parts of an item of furniture, fixtures and other fixed assets have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

### 4. 主要會計政策 (續)

#### (f) 固定資產 (續)

##### (ii) 其他物業、廠房及設備

其他物業、廠房及設備按成本減去累計折舊及減值虧損列賬 (見附註4(h))。

報廢或出售物業、廠房及設備項目產生的損益按出售所得款項淨額與該項目賬面值之間的差額釐定，並於報廢或出售日期於損益內確認。

物業、廠房及設備折舊於其估計可使用年期以直線法撇銷其成本減去估計剩餘價值 (如有) 計提。可使用年期、剩餘價值及折舊方法於報告期末進行審核及調整 (如適用)。可使用年期如下：

樓宇	50年期
廠房及機器	3至5年期
傢具、裝置及設備	3至5年期
汽車	5年期

在建資產按成本扣除減值虧損列賬，且並無折舊。當在建資產於建築工程完成可供使用時轉撥至適當之的物業、廠房及設備類別。

倘部分傢俬、裝置及其他固定資產項目的可使用年期有別，其成本按合理基準分配予各部分並單獨計提折舊。資產的可使用年期及其剩餘價值 (如有) 每年進行檢討。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, except where property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as an investment property, is accounted for as if held under a finance lease (see note 4(f)(i)).

#### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 4(f)(i)).

### 4. 主要會計政策 (續)

#### (g) 租賃資產

倘本集團決定安排（包括一項交易或一系列交易）賦予權利於協定期限內使用一項或多項特定資產以換取一筆或多筆款項，則該項安排屬於或包含租賃。有關決定乃根據評估安排的內容作出，而不論有關安排是否屬法定形式的租賃。

#### (i) 出租予本集團的資產分類

本集團根據租賃持有且租賃將所有權的絕大部分風險及回報轉移至本集團的資產，會分類為根據融資租賃持有。不會將所有權的絕大部分風險及回報轉移至本集團的租賃分類為經營租賃，惟根據經營租賃持有並符合投資物業定義的物業根據不同物業分類為投資物業則除外；而倘分類為投資物業，則入賬列作根據融資租賃持有（見附註4(f)(i)）。

#### (ii) 經營租賃費用

如本集團擁有根據經營租賃持有的資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋會計期間內，以等額方式於損益扣除，惟如有其他基準能更清楚地反映租賃資產所產生收益模式則除外。所得租賃優惠在損益內確認為租賃淨付款總額的組成部分。或然租金於產生的會計期間內於損益扣除。

收購按經營租賃持有的土地的成本在租賃期內以直線法攤銷，惟該物業分類為投資物業則除外（見附註4(f)(i)）。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (h) Impairment of assets (other than financial assets)

##### (i) *Impairment of other assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets (other than properties carried at revalued amounts);
- intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- *Calculation of recoverable amount*  
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 4. 主要會計政策 (續)

#### (h) 資產減值 (金融資產除外)

##### (i) *其他資產減值*

本集團於每個報告期末審閱內部及外界資料來源，以確定以下資產是否可能有減值跡象，或先前確認的減值虧損不再存在或可能已有所減少（商譽除外）：

- 固定資產（按重估金額入賬的物業除外）；
- 無形資產；及
- 本公司財務狀況表內的投資附屬公司。

倘出現任何該等跡象，則會估計資產的可收回金額。此外，就商譽而言，不論是否有任何減值跡象，其可收回金額亦於每年進行估算。

- *計算可收回金額*  
資產的可收回金額為其公平值減去銷售成本與使用價值兩者中的較高者。評估使用價值時，估計未來現金流量按反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率貼現至其現值。倘資產產生的現金流入基本上並非獨立於其他資產所產生者，按獨立產生現金流入的最小資產類別（即現金產生單位）釐定可收回金額。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (h) Impairment of assets (other than financial assets) (*continued*)

##### (i) **Impairment of other assets** (*continued*)

###### – *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

###### – *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### 4. 主要會計政策 (續)

#### (h) 資產減值 (金融資產除外) (續)

##### (i) **其他資產減值** (續)

###### – *確認減值虧損*

倘資產或其所屬現金產生單位的賬面值超過其可收回金額，則會於損益內確認減值虧損。就現金產生單位確認的減值虧損，按比例減少單位 (或一組單位) 其他資產的賬面值，惟資產賬面值不會減少至低於其個別公平值減去銷售成本 (倘可計量) 或使用價值 (倘可釐定)。

###### – *減值虧損回撥*

就商譽以外之資產而言，倘若用於釐定可收回金額的估計數字出現有利變動，則減值虧損會予回撥。商譽之減值虧損不會回撥。

所回撥的減值虧損以假設過往年度如無確認減值虧損而應釐定的資產賬面值為限。所回撥的減值虧損於確認撥回之年度計入損益內。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (h) Impairment of assets (other than financial assets) (*continued*)

##### (ii) *Interim financial reporting and impairment*

Under the Listing Rule, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 4(i)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, financial assets at FVTPL and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

#### (i) Financial instruments (accounting policies applied from 1 April 2018)

##### (i) *Financial assets*

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

### 4. 主要會計政策 (續)

#### (h) 資產減值 (金融資產除外) (續)

##### (ii) *中期財務報告及減值*

根據上市規則，本集團須遵照香港會計準則第34號中期財務報告編製有關財政年度首六個月的中期財務報告。於中期期末，本集團採用與財政年度末相同的減值測試、確認及撥回標準（見附註4(i)(i)及(ii)）。

商譽、按公平值計入損益之金融資產及無報價權益證券於中期期間確認的減值虧損不會於其後期間撥回。即使在該中期期間所屬財政年度末評估減值時並無確認虧損或虧損屬輕微，亦不會撥回減值虧損。因此，倘可供出售股本證券的公平值於剩餘年度期間或其後任何其他期間增加，則增幅於其他全面收益而非損益內確認。

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策)

##### (i) *金融資產*

金融資產（並無重大融資成分的應收賬款除外）初步按公平值計量，對於不按公平值計入損益的項目，則再加上與其收購或發行直接相關的交易成本計量。並無重大融資部分的應收賬款初步按交易價格計量。

所有按常規方式購買和出售的金融資產於交易日（即本集團承諾購買或銷售該資產之日）確認。按常規方式購買或出售指購買或出售須在一般按市場規則或慣例確定的期間內交付的金融資產。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (i) Financial instruments (accounting policies applied from 1 April 2018) (*continued*)

##### (i) **Financial assets** (*continued*)

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

##### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There is only one measurement category into which the Group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

##### *Equity instruments*

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策) (續)

##### (i) **金融資產** (續)

對於包含嵌入式衍生工具的金融資產，於釐定其現金流量是否僅代表支付本金和利息時乃以整體考慮。

##### *債務工具*

債務工具的后續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團僅以以下類別計量其債務工具：

**攤銷成本：**對於持有以收取合約現金流量的資產，倘該等現金流量僅代表支付本金和利息，則該資產以攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及損失及減值於損益中確認。終止確認時的任何收益均於損益中確認。

##### *權益工具*

於初次確認並非持作買賣用途的股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值後續變動。該選擇乃按投資逐項作出。按公平值計入其他全面收益的股本投資其後按公平值計量。股息收益於損益確認，除非股息收入明確指投資成本部分收回。其他收益及虧損淨額於其他全面收益確認，並不重新分類至損益。對於分類為按公平值計入損益的所有其他權益工具，其公平值變動、股息及利息收入於損益中確認。



# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (i) Financial instruments (accounting policies applied from 1 April 2018) (*continued*)

##### (ii) **Impairment loss on financial assets**

The Group recognises loss allowances for expected credit loss (“ECL”) on trade receivables, contract assets, financial assets measured at amortised cost and debt investments measured at FVOCI. The ECLs are measured on either of the following bases: (1) 12-months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured 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. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策) (續)

##### (ii) **金融資產減值虧損**

本集團就按攤銷成本計量的應收賬款、合約資產、按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務投資確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。預期信貸虧損是通過以下其一基礎計量：(1)十二個月預期信貸虧損：這些是預計在報告日期後十二個月內可能發生的違約事件造成的虧損及(2)存續預期信貸虧損：此乃於金融工具預計年期內所有可能的違約事件產生的預期信貸虧損。估計預期信貸虧損時考慮的最長期限是本集團面臨信貸風險的最長合約期。

預期信貸虧損為信貸虧損的概率加權估計。預期信貸虧損乃基於根據合約應付予本集團的合約現金流量與本集團預期收取的所有現金流量之間的差額。該差額其後按資產原有實際利率相近的差額貼現。

本集團已選擇採用香港財務報告準則第9號簡化法計量應收賬款及合約資產的虧損撥備，並已根據存續預期信貸虧損計算預期信貸虧損。本集團已依據本集團的歷史信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就其他債務金融資產而言，預期信貸虧損以十二個月的預期信貸虧損基準計量。然而，自發起以來信貸風險顯著增加時，撥備將以存續預期信貸虧損為基準。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Financial instruments (accounting policies applied from 1 April 2018) (continued)

##### (ii) Impairment loss on financial assets (continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策) (續)

##### (ii) 金融資產減值虧損 (續)

於釐定金融資產自初始確認後信貸風險是否有大幅增加時及於估計預期信貸虧損時，本集團會考慮相關及在無須付出過多成本或努力情況下可獲得的合理及可靠資料，此包括根據本集團過往經驗及已知信貸評估並包括前瞻性資料而得出的定量及定性資料分析。

本集團假設，倘金融資產逾期超過三十日，其信貸風險會大幅增加。

本集團認為金融資產於下列情況下屬信貸減值：(1) 借款人難以在本集團無追索權如實行擔保權（如持有）下向本集團悉數償付其信貸義務或(2) 該金融資產逾期超過九十日。

已信貸減值的金融資產的利息收入乃按金融資產的攤銷成本（即賬面總值減虧損撥備）計量。就未信貸減值金融資產而言，利息收入乃按賬面總值計量。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (i) Financial instruments (accounting policies applied from 1 April 2018) (*continued*)

##### (iii) **Financial liabilities**

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at amortised cost*

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策) (續)

##### (iii) **金融負債**

本集團視乎產生金融負債之原因而將有關負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本列賬之金融負債則初步按公平值減所產生之直接應佔成本計量。

##### *按攤銷成本計量之金融負債*

按攤銷成本計量之金融負債(包括合約負債、應付賬款及其他應付款項及銀行貸款)其後均以實際利率法按攤銷成本計量。相關利息開支於損益賬確認。

收益或虧損於終止確認負債時及在攤銷過程中於損益賬確認。

##### (iv) **實際利率法**

實際利率法為計算金融資產或金融負債攤銷成本以及在相關期間分配利息收入或利息開支之方法。實際利率為實際貼現在金融資產或負債預計年期或(如適用)較短期間之估計未來現金收入或支出之利率。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Financial instruments (accounting policies applied from 1 April 2018) (continued)

##### (v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

The Hong Kong Companies Ordinance, Cap. 622, came into operation on 3 March 2014. Under the Ordinance shares of the Company do not have a nominal value. Consideration received or receivable for the issue of shares on or after 3 March 2014 is credited to share capital. Commissions and expenses are allowed to be deducted from share capital under s.148 and s.149 of the Ordinance.

##### (vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (自二零一八年四月一日起應用的會計政策) (續)

##### (v) 權益工具

本公司所發行之權益工具按已收取所得款項減直接發行成本列賬。

香港法例第622章香港公司條例於二零一四年三月三日生效。根據該條例，本公司股份不具有面值。於二零一四年三月三日或之後發行股份之已收或應收代價計入股本。獲該條例第148條及149條准許之佣金及費用將從股本扣除。

##### (vi) 終止確認

本集團在有關金融資產之未來現金流量合約權利屆滿，或金融資產已被轉讓，且有關轉讓符合香港財務報告準則第9號訂明之終止確認準則時終止確認有關金融資產。

金融負債在相關合約訂明之責任解除、取消或屆滿時終止確認。

倘由於重新磋商金融負債之條款，本集團向債權人發行其自身權益工具以支付全部或部分之金融負債，則已發行之權益工具為已付代價並於抵銷全部或部分金融負債日期按彼等之公平值初步確認及計量。倘已發行權益工具之公平值不能可靠計量，則權益工具將計量以反映所抵銷金融負債之公平值。所抵銷金融負債或其部分之賬面值與已付代價之差額於年內損益賬中確認。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (j) Financial instruments (accounting policies applied until 31 March 2018)

##### (i) **Financial assets**

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

##### *Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

##### *Available-for-sale financial assets*

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

### 4. 主要會計政策 (續)

#### (j) 金融工具 (應用至二零一八年三月三十一日的會計政策)

##### (i) **金融資產**

本集團視乎收購資產的目的於初步確認時將金融資產分類。按公平值計入損益之金融資產初步按公平值計量，所有其他金融資產初步按公平值加收購金融資產直接應佔之交易成本計量。一般途徑購買或出售之金融資產按交易日基準確認及終止確認。一般途徑購買或出售之金融資產乃按合約購買或出售，其條款規定須於一般按照市場規例或慣例訂立之時限內交付資產。

##### *貸款及應收款項*

該等資產為並無於活躍市場報價但具固定或待付之非衍生金融資產，主要因向客戶提供貨品及服務產生（應收賬款），當中亦包括其他類型之合約貨幣資產。於初步確認後，有關資產乃以實際利率法按攤銷成本減任何已識別減值虧損列賬。

##### *可供出售金融資產*

該等資產為指定為可供出售或並未歸納於其他類別的金融資產的非衍生金融資產。於初步確認後，該等資產按公平值入賬，而公平值的變動乃於其他全面收益確認，惟於損益中確認的減值虧損、貨幣工具匯兌收益及虧損除外。

並無活躍市場的市價報價且其公平值未能可靠計量之可供出售權益投資，以及與該等無報價權益工具有關且須以交付該等工具結算的衍生工具，乃按成本扣減任何已識別減值虧損計算。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (j) Financial instruments (accounting policies applied until 31 March 2018) (continued)

##### (ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

##### *For loans and receivables*

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

##### *For available-for-sale financial assets*

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

### 4. 主要會計政策 (續)

#### (j) 金融工具 (應用至二零一八年三月三十一日的會計政策)

##### (ii) 金融資產減值虧損

本集團於各報告期末評估是否有客觀證據顯示金融資產出現減值。倘有任何客觀證據顯示初步確認資產後發生一項或多項事件導致出現減值，而有關事件對金融資產之估計未來現金流量構成之影響能夠可靠估計，則將金融資產減值。減值證據可包括：

- 債務人面對重大財政困難；
- 違反合約，如欠付或拖欠償還利息或本金；
- 因債務人面對財政困難而向其提供寬減；
- 債務人有可能破產或進行其他財務重組。

##### *就貸款及應收款項而言*

如有客觀證據顯示資產減值，減值虧損將於損益賬確認，並按資產賬面值與按原有實際利率貼現之估計未來現金流量現值之差額計量。金融資產之賬面值透過撥備賬調減。當金融資產之任何部分被確定為無法收回，則從相關金融資產之撥備賬撇銷。

##### *就可供出售金融資產而言*

倘若公平值下跌構成減值之客觀證據，則虧損金額會從權益中轉出，並在損益賬中確認。

倘投資之公平值增加客觀上可與確認減值虧損後發生之事件有關，則其後於損益賬中撥回可供出售債務投資之任何減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (j) Financial instruments (accounting policies applied until 31 March 2018) (continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at amortised cost*

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

##### (v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

The Hong Kong Companies Ordinance, Cap. 622, came into operation on 3 March 2014. Under the Ordinance shares of the Company do not have a nominal value. Consideration received or receivable for the issue of shares on or after 3 March 2014 is credited to share capital. Commissions and expenses are allowed to be deducted from share capital under s.148 and s.149 of the Ordinance.

### 4. 主要會計政策 (續)

#### (j) 金融工具 (應用至二零一八年三月三十一日的會計政策) (續)

##### (iii) 金融負債

本集團視乎產生金融負債之原因而將有關負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本列賬之金融負債則初步按公平值減所產生之直接應佔成本計量。

##### *按攤銷成本計量之金融負債*

按攤銷成本計量之金融負債包括應付賬款及其他應付款項和銀行貸款，其後均以實際利率法按攤銷成本計量。相關利息開支於損益賬確認。

收益或虧損於終止確認負債時及在攤銷過程中於損益賬確認。

##### (iv) 實際利率法

實際利率法為計算金融資產或金融負債攤銷成本以及在相關期間分配利息收入或利息開支之方法。實際利率為實際貼現在金融資產或負債預計年期或（如適用）較短期間之估計未來現金收入或支出之利率。

##### (v) 權益工具

本公司所發行之權益工具按已收取所得款項減直接發行成本列賬。

香港法例第622章香港公司條例於二零一四年三月三日生效。根據該條例，本公司股份不具有面值。於二零一四年三月三日或之後發行股份之已收或應收代價計入股本。獲該條例第148條及149條准許之佣金及費用將從股本扣除。

# NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (j) Financial instruments (accounting policies applied until 31 March 2018) *(continued)*

##### (vi) **Derecognition**

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

#### (k) Inventories of properties

##### (i) **Properties under development**

The cost of properties under development comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the properties.

### 4. 主要會計政策 (續)

#### (j) 金融工具 (應用至二零一八年三月三十一日的會計政策) (續)

##### (vi) **終止確認**

本集團在有關金融資產之未來現金流量合約權利屆滿，或金融資產已被轉讓，且有關轉讓符合香港會計準則第39號訂明之終止確認準則時終止確認有關金融資產。

金融負債在相關合約訂明之責任解除、取消或屆滿時終止確認。

倘由於重新磋商金融負債之條款，本集團向債權人發行其自身權益工具以支付全部或部分之金融負債，則已發行之權益工具為已付代價並於抵銷全部或部分金融負債日期按彼等之公平值初步確認及計量。倘已發行權益工具之公平值不能可靠計量，則權益工具將計量以反映所抵銷金融負債之公平值。所抵銷金融負債或其部分之賬面值與已付代價之差額於本年度損益賬中確認。

#### (k) 物業存貨

##### (i) **發展中物業**

發展中物業的成本由具體確定的成本組成，包括收購土地成本，總發展成本，物料和用品，工資和其他直接費用，適當比例的間接費用及資本化的借款成本。可變現淨值代表估計銷售價格減去估計完工成本和出售物業所產生的成本。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Inventories of properties (continued)

##### (ii) Properties held for sales

The cost of completed properties for sale comprises the total land and development costs for that project, being all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price, based on prevailing market conditions, less estimated costs to be incurred in selling the property.

##### (l) Construction contracts (accounting policies applied until 31 March 2018)

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. The accounting policy for contract revenue is set out in note 4(q). When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the end of the reporting period are recorded at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the statement of financial position as the "Gross amount due from customers for contract work" (as an asset) or the "Gross amount due to customers for contract work" (as a liability), as applicable. Progress billings not yet paid by the customer are included under "Trade and other receivables". Amounts received before the related work is performed are included under "Trade and other payables".

### 4. 主要會計政策 (續)

#### (k) 物業存貨 (續)

##### (ii) 持有作銷售之物業

持有作銷售之物業的成本包括該項目的土地和發展合計成本，包括所有購買成本、轉換成本及使存貨維護至現狀所產生之其他成本。可變現淨值為根據當時的市場情況估計售價減去估計銷售費用計算。

##### (l) 建造合約 (應用至二零一八年三月三十一日的會計政策)

建造合約乃就建造一項資產或一組資產而與客戶特別磋商的合約，客戶可在合約內指明設計的主要結構元素。合約收益的會計政策載於附註4(q)。倘建造合約的結果能可靠估計，合約成本經參考報告期末的合約完成進度將確認為開支。倘合約總成本可能超過合約總收益，預期虧損將即時確認為開支。倘不能可靠估計建造合約的結果，合約成本將於其產生期間確認為開支。

於報告期末尚在進行當中的建造合約按所產生成本淨額加上已確認溢利，減去已確認虧損及進度款項列賬，並於財務狀況表內呈列為「應收客戶合約工程毛額」（作為資產）或「應付客戶合約工程毛額」（作為負債）（如適用）。客戶尚未支付的進度款項計入「應收賬款及其他應收款項」。於相關工程進行前所收取的金額乃計入「應付賬款及其他應付款項」。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

#### (n) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### (o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### 4. 主要會計政策 (續)

#### (m) 現金及現金等價物

現金及現金等價物包括銀行結存及現金、存於銀行及其他金融機構的活期存款，以及短期高流通性投資。此等投資可隨時轉換為已知數額的現金，所承受的價值變動風險不大，並於購入後三個月內到期。

#### (n) 僱員福利

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非貨幣福利成本於僱員提供相關服務年度內累計。倘延遲付款或結算並造成重大影響，則該等金額將按現值列賬。

#### (o) 所得稅

本年所得稅包括即期稅項以及遞延稅項資產及負債的變動。即期稅項以及遞延稅項資產及負債的變動於損益內確認，惟與於其他全面收益確認或直接於權益確認的項目有關者除外，在此情況下，有關稅項款項分別於其他全面收益確認或直接於權益確認。

即期稅項乃本年應課稅收入的預期應繳稅項（按報告期末已頒佈或實質上已頒佈的稅率計算）以及以往年度應繳稅項的任何調整。

遞延稅項資產及負債分別源自可扣稅及應課稅暫時差額，即作財務申報之用的資產及負債賬面值與彼等稅基之間的差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (o) Income tax (*continued*)

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

### 4. 主要會計政策 (續)

#### (o) 所得稅 (續)

除了某些有限的例外情況外，所有遞延稅項負債和遞延稅項資產只限於很可能獲得未來應課稅利潤以使該遞延稅項資產得以使用的情況下才會被確認。由可抵扣暫時性差異所產生的遞延稅項資產，因有未來應課稅利潤的支持而使之確認，包括因轉回目前存在的應課稅暫時性差異而產生的金額；但這些轉回的差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時性差異預計轉回的一期間或於遞延稅項資產所產生時稅務虧損可向後期或向前期結轉的期間內轉回。在決定目前存在的應課稅暫時性差異是否足以支援確認由未使用的稅務虧損和稅款抵減所產生的遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期能在使用稅務虧損和稅款抵減的一期間內轉回。

確認遞延稅項資產及負債的少數例外情況包括不可扣稅商譽產生的該等暫時差額、不影響會計處理及應課稅溢利的資產或負債的初步確認（惟不屬於業務合併的一部分）以及有關於附屬公司投資的暫時差額，惟如屬應課稅差額，限於本集團控制撥回時間且在可預見將來不大可能會撥回差額的情況，或如屬可扣稅差額，則除非差額很可能在將來撥回。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (o) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 4(f)(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

### 4. 主要會計政策 (續)

#### (o) 所得稅 (續)

倘投資物業根據附註4(f)(i)所載會計政策按公平值入賬，已確認遞延稅項金額乃採用於報告期末按賬面值銷售該等資產所適用的稅率計量，除非有關物業可折舊，且於旨在隨時間（而非透過銷售）消耗物業所含的絕大部分經濟利益的商業模式持有。於所有其他情況下，已確認遞延稅項金額乃按資產及負債賬面值的預期變現或結算方式，採用於報告期末已頒佈或實質上已頒佈的稅率計量。遞延稅項資產及負債不予折現。

遞延稅項資產的賬面值會於各報告期末審閱，並於不再可能產生足夠的應課稅溢利以抵扣有關的稅務利益時作調減。倘可能會有足夠的應課稅溢利可供使用，則任何該等調減將予撥回。

即期稅項結餘及遞延稅項結餘與其變動將分開列示，且不會抵銷。倘本集團或本公司有法定可執行權利以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產可分別抵銷即期稅項負債及遞延稅項負債：

- 就即期稅項資產及負債而言，本集團或本公司計劃按淨額基準結算或同時變現資產及結算負債或

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (o) Income tax (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### (p) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (q) Revenue recognition (accounting policies applied from 1 April 2018)

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

### 4. 主要會計政策 (續)

#### (o) 所得稅 (續)

- 就遞延稅項資產及負債而言，倘該等資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應課稅實體或
  - 計劃在預期結算或收回大額遞延稅項負債或資產的各未來期間，按淨額基準或同時變現及結算即期稅項資產及即期稅項負債的不同應課稅實體。

#### (p) 撥備及或然負債

當本集團或本公司因過往事件而須承擔法律或推定責任，而履行該責任可能會導致經濟利益外流，並可作出可靠估計時，須就該等時間或數額不確定的其他負債計提撥備。倘貨幣時間價值重大，則有關撥備按履行責任預期所需開支的現值列賬。

倘不大可能需要流出經濟利益，或相關金額不能可靠估計，則須披露有關責任為或然負債，惟流出經濟利益的可能性極低者除外。倘可能承擔的責任須視乎一項或多項未來事件是否發生方會確定是否存在，則該等責任亦披露為或然負債，惟流出經濟利益的可能性極低者除外。

#### (q) 收益確認 (自二零一八年四月一日起應用的會計政策)

來自客戶合約的收益於貨品或服務控制權轉讓至客戶時按反映本集團預期交換該等貨品或服務所得代價金額確認，代表第三方所收取的金額除外。收益不包括增值稅或其他銷售稅，且為扣除任何交易折扣後所得。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (q) Revenue recognition (accounting policies applies from 1 April 2018) (continued)

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception./ Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

### 4. 主要會計政策 (續)

#### (q) 收益確認 (自二零一八年四月一日起應用的會計政策) (續)

貨品或服務的控制權是在一段時間內或於某一時點轉移，取決於合約的條款與適用於合約的法律規定。貨品或服務的控制權是在一段時間內轉移，倘本集團履約過程中：

- 提供客戶同時收到且消耗的所有利益；
- 產生或增強由客戶控制的資產 (如本集團執行) 或
- 本集團不會產生具有可替代用途的資產，且本集團有權就累計至今已完成的履約部分收取款項。

倘貨品或服務的控制權在一段時間內轉移，參照在整個合約期間已完成履約義務的進度確認收益。否則，收益於客戶獲得貨品或服務控制權的時間點確認。

倘合約包含融資部分並就轉讓貨品或服務為客戶提供重大融資利益超過一年，則收益按本集團與客戶於合約開始時進行的個別融資交易所反映的貼現率貼現之應收賬現值計量。倘合約包含融資部分並為本集團提供重大融資利益，則該合約確認的收益包括合約負債及根據實際利率法附有的利息開支。就支付及轉讓承諾的貨品或服務之間的期間為一年或以下的合約而言，交易價格使用香港財務報告準則第15號的可行權宜方法無須對重大融資部分的影響進行調整。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (q) Revenue recognition (accounting policies applies from 1 April 2018) (*continued*)

##### (i) **Revenue from building construction**

For the performance obligation related to the infrastructure construction, the Group determines that the customers controls all the work in progress as the infrastructure is being constructed, in the course of the construction, the work in progress is being enhanced during the terms of the contracts. Therefore, revenue from these contracts are recognised over time. Invoices are issued according to contractual terms and are usually payable within 30 days. Uninvoiced amounts are presented as contract assets.

In the comparative period, the Group applied the accounting policy as detailed in note 4(q) above. HKFRS 15 did not result in significant impact on the Group's accounting policies. However, upon the adoption of HKFRS 15, the Group has to made reclassification from trade and other receivables to contract assets since under HKFRS 15, if there is any satisfied performance obligation but where the entity does not have an unconditional right to consideration, an entity should recognize a contract asset.

##### (ii) **Revenue from sales of properties**

Revenue arising from the sale of properties held for sale is recognised in the Group's consolidated statement of profit or loss on the basis that control over the ownership of the property has been passed to the customer during the current accounting period, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all the benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities.

### 4. 主要會計政策 (續)

#### (q) 收益確認 (自二零一八年四月一日起應用的會計政策) (續)

##### (i) **樓宇建造之收益**

就基礎設施建設有關的履約責任，本集團釐定認為客戶在基礎設施建造時控制所有興建中工程，在建設過程中興建中工程得到加強。因此，該等合約的收益在一段時間內確認。發票根據合約條款發出，通常於三十天內支付。未開具發票的金額作為合約資產列示。

於比較期間，本集團採用上文附註4(q)所詳述的會計政策。香港財務報告準則第15號對本集團之會計政策並無引致重大影響。然而，於採納香港財務報告準則第15號後，本集團已將應收賬款及其他應收款項重新分類至合約資產，因為根據香港財務報告準則第15號，倘存在任何已達成履約責任但實體有條件權利收取代價，則實體應確認一項合約資產。

##### (ii) **出售物業之收益**

出售物業所產生之收益乃根據對物業擁有權之控制權已於本會計期間轉移至客戶之基準於本集團綜合收益表中確認，該時點為客戶擁有能力決定物業用途及獲取物業所有重大利益時。於收益確認日期前銷售物業所收取之按金及分期款項已計入綜合財務狀況表之合約負債項下。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (q) Revenue recognition (accounting policies applies from 1 April 2018) (*continued*)

##### (iii) **Rental income from operating leases**

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (iv) **Rental related income**

Rental related income is recognised on an accrual basis.

##### (v) **Dividends**

Dividend income from unlisted investments is recognised when the Group's right to receive payment is established.

##### (vi) **Interest income**

Interest income is recognised as it accrues using the effective interest method.

#### *Revenue recognition (accounting policies applied until 31 March 2018)*

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customer.

#### *Contract liabilities (accounting policies applied from 1 April 2018)*

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

### 4. 主要會計政策 (續)

#### (q) 收益確認 (自二零一八年四月一日起應用的會計政策) (續)

##### (iii) **經營租賃的租金收入**

經營租賃的應收租金收入於租賃期所涵蓋期間按等額於損益內確認，惟如有其他基準能更清楚地反映使用租賃資產所產生的利益模式除外。經營租賃所得獎勵於損益內確認為應收租賃淨付款總額的組成部分。或然租金於其賺取的會計期間內確認為收入。

##### (iv) **租金相關收入**

租金相關收入乃按應計基準確認。

##### (v) **股息**

非上市投資所得股息收入於本集團有權收取付款時確認。

##### (vi) **利息收入**

利息收入按實際利率法於應計時確認。

#### *收入確認 (應用至二零一八年三月三十一日的會計政策)*

貨品銷售之收入乃於擁有權之風險及回報轉移，即貨品付運及所有權轉移至客戶時確認。

#### *合約負債 (自二零一八年四月一日起應用的會計政策)*

合約負債指本集團因已自客戶收取代價 (或已可自客戶收取代價)，而須轉讓服務予客戶的義務。



# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### (q) Revenue recognition (accounting policies applies from 1 April 2018) (*continued*)

*Contract costs (accounting policies applied from 1 April 2018)*

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the cost relate. The asset is subject to impairment.

#### (r) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Exchange gains and losses are recognised in profit or loss.

#### (s) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

### 4. 主要會計政策 (續)

#### (q) 收益確認 (自二零一八年四月一日起應用的會計政策) (續)

*合約成本 (自二零一八年四月一日起應用的會計政策)*

本集團在該等成本符合下列所有準則時，方從履行合約所產生的成本中確認一項資產：

- 費用直接與合約或實體可以明確識別的預期合約有關；
- 成本產生或增加將用於滿足（或繼續履行）未來履約義務的實體資源及
- 預期成本將會收回。

已確認資產其後應按與成本有關轉移至客戶的貨品或服務相一致的基準攤銷至損益。該資產需要進行減值評估。

#### (r) 外幣換算

年內進行的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按報告期末的匯率換算。匯兌收益及虧損於損益內確認。

#### (s) 借款成本

直接涉及收購、建造或生產資產（即須於較長時期後方能投入作擬定用途或出售者）的借款成本均會資本化作為該資產的部分成本。其他借款成本於其產生期間列作開支。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (s) Borrowing costs (continued)

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (t) Related parties

##### (a) **A person, or a close member of that person's family, is related to the Group if that person:**

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

##### (b) **An entity is related to the Group if any of the following conditions applies:**

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 4. 主要會計政策 (續)

#### (s) 借款成本 (續)

借款成本於資產相關開支產生、借款成本產生及有關籌備資產作其擬定用途或出售所需活動進行時開始資本化為合資格資產成本的一部分。當有關籌備合資格資產作其擬定用途或出售所需絕大部分活動中斷或完成時，即會暫停或終止資本化借款成本。

#### (t) 關聯方

##### (a) 倘一名人士符合下列條件，則該名人士或其家庭近親成員與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響或
- (iii) 為本集團或本集團母公司的主要管理層成員。

##### (b) 倘一家實體符合下列任何條件，則該實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司相互關聯）。
- (ii) 一家實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
- (iii) 兩家實體均為同一第三方的合營企業。
- (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (t) Related parties (continued)

##### (b) An entity is related to the Group if any of the following conditions applies: (continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (u) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 4. 主要會計政策 (續)

#### (t) 關聯方 (續)

##### (b) 倘一家實體符合下列任何條件，則該實體與本集團有關聯： (續)

- (v) 實體為本集團或與本集團有關聯的實體就僱員福利設立的離職福利計劃。
- (vi) 實體受(a)所述人士控制或共同控制。
- (vii) (a)(i)所述人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體或一個集團之任何成員公司(為集團之一部份),提供主要管理人員服務予本集團或本集團之母公司。

個別人士的家庭近親成員指在與該實體進行交易的過程中預計會影響該名人士或受該名人士影響的家庭成員。

#### (u) 分部報告

本集團為分配資源予本集團各業務及地區及評估其表現，會定期向本集團最高級行政管理人員提供財務資料，與財務報表所呈報經營分部及各分部項目的金額相同。

個別重要的經營分部不會匯總作財務申報，除非有關分部具有類似經濟特徵且產品及服務性質、生產流程性質、客戶類型或類別、分銷產品或提供服務所採用的方法及監管環境的性質方面相似。倘並非個別重要的經營分部共同擁有上述大部分特徵，該等經營分部可予匯總呈報。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

#### (a) Valuation of investment properties

As described in note 15, investment properties are stated at fair value based on the valuation performed by an independent firm of professional valuers.

In determining the fair value of investment properties, the valuers have used a method of valuation which involves, inter-alia, certain estimates including appropriate discount rates, terminal capitalisation rates and expected future market rents. In relying on the valuation report, management has exercised its judgement and is satisfied that the method of valuation is reflective of the current market conditions.

### 5. 關鍵會計判斷及估計不確定因素的主要來源

於應用本集團會計政策時，本公司董事需要就不能從其他來源容易得出之資產和負債的賬面價值作出判斷，估計和假設。估計及相關假設乃基於過往經驗及其他相關因素。實際結果與估計有所差別。

這些估計和假設須不斷作出審閱。修訂會計估計會在估計已修改及修改只影響當期的時段被作實，或在修改時期及若修改對現在及未來均有影響的未來時期。

#### (a) 投資物業的估值

誠如附註15所述，投資物業乃基於獨立專業估值師作出的估值按公平值列示。

於釐定投資物業公平值時，估值師所採用的估值方法涉及（其中包括）若干估計，包括適當的貼現率、終端資本化比率及預期日後市場租金。管理層依賴該估值報告時已行使其判斷，並信納估值法已反映當前市況。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

#### (b) Construction contracts

As explained in policy notes 4(l) and 4(q)(i), revenue and profit recognition on an uncompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activities undertaken by the Group, the Group makes estimates at the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached the amounts due from customers for contract work as disclosed in note 18 will not include profit which the Group may eventually realise from the work done to date. In addition, actual outcomes in terms of total costs or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

#### (c) Impairment of trade receivables and contract assets

Trade receivables and contract assets are reviewed by management at the end of each reporting period to determine the expected credit losses. The management bases the estimates on the historical credit loss experience, adjusted for factors that are specific to the debtors and assessments of both current and forecast general economic conditions. Credit risk assessments focus on the customers' past history of making payments when due and current ability and willingness to pay, taking into account the financial position of the customers and the macroeconomic environment in which the customers operate. The credit assessments also consider the status of the construction project, i.e. whether there is any delay, any unresolved lawsuits or contentious matters with customers. If the financial conditions of the customers and/or the macroeconomic environment of the Group were to deteriorate, resulting in an impairment of their ability to repay, additional impairment provision may be reputed.

### 5. 關鍵會計判斷及估計不確定因素的主要來源 (續)

#### (b) 建造合約

誠如附註4(l)及4(q)(i)所述，對未完成項目的收益及溢利確認取決於對建造合約總結果的估計及迄今已進行的工程。根據本集團的近期經驗及本集團進行的建築業務的性質，本集團估計其認為工程已充分完工及能可靠地估計完成成本及收益的時間點。因此，在達到該時間點前，應收客戶合約工程款項（如附註18所披露）將不會包括本集團最終可自迄今已進行的工程變現的溢利。此外，有關總成本或收益的實際結果可能高於或低於報告期末的估計，將會影響於未來年度作為迄今所入賬金額的調整而確認的收益及溢利。

#### (c) 應收賬款和合約資產減值

管理層在每個報告期末審核應收賬款項和合約資產，以釐定預期信貸虧損。管理層的估算基於過往信貸虧損經驗，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。信用風險評估集中於客戶過往到期付款記錄及現時的付款能力和意願，同時考慮到客戶的財務狀況和客戶經營的宏觀經濟環境。信用評估亦考慮建築項目的狀況，即是否有任何延誤，任何未解決的訴訟或與客戶有爭議的事項。如果客戶的財務狀況和／或本集團的宏觀經濟環境惡化，導致其償還能力受損，則可能需要額外的減值準備。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 6. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Construction: contracting of construction of residential buildings, commercial buildings and data centres for external customers and group companies
- Property leasing: leasing of data centres and office premises
- Property development: development and sale of properties

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segment's profit that is used by the chief operating decision-makers for assessment of segment performance.

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

- Segment assets include all tangible, non-current and current assets with the exception of investments in financial assets, deferred tax assets and other corporate assets. Segment liabilities include trade payable, accruals and other current and non-current liabilities attributable to the business activities of the individual segments and bank borrowings managed directly by the segments.
- Revenue and expenses are allocated to the reportable segments with reference to income generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

### 6. 分部報告

本集團按主要經營決策人依據審閱的報告而作出策略決定來釐定經營分部。

本集團有三個須申報分部。有關分部因各業務提供不同的產品及服務，需要不同的業務策略而作出獨立管理。以下概述闡明本集團各須申報分部的業務：

- 建築：為外部客戶及集團公司建造住宅樓宇、商業樓宇及數據中心
- 物業租賃：出租數據中心及辦公室物業
- 物業發展：發展及銷售物業

分部間交易乃參考就類似訂單向外部人士收取的費用而定價。由於中央收益及開支並不包括在主要經營決策人用以評估分部表現的分部溢利內，故並無分配至各營運分部。

就評估分部表現及分部間資源分配而言，本集團最高層行政管理人員按以下基準監察各可報告分部應佔的業績、資產及負債：

- 分部資產包括全部有形資產、非流動資產及流動資產，惟金融資產、遞延稅項資產及其他企業資產投資除外。分部負債包括個別分部經營活動應佔的應付貿易賬款、應計費用、其他流動及非流動負債以及分部直接管理的銀行借款。
- 收益及開支乃參考該等分部帶來的收入及該等分部產生的開支分配至可報告分部。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 6. SEGMENT REPORTING (continued)

#### (a) Segment revenue and results

### 6. 分部報告 (續)

#### (a) 分部收益及業績

		Construction 建築		Property leasing 物業租賃		Property development 物業發展		Total 總計	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue from external customers	來自外部客戶的收益	264,918	1,274,528	157,460	149,405	191,032	–	613,410	1,423,933
Inter-segment revenue	分部間收益	192,403	28,565	32,035	21,975	–	–	224,438	50,540
Segment revenue	分部收益	457,321	1,303,093	189,495	171,380	191,032	–	837,848	1,474,473
Segment results	分部業績	84,931	172,882	86,373	89,013	58,833	(15,884)	230,137	246,011
Unallocated net income	未分配收入淨額							4,487	4,102
Unallocated expenses	未分配支出							(20,644)	(15,305)
Impairment of unlisted fund investments	非上市投資基金之減值							–	(344)
Impairment of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之減值							(2,814)	–
Increase in fair value of investment properties	投資物業之公平值增加							19,419	495
Finance costs	財務成本							(53,471)	(29,564)
Profit before taxation	除稅前溢利							177,114	205,395

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 6. SEGMENT REPORTING (continued)

#### (b) Segment assets and liabilities

### 6. 分部報告 (續)

#### (b) 分部資產及負債

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Segment assets</b>	<b>分部資產</b>		
Construction	建築	<b>291,067</b>	478,882
Property leasing	物業租賃	<b>3,705,429</b>	3,850,607
Property development	物業發展	<b>2,595,957</b>	2,045,134
Total segment assets	總分部資產	<b>6,592,453</b>	6,374,623
Other financial assets	其他金融資產	–	13,540
Deferred tax assets	遞延稅項資產	<b>12,436</b>	6,425
Tax recoverable	可收回稅項	<b>2,000</b>	92
Unallocated office premises	未分配辦公室物業	<b>408,558</b>	248,704
Unallocated head office and corporate assets	未分配總公司及企業資產	<b>20,459</b>	26,650
Unallocated cash and bank balances	未分配現金及銀行結存	<b>14,891</b>	55,323
Consolidated total assets	綜合總資產	<b>7,050,797</b>	6,725,357
<b>Segment liabilities</b>	<b>分部負債</b>		
Construction	建築	<b>328,307</b>	644,902
Property leasing	物業租賃	<b>976,922</b>	1,149,073
Property development	物業發展	<b>1,478,004</b>	1,222,209
Total segment liabilities	總分部負債	<b>2,783,233</b>	3,016,184
Tax payable	應付稅項	<b>11,791</b>	16,565
Deferred tax liabilities	遞延稅項負債	<b>50,653</b>	48,510
Unallocated head office and corporate liabilities	未分配總公司及企業負債	<b>4,374</b>	5,560
Unallocated bank loans	未分配銀行貸款	<b>1,386,224</b>	873,434
Consolidated total liabilities	綜合總負債	<b>4,236,275</b>	3,960,253



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 6. SEGMENT REPORTING (continued)

#### (c) Other segment information

	Construction 建築		Property leasing 物業租賃		Property development 物業發展		Unallocated 未分配		Total 總計	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Additions to non-current segment assets 添置非流動分部資產	196	21	118,695	40,257	454,671	42,000	67	542	573,629	82,820

#### (d) Geographic information

No geographic information has been presented as all of the Group's operating activities are carried out in Hong Kong.

#### (e) Information about major customers

Revenue from customers contributing over 10% of the total turnover of the Group is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Customer A <sup>1</sup>	客戶A <sup>1</sup>	212,806	1,153,455
Customer B <sup>2</sup>	客戶B <sup>2</sup>	148,000	—
Customer C <sup>3</sup>	客戶C <sup>3</sup>	70,714	70,960*

- <sup>1</sup> The revenue was derived from building construction
- <sup>2</sup> The revenue was derived from sales of properties, which is identified as a related party transaction
- <sup>3</sup> The revenue was derived from property leasing
- \* Customer C did not contribute over 10% of the total turnover of the Group for the year ended 31 March 2018

### 6. 分部報告 (續)

#### (c) 其他分部資料

#### (d) 地區資料

由於本集團所有經營活動均在香港進行，故並無呈列地區資料。

#### (e) 有關主要客戶的資料

源自以下客戶之收益佔本集團總收益10%以上：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
1 收益源自樓宇建造	212,806	1,153,455
2 收益源自物業銷售，其被識別為關聯方交易	148,000	—
3 收益源自物業租賃	70,714	70,960*

\* 客戶C於截至二零一八年三月三十一日止年度並無佔本集團總收益超過10%

#### (f) Timing of revenue recognition

	Construction 建築		Property leasing 物業租賃		Property development 物業發展		Total 總計	
	2019	2018	2019	2018	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元
At a point in time 於某一時間點	—	—	—	—	191,032	—	191,032	—
Transferred over time 隨時間轉移	264,918	1,274,528	24,060	26,224	—	—	288,978	1,300,752
Revenue from other sources 來自其他來源的收益	—	—	133,400	123,181	—	—	133,400	123,181
	264,918	1,274,528	157,460	149,405	191,032	—	613,410	1,423,933

#### (f) 收益確認時間

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 7. REVENUE AND OTHER INCOME AND GAIN/(LOSS)

Revenue which is derived from the Group's principal activities and other income and gain/(loss) are analysed as follows:

#### (a) Disaggregation of revenue

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Revenue from contract with customer</b>	來自客戶合約的收益		
Revenue from building construction	樓宇建造收益	<b>264,918</b>	1,274,528
Rental related income	租金相關收入	<b>24,060</b>	26,224
Sales of properties	物業銷售	<b>191,032</b>	—
<b>Revenue from other sources</b>	來自其他來源的收益		
Rental income	租金收入	<b>133,400</b>	123,181
		<b>613,410</b>	1,423,933

#### (b) Unsatisfied performance obligations

As at 31 March 2019, the aggregate amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is \$2,096.1 million. This amount represents revenue expected to recognise in the future from construction contracts and property sales contracts entered into by the customers with the Group. The Group will recognise the expected revenue in the future when or as the work is completed, which is expected to occur over the next 12 to 48 months.

#### (c) Assets recognised from incremental costs to obtain a contract

For the years ended 31 March 2019 and 2018, there was no significant incremental costs to obtain a contract.

### 7. 收益以及其他收入及收益／（虧損）

來自本集團主營業務的收益以及其他收入及收益／（虧損）分析如下：

#### (a) 收益分拆

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Revenue from contract with customer</b>		
Revenue from building construction	<b>264,918</b>	1,274,528
Rental related income	<b>24,060</b>	26,224
Sales of properties	<b>191,032</b>	—
<b>Revenue from other sources</b>		
Rental income	<b>133,400</b>	123,181
	<b>613,410</b>	1,423,933

#### (b) 未履行履約責任

於二零一九年三月三十一日，分配給本集團現有合約履約責任的剩餘交易價格總金額為20.961億元。此數額代表根據客戶與本集團已簽定之建築合約及物業銷售合約將於預計未來確認的收入。本集團預計將在未來十二至四十八個月內完成合約並於完成合約時確認預期收入。

#### (c) 就取得合約的增加成本確認資產

截至二零一九年及二零一八年三月三十一日止年度，概無就取得合約產生重大增加成本。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 7. REVENUE AND OTHER INCOME AND GAIN/(LOSS) (continued)

#### (d) Details of contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Contract liabilities 合約負債	25,555	-

#### (i) Significant changes in contract liabilities

Contract liabilities of the Group mainly arise from deposits from sale of properties made by the customers while the underlying services or goods are yet to be provided. Such liabilities increase as a result of the growth of the Group's business.

#### (ii) Revenue recognised in relation to contract liabilities

There was no revenue recognised in relation to contract liabilities during FY 2018/19 and FY 2017/18.

### 7. 收益以及其他收入及收益／(虧損) (續)

#### (d) 合約負債詳情

本集團已確認以下收益相關之合約負債：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Contract liabilities 合約負債	25,555	-

#### (i) 合約負債重大變動

本集團合約負債主要來自出售樓宇訂金，而尚未提供相關服務。有關負債因本集團業務增長而有所增加。

#### (ii) 就合約負債確認收益

於2018/19及2017/18年度內均沒有結轉合約負債而確認收益。

## NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 7. REVENUE AND OTHER INCOME AND GAIN/(LOSS) (continued)      7. 收益以及其他收入及收益／(虧損) (續)

(e) Other income and gain/(loss)

(e) 其他收入及收益／(虧損)

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Bank interest income	銀行利息收入	1,127	1,983
Dividend income from unlisted fund investments	非上市投資基金的股息收入	850	849
Net foreign exchange gain	外匯兌換淨收益	145	175
Impairment of unlisted fund investments	非上市投資基金之減值	—	(344)
Impairment of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之減值	(2,814)	—
Others	其他	5,179	1,096
		<b>4,487</b>	3,759

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 8. PROFIT BEFORE TAXATION

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

### 8. 除稅前溢利

除稅前溢利已扣除／(計入)以下各項：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>(a) Finance costs</b>	<b>(a) 財務成本</b>		
Interest on bank loans and other borrowing costs	銀行貸款利息及其他借貸成本	<b>149,614</b>	108,568
Less: Amounts included in construction contracts in progress	減：計入在建建造合約的金額	<b>(3,348)</b>	(7,544)
Amounts capitalised*	資本化金額*	<b>(92,795)</b>	(71,460)
		<b>53,471</b>	29,564
<b>(b) Staff costs (including directors' remuneration)</b>	<b>(b) 員工成本 (包括董事薪酬)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	<b>112,779</b>	116,992
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	<b>2,924</b>	3,184
		<b>115,703</b>	120,176
Less: Amounts included in construction contracts in progress	減：計入在建建造合約的金額	<b>(50,491)</b>	(89,854)
Amounts capitalised	資本化金額	<b>(41,321)</b>	(8,683)
		<b>23,891</b>	21,639
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Rental income from investment properties	投資物業所得租金收入	<b>(133,400)</b>	(123,181)
Less: Direct outgoings	減：直接支出	<b>65,161</b>	56,423
		<b>(68,239)</b>	(66,758)
Depreciation (note 15)	折舊 (附註15)	<b>14,838</b>	7,057
Impairment loss on trade receivables (note 20)	應收賬款之減值虧損 (附註20)	<b>25</b>	165
Auditor's remuneration	核數師酬金		
– audit services	– 審計服務	<b>962</b>	895
– other services	– 其他服務	<b>140</b>	117

\* The borrowing costs have been capitalised at the range of 3.56% to 3.86% (2018: 2.89% to 3.19%) per annum

\* 借貸成本已按年率3.56%至3.86% (二零一八年：2.89%至3.19%)資本化

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 9. INCOME TAX EXPENSES

(a) Income tax in the consolidated statement of profit or loss represents:

### 9. 所得稅支出

(a) 綜合損益表內的所得稅指：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	<b>26,676</b>	33,997
(Over-provision)/Under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	<b>(464)</b>	16
		<b>26,212</b>	34,013
<b>Deferred tax</b>	<b>遞延稅項</b>		
Charged/(Credited) to profit or loss for the year	扣除/(計入)年內損益	<b>1,902</b>	(405)
		<b>28,114</b>	33,608

Pursuant to the rules and regulations of the British Virgin Islands ("BVI") and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands.

The provision for Hong Kong Profits Tax is calculated at 16.5% (2018: 16.5%) of the estimated assessable profits for the year.

根據英屬處女群島及開曼群島的規則及規例，本集團毋須繳納英屬處女群島及開曼群島的任何所得稅。

香港利得稅撥備乃根據本年度估計應課稅溢利按16.5% (二零一八年：16.5%)計算。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 9. INCOME TAX EXPENSES (continued)

(b) Reconciliation between income tax expense and accounting profit before taxation at applicable tax rate:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Profit before taxation	除稅前溢利	177,114	205,395
Notional tax on profit before taxation, calculated at the rate applicable to the profits in the jurisdictions concerned	按適用於有關司法管轄區之溢利之稅率計算之稅項	29,224	33,890
Effect of non-taxable income	無需課稅收入的影響	(12,548)	(499)
Effect of non-deductible expenses	不可扣抵開支的影響	17,839	3,849
Utilisation of tax losses previously net recognised	運用先前未確認之稅項虧損	(126)	-
Effect of unused tax losses not recognised	未確認未動用稅項虧損的影響	2,677	3,170
Effect of temporary differences not recognised	未確認暫時性差異的影響	(8,488)	(6,770)
(Over)/under provision in respect of prior years	過往年度(超額撥備)/撥備不足	(464)	16
Others	其他	-	(48)
Actual income tax expense	實際所得稅開支	28,114	33,608

(c) Income tax in the consolidated statement of financial position represents:

(i) Current taxation

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	26,676	33,997
Provisional Profits Tax paid	已付暫繳利得稅	(16,885)	(17,524)
		9,791	16,473

Represented by:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Tax recoverable	可收回稅項	(2,000)	(92)
Tax payable	應付稅項	11,791	16,565
		9,791	16,473

### 9. 所得稅支出 (續)

(b) 按適用稅率計算的所得稅開支與除稅前會計溢利的對賬：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Profit before taxation	除稅前溢利	177,114	205,395
Notional tax on profit before taxation, calculated at the rate applicable to the profits in the jurisdictions concerned	按適用於有關司法管轄區之溢利之稅率計算之稅項	29,224	33,890
Effect of non-taxable income	無需課稅收入的影響	(12,548)	(499)
Effect of non-deductible expenses	不可扣抵開支的影響	17,839	3,849
Utilisation of tax losses previously net recognised	運用先前未確認之稅項虧損	(126)	-
Effect of unused tax losses not recognised	未確認未動用稅項虧損的影響	2,677	3,170
Effect of temporary differences not recognised	未確認暫時性差異的影響	(8,488)	(6,770)
(Over)/under provision in respect of prior years	過往年度(超額撥備)/撥備不足	(464)	16
Others	其他	-	(48)
Actual income tax expense	實際所得稅開支	28,114	33,608

(c) 綜合財務狀況表內的所得稅指：

(i) 本期稅項

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	26,676	33,997
Provisional Profits Tax paid	已付暫繳利得稅	(16,885)	(17,524)
		9,791	16,473

列示：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Tax recoverable	可收回稅項	(2,000)	(92)
Tax payable	應付稅項	11,791	16,565
		9,791	16,473

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 9. INCOME TAX EXPENSES (continued)

(c) Income tax in the consolidated statement of financial position represents: (continued)

#### (ii) Deferred tax assets and liabilities recognised

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from: 遞延稅項源自：		Depreciation allowances in excess of the related depreciation 折舊免稅額多於相關折舊	Tax loss 稅項虧損	Hedging reserve 對沖儲備	Total 總計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>At 1 April 2017</b>	於二零一七年四月一日	42,525	(2,589)	71	40,007
Charged to other comprehensive income	扣除其他全面收益	-	-	2,483	2,483
Charged/(Credited) to the profit or loss	扣除/(計入)損益	4,021	(4,426)	-	(405)
<b>At 31 March 2018 and 1 April 2018</b>	於二零一八年三月三十一日及二零一八年四月一日	<b>46,546</b>	<b>(7,015)</b>	<b>2,554</b>	<b>42,085</b>
Credited to other comprehensive income	扣除其他全面收益	-	-	(5,769)	(5,769)
Charged/(Credited) to the profit or loss	扣除/(計入)損益	<b>4,321</b>	<b>(2,420)</b>	-	<b>1,901</b>
<b>At 31 March 2019</b>	於二零一九年三月三十一日	<b>50,867</b>	<b>(9,435)</b>	<b>(3,215)</b>	<b>38,217</b>
			<b>2019</b> 二零一九年 \$'000 千元		<b>2018</b> 二零一八年 \$'000 千元
Net deferred tax assets recognised on the consolidated statement of financial position	在綜合財務狀況表內確認的遞延稅項資產淨額		<b>(12,436)</b>		(6,425)
Net deferred tax liabilities recognised on the consolidated statement of financial position	在綜合財務狀況表內確認的遞延稅項負債淨額		<b>50,653</b>		48,510
			<b>38,217</b>		42,085

### 9. 所得稅支出 (續)

(c) 綜合財務狀況表內的所得稅指：  
(續)

#### (ii) 已確認遞延稅項資產及負債

於綜合財務狀況表內確認的遞延稅項(資產)/負債的組成部分及年內的變動如下：



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 9. INCOME TAX EXPENSES (continued)

- (d) At 31 March 2019, the Group has not recognised deferred tax assets in respect of unused tax losses of \$389,654,000 (2018: \$168,110,000) as it is not probable that sufficient future taxable profits will be available against which the unused tax losses can be utilised. The tax losses do not expire under current tax legislation.

### 10. OTHER COMPREHENSIVE INCOME

- (a) Tax effects relating to cash flow hedges included in other comprehensive income

### 9. 所得稅支出 (續)

- (d) 於二零一九年三月三十一日，由於不大可能產生足夠的未來應課稅溢利以抵銷未使用的稅項虧損，本集團並無就未使用的稅項虧損389,654,000元（二零一八年：168,110,000元）確認遞延稅項資產。根據現行稅務法規，稅項虧損不會逾期屆滿。

### 10. 其他全面收益

- (a) 有關計入其他全面收益的現金流量對沖的稅務影響

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Pre-tax amount	除稅前金額	(34,963)	15,048
Tax credited/(charged)	稅項收入／(支出)	5,769	(2,483)
Net-of-tax amount	除稅後金額	(29,194)	12,565

- (b) Components of other comprehensive income, including reclassification adjustments

- (b) 其他全面收益的組成部份（包括重新分類調整）

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Cash flow hedges:</b>	<b>現金流量對沖：</b>		
Effective portion of changes in fair value of hedging instruments recognised during the year	年內已確認的對沖工具公平值變動的有效部分	(34,963)	15,048
Net deferred tax credited/(charged) to other comprehensive income	列支其他全面收益的遞延稅項淨收入／(支出)	5,769	(2,483)
Net movement in the hedging reserve during the year recognised in the other comprehensive income	於其他全面收益內確認年內對沖儲備變動淨額	(29,194)	12,565

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 11. DIRECTORS' REMUNERATION

The emoluments paid or payable to each of the directors were as follows:

### 11. 董事薪酬

已付或應付予每名董事之薪酬如下：

		2019 二零一九年				
		Basic salaries, allowances and benefits in kind 基本薪金、 津貼及 實物福利		Bonuses 花紅	Retirement scheme contributions 退休計劃供款	Total 總計
		Fees 袍金 \$'000 千元				
			\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Executive Directors</b>	<b>執行董事</b>					
Chan Hung Ming	陳孔明	-	2,187	360	14	2,561
Lau Chi Wah	劉志華	-	2,187	360	18	2,565
Yuen Ying Wai	袁英偉	-	2,271	360	18	2,649
Kwan Wing Wo	關永和	-	2,179	340	18	2,537
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Tsui Ka Wah	徐家華	307	-	51	-	358
Kan Yau Wo	簡友和	307	-	51	-	358
Mok Kwai Pui Bill	莫貴標	307	-	51	-	358
Lee Chung Yiu Johnny	李宗耀	307	-	51	-	358
<b>Total</b>	<b>總計</b>	<b>1,228</b>	<b>8,824</b>	<b>1,624</b>	<b>68</b>	<b>11,744</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 11. DIRECTORS' REMUNERATION (continued)

### 11. 董事薪酬 (續)

		2018 二零一八年				
		Basic salaries, allowances and benefits in kind 基本薪金、津貼及實物福利		Bonuses 花紅	Retirement scheme contributions 退休計劃供款	Total 總計
		Fees 袍金 \$'000 千元				
<b>Executive Directors</b>	<b>執行董事</b>					
Chan Hung Ming	陳孔明	–	2,014	491	18	2,523
Lau Chi Wah	劉志華	–	2,014	491	18	2,523
Yuen Ying Wai	袁英偉	–	2,020	491	18	2,529
Kwan Wing Wo	關永和	–	1,859	444	18	2,321
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Tsui Ka Wah	徐家華	283	–	69	–	352
Kan Yau Wo	簡友和	283	–	69	–	352
Mok Kwai Pui Bill	莫貴標	283	–	69	–	352
Lee Chung Yiu Johnny	李宗耀	283	–	69	–	352
<b>Total</b>	<b>總計</b>	<b>1,132</b>	<b>7,907</b>	<b>2,193</b>	<b>72</b>	<b>11,304</b>

No director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year. No director waived or agreed to waive any emoluments during the years ended 31 March 2019 and 2018.

年內概無董事收取本集團任何酬金，作為加盟本集團或於加盟本集團時的獎金或作為喪失職位補償。截至二零一九年及二零一八年三月三十一日止年度，概無董事放棄或同意放棄任何酬金。

During the year, there are no loans, quasi-loans or other dealings in favour of directors, controlled bodied corporate by and connected entities within such directors (2018: Nil).

年內概無有關以董事、受控制法人團體及與該等董事有關連之實體為受益人之貸款、津貸款或其他交易（二零一八年：無）。

The Company did not operate any share option scheme for the purchase of ordinary shares in the Company during the years ended 31 March 2019 and 2018.

本公司於截至二零一九年及二零一八年三月三十一日止年度期間並無行使購股權計劃以購回本公司普通股股份。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 12. EMOLUMENTS OF FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

#### (a) Emoluments of five highest paid individuals

The five highest paid individuals of the Group during the year ended 31 March 2019 include 4 (2018: 4) directors whose emoluments are disclosed in note 11. The aggregate of the emoluments in respect of the remaining individual is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,627	2,337
Discretionary bonuses	酌情花紅	418	570
Retirement scheme contributions	退休計劃供款	18	18
		<b>3,063</b>	<b>2,925</b>

The above individual's emoluments are within the following band:

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
\$2,500,001 to \$3,000,000	2,500,001元至3,000,000元	-	1
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	1	-

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join, or upon joining the Group or as compensation for loss of office for the year ended 31 March 2019 (2018: Nil).

#### (b) Emoluments of senior management

Other than the emoluments of the Directors and five highest paid individuals disclosed in notes 11 and 12(a), the emoluments of the remaining senior management fell within the following bands:

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
\$1,000,001 to \$1,500,000	1,000,001元至1,500,000元	2	2
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元	-	1
\$2,000,001 to \$2,500,000	2,000,001元至2,500,000元	1	-

### 12. 五名最高薪酬人士及高級管理層酬金

#### (a) 五名最高薪酬人士酬金

截至二零一九年三月三十一日止年度，本集團五位最高薪酬人士包括4名（二零一八年：4名）董事，其酬金於附註11披露。其餘人士的酬金總額如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,627	2,337
Discretionary bonuses	酌情花紅	418	570
Retirement scheme contributions	退休計劃供款	18	18
		<b>3,063</b>	<b>2,925</b>

上述人士酬金範圍如下：

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
\$2,500,001 to \$3,000,000	2,500,001元至3,000,000元	-	1
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	1	-

截至二零一九年三月三十一日止年度，本集團並無向任何五位最高薪酬人士支付任何酬金作為吸引加入本集團或於加入本集團時的獎勵或作為離職補償（二零一八年：無）。

#### (b) 高級管理層酬金

除於附註11及12(a)所披露的董事及五位最高薪酬人士的酬金外，餘下高級管理層的酬金處於下列範圍內：

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
\$1,000,001 to \$1,500,000	1,000,001元至1,500,000元	2	2
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元	-	1
\$2,000,001 to \$2,500,000	2,000,001元至2,500,000元	1	-

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 12. EMOLUMENTS OF FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

(continued)

#### (b) Emoluments of senior management (continued)

No emoluments were paid by the Group to any of its senior management as an inducement to join, or upon joining the Group or as compensation for loss of office for the year ended 31 March 2019 (2018: Nil).

### 13. DIVIDENDS

#### (a) Dividends attributable to the year:

Interim dividend declared and paid of 4.0 HK cents (2018: 4.0 HK cents) per share	已宣派及支付的中期股息每股4.0港仙 (二零一八年：4.0港仙)	<b>28,391</b>	28,391
Final dividend proposed after the end of the reporting period of 5.8 HK cents (2018: 5.8 HK cents) per share	於報告期末後建議派發之末期股息每股5.8港仙 (二零一八年：5.8港仙)	<b>41,167</b>	41,167
		<b>69,558</b>	69,558

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

#### (b) Dividends attributable to the previous financial year:

Final dividend in respect of the previous financial year, approved and paid during the year of 5.8 HK cents (2018: 4.0 HK cents) per share	年內批准及支付的上一財政年度末期股息每股5.8港仙 (二零一八年：4.0港仙)	<b>41,167</b>	25,810
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### 12. 五名最高薪酬人士及高級管理層酬金 (續)

#### (b) 高級管理層酬金 (續)

截至二零一九年三月三十一日止年度，本集團並無向任何高級管理層支付任何酬金作為吸引加入本集團或於加入本集團時的獎勵或作為離職補償（二零一八年：無）。

### 13. 股息

#### (a) 屬於本年的股息：

2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
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於報告期末後建議派發之末期股息尚未在報告期末確認為負債。

#### (b) 屬於上一個財政年度的股息：

2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
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# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 14. EARNINGS PER SHARE

#### (a) Reported earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$149,000,000 (2018: \$171,787,000) and the weighted average number of 709,771,173 shares (2018: 709,771,173 shares) in issue during the year.

Diluted earnings per share are the same as the basic earnings per share as the Company had no dilutive potential shares in existence during the years ended 31 March 2019 and 2018.

#### (b) Underlying earnings per share

For the purpose of assessing the underlying performance of the Group, basic and diluted earnings per share are also presented based on the underlying profit attributable to equity shareholders of the Company of \$129,581,000 (2018: \$171,292,000), which excludes the effects of changes in fair value of investment properties. A reconciliation of profit is as follows:

### 14. 每股盈利

#### (a) 賬目所示之每股盈利

每股基本盈利乃根據本公司權益股東應佔溢利149,000,000元(二零一八年: 171,787,000元)及年內已發行股份的加權平均數709,771,173股(二零一八年: 709,771,173股)計算。

截至二零一九年及二零一八年三月三十一日止年度期間，本公司並無潛在攤薄股份，故每股攤薄盈利與每股基本盈利相同。

#### (b) 每股基礎盈利

作為評估本集團之基礎業務表現，每股基本及攤薄盈利按已撇除投資物業公平值變動之影響的本公司權益股東應佔之基礎溢利129,581,000元(二零一八年: 171,292,000元)而計算並同時呈列。溢利之對賬如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Profit for the year	年內溢利	149,000	171,787
Change in fair value of investment properties	投資物業公平值變動	(19,419)	(495)
Underlying profit for the year	年內基礎溢利	129,581	171,292

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 15. FIXED ASSETS

### 15. 固定資產

		Investment properties 投資物業 \$'000 千元	Sub-total 小計 \$'000 千元	Buildings held for own use 自用物業 \$'000 千元	Furniture, fixtures and other fixed assets 傢俬·裝置及 其他固定資產 \$'000 千元	Assets under construction 在建資產 \$'000 千元	Sub-total 小計 \$'000 千元	Total 總計 \$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值:</b>							
At 1 April 2018	於二零一八年四月一日	3,627,300	3,627,300	259,669	18,333	-	278,002	3,905,302
Additions	添置	127,487	127,487	3,383	471	23,894	27,748	155,235
Acquisition of subsidiaries	收購附屬公司	418,394	418,394	-	-	-	-	418,394
Surplus on revaluation	重估盈餘	19,419	19,419	-	-	-	-	19,419
Transfer	轉撥	(597,600)	(597,600)	597,600	-	-	597,600	-
Written off/disposal	報銷/出售	-	-	-	(883)	-	(883)	(883)
At 31 March 2019	於二零一九年三月三十一日	3,595,000	3,595,000	860,652	17,921	23,894	902,467	4,497,467
<b>Representing:</b>	<b>列示:</b>							
Cost	成本	-	-	860,652	17,921	23,894	902,467	902,467
Valuation	估值	3,595,000	3,595,000	-	-	-	-	3,595,000
		3,595,000	3,595,000	860,652	17,921	23,894	902,467	4,497,467
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>							
At 1 April 2018	於二零一八年四月一日	-	-	10,965	13,179	-	24,144	24,144
Charge for the year (note 8(c))	年內支出 (附註8(c))	-	-	12,945	1,893	-	14,838	14,838
Written off/disposal	報銷/出售	-	-	-	(883)	-	(883)	(883)
At 31 March 2019	於二零一九年三月三十一日	-	-	23,910	14,189	-	38,099	38,099
<b>Net book value:</b>	<b>賬面價值:</b>							
At 31 March 2019	於二零一九年三月三十一日	3,595,000	3,595,000	836,742	3,732	23,894	864,368	4,459,368

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 15. FIXED ASSETS (continued)

### 15. 固定資產 (續)

		Investment properties 投資物業 \$'000 千元	Sub-total 小計 \$'000 千元	Buildings held for own use 自用物業 \$'000 千元	Furniture, fixtures and other fixed assets 傢俬、裝置及 其他固定資產 \$'000 千元	Sub-total 小計 \$'000 千元	Total 總計 \$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值:</b>						
At 1 April 2017	於二零一七年四月一日	3,586,600	3,586,600	259,669	18,268	277,937	3,864,537
Additions	添置	40,205	40,205	-	115	115	40,320
Surplus on revaluation	重估盈餘	495	495	-	-	-	495
Written off/disposal	報銷/出售	-	-	-	(50)	(50)	(50)
At 31 March 2018	於二零一八年三月三十一日	3,627,300	3,627,300	259,669	18,333	278,002	3,905,302
<b>Representing:</b>	<b>列示:</b>						
Cost	成本	-	-	259,669	18,333	278,002	278,002
Valuation	估值	3,627,300	3,627,300	-	-	-	3,627,300
		3,627,300	3,627,300	259,669	18,333	278,002	3,905,302
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>						
At 1 April 2017	於二零一七年四月一日	-	-	5,772	11,321	17,093	17,093
Charge for the year (note 8(c))	年內支出 (附註8(c))	-	-	5,193	1,864	7,057	7,057
Written off/disposal	報銷/出售	-	-	-	(6)	(6)	(6)
At 31 March 2018	於二零一八年三月三十一日	-	-	10,965	13,179	24,144	24,144
<b>Net book value:</b>	<b>賬面價值:</b>						
At 31 March 2018	於二零一八年三月三十一日	3,627,300	3,627,300	248,704	5,154	253,858	3,881,158



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 15. FIXED ASSETS (continued)

- (a) The fair value of the Group's investment properties is Level 3 recurring fair value measurements. The movement of these balances are as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At 1 April	於四月一日	3,627,300	3,586,600
Additions	添置	127,487	40,205
Additions through acquisition of subsidiaries	透過收購附屬公司添置	418,394	-
Fair value adjustment	公平值調整	19,419	495
Transferred to buildings held for own use	轉撥至自用物業	(597,600)	-
At 31 March	於三月三十一日	<b>3,595,000</b>	3,627,300

The fair value adjustment of investment properties is recognised in the line item "Increase in fair value of investment properties" on the face of the consolidated statement of profit or loss.

During the year ended 31 March 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's investment properties were revalued on 31 March 2019 and 31 March 2018 by Colliers International (Hong Kong) Limited, an independent firm of surveyors, who have among their staff Members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued, on a market value basis. The management of the Group has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

### 15. 固定資產 (續)

- (a) 本集團的投資物業的公平值屬第三級經常性公平值計量。此等結餘的變動如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At 1 April	於四月一日	3,627,300	3,586,600
Additions	添置	127,487	40,205
Additions through acquisition of subsidiaries	透過收購附屬公司添置	418,394	-
Fair value adjustment	公平值調整	19,419	495
Transferred to buildings held for own use	轉撥至自用物業	(597,600)	-
At 31 March	於三月三十一日	<b>3,595,000</b>	3,627,300

投資物業的公平值調整於綜合損益表的「投資物業公平值增加」項內確認。

於二零一九年三月三十一日止年度期內，第一級及第二級之間並無轉撥，亦未有第三級的轉入或轉出。

本集團的投資物業於二零一九年三月三十一日及二零一八年三月三十一日由獨立測量師行高力國際物業顧問(香港)有限公司(其員工當中擁有香港測量師學會會員，對被估值物業的地點和類別擁有近期估值經驗)按市值基準估值。本集團管理層於每個中期及年度報告日期進行估值時就估值假設及估值結果與該等估值師進行討論。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 15. FIXED ASSETS (continued)

(a) (continued)

The following table shows the significant unobservable inputs used in the valuation model:

Properties 物業	Valuation techniques 估值方法	Unobservable inputs 不可觀察數據	Adopted rate/value 已採納利率/價值	
			2019 二零一九年	2018 二零一八年
Investment properties 投資物業				
- Data centres - 數據中心	Income approach – discounted cash flow analysis 收入法—貼現現金流量分析	Risk-adjusted discount rate 風險調整貼現率	8%	8%
		Expected market rental growth 預期市場租金增長	3.5%	3.5%
		Expected occupancy rate 預期平均出租率	93% –100%	97% –100%
		Terminal capitalisation rate 終止資本化率	4.25%	4.50%
- Office premises - 辦公室物業	Market comparison method 市場比較法	Market unit sale rate of saleable area, after taking into account the location and size factors 計入位置和大小因素，市場 實用面積售價	\$22,144 per square feet 每平方呎 22,144元	\$20,215 per square feet 每平方呎 20,215元

The fair value of investment properties – data centres is determined on the basis of capitalisation of discounted cash flow analysis by discounting a projected cash flow series associated with the properties using risk-adjusted discount rates. The valuation takes into account expected market rental growth and occupancy rates of the properties. The discount rates used have been adjusted for the quality and location of the buildings and the tenant credit quality. The fair value measurement of investment properties – data centres is positively correlated to the expected market rental growth and the occupancy rate and negatively correlated to the risk-adjusted discount rate and terminal capitalisation rate.

投資物業—數據中心之公平值乃根據貼現現金流量資本化分析釐定，有關分析以使用風險調整貼現率貼現與該等物業相關的一系列預測現金流量。估值考慮到該等物業的預期市場租金增幅及出租率。使用的貼現率已調整有關大廈的質素及地點以及租戶的信貸風險質素。投資物業—數據中心的公平值計量與預期市場租金增幅及出租率成正比，而與風險調整貼現率及終端資本化率成反比。

### 15. 固定資產 (續)

(a) (續)

下列為用於估值方法的重大不可觀察數據：

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 15. FIXED ASSETS (continued)

(a) (continued)

The fair value of investment properties – office premises is determined on the basis of assuming sale of the property interest in its existing state by making reference to comparable sale transactions as available in the relevant market. The valuation is subject to suitable adjustments between the subject property and the comparable properties. The fair value measurement of investment properties – office premises is positively correlated to the market unit sale rate of saleable area.

(b) The Group leases out a number of building facilities under operating leases. The leases typically run for an initial period of 5 to 20 years, with an option to renew the lease after that date at which time all terms are renegotiated.

All properties held under operating leases that would otherwise meet the definition of investment property are classified as investment properties.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

Within 1 year	一年內
After 1 year but within 2 years	一年後但二年內
After 2 year but within 5 years	二年後但五年內
After 5 years	五年後

(c) The Group's buildings held for own use and investment properties are situated in Hong Kong and held under medium-term leases.

(d) The Group's buildings held for own use and investment properties were pledged against bank loans, details of which are set out in note 23(a).

### 15. 固定資產 (續)

(a) (續)

投資物業－辦公室物業之公平值乃假設物業於現有狀況下出售，並參照相關市場可比較銷售交易。主體物業之估值與可比較物業之間作出適當調整。投資物業－辦公室物業之公平值計量與市場實用面積售價成正比。

(b) 本集團根據經營租賃方式出租若干樓宇設施。該等租賃一般初步為期五至二十年，並有權選擇於約滿及重續租約時重新協商所有條款。

所有物業以經營租賃方式持有且在其他方面符合投資物業之定義均會分類為投資物業。

本集團根據不可撤銷經營租賃於日後應收的最低租賃款項總額如下：

2019 二零一九年	2018 二零一八年
\$'000	\$'000
千元	千元

133,400	125,217
92,690	124,203
205,058	187,081
211,378	240,903
<b>642,526</b>	677,404

(c) 本集團所有自用物業及投資物業均位於香港及以中期租約持有。

(d) 本集團所有自用物業及投資物業已作抵押以取得銀行貸款，有關詳情載於附註23(a)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 16. OTHER FINANCIAL ASSETS

### 16. 其他金融資產

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Available-for-sale securities, quoted but unlisted (note)	可供出售證券，有市場報價 但非上市 (註)	-	13,540
Financial assets at FVOCI	按公平值計入其他收益之金融資產	12,710	-
Financial assets at FVTPL	按公平值計入損益之金融資產	7,220	-

Note: The Group has initially applied HKFRS 9 using the cumulated effect method and adjusted the opening balances as at 1 April 2018, and amounts previously presented as "Available-for-sale securities" was reclassified to "Financial assets at FVOCI" (see note 2(a)(A)(i)).

註：本集團已使用累計影響法初步應用香港財務報告準則第9號，調整於二零一八年四月一日的期初結餘，並將先前計入「可供出售證券」的金額重新分類至「按公平值計入其他收益之金融資產」（見附註2(a)(A)(i)）。

The available-for-sale securities and the financial assets at FVOCI were pledged as security for the bank loans granted to the Group (see note 23(a)).

可供出售證券以及按公平值計入其他收益之金融資產已抵押作為授予本集團銀行貸款的擔保（見附註23(a)）。

### 17. GROSS AMOUNT DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

### 17. 應收／應付客戶合約工程毛額

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Gross amount due from customers for contract work</b>	<b>應收客戶合約工程毛額</b>		
Contract costs incurred plus recognised profits less recognised losses	已發生合約成本加已確認溢利減已確認虧損	-	2,852,502
Less: Progress billings received and receivable	減：已收及應收進度款項	-	(2,819,641)
		-	32,861
<b>Gross amount due to customers for contract work</b>	<b>應付客戶合約工程毛額</b>		
Progress billings received and receivable	已收及應收進度款項	-	275,628
Less: Contract costs incurred plus recognised profits less recognised losses	減：已發生合約成本加已確認溢利減已確認虧損	-	(274,441)
		-	1,187

Upon adoption of HKFRS 15, gross amount due from customers for contract work and gross amount due to customers for contract work are included in contract assets (note 18(b)) and contract liabilities, respectively (note 18(c)).

於採納香港財務報告準則第15號後，應收客戶合約工程毛額和應付客戶合約工程毛額已分別計入合約資產（附註18(b)）和合約負債（附註18(c)）內。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 18. CONTRACT ASSETS AND CONTRACT LIABILITIES

### 18. 合約資產和合約負債

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>CONTRACT ASSETS</b>	<b>合約資產</b>		
Contract assets arising from performance under construction contracts:	履行建造合約產生的合約資產：		
Contract costs incurred plus recognised profits less recognised losses	已發生合約成本加已確認溢利減已確認虧損	3,858,766	-
Less: Progress billings received and receivable	減：已收及應收進度款項	(3,734,659)	-
		<b>124,107</b>	-
Retention receivables	應收保留款項	72,066	-
		<b>196,173</b>	-
<b>CONTRACT LIABILITIES</b>	<b>合約負債</b>		
Deposits from sales of properties	出售樓宇訂金	25,555	-

(a) The Group has initially applied HKFRS 9 and HKFRS 15 using the cumulative effect method and adjusted the opening balances as at 1 April 2018.

(b) Upon the adoption of HKFRS 15, amounts previously presented as "Gross amount due from customers for contract work" and "Retention receivables" were reclassified to "Contract assets" (see note 2(a)(B), note 17 and note 20). All the amounts are expected to be billed within one year from the end of the reporting period, except for the amounts of \$72,066,000 at 31 March 2019 relating to retention receivables which are expected to be recovered over one year.

(c) Upon the adoption of HKFRS 15, amounts previously presented as "Gross amount due to customers for contract work" were reclassified to "Contract liabilities" (see note 2(a)(B) and note 17). The amounts had been recognised as revenue during the year.

(a) 本集團已使用累計影響法初步應用香港財務報告準則第9號及第15號，並調整於二零一八年四月一日的期初結餘。

(b) 於採納香港財務報告準則第15號後，以前列示為「應收客戶合約工程毛額」及「應收保留款項」的金額被重新分類為「合約資產」（見附註2(a)(B)、附註17及附註20）。所有款項預計將在報告期末後一年內結算，但有關應收保留款項於二零一九年三月三十一日的金額72,066,000元預計將超過一年後收回。

(c) 於採納香港財務報告準則第15號後，先前計入「應付客戶合約工程毛額」的金額已重新分類至「合約負債」（見附註2(a)(B)及附註17）。該金額已於年內確認為收入。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 19. INVENTORIES OF PROPERTIES

### 19. 物業存貨

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Properties under development located in Hong Kong – medium term lease	位於香港－中期租契的發展中物業	<b>1,347,305</b>	1,156,537
Properties held for sales located in Hong Kong – medium term lease	位於香港－中期租契的持有作銷售之物業	<b>733,132</b>	837,608
		<b>2,080,437</b>	1,994,145

- (a) The amounts of properties under development are not expected to be recovered within twelve months from the end of the reporting period.
- (a) 發展中物業預期將不會於報告期末之後十二個月內收回。
- (b) At 31 March 2019, leasehold land included in the properties under development amounted to \$938,880,000 (2018: \$938,880,000).
- (b) 於二零一九年三月三十一日，發展中物業包含之租賃土地價值為938,880,000元（二零一八年：938,880,000元）。
- (c) The Group's inventories of properties were pledged against bank loans, detail of which are set out in note 23(a).
- (c) 本集團的物業存貨已作抵押以取得銀行貸款，有關詳情載於附註23(a)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 20. TRADE AND OTHER RECEIVABLES

### 20. 應收賬款及其他應收款項

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Trade receivables (note (i))	應收賬款 (註(i))	52,328	200,737
Less: impairment	減：減值	(431)	(406)
		<b>51,897</b>	200,331
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	<b>65,021</b>	53,691
Retention receivables (note (ii))	應收保留款項 (註(ii))	—	106,586
		<b>116,918</b>	360,608

Note:

- (i) Except for an amount of \$20,318,000 (2018: \$23,120,000) as at 31 March 2019, which is expected to be recovered after one year, the remaining balances are expected to be recovered within one year.
- (ii) Upon adoption of HKFRS 15, retention receivables are included in contract assets (see note 2(a)(B) and note 18).

The ageing analysis of the Group's trade receivables (net of allowance for doubtful debts), based on invoice dates, is as follows:

註：

- (i) 除於二零一九年三月三十一日為數20,318,000元(二零一八年：23,120,000元)的款項預期於一年後收回外，餘下結餘預期於一年內收回。
- (ii) 於採納香港財務報告準則第15號後，應收保留款項計入合約資產(見附註2(a)(B)及附註18)。

根據發票日期計算本集團應收賬款(扣除呆賬撥備)的賬齡分析如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Less than 1 month	少於一個月	47,895	191,098
More than 1 month but less than 3 months	超過一個月但少於三個月	2,481	8,895
More than 3 months but less than 6 months	超過三個月但少於六個月	1,093	279
More than 6 months	超過六個月	428	59
		<b>51,897</b>	200,331

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

#### 20. TRADE AND OTHER RECEIVABLES (continued)

The movement of the impairment during the year, including both specific and collective loss components, is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At 1 April	於四月一日	406	241
Impairment loss recognised (note 8(c))	已確認減值虧損 (附註8(c))	25	165
At 31 March	於三月三十一日	431	406

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Neither past due nor impaired	既未逾期亦未減值	47,895	190,986
Less than 1 month past due	逾期少於一個月	21	8,744
Over 1 month but less than 3 months past due	逾期超過一個月但少於三個月	2,460	38
Over 3 months but less than 6 months past due	逾期三個月但少於六個月	1,093	180
Over 6 months but less than 12 months past due	逾期過六個月但少於十二個月	95	97
Over 12 months past due	逾期超過十二個月	333	286
		4,002	9,345
		51,897	200,331

#### 20. 應收賬款及其他應收款項 (續)

年內減值的變動 (包括個別和整體認定法) 如下:

並未個別或共同視作已減值的應收賬款的賬齡分析如下:



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 21. RESTRICTED AND PLEDGED DEPOSITS AND CASH AND BANK BALANCES

### 21. 受限制及已抵押存款以及現金及銀行結存

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cash and bank balances	現金及銀行結存	144,893	361,393
Fixed deposits	定期存款	17,854	16,814
		<b>162,747</b>	378,207
Less:	減：		
Pledged deposits (note (i))	已抵押存款 (註(i))	(72,854)	(60,080)
Restricted deposits (note (ii))	受限制存款 (註(ii))	(31,624)	(6,064)
		<b>(104,478)</b>	(66,144)
Cash and bank balances as stated in the consolidated statement of financial position and cash and cash equivalents as stated in the consolidated cash flows statement	綜合財務狀況表內的現金及銀行結存及綜合現金流量表內的現金及現金等價物	<b>58,269</b>	312,063

Note:

- (i) The balances represent bank deposits pledged to secure banks loans of the Group (see note 23(a)).
- (ii) Included in the restricted deposits amounted to \$25,560,000 (2018: Nil) in total were the proceeds received from sales of properties of a property project deposited into designated bank accounts of the Group which were limited to principal repayment and interest payment of the corresponding secured bank loans. The remaining balances represent security deposits placed by a tenant of data centre in a bank according to the terms of the tenancy agreement entered into with the Group. The Group has no absolute right and control over the bank balance as the usage of that security deposits is specifically restricted under the tenancy agreement.

註：

- (i) 有關結存指銀行存款已作為本集團銀行貸款的抵押 (見附註23(a))。
- (ii) 包括於受限制銀行存款中總數為25,560,000元 (二零一八年：無) 乃出售一個物業項目收取之所得款項並存入本集團之指定戶口，而該存款只限用於償還相關之有抵押銀行貸款的本金與利息。餘下結餘乃指一名數據中心租戶根據與本集團訂立的租賃協議條款存入銀行之保證金。根據租賃協議，該保證金的運用受到限制，故本集團對該銀行結存並無絕對權利及控制權。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 22. TRADE AND OTHER PAYABLES

### 22. 應付賬款及其他應付款項

		2018 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Trade payables	應付賬款	26,235	144,450
Other payables and accrued charges	其他應付款項及應計費用	41,552	56,402
Rental and other deposits (note (ii))	租金及其他按金 (註(ii))	7,174	8,295
Receipts in advance	預收賬款	4,050	2,465
Retention payables (note (iii))	應付保留款項 (註(iii))	78,733	96,690
		<b>157,744</b>	<b>308,302</b>

Note:

- (i) Except as disclosed in notes (ii) and (iii) below, all of the trade and other payables are expected to be settled within one year.
- (ii) Except for an amount of \$7,174,000 (2018: \$7,174,000) as at 31 March 2019, which is expected to be settled after one year, the remaining balances are expected to be settled within one year.
- (iii) Except for an amount of \$40,879,000 (2018: \$53,394,000) as at 31 March 2019, which is expected to be settled after one year, the remaining balances are expected to be settled within one year.

註:

- (i) 除下文附註(ii)及(iii)所披露者外，所有應付賬款及其他應付款項預期於一年內結清。
- (ii) 除於二零一九年三月三十一日為數7,174,000元(二零一八年:7,174,000元)的款項預計於一年後結清，餘下結餘預期於一年內結清。
- (iii) 除於二零一九年三月三十一日為數40,879,000元(二零一八年:53,394,000元)的款項預計於一年後結清外，餘下結餘預期於一年內結清。

The ageing analysis of the Group's trade payables, based on invoice dates, is as follows:

根據發票日期計算本集團應付賬款的賬齡分析如下:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Less than 1 month	少於一個月	25,677	133,812
More than 1 month but less than 3 months	超過一個月但少於三個月	558	9,739
More than 3 months but less than 6 months	超過三個月但少於六個月	—	858
More than 6 months but less than 1 year	超過六個月但少於一年	—	41
		<b>26,235</b>	<b>144,450</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 23. BANK LOANS

### 23. 銀行貸款

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Bank loans	銀行貸款		
– Secured	– 有抵押	<b>3,970,757</b>	3,564,766
– Unsecured	– 無抵押	–	20,579
		<b>3,970,757</b>	3,585,345

The bank loans were repayable as follows:

銀行貸款須於如下年期償還：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Within 1 year and included in current liabilities	一年內及列入流動負債	<b>782,538</b>	403,703
After 1 year and included in non-current liabilities:	一年後及列入非流動負債：		
After 1 year but within 2 years	一年後但兩年內	<b>335,590</b>	752,283
After 2 years but within 5 years	兩年後但五年內	<b>2,734,876</b>	2,397,573
After 5 years	五年後	<b>117,753</b>	31,786
		<b>3,188,219</b>	3,181,642
		<b>3,970,757</b>	3,585,345

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 23. BANK LOANS (continued)

- (a) At 31 March 2019, the bank loans bear interest ranging from 3.31% to 4.41% (2018: 2.64% to 3.74%) per annum and were secured by the following assets:

Investment properties	投資物業
Property, plant and equipment	物業、廠房及設備
Available-for-sale securities	可供出售證券
Financial assets at FVOCI	按公平值計入其他全面收益之金融資產
Inventories of properties	物業存貨
Pledged deposits	已抵押存款
Other assets	其他資產

### 23. 銀行貸款 (續)

- (a) 於二零一九年三月三十一日，銀行貸款的年利率介乎3.31%至4.41%（二零一八年：2.64%至3.74%），並以下列資產作擔保：

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
	<b>3,595,000</b>	3,627,300
	<b>836,741</b>	248,704
	-	13,540
	<b>12,710</b>	-
	<b>2,080,437</b>	1,994,145
	<b>72,854</b>	60,080
	<b>40,885</b>	60,941
	<b>6,638,627</b>	6,004,710

In addition, at 31 March 2019, the banking facilities of the Group were secured by the following:

- assignment of project proceeds, project insurance and fire insurance policies for certain construction contracts in relation to certain banking facilities granted to the Group with maximum amount of \$200,000,000 (2018: \$415,000,000);
  - assignment of all rentals and all other moneys, sales proceeds and insurance over the investment properties of the Group in relation to certain bank loans granted to the Group with carrying amount of \$2,551,840,000 (2018: \$2,404,725,000); and
  - share mortgages over the entire issued and paid-up share capital of certain subsidiaries.
- (b) Certain of the Group's banking facilities are subject to the fulfilment of covenants relating to certain ratios as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants. As long as the Group complies these covenants, it is considered that the respective drawn down facilities will not be repaid on demand.

此外，於二零一九年三月三十一日，本集團的銀行融資乃以下列項目作擔保：

- 轉讓若干建造合約的項目所得款項、項目險及火險保險單，令本集團獲授若干銀行融資，其最高金額為200,000,000元（二零一八年：415,000,000元）；
  - 轉讓本集團投資物業的所有租金及所有款項、銷售所得款項以及保險，令本集團獲授若干銀行貸款，其賬面值為2,551,840,000元（二零一八年：2,404,725,000元）；及
  - 就若干附屬公司的全部已發行及繳足股本作出的股份抵押。
- (b) 本集團的若干銀行融資須符合若干有關資產負債比率的契諾，此種契諾常見於與金融機構作出的借款安排。倘本集團違反契諾，所提取的融資將變成須按要求償還。本集團定期監控其遵守該等契諾的情況。只要本集團遵守該等契諾，所提取的融資將不會按要求償還。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 23. BANK LOANS (continued)

(b) (continued)

During FY 2018/19, the Group was in breach of a covenant under loan agreements with a bank as the Group's gearing ratio was higher than that required by that bank. Prior to the end of the reporting period, the Group had obtained a written consent from the bank to waive the rights entitling the bank to declare the relevant outstanding loan balance immediately due and payable due to the breach of the covenant. Accordingly the outstanding balances amounted to \$56,257,000 and \$365,745,000 are classified as a current and non-current liability as at 31 March 2019, respectively.

Further details of the Group's management of liquidity risk are set out in note 31(b).

### 23. 銀行貸款 (續)

(b) (續)

於2018/19年度期間，由於本集團之資本負債比率高於一間銀行規定，本集團違反了與該銀行簽訂的貸款協議項下之契諾。於報告期末前，本集團已取得該銀行書面同意，豁免該銀行因上述違反而宣佈有關未償還貸款結餘即時到期及支付的權利。因此，於二零一九年三月三十一日未償還之結餘56,257,000元及365,745,000元分別分類為流動及非流動負債。

本集團管理流動資金風險的進一步詳情載於附註31(b)。

### 24. DERIVATIVE FINANCIAL INSTRUMENTS

### 24. 衍生金融工具

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cash flow hedges: interest rate swaps	現金流量對沖：利率掉期合約	(19,487)	15,477
<b>Represented by:</b>	<b>列示：</b>		
Non-current assets	非流動資產	288	15,821
Non-current liabilities	非流動負債	(19,775)	(344)
		<b>(19,487)</b>	<b>15,477</b>

(a) The notional principal amounts of derivative financial instruments outstanding at the end of the reporting period were as follows:

(a) 於報告期末未償還的衍生金融工具的名義本金金額如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Interest rate swaps (note 31(c)(i))	利率掉期合約 (附註31(c)(i))	1,636,896	1,645,943

(b) Derivative financial assets/liabilities represent the amounts the Group would receive/pay if the positions were closed at the end of the reporting period respectively. Derivative financial instruments that did not qualify for hedge accounting and their corresponding changes in fair values have been recognised in the profit or loss.

(b) 衍生金融資產／負債指本集團倘於報告期末平倉時將收取／支付的款項。不符合資格進行會計對沖會計法的衍生金融工具及其公平值的相應變動已於損益內確認。

(c) All derivative financial instruments qualified for hedge accounting were deemed effective for cash flow hedge purposes and no ineffective portion was recognised in profit or loss for the FY2018/19 and FY2017/18.

(c) 所有符合資格進行現金流量對沖會計法的衍生金融工具均為有效對沖現金流量，故於2018/19及2017/18年度內沒有無效部分被確認於損益。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 25. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

- (a) On 15 December 2017, the Company, through a wholly-owned subsidiary, entered into an agreement with an independent third party to acquire the entire interests of Excel One Global Limited and its wholly-owned subsidiary Marvellous Investments Limited (collectively referred as to "Excel One Group"), and the shareholder's loans, at a cash consideration of \$418,394,000. Excel One Group is principally holding certain shop premises in Tsim Sha Tsui, Kowloon for property investment purposes. By analysing the inputs, process and output of the company, the acquisition did not constitute an acquisition of business and was accounted for as acquisition of assets. The transaction was completed on 13 April 2018 and Excel One Group became subsidiaries of the Company accordingly.

The assets acquired and the liabilities recognised at the date of acquisition were as follows:

		<i>\$'000</i> 千元
Investment properties	投資物業	418,394
Shareholder's loans	股東貸款	(304,763)
		113,631
Assignment of shareholder's loans	轉讓股東貸款	304,763
Net assets acquired	收購之淨資產	418,394
Consideration on acquisition of subsidiaries	收購附屬公司之代價	418,394
<b>Satisfied by:</b>	<b>支付：</b>	
Cash	現金	418,394

Net cash outflow of cash and cash equivalents in respect of the acquisition of subsidiaries:

### 25. 透過收購附屬公司收購資產

- (a) 於二零一七年十二月十五日，本公司透過其一全資附屬公司與一名獨立第三方訂立協議，收購Excel One Global Limited及其全資附屬公司茂昌投資有限公司（統稱「Excel One集團」）的全部權益及股東貸款，現金代價為418,394,000元。Excel One集團主要持有若干位於九龍尖沙咀的商舖物業作投資用途。通過分析公司的輸入、加工和輸出，此收購不構成業務收購，而以資產收購入賬。交易已於二零一八年四月十三日完成，Excel One集團因而成為本公司的附屬公司。

於收購日獲得的資產及確認的負債如下：

		<i>\$'000</i> 千元
		418,394
		(304,763)
		113,631
		304,763
		418,394
		418,394
		418,394

收購附屬公司產生之現金及現金等價物流出淨額：

		<i>\$'000</i> 千元
Cash consideration paid	已付現金代價	418,394

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 25. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

- (b) On 30 August 2017, the Company, through a wholly-owned subsidiary, entered into an agreement with an independent third party to acquire the entire interests of Market Rise Limited together with its wholly-owned subsidiary, Able Business Development Limited (collectively referred to as "Market Rise Group"), and the shareholder's loans, at a cash consideration of \$814,017,000. Market Rise Group holds an en-bloc residential building at Prince Edward Road West, Kowloon for sales purposes. By analysing the inputs, process and output of the company, the acquisitions did not constitute an acquisition of business and was accounted for as acquisition of assets. The transaction was completed on 20 October 2017 and Market Rise Group became subsidiaries of the Company accordingly.

The assets acquired and the liabilities recognised at the date of acquisition were as follows:

		\$'000 千元
Properties held for sales	持有作銷售之物業	814,017
Shareholder's loans	股東貸款	(722,741)
		91,276
Assignment of shareholder's loans	轉讓股東貸款	722,741
Net assets acquired	收購之淨資產	814,017
Consideration on acquisition of subsidiaries	收購附屬公司之代價	814,017
<b>Satisfied by:</b>	<b>支付：</b>	
Cash	現金	814,017

Net cash outflow of cash and cash equivalents in respect of the acquisition of subsidiaries:

### 25. 透過收購附屬公司收購資產

- (b) 於二零一七年八月三十日，本公司透過其一全資附屬公司與一名獨立第三方訂立協議，收購常陞有限公司連同其全資附屬公司高業發展有限公司（統稱為「常陞集團」）的全部權益及股東貸款，現金代價為814,017,000元。常陞集團持有一幢位於九龍太子道西的住宅大廈作出售用途。通過分析公司的輸入，加工和輸出，此收購不構成業務收購，而以資產收購入賬。交易已於二零一七年十月二十日完成，常陞集團因而成為本公司的附屬公司。

於收購日獲得的資產及確認的負債如下：

		\$'000 千元
		814,017
		(722,741)
		91,276
		722,741
		814,017
		814,017
		814,017

收購附屬公司產生之現金及現金等價物流出淨額：

		\$'000 千元
Cash consideration paid	已付現金代價	814,017

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 26. SHARE CAPITAL

### 26. 股本

		2019 二零一九年		2018 二零一八年	
		No. of shares	Amount	No. of shares	Amount
		股份數目	金額	股份數目	金額
		'000	\$'000	'000	\$'000
		千股	千元	千股	千元
<b>Authorised:</b>	法定:				
Ordinary shares of \$0.01 each	每股面值0.01元的普通股	10,000,000	100,000	10,000,000	100,000
<b>Ordinary shares, issued and fully paid:</b>	普通股，已發行及繳足:				
At 1 April	於四月一日	709,771	7,098	645,246	6,452
Issuance of new shares under the bonus issues (note)	根據紅股發行而發行之新股份 (註)	-	-	64,525	646
At 31 March	於三月三十一日	709,771	7,098	709,771	7,098

Note: Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 26 July 2017, bonus shares were issued to Shareholders whose names appeared on the register of members of the Company on 3 August 2017, the record date, on the basis of one new share credited as fully paid for every ten shares held.

On 11 August 2017, an amount of \$645,247 standing to the credit of the share premium account was applied in paying up in full 64,524,652 ordinary shares of \$0.01 each which were allotted and issued as fully paid to Shareholders who were entitled to those bonus shares (see note 27(b)).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

註：根據本公司於二零一七年七月二十六日舉行的股東週年大會上通過的普通決議案，於二零一七年八月三日（記錄日期）名列本公司股東名冊的股東獲發紅股，基準為每持有十股股份可獲派送一股入賬列作繳足的新股份。

於二零一七年八月十一日，股份溢價賬為數645,247元的進賬用於繳足64,524,652股每股面值0.01元的普通股，該等繳足普通股乃配發及發行予有權獲派送紅股的股東（見附註27(b)）。

普通股持有人有權收取不時宣派的股息，並享有在本公司股東大會上每股一票的投票權。就分配本公司餘下資產而言所有普通股享有同等地位。



# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 27. RESERVES

#### (a) The Group

Details of the movements in the Group's reserves are set out in the consolidated statement of changes in equity. The natures and purposes of reserves within equity are as follows:

##### (i) *Share premium*

The share premium account is governed by the Companies Law of the Cayman Islands and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in paying distributions or dividends to equity shareholders.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

##### (ii) *Fair value reserve*

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the end of the reporting period and is dealt with in accordance with the accounting policy set out in note 4(i) and (j).

##### (iii) *Hedging reserve*

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of the hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy set out in note 4(e).

### 27. 儲備

#### (a) 本集團

本集團儲備變動詳情載於綜合權益變動表內。權益中儲備的性質及目的如下：

##### (i) 股份溢價

股份溢價賬由開曼群島公司法規管，本公司於向權益股東支付分派或股息時可根據其組織章程大綱及細則的條文（如有）動用股份溢價賬。

除非緊隨建議支付分派或股息當日後本公司將可支付於日常業務中到期的債務，否則不可動用股份溢價賬向權益股東分派或派發股息。

##### (ii) 公平值儲備

公平值儲備包括於報告期末持有的可供出售證券公平值的累計變動淨額，並根據附註4(i)及(j)所載會計政策處理。

##### (iii) 對沖儲備

對沖儲備包括現金流量對沖所用對沖工具公平值的累計變動淨額的有效部分，以待其後根據附註4(e)所載會計政策確認已對沖的現金流量。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 27. RESERVES (continued)

#### (b) The Company

### 27. 儲備 (續)

#### (b) 本公司

		Share premium 股份溢價 \$'000 千元	Hedging reserve 對沖儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 總計 \$'000 千元
<b>At 1 April 2017</b>	於二零一七年四月一日	99,285	477	180,536	280,298
Profit and total comprehensive income for the year	年度溢利及全面收益	-	-	48,556	48,556
Effective portion of changes in fair value of hedging instruments recognised during the year, net of tax	年內已確認的對沖工具公平值變動的有效部分，扣除稅項	-	165	-	165
Issuance of new shares under the bonus issues (note 26)	根據紅股發行而發行之新股份 (附註26)	(646)	-	-	(646)
Interim dividend declared and paid in respect of the current year (note 13(a))	已宣派及支付本年度的中期股息 (附註13(a))	-	-	(28,391)	(28,391)
Final dividend approved in respect of the previous year (note 13(b))	批准屬上一年度的末期股息 (附註13(b))	-	-	(25,810)	(25,810)
<b>At 31 March 2018 and 1 April 2018</b>	於二零一八年三月三十一日及二零一八年四月一日	<b>98,639</b>	<b>642</b>	<b>174,891</b>	<b>274,172</b>
Profit and total comprehensive income for the year	年度溢利及全面收益	-	-	186,697	186,697
Effective portion of changes in fair value of hedging instruments recognised during the year, net of tax	年內已確認的對沖工具公平值變動的有效部分，扣除稅項	-	(401)	-	(401)
Interim dividend declared and paid in respect of the current year (note 13(a))	已宣派及支付本年度的中期股息 (附註13(a))	-	-	(28,391)	(28,391)
Final dividend approved in respect of the previous year (note 13(b))	批准屬上一年度的末期股息 (附註13(b))	-	-	(41,167)	(41,167)
<b>At 31 March 2019</b>	於二零一九年三月三十一日	<b>98,639</b>	<b>241</b>	<b>292,030</b>	<b>390,910</b>

At 31 March 2019, the aggregate amount of the Company's reserves available for distribution to equity shareholders of the Company, as calculated in accordance with the Companies Law of the Cayman Islands and the Company's memorandum and articles of association, was \$390,669,000 (2018: \$273,530,000).

根據開曼群島公司法以及本公司組織章程大綱及細則計算，本公司於二零一九年三月三十一日可供分派予本公司權益股東的儲備總額為390,669,000元（二零一八年：273,530,000元）。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 28. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

### 28. 控股公司財務狀況表

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	152	174
Investment in subsidiaries	投資附屬公司	—*	—*
Loan to subsidiaries	貸款予附屬公司	473,958	476,458
Deferred tax assets	遞延稅項資產	572	836
Derivative financial instruments	衍生金融工具	288	769
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	7,220	—
		<b>482,190</b>	478,237
<b>Current assets</b>	<b>流動資產</b>		
Loan to a subsidiary	貸款予附屬公司	128,131	2,500
Prepayment and other receivables	預付款及其他應收款項	1,189,496	1,285,513
Pledged deposits	已抵押存款	4,457	2,000
Cash and bank balances	現金及銀行結存	12,294	49,446
		<b>1,334,378</b>	1,339,459
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	463	146,426
Bank loans	銀行貸款	519,143	172,143
Loan from a subsidiary	附屬公司借款	2,500	2,500
		<b>522,106</b>	321,069
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>937,903</b>	1,018,390
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,294,462</b>	1,496,627

\* Less than \$1,000

\* 低於1,000元

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 28. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION (continued)

### 28. 控股公司財務狀況表 (續)

		Notes	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
		附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loan	銀行貸款		253,954	710,357
Loans from subsidiaries	附屬公司借款		642,500	505,000
			<b>896,454</b>	1,215,357
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>398,008</b>	281,270
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	26	7,098	7,098
Reserves	儲備	27(b)	390,910	274,172
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>398,008</b>	281,270

On behalf of the Board

代表董事會

**Chan Hung Ming**  
陳孔明  
Director  
董事

**Lau Chi Wah**  
劉志華  
Director  
董事

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 29. SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

### 29. 附屬公司

以下列表只包括重大影響本集團的業績、資產及負債之附屬公司的詳情。除另有所指外，持有股份類別指普通股。

Name of subsidiary 附屬公司名稱	Place of incorporation and business 成立及營業地點	Particulars of issued and paid-up capital 已發行及已繳足股本內容	Proportion of ownership interest 擁有者權益比例			Principal activity 主要業務
			Group's effective interest 本集團實質權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Able Business Development Limited 高業發展有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property development 物業發展
Dragon Mount Development Limited 龍峰發展有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property development 物業發展
Easton Development Limited 東晉發展有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property holding 物業持有
Eson Development Limited 英盛發展有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property holding 物業持有
Grand Tech Construction Company Limited 佳盛建築有限公司	Hong Kong 香港	\$5,000,000 5,000,000元	100%	–	100%	Construction 建築
iTech Towers Data Centre Services Limited 佳明匯訊數據中心有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Provision of data centre premises and facilities 提供數據中心場地和設施
Marvellous Investments Limited 茂昌投資有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property holding 物業持有
Top Regent Investments Limited 泰盛投資有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property holding 物業持有
Wellford Properties Limited 偉豐置業有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property investment 物業投資
Winning Tech Limited 焯創有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property investment 物業投資

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 30. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to fund its construction business and property development and investment projects, provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to any externally imposed capital requirements.

As at 31 Mar 2019, the Group's current ratio (defined as current assets divided by current liabilities) was 2.62 times (31 Mar 2018: 3.79 times). The Group's gearing ratio (defined as total interest-bearing borrowings divided by shareholders' equity) was approximately 141.1% (31 Mar 2018: approximately 129.7%).

### 30. 資本管理風險

本集團管理資本的主要目標為保障本集團持續經營的能力，以為本集團的建築業務以及物業發展和投資項目提供資金、為股東及其他利益相關者提供回報及利益以及維持最佳的資本架構以減低資本成本。

本集團積極及定期檢討及管理其資本架構，以在提高股東回報（可能伴隨較高的借款水平）與穩健資本狀況帶來的好處及保障之間取得平衡，並因應經濟狀況的變化調整資本架構。

本公司或其任何附屬公司概不受任何外部施加的資本規定所限。

於二零一九年三月三十一日，本集團的流動比率（流動資產除流動負債）為2.62倍（二零一八年：3.79倍）。本集團的資本負債比率（計息借款總額除股東權益）約141.1%（二零一八年：約129.7%）。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and interest rate risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to bank deposits, financial derivative instruments and trade and other receivables. The Group maintains a defined credit policy and the exposures to these credit risks are monitored on an ongoing basis.

Cash is deposited with financial institutions with sound credit ratings and the Group has exposure limit to any single financial institution. Transactions involving derivative financial instruments are with counterparties of sound credit standing. Given their high credit ratings, management does not expect any of these financial institutions and counterparties will fail to meet their obligations.

Before entering into construction contracts, assessment of the potential customers is carried out as part of the acceptance procedures for the new contracts.

Regular review and follow-up actions are carried out on overdue amounts of trade receivables from customers which enable management to assess their recoverability and to minimise the exposure to credit risk. Trade receivables are due within 0-30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

### 31. 財務風險管理及金融工具公平值

本集團面對的信貸、流動資金及利率風險乃在本集團正常業務過程中產生。本集團面對該等風險以及本集團為管理該等風險所採納的財務風險管理政策及措施如下。

#### (a) 信貸風險

本集團的信貸風險主要來自銀行存款、衍生金融工具以及應收賬款及其他應收款項。本集團訂有明確的信貸政策，並持續監管該等信貸風險。

現金乃存放於信貸評級穩健的財務機構，而本集團就任何個別財務機構所承擔的風險有限。涉及衍生金融工具的交易是與具良好信貸評級的對手方進行。鑑於彼等具有高信貸評級，管理層預期任何該等財務機構及對手方不會無法履行其責任。

訂立建造合約前，對潛在客戶的評估乃為新合約接納程序的一部分。

本集團對客戶的應收賬款逾期金額進行定期檢討及採取跟進措施，使管理層得以評估其可收回性及將信貸風險降至最低水平。應收賬款自發票日期起零至三十日內到期。一般而言，本集團不會要求客戶提供抵押品。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (*continued*)

#### (a) Credit risk (*continued*)

In respect of rental income from leasing properties, rental deposits are held to cover potential exposure to credit risk. An ageing analysis of the receivables is prepared on a regular basis and is closely monitored to minimise any credit risk associated with these receivables. Adequate impairment losses have been made for estimated irrecoverable amounts.

At the end of the reporting period, the Group has significant concentration of credit risk in a few customers. In view of their credit standing, good payment record and long established relationships with the Group, management does not consider the Group's credit risk to be significant. At the end of the reporting period, 37.8% and 85.4% (2018: 81.9% and 94%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The Group does not provide any other guarantees which would expose the Group to credit risk as at 31 March 2019.

Individual credit evaluations are performed on all new customers requiring credit over a certain amount and are also performed on existing customers on a periodic basis. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and may take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group generally requires customers to settle progress billings and retentions receivable in accordance with contracted terms and other debts in accordance with agreements.

### 31. 財務風險管理及金融工具公平值 (續)

#### (a) 信貸風險 (續)

就來自物業租賃的租金收入而言，本集團持有租賃按金以應付潛在的信貸風險。本集團定期編製應收款項的賬齡分析並作出密切監控，以將與該等應收款項有關的任何信貸風險降至最低水平。估計不可收回的數額已計提足夠的減值虧損。

於報告期末，本集團高度集中少量客戶存在重大信貸風險。鑑於其信貸評級、良好支付記錄及與本集團建立的長期關係，管理層認為本集團面臨的信貸風險並不重大。於報告期末，應收賬款總額中分別有37.8%及85.4%（二零一八年：81.9%及94.0%）為應收本集團最大客戶及五大客戶款項。

於二零一九年三月三十一日，本集團並無提供任何會使本集團承受信貸風險的其他擔保。

本集團對所有要求若干信貸額度的新客戶均會進行個別信用評估，亦定期對現有客戶進行個別信用評估。此等評估專注於客戶過往的到期支付記錄以及當前的支付能力，或會考慮客戶特定資料以及客戶經營所在地的經濟環境。本集團通常要求客戶根據合約條款結算進度款項及應收保留金及根據協議結算其他債務。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (a) Credit risk (continued)

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2019:

		Expected loss rate (%)	Gross carrying amount excluding specific debtors 不包括特定 應收款項的 賬面值總額 \$'000 千元	Expected credit losses \$'000 千元
	應收賬款	預期虧損率		預期信貸虧損
<b>Trade receivables</b>				
Neither past due nor impaired	既未逾期亦未減值	0.03%	47,909	(14)
Less than 1 month past due	逾期少於一個月	0.04%	21	—*
Over 1 month but less than 3 months past due	逾期一個月但少於三個月	8.38%	2,685	(225)
Over 3 months but less than 6 months past due	逾期三個月但少於六個月	11.07%	1,229	(136)
Over 6 months but less than 12 months past due	逾期六個月但少於十二個月	11.21%	107	(12)
Over 12 months past due	逾期十二個月	11.24%	377	(44)
			<b>52,328</b>	<b>(431)</b>

\* Less than \$1,000

### 31. 財務風險管理及金融工具公平值 (續)

#### (a) 信貸風險 (續)

本集團按相等於使用撥備矩陣計算之存續期預期信貸虧損的金額計量應收賬款及合同資產之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶基礎之間進一步區分。

下表載列有關本集團於二零一九年三月三十一日的應收賬款的信貸風險及預期信貸虧損之資料：

		Expected loss rate (%)	Gross carrying amount excluding specific debtors 不包括特定 應收款項的 賬面值總額 \$'000 千元	Expected credit losses \$'000 千元
	應收賬款	預期虧損率		預期信貸虧損
<b>Trade receivables</b>				
Neither past due nor impaired	既未逾期亦未減值	0.03%	47,909	(14)
Less than 1 month past due	逾期少於一個月	0.04%	21	—*
Over 1 month but less than 3 months past due	逾期一個月但少於三個月	8.38%	2,685	(225)
Over 3 months but less than 6 months past due	逾期三個月但少於六個月	11.07%	1,229	(136)
Over 6 months but less than 12 months past due	逾期六個月但少於十二個月	11.21%	107	(12)
Over 12 months past due	逾期十二個月	11.24%	377	(44)
			<b>52,328</b>	<b>(431)</b>

\* 低於1,000元

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (*continued*)

#### (a) Credit risk (*continued*)

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Prior to 1 April 2018, an impairment loss was recognised only when there was objective evidence of impairment (see Note 4(j)(ii) – accounting policies applied until 31 March 2018). At 31 March 2018, trade receivables of \$406,000 were individually determined to be impaired. The aging analysis of trade receivables by due date are set out in note 20.

Receivables that were neither past due nor impaired relate to retentions receivable within retention terms and from customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. These receivables mainly relate to construction projects either in progress or at final inspection stage. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### 31. 財務風險管理及金融工具公平值 (續)

#### (a) 信貸風險 (續)

預期虧損率根據過往三年的實際虧損經驗作出。該等比率已予調整以反映已收集過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之經濟狀況之意見之間的差異。

於二零一八年四月一日前，減值虧損僅在出現減值之客觀憑證（參閱附註4(j)(ii)）一應用至二零一八年三月三十一日的會計政策。於二零一八年三月三十一日，應收賬款406,000元單獨釐定為減值。按逾期天數的應收賬款的賬齡分析載於附註20。

既無逾期亦無減值的應收款項涉及於保留條款內的應收保留款項和近期並無違約記錄的客戶。

已逾期但未減值的應收款與若干與本集團有良好往績記錄的客戶相關。該等應收款主要關於在建或於最終視察階段的建築工程相關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，原因是信貸質素並無重大變動，且該等結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (a) Credit risk (continued)

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At the beginning of the reporting period under HKAS 39	根據香港會計準則第39號於報告期初	406	241
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	-	-
At the beginning of the reporting period (restated)	於報告期初 (經重列)	406	241
Impairment losses recognised during the year	年內已確認減值虧損	25	165
At the end of the reporting period	於報告期末	431	406

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 20.

#### (b) Liquidity risk

Individual subsidiaries within the Group are responsible for their own cash management, including the raising of loans to cover the expected cash demands, subject to approval by the Company's board of directors. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed funding lines from major financial institutions to meet its liquidity requirements in the short and longer term.

### 31. 財務風險管理及金融工具公平值 (續)

#### (a) 信貸風險 (續)

年內有關應收賬款及合約資產的虧損撥備賬變動如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
At the beginning of the reporting period under HKAS 39	根據香港會計準則第39號於報告期初	406	241
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	-	-
At the beginning of the reporting period (restated)	於報告期初 (經重列)	406	241
Impairment losses recognised during the year	年內已確認減值虧損	25	165
At the end of the reporting period	於報告期末	431	406

有關本集團因應款賬款及其他應收款項產生信貸風險的進一步量化披露載於附註20。

#### (b) 流動資金風險

本集團旗下各附屬公司負責其本身的現金管理，包括籌集貸款以滿足預期現金需求，惟須由本公司董事會批准。本集團的政策為定期監控當前及預期流動資金需要以及其遵守借款契諾的情況，以確保其維持足夠現金儲備及獲主要財務機構授予充足的已承諾資金額度，應付其短期及長期的流動資金需要。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (b) Liquidity risk (continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

#### The Group

		Contractual undiscounted cash outflow 合約未貼現現金流出					Carrying amount
		Within 1 year or on demand 一年內 或按要求 \$'000 千元	More than 1 year but less than 2 years 一年以上 但兩年以內 \$'000 千元	More than 2 years but less than 5 years 兩年以上 但五年以內 \$'000 千元	More than 5 years 五年以上 \$'000 千元	Total 總計 \$'000 千元	賬面值 \$'000 千元
<b>At 31 March 2019</b>	二零一九年三月三十一日						
Bank loans	銀行貸款	877,828	408,021	2,826,440	138,184	4,250,473	3,970,757
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	67,787	-	-	-	67,787	67,787
Retention payables	應付保留款項	37,855	33,999	6,879	-	78,733	78,733
		983,470	442,020	2,833,319	138,184	4,396,993	4,117,277
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	5,755	7,486	7,908	-	21,149	19,775
<b>At 31 March 2018</b>	於二零一八年三月三十一日						
Bank loans	銀行貸款	486,609	545,754	2,884,562	37,675	3,954,600	3,585,345
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	200,852	-	-	-	200,852	200,852
Retention payables	應付保留款項	43,296	25,028	24,997	3,369	96,690	96,690
		730,757	570,782	2,909,559	41,044	4,252,142	3,882,287
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	-	2,531	2,839	-	5,370	344

### 31. 財務風險管理及金融工具公平值 (續)

#### (b) 流動資金風險 (續)

下表詳列本集團之金融負債於報告期末餘下合約到期情況，此乃根據合約未貼現現金流量（包括按合約利率（如屬浮息，則根據報告期末的現行利率）計算的利息付款）及本集團可被要求付款的最早日期而得出：

#### 本集團

#### Contractual undiscounted cash outflow 合約未貼現現金流出

		Within 1 year or on demand 一年內 或按要求 \$'000 千元	More than 1 year but less than 2 years 一年以上 但兩年以內 \$'000 千元	More than 2 years but less than 5 years 兩年以上 但五年以內 \$'000 千元	More than 5 years 五年以上 \$'000 千元	Total 總計 \$'000 千元	Carrying amount 賬面值 \$'000 千元
<b>At 31 March 2019</b>	二零一九年三月三十一日						
Bank loans	銀行貸款	877,828	408,021	2,826,440	138,184	4,250,473	3,970,757
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	67,787	-	-	-	67,787	67,787
Retention payables	應付保留款項	37,855	33,999	6,879	-	78,733	78,733
		983,470	442,020	2,833,319	138,184	4,396,993	4,117,277
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	5,755	7,486	7,908	-	21,149	19,775
<b>At 31 March 2018</b>	於二零一八年三月三十一日						
Bank loans	銀行貸款	486,609	545,754	2,884,562	37,675	3,954,600	3,585,345
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	200,852	-	-	-	200,852	200,852
Retention payables	應付保留款項	43,296	25,028	24,997	3,369	96,690	96,690
		730,757	570,782	2,909,559	41,044	4,252,142	3,882,287
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	-	2,531	2,839	-	5,370	344

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (*continued*)

#### (c) Interest rate risk

The Group is exposed to interest rate risk through the impact of rates changes on interest-bearing borrowings which predominantly bear floating interest rates. The Group monitors closely its interest rate exposure and the level of fixed rate and floating rate borrowing and considers hedging interest rate exposure should the need arise. The Group's interest rate profile as monitored by management is set out in (ii) below.

The interest rates and terms of repayment of interest-bearing borrowings of the Group are disclosed in note 23.

#### (i) Hedging

Interest rate swaps, denominated in Hong Kong dollars, have been entered into to achieve an appropriate mix of fixed and floating rate (mainly Hong Kong Interbank Offer Rate) exposure consistent with the Group's policy. At 31 March 2019, the Group had interest rate swaps with a notional contract amount of \$1,636,896,000 (2018: \$1,645,943,000), which it has designated as cash flow hedges of the interest rate risk inherent in its variable rate bank borrowings. At 31 March 2019 and 2018, the Group did not have any interest rate swaps which were not designated as cash flow hedging instruments.

The swaps mature within the next four years and have fixed swap rates ranging from 1.30% to 2.63% (2018: 1.30% to 2.63%). The net deficit of fair value of swaps contracts at 31 March 2019 was \$19,487,000 (2018: net surplus of \$15,477,000). These amounts are recognised as derivative financial instruments (see note 24).

### 31. 財務風險管理及金融工具公平值 (續)

#### (c) 利率風險

本集團因計息借款的利率變動影響而面臨利率風險，而該等計息借款主要按浮動息率計息。本集團密切監控其所面臨的利率風險以及定息及浮息借款的水平，並於必要時考慮進行利率風險對沖。管理層所監控的本集團利率情況載於下文(ii)。

本集團計息借款的利率及償還條款於附註23披露。

#### (i) 對沖

本集團已訂立以港元計值的利率掉期合約，以達致符合本集團政策的適當固定及浮動息率風險組合。於二零一九年三月三十一日，本集團持有名義合約金額1,636,896,000元(二零一八年：1,645,943,000元)的利率掉期合約，指定為其浮息銀行借款內在利率風險的現金流量對沖。於二零一九年及二零一八年三月三十一日，本集團並無持有任何非非指定為其現金流量對沖工具的利率掉期合約。

掉期合約將於未來四年內到期，而固定利率掉期介乎1.30%至2.63%(二零一八年：1.30%至2.63%)。掉期合約於二零一九年三月三十一日之公平值淨虧損為19,487,000元(二零一八年：淨盈餘15,477,000元)。該等數額確認為衍生金融工具(見附註24)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (c) Interest rate risk (continued)

##### (ii) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings (as defined above) at the end of the reporting period, after taking into account the effect of interest rate swaps designated as cash flow hedging instruments (see (i) above).

		2019 二零一九年		2018 二零一八年	
		Effective interest rate 實際利率	Amount 金額	Effective interest rate 實際利率	Amount 金額
		%	\$'000 千元	%	\$'000 千元
<b>Net fixed rate borrowings:</b>	<b>定息借款淨額：</b>				
Bank loans	銀行貸款	4.12	70,357	3.47	80,000
<b>Variable rate borrowings:</b>	<b>浮息借款：</b>				
Bank loans	銀行貸款	3.71	3,900,400	2.90	3,505,345
Total net borrowings	總借款淨額		3,970,757		3,585,345
Net fixed rate borrowings as a percentage of total net borrowings	定息借款淨額佔總借款淨額的百分比		1.77%		2.23%

##### (iii) Sensitivity analysis

At 31 March 2019, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and total equity by approximately \$32,568,000 (2018: \$29,270,000), in response to the general increase/decrease in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for borrowing made by the Group which were not hedged by interest rate swap contracts. The analysis has been performed on the same basis for the year 2018.

### 31. 財務風險管理及金融工具公平值 (續)

#### (c) 利率風險 (續)

##### (ii) 利率組合

下表詳列計及指定為現金流量對沖工具的利率掉期合約的影響後，本集團於報告期末的借款淨額（定義見上文）的息率情況（見上文(i)）。

##### (iii) 敏感度分析

於二零一九年三月三十一日，估計利率整體上升／減少100個基點，而所有其他變數維持不變，本集團除稅後溢利及總權益將減少／增加約32,568,000元（二零一八年：29,270,000元），此乃由於利率整體上升／減少所致。

上述敏感度分析乃按假設利率變動已於報告期末發生而釐定，並已用於本集團沒有與利率掉期合約對沖之貸款的利率風險上。二零一八年分析按相同基準進行。

# NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (*continued*)

#### (d) Foreign currency risk

The Group has no significant exposure to foreign currency risk as substantially all of the Group's transactions are denominated in Hong Kong dollars.

#### (e) Fair value measurement

##### (i) **Financial assets and liabilities measured at fair value**

###### *Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations	:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
第一級估值	:	僅使用第一級數據計量的公平值，即於計量日期在活躍市場對相同資產或負債未經調整的報價。
Level 2 valuations	:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
第二級估值	:	使用第二級數據計量的公平值，即不符合第一級的可觀察數據及未有採用不可觀察的重要數據。不可觀察數據乃指無法取得市場資料的數據。
Level 3 valuations	:	Fair value measured using significant unobservable inputs.
第三級估值	:	使用不可觀察的重要數據計量的公平值。

### 31. 財務風險管理及金融工具公平值 (續)

#### (d) 外幣風險

本集團並無面臨重大外幣風險，因本集團的絕大部分交易以港元計值。

#### (e) 公平值計量

##### (i) 按公平值計量的金融資產及負債

###### 公平值等級

下表呈列本集團金融工具於報告期末按經常性基準計量的公平值，並按照香港財務報告準則第13號公平值計量的定義分為三個公平值等級。公平值計量等級乃參照估值技術所用數據的可觀察性和重要性分類如下：

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value measurement

##### (i) Financial assets and liabilities measured at fair value (continued) The Group

		Fair value measurement categorised into 公平值計量分類為			
		Fair value 公平值 \$'000 千元	Level 1 第一級 \$'000 千元	Level 2 第二級 \$'000 千元	Level 3 第三級 \$'000 千元
<b>As at 31 March 2019</b>					
<b>Assets</b>					
Financial assets at FVOCI	於二零一九年三月三十一日 資產 按公平值計入其他全面收益 之金融資產	12,710	-	12,710	-
Financial assets at FVTPL	按公平值計入損益 之金融資產	7,220	-	7,220	-
Derivative financial instruments – Interest rate swaps	衍生金融工具 – 利率掉期合約	288	-	288	-
<b>Liabilities</b>					
Derivative financial instruments – Interest rate swaps	衍生金融工具 – 利率掉期合約	19,775	-	19,775	-
<b>As at 31 March 2018</b>					
<b>Assets</b>					
Available-for-sale securities	於二零一八年三月三十一日 資產 可供出售證券	13,540	-	13,540	-
Derivative financial instruments – Interest rate swaps	衍生金融工具 – 利率掉期合約	15,821	-	15,821	-
<b>Liabilities</b>					
Derivative financial instruments – Interest rate swaps	衍生金融工具 – 利率掉期合約	344	-	344	-

During the years ended 31 March 2019 and 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occurred.

截至二零一九年及二零一八年三月三十一日止年度，第一級及第二級分級之間並無轉撥，亦未有第三級的轉入或轉出。本集團政策為確認在報告期末公平值等級各級之間發生的轉撥。

### 31. 財務風險管理及金融工具公平值 (續)

#### (e) 公平值計量 (續)

##### (i) 按公平值計量的金融資產及負債 (續) 本集團



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of financial assets at FVOCI is based on quoted market prices at the end of the reporting period without any deduction for transaction costs.

The fair value of financial assets at FVTPL is based on the cash value priced by external and independent parties at the end of the reporting period.

The fair values of interest rate swaps are determined by applying the discounted cash flow method. It is calculated as the present value of the estimated future cash flow that the Group would receive or pay of each swap at the each payment date based on the observable yield curves.

##### (ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2019 and 2018.

### 32. COMMITMENTS

Capital commitments outstanding at 31 March 2019 not provided for in the Group's consolidated financial statements were as follows:

Development of investment property	發展投資物業
Assets under construction	在建資產
Acquisition of subsidiaries	收購附屬公司

### 31. 財務風險管理及金融工具公平值 (續)

#### (e) 公平值計量 (續)

##### (i) 按公平值計量的金融資產及負債 (續)

第二級公平值計量所用估值技術及數據

按公平值計入其他全面收益之金融資產之公平值按報告期末的市場報價(毋須扣減交易成本)計算。

按公平值計入損益之金融資產的公平值基於報告期末外部和獨立方定價之現金價值。

利率掉期的公平值乃經計及現行利率及掉期交易對手目前的信貸評級後，本集團將於報告期末收取或支付以終止掉期之估計金額。

##### (ii) 並非按公平值計量的金融工具的公平值

本集團及本公司的金融工具按成本或攤銷成本計算的賬面值與其於二零一九年及二零一八年三月三十一日的公平值並無重大差異。

### 32. 承擔

於二零一九年三月三十一日未履行及未有在本集團綜合財務報表撥備的資本承擔如下：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Development of investment property	發展投資物業	2,290	72,628
Assets under construction	在建資產	14,212	-
Acquisition of subsidiaries	收購附屬公司	-	378,000
		<b>16,502</b>	<b>450,628</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 33. CONTINGENT LIABILITIES

At 31 March 2019 and 2018, the Company did not have any material contingent liabilities.

### 33. 或然負債

於二零一八年及二零一九年三月三十一日，本公司並無任何重大或然負債。

### 34. NOTES SUPPORTING CASH FLOW STATEMENT

(a) Cash and cash equivalents comprise:

### 34. 支持現金流量表的附註

(a) 現金及現金等價物包括：

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cash available on demand	根據需求可動用現金	<b>58,269</b>	312,063
(b) Reconciliation of liabilities arising from financing activities during the year ended 31 March 2019:	(b) 融資活動於截至二零一九年三月三十一日止年度期間產生的負債對賬如下：		Bank loan 銀行貸款 (note 23) (附註23) \$'000 千元
At 1 April 2018	於二零一八年四月一日		3,585,345
Changes from cash flows:	現金流量變動：		
Proceeds from new bank loans	銀行貸款所得款項		1,113,599
Repayment of bank loans	償還銀行貸款		(728,187)
Total changes from financing cash flows	融資現金流量的總變動		385,412
<b>At 31 March 2019</b>	<b>於二零一九年三月三十一日</b>		<b>3,970,757</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

### 35. MATERIAL RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances disclosed elsewhere in this consolidated financial statements, the Group had the following material related party transaction during the year:

Related party relationship 關聯方關係	Type of transaction 交易類型
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Spouse of a director 一名董事之配偶	Sales of property 出售物業
---------------------------------	---------------------------

- (b) Remuneration of key management personnel, including amounts paid to the directors as disclosed in note 11 and certain of the highest paid employees and senior management as disclosed in note 12, is as follow:

### 35. 重大關聯方交易

- (a) 除本綜合財務報表其他部分所披露的交易及結餘外，本集團於年內進行以下重大關聯交易：

2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
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148,000	-
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- (b) 主要管理人員的薪酬（包括已付董事的金額）於附註11披露，而若干最高薪酬僱員及高級管理層的薪酬則於附註12披露如下：

2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
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Short-term employee benefits 短期僱員福利	17,671	16,943
Post-employment benefits 退休福利	140	144

17,811	17,087
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The related party transactions in respect of the remuneration of directors and chief executives of the Company constitute connected transactions as defined in Chapter 14A of the Listing Rules. However, these transactions are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The related party transactions in respect of the remuneration of key management personnel (other than directors and chief executives) of the Company did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

本公司董事和主要行政人員薪酬的關聯交易已構成上市規則第14A章所界定的關聯交易。然而根據上市規則第14A章，此等交易可豁免報告，公告及獨立股東批准規定。

關於本公司主要管理人員（董事和主要行政人員除外）報酬的關聯交易並未構成上市規則第14A章所界定的關聯交易。

## NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

### 財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除特別註明外，以港元列示)

#### 36. IMMEDIATE PARENT AND ULTIMATE HOLDING COMPANY

At 31 March 2019, the directors consider the immediate parent and ultimate holding company of the Group to be Chan HM Company Limited, which is incorporated in the BVI. This entity does not produce financial statements available for public use.

#### 37. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 6 June 2019.

#### 36. 直接母公司及最終控股公司

董事認為，於二零一九年三月三十一日，本集團的直接母公司及最終控股公司為於英屬處女群島註冊成立的Chan HM Company Limited。此實體並無編製供公眾使用的財務報表。

#### 37. 綜合財務報表批核

本綜合財務報表於二零一九年六月六日經董事會批准及授權刊發。

## PARTICULARS OF PROPERTIES HELD BY THE GROUP

### 本集團所持有物業資料

The particular of the Group's investment properties and buildings held for own use are as follows: 本集團的投資物業及自用物業之詳情如下：

Location 地點	Use 用途	Tenure 租期
<b>Investment properties</b> 投資物業		
iTech Tower 1 No. 28 Pak Tin Par Street Tsuen Wan New Territories, Hong Kong 香港新界 荃灣 白田壩街28號	Data centre 數據中心	Medium-term lease 中期租約
iTech Tower 2 No. 56 Ta Chuen Ping Street Kwai Chung New Territories, Hong Kong 香港新界 葵涌 打磚坪街56號	Data centre 數據中心	Medium-term lease 中期租約
<b>Buildings held for own use</b> 自用物業		
18/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號18樓	Office premises 辦公室物業	Medium-term lease 中期租約
19/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號19樓	Office premises 辦公室物業	Medium-term lease 中期租約
22/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號22樓	Office premises 辦公室物業	Medium-term lease 中期租約
Shop in the Basement Floor, Shop A and Shop C on the Ground Floor, and Shop A on the 1/F of No. 39 Chatham Road South, Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號地庫·地面A舖和C舖及1樓A舖	Sales office 銷售辦事處	Medium-term lease 中期租約



佳明  
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED

佳明集團控股有限公司

