



G-Vision International (Holdings) Limited
環科國際集團有限公司

Stock Code 股份代號: 657

A N N U A L R E P O R T 年報 **18-19**

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公司資料

Corporate Information

董事

執行董事

鄭合輝 (主席兼董事總經理)

鄭白明

鄭白敏

鄭白麗

獨立非執行董事

梁體超

羅道明

麥耀堂 (於二零一九年六月十八日辭任)

洪志遠 (於二零一九年六月十八日獲委任)

公司秘書

鄭白明

主要往來銀行

香港上海滙豐銀行有限公司

恒生銀行有限公司

富邦銀行(香港)有限公司

核數師

德勤•關黃陳方會計師行

香港法律顧問

銘德律師事務所

百慕達法律顧問

Conyers Dill & Pearman

註冊辦事處

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

主要營業地點

香港

九龍尖沙咀東部

加連威老道98號

東海商業中心

1樓108室

DIRECTORS

Executive Directors

Cheng Hop Fai (Chairman and Managing Director)

Cheng Pak Ming, Judy

Cheng Pak Man, Anita

Cheng Pak Lai, Lily

Independent Non-Executive Directors

Leung Tai Chiu

Law Toe Ming

Mark Yiu Tong, William (resigned on 18 June 2019)

Hung Chi Yuen, Andrew (appointed on 18 June 2019)

COMPANY SECRETARY

Cheng Pak Ming, Judy

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Hang Seng Bank Limited

Fubon Bank (Hong Kong) Limited

AUDITOR

Deloitte Touche Tohmatsu

HONG KONG LEGAL ADVISERS

MinterEllison LLP

BERMUDA LEGAL ADVISERS

Conyers Dill & Pearman

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

PRINCIPAL PLACE OF BUSINESS

Unit 108, 1st Floor

East Ocean Centre

98 Granville Road

Tsimshatsui East, Kowloon

Hong Kong

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

股份過戶登記分處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心
46樓

公司網站

www.g-vision.com.hk

PRINCIPAL SHARE REGISTRAR

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
46th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

CORPORATE WEBSITE

www.g-vision.com.hk

主席報告

Chairman's Statement

本人謹代表董事會（「董事會」）呈報環科國際集團有限公司（「本公司」）及其附屬公司（組成「本集團」）截至二零一九年三月三十一日止財政年度之年報。

業績

本集團截至二零一九年三月三十一日止年度之經審核綜合股東應佔虧損約為12,800,000港元。根據1,946,314,108已發行普通股加權平均數計算之每股虧損為0.66港仙。

股息

董事會已議決不建議派發截至二零一九年三月三十一日止年度之任何末期股息（二零一八年：無）。

業務回顧

截至二零一九年三月三十一日止年度，本集團錄得綜合收入約85,400,000港元，較去年綜合收入約86,900,000港元減少約1,500,000港元或1.8%。本年度虧損淨額約為12,800,000港元，去年則為虧損淨額約8,900,000港元。

於回顧年度，酒樓業務繼續為本集團收益的主要貢獻者。下半年收入顯著下降，主要是經營環境變得更具挑戰性。中美貿易戰惡化以及經濟下滑持續影響商務客之消費，對本港餐飲業帶來負面影響。潮濠城酒樓部份生意亦流失至附近一些經翻新之酒樓。另外由二零一九年三月中旬開始，由於潮濠城酒樓需要關閉五星期作內部翻新工程，所以收入進一步減少。

On behalf of the board of directors (the "Board"), I would like to present the annual report of G-Vision International (Holdings) Limited (the "Company") and its subsidiaries (together the "Group") for the financial year ended 31 March 2019.

RESULTS

The audited consolidated loss attributable to the shareholders of the Group for the year ended 31 March 2019 was approximately HK\$12.8 million. Loss per share based on 1,946,314,108 ordinary shares in issue amounted to HK\$0.66 cents.

DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the year ended 31 March 2019 (2018: Nil).

REVIEW OF OPERATIONS

For the year ended 31 March 2019, the Group recorded consolidated revenue of approximately HK\$85.4 million, representing a decrease of approximately HK\$1.5 million or 1.8% from last year's consolidated revenue of approximately HK\$86.9 million. The net loss for the year amounted to approximately HK\$12.8 million compared to last year's net loss of approximately HK\$8.9 million.

The Group's restaurant business continued to be the major contributor to the Group's revenue for the year under review. There was a notable decrease in revenue in the second half of the year due to the more challenging operating environment. The tensions from the US-China trade war and the downturn in the economy continued to affect corporate expenditure and had a negative impact on the restaurant business in Hong Kong. For Hover City Chiu Chow Restaurant, some of the businesses were also lost to other newly renovated restaurants in the nearby area. There was a further decrease in revenue from mid of March 2019 due to the closure of Hover City Chiu Chow Restaurant for renovation works.

業務回顧(續)

截至二零一九年三月三十一日止年度的淨虧損狀況因收入減少及租金及員工開支增加而相應增加。本集團將努力實施更多成本控制措施，但會同時確保食品和服務的質量。

展望

酒樓業務將仍然為本集團之核心業務。它會繼續提供一個穩定的收入來源，並為收入之主要貢獻者。本集團預計，潮濠城酒樓之新形象有助提升酒樓的生意額及增加收入以抵銷營運成本增加帶來之負面影響。

本集團一直積極尋求合適之投資機會令業務多元化。本集團將繼續在不同行業尋求合適之投資機會以擴大本集團之業務範圍。

鳴謝

本人謹此對本集團之管理層以及員工在年內對本集團所作出之努力及寶貴貢獻致以衷心謝意。

主席
鄭合輝

香港，二零一九年六月十八日

REVIEW OF OPERATIONS (Continued)

The net loss position for the year ended 31 March 2019 has increased correspondingly as a result of the drop in revenue and the increment in rental and staff expenditure. The Group would strive to implement more cost control measures while maintaining the quality of food and services.

PROSPECTS

The restaurant business will continue to be the core business of the Group. It will continue to provide a stable source of revenue and remains the major contributor to revenue. The Group envisages that the new image of Hover City Chiu Chow Restaurant will help to attract more business and to have a positive impact on our revenue and to alleviate the negative impact from the increasing operating costs.

The Group has been actively seeking suitable investment opportunities for business diversification. The Group will explore into different industry sectors so as to expand and diversify the scope of the Group's business.

ACKNOWLEDGEMENTS

I would like to express my gratitude to the management and staff members of the Group for their dedication and invaluable efforts and contributions to the Group during the year.

Cheng Hop Fai
Chairman

Hong Kong, 18 June 2019

管理層討論及分析

Management Discussion and Analysis

財務回顧

截至二零一九年三月三十一日止年度，本集團錄得之綜合收入約85,400,000港元，較去年收入約86,900,000港元減少1.8%。

本集團於回顧年度內錄得之虧損淨額約12,800,000港元，而去年同期則錄得虧損淨額約8,900,000港元。

業務回顧

收入相對去年同期減少約1,500,000港元主要由於潮濠城酒樓收入減少約4,900,000港元所致。於下半年度，潮濠城酒樓之收入主要受到經營環境之競爭性加劇以及於二零一九年三月中旬需要停業五星期作裝修之負面影響。而尖沙咀分店之收入則改善約3,400,000港元，因去年受到酒樓於二零一七年四月停業三週作廚房維修之影響。

本集團於本年度之虧損淨額增加約3,900,000港元。本集團業績受到收入減少引致毛利減少約1,500,000港元，租金費用增加約1,400,000港元以及員工費用增加約800,000港元之負面影響。於二零一七年十月二十三日，本集團董事被授予30,000,000股購股權。購股權之公平值約為2,900,000港元，約1,000,000港元已根據所授出購股權的歸屬條件於截至二零一九年三月三十一日止年度被確認為以股份為基礎的支付開支（二零一八年：1,500,000港元）。

FINANCIAL REVIEW

For the year ended 31 March 2019, the Group recorded consolidated revenue of approximately HK\$85.4 million, representing a decrease of 1.8% from previous year's revenue of approximately HK\$86.9 million.

The Group recorded a net loss of approximately HK\$12.8 million for the year under review compared to a net loss of approximately HK\$8.9 million for the previous year.

BUSINESS REVIEW

The drop in revenue by approximately HK\$1.5 million compared to the last corresponding period was mainly attributable to the drop in revenue from Hover City Chiu Chow Restaurant by HK\$4.9 million. The revenue contributed by Hover City Chiu Chow Restaurant in the second half of the year was significantly affected by the more competitive business operating environment as well as the restaurant renovation which lasted for five weeks since mid of March 2019. The revenue for our Tsim Sha Tsui branch, however improved by HK\$3.4 million as the revenue in the last corresponding period was affected by the closure of the restaurant for three weeks in April 2017 for some kitchen maintenance and upgrading works.

The net loss for the Group had increased by approximately HK\$3.9 million for the year under review. The Group's result was negatively impacted by the loss in revenue which resulted in a loss of profit margin of approximately HK\$1.5 million, an increase in rental costs by approximately HK\$1.4 million and an increase in staff costs by approximately HK\$0.8 million. On 23 October 2017, 30,000,000 share options were granted to the Group's directors. The fair value of the stock options amounted to approximately HK\$2.9 million, of which approximately HK\$1.0 million was recognised as share-based payment staff expenses for the year ended 31 March 2019 (2018: HK\$1.5 million) in accordance with the vesting conditions of the stock options granted.

管理層討論及分析

Management Discussion and Analysis

流動資金及財政資源

本集團於二零一九年三月三十一日之現金及銀行結餘(包括已抵押銀行存款及短期銀行存款)約為76,700,000港元。由於本集團並無銀行貸款，本集團於二零一九年三月三十一日及二零一八年三月三十一日之資本負債比率為零。

考慮到本集團在其日常業務過程中取得之現金以及現時尚未動用之銀行信貸額，故董事們認為本集團擁有充裕之營運資金以應付其業務所需。

外匯匯兌風險

由於本集團之大部分銷售、採購以及現金及銀行結餘均以港元列值，本集團面對之外匯風險，主要來自以人民幣及美元列值之若干銀行存款。管理層會密切監察該等風險，並在有需要時會考慮對沖重大外匯風險。

僱員

於二零一九年三月三十一日，本集團擁有僱員約150人。於回顧年度內總員工成本(包括董事酬金)已達至約35,800,000港元(二零一八年三月三十一日：34,900,000港元)。

本集團一般會每年及根據情況需要不時檢討僱員之薪酬組合。本集團僱員之薪酬及福利水平具競爭力，並參考個人表現透過本集團之分紅計劃予以獎賞。其他福利包括醫療保險以及為僱員提供強制性公積金計劃。

LIQUIDITY AND FINANCIAL RESOURCES

The Group's cash and bank balances (including pledged bank deposits and short-term bank deposits) amounted to approximately HK\$76.7 million as at 31 March 2019. As the Group had no bank borrowings, the Group's gearing ratio was zero as at 31 March 2019 and 31 March 2018.

With the cash generated from the Group's operations in its ordinary course of business and the existing unutilised banking and credit facilities, the directors consider that the Group has sufficient working capital for its operations.

FOREIGN EXCHANGE EXPOSURE

Most of the Group's sales, purchases, cash and bank balances were denominated in Hong Kong dollars. The Group is exposed to foreign currency risk primarily through certain bank deposits which are denominated in Renminbi and United States dollars. The management would closely monitor such risk and would consider hedging significant foreign currency exposure should the need arise.

EMPLOYEES

As at 31 March 2019, the Group had approximately 150 staff. Total staff costs including directors' emoluments amounted to approximately HK\$35.8 million (31 March 2018: HK\$34.9 million) for the year under review.

Review of the employees' remuneration packages is normally conducted annually and as required from time to time. The salary and benefit levels of the Group's employees are competitive and individual performance is rewarded through the Group's bonus scheme. Other benefits including medical coverage and mandatory provident fund scheme are also provided to employees.

管理層討論及分析

Management Discussion and Analysis

業務模式及策略

本集團致力透過其可持續之業務發展為股東帶來正面回報或保留其價值。對於本集團之傳統業務，本集團會嘗試為客戶提供更創新之產品或服務；實施更嚴格之成本控制及更有效地善用及管理資源以尋求增長及更高之回報。為了進一步提升本集團之價值及為股東們實現更高之回報，本集團之長遠方法是透過業務多元化以擴大收入來源。本集團之目標是透過物色及選擇極具潛質之新業務機會包含至現有之業務範圍並且以最大力度長遠提升整體股東之回報。

展望

酒樓業務將仍然為本集團之核心業務。然而，本集團酒樓業務之經營環境仍然極具挑戰性。由於租金、物價及員工之費用持續增加，本集團會繼續密切監察其營運成本。本集團亦會不時檢討及修改其業務策略，旨在改善本集團之狀況，以應付未來之挑戰，並把握未來可能出現之任何收購及策略性投資機會。

BUSINESS MODEL AND STRATEGY

The Group strives to generate positive return to preserve values of shareholders through its sustainable business development. For the Group's traditional business, the Group would try to seek growth and higher returns by offering more innovative products or services to customers, to implement more stringent cost control and to apply and manage resources as effectively as possible. In order to further enhance the value of the Group and to achieve higher returns to the shareholders, the longer term approach is to expand the income source through business diversification. The aim is to maximise the overall returns to shareholders in the long run by identifying and selecting new business opportunities which are of great potential and include them in the Group's existing business portfolio.

OUTLOOK

The restaurant business will continue to serve as our core operation. However, the operating environment for the Group's restaurant operation still remains challenging. The Group will continue to monitor its operating costs cautiously given the higher rentals and increasing food and staff costs. The Group reviews and revises its business strategies on a regular basis with the aim to better position itself to meet the challenges ahead and to capitalize any future acquisition and strategic investment opportunities as they arise.

企業管治報告

Corporate Governance Report

董事會知悉良好企業管治之重要性及好處，並竭力根據香港聯合交易所有限公司（「聯交所」）有關有效企業管治之指引處理其業務，以加強其透明度、公平性、完整性及問責性。

企業管治守則

本公司已採納聯交所上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）作為其企業管治守則。於截至二零一九年三月三十一日止年度內，本公司已遵守企業管治守則之守則條文，惟守則條文A.2.1條（有關主席及行政總裁之角色分開）；守則條文 A.4.1條（有關非執行董事（「非執行董事」）之服務期限）及守則條文 D.1.4 條（有關董事們之委任書）除外。

守則條文D.1.4條訂明，上市發行人須為董事們提供正式委任書並列明委任之條款及細則。本公司有若干董事未有正式委任書。但是，本公司所有董事均需要參考由公司註冊處發出之「董事責任指引」及由香港董事學會發出之「董事指南」及「獨立非執行董事指南」以履行其作為公司董事之職責及責任。董事認為，此舉符合守則條文D.1.4條之目標。

The Board acknowledges the importance and benefits of good corporate governance and strives to manage the Company and the business in accordance with the guidelines of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for effective corporate governance emphasizing transparency, fairness, integrity and accountability.

CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as its own corporate governance code. The Company has complied with the code provisions set out in the Code throughout the year ended 31 March 2019 except for code provision A.2.1 in respect of the role separation of the chairman and the chief executive; code provision A.4.1 in respect of the service term of non-executive directors (“NEDs”) and code provision D.1.4 in respect of the letters of appointment for directors.

Code provision D.1.4 sets out that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for certain directors. All of the directors of the Company are, however, required to refer to the guidelines set out in “A Guide on Directors’ Duties” issued by the Companies Registry and “Guidelines for Directors” and “Guide for Independent Non-Executive Directors” published by the Hong Kong Institute of Directors in performing their duties and responsibilities as directors of the Company. In the opinion of the directors, this meets the objective of the code provision D.1.4.

企業管治報告

Corporate Governance Report

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人之董事進行證券交易之標準守則（「標準守則」），作為其本身規範董事進行證券交易之行為守則。全體董事經本公司作出特定查詢後，確認彼等於截至二零一九年三月三十一日止年度內已遵守標準守則所載之規定準則。

董事會

董事會現由四名執行董事及三名獨立非執行董事（「獨立非執行董事」）組成：

執行董事

鄭合輝（主席兼董事總經理）
鄭白明
鄭白敏
鄭白麗

獨立非執行董事

梁體超
羅道明
麥耀堂（於二零一九年六月十八日辭任）
洪志遠（於二零一九年六月十八日獲委任）

麥耀堂先生於二零一九年六月十八日辭任獨立非執行董事，而洪志遠先生於同日獲委任為獨立非執行董事。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all the directors confirmed that they have complied with the required standards as set out in the Model Code during the year ended 31 March 2019.

BOARD OF DIRECTORS

The Board currently comprises four executive directors and three independent non-executive directors ("INEDs"):

Executive Directors

CHENG Hop Fai (*Chairman and Managing Director*)
CHENG Pak Ming, Judy
CHENG Pak Man, Anita
CHENG Pak Lai, Lily

Independent Non-Executive Directors

LEUNG Tai Chiu
LAW Toe Ming
MARK Yiu Tong, William (resigned on 18 June 2019)
HUNG Chi Yuen, Andrew (appointed on 18 June 2019)

With effect from 18 June 2019, Mr. Mark Yiu Tong, William resigned and Mr. Hung Chi Yuen, Andrew was appointed as an INED.

企業管治報告 Corporate Governance Report

董事會 (續)

鄭白明女士、鄭白敏女士及鄭白麗女士為姊妹及為鄭合輝先生(主席兼董事總經理)之女兒。除上述外，董事會成員與其他成員並沒有財務、業務、家庭及其他重大關係。

截至二零一九年三月三十一日止年度，本公司舉行了四次董事會會議及一次股東大會。各位董事會成員之個人出席情況如下：

BOARD OF DIRECTORS (Continued)

Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily are sisters and are daughters of Mr. Cheng Hop Fai, the chairman and managing director. Save as aforesaid, the Board members have no financial, business, family or other material relationship with each other.

During the year ended 31 March 2019, there were four Board meetings and one general meeting held. Individual attendance of each of the Board members is as follows:

董事姓名	Name of Director	出席率	
		董事會 Board Meeting	股東大會 General Meeting
鄭合輝	CHENG Hop Fai	3/4	1/1
鄭白明	CHENG Pak Ming, Judy	3/4	1/1
鄭白敏	CHENG Pak Man, Anita	3/4	1/1
鄭白麗	CHENG Pak Lai, Lily	3/4	1/1
梁體超	LEUNG Tai Chiu	4/4	1/1
羅道明	LAW Toe Ming	3/4	1/1
麥耀堂 (於二零一九年六月十八日辭任)	MARK Yiu Tong, William (resigned on 18 June 2019)	4/4	1/1

企業管治報告

Corporate Governance Report

董事會 (續)

董事會成員均為經驗豐富之人士，並且具備多方面（例如會計及財務、業務管理、行業知識及市場推廣策略）之能力。董事們共同負責制定及實施本集團之策略及政策，監察本集團之表現及審閱企業管治程序。獨立非執行董事之專業技能及經驗為確保董事會能正確運作之重要因素。獨立非執行董事可通過參與董事會及委員會會議，以其獨立判斷作出適當檢查及平衡，確保所有股東之利益得到考慮。董事有權隨時參看本集團之有關文件及資料。如有需要，董事亦可要求取得獨立專業建議，其相關費用可由本集團支付。董事會將日常營運及行政委派予管理層負責。

本公司已遵守上市規則第3.10(1)及(2)條，於所有時間在董事會上維持足夠數目之獨立非執行董事，包括一名具有會計及財務專業資格之獨立非執行董事。本公司自二零一二年十二月一日起，已符合上市規則第3.10A條之規定，由獨立非執行董事佔董事局至少三分之一。本公司認為所有獨立非執行董事均為獨立，並已根據上市規則第3.13條之規定取得各位獨立非執行董事就其獨立性作出之年度確認。

財務報告

董事知悉彼等須負責根據適當之會計準則、法規及指引編制真實及公平地反映本集團財務狀況之集團財務報表。就董事會所知，並沒有任何重大不明朗之事件或情況會令本公司之持續經營能力受到嚴重質疑。本公司亦已接獲核數師有關彼等報告責任之聲明。

BOARD OF DIRECTORS (Continued)

The members of the Board are experienced individuals having a mix of core competencies in areas of accounting and finance, business management, industry knowledge and marketing strategies. The directors are collectively responsible for formulating and implementing the Group's strategies and policies, monitoring the performance of the Group and reviewing the corporate governance practices. The mix of professional skills and experience of the INEDs is an important element in the proper functioning of the Board. Their participation in Board and committee meetings brings independent judgment and helps to ensure that adequate checks and balances are provided and that the interests of all shareholders are taken into account. Directors have full access to appropriate business documents and information about the Group on a timely basis. The Directors can also obtain independent professional advice at the Group's expense if they require it. The Board delegates the day-to-day operation and administration to the management.

The Company has complied with rules 3.10(1) and (2) of the Listing Rules in maintaining at all times sufficient number of INEDs on the Board including an INED with professional accounting and financial qualifications. The Company has complied with rule 3.10A since 1 December 2012 and has INEDs representing at least one-third of the Board. The Company considers all of the INEDs are independent and has received from each INED an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules.

FINANCIAL REPORTING

The directors acknowledge their responsibility for the preparation of financial statements of the Group that give a true and fair view of the Group's financial position and are in accordance with applicable accounting standards and statutory rules and guidelines. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue on a going concern basis. The Company has also received a statement by the auditor of the Company about their reporting responsibilities.

風險管理與內部監控

董事會承認其整體責任為成立、維持及審閱風險管理及內部監控系統，對財務及運營資料之可靠性及真實性、營運成效及效率、資產之保障，法律及法規之遵守提供合理保證。此系統設計旨在管理而非消除未能達成業務目標之風險，而對防止重大錯誤陳述及損失只能提供合理而非絕對保證。

本集團的風險管理和內部監控系統是基於本集團內部監控手冊中概述的一套政策、規則和指引，並受以下監控原則所規管：

- a. 組織—要明確界定責任和授權
- b. 職責分離—要減低被故意操縱或失誤之風險
- c. 實物控制—要限制未經授權對各種資產之接觸
- d. 授權和批准—要明確定立授權限額
- e. 計算和會計—要確保交易記錄之準確性
- f. 人員—要有合資格人員執行日常職務
- g. 監督—要觀察和密切監測、識別和匯報監控弱點
- h. 管理—要維持整體監控、管理和減輕重大風險，並向董事會和審計委員會強調重要事項

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognizes its overall responsibility for the establishment, maintenance and review of the risk management and internal control systems that provide reasonable assurance on the reliability and integrity of financial and operational information, effective and efficient operations, safeguarding of assets and compliance with laws and regulations. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group's risk management and internal control systems are based on a set of policies, rules and guidelines as outlined in the Group's internal control manual and governed by the following types of control principles:

- a. Organization – to have clearly defined line of responsibility and delegation
- b. Segregation of duties – to reduce risk of intentional manipulation or error
- c. Physical Control – to restrict unauthorized access to all kinds of assets
- d. Authorization and Approval – to have clearly defined limits for authorizations
- e. Arithmetical and Accounting – to ensure accuracy of transactional records
- f. Personnel – to have qualified staff to perform day-to-day duties
- g. Supervision – to observe and closely monitor, to identify and report on control weaknesses
- h. Management – to maintain overall controls; to manage and mitigate significant risks and to highlight significant matters to the Board and the audit committee

企業管治報告

Corporate Governance Report

風險管理與內部監控 (續)

本公司已採納證券及期貨事務監察委員會發出的「內幕信息披露指引」作為其處理和傳播內幕信息之指引。未經授權之機密信息嚴禁被使用。

董事會通過執行管理團隊和審計委員會對本集團的風險管理和內部監控系統進行了年度審查並認為現有系統充分有效。

主席及行政總裁

守則條文A.2.1條訂明，主席及行政總裁之角色須分開，不得由同一人擔任。現時，鄭合輝先生擔任本公司之主席及董事總經理（即與行政總裁之角色相同）。董事會認為此安排不會促使權力過份集中，而於現階段，能有效地制定及實施本集團之策略，促使本集團能更有效率地發展其業務。

非執行董事

守則條文A.4.1條訂明，非執行董事之委任須有指定任期，並須接受重選。本公司若干獨立非執行董事無指定任期。此情況構成偏離守則條文A.4.1條。然而，由於本公司之全體獨立非執行董事須於本公司之股東週年大會上至少三年一次根據本公司之公司細則輪值退任，故董事們認為，此舉符合守則A.4.1條之目標。

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The Company has adopted the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission as its own guidelines in handling and dissemination of inside information. Unauthorized use of confidential information is strictly prohibited.

The Board through the executive management team and the audit committee had conducted an annual review on the risk management and internal control systems of the Group and considered that the systems in place are adequate and effective.

CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 sets out that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Currently, Mr. Cheng Hop Fai assumes the role of both the chairman and the managing director (equivalent to the role of a chief executive) of the Company. The Board considers that such arrangement will not result in undue concentration of power and is, at this stage, conducive to the efficient formulation and implementation of the Group’s strategies thus allowing the Group to develop its business more effectively.

NON-EXECUTIVE DIRECTORS

Code provision A.4.1 stipulates that NEDs should be appointed for a specific term, subject to re-election. Some INEDs are not appointed for a specific term. This constitutes a deviation from code provision A.4.1. However, as all the INEDs are subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Company’s Bye-laws, in the opinion of the directors, this meets the objective of the code provision A.4.1.

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董事培訓

守則條文A.6.5條訂明，董事均須參與持續專業發展，以發展及更新彼等之知識及技能以確保董事會知悉彼等對董事會之相關貢獻。本公司已收到每位董事於截至二零一九年三月三十一日止年度內之培訓記錄。培訓之概要如下：

DIRECTORS' TRAINING

Code provision A.6.5 stipulates that all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company had received from each of the directors a record of training they received during the year ended 31 March 2019. A summary of such training is listed as follows:

董事姓名	Name of Director	培訓類型 Type of training
執行董事	Executive Director	
鄭合輝	CHENG Hop Fai	A, B
鄭白明	CHENG Pak Ming, Judy	A, B
鄭白敏	CHENG Pak Man, Anita	A, B
鄭白麗	CHENG Pak Lai, Lily	A, B
獨立非執行董事	Independent Non-Executive Director	
梁體超	LEUNG Tai Chiu	A, B
羅道明	LAW Toe Ming	A, B
麥耀堂（於二零一九年六月十八日辭任）	MARK Yiu Tong, William (resigned on 18 June 2019)	A, B
A: 出席培訓課程及／或研討會、會議、工作坊或論壇	A: Attending training courses and/or seminars, conferences, workshops or forums	
B: 閱讀有關經濟、本公司業務或董事職責之刊物及最新資訊	B: Reading journals and updates relevant to the Company's business or directors' duties and responsibilities	

企業管治報告

Corporate Governance Report

薪酬委員會

本公司於二零零五年七月十四日已成立薪酬委員會，薪酬委員會之主要職能為就本集團有關執行及非執行董事及高級管理人員之薪酬條件向董事會提供建議。薪酬委員會於二零一二年三月二十三日採納之職權範圍與企業管治守則之守則條文一致。於截至二零一九年三月三十一日止年度內，薪酬委員會由三名獨立非執行董事，包括羅道明先生（主席）、梁體超先生及麥耀堂先生所組成。於截至二零一九年三月三十一日止年度內，薪酬委員會之全體成員曾舉行一次會議，商討並就董事之薪酬條件，在參考個別董事之職責，本集團之營運範圍以及當前之市場情況後，向董事會提供建議。各薪酬委員會成員之個人出席情況如下：

REMUNERATION COMMITTEE

The Company has established a remuneration committee since 14 July 2005. The principal function of the remuneration committee is to make recommendations to the Board on the remuneration packages of executive directors, NEDs and senior management. The terms of reference of the remuneration committee adopted on 23 March 2012 are consistent with the code provisions set out in the Code. During the year ended 31 March 2019, the remuneration committee comprised the three INEDs, namely, Mr. Law Toe Ming (chairman), Mr. Leung Tai Chiu and Mr. Mark Yiu Tong, William. During the year ended 31 March 2019, the remuneration committee held one meeting to review and make recommendations to the Board on the remuneration packages of the directors with reference to the level of responsibilities of the individual director, the scope of operation of the Group as well as the prevailing market conditions. Individual attendance of each remuneration committee member is as follows:

薪酬委員會成員姓名	Name of remuneration committee member	出席率 Attendance
羅道明（主席）	LAW Toe Ming (<i>Chairman</i>)	1/1
梁體超	LEUNG Tai Chiu	1/1
麥耀堂（於二零一九年六月十八日辭任）	MARK Yiu Tong, William (resigned on 18 June 2019)	1/1

提名委員會

本公司於二零一二年三月二十三日成立提名委員會。提名委員會之主要職能為至少每年檢討一次董事會之架構、規模、組合及多元化，並就任何變動建議向董事會提交意見，以配合本集團之企業策略。提名委員會有一個關於董事會成員多元化之政策（「政策」）。根據該政策，在檢討董事會之多元化時，董事會將考慮包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。現任董事可協助物色合資格及預期會為董事會運作帶來正面貢獻之新董事，並根據以上提到之標準而推薦其予董事會或股東，批准其填補董事會之空缺或委任其為額外董事。提名委員會之職權範圍與企業管治守則之守則條文一致。於截至二零一九年三月三十一日止年度內，提名委員會包括本集團之主席及執行董事鄭合輝先生為提名委員會主席以及兩名獨立非執行董事羅道明先生及麥耀堂先生為成員。於截至二零一九年三月三十一日止年度內，提名委員會曾舉行一次會議，檢討董事局之組合及多元化並對願意於股東週年大會上膺選連任之獨立非執行董事之獨立性作出評估。由於董事局乃由具備多方面範疇（包括會計及財務、業務管理，行業知識及市場推廣策略）之成員所組成，因此提名委員會認為董事局之多元化符合守則之標準，亦合乎本集團之要求。各提名委員會成員之個人出席情況如下：

NOMINATION COMMITTEE

The Company established a nomination committee on 23 March 2012. The principal function of the nomination committee is to review the structure, size, composition and diversity of the Board at least annually with reference to the business needs and development of the Company and make recommendations to the Board on any proposed changes to the Board to complement the Group's corporate strategy. The nomination committee has a policy concerning the diversity of Board members (the "Policy"). Pursuant to the Policy, in reviewing the Board's diversity, the Board will consider including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. New directors, being individuals who are suitably qualified and expected to make a positive contribution to the performance of the Board and having regards to the criteria stated in the Policy, will be identified and submitted to the Board or shareholders for approval either to fill vacancies on the Board or to be appointed as additional directors. The terms of reference of the nomination committee are consistent with the code provisions set out in the Code. During the year ended 31 March 2019, the nomination committee comprised the chairman and an executive director, Mr. Cheng Hop Fai, who acts as the chairman of the nomination committee and the two INEDs, namely, Mr. Law Toe Ming and Mr. Mark Yiu Tong, William as members. During the year ended 31 March 2019, the nomination committee held one meeting to review the composition and diversity of the Board as well as to assess the independence of the INED who offered himself for re-election at the annual general meeting. Since the Board is composed of members having a mix of core competencies in areas of accounting and finance, business management, industry knowledge and marketing strategies, the nomination committee considered the Board possessed a diversity of perspectives which is up to the standard of the Code and was appropriate to the Group's requirements. Individual attendance of each of the nomination committee members is as follows:

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Corporate Governance Report

提名委員會 (續)

NOMINATION COMMITTEE (Continued)

提名委員會成員姓名	Name of nomination committee member	出席率 Attendance
鄭合輝 (主席)	CHENG Hop Fai (Chairman)	1/1
羅道明	LAW Toe Ming	1/1
麥耀堂 (於二零一九年六月十八日辭任)	MARK Yiu Tong, William (resigned on 18 June 2019)	1/1

審核委員會

AUDIT COMMITTEE

本公司自一九九九年以來一直設有審核委員會。審核委員會之主要職能包括：

The Company has established an audit committee since 1999. The primary functions of the audit committee include:

- | | |
|---|--|
| (a) 就委任、重新委任及罷免核數師提供建議並考慮有關委任之條款； | (a) To make recommendations on the appointment, reappointment and removal of auditor and to consider the terms of such appointments; |
| (b) 檢討及監察核數師之獨立性並且發展及實施有關委任核數師提供非核數服務之政策； | (b) To review and monitor the auditor's independence; to develop and implement policies on the engagement of auditor for non-audit services; |
| (c) 監察財務報表、年報及中期報告及核數師報告之完整性；檢討本集團之財務及會計政策及實務以確保該等資料真實及公平地反映本集團之財政狀況； | (c) To monitor the integrity of the financial statements, annual and interim reports and the auditor's report; to review the Group's financial and accounting policies and practices and to ensure that the information presents a true and fair assessment of the Group's financial position; |
| (d) 檢討本集團之財務監控、風險管理及內部監控系統；以確保管理人員已履行其提供有效系統之職責並且檢討及監察內部監控功能之有效性； | (d) To review the Group's financial controls, risk management and internal control systems; to ensure management has fulfilled its duty to have effective systems and to review and monitor the effectiveness of the internal audit function; |
| (e) 主動或應董事局之委派，研究就有關風險管理及內部監控事宜之重要調查結果及管理層對該等調查結果之回應；及 | (e) To consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; and |
| (f) 檢討核數師之管理函件及核數師向管理人員提出之任何問題，以及管理人員之答覆。 | (f) To review the auditor's management letter and any questions raised by the auditor to management, and management's response. |

企業管治報告

Corporate Governance Report

審核委員會(續)

於二零一二年三月二十三日採納之審核委員會職權範圍與企業管治守則之守則條文一致。截至二零一九年三月三十一日止年度，審核委員會由三名獨立非執行董事所組成，包括梁體超先生為主席，另羅道明先生及麥耀堂先生為成員。

截至二零一九年三月三十一日止年度，審核委員會舉行了兩次會議，並與高級管理層及外聘核數師一同審閱審核結果、中期及年度財務報表以及本集團所採納之會計原則及政策。審核委員會建議董事會採納二零一八年至一九年之中期報告及年報。各審核委員會成員之個人出席情況如下：

審核委員會成員姓名	Name of audit committee member	出席率 Attendance
梁體超 (主席)	LEUNG Tai Chiu (Chairman)	2/2
羅道明	LAW Toe Ming	2/2
麥耀堂 (於二零一九年六月十八日辭任)	MARK Yiu Tong, William (resigned on 18 June 2019)	2/2

核數師之酬金

截至二零一九年三月三十一日止財政年度，就本公司核數師德勤•關黃陳方會計師行向本集團提供核數及非核數服務應付之酬金如下：

		以千港元計 Amount in HKD'000
核數費用	Audit Fees	460
非核數費用 (主要為賬目審閱及稅務服務之費用)	Non-Audit Fees (principally for accounts review and taxation services)	123
		583

核數師就其申報責任發出之聲明已刊載於本年報之第43至48頁。

AUDIT COMMITTEE (Continued)

The terms of reference of the audit committee adopted on 23 March 2012 are consistent with the code provisions set out in the Code. During the year ended 31 March 2019, the audit committee comprised three INEDs, namely, Mr. Leung Tai Chiu as chairman and Mr. Law Toe Ming and Mr. Mark Yiu Tong, William as members.

During the year ended 31 March 2019, the audit committee held two meetings and has reviewed with senior management and the auditor their respective audit findings, the interim and annual financial statements and the accounting principles and practices adopted by the Group. The audit committee recommended the Board to adopt the interim and annual reports for 2018/19. Individual attendance of each member of the audit committee is as follows

AUDITOR'S REMUNERATION

The remuneration payable in respect of the year ended 31 March 2019 for audit and non-audit services provided to the Group by the Company's auditor, Deloitte Touche Tohmatsu, is as follows:

		以千港元計 Amount in HKD'000
核數費用	Audit Fees	460
非核數費用 (主要為賬目審閱及稅務服務之費用)	Non-Audit Fees (principally for accounts review and taxation services)	123
		583

The statement made by the auditor in respect of their reporting responsibilities is set out on pages 43 to 48 of this annual report.

企業管治報告

Corporate Governance Report

企業管治職能

董事會負責履行之企業管治職務載列如下：-

- (a) 制定及檢討本公司之企業管治政策及常規並向董事會提出建議；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制定、檢討及監察適用於僱員及董事之操守準則及遵守手冊(如有)；及
- (e) 檢討本公司對企業管治守則之遵守情況以及在企業管治報告內之披露要求。

於截至二零一九年三月三十一日止年度，董事會已檢討本集團之企業管治政策及常規以及遵守法律、監管規定及企業管治守則之情況。

公司秘書

本公司執行董事鄭白明女士，自二零零六年二月十七日起，一直為本公司之公司秘書。截至二零一九年三月三十一日止年度，鄭女士已遵守上市規則對其資格及培訓之規定。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out below:-

- (a) To develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) To review and monitor the training and continuous professional development of directors and senior management;
- (c) To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) To review the Company's compliance with the Code and its disclosure requirements in the Corporate Governance Report.

The Board has reviewed the Group's policies and practices on corporate governance practices and compliance with legal and regulatory requirements including compliance with the Code for the year ended 31 March 2019.

COMPANY SECRETARY

Ms. Cheng Pak Ming, Judy, an executive director of the Company, has been the company secretary of the Company since 17 February 2006. Ms. Cheng complied with the qualification and training requirements under the Listing Rules for the year ended 31 March 2019.

股東權益

股東查詢

本公司鼓勵與股東保持直接溝通，股東如對董事會有任何疑問，可直接致函公司秘書於本公司在香港之主要營業地點，地址為：香港九龍尖沙咀東部加連威老道98號東海商業中心1樓108室，或可發送電子郵件至 info@g-vision.com.hk。公司秘書會將提問直接轉達至董事會。

所有有關股東持股之問題，可以直接聯絡本公司之股份過戶登記分處，香港中央證券登記有限公司，地址為：香港皇后大道東183號合和中心46樓。

股東大會

本公司鼓勵股東們參與股東大會，若股東們無法出席會議時，可委任受委代表代其出席大會，並在大會上投票。

本公司對股東大會之過程會進行定期監察及檢討，如有必要會作出改動，以確保股東們得到最好之服務。

董事會成員，特別是董事會委員會之主席或其代表，適當之行政管理人員以及外聘核數師將出席股東週年大會以回答股東之提問。

SHAREHOLDERS' RIGHTS

Shareholders' Enquiries

Shareholders are encouraged to maintain direct communication with the Company. Shareholders who have any questions for the Board may write directly to the company secretary at the Company's Hong Kong principal place of business, Unit 108, 1st Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong, or send emails to info@g-vision.com.hk. The company secretary will direct the questions to the Board.

Any questions regarding the shareholdings of the shareholders can be addressed directly to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders' Meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings if they are unable to attend the meetings.

The process of the Company's general meeting will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that shareholders' needs are best served.

Board members, in particular, either the chairman of Board committees or their delegates, appropriate management executives and external auditor will attend annual general meetings to answer shareholders' questions.

企業管治報告

Corporate Governance Report

股東權益 (續)

股東大會 (續)

股東可根據本公司之公司細則規定召開特別股東大會。概括而言：

- (a) 持有不少於本公司繳足股本十分之一之股東有權透過本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會以處理有關要求中指明之任何事項。
- (b) 簽署之書面請求，須註明該大會之目的並應遞交至本公司之香港主要營業地點。該大會理應於遞送該要求後兩個月內舉行。倘遞送後二十一天內，董事會仍未召開該大會，則遞送要求之股東可根據百慕達一九八一年公司法第74(3)條之規定自行召開大會。

投資者關係

憲章文件

於截至二零一九年三月三十一日止年度，本公司之組織章程大綱及公司細則（「憲章文件」）並沒有顯著之改動。最新版本之憲章文件可從本公司或聯交所之網站下載。

SHAREHOLDERS' RIGHTS (Continued)

Shareholders' Meetings (Continued)

Should shareholders wish to call a special general meeting, it must be convened according to the Company's Bye-laws. In summary:

- (a) Shareholders holding not less than one-tenth of the paid up capital of the Company can, in writing to the Board or the company secretary, request a special general meeting to be called by the Board to transact any business specified in such request.
- (b) The signed written request, which should specify the purpose of the meeting, should be delivered to the Company's principal place of business in Hong Kong. The meeting will be held within two months after receipt of the request. If the Board fails to proceed to convene such meeting within twenty-one days after receiving the request, the shareholders themselves may do so in accordance with the provisions of section 74(3) of the Companies Act 1981 of Bermuda.

INVESTOR RELATIONS

Constitutional Documents

There was no significant change to the Company's Memorandum of Association and Bye-laws ("Constitutional Documents") during the year ended 31 March 2019. A latest version of the Constitutional Documents can be downloaded from the websites of the Company or the Stock Exchange.

董事及高級管理層 Directors and Senior Management

執行董事

鄭合輝先生，現年75歲，於一九九二年六月十二日獲委任為董事，為本公司之主席兼董事總經理以及為本公司提名委員會之主席。彼亦為本公司多個附屬公司之董事。鄭先生為本集團之創辦人之一，從事酒樓業逾30年。彼在制定及執行本集團之業務政策上居功至偉並於目前負責本集團之一般管理及策略性計劃工作。彼亦為Golden Toy Investments Limited (「Golden Toy」) 及Kong Fai International Limited (「Kong Fai」) 之董事，而Golden Toy及Kong Fai分別擁有本公司已發行股份約8.88%及65.62%。鄭先生乃鄭白明女士、鄭白敏女士及鄭白麗女士(全為本公司之執行董事)之父親。

鄭白明女士，現年48歲，於一九九二年九月二十五日獲委任為本公司之執行董事。另於二零零六年二月十七日獲委任為本公司之公司秘書及合資格會計師。鄭女士為鄭先生之女兒及鄭白敏女士及鄭白麗女士之胞姊。彼持有悉尼大學經濟學學士學位及悉尼新南威爾斯大學之商科碩士學位，並為澳洲註冊會計師及香港會計師公會之會員，彼負責本集團之財務及公司秘書工作。

EXECUTIVE DIRECTORS

Mr. Cheng Hop Fai, aged 75, appointed as a director on 12 June 1992, is the chairman and managing director of the Company and the chairman of the nomination committee of the Company. He is also a director of various subsidiaries of the Company. Mr. Cheng is one of the founders of the Group and has over 30 years' experience in the restaurant business. He has been instrumental in the formulation and implementation of the business policies of the Group and is responsible for the general management and strategic planning of the Group. Mr. Cheng is also a director of Golden Toy Investments Limited ("Golden Toy") and Kong Fai International Limited ("Kong Fai") which own approximately 8.88% and 65.62%, respectively, of the issued shares of the Company. Mr. Cheng is the father of Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily who are all executive directors of the Company.

Ms. Cheng Pak Ming, Judy, aged 48, was appointed as an executive director of the Company on 25 September 1992. She was also appointed as the company secretary of the Company on 17 February 2006. Ms. Cheng is a daughter of Mr. Cheng Hop Fai and a sister of Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily. She holds a Bachelor degree in Economics from the University of Sydney and a Master of Commerce degree from the University of New South Wales, Sydney. She is a Certified Practising Accountant of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. She is responsible for the financial and company secretarial functions of the Group.

董事及高級管理層

Directors and Senior Management

執行董事(續)

鄭白敏女士，現年47歲，於二零零四年九月三十日獲委任為本公司之執行董事。鄭女士為鄭先生之女兒及鄭白明女士及鄭白麗女士之姊妹。彼持有新南威爾斯大學商科學士學位及悉尼麥覺理大學之應用財務碩士學位。彼為澳洲註冊會計師及香港會計師公會之會員。彼在加入本集團前，在香港從事投資銀行業務及會計工作逾5年。彼負責本集團之業務發展、市場推廣及策略規劃工作。

鄭白麗女士，現年46歲，於二零一一年四月一日獲委任為本公司之執行董事。鄭女士為鄭先生之女兒及鄭白明女士及鄭白敏女士之妹妹。彼於二零零六年加入本集團，負責本集團之行政、財務及策略規劃工作。加入本集團前，鄭女士曾於跨國核數師行、投資銀行及知名化工公司工作，故擁有豐富財務及會計經驗。彼持有悉尼新南威爾斯大學商科學士學位，並為澳洲註冊會計師。

EXECUTIVE DIRECTORS (Continued)

Ms. Cheng Pak Man, Anita, aged 47, was appointed as an executive director of the Company on 30 September 2004. Ms. Cheng is a daughter of Mr. Cheng Hop Fai and a sister of Ms. Cheng Pak Ming, Judy and Ms. Cheng Pak Lai, Lily. She holds a Bachelor of Commerce degree from the University of New South Wales, Sydney and a Master of Applied Finance degree from Macquarie University, Sydney. She is a Certified Practising Accountant of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, Ms. Cheng has worked in the investment banking and accounting fields in Hong Kong for over 5 years. She is responsible for the business development, marketing and strategic planning functions of the Group.

Ms. Cheng Pak Lai, Lily, aged 46, was appointed as an executive director of the Company on 1 April 2011. Ms. Cheng is a daughter of Mr. Cheng Hop Fai and a sister of Ms. Cheng Pak Ming, Judy and Ms. Cheng Pak Man, Anita. She joined the Group in 2006. Ms. Cheng is responsible for the administration, financial and strategic planning functions of the Group. Prior to joining the Group, Ms. Cheng had extensive finance and accounting experiences in multinational audit firm, investment bank and a renowned chemical company. She holds a Bachelor of Commerce degree from the University of New South Wales, Sydney and is a Certified Practising Accountant of CPA Australia.

董事及高級管理層 Directors and Senior Management

獨立非執行董事

梁體超先生，現年73歲，於二零一一年八月十一日獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會之主席及薪酬委員會之成員。梁先生於一九六九年畢業於香港大學。梁先生為英格蘭及威爾斯特許會計師公會會員。彼於會計及審計方面擁有逾30年之豐富經驗及曾擔當國際知名會計師事務所審計合夥人達20年之久。於二零零五年，梁先生在羅兵咸永道會計師事務所榮休。彼曾於一九八六年及一九九八年擔任域多利獅子會主席，並於一九九五年至一九九七年擔任仁愛堂總理。彼現為香港董事學會成員，亦為於香港聯合交易所有限公司主板上市之建滔積層板控股有限公司、億和精密工業控股有限公司及建滔化工集團有限公司之獨立非執行董事。

羅道明先生，現年77歲，於一九九四年十二月一日獲委任為本公司之獨立非執行董事。彼亦為本公司薪酬委員會之主席，審核委員會及提名委員會之成員。羅先生亦為德富紡織有限公司之董事，於業務管理方面擁有逾38年經驗。

麥耀堂先生，現年83歲，於一九九二年九月二十五日獲委任為非執行董事。彼自二零零四年九月十六日起已被調任為獨立非執行董事。麥先生於二零一九年六月十八日辭任獨立非執行董事，同日停任薪酬委員會、提名委員會及審核委員會之成員。麥先生為知名食評人，經常在香港及海外多份報章雜誌發表文章，並以「唯靈」為筆名在中文報章雜誌撰文。彼著有多本中式烹飪書籍，在飲食業獲獎無數。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Tai Chiu, aged 73, was appointed as an INED on 11 August 2011. He is the chairman of the audit committee of the Company and a member of the remuneration committee of the Company. Mr. Leung graduated from The University of Hong Kong in 1969. Mr. Leung is a member of the Institute of Chartered Accountants in England and Wales. He has over 30 years of experience in accounting and auditing sectors and had been an audit partner in international renowned accounting firms for 20 years. In 2005, Mr. Leung retired from PricewaterhouseCoopers. Mr. Leung was the president of Lions Club of Victoria in 1986 and 1998 and a director of Yan Oi Tong from 1995 to 1997. He is a member of The Hong Kong Institute of Directors and is an independent non-executive director of Kingboard Laminates Holdings Limited, EVA Precision Industrial Holdings Limited and Kingboard Chemical Holding Limited, all of which are listed on the main board of The Stock Exchange of Hong Kong Limited.

Mr. Law Toe Ming, aged 77, was appointed as an INED on 1 December 1994. He is the chairman of the remuneration committee of the Company and a member of the audit committee and nomination committee of the Company. Mr. Law has over 38 years' experience in business management. He is a director of Texful Textile Limited.

Mr. Mark Yiu Tong, William, aged 83, was appointed as a NED on 25 September 1992. He was re-designated as an INED with effect from 16 September 2004. Following his resignation as an INED on 18 June 2019, he ceased to be a member of the Company's remuneration committee, nomination committee and audit committee. Mr. Mark is a renowned food critic and a regular contributor to many newspapers and magazines in Hong Kong and overseas. He writes under the pen name of "唯靈" in Chinese newspapers and magazines and is the author of several books on Chinese cookery. He holds many awards in the food industry.

董事及高級管理層 Directors and Senior Management

獨立非執行董事(續)

洪志遠先生，現年50歲，於二零一九年六月十八日獲委任為獨立非執行董事以及為本公司之薪酬委員會、提名委員會及審核委員之成員。彼現為Norton Rowland CPA Limited之董事。彼於一九九一年至一九九三年間於德勤•關黃陳方會計師行接受專業培訓，並曾於瑞銀投資銀行出任商務總監達七年。洪先生持有香港理工大學會計學(榮譽)文學士學位及University of Western Sydney應用金融學碩士學位。彼為執業會計師、香港會計師公會會員以及英國特許公認會計師公會資深會員。洪先生為五龍動力有限公司(股份代號：378)以及安捷利實業有限公司(股份代號：1639)之獨立非執行董事。兩間公司現於香港聯合交易所有限公司之主版上市。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Hung Chi Yuen, Andrew, aged 50, was appointed as an INED and a member of the Company's remuneration committee, nomination committee and audit committee on 18 June 2019. He is currently the director of Norton Rowland CPA Limited. He received his professional training in Deloitte Touche Tohmatsu during the period from 1991 to 1993 and had worked in UBS Investment Bank as business unit controller for seven years. Mr. Hung holds a Bachelor's Degree of Arts (Hons) in Accountancy from The Hong Kong Polytechnic University and a Master's Degree in Applied Finance from University of Western Sydney. He is a practising Certified Public Accountant, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Hung is currently an independent non-executive director of FDG Kinetic Limited (stock code: 378) and AKM Industrial Company Limited (stock code: 1639), all of which are listed on the main board of The Stock Exchange of Hong Kong Limited.

董事會報告

Report of the Directors

董事謹此提呈截至二零一九年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為一家投資控股公司。其附屬公司之主要業務乃在香港經營專門提供潮州菜之中式酒樓。

業績

本集團截至二零一九年三月三十一日止年度之業績詳情載列於第49頁之綜合損益及其他全面收益表內。

董事會已議決不建議派發截至二零一九年三月三十一日止年度之任何末期股息(二零一八年：無)。

業務回顧

根據香港公司條例第622章《公司條例》附表五之要求而對本集團業務作出之中肯審視以及對本集團於年內表現之討論及分析，當中包括本集團面對之主要風險及不明朗因素與本集團未來最有可能之發展已刊載於本年報之主席報告及管理層討論及分析段落中。本集團之財務風險管理目標及政策已載於綜合財務報表附註23。該等討論為本董事會報告之一部分。將於本報告出版後3個月內刊登之本公司環境、社會及管治報告亦為業務回顧之一部分。

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its principal subsidiaries are engaged in the operation of restaurants in Hong Kong which specialise in Chiu Chow Cuisine.

RESULTS

The results of the Group for the year ended 31 March 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 49 of this annual report.

The Board has resolved not to recommend the payment of a final dividend for the year ended 31 March 2019 (2018: Nil).

BUSINESS REVIEW

A fair review of the business of the Group as well as a discussion and analysis of the Group's performance during the year as required by schedule 5 to the Companies Ordinance (Chapter 622 of the laws of Hong Kong) including a discussion of the principal risks and uncertainties facing the Group and a discussion of the Group's likely future development can be found in the Chairman's Statement and the Management Discussion and Analysis of this annual report. The financial risk management objectives and policies of the Group are shown in note 23 to the consolidated financial statements. Those discussions form part of this report of the directors. The environmental, social and governance report of the Company to be published within 3 months after the publication of this annual report shall also form part of the business review.

董事會報告

Report of the Directors

遵守相關法律及法規

於回顧年度內，據董事及管理層所知，本集團並無重大違反或不遵守對本集團的業務及營運有重大影響的適用法律及法規。

與僱員、客戶及供應商之關係

本集團瞭解與其僱員、客戶及供應商保持良好關係對達到其短期及長期目標之重要性。於回顧年度內，本集團與其僱員、客戶及供應商之間概無嚴重及重大糾紛。

主要供應商及客戶

於本年度，本集團最大及五大供應商，其總採購額分別佔集團之採購額18%及44%。

於本年度，本集團五大客戶之總收入佔集團收入不足30%。

概無任何董事及彼等之緊密聯繫人士，或就董事所知(擁有本公司股本5%以上權益之任可股東)，於五大供應商中擁有任何權益。

環境政策及表現

本公司力求實現環境及社會的可持續發展。本集團致力遵守有關環保的法律法規，並採用有效的環保習慣，以確保業務符合環保方面的所需標準及操守。

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year under review, as far as the Board and the management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year under review, there were no material and significant disputes between the Group and its employees, customers or suppliers.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate purchases attributable to the largest supplier and five largest suppliers of the Group were 18% and 44%, respectively, of the Group's purchases for the year.

The aggregate revenue attributable to the five largest customers of the Group was less than 30% of the Group's revenue for the year.

None of the directors, their respective close associates nor any shareholder, (which to the knowledge of the directors owns more than 5% of the Company's share capital), has an interest in any of the five largest suppliers of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Company is committed to the sustainable development of the environment and the society. The Group has endeavoured to comply with the laws and regulations regarding environmental protection and adopted effective environmental practices to ensure the business meet the required standards and ethics in respect of environmental protection.

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情已載列於綜合財務報表附註11。

捐款

本集團於回顧年度內，作出慈善捐獻20,000港元(二零一八年：20,000港元)。

股本

本公司股本之變動詳情已載列於綜合財務報表附註17。

董事

於本年度及截至本報告刊發日期之在職董事如下：

執行董事：

鄭合輝(主席兼董事總經理)
鄭白明
鄭白敏
鄭白麗

獨立非執行董事：

梁體超
羅道明
麥耀堂(於二零一九年六月十八日辭任)
洪志遠(於二零一九年六月十八日獲委任)

根據本公司之公司細則第87(1)條，鄭合輝先生、鄭白明女士及羅道明先生將會輪值退任，惟彼等均具資格並願意於應屆股東週年大會上膺選連任。

根據本公司之公司細則第86(2)條，洪志遠先生將於股東週年大會上退任，惟彼具資格並願意於應屆股東週年大會上膺選連任。

建議膺選連任之董事概無與本公司或其任何附屬公司訂有除非本集團支付補償(法定補償除外)，否則不能於一年內終止之服務合約。

PROPERTY, PLANT AND EQUIPMENT

Details of the movement of property, plant and equipment of the Group during the year are set out in note 11 to the consolidated financial statements.

DONATIONS

During the year under review, charitable donations of HK\$20,000 were made by the Group (2018: HK\$20,000).

SHARE CAPITAL

Details of the movements in the Company's share capital are set out in note 17 to the consolidated financial statements.

DIRECTORS

The directors during the year and up to the date of this report were:

Executive directors:

CHENG Hop Fai (*Chairman and Managing Director*)
CHENG Pak Ming, Judy
CHENG Pak Man, Anita
CHENG Pak Lai, Lily

Independent non-executive directors:

LEUNG Tai Chiu
LAW Toe Ming
MARK Yiu Tong, William (resigned on 18 June 2019)
HUNG Chi Yuen, Andrew (appointed on 18 June 2019)

In accordance with Bye-law 87(1) of the Company's Bye-laws, Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy and Mr. Law Toe Ming will retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with Bye-law 86(2) of the Company's Bye-laws, Mr. Hung Chi Yuen, Andrew will retire from office and, being eligible, offer himself for re-election at the forthcoming AGM.

None of the directors proposed for re-election has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事會報告

Report of the Directors

董事於股份、相關股份及債券中之權益

於二零一九年三月三十一日，本公司就各董事及主要行政人員及彼等之聯繫人士於本公司及其任何聯繫法團中持有之股份、相關股份及債券權益(a)須根據證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部而知會本公司及聯交所；或(b)須根據證券及期貨條例第352條而載入該條文所述之登記冊中；或(c)須根據聯交所上市規則附錄10所載之上市發行人董事進行證券交易之標準守則而知會本公司及聯交所之詳情如下：

好倉

(1) 於本公司每股面值0.1港元普通股之好倉：

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2019, the interests of the directors and the chief executive and their associates in the shares, underlying shares or debentures of the Company or any associated corporations 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 Securities and Futures Ordinance (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 as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions

(1) Long positions in ordinary shares of HK\$0.1 each of the Company:

董事姓名 Name of director	身份及權益性質 Capacity and nature of interest	持有已發行普通股數目 Number of issued ordinary shares held	佔本公司已發行股本之概約百分比 Approximate percentage of the issued share capital of the Company
鄭合輝 Cheng Hop Fai	實益擁有人 Beneficial owner	6,900,000	0.35%
鄭合輝 Cheng Hop Fai	信託受益人(附註a) Beneficiary of trusts (note a)	1,450,037,841	74.50%
鄭白明 Cheng Pak Ming, Judy	信託受益人(附註a) Beneficiary of trusts (note a)	1,450,037,841	74.50%
鄭白敏 Cheng Pak Man, Anita	信託受益人(附註a) Beneficiary of trusts (note a)	1,450,037,841	74.50%
鄭白麗 Cheng Pak Lai, Lily	信託受益人(附註a) Beneficiary of trusts (note a)	1,450,037,841	74.50%
羅道明 Law Toe Ming	受控制企業之權益(附註b) Interest of controlled corporation (note b)	2,000,000	0.10%

董事於股份、相關股份及債券中之
權益 (續)

好倉 (續)

- (1) 於本公司每股面值0.1港元普通股之好倉：(續)

附註：

- (a) Golden Toy Investments Limited (「Golden Toy」) 及 Kong Fai International Limited (「Kong Fai」) 分別持有本公司172,869,780股股份 (或8.88%權益) 及1,277,168,061股股份 (或65.62%權益)。Golden Toy及Kong Fai 乃由兩項全權信託全資擁有，該兩項信託之受益人為鄭合輝先生之家族成員，包括鄭合輝先生、鄭白明女士、鄭白敏女士及鄭白麗女士。
- (b) 因羅道明先生於Jubilee Trade Holdings Limited (「Jubilee」) 持有之權益而被視為於2,000,000股股份中擁有權益。

- (2) 購股權之好倉：

本公司於二零一零年五月十日舉行之股東特別大會上經股東決議通過採納購股權計劃 (「購股權計劃」)。該購股權計劃有效期至二零二零年五月八日。計劃之詳情已載於綜合財務報表附註18。

DIRECTORS' INTERESTS IN SHARES,
UNDERLYING SHARES AND DEBENTURES
(Continued)

Long positions (Continued)

- (1) Long positions in ordinary shares of HK\$0.1 each of the Company: (Continued)

Notes:

- (a) Golden Toy Investments Limited (「Golden Toy」) and Kong Fai International Limited (「Kong Fai」) held 172,869,780 shares (or 8.88% interest) and 1,277,168,061 shares (or 65.62% interest) of the Company, respectively. Golden Toy and Kong Fai are wholly-owned by two discretionary trusts of which family members of Mr. Cheng Hop Fai, including Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily are discretionary objects.
- (b) Mr. Law Toe Ming is deemed to be interested in the 2,000,000 shares held by Jubilee Trade Holdings Limited (「Jubilee」) by virtue of his interest in Jubilee.

- (2) Long positions in share options:

The Company by shareholders' resolutions passed at the special general meeting held on 10 May 2010 has adopted a share option scheme, which shall be valid and effective until 8 May 2020 (the "Option Scheme"). Particulars of the Option Scheme are set out in note 18 to the consolidated financial statements.

董事會報告

Report of the Directors

董事於股份、相關股份及債券中之權益(續)

好倉(續)

(2) 購股權之好倉：(續)

截至二零一九年三月三十一日止年度，根據本公司計劃授予董事之購股權，其變動詳情載列如下：

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Long positions (Continued)

(2) Long positions in share options: (Continued)

Details of movements in the share options granted to the directors under the Option Scheme for the year ended 31 March 2019 are set out below:

董事 Director	授出日期 Date of grant	可行使期間 Exercisable period	每股行使價 Exercise price per share	購股權數目 Number of share options		
				於二零一八年四月一日尚未行使 Outstanding as at 1.4.2018	於年內過期或授出 Expired/ granted during the year	於二零一九年三月三十一日尚未行使 Outstanding as at 31.3.2019
鄭合輝 Cheng Hop Fai	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	6,000,000	-	6,000,000
鄭白明 Cheng Pak Ming, Judy	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	6,000,000	-	6,000,000
鄭白敬 Cheng Pak Man, Anita	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	6,000,000	-	6,000,000
鄭白麗 Cheng Pak Lai, Lily	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	6,000,000	-	6,000,000
梁體超 Leung Tai Chiu	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	2,000,000	-	2,000,000
羅道明 Law Toe Ming	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	2,000,000	-	2,000,000
麥耀堂 Mark Yiu Tong, William	二零一七年十月二十三日 23.10.2017	二零一七年十月二十三日至二零二五年十月二十二日 23.10.2017 - 22.10.2025	HK\$0.177	2,000,000	-	2,000,000
				30,000,000	-	30,000,000

董事於股份、相關股份及債券中之
權益 (續)

好倉 (續)

(2) 購股權之好倉：(續)

除上文所披露者外，於二零一九年三月三十一日，概無本公司董事及主要行政人員須根據證券及期貨條例第XV部第7及第8分部被當作或被視為於本公司及其任何聯繫法團之股份、相關股份或債券中擁有任何其他權益或淡倉，(a)須根據證券及期貨條例第XV部第7及第8分部而知會本公司及聯交所；或(b)須根據證券及期貨條例第352條而載入該條所述之登記冊中；或(c)須根據標準守則而知會本公司及聯交所。

購入股份或債券之安排

除上文所披露之購股權持有量外，於本年度任何時間內，本公司及其任何附屬公司或控股公司及其任何附屬公司概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN SHARES,
UNDERLYING SHARES AND DEBENTURES
(Continued)

Long positions (Continued)

(2) Long positions in share options: (Continued)

Save as disclosed above, as at 31 March 2019, none of the directors and the chief executive of the Company was, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations which (a) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or (b) which were required to be entered into the register referred to therein pursuant to section 352 of the SFO, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENTS TO PURCHASE SHARES OR
DEBENTURES

Other than the options disclosed above, at no time during the year was the Company, any of its subsidiaries or holding company, or any subsidiary of its holding company, a party to any arrangements to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事會報告

Report of the Directors

主要股東

除就若干董事於上文披露之權益外，於二零一九年三月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，下列人士已知會本公司，其於本公司已發行股本中之有關權益及淡倉，並須根據證券及期貨條例第XV部第2及3分部而作出披露：

好倉

本公司每股面值0.1港元之普通股：

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above in respect of certain directors, as at 31 March 2019, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO indicated that the following persons had notified the Company of interests or short positions in the issued share capital of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Long positions

Ordinary shares of HK\$0.1 each of the Company:

名稱 Name	身份及權益性質 Capacity and nature of interest	所持有之 已發行普通股數目 Number of issue ordinary shares held	佔本公司已發行 股本之概約百分比 Approximate percentage of the issued share capital of the Company
Golden Toy	實益擁有人 Beneficial owner	172,869,780 ^(a)	8.88%
Kong Fai	實益擁有人 Beneficial owner	1,277,168,061 ^(a)	65.62%
Alpadis Trust (HK) Limited	信託受託人 Trustee of trusts	1,450,037,841 ^(a)	74.50%
Alpadis Group Holding SA	受控制企業之權益 Interest of controlled corporation	1,450,037,841 ^(b)	74.50%
Alain Esseiva	受控制企業之權益 Interest of controlled corporation	1,450,037,841 ^(c)	74.50%
Moritz Gubler	受控制企業之權益 Interest of controlled corporation	1,450,037,841 ^(c)	74.50%
Sui Lin Lai	配偶之權益 Interest of spouse	1,450,037,841 ^(d)	74.50%

主要股東 (續)

好倉 (續)

附註：

- (a) 根據證券及期貨條例，作為兩個全權信託單位（擁有Golden Toy及Kong Fai之100%權益）之受託人，Alpadis Trust (HK) Limited被視為於Golden Toy及Kong Fai所合共實益擁有之相同1,450,037,841股股份中擁有權益。
- (b) Alpadis Group Holding SA 存檔之公司主要股東通知指出彼根據證券及期貨條例因彼於Alpadis Trust (HK) Limited持有之權益而被視為於1,450,037,841股股份中擁有權益。
- (c) Alain Esseiva 及Moritz Gubler 存檔之個人主要股東通知指出彼根據證券及期貨條例因彼於Alpadis Group Holding SA持有之權益而被視為於1,450,037,841股股份中擁有權益。
- (d) Sui Lin Lai 存檔之個人主要股東指出彼於1,450,037,841股股份中之權益乃指其配偶Moritz Gubler 之權益。

除上文所披露者外，就董事所知，於二零一九年三月三十一日，並無任何其他人士於本公司之股份或相關股份中之任何權益或淡倉，須記入本公司擁有並根據證券及期貨條例第336條存置之登記冊內。

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions (Continued)

Notes:

- (a) Alpadis Trust (HK) Limited is deemed under the SFO to have an interest in the same 1,450,037,841 shares, in aggregate, beneficially owned by Golden Toy and Kong Fai by virtue of it being the trustee of two discretionary trusts which own 100% of the shares of Golden Toy and Kong Fai.
- (b) The corporate substantial shareholder notice filed by Alpadis Group Holding SA indicated that it is deemed to be interested in the 1,450,037,841 shares under the SFO by virtue of its interest held in Alpadis Trust (HK) Limited.
- (c) The individual substantial shareholder notice filed by Alain Esseiva and Moritz Gubler indicated that they are deemed to be interested in the 1,450,037,841 shares under the SFO by virtue of their interests held in Alpadis Group Holding SA.
- (d) The individual substantial shareholder notice filed by Sui Lin Lai indicated that her deemed interest in the 1,450,037,841 shares represents the interest of her spouse, Moritz Gubler.

Save as disclosed above, the directors are not aware of any other persons who, as at 31 March 2019, had any interests or short positions in the shares or underlying shares of the Company that were required to be entered into the register kept by the Company pursuant to section 336 of the SFO.

董事會報告

Report of the Directors

獨立非執行董事之確認

本公司已收到各位獨立非執行董事根據聯交所證券上市規則第3.13條就其獨立性作出之年度確認。本公司認為所有獨立非執行董事均為獨立。

董事於合約及關連交易中之權益

- (a) 本集團由二零零二年五月六日起租用鴻利發展有限公司(「鴻利」)若干物業作為經營本集團酒樓業務。本公司每三年與鴻利重續租約及磋商月租時均會參照當時之市場租金。

於二零一七年四月二十八日，本集團與鴻利重續上述租約，租期由二零一七年五月一日起至二零二零年四月三十日止為期三年，月租360,000港元(不包括差餉、管理費及冷氣費)，租賃按金為1,080,000港元。本公司與鴻利磋商月租時乃參照一間獨立專業物業評估公司，即永利行評估顧問有限公司於二零一七年四月二十八日所建議之市場租金。有關安排之詳情已載於本公司於二零一七年四月二十八日發出之公佈內。

鴻利根據上述租約於年內收取之租金為4,320,000港元。

鴻利乃 Golden Toy之全資附屬公司，故為本公司執行董事鄭合輝先生、鄭白明女士、鄭白敏女士及鄭白麗女士之聯繫人士，並根據上市規則被視為本公司之關連人士。

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the INEDs, an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules. The Company considers that all of the INEDs are independent.

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

- (a) The Group has leased from Homley Development Limited ("Homley") certain properties for the Group's restaurant operation since 6 May 2002. The monthly rental was negotiated with Homley with reference to the market rents when the tenancy agreement was renewed every three years.

On 28 April 2017, the Group renewed the tenancy agreement with Homley for a further period of three years commencing 1 May 2017 to 30 April 2020 at a monthly rental of HK\$360,000 (exclusive of rates and management and air-conditioning fees) and a rental deposit of HK\$1,080,000. The monthly rental was negotiated with Homley with reference to the market rents as at 28 April 2017 as advised by RHL Appraisal Limited, a firm of independent professional property valuers. Details of the arrangement are set out in the announcement dated 28 April 2017 issued by the Company.

Rentals charged by Homley during the year under the said tenancy agreement amounted to HK\$4,320,000.

Homley is a wholly-owned subsidiary of Golden Toy and therefore is an associate of the executive directors of the Company, namely, Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily, and is regarded as a connected person of the Company under the Listing Rules.

董事於合約及關連交易中之權益(續)

- (b) 本集團由二零零五年一月三十一日起，向豪城實業有限公司(「豪城」)租用一個住宅大廈單位。本公司每三年與豪城重續租約及磋商月租時，均會參照當時之市場租金。

於二零一八年一月三十日，本集團與豪城重續租約三年，自二零一八年二月一日起至二零二一年一月三十一日止，月租75,000港元(不包括差餉、管理費及冷氣費)及租賃按金150,000港元。

豪城根據上述租約於年內收取之租金為930,000港元。月租由訂約雙方參照市場租金而釐定。有關安排之詳情已載於本公司於二零一八年一月三十日發出之公佈內。

豪城乃Golden Toy之全資附屬公司，故為本公司執行董事鄭合輝先生、鄭白明女士、鄭白敏女士及鄭白麗女士之聯繫人士，並根據上市規則被視為本公司之關連人士。

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS (Continued)

- (b) The Group has leased from Hover City Industrial Limited ("Hover City") a unit of a residential building since 31 January 2005. The monthly rental was negotiated with Hover City with reference to the market rents when the tenancy agreement was renewed every three years.

On 30 January 2018, the Group renewed the tenancy agreement with Hover City for a further period of three years commencing 1 February 2018 to 31 January 2021 at a monthly rental of HK\$75,000 (exclusive of rates and management and air-conditioning fees) and a rental deposit of HK\$150,000.

Rental charged by Hover City during the year under the said tenancy agreement amounted to HK\$930,000. The monthly rental was determined by both parties with reference to market rents. Details of the arrangement are set out in the announcement dated 30 January 2018 issued by the Company.

Hover City is a wholly-owned subsidiary of Golden Toy and therefore is an associate of the executive directors of the Company, namely, Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily, and is regarded as a connected person of the Company under the Listing Rules.

董事會報告

Report of the Directors

董事於合約及關連交易中之權益(續)

- (c) 本集團由二零一二年一月三十日起，向昇浩投資有限公司(「昇浩」)租用一個寫字樓。

於二零一八年一月三十日，本集團與昇浩續租約三年，自二零一八年二月一日起至二零二一年一月三十一日止，月租100,000港元(不包括差餉、管理費及冷氣費)及租賃按金為240,854港元。

昇浩根據上述租約於年內收取之租金為1,200,000港元。月租由訂約雙方參照市租租金而釐定。有關安排之詳情已載於本公司於二零一八年一月三十日發出之公佈內。

昇浩乃豪城之全資附屬公司，而豪城則為 Golden Toy 之全資附屬公司，故為本公司執行董事鄭合輝先生、鄭白明女士、鄭白敏女士及鄭白麗女士之聯繫人士，並根據上市規則被視為本公司之關連人士。

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS (Continued)

- (c) The Group has leased from Sky Global Investments Limited ("Sky Global") an office since 30 January 2012.

On 30 January 2018, the Group renewed the tenancy agreement with Sky Global for a further period of three years commencing from 1 February 2018 to 31 January 2021 at a monthly rental of HK\$100,000 (exclusive of rates and management and air-conditioning fees) and a rental deposit of HK\$240,854.

Rental charged by Sky Global during the year under the said tenancy agreement amounted to HK\$1,200,000. The monthly rental was determined by both parties with reference to the market rents. Details of the arrangement are set out in the announcement 30 January 2018 issued by the Company.

Sky Global is a wholly-owned subsidiary of Hover City which in turn is a direct wholly-owned subsidiary of Golden Toy and therefore is an associate of the executive directors of the Company, namely, Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily, and is regarded as a connected person of the Company under the Listing Rules.

董事於合約及關連交易中之權益(續)

本公司核數師已獲聘根據香港會計師公會發出之《香港核證聘用準則》第3000號(經修訂)「歷史財務資料審計或審閱以外的核證聘用」並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團之持續關連交易作出匯報。核數師已根據上市規則第14A.56條發出載有本集團於以上(a)至(c)項披露之持續關連交易調查結果及結論之無保留意見函件。本公司已將該函件副本呈交聯交所。

本公司獨立非執行董事亦已審閱有關之持續關連交易及核數師報告，並確認此等交易乃本公司按一般商業條款進行之日常業務，有關交易之協議條款為公平、合理並且符合本公司股東之整體利益。

除上文所披露者外，本公司及其任何附屬公司或控股公司及其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重大權益，且於年結日或年內任何時間仍然生效之任何重大合約。

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS (Continued)

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

The INEDs have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Save as disclosed above, there was no other contract of significance, to which the Company, any of its subsidiaries or holding company, or any subsidiary of its holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisting at the end of the year or at any time during the year.

董事會報告

Report of the Directors

管理合約

於回顧年度內並無訂立或存在有關本集團全部或任何重大部份業務之管理及行政合約。

購買、出售或贖回股份

於年內，本公司或其任何附屬公司並無購買、出售或贖回本公司之股份。

薪酬政策

薪酬委員會會根據本公司之營運業績、個別人士之表現及可供比較之市場統計數據以決定本公司所有董事及高級管理人員之薪酬。

本集團之僱員會因其功績、資歷及能力被予以補償。

本公司已於二零一零年五月十日採納購股權計劃。購股權計劃乃提供予董事及合資格僱員之長期獎勵並作為挽留優秀人才之工具。有關計劃之詳情已載列於綜合財務報表附註18。

優先認購權

本公司之公司細則或百慕達法例並無任何優先認購權規定本公司需按比例向現有股東發售新股。

充足之公眾持股量

根據可得到之公開信息及就董事所知，董事確認本公司於截至二零一九年三月三十一日止年度內直至本報告日期一直維持充足之公眾持股量。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year under review.

PURCHASE, SALE OR REDEMPTION OF SHARES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the year.

REMUNERATION POLICY

The remuneration of all directors and senior management of the Company are decided by the remuneration committee, having regard to the Company's operating results, individual performance and comparable market statistics.

Employees of the Group are compensated based on their merit, qualifications and competence.

The Option Scheme was adopted by the Company on 10 May 2010. The Option Scheme provides long-term incentives to directors and eligible employees and also serves as a retention tool for high performing staff. Details of the Option Scheme are set out in note 18 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the directors, the directors confirm that the Company has maintained a sufficient public float throughout the year ended 31 March 2019 and up to the date of this report.

獲准許的彌償條文

根據本公司之章程細則第166(1)條，董事可從本公司之資產及利潤獲得彌償，就該等人士或任何該等人士、該等人士之任何繼承人、遺囑執行人或遺產管理人，就各自之職務或信託執行其職責或假定職責時因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害。惟此彌償保證不得伸延至任何與上述人士故意疏忽、故意違約、欺詐或不誠實之事宜。

於回顧年度內，本公司已就其董事可能面對的法律行動辦理及投保適當的保險。

股票掛鈎協議

本公司有購股權計劃，並於本年報之「購股權計劃」章節披露，除上述外，截至二零一九年三月三十一日止年度，本集團並無訂立或存在任何股票掛鈎協議。

PERMITTED INDEMNITY

Under Bye-law 166(1) of the Company's Bye-laws, the directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, provided that this indemnity shall not extend to any matter in respect of any wilful negligence, wilful default, fraud or dishonesty which may attach to any of said persons.

During the year under review, the Company has taken out and maintained appropriate insurance to cover potential legal actions against its Directors.

EQUITY-LINKED AGREEMENTS

The Company has share option scheme, the details of which are set out in the section headed "Share Option Scheme" in this annual report. Save as the aforesaid, no equity-linked agreements were entered into by the Group or existed during the year ended 31 March 2019.

董事會報告

Report of the Directors

核數師

德勤•關黃陳方會計師行(「德勤」)已完成本集團截至二零一九年三月三十一日止年度綜合財務報表之審計工作。

德勤將於其現有任期屆滿後，即本公司應屆股東週年大會結束後退任本公司核數師，並且不會尋求連任。審核委員會會就委任新核數師向董事會提出建議，以填補因德勤退任而產生的臨時空缺。

董事會代表

鄭合輝

主席

香港

二零一九年六月十八日

AUDITOR

The consolidated financial statements of the Group for the year ended 31 March 2019 have been audited by Deloitte Touche Tohmatsu (“Deloitte”).

Deloitte will retire as the auditor of the Company upon expiration of its current term of office at the close of the forthcoming annual general meeting and will not seek for re-appointment. The audit committee will make recommendation to the Board on the appointment of new auditor to fill the casual vacancy arising from the retirement of Deloitte.

On behalf of the Board

CHENG HOP FAI

CHAIRMAN

Hong Kong

18 June 2019



德勤

致：環科國際集團有限公司
列位股東
(於百慕達註冊成立之有限公司)

TO THE MEMBERS OF
G-VISION INTERNATIONAL (HOLDINGS) LIMITED
環科國際集團有限公司
(incorporated in Bermuda with limited liability)

意見

本核數師行已完成審核環科國際集團有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)載於第49至第123頁之綜合財務報表，當中載有 貴集團於二零一九年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師行認為，綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及中肯地反映 貴集團於二零一九年三月三十一日之綜合財務狀況及 貴集團截至該日止年度之綜合財務表現及其綜合現金流量，並已按照香港公司法例之披露規定妥為編製。

意見基礎

本行已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。本行於該等準則項下之責任已在本報告「核數師審核綜合財務報表之責任」一節中作進一步詳述。根據香港會計師公會頒佈之專業會計師職業道德守則(「道德守則」)，本行獨立於 貴集團，並已履行道德守則中之其他道德責任。本行相信，本行所獲得之審核憑證能充足及適當地為本行之審核意見提供基礎。

OPINION

We have audited the consolidated financial statements of G-Vision International (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 49 to 123, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

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

獨立核數師報告

Independent Auditor's Report

關鍵審核事項

關鍵審核事項是根據本行之專業判斷，認為對本期綜合財務報表審核最為重要之事項。本行會於審核整體綜合財務報表時處理此等事項並就此形成意見，而不會就此等事項單獨提供意見。

關鍵審核事項 Key Audit Matter

收入確認 Revenue recognition

鑑於酒樓業務之交易量，本行認定酒樓業務之收入確認為一項關鍵審核事項。

We identified recognition of revenue from restaurant operations as a key audit matter due to the volume of transactions of restaurant operations.

截至二零一九年三月三十一日止年度，來自酒樓業務收入約85,372,000港元（綜合損益及其他全面收益表）。大部分收入以現金或信用卡結算。
For the year ended 31 March 2019, revenue from restaurant operations amounted to approximately HK\$85,372,000 (consolidated statement of profit or loss and other comprehensive income). Vast majority of revenue was settled in cash or by credit card.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

我們的審核如何對關鍵審核事項進行處理 How our audit addressed the key audit matter

本行就酒樓業務制定之程序包括：
Our procedures in relation to revenue from restaurant operations included:

- 了解收入業務流程並且對確認收入之關鍵控制進行測試；
Obtaining an understanding of the revenue business processes and testing key controls over revenue recognition;
- 從每日銷售報告及相關銷售發票抽取樣本以核對收入記錄；及
Checking recorded revenue, on a sample basis, to daily sales report and relevant sales invoice; and
- 進行數據分析以找出不尋常的收入模式。
Performing data analysis to identify unusual patterns of revenue.

獨立核數師報告 Independent Auditor's Report

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報之資料，惟不包括當中綜合財務報表及核數師報告。

本行就綜合財務報表作出之意見並不涵蓋其他資料，且本行不會就該等資料發表任何形式的核證結論。

就本行審核綜合財務報表而言，本行之責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本行在審核過程中獲悉之資料存在重大不符者，或似乎存在重大錯誤陳述。倘本行基於已執行之工作，認為其他資料存在重大錯誤陳述，本行須報告有關事實。就此，本行並無任何事宜須予以報報。

董事及管理層就綜合財務報表須承擔之責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編制該等綜合財務報表，以使綜合財務報表作出真實而公平之呈報，並落實董事認為必要之相關內部監控，以使綜合財務報表之編製不存在因欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，除非董事有意將 貴集團清盤或停止經營，或除此之外別無其他實際可行之替代方案，否則董事須負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，並且使用以持續經營為基礎之會計法。

管理層須負責監督 貴集團的財務報告過程。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

獨立核數師報告

Independent Auditor's Report

核數師審核綜合財務報表之責任

本行的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並按照百慕達公司法第90條之規定，僅向全體股東出具包括本行意見之核數師報告，除此之外，本報告別無其他目的。本行不會就此報告的內容向任何其他人士負上或承擔任何責任。合理保證為高水平的保證，但不能保證按照香港審計準則進行的審核，在某一重大錯誤陳述存在時能被發現。錯誤陳述可由欺詐或錯誤所引起，如果合理預期其單獨或整體上可能影響使用者根據該等綜合財務報表所作出之經濟決定，則有關錯誤陳述會被視作重大錯誤陳述。

作為根據香港審計準則進行審核工作的一部分，本行於整個審核過程中運用專業判斷，並保持專業懷疑態度。本行亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，設計並執行應對該等風險的審核程序，並獲取充足及適當的審核憑證，作為本核數師意見的基準。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭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。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

獨立核數師報告 Independent Auditor's Report

核數師審核綜合財務報表之責任(續)

- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用的持續經營會計基準的恰當性作出結論，並根據所獲取的審核憑證，判斷可能導致對貴集團持續經營能力產生重大疑慮的事件或情況是否存在重大不確定性。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表的相關披露；假若有關披露不夠充足，則須為意見再作修訂。本行的結論乃基於核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評估該等綜合財務報表的整體列報方式、結構和內容(包括披露)以及綜合財務報表是否公平反映相關交易及事件。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。本行負責貴集團審核的方向、監督及執行。本行會為審核意見承擔全部責任。

本行會與監管者就(其中包括)審核的計劃範圍及時間安排以及重大審核發現(包括本行於審核過程中識別出內部監控的任何重大缺陷)進行溝通。

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

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

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

獨立核數師報告

Independent Auditor's Report

核數師審核綜合財務報表之責任(續)

本行亦向監管者提交聲明，說明本行已遵守有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響本行獨立性的所有關係及其他事項，以及(倘適用)相關的防範措施。

從與監管者溝通的事項中，本行確定那些事項對本期間綜合財務報表的審核最為重要並因而構成關鍵審核事項。本行於核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或於極端罕見的情況下，如果合理預期在本行報告中溝通該等事項所造成的負面後果會超出所產生的公眾利益，則本行決定不會在報告中溝通該等事項。

出具本獨立核數師報告的審核項目合夥人為勞建昌。

德勤•關黃陳方會計師行
執業會計師

香港
二零一九年六月十八日

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Lo Kin Cheong.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
18 June 2019

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

		附註 Notes	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
收入	Revenue	5	85,372	86,926
其他收入及其他收益	Other income and other gains		1,590	1,520
已用存貨之成本	Cost of inventories consumed		(27,419)	(27,500)
員工成本	Staff costs		(35,770)	(34,938)
營運租金	Operating lease rentals		(17,414)	(16,023)
折舊	Depreciation		(47)	(37)
其他營運費用	Other operating expenses		(19,114)	(18,893)
本公司股東 應佔之年度虧損	Loss for the year attributable to owners of the Company	6	(12,802)	(8,945)
其他全面(開支)收益	Other comprehensive (expense) income			
不會重新分類 至損益之項目：	Item that will not be reclassified to profit or loss:			
按公平值計入其他全面 收益之股權工具之 公平值變動	Change in fair value on equity instruments as at fair value through other comprehensive income		(187)	-
其後可能重新分類 至損益之項目：	Items that may be reclassified subsequently to profit or loss:			
可供出售投資 其公平值之變動	Change in fair value of available-for-sale investments		-	327
按公平值計入其他全面 收益之債務工具之 公平值變動	Change in fair value on debt instruments at fair value through other comprehensive income		(101)	-
年度其他全面(開支)收益	Other comprehensive (expense) income for the year		(288)	327
本公司股東應佔 之全面開支總額	Total comprehensive expense for the year attributable to owners of the Company		(13,090)	(8,618)
每股基本及攤薄虧損	Loss per share (basic and diluted)	10	(港仙HK0.66 cent)	(港仙HK0.46 cent)

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一九年三月三十一日 At 31 March 2019

		附註 Notes	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	11	2,104	121
物業租賃按金	Property rental deposits		5,294	5,320
			7,398	5,441
流動資產	Current assets			
存貨	Inventories	13	1,052	1,217
貿易及其他應收款項	Trade and other receivables	14	1,660	2,302
可供出售投資	Available-for-sale investments	12	–	2,750
按公平值計入其他全面 收益之股權工具	Equity instruments as at fair value through other comprehensive income	12	1,338	–
已抵押銀行存款	Pledged bank deposits	15	415	414
短期銀行存款	Short-term bank deposits	15		
– 原定到期日 超過三個月	– with original maturity over three months		2,503	70,366
– 原定到期日 為三個月內	– with original maturity within three months		61,464	7,016
銀行結餘及現金	Bank balances and cash	15	12,273	10,765
			80,705	94,830
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	16	7,813	7,984
流動資產淨值	Net current assets		72,892	86,846
資產淨值	Net assets		80,290	92,287
股本及儲備	Capital and reserves			
股本	Share capital	17	194,631	194,631
儲備	Reserves		(114,341)	(102,344)
權益總額	Total equity		80,290	92,287

載於第49頁至第123頁之綜合財務報表於二零一九年六月十八日獲董事會批准並授權刊發，現由下列董事代表簽署：

鄭合輝
Cheng Hop Fai
董事
DIRECTOR

The consolidated financial statements on pages 49 to 123 were approved and authorised for issue by the Board of Directors on 18 June 2019 and are signed on its behalf by:

鄭白敏
Cheng Pak Man, Anita
董事
DIRECTOR

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年三月三十一日 For the year ended 31 March 2019

		股本	股份溢價	股本儲備	投資重估儲備	購股權儲備	累積虧損	總額
		Share capital	Share premium	Capital reserve	Investment revaluation reserve	Share options reserve	Accumulated losses	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一七年 三月三十一日	At 1 April 2017	194,631	88,794	84,123	-	3,467	(271,580)	99,435
年度虧損	Loss for the year	-	-	-	-	-	(8,945)	(8,945)
可供出售投資 其公平值之變動	Change in fair value of available-for-sale investments	-	-	-	327	-	-	327
年度全面 收益(開支)總額	Total comprehensive income (expense) for the year	-	-	-	327	-	(8,945)	(8,618)
確認權益結算 以股份形式支付	Recognition of equity-settled share-based payments	-	-	-	-	1,470	-	1,470
購股權失效	Lapse of share options	-	-	-	-	(3,467)	3,467	-
於二零一八年 三月三十一日	At 31 March 2018	194,631	88,794	84,123	327	1,470	(277,058)	92,287
年度虧損	Loss for the year	-	-	-	-	-	(12,802)	(12,802)
按公平值計入其他 全面收益之債務 工具之公平值變動	Change in fair value on debt instruments at fair value through other comprehensive expense	-	-	-	(101)	-	-	(101)
按公平值計入其他 全面收益之股權 工具之公平值變動	Change in fair value on equity instruments as at fair value through other comprehensive expense	-	-	-	(187)	-	-	(187)
年度全面開支總額	Total comprehensive expense for the year	-	-	-	(288)	-	(12,802)	(13,090)
確認權益結算 以股份形式支付	Recognition of equity-settled share-based payments	-	-	-	-	1,093	-	1,093
於二零一九年 三月三十一日	At 31 March 2019	194,631	88,794	84,123	39	2,563	(289,860)	80,290

附註：本集團之股本儲備，乃本集團於一九九二年十月進行重組時，本公司用發行股本總面值交換附屬公司股本總面值時所產生之差額。

Note: The capital reserve of the Group arose as a result of the group reorganisation in October 1992. It represents the difference between the aggregate nominal amount of the share capital issued by the Company in exchange for the aggregate nominal amount of the share capital of subsidiaries.

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
經營業務	Operating activities		
年內虧損	Loss for the year	(12,802)	(8,945)
調整：	Adjustments for:		
利息及股息收入	Interest and dividend income	(1,573)	(1,230)
折舊	Depreciation	47	37
可供出售投資之變現收益	Realised gain on disposal of available-for-sale investments	–	(75)
撥回可供出售投資之減值虧損	Reversal of impairment loss on available-for-sale investments	–	(114)
基於股份之支付費用	Share-based payment expenses	1,093	1,470
營運資金變動前之經營現金流量	Operating cash flows before movements in working capital	(13,235)	(8,857)
存貨減少	Decrease in inventories	165	29
貿易及其他應收款項減少(增加)	Decrease (increase) in trade and other receivables	668	(1,128)
貿易及其他應付款項(減少)增加	(Decrease) increase in trade and other payables	(171)	571
用於經營業務之現金淨額	Net cash used in operating activities	(12,573)	(9,385)
投資活動	Investing activities		
提取原到期日為多於三個月之短期存款	Withdrawal of short-term deposits with original maturity over three months	70,366	46,945
利息及股息收入	Interest and dividend income	1,573	1,230
按公平值計入其他全面收益之債務工具之到期收益	Proceeds on maturity of debt instruments at fair value through other comprehensive income	1,124	–
去年出售可供出售投資所得款項	Proceeds from disposal of available-for-sale investments in prior year	–	2,273
存放已抵押銀行存款	Placement of pledged bank deposits	(1)	(1)
存放原到期日為多於三個月之短期存款	Placement of short-term deposits with original maturity over three months	(2,503)	(70,366)
購置物業、廠房及設備	Purchase of property, plant and equipment	(2,030)	(40)
來自(用於)投資活動之現金淨額	Net cash from (used in) investing activities	68,529	(19,959)
現金及現金等值項目增加(減少)淨額	Net increase (decrease) in cash and cash equivalents	55,956	(29,344)
年初之現金及現金等值項目	Cash and cash equivalents at beginning of the year	17,781	47,125
年終之現金及現金等值項目	Cash and cash equivalents at end of the year	73,737	17,781
現金及現金等值項目結餘分析	Analysis of balance of cash and cash equivalents		
原到期日為三個月內之短期銀行存款	Short-term bank deposits with original maturity within three months	61,464	7,016
銀行結餘及現金	Bank balances and cash	12,273	10,765
		73,737	17,781

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

1. 總則

本公司於百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之母公司及其最終控股公司為於英屬處女群島註冊成立之Kong Fai International Limited。本公司之註冊辦事處與主要營業地點之地址已於本年報「公司資料」一節中披露。

本公司為一家投資控股公司。其附屬公司之主要業務乃在香港經營專門提供潮州菜之中式酒樓。

本綜合財務報表乃以港元（「港元」）呈列，港元亦為本公司之功能貨幣。

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate holding company is Kong Fai International Limited (“Kong Fai”), which is incorporated in the British Virgin Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the operation of Chinese restaurants in Hong Kong which specialise in Chiu Chow cuisine.

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

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則(「香港財務報告準則」)新訂及修訂本之應用

本集團於本年度首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則修訂本。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收入及相關修訂
香港(國際財務報告詮釋委員會)詮釋第22號	外幣交易及墊付代價
香港財務報告準則第2號之修訂本	以股份為基礎的付款交易之分類及計量
香港財務報告準則第4號之修訂本	與香港財務報告準則第4號保險合約一併應用的香港財務報告準則第9號金融工具
香港會計準則(「香港會計準則」)第28號之修訂本	香港財務報告準則二零一四至二零一六年期間之部分年度改進
香港會計準則第40號之修訂本	投資物業之轉讓

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則不會對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載披露事項造成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to Hong Kong Accounting Standards (“HKAS”) 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則(「香港財務報告準則」)新訂及修訂本之應用(續)

2.1 香港財務報告準則第15號「來自客戶合約的收入」

本集團已於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響已於二零一八年四月一日首次應用當日確認。於首次應用當日之任何差異已於期初累計虧損(或適用的其他權益組成部分)確認，但並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇對二零一八年四月一日尚未完成之合約追溯應用該準則。因此，若干比較資料未必能與根據香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋所編製之比較資料作出比較。

本集團確認之收入主要來自於香港經營潮州菜之中式酒樓。

有關本集團應用香港財務報告準則第15號所導致的履約責任及會計政策資料會於附註5及附註3中披露。

本公司董事認為應用香港財務報告準則第15號不會對本集團確認收入之時間及金額構成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.1 HKFRS 15 “Revenue from Contracts with Customers”

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

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

The Group recognises revenue from the operation of Chinese restaurants in Hong Kong which specialise in Chiu Chow cuisine.

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 5 and 3 respectively.

The directors of the Company consider the application of HKFRS 15 has no material impact on the timing and amounts of revenue recognised in the respective reporting periods.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則(「香港財務報告準則」)新訂及修訂本之應用(續)

2.2 香港財務報告準則第9號「金融工具」

於本年度，本集團已應用香港財務報告準則第9號「金融工具」及對其他相關香港財務報告準則之相應修訂。香港財務報告準則第9號引入就1) 金融資產及金融負債的分類及計量、2) 金融資產的預期信貸虧損(「預期信貸虧損」)及3) 一般對沖會計之新增要求。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即將分類及計量規定(包括減值)追溯應用於二零一八年四月一日(初步應用日期)尚未取消確認的工具，且並無將該等規定應用於二零一八年四月一日已取消確認的工具。二零一八年三月三十一日之賬面值與二零一八年四月一日之賬面值間的差額於期初累計虧損及其他權益組成部分中確認，並無重列比較資料。

因此，比較資料乃根據香港會計準則第39號「金融工具：確認及計量」而編製，所以若干比較資料無法比較。

初步應用香港財務報告準則第9號產生之影響概述於附註3。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 HKFRS 9 “Financial Instruments”

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

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

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

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

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Notes to the Consolidated Financial Statements

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2. 香港財務報告準則(「香港財務報告準則」)新訂及修訂本之應用(續)

2.2 香港財務報告準則第9號「金融工具」(續)

初步應用香港財務報告準則第9號產生之影響摘要

下表說明於二零一八年四月一日初步應用日期，香港財務報告準則第9號及香港會計準則第39號下受預期信貸虧損規限之金融資產及金融負債以及其他項目之分類及計量(包括減值)。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9

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

		*可供出售 投資	*按公平值計入 其他全面收益 之股權工具 *Equity instruments at FVTOCI	*按公平值計入 其他全面收益 之債務工具 *Debt instruments at FVTOCI
		*AFS investments 千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
截至二零一八年三月三十一日止 — 香港會計準則第39號	Closing balance at 31 March 2018 – HKAS 39	2,750	–	–
初步應用香港財務報告準則第9號 所產生之影響：	Effect arising from initial application of HKFRS 9:			
重新分類 可供出售投資	Reclassification from available-for-sale investments	(2,750)	1,525	1,225
於二零一八年四月一日 之期初結餘	Opening balance at 1 April 2018	–	1,525	1,225

* 如下定義

* As defined below

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

2.2 香港財務報告準則第9號「金融工具」（續）

初步應用香港財務報告準則第9號產生之影響摘要（續）

- (a) 可供出售（「可供出售」）投資
從可供出售投資至按公平值計入其他全面收益之權益投資（「按公平值計入其他全面收益」）

本集團選擇以其他全面收益（「其他全面收益」）呈列以前分類為可供出售投資的所有股本投資之公平值變動。這些投資不用於交易，預計在可預見的未來不會出售。於首次應用香港財務報告準則第9號當日，1,525,000港元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股權工具。與先前以公平值計入之投資相關之公平值收益327,000港元繼續累積在投資重估儲備中。

從可供出售投資至按公平值計入其他全面收益之債務投資

公平值為1,225,000港元的上市債券已從可供出售投資重新分類為按公平值計入其他全面收益的債務工具，因為這些投資乃按目標透過收取合約現金流量及以出售此等資產之業務模式持有，另此等投資之合約現金流量，僅為支付本金以及未償還之本金利息。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 HKFRS 9 “Financial Instruments” (Continued)

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

- (a) Available-for-sale (“AFS”) investments

From AFS to equity investments at fair value through other comprehensive income (“FVTOCI”)

The Group elected to present in other comprehensive income (“OCI”) for the fair value changes of all its equity investments previously classified as available-for-sale investments. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$1,525,000 were reclassified from available-for-sale investments to equity instruments as at FVTOCI. The fair value gains of HK\$327,000 relating to those investments previously carried at fair value continued to accumulate in investment revaluation reserve.

From AFS to debt investments at FVTOCI

Listed bonds with a fair value of HK\$1,225,000 were reclassified from available-for-sale investments to debt instruments at FVTOCI, as these investments are held within a business model whose objective is achieved by both collecting contractual cash flows and selling of these assets and the contractual cash flows of these investments are solely payments of principal and interest on the principal amount outstanding.

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

2.2 香港財務報告準則第9號「金融工具」（續）

初步應用香港財務報告準則第9號產生之影響摘要（續）

(b) 預期信貸虧損模式項下之減值

於本期間，本集團已應用香港財務報告準則第9號之簡化方法以計量預期信貸虧損，並就其應收貿易款項採用全期預期信貸虧損。為計量預期信貸虧損，應收貿易款項已根據共同的信貸風險特徵進行分類，自初步確認後信貸風險並無顯著增加。

按攤銷成本計量之金融資產（主要包括其他應收款項、已抵押銀行存款、短期銀行存款及銀行結餘）其預期信貸虧損乃按12個月預期信貸虧損（「12個月預期信貸虧損」）基準評估，信貸風險自初步確認以來並無顯著增加。

由於集團所有按公平值計入其他全面收益之債務工具均被各類評級機構評為擁有高度信貸評級之上市債券。因此，這些投資被視為低信用風險投資，其虧損會以12個月預期信貸虧損基準計量。

於二零一八年四月一日，由於預期信用損失模式下估計之撥備與以往根據香港會計準則第39號確認的減值虧損並無顯著差異，故無須於累計虧損中確認額外信貸虧損撥備。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 HKFRS 9 “Financial Instruments” (Continued)

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

(b) Impairment under ECL model

In the current period, the Group has applied the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics, and there has been no significant increase in credit risk since initial recognition.

Loss allowances for financial assets at amortised cost mainly comprise of other receivables, pledged bank deposits, short-term bank deposits and bank balances, are measured on 12-month (“12m”) ECL basis and there had been no significant increase in credit risk since initial recognition.

All of the Group’s debt instruments at FVTOCI are listed bonds that are rated in the top credit rating grades by various rating agencies. Therefore, these investments are considered to be low credit risk investments and the loss allowance is measured on 12m ECL basis.

As at 1 April 2018, no additional credit loss allowance has been recognised in the accumulated losses as the estimated allowance under the ECL model were not significantly different to the impairment losses previously recognised under HKAS 39.

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2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

2.3 應用所有新訂準則對期初綜合財務狀況表之影響

由於上述本集團會計政策變動，期初綜合財務狀況表已經重列。下表列示每一相關項目已確認之調整。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the entity’s accounting policies above, the opening consolidated statement of financial position had been restated. The following table summarises the adjustments recognised for the relevant individual line item.

	二零一八年 三月三十一日 31 March 2018 千港元 HK\$'000 (經審核) (Audited)	香港財務報告 準則第9號 HKFRS 9 千港元 HK\$'000	二零一八年 四月一日 1 April 2018 千港元 HK\$'000 (經重列) (Restated)
流動資產			
可供出售投資	2,750	(2,750)	–
按公平值計入 其他全面收益 之債務工具	–	1,225	1,225
按公平值計入 其他全面收益 之股權工具	–	1,525	1,525
Current assets			
AFS investments	2,750	(2,750)	–
Debt instruments at FVTOCI	–	1,225	1,225
Equity instruments at FVTOCI	–	1,525	1,525

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提前應用下列經已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 ¹
香港（國際財務報告解釋委員會）— 註釋第23號	所得稅處理之不確定性 ¹
香港財務報告準則第3號之修訂本	業務之定義 ³
香港財務報告準則第9號之修訂本	具有負補償的提前還款特徵 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合資企業之間出售或注入資產 ²
香港會計準則第1號及香港會計準則第8號之修訂本	重要之定義 ⁴
香港會計準則第19號之修訂本	計劃修訂、縮減或結算 ¹
香港會計準則第28號之修訂本	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則之修訂本	香港財務報告準則二零一五年至二零一七年期間之年度改進 ¹

¹ 於二零一九年一月一日或之後開始之年度期間生效。

² 於有待釐定之日期或之後開始之年度期間生效。

³ 對於收購日期為於二零二零年一月一日或之後開始的首個年度期間或之後的業務合併及資產收購生效。

⁴ 於二零二零年一月一日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

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

¹ Effective for annual periods beginning on or after 1 January 2019.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

⁴ Effective for annual periods beginning on or after 1 January 2020.

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2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

除下文所述之新訂及經修訂香港財務報告準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則將於可見未來對綜合財務報表並無構成重大影響。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，即取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，香港財務報告準則第16號規定售後及租回交易將根據香港財務報告準則第15號之規定釐定有關資產轉讓是否應作為銷售入賬。香港財務報告準則第16號亦包括有關分租及租賃修訂之規定。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低價值資產租賃外，經營租賃及融資租賃之差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective (Continued)

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

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2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號「租賃」（續）

使用權資產初步按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量而作出調整。租賃負債初步按租賃款項（非當日支付）之現值計量。隨後，租賃負債會就（其中包括）利息及租賃款項以及租賃修訂之影響作出調整。就現金流量分類而言，本集團目前將預付租賃款項呈列為與自用租賃土地有關之投資現金流，其他經營租賃款項則呈列為營運現金流。應用香港財務報告準則第16號後，有關租賃負債之租賃款項將由本集團分配至本金及利息部分，並以本集團之經營現金流呈列，而預付租賃款項將繼續按性質呈列為投資現金流。

根據香港會計準則第17號，本集團已就融資租賃安排及租賃土地（本集團為承租人）之預付租賃付款確認資產及相關融資租賃負債。應用香港財務報告準則第16號會否導致該等資產在分類上有所變動取決於本集團會否單獨呈列使用權資產或將相應資產包含於自行擁有之同一項目內。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective (Continued)

HKFRS 16 “Leases” (Continued)

The right-of-use asset is initially measured at costs and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for own use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as operating cash flows, respectively.

Under HKAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

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2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號「租賃」（續）

除了若干同樣適用於出租人的規定外，香港財務報告準則第16號大致保留香港會計準則第17號內出租人之會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡的披露。

於二零一九年三月三十一日，本集團擁有不可撤銷之經營租賃承擔30,298,000港元已於附註19中披露。初步評估顯示該等安排將符合租賃之定義。應用香港財務報告準則第16號後，本集團將會就所有該等租賃確認使用權資產及對應負債，除非該等租賃符合低價值或短期租賃。

此外，本集團現時認為已付可退回租賃按金5,294,000港元是租賃項下的權利，適用於香港會計準則第17號。按香港財務報告準則第16號租賃付款的定義，該等按金並非與相關資產使用權有關的付款，因此，該等按金的賬面值可調整至經攤銷成本。已付可退回租賃按金之調整將被視為額外租賃付款，並計入使用權資產的賬面值。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective (Continued)

HKFRS 16 “Leases” (Continued)

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2019, the Group has non-cancellable operating lease commitments of HK\$30,298,000 as disclosed in note 19. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$5,294,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets.

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2. 香港財務報告準則（「香港財務報告準則」）新訂及修訂本之應用（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號「租賃」（續）

本集團管理層預期採納香港財務報告準則第16號與現行會計政策相比將導致本集團的使用權資產及對應租賃負債增加。使用權資產的直線折舊法與應用於租賃負債的實際利率法一併應用，將導致租賃首年計入損益的支出增加，而於租賃後期之費用減少，惟對租賃期內確認之總費用沒有影響。本集團管理層已評估應用香港財務報告準則第16號的影響，並認為此準則對本集團的資產及負債將構成重大影響。

應用新規定可能導致上文所述之計量、呈列及披露出現變動。本集團已選擇可行之權宜之計，將香港財務報告準則第16號應用於先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）第4號「釐定安排是否包含租賃」時識別為租賃之合約，而並無將此準則應用於先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）第4號時並未識別為包括租賃之合約。因此，本集團未有重新評估合約是否屬於或包含於首次應用日期前已存在的租賃。此外，本集團作為承租人已選擇經修訂追溯法應用香港財務報告準則第16號，並已於期初累計虧損中確認首次應用的累計影響，而毋須重列比較資料。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective (Continued)

HKFRS 16 “Leases” (Continued)

The management of the Group expects that the adoption of HKFRS 16 as compared with the current accounting policy would result in increase in the Group’s right-of-use assets and related lease liability. The combination of straight-line depreciation of the right-of-use asset and the effective interest rate method applied to the lease liability will result in a higher total charge to the profit or loss in the initial year of the lease, and decreasing expenses during the latter part of the lease term, but there is no impact on the total expenses recognised over the lease term. The management of the Group has assessed the impact of the application of HKFRS 16 and considers that it will have a significant impact on assets and liabilities of the Group.

The application of new requirements will result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to the opening accumulated losses without restating comparative information.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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3. 主要會計準則

符合性聲明

綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則而編制。此外，本綜合財務報表已包括聯交所證券上市規則和香港公司條例規定之適用披露。

編制基準

綜合財務報表乃按歷史成本基準編制，惟下列會計政策所披露之若干可供出售投資，會於報告期末按公平值計量。

歷史成本一般按交換商品及服務時所付代價之公平值計算。

公平值是指市場參與者於計入日期按有序交易出售一項資產將收取或轉讓負債時將支付之價格，不論該價格是否直接可觀察或使用另一項估值方法作出估計。在對資產或負債之公平值作出估計時，本集團會考慮市場參與者在計入日期為該資產或負債進行定價時將會考慮的特點。於該等綜合財務報表中計入及／或披露之公平值均在此基礎上予以確定，惟香港財務報告準則第2號「股份形式支付」範圍內之以股權為基礎之付款交易、香港會計準則第17號「租賃」範圍內之租賃交易及類似公平值但並非公平值之計入（例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產之減值」之使用價值）除外。

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for AFS investments that are measured at fair values at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

Notes to the Consolidated Financial Statements

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3. 主要會計準則 (續)

編制基準 (續)

此外，就財務報告而言，公平值計入根據公平值計入的輸入數據可觀察程度及公平值計入的輸入數據對其整體的重要性分類為第一級、第二級及第三級，詳情如下：

- 第一級輸入數據是實體於計入日期可以取得的可識別資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下：

綜合基準

綜合財務報表乃由本公司及本公司所控制之實體(其附屬公司)之財務報表組成。倘屬以下情況，則本公司取得控制權：

- 有權控制被投資方；
- 透過參與被投資方營運所得的浮動回報而享有承擔或權利；及
- 能夠運用其權力影響投資方回報。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則(續)

綜合基準(續)

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制被投資方。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團所採用之會計政策保持一致。

所有本集團內之資產及負債、權益、收入、開支以及本集團成員間之現金交易，均於綜合賬目時全數對銷。

來自客戶合約的收入(根據附註2的過渡條文應用香港財務報告準則第15號後)

根據香港財務報告準則第15號，當本集團於達成履約責任時(或就此)確認收入，即當與特定履約責任相關的商品或服務的「控制權」轉移予客戶時。

履約責任指可區分之單一商品或服務(或組合商品或服務)或大致相同之一系列可區分商品或服務。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's amounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2)

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

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

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3. 主要會計準則 (續)

來自客戶合約的收入(根據附註2的過渡條文應用香港財務報告準則第15號後)(續)

倘符合下列其中一項標準，控制權隨時間逐步轉移，而收入確認會按一段時間內已完成相關履約責任的進度進行：

- 客戶同時收取及耗用由本集團履約所帶來的利益；
- 本集團之履約導致創建及提升一資產，該資產於創建或強化時，即由客戶控制該資產；或
- 本集團履約並無產生對本集團有替代用途的資產，且本集團可享有的強制執行權，以收回至今已履約部分的款項。

否則，收入於客戶獲得可區分之商品或服務的控制權時確認。

本集團因經營中餐館而產生的收入一般於向客戶提供餐飲時確認。

收入確認(於二零一八年四月一日前)

收入乃按已收或應收代價之公平值計入，並代表從日常業務過程中出售之貨品及提供之服務，在扣除折扣及有關銷售稅項後之應收款項。

當收入金額能被準確計算；當未來經濟利益有可能流入本集團及當如下所述的本集團每項活動之指定條件已達到時，收入就能被確認。

酒樓業務之收入是在出售貨品及提供服務後被予以確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2) (Continued)**

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

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

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

The revenue of the Group arising from operation of Chinese restaurants is generally recognised at a point in time when food and beverages are served to the customers.

Revenue recognition (prior to 1 April 2018)

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from restaurant operations is recognised when goods are sold and services are rendered.

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3. 主要會計準則(續)

收入確認(於二零一八年四月一日前) (續)

利息收入乃按時間基準，並參照尚未償還本金之金額及按所適用的實際利率計入，而實際利率為在首次確認金融資產時將其於預期可用年期內的估計日後現金收入完全折算至該資產的賬面淨值的比率。

物業、廠房及設備

物業、廠房及設備乃按成本值減日後累計折舊及日後累計減值虧損(如有)於綜合財務狀況表入賬。

資產項目於估計可使用年期內以直線法撇銷成本減其剩餘價值以確認折舊。估計可使用年期，剩餘價值及折舊方法會於各報告期間結算日予以檢討，並將任何估計變動按預期入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。物業、廠房及設備項目出售或報廢產生的任何盈虧，按該資產的出售所得款項及賬面值間的差額釐定，並於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (prior to 1 April 2018) (Continued)

Interest income is accrued on a time apportionment basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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3. 主要會計準則 (續)**物業、廠房及設備 (續)**

在建以作生產、供應或行政用途的物業按成本減任何已確認減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策資本化的借貸成本列賬。該等物業於工程完工及可供擬定用途時撥入物業、廠房及設備之相關分類。按其他物業資產之相同基準，該等資產於可供擬定用途時方始計提折舊。

減值

於報告期間結算日，本集團會檢討其資產之賬面值，以釐定是否有跡象表明該等資產遭受減值虧損。倘有任何有關跡象，則估算資產的可收回金額，以釐定減值虧損(如有)的範圍。倘無法估計個別資產的可收回金額，則本集團會估計有關資產所屬現金產生單位的可收回金額。倘可識別合理及一致的分配基準，企業資產亦可分配至個別之現金產生單位，或分配至可識別合理及一致分配基準的最小組別現金產生單位。

可收回金額為公平值減銷售成本與使用價值之較高者。評估使用價值時，估計未來現金流量，使用稅前貼現率折現至其現值，該稅前貼現率反映現時市場對貨幣時間價值的評估及估計未來現金流量未經調整的資產的獨有風險。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Property, plant and equipment (Continued)**

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Impairment

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則(續)

減值(續)

倘估計資產的可收回金額低於其賬面值，則該項資產的賬面值會調減至其可收回金額。減值虧損會即時於損益確認。

倘減值虧損於其後撥回，則資產的賬面值將增加至其重新估計的可收回金額，惟增加後的賬面值不得超過資產倘於以往年度並無確認減值虧損而原應釐定的賬面值。減值虧損的撥回會即時於損益內確認。

存貨

存貨是以成本價及可變現淨值兩者之較低者入賬。存貨之成本價是按先入先出方法計算。可變現淨值是指存貨之估計銷售價減去所有估計之完工成本及銷售時所需之必要成本。

金融工具

倘集團實體成為工具合約條文的訂約方，則確認金融資產及金融負債。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment (Continued)

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 immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

金融工具 (續)

金融資產及金融負債初步按公平值計量，惟自二零一八年四月一日起根據香港財務報告準則第15號初步計量客戶合約的貿易應收款項除外。於初步確認時，收購或發行金融資產及金融負債的直接應佔交易成本會加入或扣除自金融資產及金融負債的公平值(按適用情況而定)。

實際利率法乃計算金融資產或金融負債之攤銷成本以及分攤相關期間之利息收入及利息開支之方法。實際利率乃按金融資產或金融負債之預計可用年期或(如適用)較短期間內準確折現估計未來現金收入及付款(包括構成實際利率一部分之已付或已收之一切費用及點數、交易成本及其他溢價或折讓)至初步確認時之賬面淨值之利率。

金融資產*(i) 攤銷成本和利息收入*

其後按攤銷成本計量的金融資產其利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)**

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 April 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Financial assets*(i) Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則(續)

金融工具(續)

金融資產(續)

(ii) 分類為按公平值計入其他全面收益之債務工具

分類為按公平值計入其他全面收益之債務工具其賬面值之其後變動及匯兌損益會於損益中確認，有關變動乃因採用實際利率法計算之利息收入所致。該等債務工具之賬面值之所有其他變動會於其他全面收益確認並於投資重估儲備中累計。於損益中確認之減值撥備連同其他全面收益之相應調整並無減少該等債務工具之賬面值。而於損益中確認之金額則與債務工具若按攤銷成本計量而需於損益中確認之金額相同。倘該等債務工具取消確認，則先前於其他全面收益確認之累計收益或虧損將重新被分類至損益。

(iii) 指定為按公平值計入其他全面收益之股權工具

按公平值計入其他全面收益的股權工具投資其後按公平值計量，而公平值變動所產生的收益及虧損於其他全面收益中確認及於投資重估儲備中累計；亦毋須進行減值評估。累計收益或虧損於出售權益投資時將不會被重新分類至損益，而將轉撥至累積虧損中。

當本集團確立收取股息之權利時，除非能清晰顯示股息是用作填補一部分投資成本，否則從投資該等權益工具中獲取的股息會於損益中確認。股息乃計入損益中「其他收入和其他收益」一項中。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method and foreign exchange gains and losses, are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowance are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Equity instruments as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income and other gains" line item in profit or loss.

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

金融工具 (續)**金融資產 (續)**

金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號後)

本集團就符合香港財務報告準則第9號 (包括貿易及其他應收款項、應收貸款、已抵押銀行存款、銀行結餘及現金及應收關連公司款項) 的金融資產確認金融資產之預期信用損失的虧損撥備。金融資產之預期信用損失的金額在每個報告日期更新，以反映自初始確認後信用風險的變化。

本集團就根據香港財務報告準則第9號須予減值之金融資產 (包括貿易及其他應收款項、已抵押銀行存款及銀行結餘及現金) 的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新以反映信貸風險自初步確認以來的變動。全期預期信貸虧損指於有關工具之預計年期內所有可能違約事件而產生的預期信貸虧損。相較之下，12個月預期信貸虧損指於報告日期後12個月內因可能發生的違約事件而預期產生的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗，並就債務人特定因素、整體經濟狀況以及對於報告日期之現時狀況及未來狀況預測的評估作出調整。

就應收貿易賬款及貿易性質之應收關連方款項而言，本集團一直確認全期預期信貸虧損。該等資產的預期信貸虧損就已出現信貸減值之應收賬款而言將獨立評估，而就其他而言則採用具合適組別的撥備矩陣進行整體評估。

就所有其他工具而言，本集團計量虧損撥備等於12個月預期信貸虧損，除非當信貸風險自初步確認以來顯著上升，則本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損乃根據自初步確認以來出現違約的可能性或風險顯著上升而評估。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial assets (Continued)**

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2)

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

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

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

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

綜合財務報表附註

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3. 主要會計準則(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(i) 信貸風險大幅增加

在評估自初始確認後信貸風險是否顯著增加時，本集團將截至報告日期金融工具違約風險與初始確認日期金融工具違約風險進行比較。在進行評估時，本集團會考慮合理且可支持的定量和定性信息，包括歷史經驗和前瞻性信息，無需過多的成本或努力即可獲得。評估信貸風險是否自初步確認顯著上升時，本集團比較金融工具於報告日期發生違約的風險與金融工具於初步確認日期發生違約的風險。作出評估時，本集團會考慮合理及可靠的定量及定性資料，包括過往經驗及毋須付出過多成本或努力即可得的前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具內部信貸測評的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約交換價格顯著上升；
- 商業、金融或經濟情況目前或預期將有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號後) (續)

(i) 信貸風險大幅增加 (續)

- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償還債項的能力顯著下降。

無論上述評估的結果如何，本集團假設倘合約付款逾期超過30天，則信貸風險自初次確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管如此，本集團假設債務工具的信用風險自初步確認後並未顯著增加，如果債務工具在報告日確定具有低信用風險。債務工具具有較低的信用風險如果i) 違約風險較低；ii) 借款人在短期內具有很強履行合同現金流量義務的能力，以及iii) 經濟和商業條件的不利變化從長遠來看，可能但不一定會降低借款人履行合同現金流量義務的能力。根據全球理解的定義，本集團認為債務工具的內部或外部信用評級為「投資級別」時，信用風險較低。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

(i) Significant increase in credit risk (Continued)

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

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

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3. 主要會計準則(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

(ii) 違約的定義

本集團認為，當內部或從外部來源獲得的信息表明債務人不可能全額支付其債權人(包括本集團)時(不考慮本集團持有的任何抵押品)，就會發生違約事件。

無論上述情況如何，本集團均認為，當金融資產逾期超過90天時，違約已發生，除非本集團有合理且可支持的信息證明更為滯後的違約標準更為合適。

(iii) 信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現嚴重財困；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人授予貸款人原本不會考慮的優惠；

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

(ii) Definition of default

The Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

金融工具 (續)**金融資產 (續)**

金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號後) (續)

(iii) 信貸減值金融資產 (續)

(d) 借款人將可能破產或進行其他財務重組；或

(e) 因財困致使金融資產失去活躍市場。

(iv) 核銷政策

倘有資料顯示交易對手處於嚴重財困及無實際收回可能時 (例如交易對手被清盤或已進入破產程序時，或就應收貿易賬款而言，有關金額已逾期超過三年 (以較早發生者為準))，本集團將撇銷金融資產。撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動，且於適當時應聽取法律意見。撇銷構成取消確認事項。任何其後收回的資產在損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial assets (Continued)**

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

(iii) Credit-impaired financial assets (Continued)

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

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Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號後)(續)

- (v) 預期信貸虧損之計量及確認
預期信貸虧損之計量依據為違約概率、違約損失率(即違約時的損失程度)及違約風險之函數。評估違約概率及違約損失率的依據是過往數據，並按前瞻性資料調整。

一般而言，預期信貸虧損為根據合約中應付本集團之所有合約現金流量與本集團預期收取之現金流量總額(按初步確認時釐定之實際利率貼現)之差額估計。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具之性質；
- 逾期狀況；
- 債務人之性質、規模及行業；及
- 可用的外部信貸評級。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特徵。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

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

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

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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3. 主要會計準則 (續)

金融工具 (續)**金融資產 (續)**

金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號後) (續)

- (v) 預期信貸虧損之計量及確認 (續)
利息收入根據金融資產的賬面值總額計算，除非金融資產已信貸減值，否則利息收入根據金融資產的攤銷成本計算。

金融資產的分類及其後計量 (於二零一八年四月一日應用香港財務報告準則第9號前)

本集團之金融資產被分類為以下指定類別：可供出售金融資產和貸款及應收款項。分類視乎金融資產之性質及目的而定，並於初步確認時釐定。所有以正常方式買賣之金融資產以交易日期為基準確認及取消確認。正常方式買賣即需要於規例或市場慣例所設定的時限內交付資產的金融資產買賣。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial assets (Continued)**

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) (Continued)

- (v) Measurement and recognition of ECL (Continued)
Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets are classified into the following specified categories: AFS investments and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

綜合財務報表附註

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3. 主要會計準則(續)

金融工具(續)

金融資產(續)

可供出售金融資產

可供出售金融資產為非衍生工具，被指定為可供出售或不屬於(a)貸款及應收款項，(b)持有至到期之投資，或(c)以公平值計入損益賬之金融資產。

本集團所持有之股票及債券被分類為可供出售金融資產，可於活躍市場交易，並會於報告期末以公平值計入。有關以實際利率法計算之利息收入所引致之可供出售債務工具賬面值變動會被確認於損益賬。而可供出售股票投資之股息可在本集團有權開始收取時被予以確認至損益帳。其他可供出售金融資產賬面值變動則會被確認於其他全面收益並被累計於投資重估儲備內。當該投資被出售或被確定為需要減值時，其早前累計於投資重估儲備之累計收益或虧損會被重新分類至損益賬(參照下文金融資產減值之會計政策)。

貸款及應收款項

貸款及應收款項為並無活躍市場報價而附帶固定或可釐定金額付款的非衍生金融資產。在初步確認後，貸款及應收款項(包括貿易及其他應收款項、已抵押銀行存款、短期銀行存款以及銀行結餘及現金)乃利用實際利率法按攤銷成本及扣除任何減值計算(見下文金融資產減值的會計政策)。

債務工具的利息收入按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as (a) loans and receivables, (b) held-to maturity investments or (c) financial assets at fair value through profit or loss.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of the reporting period. Changes in the carrying amount of AFS debt instruments relating to interest income calculated using the effective interest method are recognised in profit or loss. Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, pledged bank deposits, short-term bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

Interest income is recognised on an effective interest basis for debt instruments.

Notes to the Consolidated Financial Statements

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3. 主要會計準則 (續)

金融工具 (續)**金融資產 (續)**

金融資產減值 (於二零一八年四月一日應用香港財務報告準則第9號前)

金融資產會於各報告期間結算日被評估是否有減值跡象。倘有客觀證據顯示金融資產的預期未來現金流量因於初步確認該金融資產後發生的一項或多項事件而受到影響時，金融資產被視為已減值。

對可供出售股權投資，當其成公平值大幅或持續下跌至低過其成本時，會被認為是減值之客觀證據。

就其他金融資產而言，減值的客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如欠繳或拖欠利息或本金費用；或
- 借款人有可能面臨破產或財務重組。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial assets (Continued)**

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018)

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

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3. 主要會計準則(續)

金融工具(續)

金融資產(續)

金融資產減值(於二零一八年四月一日應用香港財務報告準則第9號前)(續)

應收款項組合出現減值之客觀證據，包括本集團過往之收款記錄、逾期還款之次數增加以及在過去平均信貸期的投資組合與應收款項被拖欠有關連的國家或地區經濟狀況之顯著轉變。

減值虧損金額為按金融資產之賬面值與金融資產估計未來現金流量按原本實際利率貼現之現值兩者間之差額計算。

就所有金融資產而言，其減值虧損會直接於賬面值中作出扣減，惟貿易應收款項除外，其賬面值會透過撥備賬扣減。撥備賬內之賬面值變動會於損益中確認。當貿易應收款項被視為不可收回時，將於撥備賬內撇銷。過往被撇銷之款項其後被收回則會撥回至撥備賬。撥備賬之賬面值變動會在損益中確認。

當可供出售資產被認定為減值時，之前在其他全面收益中確認的累計利益或損失在該期間重新分類為損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018) (Continued)

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

The amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in that period.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

金融工具 (續)**金融資產 (續)**

金融資產減值 (於二零一八年四月一日應用香港財務報告準則第9號前) (續)

倘減值虧損額於隨後時間有所減少，而有關減少在客觀上與確認減值虧損後發生的事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日的賬面值不得超過未確認減值時的已攤銷成本。

在可供出售股權投資方面，之前在損益中已被確認之減值虧損將不會於隨後期間被撥回至損益中。任何公平值於確認減值虧損後如有所增加，將直接在其他全面收益中確認並累計於投資重估儲備中。就可供出售債務投資而言，倘該項投資之公平值增加在客觀上與確認減值虧損後發生的事件有關，則減值虧損其後可被予以撥回。

終止確認金融資產

本集團僅會於資產收取現金流之約定權利屆滿時或因金融資產以及擁有此資產之大部分風險及回報被轉移至另一實體時，方會取消確認有關金融資產。

在取消確認以攤銷成本計算的金融資產時，該資產賬面值與已收及應收代價之差額會於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial assets (Continued)**

Impairment of financial assets (before application of HKFRS 9 on 1 April 2018) (Continued)

If in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. In respect of AFS debt investments, impairment losses are subsequently reversed through 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.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

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3. 主要會計準則(續)

金融工具(續)

金融負債及股權工具

集團實體發行之債務及股權工具乃根據合約安排之內容與金融負債及股權工具的定義被分類為金融負債或股權工具。

股權工具

股權工具指任何合約，能證明實體資產(經扣除所有負債後)之剩餘權益。本集團所發行之股權工具乃按已收所得款項減直接發行成本而被確認。

攤銷成本的金融負債

金融負債(包括貿易應付款項)會於其後以實際利率法按攤銷成本計量。

取消確認的金融負債

本集團會於(及僅會於)其責任被解除、取消或屆滿時，取消確認金融負債。獲取消確認之金融負債，其賬面值與已付或應付代價之差額會於損益中確認。

稅項

所得稅開支為現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報「除稅前溢利」不同，乃由於前者不包括其他年度應課稅收入或可扣稅開支，並且不包括不能計稅或扣稅的項目。本集團的即期稅項負債乃按照報告期間結算日已頒佈或實質上已頒佈的稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities of amortised cost

Financial liabilities including trade payables are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss for the year' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Notes to the Consolidated Financial Statements

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3. 主要會計準則 (續)

稅項 (續)

遞延稅項乃按綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間的差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則於可能出現應課稅溢利以抵銷可扣稅的臨時差額時就所有可扣稅的臨時差額確認。若於一項交易中，初步確認其他資產及負債時不影響應課稅溢利及會計溢利之臨時差額，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃按與於附屬公司的投資相關的應課稅臨時差額確認，惟若本集團可控制臨時差額撥回及臨時差額有可能未必於可見將來撥回的情況除外。與該等投資及權益有關的可扣減臨時差額產生的遞延稅項資產，僅於可能出現足夠應課稅溢利以動用該等可扣減臨時差額的利益，且會於可見未來撥回時，方予以確認。

遞延稅項資產的賬面值於報告期間結算日進行檢討，並會一直扣減，直至不再可能有足夠應課稅溢利可供收回全部或部份資產為止。

遞延稅項資產及負債乃按照於報告期間結算日已頒佈或實際上已頒佈的稅率（及稅法），按預期於有關負債清償或有關資產變現期間適用的稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Taxation (Continued)**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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3. 主要會計準則(續)

稅項(續)

遞延稅項負債及資產的計算反映本集團於報告期間結算日預期收回或清償其資產及負債賬面值方式的稅務影響。

即期及遞延稅項會於損益中確認，惟當其與在其他全面收益或直接於權益確認之項目有關時除外，在此情況下，即期及遞延稅項會分別於其他全面收益或直接於權益中確認。

外幣

於編制各個別集團實體的財務報表時，以該實體功能貨幣以外貨幣(外幣)進行的交易，按照交易日的交易利率確認。於報告期間結算日，以外幣列值的貨幣項目按該日的通行匯率重新換算。按公平值入賬並以外幣計值的非貨幣項目按釐定公平值當日的通行匯率重新換算。按外幣過往成本計入的非貨幣項目不會被重新換算。

貨幣項目及重新換算貨幣項目所產生的匯兌差額，會於產生期間在損益中確認。重新換算按公平值入賬之非貨幣項目所產生之匯兌差額，會於期內計入損益中。若重新換算非貨幣項目時產生之匯兌差額，其有關收益及虧損已直接於其他全面收益確認，在此情況下，有關匯兌差額亦可直接於其他全面收益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則 (續)

租賃

當租賃條款將擁有權近乎全部之風險及回報轉讓予承租人時，租賃會被分類為融資租賃。而所有其他租賃則被分類為經營租賃。

本集團作為承租人

除非另有系統性基準更能代表使用租賃資產經濟利益之時間模式，否則經營租賃支付款項會按有關租賃年期以直線基準確認開支。經營租賃期間所產生之實質性租金會被確認為開支。

如果收到租賃獎勵以進行經營租賃，此類獎勵會被確認為負債。除非另有系統性基準更能代表使用租賃資產經濟利益之時間模式，否則整體獎勵收益會以直線減少租金開支方式被確認。

退休福利成本

界定退休福利計劃之供款在僱員提供服務後而應得供款時被確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

3. 主要會計準則(續)

以股權為基礎之付款安排 股權結算以股權為基礎之付款交易

授予僱員之購股權

股權結算以股權為基礎之付款如支付給僱員及提供類似服務之其他人士時乃根據授出日期之公平值釐定。

於授出日期釐定之公平值，會於歸屬期內按照集團估算最終會歸屬之股權工具數目以直線法支銷，並相應增加權益(購股權儲備)。

於報告期間結算日，本集團會修正其對最終歸屬股權工具作出之估計數目。修正原來估計所產生的影響(如有)會於損益中確認，並於累計開支內反映，購股權儲備亦被作出相應調整。

於授出日即時歸屬之購股權，其公平值會於損益中即時被扣除。

當行使購股權時，原先於購股權儲備內確認之金額將被轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未被行使時，原先於購股權儲備內確認之金額將被轉撥至累積虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment arrangements Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately in profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits (accumulated losses).

Notes to the Consolidated Financial Statements

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4. 主要不確定估計來源

在本集團會計政策的適用範圍內，如附註3所述，本公司董事須對其他來源不明顯的資產和負債的賬面價值作出估計和假設。估計和相關假設是基於歷史經驗和被認為相關的其他因素。實際結果可能與這些估計有所不同。

以下是於報告期間結算日，因主要不確定估計來源而可能導致下個財政年度之資產及負債賬面值出現重大調整之情況。

遞延稅項

於二零一九年三月三十一日，本集團尚有未動用稅項虧損約198,458,000港元（二零一八年：185,337,000港元），可用於抵銷日後溢利。由於對日後溢利未能作出準確預測，故並無就該尚未動用稅項虧損確認為遞延稅項資產。若日後應課稅溢利多於預期，遞延稅項資產可能出現重大確認並須於產生期內計入損益表。

5. 收入及分部資料

收入乃指年內本集團提供貨品及服務在扣除折扣及有關銷售稅項後之已收或應收淨款項。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The following are key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Deferred taxation

At 31 March 2019, the Group had unused tax losses of HK\$198,458,000 (2018: HK\$185,337,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such unused tax losses due to the unpredictability of future profit streams. In cases where the actual future profits generated are greater than expected, a material recognition of deferred tax assets may arise, which will be recognised in profit or loss in the period in which such recognition takes place.

5. REVENUE AND SEGMENT INFORMATION

Revenue represents the net amounts received or receivable for goods sold and services rendered by the Group, net of discounts and sales related taxes, during the year.

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Notes to the Consolidated Financial Statements

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5. 收入及分部資料(續)

提供給主要經營決策者(即各執行董事)作為評估表現及分配資源之財務資料,乃根據本集團之整體經營業績及財務狀況,即包括綜合損益及其他全面收益表及綜合財務狀況表。有關該兩個年度之分部財務資料可參考綜合損益及其他全面收益表詳列之業績概況。

地區資料

由於這兩年之外來收入及非流動資產均來自或位於香港,因此,無須為綜合收入及非流動資產作出地域分析。

主要客戶資料

本集團於這兩年並無客戶貢獻超過總收入之10%。

中式酒樓之營運(確認收入的時間)

對於中式酒樓之營運,當向顧客提供餐飲時確認收入。

5. REVENUE AND SEGMENT INFORMATION (Continued)

Financial information provided to the chief operating decision maker, being the executive directors, for performance assessment and resources allocation is based on the overall operating results and financial position of the Group which constitute the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of financial position. Financial information regarding the segment for both years can be made reference to the results as set out in the consolidated statement of profit or loss and other comprehensive income.

Geographical information

As all external revenue for both years and non-current assets are either derived from or located in Hong Kong, an analysis of the consolidated revenue and non-current assets by geographical location is not presented.

Information about major customers

There is no customer contributing over 10% of the total revenue of the Group for both years.

Operation of Chinese restaurants (revenue recognised at a point in time)

For operation of Chinese restaurants, revenue is recognised when food and beverages are served to the customers.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

6. 年度虧損

6. LOSS FOR THE YEAR

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
年度虧損已扣除 (計入)下列各項：	Loss for the year has been arrived at after charging (crediting):		
董事之酬金(附註7)	Directors' emoluments (note 7)	5,413	5,820
其他員工成本 (包括退休福利開支)	Other staff costs, including retirement benefits costs	30,357	29,118
總員工成本	Total staff costs	35,770	34,938
核數師之酬金	Auditor's remuneration	450	430
匯兌虧損(收益)淨額 (已計入其他經營成本)	Net exchange loss (gain) included in other operating expenses	117	(205)
利息及股息收入：	Interest income or dividend income from:		
– 可供出售投資	– Available-for-sale investments	–	(123)
– 按公平值計入其他 全面收益之債務工具	– Debt instruments at FVTOCI	(29)	–
– 按公平值計入其他 全面收益之股權工具	– Equity instruments as at FVTOCI	(59)	–
– 其他	– Others	(1,485)	(1,107)
可供出售投資減值 虧損之回撥	Reversal of impairment loss on AFS debt investments	–	(114)

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Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

7. 董事及行政總裁之酬金

已付或應付董事之酬金詳情如下：

7. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of the emoluments paid or payable to the directors were as follows:

		袍金	薪金及 其他福利	退休 福利成本	以股份 形式支付	總額
		Fee	Salaries and other benefits	Retirement benefits costs	Share based payments	Total
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至二零一九年 三月三十一日止年度	For the year ended 31 March 2019					
執行董事：	Executive directors:					
鄭合輝	Mr. Cheng Hop Fai	-	2,250	-	220	2,470
鄭白明	Ms. Cheng Pak Ming, Judy	-	360	18	220	598
鄭白敏	Ms. Cheng Pak Man, Anita	-	720	18	220	958
鄭白麗	Ms. Cheng Pak Lai, Lily	-	720	18	220	958
		-	4,050	54	880	4,984
獨立非執行董事：	Independent non-executive directors:					
羅道明	Mr. Law Toe Ming	72	-	-	71	143
麥耀堂	Mr. Mark Yiu Tong, William	72	-	-	71	143
梁體超	Mr. Leung Tai Chiu	72	-	-	71	143
		216	-	-	213	429
總計	Total	216	4,050	54	1,093	5,413

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

7. 董事及行政總裁之酬金 (續)

7. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

		袍金	薪金及 其他福利 Salaries and other benefits	退休福 利成本 Retirement benefits costs	以股份 形式支付 Share based payments	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
截至二零一八年 三月三十一日止年度	For the year ended 31 March 2018					
執行董事：	Executive directors:					
鄭合輝	Mr. Cheng Hop Fai	–	2,280	–	297	2,577
鄭白明	Ms. Cheng Pak Ming, Judy	–	360	18	297	675
鄭白敏	Ms. Cheng Pak Man, Anita	–	720	18	297	1,035
鄭白麗	Ms. Cheng Pak Lai, Lily	–	720	18	297	1,035
		–	4,080	54	1,188	5,322
獨立非執行董事：	Independent non-executive directors:					
羅道明	Mr. Law Toe Ming	72	–	–	94	166
麥耀堂	Mr. Mark Yiu Tong, William	72	–	–	94	166
梁體超	Mr. Leung Tai Chiu	72	–	–	94	166
		216	–	–	282	498
總計	Total	216	4,080	54	1,470	5,820

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Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

7. 董事及行政總裁之酬金 (續)

上文所示執行董事之酬金主要與彼等管理本公司及本集團事務所提供之服務相關。

上文所示獨立非執行董事之酬金主要與彼等作為本公司董事所提供之服務相關。

鄭合輝先生作為本公司行政總裁之酬金已包含於上述之酬金當中。

於以上兩年，董事並無放棄任何酬金。

8. 僱員酬金

本集團最高薪酬之五位人士中，其中四位(二零一八年：三位)為本公司執行董事(其酬金於上文附註7內披露)。餘下人士之年度酬金如下：

薪金及其他福利	Salaries and other benefits
退休福利成本	Retirement benefits costs

於這兩年內，上述僱員之酬金少於1,000,000港元。

於這兩年內，本集團並無向該五位最高薪人士(包括董事)支付酬金作為加盟本集團之獎金或離職補償。

7. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Mr. Cheng Hop Fai is also the chief executive of the Company and his emoluments disclosed above included those for services rendered by him as the chief executive.

None of the directors waived any emoluments in both years.

8. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, four (2018: three) were executive directors of the Company whose emoluments are included in the disclosures in note 7 above. The emoluments of the remaining individual for the year was as follows:

	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
薪金及其他福利	602	1,008
退休福利成本	—	18
	602	1,026

The emoluments of the aforesaid employees were less than HK\$1,000,000 in both years.

No emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office in both years.

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截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

9. 稅項

於這兩年內，由於本公司及其附屬公司並無應課稅溢利，因此無須在綜合財務報表中提撥稅項準備。

於綜合損益及其他全面收益表內本年度之稅項與除稅前虧損之對賬如下：

9. TAXATION

No provision for taxation has been made in the consolidated financial statements as the Company and its subsidiaries have no assessable profit for both years.

The taxation for the year can be reconciled to the loss for the year per the consolidated statement of profit or loss and other comprehensive income as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
年度虧損	Loss for the year	(12,802)	(8,945)
按本地利得稅稅率16.5% (二零一八年：16.5%) 計算之稅項	Tax at the domestic income tax rate of 16.5% (2018: 16.5%)	(2,112)	(1,476)
不可用作扣除稅項 支出之稅項影響	Tax effect of expenses not deductible for tax purpose	230	272
毋須課稅收入之稅項影響	Tax effect of income not taxable for tax purpose	(245)	(256)
未確認稅項虧損之稅項影響 其他	Tax effect of tax losses not recognised Others	2,165 (38)	1,473 (13)
年度稅項	Taxation for the year	-	-

於二零一九年三月三十一日，本集團擁有可供用作抵銷未來溢利之尚未動用稅項虧損約198,458,000港元(二零一八年：185,337,000港元)。由於未能確定未來溢利來源，故並無就尚未動用稅項虧損確認遞延稅項資產。所有虧損可於這兩年內無限期結轉。

At 31 March 2019, the Group had unused tax losses of HK\$198,458,000 (2018: HK\$185,337,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such unused tax losses due to the unpredictability of future profit streams. All the losses may be carried forward indefinitely for both years.

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10. 每股虧損

每股基本及攤薄虧損乃根據以下數據計算：

年度虧損 Loss for the year

10. LOSS PER SHARE

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

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
年度虧損	Loss for the year	(12,802)	(8,945)

		股份數目 Number of shares	
		二零一九年 2019	二零一八年 2018
用於計算每股基本及攤薄虧損之普通股加權平均數	Weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per share	1,946,314,108	1,946,314,108

由於假設行使購股權將導致每股虧損減少，故在計算呈列這兩年度之每股攤薄虧損時不會假設行使購股權。

The calculation of diluted loss per share for both years does not assume the exercise of share options as their assumed exercise would result in a decrease in loss per share.

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11. 物業、廠房及設備

11. PROPERTY, PLANT AND EQUIPMENT

		傢俬及酒樓設備 Furniture and restaurant equipment 千港元 HK\$'000	在建工程 Construction in progress 千港元 HK\$'000	總額 Total 千港元 HK\$'000
原值	COST			
於二零一七年 四月一日	At 1 April 2017	15,605	–	15,605
添置	Additions	40	–	40
於二零一八年 三月三十一日	At 31 March 2018	15,645	–	15,645
添置	Additions	65	1,965	2,030
註銷	Write off	(72)	–	(72)
於二零一九年 三月三十一日	At 31 March 2019	15,638	1,965	17,603
折舊及減值	DEPRECIATION AND IMPAIRMENT			
於二零一七年 四月一日	At 1 April 2017	15,487	–	15,487
年度撥備	Provided for the year	37	–	37
於二零一八年 三月三十一日	At 31 March 2018	15,524	–	15,524
年度撥備	Provided for the year	47	–	47
註銷	Write off	(72)	–	(72)
於二零一九年 三月三十一日	At 31 March 2019	15,499	–	15,499
賬面值	CARRYING VALUES			
於二零一九年 三月三十一日	At 31 March 2019	139	1,965	2,104
於二零一八年 三月三十一日	At 31 March 2018	121	–	121

折舊乃按物業、廠房及設備項目之估計剩餘價值及估計可使用期限以直線法撇銷其成本，採用之年利率如下：

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, at the following rates per annum:

傢俬及
酒樓設備

按租賃期或二至八年
(以較短者為準)

Furniture and
restaurant
equipment

Over the duration of the
leases or 2 – 8 years,
whichever is the shorter

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12. 可供出售投資／按公平值計入其他全面收益之債務工具／按公平值計入其他全面收益之股權工具

12. AVAILABLE-FOR-SALE INVESTMENTS/DEBT INSTRUMENTS AT FAIR VALUE THROUGH COMPREHENSIVE INCOME/EQUITY INSTRUMENTS AS FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

可供出售投資包括：

AFS investments comprise:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
按公平值：	At fair value:		
香港上市股票證券	Equity securities listed in Hong Kong	–	1,525
香港上市債務證券 (附註)	Debt securities listed in Hong Kong (note)	–	1,225
		–	2,750

如附註2所詳述，於二零一八年四月一日採納香港財務報告準則第9號後，本集團於二零一八年三月三十一日的可供出售投資已重新分類至金融資產之適當類別。

As detailed in note 2, the Group's AFS investments as at 31 March 2018 have been reclassified to appropriate categories of financial assets upon adoption of HKFRS 9 on 1 April 2018.

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
按公平值計入	Equity instruments as at FVTOCI:		
其他全面收益之股權工具：			
香港上市股票證券	Equity securities listed in Hong Kong	1,338	–

附註：本集團持有之上市可贖回債券乃按固定年利率4.2厘計息。該票據已於二零一八年十一月期間按面值贖回。本集團並無為此結餘持有抵押品。

Note: The Group holds listed redeemable note with fixed interest at 4.2% per annum. During the year, the note is redeemable at par value in November 2018. The Group holds no collateral over this balance.

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13. 存貨

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
食物及飲料	Food and beverage items	1,052	1,217

13. INVENTORIES

14. 貿易及其他應收款項

貿易及其他應收款項包括貿易應收款項472,000港元(二零一八年:799,000港元)。酒樓顧客大多以現金及信用卡結賬。本集團給予其他貿易客戶包括旅行社平均60日之賬期。

以下為於報告期末，貿易應收款項按照發票日期而提呈之賬齡分析：

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
0 – 60日	0 – 60 days	472	799

管理層已委派一組人員負責評估潛在客戶之信貸質素，並定出客戶之信貸額。管理層會不時審閱客戶之信貸額，亦會嚴密監察貿易應收款項之信用質素，並認為既無逾期亦無減值之貿易應收款項質素良好，因為根據以往經驗，大部份貿易應收款項能於賬期內收回。超過99%(二零一八年:99%)之貿易應收款項並無逾期或須被減值。根據本集團以往經驗，逾期之貿易應收款項很有可能被收回。因此，無須確認減值虧損。

截至二零一九年三月三十一日止年度的貿易及其他應收款項減值評估詳情載於附註23中。

14. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables of HK\$472,000 (2018: HK\$799,000). Most of the restaurant customers settle in cash and credit cards. The Group allows an average credit period of 60 days to other trade customers including travel agencies.

The following is an aged analysis of trade receivables, presented based on the invoice date at the end of the reporting period:

Management has delegated a team responsible for assessing the potential customer's credit quality and defining credit limit by customer. Credit limits attributed to customers are reviewed regularly by management. Management closely monitors the credit quality of trade receivables and considers that trade receivables that are neither past due nor impaired to be of good credit quality as most trade receivables were settled within credit period based on the historical experience. Over 99% (2018: over 99%) of the trade receivables are neither past due nor impaired. Based on the historical experience of the Group, trade receivables that are past due are generally recoverable. Accordingly, no impairment loss was recognised.

Details of impairment assessment of trade and other receivables for the year ended 31 March 2019 are set out in note 23.

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15. 抵押銀行存款／短期銀行存款／
銀行結餘及現金

(a) 抵押銀行存款

抵押予銀行之存款乃作為若干銀行授予本集團酒樓水電按金擔保書之抵押。

該等存款按介乎0.06厘至0.35厘(二零一八年：0.10厘至0.43厘)之固定年利率計息。

(b) 短期銀行存款

短期銀行存款按1.50厘至4.00厘(二零一八年：0.90厘至4.00厘)之固定年利率計息。

(c) 銀行結餘及現金

銀行結餘按0.10厘至2.10厘(二零一八年：0.10厘至2.10厘)之浮動年利率計息。

16. 貿易及其他應付款項

貿易及其他應付款項包括貿易應付款項2,906,000港元(二零一八年：2,769,000港元)。以下為於報告期末貿易應付款項按照發票日期而提呈之賬齡分析：

0 – 60日	0 – 60 days
60日以上	More than 60 days

15. PLEDGED BANK DEPOSITS/SHORT-TERM BANK DEPOSITS/BANK BALANCES AND CASH

(a) Pledged bank deposits

The amount represents deposits pledged to banks to secure letter of guarantee of utility deposits for some of the Group's restaurant operations, granted by certain banks.

The deposits carry fixed interest rate ranging from 0.06% to 0.35% (2018: 0.10% to 0.43%) per annum.

(b) Short-term bank deposits

Short-term bank deposits carry fixed interest rate ranging from 1.50% to 4.00% (2018: 0.90% to 4.00%) per annum.

(c) Bank balances and cash

Bank balances carry variable interest rate ranging from 0.10% to 2.10% (2018: 0.10% to 2.10%) per annum.

16. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$2,906,000 (2018: HK\$2,769,000). The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
0 – 60日	0 – 60 days	2,816	2,712
60日以上	More than 60 days	90	57
		2,906	2,769

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17. 股本

17. SHARE CAPITAL

		股份數目 Number of shares	股本 Share capital 千港元 HK\$'000
每股面值0.10港元之普通股	Ordinary shares of HK\$0.10 each		
法定：	Authorised:		
於二零一七年四月一日、	At 1 April 2017, 31 March 2018		
二零一八年三月三十一日	and 31 March 2019		
及二零一九年三月三十一日		5,000,000,000	500,000
已發行及繳足：	Issued and fully paid:		
於二零一七年四月一日、	At 1 April 2017, 31 March 2018		
二零一八年三月三十一日	and 31 March 2019		
及二零一九年三月三十一日		1,946,314,108	194,631

18. 購股權計劃

18. SHARE OPTION SCHEME

本公司於二零一零年五月十日舉行之股東特別大會上經股東決議通過採納購股權計劃（「購股權計劃」），該購股權計劃之有效期直至二零二零年五月八日為止。

The Company by shareholders' resolutions passed at the special general meeting held on 10 May 2010 adopted a share option scheme which shall be valid and effective until 8 May 2020 (the "Option Scheme").

購股權計劃之目的乃確認以下合資格參與者之承擔及貢獻而授出購股權予他們作為鼓勵或獎勵：

The purpose of the Option Scheme is to recognise the commitments and contributions of the following eligible participants by granting options to them as incentives or rewards:

- (a) 本集團任何成員或本集團成員擁有股份權益之任可實體（「投資實體」），其任何僱員或董事（包括執行董事、非執行董事及獨立非執行董事）；
- (b) 本集團任何成員或任何投資實體之任何顧問、專業顧問、專業代理、代理、承包商、顧客、貨品及／或服務供應商，及合資夥伴，董事會可自行決定按以上人士對本集團或投資實體（視乎情況）作出之貢獻根據購股權計劃被視為合資格；及

- (a) any employee or director (including executive director, non-executive director and independent non-executive director) of any member of the Group or any entity in which any member of the Group holds an equity interest (the "Invested Entity");
- (b) any advisor, consultant, professional, agent, contractor, customer, provider of goods and/or services, business or joint-venture partner of any member of the Group or any Invested Entity whom the Board in its sole discretion considers eligible for the Option Scheme on the basis of his or her contribution to the Group or the Invested Entity (as the case may be); and

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18. 購股權計劃(續)

- (c) 董事會自行決定已經或將會為本集團或投資實體(視乎情況)作出貢獻之任何人士。

於二零一九年三月三十一日，本公司根據購股權計劃尚未被行使之購股權為30,000,000股(二零一八年：30,000,000)，佔本公司該日已發行股份概約1.5%(二零一八年：1.5%)。

根據計劃可授出之購股權股份總數量不可超出194,631,410股，大概為於購股權計劃建立時本公司已發行股本之10%，惟事先取得股東進一步批准者除外。根據購股權計劃，所有已授出尚未行使之購股權獲行使時所發行之股份數目，其整體上限於任何時間以本公司不時已發行股本之30%為上限。

根據購股權計劃，每次向本公司之任何董事、主要行政人員或主要股東或彼等各自之任何聯繫人士授出購股權時，須取得本公司所有獨立非執行董事批准。倘若本公司向主要股東或獨立非執行董事或彼等各自之任何聯繫人士進一步授出購股權，會導致於12個月期間內有關人士獲授或將獲授之所有購股權獲行使時所發行及將予發行之本公司股份，合計超過本公司已發行股份之0.1%，或根據股份收市價計算之總值超逾5,000,000港元，則必須獲得本公司股東之事先批准(本公司之關連人士須就此放棄投票讚成)方可進一步授出購股權。

18. SHARE OPTION SCHEME (Continued)

- (c) any person whom the Board in its sole discretion considers has contributed or will contribute to the Group or to the Invested Entity (as the case may be).

At 31 March 2019, the Company had 30,000,000 (2018: 30,000,000) share options outstanding under the Option Scheme, which represented approximately 1.5% (2018: 1.5%) of the shares of the Company in issue at that date.

The total number of shares in respect of which options may be granted under the Option Scheme shall not in aggregate exceed 194,631,410 shares (approximately 10% of the issued share capital of the Company at the time the Option Scheme was established) unless further shareholders' approval has been obtained. The overall limit in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme shall not exceed 30% of the shares of the Company in issue from time to time.

Pursuant to the Option Scheme, each grant of options to any director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by all independent non-executive directors of the Company. Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the shares of the Company issued and to be issued upon exercise of all options already granted or to be granted to such person in the 12-month period representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value, based on the closing price of the shares, in excess of HK\$5,000,000, such further grant of options must be approved by the shareholders with the connected persons of the Company abstaining from voting in favour.

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18. 購股權計劃(續)

受上述者所規限，根據購股權計劃，於任何12個月期間內各參與者獲授或將獲授之購股權數目(包括已行使及尚未行使之購股權)，於獲行使時所發行及將予發行之股份總數，不可超過本公司已發行股份之1%。任何進一步授出超逾此上限之購股權，須取得股東批准，而該等參與者及其聯繫人士須就此放棄投票。

根據購股權計劃授出之購股權須自提供日起30日內以書面形式接納。授出購股權毋須支付代價。購股權之行使價不得少於以下三者中之最高者：(i)緊接提供購股權之日，其前五個營業日本公司股份在聯交所每日報價表所報之平均收市價；(ii)於提供日(須為營業日)本公司股份在聯交所每日報價表所報之收市價；及(iii)本公司股份面值。

根據購股權計劃，董事會絕對可自行決定而於任何合適情況下，授出購股權予任何參與者，除此之外，承受人毋須達成任何表現指標或須持有購股權一段最少時間才能行使其購股權。

根據購股權計劃，承受人可於董事會指定及通知之任何期間內行使購股權，但此期間不得超過十年(由授出日起及在這十年期內最後一天營業日為止)。

根據購股權計劃授出之購股權，其變動詳情以及於二零一九年三月三十一日及二零一八年三月三十一日之結餘載列如下：

18. SHARE OPTION SCHEME (Continued)

Subject to the aforesaid, pursuant to the Option Scheme, the total number of shares issued and to be issued upon exercise of the options granted and to be granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of the limit shall be subject to the shareholders' approval with such participant and his associate abstaining from voting.

Options granted under the Option Scheme must be accepted in writing within 30 days from the date of offer. No consideration is payable on grant of option. The exercise price of the option shares shall at least be the highest of (i) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; (ii) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer, which shall be a business day; and (iii) the nominal value of the shares of the Company.

Pursuant to the Option Scheme, a share option may be granted to any participant by the Board at its absolute discretion and subject to any conditions as it may think fit. Save for this, there is neither any performance targets that need to be achieved by the grantee nor any minimum period for which a share option must be held before a share option can be exercised.

Pursuant to the Option Scheme, a share option may be exercised by the grantee at any time during a period determined and notified by the Board of Directors provided that such period shall be not more than 10 years commencing from the date of grant and expiring on the last business day of such 10-year period.

Details of movements in the share options granted under the Option Scheme and the balances at 31 March 2019 and 31 March 2018 are set out below:

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18. 購股權計劃 (續)

18. SHARE OPTION SCHEME (Continued)

參與者	授出日期	行使期	每股行使價	購股權數目				
				於二零一八年四月一日尚未行使	於年內行使或授出	於年內失效或到期	於二零一九年三月三十一日尚未行使	
Participants	Date of grant	Exercisable period	Exercise price per share 港元 HK\$	Outstanding as at 1.4.2018	Granted during the year	Lapsed/expired during the year	Outstanding as at 31.3.2019	
董事	二零一七年十月二十三日	二零一七年十月二十三日至二零二五年十月二十二日(附註)	0.177	30,000,000	-	-	30,000,000	
Directors	23.10.2017	23.10.2017 – 22.10.2025 (note)						
可於年底行使				30,000,000			30,000,000	
Exercisable at the end of the year								

參與者	授出日期	行使期	每股行使價	購股權數目				
				於二零一七年四月一日尚未行使	於年內行使或授出	於年內失效或到期	於二零一八年三月三十一日尚未行使	
Participants	Date of grant	Exercisable period	Exercise price per share 港元 HK\$	Outstanding as at 1.4.2017	Granted during the year	Lapsed/expired during the year	Outstanding as at 31.3.2018	
董事	二零一零年五月十九日	二零一一年五月十九日至二零一七年五月十八日	0.420	17,300,000	-	(17,300,000)	-	
Directors	19.5.2010	19.5.2011 – 18.5.2017						
董事	二零一七年十月二十三日	二零一七年十月二十三日至二零二五年十月二十二日(附註)	0.177	-	30,000,000	-	30,000,000	
Directors	23.10.2017	23.10.2017 – 22.10.2025 (note)						
可於年底行使				17,300,000			30,000,000	
Exercisable at the end of the year								

附註：於二零一七年十月二十三日授出購股權當日之總估計公平值為2,906,000港元。於授出日期即二零一七年十月二十三日即時歸屬的購股權為總數的30%。購股權總數的另外30%歸屬於二零一八年十月二十三日，其餘40%歸屬於二零一九年十月二十三日。緊接授出日期前本公司的股份收市價為0.177港元。

Note: The total estimated fair value at the date of grant of the share options on 23 October 2017 was HK\$2,906,000. 30% of total number of the share options vested immediately on the date of grant, 23 October 2017. 30% of these total number of the share options shall be vested on 23 October 2018 and the remaining 40% shall be vested on 23 October 2019. The closing price of the Company's share immediately before the date of grant was HK\$0.177.

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18. 購股權計劃 (續)

公平值乃使用柏力克－舒爾斯期權定價模式計算，對該模式輸入之數據如下：

加權平均股價
行使價
預期波幅
預計年期
零風險利率
預計派息率

本集團於截至二零一九年三月三十一日止年度為本公司授出的購股權確認1,093,000港元的費用(二零一八年：1,470,000港元)。

兩年均未行使過任何購股權。於截至二零一八年三月三十一日止年度有17,300,000股(二零一九年：無)購股權失效。於截至二零一八年三月三十一日止年度已授出30,000,000股(二零一九年：無)購股權。

18. SHARE OPTION SCHEME (Continued)

The fair value was calculated using the Binomial Option pricing model. The inputs into the model were as follows:

	二零一七年 2017
Weighted average share price	HK\$0.177
Exercise price	HK\$0.177
Expected volatility	66.99%
Expected life	8 years
Risk-free rate	1.63%
Expected dividend yield	0.00%

The Group recognised the expenses of HK\$1,093,000 (2018: HK\$1,470,000) for the year ended 31 March 2019 in relation to share options granted by the Company.

No share options were exercised for both years. 17,300,000 (2019: nil) share options lapsed during the year ended 31 March 2018. 30,000,000 (2019: nil) share options were granted during the year ended 31 March 2018.

19. 資本承擔

已訂約但並未於財務報表中作撥備有關收購物業、廠房及設備之資本開支

Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the financial statements

19. CAPITAL COMMITMENTS

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
2,277	-

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

20. 營業租賃安排

本集團作為承租人

於報告期間結算日，本集團按不可撤銷之經營租約租用物業而於未來須承擔之最低租金如下：

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
一年內	Within one year	17,304	18,284
第二年至第五年 (包括首尾兩年)	In the second to fifth year inclusive	12,994	30,176
		30,298	48,460

營業租賃之開支主要包括本集團就其辦公室，酒樓及員工宿舍須支付之租金。租約平均以一至三年為期限（二零一八年：一至三年）。

總承擔金額已包括7,855,000港元（二零一八年：14,950,000港元）於附註24所述之關連租賃協議下所需承擔之金額。

20. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases for premises which fall due as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
一年內	Within one year	17,304	18,284
第二年至第五年 (包括首尾兩年)	In the second to fifth year inclusive	12,994	30,176
		30,298	48,460

Operating lease payments mainly represent rental payable by the Group for its office, restaurants and staff accommodation. Leases are negotiated for an average term of one to three years (2018: one to three years).

Included in the amount committed is HK\$7,855,000 (2018: HK\$14,950,000) being commitment with related parties in relation to rental agreements as explained in note 24.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

21. 退休福利計劃

本集團已根據強制性公積金計劃（「強積金計劃」）為本集團於香港之全體合資格僱員提供退休福利計劃。

根據強積金計劃，僱員須將其月薪之5%撥作供款及至最高入息水平，並可選擇額外供款。僱主之每月供款額為僱員月薪之5%及至最高入息水平（「強制性供款」）。僱員於年滿65歲退休、身故或完全失去工作能力時，可享有僱主強制性供款之100%。

本集團從損益中確認之僱主供款年度總額為1,382,000港元（二零一八年：1,074,000港元）。

22. 資金風險管理

本集團管理其資金，是透過在債項與股本權益之間作出最佳平衡，確保本集團內之實體能持續經營，同時盡量增加股東之回報。本集團之整體策略於這兩年保持不變。

本集團資本架構包括本公司股本持有人應佔權益（包括已發行股本、儲備及累計虧損）。

本公司之董事會定期檢討資本架構，檢討包括了解資金成本及各類資金之相關風險。根據董事之建議，本集團將透過發行新股及回購股份以及發行新債項或贖回現有債項來平衡其整體資本架構。

21. RETIREMENT BENEFITS PLANS

The Group has a retirement benefits scheme under the mandatory provident fund scheme (the "MPF Scheme") for all eligible employees of the Group in Hong Kong.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries up to maximum relevant income levels and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries up to a maximum relevant income level ("mandatory contributions"). The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

Total employers' contributions of the Group for the year recognised in profit or loss amounted to HK\$1,382,000 (2018: HK\$1,074,000).

22. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged in both years.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure on a periodic basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

23. 金融工具

金融工具分類

金融資產	Financial assets
可供出售投資	AFS investments
貸款及應收款項(包括現金及現金等值項目)	Loans and receivables (including cash and cash equivalents)
按攤銷成本計量之金融資產	Financial assets at amortised cost
按公平值計入其他全面收益之股權工具	Equity instruments as at FVTOCI

金融負債	Financial liabilities
已攤銷成本	Amortised cost

23. FINANCIAL INSTRUMENTS

Categories of financial instruments

二零一九年	二零一八年
2019	2018
千港元	千港元
HK\$'000	HK\$'000

不適用 N/A	2,750
不適用 N/A	89,360
77,127	不適用 N/A
1,338	不適用 N/A

2,906	2,769
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財務風險管理目標及政策

本集團之主要金融工具包括指定為按公平值計入其他全面收益之股權工具(二零一八年：可供出售投資)、貿易及其他應收款項、已抵押銀行存款、短期銀行存款、銀行結餘及現金及貿易應付款項。該等金融工具之詳情已於各自之附註內披露。與該等金融工具有關之風險包括市場風險(外幣、利率及其他價格風險)、信貸風險及流動性風險。如何減輕該等風險之政策載列如下。管理層通過管理及監察該等風險，以確保適當之措施能定時及有效地實施。

Financial risk management objectives and policies

The Group's major financial instruments include equity instruments as at FVTOCI, AFS investments (2018), trade and other receivables, pledged bank deposits, short-term bank deposits, bank balances and cash and trade payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

23. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險

外幣風險

本集團有若干其他應收款項、存款證投資、短期銀行存款及銀行結餘及現金，均以功能貨幣以外之其他貨幣列值。本集團現時並無外幣對沖政策。為了減輕外幣風險，管理層將密切監察有關風險，並在有需要時考慮對沖重大外幣風險。

本集團以外幣列值之貨幣資產及貨幣負債於報告日期之賬面值如下：

人民幣 (「人民幣」)

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Foreign currency risk

The Group has certain other receivables, short-term bank deposits and bank balances and cash that are denominated in foreign currencies other than its functional currency. The Group currently does not have a foreign currency hedging policy. In order to mitigate the foreign currency risk, management closely monitors such risk and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

資產 Assets		負債 Liabilities	
二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
3,749	2,581	-	-

Renminbi ("RMB")

敏感度分析

本集團主要面對港元兌人民幣匯率之波動。下表詳列本集團對港元兌人民幣加減5%之敏感度，這代表管理層對外匯匯率評估之合理可能變動。敏感度分析只包括以外幣列值之貨幣項目並於年終時，以外幣匯率5%之變化兌換。下面負數代表當港元兌人民幣升值5%對稅後虧損之增加，如港元兌人民幣貶值5%，對損失將會有相同但反方向之影響，而以下金額會是正數。

Sensitivity analysis

The Group is mainly exposed to fluctuations in exchange rates of HK\$ against RMB. The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against RMB which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A negative number below indicates an increase in post-tax loss where HK\$ strengthen 5% against RMB. For a 5% weakening of HK\$ against RMB, there would be an equal and opposite impact on the loss, and the amounts below would be positive.

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Notes to the Consolidated Financial Statements

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23. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

外幣風險(續)

敏感度分析(續)

		影響 Impact	
		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
稅後虧損之增加	Increase in post-tax loss		
人民幣	RMB	(187)	(129)

管理層認為，由於年終之風險不能反映年內之風險，因此敏感度分析未能代表潛在外匯風險。

利率風險

於二零一九年三月三十一日，本集團現金流量利率風險主要來自浮動利率銀行結餘(見附註15)。本集團管理層密切監察有關利率風險之影響。本集團並未有一個正式對沖政策，但如有需要，會考慮對沖重大利率風險，管理層認為本集團銀行結餘並未有受到重大利率風險所影響，因銀行結餘之利率只有極少變動。所以並沒有提供這方面之敏感度分析。

本集團定息存款證投資、已抵押銀行存款及短期銀行存款之公平值亦受利率風險所影響(見附註15)。本集團並無使用任何衍生合約對沖利率風險，然而，管理層會密切監察利率風險並預期會有重大利率風險時作出適當之措施。

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

		影響 Impact	
		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
稅後虧損之增加	Increase in post-tax loss		
人民幣	RMB	(187)	(129)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

At 31 March 2019, the Group is exposed to cash flow interest rate risk relating primarily to variable-rate bank balances (see note 15). The management of the Group monitors the related interest rate risk exposure closely. The Group does not have a formal hedging policy in place but will consider hedging significant interest rate risk exposure should the need arise. Management considers that the Group has insignificant interest rate risk exposure on bank balances as the fluctuation on interest rates on bank balances is minimal. Thus, no sensitivity analysis has been presented.

The Group is also exposed to fair value interest rate risk in relation to pledged bank deposits and short-term bank deposits (see note 15). The Group has not used any derivative contracts to hedge its exposure to such interest rate risk; however, management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

23. 金融工具 (續)**財務風險管理目標及政策 (續)****市場風險 (續)****其他價格風險**

本集團主要是透過投資於上市股票及債券而須承受股票及債券之價格風險。

管理層透過維持一個涉及不同風險及回報程度之投資組合來控制有關風險。本集團之股票及債券價格風險主要集中於透過聯交所報價之股票及債券。此外，管理層會監控價格風險，並會考慮在需要時對沖風險。

敏感度分析

以下之敏感度分析乃根據於報告期間結算日股票及債券所承受之價格風險而釐定。

如果股票價格升15%，於二零一九年三月三十一日止年度之其他全面虧損將減少201,000港元(二零一八年：其他全面虧損將減少229,000港元)。

如果股票價格跌15%，於二零一九年三月三十一日止年度之稅後虧損將增加201,000港元(二零一八年：稅後虧損將增加229,000港元)。

如果債券價格升15%，截至二零一八年三月三十一日止之稅後虧損將減少184,000港元。

如果債券價格跌15%，截至二零一八年三月三十一日止之稅後虧損將增加184,000港元。

管理層認為，由於年終之風險並不反映年內之風險，因此，敏感度分析未能代表潛在之價格風險。

23. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Market risk (Continued)****Other price risks**

The Group is exposed to equity and debt security price risks mainly through its investments in listed equity and debt securities.

Management manages this exposure by maintaining a portfolio of investments with different risk. The Group's equity and debt security price risks are mainly concentrated on equity and debt securities quoted in the Stock Exchange. In addition, management also monitors the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity and debt security price risks at the end of the reporting period.

If equity prices had been 15% higher, other comprehensive expense for the year ended 31 March 2019 would decrease by HK\$201,000 (2018: other comprehensive expense would decrease by HK\$229,000).

If equity prices had been 15% lower, post-tax loss for the year ended 31 March 2019 would increase by HK\$201,000 (2018: post-tax loss would increase by HK\$229,000).

If debt security prices had been 15% higher, post-tax loss for the year ended 31 March 2018 would decrease by HK\$184,000.

If debt security prices had been 15% lower, post-tax loss for the year ended 31 March 2018 would increase by HK\$184,000.

In management's opinion, the sensitivity analyses are unrepresentative of the inherent other price risk as the year end exposure does not reflect the exposure during the year.

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Notes to the Consolidated Financial Statements

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23. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估

於二零一九年三月三十一日，倘因交易對手未能履行彼等的責任或因本集團提供之金融保證而導致本集團產生財務虧損的最大信貸風險為已於綜合財務狀況表入賬的各項已確認金融資產的賬面值。

為減低與應收款項有關之信貸風險，本集團之管理層僅會向過往信用良好之債務人授出信貸。此外，管理層會於報告期間結算日檢討個別債務之可收回金額，並就不可收回之金額作出足夠減值虧損撥備。因此，本公司董事認為本集團之信貸風險已大幅減少。本集團之應收款項並無重大集中之信貸風險，因其風險已分散到不同人仕。

來自存款證投資、已抵押銀行存款、短期銀行存款及銀行結餘之信貸風險有限，原因是對方均為國際信用評級機構評定為高信用評級之財務機構及銀行。本集團之銀行結餘並無重大集中之信貸風險，因其風險已分散到不同機構。

除分別於附錄12及15中披露有關可供出售債務投資(於二零一八年三月三十一日)及短期銀行存款之集中信貸風險以外，本集團並無任何其他重大集中之信貸風險。

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 March 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to trade receivables, management of the Group will only advance credit to debtors with good credit history. In addition, management reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. The Group has no significant concentration of credit risk on its trade receivables with exposure spreading over a number of counterparties.

The credit risk in relation to pledged bank deposits, short-term bank deposits and bank balances is limited because the majority of the counterparties are financial institutions and banks with high credit-ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk on its bank balances with exposure spreading over a number of counterparties.

Other than concentration of credit risk on AFS debt investments as at 31 March 2018 and short-term bank deposits disclosed in notes 12 and 15, respectively, the Group does not have any other significant concentration of credit risk.

23. 金融工具 (續)**財務風險管理目標及政策 (續)****信貸風險及減值評估 (續)**

於二零一八年四月一日採納香港財務報告準則第9號後，本集團應用簡易方法為香港財務報告準則第9號所指定之預期信貸虧損作出撥備，該準則允許為貿易應收款項使用永久預期虧損作出撥備。

管理層會根據過往信貸虧損之經驗，債務人經營行業的一般經濟狀況以及目前及未來情況之走勢預測之估算，為貿易應收款項的預期虧損作個別評估。

此外，管理層認為逾期90天或以上的貿易應收款項並無違約，並且因為與客戶之長期或持續關係及此等客戶的良好還款記錄，逾期款項仍被視為可全數收回。

作為本集團信貸風險管理的一部分，本集團使用債務人之賬齡來評估客戶的減值，因為這些客戶包括了一組具有共同風險特徵的小客戶，這些風險即代表客戶在支付所有根據合約條款的應付款項的能力。本集團的貿易應收款項是根據債務人共同風險特徵，即參考債務人過往違約經驗及當前逾期風險而分類成撥備矩陣表。

23. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Credit risk and impairment assessment (Continued)**

Upon adoption of HKFRS 9 on 1 April 2018, the Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables.

Management assessed the expected loss on trade receivables individually by estimation based on historical credit loss experience, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

In addition, the management is of the opinion that there has no default occurred for trade receivables past due 90 days or more and the balances are still considered fully recoverable due to long term/on-going relationship and good repayment record from these customers.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a group of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group's trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to past default experience and current past due exposure of the debtor.

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23. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

估計損失率是根據債務人的預期壽命內的歷史觀察的違約率來估算，並根據無需過多的成本或努力而獲得的前瞻性信息進行調整。本集團利用該等前瞻性資料以作評估當前及預測狀態的方向。管理層定期審查風險分類，以確保有關特定債務人的相關信息保持更新。

根據管理層的評估，截至二零一九年三月三十一日管理層認為貿易應收款項的預期信用損失並不重大。

在釐定其他應收款項的預期信用損失時，管理層已酌情考慮歷史違約經驗及前瞻性資料，例如，本集團考慮到與付款有關的歷史違約率一貫較低，並總結本集團未償還之其他應收款項的信貸風險並不重大。

管理層認為存放於信用評級良好的金融機構的銀行結餘為低信貸風險的金融資產。管理層認為銀行結餘屬於短期性質，而在高信貸評級發行人的基礎上違約的機會率可忽略不計，因此，損失準備被視為微不足道。

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by the Group to assess both the current as well as the forecast direction of conditions. The grouping is regularly reviewed by the management to ensure relevant information about specific debtors is updated.

Based on the assessment by the management, management considers the ECL for trade receivables is insignificant as at 31 March 2019.

In determining the ECL for other receivables, the management has taken into account the historical default experience and forward-looking information, as appropriate, for example, the Group has considered the consistently low historical default rate in connection with payments, and concluded that credit risk inherent in the Group's outstanding other receivables is insignificant.

The management considers the bank balances that are deposited with the financial institutions with good credit rating to be low credit risk financial assets. The management considers the bank balances are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, loss allowance was considered as insignificant.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

23. 金融工具 (續)

財務風險管理目標及政策 (續)

流動性風險

於管理流動性風險時，本集團會監管及維持現金及現金等值項目處於管理層認為足夠應付本集團運作之水平。

下表詳列經協定還款條款所訂明的本集團非衍生金融負債之剩餘償還期限。下表乃根據本集團可能被要求償還免息金融負債未貼現現金流之最早還款日而編制。

流動性表

	於二零一九年三月三十一日 非衍生金融負債	At 31 March 2019 Non-derivative financial liabilities	於要求時 償還或少於1年 Repayable on demand or less than 1 year 千港元 HK\$'000	未貼現現金 流量總額 Total undiscounted cash flows 千港元 HK\$'000	賬面值 Carrying amount 千港元 HK\$'000
貿易應付款項	Trade payables	2,906	2,906	2,906	
於二零一八年三月三十一日 非衍生金融負債	At 31 March 2018 Non-derivative financial liabilities				
貿易應付款項	Trade payables	2,769	2,769	2,769	

金融資產及金融負債之公平值

金融資產及金融負債之公平值乃根據下列各項釐定：

- 受標準條款及條件規管及於活躍流通市場交易之金融資產及金融負債，其公平值乃參考市場所報之買入價而釐定。

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of non-interest bearing financial liabilities based on the earliest date on which the Group can be required to pay.

Liquidity tables

	於要求時 償還或少於1年 Repayable on demand or less than 1 year 千港元 HK\$'000	未貼現現金 流量總額 Total undiscounted cash flows 千港元 HK\$'000	賬面值 Carrying amount 千港元 HK\$'000
Trade payables	2,906	2,906	2,906
At 31 March 2018 Non-derivative financial liabilities			
Trade payables	2,769	2,769	2,769

Fair values of financial assets and financial liabilities

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

23. 金融工具(續)

財務風險管理目標及政策(續)

金融資產及金融負債之公平值(續)

- 其他金融資產和金融負債(不包括衍生工具)之公平值乃根據公認定價模式以貼現現金流量分析而釐定。

本集團金融資產之公平值乃按經常性基準以公平值計入

本集團一些金融資產於報告期末按公平值計入。下表提供有關如何確認該等金融資產公平值之資料(特別是估值方法及應用數據)。

金融資產	Financial assets	公平值		公平值級別	估值方法及主要輸入數據
		Fair value 二零一九年 2019 千港元 HK\$'000	Fair value 二零一八年 2018 千港元 HK\$'000		
可供出售投資	Available-for-sale investments				
– 香港上市股票證券	– equity securities listed in Hong Kong	不適用 N/A	1,525	第一級 Level 1	活躍市場所報買入價 Quoted bid prices in an active market
– 香港上市債務證券	– debt securities listed in Hong Kong	不適用 N/A	1,225	第一級 Level 1	活躍市場所報買入價 Quoted bid prices in an active market
指定為以公平值計入 其他全面收益之權益工具 – 香港上市股票	Equity instrument designated as at FVTOCI – Listed shares in Hong Kong	1,338	不適用 N/A	第一級 Level 1	活躍市場所報買入價 Quoted bid prices in an active market

於這兩年內，第一級、第二級與第三級之間並無任何轉撥。

本公司董事認為，於綜合財務狀況表內按攤銷成本列賬之金融資產及金融負債之賬面值與其於報告期末之公平值相若。

23. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Fair values of financial assets and financial liabilities (Continued)

- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used).

There were no transfers between Levels 1, 2 and 3 during both years.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate to their fair value at the end of the reporting period.

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

24. 關連人士結餘及交易

- (a) 於年內，本集團向鴻利發展有限公司(「鴻利」)租用若干物業作為經營酒樓之用。本年度鴻利收取之租金共達4,320,000港元(二零一八年：3,960,000港元)。於二零一九年三月三十一日，租賃按金1,080,000港元已包括在貿易及其他應收款項中(二零一八年：1,080,000港元已包括在貿易及其他應收款項中)。於二零一九年及二零一八年三月三十一日，並沒有應計租金應付予鴻利。

鴻利是Golden Toy Investments Limited(「Golden Toy」)之全資附屬公司而Golden Toy乃由一項全權信託全資擁有，該項信託之受益人包括鄭合輝先生、鄭白明女士、鄭白敏女士及鄭白麗女士，彼為本公司之執行董事並為Kong Fai，即本集團最終控股公司之實益擁有人。

- (b) 於年內，本集團向豪城實業有限公司(「豪城」)租用一住宅物業。豪城於年內收取之租金為900,000港元(二零一八年：930,000港元)。於二零一九年三月三十一日，租賃按金150,000港元已包括在非流動物業租賃按金中(二零一八年：150,000港元已包括在非流動物業租賃按金中)。於二零一九年及二零一八年三月三十一日，並沒有應計租金應付予豪城。

豪城是Golden Toy之全資附屬公司。

24. RELATED PARTY BALANCES AND TRANSACTIONS

- (a) During the year, the Group leased certain properties for its restaurant operations from Homley Development Limited (“Homley”). Rentals charged by Homley during the year amounted to HK\$4,320,000 (2018: HK\$3,960,000). At 31 March 2019, rental deposit of HK\$1,080,000 was included in non-current property rental deposits (2018: HK\$1,080,000 included in trade and other receivables). At 31 March 2019 and 2018, no accrued rental was payable to Homley.

Homley is a wholly-owned subsidiary of Golden Toy Investments Limited (“Golden Toy”) whose entire issued share capital is beneficially owned by a discretionary trust the objects of which include Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily who are also executive directors of the Company and beneficial owners of Kong Fai, the Company’s ultimate holding company.

- (b) During the year, the Group leased an unit of a residential building from Hover City Industrial Limited (“Hover City”). Rental charged by Hover City during the year amounted to HK\$900,000 (2018: HK\$930,000). At 31 March 2019, rental deposit of HK\$150,000 was included in non-current property rental deposits (2018: HK\$150,000 included in trade and other receivables). At 31 March 2019 and 2018, no accrued rental was payable to Hover City.

Hover City is a wholly-owned subsidiary of Golden Toy.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

24. 關連人士結餘及交易 (續)

- (c) 於年內，本集團向昇浩投資有限公司（「昇浩」）租用一寫字樓物業。昇浩於年內收取之租金為1,200,000港元（二零一八年：1,000,000港元）。於二零一九年三月三十一日，租賃按金為240,854港元並已包括非流動物業租賃按金中（二零一八年：240,854港元已包括非流動物業租賃按金中）。於二零一九年及二零一八年三月三十一日，並沒有應計租金應付予昇浩。

昇浩乃豪城之全資附屬公司，而豪城乃 Golden Toy 之全資附屬公司。

- (d) 主要管理人員指本公司之執行董事。董事酬金詳情已載於附註 7。

董事酬金是由薪酬委員會按各人表現及市場趨勢而釐定。

24. RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (c) During the year, the Group leased an office from Sky Global Investments Limited (“Sky Global”). Rentals charged by Sky Global during the year amounted to HK\$1,200,000 (2018: HK\$1,000,000). At 31 March 2019, rental deposit of HK\$240,854 was included in non-current property rental deposits (2018: HK\$240,854 was included in non-current property rental deposits). At 31 March 2019 and 2018, no accrued rental was payable to Sky Global.

Sky Global is a wholly-owned subsidiary of Hover City which in turn is a direct wholly-owned subsidiary of Golden Toy.

- (d) The key management personnel are the executive directors of the Company. Details of the remuneration of directors are set out in note 7.

The remuneration of directors is determined by the remuneration committee having regard to the performance of the individuals and market trends.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

25. 主要附屬公司

本公司之主要附屬公司於二零一九年三月三十一日及二零一八年三月三十一日之詳情如下：

25. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 March 2019 and 31 March 2018 are as follows:

附屬公司名稱	註冊成立／營業地點	持有之股份類別／ 已發行股本之面值	本公司所持已發行 股本面值之比例	主要業務
Name of subsidiary	Place of incorporation/ operation	Class of shares held/nominal value of issued share capital	Proportion of nominal value of issued share capital held by the Company	Principal activities
CCC Holdings (BVI) Limited (附註) CCC Holdings (BVI) Limited (note)	英屬處女群島／香港 British Virgin Islands ("BVI")/ Hong Kong	普通股187,325,513港元 Ordinary HK\$187,325,513	100%	投資控股 Investment holding
CCC Investments (BVI) Limited CCC Investments (BVI) Limited	英屬處女群島／香港 BVI/Hong Kong	普通股1美元 Ordinary US\$1	100%	投資控股 Investment holding
潮州城管理顧問有限公司	香港	普通股100港元 (無投票權遞延股 10,000港元)*	100%	提供管理服務
City Chiu Chow Management & Consultants Company Limited	Hong Kong	普通股HK\$100 (Non-voting deferred HK\$10,000)*		Provision of management services
潮州城酒樓有限公司	香港	普通股100港元 (無投票權遞延股 2,000,000港元)*	100%	經營酒樓
City Chiu Chow Restaurant Limited	Hong Kong	普通股HK\$100 (Non-voting deferred HK\$2,000,000)*		Restaurant operations
潮濠城酒樓有限公司	香港	普通股100港元 (無投票權遞延股 6,000,000港元)*	100%	經營酒樓
Hover City Chiu Chow Restaurant Limited	Hong Kong	普通股HK\$100 (Non-voting deferred HK\$6,000,000)*		Restaurant operations

* 無投票權遞延股持有人無權收取任何股東大會通告或出席任何股東大會或於會上投票，且基本上無權收取股息或於清盤時獲得任何分派。除1,200,000股潮濠城酒樓有限公司遞延股由外界人士擁有外，其餘所有遞延股均由本公司間接持有。

附註：CCC Holdings (BVI) Limited由本公司直接持有。本公司於所有其他附屬公司之權益均透過CCC Holdings (BVI) Limited持有。

* The non-voting deferred shares carry no rights to receive notice of or to attend or vote at any general meeting and have no rights to dividends or to participate in any distribution on winding up. These deferred shares were indirectly held by the Company except for 1,200,000 deferred shares of Hover City Chiu Chow Restaurant Limited which were owned by outside parties.

Note: CCC Holdings (BVI) Limited is directly held by the Company. The Company's interest in all other subsidiaries is held through CCC Holdings (BVI) Limited.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

25. 主要附屬公司(續)

上表所列為本公司董事認為主要影響本集團業績或資產之其下附屬公司。董事認為詳列其他附屬公司之資料將會令篇幅冗長。

於報告期間結算日，本公司有其他十間(二零一八年：十間)對集團沒有重大影響力之附屬公司。該等附屬公司處於不活躍狀態。

所有附屬公司於年終或年內任何時間均無任何已發行債務證券。

25. PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company, which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

At the end of the reporting period, the Company has ten (2018: ten) other subsidiaries that are not material to the Group. These subsidiaries are inactive.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

26. 公司財務狀況表

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
非流動資產	Non-current asset		
投資附屬公司	Interest in a subsidiary	–	–
應收附屬公司款項	Amounts due from subsidiaries	24,543	24,543
		24,543	24,543
流動資產	Current assets		
銀行結餘	Bank balances	188	190
流動負債	Current liability		
應計項目	Accruals	15	15
流動資產淨值	Net current assets	173	175
資產淨值	Net assets	24,716	24,718
股本及儲備	Capital and reserves		
股本	Share capital	194,631	194,631
儲備(附註)	Reserves (note)	(169,915)	(169,913)
權益總額	Total equity	24,716	24,718

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年三月三十一日止年度 For the year ended 31 March 2019

26. 公司財務狀況表(續)

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

附註：

Note:

儲備變動

Movement of reserve

		股份溢價	股本儲備	購股權儲備	累積虧損	總額
		Share premium	Capital reserve	Share option reserve	Accumulated losses	Total
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一七年四月一日	At 1 April 2017	88,794	113,143	3,467	(375,315)	(169,911)
年度全面開支總額	Total comprehensive expense for the year	-	-	-	(1,472)	(1,472)
確認以權益結算以股份為基礎之支付	Recognition of equity-settled share-based payment	-	-	1,470	-	1,470
購股權失效	Lapse of share options	-	-	(3,467)	3,467	-
於二零一八年三月三十一日	At 31 March 2018	88,794	113,143	1,470	(373,320)	(169,913)
年度全面開支總額	Total comprehensive expense for the year	-	-	-	(1,095)	(1,095)
確認以權益結算以股份為基礎之支付	Recognition of equity-settled share-based payment	-	-	1,093	-	1,093
於二零一九年三月三十一日	At 31 March 2019	88,794	113,143	2,563	(374,415)	(169,915)

財務概要

Financial Summary

業績

RESULTS

		截至三月三十一日止年度				
		Year ended 31 March				
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		2015	2016	2017	2018	2019
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
收入	Revenue	93,742	90,938	88,305	86,926	85,372
除稅前虧損	Loss before taxation	(4,713)	(9,304)	(9,008)	(8,945)	(12,802)
稅項	Taxation	-	-	-	-	-
本公司股東應佔 之年度虧損	Loss for the year attributable to owners of the Company	(4,713)	(9,304)	(9,008)	(8,945)	(12,802)

資產與負債

ASSETS AND LIABILITIES

		於三月三十一日				
		At 31 March				
		二零一五年	二零一六年	二零一七年	二零一八年	二零一九年
		2015	2016	2017	2018	2019
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產總值	Total assets	123,396	115,318	106,848	100,271	88,103
負債總值	Total liabilities	(7,196)	(7,518)	(7,413)	(7,984)	(7,813)
權益總額	Total equity	116,200	107,800	99,435	92,287	80,290



G-Vision International (Holdings) Limited
環 科 國 際 集 團 有 限 公 司