



AP RENTALS HOLDINGS LIMITED 亞積邦租賃控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1496

2019 ANNUAL REPORT 年報



* For identification purposes only 僅供識別



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ABOUT AP RENTALS

關於亞積邦租賃

We are a leading equipment rental service company in Hong Kong with the capability of providing a wide range of construction, E&M engineering and event and entertainment equipment, equipment rental-related solutions and value-added services to our customers. We serve a diverse range of customers including leading construction and E&M engineering companies and large scale event and entertainment companies. Our rental equipment principally covers power and energy equipment, high-reach equipment, material handling equipment and other equipment (include lifting, earth moving, foundation, road and transportation, tunneling, demolition and small equipment).

亞積邦租賃是香港的領先設備出租服務公司，有能力向客戶提供各式各樣建築、機電工程及節目及娛樂設備、設備出租相關解決方案及增值服務。我們為各大建築及機電工程公司以及大型節目及娛樂公司等不同範疇的客戶提供服務。出租設備主要包括動力能源設備、高空工作設備、物料處理設備及其他設備(包括起重、土方工程、地基、道路及交通、隧道、拆卸及小型設備)。





AP RENTALS

JLG ULTRA BOOM

CITY GALLERY

AP RENTALS
2170 8638
1350SJF

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Lau Pong Sing (*Chairman*)
Chan Kit Mui, Lina

Non-executive Director:

Nakazawa Tomokatsu

Independent Non-executive Directors:

Ho Chung Tai, Raymond
Siu Chak Yu
Li Ping Chi

AUDIT COMMITTEE

Li Ping Chi (*Chairman*)
Ho Chung Tai, Raymond
Siu Chak Yu

REMUNERATION COMMITTEE

Siu Chak Yu (*Chairman*)
Li Ping Chi
Lau Pong Sing

NOMINATION COMMITTEE

Lau Pong Sing (*Chairman*)
Siu Chak Yu
Li Ping Chi

RISK MANAGEMENT COMMITTEE

Lau Pong Sing (*Chairman*)
Chan Kit Mui, Lina
Wong Cheuk Man

AUTHORISED REPRESENTATIVES

Lau Pong Sing
Wong Cheuk Man

COMPANY SECRETARY

Wong Cheuk Man (HKICPA, ACCA)

COMPLIANCE ADVISER

Ballas Capital Limited
Unit 1802, 18/F,
1 Duddell Street, Central,
Hong Kong

董事會

執行董事：

劉邦成 (*主席*)
陳潔梅

非執行董事：

中澤友克

獨立非執行董事：

何鍾泰
蕭澤宇
李炳志

審核委員會

李炳志 (*主席*)
何鍾泰
蕭澤宇

薪酬委員會

蕭澤宇 (*主席*)
李炳志
劉邦成

提名委員會

劉邦成 (*主席*)
蕭澤宇
李炳志

風險管理委員會

劉邦成 (*主席*)
陳潔梅
王卓敏

授權代表

劉邦成
王卓敏

公司秘書

王卓敏 (HKICPA、ACCA)

合規顧問

博思融資有限公司
香港
中環都爹利街1號
18樓1802室

Note: Ballas Capital Limited ceased to be the compliance adviser of the company on 25 July 2018, being the date on which the company complies with rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the date of initial listing.

附註：博思融資有限公司於2018年7月25日（即本公司就其首次上市日期起計首個完整財政年度的財務業績遵守上市規則第13.46條）不再為本公司的合規顧問。

CORPORATE INFORMATION

公司資料

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35th Floor, One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISER

As to Hong Kong Law

Deacons
5th Floor, Alexandra House
18 Chater Road, Central
Hong Kong

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 15, 19th Floor
Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui East
Kowloon
Hong Kong

STOCK CODE

1496

COMPANY WEBSITE

www.aprentalshk.com

核數師

德勤·關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一座35樓

法律顧問

有關香港法律

的近律師行
香港
中環遮打道18號
歷山大廈5樓

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司

股份過戶登記總辦事處

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

香港股份過戶登記辦事處分處

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

註冊辦事處

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

總辦事處及香港主要營業地點

香港
九龍
尖沙咀東
科學館道1號
康宏廣場
19樓15室

股份代號

1496

公司網址

www.aprentalshk.com





CHAIRMAN'S STATEMENT

主席報告



*Chairman; Chief Executive Officer
and Executive Director*

Mr. Lau Pong Sing

劉邦成先生

主席、行政總裁兼執行董事

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of Directors (the "**Board**") of AP Rentals Holdings Limited ("**AP Rentals**" or the "**Company**"), I hereby present the audited consolidated annual results of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 March 2019 (the "**Year**" or "**FY2019**").

For FY2019, the Group had a total revenue of approximately HK\$146.1 million, representing a decrease of 35.1% as compared to that of approximately HK\$225.3 million for the year ended 31 March 2018 ("**FY2018**"). The Group's administrative, selling and distribution expenses decreased to approximately HK\$36.3 million (FY2018: approximately HK\$40.9 million), representing a decrease of approximately 11.2% over last year. The decrease was mainly due to decrease in salary expenses for staff, directors' emoluments, compliance fee and marketing & promotional expenses. The Group's net profit decreased from approximately HK\$21.1 million in FY2018 to net loss of approximately HK\$(2.5) million in FY2019. Please refer to the section headed "**Management Discussion and Analysis**" ("**MD&A**") for details of the Group's business performance for FY2019. The Environmental, Social and Governance Report, which summarizes our effort and performance in promoting and strengthening corporate social responsibility among the Group during the Year, will be published separately within three months after the publication of the annual report of the Company.

各位股東：

本人謹代表亞積邦租賃控股有限公司（「**亞積邦租賃**」或「**本公司**」）董事會（「**董事會**」）提呈本公司及其附屬公司（統稱「**本集團**」）截至2019年3月31日止年度（「**本年度**」或「**2019年財政年度**」）的經審核綜合年度業績。

於2019年財政年度，本集團的總收益約為146.1百萬港元，較截至2018年3月31日止年度（「**2018年財政年度**」）約225.3百萬港元減少35.1%。本集團的行政、銷售及分銷開支減少至約36.3百萬港元（2018年財政年度：約40.9百萬港元），較去年減少約11.2%。此乃主要由於員工的薪金開支、董事酬金、合規開支以及市場推廣及宣傳開支下降所致。本集團的純利由2018年財政年度約21.1百萬港元減少至2019年財政年度的淨虧損約(2.5)百萬港元。有關本集團2019年財政年度業務表現詳情，請參閱「**管理層討論與分析**」（「**管理層討論與分析**」）一節。環境、社會及管治報告概述本集團於本年度在促進及加強企業社會責任上付出的努力及表現，將於本公司年報刊發後三個月內另行刊發。

CHAIRMAN'S STATEMENT

主席報告

The Hong Kong economy has been deteriorating since April 2018 due to the possible trade war between the US and China (the **"Trade War"**). In the first quarter of 2019, the Hong Kong economy advanced 0.5 percent year-on-year, which was the weakest growth rate since the third quarter of 2009, when the economy shrank 1.7 percent. Private consumption and government spending eased and fixed investment continued to contract (<https://tradingeconomics.com/articles/05022019090441.htm>). Not only Hong Kong, countries like the People's Republic of China (**"PRC"**) and Singapore are also affected.

In FY2019, the overall market sentiment of the construction industry in Hong Kong was poor due to the completion of key projects, the Express Rail Hong Kong section (**"Express Rail HK"**) and the Hong Kong-Zhuhai-Macao Bridge Hong Kong Boundary Crossing Facilities (**"HZMB"**). Furthermore, existing key projects faced difficulties in their progress. For instance, the Third Runway of the Hong Kong International Airport (the **"Third Runway"**) and the rail for Shatin to Central Link (the **"SCL"**) have been affected by the lack of landfill construction market and the issues on site management of the SCL respectively.

Under such economic environment and the market sentiment of the construction industry, the performance of our Group is affected. All our revenue lines drop in FY2019, of which the revenue from sales of machinery and spare parts recorded a significant decrease by approximately 74.5% when compared to that of FY2018 (approximately HK\$41.1 million) while the revenue from lease of machinery also recorded a decrease of approximately 22.4% when compared with that of FY2018 (approximately HK\$144.4 million). However, the Group still made investment in new, advanced and specific machines, including the generators for our newly introduced Automatic Power System (**"APS"**) in the Smart System in Mobile Electricity (**"SSME"**) in FY2019 (approximately HK\$91.8 million). The APS can help our customers (i) to save energy and fuel, reduce particulate matter, air emissions (especially carbon monoxide and nitrogen dioxide) and noise level; (ii) save manpower for onsite power monitoring, and allow on time equipment maintenance without affecting the power supply and ensure continuous production as well as smart equipment management, which would lead to cost reduction and foster environmental protection. Notwithstanding our continuous investment on advanced machines, our financial position still maintained its good shape as at 31 March 2019 with nil gearing ratio and relatively abundant cash flow. For details, please refer to the MD&A section.

自2018年4月以來，由於中美可能發生貿易戰（「貿易戰」），導致香港經濟不斷惡化。於2019年第一季度，香港經濟同比增長0.5%，這是繼2009年第三季度經濟萎縮1.7%以後最疲弱的經濟增長率。私人消費及政府支出減少，固定投資額持續收縮 (<https://tradingeconomics.com/articles/05022019090441.htm>)。不僅是香港，中華人民共和國（「中國」）及新加坡等國家亦受到影響。

於2019年財政年度，由於高鐵香港段（「高鐵香港段」）及港珠澳大橋香港口岸人工島（「港珠澳大橋」）等多個重點項目經已完工，導致香港建築業的整體市場氣氛低迷。此外，現有重點項目的進展亦遇到種種困難。例如，香港國際機場第三條跑道（「三跑」）及沙田至中環線（「沙中線」）的鐵路工程分別受到填海工程市場不足及沙中線工地管理問題影響。

在這樣的經濟環境及建築業的市場氣氛下，本集團的表現亦受到影響。我們於2019年財政年度的所有收益業務均有所減少，當中機械及零件銷售的收益較2018年財政年度（約41.1百萬港元）大幅下降約74.5%，而機械租賃的收益亦較2018年財政年度（約144.4百萬港元）下降約22.4%。然而，本集團仍繼續投資新型先進的特製機械，包括我們於2019年財政年度於移動電源智能系統（「移動電源智能系統」）新引進自動電源系統（「自動電源系統」）的發電機（約91.8百萬港元）。自動電源系統有助我們的客戶 (i) 節省能源及燃料；減低懸浮粒子、氣體排放（尤其是一氧化碳及二氧化氮）及噪音水平；(ii) 減少現場電源監控人手；在不影響供電的情況下適時進行設備維護；並確保持續生產以及智能設備管理，從而降低成本並促進環境保護。儘管我們不斷投資先進機械，本集團於2019年3月31日的財務狀況仍然保持穩健，資本負債比率為零，現金流量相對充裕。有關詳情，請參閱管理層討論及分析一節。

CHAIRMAN'S STATEMENT

主席報告

The Group's business performance in Macau experienced a decline in FY2019 but it was not material compared to that of Hong Kong because the decline in Macau has started since the year 2017 and should have reached its bottom in the year 2019. The Group has introduced a greater range of machines into Macau in FY2019 and we are focusing on the building work.

Lastly, for the Group's business in Singapore, the results were far from satisfactory, with revenues and net return of our wholly-owned subsidiary, AP Equipment Rentals (Singapore) Pte. Limited ("**AP Singapore**"), approximately HK\$1 million and a net loss of approximately HK\$(3.9) million respectively for FY2019. Obviously, the Group has only made a trial run in Singapore and the overall sentiments of the construction industry in Singapore were poor. In 2019, the Group would try to consider a new business mode to operate our business in Singapore so as to reduce losses and to increase revenues.

Looking ahead, the Group would continue its investment in advanced machines and explore any possible opportunities to expand our business beyond Hong Kong in coming months after considering any possible business and economic risks, for instance, the effect of the possible Trade War. The Group would try to promote our APS in SSME and similar new products in Hong Kong, which aims at enabling our customers to benefit from our advanced machines in different aspects, namely smart equipment management, environmental protection, energy saving, job safety and efficiency. We hope it would ultimately benefit our community in Hong Kong as a whole. Further, the work progress of key projects in Hong Kong, namely Central Kowloon Route ("**CKR**"), the Kai Tak Sports Park ("**KTSP**") and the Third Runway, should be on track. These would definitely fuel up the demands of the construction machines and our Group is expected to capitalize on such increasing demand.

本集團的澳門業績於2019年財政年度出現下滑，但相對香港而言並不重大，因澳門業務自2017年以來已經開始下滑，故2019年應已見谷底。本集團於2019年財政年度一直將更多類型機械引入澳門，目前專注於建築工程。

最後，本集團新加坡的業務方面，業績表現未如理想，就本公司全資附屬公司AP Equipment Rentals (Singapore) Pte. Limited ("**AP Singapore**") 收益及淨回報而言，2019年財政年度分別錄得約1百萬港元及淨虧損約(3.9)百萬港元。顯然，本集團僅在新加坡進行試運，而新加坡建築業的整體氣氛亦見疲倦。於2019年，本集團將嘗試考慮採用新的業務模式經營新加坡業務，以減少虧損並增加收益。

展望未來，在考慮任何可能的業務及經濟風險(如可能發生貿易戰帶來的影響)後，本集團將繼續投資先進機械，並探索任何可能在未來數月將業務擴展至香港以外的商機。本集團將於香港推廣於移動電源智能系統的自動電源系統及類似的新產品，以使我們的客戶在智能設備管理、環境保護、節能、工作安全及效益等各方面受惠於我們的先進機械。我們希望藉此最終能使香港整個社會受益。此外，香港重點項目的工作進度將如期進行，即中九龍幹線("**中九龍幹線**")、啟德體育園("**啟德體育園**")及三跑，有關項目將導致建築機械的需求增加，而本集團預期會好好把握日益增長的需求。

CHAIRMAN'S STATEMENT

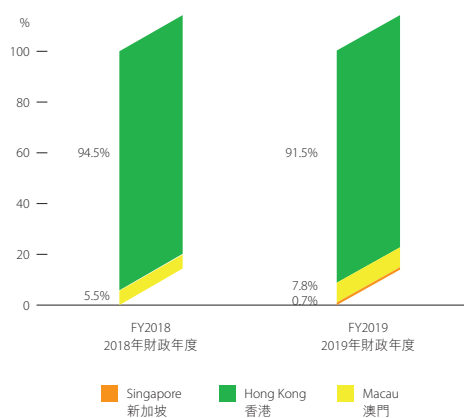
主席報告

On 10 May 2019, AP Rentals (China) Limited, a wholly-owned subsidiary of the Company, has entered into an equity transfer agreement to acquire a PRC company, Ajax Pong (Shanghai) Limited (the “**Ajax Pong Shanghai**”), which principally engaged in the construction equipment rental services business in the PRC since 2015. For details, please refer to the MD&A section and the section headed “**Events after the reporting period**”. The acquisition will enable the Group to (i) expand its business and diversify its income streams geographically; and (ii) expand its owned equipment fleet and customer base. The expansion into the PRC market will also enable the Group to capitalize on the national policies of the PRC government to develop the Guangdong-Hong Kong-Macao Greater Bay Area, which will bring along macroeconomic momentum and opportunities. According to “**Outline Development Plan for the Guangdong-Hong Kong Macao Greater Bay Area**” (the “**Development Plan**”) (https://www.bayarea.gov.hk/filemanager/en/share/pdf/Outline_Development_Plan.pdf) published in February 2019, the Development Plan indicated that it aims to (i) build a rapid transport network in the Greater Bay Area focusing on connecting the Mainland with Hong Kong and Macau, as well as focusing on connecting the east and west banks of the Pearl River Estuary; (ii) build a rapid inter-city transport network mainly involving high-speed rails, inter-city railway links and high-grade motorways; and (iii) accelerate the construction of infrastructure such as the Shenzhen-Zhongshan Bridge and the Second Humen Bridge cross-river link. The Group expects that around 70% of the fleet of equipment of Ajax Pong Shanghai will be allocated to leasing while the remaining will be allocated to trading. Lastly, the Group does not expect to have much improvement in the business of Macau and Singapore in the coming year.

於2019年5月10日，本公司全資附屬公司亞積邦租賃(中國)有限公司已訂立股權轉讓協議以收購中國公司亞積邦建設工程機械(上海)有限公司(「阿積邦上海」)，該公司自2015年起主要在中國從事建築設備租賃服務業務。有關詳情，請參閱管理層討論及分析一節以及「**報告期後事項**」部分。收購事項可讓本集團將(i)擴展業務並在地域上實現收入來源多元化；及(ii)擴展其自置設備機組及客戶群。擴展至中國市場亦將使本集團能善用中國政府發展粵港澳大灣區的國家政策，從而帶來宏觀經濟勢頭及機遇。根據於2019年2月出版的「**粵港澳大灣區發展規劃綱要**」(「**發展規劃**」)(https://www.bayarea.gov.hk/filemanager/tc/share/pdf/Outline_Development_Plan.pdf)，發展規劃顯示，其目的旨在(i)以連通內地與港澳以及珠江口東西兩岸為重點，構築大灣區快速交通網絡；(ii)構建以高速鐵路、城際鐵路及高等級公路為主體的城際快速交通網絡；及(iii)加快深中通道及虎門二橋過江通道等基礎設施的建設。本集團現時預期阿積邦上海約70%的設備機組將分配至租賃業務，而其餘則分配至買賣業務。最後，本集團並不預計澳門及新加坡的業務於明年將有大幅改善。

GEOGRAPHICAL BREAKDOWN OF GROUP'S REVENUE

本集團收益之地域細分



CHAIRMAN'S STATEMENT

主席報告

In light of the above, the Group will further expand its trading business and rental solution business in Hong Kong and PRC. We will foster the concepts of environmental protection and rental solution in Hong Kong and the PRC, which would help us further penetrating into the building sector and reduce price competition. Further, we will also dispose of those rental machines with low utilization rate and will tighten our cost control so as to further reduce our operating costs. We would try to improve the performance of our operation in Singapore in coming months. The Group is expected to strengthen our competitive edges in longer term of view and thus improve our profitability.

Last but not least, I would like to express my gratitude to the Board for its brilliant leadership, the entire staff for their untiring efforts during the Year, as well as the strong support from our shareholders (the "**Shareholders**"). I would also like to thank our investors, customers, suppliers and business partners for their backing. We will continue to fortify AP Rental's leadership in the equipment rental industry, realize sustainable growth and generate satisfactory returns for Shareholders.

The Board does not recommend the payment of a final dividend for the year ended 31 March 2019.

By Order of the Board

Mr. Lau Pong Sing

Chairman and Executive Director

28 June 2019

有鑑於此，本集團將進一步擴展其於香港及中國的貿易業務及租賃解決方案業務。我們將在香港及中國積極推動環保及租賃解決方案概念，以進一步提升我們於建築業的滲透率，減少價格競爭。此外，我們亦將出售使用率偏低的租賃機械，並將加強成本控制，以進一步降低運營成本。我們在未來數月內將努力改善新加坡業務的表現。長遠而言，本集團預計將致力加強競爭優勢，從而提高我們的盈利能力。

最後，於本年度承蒙董事會英明領導、全體員工努力不懈及股東（「股東」）鼎力支持，本人謹此致謝。本人亦藉此機會感謝我們的投資者、客戶、供應商及業務夥伴給予支持。我們將繼續鞏固亞積邦租賃於設備出租行業的領導地位，實現可持續增長，並為股東帶來豐厚回報。

董事會不建議就截至2019年3月31日止年度派付末期股息。

承董事會命

劉邦成先生

主席兼執行董事

2019年6月28日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

GROUP OVERVIEW

The Group is a leading equipment rental service company in Hong Kong. The principal activities of the Group encompass the provision of equipment rental-related solutions and value-added services to customers. The Group owns and maintains a strong rental fleet of over 1,940 units of equipment as at 31 March 2019 and also rents equipment from its suppliers, mainly from its shareholder and strategic partner, Kanamoto Co., Ltd., which is one of the leading construction equipment rental groups in Japan.

The Group strives to serve our valuable customers better with the provision of the equipment rental-related solutions and value-added services. For the year ended 31 March 2019 (“FY2019”), the Group recorded a decline in trading income and a decrease in leasing income due to the completion of the Express Rail Hong Kong section (“Express Rail HK”) and the Hong Kong-Zhuhai-Macao Bridge Hong Kong Boundary Crossing Facilities (“HZMB”). Furthermore, the continuous trade war between the US and China (the “Trade War”) has inevitably led to poor economic and business sentiments, and thus would definitely affect our customers in making any decision in investment. Our customers might (i) defer the purchase of more machines; (ii) continue the use of existing machines that should be replaced; and/or (iii) satisfy their need by means of rental of machines. As the result, our machinery trading income tumbled while our rental income only recorded a decrease. For details, please refer to the section headed “Financial Review”. The business of the Group in Macau also recorded a small decline while the business of the Group in Singapore just recorded a small revenue.

However, the Group has implemented strategies to strive for long term success. As such, in FY2019, the Group has invested in new, advanced and specific machines, including the generators for our newly introduced auto power system “APS”, boom lifts, excavators and spider crane amounting to approximately HK\$91.8 million (FY2018: approximately HK\$76.4 million). On the other hand, we continued our disposal of approximately HK\$18.0 million (being the net book value) of aged equipment. Such measures will definitely improve our competitiveness in the market and enable the Group to provide more value-adds to our customers in long run. As a result, the Group will not be heavily involved in the price war in the rental market. We would continue to be a solution-provider.

集團概覽

本集團是香港的領先設備出租服務公司。本集團的主要活動包括向客戶提供設備出租相關解決方案及增值服務。截至2019年3月31日，本集團擁有並維持涉及超過1,940台設備的大量出租機組，亦會向供應商租用設備，有關供應商主要是其股東及策略合作夥伴Kanamoto Co., Ltd.，該公司是日本一間領先建築設備出租集團。

本集團致力透過提供設備出租相關解決方案及增值服務，為寶貴客戶提供更優質服務。截至2019年3月31日止年度（「2019年財政年度」），由於高鐵香港段（「**高鐵香港段**」）及港珠澳大橋香港口岸人工島（「**港珠澳大橋**」）完工，故本集團貿易收入減少，且租賃收入亦有所減少。此外，中美貿易戰（「**貿易戰**」）持續，無可避免地導致經濟及營商氣氛不振，因此無疑會影響我們客戶所作出的任何投資決定。我們的客戶或會(i)延遲購買更多機械；(ii)繼續使用原應更換的現有機械；及／或(iii)以租賃機械的方式滿足其需要。因此，我們的租賃貿易收入下降，而租賃收入亦僅錄得跌幅。有關詳情請參閱「**財務回顧**」一節。本集團於澳門的業務亦錄得小幅回落，而本集團於新加坡的業務則僅錄得少量收益。

然而，本集團已實施策略，致力取得長期成功。為此，於2019年財政年度，本集團已投資新穎的特製先進機械，包括與新引入的自動電源系統（「**自動電源系統**」）有關的發電機、曲臂式高空工作台、挖掘機及蜘蛛式起重機，價值約91.8百萬港元（2018年財政年度：約76.4百萬港元）。另一方面，我們繼續出售賬面淨值約18.0百萬港元的陳舊設備。有關措施將無疑於長遠而言可改善我們於市場的競爭力，且使本集團得以向客戶提供更多增值服務。因此，本集團將不會全力參與租賃市場的價格戰，並將繼續作為解決方案供應商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

GROUP OVERVIEW (Continued)

For FY2019, the Group recorded revenue of approximately HK\$146.1 million, representing a decrease of approximately 35.1% as compared to that of approximately HK\$225.3 million for the year ended 31 March 2018 ("FY2018"). For FY2019, the Group recorded gross profit of approximately HK\$26.2 million, representing a decrease of approximately 54.3% as compared to that of approximately HK\$57.2 million for FY2018. The gross profit margin for FY2019 was approximately 17.9% (FY2018: approximately 25.4%), representing a decrease of approximately 29.5% as compared to that for FY2018. Please refer to the section headed "Financial Review" of this report for further details of the Group's performance in FY2019.

Net profit attributable to owners of the Company decreased by approximately HK\$23.6 million from approximately HK\$21.1 million in FY2018 to net loss attributable to owners of the Company of approximately HK\$(2.5) million in FY2019. This was primarily due to (i) decrease in sales of machinery and parts; (ii) decrease in operating service income; (iii) decrease in gain on disposal of equipment; (iv) decrease in leasing income of machinery and other service income; and (v) net loss recorded in AP Singapore. In short, the Group has recorded a decrease in net profit in its businesses in Hong Kong and Macau for FY2019 while AP Singapore recorded a net loss for FY2019.

Basic loss per share attributable to owners of the Company for FY2019 was HK(0.29) cent while the basic profit per share attributable to owners of the Company for FY2018 was HK2.44 cents.

集團概覽(續)

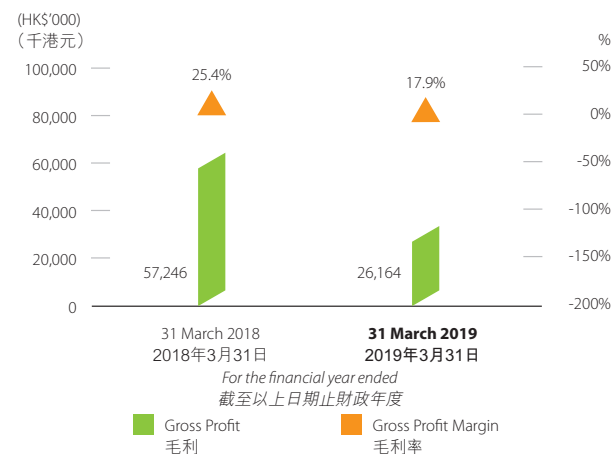
於2019年財政年度，本集團錄得收益約146.1百萬港元，較截至2018年3月31日止年度(「2018年財政年度」)約225.3百萬港元減少35.1%。於2019年財政年度，本集團錄得毛利約26.2百萬港元，較2018年財政年度的毛利約57.2百萬港元下降約54.3%。2019年財政年度的毛利率約為17.9% (2018年財政年度：約25.4%)，較2018年財政年度的毛利率下降約29.5%。有關本集團於2019年財政年度表現的進一步詳情，請參閱本報告「財務回顧」一節。

本公司擁有人應佔純利從2018年財政年度約21.1百萬港元下降約23.6百萬港元至2019年財政年度本公司擁有人應佔淨虧損約(2.5)百萬港元，主要由於(i)機械及零件銷售額減少；(ii)操作服務收入減少；(iii)出售設備的收益減少；(iv)機械的租賃收入及其他服務收入減少；及(v)AP Singapore錄得淨虧損所致。簡而言之，於2019年財政年度，本集團於香港及澳門的業務所錄得純利減少，而AP Singapore於2019年財政年度則錄得淨虧損。

2019年財政年度的本公司擁有人應佔每股基本虧損為(0.29)港仙，而於2018年財政年度，本公司擁有人應佔每股基本溢利則為2.44港仙。

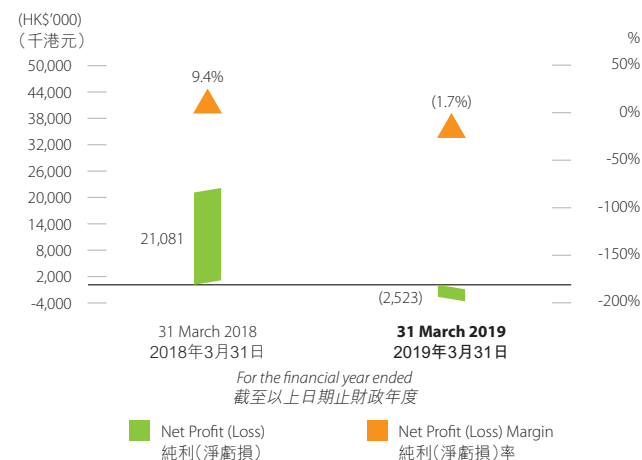
GROSS PROFIT

毛利



NET PROFIT (LOSS)

純利(淨虧損)



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS OVERVIEW

During FY2019, the overall market sentiment in the construction industry is deteriorating in Hong Kong. The main reasons were that the Express Rail HK and HZMB were completed in September and October 2018 respectively, which heavily affected the Group's rental business. Despite the fact that other key projects, namely Central Kowloon Route ("CKR"), the Kai Tak Sports Park ("KTSP"), Third Runway of the Hong Kong International Airport (the "Third Runway") and the Tseung Kwan O-Lam Tin Tunnel (the "TKO-LT Tunnel") have been launched, the demands for rental equipment have not increased materially. For instance, the demand from the Third Runway was below our expectation due to the lack of landfill construction material and bad weather. Thus, the demands from the aforesaid projects could not soften the decrease in rental income caused by the return of rental machines after completion of the Express Rail HK and the HZMB projects. Even worse, problems of the Shatin to Central Link have affected the progress of the project and thus also affected the demands on machines. For the trading business, the further interest hikes in the US and Hong Kong during FY2019 and the continuous Trade War have threatened the global economy. As a result, the economic sentiments in Hong Kong are deteriorating, which inevitably affected our trading business. However, we believe business would improve after the Third Runway has reached its normal work progress and the cessation of the Trade War.

For the business in Macau, we recorded a slight decrease in total revenue in FY2019. For the business in Singapore, we have started to make some rental business to test the market and only a negative result could be reported in FY2019.

業務概覽

於2019年財政年度，香港建築業的整體市場氣氛每況愈下，主要原因為高鐵香港段及港珠澳大橋已分別於2018年9月及10月完工，嚴重影響本集團的出租業務。儘管其他主要項目（即中九龍幹線（「中九龍幹線」）、啟德體育園（「啟德體育園」）、香港國際機場第三條跑道（「三跑」）及將軍澳—藍田隧道（「將藍隧道」）均已展開，租用設備的需求並無大幅增加。例如，來自三跑的需求由於缺乏填海工程物料及天氣惡劣而低於我們預期。因此，來自上述項目的需求無法填補高鐵香港及港珠澳大橋完工後退還租用機械所導致的租用收入減少。再者，沙田至中環綫的問題已影響項目進度，亦隨之影響對機械的需求。貿易業務方面，於2019年財政年度美國及香港進一步加息以及貿易戰持續已威脅全球經濟。因此，香港的經濟氣氛每況愈下，無可避免地對我們的貿易業務造成影響。然而，我們相信業務將會於三跑回復正常施工進度及貿易戰結束後有所改善。

就澳門業務而言，我們於2019年財政年度的總收益錄得輕微減少。就新加坡業務而言，我們已開展部分出租業務，以測試市場，並僅可於2019年財政年度錄得負面業績。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

PROSPECTS

The Group expects the Hong Kong market to continue to be the Group's major market. We expect that our rental income will benefit from the CKR and the KTSP when entering phases where more machines are required in late 2019 and the impediment in the work of the Third Runway is removed and resolved in coming months. However, for the trading business, its performance will greatly depend on the outcomes of the Trade War. For our operating service income line, the Group would reduce its focus on this line of income due to its inherent risk in hiring operators. The HKSAR government is expected to make continuous investment in infrastructure in Hong Kong, like those cited in the 2018 Policy Address (the "2018 Policy Address") delivered by the Chief Executive of the HKSAR in 2018, including the concept of "Lantau Tomorrow", which has definitely demonstrated the intention and the long term direction of the HKSAR government. Land reclamation would be one of the key methods for increasing land supply for the continuous development of Hong Kong in the coming decades. As such, the Group still has confidence on the future of its business in Hong Kong.

On 10 May 2019 (after trading hours), AP Rentals (China) Limited, a newly formed company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company has entered into a discloseable and connected transaction in relation to acquisition of a company established in the People's Republic of China ("PRC") ("Target Company"). Please refer to the section headed "Event after the reporting period" of this report for further details. As relating the (i) discloseable and connected transaction in relation to acquisition of Target Company; and (ii) connected transaction in relation to proposed amendments to the deed of non-competition dated 18 March 2016 and executed by Mr. Lau Pong Sing, Ms. Chan Kit Mui, Lina, New Club House International Limited and Great Club House Holdings Limited in favour of the Company have been passed in the extraordinary general meeting of the Company held on 25 June 2019, the Group is expected to (i) expand its business and diversify its income streams geographically; and (ii) expand its owned equipment fleet and customer base. The expansion into the PRC market will also enable the Group to capitalise on the national policies of the PRC government to develop the Guangdong-Hong Kong-Macao Greater Bay Area which will bring along macroeconomic momentum and opportunities.

展望

本集團預期香港仍為本集團的主要市場。我們預期於中九龍幹線及啟德體育園在2019年年底進入需要更多機械的階段，以及當三跑的施工障礙於未來數月移除及解決後，將會令我們的租金收入受惠。然而，貿易業務的表現仍在很大程度上須視乎貿易戰的結果而定。至於操作服務收入方面，由於在聘請操作員方面的固有風險，本集團將會減少集中於此項收入來源。正如香港特區政府行政長官於行政長官2018年施政報告（「2018年施政報告」）所述一樣，預期香港特區政府仍將繼續對香港基建投資，保持長期發展，當中包括「明日大嶼」的概念，無疑展示香港特區政府的意向及長遠目標。填海將為其中一個為香港未來幾十年持續發展並增加土地供應的方法。因此，本集團仍然業其香港業務的未來抱有信心。

於2019年5月10日（交易時段後），亞積邦租賃（中國）有限公司（一間新成立的香港註冊有限公司，並為本公司間接全資附屬公司）就收購一間於中華人民共和國（「中國」）成立的公司（「目標公司」）訂立一項須予披露及關連交易。進一步詳情請參本報告「報告期後事項」一節。由於有關(i)收購目標公司的須予披露及關連交易；及(ii)建議修訂日期為2016年3月18日並由劉邦成先生、陳潔梅女士、New Club House International Holdings Limited及Great Club House Holdings Limited以本公司為受益人所簽立的不競爭契據的關連交易的決議案已於本公司在2019年6月25日舉行的股東特別大會上獲通過，本集團預期會(i)擴展業務並在地域上實現收入來源多元化；(ii)擴展其自置設備機組及客戶群。擴展至中國市場亦將使本集團能善用中國政府發展粵港澳大灣區的國家政策，從而帶來宏觀經濟勢頭及機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

PROSPECTS (Continued)

For the Group's business in Macau, we believe that the demand for construction equipment will not improve significantly due to the completion of major casino projects. Nevertheless, the Group has continuously introduced more kinds of machines into Macau during FY2019, including air compressors and excavators to Macau for rental purpose. Our belief remains unchanged that in long run, the demand of construction equipment in Macau will pick up due to the needs to improve its infrastructure, like drainage. For the Group's business in Singapore, we are considering to make a shift in its business model in coming months so as to reduce its net loss.

Lastly, due to the Trade War, the Group has not made any business progress in respect of expansion of the business in Southeast Asia countries lying along the "Belt & Road". Once the Trade War ceases, the Group will consider to keep an eye on any business opportunities over the "Belt & Road" again.

FINANCIAL REVIEW

Revenue

For FY2019, the Group recorded a decrease in revenue of approximately HK\$79.2 million, with the total revenue amounting to approximately HK\$146.1 million for FY2019, representing a decrease of approximately 35.1% as compared to that of approximately HK\$225.3 million for FY2018. The decrease in revenue mainly resulted from the decrease in all segments of business of the Group.

(i) Lease of machinery

During FY2019, the Group's rental income from rental services, which involved the rental of construction, electrical and mechanical engineering and event and entertainment equipment in Hong Kong, Macau and Singapore, decreased to approximately HK\$112.1 million compared to that of approximately HK\$144.4 million in FY2018.

As mentioned above, the Group's rental business in Hong Kong and Macau continued to decline in FY2019 due to the reasons mentioned in the section headed "Business Overview" above.

Rental income of machinery accounted for approximately 76.7% of the Group's total revenue for FY2019 (FY2018: approximately 64.1%). The increase of the above percentage was led by the decline in the sales of machinery and parts in FY2019.

展望(續)

至於本集團的澳門業務方面，我們相信由於主要娛樂場項目均已落成，故此對建築設備的需求將不會大幅增加。然而，本集團於2019年財政年度繼續將更多機械(包括空氣壓縮機及挖掘機)引入至澳門作出租用途。我們仍然相信長遠而言，澳門的建築設備需求將會上升，原因是澳門有需要改善其基礎設施(例如排水系統)。至於本集團於新加坡的業務方面，我們正考慮於未來數月改變其業務模式，從而降低其淨虧損。

最後，由於貿易戰的緣故，本集團於擴展「一帶一路」沿線東南亞國家的業務方面未有任何進展。於貿易戰結束後，本集團將考慮再次密切留意有關「一帶一路」的任何商機。

財務回顧

收益

於2019年財政年度，本集團的收益減少約79.2百萬港元，2019年財政年度的總收益約為146.1百萬港元，較2018年財政年度約225.3百萬港元下降約35.1%。收益減少的主要因為本集團業務所有分部收益減少所致。

(i) 出租機械

於2019年財政年度，本集團來自出租服務(涉及在香港、澳門及新加坡出租建築、機電工程及活動及娛樂設備)的租金收入減少至約112.1百萬港元，而於2018年財政年度則約為144.4百萬港元。

如上所述，本集團於香港及澳門的出租業務於2019年財政年度持續倒退，有關原因於上文「業務概覽」一節提述。

來自機械的租金收入佔本集團2019年財政年度總收益約76.7%(2018年財政年度：約64.1%)。上述百分比升幅乃由於在2019年財政年度機械及零件銷售下跌所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Revenue (Continued)

(ii) Operating service income

The Group offers equipment operating services in Hong Kong by providing equipment operators to operate the equipment at the job sites of its customers. For FY2019, revenue from equipment operating services decreased by approximately 57.1% to approximately HK\$10.8 million (FY2018: approximately HK\$25.2 million), and accounted for approximately 7.4% of the Group's total revenue for FY2019 (FY2018: approximately 11.2%). The decrease in operating service income for FY2019 was attributable to the shrinking in demand for operators by sizable construction companies in Hong Kong upon the completion of various key projects in Hong Kong and the shift of the Group's focus due to its inherent risk in employing and managing of the operators.

(iii) Other service income

The Group's other service income, which arises from rental arrangements including repair, transportation, maintenance and technical support services during the rental period, recorded a decrease and amounted to approximately HK\$12.7 million for FY2019 (FY2018: approximately HK\$14.6 million). The decrease was mainly contributed by the decrease of the demand on transportation by the market in FY2019. The income from transportation was approximately HK\$9.2 million for FY2019 (FY2018: approximately HK\$10.5 million). The Group's other service income accounted for approximately 8.7% of the Group's total revenue for FY2019 (FY2018: approximately 6.5%).

(iv) Sales of machinery and spare parts

Due to the poor economic sentiment globally, the demand for construction equipment declined. The revenue from sales of machinery and spare parts decreased significantly by approximately 74.5% from approximately HK\$41.1 million in FY2018 to approximately HK\$10.5 million for FY2019, which accounted for approximately 7.2% of the Group's total revenue for FY2019 (FY2018: approximately 18.2%).

財務回顧(續)

收益(續)

(ii) 操作服務收入

本集團在香港提供設備操作服務，派遣設備操作員到客戶工地操作設備。於2019年財政年度，設備操作服務的收益減少約57.1%至約10.8百萬港元(2018年財政年度：約25.2百萬港元)及佔本集團2019年財政年度總收益約7.4%(2018年財政年度：約11.2%)。2019年財政年度操作服務的收益減少乃由於完成香港多項主要項目後，香港大型建築公司對操作員的需求減少，以及本集團由於聘請及管理操作員方面的固有風險而將其集中點改變所致。

(iii) 其他服務收入

本集團的其他服務收入(來自出租安排，包括於出租期間的維修、運輸、保養及技術支援服務)錄得減少，於2019年財政年度約為12.7百萬港元(2018年財政年度：約14.6百萬港元)。其他服務收入減少主要原因為於2019年財政年度市場對運輸的需求下降。來自運輸的收入於2019年財政年度約為9.2百萬港元(2018年財政年度：約10.5百萬港元)。本集團的其他服務收入佔本集團2019年財政年度總收益約8.7%(2018年財政年度：約6.5%)。

(iv) 機械及零件銷售

由於全球經濟情緒不佳，對建築設備的需求減少。來自銷售機械及零件的收益由2018年財政年度約41.1百萬港元大幅下降約74.5%至2019年財政年度約10.5百萬港元，佔本集團2019年財政年度總收益約7.2%(2018年財政年度：約18.2%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Cost of Sales

The Group's cost of sales amounted to approximately HK\$119.9 million for FY2019, representing a year-on-year decrease of approximately 28.6% (FY2018: approximately HK\$168.0 million). Cost of sales mainly comprised machinery hiring expenses, staff costs for the Group's equipment operators, technicians and truck drivers, costs for machinery and parts for trading and depreciation, which together accounted for approximately 86.0% of the Group's total cost of sales in FY2019 (FY2018: approximately 88.2%).

Among the four major items under cost of sales, the Group recorded a decrease of approximately 33.1% in machinery hiring expenses during FY2019, since more owned fleet, especially those advanced equipment, were rented out to the customers and the decrease in the demand for machines. Staff costs decreased by approximately 36.5% due to decrease in the demand for the Group's operators by the market and the shift of our business focus as mentioned before, which led to the decrease in number of operators required. Depreciation increased by approximately 3.0% year-on-year. The increase in total investment in machinery for rental was greater than the amount of disposed machinery, which led to the net increase in depreciation. Costs for machinery and parts decreased by approximately 78.7% due to the decrease in machinery sale in FY2019.

Gross Profit and Gross Profit Margin

The Group's overall gross profit decreased by approximately 54.3% from approximately HK\$57.2 million for FY2018 to approximately HK\$26.2 million for FY2019 and the Group's gross profit margin recorded a decline to approximately 17.9% for FY2019 (FY2018: approximately 25.4%). The decrease in gross profit margin was due to (i) the decrease in rental income for machines, (ii) decrease in revenue from sales of machinery, (iii) an increase in depreciation was recorded in FY2019 due to continuous investment on advanced machines, and (iv) a gross loss in AP Singapore amounting to approximately equivalent HK\$(0.7) million due to poor rental price in the market.

財務回顧(續)

銷售成本

本集團於2019年財政年度的銷售成本約為119.9百萬港元，同比下降約28.6%（2018年財政年度：約168.0百萬港元）。銷售成本主要包括機械租用成本、本集團設備操作員、技術人員及卡車司機的員工成本、可供購買機械及零件成本以及折舊，合共佔本集團於2019年財政年度總銷售成本約86.0%（2018年財政年度：約88.2%）。

在銷售成本項下四個主要項目中，本集團於2019年財政年度錄得機械租用開支減少約33.1%，歸因於向客戶出租更多自有機組（尤其是先進設備）及對機械的需求減少。員工成本減少約36.5%，原因是市場對本集團操作員的需求減少以及上文所述我們將業務集中點改變，令所須操作員數目減少。折舊同比增加約3.0%。折舊出現淨升幅，乃由於出租機械的總投資升幅高於出售機械的金額所致。機械及零件成本減少約78.7%，乃由於2019年財政年度的機械銷售減少所致。

毛利及毛利率

本集團的整體毛利從2018年財政年度約57.2百萬港元減少約54.3%至2019年財政年度約26.2百萬港元。本集團於2019年財政年度的毛利率減少至約17.9%（2018年財政年度：約25.4%）。毛利率減少乃由於(i)機械租金收入減少；(ii)來自銷售機械的收益減少；(iii)由於持續投資於先進機械而於2019年財政年度錄得折舊上升；及(iv) AP Singapore由於市場租金價格欠佳而錄得相當於約(0.7)百萬港元的毛損所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Other Income

The Group recorded other income amounting to approximately HK\$4.2 million in FY2019 (FY2018: approximately HK\$3.9 million), which represented an increase of approximately 7.7% from FY2018. The increase was due to an increase in interest income of approximately HK\$0.3 million in FY2019 when compared to FY2018. The increase was contributed by the increase of amount of bank deposits made in aggregate and the increase of interest rate in FY2019.

Other Gains and Losses

Other gains and losses amounted to approximately HK\$5.3 million in FY2019 (FY2018: approximately HK\$8.4 million after excluding allowance for doubtful debts recognised, net), representing a decrease of approximately 36.9% over FY2018.

Due to poor demand for the construction equipment in Hong Kong, including used equipment, the proceeds generated from the disposal of plant were reduced and a gain on disposal of plant and equipment of approximately HK\$5.3 million was recorded in FY2019 (FY2018: approximately HK\$8.9 million). In addition, the Group recorded an exchange loss of approximately HK\$0.1 million in FY2019 (FY2018: approximately HK\$0.6 million).

Impairment Losses Recognised on Trade Receivables, Net

For FY2019, the impairment losses recognised on trade receivables, net was approximately HK\$1.2 million (FY2018: approximately HK\$1.2 million).

Administrative, Selling and Distribution Expenses

For FY2019, administrative, selling and distribution expenses amounted to approximately HK\$36.3 million (FY2018: approximately HK\$40.9 million), representing a decrease of approximately 11.2% over FY2018. The decrease in administrative expenses was mainly due to decrease in staff costs, compliance fee and marketing & promotional expenses.

財務回顧(續)

其他收入

本集團於2019年財政年度錄得其他收入約4.2百萬港元(2018年財政年度:約3.9百萬港元),較2018年財政年度增加約7.7%。有關增幅乃由於2019年財政年度的利息收入較2018年財政年度增加約0.3百萬港元所致。增幅乃由於本集團於2019年財政年度的銀行存款總額及利率上升所致。

其他收益及虧損

2019年財政年度的其他收益及虧損約為5.3百萬港元(2018年財政年度:於扣除已確認呆賬撥備淨額後約8.4百萬港元),較2018年財政年度減少約36.9%。

由於香港對建築設備(包括二手設備)的需求減弱,於2019年財政年度出售廠房所得款項減少,而出售廠房及設備的收益約為5.3百萬港元(2018年財政年度:約8.9百萬港元)。此外,本集團於2019年財政年度錄得匯兌虧損約0.1百萬港元(2018年財政年度:約0.6百萬港元)。

已確認貿易應收款項減值虧損淨額

於2019年財政年度,已確認貿易應收款項減值虧損淨額約為1.2百萬港元(2018年財政年度:約1.2百萬港元)。

行政、銷售及分銷開支

於2019年財政年度,行政、銷售及分銷開支約為36.3百萬港元(2018年財政年度:約40.9百萬港元),較2018年財政年度減少約11.2%。行政開支減少主要由於員工成本、合規開支以及市場推廣及宣傳開支減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Finance Cost

Finance costs comprised interest on the Group's borrowings, which amounted to approximately HK\$0.5 million for FY2019 (FY2018: approximately HK\$1.0 million). The decrease was attributable to the repayment of loans, resulting in saving of interest expenses during FY2019.

Total Comprehensive (Expense) Income for FY2019

The Group recorded loss attributable to owners of the Company of approximately HK\$(2.5) million for FY2019 while the Group recorded profit attributable to owners of the Company of approximately HK\$21.1 million, representing a loss margin of approximately (1.7)% (a profit margin of approximately 9.4% in FY2018). The decrease in profit attributable to owners of the Company in FY2019 was mainly due to (i) the decrease in all revenue lines while the depreciation under the cost of sales increased, as explained above, (ii) decrease in gain on disposal of equipment; and (iii) the net loss reported in AP Singapore amounted to approximately HK\$(3.9) million in FY2019 due to the poor rental price in the market.

Capital Expenditure

The Group's capital expenditures in FY2019 primarily comprised expenditures on machinery and office equipment, amounting to a total of approximately HK\$92.5 million (FY2018: approximately HK\$80.3 million). The vast majority of the capital expenditures were used to fund the expansion of the Group's owned rental fleet of machinery, which accounted for approximately 99.2% of the total capital expenditure for FY2019.

Liquidity and Financial Resources Review

The Group financed its operations through a combination of cash flow from operations and borrowings. As at 31 March 2019, the Group had bank balances and cash equivalents of approximately HK\$51.8 million (as at 31 March 2018: approximately HK\$61.4 million) that were mainly denominated in Hong Kong Dollars, Japanese Yen, Macau Pataca ("MOP"), Singapore Dollars and United States Dollars, and had borrowings of approximately HK\$17.5 million (as at 31 March 2018: approximately HK\$20.1 million) that were mainly denominated in Hong Kong Dollars and in Japanese Yen.

財務回顧(續)

融資成本

融資成本包括本集團借款的利息，2019年財政年度約為0.5百萬港元(2018年財政年度：約1.0百萬港元)。融資成本減少是由於償還貸款而導致2019年財政年度節省利息開支。

2019年財政年度全面(開支)收益總額

本集團於2019年財政年度錄得本公司擁有人應佔虧損約(2.5)百萬港元，而本集團錄得本公司擁有人應佔溢利約21.1百萬港元，虧損率約(1.7)% (2018年財政年度：利潤率約9.4%)。2019年財政年度本公司擁有人應佔溢利減少，主要由於(i)上文所述所有收益業務減少而銷售成本下的折舊上升；(ii)出售設備收益減少；及(iii) AP Singapore由於市場租金價格欠佳而於2019年財政年度錄得相當於(3.9)百萬港元的淨虧損所致。

資本支出

本集團於2019年財政年度資本支出主要包括機械及辦公室設備的支出，合共約為92.5百萬港元(2018年財政年度：約80.3百萬港元)。資本支出大部份用於撥付本集團自置出租機械機組的擴張，佔2019年財政年度總資本支出約99.2%。

流動資金及財務資源回顧

本集團透過來自經營活動的現金流量及借款撥付其營運。於2019年3月31日，本集團有銀行結餘及現金等價物約51.8百萬港元(於2018年3月31日：約61.4百萬港元)主要以港元、日圓、澳門元(「澳門元」)、新加坡元及美元計值，以及有借款約17.5百萬港元(於2018年3月31日：約20.1百萬港元)主要以港元及日圓計值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources Review (Continued)

As at 31 March 2019, the Group banking facilities of approximately HK\$53.5 million (as at 31 March 2018: approximately HK\$58.1 million), of which approximately HK\$19.1 million (as at 31 March 2018: approximately HK\$17.3 million) had been drawn down, and approximately HK\$34.4 million (as at 31 March 2018: approximately HK\$40.8 million) were unutilised.

As at 31 March 2019, the gearing ratio of the Group was nil (as at 31 March 2018: nil), which was calculated based on the net debt divided by total equity. Net debt is defined as the sum of the borrowings, bank overdraft and obligations under finance leases, minus the cash and cash equivalents.

Going forward, the Group expects to fund its future operations and expansion plans primarily with cash generated from operations and borrowings.

Foreign Exchange Risk

Certain transactions of the Group are denominated in currencies which are different from the functional currencies of the Group, namely, Hong Kong Dollars, and therefore the Group is exposed to foreign exchange risk. Payments made by the Group for the settlement of its purchases from suppliers are generally denominated in Hong Kong Dollars, Japanese Yen, Singapore Dollars and United States Dollars. Payments received by the Group from its customers are mainly denominated in Hong Kong Dollars, MOP, Singapore Dollars and United States Dollars.

The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

財務回顧(續)

流動資金及財務資源回顧(續)

於2019年3月31日，本集團有銀行融資約53.5百萬港元(於2018年3月31日：約58.1百萬港元)，其中約19.1百萬港元(於2018年3月31日：約17.3百萬港元)已提取，約34.4百萬港元(於2018年3月31日：約40.8百萬港元)未動用。

於2019年3月31日，本集團的資本負債比率為零(於2018年3月31日：零)，乃按債務淨額除以權益總額計算得出。債務淨額定義為借款、銀行透支及融資租賃責任的總和減現金及現金等價物。

展望未來，本集團預期主要以來自經營活動的現金及借款撥付其未來營運及擴展計劃。

外匯風險

本集團若干交易用以計值的貨幣有別於本集團的功能貨幣(即港元)，因此，本集團面臨外匯風險。本集團用以結算其向供應商購貨的付款一般以港元、日圓、新加坡元及美元計值。本集團自客戶收取的付款主要以港元、澳門元、新加坡元及美元計值。

本集團並無外匯對沖政策。然而，本集團將繼續密切監察其面對的貨幣變動風險及採取積極措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Contingent Liabilities

As at 31 March 2019, the Group had no material contingent liabilities (as at 31 March 2018: Nil).

Material Acquisitions and Disposals of Subsidiaries and Associated Companies and Joint Ventures

On 10 May 2019, AP Rentals (China) Limited, a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Ajax Pong Construction Equipment Limited to acquire Ajax Pong (Shanghai) Limited (the "Acquisition"), a company principally engaged in the construction equipment rental services business in the PRC since 2015. The equity transfer agreement became unconditional on 25 June 2019. The transaction is expected to be completed on or before 30 September 2019.

The Acquisition will enable the Group to (i) expand its business and diversify its income streams geographically; (ii) expand its owned equipment fleet and customer base. The expansion into the PRC market will also enable the Group to capitalise on the national policies of the PRC government to develop the Guangdong-Hong Kong-Macao Greater Bay Area which will bring along macroeconomic momentum and opportunities.

Capital Commitments and Future Plans for Material Investments or Capital Assets

As at 31 March 2019, the Group had no capital commitments (as at 31 March 2018: approximately HK\$1.5 million).

Pledge of Assets

As at 31 March 2019, deposit placed for a life insurance policy of approximately HK\$2.7 million (as at 31 March 2018: approximately HK\$2.7 million), plant and machinery of approximately HK\$8.7 million as at 31 March 2019 (as at 31 March 2018: approximately HK\$25.0 million), and bank deposits of approximately HK\$0.4 million (as at 31 March 2018: approximately HK\$0.4 million) have been pledged to secure the Group's borrowings of approximately HK\$2.5 million (as at 31 March 2018: approximately HK\$18.0 million).

財務回顧(續)

或然負債

於2019年3月31日，本集團並無重大或然負債(於2018年3月31日：無)。

附屬公司及聯營公司以及合營企業的重大收購及出售

於2019年5月10日，本公司全資附屬公司亞積邦租賃(中國)有限公司與亞積邦建設機械有限公司訂立股權轉讓協議，以收購亞積邦建設工程機械(上海)有限公司(「收購事項」)，一間自2015年起主要於中國從事建設機械出租服務業務的公司。股權轉讓協議已於2019年6月25日成為無條件。交易預期將於2019年9月30日或之前完成。

收購事項將使本集團能(i)擴展業務並在地域上實現收入來源多元化；(ii)擴展其自置設備機組及客戶群。擴展至中國市場亦將使本集團能善用中國政府發展粵港澳大灣區的國家政策，從而帶來宏觀經濟勢頭及機遇。

有關重大投資及資本資產的資本承擔及未來計劃

於2019年3月31日，本集團並無資本承擔(於2018年3月31日：約1.5百萬港元)。

資產質押

於2019年3月31日，就壽險保單投放的存款約2.7百萬港元(於2018年3月31日：約2.7百萬港元)、於2019年3月31日約8.7百萬港元(於2018年3月31日：約25.0百萬港元)的廠房及機械及約0.4百萬港元(於2018年3月31日：約0.4百萬港元)的銀行存款已抵押，用作本集團借款約2.5百萬港元(於2018年3月31日：約18.0百萬港元)的擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW (Continued)

Human Resources and Employees' Remuneration

As at 31 March 2019, the Group had 115 employees (as at 31 March 2018: 132 employees), of which 106 employees were in Hong Kong (as at 31 March 2018: 124 employees), 4 employees were in Macau (as at 31 March 2018: 5 employees) and 5 employees were in Singapore (as at 31 March 2018: 3 employees). Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the Board from time to time. In addition to basic remuneration, the Group also provides medical insurance, makes contributions to provident funds and provides other benefits to the employees. The total staff cost including remuneration, other benefits and contributions to retirement schemes for the directors of the Company and other staff of the Group for FY2019 amounted to approximately HK\$42.1 million (FY2018: approximately HK\$57.0 million). The decrease in staff cost was mainly due to the decrease in headcount of operators and drivers due to decrease of the demand of the market and the technicians attributable to decrease of machinery rental.

The Group's technical staff attend seminars jointly conducted by manufacturers and the Group to acquire product knowledge to ensure they are equipped with the necessary skills and knowledge to perform their duties. Such seminars include training regarding the equipment structures, operational features, operator safety training and equipment repair. In addition to the training jointly conducted by manufacturers and the Group, the Group's technical staff also attend external training courses and obtain relevant certificates.

財務回顧(續)

人力資源及僱員薪酬

於2019年3月31日，本集團有115名僱員（於2018年3月31日：132名僱員），其中106名僱員位於香港（於2018年3月31日：124名僱員）、4名僱員位於澳門（於2018年3月31日：5名僱員）及5名僱員位於新加坡（於2018年3月31日：3名僱員）。僱員薪酬待遇是參考市場資料及個人表現而釐定，將定期檢討。董事會不時檢討薪酬政策。在基本薪酬之外，本集團亦提供醫療保險、向公積金供款及為僱員提供其他福利。2019年財政年度的總員工成本（包括薪酬、其他福利及為本公司董事及本集團其他員工的退休計劃供款）約為42.1百萬港元（2018年財政年度：約57.0百萬港元）。員工成本減少，主要由於市場及技術員需求由於機械租金下降而減少，從而令操作員及司機人手減少所致。

本集團的技術員工參加由生產商及本集團聯合舉辦的研討會，以獲得產品知識，確保彼等具備必要技能及知識履行職責。有關研討會包括設備結構的訓練、操作特點、操作員安全訓練及設備維修。除生產商與本集團聯合舉辦的訓練外，本集團的技術員工亦參加外部訓練課程，取得相關證書。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

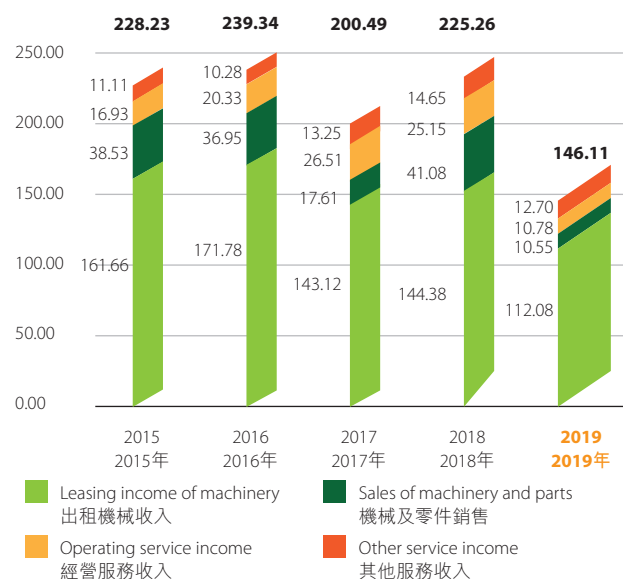
		For the year ended 31 March 截至3月31日止年度				
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Results	業績					
Revenue	收益					
Leasing income of machinery	出租機械收入	112,086	144,383	143,121	171,777	161,660
Sales of machinery and parts	機械及零件銷售	10,549	41,081	17,612	36,957	38,530
Operating service income	經營服務收入	10,777	25,153	26,512	20,329	16,926
Other service income	其他服務收入	12,698	14,644	13,246	10,278	11,109
		146,110	225,261	200,491	239,341	228,225
Gross profit	毛利	26,164	57,246	46,391	76,828	69,321
Other income	其他收入	4,193	3,863	4,768	2,552	2,065
Other gains and (losses)	其他收益及(虧損)	5,250	8,363	1,956	494	2,625
Impairment losses recognised on lease receivables and trade receivables, net	已確認應收租賃款項及貿易應收款項減值虧損淨額	(1,181)	(1,210)	N/A 不適用	N/A 不適用	N/A 不適用
(Loss) profit before taxation	除稅前(虧損)溢利	(2,382)	26,297	15,283	29,030	51,472
Income tax expense	所得稅開支	(141)	(5,216)	(3,312)	(8,107)	(8,547)
(Loss) profit and total comprehensive (expense) income for the year	本年度(虧損)溢利及全面(開支)收益總額	(2,523)	21,081	11,971	20,923	42,925
Per share data	每股資料					
(Loss) earnings per share — basic (HK cents)	每股(虧損)盈利 — 基本(港仙)	(0.29)	2.44	1.41	2.94	6.02
Financial ratios	財務比率					
Gross profit margin	毛利率	17.9%	25.4%	23.1%	32.1%	30.4%
Net (loss) profit margin	(淨虧損率)純利率	(1.7%)	9.4%	6.0%	8.7%	18.8%
Return on total assets	總資產回報率	(0.8%)	6.3%	3.6%	7.5%	18.1%
Return on equity	權益回報率	(1.0%)	8.6%	5.1%	17.4%	38.8%
Current ratio	流動比率	1.67	2.22	1.77	0.77	0.89
Assets and liabilities	資產及負債					
Total assets	總資產	332,056	333,666	334,856	279,071	237,471
Total liabilities	總負債	91,511	(87,492)	(101,424)	(158,579)	(126,902)
Total equity	總權益	240,545	246,174	233,432	120,492	110,569

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

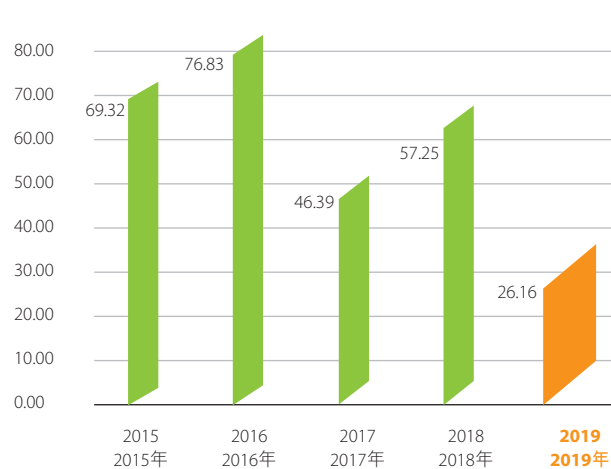
REVENUE (HK\$ Million)

收益 (百萬港元)



GROSS PROFIT (HK\$ Million)

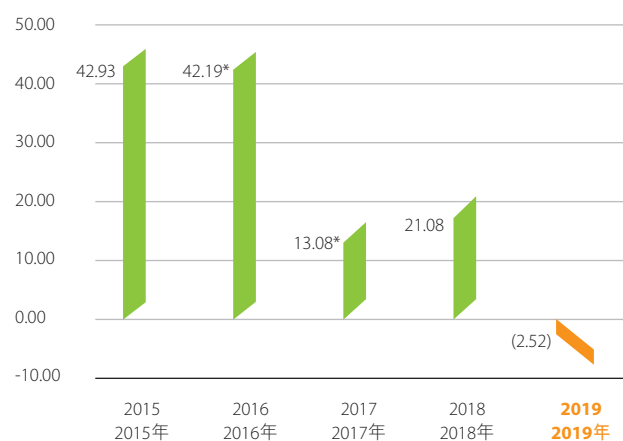
毛利 (百萬港元)



(LOSS) PROFIT ATTRIBUTABLE TO OWNERS

(HK\$ Million)

擁有人應佔(虧損)溢利(百萬港元)



(LOSS) EARNINGS PER SHARE

(HK cents)

每股(虧損)盈利(港仙)



* Underlying profit and total comprehensive income for the year ended 31 March 2017 and year ended 31 March 2016 ("FY2016") represent reported profit attributable to owners of the Company before deducting one-off listing expenses of approximately HK\$1.11 million for the year ended 31 March 2017 (FY2016: approximately HK\$21.27 million).

* 截至2017年3月31日止年度及截至2016年3月31日止年度(「2016年財政年度」)相關溢利及全面收益總額指於扣除截至2017年3月31日止年度一次性上市開支約1.11百萬港元(2016年財政年度:約21.27百萬港元)前的本公司擁有人應佔報告溢利。

FIVE YEAR FINANCIAL SUMMARY

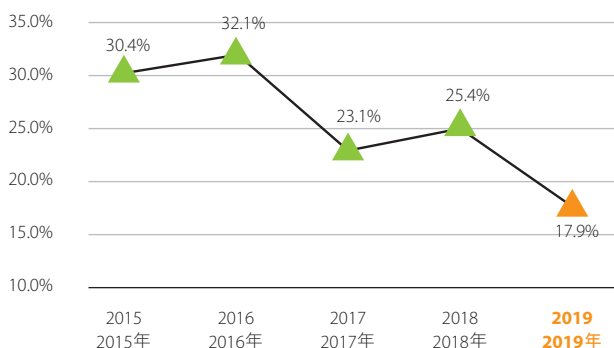
五年財務概要

FINANCIAL RATIOS

財務比率

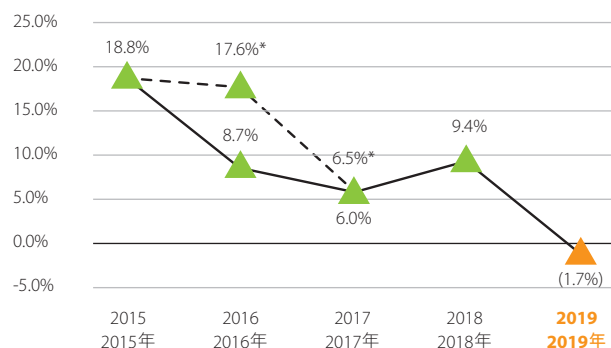
GROSS PROFIT MARGIN (%)

毛利率(%)



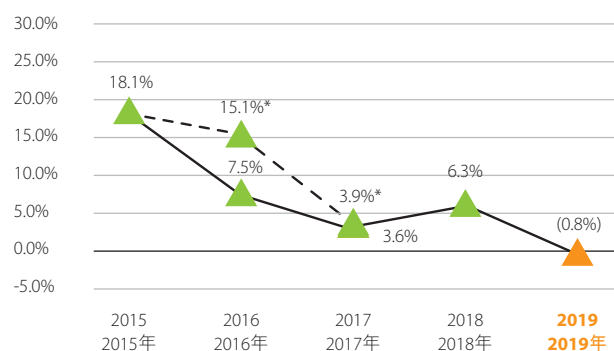
NET (LOSS) PROFIT MARGIN (%)

(淨虧損率) 純利率(%)



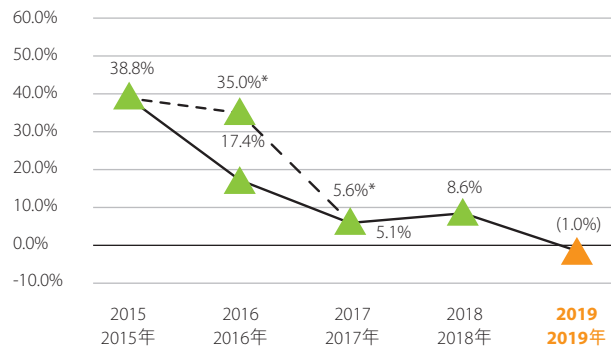
RETURN ON TOTAL ASSET (%)

總資產回報率(%)



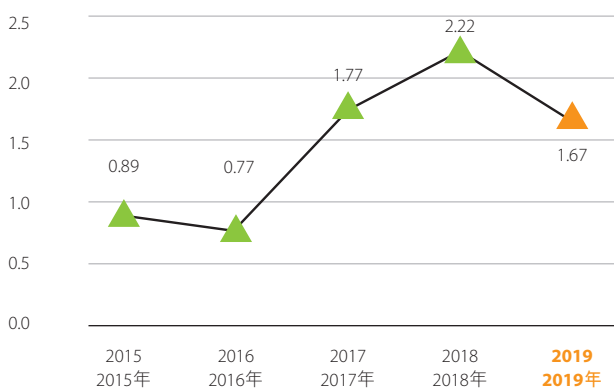
RETURN ON EQUITY (%)

權益回報率(%)



CURRENT RATIO (%)

流動比率(%)



* Underlying profit and total comprehensive income for the FY2017 and FY2016 represent reported profit attributable to owners of the Company before deducting one-off listing expenses of approximately HK\$1.11 million for FY2017 (FY2016: approximately HK\$21.27 million).

* 2017年財政年度及2016年財政年度相關溢利及全面收益總額指於扣除2017年財政年度一次性上市開支約1.11百萬港元(2016年財政年度：約21.27百萬港元)前的本公司擁有人應佔報告溢利。

DIRECTORS' REPORT

董事會報告

The Directors submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of equipment rental-related solutions and value-added services to customers. The principal activities of the Company's subsidiaries are set out in note 33 to the consolidated financial statements.

RESERVES

Details of movement in the reserves of the Group during the year are set out in the consolidated statement of change in equity on page 90.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 March 2019, distributable reserves of the Company amounted to approximately HK\$109.9 million (as at 2018: HK\$115.4 million).

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2019 and the state of affairs of the Company and the Group as at 31 March 2019 are set out in the consolidated financial statements on pages 87 to 180 of this annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 March 2019 (FY2018: HK0.35 cent per share).

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion of the Group's future business development are set out in the "Chairman's Statement" and the "Management Discussion and Analysis" section on pages 8 to 13 and on pages 14 to 25 of this annual report respectively.

董事謹此提呈其截至2019年3月31日止年度的年報及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。本集團主要從事為客戶提供設備出租相關解決方案及增值服務。本公司附屬公司的主要業務載於綜合財務報表附註33。

儲備

本年度本集團儲備變動的詳情載列於第90頁的綜合權益變動表。

本公司可供分派儲備

於2019年3月31日，本公司的可供分派儲備約為109.9百萬港元（於2018年：115.4百萬港元）。

業績及分派

本集團截至2019年3月31日止年度的業績以及本公司及本集團於2019年3月31日的事務狀況載於本年報第87至180頁的綜合財務報表。

董事會不建議就截至2019年3月31日止年度派付末期股息（2018年財政年度：每股0.35港仙）。

業務回顧

本集團於本年度的業務回顧及有關本集團未來業務發展的討論分別載於本年報第8至13頁的「主席報告」及第14至25頁的「管理層討論與分析」各節。

DIRECTORS' REPORT

董事會報告

RISKS RELATING TO OUR BUSINESS

The equipment rental industry is cyclical in general and its revenues are tied to general economic conditions and to conditions in the construction and electrical and mechanical engineering (“E&M” or “E&M engineering”) industry in particular. Our products and services are used primarily in construction projects which is cyclical and sensitive to changes in general economic conditions. Weakness in our end-markets, such as a decline in construction and E&M engineering activity, may decrease the demand for the Group’s equipment or the rental rates or prices that the Group can charge. Factors that may cause weakness in our end-markets include:

- (i) weakness in economic growth in Hong Kong and in Macau or the onset of a new recession that might be caused by the Trade War between the US and the PRC;
- (ii) slowdown in the expansion of the construction industry in Hong Kong and Macau where we operate;
- (iii) increase in the cost of construction materials and labour costs;
- (iv) increases in interest rates; and
- (v) adverse changes in the government infrastructure spending.

Further description of possible capital risks and financial risks facing the Group are set out in note 26 and note 27 to the audited consolidated financial statements for the year ended 31 March 2019 and the section headed “**Management Discussion and Analysis — Foreign Exchange Risk**” on page 23 of this annual report.

An analysis of the Group’s performance during the year using financial key performance indicators is set out in the Group’s Five Year Financial Summary and the section headed “**Management Discussion and Analysis — Financial Review**” on pages 26 to 28 and on pages 18 to 25 of this annual report respectively. Particulars of important events affecting the Company that have occurred since the end of the financial year ended 31 March 2019, if any, can also be found in this section and the above sections of this annual report and notes to the consolidated financial statements.

與我們業務有關的風險

設備出租一般屬週期性行業，其收益與整體經濟狀況(尤其是建造及電子與機械工程(「機電」或「機電工程」)行業的狀況)息息相關。我們的產品及服務主要用於建設項目，而建設項目有其週期性，亦較易受整體經濟狀況改變的影響。我們的最終市場狀況轉弱，如建造及機電工程活動減少，可能使市場對本集團設備的需求或本集團可收取的出租費或價格下降。可導致我們最終市場狀況轉弱的因素包括：

- (i) 中美貿易戰或會導致香港及澳門經濟增長轉弱或經濟衰退重臨；
- (ii) 我們業務所在的香港及澳門建造業增長放緩；
- (iii) 建材及勞工成本上漲；
- (iv) 利率上升；及
- (v) 政府基建開支逆轉。

有關本集團可能面臨的資金風險及財務風險的進一步說明載於本年報所載截至2019年3月31日止年度的經審核綜合財務報表附註26及附註27以及第23頁的「**管理層討論與分析 — 外匯風險**」一節。

使用主要財務表現指標對本集團本年度表現所作分析分別載於本年報第26至28頁的本集團五年財務概要及第18至25頁的「**管理層討論與分析 — 財務回顧**」一節。自截至2019年3月31日止財政年度結束以來所發生影響本公司的重大事件(如有)詳情，亦可於本年報本節及上文所載章節及綜合財務報表附註查閱。

DIRECTORS' REPORT

董事會報告

ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to contributing to the sustainability of the environment. In terms of environmental friendliness, we have obtained the Quality Powered Mechanical Equipment (“QPME”) identification for most of our rental equipment to which the QPME system is applicable, and we have filed application for all our equipment which are subject to the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong) (the “NRMM” Regulation), and have obtained the NRMM label for most of such equipment.

Further details on (i) the Group’s environmental policies and performance; and (ii) the Group’s compliance with laws and regulations that have a significant impact on the Group will be set out in the “**Environmental, Social and Governance Report**”.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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

RELATIONSHIP WITH KEY STAKEHOLDERS

The Group recognises that employees, customers and suppliers are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners. The Company provides a fair and safe workplace, promotes diversity to our staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

環保及遵守法律及規例

本集團致力為環境的可持續性作出貢獻。在環保方面，我們大部分適用於優質機動設備(「QPME」)制度的出租設備已取得QPME資格，而我們已為所有受香港法例第311Z章《空氣污染管制(非道路移動機械)(排放)規例》(「NRMM」規例)規管的設備遞交申請，當中有關大部分設備已取得NRMM標籤。

有關(i)本集團環境政策及表現；及(ii)本集團遵守對本集團有重大影響的法例及法規的進一步詳情將載於「環境、社會及管治報告」。

環境、社會及管治報告

根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄27編製的本公司環境、社會及管治報告將於本公司年報刊發後三個月內刊發。

與主要持份者的關係

本集團認識到僱員、客戶及供應商均為其持續發展的關鍵因素。本集團致力與僱員建立緊密關顧關係，為客戶提供優質服務，並加強與業務夥伴合作。本公司提供公平而安全的工作環境、提倡員工多元化、根據彼等的長處及表現提供具競爭力的薪酬及福利以及事業發展機會。本集團亦竭力為僱員提供充足培訓及發展資源，以使彼等可緊貼市場及行業的最新發展，與此同時改善於其職位上的表現及實現自我價值。

DIRECTORS' REPORT

董事會報告

RELATIONSHIP WITH KEY STAKEHOLDERS (Continued)

The Group provides a wide range of construction, E&M engineering and event and entertainment equipment, equipment rental-related solutions and value-added services to customers. The Group maintains good working relationships between the Group and the customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand for different products so that the Group can respond proactively.

The Group maintains sound business relationship with its suppliers and service providers, including our strategic partner and our shareholder, Kanamoto Co., Limited, and our key suppliers. In order to have better and close monitoring of suppliers' performance, the Group's management conducts performance review regularly targeting the Group's major suppliers and service providers, and communicates with them for rectification and improvements.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last 5 financial years are set out on page 26 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 23 to the consolidated financial statements.

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

During the year ended 31 March 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association ("Articles") or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

與主要持份者的關係(續)

本集團為客戶提供各式各樣建築、機電工程及節目及娛樂設備、設備出租相關解決方案以及增值服務。本集團維持本集團與客戶之間的良好工作關係。本集團透過與客戶持續互動洞悉不同產品日益轉變的市場需求，使本集團能夠積極回應，藉此增強彼此關係。

本集團與供應商及服務供應商(包括我們的策略夥伴及股東 Kanamoto Co., Limited)以及主要供應商維持穩健業務關係。為更有效及密切監察供應商的表現，本集團管理層定期檢討本集團主要供應商及服務供應商的表現，並與彼等溝通以期作出糾正及改善。

財務概要

本集團過去五個財政年度的業績以及資產及負債概要載於本年報第26頁。

物業、廠房及設備

本集團本年度物業、廠房及設備變動詳情載於綜合財務報表附註14。

股本

本公司本年度股本變動詳情載於綜合財務報表附註23。

購買、出售或贖回本公司的上市證券

於截至2019年3月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

優先購買權

本公司組織章程細則(「細則」)或開曼群島法律概無訂明有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

DIRECTORS' REPORT

董事會報告

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$15,000 (FY2018: HK\$130,000).

SHARE OPTION SCHEME

To attract and retain the most suitable personnel for development of the Group, the Group has adopted the share option scheme (the “**Share Option Scheme**”) on 17 March 2016. Share options may be granted to eligible employees of the Group as a long-term incentive. From the date of the adoption of the Share Option Scheme and up to 31 March 2019, no share option has been granted or agreed to be granted under the Share Option Scheme.

1. Purpose of the Share Option Scheme

- (a) The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that Eligible Participants (as defined below) had made or may make to the Group.
- (b) The Share Option Scheme will provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives:
 - (i) motivate the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and
 - (ii) attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.
- (c) For the purpose of the Share Option Scheme, “**Eligible Participant**” means any person who satisfies the eligibility criteria in paragraph 2 below.

慈善捐款

本集團於本年度作出慈善捐款15,000港元(2018年財政年度：130,000港元)。

購股權計劃

為本集團發展而吸引及留聘最合適的人員，本集團於2016年3月17日採納購股權計劃(「**購股權計劃**」)。購股權可作為長期激勵授予本集團合資格僱員。自購股權計劃採納日期起至2019年3月31日止，並無根據購股權計劃授出或同意授出購股權。

1. 購股權計劃目的

- (a) 購股權計劃為股份獎勵計劃，設立該計劃旨在嘉許及酬謝曾經或可能會對本集團作出貢獻的合資格參與者(定義見下文)。
- (b) 購股權計劃將為合資格參與者提供機會收購本公司的資本權益，以達致以下主要目標：
 - (i) 鼓勵合資格參與者爭取最佳表現及效率，使本集團受益；及
 - (ii) 吸引及留聘或以其他方式維持與合資格參與者的持續業務關係，而彼等的貢獻有利於、將有利或預期有利於本集團。
- (c) 就購股權計劃而言，「**合資格參與者**」指符合下文第2段所述合資格標準的任何人士。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (Continued)

2. Who may join and basis for determining eligibility

- (a) The Board may at its discretion grant options to: (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("**Affiliate**"); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.
- (b) In order for a person to satisfy the Board that he/she/it is qualified to be (or, where applicable, continues to qualify to be) an Eligible Participant, such person shall provide all such information as the Board may request for the purpose of assessing his/her/its eligibility (or continuing eligibility).
- (c) Each grant of options to a connected person (as defined in the Listing Rules) of the Company, or any of his associates (as defined in the Listing Rules), must be approved in accordance with the requirements of the Listing Rules.
- (d) Should the Board resolve that a grantee fails/has failed or otherwise is/has been unable to meet the continuing eligibility criteria under the Share Option Scheme, the Company would (subject to any relevant laws and regulations) be entitled to deem any outstanding option or part thereof, granted to such grantee and to the extent not already exercised, as lapsed, subject to certain requirements (the details of which are set out in the section headed "**Share Option Scheme**" in Appendix IV of the prospectus of the Company dated 24 March 2016 (the "**Prospectus**")).

購股權計劃(續)

2. 參加資格及釐定資格的基準

- (a) 董事會可酌情向下列人士授出購股權：(i)本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商或本集團擁有權益的公司或該公司的附屬公司（「**聯屬人士**」）；或(ii)以本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商或聯屬人士為受益人的任何信託或以上述各方為全權受益人的任何全權信託的受託人；或(iii)本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人、顧問或承包商或聯屬人士實益擁有的公司。
- (b) 為使董事會信納某位人士合資格為（或，如適用，繼續合資格為）合資格參與者，該人士須提供董事會可能要求作評估其是否合資格（或是否繼續合資格）用途的所有有關資料。
- (c) 向本公司關連人士（定義見上市規則）或彼等的任何聯繫人（定義見上市規則）授出購股權必須根據上市規則的規定獲批准。
- (d) 倘董事會議決承授人不符合／已經不符合或未能／已未能符合購股權計劃下的持續合資格標準，則本公司（受任何相關法律及法規規限）有權將已授予有關承授人的任何尚未行使購股權或其部份（以尚未行使者為限）視為失效，惟須受若干規定（有關詳情載於本公司日期為2016年3月24日的招股章程（「**招股章程**」）附錄四「**購股權計劃**」一節）規限。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (Continued)

3. Maximum number of shares of the Company ("Shares") available for issue

- (a) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not, in aggregate, exceed 30% of the issued share capital of the Company from time to time. No options may be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the said 30% limit being exceeded.
- (b) The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes involving the issue or grant of options or similar rights over Shares or other securities by the Company shall not, in aggregate, exceed 10% of the issued share capital of the Company as at 8 April 2016 (the "Listing Date"), and such 10% limit represents 86,400,000 Shares. 86,400,000 Shares represents 10% of the total Shares in issue as at the date of this annual report.

4. The maximum entitlement of each participant under the Share Option Scheme

No option may be granted to any Eligible Participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Share Option Scheme (including exercised, cancelled and outstanding share options) in the twelve-month period up to and including the date of such new grant exceeding 1% in aggregate of the issued share capital of the Company as at the date of such grant. Any grant of further share options above this limit shall be subject to certain requirements provided under the Listing Rules.

5. Time of exercise of option

- (a) Subject to certain restrictions contained in the Share Option Scheme, an option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant thereof at any time during the applicable option period, which is not more than ten years from the date of grant of option.

購股權計劃(續)

3. 可供發行的本公司股份(「股份」)數目上限

- (a) 根據購股權計劃及任何其他計劃授出而尚未行使的全部尚未行使購股權行使時可能發行的股份數目上限，合共不可超過本公司不時已發行股本30%。倘授出購股權將導致超過上述30%限額，則不可根據本公司任何計劃(包括購股權計劃)授出任何購股權。
- (b) 本公司根據購股權計劃以及涉及本公司發行或授出購股權或有關股份或其他證券的類似權利的任何其他購股權計劃而可能授出的購股權所涉及股份數目上限，合共不得超過本公司於2016年4月8日(「上市日期」)已發行股本的10%，上述10%限額相當於86,400,000股股份。86,400,000股股份相當於本年報日期已發行股份總數的10%。

4. 購股權計劃各參與者的最高配額

倘全面行使購股權將導致任何合資格參與者於直至該新授出當日(包括當日)止十二個月期間內因根據購股權計劃已獲授出或將獲授出的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時發行及將予發行的股份總數合共超過本公司於該授出當日的已發行股本的1%，則不得向該合資格參與者授出購股權。授出超出上述限額的任何額外購股權均須符合上市規則項下的若干規定。

5. 購股權行使時間

- (a) 於購股權計劃所載若干限制規限下，可於所適用購股權期間(即不超過授出購股權日期起計十年)隨時根據購股權計劃條款及有關授出購股權的條款行使購股權。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (Continued)

5. Time of exercise of option (Continued)

- (b) There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme. However, at the time of granting any option, the Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the Board may determine in its absolute discretion.

6. Consideration for share options and the exercise price

On and subject to the terms of the Share Option Scheme, the Board shall be entitled at any time on a business day within ten years commencing on the effective date of the Share Option Scheme to offer the grant of an option to any Eligible Participant as the Board may in its absolute discretion select in accordance with the eligibility criteria set out in the Share Option Scheme. An offer shall be accepted when the Company receives the duly signed offer letter together with a non-refundable payment of HK\$1.00 (or such other sum in any currency as the Board may determine).

The exercise price for any Share under the Share Option Scheme shall be a price determined by the Board and notified to each grantee and shall be not less than the highest of (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day, (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option and (iii) the nominal value of a Share on the date of grant. The exercise price shall also be subject to certain adjustments (the details of which are set out in the section headed "Share Option Scheme" in Appendix IV of the Prospectus).

購股權計劃(續)

5. 購股權行使時間(續)

- (b) 並無有關須持有購股權的最短期間或於根據購股權計劃的條款行使購股權前須達致的表現目標的一般規定。然而，董事會可於授出任何購股權時按個別情況授出有關購股權，惟須遵守有關條件、限制或規限(包括(但不限於)該等與董事會可能全權酌情釐定須持有購股權的最短期間及/或須達致的表現目標相關者)。

6. 購股權代價及行使價

根據及遵照購股權計劃條款，董事會將可於購股權計劃生效日期起計十年內的營業日隨時建議向任何合資格參與者(由董事會根據購股權計劃所載合資格條件全權甄選)授出購股權。當本公司接獲正式簽署的要約函件及不可退回款項1.00港元(或董事會可能釐定的任何貨幣數額)時，有關授出要約被視為已獲接納。

購股權計劃項下任何股份的行使價將由董事會釐定及通知各承授人，惟該價格不得低於以下各項的最高者：(i)於授出有關購股權日期(該日必須為營業日)在聯交所每日報價表所報股份收市價；(ii)相等於緊接授出有關購股權日期前五個營業日在聯交所每日報價表所報股份平均收市價的金額；及(iii)股份於授出日期的面值。行使價亦須作出若干調整(其詳情載於招股章程附錄四「購股權計劃」一節)。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME (Continued)

7. Remaining life of the Share Option Scheme

Options may be granted to Eligible Participants under the Share Option Scheme during the period of ten years commencing on the effective date of the Share Option Scheme. The remaining life of the Share Option Scheme is approximately seven years and eight months as at the date of this annual report.

For further details of the Share Option Scheme, please refer to the section headed "Share Option Scheme" on pages IV-12 to IV-22 in Appendix IV to the Prospectus.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2019, the aggregate amount of revenue attributable to the Group's five largest customers are as follows:

The largest customer	3.8%
The five largest customers in aggregate	14.0%

The percentages of total purchases (defined as the sum of (i) the Group's total cost of sales less staff cost and depreciation and (ii) purchases of the Group's owned rental equipment) for the year attributable to the Group's major suppliers are as follows:

The largest supplier	26.1%
The five largest suppliers in aggregate	66.2%

At no time during the year did the Directors, their close associates or any shareholders of the Company, which to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital, have any interest in any of the Group's five largest customers and suppliers except that Kanamoto (HK) Co., Ltd., which is a wholly owned subsidiary of Kanamoto Co., Limited, a company holding approximately 7.5% of the shares of the Company as at the date of this annual report. Kanamoto (HK) Co., Ltd. contributed to the supply of 18.0% of total purchases of the Group and is one of the Group's five largest suppliers.

購股權計劃(續)

7. 購股權計劃的尚餘有效期

自購股權計劃生效當日起計十年期間內，可根據購股權計劃向合資格參與者授出購股權。於本年報日期，購股權計劃的尚餘有效期為約七年及八個月。

有關購股權計劃的進一步詳情，請參閱招股章程附錄四第IV-12至IV-22頁「購股權計劃」一節。

主要客戶及供應商

截至2019年3月31日止年度，本集團五大客戶的總收益如下：

最大客戶	3.8%
五大客戶合共	14.0%

本集團主要供應商於本年度所佔總採購額(定義為(i)本集團總銷售成本減員工成本及折舊與(ii)本集團採購自置出租設備的總和)百分比如下：

最大供應商	26.1%
五大供應商合共	66.2%

除 Kanamoto Co., Limited 的全資附屬公司金本(香港)有限公司於本年報日期持有本公司股份約7.5%外，於本年度任何時間概無董事、其緊密聯繫人或本公司任何股東(據董事所深知擁有本公司已發行股本5%以上)擁有本集團任何五大客戶及供應商的任何權益。金本(香港)有限公司的供應量佔本集團總採購量18.0%，並為本集團五大供應商之一。

DIRECTORS' REPORT

董事會報告

DIRECTORS

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

Executive Directors

Lau Pong Sing (Chairman)
Chan Kit Mui, Lina

Non-executive Directors

Nakazawa Tomokatsu (appointed on 14 December 2018)
Lu Tao (ceased to be a director on 14 December 2018)

Independent non-executive Directors

Ho Chung Tai, Raymond
Siu Chak Yu
Li Ping Chi

Pursuant to Article 83 of the Articles, the Board shall have the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as addition to the Board. Any director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

By virtue of Article 83 of the Articles, Nakazawa Tomokatsu holds office only until the 2019 annual general meeting of the Company ("AGM") and is subject to re-election at the 2019 AGM. By virtue of Article 84 of the Articles, 2 Directors, namely Mr. Siu Chak Yu and Mr. Lau Pong Sing, will retire from office at the 2019 AGM and, being eligible, will offer themselves for re-election.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 66 to 78 of this annual report.

董事

於回顧年度及直至本年報日期任職的董事為：

執行董事

劉邦成 (主席)
陳潔梅

非執行董事

中澤友克 (於2018年12月14日獲委任)
呂濤 (於2018年12月14日終止擔任董事職務)

獨立非執行董事

何鍾泰
蕭澤宇
李炳志

根據細則第83條，董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或作為董事會的增補成員。由董事會委任以填補臨時空缺的任何董事任期僅直至其獲委任後本公司首次股東大會，並須在該大會上重選連任。由董事會委任以加入現行董事會的任何董事任期僅直至本公司下屆股東週年大會，屆時將符合資格重選連任。

根據細則第84條，在每屆股東週年大會上，當時三分之一董事須輪值退任，惟每位董事須至少每三年於股東週年大會退任一次。

根據細則第83條，中澤友克僅擔任職務至本公司2019年股東週年大會（「股東週年大會」）為止，並須於2019年股東週年大會重選連任。根據細則第84條，兩名董事（即蕭澤宇先生及劉邦成先生）將於2019年股東週年大會退任，並符合資格及願意重選連任。

董事及高級管理層的簡歷

董事及本集團高級管理層的簡歷詳情載於本年報第66至78頁。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the AGM has an unexpired service contract which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

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

As at 31 March 2019, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the directors and chief executive were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules (the "Model Code") are as follows:

董事的服務合約

擬於股東週年大會上重選連任的董事概無任何本公司不可在一年內不予賠償(法定賠償除外)的情況下終止的未到期服務合約。

董事於股份、相關股份及債權證中的權益及淡倉

於2019年3月31日，董事於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例該等條文視為或當作由董事及最高行政人員擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

Name of Director	Nature of Interest	Number of Shares	Approximate Percentage of Total Issued Shares (%)
董事姓名	權益性質	股份數目	佔已發行股份總數概約百分比(%)
Mr. Lau Pong Sing (Note 1, 2) 劉邦成先生(附註1、2)	Interest in a controlled corporation 受控法團權益	363,528,000 (L)	42.08%
	Interest of spouse 配偶權益	284,471,352 (L)	32.92%
Ms. Chan Kit Mui, Lina (Note 3, 4) 陳潔梅女士(附註3、4)	Interest in a controlled corporation 受控法團權益	284,471,352 (L)	32.92%
	Interest of spouse 配偶權益	363,528,000 (L)	42.08%

DIRECTORS' REPORT

董事會報告

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

(Continued)

Note 1: The Company was directly owned as to 42.08% by New Club House International Holdings Limited ("**New Club House**"). By virtue of his 100% shareholding in New Club House, Mr. Lau Pong Sing ("**Mr. Lau**") is deemed to be interested in the same number of Shares held by New Club House.

Note 2: Mr. Lau is the spouse of Ms. Chan Kit Mui, Lina ("**Ms. Chan**"). Under the SFO, Mr. Lau is deemed to be interested in the same number of Shares in which Ms. Chan is interested.

Note 3: The Company was directly owned as to 32.92% by Great Club House Holdings Limited ("**Great Club House**"). By virtue of her 100% shareholding in Great Club House, Ms. Chan is deemed to be interested in the same number of Shares held by Great Club House.

Note 4: Ms. Chan is the spouse of Mr. Lau. Under the SFO, Ms. Chan is deemed to be interested in the same number of Shares in which Mr. Lau is interested.

Save as disclosed above, to the best knowledge of the Directors, as at 31 March 2019, none of the Directors or chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份、相關股份及債權證中的權益及淡倉(續)

附註1：本公司由New Club House International Holdings Limited (「**New Club House**」) 直接擁有42.08%權益。劉邦成先生(「**劉先生**」) 因擁有New Club House的100%股權而被視為於New Club House所持相同數目股份中擁有權益。

附註2：劉先生為陳潔梅女士(「**陳女士**」) 的配偶。根據證券及期貨條例，劉先生被視為於陳女士持有的相同數目股份中擁有權益。

附註3：本公司由Great Club House Holdings Limited (「**Great Club House**」) 直接擁有32.92%權益。陳女士因擁有Great Club House的100%股權而被視為於Great Club House所持相同數目股份中擁有權益。

附註4：陳女士為劉先生的配偶。根據證券及期貨條例，陳女士被視為於劉先生擁有權益的相同數目股份中擁有權益。

除上文所披露者外及據董事所盡悉，於2019年3月31日，本公司董事或主要行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的規定擁有或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須登記於該條所述登記冊或根據標準守則須知會本公司及聯交所的權益或淡倉。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2019, so far as the Directors are aware, the following persons (other than the directors or chief executive of the Company) were, directly or indirectly, interested in 5% or more of the shares or short positions in the shares and the underlying shares of the Company, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

主要股東於股份及相關股份中的權益及淡倉

於2019年3月31日，據董事所知，以下人士（本公司董事或最高行政人員除外）直接或間接於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須作出披露或根據證券及期貨條例第336條須記入該條所述登記冊的5%或以上的股份權益或淡倉如下：

Name of Shareholders	Nature of Interest	Total Number of Shares Held	Approximate Percentage of the Issued Share Capital
股東名稱	權益性質	所持股份總數	佔已發行股本概約百分比
New Club House ¹ (Note 1)	Beneficial interest	363,528,000 (L)	42.08%
New Club House ¹ (附註1)	實益權益		
Great Club House ² (Note 2)	Beneficial interest	284,471,352 (L)	32.92%
Great Club House ² (附註2)	實益權益		
Kanamoto Japan ³ (Note 3)	Beneficial interest	64,800,648 (L)	7.50%
金本日本 ³ (附註3)	實益權益		

Note 1: It is directly wholly-owned by Mr. Lau Pong Sing. It is a controlling shareholder holding 363,528,000 shares of the Company.

附註1：其由劉邦成先生直接全資擁有。其為持有本公司363,528,000股股份的控股股東。

Note 2: It is directly wholly-owned by Ms. Chan Kit Mui, Lina. It is a controlling shareholder holding 284,471,352 shares of the Company.

附註2：其由陳潔梅女士直接全資擁有。其為持有本公司284,471,352股股份的控股股東。

Note 3: It is a shareholder holding 64,800,648 shares of the Company.

附註3：其為持有本公司64,800,648股股份的股東。

(L): Long position

(L): 好倉

¹ "New Club House": New Club House International Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on 8 June 2015.

¹ 「New Club House」: New Club House International Holdings Limited, 於2015年6月8日在英屬處女群島註冊成立的有限責任公司。

² "Great Club House": Great Club House Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on 8 June 2015.

² 「Great Club House」: Great Club House Holdings Limited, 於2015年6月8日在英屬處女群島註冊成立的有限責任公司。

³ "Kanamoto Japan": Kanamoto Co., Ltd.* (株式会社力ナモト), a company incorporated in Japan on 24 September 1937.

³ 「金本日本」: Kanamoto Co., Ltd.* (株式会社力ナモト), 於1937年9月24日在日本註冊成立的公司。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

(Continued)

Save as disclosed above, as at 31 March 2019, the Directors were not aware of any other corporation or individual (other than the Directors or chief executives of the Company) who had an interest or a short position in the Shares or underlying Shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

PERMITTED INDEMNITY PROVISION

Article 164 of the Articles of Association of the Company provides, among other things, that the Directors and other officers 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 as a result of any act or failure to act in carrying out his/her functions. The Company has arranged appropriate Directors and officers liability insurance.

MANAGEMENT CONTRACTS

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

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in this annual report, no equity-linked agreements were entered into by the Group, or subsisted during the year ended 31 March 2019.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the section headed "Share Option Scheme" disclosed above, at no time during the year, the Company, its holding company or any of its subsidiaries was a party to any arrangements which would enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its subsidiaries. Save as disclosed in this report, none of the Directors or any of their spouses or children under the age of 18 was granted any right to subscribe for the shares or debentures of the Company or its subsidiaries or had exercised any such right during the year.

主要股東於股份及相關股份中的權益及淡倉(續)

除上文所披露者外，於2019年3月31日，董事並不知悉任何其他公司或個人(本公司董事或行政總裁除外)於本公司股份或相關股份中擁有權益或淡倉而須記錄於根據證券及期貨條例第336條存置的權益登記冊內。

獲准彌償條文

本公司組織章程細則第164條規定(其中包括)董事及其他高級職員可就因履行其職務時的作為及不作為招致的所有訴訟、成本、收費、損失、損害及開支從本公司的資產及溢利獲得彌償及獲擔保免受損害。本公司已為董事及高級職員投設適當責任保險。

管理層合約

於本年度並無訂立或存在涉及本公司全部或任何重大部分業務的管理及行政的合約。

股權掛鈎協議

除本年報所載購股權計劃外，於截至2019年3月31日止年度，本集團並無訂立或存續任何股權掛鈎協議。

董事收購股份或債權證的權利

除上文「購股權計劃」一節披露者外，於本年度任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，使董事得以透過收購本公司或其附屬公司的股份或債權證獲利。除本報告披露者外，本年度概無董事或任何彼等的配偶或18歲以下的子女獲授任何權利以認購本公司或其附屬公司股份或債權證或已行使任何該等權利。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2019, the Directors were not aware of any business or interest of the Directors and their respective associates that had competed or might compete with the business of the Group and any other conflicts of interests which any such person had or might have with the Group except those disclosed under the section headed **"Non-Competition Undertaking by Controlling Shareholders"**.

REMUNERATION POLICY

As at 31 March 2019, the Group employed a total of 115 employees. For the year ended 31 March 2019, the staff costs of the Group amounted to approximately HK\$42.1 million.

The remuneration policy of the employees of the Group is set up by the Board on the basis of their performance, qualifications, competence and job nature.

The remuneration of the Directors are recommended by the Remuneration Committee and are decided by the Board, having regard to the Group's operating results, individual performance and comparing with market conditions. The Company has adopted the Share Option Scheme as an incentive to eligible employees.

RETIREMENT SCHEME

The Group has established a Mandatory Provident Fund Scheme (the **"MPF Scheme"**) for its Hong Kong employees. The assets of the scheme are held separately in funds which are under the control of independent trustees. The retirement benefit scheme contributions charged to profit or loss represent contributions paid or payable by the Group to the scheme at 5% of each of the employees' monthly relevant income capped at HK\$30,000 per month.

The total costs charged to profit or loss for the year of approximately HK\$1,549,000 (FY2018: approximately HK\$2,148,000), comprised approximately HK\$72,000 and HK\$1,477,000 (FY2018: approximately HK\$72,000 and HK\$2,076,000) in directors' emoluments and other staff costs respectively, and represented contributions paid or payable to the schemes by the Group in respect of the current accounting period. At the end of the reporting period, there were no forfeited contributions available to reduce future obligations.

董事於競爭業務的權益

於2019年3月31日，除「**控股股東的不競爭承諾**」一節披露者外，董事概不知悉彼等及彼等各自的聯繫人的任何業務或權益對本集團業務造成競爭或可能造成競爭，或任何該等人士與本集團存在或可能存在任何其他利益衝突。

薪酬政策

於2019年3月31日，本集團聘用合共115名僱員。截至2019年3月31日止年度，本集團的員工成本約為42.1百萬港元。

董事會按本集團僱員的表現、資格、能力及工作性質制定其薪酬政策。

董事薪酬由薪酬委員會提出建議，並由董事會經考慮本集團經營業績、個人表現及與市況比較後決定。本公司已採納購股權計劃，作為對合資格僱員的獎勵。

退休計劃

本集團已為其香港僱員設立強制性公積金計劃（「**強積金計劃**」）。該計劃的資產以獨立信託人監管的基金形式分開持有。於損益扣除的退休福利計劃供款為本集團按各僱員以每月30,000港元為上限的有關每月收入5%已付或應付該計劃的供款。

本年度於損益扣除的總成本約為1,549,000港元（2018年財政年度：約2,148,000港元），包括董事酬金及其他員工成本分別約72,000港元及1,477,000港元（2018年財政年度：約72,000港元及2,076,000港元），相當於本集團就當前會計期間已付或應付的計劃供款。截至報告期末，並無沒收的供款可供減低未來供款責任。

DIRECTORS' REPORT

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, at least 25% of the Company's total issued share capital is held by the public as required under the Listing Rules.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent non-executive Directors to be independent.

DIRECTORS'/CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no contracts of significance to which the Company or any of its subsidiaries was a party and in which any Director or Controlling Shareholders of the Company had a material interest, whether directly or indirectly, subsisted as at 31 March 2019 or during the year.

公眾持股量充足

根據本公司可獲取的公開資料及就董事所知悉，於本年報日期，上市規則所規定的本公司已發行股本總額至少25%由公眾人士持有。

確認獨立身分

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立身分所發出的年度確認函，並認為所有獨立非執行董事均屬獨立人士。

董事／控股股東於重大合約的權益

除本年報披露者外，於2019年3月31日或於本年度，概無存續任何由本公司或其任何附屬公司訂立且本公司任何董事或控股股東於當中直接或間接擁有重大權益的重大合約。

DIRECTORS' REPORT

董事會報告

USE OF NET PROCEEDS FROM IPO

The Company's shares have been listed on the Main Board of the Stock Exchange since 8 April 2016. The net proceeds from IPO of the Company (after deducting underwriting fee and relevant expenses) were approximately HK\$81.8 million. The following table sets forth the status of the use of proceeds from IPO as at 31 March 2019:

首次公開發售所得款項淨額用途

本公司股份自2016年4月8日起在聯交所主板上市。本公司首次公開發售所得款項淨額(扣除包銷費及相關開支後)約為81.8百萬港元。下表載列於2019年3月31日的首次公開發售所得款項使用情況：

		Net proceeds from IPO	Utilised up to 31 March 2019	Unutilised as at 31 March 2019
		首次公開發售 所得款項淨額	直至2019年 3月31日止 已動用款項	於2019年 3月31日 未動用款項
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Investment in rental equipment	出租設備投資	58,242	58,242	-
Development of GPS equipment monitoring system	發展全球衛星定位設備監察系統	8,507	2,506	6,001
Investment in transportation equipment	運輸設備投資	5,808	4,039	1,769
Improvement of facility for maintenance of the Group's equipment	就本集團設備保養改善設施	3,517	690	2,827
General working capital	一般營運資金	5,726	5,726	-
		81,800	71,203	10,597

The unutilised amounts of the net proceeds from IPO will be applied in such manner consistent with that mentioned in the Prospectus.

首次公開發售所得款項淨額的未動用款項將按招股章程所述方式應用。

DIRECTORS' REPORT

董事會報告

EVENTS AFTER THE REPORTING PERIOD

On 10 May 2019, AP Rentals (China) Limited, a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Ajax Pong Construction Equipment Limited to acquire Ajax Pong (Shanghai) Limited, a company principally engaged in the construction equipment rental services business in the PRC since 2015. The equity transfer agreement became unconditional on 25 June 2019. The transaction is expected to be completed on or before 30 September 2019.

The Company entered into the supplemental deed on 10 May 2019 (“**Supplemental Deed**”) with the controlling shareholders of the Company. The Supplemental Deed was then approved on 25 June 2019. Pursuant to the Supplemental Deed, the geographic coverage under the definition of Restricted Business and the undertaking given by the controlling shareholders will be expanded to include the PRC.

Details of the transaction were set out in the announcement of the Company dated 10 May 2019 and the circular of the Company dated 3 June 2019, respectively.

RELATED PARTY TRANSACTIONS

A summary of the significant related party transactions which were conducted in the ordinary course of business are set out in Note 31 to the consolidated financial statements.

None of the related party transactions set out in Note 31 to the consolidated financial statements constituted connected transactions/continuing connected transactions, or they constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent Shareholders' approval requirements under the Listing Rules.

DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2019.

DIVIDEND POLICY

On 29 January 2019, the dividend policy was approved by the Board with details as set out below.

Provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders.

報告期後事項

於2019年5月10日，本公司全資附屬公司亞積邦租賃(中國)有限公司與亞積邦建設機械有限公司訂立股權轉讓協議，以收購亞積邦建設工程機械(上海)有限公司，一間自2015年起主要於中國從事建設機械出租服務業務的公司。股權轉讓協議已於2019年6月25日成為無條件。交易預期將於2019年9月30日或之前完成。

本公司於2019年5月10日與本公司控股股東訂立補充契據(「**補充契據**」)。補充契據其後於2019年6月25日獲批准。根據補充契據，受限制業務釋義下地理範圍及控股股東作出的承諾將擴大至包括中國。

交易的詳情分別載於本公司日期為2019年5月10日的公告及本公司日期為2019年6月3日的通函。

關聯方交易

於日常業務過程中進行的重大關聯方交易概要載於綜合財務報表附註31。

綜合財務報表附註31所載的關聯方交易概無構成關連交易／持續關連交易，或已構成關連交易／持續關連交易但獲豁免遵守上市規則要求的所有披露及獨立股東批准規定。

股息

董事會不建議就截至2019年3月31日止年度派發末期股息。

股息政策

於2019年1月29日，股息政策已獲董事會批准，詳情載列如下。

在本集團有盈利且不影響本集團的正常營運的前提下，本公司可考慮向股東宣派及派付股息。

DIRECTORS' REPORT

董事會報告

In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account various factors including but not limited to, (i) the cashflow of the Group, whether it is adequate for the Group to operate its daily operation; (ii) capital requirements of the Group; (iii) operating results and performance of the Group; (iv) the indebtedness of the Group; (v) the economic outlook; (vi) the compliance of any signed financial covenants of the Group; and (vii) the future prospects of the Group, as well as the interests of the Shareholders.

Declaration and payment of dividend by the Company are also subject to the laws of the Cayman Islands, the memorandum and articles of association of the Company and any applicable laws, rules and regulations (including but not limited to the Listing Rules).

For the avoidance of doubt, there can be no assurance that a dividend will be proposed or declared in any specific period.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2019 AGM, the register of members of the Company will be closed from 26 August 2019 to 29 August 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2019 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on 23 August 2019.

AUDITORS

The consolidated financial statements for the year ended 31 March 2019 have been audited by Messrs. Deloitte Touche Tohmatsu who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Messrs. Deloitte Touche Tohmatsu as auditors of the Company is to be proposed at the 2019 AGM.

在決定是否建議派付股息及釐定股息金額時，董事會應考慮各種因素，包括但不限於(i)本集團的現金流量，是否足以讓本集團經營日常運作；(ii)本集團的資本要求；(iii)本集團的經營業績及表現；(iv)本集團的債務；(v)經濟前景；(vi)本集團任何已簽署金融契約的遵守情況；及(vii)本集團的未來前景以及股東的利益。

本公司宣派及派付股息亦須遵守開曼群島法例、本公司組織章程大綱及細則以及任何適用法律、規則及法規(包括但不限於上市規則)。

為免生疑問，概不能保證於任何特定期間內會建議派付或宣派股息。

暫停辦理股份過戶登記手續

為釐定出席2019年股東週年大會並於會上投票的權利，本公司將於2019年8月26日至2019年8月29日(包括首尾兩日)暫停辦理股份過戶登記手續，期間不會進行任何本公司股份過戶登記。為確保有權出席2019年股東週年大會並於會上投票，所有過戶表格連同有關股票，須於2019年8月23日下午四時三十分前送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖，以辦理登記手續。

核數師

於截至2019年3月31日止年度的綜合財務報表已由德勤·關黃陳方會計師行審核，該核數師將退任，惟符合資格並願意接受續聘。2019年股東週年大會上將提呈決議案，以續聘德勤·關黃陳方會計師行為本公司核數師。

DIRECTORS' REPORT

董事會報告

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

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

對上市證券持有人的稅務寬減及減免

本公司並不知悉任何因持有本公司證券而提供予股東的稅務寬減或減免。

By order of the Board

LAU Pong Sing

Chairman and Executive Director

Hong Kong, 28 June 2019

承董事會命

劉邦成

主席兼執行董事

香港，2019年6月28日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present the corporate governance report of the Company for the year ended 31 March 2019.

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of corporate transparency and accountability. The Company is committed in achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

During the year ended 31 March 2019, the Company has engaged an international consulting firm (the “**Consultant**”) to review and recommend appropriate actions so as to ensure that the Company is complying with the requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to corporate governance, internal controls and risk management. During the year under review, the Company improved its corporate governance practices continuously with reference to the Consultant’s recommendations. Moreover, the Company has adopted its corporate governance practices which are reproduced from the code provisions in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules.

During the year ended 31 March 2019, the Company has complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (“**CG Code**”), save and except for the deviation from code provision A.2.1.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of chairman and chief executive officer of the Company are both performed by Mr. Lau Pong Sing. The Board believes that vesting of the roles of both chairman and chief executive officer in the same individual provides the Company with strong and consistent leadership, efficient usage of resources and allows for effective planning, formulation and implementation of the Company’s business strategies, which will enable the Company to sustain the development of its business efficiently.

董事會欣然提呈本公司截至2019年3月31日止年度的企業管治報告。

企業管治常規

本公司深明企業透明度及問責制度的重要性。本公司於致力達致高水平的企業管治同時，亦透過有效的企業管治程序帶領本集團取得更好的業績及提升企業形象。

於截至2019年3月31日止年度，本公司已委聘國際顧問公司（「顧問」）檢討及建議適當的措施，以確保本公司於企業管治、內部監控及風險管理方面符合香港聯合交易所有限公司證券上市規則（「上市規則」）的規定。於回顧年度，本公司持續參照顧問的建議改善其企業管治常規。此外，本公司已採納其企業管治常規，該企業管治常規乃取自證券上市規則附錄14所載的企業管治守則及企業管治報告的守則條文。

於截至2019年3月31日止年度，本公司已遵守上市規則附錄14所載的企業管治守則（「企業管治守則」）的守則條文，惟偏離守則條文第A.2.1條之規定除外。

企業管治守則的守則條文第A.2.1條規定，主席及行政總裁的職位應分開及並非由同一人士擔任。本公司主席及行政總裁的角色均由劉邦成先生兼任。董事會相信，由同一人士兼任主席及行政總裁的角色可強勢及貫徹領導本公司，以及有效運用資源，並容許有效地計劃、制訂及推行本公司的業務策略，使本公司能繼續有效率地發展業務。

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COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted The Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. The Company has made specific enquiries to all directors of the Company regarding any non-compliance with the Model Code.

All the directors of the Company confirmed that they have fully complied with the required standard set out in the Model Code during the year ended 31 March 2019.

RESPONSIBILITIES OF AND DELEGATION BY THE BOARD

The Board provides leadership and guidance to the Group’s activities and is responsible for formulating the overall strategies and determining the direction of future development of the Group. The Board oversees the Group’s operation and financial performance. The Board has delegated its powers to the management for the Group’s daily management and operations.

BOARD COMPOSITION

Currently, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors. Since there are three independent non-executive Directors and at least one of the independent non-executive Directors possesses the appropriate professional accounting qualifications and financial management expertise, the Company has complied with the requirements under Rule 3.10 of the Listing Rules. Furthermore, the Company has complied with Rule 3.10A of the Listing Rules. The number of independent non-executive Directors represents more than one-third of the Board. As such, there exists a strong independent element in the Board, which can effectively exercise independent judgement. The Board comprises the following Directors:

遵守證券交易標準守則

本公司已採納上市規則附錄10所載的「上市發行人董事進行證券交易的標準守則」（「標準守則」）作為本公司董事進行證券交易的行為守則。本公司已就有否違反標準守則向本公司全體董事作出具體查詢。

本公司全體董事均確認，彼等於截至2019年3月31日止年度全面遵守標準守則所訂的標準。

董事會的職責及授權職責

董事會負責本集團業務的領導及指引，並負責制定整體策略及釐定本集團未來發展的方向。董事會監督本集團的營運及財務表現。董事會授予管理層處理本集團日常管理及營運事宜的權力。

董事會的組成

董事會現時由兩名執行董事、一名非執行董事及三名獨立非執行董事組成。由於共有三名獨立非執行董事及至少一名獨立非執行董事具備合適的專業會計資格及財務管理專業知識，故本公司已符合上市規則第3.10條的規定。此外，本公司已符合上市規則第3.10A條的規定。獨立非執行董事的數目佔董事會三分之一以上，因此，董事會具高度獨立性，能有效作出獨立判斷。董事會由以下董事組成：

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EXECUTIVE DIRECTORS

Mr. Lau Pong Sing (劉邦成) (Chairman; Chief Executive Officer)

Ms. Chan Kit Mui, Lina (陳潔梅) (Chief Operating Officer)

NON-EXECUTIVE DIRECTOR

Mr. Nakazawa Tomokatsu (中澤友克)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ir. Dr. Ho Chung Tai, Raymond (何鍾泰)

Mr. Siu Chak Yu (蕭澤宇)

Mr. Li Ping Chi (李炳志)

The Chairman and executive Director, Mr. Lau Pong Sing, is the spouse of Ms. Chan Kit Mui, Lina, an executive Director. The executive Directors, namely Mr. Lau Pong Sing and Ms. Chan Kit Mui, Lina, are interested in the shares of the Company through their interest in New Club House International Holdings Limited (“**New Club House**”) and Great Club House Holdings Limited (“**Great Club House**”) respectively (for details, please refer to the Prospectus). Instances of actual or potential conflict have been identified and minimised. Please refer to the “**Directors and Senior Management**”, “**Directors’ Report — Directors’ Interests and Short Positions in Shares, Underlying Shares and Debentures**” and “**Directors’ Report — Related Party Transactions**” on pages 66 to 78, pages 39 to 42 and page 46 in this annual report respectively for more details. Save as disclosed above, the Directors have no other financial, business, family or other material/relevant relationships with one another as at the date of this annual report.

Non-executive Director and Independent non-executive Directors

Coming from diverse business and professional backgrounds, the non-executive Director and the independent non-executive Directors of the Company have shared their valuable experiences to the Board for promoting the best interests of the Company and its shareholders. The non-executive Director and all of the independent non-executive Directors are appointed under an initial term of three years and are also subject to retirement by rotation in accordance with the articles of association of the Company (the “**Articles**”).

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each independent non-executive Director, a written confirmation of his independence to the Company pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the relevant guidelines set out in Rule 3.13 of the Listing Rules.

執行董事

劉邦成先生(主席：行政總裁)

陳潔梅女士(營運總監)

非執行董事

中澤友克先生

獨立非執行董事

何鍾泰博士工程師

蕭澤宇先生

李炳志先生

主席兼執行董事劉邦成先生為執行董事陳潔梅女士的配偶。執行董事(即劉邦成先生及陳潔梅女士)透過彼等分別於New Club House International Holdings Limited(「**New Club House**」)及Great Club House Holdings Limited(「**Great Club House**」)的權益於本公司股份中擁有權益(有關詳情，請參閱招股章程)。已識別實際或潛在衝突情況，並已盡量減少有關情況。有關詳情，請參閱分別載於本年報第66至78頁的「**董事及高級管理層**」、第39至42頁的「**董事會報告 — 董事於股份、相關股份及債權證中的權益及淡倉**」以及第46頁的「**董事會報告 — 關聯方交易**」。除上文披露者外，於本年報日期，董事之間並無其他財務、商業、家族或其他重大／相關關係。

非執行董事及獨立非執行董事

為促進本公司及其股東的最佳利益，來自不同業務及專業背景的本公司非執行董事及獨立非執行董事已與董事會分享其寶貴經驗。非執行董事及全體獨立非執行董事的初步任期為三年，亦須根據本公司的組織章程細則(「**細則**」)輪值退任。

獨立非執行董事的獨立身分

本公司已接獲各獨立非執行董事根據上市規則規定發出的確認函，確認其獨立於本公司。按照上市規則第3.13條所載相關指引，本公司認為全體獨立非執行董事均屬獨立人士。

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DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed Director was provided with the necessary induction, training and information to ensure that he/she has proper understanding of his/her responsibilities under the Listing Rules and the applicable laws, rules and regulations prior to his/her appointment. The Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills. The Company will continue to arrange and fund suitable training and regular seminars to provide Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time.

During the year ended 31 March 2019, all Directors have attended training in connection with their responsibilities as a director of the Company except for Mr. Lau Pong Sing ("Mr. Lau") and Mr. Nakazawa Tomokatsu ("Mr. Nakazawa"), and the attendance of each of the Directors is set out in the table below:

The absence from training for Mr. Lau and Mr. Nakazawa was due to the frequent overseas travelling during the year ended 31 March 2019. However, they have been updated by another director, Ms. Chan Kit Mui, Lina, on the relevant information contained in the training attended by her.

董事的持續專業發展

各新委任董事均獲提供所需入職簡介、培訓及資料以確保其於委任前正確瞭解其於上市規則及適用法律、規則及規例項下的責任。董事獲鼓勵參與持續專業發展課程及研討會以增進及重溫其知識及技能。本公司將繼續安排及資助合適培訓及定期研討會，為董事提供有關上市規則及其他相關法律及監管規定不時的最新發展及變動的最新资讯。

於截至2019年3月31日止年度，除劉邦成先生（「劉先生」）與中澤友克先生（「中澤先生」）外，全體董事均已出席有關彼等作為本公司董事所承擔職責的培訓，各董事出席記錄載於下表：

劉先生與中澤友克先生因於截至2019年3月31日止年度經常海外出差而缺席培訓。然而，另一位出席培訓的董事，陳潔梅女士已告知彼等有關培訓的相關資料。

Name of Director 董事姓名	Attendance 出席
EXECUTIVE DIRECTORS	執行董事
Mr. Lau Pong Sing (劉邦成) (Chairman; Chief Executive Officer)	劉邦成先生 (主席；行政總裁) X
Ms. Chan Kit Mui, Lina (陳潔梅) (Chief Operating Officer)	陳潔梅女士 (營運總監) ✓
NON-EXECUTIVE DIRECTOR	非執行董事
Mr. Nakazawa Tomokatsu (中澤友克)	中澤友克先生 X
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事
Ir. Dr. Ho Chung Tai, Raymond (何鍾泰)	何鍾泰博士工程師 ✓
Mr. Siu Chak Yu (蕭澤宇)	蕭澤宇先生 ✓
Mr. Li Ping Chi (李炳志)	李炳志先生 ✓

X Not attended ✓ Attended
X 未有出席 ✓ 已出席

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APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the executive Directors has entered into a service agreement with the Company on 17 March 2016 for an initial term of three years commencing from 8 April 2016, and may be terminated pursuant to the respective terms of the service agreements. Mr. Lu Tao ceased to be a non-executive Director of the Company on 14 December 2018. Mr. Nakazawa Tomokatsu, a non-executive Director, entered into a letter of appointment dated 14 December 2018 with the Company for an initial term of three years, and may be terminated pursuant to the terms of the letter of appointment. Each of the independent non-executive Directors has entered into a letter of appointment on 17 March 2016 with the Company for an initial term of three years commencing from 8 April 2016, and may be terminated pursuant to the respective terms of the letters of appointment.

In April 2019, each of the executive Directors has entered into a service agreement with the Company with no fixed term but may be terminated pursuant to the respective terms of the service agreement (including the termination by 3 months' prior notice in writing by either party to the service agreement). The basic directors' emoluments for Mr. Lau Pong Sing and Ms. Chan Kit Mui, Lina are HK\$2,808,000 for 12 months and HK\$2,304,000 for 12 months, respectively. In addition, each of the independent non-executive Directors, namely Mr. Li Ping Chi, Mr. Siu Chak Yu and Mr. Ho Chung Tai, Raymond, has entered into a letter of appointment with the Company for an initial term of three years and may be terminated pursuant to the respective terms of the letters of appointment. Each of Mr. Siu Chak Yu and Mr. Li Ping Chi, is entitled to a remuneration in the sum of HK\$21,000 per month. Mr. Ho Chung Tai, Raymond, is entitled to a remuneration in the sum of HK\$52,500 per month.

The procedures and process of appointment, re-election and removal of the Directors are governed by the Articles. Article 83(3) of the Articles provides that any director appointed by the Board to fill a casual vacancy in the Board shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company ("**AGM**") and shall then be eligible for re-election.

董事委任、重選及免職

各執行董事已於2016年3月17日與本公司訂立服務協議，任期自2016年4月8日起初步為期三年，可根據服務協議的相應條款終止。呂濤先生於2018年12月14日終止出任本公司非執行董事。非執行董事中澤友克先生已與本公司訂立日期為2018年12月14日的委任函，初步任期為三年，可根據委任函的條款終止。各獨立非執行董事已於2016年3月17日與本公司訂立委任函，任期自2016年4月8日起初步為期三年，可根據委任函的相應條款終止。

於2019年4月，各執行董事與本公司訂立服務協議，該等協議並無固定任期，但可根據服務協議的相應條款終止(包括由服務協議其中一方發出三個月事先書面通知予以終止)。劉邦成先生及陳潔梅女士的基本董事酬金分別為每12個月2,808,000港元及每12個月2,304,000港元。此外，獨立非執行董事李炳志先生、蕭澤宇先生及何鍾泰先生，已各自與本公司訂立委任函，初步任期為期三年，可根據委任函的相應條款終止。蕭澤宇先生及李炳志先生各自有權收取酬金每月21,000港元，而何鍾泰先生有權收取酬金每月52,500港元。

董事委任、重選及免職的程序及過程受細則規管。細則第83(3)條規定，任何獲董事會委任以填補董事會臨時空缺的董事，任期僅直至其獲委任後本公司首次股東大會為止，並須於該大會上重選連任，而任何獲董事會委任以加入現有董事會的董事，任期僅直至本公司下屆股東週年大會(「**股東週年大會**」)為止，屆時將符合資格重選連任。

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In accordance with Article 84 of the Articles, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to, but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at AGM at least once every three years. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

At the last AGM held on Thursday, 23 August 2018, Mr. Li Ping Chi and Mr. Ho Chung Tai, Raymond have retired. Both of them have been re-elected as Directors of the Company at the last AGM.

BOARD MEETING

Pursuant to the CG Code provision A.1.1, the Board should meet regularly and board meetings should be held at least four times a year. The Board meets regularly to discuss and formulate the overall strategies as well as the operation and financial performance of the Group. Directors may participate in Board meetings either in person or through electronic means of communications.

If a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the Director shall abstain from voting on the relevant resolutions and he/she shall not be counted in the quorum in the Board meeting discussing the matter concerned.

根據細則第84條，於每屆股東週年大會上，其時三分之一的董事（或倘董事人數並非三的倍數，則為最接近但不少於三分之一的人數）須輪值退任，惟每名董事須至少每三年在股東週年大會上退任一次。退任董事符合資格重選連任。輪值退任的董事須包括（在有需要確定輪值退任董事人數的情況下）有意退任及不願重選連任的任何董事。其餘退任董事應為自上次重選連任或獲委任以來任期最長並須輪值退任的其他董事，惟如有超過一名董事上次乃於同一日重選連任，則會以抽籤方式釐定退任者（除非彼等另行達成協議）。

在本公司於2018年8月23日（星期四）舉行的上屆股東週年大會上，李炳志先生及何鐘泰先生已告退任。彼等均已於上屆股東週年大會上重選連任為本公司董事。

董事會會議

根據企業管治守則條文第A.1.1條，董事應定期會面，而每年應舉行至少四次董事會會議。董事會定期會面以討論及制訂本集團整體策略以及營運及財務表現。董事可親自或透過電子通訊方式參與董事會會議。

倘董事於董事會將予考慮的某項事宜上存有利益衝突，而董事會認為該項利益衝突屬重大，則該名董事須於討論該項事宜的董事會會議上就相關決議案放棄投票，且不得計入法定人數。

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ATTENDANCE RECORD OF MEETINGS

During the year ended 31 March 2019, 12 Board meetings were held and 1 general meeting of the Company was held. Set out below are details of the attendance record of each Director at the Board meetings, committee meetings and general meeting held during the year ended 31 March 2019:

會議出席記錄

於截至2019年3月31日止年度，董事會曾舉行12次會議及本公司曾舉行一次股東大會。下文載列各董事出席於截至2019年3月31日止年度所舉行董事會會議、委員會會議及股東大會的記錄詳情：

Name of Director 董事姓名	Board Meeting 董事會會議	Meetings attended/Held 出席/舉行會議				General Meeting of the Company 股東大會
		Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議		
EXECUTIVE DIRECTORS						
EXECUTIVE DIRECTORS	執行董事					
Mr. Lau Pong Sing (劉邦成) (Chairman)	劉邦成先生(主席)	12/12	N/A 不適用	3/3	3/3	1/1
Ms. Chan Kit Mui, Lina (陳潔梅)	陳潔梅女士	12/12	N/A 不適用	N/A 不適用	N/A 不適用	1/1
NON-EXECUTIVE DIRECTOR	非執行董事					
Mr. Lu Tao (呂濤) (Note)	呂濤先生(附註)	8/10	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Nakazawa Tomokatsu (中澤友克) (Note)	中澤友克先生(附註)	1/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事					
Ir. Dr. Ho Chung Tai, Raymond (何鍾泰)	何鍾泰博士工程師	12/12	7/7	N/A 不適用	N/A 不適用	1/1
Mr. Siu Chak Yu (蕭澤宇)	蕭澤宇先生	12/12	7/7	3/3	3/3	1/1
Mr. Li Ping Chi (李炳志)	李炳志先生	12/12	7/7	3/3	3/3	1/1

Note: Mr. Lu Tao ceased to be a director of the Company on 14 December 2018 and Mr. Nakazawa Tomokatsu was appointed as a director of the Company on 14 December 2018.

附註：呂濤先生於2018年12月14日不再為本公司的董事，中澤友克先生於2018年12月14日獲委任為本公司董事。

THE ANNUAL GENERAL MEETING

An AGM is an important forum in which the management of the Company can communicate with the shareholders. The last AGM was held on 23 August 2018 and the upcoming AGM will be held on 29 August 2019.

股東週年大會

股東週年大會是能讓本公司管理層與股東溝通的重要平台。上屆股東週年大會於2018年8月23日舉行，而應屆股東週年大會將於2019年8月29日舉行。

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企業管治報告

BOARD COMMITTEES

The Board has established the Audit Committee, the Nomination Committee and the Remuneration Committee (collectively the “**Board Committees**”). The Audit Committee, the Nomination Committee and the Remuneration Committee perform their distinct roles in accordance with their respective terms of reference which are available to shareholders on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

AUDIT COMMITTEE

The Audit Committee was established on 17 March 2016, with specific written terms of reference in compliance with Rule 3.22 of the Listing Rules and paragraph C.3 of the CG Code. The Audit Committee comprises three members, all being independent non-executive Directors, namely, Dr. Ho Chung Tai, Raymond, Mr. Siu Chak Yu and Mr. Li Ping Chi (Chairman).

The primary responsibilities of the Audit Committee include, among others, making recommendations to the Board on the appointment and removal of the external auditor, reviewing the financial statements and material advice in respect of financial reporting and overseeing the internal control procedures of the Company.

The Company has complied with Rule 3.21 of the Listing Rules in that the Audit Committee must comprise a minimum of three members, at least one of whom is an independent non-executive Director who possesses appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Listing Rules. The Audit Committee must be chaired by an independent non-executive director.

During the year ended 31 March 2019, 7 meetings of the Audit Committee were held to make recommendations to the Board as follows: (i) on the re-appointment of the auditor and to approve the engagement letter of the auditor; (ii) advise the Board to engage the Consultant to provide advisory services about the internal controls system; and (iii) advise and revise the terms of reference of the Audit Committee of the Company on 29 January 2019. The Audit Committee also reviewed reports on continuing connected transactions every six months.

On 28 June 2019, another meeting was held to review the Company’s continuing connected transactions and the Group’s financial statements for the year ended 31 March 2019. The Audit Committee is of the opinion that the financial statements of the Group for the year ended 31 March 2019 complied with the applicable accounting standards and the Listing Rules.

董事委員會

董事會已成立審核委員會、提名委員會及薪酬委員會(統稱「**董事委員會**」)。審核委員會、提名委員會及薪酬委員會按照各自的職權範圍履行其獨有職能，其職權範圍載於本公司網站及聯交所網站供股東查閱。董事委員會獲得充足資源履行職務，並可應合理要求，於適當情況下徵詢獨立專業意見，開支由本公司承擔。

審核委員會

審核委員會於2016年3月17日成立，並根據上市規則第3.22條及企業管治守則第C.3段制定其具體書面職權範圍。審核委員會由三名成員組成，彼等均為獨立非執行董事，即何鍾泰博士、蕭澤宇先生及李炳志先生(主席)。

審核委員會的主要職責其中包括就委任及罷免外聘核數師向董事會作出推薦建議、審閱財務報表及有關財務申報的重要意見，並監察本公司的內部監控程序。

本公司已遵守上市規則第3.21條，審核委員會必須由最少三名成員組成，且其中最少一名必須為擁有上市規則第3.10(2)條所規定的合適專業資格或會計或相關財務管理專業知識的獨立非執行董事。審核委員會的主席必須由獨立非執行董事出任。

於截至2019年3月31日止年度，審核委員會曾舉行七次會議，以就下列事項向董事會作出推薦建議：(i) 續聘核數師並批准核數師的聘書；(ii) 建議董事會委聘顧問提供有關內部監控制度的顧問服務；及(iii) 於2019年1月29日建議及修訂本公司審核委員會的職權範圍。此外，審核委員會每六個月審閱有關持續關連交易的報告。

於2019年6月28日舉行了另一次會議審閱本公司的持續關連交易及本集團截至2019年3月31日止年度的財務報表。審核委員會認為本集團截至2019年3月31日止年度的財務報表符合適用會計準則及上市規則的規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTION

The Audit Committee oversees the corporate governance functions of the Company. The responsibilities of the Audit Committee in relation to corporate governance functions are set out in the terms of reference of the Audit Committee. Upon the listing of the Company, the Audit Committee appointed the Consultant to perform a CG Code compliance review. The review covered the Company's terms of reference of board committees, corporate governance policies and practices, training and continuous professional development of the Directors and the senior management and disclosures in the Corporate Governance Report. The Consultant has provided certain recommendations on improving the Company's corporate governance practices, which the Company has adopted accordingly to ensure sound corporate governance practices.

NOMINATION COMMITTEE

The Nomination Committee was established on 17 March 2016, with specific written terms of reference in compliance with paragraph A.5 of the CG Code. The Nomination Committee comprises three members, being one executive Director, namely, Mr. Lau Pong Sing (Chairman), and two independent non-executive Directors, namely, Mr. Siu Chak Yu and Mr. Li Ping Chi. Accordingly, a majority of the members are independent non-executive Directors.

The primary responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and assessing the independence of independent non-executive Directors.

During the year ended 31 March 2019, 3 meetings of the Nomination Committee were held (i) to review composition of board members; (ii) to review the terms and conditions of the appointment of the non-executive director, Nakazawa Tomokatsu; and (iii) to propose amendments to the policies of the nomination and board diversity for the Board.

企業管治職能

審核委員會監察本公司的企業管治職能。審核委員會有關企業管治職能的職責載於審核委員會的職權範圍。於本公司上市後，審核委員會委任顧問進行企業管治守則合規審查。審查涵蓋本公司董事委員會的職權範圍、企業管治政策及常規、董事及高級管理層的培訓和持續專業發展以及企業管治報告的披露事項。顧問已就改善本公司的企業管治常規提供若干推薦建議，而本公司已相應採納以確保企業管治常規穩健。

提名委員會

提名委員會於2016年3月17日成立，並根據企業管治守則第A.5段制定其具體書面職權範圍。提名委員會由三名成員組成，當中一名為執行董事（即劉邦成先生（主席））及兩名為獨立非執行董事（即蕭澤宇先生及李炳志先生）。因此，大多數成員為獨立非執行董事。

提名委員會的主要職責包括檢討董事會的架構、規模及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議及評核獨立非執行董事的獨立身分。

於截至2019年3月31日止年度，提名委員會曾舉行三次會議，以(i)檢討董事會成員的組成；(ii)審閱非執行董事中澤友克的委任條款及條件；及(iii)向董事會建議修訂提名及董事會多元化政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE

The Remuneration Committee was established on 17 March 2016, with specific written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph B.1 of the CG Code. The Remuneration Committee comprises three members, being one executive Director, namely, Mr. Lau Pong Sing, and two independent non-executive Directors, namely, Mr. Siu Chak Yu (Chairman) and Mr. Li Ping Chi. Accordingly, a majority of the members are independent non-executive Directors.

The primary responsibilities of the Remuneration Committee include, among others, (i) making recommendations to the Board on the policy and structure for all remuneration of the Directors and senior management and on the establishment of a set of formal and transparent procedures for developing policies on such remuneration; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) making recommendations to the Board on the remuneration packages of executive Directors and members of senior management.

During the year ended 31 March 2019, 3 meetings of the Remuneration Committee were held (i) to review the remuneration package of the individual executive Directors and senior management and the staff of the Group and to make recommendations to the Board on such remuneration packages; and (ii) to review and propose the revised terms of reference of the Remuneration Committee.

薪酬委員會

薪酬委員會於2016年3月17日成立，並根據上市規則第3.26條及企業管治守則第B.1段制定其具體書面職權範圍。薪酬委員會由三名成員組成，當中一名為執行董事（即劉邦成先生）及兩名為獨立非執行董事（即蕭澤宇先生（主席）及李炳志先生）。因此，大多數成員為獨立非執行董事。

薪酬委員會的主要職責其中包括(i)就有關董事及高級管理層一切薪酬的政策及架構以及就制定有關薪酬的政策設立一套正式及透明的程序向董事會作出推薦建議；(ii)參考董事會的企業目標及宗旨，審閱及批准管理層的薪酬建議；及(iii)就執行董事及高級管理層成員的薪酬方案向董事會作出推薦建議。

於截至2019年3月31日止年度，薪酬委員會曾舉行三次會議，以(i)審閱個別執行董事及高級管理層以及本集團員工的薪酬方案，並就有關薪酬方案向董事會作出推薦建議；及(ii)檢討及建議修訂薪酬委員會的職權範圍。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION OF THE MEMBERS OF THE SENIOR MANAGEMENT BY BAND

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the senior management of the Company then in office by band for the year ended 31 March 2019 are as follows:

Number of individuals

Remuneration band 薪酬組別		Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	3
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	2
Total	總計	5

Details of the remuneration of each Director for the year ended 31 March 2019 are set out in note 11 to the consolidated financial statements.

OTHER COMMITTEES

A Risk Management Committee under the management of the Company has been established. The Risk Management Committee comprises three members, being two executive Directors, namely, Mr. Lau Pong Sing and Ms. Chan Kit Mui, Lina, and one senior staff member of the Company, namely Mr. Wong Cheuk Man. The primary responsibilities of the Risk Management Committee are to deliberate risk management related policies and procedures, review the effectiveness of risk management activities and handle issues of emergency.

During the year ended 31 March 2019, 1 meeting was held to review the risks of the Company due to a possible Trade War between the US and the PRC and the completion of a number of mega construction projects.

BOARD DIVERSITY POLICY

The Board has a board diversity policy (which was revised on 29 January 2019). The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional qualifications, industry and regional experience, skills, knowledge and length of service. All the Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

高級管理層按組別劃分的薪酬

根據企業管治守則守則條文第B.1.5條，於截至2019年3月31日止年度，本公司當時在任的高級管理層按組別劃分的年度薪酬詳情如下：

人數

各董事於截至2019年3月31日止年度的薪酬詳情載於綜合財務報表附註11。

其他委員會

在本公司的管理下已成立風險管理委員會。風險管理委員會由三名成員組成，當中兩名為執行董事（即劉邦成先生及陳潔梅女士）及一名為本公司高級員工（即王卓敏先生）。風險管理委員會的主要職責為商討風險管理相關政策及程序、檢討風險管理活動的成效，並處理突發事件。

於截至2019年3月31日止年度，本公司曾舉行一次會議以檢討本公司因中美貿易戰及多個大型工程項目完成而面對的風險。

董事會多元化政策

董事會已制定董事會多元化政策（於2019年1月29日經修訂）。本公司明白並深信董事會成員多元化對提升本公司表現質素裨益良多。透過考慮多項因素可達致董事會成員多元化，該等因素包括但不限於性別、年齡、文化背景及種族，以及教育背景、專業資格、行業及地區經驗、技能、知識及服務年期。所有董事會作出的任命均基於用人唯才原則，考慮人選時將按適當準則，並充分顧及董事會多元化的裨益。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTOR NOMINATION POLICY

1. Purpose and objectives

On 29 January 2019, the director nomination policy (the “Policy”) was approved by the Board with details as set out below:

- 1.1 The Policy sets out the procedures and criteria to be adopted by the Nomination Committee of the Company in relation to the selection, appointment and reappointment of the Directors.
- 1.2 The Policy aims at ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

2. Selection criteria

The Nomination Committee shall consider the following factors (“Selection Criteria”) when nominating potential candidates for the appointment and reappointment of Directors:

- whether the individual’s educational background and qualification, skills and experience are relevant to the Company’s business model and specific needs;
- the individual’s character and reputation for integrity;
- whether the individual would be able to devote sufficient time to the Board;
- (in respect of appointment and reappointment of independent non-executive Directors) independence of the individual with reference to the independence criteria set out in Rule 3.13 of the Listing Rules;
- how the individual would be able to contribute to the diversity of the Board with reference to the factors set out in the Board Diversity Policy of the Company from time to time in force; and
- Board succession planning considerations.

董事提名政策

1. 宗旨及目標

於2019年1月29日，董事提名政策（「該政策」）已獲董事會批准，詳情載列如下：

- 1.1 該政策載列本公司提名委員會就甄選、委任及及重新委任董事時所採用的程序及準則。
- 1.2 該政策旨在確保董事會因應本公司業務發展而適切具備均衡技能、經驗及多樣的觀點。

2. 甄選標準

於提名委任及重新委任董事的潛在候選人時，提名委員會應考慮以下因素（「甄選標準」）：

- 該人士的教育背景及資格、技能及經驗是否與本公司的業務模式及具體需求相關；
- 該人士的品格及誠信聲譽；
- 該人士是否能夠為董事會投入足夠的時間；
- 參考上市規則第3.13條所載的獨立性標準，（就委任及重新委任獨立非執行董事而言）考慮該人士的獨立性；
- 參考本公司不時生效的董事會成員多元化政策所載的因素，考慮該人士如何為董事會多元化作出貢獻；及
- 董事會的繼任計劃考慮因素。

CORPORATE GOVERNANCE REPORT

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3. Procedures and process for nomination of Directors

- 3.1 The Board or the Nomination Committee shall deploy such channel(s) for identifying suitable director candidates as it deems appropriate, including but not limited to referrals from existing Directors, Shareholders, advisers and third party agency firms and advertisements.
- 3.2 The Nomination Committee shall adopt such process as it deems appropriate in evaluating the suitability of the potential candidates, such as interviews, background checks and third party reference checks, and select or make recommendations to the Board on the selection of individuals to be nominated for directorships based on the Selection Criteria.
- 3.3 The ultimate responsibility for the selection and appointment of Directors shall rest with the Board.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Lau Pong Sing, Ms. Chan Kit Mui, Lina, New Club House and Great Club House (collectively the **"Controlling Shareholders"**), have entered into a deed of non-competition dated 18 March 2016 (**"Deed of Non-competition"**) with the Company, pursuant to which the Controlling Shareholders of the Company have irrevocably undertaken to the Company that he/she/it would not, and would procure that his/her/its close associates (except any members of the Group) would not, during the restricted period, directly or indirectly, either on his/her/its own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as shareholder, director, partner, agent, employee or otherwise, and whether for profit, reward or otherwise) any business which is or may be in competition with the business currently carried on or contemplated to be carried on by any member of the Group (save and except for certain residual contracts of which shall be terminated upon their respective expiry dates (the details of which are set out in the Prospectus)). Details of the Deed of Non-competition are set out in the section headed **"Relationship with Controlling Shareholders"** of the Prospectus. The Company entered into the supplemental deed on 10 May 2019 (**"Supplemental Deed"**) with the Controlling Shareholders. The Supplemental Deed and the transactions contemplated thereunder were then approved in an extraordinary general meeting of the Company on 25 June 2019. Pursuant to the Supplemental Deed, the geographic coverage under the definition of **"Restricted Business"** (as defined in the Deed of Non-competition) and the undertaking given by the Controlling Shareholders will be expanded to include the PRC. The details of the transaction were set out in the announcement of the Company dated 10 May 2019 and the circular of the Company dated 3 June 2019, respectively.

3. 提名董事的程序及過程

- 3.1 董事會或提名委員會應在其認為適當的情況下透過各種途徑物色合適的董事人選，包括但不限於由現任董事、股東、顧問以及第三方代理公司及廣告商轉介。
- 3.2 於評估潛在候選人的合適性時，提名委員會應採用其認為適當的程序，例如面試、背景審查及第三方資歷查核，並根據甄選標準，甄選提名擔任董事職位的人選或就其甄選向董事會提供推薦建議。
- 3.3 甄選及委任董事的最終責任由董事會負責。

控股股東的不競爭承諾

劉邦成先生、陳潔梅女士、New Club House及Great Club House (統稱「**控股股東**」)已與本公司訂立日期為2016年3月18日的不競爭契據(「**不競爭契據**」)，據此，本公司控股股東已不可撤回地向本公司承諾，於受限制期間內，將不會並促使其緊密聯繫人(本集團任何成員公司除外)不會自行或連同或代表任何人士、商號或公司，直接或間接(其中包括)進行、參與或擁有權益或從事或收購或持有(不論是否以股東、董事、合夥人、代理、僱員或其他身分，亦不論為溢利、回報或其他原因)任何足以或可能對本集團任何成員公司目前所從事或擬從事的業務構成競爭的任何業務(惟於其各自屆滿日期終止的若干餘下合約除外(其詳情載於招股章程))。有關不競爭契據的詳情載於招股章程「**與控股股東的關係**」一節。本公司已於2019年5月10日與控股股東訂立補充契據(「**補充契據**」)。補充契據及其項下擬進行的交易其後於2019年6月25日在本公司特別股東大會上獲批准。根據補充契據，「**受限制業務**」(定義見不競爭契據)釋義下地理範圍及控股股東作出的承諾將擴大至包括中國。交易的詳情分別載於本公司日期為2019年5月10日的公告及本公司日期為2019年6月3日的通函。

CORPORATE GOVERNANCE REPORT

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Each of the Controlling Shareholders has provided confirmation in respect of compliance with his/her/its undertaking under the Deed of Non-competition.

The independent non-executive Directors have reviewed the status of compliance by each of the Controlling Shareholders of the terms of the Deed of Non-competition, and were satisfied that each of the Controlling Shareholders has complied with his/her/its undertaking under the Deed of Non-competition during the year ended 31 March 2019.

EXTERNAL AUDITORS' REMUNERATION

For the year ended 31 March 2019, the remunerations paid or payable to the external auditors in respect of its audit services and non-audit services provided to the Group were approximately HK\$1.9 million and HK\$0.3 million, respectively. The non-audit services consist of taxation, internal control advice and other services.

DIRECTORS' AND AUDITOR'S RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company and of the Group for the year ended 31 March 2019. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 79 to 86.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Group has established a risk management framework, which consists of the Board of Directors, the Audit Committee and the Risk Management Committee. The Board of Directors determines the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems.

The Group has formulated and adopted Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the Risk Management Committee identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritizes the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established and assigned for those risks considered to be significant.

各控股股東已就遵守其於不競爭契據項下承諾提供確認函。

獨立非執行董事已審閱各控股股東遵守不競爭契據條款的情況，並信納各控股股東於截至2019年3月31日止年度已遵守其於不競爭契據項下的承諾。

外聘核數師薪酬

於截至2019年3月31日止年度，就外聘核數師向本集團提供審核服務及非審核服務而已付或應付外聘核數師的薪酬分別約為1.9百萬港元及0.3百萬港元。非審核服務包括稅務、內部監控制度及其他服務。

董事及核數師就財務報表的責任

董事確認彼等編製本公司及本集團截至2019年3月31日止年度財務報表的責任。董事並不知悉任何重大不確定因素與可能對本公司持續經營能力構成重大疑問的事件或情況相關。本公司獨立核數師有關彼等對財務報表的申報責任所作聲明載於第79至86頁的獨立核數師報告。

風險管理及內部監控制度

本集團已設立風險管理架構，由董事會、審核委員會及風險管理委員會組成。董事會釐定為達致本集團策略目標所須承擔風險的性質與範圍，且須整體負責監視風險管理及內部監控制度的設計、實施及整體成效。

本集團已制訂並採納風險管理政策，為識別、評估及管理重大風險提供方向。風險管理委員會至少每年識別將對達致本集團目標構成不利影響的風險，並根據一套標準準則，然後就該等被視為重大的風險制訂風險緩解計劃及委派風險負責人。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is responsible for maintaining and reviewing the effectiveness of the Group's internal control system. The internal controls are designed to meet the Group's particular needs and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks to achieve business objectives of the Group, and can only provide reasonable but not absolute assurance against misstatements or losses.

The Company does not have an internal audit function. During the year ended 31 March 2019, the Company engaged the Consultant to review the effectiveness of certain of the Group's internal controls system. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board of Directors on a timely basis to ensure prompt remedial actions are taken. Results of internal controls review are reported to the Audit Committee and the Board at least once a year. During the year under review, the Consultant has issued the internal controls report ("**IC Report**") to the Audit Committee and the Board. The Board has adopted the advice made in the IC Report and has continuously improved its corporate governance practices with reference to the Consultant's recommendations.

As a result of the above review, the Board confirms that the Group's risk management and internal control systems are adequate and effective and have complied with the CG Code provisions on risk management and internal control throughout the year and up to the date of this annual report.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of the Securities & Futures Ordinance ("**SFO**") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact. The Group is committed to ensure that information contained in announcements is presented in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

董事會負責維持本集團的內部監控制度，並檢討其成效。內部監控旨在滿足本集團的特定需要及盡量減低本集團所承受的風險，並旨在管理而非消除風險，以達致本集團的業務目標，且僅可就錯誤陳述或虧損提供合理而非絕對的保證。

本公司並無內部審核職能。於截至2019年3月31日止年度，本公司委聘顧問檢討本集團若干內部監控制度的成效。顧問已識別有關設計及實施內部監控方面的不足並提供建議改善的推薦建議。有關內部監控的重大不足之處均及時向審核委員會及董事會匯報，以確保從速採取補救行動。每年至少向審核委員會及董事會匯報一次有關內部監控的檢討結果。於回顧年度，顧問已向審核委員會及董事會發出內部監控報告（「**內部監控報告**」），董事會已採納內部監控報告中的建議，並已持續參照顧問的建議改善其企業管治常規。

鑑於上述審閱，董事會確認本集團的風險管理及內部監控制度為足夠及有效，且於整個年度及直至本年報日期一直遵守有關風險管理及內部監控的企業管治守則規定。

處理及發佈內幕消息的程序及內部監控

本集團符合證券及期貨條例（「**證券及期貨條例**」）及上市規則的規定。本集團在合理可行情況下盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所訂明任何「安全港」範圍則作別論。向公眾全面披露消息前，本集團確保信息絕對保密。倘本集團相信無法維持所須必要保密程度或消息可能外洩，本集團將立即向公眾披露消息。本集團致力確保公告所載消息對於重大事實不構成虛假或誤導，或不因遺漏重大事實而導致虛假或誤導。本集團致力確保公告所載消息以清晰持平方式呈列，而就此須就正面及負面事實作出同等披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

The role of the company secretary of the Company (“**Company Secretary**”) is performed by Mr. Wong Cheuk Man. The Company Secretary is responsible for facilitating the Board’s processes and communications among Board members, shareholders and the management of the Company. The Company Secretary undertakes at least 15 hours of relevant professional training annually to update his skills and knowledge.

SHAREHOLDERS’ RIGHTS

The general meetings of the Company provide an opportunity for communications between the shareholders and the Board. An AGM of the Company shall be held in each year and at the place as may be determined by the Board.

SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING (“EGM”)

Pursuant to Article 58 of the Articles, any one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. Such requisition shall be made in writing to the Board or the company secretary at the head office of the Company in Hong Kong, which is presently situated at Unit 15, 19th Floor, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

PUTTING ENQUIRIES BY SHAREHOLDERS TO THE BOARD

Shareholders may send written enquiries to the Company for the attention of the Company Secretary at the Company’s head office in Hong Kong.

PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS’ MEETING

Shareholders are requested to follow Article 58 of the Articles for putting forward a resolution at an EGM. The requirements and procedures are set out above in the paragraph headed “**Shareholders to Convene an Extraordinary General Meeting**”.

公司秘書

本公司的公司秘書(「**公司秘書**」)一職由王卓敏先生擔任。公司秘書負責促進董事會的程序及董事會成員之間及與本公司股東和管理層之間的溝通。公司秘書承諾每年接受至少15小時相關專業培訓，以增進其技能及知識。

股東權利

本公司股東大會為股東及董事會提供溝通的機會。本公司每年於董事會決定的地點舉行股東週年大會。

股東召開股東特別大會(「**股東特別大會**」)

根據細則第58條，本公司任何一名或以上於遞呈要求日期時持有不少於本公司實繳股本(附有於本公司股東大會上投票權)十分之一的股東，於任何時候均有權向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，以處理該項要求指明的任何事務；且有關大會應於遞呈該項要求後兩個月內舉行。該項要求須以書面向董事會或本公司香港總辦事處的公司秘書作出(其現時地址為香港九龍尖沙咀東科學館道1號康宏廣場19樓15室)。倘董事會於該項要求呈交後21日內未能召開該大會，則提出要求者本人(彼等)可以相同方式召開大會，而本公司須向提出要求者償付提出要求者因董事會未能召開大會而產生的所有合理開支。

股東對董事會提出查詢

股東可向本公司遞交書面查詢，註明由本公司於香港總辦事處的公司秘書收。

股東於股東大會提呈建議的程序

股東向股東特別大會提呈決議案時須遵守細則第58條，相關規定及程序載於上文「**股東召開股東特別大會**」一段。

CORPORATE GOVERNANCE REPORT

企業管治報告

CONSTITUTIONAL DOCUMENTS

The Company has adopted, on 17 March 2016, the amended and restated memorandum and articles of association of the Company which took effect from 8 April 2016. There was no change in the constitutional documents of the Company during the year ended 31 March 2019.

章程文件

本公司已於2016年3月17日採納本公司自2016年4月8日起生效的經修訂及重列組織章程大綱和細則。於截至2019年3月31日止年度，本公司的章程文件概無出現變動。

By order of the Board

Lau Pong Sing

Chairman and Executive Director

28 June 2019

承董事會命

劉邦成

主席兼執行董事

2019年6月28日

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

OVERVIEW

The table below contains certain information about our Directors and senior management.

概覽

下表載列若干有關董事及高級管理層的資料。

Name	Age	Position	Date of joining the Group	Date of appointment to the current position	Responsibilities in the Group
姓名	年齡	職位	加入本集團的日期	獲委任目前職位的日期	於本集團的職責
Mr. Lau Pong Sing (劉邦成)	62	Executive Director; Chairman; Chief executive officer	22 December 2004	11 June 2015	Our overall management and business development; setting business strategies, direction and goals
劉邦成先生	62	執行董事；主席； 行政總裁	2004年12月22日	2015年6月11日	我們的整體管理及業務發展； 制定業務策略、方向及 目標
Ms. Chan Kit Mui, Lina (陳潔梅)	61	Executive Director; Chief operating officer	22 December 2004	11 June 2015	Overseeing our administration, financial control and human resources
陳潔梅女士	61	執行董事；營運總監	2004年12月22日	2015年6月11日	監督我們的行政、財務控制 及人力資源
Mr. Lu Tao (呂濤)	57	Non-executive Director	20 June 2017 (ceased to be a director on 14 December 2018)	20 June 2017	Supervising the management of the Company
呂濤先生	57	非執行董事	2017年6月20日 (於2018年12月14日 終止出任董事)	2017年6月20日	監督本公司的管理
Mr. Nakazawa Tomokatsu (中澤友克)	46	Non-executive Director	14 December 2018	14 December 2018	Supervising the management of the Company
中澤友克先生	46	非執行董事	2018年12月14日	2018年12月14日	監督本公司的管理

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

OVERVIEW (Continued)

概覽(續)

Name	Age	Position	Date of joining the Group	Date of appointment to the current position	Responsibilities in the Group
姓名	年齡	職位	加入本集團的日期	獲委任目前職位的日期	於本集團的職責
Ir. Dr. Ho Chung Tai, Raymond (何鍾泰)	80	Independent Non-executive Director	17 March 2016	17 March 2016	Supervising the management of the Company
何鍾泰博士工程師	80	獨立非執行董事	2016年3月17日	2016年3月17日	監督本公司的管理
Mr. Siu Chak Yu (蕭澤宇)	58	Independent Non-executive Director	17 March 2016	17 March 2016	Supervising the management of the Company
蕭澤宇先生	58	獨立非執行董事	2016年3月17日	2016年3月17日	監督本公司的管理
Mr. Li Ping Chi (李炳志)	59	Independent Non-executive Director	17 March 2016	17 March 2016	Supervising the management of the Company
李炳志先生	59	獨立非執行董事	2016年3月17日	2016年3月17日	監督本公司的管理
Mr. Shinji Mitsuya (三矢信二)	65	Director of AP Singapore	3 March 2017	3 March 2017	Oversee the operations business in AP Singapore, a subsidiary of the Company in Singapore
三矢信二先生	65	AP Singapore 董事	2017年3月3日	2017年3月3日	監督本公司於新加坡的 附屬公司 AP Singapore 的業務營運
Mr. Lau Tsz Fung (劉子鋒)	33	Vice president — sales and marketing	1 April 2009	1 April 2014	Overseeing our sales and marketing affairs
劉子鋒先生	33	副總裁(銷售及營銷)	2009年4月1日	2014年4月1日	監督我們的銷售及營銷事務
Mr. Wong Cheuk Man (王卓敏)	53	Financial controller	1 January 2010	1 January 2010	Overseeing our financial management and company secretarial matters
王卓敏先生	53	財務總監	2010年1月1日	2010年1月1日	監督我們的財務管理及 公司秘書事務

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

OVERVIEW (Continued)

Notes:

- (1) Mr. Lau is the spouse of Ms. Chan and father of Mr. TF Lau.
- (2) Ms. Chan is the spouse of Mr. Lau and mother of Mr. TF Lau.
- (3) Mr. Lau Tsz Fung ("**Mr. TF Lau**") is the son of Mr. Lau and Ms. Chan.
- (4) Mr. Lu Tao ceased to be the non-executive Director of the Company on 14 December 2018.
- (5) Mr. Nakazawa Tomokatsu is an employee of Kanamoto HK and Kanamoto Japan, and was appointed as a non-executive Director of the Company on 14 December 2018.

The business address of our Directors and senior management is Unit 15, 19/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong.

DIRECTORS

The Board currently consists of six Directors, comprising two executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding our Directors. The functions and duties of the Board include convening shareholders' meetings, reporting on the Board's work at these meetings, implementing the resolutions passed at these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the Articles of Association of the Company.

概覽(續)

附註：

- (1) 劉先生為陳女士的配偶及劉子鋒先生的父親。
- (2) 陳女士為劉先生的配偶及劉子鋒先生的母親。
- (3) 劉子鋒先生(「**劉子鋒先生**」)為劉先生及陳女士的兒子。
- (4) 呂濤先生於2018年12月14日終止出任本公司非執行董事。
- (5) 中澤友克先生為金本香港及金本日本的僱員，於2018年12月14日獲委任為本公司非執行董事。

董事及高級管理層的業務地址為香港九龍尖沙咀東科學館道1號康宏廣場19樓15室。

董事

董事會包括六名董事，由兩名執行董事、一名非執行董事及三名獨立非執行董事組成。下表載列有關董事的資料。董事會的職能及職責包括召開股東會議、於有關會議上報告董事會的工作、執行有關會議通過的決議案、釐定業務及投資計劃、制定年度預算及決算賬目以及制定利潤分派及增加或削減註冊資本的方案。此外，董事會負責根據本公司組織章程細則行使其他權力、職能及職責。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Executive Directors

Mr. LAU Pong Sing 劉邦成

Executive Director, chairman and chief executive officer

Mr. Lau, aged 62, was appointed as our executive Director and Chairman of the Board on 11 June 2015 and concurrently serves as our chief executive officer. Mr. Lau is primarily responsible for the Group's overall management and business development, as well setting our business strategies, direction and goals. Mr. Lau is also a member of our Remuneration Committee and Nomination Committee. Mr. Lau is the chairman of our Nomination Committee.

Prior to joining the Group in 2004 as one of the founders, Mr. Lau had accumulated over 20 years of experience in the construction equipment industry through his directorship in and management of Ajax Pong Construction Equipment Limited from September 1983 to March 1992 and Ajax Pong (Holdings) Limited from April 1992 to December 2014. Mr. Lau had in the past managed or oversight various aspects of the Group, including business development and strategies, financial management and management of training to be given to our employees. Under the leadership of Mr. Lau and Ms. Chan, the Group has entered into strategic partnership agreements with reputable construction equipment suppliers, and participated in a number of landmark construction projects.

Mr. Lau is the spouse of Ms. Chan and father of Mr. TF Lau.

董事(續)

執行董事

劉邦成先生

執行董事、主席及行政總裁

劉先生，62歲，於2015年6月11日獲委任為執行董事兼董事會主席，同時兼任我們的行政總裁。劉先生主要負責本集團整體管理及業務發展，以及制定業務策略、方向及目標。劉先生亦為薪酬委員會及提名委員會成員。劉先生為提名委員會主席。

於2004年以創辦人之一的身分加入本集團前，劉先生透過於1983年9月至1992年3月在亞積邦建設機械有限公司及於1992年4月至2014年12月在亞積邦(集團)有限公司擔任董事及管理層職務，於建設機械業累積逾20年經驗。劉先生過往曾管理或監督本集團各方面事宜，包括業務發展及策略、財務管理，並管理將向僱員提供的培訓。在劉先生與陳女士的領導下，本集團已與知名建設機械供應商訂立策略夥伴協議，並參與多項地標建設項目。

劉先生為陳女士的配偶及劉子鋒先生的父親。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Executive Directors (Continued)

Ms. CHAN Kit Mui, Lina 陳潔梅

Executive Director and chief operating officer

Ms. Chan, aged 61, has been our executive Director since 11 June 2015 and also serves as our chief operating officer. She is in charge of the Group's administration, financial control and human resources.

Prior to joining the Group in 2004 as one of the founders, Ms. Chan has acquired over 20 years of experience in the construction equipment industry. She was principally responsible for corporate reorganisation, business management control, as well as setting up corporate administration systems and finance systems, during her positions as deputy managing director of Ajax Pong Construction Equipment Limited from April 1989 to March 1992, and deputy managing director of Ajax Pong (Holdings) Limited from April 1992 to December 2014.

Since joining the Group, she has worked closely with Mr. Lau to expand the Group's business in Hong Kong and Macau and assisted in the set up of our current operation system and staff welfare scheme.

Ms. Chan obtained a Secretarial Diploma from the Chinese Young Men's Christian Association of Hong Kong in May 1978 and an Intermediate Stage Certificate in Book-keeping from the London Chamber of Commerce and Industry in Spring 1978. She also completed the Computerized Accounting System for Commerce and Industry Training Course given by the Hong Kong Productivity Council in October 1986.

Ms. Chan is the spouse of Mr. Lau and mother of Mr. TF Lau.

董事(續)

執行董事(續)

陳潔梅女士

執行董事兼營運總監

陳女士，61歲，自2015年6月11日起擔任執行董事並兼任我們的營運總監。彼負責本集團行政、財務控制及人力資源。

於2004年以創辦人之一的身份加入本集團前，陳女士於建設機械業累積逾20年經驗。彼於1989年4月至1992年3月擔任亞積邦建設機械有限公司副董事總經理職務及於1992年4月至2014年12月擔任亞積邦(集團)有限公司副董事總經理職務，期間主要負責企業重組、業務管理控制以及制訂企業行政系統與金融系統。

彼自加入本集團以來，與劉先生緊密合作，拓展本集團於香港及澳門的業務，並協助制訂目前營運制度與員工福利計劃。

陳女士於1978年5月於香港中華基督教青年會取得秘書文憑，並於1978年春天取得英國倫敦工商會中級簿記證書。彼亦於1986年10月完成香港生產力促進局舉辦的工商業電腦化會計系統培訓課程。

陳女士為劉先生的配偶及劉子鋒先生的母親。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Non-executive Director

Mr. Lu Tao 呂濤

(ceased as a Non-executive Director on 14 December 2018)

Mr. Lu Tao (呂濤), aged 57, was appointed as an independent non-executive Director on 20 June 2017. He has extensive experience in management level in multinational engineering companies. He serves as the chief operating officer of Kanamoto HK which is a wholly-owned subsidiary of Kanamoto Japan since April 2017. He also serves as a Director and General Manager of Kanamoto (China) Investment Co., Ltd. since September 2017. Prior to joining Kanamoto HK, Mr. Lu has been working in Komatsu Limited as manager from April 1992 to March 2002 (responsible for overseas global business in China), Komatsu America Corporation as manager from October 2005 to December 2010 (responsible for overseas business in mining equipment), SANY Heavy Machinery Company Limited as general manager from January 2011 to January 2012 (responsible for overseas business for excavators), Lonking Holdings Limited as general manager from January 2012 to March 2013 (responsible for overseas business in construction machinery equipment), LiuGong Machinery Co., Limited as general manager from July 2013 to July 2014 (responsible for overseas and domestic business in mining equipment), Sunward Intelligent Equipment Company Limited as general manager from March 2015 to March 2016 (responsible for overseeing domestic business in mining equipment in China) and Kanamoto Japan as the general manager of business coordination headquarters from March 2016 till present (responsible for overseeing the global business for construction equipment rental). He obtained his Master degree in Mechanical Engineering from Kyoto University and Bachelor degree in South China University of Technology (formerly known as South China Institute of Technology).

董事(續)

非執行董事

呂濤先生

(於2018年12月14日終止出任非執行董事)

呂濤先生，57歲，於2017年6月20日獲委任為獨立非執行董事。彼於擔任跨國工程公司管理層方面具備豐富經驗。彼自2017年4月起擔任金日本全資附屬公司金本香港營運總監。彼自2017年9月起亦擔任卡納磨拓(中國)投資有限公司董事及總經理。加盟金本香港之前，呂先生於1992年4月至2002年3月曾任職株式会社小松製作所經理，負責處理於中國營運的海外全球業務；於2005年10月至2010年12月曾任職Komatsu America Corporation經理，負責處理採礦設備方面的海外業務；於2011年1月至2012年1月曾任職三一重機有限公司總經理，負責處理有關挖掘機的海外業務；於2012年1月至2013年3月曾任職中國龍工控股有限公司總經理，負責處理有關建設機械設備的海外業務；於2013年7月至2014年7月曾任職廣西柳工機械股份有限公司總經理，負責處理有關採礦設備的國內外業務；於2015年3月至2016年3月曾任職山河智能裝備股份有限公司總經理，負責於中國監督有關採礦設備的國內業務；自2016年3月至今擔任金日本業務統籌總部總經理，負責監督有關建築設備出租服務的全球業務。彼取得京都大學機械理工學碩士學位及華南理工大學(前稱華南工學院)學士學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Non-executive Director (Continued)

Mr. Nakazawa Tomokatsu 中澤友克

Mr. Nakazawa Tomokatsu (中澤友克), aged 46, is the Deputy General Manager of Overseas Business Division of Kanamoto. He has 22 years of relevant working experience in Kanamoto and its subsidiaries (the “**Kanamoto Group**”), and is familiar with business operations, overseas business development plan, and company policy of Kanamoto Group.

He graduated from Tohoku Gakuin University in Japan in 1996 and obtained a Bachelor degree of Arts in Economics.

Mr. Nakazawa started to develop his career in construction machinery business with Kanamoto immediately after his graduation. He was assigned to Sendai Sales Branch responsible for all-round sales and marketing activities of rental, leasing and sale of construction machineries and equipment. He was then promoted to Chief and Deputy Associate Director of Sendai Sales Branch in 1999 and 2001 respectively.

Since 2002, Mr. Nakazawa has been transferred to various branches and divisions accountable for sales and marketing management, business strategy planning, budget control, customer management and internal management for construction machinery business of Kanamoto Group. He was then transferred to Kyokuto Lease Co., Ltd. (“**Kyokuto**”), a subsidiary of Kanamoto and was promoted to Managing Director & Sales General Manager in 2008. His job duties included total management of Kyokuto from internal management to business development. Since 2014, he has been Deputy General Manager of Overseas Business Division responsible for general management of overseas businesses of Kanamoto Group.

Throughout Mr. Nakazawa’s long career in Kanamoto Group, he has been engaging in the full spectrum of general management from business management to internal management. Through such job duties, he acquired a clear picture of the business operations, business network and overseas business development plan. He is familiar with the business trend of the industry and market trends of construction machinery in Asian regions.

董事(續)

非執行董事(續)

中澤友克先生

中澤友克先生，46歲，為Kanamoto海外業務部副總經理。彼於Kanamoto及其附屬公司（「**Kanamoto集團**」）擁有22年的相關工作經驗，並熟悉Kanamoto集團的業務營運、海外業務拓展計劃及公司政策。

彼於1996年自日本東北學院大學畢業，並獲頒經濟學文學士學位。

緊隨畢業後，中澤先生於Kanamoto開展建築機械業務的職業生涯。彼獲分派至仙台銷售分公司，負責出租、租賃及銷售建築機械及設備的全方位銷售及營銷活動。彼分別於1999年及2001年獲晉升為仙台銷售分公司的首席及副助理總監。

自2002年起，中澤先生被調任至不同分公司及部門，負責Kanamoto集團建築機械業務的銷售及營銷管理、業務戰略規劃、預算控制、客戶管理及內部管理。隨後彼被調往Kanamoto的附屬公司Kyokuto Lease Co., Ltd.（「**Kyokuto**」），並於2008年獲晉升為董事總經理兼銷售總經理。其職責包括Kyokuto從內部管理至業務發展方面的全面管理。自2014年以來，彼一直擔任海外業務部副總經理，負責Kanamoto集團海外業務的整體管理。

在中澤先生於Kanamoto集團的長期職業生涯中，彼一直從事從企業管理至內部管理方面的全方位整體管理。通過該等職責，彼清楚了解到業務營運、業務網絡及海外業務拓展計劃。彼熟悉亞洲地區的建築機械行業業務趨勢及市場趨勢。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Independent Non-executive Directors

Ir. Dr. Ho Chung Tai, Raymond 何鍾泰

Independent non-executive Director

Ir. Dr. Ho Chung Tai, Raymond, SBS, MBE, S.B. St. J., JP, aged 80, was appointed as our independent non-executive Director on 17 March 2016. He is a member of our Audit Committee.

Dr. Ho has over 50 years of experience in civil, structural, environmental and geotechnical engineering industries and has directly managed a number of mega-sized engineering projects.

Dr. Ho received his degree of doctor of philosophy in Civil Engineering from the City University of London in June 1971, an Honorary Doctor of Laws from the University of Manchester in September 2001 and an Honorary degree of Doctor of Business Administration from the City University of Hong Kong in November 1999. He graduated from the University of Hong Kong in November 1963 with a Bachelor of Science in Engineering and obtained his diploma for advanced studies in engineering, soil mechanics from the University of Manchester in July 1964.

董事(續)

獨立非執行董事

何鍾泰博士工程師

獨立非執行董事

何鍾泰博士工程師，銀紫荊星章，MBE，聖約翰五級員佐勳銜，太平紳士，80歲，於2016年3月17日獲委任為獨立非執行董事。彼為審核委員會成員。

何博士於土木、結構、環境及岩土工程業累積逾50年經驗，曾直接管理多個大型工程項目。

何博士於1971年6月取得倫敦城市大學土木工程哲學博士學位，於2001年9月取得曼徹斯特大學法學榮譽博士學位及於1999年11月取得香港城市大學工商管理學榮譽博士學位。彼於1963年11月於香港大學畢業，取得工程學理學士學位，並於1964年7月取得曼徹斯特大學岩土工程研究院文憑。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

As at the date of the annual report, Dr. Ho served or is currently serving as director of the following listed public companies in Hong Kong:

董事(續)

獨立非執行董事(續)

於年報日期，何博士曾或現正擔任下列香港上市公眾公司的董事：

Period 期間	Office 職務	Listed public company on the Stock Exchange 聯交所上市公眾公司
Since September 2018 自2018年9月起	Chairman and Non-Executive Director 主席及非執行董事	SCUD Group Limited (stock code: 1399) 飛毛腿集團有限公司(股份代號：1399)
Since December 2013 自2013年12月起	Independent non-executive director 獨立非執行董事	ChinLink International Holdings Limited (stock code: 997) 普匯中金國際控股有限公司(股份代號：997)
Since September 2007 自2007年9月起	Independent non-executive director 獨立非執行董事	GCL-Poly Energy Holdings Limited (stock code: 3800) 保利協鑫能源控股有限公司(股份代號：3800)
From June 2005 to 3 June 2019 由2005年6月至 2019年6月3日	Independent non-executive director 獨立非執行董事	China State Construction International Holdings Limited (stock code: 3311) 中國建築國際集團有限公司(股份代號：3311)
Since September 1993 自1993年9月起	Independent non-executive director 獨立非執行董事	Deson Development International Holdings Limited (stock code: 262) 迪臣發展國際集團有限公司(股份代號：262)

Other current appointments and offices of Dr. Ho are further set out below: 何博士目前其他任命及職務進一步載列如下：

- | | |
|---|--|
| Current appointments and offices
目前任命及職務 | <ul style="list-style-type: none">Honorary Chairman (since April 2019) and Chairman (from February 2005 to April 2019) of the Guangdong Daya Bay Nuclear Plant and Ling Ao Nuclear Plant Safety Consultative Committee廣東省大亞灣核電站及嶺澳核電站核安全諮詢委員會榮譽主席(自2019年4月起)及主席(由2005年2月至2019年4月)Professional advisor to the Office of the Ombudsman of Hong Kong (for the periods 1 July 1995 to 31 March 2013 and 1 October 2015 to present)香港申訴專員公署專業顧問(1995年7月1日至2013年3月31日期間及2015年10月1日至今) |
|---|--|

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Mr. SIU Chak Yu 蕭澤宇

Independent non-executive Director

Mr. Siu, BBS, JP, aged 58, was appointed as our independent non-executive Director on 17 March 2016. He is a member of our Remuneration Committee, Audit Committee and Nomination Committee. Mr. Siu is the chairman of our Remuneration Committee.

Mr. Siu has gained experience in legal practice in Hong Kong. He obtained a Bachelor of Laws degree and a Postgraduate Certificate in Laws from the University of Hong Kong in November 1983 and July 1984, respectively. He was admitted as a solicitor in Hong Kong in September 1986, England and Wales in June 1990, Australian Capital Territory in February 1991, and in Singapore in September 1992; and as a barrister in Australia in February 1991. Mr. Siu was appointed as a Notary Public in April 1997, a China-Appointed Attesting Officer in January 2000, and currently a partner of Hastings & Co.

He is currently the chairman of the Environmental Impact Assessment Appeal Board, deputy chairman of the HKSAR Passports Appeal Board and a board member of the Estates Agents Authority and the Guardianship Board.

董事(續)

獨立非執行董事(續)

蕭澤宇先生

獨立非執行董事

蕭先生，銅紫荊星章，太平紳士，58歲，於2016年3月17日獲委任為獨立非執行董事。彼為薪酬委員會、審核委員會及提名委員會成員。蕭先生為薪酬委員會主席。

蕭先生具備香港法律的執業經驗。彼於1983年11月及1984年7月先後獲香港大學頒發法學學士學位及法學專業證書。彼於1986年9月、1990年6月、1991年2月及1992年9月分別在香港、英格蘭和威爾斯、澳洲首都領地及新加坡獲認可為律師，並於1991年2月成為澳洲的大律師。蕭先生於1997年4月及2000年1月先後獲委任為國際公證人及中國委託公證人，現為希仕廷律師行合夥人。

彼現為環境影響評估上訴委員會主席、香港特別行政區護照上訴委員會副主席以及地產代理監管局及監護委員會董事局成員。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Mr. LI Ping Chi 李炳志

Independent non-executive Director

Mr. Li, aged 59, was appointed as our independent non-executive Director on 17 March 2016. He is a member of our Audit Committee, Remuneration Committee and Nomination Committee. Mr. Li is the chairman of our Audit Committee.

Mr. Li has over 30 years of experience in accounting and auditing. He was an assistant assessor for the Hong Kong Inland Revenue Department from August 1982 to February 1985. He joined Touche Ross Hong Kong in March 1985 and was promoted to the position of audit manager in August 1989. He later joined Deloitte China in April 1990 as a result of its merger with Touche Ross Hong Kong and had been a partner from June 1996 to May 2013.

Mr. Li received a higher diploma in accountancy with distinction from the Hong Kong Polytechnic University in November 1982. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

SENIOR MANAGEMENT

Our senior management members are responsible for the day-to-day management of the Company's business. None of the members of our senior management has been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Mitsuya Shinji 三矢信二

Director of AP Singapore

Mr. Mitsuya, aged 65, has been the consultant of a subsidiary of the Company, AP Rentals Limited, since 1st of January, 2017. In the wake of establishment of a new company under the Group in Singapore, AP Singapore, he was appointed and assigned as Director of AP Singapore on 3 March 2017.

Mr. Mitsuya's main roles are to launch an equipment rental business in Singapore capitalizing the Group's experience and know-how as a solution provider, to develop a new market in the South Pacific Ocean and to establish a closer relationship and communications with Japanese partners based on long term strategy.

董事(續)

獨立非執行董事(續)

李炳志先生

獨立非執行董事

李先生，59歲，於2016年3月17日獲委任為獨立非執行董事。彼為審核委員會、薪酬委員會及提名委員會成員。李先生為審核委員會主席。

李先生具備逾30年會計及審核經驗。彼於1982年8月至1985年2月為香港稅務局助理評稅主任；後於1985年3月加入Touche Ross Hong Kong，並於1989年8月晉升為審核經理；再於1990年4月因德勤中國與Touche Ross Hong Kong合併而加入德勤中國，並於1996年6月至2013年5月擔任合夥人。

李先生於1982年11月以優異成績取得香港理工大學會計學高級文憑。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。

高級管理層

我們的高級管理層成員負責本公司業務的日常管理。概無高級管理層的成員於證券在香港或海外任何證券市場上市的任何公眾公司擔任董事。

三矢信二先生

AP Singapore 的董事

三矢先生，65歲，自2017年1月1日起擔任本公司旗下附屬公司亞積邦租賃有限公司的顧問。隨著本集團在新加坡設立新公司AP Singapore，彼於2017年3月3日獲委任及委派出任AP Singapore的董事。

三矢先生的主要職能是憑藉本集團在提供解決方案方面的經驗及專業知識在新加坡推出設備出租業務，以開發南太平洋地區的新市場，從而以長遠策略與日本業務夥伴建立更密切關係及保持更緊密溝通。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT (Continued)

Prior to joining the Group, he has been in Europe from 2007 to 2012, three years in Lyon, France and three years in Utrecht, Holland as a general manager of local company of Furukawa Unic Corporation, establishing new sales channels in EU countries.

He has been engaged in overseas marketing since early 1980th at Hokuetsu Industries Co., Ltd., known as Airman air-compressor until 2016.

Having been working for a long time for Japanese construction machinery manufacturers, he expanded sales opportunities through new dealers including commencement of local production in the global market. He obtained Bachelor's degree in Mechanical Engineering from Kanto Gakuin University in March 1977.

Mr. LAU Tsz Fung (劉子鋒), aged 33, is our vice president and oversees the sales and marketing department of the Company. He is principally responsible for encouraging sustainable development through the delivery of updated market analysis and information, and works closely with the sales team in attracting potential customers and contracts. His roles and duties include maintaining a high volume of rental transactions and good relationships with worldwide manufacturers and suppliers. Mr. TF Lau has completed training sessions on construction equipment given by Donaldson Company, Inc., Nippon Sharyo, Ltd., Furukawa UNIC Corporation and Denyo Co., Ltd..

Mr. TF Lau received his Bachelor's degree in Business Economics from the University of California Santa Barbara in September 2008. Prior to joining the Group as a sales and marketing officer in April 2009, he was a marketing officer assistant at Ajax Pong (Holdings) Limited from April 2008 to June 2008, where he was responsible for managing relationship with potential customers and overseas buyers.

Mr. TF Lau is the son of Mr. Lau and Ms. Chan.

高級管理層(續)

加盟本集團之前，彼於2007年至2012年駐足歐洲，其中三年在法國里昂，三年在荷蘭烏特勒支，擔任Furukawa Unic Corporation於當地分公司的總經理，在歐盟國家建立新銷售網絡。

彼自1980年代初起於Hokuetsu Industries Co., Ltd.(自2016年起稱為Airman air-compressor)涉足海外營銷業務。

三矢先生長期為日本建築機械製造商工作，透過與新交易商合作擴闊於環球市場的銷售商機，包括開始在當地生產。彼於1977年3月獲Kanto Gakuin University頒授機械工程學士學位。

劉子鋒先生，33歲，為我們的副總裁，監督本公司的銷售及營銷部。彼主要負責通過傳遞最新的市場分析及資訊促進可持續發展，並與銷售團隊緊密合作，招攬潛在客戶及合約。其職務包括維持高流量租賃交易以及與世界各地製造商及供應商保持良好關係。劉子鋒先生已完成由Donaldson Company, Inc.、Nippon Sharyo, Ltd.、Furukawa UNIC Corporation及電友株式會社提供的建設機械培訓課程。

劉子鋒先生於2008年9月獲The University of California Santa Barbara頒發商業經濟學學士學位。劉子鋒先生於2009年4月加入本集團擔任銷售及營銷主任前，彼自2008年4月至2008年6月擔任亞積邦(集團)有限公司助理營銷主任，負責管理與潛在客戶及海外買家的關係。

劉子鋒先生為劉先生與陳女士的兒子。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

SENIOR MANAGEMENT (Continued)

Mr. WONG Cheuk Man (王卓敏), aged 53, is the financial controller, company secretary and one of the authorised representatives of the Company. He is primarily responsible for the Group's accounting, internal control, financial reporting, resource management and information technology affairs.

Mr. Wong graduated from the University of Western Sydney Nepean with a Bachelor's degree in Business Administration in September 1999 and obtained a Master's degree in International Accounting from the City University of Hong Kong in November 2001. Mr. Wong has over 29 years of experience in accounting. He was an assistant accountant at Sanyo Electric (Hong Kong) Ltd. from July 1987 to April 1990, cost accountant and later assistant finance manager of STD Holding Ltd. from August 1990 to September 1994. He served as accounting manager and subsequently financial controller of Ajax Pong (Holdings) Limited from September 1994 prior to joining the Group in January 2010.

Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Each of our senior management did not hold any other directorship in listed public companies in the three years prior to the date of this annual report.

高級管理層(續)

王卓敏先生，53歲，為本公司的財務總監、公司秘書及其中一名授權代表。彼主要負責本集團的會計、內部監控、財務報告、資源管理及資訊科技事務。

王先生於1999年9月 在The University of Western Sydney Nepean畢業，取得商業行政學士學位，於2001年11月獲香港城市大學頒發國際會計學碩士學位。王先生累積逾29年會計經驗。彼於1987年7月至1990年4月出任三洋電機(香港)有限公司的助理會計師；於1990年8月至1994年9月於STD Holding Ltd.先後擔任成本會計師及助理財務經理。彼於2010年1月加入本集團前，自1994年9月起擔任亞積邦(集團)有限公司的會計經理，其後晉升為財務總監。

王先生為香港會計師公會會員兼英國特許公認會計師公會資深會員。

我們各名高級管理層於本年報日期前三年間內概無於上市公眾公司擔任任何其他董事職位。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF AP RENTALS HOLDINGS LIMITED

亞積邦租賃控股有限公司

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of AP Rentals Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as “**the Group**”) set out on pages 87 to 180, 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 the 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 (“**HKSAs**”) 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.

致亞積邦租賃控股有限公司列位股東

(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第87至180頁的亞積邦租賃控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，當中包括於2019年3月31日的綜合財務狀況表與截至該日止年度的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。

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於2019年3月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的「香港審計準則」(「**香港審計準則**」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」(以下簡稱「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

關鍵審計事項

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

Key audit matters

關鍵審計事項

How our audit addressed the key audit matters

我們的審計如何對關鍵審計事項進行處理

Impairment assessment of plant and machinery

廠房及機械減值評估

We identified the impairment assessment of plant and machinery as a key audit matter due to the significance of the carrying value of plant and machinery to the consolidated financial statements as a whole and the judgements associated with the assessment of the recoverable amount of plant and machinery by the management of the Group.

基於廠房及機械的賬面值對整體綜合財務報表的重要性以及貴集團管理層評估廠房及機械的可收回金額所作出的判斷，我們識別廠房及機械減值評估為關鍵審計事項。

As disclosed in the note 14 to the consolidated financial statements, the carrying value of plant and machinery reported under property, plant and equipment as at 31 March 2019 was HK\$216,052,000.

誠如綜合財務報表附註14所披露，於2019年3月31日，物業、廠房及設備項下所呈報廠房及機械的賬面值為216,052,000港元。

As detailed in note 4 to the consolidated financial statements, the determination of the recoverable amounts of the assets is based on the higher of value in use calculations and fair value less cost of disposal.

誠如綜合財務報表附註4所詳述，資產可收回金額乃根據使用價值計算與公允值減出售成本兩者中的較高者釐定。

The Group uses fair value less cost of disposal as the recoverable amounts which requires the management to estimate the resale values with reference to the historical disposal values, or market transactions of similar assets.

貴集團將公允值減去出售成本作為可收回金額，此要求管理層經參考過往出售價值或類似資產的市場交易後估計轉售價值。

Our procedures in relation to the management's impairment assessment of plant and machinery included:

我們就管理層就廠房及機械減值進行評估所實施的程序包括：

- Understanding the management's impairment assessment process on identifying assets that may be indicative to be impaired, and evaluating the reasonableness of the management's assessment with reference to the utilisation and income generated from the plant and machinery in recent years; and
瞭解管理層於識別可能有跡象顯示減值的資產時評估減值的過程，並參照近年廠房及機械的使用情況及所產生收入評核管理層作出的評估是否合理；及
- Assessing the reasonableness of the fair value less cost of disposal estimated by the management by checking, on a sample basis, to the estimation of resale values with reference to the historical disposal values, or market transactions of similar assets.
透過抽樣檢查經參考過往出售價值或類似資產的市場交易後的轉售價值的估算，評核管理層所估計的公允值減出售成本是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters

關鍵審計事項

How our audit addressed the key audit matters

我們的審計如何對關鍵審計事項進行處理

Impairment assessment of lease receivables and trade receivables

應收租賃款項及貿易應收款項減值評估

We identified impairment assessment of lease receivables and trade receivables as a key audit matter due to the significance of lease receivables and trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's lease receivables and trade receivables at the end of the reporting period.

基於應收租賃款項及貿易應收款項對 貴集團綜合財務狀況的重要性以及評估 貴集團於報告期末的應收租賃款項及貿易應收款項的預期信貸虧損(「**預期信貸虧損**」)涉及主觀判斷及管理層估計，我們識別應收租賃款項及貿易應收款項減值評估為關鍵審計事項。

As at 31 March 2019, the Group's aggregate amounts of lease receivables and trade receivables amounted to HK\$39,550,000, and out of which HK\$31,107,000 were past due. As explained in note 2 to the consolidated financial statements, in the current year, the Group has applied HKFRS 9 *Financial Instruments* in which impairment of lease receivables and trade receivables are measured under ECL model.

於2019年3月31日，貴集團的應收租賃款項及貿易應收款項總額為39,550,000港元，其中31,107,000港元已逾期。誠如綜合財務報表附註2所闡述，於本年度，貴集團已應用香港財務報告準則第9號「**金融工具**」，而應收租賃款項及貿易應收款項減值乃根據預期信貸虧損模式計量。

Our procedures in relation to the impairment assessment of lease receivables and trade receivables included:

我們就應收租賃款項及貿易應收款項減值評估所實施的程序包括：

- Understanding how the management estimates the credit loss allowance for lease receivables and trade receivables; 瞭解管理層如何估計應收租賃款項及貿易應收款項的信貸虧損撥備；
- Challenging management's basis and judgement in determining credit loss allowance on lease receivables and trade receivables as at 31 March 2019, including their identification of significant or credit impaired lease receivables and trade receivables, the reasonableness of management's grouping of the remaining lease receivables and trade receivables into different categories in the provision matrix, and the basis of estimated loss rate applied in each category in the provision matrix (with reference to historical default rates and forward-looking information); 質疑管理層在釐定於2019年3月31日的應收租賃款項及貿易應收款項的信貸虧損撥備所用的基準及判斷(包括識別出現重大或信貸減值的應收租賃款項及貿易應收款項)、管理層於撥備矩陣中將餘下應收租賃款項及貿易應收款項分類至不同類別的合理性，以及應用於撥備矩陣各類別的估計虧損率的基礎(參考過往違約率及前瞻性資料)；

INDEPENDENT AUDITOR'S REPORT

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Key audit matters

關鍵審計事項

As disclosed in notes 4 and 27 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of lease receivables and trade receivables based on individual assessment for those which had been determined as significant balance or credit-impaired whereas the remaining balance are assessed by means of provision matrix through grouping of various debtors that have similar risk exposure, after considering internal credit ratings of lease receivables and trade receivables, ageing, repayment history and/or past due status and forward-looking information of respective lease receivables and trade receivables that is reasonable and supportable available without undue costs or effort. Estimated losses are based on historical observed default rates over the expected life of the lease receivables and trade receivables and are adjusted for forward-looking information.

誠如綜合財務報表附註4及27所披露，貴集團管理層根據對已釐定為重大結餘或出現信貸減值的應收租賃款項及貿易應收款項所進行的個別評估，估計應收租賃款項及貿易應收款項的全期預期信貸虧損金額，而餘下結餘則按照撥備矩陣評估，並在考慮應收租賃款項及貿易應收款項的內部信貸評級、賬齡、還款記錄及／或逾期狀況以及無需付出不必要的費用或努力即可獲得相關應收租賃款項及貿易應收款項的合理及有理據前瞻性資料後，對具有類似風險敞口的各類應收賬款進行分組。估計虧損乃根據應收租賃款項及貿易應收款項於預計年期內的過往觀察到的違約率計算得出，並就前瞻性資料作出調整。

As disclosed in note 17 to the consolidated financial statements, the Group's lifetime ECL on lease receivables and trade receivables as at 31 March 2019 amounted to HK\$6,715,000.

誠如綜合財務報表附註17所披露，貴集團於2019年3月31日的應收租賃款項及貿易應收款項的全期預期信貸虧損為6,715,000港元。

How our audit addressed the key audit matters

我們的審計如何對關鍵審計事項進行處理

- Checking calculation and basis of default rates adopted by the management for both individual assessment and assessment by provision matrix to the underlying information used by management, on a sample basis, with reference to the historical settlement analysis of lease receivables and trade receivables; and
經參考應收租賃款項及貿易應收款項的過往結算分析後，抽樣檢查管理層於個別評估及透過撥備矩陣進行評估時所採納的違約率計算方式及基準，以及管理層所用的相關資料；及
- Checking the information used by management for developing the provision matrix for lease receivables and trade receivables, including aged analysis as at 31 March 2019, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting documents.
透過將分析中的個別項目與相關銷售發票及其他證明文件進行比較，抽樣檢查管理層就應收租賃款項及貿易應收款項制定撥備矩陣的所用資料，包括於2019年3月31日的賬齡分析。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises 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 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.

其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港財務報告準則及香港公司條例的披露規定編製真實而公平地反映情況的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

管治層須負責監督 貴集團的財務申報程序。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照協定聘用條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之上的情況，故未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團的內部監控成效發表意見。
- 評估董事所採用會計政策是否恰當以及所作出會計估計及相關披露是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- 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.
- 對董事採用持續經營會計基礎是否恰當作出結論，並根據所獲取的審計憑證，確定是否存在與可能導致對 貴集團的持續經營能力產生重大疑慮的事件或情況有關的重大不確定因素。倘我們認為存在重大不確定因素，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯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及適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督及執行。我們為審核意見承擔全部責任。

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.

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.

除其他事項外，我們與管治層就審計的規劃範圍、時間安排及重大審計發現進行溝通，包括我們在審計過程中識別的任何重大內部監控缺失。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Ka-Lai Man.

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

出具本獨立核數師報告的審計項目合夥人為文嘉麗。

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

28 June 2019

德勤•關黃陳方會計師行

執業會計師

香港

2019年6月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Notes	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
		附註		
Revenue	收益	5		
Goods and services	貨品及服務		34,024	80,878
Leasing of machinery	機械租賃		112,086	144,383
Total revenue	總收益		146,110	225,261
Cost of sales and services	銷售及服務成本		(119,946)	(168,015)
Gross profit	毛利		26,164	57,246
Other income	其他收入	6	4,193	3,863
Other gains and losses	其他收益及虧損	7	5,250	8,363
Impairment losses recognised on lease receivables and trade receivables, net	已確認應收租賃款項及 貿易應收款項減值虧損 淨額	27	(1,181)	(1,210)
Administrative, selling and distribution expenses	行政、銷售及分銷開支		(36,295)	(40,929)
Finance costs	融資成本	8	(513)	(1,036)
(Loss) profit before tax	除稅前(虧損)溢利		(2,382)	26,297
Income tax expense	所得稅開支	9	(141)	(5,216)
(Loss) profit for the year	本年度(虧損)溢利	10	(2,523)	21,081
Other comprehensive expense for the year	本年度其他全面開支			
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可重新分類至損益的項目</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		(82)	(45)
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額		(2,605)	21,036
(Loss) earnings per share — Basic (HK cents)	每股(虧損)盈利 — 基本(港仙)	13	(0.29)	2.44

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2019 於 2019年3月31日

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	221,246	197,853
Deposit placed for a life insurance policy	壽險保單存款	15	2,725	2,656
Deferred tax assets	遞延稅項資產	22	167	—
			224,138	200,509
Current Assets	流動資產			
Inventories	存貨	16	12,134	7,168
Trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項	17	43,577	64,232
Pledged bank deposit	已抵押銀行存款	18	360	360
Bank deposits with original maturity less than three months	原到期日為三個月以內的銀行存款	18	15,000	21,000
Bank balances and cash	銀行結餘及現金	18	36,847	40,397
			107,918	133,157
Current Liabilities	流動負債			
Trade and other payables and accrued charges	貿易及其他應付款項及應計費用	19	45,391	36,020
Contract liabilities	合約負債	20	563	—
Receipts in advance	預收賬款		529	1,890
Tax liabilities	稅項負債		643	2,733
Borrowings — due within one year	借款 — 一年內到期	21	17,461	19,439
			64,587	60,082
Net Current Assets	流動資產淨值		43,331	73,075
Total Assets less Current Liabilities	總資產減流動負債		267,469	273,584

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2019 於2019年3月31日

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current Liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	22	26,924	26,769
Borrowings — due after one year	借款 — 一年後到期	21	—	641
			26,924	27,410
Net Assets	資產淨值		240,545	246,174
Capital and Reserves	資本及儲備			
Issued capital	已發行股本	23	864	864
Reserves	儲備		239,681	245,310
Total Equity	總權益		240,545	246,174

The consolidated financial statements on pages 87 to 180 were approved and authorised for issue by the Board of Directors on 28 June 2019 and are signed on its behalf by:

載於第87頁至第180頁之綜合財務報表已於2019年6月28日獲董事會批准及授權刊發，並由下列董事代表簽署：

LAU PONG SING

劉邦成
Director
董事

CHAN KIT MUI, LINA

陳潔梅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Issued capital 已發行股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元 (Note i) (附註 i)	Legal reserve 法定儲備 HK\$'000 千港元 (Note ii) (附註 ii)	Translation reserve 匯兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	864	232,345	(102,443)	12	(5)	102,659	233,432
Profit for the year	本年度溢利	-	-	-	-	-	21,081	21,081
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(45)	-	(45)
Total comprehensive (expenses) income for the year	本年度全面(開支)收益總額	-	-	-	-	(45)	21,081	21,036
Dividend recognised as distribution (note 12)	確認為分派的股息(附註12)	-	-	-	-	-	(8,294)	(8,294)
At 31 March 2018	於2018年3月31日	864	232,345	(102,443)	12	(50)	115,446	246,174
Loss for the year	本年度虧損	-	-	-	-	-	(2,523)	(2,523)
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(82)	-	(82)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(82)	(2,523)	(2,605)
Dividend recognised as distribution (note 12)	確認為分派的股息(附註12)	-	-	-	-	-	(3,024)	(3,024)
At 31 March 2019	於2019年3月31日	864	232,345	(102,443)	12	(132)	109,899	240,545

Notes:

- Merger reserve represents the difference between the amount of share capital and share premium of the Company issued, and the issued share capital of AP Rentals Limited exchanged in connection with the Group reorganisation on 21 July 2015.
- In accordance with the Article 377 of the Commercial Code of Macau Special Administrative Region, the subsidiary registered in Macau is required to transfer part of its profits of each accounting period of not less than 25% as legal reserve, until it reaches an amount equal to half of the capital.

附註：

- 合併儲備指本公司已發行股本金額及股份溢價與因本集團於2015年7月21日重組而交換亞積邦租賃有限公司已發行股本之差額。
- 根據澳門特別行政區商法典第377條，於澳門註冊的附屬公司須將其各會計期間不少於25%的溢利轉撥至法定儲備，直至達到相等於其資本一半的金額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Operating activities	經營業務		
(Loss) profit before tax	除稅前(虧損)溢利	(2,382)	26,297
Adjustments for:	就以下項目作出調整：		
Impairment loss recognised for trade receivables, net	就貿易應收款項確認的減值虧損淨額	1,181	1,210
Depreciation of property, plant and equipment	物業、廠房及設備折舊	50,933	49,708
Finance costs	融資成本	513	1,036
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(5,348)	(8,942)
Interest income	利息收入	(423)	(159)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	44,474	69,150
(Increase) decrease in inventories	存貨(增加)減少	(4,966)	5,415
Decrease (increase) in trade and other receivables, deposits and prepayments	貿易及其他應收款項、按金及預付款項減少(增加)	19,474	(1,944)
Increase in trade and other payables and accrued charges	貿易及其他應付款項及應計費用增加	9,371	849
Increase in contract liabilities	合約負債增加	125	-
Decrease in receipts in advance	預收賬款減少	(923)	(7,275)
Cash generated from operations	營運所得現金	67,555	66,195
Income tax (paid) refunded	(已付)已退回所得稅	(2,243)	1,045
Net cash from operating activities	經營業務所得現金淨額	65,312	67,240
Investing activities	投資活動		
Interest received	已收利息	327	110
Purchase of property, plant and equipment	購買物業、廠房及設備	(92,478)	(80,266)
Placement of deposit with original maturity over three months	存置原到期日超過三個月的存款	-	(10,000)
Withdrawal of deposit with original maturity over three months	提取原到期日超過三個月的存款	-	20,038
Withdrawal of pledged bank deposits	提取已抵押銀行存款	-	2,000
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	23,500	34,410
Proceeds from disposal of investment in certificate of deposit	出售存款憑證投資所得款項	-	6,047
Net cash used in investing activities	投資活動所用現金淨額	(68,651)	(27,661)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Financing activities	融資活動		
Interest paid	已付利息	(513)	(1,036)
New borrowings raised	新增借款	11,360	10,380
Repayments of borrowings	償還借款	(13,979)	(24,102)
Repayments of obligations under finance leases	償還融資租賃責任	-	(45)
Dividend paid	已付股息	(3,024)	(8,294)
Net cash used in financing activities	融資活動所用現金淨額	(6,156)	(23,097)
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(9,495)	16,482
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	61,397	44,960
Effect of foreign exchange rate changes	外匯匯率變動之影響	(55)	(45)
Cash and cash equivalents at end of the year	年末現金及現金等價物	51,847	61,397
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank deposits with original maturity less than three months	原到期日為三個月以內的銀行存款	15,000	21,000
Bank balances and cash	銀行結餘及現金	36,847	40,397
		51,847	61,397

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

1. GENERAL

AP Rentals Holdings Limited (the “Company”) was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 11 June 2015. The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 8 April 2016. The addresses of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Unit 15, 19/F Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong.

The Company acts as an investment holding company. Details of the principal activities of the subsidiaries are set out in note 33.

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

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

New and amendments to HKFRSs that are mandatorily effective for the current year

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 HKAS 28	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

1. 一般事項

亞積邦租賃控股有限公司(「本公司」)於2015年6月11日根據開曼群島公司法第二十二章(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司並於開曼群島註冊。本公司股份自2016年4月8日起在香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，其主要營業地點為香港九龍尖沙咀東科學館道1號康宏廣場19樓15室。

本公司為投資控股公司。附屬公司的主要業務詳情載於附註33。

綜合財務報表乃以港元(「港元」)呈列，港元亦為本公司功能貨幣。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的新訂及經修訂香港財務報告準則

本集團已於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則：

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	客戶合約收益及其相關修訂
香港(國際財務報告詮釋委員會)一詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號的修訂本	以股份支付交易之分類及計量
香港財務報告準則第4號的修訂本	就香港財務報告準則第4號「保險合約」應用香港財務報告準則第9號「金融工具」
香港會計準則第28號的修訂本	作為香港財務報告準則之年度改進(2014年至2016年週期)的一部分
香港會計準則第40號的修訂本	投資物業轉讓

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Except as described below, the application of the 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.

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 retained profits (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, HKAS 11 and the related interpretations.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

除下文所述者外，於本年度應用香港財務報告準則的修訂將不會對本年度及過往年度本集團財務表現及狀況以及／或該等綜合財務報表載列的披露造成重大影響。

2.1 香港財務報告準則第15號「客戶合約收益」

於本年度，本集團已首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號「收益」、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積影響已於2018年4月1日首次應用當日確認。首次應用日期的任何差額於期初保留溢利(或其他權益部分(如適用))確認，且並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團選擇僅就於2018年4月1日尚未完成的合約追溯應用該準則。由於比較資料乃根據香港會計準則第18號、香港會計準則第11號以及相關詮釋編製，因此，若干比較資料可能無法比較。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.1 HKFRS 15 Revenue from Contracts with Customers (Continued)

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Sales of machinery and parts;
- Lease related operating service income; and
- Lease related other service income.

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 following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2018. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

2.1 香港財務報告準則第15號「客戶合約收益」(續)

本集團確認源自下列主要來源(來自客戶合約)的收益:

- 銷售機械及零件;
- 與租賃有關的操作服務收入; 及
- 與租賃有關的其他服務收入。

有關應用香港財務報告準則第15號所引致的本集團履約責任及會計政策的資料分別於附註5及3披露。

下列為對於2018年4月1日的綜合財務狀況表中所確認金額作出的調整。沒有受變動影響的細列項目並無包括在內。

	Amounts previously reported at 31 March 2018	Reclassification	Carrying amounts under HKFRS 15 at 1 April 2018
	先前已於 2018年 3月31日 呈報的金額	重新分類	根據香港財務 報告準則 第15號於 2018年4月1日 的賬面值
Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Current Liabilities

Contract liabilities
Receipts in advance

流動負債

合約負債
預收賬款

(a)	–	438	438
(a)	1,890	(438)	1,452

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.1 HKFRS 15 Revenue from Contracts with Customers

(Continued)

Note:

- (a) As at 1 April 2018, receipts in advance from customers of HK\$438,000 for sales of machinery and parts, previously included in receipts in advance were reclassified to contract liabilities.
- (b) For the purposes of reporting cash flows from operating activities under indirect method for the year ended 31 March 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 April 2018 as disclosed above.

The following tables summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 March 2019 and consolidated statement of cash flows for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

Impact on the consolidated statement of financial position

		As reported	Adjustment	Amounts without application of HKFRS 15
	Note	所呈報金額 HK\$'000 千港元	調整 HK\$'000 千港元	應用香港財務報告準則第15號前的金額 HK\$'000 千港元
Current Liabilities				
Contract liabilities	(a)	563	(563)	-
Receipts in advance	(a)	529	563	1,092

Note:

- (a) As at 31 March 2019, contract liabilities of HK\$563,000 would have been accounted for as receipts in advance without application of HKFRS 15.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度強制生效的新訂及經修訂香港財務報告準則（續）

2.1 香港財務報告準則第15號「客戶合約收益」（續）

附註：

- (a) 於2018年4月1日，先前計入預收賬款及與機械及零件銷售有關的438,000港元預收客戶賬款已重新分類至合約負債。
- (b) 為根據間接法呈報截至2019年3月31日止年度經營業務所產生的現金流量，已根據上文披露的2018年4月1日的期初綜合財務狀況表計算營運資金變動。

下表概述應用香港財務報告準則第15號對本集團於2019年3月31日的綜合財務狀況表以及其於本年度的綜合現金流量表中受影響的各項細列項目的影響。概無載列未受有關變動影響的細列項目。

對綜合財務狀況表的影響

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.1 HKFRS 15 Revenue from Contracts with Customers

(Continued)

Impact on the consolidated statement of cash flows

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

2.1 香港財務報告準則第15號「客戶合約收益」(續)

對綜合現金流量表的影響

		As reported	Adjustment	Amounts without application of HKFRS 15
	Note	所呈報金額	調整	應用香港財務報告準則第15號前的金額
	附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Operating activities

經營業務

Increase in contract liabilities	合約負債增加	(a)	125	(125)	-
Decrease in receipts in advance	預收賬款減少	(a)	(923)	125	(798)

Note:

附註：

(a) For the year ended 31 March 2019, increase in contract liabilities of HK\$125,000 would have been accounted for as changes in receipts in advance without application of HKFRS 15.

(a) 如無應用香港財務報告準則第15號，於截至2019年3月31日止年度，125,000港元的合約負債增加金額將被入賬列作預收賬款的變動。

2.2 HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 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 lease receivables and (3) general hedge accounting.

2.2 香港財務報告準則第9號「金融工具」

於本年度，本集團應用香港財務報告準則第9號及因此對其他香港財務報告準則作出的相關修訂。香港財務報告準則第9號引入(1)金融資產及金融負債之分類及計量、(2)金融資產之預期信貸虧損(「預期信貸虧損」)及(3)一般對沖會計法的新規定。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 HKFRS 9 Financial Instruments (Continued)

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

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

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

Summary of effects arising from initial application of HKFRS 9

Classification and measurement of financial assets and financial liabilities

Deposit placed for a life insurance policy of HK\$2,656,000 previously classified as loans and receivables were reclassified to financial assets at fair value through profit or loss (“**FVTPL**”) upon the application of HKFRS 9 because its cash flows do not represent solely payments of principal and interest on the principal amount outstanding. The fair value of the deposit placed for a life insurance policy is approximate to its carrying amounts at the date of initial application of HKFRS 9.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

2.2 香港財務報告準則第9號「金融工具」(續)

本集團已按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，即對於2018年4月1日(首次應用日期)尚未取消確認的工具追溯應用分類及計量規定(包括預期信貸虧損模型下的減值)，而並無對已於2018年4月1日取消確認的工具應用有關規定。於2018年3月31日的賬面金額與於2018年4月1日的賬面金額之間的差額於期初保留溢利及權益的其他部分確認，毋須重列比較資料。

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

應用香港財務報告準則第9號所導致的會計政策於附註3披露。

首次應用香港財務報告準則第9號所產生影響的概要

金融資產及金融負債的分類及計量

就壽險保單投放的存款2,656,000港元(先前分類為貸款及應收款項)已於應用香港財務報告準則第9號後重新分類為通過損益按公允值列賬(「**通過損益按公允值列賬**」)的金融資產，原因為其現金流量並非純粹為支付本金及尚未償還本金的利息。壽險保單存款的公允值與其於首次應用香港財務報告準則第9號當日的賬面值相若。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 HKFRS 9 Financial Instruments (Continued)

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

Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for lease receivables and trade receivables. Except for those which had been determined as credit-impaired under HKAS 39, lease receivables and trade receivables have been assessed individually with outstanding significant balances, while the remaining balances are grouped based on internal credit rating.

ECL for other financial assets at amortised cost, including other receivables, pledged bank deposit, bank deposits with original maturity less than three months and bank balances, are assessed on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

As at 1 April 2018, additional credit loss allowance is insignificant to be recognised against retained profits.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的新訂及經修訂香港財務報告準則(續)

2.2 香港財務報告準則第9號「金融工具」(續)

首次應用香港財務報告準則第9號所產生影響的概要(續)

預期信貸虧損模型下的減值

本集團應用香港財務報告準則第9號的簡化方式計量預期信貸虧損，就應收租賃款項及貿易應收款項使用全期預期信貸虧損。除根據香港會計準則第39號已經釐定為出現信貸減值者外，具有重大尚未清償結餘的應收租賃款項及貿易應收款項已進行個別評估，而剩餘結餘按內部信貸評級分組。

其他按攤銷成本計量的金融資產(包括其他應收款項、已抵押銀行存款、原到期日為三個月以內的銀行存款及銀行結餘)的預期信貸虧損按12個月預期信貸虧損(「12個月預期信貸虧損」)評估，原因是信貸風險自首次確認以來並無大幅增加。

於2018年4月1日，於保留溢利確認的額外信貸虧損撥備為微不足道。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HK(IFRIC) - Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Definition of a Business ⁴
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 ⁵
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 annual periods beginning on or after 1 January 2021
- 4 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
- 5 Effective for annual periods beginning on or after 1 January 2020

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提前應用下列已頒佈但尚未生效的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
香港財務報告準則第17號	保險合約 ³
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理方法的不確定性 ¹
香港財務報告準則第3號的修訂本	業務的定義 ⁴
香港財務報告準則第9號的修訂本	具有負補償的提早還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號的修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ²
香港會計準則第1號及香港會計準則第8號的修訂本	重大的定義 ⁵
香港會計準則第19號的修訂本	計劃修訂、縮減或清償 ¹
香港會計準則第28號的修訂本	於聯營公司及合營企業的長期權益 ¹
香港財務報告準則的修訂本	香港財務報告準則2015年至2017年週期的年度改進 ¹

- 1 於2019年1月1日或之後開始的年度期間生效
- 2 於待定日期或之後開始的年度期間生效
- 3 於2021年1月1日或之後開始的年度期間生效
- 4 就收購日期為2020年1月1日或之後開始的首個年度期間起或之後的業務合併及資產收購生效
- 5 於2020年1月1日或之後開始的年度期間生效

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綜合財務報表附註

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

New and amendments to HKFRSs in issue 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.

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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

除下文所述的新訂香港財務報告準則及其修訂外，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於可見將來將不會對綜合財務報表造成重大影響。

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的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號於生效時將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號規定銷售及租回交易須根據香港財務報告準則第15號的規定釐定相關資產的轉讓是否應入賬列作銷售。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低價值資產租賃外，經營租賃與融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

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

HKFRS 16 Leases (Continued)

The right-of-use asset is initially measured at cost 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 operating lease payments 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 financing cash flows by the Group and upfront prepaid lease payments will continue to be presented as investing cash flow.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的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，而其後乃按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付的租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將經營租賃付款呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃付款將分配為本金及利息部分，其將以融資現金流量呈列，且預付租賃款項將繼續呈列為投資現金流量。

當本集團為中介出租人，本集團會將主租約及分租約入賬列為兩項獨立合約。分租約經參照主租約所產生的使用權資產後分類為融資或經營租賃，而非參考相關資產分類。

除若干亦適用於出租人的規定外，香港財務報告準則第16號充分推進香港會計準則第17號的出租人會計處理規定，並繼續要求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號規定更廣泛披露。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

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

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

HKFRS 16 Leases (Continued)

As at 31 March 2019, the Group, as a lessee, has non-cancellable operating lease commitments of HK\$1,150,000 as disclosed in note 28. 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\$915,000 as rights 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 will be adjusted to amortised cost and such adjustments are considered as additional lease payments, which will be included in the carrying amount of right-of-use assets.

The application of new requirements may 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)-Int 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)-Int 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 opening retained profits without restating comparative information.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的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)

誠如附註28所披露，本集團(作為承租人)於2019年3月31日的不可撤銷經營租賃承擔為1,150,000港元。初步評估顯示此等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將確認使用權資產及有關所有該等租賃的相應負債，除非其符合低價值或短期租賃的資格則作別論。

此外，本集團現時認為已付可退回租賃按金915,000港元為適用香港會計準則第17號的租賃項下的權利。根據香港財務報告準則第16號項下租賃付款的定義，該等按金並非與使用相關資產權利有關的付款。因此，該等按金的賬面值可予調整至攤銷後成本，而有關調整被視為額外租賃付款，將會計入有使用權資產的賬面值內。

應用新規定可能導致上文所述的計量、呈列及披露發生變動。本集團擬選擇可行權宜方法，就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)－詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對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)－詮釋第4號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期前已存在的租賃。此外，本集團(作為承租人)擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認首次應用對期初保留溢利的累計影響，而並無重列比較資料。

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For the year ended 31 March 2019 截至2019年3月31日止年度

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

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

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs 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.

The consolidated financial statements have been prepared on the historical cost basis except for the deposit placed for a life insurance policy that is measured at fair values at the end of each 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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號及香港會計準則第8號修訂本「重大的定義」

該等修訂本就作出重要性判斷引入額外指引及解釋，從而改進重大的定義。該等修訂本亦整合所有香港財務報告準則的定義，並將於本集團於2020年4月1日開始的年度期間強制生效。預期應用該等修訂本不會對本集團的財務狀況及表現產生重大影響，但可能會影響綜合財務報表的呈列及披露。

3. 重大會計政策

綜合財務報表乃按香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定的適用披露資料。

綜合財務報表已按歷史成本基準編製，惟壽險保單存款如下文所載的會計政策所述於各個報告期間結束時按公允值計量除外。

歷史成本一般基於為換取貨物及服務而支付代價的公允值。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 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, 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*.

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.

3. 重大會計政策(續)

公允值為於計量日期於市場參與者之間進行的有序交易中出售資產可收取或轉讓負債須支付的價格，不論該價格是否直接可觀察或使用另一估值技術估計所得。在估計一項資產或負債的公允值時，本集團會考慮市場參與者於計量日期為資產或負債定價時所考慮的資產或負債的特點。於綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份為基礎的付款」範圍內的以股份為基準的付款交易、屬於香港會計準則第17號範圍內的租賃交易以及與公允值存在一些相似之處但並非公允值(例如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值)的計量則除外。

此外，就財務報告而言，公允值計量根據公允值計量的輸入數據可觀察程度及公允值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據乃就資產或負債直接或間接可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of subsidiaries 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 Company gains control until the date when the Company ceases to control the subsidiary.

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

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

3. 重大會計政策(續)

綜合基準

綜合財務報表包括本公司及受本公司及其附屬公司控制之實體之財務報表。當本公司符合以下所列者，則視為獲得控制：

- 對投資對象可施行權力；
- 參與投資對象而獲得或有權獲得可變回報；及
- 擁有行使權力以影響其回報之能力。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估是否仍然控制投資對象。

本公司獲得附屬公司控制權時便開始將附屬公司綜合入賬，於失去控制權時則終止綜合入賬。具體而言，有關年度所收購或出售附屬公司之收入及開支於本公司自獲得控制權日期計入綜合損益及其他全面收益表，直至本公司不再控制該附屬公司為止。

如需要，將會調整附屬公司之財務報表，使其會計政策與本集團之會計政策貫徹一致。

所有有關本集團成員之間交易的集團內公司間資產、負債、權益、收入、開支及現金流量會於綜合入賬時全數撇銷。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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.

Inventories

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

3. 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

折舊按撇銷資產項目成本減估計可使用年期剩餘價值,以直線法確認。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱,而任何估計變動之影響按前瞻基準入賬。

根據融資租賃持有的資產乃於其預計可使用年期按與自有資產相同的基準計算折舊。然而,當未能合理地確定將在租賃期末取得擁有權,則資產須按租賃年期及其可使用年期(以較短者為準)折舊。

物業、廠房及設備項目於出售或預期不會自持續使用該資產產生日後經濟利益時取消確認。出售或報廢物業、廠房及設備項目所產生之收益或虧損按資產出售所得款項與賬面值之差額釐定並於損益確認。

存貨

存貨按成本及可變現淨值兩者較低者列賬。存貨成本按先入先出法釐定。可變現淨值指存貨之估計售價減去一切出售所需成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible 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.

The recoverable amount of tangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) 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.

3. 重大會計政策(續)

有形資產之減值

於各報告期末，本集團檢討其有形資產之賬面值，以決定是否有任何跡象顯示該等資產錄得減值虧損。如有任何該等跡象，則會估計資產之可收回金額，以釐定減值虧損(如有)的程度。

有形資產的可收回金額乃個別進行估計。倘不大可能估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。如可識別合理及一致分配基準，則公司資產亦被分配至個別現金產生單位，或於其他情況下被分配至可識別合理及一致分配基準的最小現金產生單位組合。

可收回金額是指公允值減去出售成本後的餘額和使用價值兩者中的較高者。在評估使用價值時，預計未來現金流量會採納稅前折現率折現為現值，該稅前折現率應反映對貨幣時間價值的當前市場評價及該資產(或現金產生單位)特有的風險(未針對該風險調整估計未來現金流量)。

倘若估計資產(或現金產生單位)之可收回金額低於其賬面值，則資產(或現金產生單位)之賬面值將調低至其可收回金額。在分配減值虧損時，將首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後根據該單位各資產的賬面值按比例分配至其他資產。資產的賬面值不得減少至低於其公允值減去出售成本(如可計量)、其使用價值(如可確定)及零的最高值。否則已分配至該資產的減值虧損金額會按比例分配至該單位其他資產。減值虧損乃即時於損益中確認。

倘若減值虧損於其後撥回，資產(或現金產生單位)之賬面值將調升至其經修訂之估計可收回金額，而增加後之賬面值不得超過倘若該資產在過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損之撥回乃即時於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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 (other than financial assets at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

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 and 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.

3. 重大會計政策(續)

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時確認。

金融資產及金融負債初步按公允值計量，惟客戶合約產生的貿易應收款項自2018年4月1日起根據香港財務報告準則第15號作初步計量除外。收購或發行金融資產及金融負債(通過損益按公允值列賬的金融資產除外)直接應佔的交易成本，於首次確認時加入金融資產或金融負債的公允值，或從金融資產或金融負債的公允值扣除(視情況而定)。收購通過損益按公允值列賬的金融資產直接產生的交易成本即時於損益內確認。

實際利率法是一種用於計算金融資產或金融負債之已攤銷成本以及在相關期間內分配利息收入的方法。實際利率是可將金融資產或金融負債於預計年期或較短期間(如適當)之估計未來現金收入(包括構成實際利率整體部分之全部已付或已收費用及貼息、交易成本及其他溢價或折讓)確切貼現至首次確認時之賬面淨值之利率。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

All other financial assets are subsequently measured at FVTPL.

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, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 重大會計政策(續)

金融工具(續)

金融資產

金融資產的分類及後續計量(按照附註2的過渡條文應用香港財務報告準則第9號後)符合下列條件的金融資產按攤銷成本進行後續計量:

- 管理該金融資產的業務模式是以收取合約現金流量為目標;及
- 合約條款規定在特定日期產生的現金流量僅為支付本金及未償還本金金額之利息。

所有其他金融資產通過損益按公允值列賬進行後續計量。

攤銷成本及利息收入

其後按攤銷成本計量的金融資產採用實際利率法確認利息收入。利息收入乃透過將實際利率應用於金融資產的賬面值而計算,惟其後出現信貸減值的金融資產則除外(見下文)。就其後出現信貸減值的金融資產而言,利息收入按將實際利率應用於自下個呈報期起計的金融資產攤銷成本予以確認。倘出現信貸減值金融工具的信貸風險降低,令金融資產不再維持信貸減值,則利息收入在斷定資產不再維持信貸減值後,按將實際利率應用於自呈報期初起計的金融資產賬面總值予以確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

(Continued)

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

Impairment of financial assets (upon application of 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 deposit, bank deposits with original maturity less than three months and bank balances) and lease receivables. 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

通過損益按公允值列賬的金融資產

金融資產的分類及後續計量(按照附註2的過渡條文應用香港財務報告準則第9號後)
(續)

通過損益按公允值列賬的金融資產，在各報告期末以公允值計量，如有任何公允值收益或虧損，則在損益中確認。在損益中確認的收益或虧損淨額不包括就金融資產獲得的任何股息或利息。

金融資產減值(按照附註2的過渡條文應用香港財務報告準則第9號後)

本集團就須根據香港財務報告準則第9號計提減值的金融資產(包括貿易及其他應收款項、已抵押銀行存款、原到期日為三個月以內的銀行存款以及銀行結餘)及應收租賃款項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，以反映信貸風險自首次確認以來的變動。

全期預期信貸虧損指於相關工具預計年內發生的所有可能違約事件所導致的預期信貸虧損。相對地，12個月預期信貸虧損指預期於報告日期後12個月內可能發生的違約事件所導致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進行，並根據債務人特定因素、整體經濟狀況以及於報告日期的當前狀況及未來狀況預測的評估而作出調整。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

The Group always recognises lifetime ECL for lease receivables and trade receivables. The ECL on these assets are assessed individually for debtors with significant balances or credit-impaired 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.

(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;

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按照附註2的過渡條文應用香港財務報告準則第9號後)(續)

本集團在所有情況下就應收租賃款項及貿易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損將對具有重大餘額或出現信貸減值的債務人進行個別評估及/或使用具有適當分組的撥備矩陣進行共同評估。

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自首次確認以來信貸風險已有顯著增加，本集團則會確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自首次確認以來發生違約之可能性或風險的顯著增加而定。

(i) 信貸風險顯著增加

於評估自首次確認以來信用風險是否大幅增加時，本集團將於報告日期金融工具發生的違約風險與首次確認日期金融工具發生的違約風險進行比較。於進行該評估時，本集團考慮合理且有理據的定量和定性資料，包括毋須付出不必要的成本或努力即可獲得的過往經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標嚴重轉差(如信貸息差大幅增加、債務人的信貸違約掉期價格)；
- 預計會造成債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預期不利變化；

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor; or
- 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按照附註2的過渡條文應用香港財務報告準則第9號後)(續)

(i) 信貸風險顯著增加(續)

- 債務人營運業績的實際或預期大幅惡化；或
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或科技環境的實際或預期重大不利變化。

不論上述評估的結果如何，當合約付款逾期超過30日，本集團則假定自首次確認以來信貸風險已大幅增加，除非本集團有合理及有理據的資料證明則另作別論。

儘管如此，倘有關債務工具被確定為於呈報日期擁有低信貸風險，本集團乃假設該債務工具的信貸風險並無自首次確認以來顯著增加。倘(i)債務工具擁有低違約風險；(ii)借款人具備強大實力能履行其短期內之合約現金流量責任；及(iii)較為長遠之經濟及業務狀況之不利變化可能會(但不一定會)削弱借款人履行其合約現金流量責任的能力，債務工具會被確定為擁有低信貸風險。本集團在債務工具之內部或外部信貸評級按國際認可定義為達到「投資級別」時，方會認定債務工具擁有低信貸風險。

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有否顯著增加。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(ii) Definition of default

For internal credit risk management, 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 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; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按照附註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

於內部信貸風險管理方面，本集團認為當內部生成或自外部來源獲得的資料顯示債務人不太可能向其債權人(包括本集團)悉數還款(不計及本集團持有的任何抵押品)時，則發生違約事件。

不論上述者如何，本集團認為，當工具逾期超過90日時即已發生違約，除非本集團有合理及有理據的資料顯示更滯後之違約準則更為適合則作別論。

(iii) 出現信貸減值的金融資產

金融資產在發生一項或以上對該金融資產的估計未來現金流量構成不利影響的違約事件時出現信貸減值。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) 發行人或借款人遭遇重大財困；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因涉及借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；或
- (d) 借款人將可能陷入破產或其他財務重組。

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For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(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. 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.

(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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKAS 17.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按照附註2的過渡條文應用香港財務報告準則第9號後)(續)

(iv) 撇銷政策

當有資料顯示交易對手處於嚴重財困及並無實際復原跡象(如交易對手已被清盤或已陷入破產程序)時,本集團會撇銷金融資產。經考慮法律意見後(如合適),已撇銷的金融資產可能仍須按本集團收回程序強制處理。撇銷構成取消確認事項。任何其後收回在損益中確認。

(v) 計量及確認預期信貸虧損

計量預期信貸虧損為違約概率、違約損失率程度(即倘發生違約之損失幅度)及違約風險之函數。違約概率及違約損失率程度之評估乃根據經前瞻性資料調整的歷史數據作出。預期信貸虧損的估計反映以發生相關違約風險的金額作為加權數值而確定的公允概率加權金額。

一般而言,預期信貸虧損估計為根據合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量間之差額,並按首次確認時釐定之實際利率貼現。就應收租賃而言,用於釐定預期信貸虧損的現金流量與根據香港會計準則第17號計量應收租賃所用之現金流量貫徹一致。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(v) Measurement and recognition of ECL (Continued)

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 with reference to 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.

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.

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

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

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按照附註2的過渡條文應用香港財務報告準則第9號後)(續)

(v) 計量及確認預期信貸虧損(續)

倘預期信貸虧損按整體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按下列基準歸類：

- 金融工具的性質
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

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點。

利息收入乃按金融資產之賬面總值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產之攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益中確認其減值收益或減值虧損，惟按攤銷成本列賬的貿易應收款項透過虧損撥備賬確認相應調整除外。

金融資產及金融負債的分類及後續計量(於2018年4月1日應用香港財務報告準則第9號前)

本集團的金融資產分類為貸款及應收款項。分類視乎金融資產的性質及目的而定，並於首次確認時釐定。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

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 deposit placed for a life insurance policy, trade receivables, bank deposits with original maturity less than three months, pledged bank deposit 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 by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

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 each 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.

Objective evidence of impairment could include:

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及金融負債的分類及後續計量(於2018年4月1日應用香港財務報告準則第9號前)(續)

貸款及應收款項

貸款及應收款項乃於活躍市場並無報價的固定或可釐定付款的非衍生金融資產。於首次確認後，貸款及應收款項(包括壽險保單存款、貿易應收款項、原到期日為三個月以內的銀行存款、已抵押銀行存款以及銀行結餘及現金)均使用實際利率法按攤銷成本扣除任何減值計量(見下文金融資產減值的會計政策)。

利息收入乃採用實際利率確認，惟倘確認利息並不重大的短期應收款項則除外。

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)

金融資產於各報告期末就減值跡象進行評估。倘出現客觀證據顯示，金融資產的估計未來現金流量因一項或多項於首次確認金融資產後發生的事件而遭受影響，則金融資產視作已減值。

減值的客觀證據可包括：

- 發行人或交易對手面臨重大財政困難；或
- 違約，例如欠付或拖欠利息或本金付款；或
- 借款人可能將會破產或進行財務重組。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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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)

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. 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 the impairment loss recognised is the difference between the 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 amounts are 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.

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 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於2018年4月1日應用香港財務報告準則第9號前)(續)

就若干金融資產類別如貿易應收款項，倘資產按個別基準評估為毋需減值，則需額外按整體基準作減值評估。應收款項組合減值之客觀證據包括本集團過往收賬經驗、組合內超過平均信貸期的延期還款個案數目增加，及與拖欠應收款項相關的國家或本地經濟狀況之可見轉變。

已確認減值虧損的金額乃按該資產的賬面值與按金融資產的原先實際利率折現的估計未來現金流量現值間的差額計量。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟貿易應收款項賬面值乃透過使用撥備賬目而減少。撥備賬目的賬面值變動於損益賬確認。倘貿易應收款項被視為無法收回，則於撥備賬目撇銷。其後收回過往撇銷的款項計入損益內。

倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值後發生的事件有關，則先前確認的減值虧損透過損益撥回，惟該投資於撥回減值日期的賬面值不得超過在並無確認減值之情況下應有的攤銷成本。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments 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 Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables and borrowings) are subsequently measured at amortised cost, using the effective interest method.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

取消確認金融資產

僅當從資產收取現金流量之合約權利屆滿，或當本集團轉讓金融資產且將該資產擁有權之絕大部份風險及回報轉移至另一實體，本集團方會取消確認金融資產。倘若本集團並無轉讓或保留擁有權之絕大部份風險及回報，並繼續控制已轉讓之資產，則本集團會確認其於資產的保留權益及可能需要支付的相關負債款項。倘若本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產並同時就已收所得款項確認抵押借款。

於取消確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價的差額將於損益中確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的內容及金融負債和股本工具的定義，分類為金融負債或股本。

股本工具

股本工具指證明實體於扣除其所有負債後於資產擁有剩餘權益的任何合約。由本集團發行之股本工具按已收所得款項扣除直接發行成本確認。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項以及借款)其後以實際利率法按攤銷成本計量。

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For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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.

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.

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 or 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

取消確認金融負債

只有本集團的責任獲解除、取消或屆滿時，本集團才會取消確認金融負債。取消確認的金融負債的賬面值與已付及應付代價之間的差額於損益中確認。

客戶合約收益(按照附註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，本集團於完成履約責任時(或就此)(即於與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時)確認收益。

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

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及耗用本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約並未創建對本集團具有替代用途的資產，而本集團對迄今已履約部分的款項具有強制執行的權利。

否則，收益會於客戶獲得明確貨品或服務的控制權在某一時點確認。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligation (including lease related operating service, repair and maintenance service, installation service and delivery service), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

3. 重大會計政策 (續)

客戶合約收益 (按照附註2的過渡條文應用香港財務報告準則第15號後) (續)

合約資產指本集團就換取本集團已向客戶轉讓的貨品或服務而收取代價的權利(尚未成為無條件)。其乃按照香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即代價僅需時間推移即到期支付。

合約負債指本集團就已收客戶收取代價(或已到期代價金額)，而須向客戶轉讓貨品或服務之責任。

與同一份合約有關的合約資產及合約負債按淨額基準入賬及呈列。

具有多項履約責任的合約(包括交易價格的分配)

對於包含一項以上履約責任的合約(包括有關操作服務、維護服務、安裝服務及交付服務)，本集團以相對獨立的銷售價格基準將交易價格分配至各項履約責任。

不同貨品或服務相關的各項履約責任之單獨售價於合約成立時釐定。其指本集團將承諾的貨品或服務單獨出售予客戶的價格。倘一項獨立的銷售價格不能直接觀察，本集團採用適當的技術進行估計，以便最終分攤至任何履約責任之交易價格反映本集團預期將承諾的貨品或服務轉讓予客戶有權換取的代價金額。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

3. 重大會計政策(續)

客戶合約收益(按照附註2的過渡條文應用香港財務報告準則第15號後)(續)

隨時間確認收入：計量履約責任的完成進度

產出法

本集團主要基於產出法計量完全達成履約責任的進度，即直接計量已經向客戶轉讓的貨品或服務與合約中承諾的剩餘貨品或服務的價值。該方法最適當地體現了本集團在向客戶轉讓貨品或服務中的履約情況。

存有重大融資成分

確定交易價格時，如果已商定付款時間(明示或暗示)使客戶或本集團可因提供資金向客戶轉讓貨品或服務而獲得重大利益，則本集團會因貨幣的時間價值影響而對承諾的對價金額加以調整。在該等情況下，合約包括重大融資成分。無論是否於合約中明確規定或通過合約各方約定的付款條款隱含地規定融資承諾，都可能存有重大融資成分。

對於支付至轉移相關貨品或服務的期限少於一年的合約，本集團採用權宜處理不因任何重大融資成分而調整交易價格。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (prior to 1 April 2018)

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

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 the sale of goods is recognised when the goods are delivered and titles have passed.

The accounting policy for rental income from machinery leasing under operating lease is disclosed in the accounting policy below.

Operating service income and other service income are recognised when services are provided.

Interest income is accrued on a time 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.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 重大會計政策(續)

收益確認(於2018年4月1日前)

收益按已收或應收代價之公允值計量，收益已就估計客戶退貨、折扣及其他類似撥備作出扣減。

當收益金額能夠可靠計量時；當未來經濟利益將可能流入本集團時及當達致下文所述本集團各業務的特定準則時，確認收益。

出售貨品的收益於交付貨品且物權轉移時確認。

有關經營租賃項下的機械租賃租用收入的會計政策於下文的會計政策內披露。

經營服務收入及其他服務收入於提供服務時確認。

利息收入會根據未償還本金以適用實際利率按時間累計，而實際利率為於首次確認時將金融資產在預計年期的估計日後現金收入準確折現至該資產之賬面淨值之比率。

借款成本

收購、建造或生產合資格資產(指需要一段頗長時期籌備方能達致其擬定用途或出售之資產)直接應佔之借款成本計入該等資產之成本，直至該等資產已大致上可作其擬定用途或出售。

所有其他借款成本於產生期間確認為損益。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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) profit before tax 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.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated statement of financial position and the corresponding tax base 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 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 each 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.

3. 重大會計政策(續)

稅項

所得稅開支指即期應繳稅項遞延稅項之總和。

即期應繳稅項按本年度應課稅溢利計算。應課稅溢利與除稅前(虧損)溢利不同，乃由於其他年度應課稅或可扣稅收入或開支以及從未課稅或扣稅項目所致。本集團的即期稅項負債按報告期末已頒布或實質已頒布的稅率計算。

遞延稅項根據綜合財務狀況報表中資產及負債之賬面值及其用於計量應課稅溢利之相應稅基之間之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產則一般於可能出現應課稅溢利以抵銷可扣稅之暫時差額時就所有可扣稅暫時差額予以確認。如暫時差額源自初始確認對應課稅溢利及會計溢利皆無影響交易中之資產及負債，該等遞延稅項資產及負債將不予確認。

倘應課稅暫時差額與投資附屬公司相關，則會確認遞延稅項負債，惟本集團能夠控制暫時差額之撥回，且暫時差額在可預見將來有可能不會撥回則除外。與該等投資有關的可扣稅暫時差額產生的遞延稅項資產，僅於可能將有充足應課稅溢利以使用暫時差額的利益，以及預期於可見將來可撥回時，方予確認。

遞延稅項資產之賬面值於各報告期末審閱，並調減至不再可能具備足夠應課稅溢利以收回該項資產全部或任何部分為止。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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.

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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

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 exchange 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 at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on monetary items are recognised in profit or loss in the period in which they arise.

3. 重大會計政策(續)

稅項(續)

遞延稅項資產及負債乃根據於償還負債或變現資產期間預期適用之稅率計量，以報告期末已實施或大體上已實施之稅率(及稅務法例)為基礎。

遞延稅項負債及資產之計量反映倘按本集團預期於報告期末收回或結算其資產及負債賬面值計算的稅項結果。

遞延稅項資產及負債只可在有合法執行權利將即期稅項資產及即期稅項負債抵銷，以及其與同一課稅機關徵收的所得稅有關，而本集團計劃以淨額基準處理其即期稅項資產及負債時，方予以抵銷。

即期及遞延稅項乃於損益內確認，除非是有關已於其他全面收益內或直接於權益中確認的項目，則此等即期及遞延稅項亦於其他全面收益內或直接於權益中確認。

外幣

於編製各個別集團實體的財務報表時，以實體之功能貨幣以外貨幣(外幣)進行的交易按交易日的現行匯率確認。於報告期末，以外幣列值的貨幣項目以該日現行匯率重新換算。以外幣列值按歷史成本計量的非貨幣項目不予重新換算。

貨幣項目所產生之匯兌差額於產生期間的損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Leasing

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 lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as obligations under finance leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

3. 重大會計政策(續)

外幣(續)

為呈列綜合財務報表，本集團海外經營資產及負債按報告期末當前匯率換算為本集團呈列貨幣，即港元。收入及開支項目按年內平均匯率換算，惟倘期內匯率大幅波動，則採用交易日期的當前匯率。產生的匯兌虧損(如有)於其他全面收益中確認及於匯兌儲備的權益中累計。

租賃

凡在租賃條款中將所有權的絕大部分風險及回報轉移予承租人的租賃，該等租約被分類為融資租賃。所有其他租賃一概分類為經營租賃。

本集團為出租人

經營租賃所得的租賃收入於相關租賃年期以直線法於損益確認。

本集團為承租人

根據融資租賃持有的資產按租賃開始時的公允值或(倘為較低者)按最低租賃付款的現值確認為本集團資產。出租人的相應負債於綜合財務狀況表列作融資租賃承擔。

經營租賃付款以直線法按租賃年期確認為開支。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including Mandatory Provident Fund Scheme (the "MPF" Scheme) and State-managed retirement benefit schemes, are recognised as an expense when employees have rendered service entitling them to the contributions.

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 judgments, 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 estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of the assets within the next financial year, including the expected rentals generated of the plant and machinery less than its carrying value of remaining useful life.

3. 重大會計政策(續)

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時按預期支付福利的未折現金額確認。所有短期僱員福利均確認為開支，除非有另一項香港財務報告準則規定或允許將福利計入資產成本則作別論。

僱員累計福利(如工資及薪金、年假及病假)於扣除任何已付金額後確認為負債。

退休福利成本

向界定供款退休福利計劃(包括強制性公積金計劃(「強積金」計劃)及國家管理退休福利計劃)所作供款於僱員已提供服務而有權獲得供款時，確認為開支。

4. 估計不確定性的主要來源

於應用本集團的會計政策(其於附註3內闡述)時，本公司董事須作出有關難於從其他來源獲得的資產及負債賬面值的判斷、估計及假設。該等估計及相關假設乃基於過往經驗及被認為有關的其他因素。實際業績或有別於該等估計。

該等估計及相關假設乃按持續經營基準予以檢討。倘會計估計的變動只影響即期，則有關影響於估計變動即期確認。倘該項會計估計之變動影響即期及以後期間，則有關影響於即期及以後期間確認。

以下為於報告期末，就未來及其他估計的不確定性的主要來源所作出的主要假設，該等假設有足以導致下個財政年度的資產賬面值發生重大調整的重大風險，包括廠房及機械產生的預期租金低於其剩餘使用年期的賬面值。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Impairment assessment of plant and machinery

The Group's major operating assets are plant and machinery included in property, plant and equipment. Management performs review for impairment of these plant and machinery whenever events or changes in circumstances indicate that their carrying values may not be recovered.

The recoverable amounts of the plant and machinery are determined based on the higher of value in use calculations and fair value less cost of disposal. The Group uses fair value less cost of disposal as the recoverable amounts which requires the management to estimate the resale values with reference to the historical disposal values, or market transactions of similar assets. Where the actual cash flows are less than expected, or changes in facts and circumstances result in reduction of estimated cash flows, impairment loss may arise. At 31 March 2019, the carrying amount of plant and machinery is HK\$216,052,000 (2018: HK\$190,086,000).

Impairment assessment for lease receivables and trade receivables

The management of the Group estimates the amount of lifetime ECL of lease receivables and trade receivables based on individual assessment for those which had been determined as significant balance or credit-impaired whereas the remaining balance are assessed by means of provision matrix through grouping of various debtors that have similar risk exposure, after considering internal credit ratings of lease receivables and trade receivables, ageing, repayment history and/or past due status and forward-looking information of respective lease receivables and trade receivables that is reasonable and supportable available without undue costs or effort. Estimated losses are based on historical observed default rates over the expected life of the lease receivables and trade receivables and are adjusted for forward-looking information. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. The provision of ECL is sensitive to changes in estimates.

As 31 March 2019, the aggregate amounts of lease receivables and trade receivables are HK\$39,550,000, net of allowance for credit loss of HK\$6,715,000. The information about the ECL and the Group's lease receivables and trade receivables are disclosed in notes 27 and 17 respectively.

4. 估計不確定性的主要來源(續)

廠房及機械減值評估

本集團主要經營資產為計入物業、廠房及設備的廠房及機械。當在各種情況下存在事件或變動顯示該等廠房及機械的賬面值可能無法收回時，管理層會審閱該等廠房及機械是否須進行減值。

廠房及機械的可收回金額按使用價值計算與公允值減出售成本兩者的較高者釐定。本集團將公允值減去出售成本作為可收回金額，此要求管理層經參考過往出售價值或類似資產的市場交易後估計轉售價值。倘實際現金流少於預期，或實際事件及情況變動導致估計現金流減少，則可能出現減值虧損。於2019年3月31日，廠房及機械的賬面值為216,052,000港元(2018年：190,086,000港元)。

應收租賃款項及貿易應收款項的減值評估

本集團管理層根據對已釐定為重大結餘及出現信貸減值的應收租賃款項及貿易應收款項所進行的個別評估，估計應收租賃款項及貿易應收款項的全期預期信貸虧損金額，而餘下結餘則按照撥備矩陣評估，並在考慮應收租賃款項及貿易應收款項的內部信貸評級、賬齡、還款記錄及／或逾期狀況以及無需付出不必要的費用或努力即可獲得相關應收租賃款項及貿易應收款項的合理及有理據前瞻性資料後，對具有類似風險敞口的各類應收賬款進行分組。估計虧損乃根據應收租賃款項及貿易應收款項於預計年期內的過往觀察到的違約率計算得出，並就前瞻性資料作出調整。在各報告日期，過往觀察到的違約率將予重新評估，並會考慮前瞻性資料的變動。預期信貸虧損的撥備容易受估計變動所影響。

於2019年3月31日，應收租賃款項及貿易應收款項總額為39,550,000港元，已扣除信貸虧損撥備6,715,000港元。有關預期信貸虧損以及本集團應收租賃款項及貿易應收款項的資料分別於附註27及17披露。

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5. REVENUE AND SEGMENT INFORMATION

For the year ended 31 March 2019

(i) Disaggregation of revenue from contracts with customers

5. 收益及分部資料

截至2019年3月31日止年度

(i) 客戶合約收益的分類

		For the year ended 31 March 2019 截至2019年3月31日止年度					
		Sales of machinery and parts	Lease related operating services	Repair and maintenance service	Delivery service	Installation service	Total
		機械及零件銷售	與租賃有關的操作服務	維修及保養服務	派送服務	安裝服務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Geographical markets	地理市場						
Hong Kong	香港	10,154	10,150	2,373	8,603	1,135	32,415
Macau	澳門	395	3	7	534	30	969
Singapore	新加坡	-	624	2	14	-	640
Total	總計	10,549	10,777	2,382	9,151	1,165	34,024
Timing of revenue recognition	收益確認時間						
A point in time	某一時間點確認	10,549	-	2,382	9,151	-	22,082
Over time	隨時間確認	-	10,777	-	-	1,165	11,942
Total	總計	10,549	10,777	2,382	9,151	1,165	34,024

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2019 (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

5. 收益及分部資料(續)

截至2019年3月31日止年度(續)

(i) 客戶合約收益的分類(續)

下表載列客戶合約收益與分部資料所披露金額的對賬。

		2019 2019年 Segment revenue 分部收益 HK\$'000 千港元
Lease related operating services and other services	與租賃有關的操作服務及 其他服務	23,475
Trading	貿易	10,549
Revenue from contracts with customers	客戶合約收益	34,024
Leasing of machinery	機械租賃	112,086
Total revenue	總收益	146,110

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2019 (Continued)

(ii) Performance obligations for contracts with customers

Sales of machinery and parts

Revenue from sales of machinery and parts is from contracts with customers and recognised at a point in time when the customer obtains control of the goods.

Revenue is recognised when control of the goods has transferred, being when the goods have been transferred to the customer. The customer has full discretion over the usage and consume the goods, and has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 0 to 45 days upon invoice issued.

The Group normally receives 10% to 40% of the contract value as deposits from customers when it signs the sale and purchase agreement. The deposits will be recognised as revenue when the customer obtains control of the machinery.

All the sales of machinery and parts are completed within one year. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Lease related operating service income

The Group offers equipment operating service in Hong Kong by sending equipment operators to operate the equipment at the job sites of its customers. Such services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. The invoice is issued upon the completion of service. The normal credit term is 0 to 45 days upon invoice issued.

The contract periods for lease related operating service are one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 收益及分部資料(續)

截至2019年3月31日止年度(續)

(ii) 客戶合約的履約責任

機械及零件銷售

機械及零件銷售的收益來自客戶合約，並於客戶取得貨品的控制權時即時確認。

收益於貨品的控制權已轉讓，即當貨品已轉讓予客戶時確認。客戶可全權酌情決定使用及消費貨品，並於銷售貨品時承擔主要責任及貨品報廢及損失的風險。一般信貸期為發出發票後0至45日。

本集團一般會於簽訂買賣協議時向客戶收取合約價值的10%至40%作為訂金。訂金將會於客戶取得機械的控制權時確認為收益。

所有機械及零件銷售均於一年內完成。在香港財務報告準則第15號所允許下，並無披露分配至該等未完成合約的交易價格。

與租賃有關的操作服務收入

本集團在香港提供設備操作服務，派遣設備操作員到客戶工地操作設備。由於客戶在本集團履約時同時接受及使用本集團履約所帶來的利益，該等服務確認為隨時間完成的履約責任。發票於服務完成後開具。一般信貸期為發出發票後0至45日。

與租賃有關的操作服務的合約期為一年或以下。在香港財務報告準則第15號所允許下，並無披露分配至該等未完成合約的交易價格。

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2019 (Continued)

(ii) Performance obligations for contracts with customers

(Continued)

Lease related other service income

The Group's other service income, which arise from rental arrangements including repair and maintenance, installation and delivery services. Revenue from delivery is recognised when the goods have been delivered to the customer's specific location. Revenue from repair and maintenance service is recognised when the service rendered is completed. Revenue from installation service is recognised over time because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The invoice is issued upon the completion of service. The normal credit term is 0 to 45 days upon invoice issued.

The contract periods for lease related other services are one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

For the year ended 31 March 2018

An analysis of the Group's revenue for the year is as follows:

Sales of machinery and parts	機械及零件銷售	41,081
Leasing income of machinery	出租機械收入	144,383
Operating service income	操作服務收入	25,153
Other service income	其他服務收入	14,644
		<hr/>
		225,261

5. 收益及分部資料(續)

截至2019年3月31日止年度(續)

(ii) 客戶合約的履約責任(續)

與租賃有關的其他服務收入

本集團的其他服務收入來自出租安排，包括維修及保養、安裝及派送服務。派送收益乃於貨品派送至客戶指定的地點時確認。維修及保養服務的收益於完成提供服務時確認。安裝服務的收益隨時間確認，原因為本集團的履約行為創造或改良一項於資產被創造或改良時由客戶控制的資產。發票於服務完成後開具。一般信貸期為發出發票後0至45日。

與租賃有關的其他服務的合約期為一年或以下。在香港財務報告準則第15號所允許下，並無披露分配至該等未完成合約的交易價格。

截至2018年3月31日止年度

本集團於年內的收益分析如下：

2018
2018年
HK\$'000
千港元

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

For the year ended 31 March 2018 (Continued)

For management purpose, the Group is organised based on its business activities. The Group determines its operating segments based on these business activities that are regularly reviewed by the chief operating decision maker, i.e. the executive directors of the Company, for the purpose of resources allocation and performance assessment.

Specifically, the Group's reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

Leasing	—	Leasing of machinery, lease related operating service, repair and maintenance service, delivery service and installation service
Trading	—	Sales of machinery and parts

Segment information about these reportable and operating segments is presented below:

Segment revenue and results For the year ended 31 March 2019

		Leasing 租賃 HK\$'000 千港元	Trading 買賣 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益			
Segment revenue from external customers	來自外部客戶的分部收益	135,561	10,549	146,110
Results	業績			
Segment results	分部業績	23,684	1,740	25,424
Unallocated income	未分配收入			362
Unallocated expenses	未分配開支			(28,168)
Consolidated loss before tax of the Group	本集團的綜合除稅前虧損			(2,382)

5. 收益及分部資料(續)

截至2018年3月31日止年度(續)

為管理目的，本集團按其業務活動組織。本集團按此等業務活動釐定其營運分部，由首席營運決策者（即本公司執行董事）定期審閱，以分配資源及評估表現。

具體而言，本集團根據香港財務報告準則第8號「經營分部」的可呈報及經營分部如下：

租賃	—	機械租賃、租賃相關經營服務、維修及保養服務、派送服務及安裝服務
買賣	—	機械及零件銷售

有關此等可呈報及經營分部的分部資料於下文呈列：

分部收益及業績 截至2019年3月31日止年度

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2018

5. 收益及分部資料(續)

分部收益及業績(續)

截至2018年3月31日止年度

		Leasing 租賃 HK\$'000 千港元	Trading 買賣 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益			
Segment revenue from external customers	來自外部客戶的分部收益	184,050	41,211	225,261
Results	業績			
Segment results	分部業績	49,615	9,710	59,325
Unallocated income	未分配收入			873
Unallocated expenses	未分配開支			(33,901)
Consolidated profit before tax of the Group	本集團的綜合除稅前溢利			26,297

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of certain interest income and sundry income, exchange loss and central administration expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

The chief operating decision maker makes decisions according to operating results of each segment. No analysis of segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance.

可呈報及經營分部的會計政策與附註3所述的本集團會計政策相同。分部業績為各分部所賺取溢利，當中未有分配若干利息收入及雜項收入、匯兌虧損及中央行政開支。此為呈報予首席營運決策者的計量，以分配資源及評估表現。

主要經營決策者根據各個分部的經營業績作出決定。並無呈列分部資產及負債的分析，原因為該等資料並無定期向主要經營決策者匯報以用作資源分配及評估分部表現。

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For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2019

5. 收益及分部資料(續)

其他分部資料

截至2019年3月31日止年度

		Leasing 租賃 HK\$'000 千港元	Trading 買賣 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Impairment losses recognised for lease receivables and trade receivables, net	已確認應收租賃款項及貿易應收款項減值虧損淨額	1,027	154	-	1,181
Depreciation of property, plant and equipment	物業、廠房及設備折舊	49,457	5	1,471	50,933
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	5,348	-	-	5,348

For the year ended 31 March 2018

截至2018年3月31日止年度

		Leasing 租賃 HK\$'000 千港元	Trading 買賣 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Impairment losses recognised for lease receivable and trade receivables, net	已確認應收租賃款項及貿易應收款項減值虧損淨額	1,210	-	-	1,210
Depreciation of property, plant and equipment	物業、廠房及設備折舊	47,600	24	2,084	49,708
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	8,938	4	-	8,942

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

The Group's revenue from external customers is mainly derived from customers located in Hong Kong, Macau and Singapore, which is determined based on the location of customers.

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
External revenue:	外部收益：		
Hong Kong	香港	133,716	212,932
Macau	澳門	11,408	12,329
Singapore	新加坡	986	-
		146,110	225,261

The Group's non-current assets based on the geographical location of the group companies owning these assets are as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current assets:	非流動資產：		
Hong Kong	香港	210,032	183,969
Macau	澳門	5,843	11,763
Singapore	新加坡	5,371	2,121
		221,246	197,853

Note: Non-current assets excluded deposit placed for a life insurance policy and deferred tax assets.

Information about major customers

There are no customers contributing over 10% of total revenue of the Group during both years.

5. 收益及分部資料(續)

地理資料

本集團來自外部客戶的收益主要衍生自香港、澳門及新加坡的客戶，收益按客戶所在地點釐定。

本集團的非流動資產(按擁有此等資產的集團公司所在地理位置劃分)載列如下：

附註：非流動資產不包括壽險保單存款及遞延稅項資產。

有關主要客戶的資料

於兩個年度均無客戶佔本集團總收益逾10%。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 March 2019 截至2019年3月31日止年度

6. OTHER INCOME

6. 其他收入

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest income from:	利息收入來自：		
— bank deposits	— 銀行存款	327	63
— investment certificate of deposit	— 存款憑證投資	—	5
— deposit placed for a life insurance policy	— 壽險保單存款	96	91
Storage income	倉存收入	1,677	1,726
Sundry income	雜項收入	2,093	1,978
		4,193	3,863

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Exchange loss, net	匯兌虧損淨額	(98)	(579)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	5,348	8,942
		5,250	8,363

8. FINANCE COSTS

8. 融資成本

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest on borrowings	借款利息	513	1,035
Interest on finance leases	融資租賃利息	—	1
		513	1,036

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For the year ended 31 March 2019 截至2019年3月31日止年度

9. INCOME TAX EXPENSE

9. 所得稅開支

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Current tax	當期稅項		
Hong Kong Profits Tax	香港利得稅	-	539
Macau Complementary Income Tax	澳門所得補充稅	153	341
		153	880
Deferred taxation (note 22)	遞延稅項(附註22)	(12)	4,336
		141	5,216

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits for the current year. Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for the year ended 31 March 2018.

For the subsidiary registered in Singapore which is subject to Singapore income tax at 17% (2018: 17%). No provision for Singapore income tax had been made as it had no assessable profits for both years.

For the subsidiary registered in Macau, Macau Complementary Income Tax is calculated at 12% of the estimated assessable profit exceeding MOP600,000 after the deduction of dividend paid for both years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入兩級制利得稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格企業的首2,000,000港元溢利將按8.25%的稅率徵稅，而超過2,000,000港元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅制度資格的集團實體的溢利將繼續按16.5%的劃一稅率繳納稅項。

由於本集團於本年度並無應課稅溢利，故未有計提香港利得稅撥備。香港利得稅按截至2018年3月31日止年度的估計應課稅溢利的16.5%計算。

於新加坡註冊的附屬公司須按17%(2018年：17%)的稅率繳納新加坡所得稅。由於在該兩個年度均無應課稅溢利，故未有計提新加坡所得稅撥備。

就於澳門註冊成立的附屬公司而言，該兩個年度的澳門所得補充稅按扣除已派發股息後超過600,000澳門元的估計應課稅溢利的12%計算。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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9. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled from the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得稅開支(續)

本年度所得稅開支與綜合損益及其他全面收益表所載除稅前(虧損)溢利對賬如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss) profit before tax	除稅前(虧損)溢利	(2,382)	26,297
Tax at applicable tax rate of 16.5%	按適用稅率 16.5% 計算的稅項	(393)	4,339
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	803	1,528
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(54)	(8)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	646	-
Effect of different tax rate of subsidiary operating in other jurisdiction	於其他司法管轄區經營的附屬公司的稅率差異的影響	(58)	(301)
Others	其他	(803)	(342)
Income tax expense for the year	本年度所得稅開支	141	5,216

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10. (LOSS) PROFIT FOR THE YEAR

10. 本年度(虧損)溢利

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss) profit for the year has been arrived at after charging:	扣除下列項目後的本年度(虧損)溢利：		
Auditor's remuneration	核數師酬金	1,883	1,745
Cost of inventories recognised as expenses	確認作開支的存貨成本	5,668	26,664
Depreciation of property, plant and equipment	物業、廠房及設備折舊	50,933	49,708
Directors' emoluments (note 11)	董事酬金(附註11)	6,660	7,425
Other staff costs:	其他員工成本：		
— Salaries, allowances and other benefits	— 薪金、津貼及其他福利	34,008	47,513
— Retirement benefits scheme contributions	— 退休福利計劃供款	1,477	2,076
		35,485	49,589
Total staff costs	總員工成本	42,145	57,014
Operating lease rentals in respect of rented premises	租賃處所的經營租賃租金		
— minimum lease payment	— 最低租賃付款	5,113	4,859

Note: The Group has established the MPF Scheme for its Hong Kong employees. The assets of the scheme are held separately in funds which are under the control of independent trustees. The retirement benefit scheme contributions recognised in profit or loss represent contributions paid or payable by the Group to the scheme at 5% of each of the employees' monthly relevant income capped at HK\$30,000 per month.

The eligible employees of the Company's subsidiaries in the Macau and Singapore are members of pension schemes operated respective local governments. The subsidiary in Macau is required to contribute MOP60 for every employee per month while the subsidiary in Singapore is required to contribute 16% of the employee's monthly gross salary. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contribution under the schemes.

The total costs charged to profit or loss for the year of HK\$1,549,000 (2018: HK\$2,148,000), comprised HK\$72,000 and HK\$1,477,000 (2018: HK\$72,000 and HK\$2,076,000) in directors' emoluments and other staff costs respectively, and represented contributions paid or payable to the schemes by the Group in respect of the current year. At the end of the reporting period, there were no forfeited contributions available to reduce future obligations.

附註：本集團已為香港僱員設立強積金計劃。計劃的資產以獨立信託人監管的基金形式分開持有。於損益確認的退休福利計劃供款為本集團按各僱員以港幣30,000元為上限的有關月薪5%的已付或應付供款。

本公司於澳門及新加坡的附屬公司的合資格僱員為各當地政府管理的退休金計劃成員，澳門的附屬公司須每月就每名僱員供款60澳門元，而新加坡附屬公司須就僱員月薪總金額作出16%供款。本集團有關退休福利計劃的唯一責任為根據計劃作出所須供款。

於年內損益扣除之成本總額約為1,549,000港元(2018年：2,148,000港元)，包括分別為72,000港元及1,477,000港元(2018年：72,000港元及2,076,000港元)的董事酬金及其他員工成本，為本集團就本年度向計劃作出的已付或應付供款。於報告期末，並無沒收的供款可供減低未來供款責任。

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

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

11. 董事、最高行政人員及僱員酬金

已付或應付本公司董事的酬金詳情如下：

		Other emoluments 其他酬金				
		Fees	Basic salaries, allowances and other benefits	Discretionary bonus	Retirement benefits scheme contributions	Total
		袍金	基本薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note) (附註)	HK\$'000 千港元	HK\$'000 千港元
For the year ended 31 March 2019	截至2019年3月31日止年度					
Executive directors:	執行董事：					
Lau Pong Sing	劉邦成	-	2,772	-	36	2,808
Chan Kit Mui, Lina	陳潔梅	-	2,736	-	36	2,772
Non-executive directors:	非執行董事：					
Tomokatsu Nakazawa (appointed on 14 December 2018)	中澤友克(於2018年 12月14日獲委任)	-	-	-	-	-
Lu Tao (resigned on 14 December 2018)	呂濤(於2018年 12月14日辭任)	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Li Ping Chi	李炳志	240	-	-	-	240
Siu Chak Yu	蕭澤宇	240	-	-	-	240
Ho Chung Tai, Raymond	何鍾泰	600	-	-	-	600
		1,080	5,508	-	72	6,660
For the year ended 31 March 2018	截至2018年3月31日止年度					
Executive directors:	執行董事：					
Lau Pong Sing	劉邦成	-	2,755	440	36	3,231
Chan Kit Mui, Lina	陳潔梅	-	2,718	360	36	3,114
Non-executive directors:	非執行董事：					
Kitagawa Ken (resigned on 20 June 2017)	北川健(於2017年 6月20日辭任)	-	-	-	-	-
Lu Tao (appointed on 20 June 2017)	呂濤(於2017年 6月20日獲委任)	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Li Ping Chi	李炳志	240	-	-	-	240
Siu Chak Yu	蕭澤宇	240	-	-	-	240
Ho Chung Tai, Raymond	何鍾泰	600	-	-	-	600
		1,080	5,473	800	72	7,425

Note: The discretionary bonus is mainly determined on the basis of the performance of the Group and individual.

附註：酌情花紅主要以本集團業績及個人表現為基礎釐定。

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' 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. No emoluments were paid to the non-executive directors for both years. There was no arrangement under which a director or the Chief Executive of the Company waived or agreed to waive any remuneration for both years.

Mr. Lau Pong Sing is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

Of the five individuals with the highest emoluments in the Group for the year, two (2018: two) of them were directors of the Company, whose emoluments are included in above. The emoluments of the remaining three (2018: three) individuals were as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Basic salaries and allowance and other benefits	基本薪金及津貼及其他福利	2,244	2,493
Discretionary bonus	酌情花紅	-	336
Retirement benefits scheme contributions	退休福利計劃供款	54	54
		2,298	2,883

The number of the highest paid employees who are not the directors of the Company whose remuneration within the following band is as follows:

		2019 2019年 Number of individuals 人數	2018 2018年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	3	3

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office during both years.

11. 董事、最高行政人員及僱員酬金 (續)

上述執行董事酬金主要與其就管理本公司及本集團事務提供服務有關。上述獨立非執行董事酬金主要與其就擔任本公司董事提供服務有關。該兩個年度概無向非執行董事支付酬金。本公司董事或最高行政人員於該兩個年度內並無放棄或同意放棄任何酬金的安排。

劉邦成先生亦為本公司最高行政人員，上文所披露其酬金包括其作為最高行政人員提供服務的酬金。

本年度本集團五名最高薪人士中兩名(2018年：兩名)為本公司董事，其酬金已計入上文內。餘下三名(2018年：三名)人士的酬金如下：

酬金介乎下列範圍的非本公司董事最高薪僱員數目如下：

於兩個年度，本集團並無向本公司董事或五名最高薪人士(包括董事及僱員)支付酬金作為加盟本集團或加盟時的獎勵或離職補償。

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12. DIVIDEND

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Dividend recognised as distributions of the Company during the year	股息確認作本公司於本年度的分派		
2018 Final — HK cent 0.35 (2018: 2017 Final — HK cent 0.28) per share	2018年終期 — 每股0.35港仙 (2018年：2017年終期 — 每股0.28港仙)	3,024	2,419
2019 Interim — nil (2018: 2018 Interim — HK cent 0.68) per share	2019年中期 — 無(2018年：2018年中期 — 每股0.68港仙)	—	5,875
		3,024	8,294

Subsequent to the end of the reporting period, the Board does not recommend the payment of final dividend for the year ended 31 March 2019.

於報告期末後，董事會不建議派付截至2019年3月31日止年度的末期股息。

13. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to owners of the Company is based on the following data:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss) profit for the year attributable to owners of the Company for the purpose of basic (loss) earnings per share	用於計算每股基本(虧損)盈利的本公司擁有人應佔本年度(虧損)溢利	(2,523)	21,081
		'000 千股	'000 千股
Number of shares	股份數目		
Number of ordinary shares for the purpose of basic (loss) earnings per share	用於計算每股基本(虧損)盈利的普通股股數	864,000	864,000

Note: The calculation of the basic (loss) earnings per share for both years are based on the (loss) profit attributable to the owners of the Company using the weighted average number of shares of in issue during the year.

附註：上述兩個年度每股基本(虧損)盈利乃按本公司擁有人應佔(虧損)溢利及年內已發行股份加權平均數計算。

No diluted (loss) earnings per share is presented for both years as there were no potential ordinary shares in issue.

由於並無潛在已發行普通股，故概無呈列該兩個年度的每股攤薄(虧損)盈利。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Plant and machinery	Office equipment	Furniture and fixtures	Leasehold improvements	Motor vehicles	Tools	Total
		廠房及機械	辦公室設備	傢具及固定裝置	租賃物業裝修	汽車	工具	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
COST		成本						
At 1 April 2017	於2017年4月1日	292,208	2,517	65	5,376	12,753	1,472	314,391
Additions	添置	76,417	479	163	54	3,049	104	80,266
Disposals	出售	(44,309)	(18)	-	-	(990)	-	(45,317)
At 31 March 2018	於2018年3月31日	324,316	2,978	228	5,430	14,812	1,576	349,340
Additions	添置	91,757	91	203	317	1	109	92,478
Disposals	出售	(33,998)	(172)	-	-	(80)	-	(34,250)
Exchange realignment	匯兌調整	1	-	-	-	-	-	1
At 31 March 2019	於2019年3月31日	382,076	2,897	431	5,747	14,733	1,685	407,569
DEPRECIATION		折舊						
At 1 April 2017	於2017年4月1日	108,175	1,340	62	3,416	7,776	859	121,628
Provided for the year	年度提撥	45,720	392	50	842	2,465	239	49,708
Eliminated on disposals	出售時註銷	(19,665)	(2)	-	-	(182)	-	(19,849)
At 31 March 2018	於2018年3月31日	134,230	1,730	112	4,258	10,059	1,098	151,487
Provided for the year	年度提撥	47,749	395	133	558	1,847	251	50,933
Eliminated on disposals	出售時註銷	(15,956)	(65)	-	-	(77)	-	(16,098)
Exchange realignment	匯兌調整	1	-	-	-	-	-	1
At 31 March 2019	於2019年3月31日	166,024	2,060	245	4,816	11,829	1,349	186,323
CARRYING VALUES		賬面值						
At 31 March 2019	於2019年3月31日	216,052	837	186	931	2,904	336	221,246
At 31 March 2018	於2018年3月31日	190,086	1,248	116	1,172	4,753	478	197,853

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum after taking into account the residual values:

Plant and machinery
Others

15% to 30%
20%

上述物業、廠房及設備項目計及剩餘價值後以直線法按下列年率折舊：

廠房及機械
其他

15%至30%
20%

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15. DEPOSIT PLACED FOR A LIFE INSURANCE POLICY

15. 壽險保單存款

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Deposit placed for a life insurance policy	壽險保單存款	2,725	2,656

The Group entered into a life insurance policy (the "Policy") with an insurance company to insure a director of the Company. Under the Policy, the beneficiary and policy holder is a subsidiary of the Company and the total insured sum is US\$1,000,000 (equivalent to approximately HK\$7,757,000).

At inception of the Policy, the Group is required to make a single upfront payment of US\$322,000 (equivalent to approximately HK\$2,497,000) which includes a fixed policy premium charge and a deposit. Monthly policy expense and insurance charges will be incurred over the insurance period with reference to the terms set out in the Policy. The insurance company will pay the Group a guaranteed interest rate of 4.2% for the first year and a variable return per annum afterwards (with guaranteed minimum interest rate of 2%) during the effective period of the Policy. The Group may request full surrender of the Policy at any time and receive cash back based on the value of the Policy at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus the policy expense and insurance premium charge. If such withdrawal is made between the first to eighteenth policy year, a pre-determined specified surrender charge will be imposed on the Group.

The directors of the Company consider that the possibility of terminating the Policy during the first eighteen years was low and the expected life of the life insurance policy remains unchanged since its initial recognition. For the year ended 31 March 2018, the policy premium, expense and insurance charges are recognised in profit or loss and the deposit placed is carried at amortised cost. Upon the application of HKFRS 9 on 1 April 2018, the deposit placed for a life insurance policy is reclassified to financial asset at FVTPL.

本集團與保險公司訂有壽險保單(「保單」)，為本公司一名董事投保。根據保單，受益人及保單持有人為本公司附屬公司，而總投保額為1,000,000美元(相等於約7,757,000港元)。

於開立保單時，本集團須支付一筆過預付款322,000美元(相等於約2,497,000港元)，包括定額保費及存款。每月保險開支及保險手續費將於保險期內參照保單所載條款產生。保險公司將向本集團支付首年保證利率4.2%，並於往後保單生效期內每年支付可變回報(最低保證利率為2%)。本集團可隨時要求全額退保，並收回相等於退保日期保單價值(按已付保費總額加累計已獲利息並扣除保單開支及保費手續費而釐定)的現金。倘於第一至第十八個保單年度之間退保，本集團將須繳付預定退保手續費。

本公司董事認為於第一至第十八個保單年度內終止保單的可能性低，故壽險保單的預計有效期自首次確認起維持不變。截至2018年3月31日止年度，保費、開支及保險手續費於損益確認，而所付存款乃按攤銷成本列賬。於2018年4月1日應用香港財務報告準則第9號後，壽險保單存款將重新分類為通過損益按公允值列賬的金融資產。

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16. INVENTORIES

16. 存貨

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Finished goods	製成品	12,134	7,168

17. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

17. 貿易及其他應收款項、按金及預付款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Lease receivables from:	應收下列人士租金：		
— outsiders	— 外界人士	42,228	59,011
— a shareholder	— 一名股東	-	119
— a subsidiary of a shareholder of the Company	— 本公司一名股東的 附屬公司	1,314	2,320
— a related company	— 一間關連公司	697	790
Less: Allowance for credit loss	減：信貸虧損撥備	(6,524)	(5,534)
		37,715	56,706
Trade receivables from contracts with customers	來自客戶合約的貿易 應收款項	2,026	4,678
Less: Allowance for credit loss	減：信貸虧損撥備	(191)	-
		1,835	4,678
Other receivables	其他應收款項	194	-
Deposits and prepayments	按金及預付款項	3,833	2,848
		43,577	64,232

As at 31 March 2019 and 1 April 2018, trade receivables from contracts with customers amounted to HK\$1,835,000 and HK\$4,678,000 respectively.

於2019年3月31日及2018年4月1日，來自客戶合約的貿易應收款項分別約為1,835,000港元及4,678,000港元。

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17. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The following is an aged analysis of lease receivables and trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 30 days	30日內	10,341	12,638
31 to 60 days	31至60日	12,538	18,246
61 to 90 days	61至90日	4,759	7,776
91 to 180 days	91至180日	6,108	13,230
Over 180 days	超過180日	5,804	9,494
		39,550	61,384

As at 31 March 2019, included in the Group's lease receivables and trade receivables balances were debtors with aggregate carrying amount of HK\$31,107,000 which were past due at the end of the reporting period. Out of the past due balances as at 31 March 2019, HK\$13,590,000 has been past due 90 days or more and are not considered as in default as debtors normally will settle the outstanding balances after 90 days overdue with reference to the debtors settlement pattern. The Group does not hold any collateral over these balances.

As at 31 March 2018, included in the Group's lease receivables and trade receivables balances were debtors with aggregate carrying amount of HK\$52,571,000 which were past due at the end of the reporting period for which the Group has not provided for allowance for doubtful debts. Based on past experience, the directors of the Company are of the opinion that no further provision is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

17. 貿易及其他應收款項、按金及預付款項(續)

以下為於報告期末按發票日期呈列的應收租賃款項及貿易應收款項(已扣除信貸虧損撥備)的賬齡分析：

於2019年3月31日，本集團應收租賃款項及貿易應收款項結餘包括總賬面值為31,107,000港元的應收賬款，其於報告期末已逾期。於2019年3月31日已逾期結餘中，13,590,000港元已逾期90日或以上但不被視為違約，因應收賬款一般會在逾期90日後參考應收賬款支付方式結清未償還結餘。本集團並未就該等結餘持有任何抵押品。

於2018年3月31日，本集團應收租賃款項及貿易應收款項結餘包括總賬面值為52,571,000港元的應收賬款，其於報告期末已逾期，而本集團並無就有關呆賬計提撥備。根據過往經驗，本公司董事認為毋須就該等結餘作出進一步撥備，原因是信貸質素並無重大變動且有關結餘仍被視為可全數收回。本集團並未就該等結餘持有任何抵押品。

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17. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Ageing of lease receivables and trade receivables at 31 March 2018 which were past due but not impaired:

		2018 2018年 HK\$'000 千港元
Overdue:	逾期：	
1 to 60 days	1 至 60 日	23,335
61 to 90 days	61 至 90 日	7,256
91 to 120 days	91 至 120 日	4,305
121 to 180 days	121 至 180 日	8,934
181 to 365 days	181 至 365 日	7,515
Over 365 days	超過 365 日	1,226
		52,571

Movements in the allowance for doubtful debts during the year ended 31 March 2018 were as follows:

		2018 2018年 HK\$'000 千港元
At beginning of the year	於年初	4,368
Amounts written off as uncollectible	撇銷為無法收回的款項	(44)
Impairment loss recognised, net	已確認減值虧損淨額	1,210
At end of the year	於年末	5,534

Details of impairment assessment of trade and other receivables at 31 March 2019 are set out in note 27.

17. 貿易及其他應收款項、按金及預付款項(續)

於2018年3月31日已逾期但未減值的應收租賃款項及貿易應收款項的賬齡：

於截至2018年3月31日止年度的呆賬撥備變動如下：

截至2019年3月31日的貿易及其他應收款項的減值評估詳情載於附註27。

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18. BANK DEPOSITS WITH ORIGINAL MATURITY LESS THAN THREE MONTHS/BANK BALANCES AND CASH/PLEGDED BANK DEPOSIT

At 31 March 2019, bank balances carry interest at market rates of 0.01% per annum (2018: 0.01% per annum).

At 31 March 2019, the bank deposits with original maturity less than three months carry fixed interest ranging from 1.90% to 2.60% per annum (2018: from 0.79% to 1.00% per annum).

At 31 March 2019, pledged bank deposit carries fixed interest at 0.20% per annum (2018: 0.01% per annum).

Details of impairment assessment of bank deposits with original maturity less than three months, bank balances and pledged bank deposit at 31 March 2019 are set out in note 27.

19. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

18. 原到期日為三個月以內的銀行存款／銀行結餘及現金／已抵押銀行存款

於2019年3月31日，銀行結餘按市場年利率0.01%（2018年：年利率0.01%）計息。

於2019年3月31日，原到期日為三個月以內的銀行存款按介乎1.90%至2.60%的固定年利率（2018年：年利率0.79%至1.00%）計息。

於2019年3月31日，已抵押銀行存款按固定年利率0.20%（2018年：年利率0.01%）計息。

於2019年3月31日，原到期日為三個月以內的銀行存款、銀行結餘及已抵押銀行存款的減值評估詳情載於附註27。

19. 貿易及其他應付款項及應計費用

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade payables (Note a)	貿易應付款項(附註a)	33,438	19,008
Accrued expenses (Note b)	應計開支(附註b)	7,604	9,885
Other payables (Note c)	其他應付款項(附註c)	4,349	7,127
		45,391	36,020

Note:

- (a) As at 31 March 2019, included in trade payables is HK\$10,179,000 (2018: HK\$14,652,000) payable to a subsidiary of a shareholder of the Company.
- (b) As at 31 March 2019, included in accrued expenses are mainly accrued staff costs of HK\$4,812,000 (2018: HK\$8,541,000).
- (c) As at 31 March 2019, included in other payables are mainly professional fee payable, insurance payable and other utility payable.

附註：

- (a) 於2019年3月31日，貿易應付款項包括應付予本公司一名股東的附屬公司款項10,179,000港元（2018年：14,652,000港元）。
- (b) 於2019年3月31日，應計費用主要包括應計員工成本4,812,000港元（2018年：8,541,000港元）。
- (c) 於2019年3月31日，其他應付款項主要包括應付專業費用、應付保費及其他應付公共設施費用。

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19. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES (Continued)

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

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 30 days	30日內	9,588	3,379
31 to 60 days	31至60日	12,257	7,420
61 to 90 days	61至90日	7,173	2,915
91 to 180 days	91至180日	1,737	3,055
Over 180 days	超過180日	2,683	2,239
		33,438	19,008

The credit period on trade payables is ranging from 0 to 180 days (2018: 0 to 180 days).

貿易應付款項的信貸期介乎0至180日(2018年：0至180日)不等。

20. CONTRACT LIABILITIES

As at 31 March 2019, contract liabilities of HK\$563,000 (1 April 2018: HK\$438,000) represented the receipts in advance for sales of machinery and parts.

The Group normally receives 10% to 40% of the contract value as deposits from customers when it signs the sale and purchase agreement. The deposits will be recognised as revenue when the customer obtains control of the machinery and parts.

During the year ended 31 March 2019, the amount of HK\$438,000 included in the contract liabilities balance at the beginning of the year was recognised as revenue.

19. 貿易及其他應付款項及應計費用 (續)

下表載列貿易應付款項於報告期末按發票日期呈列的賬齡分析：

20. 合約負債

於2019年3月31日，合約負債563,000港元(2018年4月1日：438,000港元)指就銷售機械及零件所收取的訂金。

本集團通常於客戶簽訂買賣協議時向他們收取合約價值的10%至40%作為訂金。訂金將會於客戶取得機械及零件的控制權時確認為收益。

於截至2019年3月31日止年度，於年初計入為合約負債的438,000港元已確認為收益。

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21. BORROWINGS

21. 借款

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Secured borrowings	有抵押借款	16,852	17,974
Unsecured borrowings	無抵押借款	609	2,106
		17,461	20,080
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Carrying amounts of borrowings that do not contain a repayable on demand clause and are repayable based on the scheduled repayment dates set out in the loan agreements:	並無須按要求還款條款惟須按貸款協議所載預定還款日期還款的借款的賬面值：		
Within one year	一年內	5,109	1,465
More than one year but not exceeding two years	多於一年，但不多於兩年	-	641
		5,109	2,106
Carrying amounts of borrowings that contain a repayable on demand clause (shown under current liabilities) and the maturity analysis based on the scheduled repayment dates set out in the loan agreements are:	包含須按要求還款條款的借款（於流動負債項下呈列）的賬面值及按貸款協議所載預定還款日期所作到期日分析為：		
Within one year	一年內	8,602	9,893
More than one year but not exceeding two years	多於一年，但不多於兩年	3,750	8,081
		12,352	17,974
		17,461	20,080
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下呈列的一年內到期款項	(17,461)	(19,439)
Amounts shown under non-current liabilities	於非流動負債項下呈列的款項	-	641

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21. BORROWINGS (Continued)

Included in the Group's borrowings of HK\$518,000 (2018: HK\$775,000) and HK\$4,500,000 (2018: nil) are variable-rate borrowings carrying interest at Hong Kong Best Lending Rate minus 0.9% and Hong Kong Interbank Offered Rate as quoted by the lending bank plus 2.75% respectively. The remaining carrying amounts are fixed-rate borrowings carrying interest ranging from 2.05% to 2.20% (2018: ranging from 1.92% to 2.23%) per annum.

The secured borrowings were secured by property, plant and equipment, deposit placed for a life insurance policy and pledged bank deposit as disclosed in note 30.

As at 31 March 2019, the Group's general banking facilities amounting to HK\$53,528,000 (2018: HK\$58,070,000) are secured by unlimited corporate guarantee from the Company.

22. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

21. 借款(續)

本集團的借款中包括518,000港元(2018年: 775,000港元)及4,500,000港元(2018: 零)的浮息借款, 分別按港元最優惠利率減0.9%及貸款銀行所報的香港銀行同業拆息加2.75%計息。餘下賬面值為按介乎2.05%至2.20%(2018年: 介乎1.92%至2.23%)年利率計息的固定利率借款。

有抵押借款以附註30所披露的物業、廠房及設備、壽險保單存款以及已抵押銀行存款作抵押。

於2019年3月31日, 本集團的一般銀行融資額為53,528,000港元(2018年: 58,070,000港元), 以本公司無限制公司擔保作抵押。

22. 遞延稅項資產/負債

就於綜合財務狀況表的呈列而言, 若干遞延稅項資產及負債已被抵銷。以下為就財務報告而言的遞延稅項餘額分析:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(167)	-
Deferred tax liabilities	遞延稅項負債	26,924	26,769
		26,757	26,769

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22. DEFERRED TAX ASSETS/LIABILITIES (Continued)

The following are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during both years:

22. 遞延稅項資產／負債(續)

以下為本集團於兩個年度內確認的主要遞延稅項負債(資產)及其變動：

		Accelerated tax depreciation	Tax losses	ECL provision	Total
		加速稅項折舊	稅項虧損	預期信貸 虧損撥備	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2017	於2017年4月1日	24,345	(1,912)	-	22,433
Charge to profit or loss	自損益扣除	2,424	1,912	-	4,336
At 31 March 2018	於2018年3月31日	26,769	-	-	26,769
Charge (credit) to profit or loss	自損益扣除(計入損益)	3,508	(2,553)	(967)	(12)
At 31 March 2019	於2019年3月31日	30,277	(2,553)	(967)	26,757

At the end of the reporting period, the Group has unused tax losses of HK\$19,390,000 available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$15,473,000 of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$3,917,000 due to the unpredictability of future profit streams. The tax loss may be carried forward indefinitely. As at 31 March 2018, the Group did not have unused tax loss.

於報告期末，本集團有未動用稅項虧損19,390,000港元可供抵銷未來溢利，並已就有關虧損15,473,000港元確認遞延稅項資產。由於無法預測未來溢利，故並無就餘下的3,917,000港元確認遞延稅項資產。稅項虧損可無限期結轉。於2018年3月31日，本集團並無未動用稅項虧損。

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23. ISSUED CAPITAL

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.001 each	每股面值0.001港元的普通股		
Authorised:	法定：		
At 1 April 2017, 31 March 2018 and 31 March 2019	於2017年4月1日、 2018年3月31日及 2019年3月31日	10,000,000,000	10,000
Issued:	已發行：		
At 1 April 2017, 31 March 2018 and 31 March 2019	於2017年4月1日、 2018年3月31日及 2019年3月31日	864,000,000	864

24. SHARE-BASED PAYMENTS

The Group has adopted the share option scheme (the **"Share Option Scheme"**) pursuant to a resolution in writing passed by all the shareholders in the extraordinary general meeting on 17 March 2016. The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that eligible participants had made or may make to the Group.

Under the Share Option Scheme, the Board of Directors may at its discretion grant options to eligible participants, including: (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (**"Affiliate"**); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

23. 已發行股本

24. 以股份為基礎的付款

本集團已根據所有股東於2016年3月17日的股東特別大會上通過書面決議案所採納的購股權計劃(「購股權計劃」)。購股權計劃為股份獎勵計劃，設立該計劃旨在嘉許及酬謝曾經或可能會對本集團作出貢獻的合資格參與者。

根據購股權計劃，董事會可酌情向合資格參與者授出購股權，包括：(i)本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商或本集團擁有權益的公司或該公司的附屬公司(「聯屬人士」)；或(ii)以本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人或顧問或承包商或聯屬人士為受益人的任何信託或以上述各方為全權受益人的任何全權信託的受託人；或(iii)本集團任何董事、僱員、諮詢人、專業人士、客戶、供應商、代理、合夥人、顧問或承包商或聯屬人士實益擁有的公司。

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24. SHARE-BASED PAYMENTS (Continued)

The exercise price for any share under the Share Option Scheme shall be a price determined by the Board of Directors and notified to each grantee and shall be not less than the highest of (i) the closing price of the Company's share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day, (ii) an amount equivalent to the average closing price of the Company's share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option and (iii) the nominal value of the Company's share on the date of grant. The exercise price shall also be subject to certain adjustments.

Subject to certain restrictions contained in the Share Option Scheme, an option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant thereof at any time during the applicable option period, which is not more than ten years from the date of grant of option.

Under the Share Option Scheme, there is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme. However, at the time of granting any option, the Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the Board of Directors may determine in its absolute discretion.

From the date of the adoption of the Share Option Scheme and up to 31 March 2019, no share option has been granted or agreed to be granted under the Share Option Scheme.

24. 以股份為基礎的付款(續)

購股權計劃項下任何股份的行使價將由董事會釐定及通知各承授人，惟該價格不得低於以下各項的最高者：(i) 於授出有關購股權日期(該日必須為營業日)在聯交所每日報價表所報本公司股份收市價；(ii) 相等於緊接授出有關購股權日期前五個營業日在聯交所每日報價表所報本公司股份平均收市價的金額；及(iii) 本公司股份於授出日期的面值。行使價亦須作出若干調整。

於購股權計劃所載若干限制規限下，可於所適用購股權期間(即不超過授出購股權日期起計十年)隨時根據購股權計劃條款及有關授出購股權的條款行使購股權。

根據購股權計劃，並無有關須持有購股權的最短期間或於根據購股權計劃的條款行使購股權前須達致的表現目標的一般規定。然而，董事會可於授出任何購股權時按個別情況授出有關購股權，惟須遵守有關條件、限制或規限(包括(但不限於)該等與董事會可能全權酌情釐定須持有購股權的最短期間及/或須達致的表現目標相關者)。

自購股權計劃採納日期起至2019年3月31日止，並無根據購股權計劃授出或同意授出購股權。

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25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES OF THE COMPANY

25. 本公司財務狀況表及本公司儲備

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Non-current Assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	138,135	146,223
Loan to a subsidiary	貸款予一間附屬公司	47,664	17,997
Amounts due from subsidiaries	應收附屬公司款項	18,570	39,834
		204,369	204,054
Current Assets	流動資產		
Prepayments	預付款項	854	470
Amounts due from subsidiaries	應收附屬公司款項	10,151	13,991
Loan to a subsidiary	貸款予一間附屬公司	7,684	2,603
Bank deposit with original maturity less than three months	原到期日為三個月以內的 銀行存款	15,000	16,000
Bank balances and cash	銀行結餘及現金	3,447	8,387
		37,136	41,451
Current Liabilities	流動負債		
Other payables	其他應付款項	1,715	1,654
Net Current Assets	流動資產淨值	35,421	39,797
Net Assets	資產淨值	239,790	243,851
Capital and Reserves	資本及儲備		
Issued capital	已發行股本	864	864
Reserves	儲備	238,926	242,987
Total Equity	總權益	239,790	243,851

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25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVES OF THE COMPANY

(Continued)

The followings are the movements of the Company's reserves for both years:

		Share premium 股份溢價 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於2017年4月1日	232,345	5,513	237,858
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	–	13,423	13,423
Dividend recognised as distribution (note 12)	確認為分派的股息 (附註12)	–	(8,294)	(8,294)
At 31 March 2018	於2018年3月31日	232,345	10,642	242,987
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	–	(1,037)	(1,037)
Dividend recognised as distribution (note 12)	確認為分派的股息 (附註12)	–	(3,024)	(3,024)
At 31 March 2019	於2019年3月31日	232,345	6,581	238,926

26. 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 shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of net debts, which include borrowings, cash and cash equivalents and equity attributable to owners of the Company, comprising issued capital and reserves.

The directors of the Company review the capital structure periodically. 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 the payment of dividends and new share issues.

25. 本公司財務狀況表及本公司儲備 (續)

下表載列自兩個年度本公司的儲備變動：

26. 資本風險管理

本集團管理其資本以確保於本集團的實體將可持續經營，同時透過優化債務及權益結餘，為股東爭取最大回報。年內，本集團的整體策略一直維持不變。

本集團的資本架構包括債務淨額，當中包括借款、現金及現金等價物以及本公司擁有人應佔權益(包括已發行股本及儲備)。

本公司董事定期檢討資本架構。作為此檢討的一部分，董事考慮資本成本及與各類資本相關的風險。根據董事建議，本集團將透過支付股息及發行新股份平衡其整體資本架構。

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27. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Financial assets	金融資產		
— FVTPL	— 通過損益按公允值列賬	2,725	—
— Amortised cost	— 攤銷成本	91,951	—
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	—	125,797
Financial liabilities	金融負債		
Amortised cost	攤銷成本	55,248	46,215

b. Financial risk management objectives and policies

The major financial instruments of the Group include deposit placed for a life insurance policy, trade receivables and deposits, lease receivables, bank deposits with original maturity less than three months, pledged bank deposit, bank balances and cash, trade and other payables and borrowings. The risks associated with these financial instruments include market risk (currency risk and interest rate 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.

27. 金融工具

a. 金融工具類別

b. 金融風險管理目標及政策

本集團的主要金融工具包括壽險保單存款、貿易應收款項及按金、應收租賃款項、原到期日為三個月以內的銀行存款、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項及借款。與此等金融工具相關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。有關如何減低此等風險的政策載於下文。管理層管理及監察此等風險，以確保及時及有效實行適當措施。

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk

Currency risk

Certain transactions of the Group are denominated in currencies which are different from the functional currencies of the relevant group entities and therefore the Group is exposed to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure if necessary.

The carrying amounts of the foreign currency denominated monetary assets and monetary liabilities of the respective group entities at the end of the reporting period are as follows:

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險

貨幣風險

本集團若干交易以相關集團實體的功能貨幣以外的貨幣計值，因此本集團面臨外幣風險。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

於報告期末，各集團實體以外幣計值的貨幣資產及貨幣負債賬面值如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Assets	資產		
Japanese Yen ("JPY") against HK\$	日圓(「日圓」)兌港元	1,257	6,743
United States dollars ("US\$") against HK\$	美元(「美元」)兌港元	3,098	5,479
Euro ("EUR") against HK\$	歐元(「歐元」)兌港元	5	4
HK\$ against Singapore dollar ("SG\$")	港元兌新加坡元(「新加坡元」)	-	-
Liabilities	負債		
JPY against HK\$	日圓兌港元	2,612	4,443
US\$ against HK\$	美元兌港元	2,219	918
EUR against HK\$	歐元兌港元	143	-
HK\$ against SG\$	港元兌新加坡元	11,290	3,815

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

The following table details the sensitivity of the Group to a 5% increase and decrease in foreign currencies against the relevant functional currencies of the respective group entities. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive number below indicates a decrease in post-tax loss (2018: an increase in post-tax profit) where the relevant currencies strengthen 5% against the relevant functional currencies of the respective group entities. For a 5% weakening of the relevant currencies against the relevant functional currencies of the respective group entities, there would be an equal and opposite impact on the post-tax loss (2018: post-tax profit).

JPY against HK\$	日圓兌港元
EUR against HK\$	歐元兌港元
HK\$ against SG\$	港元兌新加坡元

For the monetary assets and liabilities denominated in US\$, since HK\$ is currently pegged to US\$, the management considers that the exchange rate fluctuation is not significant. Accordingly, no foreign currency sensitivity analysis is disclosed in the consolidated financial statements in respect of the US\$.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析

下表詳列本集團對各集團實體外幣兌有關功能貨幣匯率上升及下降5%的敏感度。5%為內部向主要管理層人員報告外幣風險時所用的敏感度比率，反映管理層對匯率可能變動的評估。敏感度分析僅包括於報告期末以未償還外幣計值的貨幣項目，並以匯率變動5%作匯兌調整。下文的正數顯示有關貨幣兌各集團實體的有關功能貨幣的匯率上升5%的稅後虧損跌幅(2018年：稅後溢利升幅)。倘有關貨幣兌各集團實體的有關功能貨幣的匯率下降5%，將對稅後虧損(2018年：稅後溢利)構成相等但相反的影響。

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
JPY against HK\$	(57)	96
EUR against HK\$	(6)	-
HK\$ against SG\$	(472)	(159)

就以美元計值的貨幣資產及負債而言，由於港元目前與美元掛鈎，管理層認為匯率波動並不重大，因此並無就美元於綜合財務報表中披露外幣敏感度分析。

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed rate borrowings, bank deposit with original maturity less than three months and pledged bank deposit. The management will take appropriate measures to manage interest rate exposure if interest rate fluctuates significantly. The management considers the fair value interest rate risk to the Group is insignificant.

The Group is also exposed to cash flow interest rate risk in relation to deposit placed for a life insurance policy, bank balances and variable-rate borrowings due to the fluctuation of the prevailing market interest rate. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of variable rates from the Group's borrowings denominated in HK\$.

The Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instruments. However, the management monitors the Group's related interest rate exposure closely and will consider hedging significant interest rate exposure when the need arises.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

利率風險

本集團面對與固定利率借款、原到期為三個月以內的銀行存款及已抵押銀行存款有關的公允值利率風險。倘利率大幅波動，管理層將採取適當措施管理利率風險。管理層認為本集團的公允值利率風險並不重大。

本集團亦面對與壽險保單存款、銀行結餘及浮動利率借款有關的現金流利率風險，原因是當前市場利率波動。本集團的現金流量利率風險主要集中於本集團以港元計值借款的浮動利率波幅。

本集團並無訂立任何利率對沖合約或任何其他與利率相關的衍生金融工具。然而，管理層嚴密監察本集團利率相關風險，並將於有需要時考慮對沖重大利率風險。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis

Sensitivity analysis on deposit placed for a life insurance policy and bank balances is not presented as the management of the Group considers that the Group's exposure to interest rate fluctuation is insignificant.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate borrowings outstanding at the end of the reporting period. The analysis is prepared assuming the variable-rate borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2018: 50 basis point) represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points (2018: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss (2018: post-tax profit) for the year ended 31 March 2019 would increase/decrease by HK\$21,000 (2018: decrease/increase by HK\$3,000).

In management's opinion, the sensitivity analysis is unrepresentative of the interest rate risk inherent in the financial assets and financial liabilities as the year end exposure does not reflect the exposure during the year.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

利率風險(續)

敏感度分析

由於本集團管理層認為本集團的利率波動風險微不足道，故並無呈列對壽險保單存款及銀行結餘的敏感度分析。

下文敏感度分析根據報告期末尚未償還浮息借款所面對的利率風險釐定。分析乃假設於報告期末尚未償還浮息借款於整個年度仍未償還而作出。50個基點(2018年：50個基點)為管理層對利率合理可能變動的評估。倘利率上升/下跌50個基點(2018年：50個基點)，而所有其他變數維持不變，則本集團截至2019年3月31日止年度的稅後虧損(2018年：稅後溢利)將增加/減少21,000港元(2018年：減少/增加3,000港元)。

管理層認為，敏感度分析並未能代表金融資產及金融負債的內在利率風險，因年末的風險並未反映整個年度內的風險。

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For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment

The maximum exposure of the Group to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Trade receivables arising from contracts with customers and lease receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed each year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the management of the Group estimates the amount of lifetime ECL of lease receivables and trade receivables based on individual assessment for those which had been determined as significant balance or credit-impaired whereas the remaining balance are assessed by means of provision matrix through grouping of various debtors that have similar risk exposure, after considering internal credit ratings of lease receivables and trade receivables, ageing, repayment history and/or past due status and forward-looking information of respective lease receivables and trade receivables that is reasonable and supportable available without undue costs or effort. Estimated losses are based on historical observed default rates over the expected life of the lease receivables and trade receivables and are adjusted for forward-looking information. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估

本集團所面對因交易方未能履行責任而令本集團蒙受財務損失的最高信貸風險乃因綜合財務狀況表所載相關已確認金融資產的賬面值而產生。

來自客戶合約的貿易應收款項及應收租賃款項

為盡量減低信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸審批。在接納任何新客戶前，本集團使用內部信貸評分制度評估潛在客戶的信貸質量並界定客戶的信貸限額。客戶應佔限額及得分每年均會審閱。其他監控程序亦已制定，以確保採取跟進行動收回逾期債務。另外，本集團管理層根據對已釐定為重大結餘或出現信貸減值的應收租賃款項及貿易應收款項所進行的個別評估，估計應收租賃款項及貿易應收款項的全期預期信貸虧損金額，而餘下結餘則按照撥備矩陣評估，有關矩陣在考慮應收租賃款項及貿易應收款項的內部信貸評級、賬齡、還款記錄及／或逾期狀況以及無需付出不必要的費用或努力即可獲得相關應收租賃款項及貿易應收款項的合理及有根據前瞻性資料後，對具有類似風險敞口的各類應收賬款進行分組。估計虧損乃根據應收租賃款項及貿易應收款項於預期計年期內的過往觀察到的違約率計算得出，並就前瞻性資料作出調整。就此而言，本公司董事認為本集團的信貸風險大幅降低。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Other receivables

The directors of the Company regularly review and assess the credit quality of the counterparty. The directors of the Company consider the provision of ECL for other receivables is insignificant to be recognised.

Deposit placed for a life insurance policy, bank deposits with original maturity less than three months, pledged bank deposit and bank balances

The credit risk on liquid funds are limited because the counterparties are banks and an insurance company with high credit-ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk as lease receivables and trade receivables consist of a large number of customers.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for 88% (2018: 93%) of the total trade receivables as at 31 March 2019.

The Group has concentration of credit risk as 5% (2018: 9%) and 20% (2018: 26%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the industry of the property and infrastructure construction.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

其他應收款項

本公司董事定期檢討及評估對手方的信貸質量。本公司董事認為，就其他應收款項提供預期信貸虧損就確認而言微不足道。

壽險保單存款、原到期日為三個月以內的銀行存款、已抵押銀行存款及銀行結餘

流動資金的信貸風險有限，原因是對手方乃獲國際信貸評級機構指定屬於高信貸評級的銀行及保險公司。

除存放於若干高信貸評級銀行的流動資金有信貸集中風險外，本集團在其他方面並無重大信貸集中風險，原因是應收租賃款項及貿易應收款項涉及大量客戶。

本集團按地理位置劃分的信貸風險主要集中在香港，佔2019年3月31日貿易應收款項總額88%(2018年：93%)。

本集團的信貸風險集中，原因是貿易應收款項總額中，分別有5%(2018年：9%)及20%(2018年：26%)乃應收本集團最大客戶及五大客戶的款項，該等客戶來自物業及基礎建設行業。

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綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Deposit placed for a life insurance policy, bank deposits with original maturity less than three months, pledged bank deposit and bank balances (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

壽險保單存款、原到期日為三個月以內的銀行存款、已抵押銀行存款及銀行結餘(續)

本集團就內部信貸風險評級進行的評估包括以下類別：

Internal credit rating	Description	Trade receivables/ lease receivables 貿易應收款項/ 應收租賃款項	Other financial assets 其他金融資產
內部信貸評級	內容		
Low risk	The counterparty has a low risk of default and either settle before due date or after due date in full	Lifetime ECL — not credit-impaired	
低風險	對手方違約風險低，且於到期日前或到期日後悉數付款	全期預期信貸虧損—並無信貸減值	12個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
呆賬	根據內部或外部來源得出的資料，自初步確認以來信貸風險大幅增加	全期預期信貸虧損—並無信貸減值	全期預期信貸虧損—並無信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
虧損	有證據顯示資產已信貸減值	全期預期信貸虧損—信貸減值	全期預期信貸虧損—信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人處於嚴重財政困難，而本集團無實際可收回款項的期望	金額已撇銷	金額已撇銷

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets under the Group's assessment, which are subject to ECL assessment:

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳述由本集團評估的本集團金融資產信貸風險(受預期信貸虧損評估規限):

2019 2019年	Note 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12m or lifetime ECL 12個月預期信貸虧損或全期 預期信貸虧損	Gross carrying amount 賬面總值	
					HK\$'000 千港元	HK\$'000 千港元
Financial assets at FVTPL 通過損益按公允值列賬的金融資產						
Deposit placed for a life insurance policy 壽險保單存款	15	AA	N/A 不適用	N/A 不適用	2,725	2,725
Financial assets at amortised cost 按攤銷成本列賬的金融資產						
Trade receivables from contracts with customers 來自客戶合約的貿易應收款項	17	N/A 不適用	(Note) (附註) Loss 虧損	Lifetime ECL (provision matrix) 全期預期信貸虧損(撥備矩陣) Credit-impaired 信貸減值	2,022 4	2,026
Lease receivables 應收租賃款項	17	N/A 不適用	(Note) (附註) Low risk 低風險 Doubtful 呆賬 Loss 虧損	Lifetime ECL (provision matrix) 全期預期信貸虧損(撥備矩陣) Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值) Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值) Credit-impaired 信貸減值	15,066 13,834 11,095 4,244	44,239
Other receivables 其他應收款項	17	N/A 不適用	Low risk 低風險	12m ECL 12個月預期信貸虧損	194	194
Pledge bank deposit 已抵押銀行存款	18	AA or above AA或以上	N/A 不適用	12m ECL 12個月預期信貸虧損	360	360
Bank deposits with original maturity less than three months 原到期日為三個月以內的銀行存款	18	AA or above AA或以上	N/A 不適用	12m ECL 12個月預期信貸虧損	15,000	15,000
Bank balances 銀行結餘	18	AA or above AA或以上	N/A 不適用	12m ECL 12個月預期信貸虧損	36,801	36,801

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Note: For lease receivables and trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired that are assessed individually, the Group determines the expected credit losses on these items by using a provision matrix, grouped by similar risk exposure, after considering internal credit rating, ageing, repayment history, and/or past due status.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operations. The following table provides information about the exposure to credit risk for lease receivables and trade receivables which are assessed based on provision matrix as at 31 March 2019 by lifetime ECL (not credit-impaired). Debtors with significant outstanding balances or credit-impaired with gross carrying amounts of HK\$24,929,000 and HK\$4,248,000 respectively as at 31 March 2019 were assessed individually.

Gross carrying amount for balances under provision matrix

Internal credit rating	Average loss rate	Trade receivables from contracts customers 來自客戶合約的貿易應收款項 HK\$'000 千港元	Lease receivables 應收租賃款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Low risk 低風險	2% to 5% 2%至5%	1,339	9,733	11,072
Doubtful 呆賬	15% to 30% 15%至30%	683	5,333	6,016
		2,022	15,066	17,088

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：就應收租賃款項及貿易應收款項而言，本集團已應用香港財務報告準則第9號項下簡化方式按全期預期信貸虧損計量虧損撥備。除具重大未償還結餘或信貸減值的應收賬款(經獨立評估)外，本集團使用撥備矩陣釐定該等項目的預期信貸虧損，有關矩陣在考慮內部信貸評級、賬齡、還款記錄及/或逾期狀況後，對具有類似風險敞口的各項目進行分組。

作為本集團信貸風險管理的一部分，本集團就其客戶的業務對該等客戶應用內部信貸評級。下表所提供資料有關應收租賃款項及貿易應收款項的信貸風險，有關風險根據撥備矩陣於2019年3月31日按全期預期信貸虧損(並無信貸減值)評估。具有重大未償還結餘或已信貸減值的應收賬款於2019年3月31日的賬面值總額分別為24,929,000港元及4,248,000港元，已獨立進行評估。

撥備矩陣項下餘額的賬面總額

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Gross carrying amount for balances under provision matrix

(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. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

The following table shows the movement in lifetime ECL that has been recognised for lease receivables and trade receivables under the simplified approach.

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

撥備矩陣項下餘額的賬面總額(續)

估計虧損率根據過往觀察到的違約率按應收賬款的預計年期估計，並根據無需付出不必要的費用或努力即可獲得的前瞻性資料進行調整。分組情況由管理層定期檢討，以確保有關特定應收賬款的相關資料已更新。

下表顯示就應收租賃款項及貿易應收款項根據簡化方式確認的全期預期信貸虧損變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸 減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期信貸 虧損(信貸 減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2018 under HKAS 39	根據香港會計準則第39號 於2018年3月31日	-	5,534	5,534
Adjustment upon application of HKFRS 9	應用香港財務報告準則 第9號後調整	-	-	-
At 1 April 2018 — As restated	於2018年4月1日 — 經重列	-	5,534	5,534
Changes due to financial instruments recognised as at 1 April 2018:	因2018年4月1日確認金融 工具而出現變動：			
— Impairment losses reversed	— 已撥回減值虧損	-	(3,414)	(3,414)
New financial assets originated	新增金融資產	4,595	-	4,595
At 31 March 2019	於2019年3月31日	4,595	2,120	6,715

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For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables are mainly due to:

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

貿易應收款項虧損撥備變動主要由於：

		31.3.2019 2019年3月31日	
		Increase (decrease) in lifetime ECL	
		Not credit- impaired	Credit- impaired
		並無信貸減值	信貸減值
		HK\$'000	HK\$'000
		千港元	千港元
Trade debtors with a gross carrying amount of HK\$42,017,000 recognised allowance for trade receivables	已就貿易應收款項確認撥備賬面總值42,017,000港元的應收賬款	4,595	-
Settlement in full of trade debtors with a gross carrying amount of HK\$3,414,000	結清賬面總值3,414,000港元的應收賬款	-	(3,414)

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations of the Group, and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

Liquidity risk analysis

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險

就流動資金風險的管理而言，本集團監察及維持管理層認為足夠的現金及現金等價物水平以為本集團的營運提供資金，並減低現金流波動的影響。

下表詳列本集團非衍生金融負債的餘下合約到期日。圖表按根據本集團可被要求支付的最早日期金融負債的未貼現現金流所編製。具體而言，帶有須按要求還款條款的借款包括於最早的時間組別內，不論銀行有多大可能選擇行使彼等的權利。其他非衍生金融負債的到期日以協定還款日期為基準。

流動資金風險分析

		On demand			Total undiscounted cash flows	Carrying amounts
		Weighted average interest rate	or less than 1 year	1 to 2 years		
		加權 平均利率 %	按要求或 少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	總計未貼 現現金流 HK\$'000 千港元	賬面值 HK\$'000 千港元
31 March 2019	2019年3月31日					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade and other payables	貿易及其他應付款項	-	37,787	-	37,787	37,787
Borrowings	借款	2.83	17,659	-	17,659	17,461
			55,446	-	55,446	55,248

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity risk analysis (Continued)

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險(續)

流動資金風險分析(續)

		Weighted average interest rate 加權 平均利率 %	On demand or less than 1 year 按要求或 少於1年 HK\$'000 千港元	1 to 2 years 1-2年 HK\$'000 千港元	Total undiscounted cash flows 總計未貼 現現金流 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
31 March 2018	2018年3月31日					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade and other payables	貿易及其他應付款項	-	26,135	-	26,135	26,135
Borrowings	借款	2.17	19,478	645	20,123	20,080
			45,613	645	46,258	46,215

The Group's borrowings with a repayment on demand clause are included in the "On demand or less than one year" time band in the above maturity analysis. At 31 March 2019, the carrying amounts of these borrowings amounted to HK\$12,352,000 (2018: HK\$17,974,000).

上述到期日分析「按要求或少於1年」時間組別中包括本集團帶有須按要求還款條款的借款。於2019年3月31日，此等借款的賬面值為12,352,000港元（2018年：17,974,000港元）。

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27. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity risk analysis (Continued)

Taking into account the Group's financial position, the directors do not believe that it is probable that the counterparties will exercise their discretionary rights to demand immediate repayment. The directors believe that such borrowings will be repaid within two years after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

27. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險(續)

流動資金風險分析(續)

經考慮本集團財務狀況後，董事相信交易方不大可能行使彼等的酌情權要求即時還款。董事相信該等借款將根據貸款協議所載預訂還款日期於報告期末後兩年內償還，有關詳情載於下表：

		Maturity Analysis — Borrowings subject to a repayment on demand clause based on scheduled repayment dates			
		到期日分析 — 帶有須按要求還款條款根據預訂還款日期的借款			
		Total			
		Less than one year	1 to 2 years	undiscounted cash outflows	Carrying amounts
		少於1年	1-2年	總計未貼現現金流出	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
31 March 2019	2019年3月31日	8,917	3,828	12,745	12,352
31 March 2018	2018年3月31日	10,411	8,235	18,646	17,974

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率的變動與於報告期末釐定的利率估計有所差異，則上述有關非衍生金融負債浮動利率工具的金額會有所變動。

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27. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Fair value measurement recognised in the consolidated statement of financial position

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 technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

27. 金融工具(續)

c. 金融工具的公允值計量

金融資產與金融負債的公允值乃根據公認定價模式按貼現現金流分析釐定。

本公司董事認為於綜合財務報表按攤銷成本列賬的金融資產及金融負債賬面值與其公允值相若。

於綜合財務狀況表確認的公允值計量

本集團部分金融資產於報告期末按公允值計量。

下表所提供資料有關該等金融資產的公允值釐訂的方法(特別是所用估值技巧及輸入數據)以及公允值層級,有關評級根據公允值計量所用輸入數據的可觀察程度,將公允值計量分類(第一級至第三級)。

- 第一級公允值計量依據同類資產或負債在活躍市場上的報價(未經調整)進行;
- 第二級公允值計量依據第一級所載資產或負債可觀察的報價以外的輸入數據進行,有關數據可直接得出(即價格)或間接得出(即源自價格);及
- 第三級公允值計量依據估值技巧進行,有關技巧包括並非以可觀察市場數據為基準的資產或負債輸入數據(不可觀察輸入數據)。

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For the year ended 31 March 2019 截至2019年3月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments

(Continued)

Fair value measurement recognised in the consolidated statement of financial position (Continued)

27. 金融工具(續)

c. 金融工具的公允值計量(續)

於綜合財務狀況表確認的公允值計量(續)

Financial assets in the consolidated statement of financial position 於綜合財務狀況表的金融資產	Fair value as at 於以下日期的公允值		Fair value hierarchy 公允值層級	Valuation techniques and key inputs 估值技巧及主要輸入數據
	2019 2019年	2018 2018年		
Deposit placed for a life insurance policy classified as financial assets at FVTPL	Assets — HK\$2,725,000	N/A (note)	Level 3	Discounted cash flows — reference to expected cash flows and applied appropriate discount rate
分類為通過損益按公允值列賬的壽險保單存款	資產 — 2,725,000 港元	不適用(附註)	第三級	已折現的現金流量 — 參考預期現金流量及已應用適當折現率

Note: The relevant carrying amount of HK\$2,656,000 was measured at amortised cost less any identified impairment loss at 31 March 2018 under HKAS 39.

附註：相關賬面值2,656,000港元於2018年3月31日根據香港會計準則第39號按攤銷成本減任何已識別減值虧損計量。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2019 截至2019年3月31日止年度

28. OPERATING LEASE COMMITMENTS

The Group as lessee

At the end of the year, the Group had contracted for the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within one year	一年內	1,150	3,179
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	-	863
Total	總計	1,150	4,042

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for a period of one to five years (2018: one to five years) and rentals are fixed at the time of entering into the respective leases.

The Group as lessor

Income earned from leasing of machinery during the year is HK\$112,086,000 (2018: HK\$144,383,000). Leases are negotiated on a monthly basis.

At the end of the year, the Group had contracted with customers for the following future minimum lease payments:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within one year	一年內	853	794

28. 經營租賃承擔

本集團為承租人

於年末，本集團根據不可撤銷經營租賃訂有於下列期間屆滿的未來最低租賃付款：

經營租賃付款為本集團就其若干辦公室物業應付的租金。協定租賃期為一至五年(2018年：一至五年)，而租金於訂立各租賃時釐定。

本集團為出租人

於本年度，出租機械所賺取收入為112,086,000港元(2018年：144,383,000港元)。租賃協定按月計算。

於年末，本集團與客戶已訂約的未來最低租賃付款如下：

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29. CAPITAL COMMITMENTS

29. 資本承擔

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment contracted but not provided for in the consolidated financial statements	就已訂約收購物業、廠房及設備但未於綜合財務報表計提撥備的資本開支	-	1,455

30. PLEDGE OF ASSETS

The following assets were pledged to banks as securities to secure the borrowings and facilities granted to the Group at the end of the reporting period:

30. 資產質押

於報告期末質押予銀行作為本集團所獲授借款及融資抵押品的資產如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	8,653	24,997
Deposit placed for a life insurance policy	壽險保單存款	2,725	2,656
Pledged bank deposit	已抵押銀行存款	360	360
		11,738	28,013

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31. RELATED PARTY DISCLOSURES

During the year, the Group entered into the following transactions with related parties in which some directors have beneficial interests:

31. 關聯方披露

於本年度，本集團與若干董事擁有實益權益的關聯方訂立下列交易：

		2019 2019年			2018 2018年		
		A shareholder	A subsidiary of a shareholder	Related companies in which Mr. Lau Pong Sing has beneficial interest 劉邦成先生 擁有實益權益 的關聯公司	A shareholder	A subsidiary of a shareholder	Related companies in which Mr. Lau Pong Sing has beneficial interest 劉邦成先生 擁有實益權益 的關聯公司
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Delivery income	交付收入	-	119	23	-	180	34
Leasing income of machinery	機械租賃收入	-	1,561	687	-	1,675	61
Other service income	其他服務收入	-	181	418	15	473	1,395
Sales of parts	零件銷售	-	731	836	654	793	400
Storage income	倉存收入	-	1,521	-	-	1,709	-
Sundry income	雜項收入	-	1,668	-	-	-	-
Expenses recharge from	重新扣賬開支	-	251	-	-	240	-
Operating lease expenses in respect of rented machinery	有關租賃機械的 經營租賃開支	-	22,812	-	-	36,293	-
Purchases	購貨	-	12	-	-	2,479	21
Acquisition of property, plant and equipment	收購物業、廠房及 設備	-	-	-	-	1,716	-

Balances with related parties are disclosed in the consolidated statement of financial position and related notes.

The Company's key management personnel are the directors and their remunerations are included in the emoluments disclosed in note 11.

關聯方結餘於綜合財務狀況表及相關附註中披露。

本公司的主要管理層人員為董事，而彼等的酬金計入附註11所披露的薪酬。

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32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

32. 融資活動產生的負債對賬

下表列出本集團因融資活動產生的負債變動詳情，包括現金及非現金變動。融資活動產生的負債及指其現金流量或未來現金流量已或將於本集團綜合現金流量表中分類為融資活動所得現金流量的負債。

		Dividend Payable	Borrowings	Obligations under finance leases	Total
		應付股息	借款	融資租賃責任	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2017	於2017年4月1日	-	33,802	45	33,847
Financing cash flows	融資現金流量	(8,294)	(14,757)	(46)	(23,097)
Non-cash transactions	非現金交易				
— Finance costs	— 融資成本	-	1,035	1	1,036
— Dividend recognised as distribution	— 確認為分派的股息	8,294	-	-	8,294
At 31 March 2018	於2018年3月31日	-	20,080	-	20,080
Financing cash flows	融資現金流量	(3,024)	(3,132)	-	(6,156)
Non-cash transactions	非現金交易				
— Finance costs	— 融資成本	-	513	-	513
— Dividend recognised as distribution	— 確認為分派的股息	3,024	-	-	3,024
At 31 March 2019	於2019年3月31日	-	17,461	-	17,461

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33. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 March 2019 and 31 March 2018 were as follows:

33. 附屬公司詳情

於2019年3月31日及2018年3月31日，本公司附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立/ 登記/經營地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股本/ 註冊股本	Equity interests attributable to the Group 應屬本集團股權				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 2019年	2018 2018年	2019 2019年	2018 2018年	
AP Rentals (BVI) Holdings Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	100%	100%	-	-	Investment holding 投資控股
AP Rentals Limited	Hong Kong	HK\$27,378,000	-	-	100%	100%	Investment holding, trading and leasing of machinery and parts, and provision of operating and other related services 投資控股，買賣及出租機械及零件，以及提供操作及其他相關服務
亞積邦租賃有限公司	香港	27,378,000 港元					
AP Equipment Leasing and Engineering Limited	Macau 澳門	MOP25,000 25,000 澳門元	-	-	100%	100%	Leasing of construction machinery 出租建築機械
亞積邦建機租賃及工程有限公司							
AP Equipment Rentals (Singapore) Pte. Ltd.	Singapore	SGD100,000	100%	100%	-	-	Trading and leasing of machinery and parts, provision of operating and other related service 買賣及租賃機械及零件，提供經營及其他相關服務
AP Equipment Rentals (Singapore) Pte. Ltd.	新加坡	100,000 新加坡元					
AP Rentals China (BVI) Holdings Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	100%	N/A 不適用	-	-	Inactive 暫無業務
AP Rentals China (BVI) Holdings Limited							
Luen On Heavy Equipment Ltd.	Hong Kong 香港	HK\$10,000 10,000 港元	-	-	100%	N/A 不適用	Inactive 暫無業務
聯安重機有限公司							

None of the subsidiaries had issued any debt securities at the end of the reporting period.

於報告期末，概無附屬公司已發行任何債務證券。

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34. EVENT AFTER THE REPORTING PERIOD

On 1 April 2019, the Company set up an indirect wholly-owned subsidiary, AP Rentals (China) Limited, (the **"Purchaser"**).

On 10 May 2019, the Purchaser entered into an Equity Transfer Agreement (the **"Agreement"**) with Ajax Pong Construction Equipment Limited (the **"Vendor"**), a limited liability company incorporated in Hong Kong and indirectly wholly-owned by Mr. Lau Pong Sing, the chairman, an executive Director, a controlling shareholder of the Company and the spouse of Ms. Chan Kit Mui, Lina, pursuant to which the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, 100% equity interest in Ajax Pong (Shanghai) Limited (the **"Target Company"**), a limited liability company established in the People's Republic of China and is directly wholly-owned by the Vendor, at the consideration of HK\$18.3 million (the **"Transaction"**).

Pursuant to the extraordinary general meeting (**"EGM"**) held on 25 June 2019, the resolution in respect of the Transaction were duly passed.

Upon passing of the EGM resolutions and satisfaction of the conditions precedent as set out in circular dated 3 June 2019 (the **"Circular"**), the Target Company will become a wholly-owned subsidiary of the Company. Details of the Transaction are set out in the Company's announcement dated 10 May 2019 and the Circular.

At the date of issuance of these consolidated financial statements, the Transaction was not yet completed and no part of the consideration was paid to the Vendor.

34. 報告期後事項

於2019年4月1日，本公司成立間接全資附屬公司亞積邦租賃(中國)有限公司(「買方」)。

於2019年5月10日，買方與亞積邦建設機械有限公司(「賣方」)(一間於香港註冊成立的有限公司，並由本公司主席、執行董事及控股股東以及陳潔梅女士的配偶劉邦成先生間接全資擁有)訂立股權轉讓協議(「協議」)。據此，賣方有條件地同意出售，而賣方亦有條件地同意購買亞積邦建設工程機械(上海)有限公司(「目標公司」)(一間於中華人民共和國註冊成立的有限公司並由賣方直接全資擁有的)的100%股權，代價為18.3百萬港元(「交易」)。

根據於2019年6月25日舉行的股東特別大會(「股東特別大會」)，有關交易的決議案已獲正式通過。

待於日期為2019年6月3日的通函(「通函」)所載的股東特別大會決議案獲通過及先決條件獲達成後，目標公司將成為本公司的全資附屬公司。有關交易的詳情載於本公司日期為2019年5月10日的公告及通函。

於該等綜合財務報表刊發日期，交易尚未完成，且並無向賣方支付任何代價部分。



AP RENTALS HOLDINGS LIMITED

亞積邦租賃控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1496

www.aprentalshk.com

