



Tou Rong Chang Fu Group Limited

投融長富集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(HKEx Stock Code 香港交易所股份號碼: 850)

2017/18
ANNUAL
REPORT
年報



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Huang Guobiao (*Chairman*)
(appointed on 8 January 2019)
Mr. Li Zhenjun
(vacated on 14 March 2019)
Mr. Chen Yongsheng (*Chief Executive Officer*)
(appointed on 7 December 2018)
Mr. Wong Kwok Leung (*Vice Chairman*)
Mr. Wu Zhou (appointed on 26 March 2018 and
resigned on 7 December 2018)
Mr. Gan Xiaohua
(appointed on 24 September 2018)
Mr. Poon Sum (retired on 28 August 2017)
Mr. Hu Dehua (resigned on 15 February 2018)

Non-Executive Directors:

Mr. Poon Wai Kong (re-designated on 4 January 2019)
Mr. Wu Hao (appointed on 14 March 2019)

Independent Non-executive Directors:

Mr. Chan Shu Kin
Mr. Cheung Kwan Hung
Mr. Chiu Wai Piu

AUDIT COMMITTEE

Mr. Chan Shu Kin (*Chairman*)
Mr. Cheung Kwan Hung
Mr. Chiu Wai Piu
Mr. Wu Hao (appointed on 14 March 2019)

REMUNERATION COMMITTEE

Mr. Chiu Wai Piu (*Chairman*)
Mr. Chan Shu Kin
Mr. Cheung Kwan Hung
Mr. Wong Kwok Leung
(appointed on 26 March 2018 and
resigned on 28 January 2019)
Mr. Huang Guobiao
(appointed on 28 January 2019)
Mr. Chen Yongsheng (appointed on 8 January 2019)
Mr. Poon Sum (retired on 28 August 2017)

董事會

執行董事：

黃國標先生 (*主席*)
(於二零一九年一月八日獲委任)
李振軍先生
(於二零一九年三月十四日被撤職)
陳永生先生 (*行政總裁*)
(於二零一八年十二月七日獲委任)
黃國良先生 (*副主席*)
吳洲先生 (於二零一八年三月二十六日獲委任
及於二零一八年十二月七日辭任)
甘曉華先生
(於二零一八年九月二十四日獲委任)
潘森先生 (於二零一七年八月二十八日退任)
胡德華先生 (於二零一八年二月十五日辭任)

非執行董事：

潘偉剛先生 (於二零一九年一月四日獲調任)
吳昊先生 (於二零一九年三月十四日獲委任)

獨立非執行董事：

陳樹堅先生
張鈞鴻先生
焦惠標先生

審核委員會

陳樹堅先生 (*主席*)
張鈞鴻先生
焦惠標先生
吳昊先生 (於二零一九年三月十四日獲委任)

薪酬委員會

焦惠標先生 (*主席*)
陳樹堅先生
張鈞鴻先生
黃國良先生
(於二零一八年三月二十六日獲委任及
於二零一九年一月二十八日辭任)
黃國標先生
(於二零一九年一月二十八日獲委任)
陳永生先生 (於二零一九年一月八日獲委任)
潘森先生 (於二零一七年八月二十八日退任)

NOMINATION COMMITTEE

Mr. Huang Guobiao (*Chairman*)
(appointed on 28 January 2019)
Mr. Cheung Kwan Hung
Mr. Chan Shu Kin
Mr. Chiu Wai Piu
Mr. Li Zhenjun
(appointed on 26 March 2018 and
vacated on 14 March 2019)
Mr. Chen Yongsheng (appointed on 8 January 2019)
Mr. Poon Sum (retired on 28 August 2017)

CORPORATE GOVERNANCE COMMITTEE

Mr. Cheung Kwan Hung (*Chairman*)
Mr. Chan Shu Kin
Mr. Chiu Wai Piu
Mr. Poon Wai Kong (resigned on 4 January 2019)
Mr. Wong Kwok Leung
(appointed on 26 March 2018)
Mr. Huang Guobiao
(appointed on 28 January 2019)
Mr. Chen Yongsheng
(appointed on 8 January 2019)

COMPANY SECRETARY

Mr. Poon Wai Kong
(resigned on 4 January 2019)
Mr. Yeung Chi Lung
(appointed on 4 January 2019)

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

21st Floor
80 Gloucester Road
Wan Chai
Hong Kong

提名委員會

黃國標先生 (*主席*)
(於二零一九年一月二十八日獲委任)
張鈞鴻先生
陳樹堅先生
焦惠標先生
李振軍先生
(於二零一八年三月二十六日獲委任及
於二零一九年三月十四日被撤職)
陳永生先生 (於二零一九年一月八日獲委任)
潘森先生 (於二零一七年八月二十八日退任)

企業管治委員會

張鈞鴻先生 (*主席*)
陳樹堅先生
焦惠標先生
潘偉剛先生 (於二零一九年一月四日辭任)
黃國良先生
(於二零一八年三月二十六日獲委任)
黃國標先生
(於二零一九年一月二十八日獲委任)
陳永生先生
(於二零一九年一月八日獲委任)

公司秘書

潘偉剛先生
(於二零一九年一月四日辭任)
楊子龍先生
(於二零一九年一月四日獲委任)

註冊辦事處

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

總辦事處及主要營業地點

香港
灣仔
告士打道80號
21樓

Corporate Information 公司資料

PRINCIPAL SHARE REGISTRAR

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

BRANCH SHARE REGISTRAR

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

LEGAL ADVISERS

Michael Li & Co

AUDITOR

PricewaterhouseCoopers
(resigned on 11 June 2019)
Moore Stephens CPA Limited
(appointed on 11 June 2019)

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

STOCK CODE

850

CONTACT

Telephone: (852) 2698 6093
Facsimile: (852) 3580 7793
Website: www.trcf.com.hk

股份過戶登記總處

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

股份過戶登記分處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心
46樓

法律顧問

李智聰律師事務所

核數師

羅兵咸永道會計師事務所
(於二零一九年六月十一日辭任)
大華馬施雲會計師事務所有限公司
(於二零一九年六月十一日獲委任)

主要往來銀行

星展銀行(香港)有限公司
中國工商銀行(亞洲)有限公司

股份代號

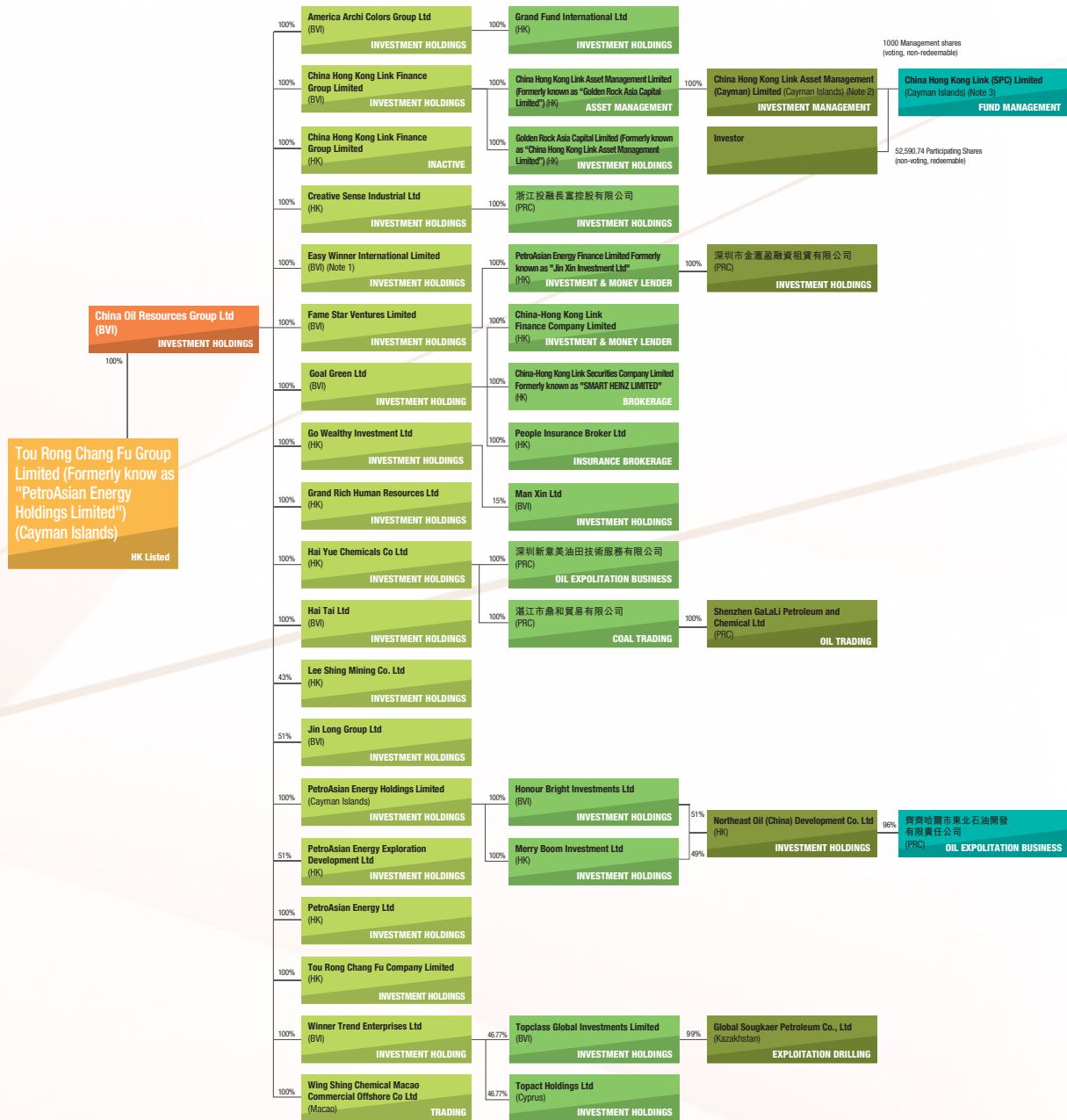
850

聯絡資料

電話: (852) 2698 6093
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網站: www.trcf.com.hk

Company Structure 公司架構

As at 31 March 2018 於二零一八年三月三十一日



- Notes:
1. Company was incorporated on 3 July 2017.
 2. Company was incorporated on 20 April 2017.
 3. Company was incorporated on 20 April 2017.

Company Structure 公司架構

As at 31 March 2018 於二零一八年三月三十一日



附註: 1. 於二零一七年七月三日註冊成立。
2. 於二零一七年四月二十日註冊成立。
3. 於二零一七年四月二十日註冊成立。

Chairman's Statement

主席報告書

To Our Shareholders

On behalf of Tou Rong Chang Fu Group Limited (the "Company"), I wish to hereby present the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended March 31, 2018.

BUSINESS REVIEW

During the past year, our three key business segments of Commodity Trading, Crude Oil and Financial Services have faced greater headwinds, the result of unique challenges faced by the respective operations, along with increasingly unpredictable macroeconomic conditions. The Group's revenue for the year decreased 60% to approximately HK\$ 5,536,378,000. The gross profit decreased 53% to approximately HK\$ 146,472,000.

COMMODITY TRADING BUSINESS

In respect of Commodity Trading, our core business was impacted by a decline in trading volume of the Group's non-oil products, particularly plastic material products, chemical products, display driver IC products and Indium Tin Oxide ("ITO") products. Furthermore, a drop in oil output raised oil prices, which in turn led to a modest reduction in the trading volume of our oil products. To improve the performance of this segment, we have been gradually expanding our customer and supplier base, as well as augmenting our portfolio of non-oil products to encourage profit growth and mitigate risk. Going forwards, we will seek to broaden both our market and business scale.

各位股東：

本人謹此代表投融長富集團有限公司（「本公司」）提呈本公司及其附屬公司（統稱為「本集團」）截至二零一八年三月三十一日止年度之年報。

業務回顧

於上一年度，三個主要業務分部即商品貿易、原油及金融服務面臨較大的困境，乃由於相關業務均面臨激烈競爭，以及日益嚴峻的宏觀經濟狀況所致。本集團年度收益減少60%至約港幣5,536,378,000元。毛利減少53%至約港幣146,472,000元。

商品貿易業務

就商品貿易而言，核心業務因本集團非石油產品，尤其是塑料產品、化工產品、顯示驅動器IC產品及氧化銦錫（「ITO」）產品貿易量減少而受到影響。此外，石油產量下降推高油價，從而導致石油產品的貿易量有所減少。為提升該分部的表現，我們已逐步拓展客戶及供應商基礎，以及增加非石油產品組合，以增加溢利及降低風險。展望未來，我們將尋求擴大市場及業務規模。

Chairman's Statement

主席報告書

CRUDE OIL BUSINESS

With reference to the Crude Oil operation, we have sought to diminish our risk and loss exposure by fine-tuning our development plan. Consequently, we have elected to slow down exploration activities at the oilfield project in Fularji District, near the Qiqihar City of Heilongjiang Province, China. This is in response to the current glut of oil on the international market, which has suppressed oil prices.

FINANCIAL SERVICES SEGMENT

As for the Financial Services segment, our major areas of activity, mainly comprising money lending, securities brokerage and asset management had varying fortunes during the year. Progress made on the money lending front has included the securing of licenses in Hong Kong by two indirect wholly-owned subsidiaries of the Company, while the operation team has established a credit policy and loan approval process to reduce credit-related risks. As regards the Securities Brokerage business, an indirect wholly-owned subsidiary of the Company, i.e. China-Hong Kong Link Securities Company Limited, which obtained a license to conduct Type 1 (dealing in securities) regulated activities back in 2015, has since served as placing agent, co-lead manager and underwriter for several listed companies in Hong Kong. Yet another indirect wholly-owned subsidiary of the Company, namely, China Hong Kong Link Asset Management Limited, which obtained a Type 9 (asset management) license in 2017, has subsequently obtained a Type 4 (advising on securities) regulated activities license from the Securities and Futures Commission. It is therefore well equipped to raise the performance of the Asset Management business. What is more, we have invested seed money into funds managed by the Asset Management segment to further advance its development.

It is worth noting that the Group also engages in insurance brokerage services through People Insurance Broker Limited ("People Insurance"), which it acquired in August 2016. Among the range of brokerage services that People Insurance is licensed to transact, include general and long-term insurance.

原油業務

關於原油業務，我們已透過調整發展規劃致力降低所承受的風險及虧損。因此，我們選擇放緩中國黑龍江省齊齊哈爾市富拉爾基區油田項目的開採業務，以應對當前國際市場石油供過於求導致油價受到抑制的情況。

金融服務分部

就金融服務分部而言，年內主要業務範疇（主要包括貸款、證券經紀及資產管理）變化各異。於貸款方面所取得的進展包括本公司兩間間接全資附屬公司已取得香港牌照，而營運團隊已制定信貸政策及貸款審批程序以降低信貸相關風險。關於證券經紀業務，本公司一間間接全資附屬公司中港通證券有限公司已於二零一五年取得牌照，可從事第1類（證券交易）受規管活動，自此已為香港數間上市公司擔任配售代理、聯席牽頭經辦人及包銷商。本公司另一間間接全資附屬公司中港通資產管理有限公司，已於二零一七年取得證券及期貨事務監察委員會發出的可從事第9類（資產管理）受規管活動的牌照，其後取得可從事第4類（就證券提供意見）受規管活動的牌照。因此，我們已作好充分準備提升資產管理業務的表現。此外，我們向由資產管理分部管理之基金注入種子資金，以進一步推動發展。

值得注意的是，本集團亦透過眾安保險經紀有限公司（「眾安保險」），於二零一六年八月被本集團收購）從事保險經紀服務。眾安保險獲發牌從事的多種經紀服務包括一般及長期保險。

Chairman's Statement

主席報告書

PROSPECT

Going forward, we are committed to strengthening all of our business operations, which, in view of the increasingly challenging macroeconomic conditions, will call for prompt and decisive action. As an advocate of Guangdong-Hong Kong-Macao Bay Area initiatives, we view the plan as complementary to and catalysts for the development of our businesses. We will therefore overlay the said initiatives with our own strategies, so that long-term stable growth is realized and which leads ultimately to value creation for our shareholders.

I would like to take this opportunity to express my gratitude to members of the Board, the management and the entire Tou Rong Chang Fu workforce for their dedication and diligence during the past year. I wish to also extend my appreciation to all of the Group's business partners and shareholders for their unwavering support.

Huang Guobiao
Chairman

Hong Kong, 8 November 2019

前景

展望未來，我們致力加強所有業務營運，鑑於日益嚴峻的宏觀經濟狀況，我們將及時採取果斷行動。我們積極響應粵港澳大灣區倡議，認為該規劃是我們業務發展的有利補充及催化劑。因此，我們將本身的策略融入上述倡議中，以實現長期穩定的增長，最終為股東創造價值。

本人藉此機會衷心感謝董事會成員、管理層及所有投融長富員工於過去一年為本集團努力及辛勤付出。本人亦就本集團所有業務夥伴及股東的鼎力支持向彼等致以誠摯謝意。

主席
黃國標

香港，二零一九年十一月八日

Environmental, Social and Governance Report

環境、社會及管治報告

SCOPE AND REPORTING PERIOD

This is the second Environmental, Social, and Governance (the ESG) report by the Group, highlighting its ESG performance, with disclosure reference made to the ESG Reporting Guide as described in Appendix 27 of the Listing Rules and Guidance set out by The Stock Exchange of Hong Kong Limited.

This ESG report covers the Group's overall performance in two subject areas, namely, Environmental and Social of the commodity trading, chemical products, property investment, money lending and securities brokerage businesses in the offices situated at Hong Kong (Admiralty and Wan Chai with additional office in Wan Chai added in the reporting scope starting October 2017), Macao and Shenzhen, Guangdong Province, Mainland China from 1 April 2017 to 31 March 2018 ("reporting period"), unless otherwise stated. Total floor area coverage for the Group was 1,164 m².

STAKEHOLDER ENGAGEMENT AND MATERIALITY

In order to identify the most significant aspects for the Group to report on for this ESG report, key stakeholders namely customers, suppliers, sub-contractors, employees, creditors, shareholders and the community have been involved in regular engagement sessions to discuss and to review areas of attention which will help the business meets its potential and sustainable growth and be prepared for future challenges.

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via email at enquiries@trcf.com.hk.

THE COMPANY'S COMMITMENT ON ESG

We are committed to minimising the impact that running our business has on the environment and we encourage our stakeholders to do the same. During the year, we have complied with all applicable laws and regulations to act in a socially responsible manner. To protect our global environment, we have been striving to pursue recycling and resources conservation.

範圍及報告期間

此為本集團第二份環境、社會及管治報告，以概述本集團於環境、社會及管治方面之表現，乃參考香港聯合交易所有限公司的上市規則與指引中附錄二十七所載《環境、社會及管治報告指引》作出披露。

除另有說明外，本環境、社會及管治報告涵蓋本集團位於香港（金鐘及灣仔（灣仔增設辦事處自二零一七年十月起納入報告範圍內））、澳門、中國內地廣東省深圳市的辦事處的商品貿易、化工產品、物業投資、貸款及證券經紀業務於二零一七年四月一日起至二零一八年三月三十一日止期間（「報告期間」）在環境及社會兩個主要範疇之整體表現。本集團的總建築面積為1,164平方米。

持份者的參與及重要性

為確定本集團於本環境、社會及管治報告中所匯報之最重要方面，主要持份者（即客戶、供應商、分包商、僱員、債權人、股東及社區）已定期參與討論及審閱有助本集團業務發揮潛能且持續增長及應對未來挑戰的關注事項。

持份者的意見

本集團歡迎持份者就我們的環境、社會及管治方針及表現提供意見。敬請閣下透過電郵向我們提出建議或分享意見，電郵地址為 enquiries@trcf.com.hk。

本公司於環境、社會及管治方面的承擔

我們致力於將業務經營對環境的影響降至最低，我們亦鼓勵持份者採納相同理念。於年內，我們已經遵守所有適用法律法規，以對社會負責的方式行事。為保護地球環境，我們一直努力達致循環再用及節約資源。

Environmental, Social and Governance Report

環境、社會及管治報告

To provide a safe and healthy workplace, as well as a dynamic work environment for our employees, we place great importance to our human resources management and safety management. Last but not least, we believe that active communication is the key to building better relationships with our stakeholders. Though we do not maintain a wide range of business partners, we are committed to maintain regular and transparent communication with our stakeholders on all ESG related issues of our business.

A. Environmental

During the reporting period, the Group did not note any cases of material non-compliance relating to air and greenhouse gas emissions, discharge into water and land, and the generation of hazardous and non-hazardous waste as required by the national and applicable laws and regulations.

A1. Emissions

A1.1 Air Emissions

During the reporting period, air emission was mainly from fuel consumption by the Group's owned vehicles and there was no involvement in direct emissions related to gaseous fuel consumption.

Vehicle Operations

Petrol was used for the Group's passenger private cars for clients and employees' business commuting. A total of 0.14 kg of sulphur oxides (SO_x), 6.08 kg of nitrogen oxides (NO_x) and 0.44 kg of particular matter (PM) were emitted.

為向員工提供一個安全健康的工作場所以及充滿活力的工作環境，我們高度重視我們的人力資源管理及安全管理。一言蔽之，我們認為積極的溝通，是與持份者建立更好關係的關鍵。儘管我們並未維持廣泛業務夥伴，我們致力與我們的持份者定期及透明地就我們業務的所有環境、社會及管治相關事項進行溝通。

A. 環境

於報告期間內，本集團並無發現任何有關空氣及溫室氣體排放物、向水源及土地棄置廢物、以及產生有害及無害廢棄物重大違反國家及適用法律及規例的事件。

A1. 排放

A1.1 空氣排放

於報告期間內，空氣排放物主要來自本集團的自有汽車燃油耗量，本集團並無參與有關燃油耗量的直接排放。

汽車運作

汽油用於本集團的客用私家車，供客戶及僱員的商務通勤之用。共排放了0.14公斤硫氧化物(SO_x)、6.08公斤氮氧化物(NO_x)及0.44公斤顆粒物(PM)。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.2 Greenhouse Gas (GHG) Emissions

A1.2 溫室氣體排放

Scope of Greenhouse Gas Emissions 溫室氣體排放範圍	Emission Sources 排放源頭	Emission in tCO ₂ e 排放量 (以噸二氧化碳當量計)	Percentage of Total Emission 總排放量百分比
Scope 1 範圍1			
Direct Emission 直接排放	Combustion of Fuel for Mobile Combustion Source – Petrol 汽車燃燒源燃料消耗 – 汽油	24.89	21%
Scope 2 範圍2			
Energy Indirect Emission 能源間接排放	Purchased Electricity 電力消耗	74.60	64%
Scope 3 範圍3			
Other Indirect Emission 其他間接排放	Paper Waste Disposal 廢紙棄置	5.27	15%
	Business Air Travel 航空差旅	12.38	
Total 總計		117.14	100%

Notes:

- tCO₂e represents tonnes of carbon dioxide equivalent greenhouse gases.
- Emission factors were made reference to Appendix 27 of the Listing Rules and their referred documentation as set out by the Stock Exchange, unless stated otherwise.
- Combined margin emission factor (average) of 0.63 t-CO₂/MWh was used for purchased electricity in Mainland China.
- Emission factor of 0.905 kg CO₂e/kWh was used for purchased electricity in Macao.

附註:

- 噸二氧化碳當量即等於以噸計的二氧化碳的溫室氣體等值。
- 除另有說明外，排放因數乃參考聯交所載上市規則附錄二十七及其提述的文件。
- 合併邊際排放因數(均值)每兆瓦時0.63噸二氧化碳用於計算中國內地的電力消耗排放。
- 排放因數每千瓦時0.905千克二氧化碳當量用於計算澳門的電力消耗排放。

There were 117.14 tonnes of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operations in the reporting period, with an intensity of 0.10 tCO₂e/m².

本集團業務於報告期間之溫室氣體(主要為二氧化碳、甲烷及一氧化二氮)排放量為117.14噸二氧化碳當量，密度為0.10噸二氧化碳當量/平方米。

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Business Air Travel

During the reporting period, employees from the Group have travelled to Hong Kong and various provinces in Mainland China for site visits and investigating new business opportunities.

航空差旅

於報告期間內，本集團僱員前往香港及中國內地的不同省份進行實地考察及探索新商機。

A1.3 Hazardous Waste

The Group's business did not involve generation of any significant hazardous waste, approximately 1 kg of waste electronic product and computer hardware from the office were collected by licensed supplier during the reporting period.

A1.3 有害廢棄物

本集團的業務並不涉及產生任何重大有害廢棄物，於報告期間內，持牌供應商收集了約1公斤報廢電子產品及辦公室之計算機硬件。

A1.4 Non-hazardous Waste

Non-hazardous waste from the Group's operation was mainly office paper. A total of 1.10 tonnes of paper was consumed for daily office operations.

A1.4 無害廢棄物

本集團業務所產生之無害廢棄物主要為辦公室紙張。日常辦公室業務合共使用1.10噸紙張。

A1.5 Measures to Mitigate Emissions

The Group encourages employees to take public transportation rather than the Group's vehicles for business commuting in order to further reduce our impact on local air emission and related GHG emissions. For business air travel, as the Group keeps exploring business opportunities to enlarge its shareholders' wealth, travelling outside Hong Kong is essential and vital to the sustainable growth of the Group's business. Nevertheless, the Group will monitor employees' travel and will consider alternative transportation or communication channels when necessary.

A1.5 緩減排放措施

本集團鼓勵僱員乘坐公共交通工具，而非本集團的商務通勤車輛，以進一步減少我們對本地空氣排放及相關溫室氣體排放的影響。就航空差旅而言，由於本集團不斷探索增加股東財富的商機，因此在香港以外地區的差旅對本集團業務的可持續增長至關重要。然而，本集團將監察員工的差旅旅行，並將於有需要時考慮其他交通工具或溝通渠道。

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A1.6 Waste Handling and Reduction Initiatives

Commercial waste from the offices were managed by the building management. Employees are encouraged to print paper on both sides and reuse recycled papers for their draft works. All waste cartridges were returned to suppliers.

A1.6 處理及減少廢棄物措施

來自辦公室的商業廢棄物主要由大廈管理處收集。我們鼓勵員工使用雙面列印，並重複使用回收紙起草文件。所有廢舊墨盒已送還供應商。

A2. Use of Resources

A2. 資源使用

A2.1 Energy Consumption

A2.1 能源耗量

The Group's business operations resulted in a total energy consumption of 176,643 kWh, with intensity of 152 kWh/m² from the use of electricity and petrol.

本集團的業務營運產生的能源消耗總量為176,643千瓦時，消耗電量及汽油消耗量強度為152千瓦時／平方米。

Energy Consumption Sources	能源耗量來源	Consumption 耗量 (in kWh) (以千瓦時計)
Electricity	電力	95,183
Petrol	汽油	81,460

Electricity

電力

Electricity consumption by the Group was 95,183 kWh during the reporting period.

本集團於報告期間的耗電量為95,183千瓦時。

Electricity Intensity	耗電強度	2017/18	2016/17
		二零一七／一八年 (in kWh/m ²) (以千瓦時／ 平方米計)	二零一六／一七年 (in kWh/m ²) (以千瓦時／ 平方米計)
The Group	本集團	81.78	77.81
Petrol			

汽油

A total of 9,192.44 litres of petrol were consumed by the Group's vehicles for clients and employee commuting in the reporting period.

於報告期間，本集團用於接送客戶及僱員的車輛所耗汽油合共9,192.44公升。

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A2.2 Water Consumption

Water supply was managed by the building management for all offices and included in the management fee, hence no such data is being presented in this report.

A2.3 Energy Use Efficiency Initiatives

The Group reminds the employees to switch off all the lights, computers, monitors and equipment before leaving work. Moreover, energy efficient electrical appliances are also encouraged such as purchasing refrigerators with Grade 1 energy label under the Mandatory Energy Efficiency Labelling Scheme by the Electrical and Mechanical Services Department.

A2.4 Water Use Efficiency Initiatives

The Group's business did not involve any significant use of water, hence no information related to water use efficiency initiatives is being presented in this report.

A2.5 Packaging Material

The Group's business did not involve any use of packaging materials, hence no data nor information is being presented in this report.

A2.2 用水耗量

供水由所有辦事處的樓宇管理處管理，並已計入管理費，故本報告並無呈列有關數據。

A2.3 能源效益措施

本集團提醒員工下班時關閉所有燈、電腦、顯示器及設備。此外，亦提倡使用節能電器，如根據香港機電工程署的強制性能源效益標籤計劃購買一級能效標籤的冰箱。

A2.4 用水效益措施

本集團的業務並未涉及大量使用水資源，因此本報告未有呈列與水資源使用效益措施有關的資料。

A2.5 包裝材料

本集團的業務並未涉及任何使用包裝材料。因此本報告未有呈列此等數據及資料。

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A3. The Environment and Natural Resources

Overall the environmental impact from the office-based operation was not significant during the reporting period. Nevertheless, in addition to complying with relevant laws and regulations, the Group commits to continue making effort to reduce the use of resources such as electricity and fuel consumption of vehicles and their impacts to the natural environment.

B. Social

The Group relies on its employees and business partners to consistently follow applicable laws and industrial good practices to maintain its goodwill. The vision of the Group is to become a leading supplier and trading company. The Group is a value-based organization. The value is mainly derived from integrity which provides the common framework for its management style, decision making and working behaviour. Therefore, the Group aims at meeting the highest standards of corporate behaviour in all aspects of our business and operations. The foundation of the Group is integrity: to be open, honest and trustworthy in dealing with all stakeholders namely, customers, suppliers, sub-contractors, employees, creditors, shareholders and the community as a whole.

1. Employment and labour practices

B1. Employment

During the reporting period, there were no major changes in policies relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity and anti-discrimination for the Group's office operations. The Group did not note any cases of material non-compliance with laws and regulations in relation to employment during the reporting period.

A3. 環境及天然資源

總括而言，於報告期間，以辦公室為本的營運對環境影響不大。儘管如此，本集團除遵守相關法律規例外，亦承諾繼續致力減少資源使用（如電力及汽車油耗）及其對自然環境的影響。

B. 社會

本集團依賴其僱員及業務夥伴持續遵循適用法律及良好行業操守以維持其商譽。本集團的願景乃成為領先的供應商及貿易公司。本集團為一間以價值為基礎的組織。價值主要來自誠信，其為管理風格、決策及工作行為提供框架。因此，本集團致力於業務及營運各方面達致最高標準的企業行為。本集團的基礎為誠信：開放、真誠對待且信賴所有持份者（即客戶、供應商、分包商、僱員、債權人、股東及社區）。

1. 僱傭及勞工常規

B1. 僱傭

於報告期間，概無有關薪酬與解僱、招聘與晉升、工作時間、休息時間、平等機會、多樣性及反歧視的本集團辦公室營運政策發生重大變化。於報告期間，本集團並無發現任何重大違反僱傭相關法律規例的事件。

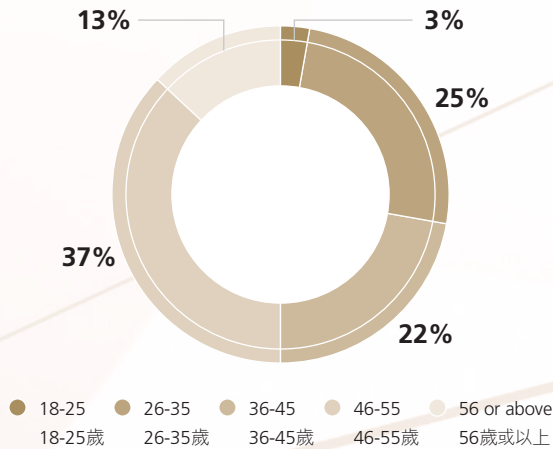
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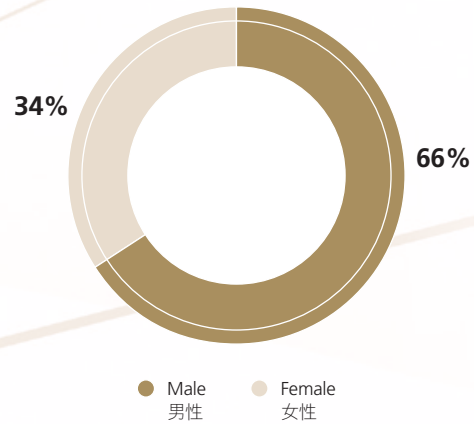
The Group had a total number of 76 employees as of 31 March 2018 (83 as of 31 March 2017), in which 97% of them were full time employees and 3% were part-time employees.

於二零一八年三月三十一日，本集團合共僱傭76名（二零一七年三月三十一日為83名）僱員，其中97%為全職僱員及3%為兼職僱員。

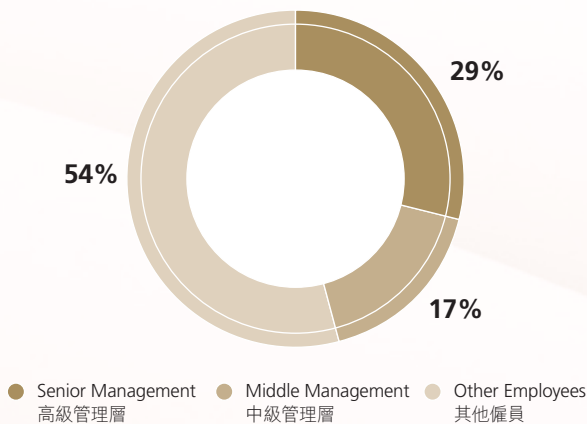
WORKFORCE BY AGE GROUP
按年齡組別劃分的勞工



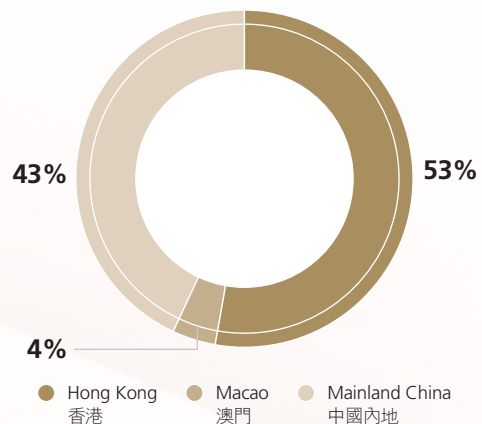
WORKFORCE BY GENDER
按性別劃分的勞工



WORKFORCE BY EMPLOYMENT TYPE
按僱傭類型劃分的勞工



WORKFORCE BY GEOGRAPHICAL REGION
按地區劃分的勞工



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The Group's Employment Policy has listed out details about employee's responsibility, probation period, hours of work, salary, several types of leave (annual leave, sick leave, compensation leave, compassionate leave, maternity leave, marriage leave, jury service and court attendance), mandatory provident fund scheme, bonus, employee share option, service award, medical benefits and compensation insurance. Employees can always refer the information from the Employee Handbook.

Appraisal

The Group adopts a performance management system to instil a performance culture and a performance based annual salary adjustment policy. Tasks and targets are discussed annually among department heads and employees. Annual performance appraisal is conducted to encourage a dialogue between the employees and the Group so to evaluate individual employee's task and targets and their deliveries, behavioural performance in the aspects of work attitude, time management and corporate objectives. The performance appraisal would be used as one of the criteria to consider employee's promotion.

Equal Opportunity

The Group follows the guidelines in the Sex Discrimination Ordinance, the Disability Discrimination Ordinance, the Personal Data (Privacy) Ordinance and the Family Status Discrimination Ordinance. The Group commits to being an equal opportunity employer and will not tolerate any illegal discrimination or harassment based on sex, race, religion etc., so each employee should respect the others who come from a different culture. The Group also seeks diversity at all levels and aim to create a work environment for all employees to develop and contribute to their full potential. Furthermore, the Group supports human rights consistent with the United Nations Declaration of Human Rights.

本集團的僱傭政策已列出有關僱員之職責、試用期、工時、薪金、各種假期（年假、病假、補假、恩恤假、產假、婚假、陪審員假及出庭聆訊假）、強制性公積金計劃、花紅、僱員購股權、服務獎、醫療福利及補償保險之詳情。僱員可隨時查閱員工手冊資料。

評核

本集團採納表現管理體制，以灌輸表現文化及基於表現釐定的年度調薪政策。部門負責人與僱員每年對任務及目標進行討論。進行年度表現評核以鼓勵僱員與本集團進行對話，以評估個別僱員的工作及目標以及彼等的工作情況、於工作態度、時間管理及公司目標方面的行為表現。表現評核將用作考核僱員晉升的標準之一。

平等機會

本集團遵循《性別歧視條例》、《殘疾歧視條例》、《個人資料（私隱）條例》及《家庭崗位歧視條例》的指引。本集團致力成為支持平等機會的僱主，絕不容忍任何有關性別、種族、宗教等的非法歧視或騷擾，因此，各僱員應尊重不同文化背景的同事。本集團亦於各個層面尋求多樣化，旨在為全體僱員創造一個可發展及充分發揮其潛力的工作環境。此外，本集團支持與聯合國人權宣言一致的人權。

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Turnover

A total number of 13 employees left the Group during the reporting period, contributing to turnover rate of 17%. Annual turnover rates (categorized by age group and gender) during the reporting period are as follows:

流失率

於報告期間內，本集團合共有13名僱員離職，流失率為17%。於報告期間內的全年流失率（按年齡組別及性別劃分）如下：

Annual Turnover Rate by Age Group 按年齡組別劃分的 全年流失率	18-25 18-25歲	26-35 26-35歲	36-45 36-45歲	46-55 46-55歲	56 and above 56歲及以上
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2017/18 二零一七／一八年	100%	37%	47%	11%	10%
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Annual Turnover Rate by Gender 按性別劃分的全年流失率	Male 男性	Female 女性
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2017/18 二零一七／一八年	16%	50%
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B2. Employee Health and Safety

The Group aims to provide employees a safe and healthy work environment by following applicable environmental, safety and health rules. Immediate reporting should be made to the Administration Unit for any accident occurs at the Group's premises. Basic first aid medical supplies are available in the pantry. There is a non-smoking policy that employees may use designated areas for smoking. The Group also maintain goodwill in compliance with its quality processes and safety requirements. All inspection and testing documents are handled in accordance with all applicable specifications and requirements. In return, all employees are expected to perform their work in a safe manner, free of the influence of alcohol, illegal drugs or controlled substances which are not tolerated in workplace. The Group did not note any cases of material non-compliance in relation to health and safety laws and regulations during the reporting period.

Occupational Health and Safety Data

職業健康及安全數據

Work related fatality
因工作關係而死亡

Work injury cases >3 days
工傷個案 (多於3日)

Work injury cases ≤3 days
工傷個案 (少於或等於3日)

Lost days due to work injury
因工傷損失工作日數

2017/18

二零一七／一八年

0
0
0
0

B2. 僱員健康及安全

本集團致力透過遵循以下適用環境、安全及健康規則為僱員提供一個安全且健康的工作環境。於本集團物業發生的任何事故應即時向管理部門匯報。基本急救醫療用品可於儲藏室獲取。我們制定禁煙政策，僱員可在指定區域吸煙。本集團亦依照其質量流程及安全規定維持商譽。所有檢查及測試文件均根據所有適用規範及要求處理。作為回報，我們期望所有僱員能安全工作，不受酒精、毒品或工作場所不能容忍的禁止物品影響。於報告期間，本集團並無發現任何重大違反健康及安全相關法律及法規的事件。

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B3. Development and Training

In the reporting period, a total of 11 employees attended internal training course on insider dealing and disclosure of insider information and external training courses on safe management on hazardous chemicals and enterprise income tax and settlement. A total of 33 training hours was conducted during the reporting period. The Group also encourages employees to take up conferences, workshops, seminars, and getting recognitions from external professional and technical institutes which are relevant to the jobs and development of the employee through reimbursement and providing subsidy.

B3. 發展及培訓

於報告期間，合共11名僱員參加有關內幕交易及內幕資料披露的內部培訓課程以及有關有害化學品的安全管理及企業所得稅及結算的外部培訓課程。於報告期間內，已進行合共33小時的培訓。本集團亦鼓勵僱員出席會議、研討會及討論會，從而獲得與工作有關的外部專業及技術機構的認可，並透過補償及提供補貼促進僱員發展。

2017/18

二零一七／一八年

Percentage of Employees Trained by Gender	按性別劃分的參與培訓僱員百分比	
– Male	– 男性	21%
– Female	– 女性	13%
Percentage of Employees Trained by Employee Category	按僱員類別劃分的參與培訓僱員百分比	
– Senior Management	– 高級管理層	18%
– Middle Management	– 中級管理層	23%
– Other Employees	– 其他僱員	14%
Average Training Hours Completed per Employee by Gender	按性別劃分的平均每名僱員已完成培訓小時數	
– Male	– 男性	>1 hour 小時
– Female	– 女性	>1 hour 小時
Average Training Hours Completed per Employee by Employee Category	按僱員類別劃分的平均每名僱員已完成培訓小時數	
– Senior Management	– 高級管理層	>1 hour 小時
– Middle Management	– 中級管理層	>1 hour 小時
– Other Employees	– 其他僱員	>1 hour 小時

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B4. Labour Standards

All employment and recruitment strictly abide by the Employment Ordinance of the Laws of Hong Kong, the Labour Relations Law of Macao, the Labour Law and Labour Contract Law of the People's Republic of China. All employees must show the original supporting documents to prevent illegal labours when joining our Group and a copy of documents will be kept by Human Resources Department, to ensure no child nor forced labour in the Group's business operations. As stated in the Employee Handbook, directors and employees must comply fully with all applicable laws, rules and regulations that govern the Group's business conduct in Hong Kong, Macao and Mainland China, and any other regions or countries in which the Group conducts its business, including but not limited to securities laws, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, environmental laws, insider trading and other market misconduct laws. The Group did not note any cases of material non-compliance with laws and regulations regarding labour standards during the reporting period.

B4. 勞工準則

所有僱傭及招聘均嚴格遵守香港法例之僱傭條例、澳門勞動關係法、中華人民共和國勞動法及勞動合同法。於加入本集團時，所有僱員須出示支持文件原件以防止非法勞工，而有關文件之副本將由人力資源部保留，以確保本集團的業務運營中並無童工或強制勞工。誠如員工手冊所述，董事及僱員須全面遵守監管本集團於香港、澳門及中國內地、以及本集團開展業務的任何其他地區或國家的業務營運的所有適用法律、規則及規例（包括但不限於證券法、香港聯合交易所有限公司證券上市規則、環保法、內幕交易及其他市場失當行為法）。於報告期間，本集團並無發現任何重大違反勞工準則相關法律及法規的事件。

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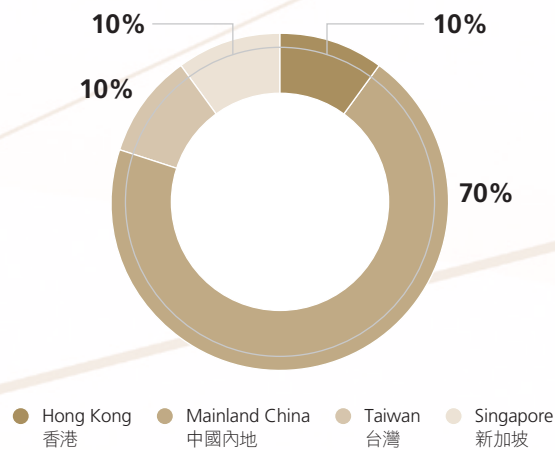
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2. Operating Practices

B5. Supply Chain Management

10 suppliers were engaged for the commodity trading business, in which 8 from Mainland China, 1 from Singapore, 1 from Hong Kong and 1 from Taiwan.

SUPPLIER BY GEOGRAPHICAL REGION
按地理區域劃分的供應商



The Group ensures fair dealing with suppliers and contractors through open tendering or an approved selecting process which are solely based upon price, quality and need. The Group will duly observe the contractual terms with suppliers and contractors. Therefore, maximum use of competition and careful selection of capable and responsible suppliers and contractors are pursued. The Group has standard practice on obtaining multiple quotations from suppliers before making decision as well as engaging independent risk and asset management company to carry out credit report of the suppliers when necessary.

2. 營運常規

B5. 供應鏈管理

10家供應商為從事商品貿易業務，其中8家來自中國內地、1家來自新加坡、1家來自香港及1家來自台灣。

本集團透過公開招標或僅根據價格、質量及需求的經批准甄選流程確保與供應商及承包商的公平交易。本集團將妥為遵守與供應商及承包商的合約條款。因此，本集團透過盡力參與競爭及謹慎選擇程序甄選有能力且負責任的供應商及承包商。本集團慣例為於作出決定前自供應商取得多份報價，並於有需要時聘請獨立風險及資產管理公司出具供應商信貸報告。

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B6. Product Responsibility

During the reporting period, the Group did not note any cases of material non-compliance with laws and regulations regarding health and safety, advertising, labelling and privacy matters relating to products and services provided.

Intellectual Property Rights

All directors, management team and employees must protect the Group's tangible and intangible assets and ensure their proper and efficient use. such assets include, but not limited to trade name, trademarks (logos), patents, copyrights and confidential information. The Group also supports the use of copyrighted products according to the copyright regulations. Employees must not bring in any fake or copied program, software or materials including computer software, books, audio and videotapes, journals and magazines which are not copyrighted materials.

Customer Privacy

Unless prior approval is obtained, employees shall not disclose any information relating to the Group, customers, intangible assets, business secrets or any price-sensitive information which may come to their knowledge during the course of their employment or after termination of their employment.

Every computers and servers in the Group's offices had been installed anti-virus programs in order to protect all confidential data. The program will be updated periodically, make sure that most of the virus can be screened out. Each employee has a unique login information to prevent third parties using the computers. The Group has dedicated IT department to monitor the network and the computers to ensure the stability of the network and run smoothly.

B6. 產品責任

於報告期間，本集團並無發現任何重大違反有關健康及安全、廣告、標籤以及與提供產品及服務相關的隱私問題法律及法規的事件。

知識產權

全體董事、管理團隊及僱員須保護本集團的有形及無形資產，並確保其適當及有效使用資產。該等資產包括但不限於商號、商標（標誌）、專利、版權及機密資料。本集團亦支持根據版權規例使用獲得版權的產品。僱員不得帶入任何偽造或複製程序、軟件或材料（包括未獲版權的材料，如電腦軟件、書籍、音頻及錄影帶、期刊及雜誌）。

客戶私隱

除非提前獲得批准，僱員不得披露任何有關本集團、客戶、無形資產、商業機密或於其僱傭期間或終止僱傭後可了解到的任何股價敏感性資料。

本集團辦公室的每台計算機及服務器均已安裝防病毒程序，以保護所有機密數據。該程序將定期更新，確保可以抵禦大部分病毒。每名僱員均有唯一登錄信息，以防止第三方使用計算機。本集團擁有專門的信息技術部門以監控網絡及計算機，以確保網絡平穩運行。

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B7. Anti-corruption

There were no concluded legal cases regarding corrupt practices brought against the Group or its employees and the Group did not note any cases of non-compliance with laws and regulations on money laundering or corruption during the reporting period.

As stated in the Employee Handbook, bribery and corrupt practices, unlawful or unethical behaviour are strictly prohibited by the Group. Any personal gain acquired from normal business activities such as customers' rebate, suppliers' cash reward, or others in similar nature should be immediately reported within one week to local general manager, local Board of Directors, and Chief Executive Officer of the Group.

Whistle-blowing System

The Group has a whistle-blowing system that states all directors, management team and employees can be whistle-blowers. The whistle-blowers should make their complaint to Chief Executive Officer or any Executive Director of the Group. He/she should have reasonable ground and evidence to believe that the person being reported has violated or committed a breach of the laws, Listing Rules, Code of Conduct or Group policies or regulations applicable to the Group and its business operations. Depending on the severity and circumstances, the Chief Executive officer, any Executive Director or the Board of the Group, may follow up with investigations and consequential actions for the person(s) involved in the violation.

B7. 反貪污

於報告期間，概無對本集團或其僱員提出並已審結的貪污訴訟案件，而本集團並無發現任何違反洗黑錢或貪污的法律及法規的事件。

如員工手冊所述，本集團嚴令禁止賄賂及貪污行為、非法及不道德行為。從正常商業活動獲得的任何個人收益（如客戶回扣、供應商現金獎勵或其他類似性質的收益）應於一周內直接向本集團的當地總經理、當地董事會及行政總裁匯報。

舉報機制

本集團設有舉報機制，當中規定所有董事、管理團隊及僱員均可為舉報者。舉報者應向行政總裁或本集團任何執行董事投訴。其應有合理理由及證據認為被舉報者已違反法律、上市規則、行為守則或適用於本集團及其業務營運的集團政策或規例。視乎嚴重性及情況而定，行政總裁、本集團任何執行董事或董事會可跟進對違法人士的調查及其他後續行動。

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B8. Community Investment

The Group supports many charitable community programmes by making corporate donations and encouraging employee contributions to a number of charitable organisations. During the reporting period, the Group has contributed a total of HK\$117,000 donations to Love Foundation Limited, The Community Chest as well as Federation of New Territories Youth Foundation Limited, with a focus on social welfare, particularly providing support to the elderly, women, youth and children. In particular, the donation to Federation of New Territories Youth Foundation Limited was to support the Second Inter-school Competition and Integrated Abilities of Senior Secondary Student relating to the Belt and Road Initiative, which promoted teenagers' interests in social affairs and to widen their horizons.

B8. 社區投資

本集團通過進行企業捐贈及鼓勵僱員向多個慈善組織捐款，以支持眾多慈善社區計劃。於報告期間內，本集團已向愛基金有限公司、香港公益金及新界青聯發展基金會有限公司捐款合共港幣117,000元，以專注於為社會創造福利，尤其是向老人、婦女、青年及兒童提供資助。尤其是，對新界青聯發展基金會有限公司的捐款乃為支持第二屆《一帶一路•與我何干》中學校際綜合能力比賽，提升青少年對社會事務的興趣，拓寬視野。

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OVERVIEW ON CONSOLIDATED OPERATING RESULTS

During the year ended 31 March 2018, the Group achieved a revenue of approximately HK\$5,536,378,000 (2017: HK\$13,832,372,000) and a gross profit of approximately HK\$146,472,000 (2017: HK\$312,721,000), representing a decrease of 60% and 53% from the year of 2017 respectively. The decrease in the Group's revenue and gross profit was mainly attributable to decrease in revenue of commodity trading segment.

The Group recorded consolidated operating loss of approximately HK\$148,709,000 (2017 (restated): profit of HK\$132,476,000) representing a decrease of 212% from the year of 2017. Operating loss of the Group was mainly attributable from decrease in revenue of commodity trading segment, impairment losses of intangible assets and property, plant and equipment in crude oil segment.

BUSINESS REVIEW

Commodity trading

In the reporting period, the commodity trading business contributed the majority revenue of the Group, amounting to approximately HK\$5,500,164,000 (2017: HK\$13,802,960,000) which accounted for 99.3% of the Group's revenue (2017: 99.8%), representing a decrease of 60% as compared with the year of 2017. This was mainly due to decrease in trading volume in non-oil product lines in particularly plastic materials products, chemical products, display driver IC products and Indium Tin Oxide ("ITO") products during the reporting period.

On account of reduction of output, the oil price was rising. The demand and supply of oil product in both China's domestic and international market are basically balanced. And there was a slight increase in the demand for petroleum products compared to last year. However, due to the decrease in crude oil production, the volume of oil and chemical products decreased. For the reporting period, the trading volume of oil products of the Group decreased slightly as compared with last year. The reduction in trading volume of plastic products was the main reason for the reduction of total trading volume of the Group.

綜合經營業績概覽

於截至二零一八年三月三十一日止年度內，本集團錄得收益約港幣5,536,378,000元（二零一七年：港幣13,832,372,000元）及毛利約港幣146,472,000元（二零一七年：港幣312,721,000元），分別較二零一七年減少60%及53%。本集團的收益及毛利減少主要由於商品貿易分部收益減少所致。

本集團錄得綜合經營虧損約港幣148,709,000元（二零一七年（經重列）：溢利港幣132,476,000元），較二零一七年減少212%。本集團經營虧損主要由於商品貿易分部收益減少、無形資產及原油分部之物業、廠房及設備之減值虧損所致。

業務回顧

商品貿易

於報告期間，商品貿易業務貢獻本集團的大部份收益，金額約達港幣5,500,164,000元（二零一七年：港幣13,802,960,000元），佔本集團收益99.3%（二零一七年：99.8%），較二零一七年減少60%，主要由於報告期間非石油產品系列，尤其是塑料產品、化工產品、顯示驅動器IC產品及氧化銦錫（「ITO」）產品貿易量減少所致。

由於產量下降，油價持續上漲。中國國內及國際市場對石油產品的供求基本上平衡，而對石油產品的需求較去年輕微增加。然而，由於原油產量下降，石油及化工產品數量減少。於報告期間，本集團石油產品的交易量較去年輕微減少。塑料產品交易量下降主要由於本集團總貿易量減少所致。

Management Discussion and Analysis 管理層討論及分析

To reduce the reliance of few major customers and suppliers, the Group has recently put in place measures to gradually diversify both its customers with more diversified product lines as well as securing new suppliers.

As for the oil products trading, the Group recorded revenue of approximately HK\$2,867,748,000 for the reporting period (2017: HK\$3,046,253,000), representing a decrease of 6% as compared with 2017. A total of 40,634 tons (2017: 86,800 tons) and 637,839 tons (2017: 818,371 tons) of oil products were traded in China and other Asia Pacific countries respectively and maintaining steady gross profit.

To ensure a steady profit growth in commodity trading business and achieve risk diversification, our operating teams carried out non-oil product lines for trading since July 2015 such as plastic products, ITO products and display driver IC products. During the reporting period, revenue of approximately HK\$2,630,149,000 (2017: HK\$10,691,436,000) was generated from these product lines.

The commodity trading segment also includes trading of chemical products, the Group strived to maintain its loyal customers and suppliers for chemical products trading business during the reporting period. The revenue of approximately HK\$2,267,000 was recognised for the year ended 31 March 2018 (2017: HK\$65,271,000), representing a decrease of 97%.

Looking forward into the next year, our operation teams will put effort to expand markets and the business scale, including the trading transactions of more new product categories such as non-ferrous metal, and aim to lead the Group's commodity trading business into a new field and increase the Group's competitiveness in the field of commodity trading.

為減低對多名主要客戶及供應商的依賴，本集團最近已採取措施，透過更多元化的產品系列逐步多元化其客戶及覓得新供應商。

於報告期間，本集團石油產品貿易錄得收益約港幣2,867,748,000元（二零一七年：港幣3,046,253,000元），較二零一七年減少6%。於中國及其他亞太國家分別買賣合共40,634噸（二零一七年：86,800噸）及637,839噸（二零一七年：818,371噸）石油產品，並維持穩定毛利。

為確保商品貿易業務溢利穩定增長及實現風險分散，我們的經營團隊亦於二零一五年七月起從事非石油產品系列，如塑料製品、ITO產品及顯示驅動器IC產品貿易。於報告期間，來自以上產品系列錄得收益約港幣2,630,149,000元（二零一七年：港幣10,691,436,000元）。

商品貿易分部亦包括買賣化工產品，於報告期間，本集團致力維持其化工產品貿易業務的忠誠客戶和供應商。於截至二零一八年三月三十一日止年度，確認收益約港幣2,267,000元（二零一七年：港幣65,271,000元），相當於減少97%。

展望明年，經營團隊將致力擴大市場業務規模，包括更多新產品類別的買賣交易，例如有色金屬，務求帶領本集團的商品貿易業務邁向新領域，並提升本集團於商品貿易範疇的競爭力。

Management Discussion and Analysis

管理層討論及分析

Crude oil

The Group owns 96% interest of an indirect subsidiary 齊齊哈爾市東北石油開發有限責任公司, which owns an oilfield project in Fularji District near Qiqihar City of Heilongjiang Province of China ("Oilfields").

During the reporting period, the modification works to the Oilfields has carried out in accordance to the local fire safety requirements in order to fulfill the qualification for the renewal of the 《安全生產許可証》 for the forthcoming operation in the Oilfields. The inspection of the fire safety modification has been completed and the Oilfields obtained the acceptance from the relevant governmental department for the PRC fire safety modification in November 2018.

During the reporting period, the supply in the international oil market was still ample. International oil prices continued to fluctuate at a low level. In view of the low oil prices and high production cost, the management considered to diminish the risk and loss by fine tuning the development plan in the Oilfields and slowing down the oil exploitation process in the Oilfields since last financial year. The management expected that the development progress will be further delayed.

Financial services

The financial services segment includes money lending, securities brokerage and asset management businesses.

(a) Money lending

Two indirect wholly-owned subsidiaries of the Company have obtained the money lending licences in Hong Kong. During the reporting period, interest revenue was approximately HK\$15,941,000 (2017: HK\$20,499,000), representing a decrease of 22% and maintained a steady profit.

The licensing of money lenders and regulation of money-lending transactions are governed by the Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong. The market of money lending business by licensed money lenders in Hong Kong is keen and competitive. In order to optimise the funding use in business but also to ensure the compliance of the related laws and regulations, the operation team has established a credit policy and loan approval process to minimise the credit risk.

原油

本集團擁有一間間接附屬公司齊齊哈爾市東北石油開發有限責任公司之96%權益，而該附屬公司擁有位於中國黑龍江省齊齊哈爾市之富拉爾基油田項目（「油田」）。

於報告期間，油田改造工程已根據當地消防安全規定進行，以為在油田即將營運續期《安全生產許可證》滿足資質。消防安全改造已完成驗收及油田已於二零一八年十一月獲得中國消防安全改造之相關政府部門的驗收。

於報告期間，國際石油市場供應仍然充足。國際油價持續低位波動。鑑於低油價及高生產成本，自上一財政年度起，管理層考慮通過微調油田發展計劃及放緩石油開採進程以降低風險及減少虧損。管理層預期，發展進程將進一步延後。

金融服務

金融服務分部包括貸款、證券經紀及資產管理業務。

(a) 貸款

本公司兩間間接全資附屬公司已取得香港的放債人牌照。於報告期間，利息收入約為港幣15,941,000元（二零一七年：港幣20,499,000元），減少22%並維持穩定利潤。

放債人的發牌事務及放債交易的監管受香港法例第163章放債人條例所規管。香港持牌放債人之放債業務市場暢旺且競爭激烈。為優化該業務之資金運用，同時確保遵守相關法律與法規，經營團隊已制定信貸政策及貸款審批程序，以將信貸風險降至最低。

Management Discussion and Analysis

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(b) Securities brokerage

An indirect wholly-owned subsidiary of the Company, namely China-Hong Kong Link Securities Company Limited (“CHKLS”), has obtained a licence by Securities and Futures Commission of Hong Kong to carry out type 1 (dealing in securities) regulated activities on 30 September 2015. The Group commenced the business on 30 March 2016. During the reporting period, CHKLS mainly provided securities brokerage, underwriting and placements services. CHKLS has successfully acted as placing agents, co-lead managers and underwriters for several listed companies in Hong Kong. During the reporting period, CHKLS has generated revenue of approximately HK\$15,973,000 (2017: HK\$5,749,000) to the Group, representing an increase of 178%.

(c) Asset management

To cope with the development strategy of stepping into the financial services market in Hong Kong, a newly acquired indirect wholly-owned subsidiary of the Company, namely China Hong Kong Link Asset Management Limited (“CHKLAM”), has successfully obtained a licence by Securities and Futures Commission of Hong Kong to carry out type 9 (asset management) regulated activities on 16 February 2017. On 7 May 2018, CHKLAM also successfully obtained a licence by Securities and Futures Commission of Hong Kong to carry out type 4 (advising on securities) regulated activities.

During the reporting period, the Company invested seed money into the funds, which were self-established and managed by our Group’s asset management segment, the performance achieved 34% of return during the reporting period, approximately HK\$18,522,000 was recognised in the “Changes in fair value of financial assets at FVTPL” of the consolidated income statement.

(b) 證券經紀

本公司一間間接全資附屬公司中港通證券有限公司(「中港通證券」)已於二零一五年九月三十日取得香港證券及期貨事務監察委員會發出的牌照,可從事第1類(證券交易)受規管活動。本集團已於二零一六年三月三十日開展該業務。於報告期間,中港通證券主要提供證券經紀、包銷及配售服務。中港通證券已成功為香港數間上市公司擔任配售代理、聯席牽頭經辦人及包銷商。於報告期間,中港通證券已為本集團帶來收益約港幣15,973,000元(二零一七年:港幣5,749,000元),增長178%。

(c) 資產管理

為配合進軍香港金融服務市場的發展戰略,本公司最近收購之一間間接全資附屬公司中港通資產管理有限公司(「中港通資產管理」)已於二零一七年二月十六日成功取得香港證券及期貨事務監察委員會發出的牌照,可從事第9類(資產管理)受規管活動。於二零一八年五月七日,中港通資產管理亦成功取得香港證券及期貨事務監察委員會發出的牌照,可從事第4類(就證券提供意見)受規管活動。

於報告期間,本公司向由本集團資產管理分部自主建立及管理之基金注入種子資金,於報告期間取得回報34%的表現,約港幣18,522,000元已於綜合收益表內「按公平值透過損益列賬之金融資產之公平值變動」確認。

Management Discussion and Analysis

管理層討論及分析

Insurance

In August 2016, the Group entered into a shares purchase agreement with two independent third parties to acquire 100% equity interests in People Insurance Broker Limited (“People Insurance”). People Insurance is carrying out insurance brokerage service in Hong Kong with the licence to transact all types of general insurance business and long term insurance business in Hong Kong. During the reporting period, the insurance brokerage income was approximately HK\$1,372,000 (2017: HK\$929,000) representing an increase of 48%.

Business Outlook and Future Prospect

In 2018, the performance of global economy is expected to grow stronger when the economic environment continues to improve. The economy of the PRC is expected to keep growing in a stable way, with its reported growth domestic growth rate of 6.8% in the first-quarter 2018.

As Mainland China rolls out its “One Belt One Road” Initiative and closer ties evolve between Mainland China and Hong Kong financial markets. China continues to promote the progress of marketization of the financial systems. As the economic development of Guangdong-Hong Kong-Macao Bay Area comprising nine cities in the Pearl River Delta together with Hong Kong and Macau is in the pipeline, Hong Kong’s leading position as an international financial centre for providing professional consultancy, legal and financial services will definitely be highlighted, and its economic growth will be fully benefitted. In the meantime, the market anticipates that the central government will launch more easing measures for stable growth so as to motivate the growth of economic data and make a turnaround of the negative market sentiment.

保險

於二零一六年八月，本集團與兩名獨立第三方訂立股份購買協議，以收購眾安保險經紀有限公司（「眾安保險」）之全部股權。眾安保險於香港提供保險經紀服務，並持有牌照可於香港從事所有類別之一般保險業務及長期保險業務。於報告期間，保險經紀收入約為港幣1,372,000元（二零一七年：港幣929,000元），增長48%。

業務展望及未來前景

於二零一八年，隨著經濟環境持續改善，預期全球經濟表現將會越來越強勁。中國經濟預期將保持穩定增長，而中國呈報於二零一八年第一季度的國內生產總值增長6.8%。

隨着中國大陸推出「一帶一路」倡議及中國大陸與香港金融市場聯系日益緊密。中國繼續推動金融體系市場化進程，加上珠三角九市加港澳兩區的粵港澳大灣區經濟發展如箭在弦，必定彰顯香港作為國際金融中心提供專業諮詢、法律及金融服務的領先地位，將全面有利於推動香港經濟增長。同時，市場預計中央政府將推出更多的穩健增長寬鬆措施，以刺激經濟數據的增長並扭轉負面市場情緒。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

For the financial year ended 31 March 2018, the Group has elected to early adopt HKFRS 9 “Financial Instruments”, which results in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The Group has applied the standard retrospectively and restated the comparative figures.

Revenue and operating review

The Group recorded a consolidated revenue of approximately HK\$5,536,378,000 (2017: HK\$13,832,372,000), representing a decrease of 60% from the year of 2017. The Group's loss for the year attributable to owners of the Company was approximately HK\$199,630,000 (2017 (restated): profit of approximately HK\$95,188,000). Basic loss per share of HK\$2.63 cents (2017 (restated): basic earnings per share of HK\$1.27 cents). The decline of the Group's results was mainly due to the decrease in revenue in commodity trading segment, impairment losses of intangible assets and property, plant and equipment in crude oil segment and increase in interest expenses on bonds.

Allowance for credit losses on trade receivables

The Group's largest customer within the commodity trading segment which has a significant outstanding trade receivable balance due to the Group with gross carrying amount of HK\$551,620,000 as at 31 March 2018 was assessed for allowance for credit losses individually. The management assessed for the allowance for credit losses for lifetime by estimating default rate taking into account historical and forward looking information. As at 31 March 2018, impairment allowance of HK\$47,000,000 was made on the trade receivables due from the Group's largest customer. Subsequent to 31 March 2018, with management's follow up actions to chase the outstanding receivable, the trade receivable due from the Group's largest customer has been fully settled by the customer in June 2018.

財務回顧

截至二零一八年三月三十一日止財政年度，本集團已選擇提前採納香港財務報告準則第9號「金融工具」，導致會計政策的改變及於綜合財務報表確認金額的調整。本集團已追溯應用準則及重列比較數字。

收益及經營回顧

本集團錄得綜合收益約港幣5,536,378,000元（二零一七年：港幣13,832,372,000元），較二零一七年減少60%。本公司擁有人應佔本集團年內虧損約為港幣199,630,000元（二零一七年（經重列）：溢利約港幣95,188,000元）。每股基本虧損為2.63港仙（二零一七年（經重列）：每股基本盈利1.27港仙）。本集團業績下降乃主要由於商品貿易分部收益減少、無形資產及原油分部之物業、廠房及設備之減值虧損以及債券利息開支增加所致。

貿易應收款項之信貸虧損撥備

於本集團商品貿易分部內於二零一八年三月三十一日有應付本集團之重大尚未償付貿易應收款項結餘之總賬面值為港幣551,620,000元之最大客戶乃就信貸虧損撥備單獨評估。經參考歷史及前瞻性資料估算違約率，管理層就全期信貸虧損撥備作出評估。於二零一八年三月三十一日，就應收本集團最大客戶之貿易應收款項作出減值撥備港幣47,000,000元。於二零一八年三月三十一日後，隨著管理層採取追繳尚未償付的應收款項之跟進行動，應收本集團最大客戶之貿易應收款項之已由客戶於二零一八年六月悉數償付。

Management Discussion and Analysis

管理層討論及分析

Impairment assessments on property, plant and equipment and intangible assets

During the year ended 31 March 2018, based on the impairment assessments on oil properties and construction-in-progress and oil exploitation licences relating to the crude oil segment, representing an individual cash generating unit (“CGU”), performed by the management, the recoverable amount of the CGU is estimated to be lower than the carrying amounts of these property, plant and equipment and intangible asset. Accordingly, impairment loss of approximately HK\$42,706,000, HK\$17,904,000 and HK\$92,310,000 are recognised for oil properties, construction-in-progress under property, plant and equipment and oil exploitation licenses under intangible assets respectively, on a pro rata basis with reference to the carrying amount of these assets before impairment, for the year ended 31 March 2018.

Working capital

As at 31 March 2018, the Group’s current assets were kept at approximately HK\$1,126,094,000 (2017 (restated): HK\$1,011,382,000) whilst current liabilities were approximately HK\$158,993,000 (2017: HK\$338,470,000). The current ratio, being the proportion of total current assets against current liabilities, was 7.1 (2017 (restated): 3.0). The Directors consider that the present working capital level is conservatively sufficient to meet the upcoming operating needs.

Liquidity and financial resources

The Group generally finances its operations with internally generated cash flows and facilities provided by its principal bankers in Hong Kong and in China.

The Group had cash and bank balances of approximately HK\$348,923,000 as at 31 March 2018 (2017: HK\$278,866,000). The Group had cash and bank balances which were mostly held in Hong Kong dollars and Renminbi.

As at 31 March 2018, the Group’s outstanding bank borrowings and bonds were approximately HK\$29,477,000 (2017: 32,818,000) and HK\$619,771,000 (2017: HK\$439,227,000) respectively, while total assets were approximately HK\$1,371,502,000 (2017 (restated): HK\$1,391,626,000).

物業、廠房及設備以及無形資產之減值評估

截至二零一八年三月三十一日止年度，根據管理層對與原油分部（指個別現金產生單位（「現金產生單位」））相關之採油資產及在建工程以及石油開採許可證進行之減值評估，現金產生單位之可收回金額估計低於該等物業、廠房及設備以及無形資產之賬面值。因此，於截至二零一八年三月三十一日止年度內分別就採油資產、物業、廠房及設備項下在建工程及無形資產項下之石油開採許可證，參考該等資產於減值前的賬面值按比例基準確認減值虧損約港幣42,706,000元、港幣17,904,000元及港幣92,310,000元。

營運資金

於二零一八年三月三十一日，本集團之流動資產維持約港幣1,126,094,000元（二零一七年（經重列）：港幣1,011,382,000元），而流動負債約為港幣158,993,000元（二零一七年：港幣338,470,000元）。流動比率（即總流動資產與總流動負債之比率）為7.1（二零一七年（經重列）：3.0）。董事認為目前營運資金水平保守地可足夠應付未來營運所需。

流動資金及財務資源

本集團一般透過內部產生現金流量及於香港及中國之主要往來銀行所提供之信貸為業務提供資金。

本集團於二零一八年三月三十一日之現金及銀行結餘約為港幣348,923,000元（二零一七年：港幣278,866,000元）。本集團之現金及銀行結餘大部份以港幣及人民幣持有。

於二零一八年三月三十一日，本集團之未償還銀行借貸及債券分別為約港幣29,477,000元（二零一七年：港幣32,818,000元）及港幣619,771,000元（二零一七年：港幣439,227,000元），而資產總值約為港幣1,371,502,000元（二零一七年（經重列）：港幣1,391,626,000元）。

Management Discussion and Analysis 管理層討論及分析

The gearing ratio, calculated by dividing the total borrowings by the total assets, was 47% as at 31 March 2018 (2017 (restated): 34%).

Pledged assets

As at 31 March 2018, the Group pledged the following assets to secure the Group's trading facilities:

- (1) Corporate guarantee executed by the Company for an unlimited amount (2017: same);
- (2) Investment properties with carrying values of HK\$103,887,000 (2017: HK\$106,118,000).

INFORMATION ON CRUDE OIL RESERVES AS OF 31 MARCH 2018

During the reporting period, the management appointed APEX Reservoir Service Inc. ("APEX") as independent professional technical valuer (the "Technical Valuer") to evaluate the estimated oil reserve and recoverable amount of Qiqihar oilfield for impairment assessment purpose as of 31 March 2018.

The reserves evaluation performed by APEX was conducted in accordance with Petroleum Resources Management System (the "PRMS"), an internationally recognised reserve standards and guideline. The evaluation subject was petroleum asset (the "Asset") owned by the Company in Fulaerji Oilfield, including Fu 710, Fu 718 and Meilisi 723. The management of the Group has accepted the newly calculated reserve and a set of technical and economic parameters proposed by APEX (including discount rates, oil price and cost projections, and oilfield development plan) as the basis for recoverable amount calculations. According to the PRMS definition, the oil reserve should be classified into Proved reserve ("P1"); Probable reserve ("P2") and Possible reserve ("P3"). Based on management internal assessment of reserve, the total 1P, 2P ("sum of P1 and P2") and 3P ("sum of P1, P2 and P3") reserve of Qiqihar oilfields as of 31 March 2018, are approximately 522,000 tons, 1,311,000 tons and 1,904,000 tons respectively.

於二零一八年三月三十一日，以借貸總額除以總資產計算之資產負債比率為47%（二零一七年（經重列）：34%）。

資產抵押

於二零一八年三月三十一日，本集團已抵押下列資產，作為本集團貿易信貸的擔保：

- (1) 本公司作出無上限金額之公司擔保（二零一七年：相同）；
- (2) 賬面值為港幣103,887,000元（二零一七年：港幣106,118,000元）之投資物業。

截至二零一八年三月三十一日的原油儲量資料

於報告期間，管理層已委任阿派斯油藏技術（北京）有限公司（「阿派斯」）作為獨立專業技術評估師（「技術評估師」），就減值評估目的評估齊齊哈爾油田截至二零一八年三月三十一日的估計石油儲量及可收回金額。

阿派斯執行的儲量評估乃根據國際認可的儲量標準及指引石油資源管理制度（「PRMS」）進行。評估目標為本公司於富拉爾基油田擁有的石油資產（「資產」），包括富710、富718及梅里斯723。本集團管理層已接納最新計算的儲量及阿派斯建議的一組技術及經濟參數（包括折現率、石油價格及成本預測以及油田開發計劃）作為計算可收回金額的基準。根據PRMS定義，石油儲量分類為證實儲量（「P1」）；概算儲量（「P2」）及可能儲量（「P3」）。根據管理層內部儲量評估，齊齊哈爾油田於二零一八年三月三十一日的1P、2P（「P1及P2之和」）及3P（「P1、P2及P3之和」）的總儲量分別約為522,000噸、1,311,000噸及1,904,000噸。

Management Discussion and Analysis

管理層討論及分析

Report on crude oil reserve

原油儲量報告

		Proved reserve 證實儲量 (‘000 tons) (千噸)	Probable reserve 概算儲量 (‘000 tons) (千噸)	Possible reserve 可能儲量 (‘000 tons) (千噸)	Total oil reserve 總石油儲量 (‘000 tons) (千噸)
Crude oil reserve	原油儲量				
As at 1 April 2016	於二零一六年四月一日	602	922	447	1,971
Adjustment to estimation*	對估計的校正*	(56)	(98)	217	63
As at 31 March 2017	於二零一七年三月三十一日	546	824	664	2,034
Adjustment to estimation*	對估計的校正*	(24)	(35)	(71)	(130)
As at 31 March 2018	於二零一八年三月三十一日	522	789	593	1,904

* During the year ended 31 March 2018, adjustments were made due to the crude oil price depreciation and the change in market condition (2017: due to the crude oil price appreciation.)

* 截至二零一八年三月三十一日止年度，已因原油價格下降及市況變化（二零一七年：因原油價格上升）作出調整。

Reserve evaluation criteria

The volumetric estimate method was used to calculate hydrocarbon in place and then recover using the huff and puff recovery method and oil reservoir fire-flooding thermal-ignition method. As at 31 March 2018, APEX has used the deterministic method (as opposed to the probabilistic method) to calculate the reserves estimates, in which three discrete scenarios were delineated to represent high, medium and low cases.

儲量評估準則

採用體積估計法來計算油氣地質儲量，隨後採用吞吐採油法及注空氣火燒驅油技術計算採收。於二零一八年三月三十一日，阿派斯已採用確定性方法（相對於概率法而言）計算估計儲量，其中，劃定三個獨立方案以代表高、中及低三種情況。

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at end of the reporting year.

或然負債

於報告年度末，本集團並無任何重大或然負債。

Management Discussion and Analysis

管理層討論及分析

EXPOSURE TO FOREIGN EXCHANGE RISK AND INTEREST RATE RISK

The Group's business transactions are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. Most of the Group's bank borrowings are interest bearing at floating rate basis. The management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. The Group also uses derivative financial instruments to manage interest rate exposures for hedging purpose only.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2018, the Group has an aggregate of 76 (2017: 83) employees of which about 23 (2017: 25) were located in mainland China while the rest were based in Hong Kong, Republic of Kazakhstan and Macau. The employees' remuneration package includes salary, bonus and share options. Pursuant to the Group's remuneration policy, employees are rewarded on the basis of merit and market conditions and in accordance with the statutory requirements of the respective jurisdiction where the employees locate.

DIVIDEND

The Board of Directors does not recommend the payment of any dividend during the year (2017: Nil).

外匯風險及利率風險

本集團的業務交易主要以美元、港幣及人民幣為單位。本集團大部份附息銀行借貸乃按浮動息率計息。管理層監控外匯風險，並將於有需要時考慮對沖重大外匯風險。本集團亦僅就對沖用途使用衍生金融工具管理利率風險。

僱員及酬金政策

於二零一八年三月三十一日，本集團合共聘用76名（二零一七年：83名）僱員，其中約23名（二零一七年：25名）僱員駐職中國大陸，其餘則在香港、哈薩克斯坦共和國及澳門。僱員的薪酬待遇包括薪金、花紅及購股權。根據本集團的酬金政策，僱員的報酬是按功績及市場狀況，並根據各僱員受聘所在的司法管轄區的法例規定而定。

股息

董事會不建議於年內派付任何股息（二零一七年：無）。

Corporate Governance Report

企業管治報告

This corporate governance report (“CG Report”) presents the corporate governance matters during the year covering the financial year ended 31 March 2018 (“CG Period”) required to be disclosed under the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”).

CORPORATE GOVERNANCE CODE

The Group has adopted the Corporate Governance Code (“Code”) as set out in Appendix 14 of the Listing Rules as the corporate governance codes of the Company.

During the CG Period, the Company has adopted and complied with all the Code Provisions set out in the Code except for the deviations as follows:

The Independent Non-executive Directors (“INEDs”) of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company’s Articles of Association.

The Board will continue to monitor and review the Company’s corporate governance practices to ensure compliance.

本企業管治報告（「企業管治報告」）指根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）須予披露涵蓋截至二零一八年三月三十一日止財政年度（「企業管治期間」）的年度企業管治事項。

企業管治守則

本集團已採納上市規則附錄十四所載的企業管治守則（「守則」）作為本公司的企業管治守則。

於企業管治期間，本公司已採納及遵守守則所載所有守則條文，惟以下偏離除外：

本公司的獨立非執行董事（「獨立非執行董事」）的委任並無指定任期，惟根據本公司的公司組織章程細則須於本公司股東週年大會上輪值告退及接受重選。

董事會將繼續監察及檢討本公司之企業管治常規以確保合規。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

As at 31 March 2018, the Board comprised a total of seven Directors, with four Executive Directors (“EDs”) and three INEDs. Two of the INEDs have appropriate professional qualifications in accounting, or related professional management expertise, which is required by the Listing Rules. During the CG Period, six regular Board meetings were held.

During the CG Period, the composition of the Board, and the respective attendances of the Directors are presented as follows:

Director 董事	Board Capacity 董事會身份	Attendance 出席率
Mr. Li Zhenjun (vacated on 14 March 2019) 李振軍先生 (於二零一九年三月十四日被撤職)	ED & Chairman 執行董事兼主席	6/6
Mr. Poon Sum (retired on 28 August 2017) 潘森先生 (於二零一七年八月二十八日退任)	ED & Honourary Chairman 執行董事兼榮譽主席	3/3
Mr. Wong Kwok Leung 黃國良先生	ED & Chief Executive Officer 執行董事兼行政總裁	6/6
Mr. Poon Wai Kong (re-designated to Non-executive director on 4 January 2019) 潘偉剛先生 (於二零一九年一月四日 獲調任為非執行董事)	ED & Chief Financial Officer 執行董事兼首席財務官	6/6
Mr. Hu Dehua (resigned on 15 February 2018) 胡德華先生 (於二零一八年二月十五日辭任)	ED 執行董事	5/5
Mr. Wu Zhou (appointed on 26 March 2018 and resigned on 7 December 2018) 吳洲先生 (於二零一八年三月二十六日獲委任及 於二零一八年十二月七日辭任)	ED 執行董事	0/0
Mr. Chan Shu Kin 陳樹堅先生	INED 獨立非執行董事	5/6
Mr. Cheung Kwan Hung 張鈞鴻先生	INED 獨立非執行董事	6/6
Mr. Chiu Wai Piu 焦惠標先生	INED 獨立非執行董事	6/6

The Board held six meetings during the CG Period to discuss and/or approve the financial performance/results of the Group, report, discuss and/or resolve for the ordinary business and operation matters, and the corporate development and decisions. At least 14 days’ notice is given for all regular Board meetings together with the meeting agenda such that all Directors are given the opportunity to include matters for discussion in the agenda.

董事會

於二零一八年三月三十一日，董事會合共包括七位董事，即四位執行董事（「執行董事」）及三位獨立非執行董事。其中兩位獨立非執行董事擁有上市規則所規定的適當會計專業資格、或相關專業管理專門知識。於企業管治期間，本公司舉行了六次董事會定期會議。

於企業管治期間，董事會的組成及董事各自出席情況如下：

本公司於企業管治期間舉行了六次董事會會議，均討論及／或批准本集團的財務表現／業績、報告、討論及／或議決日常業務及經營事項，以及公司發展及決策。所有董事會定期會議連同會議議程至少提前14天發出通知，以便所有董事都有機會將事項納入議程以作討論。

Corporate Governance Report

企業管治報告

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective supervision over the management. Daily operations and administration are delegated to the management. During the CG Period, none of the Directors above has or maintained any financial, business, family or other material/ relevant relationship with any of the other Directors.

Chairman and Chief Executive Officer

During the CG Period, the roles of Chairman and Chief Executive Officer of the Company are held separately by Mr. Li Zhenjun and Mr. Wong Kwok Leung respectively.

The separation of duties of the Chairman and Chief Executive Officer ensures a clear distinction between the Chairman's responsibility for running the board and the Chief Executive Officer's responsibility for running the Company's business. Details of the duties of the Chairman and Chief Executive Officer of the Company are available on the Company's website.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (the "Policy") on 21 June 2013 and amended with effect from 1 January 2019. A summary of this Policy, together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives are disclosed as below.

SUMMARY OF THE POLICY

The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事會制定本集團的整體策略，監察其財務表現及維持對管理層的有效監督。日常營運及管理乃委派管理層負責。於企業管治期間，上述董事概無與任何其他董事擁有或維持任何財務、業務、家族或其他重大／有關係。

主席及行政總裁

於企業管治期間，本公司之主席及行政總裁之職位分別由李振軍先生及黃國良先生分開擔任。

主席及行政總裁之職位分開確保主席負責營運董事會與行政總裁負責營運本公司業務之間明確的區分。本公司之主席及行政總裁之職責詳情於本公司之網站可供查閱。

董事會成員多元化政策

本公司於二零一三年六月二十一日採納董事會成員多元化政策（「政策」）。此政策之概要連同為執行此政策而制定之可計量目標及達標進度於下文披露。

政策概要

本公司視董事會層面日益多元化為支持其達到策略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員的組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會的所有委任均以用人唯才為原則，並在考慮人選時以客觀標準充分顧及董事會成員多元化的裨益。

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MEASURABLE OBJECTIVE

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

IMPLEMENTATION

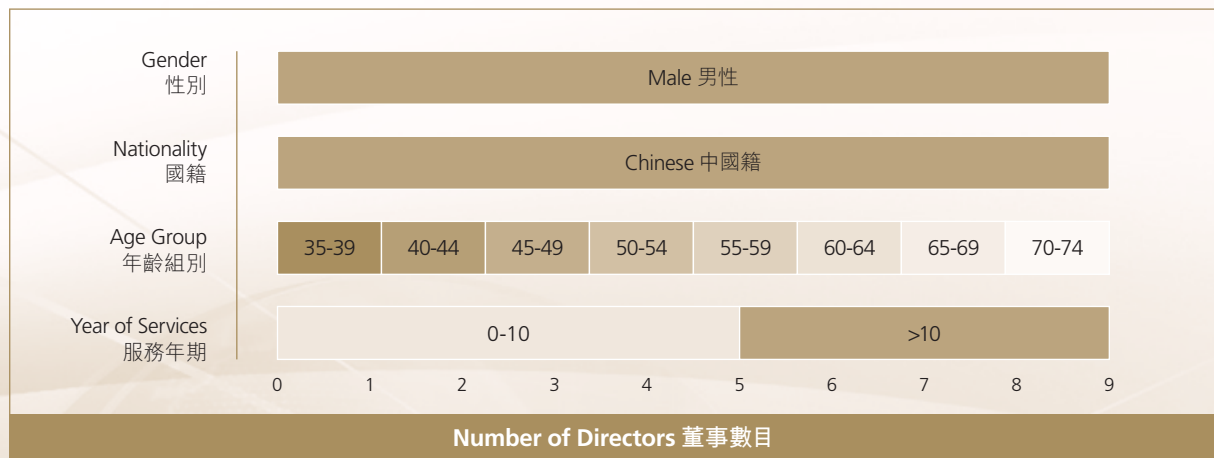
As at the date of this report, the Board's composition under major diversified perspectives was summarised as follow:

可計量目標

人選的甄選將按一系列多元化範圍為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。最終將按人選的長處及可為董事會提供的貢獻而作出決定。

執行

於本報告日期，董事會在主要多元化層面之組成概述如下：



REMUNERATION COMMITTEE

The Remuneration Committee was formed on 21 March 2005 and has adopted specific written terms of reference in accordance with the provisions set out in the Code which are available on the websites of the Stock Exchange and the Company. The role and function of the Remuneration Committee includes:

- to make recommendations to the board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.
- to review and approve senior management's remuneration proposals with reference to the board's corporate goals and objectives.
- to make recommendations to the board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.
- to consider salaries paid by comparable companies with reference to time commitments and responsibilities and employment terms and conditions for overseas staff.
- to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
- to make recommendations to the board on the remuneration of non-executive directors.

薪酬委員會

薪酬委員會於二零零五年三月二十一日成立，已根據守則所載的條文採納特定書面職權範圍（可於聯交所及本公司網站查詢）。薪酬委員會的角色及職責包括：

- 就本公司全體董事及高級管理人員的薪酬政策及架構，及就設立正規且具透明度的程序制訂薪酬政策，向董事會提出建議。
- 因應董事會所訂企業方針及目標而檢討及批准高級管理人員的薪酬建議。
- 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任而應付的任何賠償）。
- 考慮可比較公司支付的薪酬，參考海外員工付出的時間及職責以及僱用條款及條件。
- 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多。
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當。
- 就非執行董事的薪酬向董事會提出建議。

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- to ensure that no director or any of his or her associates is involved in deciding his own remuneration.
- to consult the chairman and/or the chief executive about remuneration proposals of the Remuneration Committee for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary.
- 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬。
- 薪酬委員會應就其他執行董事的薪酬建議諮詢主席及／或主要行政人員。如有需要，薪酬委員會應可尋求獨立專業意見。

During the CG Period, the Remuneration Committee held two physical meetings. The composition of the Remuneration Committee and the respective attendances of the committee members are presented as follows:

於企業管治期間，薪酬委員會實際上舉行了兩次會議。薪酬委員會的組成及委員會成員各自出席情況如下：

Member 成員	Committee Capacity 委員會身份	Attendance 出席率
Mr. Chiu Wai Piu 焦惠標先生	Chairman of the committee 委員會主席	2/2
Mr. Chan Shu Kin 陳樹堅先生	INED 獨立非執行董事	2/2
Mr. Cheung Kwan Hung 張鈞鴻先生	INED 獨立非執行董事	2/2
Mr. Wong Kwok Leung (appointed on 26 March 2018 and resigned on 28 January 2019) 黃國良先生 (於二零一八年三月二十六日獲委任及於二零一九年一月二十八日辭任)	ED & Chief Executive Officer 執行董事兼行政總裁	0/0
Mr. Poon Sum (retired on 28 August 2017) 潘森先生 (於二零一七年八月二十八日退任)	ED 執行董事	0/0

Mr. Chiu Wai Piu was appointed as the chairman of the Remuneration Committee on 26 March 2018.

焦惠標先生於二零一八年三月二十六日獲委任為薪酬委員會主席。

The summary of the work performed by the Remuneration Committee for the financial year under review included:

於回顧財政年度，薪酬委員會執行的工作概要包括：

- to review the current remuneration policies and appraisal system;
- to recommend to the Board the director's fee for the year ended 31 March 2018; and
- to consider and approve the remuneration of the directors and senior management.
- 檢討現時薪酬政策及考核機制；
- 向董事會建議截至二零一八年三月三十一日止年度之董事袍金；及
- 考慮及批准董事及高級管理層之薪酬。

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DIRECTORS' REMUNERATION

The remuneration paid to and/or entitled by each of the Directors for the financial year under review is set out in note 9 to the consolidated financial statements.

The share options granted to/or entitled by the Directors during the financial year under review are inscribed in the section headed "Directors' Interests in Equity or Debt Securities" of the Directors' Report.

DIRECTORS' TRAINING

Pursuant to CG Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a director of a listed company.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

董事的薪酬

於回顧財政年度，已付及／或應付各位董事的薪酬載於綜合財務報表附註9。

於回顧財政年度，董事獲授／或享有的購股權於董事報告「董事於股本或債務證券的權益」一節內闡述。

董事培訓

根據企業管治守則條文第A.6.5條，所有董事均應參與持續專業發展，以發展及更新其知識及技能。董事已獲提供相關指引材料，以確保彼等了解有關本公司業務的商業、法律及監管規定方面的最新變動，並更新有關上市公司董事的角色、職能及職責的知識及技能。

新任董事將獲提供一份入職手冊，其中包含所有關鍵的法律及上市規則的規定，以及董事應遵守的責任及義務的指引。該手冊亦將包括本公司最新刊發的財務報告以及董事會所採納企業管治常規的文件。

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The Company also continuously updates Directors on the latest amendments of the Listing Rules and other applicable regulatory requirements to ensure their compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

The Directors are continually updated on the statutory and regulatory regime and the business environment to facilitate them to discharge their responsibilities. If necessary ad hoc seminars and training programs are to be arranged for Directors, Directors also participate in courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials.

All Directors have participated in relevant trainings and have provided the relevant records to the Company. Through participations in those training courses, Directors have been able to improve and update their knowledge and skills.

Company Secretary's Training

Pursuant to Rule 3.29 of the Listing Rules, Company Secretary must take no less than 15 hours of relevant professional training in each financial year. The Company Secretary provided his training records to the Company indicating more than 15 hours of relevant professional development by means of attending in-house briefings, attending seminars and reading relevant guideline materials for the financial year ended 31 March 2018.

DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code during the reporting period.

本公司亦持續向董事更新有關上市規則及其他適用監管規定的最新修訂，以確保彼等合規及提升彼等對良好企業管治常規的認識。本公司亦會在適當情況下向董事發出通函或指引，以確保彼等了解最佳企業管治常規。

董事會持續更新法定及監管制度以及營商環境，以促進彼等履行職責。於必要時將為董事安排專題培訓及專業發展。董事亦參與有關上市公司董事的角色、職能及職責的課程，或以參加培訓課程方式或透過網上輔助工具或閱讀相關材料，進一步提升其專業發展。

所有董事均已參與相關培訓，並已向本公司提供相關記錄。通過參與該等培訓課程，董事能夠改進及更新彼等的知識及技能。

公司秘書之培訓

根據上市規則第3.29條，公司秘書須於每個財政年度接受不少於15小時的相關專業培訓。公司秘書已向本公司提供其培訓記錄，顯示截至二零一八年三月三十一日止財政年度透過參加內部簡報會、出席研討會及閱讀相關指引材料而參與超過15小時的相關專業發展。

董事進行證券交易

本公司已採納上市規則附錄十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」），作為董事進行證券交易的行為守則。經對所有董事作出特定查詢後，所有董事確認彼等於報告期內已遵守標準守則所載的規定準則。

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SENIOR MANAGEMENT'S REMUNERATION

During the CG Period, the remuneration of the members of the senior management excluding directors by band is set out below:

Remuneration band	薪酬範圍	Number of individuals	人數
HK\$500,001 to HK\$1,000,000	港幣500,001元至港幣1,000,000元	3	
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	1	
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	1	

FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, three were Directors of the Company. Further particulars regarding the remaining two individuals with the highest emoluments as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in note 10 to the consolidated financial statements.

NOMINATION OF DIRECTORS

The Nomination Committee was formed on 26 November 2011 and has adopted specific written terms of reference (re-adopted by the Board with effect from 1 January 2019) in accordance with the provisions set out in the Code which are available on the websites of the Stock Exchange and the Company. The Nomination Committee was appointed by the Board and consists of three non-executive directors and two executive director of the Company. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Directors. The role and function of the Nomination Committee include:

- To review the performance of the Board and ensure that the Board and its committees consist of Directors with appropriate balance of skills, diversity and knowledge of the Company to enable that the Board is able to function.
- To assist the board in its succession planning for the board and senior management.

高級管理層之薪酬

於企業管治期間，除董事以外之高級管理層成員之薪酬範圍載列如下：

薪酬最高的五名人士

本集團薪酬最高的五名人士當中，其中三名為本公司董事。根據上市規則附錄十六須予披露之有關其餘兩名最高酬金人士之進一步詳情載於綜合財務報表附註10。

董事提名

提名委員會於二零一一年十一月二十六日成立，並已根據守則所載條文採納特定書面職權範圍（由董事會於二零一九年一月一日起重新採納），並可於聯交所及本公司網站查詢。提名委員會由董事會委任，包括本公司三名非執行董事及兩名執行董事。委員會會議及議程須受本公司的組織章程細則所載有關規管董事會會議及議程之條例所規管。提名委員會的角色及職責包括：

- 檢討董事會的表現，並確保董事會及其委員會由本公司具有適當均衡的技能、多元化及知識的董事組成，以使董事會能夠運作。
- 協助董事會制定董事會及高級管理層的繼任計劃。

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- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy. When reviewing the structure, size and composition of the board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve Board diversity.
- To draw up, review and update, as appropriate, the diversity policy for the Board's approval making due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to review and update the objectives that the Board has set for implementing such policy.
- To develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for directors for the board's approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the board in terms of qualifications, skills, experience, independence and gender diversity.
- To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.
- To assess the suitability of independent non-executive directors, including but not limited to the individual's independence, whether the individual would be able to devote sufficient time to the board having considered whether he/she is holding his/her seventh (or more) listed company directorship, the perspectives, skills and experience that the individual can bring to the Board, and how the individual contributes to the diversity of the Board.
- 至少每年檢討董事會的結構、規模及組成（包括技能、知識及經驗），並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議。於檢討董事會的結構、規模及組成時，委員會應考慮到若干因素，包括但不限於根據本公司為達致董事會多元化而不時採納的董事會多元化政策涉及的性別、年齡、文化及教育背景或專業經驗。
- 制定、檢討及更新（視情況而定）多元化政策以供董事會批准並充分考慮香港聯合交易所有限公司證券上市規則的規定，及檢討及更新董事會為落實有關政策所制定的目標。
- 制定、檢討及實施（視情況而定）有關物色、選舉及提名董事候選人的政策、標準及程序，以供董事會批准。有關標準包括但不限於候選人在資格、技能、經驗、獨立性及性別多樣性方面可為董事會帶來的潛在貢獻。
- 物色具有適當資格成為董事會成員的人士，並選舉提名人士擔任董事職務或向董事會提出有關選舉提名人士擔任董事職務的建議。
- 評估獨立非執行董事是否適合，包括但不限於該人士的獨立性、該人士是否能夠投入足夠時間於董事會並考慮彼是否擔任第七間（或以上）上市公司之董事職務、該人士可為董事會帶來的觀點、技能及經驗，以及該人士如何為董事會多元化作出貢獻。

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- To make recommendations to the board on the appointment or re-appointment of directors and succession planning for Directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Company and skills and expertise required in the future and ensure that senior management succession planning is discussed at the board at least once annually.
 - To ensure the Company's awareness of the importance of leadership skills and its programs in providing leadership training in order to enhance the competitiveness of the Company and to ensure the Company's future succession.
 - To evaluate the needs for, and monitor the training and development of, Directors.
 - To develop procedures for the performance evaluation of the board committees:
 - (i) review and assess the skills, knowledge and experience required to serve on various board committees, and make recommendations on the appointment of members of board committees and the chairman of each committee;
 - (ii) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
 - (iii) review feedback on the role and effectiveness of the board committees and make recommendations for any changes.
 - To consider other matters as defined by the board.
- 就董事的委任或重新委任、董事及高級管理層（尤其是主席及行政總裁）的繼任計劃向董事會提出建議，並考慮委員會認為適當的所有因素，包括本公司面臨的挑戰及機遇以及未來所需的技能及專業知識，並確保董事會至少每年一次討論高級管理層的繼任計劃。
 - 為確保本公司意識到領導技能的重要性及其課程提供領導培訓以提高本公司的競爭力及確保本公司日後的成功；
 - 評估董事需求及監察董事之培訓及發展。
 - 制定評估董事會委員會表現的程序：
 - (i) 檢討並評核任職各董事會委員會所需的技能、知識及經驗，並就委任各董事會委員會的成員及主席提出建議；
 - (ii) 每當有需要或可取時，向董事會推薦人選填補董事會委員會的空缺或新職位；及
 - (iii) 檢討有關董事委員會角色及效能的反饋，並就任何修改提出建議。
 - 考慮董事會界定的其他事宜。

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The selection criteria for Directors are comprise the candidate's experience in business relevant to the Company or in corporate management, or in relevant profession and must be able to contribute effectively to achieve the objectives of the Company. Any committee member may propose suitable candidates for directorship for discussion and approval by the Nomination Committee, after which the Board will consider and, if appropriate, approve such nomination.

For the CG Period, the Nomination Committee had held two physical meetings for the purpose of making recommendations to the Board on appointment and re-appointment of Directors and assessing the independence of independent non-executive directors.

During the CG Period, The composition of the Nomination Committee and the respective attendances of the committee members are presented as follows:

董事候選人的篩選標準包括候選人於本公司的相關業務或企業管理或相關的專業擁有豐富的經驗，及必須有能力有效地促成本公司目標。任何委員會成員均可提名合適人選，交由提名委員會討論及審批，其後，董事會將考慮及（如適當）批准該項提名。

於企業管治期間，提名委員會實際上舉行了兩次會議，旨在就委任及重選董事向董事會提出建議以及評核獨立非執行董事的獨立性。

於企業管治期間，提名委員會的組成及委員會成員各自出席情況如下：

Member 成員	Committee Capacity 委員會身份	Attendance 出席率
Mr. Cheung Kwan Hung 張鈞鴻先生	Chairman of the committee 委員會主席	2/2
Mr. Chan Shu Kin 陳樹堅先生	INED 獨立非執行董事	2/2
Mr. Chiu Wai Piu 焦惠標先生	INED 獨立非執行董事	2/2
Mr. Li Zhenjun (appointed on 26 March 2018 and vacated on 14 March 2019) 李振軍先生 (於二零一八年三月二十六日獲委任及 於二零一九年三月十四日被撤職)	ED & Chairman 執行董事兼主席	0/0
Mr. Poon Sum (retired on 28 August 2017) 潘森先生 (於二零一七年八月二十八日退任)	ED and Honorary Chairman 執行董事及榮譽主席	0/0

The chairman of the Nomination Committee during the CG Period was Mr. Cheung Kwan Hung.

於企業管治期間內，提名委員會主席為張鈞鴻先生。

AUDIT COMMITTEE

The Audit Committee has adopted specific written terms of reference (re-adopted by the Board with effect from 1 January 2019) in accordance with the provisions set out in the Code which are available on the websites of the Stock Exchange and the Company. The principal duties of the Audit Committee include:

- to be primarily responsible for making recommendations to the board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences and ensure co-ordination where more than one audit firm is involved;
- to develop and implement policy on engaging an external auditor to provide non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the board, identifying and making recommendations on any matters where action or improvement is needed;
- to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the board, the Audit Committee should focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and qualifications;

審核委員會

審核委員會已根據守則所載的條文採納指定的書面職權範圍(由董事會自二零一九年一月一日起重新採納),並可於聯交所及本公司網站查閱。審核委員會的主要職責包括:

- 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議,批准外聘核數師的薪酬及聘用條款,及處理任何有關該核數師辭職或辭退該核數師的問題;
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任;如有超過一家核數師事務所參與工作,則應確保互相協調;
- 就委任外聘核數師提供非核數服務制定政策,並予以執行。就此規定而言,「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構,或一個合理知悉所有有關資料的第三方,在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部份的任何機構。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議;
- 監察本公司的財務報表及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性,並審閱報表及報告所載有關財務申報判斷的重大意見。審核委員會在向董事會提交有關報告前,應特別針對下列事項加以審閱:
 - (i) 會計政策及實務的任何更改;
 - (ii) 涉及重要判斷的地方;
 - (iii) 因核數而出現的重大調整;
 - (iv) 企業持續經營的假設及資格;

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(v) compliance with accounting standards; and;

(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;

Regarding above:–

(i) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and

(ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

- to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the board itself, to review the Company's risk management and internal control systems;
- to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- to consider major investigation findings on risk management and internal control matters as delegated by the board or on its own initiative and management's response to these findings;
- to discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of management where necessary);
- to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of controls and management's response;

(v) 會計準則之遵守情況；及

(vi) 有關財務申報的上市規則及法律規定之遵守情況；

就上述而言：—

(i) 審核委員會成員應與董事會及高級管理人員聯絡，且須與本公司的核數師開會（至少每年兩次）；及

(ii) 審核委員會應考慮於該報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務申報職能之員工、監察主任或核數師提出的事項；

- 檢討本公司的財務監控以及（除非有另設的董事會轄下風險委員會又或董事會本身會明確處理）檢討本公司的風險管理及內部監控系統；
- 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；
- 應董事會的委派或主動就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- 與核數師討論在中期及最終審核中出現的問題及存疑之處，以及核數師希望討論的任何事宜（如有需要，可在管理層避席的情況下進行）；
- 審閱外聘核數師給予管理層的《審核情況說明函件》、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；

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- to review the Company's statement on risk management and internal control systems (where one is included in the annual report) prior to endorsement by the board;
- where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- to ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- to report to the board on the matters in provision of terms of reference of the Audit Committee;
- to review the group's financial and accounting policies and practices;
- to review arrangements by which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- to act as the key representative body for overseeing the Company's relations with the external auditor.
- 如年報載有關於本公司風險管理及內部監控制度的陳述，則應於提呈董事會審批前先行審閱；
- 如本公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調，也須確保內部審核功能在本公司內部有足夠的資源運作，並且有適當的地位，以及檢討及監察其成效；
- 確保董事會及時回應外聘核數師於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；
- 就審核委員會職權範圍條文的事宜向董事會匯報；
- 檢討集團的財務及會計政策及實務；
- 檢討本公司設定的以下安排：本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當跟進行動；及
- 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係。

The Audit Committee meet at least twice each year. During the CG Period, the Audit Committee met three times for discussing and/or approving the periodic financial results of the Group, discussing the auditor's performance, reviewing the effectiveness of the risk management and internal control systems of the Group and adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and their training programmes and budgets.

審核委員會每年至少舉行兩次會議。於企業管治期間，審核委員會舉行了三次定期會議，以討論及／或批准本集團有關期間的財務業績，討論核數師表現，檢討本集團風險管理及內部監控系統的效率，本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

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During the CG Period, The composition of the Audit Committee and the respective attendances of the committee members are presented as follows:

於企業管治期間，審核委員會的組成及委員會成員各自出席情況如下：

Member 成員	Committee Capacity 委員會身份	Attendance 出席率
Mr. Chan Shu Kin 陳樹堅先生	Chairman of the committee 委員會主席	3/3
Mr. Cheung Kwan Hung 張鈞鴻先生	INED 獨立非執行董事	3/3
Mr. Chiu Wai Piu 焦惠標先生	INED 獨立非執行董事	3/3

The chairman of the Audit Committee since its establishment has been Mr. Chan Shu Kin.

自審核委員會成立起，其主席為陳樹堅先生。

AUDITOR'S REMUNERATION

核數師酬金

The analysis of the Auditor's remuneration for the CG Period is presented as follows:

於企業管治期間，核數師的酬金分析呈列如下：

		Fee amount (HK\$' 000) 費用 (港幣千元)
Audit Service	核數服務	5,206
Non-audit services	非核數服務	-

CORPORATE GOVERNANCE COMMITTEE

企業管治委員會

The Corporate Governance Committee of the Company was formed on 26 November 2011 and has adopted specific written terms of reference in accordance with the provisions set out in the Code which are available on the website of the Company. The role and function of the Corporate Governance Committee include:

本公司之企業管治委員會於二零一一年十一月二十六日成立，並已根據守則所載的條文採納特定書面職權範圍（可於本公司網站查詢）。企業管治委員會的角色及職責包括：

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continual professional development of Directors and senior management;
- 制訂及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；

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- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company's compliance with the Code and disclosure in the corporate governance report;
- to review the Company's risk management and internal control systems.
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監督適用於僱員及董事的操守準則及合規手冊（如有）；
- 檢討本公司遵守守則的情況及於企業管治報告內作出披露；
- 檢討本公司的風險管理及內部控制系統。

For the CG Period, the Corporate Governance Committee held one physical meeting. The composition of the Corporate Governance Committee and the respective attendances of the committee members are presented as follows:

於企業管治期間，企業管治委員會實際上舉行了一次會議。企業管治委員會的組成及委員會成員各自出席情況呈列如下：

Member 成員	Committee Capacity 委員會身份	Attendance 出席率
Mr. Cheung Kwan Hung 張鈞鴻先生	Chairman of the committee 委員會主席	1/1
Mr. Chan Shu Kin 陳樹堅先生	INED 獨立非執行董事	1/1
Mr. Chiu Wai Piu 焦惠標先生	INED 獨立非執行董事	1/1
Mr. Poon Wai Kong (resigned on 4 January 2019) 潘偉剛先生 (於二零一九年一月四日辭任)	ED & Chief Financial Officer 執行董事兼首席財務官	1/1
Mr. Wong Kwok Leung (appointed on 26 March 2018) 黃國良先生 (於二零一八年三月二十六日獲委任)	ED & Chief Executive Officer 執行董事兼行政總裁	0/0

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The chairman of the Corporate Governance Committee is Mr. Cheung Kwan Hung and he was appointed on 26 March 2018.

The summary of the work performed by the Corporate Governance Committee for the CG Period included:

- to review the Company's compliance with the Code
- to review the training and continual professional development of Directors and senior management

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the management of the Group and is collectively responsible to ensure sound and effective risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risk rather than eliminating the risk of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatement or loss or fraud.

The Board has entrusted the Audit Committee with the responsibility to oversee the risk management and internal control systems of the Group on an on-going basis and to review the effectiveness of the systems annually. The review covered all material controls, including financial, operational and compliance controls.

企業管治委員會主席為張鈞鴻先生，彼於二零一八年三月二十六日獲委任。

於企業管治期間，企業管治委員會執行的工作概要包括：

- 檢討本公司遵守守則的情況
- 檢討董事及高級管理人員的培訓及持續專業發展

風險管理及內部監控

董事會承認其對本集團管理層的責任，並共同負責確保健全有效的風險管理及內部監控系統，及持續檢討其效力。制定有關風險管理及內部監控系統旨在管理風險，而非消除無法實現業務目標的風險，且僅能對重大失實陳述或損失或欺詐提供合理而非絕對的保證。

董事會已委託審核委員會負責持續監督本集團的風險管理及內部監控系統，並每年檢討系統的效力。檢討涵蓋包括財務、運作及合規監控在內的所有重大監控措施。

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The Management recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The Group's internal control system is designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The internal control system can only provide reasonable and not absolute assurance against material misstatement or loss or fraud, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

Risk Management and Internal Control Systems

The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defense, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defense is effective. As the final line of defense, the audit committee of the Company, with the professional advices and opinions from the external professional consultant by whom internal audit work of the Group was conducted on annual basis, ensures that the first and second lines of defense are effective through constant inspection and monitoring.

管理層確認其有責任確保本公司維持健全有效的風險管理及內部監控系統。本集團制定及建立內部監控系統旨在確保，資產得到保障以防止出現不當使用或處置，秉承及遵守相關規則與規例，並按照相關會計準則及監管報告要求存置可靠的財務及會計記錄，以及可適當識別及管理或會影響本集團業績的主要風險。檢討本集團的內部監控，涵蓋主要的財務、營運及合規監控以及風險管理職能。由於制定內部監控系統旨在管理而非消除無法實現業務目標的風險，故其僅能提供合理而非絕對的保證，以防止重大失實陳述或損失或欺詐。

風險管理及內部監控系統

本集團的風險管理框架包括風險識別、風險評估、風險處理與監察以及檢討措施的效力。此風險管理框架以三層風險管理方法為指導。於第一道防線，業務部門負責識別、評估及監控與各項業務或交易相關的風險。作為第二道防線，管理層界定規則組合及模式，提供技術支持，開發新系統並監督組合管理。其確保風險在可接受的範圍內，並確保第一道防線有效。作為最後防線，本公司審核委員會根據外部專業顧問每年對本集團進行的內部審核工作的專業建議及意見，透過持續檢查及監察確保第一道及第二道防線有效。

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Main Features of Risk Management and Internal Control Systems

Risk management process is integrated with the internal control system, so that the Group's ability to handle risks that hinder the achievement of financial, operational and compliance goals is strengthened and the allocation of resources on control measures against specific or high risks areas is more adequate.

The key elements of the Group's risk management and internal control systems include the establishment of a risk portfolio to monitor, evaluate and assess the identified risks. The Group updates the responsive mitigation procedures to ensure their effectiveness on an ongoing basis. In addition, a risk matrix approach is adopted to determine risk rating after evaluation of the risk in accordance to the impact and likelihood of the risk event. The risk ratings reflect the level of management's attention and risk responses.

Process used to identify, evaluate and manage significant risks

The Group develops a preliminary inventory of events that could impact the achievement of the Group's business objectives. The events identified were inventoried and translated into opportunities or risks. The Group identifies outside and inside events by reviewing its external and internal environment and stakeholders, which have an influence or potential influence on the Group's ability to achieve its strategy and business objectives. Furthermore, the operating units and support functions report any risk events and incidents found in a timely manner to the management.

風險管理及內部監控系統的主要特徵

風險管理程序與內部監控系統相結合，任何阻礙本集團達至更高財務營運及合規標準的風險，都會得到有效處理，我們亦會分配充足資源，監測控制特定風險或高風險。

本集團的風險管理及內部監控系統的關鍵要素包括建立風險組合，以監察、估計及評估已識別風險。本集團會更新應對風險減輕程序以確保其持續有效。此外，本集團採納風險矩陣方法，評估風險發生的可能性的影響，來釐定風險的層級。風險層級反映管理層的關注程度及風險應對措施。

用以識別、評估及管理重大風險的程序

本集團會對任何有可能影響我們業務方向的事件作初步記錄，識別風險事故並化危為機。本集團透過審閱其外部及內在環境，從中識別有可能影響本集團達到業務目標的持份者。此外，營運單位及支援部門會及時向管理層報告任何已發現的風險事項及事件。

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The risks identified are evaluated with a risk matrix which prioritises risks according to the likelihood of their occurrence and the significance of their impact on the achievement of the Group's business objectives. Following the review of the risk matrix, the Group selects and deploys the corresponding risk responses and investigates the mitigation procedures to be executed to ensure the identified significant risks were managed to an acceptable level. The Group monitors substantial change which may lead to new or changed risks to ensure the risk responses are operated effectively.

Process used to review the effectiveness of the Risk Management and Internal Control Systems

The risk management and internal control systems are reviewed annually to ensure appropriateness and effectiveness. With the establishment of an independent internal audit function, the financial condition, operational control and compliance control are examined and reviewed according to the risk based audit plan. Different audit areas are assigned according to risk priority.

The Group's Internal Audit Department plays an important role in the internal control function. It provides objective assurance to the Board that a sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic audits over all major operations of the Group, typically over a three year cycle. An annual audit plan (comprising annual audit focus and audit frequencies) is prepared based on the development's independent risk assessment. Such work plan is discussed and agreed with the Audit Committee at the beginning of each financial year. Major internal audit findings will be submitted to the Audit Committee for review and all recommendations from the Internal Audit Department will be properly followed up to ensure that they are implemented within a reasonable period of time. The Directors have received the report from the Internal Audit Department which conducted a review of the effectiveness of the system of internal control of the Group.

本集團以風險矩陣評估已識別的風險，而有關矩陣根據風險發生的可能性及其可能影響本集團業務目標影響的重大程度劃分風險等級。於審閱風險矩陣後，本集團挑選及執行相應的風險應對措施，並研究將會執行的減輕程序，以確保管理已識別的重大風險在可接受範圍內。本集團監控可能導致新風險或轉化風險的重大變動，以確保有效執行風險應對措施。

用以檢討風險管理及內部監控系統效力的程序

本集團每年審閱風險管理及內部控制系統，以確保其適當性及有效性。隨著獨立內部審核功能之設立，財務狀況、營運監控及合規監控將根據風險基礎審核計劃獲檢查及檢討。各業務領域經審核後，會作出風險緩急排序。

本集團內部審核部門在內部監控職能方面發揮重要作用。其向董事會提供客觀保證，即根據既定程序及標準，透過對本集團所有主要業務進行定期審核（通常為三年週期），維護及運營健全的內部監控系統。根據開發的獨立風險評估編製年度審核計劃（包括年度審核重點及審核頻率）。有關計劃乃於每個財政年度初與審核委員會討論及協定。主要內部審核結果將提交審核委員會審閱，及內部審核部門的所有建議將得到妥為跟進，以確保有關建議於合理期限內得到落實。董事已收到內部審核部門的報告，並對本集團內部監控系統的效力進行了審閱。

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Pursuant to code provision C.2.5 of the CG Code, an independent corporate advisory service firm, (the “Independent Advisor”), was appointed by the Board on 11 April 2018 to assist in conducting a review on the Group’s system of internal controls and to provide recommendations on areas for improvement. The review covered the material controls on the Group’s operations including the financial, operational, compliance and risk management functions of the Group. The relevant reports from the Independent Advisor were presented to and reviewed by the Audit Committee and the Board Meeting held on 22 June 2018. From the report, no material findings are noted and certain recommendations have been made to the Company. The Company accepted the recommendations and corresponding actions have been enforced.

The Board considers that the internal control system of the Group is effective and will continue to review and update the system to ensure that shareholder’s investments and the Group’s assets are safeguarded.

Inside Information Policy

To handle and disclose inside information under the Listing Rules and SFO, the Group has established a policy which contains a strict prohibition on unauthorised use of inside information. Such policy is set out inside the staff manual and all staff is required to comply. In addition, each personnel are granted a specific access right to the price sensitive and inside information. The Directors, senior management and employees are informed with the latest regulatory updates. For the year ended 31 March 2018, inside information was disseminated in accordance with the inside information policy and the applicable laws and regulations.

Review of Accounting and Financial Reporting Functions

The Board, through the Audit Committee, reviewed the adequacy of resources, qualifications and experience of staff of the Group’s accounting and financial reporting function, their training programmes and budget, and was satisfied with the results of the review.

Communication with Shareholders

The Company has adopted a Shareholders Communication Policy reflecting the current practices of the Company for communication with its shareholders, which is available on the website of the Company.

根據企業管治守則的守則條文第C.2.5條，董事會於二零一八年四月十一日委任獨立企業顧問服務公司（「獨立顧問」），以協助檢討本集團的內部監控系統及提供有關方面的建議以作改進。檢討涵蓋有關本集團營運（包括本集團的財務、運作、合規及風險管理職能）的重大監控措施。獨立顧問的相關報告已向審核委員會呈報並由其審閱，而董事會會議於二零一八年六月二十二日舉行。報告中並無發現重大調查結果，且已向本公司提出若干建議。本公司已接納建議並採取了相應的措施。

董事會認為本集團的內部監控系統有效，並將繼續檢討及更新該系統，以確保股東的投資及本集團的資產得到保障。

內幕消息政策

為根據上市規則及證券及期貨條例處理及披露內幕消息，本集團已制定一項政策，嚴禁未經授權使用內幕消息。有關政策載於員工手冊內，所有員工均須遵守。此外，包括董事、高級管理層及僱員在內的所有人，如已獲授權查閱敏感資料均獲知會最近期的監管更新措施。截至二零一八年三月三十一日止年度，內幕消息已根據內幕消息政策及適用法例法規公佈。

檢討會計及財務報告功能

董事會透過審核委員會對本集團會計及財務報告功能方面的資源、員工資歷和經驗，有關員工的培訓課程及預算是否足夠進行檢討，並對檢討結果表示滿意。

與股東之溝通

本公司已採納一項反映本公司現時與其股東通訊之常規之股東通訊政策，其可於本公司網站查閱。

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The general meeting of the Company provides a platform for shareholders to exchange views with the Board. The attendance of each Director at the general meetings of the Company held during the CG Period is set out as follows:

本公司之股東大會為股東提供與董事會交流意見之平台。各董事出席於企業管治期間舉行之本公司股東大會之出席情況載列如下：

Director 董事	Board Capacity 董事會身份	Attendance 出席率
Mr. Li Zhenjun (vacated on 14 March 2019) 李振軍先生 (於二零一九年三月十四日被撤職)	ED & Chairman 執行董事兼主席	1/1
Mr. Poon Sum (retired on 28 August 2017) 潘森先生 (於二零一七年八月二十八日退任)	ED & Honourary Chairman 執行董事兼榮譽主席	1/1
Mr. Wong Kwok Leung 黃國良先生	ED & Chief Executive Officer 執行董事兼行政總裁	1/1
Mr. Poon Wai Kong (re-designated to Non-executive director on 4 January 2019) 潘偉剛先生(於二零一九年一月四日 獲調任為非執行董事)	ED & Chief Financial Officer 執行董事兼首席財務官	1/1
Mr. Hu Dehua (resigned on 15 February 2018) 胡德華先生 (於二零一八年二月十五日辭任)	ED 執行董事	1/1
Mr. Wu Zhou (appointed on 26 March 2018) 吳洲先生 (於二零一八年三月二十六日獲委任)	ED 執行董事	0/0
Mr. Chan Shu Kin 陳樹堅先生	INED 獨立非執行董事	1/1
Mr. Cheung Kwan Hung 張鈞鴻先生	INED 獨立非執行董事	1/1
Mr. Chiu Wai Piu 焦惠標先生	INED 獨立非執行董事	1/1

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS

Convening Extraordinary General Meeting ("EGM")

Pursuant to Article 58 of the Articles of Association of the Company, the Board may whenever it thinks fit call an EGM. Any one or more members 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 of the Company, 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. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company

Procedures for Putting Forward Proposals at General Meetings by Shareholders

There are no provisions under the Articles of Association of the Company or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an EGM for any business specified in such written requisition.

股東之權利

召開股東特別大會（「股東特別大會」）

根據本公司之組織章程細則第58條，董事會可於其認為適當的任何時候召開股東特別大會。任何一名或以上於遞呈要求日期持有不少於本公司繳足股本（附於本公司股東大會上投票權）十分之一之股東於任何時候有權透過向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且有關大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開有關大會，則遞呈要求人可自行以同樣方式作出此舉，而遞呈要求人因董事會未有召開大會而產生的所有合理開支應由本公司向遞呈要求人作出補償。

股東於股東大會提出建議之程序

根據本公司組織章程細則或開曼群島第22章公司法（一九六一年第3號法案，經綜合及修訂），概無條文涉及股東在股東大會提出建議之程序（除提名候選董事之建議外）。股東可根據上述程序召開股東特別大會以處理其於有關書面請求指定之任何事宜。

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Procedures for Shareholders to Propose a Person for Election as a Director

Pursuant to Article 88 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election as a Director and also a notice signed by the person to be proposed of his/her willingness to be elected shall have been given to the Company or lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such notices are given, shall be at least 7 days. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

A shareholder may propose a person other than a retiring director or recommended by the Directors for election as a Director by validly lodging the following documents within the period hereinafter mentioned at the Company's principal place of business in Hong Kong at 21st Floor, 80 Gloucester Road, Wan Chai, Hong Kong.

1. a notice in writing of the intention to propose that person for election as a Director, which must state the full name of the person, include the person's biographical details as required by rule 13.51(2) of the Listing Rules and be signed by the shareholder; and
2. a notice in writing signed by that person of his/her willingness to be elected as a director together with his written consent to the publication of his/her personal data.

Such documents shall be lodged with the Company's principal place of business in Hong Kong within the period of 7 days after the despatch of the notice of the general meeting. Upon receipt of such documents, the Company shall verify the documents and, if the proposal is found to be in order, publish an announcement and/or issue a supplemental circular in respect of the proposal in accordance with Rule 13.70 of the Listing Rules.

股東提名人選參選董事之程序

根據本公司組織章程細則第88條，除非獲董事推薦參選，否則除退任董事外，概無任何人士合資格於任何股東大會上參選董事職位，除非由正式合資格出席大會並於會上表決之股東（並非擬參選人士）簽署通告，其內表明建議提名有關人士參選董事之意向，並附上所提名人士簽署表示願意參選之通知提交本公司或送至總辦事處或過戶登記處，惟遞交有關通告之期限至少須為七日，而遞交有關通告之期間須不早於就該選舉而指定大會通告發出之日開始，且不遲於有關大會之日前七日結束。

股東可在本文其後所述之期間有效提交下列文件至本公司於香港之主要營業地點，地址為香港灣仔告士打道80號21樓，提名一位除退任董事或董事推選以外之任何人士參選董事一職。

1. 表明有意提名該人士參選董事之書面通知，該書面通知須列明該人士之全名，包括根據上市規則第13.51(2)條規定之該人士履歷詳情並經該股東簽署；及
2. 該人士簽署表明願意參選董事之書面通知連同同意刊登其個人資料之書面同意書。

有關文件須於寄發股東大會通告後七天之期間內提交至本公司香港主要營業地點。本公司於收到有關文件後將核實該文件，及倘該建議符合程序，將按照上市規則第13.70條之規定就該建議刊登公告及／或發出補充通函。

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In the case of any general meeting called by at least 10 clear business days' or 14 days' (whichever is the longer) notice in writing, such documents lodged within the aforesaid period may be received less than 10 business days prior to the general meeting, the Company will consider the adjournment of the general meeting in order to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplemental circular.

The aforesaid procedures are available on the Company's website.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary of the Company. The contact details are as follows:

Tou Rong Chang Fu Group Limited
21st Floor,
80 Gloucester Road,
Wan Chai,
Hong Kong
Attn: Company Secretary

Email: enquiries@trcf.com.hk
Tel No.: 852-2698 6093
Fax No.: 852-3580 7793

Constitutional Documents

During the CG Period, there is no significant change in the Company's constitutional documents.

倘任何股東大會須發出至少十個整營業日或14天(以較長者為準)之書面通知召開,則須於股東大會舉行日期前少於十個營業日收到於上述期間提交之有關文件,為了給予股東至少十個營業日以考慮該公告或補充通函所披露之相關資料,本公司將考慮舉行該股東大會之續會。

上述程序可於本公司網站獲取。

將股東之查詢送達董事會之程序

股東可於任何時間向董事會發送彼等之查詢及關注,註明本公司公司秘書收啟。聯絡詳情如下:

投融長富集團有限公司
香港
灣仔
告士打道80號
21樓
收件人:公司秘書

電郵: enquiries@trcf.com.hk
電話號碼: 852-2698 6093
傳真號碼: 852-3580 7793

組織章程文件

於企業管治期間,本公司之組織章程文件並無任何重大變動。

Corporate Governance Report

企業管治報告

Acknowledgement of Responsibility for the Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group. In preparing the financial statements for the financial year under review, the Directors have:

- based on a going concern basis;
- selected suitable accounting policies and applied them consistently; and
- made judgments and estimates that were prudent, fair and reasonable.

The statement of the Auditor regarding their reporting responsibilities on the financial statements is set out in detail in the Independent Auditor's Report on pages 86 to 97.

On behalf of the Board

Huang Guobiao

Executive Director

Hong Kong, 8 November 2019

確認對財務報表所負的責任

董事確認彼等編製本集團財務報表的責任。編製回顧財政年度之財務報表時，董事已：

- 按持續經營基準編製；
- 挑選適當會計政策，並貫徹應用；及
- 作出審慎、公平及合理的判斷及估計。

核數師就財務報表而發出的報告責任聲明於第86頁至第97頁的獨立核數師報告內詳述。

代表董事會

執行董事

黃國標

香港，二零一九年十一月八日

Report of the Directors

董事報告

The Directors submit their annual report together with the audited consolidated financial statements for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES AND GEOGRAPHIC ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the principal subsidiaries are set out in note 1 to the consolidated financial statements. An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's prospects are provided in the Chairman's Statement and the Management Discussion and Analysis on pages 7 to 9 and pages 27 to 36 of the Annual Report respectively. Description of key risk factors and uncertainties that the Group is facing are provided in the Management Discussion and Analysis on pages 27 to 36 of the Annual Report while the financial risk management of the Group is discussed in note 3 to the consolidated financial statements.

ENVIRONMENTAL POLICY

The Group is committed to support the environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances. The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

董事謹此提呈其年報連同截至二零一八年三月三十一日止年度的經審核綜合財務報表。

主要業務及業務地區分析

本公司的主要業務是投資控股。主要附屬公司的業務均載於綜合財務報表附註1。本集團於本年度的表現分析，是按業務及地區分類來進行，並載於綜合財務報表附註5。

業務回顧

本集團於本年度之業務回顧及有關本集團之前景之討論分別於年報第7頁至第9頁及第27頁至第36頁之主席報告書及管理層討論及分析內載述。本集團面對之主要風險因素及不明朗因素於年報第27頁至第36頁之管理層討論及分析內載述，而本集團之財務風險管理則於綜合財務報表附註3內討論。

環境政策

本集團致力於支持環境可持續發展。本集團在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保，並推動僱員提高環保意識。本集團堅守循環再用及減廢的原則，實施各項綠色辦公室措施，例如雙面打印及複印、提倡使用循環紙及透過關掉閒置的電燈及電器以減少耗能。本集團將不時檢討其環保工作，並將考慮在本集團的業務營運中實施更多環保措施及慣例，以堅守3R原則（即減廢(Reduce)、再造(Recycle)及再用(Reuse)）為目標，加強環境的可持續性。

CHARITABLE DONATIONS AND COMMUNITY SERVICES

The Group supports many charitable community programmes by making corporate donations and encouraging employee contributions to a number of charitable organisations. During the reporting period, the Group has contributed a total of HK\$117,000 donations to Love Foundation Limited, The Community Chest as well as Federation of New Territories Youth Foundation Limited during the reporting period, with a focus on social welfare, particularly providing support to the elderly, women, youth and children. The donation to Federation of New Territories Youth Foundation Limited was to support the Second Inter-school Competition and Integrated Abilities of Senior Secondary Student relating to the Belt and Road Initiative, which promoted teenagers' interests in social affairs and to widen their horizons.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 March 2018, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on the Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus the Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard. The Group also understands that it is important to maintain good relationship with business partners and bank enterprises to achieve its long-term goals. Accordingly, our senior management have kept good communication, promptly exchanged ideas and shared business updates with them when appropriate. During the year under review, there was no material and significant dispute between the Group and its business partners or bank enterprises.

慈善捐獻及社區服務

本集團透過企業捐贈支持多項慈善活動，並鼓勵員工出一份力，捐助不同的慈善機構。於報告期間，本集團為愛基金有限公司、公益金及新界青聯發展基金會有限公司捐款合共港幣117,000元，專注社會福利，尤其是為老年人、女性、青年及兒童提供支持。向新界青聯發展基金會有限公司捐出的款項乃用於支持有關一帶一路倡議的第二屆中學校際綜合能力比賽，提高青少年對社會時事的興趣及擴闊其視野。

遵守法律及規例

截至二零一八年三月三十一日止年度內，就本公司所知，概無任何不遵守任何有關法律及法規而對本集團造成重大影響的情況。

與持份者之關係

本公司認同，僱員是我們的寶貴資產。因此，本集團提供具競爭力的薪酬待遇，以吸引並激勵僱員。本集團定期檢討僱員的薪酬待遇，並會因應市場標準而作出必要的調整。本集團亦明白，與商業夥伴及銀行企業保持良好商業關係，是我們達成長遠目標的要素。因此，高級管理層會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務資料。於回顧年度內，本集團與商業夥伴或銀行企業之間並無重大而明顯的糾紛。

Report of the Directors

董事報告

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 98. No interim dividend was paid or declared in respect of the year ended 31 March 2018 (2017: Nil). The Board does not recommend the payment of final dividend for the year ended 31 March 2018 (2017: Nil).

SHARES ISSUED AND USE OF NET PROCEED

During the reporting period, the Company issued total of 1,417,152,000 ordinary shares through the placement of new shares, which raised the net proceeds of funding amounting to approximately HK\$147,085,000. Details of movements in shares issued for the year ended 31 March 2018 are set out in note 28 to the consolidated financial statements. During the reporting period, the net proceeds raised were used for the prescribed purposes, of which approximately HK\$37,575,000 were used as general working capital for the trading and financial services businesses of the Group. The remaining net proceeds were unutilised as at 31 March 2018.

PRINCIPAL PROPERTIES

Details of principal properties held for development and/or sale and for investment purposes are set out in page 254 of the Annual Report.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2018, calculated under Part 6 of the new Hong Kong Companies Ordinance (Cap.622) amounted to approximately HK\$327,167,000, representing the amount standing to the credit of the share premium amount after deduction of accumulated losses. Under section 34 of the Companies Law (Revised) of the Cayman Islands, the share premium is available for distribution to shareholders subject to the provisions of the Articles of Association of the Company, and no distribution may be paid to shareholders out of the Company's share premium unless the Company shall be able to pay its debt as they fall due in the ordinary course of business.

業績及分派

本集團本年度的業績，載於第98頁的綜合收益表內。本公司並無就截至二零一八年三月三十一日止年度派付或宣派中期股息（二零一七年：無）。董事會不建議派發截至二零一八年三月三十一日止年度之末期股息（二零一七年：無）。

已發行股份及所得款項淨額用途

於報告期間，本公司透過配售新股份合共發行1,417,152,000股普通股，其所籌集所得款項淨額達約港幣147,085,000元。截至二零一八年三月三十一日止年度之已發行股份變動詳情載於綜合財務報表附註28。於報告期間，所籌集所得款項淨額用於規定用途，其中約港幣37,575,000元用於本集團貿易及金融服務業務之一般營運資金。餘下所得款項淨額於二零一八年三月三十一日尚未動用。

主要物業

持作發展及／或出售及作投資用途之主要物業詳情載於年報第254頁。

可供分派儲備

本公司於二零一八年三月三十一日的可供分派儲備按照新香港公司條例（第622章）第6部計算約為港幣327,167,000元，乃股份溢價賬之進賬額（經扣除累計虧損後）。根據開曼群島公司法（經修訂）第34條，在本公司的組織章程細則條文規限下，股份溢價可供分派予股東，另除非本公司能夠支付在日常業務範圍內到期的債務，否則不可將本公司的股份溢價分派予股東。

Report of the Directors 董事報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of the Cayman Islands.

FIVE YEARS FINANCIAL SUMMARY

An analysis of the Group's performance during the year using financial key performance indicators is provided in Five Years Financial Summary on pages 255 to 256 of the Annual Report.

PURCHASES, SALE OR REDEMPTION OF SECURITIES

Neither the Company, nor any of its subsidiaries, purchased, sold or redeemed any of the securities of the Company during the year.

SHARE OPTIONS

At the extraordinary general meeting held on 24 June 2013, the shareholders of the Company adopted the new share option scheme (the "Share Option Scheme") which enabled the grant of options to subscribe up to 460,062,382 shares, representing 10% of the issued shares of the Company as at the said date.

The Share Option Scheme is a share incentive scheme and is established to acknowledge the contributions made or to be made by participants to the Group. The Board of Directors may, at its discretion, offer employees, contracted celebrity, advisor, consultant, service provider, agent, customer, partner or joint venture partner of the Company and its subsidiaries (including any director of the Group), the grant of options to subscribe for shares of the Company. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the Share Option Scheme.

As at 31 March 2018, the total number of shares available for issue pursuant to the exercise of all options granted and to be granted under the Share Options Scheme was 457,062,382 shares (including share option that have been granted but not yet lapsed or exercised), representing about 5.10% of the issued share capital of the Company.

優先購買權

本公司的組織章程細則並無關於優先購買權的條文，而開曼群島法例亦無有關該等權利的限制。

五年財務概要

使用主要財務表現指標對本集團於年內之表現進行之分析載於年報第255頁至第256頁之五年財務概要內。

購買、出售或贖回證券

本公司或其任何附屬公司於本年度內並無購買、出售或贖回本公司任何證券。

購股權

於二零一三年六月二十四日舉行之股東特別大會上，本公司股東採納新購股權計劃（「購股權計劃」），從而促使本公司可授出可認購最多達460,062,382股股份的購股權，佔於上述日期本公司已發行股份的10%。

購股權計劃為一項股份獎勵計劃，設立目的旨在嘉許參與者對本集團作出或將作出的貢獻。董事會可酌情向本公司及其附屬公司僱員、合約名人、顧問、諮詢人、服務提供者、代理、客戶、合夥人或合營企業合夥人（包括本集團之任何董事）提呈授出購股權以認購本公司股份。購股權一經接納，承授人須向本公司支付港幣1.00元作為授出代價。根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權獲行使而可能發行的股份總數，合共不得超過購股權計劃獲批准當日已發行股份的10%。

於二零一八年三月三十一日，因根據購股權計劃授出及可授出的所有購股權獲行使而可供發行的股份總數為457,062,382股（包括已授出惟尚未失效或獲行使之購股權），相當於本公司已發行股本約5.10%。

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During the financial year ended 31 March 2018, 1,500,000 share options have been forfeited under the Share Option Scheme.

Unless approved by shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue. The Directors will have the absolute discretion to fix the minimum period for which an option must be held before it can be exercised, and the performance targets that must be achieved before the options can be exercised upon the grant of an option to a participant.

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the nominal value of the shares, (ii) the average of the closing prices of the shares as stated in daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five consecutive trading days immediately preceding the date of offer of the option and (iii) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of the option (which must be a trading day).

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of such period to be determined by the Board in its absolute discretion and notified to the grantee. No option may be granted more than 10 years after the date of adoption of the Share Option Scheme.

於截至二零一八年三月三十一日止財政年度內，1,500,000份購股權已根據購股權計劃被沒收。

除非本公司股東批准，否則於任何十二個月期間內行使授予每位參與者的購股權（包括已行使及尚未行使之購股權）而已發行及可予發行的股份總數，不得超過已發行股份的1%。董事有絕對酌情權於向參與者授出購股權時釐定購股權在可予行使前的最短持有期間，以及購股權可予行使前必須達成的表現目標。

根據購股權計劃授出的任何特定購股權的股份認購價，由董事會絕對酌情釐定，惟該價格將不可低於下列三者中的最高者：(i)股份的面值、(ii)股份於緊接購股權要約日期前連續五個交易日在香港聯合交易所有限公司（「聯交所」）每日報價表上所報的平均收市價及(iii)股份於購股權要約日期（必須為交易日）當日在聯交所的每日報價表上所報的收市價。

購股權可於購股權被視為已授出及獲接納日期後任何時間，及在董事會全權酌情決定並通知承授人的該段期間屆滿前，根據購股權計劃的條款予以行使。在採納購股權計劃日期之後，不可授出超過十年之購股權。

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Details of the share option outstanding at 31 March 2018 which have been granted under the Share Option Scheme are as follows:

於二零一八年三月三十一日，根據購股權計劃授出之尚未行使購股權詳情如下：

Participants	Date of grant	Exercise price per share	Exercise period	As at 1 Apr 2017 於 二零一七年 四月一日 '000 千股	Number of options 購股權數目			Price of Company's shares 本公司股份價格		
					Granted during the period 於期內授出 '000 千股	Exercised during the period 於期內行使 '000 千股	Forfeited during the period 於期內沒收 '000 千股	As at 31 March 2018 於 二零一八年 三月三十一日 '000 千股	For Options granted 已授出 購股權 HK\$ 港幣 (Note 1) (附註1)	For Options exercised 已行使 購股權 HK\$ 港幣 (Note 2) (附註2)
Executive Directors 執行董事										
Mr. Li Zhenjun 李振軍先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	5,000	-	-	-	5,000	-	-
Mr. Wong Kwok Leung 黃國良先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	50,000	-	-	-	50,000	-	-
Mr. Poon Wai Kong 潘偉剛先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	25,000	-	-	-	25,000	-	-
Independent Non-executive Directors 獨立非執行董事										
Mr. Chan Shu Kin 陳樹堅先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	3,500	-	-	-	3,500	-	-
Mr. Cheung Kwan Hung 張鈞鴻先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	3,500	-	-	-	3,500	-	-
Mr. Chiu Wai Piu 焦惠標先生	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	3,500	-	-	-	3,500	-	-
Employees 僱員										
In aggregate 合計	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	73,300	-	-	(1,500)	71,800	-	-
Other participants 其他參與者										
In aggregate 合計	22 April 2016 二零一六年四月二十二日	0.193	22 October 2016 to 21 April 2018 二零一六年十月二十二日至 二零一八年四月二十一日	50,000	-	-	-	50,000	-	-
Total 總計				213,800	-	-	(1,500)	212,300		

Report of the Directors

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Notes:

1. The price of the Company's shares disclosed for options granted is the closing price of the shares immediately before the date on which the options were granted.
2. The price of the Company's shares disclosed for options exercised is the weighted average closing price of the shares immediately before the dates on which the options were exercised.

Save as disclosed above, none of the Directors, or their spouse or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporations, or had exercised any such right during the year.

SHARE AWARD SCHEME OF THE COMPANY

On 16 October 2008, the Company adopted the Share Award Scheme in which selected employees of the Group, including without limitation any Executive and Non-executive Director, officer, agent or consultant (with payroll) of the Group, are entitled to participate in the Share Award Scheme pursuant to the rules of the Share Award Scheme. The purposes and objectives of the Share Award Scheme are to recognize the contributions by certain employees and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date. The maximum number of shares which may be awarded to a selected employee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company as at the adoption date. The nominal value of the shares awarded by the Board under the Share Award Scheme shall not exceed 5% of the issued share capital of the Company as at the adoption date.

During the year ended 31 March 2018, no share was purchased for the Share Award Scheme. There were no awarded shares granted forfeited, vested or outstanding during the period.

附註:

1. 就已授出購股權而披露的本公司股份價格，指緊接購股權授出日期前股份的收市價。
2. 就已行使購股權而披露的本公司股份價格，指緊接購股權獲行使日期前股份的平均收市價。

除上文所披露者外，於年內，概無董事或其配偶或十八歲以下的子女已獲授可認購本公司或任何其相聯法團的股本或債務證券的任何權利，或已行使任何該等權利。

本公司股份獎勵計劃

於二零零八年十月十六日，本公司採納股份獎勵計劃，根據股份獎勵計劃之規定，本集團選定之僱員，包括但不限於本集團任何執行及非執行董事、高級人員、代理人或顧問（受薪的），均有權參加股份獎勵計劃。股份獎勵計劃的目的和宗旨是表揚某些僱員的貢獻和給予他們獎勵，以挽留他們為集團的持續運作和發展努力，並吸引合適的人才以為本集團作進一步發展。受董事會決定提早終止所規限，股份獎勵計劃將由採納當日起十年有效及生效。根據股份獎勵計劃，可向某一選定員工授出之股份數目最多不得超過採納當日本公司已發行股本的1%。根據股份獎勵計劃，由董事會授予之股份面值不得超過於採納日期本公司已發行股本的5%。

於截至二零一八年三月三十一日止年度內，概無就股份獎勵計劃購買股份。於本期間並無授出、沒收、歸屬或尚未行使之獎勵股份。

Report of the Directors

董事報告

DIRECTORS

The Directors during the year and up to the date of this report are:

Mr. Li Zhenjun
(vacated on 14 March 2019)
Mr. Poon Sum
(retired on 28 August 2017)
Mr. Huang Guobiao
(appointed on 8 January 2019)
Mr. Chen Yongsheng
(appointed on 7 December 2018)
Mr. Wong Kwok Leung
Mr. Gan Xiaohua
(appointed on 24 September 2018)
Mr. Poon Wai Kong
Mr. Wu Hao
(appointed on 14 March 2019)
Mr. Hu Dehua
(resigned on 15 February 2018)
Mr. Wu Zhou
(appointed on 26 March 2018 and
resigned on 7 December 2018)

Mr. Chan Shu Kin¹
Mr. Cheung Kwan Hung¹
Mr. Chiu Wai Piu¹

¹ Independent Non-executive Director

In accordance with Article 86(3) of the Company's Articles of Association, Mr. Huang Guobiao, Mr. Chen Yongsheng, Mr. Gan Xiaohua and Mr. Wu Hao shall retire from office at the forthcoming annual general meeting and in accordance with Article 87(1) of the Articles of Association, Mr. Wong Kwok Leung, Mr. Chan Shu Kin and Mr. Chiu Wai Piu shall retire from office by rotation at the forthcoming annual general meeting. All retiring Directors, being eligible, offer themselves for re-election.

董事

本年度內及直至本報告刊發日期為止的董事如下：

李振軍先生
(於二零一九年三月十四日被撤職)
潘森先生
(於二零一七年八月二十八日退任)
黃國標先生
(於二零一九年一月八日獲委任)
陳永生先生
(於二零一八年十二月七日獲委任)
黃國良先生
甘曉華先生
(於二零一八年九月二十四日獲委任)
潘偉剛先生
吳昊先生
(於二零一九年三月十四日獲委任)
胡德華先生
(於二零一八年二月十五日辭任)
吳洲先生
(於二零一八年三月二十六日獲委任及
於二零一八年十二月七日辭任)

陳樹堅先生¹
張鈞鴻先生¹
焦惠標先生¹

¹ 獨立非執行董事

根據本公司的組織章程細則第86(3)條，黃國標先生、陳永生先生、甘曉華先生及吳昊先生須留任直至應屆股東週年大會上退任，而根據組織章程細則第87(1)條，黃國良先生、陳樹堅先生及焦惠標先生將於應屆股東週年大會上輪值告退。所有退任董事符合資格，並願意膺選連任。

Report of the Directors

董事報告

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director of the Company and the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事的服務合約

於即將舉行的股東週年大會獲提名重選連任的董事，並無與本公司訂立本公司不需要支付補償（法定補償除外）即不可於一年內終止的服務合約。

董事於對本公司業務而言屬重大的交易、安排及合約的重大權益

於本年度結束時或年內任何時間，本公司之附屬公司、同系附屬公司或其母公司並無訂立任何本公司董事及董事之關連人士在當中直接或間接擁有重大權益且對本集團業務而言屬重大的交易、安排或合約。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

Executive Directors

執行董事

Mr. Huang Guobiao, aged 40, was appointed as Executive Director of the Company with effect from 8 January 2019 and was appointed as chairman of the Board with effect from 28 January 2019. Mr. Huang has extensive experience in the medicine industry. From 2005 to 2009, Mr. Huang worked at 國藥控股湖北有限公司新特藥分公司 (Guoyao Holding Hubei Co. Ltd. New Special Medicine Branch*), a company principally engaged in the trading of medicine and medical appliance, as the general manager, responsible for the overall business operation. From 2005 to 2016, Mr. Huang worked at 湖北新文星醫藥科技有限公司 (Hubei Xinwenxing Medical Technology Co. Ltd.*), a company principally engaged in medical research and development, and investment in medical projects and companies engaged in medical market research, as the general manager, responsible for the overall business operation. Mr. Huang currently works at 湖北人福新文星醫藥有限公司 (Hubei Renfu Xinwenxing Medicine Co. Ltd.*), a company principally engaged in the wholesale and research of medicine, as the general manager, responsible for the overall business operation.

黃國標先生，40歲，自二零一九年一月八日起獲委任為本公司的執行董事及二零一九年一月二十八日起獲委任為董事會主席。黃先生於醫藥行業擁有豐富經驗。自二零零五年至二零零九年，黃先生擔任國藥控股湖北有限公司新特藥分公司（一間主要從事醫藥及醫療器械貿易之公司）總經理，負責整體業務營運。自二零零五年至二零一六年，黃先生擔任湖北新文星醫藥科技有限公司（一間主要從事醫藥研發，及醫療項目投資以及醫藥市場調研公司投資業務之公司）總經理，負責整體業務營運。黃先生現擔任湖北人福新文星醫藥有限公司（一間主要從事藥品批發及研究之公司）總經理，負責整體業務營運。

Mr. Huang was the legal representative and an executive director of 武漢新文星生物醫藥技術有限公司 (Wuhan Xinwenxing Biological Medical Technology Co. Ltd.*) which was a company established in the PRC principally engaged in the research of biological and medical appliances and consultancy services, and was deregistered in November 2016 by its members due to the cessation of business. Mr. Huang was the general manager of 武漢兆鋒醫藥開發有限公司 (Wuhan Zhaofeng Medicine Development Co. Ltd.*) which was a company established in the PRC principally engaged in the research and development of medical appliances and healthcare products and consultancy services, and was struck off in July 2005 due to its failure to comply with annual inspection requirements. Mr. Huang confirmed that there is no wrongful act on his part leading to the above dissolution of companies and that he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution of such companies.

黃先生曾任武漢新文星生物醫藥技術有限公司（一間於中國成立之公司，主要從事研究生生物醫療器械及顧問服務業務，及因業務終止由其股東於二零一六年十一月取消註冊）法人代表兼執行董事。黃先生曾任武漢兆鋒醫藥開發有限公司（一間於中國成立之公司，主要從事研發醫療器械及保健品以及顧問服務業務，及因未能遵守年度審查規定而於二零零五年七月註銷）總經理。黃先生確認，其並無任何不法行為導致上述公司解散，且其不知悉因該等公司解散而已或將針對其作出任何實際或潛在索償。

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* 本報告內指明中文名稱的英文音譯僅供參考，不應被視為該等中文名稱的英文官方名稱。

Report of the Directors 董事報告

Mr. Chen Yongsheng, aged 39, was appointed as Executive Director of the Company with effect from 7 December 2018 and was appointed as Chief Executive Officer of the Company with effect from 28 January 2019. Mr. Chen graduated from Nanyang Technological University, the Republic of Singapore, in 2004, with a bachelor degree of engineering (electrical & electronic engineering) and from the Hong Kong University of Science and Technology, Hong Kong, in 2010, with a master degree in business administration. Mr. Chen passed the 基金從業人員資格考試 (fund management practitioner's qualification examination[#]) of 中國證券投資基金業協會 (Asset Management Association of China[#]) in 2017. He was a licensed representative for type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) until March 2016.

Prior to joining the Group, Mr. Chen has over 15 years experience in capital markets and the financial services field. From 2004 to 2006, Mr. Chen worked at Citicorp Investment Bank (S) Ltd., a company principally engaged in assets management and investment banking. From 2006 to 2008, Mr. Chen worked at Stirling Coleman Capital Limited, a company principally engaged in investment banking. From 2010 to 2012, Mr. Chen worked at CIAM Group Limited, being a subsidiary of CITIC International Assets Management Limited, a company principally engaged in investment and assets management. From 2013 to 2016, Mr. Chen worked at Quam Capital Limited, a company principally engaged in the provision of financial services, with his last position as a director.

Mr. Gan Xiaohua, aged 46, was appointed as Executive Director of the Company with effect from 24 September 2018. Mr. Gan graduated from the Zhejiang University (浙江大學), the People's Republic of China in 1994 with a bachelor degree in computer technology and application. Prior to joining the Group, Mr. Gan worked in Hangzhou Rongbang Investment Management Company Limited[#] (杭州融邦投資管理有限公司), a company principally engaged in investment management and consultation services, as a director and the general manager from 2008 to 2014; in Hangzhou Guangda Equity Investment Fund Management Company Limited[#] (杭州光大股權投資基金管理有限公司), a company principally engaged in investment management and consultation services, as the general manager from 2014 to 2016; and in China EBest Holding Group Co., Limited (中國光元控股集團有限公司) a company principally engaged in computer information technology services, as the chairman from 2016 to 2018. Mr. Gan is currently the chairman of Zhejiang EBest Investment Management Co., Limited[#] (浙江光元投資管理有限公司), a company principally engaged in investment management and consultation services, since December 2017 and the chairman of Zhejiang EBest Gold Co., Limited[#] (浙江光元黃金有限公司), a company principally engaged in the design and sale of jewellery, since January 2018.

[#] The English translation of the Chinese name(s), where indicated, are included for information purpose only, and should not be regarded as the official English name(s) of such Chinese names.

陳永生先生，39歲，自二零一八年十二月七日起獲委任為本公司執行董事及二零一九年一月二十八日獲委任為本公司行政總裁。陳先生於二零零四年畢業於新加坡共和國南洋理工大學，獲頒工程（電氣及電子工程）學士學位及於二零一零年畢業於香港科技大學，獲頒工商管理碩士學位。陳先生於二零一七年通過中國證券投資基金業協會之基金從業人員資格考試。彼曾為證券及期貨條例（香港法例第571章）第6類（就機構融資提供意見）受規管活動之持牌代表，直至二零一六年三月為止。

於加入本集團前，陳先生已於資本市場及金融服務領域擁有逾15年經驗。自二零零四年至二零零六年，陳先生任職於Citicorp Investment Bank (S) Ltd（一間主要從事資產管理及投資銀行業務之公司）。自二零零六年至二零零八年，陳先生任職於施霖高誠企業融資（股份）有限公司（一間主要從事投資銀行業務之公司）。自二零一零年至二零一二年，陳先生任職於事安集團有限公司（即中信國際資產管理有限公司之附屬公司，一間主要從事投資及資產管理業務之公司）。自二零一三年至二零一六年，陳先生任職於華富嘉洛企業融資有限公司（一間主要從事提供金融服務業務之公司），彼擔任之最後職務為董事。

甘曉華先生，46歲，自二零一八年九月二十四日起獲委任為本公司執行董事。甘先生於一九九四年畢業於中華人民共和國浙江大學，獲計算機技術及應用學士學位。於加入本集團前，甘先生曾自二零零八年至二零一四年擔任杭州融邦投資管理有限公司（一間主要從事投資管理及諮詢服務之公司）董事及總經理；自二零一四年至二零一六年擔任杭州光大股權投資基金管理有限公司（一間主要從事投資管理及諮詢服務之公司）總經理；及自二零一六年至二零一八年擔任中國光元控股集團有限公司（一間主要從事計算機信息技術服務之公司）主席。甘先生現時自二零一七年十二月起擔任浙江光元投資管理有限公司（一間主要從事投資管理及諮詢服務之公司）主席及自二零一八年一月起擔任浙江光元黃金有限公司（一間主要從事珠寶設計及銷售之公司）主席。

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Report of the Directors 董事報告

Mr. Wong Kwok Leung, aged 61, is an Executive Director. He was appointed as the Chief Executive Officer during the period from 1 April 2012 to 28 January 2019. He was appointed as the vice chairman of the Board with effect from 28 January 2019. He is responsible for the Group's daily operations, administration and production management of the Group's subsidiary in the PRC. He obtained the qualification of LCC-Higher Accounting from London Chamber of Commerce and diploma of supervisory studies from Hong Kong Productivity Council. Prior to joining the Group, he worked in the field of finance and accounting for over 17 years and has obtained extensive knowledge therein. He joined the Group in September 1997.

Non-Executive Director

Mr. Poon Wai Kong, aged 48, is an Non-Executive Director. He is a member of both the Hong Kong Institute of Certified Public Accountants, the Certified Practising Accountant of Australia and Hong Kong Institute of Chartered Secretaries. He also holds a Master degree in Business Administration and a Master degree in Professional Accounting and Corporate Governance from the City University of Hong Kong, a Master degree in Practising Accounting from the Monash University, Australia and a Bachelor degree in Economics from the University of London, United Kingdom. He has more than 28 years' experience in accounting and financial field. He joined the Group in September 2005. He was appointed as an Executive Director of the Company on 21 March 2006 and was re-designated as Non-Executive Director on 4 January 2019. He was the Chief Financial Officer of the Company during the period from 1 April 2014 to 1 January 2019. He was the Company Secretary for the Company during the period from September 2006 to January 2019. He was an independent non-executive director of TC Orient Lighting Holdings Limited during the period from June 2015 to June 2018 (Stock Code: 515, a company listed on the Main Board of the Stock Exchange). He was also appointed as an non-executive director of Wing Chi Holdings Limited in October 2018 (Stock Code: 6080, a company listed on the Main Board of the Stock Exchange).

黃國良先生，61歲，執行董事。彼於二零一二年四月一日至二零一九年一月二十八日期間為行政總裁。彼於二零一九年一月二十八日獲委任為董事會副主席。彼負責本集團之日常營運、本集團於中國的附屬公司的行政及生產管理。黃先生獲倫敦商學會頒發倫敦商學會一高級會計資格，以及獲香港生產力促進局頒發管理課程文憑。彼於加入本集團前，從事財務及會計逾17年，並在有關方面累積了豐富經驗。彼於一九九七年九月加入本集團。

非執行董事

潘偉剛先生，48歲，非執行董事。彼為香港會計師公會會員、澳洲特許會計師公會及香港特許秘書公會會員。彼亦持有香港城市大學工商管理碩士學位及專業會計及公司管治碩士學位、澳洲蒙納士大學實務會計碩士學位及英國倫敦大學經濟系學士學位。彼於會計及財務方面擁有逾28年經驗。彼於二零零五年九月加入本集團，自二零零六年三月二十一日起被委任為本公司的執行董事，並於二零一九年一月四日調任為本公司非執行董事。彼於二零一四年四月一日至二零一九年一月一日期間為本公司的首席財務官。彼於二零零六年九月至二零一九年一月期間為本公司的公司秘書。彼於二零一五年六月至二零一八年六月期間為達進東方照明控股有限公司（股份代號：515，一間於聯交所主板上市之公司）之獨立非執行董事。彼亦於二零一八年十月獲委任為榮智控股有限公司（股份代號：6080，一間於聯交所主板上市之公司）之非執行董事。

Report of the Directors 董事報告

Mr. Wu Hao, aged 58, was appointed as Non-Executive Director of the Company on 14 March 2019. Mr. Wu graduated from the China University of Political Science and Law (中國政法大學), the People's Republic of China ("PRC") in 1986 with a bachelor degree in Law. Prior to joining the Group, Mr. Wu has over 20 years' experience in the legal industry specialising in corporate mergers and acquisition, restructuring, legal risk management, commercial and international law. From 2002 to 2016, he worked at Beijing CUIPPC Law Firm (北京市中誠友聯律師事務所) as the head and partner of a PRC law firm. Mr. Wu is currently the senior partner of Zhongrui Law Firm (北京市中瑞律師事務所), a PRC law firm.

Independent Non-Executive Director

Mr. Chan Shu Kin, aged 65, is an Independent Non-executive Director. He was appointed on 21 October 2002. He is a certified public accountant and is a partner of Messrs. Ting Ho Kwan & Chan, Certified Public Accountants. He is an associate member of the Institute of Chartered Accountants in England and Wales, fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is also a Certified Tax Advisor of the Taxation Institute of Hong Kong. He has over 40 years of experience in the field of auditing, accounting as well as financial management. He is the past president of the Society of Chinese Accountants and Auditors. He is also an independent non-executive director of PYI Corporation Limited (Stock Code: 498, a company listed on the Main Board of the Stock Exchange) and GTI Holdings Limited (Formerly known as Addchance Holdings Limited) (Stock Code: 3344, a company listed on the Main Board of the Stock Exchange) respectively.

吳昊先生，58歲，於二零一九年三月十四日獲委任為本公司非執行董事。吳先生一九八六年畢業於中華人民共和國（「中國」）的中國政法大學，獲頒法學學士學位。於加入本集團前，吳先生於法律行業擁有逾20年經驗，專長於企業併購、重組、法律風險管理、商業及國際法律。自二零零二年至二零一六年，彼於北京市中誠友聯律師事務所擔任主管及一間中國律師事務所合夥人。吳先生現擔任一間中國律師事務所北京市中瑞律師事務所高級合夥人。

獨立非執行董事

陳樹堅先生，65歲，為獨立非執行董事。彼於二零零二年十月二十一日獲委任。彼為執業會計師，並為執業會計師行丁何關陳會計師行的合夥人。彼為英格蘭及威爾斯特許會計師公會會員、英國特許公認會計師公會資深會員及香港會計師公會資深會員。彼亦為香港稅務學會註冊稅務師。在核數、會計及財務管理方面累積了逾40年經驗。彼曾為香港華人會計師公會會長。彼亦分別為保華集團有限公司（股份代號：498，一間於聯交所主板上市之公司）及共享集團有限公司（前稱為互益集團有限公司）（股份代號：3344，一間於聯交所主板上市之公司）之獨立非執行董事。

Report of the Directors 董事報告

Mr. Cheung Kwan Hung, aged 67, is an Independent Non-executive Director. He was appointed on 30 September 2004. He is a member of the Hong Kong Institute of Certified Public Accountants. He has many years of experience in accounting, finance and corporate management and has considerable years of experience in investment banking specialising in equity/debt fund raising, mergers and acquisitions and corporate and debt restructuring as well as private financial consultancy work. He was also an executive director of publicly listed companies undertaking corporate management, planning and strategies development functions. Currently, he is an independent non-executive director of NewOcean Energy Holdings Limited (Stock Code: 342, a company listed on the Main Board of the Stock Exchange), Great Harvest Maeta Group Holdings Limited (Stock Code: 3683, a company listed on the Main Board of the Stock Exchange) and Zhuoxin International Holdings Limited (Stock Code: 8266, a company listed on GEM of the Stock Exchange).

Mr. Chiu Wai Piu, aged 72, is an Independent Non-executive Director. He was appointed on 11 December 2015. He is a very experienced and reputable journalist and has over 43 years of experience in journalism. He has been a reporter, an editor, the main news assignment editor, the local news assignment editor, the managing editor and the editorial writer in newspapers and a senior research officer in "One Country Two Systems Research Institute". Mr. Chiu has been the founding treasurer and the second-session chairman of the "Hong Kong Federation of Journalists". In 2006, he was elected as the Vice Secretary-General & Treasurer in the new session of re-election of committee members of the "Hong Kong Federation of Journalists"; and he was also elected as the Director-General in 2009. Mr. Chiu has, for many years, devoted himself wholeheartedly in boosting cooperation among local journalists, enhancing professional conduct of journalists and developing the relationship and advocating the interchange of knowledge between journalists in Hong Kong and Mainland China. His contribution in this field is highly praised and recognised. Mr. Chiu served as an independent non-executive director of Global Strategic Group Limited (Stock Code: 8007, a company listed on the GEM of the Stock Exchange) and resigned on the said position on 16 June 2016. Mr. Chiu currently serves as an independent non-executive director of GTI Holdings Limited (Formerly known as Addchance Holdings Limited) (Stock Code: 3344, a company listed on the Main Board of the Stock Exchange) and Zhuoxin International Holdings Limited (Formerly known as Gold Tat Group International Limited) (Stock Code: 8266, a company listed on the GEM of the Stock Exchange).

張鈞鴻先生，67歲，為獨立非執行董事。彼於二零零四年九月三十日獲委任。彼為香港會計師公會會員。彼在會計、財務及企業管理方面擁有多年經驗及在投資銀行方面擁有多年經驗，專門從事股本／債務集資、合併及收購、公司及債務重組以及私人財務顧問工作。彼曾任多間公眾上市公司執行董事，負責企業管理、規劃及策略發展職務。現時，彼為新海能源集團有限公司（股份代號：342，一間於聯交所主板上市之公司）、榮豐聯合控股有限公司（股份代號：3683，一間於聯交所主板上市之公司）及卓信國際控股有限公司（股份代號：8266，一間於聯交所GEM上市之公司）的獨立非執行董事。

焦惠標先生，72歲，為獨立非執行董事。彼於二零一五年十二月十一日獲委任。彼為資深及有聲譽之新聞從業員，並於新聞界擁有逾43年經驗。彼曾為記者、編輯、重點新聞編輯、本地新聞編輯、助理總編輯、報章主筆及「一國兩制研究中心」高級研究主任。焦先生曾為「香港新聞工作者聯會」創會司庫及該會第二任主席。於二零零六年「香港新聞工作者聯會」重選新任委員會成員時，彼獲委任為常務副秘書長兼司庫，並於二零零九年獲選舉為總幹事。焦先生多年來全心致力推廣本地新聞從業員之間合作、提高新聞從業員之專業操守及發展香港及中國內地新聞從業員之間的關係及推廣兩者之間的資訊交流。彼於業界之貢獻獲高度讚賞及肯定。焦先生曾任環球戰略集團有限公司（股份代號：8007，一間於聯交所GEM上市之公司）之獨立非執行董事，並於二零一六年六月十六日辭任上述職務。焦先生現任共享集團有限公司（前稱為互益集團有限公司）（股份代號：3344，一間於聯交所主板上市之公司）及卓信國際控股有限公司（前稱為金達集團國際有限公司）（股份代號：8266，一間於聯交所GEM上市之公司）之獨立非執行董事。

Report of the Directors

董事報告

Senior Management

Ms. Tsang Hau Wai, aged 39, is currently the Chief Financial Officer of the Group since January 2019. She is a fellow member of the Hong Kong Institute of Certified Public Accountants. She is also a certified Project Management Professional of Project Management Institute. She holds a Bachelor degree in Accountancy from The Hong Kong Polytechnic University. Prior to joining the Company in December 2011, she had more than 15 years' experience in the field of auditing, accounting and financial management mainly from international accounting firms and a listed company on the main board of the Stock Exchange.

Business unit

Commodity trading

Mr. Lee Siu Fung, Stephen, aged 43, is currently the head of commodity trading sector. Mr. Lee holds Bachelor Degree in Arts from the Chinese University of Hong Kong. He has considerable years of management experience in both People's Republic of China and Hong Kong Special Administrative Region of the People's Republic of China. He was once the Associate Director of Convoy Global Holdings Limited (Stock Code: 1019, a company listed on the Main Board of the Stock Exchange), the Executive President of 金達利投資管理有限公司(深圳) and the Vice President of 大科技有限公司(廣州).

Financial services

Mr. Chan Wing Sum, Sam, aged 39, is currently the Chief Investment Officer of China Hong Kong Link Asset Management Limited. Mr. Chan holds an MBA degree from the University of Wales and a Postgraduate Diploma in Marketing (PG Dip) from Edinburgh Napier University, both in the United Kingdom. He is an associate of the Hong Kong Institute of Bankers (AHKIB) and Accredited Banking Practitioner (ABP) of the Hong Kong Institute of Bankers. Prior to joining the Group, he worked in asset management and financial services field for over 15 years of in both People's Republic of China and Hong Kong Special Administrative Region of the People's Republic of China. He was the Executive Officer and the Chief Investment Officer of Glory Sun Asset Management Limited, a wholly owned subsidiary of Glory Sun Financial Group (Hong Kong stock code: 1282.hk) and assisted with clients' portfolio management at Hong Kong Headquarter of Hong Kong and Shang Hai Banking Corporation. He was also with Dah Sing Life Insurance Company Limited and ACE Life Insurance Company Ltd. in their respective wealth management departments before.

高級管理層

曾巧慧女士，39歲，自二零一九年一月起至今擔任本集團之財務總監。彼為香港會計師公會資深會員。彼獲項目管理協會授予項目管理專業人員資格。彼持有香港理工大學會計學學士學位。於二零一一年十二月加入本公司前，彼主要於國際會計師行及一家於聯交所主板上市公司在內擁有逾15年核數、會計及財務管理方面的經驗。

業務單位

商品貿易

李紹烽先生，43歲，現時為商品貿易業務主管。李先生擁有香港中文大學文學學士學位。彼在中華人民共和國及中華人民共和國香港特別行政區都有豐富的管理經驗。彼曾經為康宏環球控股有限公司(股份代號：1019，一間於聯交所主板上市之公司)的副總裁、金達利投資管理有限公司(深圳)執行總裁及大科技有限公司(廣州)副總裁。

金融服務

陳永森先生，39歲，現時為中港通資產管理有限公司投資總監。陳先生擁英國威爾士大學工商管理碩士學位(MBA)和英國愛丁堡龍比亞大學市場營銷研究生文憑(PG Dip)。他還擁有由香港銀行學會頒發的會士(AHKIB)和銀行業資歷認證(ABP)資格。彼於加入本集團之前在中華人民共和國及中華人民共和國香港特別行政區從事資產管理和金融服務逾15年。彼曾於寶新金融集團(香港股票代碼：1282.hk)的全資子公司寶新資產管理有限公司，擔任執行董事和首席投資官；以及在英資銀行匯豐銀行香港總部管理客戶的投資組合。彼亦曾受雇於Dah Sing Life Insurance Company Limited及安達人保險公司，負責財富管理業務。

Report of the Directors 董事報告

Mr. Wong Chi Kan, aged 57, is currently the Representative Officer and Director of China-Hong Kong Link Securities Company Limited effective from October 2016. Mr. Wong has been licensed to carry out Type 1 (dealing in securities) regulated activity under the SFO since April 2003. Mr. Wong is currently the head of sales and trading, in which capacity he supervises the dealing department and is responsible for the front office operations, including executing client orders, advising clients and general day to day sales and trading work. Mr. Wong has worked at several Hong Kong-based brokerage and securities houses as a Responsible Officer (RO) or a representative over the past 14 years; he was a RO in CSC Securities (HK) Limited from April 2003 to August 2003 involved in dealing in securities; from September 2003 to October 2004 he was a Licensed Representative of First Securities (HK) Limited involved in dealing in securities; from January 2005 to September 2012 he was a Licensed Representative at Luen Fat Securities Company Limited involved in dealing in securities; and from September 2012 to September 2016 he was a Responsible Officer in Pinestone Securities Limited in involved in dealing securities.

* The English transliteration of the Chinese name in this report, where indicated, is included for information purpose only, and should not be regarded as the official English name of such Chinese name.

黃志勤先生，57歲，現時為中港通證券有限公司之負責人員及董事，自二零一六年十月起生效。黃先生自二零零三年四月起獲發牌從事證券及期貨條例項下第1類（證券交易）受規管活動。黃先生現任銷售及交易部門主管，職責為監督交易部門及負責前台營運，包括執行客戶指令、向客戶提供意見及一般日常銷售及交易工作。黃先生於過去14年內曾於多家總部設於香港之經紀及證券行擔任負責人員或代表：於二零零三年四月至二零零三年八月，彼為群益證券（香港）有限公司之負責人員，從事證券交易；於二零零三年九月至二零零四年十月，彼為第一證券（香港）有限公司之持牌代表，從事證券交易；於二零零五年一月至二零一二年九月，彼為聯發證券有限公司之持牌代表，從事證券交易；及於二零一二年九月至二零一六年九月，彼為鼎石證券有限公司之負責人員，從事證券交易。

* 本報告內指明中文名稱的英文音譯僅供參考，不應被視為該等中文名稱的英文官方名稱。

Report of the Directors

董事報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 March 2018, the interests of the Directors and Chief Executive in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (“SFO”)), as recorded in the register required to be kept under Section 352 of the SFO, or as notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) were as follows:

Name of Directors 董事姓名	Capacity 身份	Nature of Interests 權益性質	Number of Shares 股份數目	Equity Derivative 股本衍生工具 (Note 3) (附註3)	Total Interest 總權益	Total % of Issued Shares 佔已發行股份的 總百分比
Mr. Li Zhenjun 李振軍先生	Interest of controlled corporation 受控制法團權益 Beneficial Owner 實益擁有人	Corporate Interest (Note 1 & 3) 法團權益 (附註1及3) Personal Interest (Notes 2 & 3) 個人權益 (附註2及3)	2,000,000,000 -	- 5,000,000	2,005,000,000	22.36%
Mr. Wong Kwok Leung 黃國良先生	Beneficial Owner 實益擁有人	Personal Interest (Note 2 & 3) 個人權益 (附註2及3)	116,285	50,000,000	50,116,285	0.56%
Mr. Poon Wai Kong 潘偉剛先生	Beneficial Owner 實益擁有人	Personal Interest (Note 2 & 3) 個人權益 (附註2及3)	7,900,000	25,000,000	32,900,000	0.37%
Mr. Chan Shu Kin 陳樹堅先生	Beneficial Owner 實益擁有人	Personal Interest (Note 2 & 3) 個人權益 (附註2及3)	61,500	3,500,000	3,561,500	0.04%
Mr. Cheung Kwan Hung 張鈞鴻先生	Beneficial Owner 實益擁有人	Personal Interest (Note 2 & 3) 個人權益 (附註2及3)	234,000	3,500,000	3,734,000	0.04%
Mr. Chiu Wai Piu 焦惠標先生	Beneficial Owner 實益擁有人	Personal Interest (Note 2 & 3) 個人權益 (附註2及3)	-	3,500,000	3,500,000	0.04%

Notes:

- These shares are held by Tou Rong Chang Fu (HK) Holding Co., Limited. The issued share capital of Tou Rong Chang Fu (HK) Holding Co., Limited is owned as to 100% by 杭州投融長富金融服務集團有限公司 (Hangzhou Tou Rong Chang Fu Financial Services Group Limited*), a company established in the PRC with limited liability, which in turn is owned as to 90% by Mr. Li Zhenjun.
 - All interests in underlying shares of equity derivatives of the Company are interests in share options of the Company granted under the share options scheme, which may be exercised during the period from 22 October 2016 to 21 April 2018 at the exercise price of HK\$0.193 per share.
 - All interests in shares of the Company are long position.
- * The English transliteration of the Chinese name in this report, where indicated, is included for information purpose only, and should not be regarded as the official English name of such Chinese name.

董事及主要行政人員權益

於二零一八年三月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「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352條須存置的登記冊所記錄或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）包含之上市發行人董事進行證券交易的標準守則已通知本公司及聯交所的權益如下：

附註：

- 該等股份由投融長富（香港）控股有限公司持有。投融長富（香港）控股有限公司的已發行股本由一間於中國成立的有限公司杭州投融長富金融服務集團有限公司擁有100%權益，而杭州投融長富金融服務集團有限公司由李振軍先生擁有90%權益。
 - 於本公司股本衍生工具的相關股份的所有權益乃於根據購股權計劃授出的本公司購股權的權益，購股權可自二零一六年十月二十二日起至二零一八年四月二十一日止期間按行使價每股港幣0.193元行使。
 - 於本公司股份的所有權益均為好倉。
- * 本報告內指明中文名稱的英文音譯僅供參考，不應被視為該等中文名稱的英文官方名稱。

Report of the Directors

董事報告

Save as disclosed above, as at 31 March 2018, none of the directors and chief executive of the Company had held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 March 2018, the interest of the shareholders, not being a Director or Chief Executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of Substantial Shareholders 主要股東姓名/名稱	Capacity 身份	Nature of Interests 權益性質	Number of Shares held 持有的股份數目	Equity Derivative 股本衍生工具 (Note 3) (附註3)	Total Interest 總權益	Total% of Issued Shares 佔已發行股份的總百分比
Hangzhou Tou Rong Chang Fu Financial Services Group Limited 杭州投融長富金融服務集團有限公司	Interest of Controlled Corporation 受控制法團權益	Corporate Interest (Notes 1 & 4) 法團權益(附註1及4)	2,000,000,000	-	2,000,000,000	22.30%
Tou Rong Chang Fu (HK) Holding Co., Limited 投融長富(香港)控股有限公司	Beneficial Owner 實益擁有人	Corporate Interest (Notes 1 & 4) 法團權益(附註1及4)	2,000,000,000	-	2,000,000,000	22.30%
Poon Sum 潘森	Beneficial Owner 實益擁有人	Personal Interest (Note 3 & 4) 個人權益(附註3及4)	104,202,453	50,000,000	498,581,011	5.56%
	Founder of Discretionary Trust 全權信託創辦人	Other Interest (Notes 2 & 4) 其他權益(附註2及4)	344,378,558			

Notes:

- The issued share capital of Tou Rong Chang Fu (HK) Holding Co., Limited is owned as to 100% by Hangzhou Tou Rong Chang Fu Financial Services Group Limited, a company established in the PRC with limited liability, which in turn is owned as to 90% by Mr. Li Zhenjun.
- These shares are held by Ever Source Enterprises Limited. The issued share capital of Ever Source Enterprises Limited is beneficially owned as to 50% by Time Concord Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are family members of Mr. Poon Sum, and as to 50% by Guidance Investments Limited, a company incorporated in the British Virgin Islands and indirectly owned by a discretionary trust, the beneficiaries of which are family members of Mr. Poon Sau Tin, the elder brother of Mr. Poon Sum. Accordingly, Mr. Poon Sum is deemed to be interested in 344,378,558 shares, representing approximately 3.84% of the shares in issue as at 31 March 2018, through his shareholding in Ever Source Enterprises Limited.
- All interests in underlying shares of equity derivatives of the Company are interests in share options of the Company granted under the share options scheme, which may be exercised during the period from 22 October 2016 to 21 April 2018 at the exercise price of HK\$0.193 per share.
- All interests in the shares of the Company are long position.

除上文所披露者外，於二零一八年三月三十一日，本公司董事及主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄或根據標準守則已通知本公司及聯交所的任何權益或淡倉。

主要股東的權益

於二零一八年三月三十一日，股東（並非本公司董事或主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益如下：

附註：

- 投融長富(香港)控股有限公司的已發行股本由一間於中國成立之有限公司杭州投融長富金融服務集團有限公司擁有100%權益，而杭州投融長富金融服務集團有限公司由李振軍先生擁有90%權益。
- 該等股份由Ever Source Enterprises Limited持有。Ever Source Enterprises Limited的已發行股本由一間於英屬處女群島註冊成立及由一項全權信託（受益人為潘森先生的家族成員）間接擁有的公司Time Concord Limited實益擁有50%，並由一間於英屬處女群島註冊成立及由一項全權信託（受益人為潘森先生的兄長潘壽田先生的家族成員）間接擁有的公司Guidance Investments Limited擁有另外的50%。因此，潘森先生透過其於Ever Source Enterprises Limited的股權，將被視為於344,378,558股股份中擁有權益，相當於於二零一八年三月三十一日的已發行股份約3.84%。
- 於本公司股本衍生工具的相關股份的所有權益乃於根據購股權計劃授出的本公司購股權的權益，購股權可自二零一六年十月二十二日起至二零一八年四月二十一日止期間按行使價每股港幣0.193元行使。
- 於本公司股份的所有權益均為好倉。

Report of the Directors 董事報告

Save as disclosed above, there was no person known to the directors of the Company, other than a director of the Company, who as at 31 March 2018 had an interest or short position in the shares or underlying shares of the Company are recorded in the register kept under section 336 of the SFO.

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.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers were approximately 98.5% and the sales attributable to the Group's largest customer were approximately 92.2% of the Group's total sales.

The aggregate purchases during the year attributable to the Group's five largest suppliers were approximately 99.4% and the purchases attributable to the Group's largest supplier were approximately 66.8% of the Group's total purchases.

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

除上文所披露者外，就本公司董事所知，於二零一八年三月三十一日，概無人士（本公司董事除外）於本公司的股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉。

管理合約

本集團概無於年內訂立或存在有關本公司全部或任何重大部份業務的管理或行政合約。

主要客戶及供應商

年內，本集團五大客戶所佔的合計銷售額佔本集團總銷售額約98.5%，而本集團最大客戶所佔的銷售額佔本集團總銷售額約92.2%。

年內，本集團五大供應商所佔的合計採購額佔本集團總採購額約99.4%，而本集團最大供應商所佔的採購額佔本集團總採購額約66.8%。

董事、彼等之緊密聯繫人士或就董事所知任何擁有本公司股本5%以上之股東，概無於上述主要供應商或客戶中擁有任何權益。

Report of the Directors 董事報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no transactions, which need to be disclosed as connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed in this annual report, none of the related party transactions as disclosed in note 35 to the consolidated financial statements contained in this annual report is a connected transaction.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors has an interest in a business which competes or may compete with the business of the Group.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its parent company a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Details of the share option scheme are set out in this report and note 29 to the consolidated financial statements.

Save as disclosed above, no equity-linked agreements were entered into during the reporting period or subsisted at the end of the reporting period.

關連交易及持續關連交易

於回顧年內，概無交易須根據上市規則的規定作出關連交易及持續關連交易披露。

據董事作出一切合理查詢後所深知、盡悉及確信，除於本年報披露者外，概無於本年報所載綜合財務報表附註35披露之關連人士交易為關連交易。

董事於競爭業務的權益

概無董事於與本集團業務構成或可能構成競爭的業務中擁有任何權益。

董事收購股份或債權證之權利

除上文所披露者外，本公司、其附屬公司、其同系附屬公司或其母公司於年內任何時間概無參與任何安排，致使董事可通過收購本公司或任何其他法人團體之股份或債權證而獲利。

股票掛鈎協議

購股權計劃詳情載於本報告及綜合財務報表附註29內。

除上文所披露者外，於報告期間概無訂立股票掛鈎協議或於報告期末並無存續股票掛鈎協議。

Report of the Directors

董事報告

PENSION SCHEME RULES

With effect from 1 December 2000, the Mandatory Provident Fund scheme ("MPF scheme") was set up for certain employees in Hong Kong, in accordance with the Mandatory Provident Fund Scheme Ordinance. Under the rules of the MPF scheme, the employer and its employees in Hong Kong are each required to contribute 5% of the employees' gross earnings with a ceiling of HK\$1,000 per month to the MPF scheme. With effect from 1 June 2012, the ceiling is revised from HK\$1,000 to HK\$1,250 per month. With effect from 1 June 2014, the ceiling is revised from HK\$1,250 to HK\$1,500 per month. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the MPF Scheme.

Employees in the Group's PRC subsidiary are required to participate in a defined contribution retirement scheme operated by the local municipal government. The PRC subsidiary contributes 2% to 22% of the employee payroll to the scheme to fund the retirement benefits of the employees.

No forfeited contribution is available to reduce the contribution payable under the above schemes.

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that the Directors for the time being of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties, or supposed duties, in their offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

The Company has taken out insurance against the liabilities and costs associated with defending any proceedings which may be brought against the Directors of the Company.

退休金計劃規則

由二零零零年十二月一日起，本集團根據強制性公積金計劃條例，為若干香港僱員設立強制性公積金計劃（「強積金計劃」）。根據強積金計劃的規則，香港的僱主及其僱員各須每月向強積金計劃作出相當於僱員總收入5%的供款，而每月上限為港幣1,000元。於二零一二年六月一日起，每月上限由港幣1,000元修訂為港幣1,250元。於二零一四年六月一日起，每月上限由港幣1,250元修訂為港幣1,500元。本集團對於強積金計劃的唯一責任是按強積金計劃作出規定供款。

本集團的中國附屬公司僱員亦須參與由當地市政府所運作的界定供款退休計劃。中國附屬公司會向該計劃作出相當於僱員薪金的2%至22%供款，以支付僱員的退休福利。

並無已沒收的供款可用以削減須根據上述計劃支付的供款。

獲准許之彌償條文

本公司之組織章程規定，本公司當時的董事將獲得以本公司資產及溢利作為彌償保證及擔保，使其不會因彼等或彼等任何一方、彼等或彼等之任何繼承人、遺囑執行人或管理人於執行其職責或其職務內之假定職責時或就有關執行而作出、同意或遺漏的任何行為而將會或可能招致或蒙受的一切訴訟、費用、收費、損失、損害及開支而蒙受損失，惟此彌償將不會涵蓋有關任何上述人士可能存在之任何欺詐或不誠實之任何事項。

本公司已就本公司之董事可能面對任何訴訟時產生的責任和相關的費用投保。

Report of the Directors

董事報告

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares 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.

AUDITOR

PricewaterhouseCoopers ("PwC") has resigned as the auditor of the Company with effect from 11 June 2019. Moore Stephens CPA Limited ("Moore Stephens") has been appointed as the auditor of the Company with effect from 11 June 2019 to fill the casual vacancy following the resignation of PwC. The financial statements for the year have been audited by Moore Stephens who retire and being eligible, offer themselves for reappointment at the forthcoming annual general meeting. Details of the change of auditors were set out in the announcement of the Company dated 11 June 2019.

On behalf of the Board

Huang Guobiao

Executive Director

Hong Kong, 8 November 2019

公眾持股量

根據本公司可從公開途徑取得的資料及據董事所知，於本報告日期，本公司的充裕公眾持股量維持在上市規則規定不少於本公司已發行股份25%的水平。

獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條就獨立性發出的年度確認書，並認為所有獨立非執行董事均為獨立人士。

核數師

羅兵咸永道會計師事務所（「羅兵咸」）已辭任本公司核數師，自二零一九年六月十一日起生效。大華馬施雲會計師事務所有限公司（「大華馬施雲」）已獲委任為本公司核數師，自二零一九年六月十一日起生效以填補羅兵咸辭任後之臨時空缺。本年度之財務報表已由大華馬施雲審核，而大華馬施雲退任並合資格願意於應屆股東週年大會上續任。核數師變更之詳情載於本公司日期為二零一九年六月十一日之公告內。

代表董事會

執行董事

黃國標

香港，二零一九年十一月八日

Independent Auditor's Report

獨立核數師報告



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大
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To the Shareholders of Tou Rong Chang Fu Group Limited
(incorporated in Cayman Islands with limited liability)

致投融長富集團有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of Tou Rong Chang Fu Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 98 to 253, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

吾等已審核列載於第98至253頁投融長富集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表,當中包括於二零一八年三月三十一日之綜合財務狀況表,與截至該日止年度之綜合收益表、綜合全面收益表、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。

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 2018, 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.

吾等認為,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》」)真實而中肯地反映了貴集團於二零一八年三月三十一日的綜合財務狀況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》的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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.

意見的基礎

吾等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。吾等在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」），吾等獨立於貴集團，並已履行守則中的其他道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本年度綜合財務報表的審計最為重要的事項。該等事項基於吾等對整體綜合財務報表的審計及於出具意見時進行處理，而吾等不會對該等事項發表單獨意見。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Impairment assessment of oil properties and construction-in-progress included in property, plant and equipment and oil exploitation licences included in intangible assets relating to the crude oil segment
與原油分部相關之採油資產及在建工程（計入物業、廠房及設備）及石油開採許可證（計入無形資產）之減值評估

As detailed in Note 15 to the consolidated financial statements, the operation of the oilfields located at the Heilongjiang Province of the People's Republic of China has been suspended since 2015 and there was a significant decrease in oil price during 2018. The management considered that impairment indicators on oil properties, construction-in-progress included in property, plant and equipment and oil exploitation licences included in intangible assets relating to the crude oil segment existed as at 31 March 2018. Accordingly, the management assessed whether there was any impairment of these assets relating to the crude oil segment at 31 March 2018 by estimating the recoverable amount of these assets with the assistance from an independent external expert engaged by the Company ("Management's Expert"), in which key assumptions included estimated average oil price, estimated total extraction of oil, discount for lack of marketability and discount rate.

誠如綜合財務報表附註15所詳述，位於中華人民共和國黑龍江省之油田已自二零一五年暫停營運及於二零一八年內油價出現大幅下降。管理層認為，於二零一八年三月三十一日與現有原油分部相關之採油資產、在建工程（計入物業、廠房及設備）及石油開採許可證（計入無形資產）出現減值跡象。因此，管理層在貴公司委受聘之獨立外部專家（「管理層專家」）之協助下估計該等資產的可收回金額以評估於二零一八年三月三十一日是否出現任何與原油分部相關之資產減值，其中關鍵假設包括估計平均油價、估計石油總開採量、缺乏市場流通性作出的折讓及貼現率。

關鍵審計事項（續）

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

We have performed the following procedures in relation to the management's impairment assessment of oil exploitation licences included in intangible assets, oil properties and construction-in-progress included in property, plant and equipment:

吾等已就管理層對石油開採許可證（計入無形資產）、採油資產及在建工程（計入物業、廠房及設備）之減值評估實施以下程序：

- We obtained understanding on the key controls relating to the impairment assessment process used by the management;
吾等了解與管理層使用之減值評估程序相關的關鍵控制；
- We assessed the competence, capabilities and objectivity of the Management's expert;
吾等已評估管理層專家之資歷、能力及客觀性；

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

Impairment assessment of oil properties and construction-in-progress included in property, plant and equipment and oil exploitation licences included in intangible assets relating to the crude oil segment

(Continued)

與原油分部相關之採油資產及在建工程 (計入物業、廠房及設備) 及石油開採許可證 (計入無形資產) 之減值評估 (續)

We identified the impairment assessment of oil properties and construction-in-progress included in property, plant and equipment and oil exploitation licences included in intangible assets relating to the crude oil segment as a key audit matter due to the involvement of significant judgements and assumptions in estimating the recoverable amount of these assets.

吾等將與原油分部相關之採油資產及在建工程 (計入物業、廠房及設備) 及石油開採許可證 (計入無形資產) 之減值評估識別為關鍵審計事項，原因為估計該等資產之可收回金額涉及大量判斷及假設。

As at 31 March 2018, the carrying amounts of the oil properties, construction-in-progress and oil exploitation licences relating to crude oil segment amounted to approximately HK\$3,158,000, HK\$1,324,000 and HK\$6,827,000 respectively.

於二零一八年三月三十一日，與原油分部相關之採油資產、在建工程及石油開採許可證之賬面值分別約為港幣3,158,000元、港幣1,324,000元及港幣6,827,000元。

Impairment losses in relation to oil properties, construction-in-progress and oil exploitation license relating to the crude oil segment of HK\$42,706,000, HK\$17,904,000 and HK\$92,310,000 respectively were recognised as expenses during year.

於年內，與原油分部相關之採油資產、在建工程及石油開採許可證之減值虧損分別為港幣42,706,000元、港幣17,904,000元及港幣92,310,000元確認為開支。

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

- We involved our in-house valuation expert to assess the appropriateness of methodology and model used by the Management's Expert in their impairment assessment;
吾等使用內部估值專家評估管理層專家於減值評估中所使用之方法及模型之適當性；
- We benchmarked key assumptions including average oil price, discount for lack of marketability and discount rate against available and relevant industry data;
吾等對主要假設進行基準檢測，包括平均油價、缺乏市場流通性作出的折讓及與可用及相關行業數據的對比的貼現率；
- We tested the mathematical accuracy of the calculations of the impairment assessment; and
吾等測試減值評估計算之數學準確性；及
- We have reviewed sensitivity analysis prepared by the management over the key assumptions used.
吾等已審閱管理層對所用之主要假設編製的敏感度分析。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Assessment of loss allowance for expected credit losses on trade receivables

貿易應收款項之預期信貸虧損之虧損撥備評估

As detailed in Note 21, the Group has gross trade receivables of approximately HK\$598,677,000 as at 31 March 2018 against which expected credit losses ("ECL") of approximately HK\$72,744,000 was provided.

誠如附註21所詳述，於二零一八年三月三十一日，貴集團之總貿易應收款項約為港幣598,677,000元，並就預期信貸虧損（「預期信貸虧損」）計提約港幣72,744,000元。

As explained in Note 2 to the consolidated financial statements, the Group early adopted Hong Kong Financial Reporting Standard 9 "Financial Instruments" ("HKFRS 9") in the current year.

誠如綜合財務報表附註2所披露，貴集團於本年度提早採用香港財務報告準則第9號「金融工具」（「香港財務報告準則第9號」）。

Significant judgement is required when management assesses and estimates the expected credit losses on trade receivables (e.g. determining the default rate of the debtors). Estimated default rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. In addition, trade receivables that are credit-impaired or significant outstanding balances are assessed for expected credit loss individually.

當管理層評估及估計貿易應收款項之預期信貸虧損如釐定債務人之違約率時須作出重大的判斷。違約率乃根據債務人預計年期內的歷史觀察違約率予以估計及就前瞻性資料作出調整。此外，已出現信貸減值或重大尚未償付結餘之貿易應收款項個別按預期信貸虧損作出評估。

As disclosed in note 3(a)(ii) to the consolidated financial statements, the Group recognised an additional amount of HK\$38,040,000 of allowance for credit losses on trade receivables for the year.

誠如綜合財務報表附註3(a)(ii)所披露，貴集團已就年度貿易應收款項之信貸虧損撥備確認額外撥備金額港幣38,040,000元。

關鍵審計事項（續）

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

We have performed the following procedures in relation to management's assessment of loss allowance for expected credit losses on trade receivables:

吾等已就管理層對貿易應收款項之預期信貸虧損之虧損撥備評估實施以下程序：

- We obtained understanding on the key controls relating to the assessment of loss allowance for expected credit losses on trade receivables; 吾等了解與貿易應收款項之預期信貸虧損之虧損撥備評估的關鍵控制；
- We tested the accuracy of receivable ageing analysis on a sample basis; 吾等按抽樣基準測試應收賬款賬齡分析之準確性；
- We reviewed the Group's overall policies and procedures in relation to expected credit loss framework for estimating impairment provisions and assessed the appropriateness of the credit losses provisioning methodology applied by the management; 吾等審閱貴集團有關估計減值撥備的預期信貸虧損框架的整體政策及程序，及評估管理層所應用的信貸虧損撥備方法的適當性；
- We reviewed the information used to determine the expected credit losses by considering cash collection performance against historical trends and the level of credit loss charges over time; and 吾等透過考慮相對過往趨勢的現金回款表現及隨時間流逝扣除的信貸虧損水平審閱用以釐定預期信貸虧損的資料；及
- We involved our inhouse valuation expert to assess the appropriateness of methodology and model use by the management in their assessment of loss allowances for ECL on trade receivables. 吾等使用內部估值專家評估管理層於貿易應收款項之預期信貸虧損之虧損撥備之評值中所使用之方法及模型之適當性。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

Assessment of loss allowances for expected credit losses on loans receivable

應收貸款之預期信貸虧損之虧損撥備評估

We identified the impairment of loans receivable as a key audit matter due to significant management judgement involved in identification and measurement of expected credit losses ("ECL").

由於預期信貸虧損(「預期信貸虧損」)的識別及計量涉及管理層判斷，故吾等將應收貸款之減值識別為關鍵審計事項。

The key changes arising from the adoption of HKFRS 9 are that the Group's credit losses are now estimated based on an expected loss model rather than an incurred loss model.

採納香港財務報告準則第9號產生的主要變動為 貴集團的信貸虧損現時按預期虧損模式而非已產生虧損模式估計。

As disclosed in Note 22 to the consolidated financial statements, the Group has loans receivable of HK\$73,933,000, after recognising an impairment allowance of HK\$15,665,000 as at 31 March 2018. As explained in Note 2 to the consolidated financial statements, the Group early adopted HKFRS 9 in the current year.

誠如綜合財務報表附註22所披露，於二零一八年三月三十一日，貴集團之應收貸款為港幣73,933,000元(經扣除減值撥備港幣15,665,000元)。誠如綜合財務報表附註2所解釋，貴集團於本年度提前採納香港財務報告準則第9號。

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

We have performed the following procedures in relation to management's assessment of loss allowances for expected credit losses on loans receivable:

吾等已就管理層對應收貸款之預期信貸虧損之虧損撥備評估實施以下程序：

- We inquired the management to understand the approach applied on ECL model of loans receivable; 吾等詢問管理層，以了解應用於應收貸款的預期信貸虧損模式的方法；
- We obtained understanding on key controls on how the management estimates impairment for loans receivable; 吾等了解有關管理層如何估計應收貸款之減值的關鍵控制；
- We tested the accuracy of the ECL adjustment made by the Group as at 1 April 2018 on initial adoption of HKFRS 9; 吾等測試於二零一八年四月一日首次採納香港財務報告準則第9號時作出的預期信貸虧損調整的準確性；
- We tested the inputs used by the management to assess the ECL, by comparing individual items in the analysis with the relevant loan agreements and other supporting documents; 吾等測試管理層評估預期信貸虧損所用輸入數據，方法為將分析中的獨立項目與相關的貸款協議及其他證明文件作比較；

Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Assessment of loss allowances for expected credit losses on loans receivable (Continued)

應收貸款之預期信貸虧損之虧損撥備評估(續)

The assessment of loss allowance for ECL on loans receivable involves significant management judgements and estimates on the amount of ECL at the reporting date.

有關應收貸款之預期信貸虧損之虧損撥備評估涉及重大管理層判斷，並於報告日期按預期信貸虧損金額估計。

關鍵審計事項(續)

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

- We challenged the management's basis and judgement in determining the appropriateness of the management's grouping of the loans receivable into different categories, the inputs and assumptions applied on the ECL model, including probability of default, loss given default the Group's historical loss experience and forward-looking information;
吾等在釐定管理層將應收貸款分組至不同類別的適當性時，質疑管理層的基準及判斷，應用於預期信貸虧損模式的輸入數據及假設，包括違約概率、違約損失率、貴集團的過往虧損經驗及前瞻性資料；
- We assessed the appropriateness of the inputs and assumptions applied on the ECL model of term loans, including probability of default, loss given default and forward-looking information;
吾等評估應用於定期貸款的預期信貸虧損模式的輸入數據及假設的適當性，包括違約概率、違約損失率及前瞻性資料；
- We reviewed the Group's historical loss experience;
吾等檢討 貴集團的過往虧損經驗；
- We assessed the reasonableness and appropriateness of the management's judgement on applying the relevant accounting requirements;
吾等評估管理層對應用相關會計處理規定判斷的合理性及適當性；

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

Assessment of loss allowances for expected credit losses on loans receivable (Continued)

應收貸款之預期信貸虧損之虧損撥備評估 (續)

The Group performs the ECL assessment based on the Group's historical credit loss experience, adjusted for factors specific to the borrowers, general economic conditions, the current conditions at the reporting date and forward-looking analysis. The Group also reviews the value of collateral received from the customers in measuring ECL, if any.

貴集團根據 貴集團的過往信貸虧損經驗進行預期信貸虧損評估，並根據借款人的特定因素、一般經濟狀況、於報告日期的現況及前瞻性分析作出調整。 貴集團在計量預期信貸虧損時亦會檢討自客戶獲取的抵押品價值，如有。

As disclosed in Note 3(a)(ii) to the consolidated financial statements, the Group recognised an additional amount of HK\$21,024,000 of allowance for credit losses on loans receivable for the year.

誠如綜合財務報表附註3(a)(ii)所披露，本集團已就年度應收貸款之信貸虧損確認額外撥備金額港幣21,024,000元。

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

- We tested the mathematical accuracy of the loss allowance for ECL;
吾等測試預期信貸虧損的虧損撥備在數學上的準確性：
- We examined on a sample basis the underlying documentation supporting the value of collateral, if any, and the Group's management's key estimations used in the individual impairment assessment for loans receivable on a sample basis; and
吾等抽樣檢查證明抵押品價值的相關文件（如有），以及 貴集團管理層按抽樣基準對個別減值評估所用的關鍵估計；及
- We evaluated the disclosures regarding the impairment measurement of loans receivable in Note 22 to the consolidated financial statements.
吾等評估綜合財務報表附註22內有關應收貸款的減值計量的披露。

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 all of the information included in the annual report other than 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 AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他信息，吾等亦不對該等其他信息發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或吾等在審計過程中所了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。

基於吾等已執行的工作，如果吾等認為其他信息存在重大錯誤陳述，吾等須報告該事實。在這方面，吾等沒有任何報告。

董事及審核委員會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會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為使綜合財務報表的擬備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。

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

審核委員會須負責監督 貴集團的財務報告過程。

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism 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.

核數師就審計綜合財務報表承擔的責任

吾等的目標，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，並出具包括吾等意見的核數師報告。吾等僅向閣下（作為實體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，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綜合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，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report

獨立核數師報告

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則吾等應當發表非無保留意見。吾等的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責貴集團審計的方向、監督和執行。吾等為審計意見承擔全部責任。

吾等與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

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

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

From the matters communicated with the Audit Committee, 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.

Moore Stephens CPA Limited

Certified Public Accountants

Chan, King Keung

Practising Certificate Number: P06057

Hong Kong

8 November 2019

核數師就審計綜合財務報表承 擔的責任(續)

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，吾等確定該等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。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告中溝通該事項。

大華馬施雲會計師事務所有限公司

執業會計師

陳敬強

執業證書號碼:P06057

香港

二零一九年十一月八日

Consolidated Income Statement

綜合收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Note	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列) (Note2(b)(iii)) (附註2(b)(iii))
Revenue	收益	5	5,536,378	13,832,372
Cost of sales	銷售成本	7	(5,389,906)	(13,519,651)
Gross profit	毛利		146,472	312,721
Other losses, net	其他虧損·淨額	6	(120,043)	(813)
Allowance for credit losses on trade receivables	貿易應收款項之 信貸虧損撥備	3(a)(ii)	(38,040)	(18,156)
Allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備	3(a)(ii)	(21,024)	(9,225)
Selling and distribution costs	銷售及分銷成本	7	(20,555)	(45,456)
Administrative expenses	行政開支	7	(95,519)	(106,595)
Operating (loss)/profit	經營(虧損)/溢利		(148,709)	132,476
Finance income	融資收入	11	61	106
Finance costs	融資成本	11	(53,009)	(38,367)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(201,657)	94,215
Income tax credit/(expense)	所得稅抵免/(開支)	12	846	(1,643)
(Loss)/profit for the year	年內(虧損)/溢利		(200,811)	92,572
(Loss)/profit for the year attributable to:	以下人士應佔年內 (虧損)/溢利:			
Owners of the Company	本公司擁有人		(199,630)	95,188
Non-controlling interests	非控制性權益		(1,181)	(2,616)
			(200,811)	92,572
(Loss)/earnings per share (HK cents)	每股(虧損)/盈利(港仙)	13		
Basic and diluted	基本及攤薄		(2.63)	1.27

The notes on pages 108 to 253 are an integral part of these consolidated financial statements.

第108頁至253頁之附註為該等綜合財務報表整體之一部份。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

	Note 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列) (Note2(b)(iii)) (附註2(b)(iii))
(Loss)/profit for the year	年內(虧損)/溢利	(200,811)	92,572
Other comprehensive income/ (expense) :	其他全面收入/(開支) :		
<i>Item that may be reclassified subsequently to profit or loss:</i>	隨後可能被重新分類 至損益之項目 :		
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	26,756	(17,348)
<i>Item that will not be reclassified subsequently to profit or loss:</i>	隨後將不會被重新分類 至損益之項目 :		
Changes in fair value of financial assets at fair value through other comprehensive income	按公平值透過其他全面 收益列賬之金融資產 之公平值變動	4,635	(2,292)
Other comprehensive income/ (expense) for the year	年內其他全面收入/ (開支)	31,391	(19,640)
Total comprehensive (expense)/ income for the year	年內全面(開支)/ 收入總額	(169,420)	72,932
Total comprehensive (expense)/ income attributable to:	以下人士應佔全面(開支)/ 收入總額 :		
Owners of the Company	本公司擁有人	(168,595)	71,858
Non-controlling interests	非控制性權益	(825)	1,074
		(169,420)	72,932

The notes on pages 108 to 253 are an integral part of these consolidated financial statements.

第108頁至253頁之附註為該等綜合財務報表整體之一部份。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2018 於二零一八年三月三十一日

			As at 31 March 2018 於二零一八年 三月三十一日 HK\$'000 港幣千元	As at 31 March 2017 於二零一七年 三月三十一日 HK\$'000 港幣千元 (Restated) (經重列) (Note 2(b)(iii)) (附註2(b)(iii))	As at 1 April 2016 於二零一六年 四月一日 HK\$'000 港幣千元 (Restated) (經重列) (Note 2(b)(iii)) (附註2(b)(iii))
Assets	資產				
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	15	26,580	83,266	87,298
Investment properties	投資物業	16	103,887	106,118	108,349
Intangible assets	無形資產	17	30,900	129,273	141,501
Interests in associates	於聯營公司之權益	18	-	-	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	52,391	32,346	31,538
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益列賬之金融資產	20	4,079	29,241	24,533
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	23	27,571	-	-
			245,408	380,244	393,219
Current assets	流動資產				
Inventories	存貨		1,182	2,225	2,626
Trade receivables	貿易應收款項	21	525,933	411,737	331,472
Loans receivable	應收貸款	22	73,933	111,036	18,240
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	122,748	202,206	102,676
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	23	46,747	256	657
Current income tax recoverable	可收回即期所得稅		1,218	-	-
Client trust bank balances	客戶信託銀行結餘	24	5,410	5,056	-
Cash and cash equivalents	現金及現金等值項目	24	348,923	278,866	208,168
			1,126,094	1,011,382	663,839
Total assets	資產總額		1,371,502	1,391,626	1,057,058
Equity and liabilities	權益及負債				
Equity attributable to owners of the Company	本公司擁有人應佔之權益				
Share capital	股本	28	89,679	75,507	62,174
Reserves	儲備		504,599	540,281	304,037
			594,278	615,788	366,211
Non-controlling interests	非控制性權益		(1,496)	(2,671)	(3,096)
Total equity	權益總額		592,782	613,117	363,115

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2018 於二零一八年三月三十一日

			As at 31 March 2018 於二零一八年 三月三十一日 HK\$'000 港幣千元	As at 31 March 2017 於二零一七年 三月三十一日 HK\$'000 港幣千元 (Restated) (經重列) (Note 2(b)(iii)) (附註2(b)(iii))	As at 1 April 2016 於二零一六年 四月一日 HK\$'000 港幣千元 (Restated) (經重列) (Note 2(b)(iii)) (附註2(b)(iii))
Liabilities	負債				
Non-current liabilities	非流動負債				
Deferred taxation	遞延稅項	30	547	1,816	2,224
Bonds	債券	31	619,180	438,223	366,830
			619,727	440,039	369,054
Current liabilities	流動負債				
Trade payables	貿易應付款項	25	19,085	135,197	274,924
Accruals and other payables	應計款項及其他 應付款項	26	108,831	167,474	49,754
Bank borrowings	銀行借貸	27	29,477	32,818	-
Current income tax liabilities	即期所得稅負債		1,009	1,977	211
Bonds	債券	31	591	1,004	-
			158,993	338,470	324,889
Total liabilities	負債總額		778,720	778,509	693,943
Total equity and liabilities	權益及負債總額		1,371,502	1,391,626	1,057,058

The consolidated financial statements on pages 98 to 253 were approved and authorised for issue by the Board of Directors on 8 November 2019 and are signed on its behalf by:

第98頁至253頁所載之綜合財務報表已於二零一九年十一月八日獲董事會批准及授權刊發，並由下列董事代表簽署：

Wong Kwok Leung

黃國良

Director

董事

Huang Guobiao

黃國標

Director

董事

The notes on pages 108 to 253 are an integral part of these consolidated financial statements.

第108頁至253頁之附註為該等綜合財務報表整體之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

Attributable to owners of the Company
本公司擁有人應佔

	Share capital	Treasury shares	Share premium	Share-based payment reserve	Other reserves	Merger reserve	Statutory reserves	Investment valuation reserve	Fair value through other comprehensive income reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	股本	庫存股份	股份溢價	以股份支付之款項儲備	其他儲備	合併儲備	法定儲備	投資重估儲備	按公平價值透過其他全面收益列賬之儲備	匯兌儲備	累計虧損	總額	非控制性權益	權益總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
				(附註(a))	(附註(b))	(附註(c))	(附註(d))							
At 1 April 2016, as previously reported	62,174	(5,370)	764,306	6,440	(216,412)	3,248	236	(30,224)	-	23,940	(223,906)	384,432	(3,096)	381,336
Impact of HKFRS 9 (Note 2)(b)(iii))	-	-	-	-	-	-	-	30,224	(30,224)	-	(18,221)	(18,221)	-	(18,221)
At 1 April 2016, as restated	62,174	(5,370)	764,306	6,440	(216,412)	3,248	236	-	(30,224)	23,940	(242,127)	366,211	(3,096)	363,115
Profit/(loss) for the year, as restated	-	-	-	-	-	-	-	-	-	-	95,188	95,188	(2,616)	92,572
Other comprehensive (loss)/income														
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	-	-	-	(21,038)	-	(21,038)	3,690	(17,348)
Loss on in fair value changes of financial assets at fair value through other comprehensive income	-	-	-	-	-	-	-	-	(2,292)	-	-	(2,292)	-	(2,292)
Total other comprehensive (expense)/income	-	-	-	-	-	-	-	-	(2,292)	(21,038)	-	(23,330)	3,690	(19,640)
Total comprehensive income/(expense) for the year	-	-	-	-	-	-	-	-	(2,292)	(21,038)	95,188	71,858	1,074	72,932
Transactions with owners and others														
Vesting of shares of share award scheme (Note 29b)	-	5,370	-	(5,370)	-	-	-	-	-	-	-	-	-	-
Placement of new shares (Note 28)	13,333	-	160,000	-	-	-	-	-	-	-	-	173,333	-	173,333
Expenses incurred for issue of shares by way of placing	-	-	(7,800)	-	-	-	-	-	-	-	-	(7,800)	-	(7,800)
Recognition of equity-settled share-based payments (Note 29(a))	-	-	-	12,186	-	-	-	-	-	-	-	12,186	-	12,186
Forfeit of share options (Note 29(a))	-	-	-	(85)	-	-	-	-	-	-	85	-	-	-
Lapse of non-listed warrants	-	-	-	(1,084)	-	-	-	-	-	-	1,084	-	-	-
Dividend paid to non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	(649)	(649)
Total transactions with owners and others	13,333	5,370	152,200	5,647	-	-	-	-	-	-	1,169	177,719	(649)	177,070
At 31 March 2017, as restated	75,507	-	916,506	12,087	(216,412)	3,248	236	-	(32,516)	2,902	(145,770)	615,788	(2,671)	613,117

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Treasury shares	Share premium	Share-based payment reserve	Other reserves	Merger reserve	Statutory reserves	Fair value through other comprehensive income reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	庫存股份	股份溢價	以股份支付之款項儲備	其他儲備	合併儲備	法定儲備	按公平值透過其他全面收益列賬之儲備	匯兌儲備	累計虧損	總額	非控制性權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
					(Note (a)) (附註(a))	(Note (b)) (附註(b))	(Note (c)) (附註(c))	(Note (d)) (附註(d))						
At 1 April 2017, as restated	於二零一七年四月一日，經重列	75,507	-	916,506	12,087	(216,412)	3,248	236	(32,516)	2,902	(145,770)	615,788	(2,671)	613,117
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	-	(199,630)	(199,630)	(1,181)	(200,811)
Other comprehensive income/(expense)	其他全面收入/(開支)													
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	26,400	-	26,400	356	26,756
Changes in fair value of financial assets fair value through other comprehensive income	按公平值透過其他全面收益列賬之金融資產之公平值變動	-	-	-	-	-	-	-	4,635	-	-	4,635	-	4,635
Transfer relating to financial assets at fair value through other comprehensive income disposed of during the year	年內有關出售按公平值透過其他全面收益列賬之金融資產之轉撥	-	-	-	-	-	-	-	24,960	-	(24,960)	-	-	-
Total other comprehensive income/(expense)	其他全面收益/(開支)總額	-	-	-	-	-	-	-	29,595	26,400	(24,960)	31,035	356	31,391
Total comprehensive income/(expense) for the year	年內全面收入/(開支)總額	-	-	-	-	-	-	-	29,595	26,400	(224,590)	(168,595)	(825)	(169,420)
Transactions with owners and others	與擁有人之交易及其他													
Placement of new shares (Note 28)	配售新股份(附註28)	14,172	-	134,629	-	-	-	-	-	-	-	148,801	-	148,801
Expenses incurred for issue of shares by way of placing	透過配售發行股份所產生之開支	-	-	(1,716)	-	-	-	-	-	-	-	(1,716)	-	(1,716)
Capital contribution from a non-controlling shareholder	一名非控股股東之注資	-	-	-	-	-	-	-	-	-	-	-	2,000	2,000
Forfeit of share options (Note 29(a))	購股權沒收(附註29(a))	-	-	-	(78)	-	-	-	-	-	78	-	-	-
Total transactions with owners and others	與擁有人之交易及其他總額	14,172	-	132,913	(78)	-	-	-	-	-	78	147,085	2,000	149,085
At 31 March 2018	於二零一八年三月三十一日	89,679	-	1,049,419	12,009	(216,412)	3,248	236	(2,921)	29,302	(370,282)	594,278	(1,496)	592,782

The notes on pages 108 to 253 are an integral part of these consolidated financial statements.

第108頁至第253頁之附註為該等綜合財務報表整體之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

Note:

- (a) Other reserve mainly represent the difference of approximately a debit of HK\$221,862,000 (2017: a debit of HK\$221,862,000) between the amounts paid or received from transactions related to the changes of shareholdings in subsidiaries without the loss of control and the non-controlling interests being acquired or disposed of and the capital contributions from substantial shareholders of approximately a credit of HK\$5,450,000 (2017: a credit of HK\$5,450,000).
- (b) Merger reserve represents the difference between the aggregate of the nominal value of the share capital of the subsidiaries acquired pursuant to the Group re-organisation completed on 26 October 2002 over the nominal value of the share capital of the Company issued in exchange there for.
- (c) Pursuant to the relevant rules and regulations governing foreign investment enterprise established in the People's Republic of China (the "PRC") and the articles of association of certain PRC subsidiaries of the Group, the subsidiaries are required to transfer an amount of their profit after taxation to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund may be distributed to equity owners in the form of bonus issue.
- (d) Fair value through other comprehensive income reserve represents accumulated fair value changes of equity investments classified as financial assets at fair value through other comprehensive income as at the end of each reporting period.

附註:

- (a) 其他儲備主要指就關於附屬公司股權變動的有關交易(該等交易並不會導致失去於該附屬公司之控制權)已付或已收取金額與所收購或出售非控制性權益間之差額,約為借款港幣221,862,000元(二零一七年:借款港幣221,862,000元)及主要股東出資約為進賬港幣5,450,000元(二零一七年:進賬港幣5,450,000元)。
- (b) 合併儲備指根據於二零零二年十月二十六日完成之集團重組所收購附屬公司之股本總面值與本公司因此發行以作交換之股本面值間之差額。
- (c) 根據於中華人民共和國(「中國」)成立外資企業所遵從之相關規則及規定,以及本集團若干中國附屬公司之組織章程細則,該等附屬公司須轉撥除稅後溢利之若干款項至法定儲備基金,直至累計金額總值達該等公司註冊資本之50%為止。法定儲備基金可能會以發行紅利之形式分派予權益擁有人。
- (d) 透過其他全收益列賬之公平值儲備指於各報告期末分類為按公平值透過其他全面收益列賬之金融資產之股本投資累計公平值變動。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

	Note	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
	附註		
Cash flows from operating activities			
(Loss)/profit before taxation		(201,657)	94,215
Adjustments for:			
Interest income	11	(61)	(106)
Interest expenses	11	53,009	38,367
Depreciation, depletion and amortisation	7	24,129	22,996
Allowance for credit losses of trade receivables	3(a)(ii)	38,040	18,156
Allowance for credit losses of loans receivable	3(a)(ii)	21,024	9,225
Impairment losses on prepayments, deposits and other receivables	6	13,771	4,264
Impairment losses on property, plant and equipment	6	60,610	-
Impairment losses on intangible assets	6	99,241	-
Changes in fair value of financial assets at fair value through profit or loss	6	(18,722)	(109)
Write back of consideration payables	6	(5,900)	-
Gain on deregistration of a subsidiary	32	-	(2,222)
Gains on disposals of property, plant and equipment	6	-	(40)
Share-based payments	8	-	12,186
Operating cash flows before movements in working capital		83,484	196,932
Changes in working capital:			
Decrease/(increase) in inventories		1,208	(343)
Increase in trade receivables		(151,321)	(99,470)
Decrease/(increase) in prepayments, deposits and other receivables		17,023	(104,478)
Decrease/(increase) in loans receivable		16,079	(102,021)
(Increase)/decrease in financial assets at fair value through profit or loss		(27,793)	510
Decrease in trade payables		(110,212)	(136,837)
(Decrease)/increase in accruals and other payables		(58,643)	114,573
Increase in client trust bank balances		(354)	(5,056)
Cash used in operations		(230,529)	(136,190)
Hong Kong profits tax paid		(2,910)	(149)
Net cash used in operating activities		(233,439)	(136,339)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

	Note 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
Cash flows from investing activities			
Purchase of property, plant and equipment		(3,706)	(6,375)
Interest received		61	106
Proceeds from disposals of financial assets at fair value through other comprehensive income		29,797	–
Purchase of an intangible asset		(500)	–
Proceeds from disposals of property, plant and equipment		–	261
Purchase of a financial asset at fair value through other comprehensive income		–	(5,000)
Net cash outflow arising on acquisition of subsidiaries	33	–	(7,898)
Net cash generated from/ (used in) investing activities		25,652	(18,906)
Cash flows from financing activities			
Net proceeds from placement of new shares	28(a)	148,801	173,333
Expenses incurred for issue of shares by way of placing	28(a)	(1,716)	(7,800)
Net proceeds from issuance of bonds	31	170,110	62,455
Repayments of bank borrowings		(3,341)	(2,458)
Repayment of bonds		(6,000)	–
Capital contribution from a non-controlling shareholder		2,000	–
Interest paid		(36,575)	(28,425)
Proceeds from bank borrowings		–	35,000
Dividend paid to non-controlling interests		–	(649)
Net cash generated from financing activities		273,279	231,456
Net increase in cash and cash equivalents		65,492	76,211
Cash and cash equivalents at beginning of the year		278,866	208,168
Effect of foreign exchange rate changes		4,565	(5,513)
Cash and cash equivalents at end of the year	24	348,923	278,866

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

(a) Liabilities from financing activities:

(a) 融資活動負債：

		Bank borrowings	Bonds	Total
		銀行借貸	債券	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 April 2017	於二零一七年四月一日	32,818	439,227	472,045
Financing cash flows	融資現金流量			
Issuance of bonds	發行債券	–	170,110	170,110
Repayment of bonds	償還債券	–	(6,000)	(6,000)
Repayments of bank borrowings	償還銀行借貸	(3,341)	–	(3,341)
Interest paid	已付利息	(751)	(35,824)	(36,575)
		(4,092)	128,286	124,194
Other changes	其他變動			
– Interest expenses (Note 11)	– 利息開支 (附註11)	751	52,258	53,009
At 31 March 2018	於二零一八年三月三十一日	29,477	619,771	649,248

(b) Major non-cash transactions

(b) 重大非現金交易

During the year ended 31 March 2018, deposit paid in previous years for acquisition of equity interest of an investee which is included in prepayments, deposits and other receivables amounting to HK\$27,571,000 is reclassified as financial assets at fair value through profit or loss upon the completion of the acquisition of equity interest of the investee.

於截至二零一八年三月三十一日止年度內，於過往年度就收購一名被投資人權益之已付按金（列入預付款項、按金及其他應收款項）港幣27,571,000元於完成收購該名被投資人之權益後重新分類為按公平值透過損益列賬之金融資產。

The notes on pages 108 to 253 are an integral part of these consolidated financial statements.

第108頁至253頁之附註為該等綜合財務報表整體之一部份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Tou Rong Chang Fu Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and 21st Floor, 80 Gloucester Road, Wan Chai, Hong Kong, respectively.

The trading of ordinary shares of the Company on the Stock Exchange has been suspended since 3 July 2018 due to, in the opinion of the directors of the Company, the Company fails to publish the annual results of the Group for the year ended 31 March 2018 and the despatch of annual report of the Group for the year ended 31 March 2018 within the time limit pursuant to the Listing Rule.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are trading of commodities and chemical products, property investment, money lending business, securities brokerage, asset management, insurance brokerage and the exploitation and sale of crude oil.

The Company's functional currency is the United States dollars ("US\$"). However, the presentation currency of the consolidated financial statements is Hong Kong Dollars ("HK\$") as the directors of the Company consider that HK\$ is the most appropriate presentation currency in view of its place of listing.

These consolidated financial statements are presented in Thousands of Hong Kong Dollars ("HK\$'000"), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1 一般資料

投融長富集團有限公司(「本公司」)為一間於開曼群島註冊成立之有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要營業地點之地址分別為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港灣仔告士打道80號21樓。

本公司之普通股已自二零一八年七月三日起於聯交所暫停買賣，本公司董事認為，此乃由於本公司未根據上市規則於限定的時間內刊發本集團截至二零一八年三月三十一日止年度之年度業績及寄發本集團截至二零一八年三月三十一日止年度之年報。

本公司主要業務為投資控股。其附屬公司之主要業務為商品及化工產品貿易、物業投資、貸款業務、證券經紀、資產管理、保險經紀及開採及銷售原油。

本公司之功能貨幣為美元(「美元」)。然而，由於本公司董事認為，鑑於其上市地點，港幣(「港幣」)乃最為適當之呈列貨幣，故綜合財務報表之功能貨幣為港幣。

除另有指明外，該等綜合財務報表以港幣千元(「港幣千元」)呈列。

2 主要會計政策概要

編製該等綜合財務報表所應用之主要會計政策載列如下。除另有指明外，該等政策於所有呈列年度內已貫徹應用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation

(i) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Company and its subsidiaries (together, the “Group”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”) Cap. 622.

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss (“FVTPL”) and financial assets at fair value through other comprehensive income (“FVOCI”), which are carried at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 主要會計政策概要 (續)

(a) 編製基準

(i) 遵守香港財務報告準則及香港公司條例

本公司及其附屬公司(統稱「本集團」)之綜合財務報表乃根據香港會計師公會頒佈之全部適用香港財務報告準則(「香港財務報告準則」)及香港公司條例(「香港公司條例」)(第622章)的披露規定編製。

(ii) 歷史成本法

綜合財務報表已按照歷史成本法編製，惟按公平值透過損益列賬之金融資產(「按公平值透過損益列賬之金融資產」)及按公平值透過其他全面收益列賬之金融資產(「按公平值透過其他全面收益列賬之金融資產」)按公平值列賬除外。

編製符合香港財務報告準則之財務報表須採用若干重要會計估計。此外，管理層於應用本集團會計政策過程中亦須作出判斷。涉及高度判斷或極為複雜之範疇或涉及對綜合財務報表屬重大之假設及估計之範疇披露於附註4。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures

(i) New standard and amendments to existing standards adopted/early adopted in the current year:

Standards	Subject
HKFRS 9	Financial Instruments
Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	Annual improvements 2014-2016 Cycle

Except as described below, the adoption of the new standards and the amendments to standards did not have any material impact on the preparation of the Group's consolidated financial statements.

HKFRS 9 Financial Instruments

The Group has elected to early adopt HKFRS 9 "Financial Instruments" in current financial year. The Group has applied the standard retrospectively. See Note 2(b)(iii) for further details on the impact of the change in accounting policy.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動

(i) 於本年度採納/提前採納新訂準則及現有準則之修訂本:

準則	項目
香港財務報告準則第9號	金融工具
香港會計準則第7號之修訂本	披露計劃
香港會計準則第12號之修訂本	就未變現虧損確認遞延稅項資產
香港財務報告準則第12號之修訂本	二零一四年至二零一六年週期之年度改進

除下文所述者外，採納新訂準則及準則之修訂本並無對本集團之綜合財務報表的編製產生任何重大影響。

香港財務報告準則第9號金融工具

本集團已選擇於本財政年度提早採納香港財務報告準則第9號「金融工具」。本集團已追溯應用該準則。有關會計政策變動影響之進一步詳情見附註2(b)(iii)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(i) *New standard and amendments to existing standards adopted/early adopted in the current year: (Continued)*

Amendments to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note (b) of consolidated statement of cash flows. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note (b) of consolidated statement of cash flows, the application of these amendments has had no impact on the Group's consolidated financial statements.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(i) 於本年度採納／提前採納新訂準則及現有準則之修訂本：(續)

香港會計準則第7號之修訂本披露計劃

本集團已於本年度首次應用該等修訂本。該等修訂本要求實體提供披露使財務報表使用者能評估融資活動產生的負債變動，包括現金及非現金變動。此外，倘金融資產產生的現金流量已或未來現金流量將計入融資活動產生的現金流量，則該等修訂本亦要求披露該等金融資產的變動。

具體而言，該等修訂本要求披露下列各項：(i) 融資現金流量變動；(ii) 取得或失去附屬公司或其他業務控制權產生的變動；(iii) 匯率變動的影響；(iv) 公平值變動；及(v) 其他變動。

該等項目的期初和期末餘額之間的對賬在綜合現金流量表附註(b)中提供。根據修訂本的過渡條款，本集團並未披露去年的比較資料。除綜合現金流量表附註(b)之額外披露外，該等修訂本之應用並無對本集團綜合財務報表造成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(ii) *New standards, amendments to existing standards and interpretations have been issued but are not effective and have not been early adopted*

Standards	Subject	Effective for annual periods beginning on or after	Note
準則	項目	於以下日期或之後開始之年度期間生效	附註
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers 客戶合約收益	1 January 2018 二零一八年一月一日	(a)
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日	(b)
HKFRS 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 二零二一年一月一日	
HK(IFRIC)-Int 22 香港(國際財務報告詮釋委員會) – 詮釋第22號	Foreign Currency Transactions and Advance Consideration 外幣交易及預付代價	1 January 2018 二零一八年一月一日	
HK (IFRIC)-Int 23 香港(國際財務報告詮釋委員會) – 詮釋第23號	Uncertainty over Income Tax Treatments 所得稅處理之不確定性	1 January 2019 二零一九年一月一日	
Amendments to HKFRS 2 香港財務報告準則第2號之修訂本	Classification and Measurement of Share-based Payment Transactions 以股份支付之付款交易之分類及計量	1 January 2018 二零一八年一月一日	
Amendments to HKFRS 3 香港財務報告準則第3號之修訂本	Definition of a Business 業務之定義	1 January 2020 二零二零年一月一日	

2 主要會計政策概要(續)

(b) 會計政策及披露資料之變動(續)

(ii) *已頒佈但尚未生效及尚未提早採納之新準則及準則之修訂本*

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(b) Changes in accounting policies and disclosures (Continued)

(b) 會計政策及披露資料之變動 (續)

(ii) *New standards, amendments to existing standards and interpretations have been issued but are not effective and have not been early adopted (Continued)*

(ii) *已頒佈但尚未生效及尚未提早採納之新準則及準則之修訂本 (續)*

Standards	Subject	Effective for annual periods beginning on or after	Note
準則	項目	於以下日期或之後開始之年度期間生效	附註
Amendments to HKFRS 4 香港財務報告準則第4號之修訂本	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts 應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約	1 January 2018 二零一八年一月一日	
Amendments to HKFRS 9 香港財務報告準則第9號之修訂本	Prepayment Features with Negative Compensation 具負值補償之預付特徵	1 January 2019 二零一九年一月一日	
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號之修訂本	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司之間的資產出售或投入	To be determined 待定	
Amendments to HKFRS 15 香港財務報告準則第15號之修訂本	Clarifications to HKFRS 15 香港財務報告準則第15號之澄清	1 January 2018 二零一八年一月一日	
Amendments to HKAS 1 and HKAS 8 香港會計準則第1號及香港會計準則第8號之修訂本	Amendments to Definition of "Material" 「重大性」之定義之修訂本	1 January 2020 二零二零年一月一日	

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(ii) *New standards, amendments to existing standards and interpretations have been issued but are not effective and have not been early adopted (Continued)*

Standards	Subject	Effective for annual periods beginning on or after	Note
準則	項目	於以下日期或之後開始之年度期間生效	附註
Amendments to HKAS 19 香港會計準則第19號之修訂本	Employee Benefits: Plan Amendment, Curtailment or Settlement 僱員福利：計劃修訂、縮減或結清	1 January 2019 二零一九年一月一日	
Amendments to HKAS 28 香港會計準則第28號之修訂本	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle 作為香港財務報告準則二零一四年至二零一六年週期年度改進之一部分	1 January 2018 二零一八年一月一日	
Amendments to HKAS 28 香港會計準則第28號之修訂本	Long-term Interests in an Associate or Joint Venture 於聯營公司或合營公司之長期權益	1 January 2019 二零一九年一月一日	
Amendments to HKAS 40 香港會計準則第40號之修訂本	Transfers of Investment Property 轉讓投資物業	1 January 2018 二零一八年一月一日	
Amendments to HKFRSs 香港財務報告準則之修訂本	Annual Improvements 2015-2017 Cycle 二零一五年至二零一七年週期之年度改進	1 January 2019 二零一九年一月一日	

The Group is assessing the impacts of these new standards, amendments to existing standards and interpretations and will apply them once they are effective.

本集團正在評估該等新準則、現有準則及詮釋之修訂本之影響，並將於生效時加以應用。

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(ii) 已頒佈但尚未生效及尚未提早採納之新準則及準則之修訂本 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(ii) *New standards, amendments to existing standards and interpretations have been issued but are not effective and have not been early adopted (Continued)*

Note (a):

HKFRS 15, "Revenue from Contracts with Customers"

Nature of change

The Hong Kong Institute of Certified Public Accountants has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts and the related literature. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Impact

The management has assessed the effects of applying the new standard on the Group's consolidated financial statements and does not expect a significant impact on the recognition of revenue.

Date of adoption by the Group

This standard is mandatory for financial years commencing on or after 1 January 2018. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in accumulated losses as of 1 April 2018 and that comparatives will not be restated.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(ii) *已頒佈但尚未生效及尚未提早採納之新準則及準則之修訂本 (續)*

附註(a):

香港財務報告準則第15號「客戶合約收益」

改變之性質

香港會計師公會已頒佈確認收益之新準則。此將取代香港會計準則第18號(涵蓋貨品及服務之合約)及香港會計準則第11號(涵蓋建築合同及相關文書)。此新準則乃根據當貨品或服務之控制權轉讓予客戶時才確認收益之原則下作出。此準則允許對是次採納採用全面追溯法或經修改追溯法。

影響

管理層已評估應用該新準則對本集團綜合財務報表之影響，並預期不會對收益確認造成重大影響。

本集團採納的日期

此準則已於二零一八年一月一日或以後開始之財政年度強制生效。本集團擬於採納該準則時採用修改追溯法，即表示採納的累積影響將於二零一八年四月一日在累計虧損確認且該比較金額將不予重列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(ii) *New standards, amendments to existing standards and interpretations have been issued but are not effective and have not been early adopted (Continued)*

Note (b):

HKFRS 16, "Leases"

Nature of change

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the statement of financial position of a lessee, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases. The accounting for lessors will not significantly change.

Impact

The standard will affect primarily the accounting for the Group's operating leases (as lessee). As at the reporting date, the Group has non-cancellable operating lease commitments of approximately HK\$10,964,000. The Group estimates that the impact on the amount for short-term or low value leases is immaterial. The Group has not yet assessed what other adjustments, if any, are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

Date of adoption by the Group

This standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Apart from aforementioned HKFRS 15 and HKFRS 16, the Board of Directors ("Board") are in the process of assessing the financial impact of the adoption of the above new standards, amendments to existing standard and interpretations. The Board will adopt the new standards, amendments to existing standards and interpretations when they become effective.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(ii) *已頒佈但尚未生效及尚未提早採納之新準則及準則之修訂本 (續)*

附註(b):

香港財務報告準則第16號「租賃」

改變之性質

香港財務報告準則第16號已於二零一六年一月發佈。由於對經營租賃和融資租賃的計量劃分已經刪除，此將會導致幾乎所有租賃須在承租人的財務狀況表內確認。根據新準則，資產（租賃資產的使用權）和支付租金的金融負債須確認入賬。豁免僅適用於短期和低價值租賃。出租人的會計處理將不會有重大變動。

影響

該準則將主要影響本集團經營租賃作為（作為承租人）之會計處理。於報告日期，本集團之不可撤銷經營租約承擔約為港幣10,964,000元。本集團估計對短期或低價值租賃金額的影響並不重大。本集團尚未評估須作出何種其他調整（如有），例如，由於租賃期之釋義變動以及不同租賃付款與續租及終止選擇權之不同處理。因此，尚不能估計於採納新訂準則時必須確認之使用權資產及租賃負債金額以及其將可能如何影響本集團之損益與未來現金流量分類。

本集團採納的日期

此準則於二零一九年一月一日或以後開始之財政年度強制生效。於此階段，本集團不擬於其生效日期前採納該準則。本集團擬應用簡化過渡法且將不會重列首次採納前年度的比較金額。

除上文所述之香港財務報告準則第15號及香港財務報告準則第16號，董事會（「董事會」）正在評估上述新訂準則、現有準則及詮釋之修訂本之財務影響。董事會將於新準則、現有準則及詮釋之修訂本生效時採納該等準則及詮釋。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy

As explained in Note 2 (b)(i) above, the Group has early adopted HKFRS 9, which resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The Group has applied the standard retrospectively and restated the comparative figures. The date of initial application of HKFRS 9 is 1 April 2017. The assessment of the Group's business model was made as of the date of initial application, 1 April 2017, and then applied retrospectively to those financial assets that were not derecognised before 1 April 2017. HKFRS 9 replaces the provisions of HKAS 39 "Financial Instruments: Recognition and Measurement" ("HKAS 39") that relate to the recognition, classification and measurement of financial assets and financial liabilities; derecognition of financial instruments; impairment of financial assets and hedge accounting. HKFRS 9 also significantly amends other standards dealing with financial instruments such as HKFRS 7 "Financial Instruments: Disclosures".

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動

誠如上文附註2(b)(i)所闡釋，本集團已提早採納香港財務報告準則第9號，其導致會計政策變動及對綜合財務報表確認金額之調整。本集團已追溯應用該準則及重列比較數字。香港財務報告準則第9號初步應用日期為二零一七年四月一日。本集團業務模式之評估乃於首次應用日期二零一七年四月一日作出，且當時追溯應用於該等於二零一七年四月一日前並未終止確認之金融資產。香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」（「香港會計準則第39號」）有關金融資產及金融負債的確認、分類及計量、金融工具終止確認、金融資產減值及對沖會計處理的條文。香港財務報告準則第9號亦大幅修訂其他處理金融工具的準則，例如香港財務報告準則第7號「金融工具：披露」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

i. Classification and measurement of financial instruments

The Group elected to present changes in the fair value of all its equity investments (previously classified as available-for-sale investments and re-measured at fair value at each reporting date) in other comprehensive income as they are long-term and strategic investments. As a result, available-for-sale investments with aggregated fair value of approximately HK\$24,533,000 and HK\$29,241,000 were reclassified to financial assets at FVTOCI on 1 April 2016 and 31 March 2017, respectively. Other than the change in the classification of equity investments, the classification of other financial assets and liabilities remained unchanged.

Gains or losses realised in the sale of the financial assets at FVTOCI will no longer be transferred to profits or loss on sale, but instead be transferred from FVTOCI reserve to accumulated losses. During the year ended 31 March 2018, the Group disposed of a financial asset at FVTOCI at a consideration of HK\$29,797,000. Upon disposal, the related investment revaluation reserve was debited by approximately HK\$24,960,000 and transferred to accumulated losses.

2 主要會計政策概要(續)

(b) 會計政策及披露資料之變動(續)

(iii) 會計政策變動(續)

i. 金融工具之分類及計量

由於股本投資屬於長期策略投資，本集團選擇將其所有先前被分類為可供出售投資及於各報告日期按公平值重新計量之公平值變動於其他全面收益內呈列。於二零一六年四月一日及二零一七年三月三十一日，公平值分別共達約港幣24,533,000元及港幣29,241,000元之可供出售投資因此被重新分類為按公平值透過其他全面收益列賬之金融資產。除股本投資分類變動外，其他金融資產及負債分類維持不變。

出售按公平值透過其他全面收益列賬之金融資產之已變現盈虧將不再於出售時轉撥至損益，惟將由按公平值透過其他全面收益列賬之儲備重新分類至累計虧損。於截至二零一八年三月三十一日止年度內，本集團出售按公平值透過其他全面收益列賬之金融資產，代價為港幣29,797,000元。於出售後，相關投資重估儲備被撥入約港幣24,960,000元及轉撥至累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

ii. Impairment of financial assets

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

In the current year, the Group has applied HKFRS 9 simplified approach to measure ECL using lifetime ECL for trade receivables. To measure the ECL, trade receivables have been grouped 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.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

ii. 金融資產減值

就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損（「預期信貸虧損」）模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

於本年度，本集團已應用香港財務報告準則第9號的簡化方法，使用全期預期信貸虧損計量貿易應收款項的預期信貸虧損。為計量預期信貸虧損，貿易應收款項已根據本集團過往信貸虧損經驗分類，並根據債務人特定因素、整體經濟狀況以及報告日期當前狀況及對未來狀況預測的評估作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

ii. Impairment of financial assets (Continued)

For loans receivables, the ECL is based on the 12-month ECL unless there has been significant increase in credit risk since initial recognition. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. The Group categorises its loans receivable into three categories which reflect their credit risk and assesses the ECL for each of those categories. A summary of the assumptions underpinning the Group's expected credit loss model is explained in Note 3 (a)(ii).

Allowance for credit losses for other financial assets at amortised cost, which mainly comprise of deposits and other receivables and cash and bank balances are measured based on 12-month ECL basis and there have no significant increase in credit risk since initial recognition.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

ii. 金融資產減值 (續)

就應收貸款而言，預期信貸虧損乃根據12個月預期信貸虧損計算得出，自初始確認以來信貸風險顯著增加者除外。12個月預期信貸虧損為因報告日期後12個月內可能發生的金融工具違約事件而產生的全期預期信貸虧損的一部分。本集團將應收貸款分為三類用以分別反映信貸風險並評估各類別的預期信貸虧損。本集團的預期信貸虧損模式基於之假設概要於附註3(a)(ii)闡釋。

其他按攤銷成本計量之金融資產之信貸虧損撥備，主要由按12個月預期信貸虧損基準計量之按金及其他應收款項以及現金及銀行結餘組成及自初步確認以來信貸風險並無大幅增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

iii. The effect of early adoption of HKFRS 9

The table below illustrate the classification and measurement of financial assets and other items subject of ECL under HKFRS 9 and HKAS 39 as at 31 March 2017 and 1 April 2016.

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

iii. 提早採納香港財務報告準則第9號之影響

下表載列於二零一七年三月三十一日及二零一六年四月一日根據香港財務報告準則第9號及香港會計準則第39號面臨預期信貸虧損金融資產及其他項目的分類及計量。

		For the year ended 31 March 2017 截至二零一七年三月三十一日止年度			
		As previously reported under HKAS 39 根據香港 會計準則 第39號 先前呈列 HK\$'000 港幣千元	Reclassification 重新分類 HK\$'000 港幣千元	Adjustments 調整 HK\$'000 港幣千元	Restated under HKFRS 9 根據香港財務 報告準則 第9號重列 HK\$'000 港幣千元
Consolidated income statement	綜合收益表				
Other losses, net	其他虧損·淨額	(5,622)	4,809	-	(813)
Allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備	-	-	(18,156)	(18,156)
Allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備	-	(4,809)	(4,416)	(9,225)
Profit for the year	年內溢利	115,144	-	(22,572)	92,572
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	117,760	-	(22,572)	95,188
Earnings per share, basic and diluted (HK cents)	每股基本及攤薄盈利 (港仙)	1.57	-	(0.30)	1.27

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

iii. The effect of early adoption of HKFRS 9 (Continued)

		As at 31 March 2017 as previously reported under HKAS 39 於二零一七年 三月三十一日 根據香港 會計準則 第39號 先前呈列 HK\$'000 港幣千元	Reclassification	Adjustments	As at 1 April 2017 restated under HKFRS 9 於二零一七年 四月一日 根據香港財務 報告準則 第9號重列 HK\$'000 港幣千元
Consolidated statement of financial position	綜合財務狀況表				
Trade receivables	貿易應收款項	446,441	-	(34,704)	411,737
Loans receivable	應收貸款	117,125	-	(6,089)	111,036
Other financial asset:	其他金融資產：				
- available-for-sale investments (non-current)	- 可供出售投資 (非流動)	29,241	(29,241)	-	-
- held-for-trading investments (current)	- 持作買賣投資 (流動)	256	(256)	-	-
Financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產	-	29,241	-	29,241
Financial assets at FVTPL	按公平值透過損益列賬之金融資產	-	256	-	256
Accumulated losses	累計虧損	(104,977)	-	(40,793)	(145,770)

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

iii. 提早採納香港財務報告準則第9號之影響 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(b) Changes in accounting policies and disclosures (Continued)

(b) 會計政策及披露資料之變動 (續)

(iii) Change in accounting policy (Continued)

(iii) 會計政策變動 (續)

iii. The effect of early adoption of HKFRS 9 (Continued)

iii. 提早採納香港財務報告準則第9號之影響 (續)

	As at 31 March 2016 as previously reported under HKAS 39 於二零一六年 三月三十一日 如先前 根據香港 會計準則 第39號 呈列 HK\$'000 港幣千元	Reclassification 重新分類 HK\$'000 港幣千元	Adjustments 調整 HK\$'000 港幣千元	As at 1 April 2016 restated under HKFRS 9 於二零一六年 四月一日 根據香港財務 報告準則 第9號重列 HK\$'000 港幣千元
Consolidated statement of financial position 綜合財務狀況表				
Trade receivables 貿易應收款項	348,020	-	(16,548)	331,472
Loans receivable 應收貸款	19,913	-	(1,673)	18,240
Other financial asset: 其他金融資產 (非流動):				
- available-for-sale investments (non-current) 可供出售投資 (非流動)	24,533	(24,533)	-	-
- held-for-trading investments (current) 持作買賣投資 (流動)	147	(147)	-	-
Financial assets at FVTOCI 按公平值透過其他全面收益列賬之金融資產	-	24,533	-	24,533
Derivative financial assets 衍生金融資產	510	(510)	-	-
Financial assets at FVTPL 按公平值透過損益列賬之金融資產	-	657	-	657
Accumulated losses 累計虧損	(223,906)	-	(18,221)	(242,127)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows:

	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Accumulated losses 31 March under HKAS 39		
根據香港會計準則第39號計算之三月三十一日		
累計虧損	(104,977)	(223,906)
Increase in allowance for credit losses on trade receivables	(34,704)	(16,548)
貿易應收款項之信貸虧損撥備增加		
Increase in allowance for credit losses on loans receivable	(6,089)	(1,673)
應收貸款之信貸虧損撥備增加		
Opening accumulated losses 1 April under HKFRS 9	(145,770)	(242,127)
根據香港財務報告準則第9號計算之四月一日年初累計虧損		

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

Adjustment made to line items in the consolidated income statement and the consolidated statement of comprehensive income for the 2017 reporting period relate to:

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下：(續)

對二零一七年報告期間之綜合收益表及綜合全面收益表內各項目作出之調整乃與以下項目有關：

	2017 二零一七年 HK\$'000 港幣千元
Increase in allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備增加 (18,156)
Increase in allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備增加 (9,225)
Reclassification of other losses, net to allowance for credit loss on loans receivable	重新分類其他虧損淨額至有關應收貸款之信貸虧損撥備 4,809
Decrease of operating profit and profit for the year	(22,572)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

Set out below is the reconciliation of the ending provision for impairment in accordance with HKAS 39 to the opening loss allowances determined in accordance with HKFRS 9:

		Trade receivables 貿易應收款項 HK\$'000 港幣千元	Loans receivable 應收貸款 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Provision for impairment at 31 March 2016 under HKAS 39	於二零一六年三月三十一日 根據香港會計準則第39號計提之減值撥備	11,723	-	11,723
Additional credit losses recognised	已確認額外信貸虧損	16,548	1,673	18,221
Loss allowances at 1 April 2016 under HKFRS 9	於二零一六年四月一日 根據香港財務報告準則第9號釐定之虧損撥備	28,271	1,673	29,944

		Trade receivables 貿易應收款項 HK\$'000 港幣千元	Loans receivable 應收貸款 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Provision for impairment at 31 March 2017 under HKAS 39	於二零一七年三月三十一日 根據香港會計準則第39號計提之減值撥備	10,139	4,809	14,948
Additional credit losses recognised	已確認額外信貸虧損	34,704	6,089	40,793
Loss allowances at 1 April 2017 under HKFRS 9	於二零一七年四月一日 根據香港財務報告準則第9號釐定之虧損撥備	44,843	10,898	55,741

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下：(續)

下表載列根據香港會計準則第39號計提之期末減值撥備與根據香港財務報告準則第9號釐定之期初虧損撥備之對賬：

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

Classification and measurement

On 1 April 2017, the Group's management has assessed which business models applied to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories. The main effects resulting from this reclassification are as follows:

Financial assets	金融資產	FVTPL 按公平值透過 損益列賬 HK\$'000 港幣千元	FVTOCI 按公平值透過 其他全面 收益列賬 HK\$'000 港幣千元	Other financial assets 其他金融資產 HK\$'000 港幣千元
Closing balance 31 March 2017 – As previously reported under HKAS39	二零一七年 三月三十一日之 年末結餘—如先前 根據香港會計準則 第39號呈報	—	—	29,497
Reclassify investment from other financial assets (held-to-trading investments) to FVTPL	將投資由其他金融資產 (持作買賣投資) 重新分類至按公平值 透過損益列賬	256	—	(256)
Reclassify investment from other financial assets (available-for-sale investments) to FVTOCI	將投資由其他金融資產 (可供出售投資) 重新分類至按公平值 透過其他全面收益 列賬	—	29,241	(29,241)
Opening balance 1 April 2017 – under HKFRS 9	二零一七年四月一日之 年初結餘—根據香港 財務報告準則第9號	256	29,241	—

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下：(續)

分類及計量

於二零一七年四月一日，本集團管理層已評估何種業務模式適用於本集團所持有之金融資產，並已將其金融工具分類為香港財務報告準則第9號之適當類別。此重新分類產生之主要影響如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

The following are items have been restated, arising from the retrospective application of HKFRS 9:

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下: (續)

以下為因追溯應用香港財務報告準則第9號而已重列的項目:

	Financial assets at FVTPL 按公平值透過損益列賬之金融資產 HK\$'000 港幣千元	Financial assets at FVTOCI 按公平值透過其他全面收益列賬之金融資產 HK\$'000 港幣千元	Derivative financial assets 衍生金融資產 HK\$'000 港幣千元	Other financial assets 其他金融資產 HK\$'000 港幣千元
Closing balance 31 March 2016 – As previously reported under HKAS39	–	–	510	24,680
Reclassify investment from other financial assets (held-for-trading investments) to FVTPL 將投資由其他金融資產 (持作買賣投資)重新分類至按公平值透過損益列賬	147	–	–	(147)
Reclassify investment from derivative financial assets to FVTPL 將投資由衍生金融資產重新分類至按公平值透過損益列賬	510	–	(510)	–
Reclassify investment from other financial assets (available-for-sale investments) to FVTOCI 將投資由其他金融資產 (持作買賣投資)重新分類至按公平值透過其他全面收益列賬	–	24,533	–	(24,533)
Opening balance 1 April 2016	657	24,533	–	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

The impact of these changes on the Group's equity is as follows:

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下: (續)

該等變動對本集團權益之影響如下:

	Effect on investment valuation reserves	Effect on FVTOCI reserves	Effect on accumulated losses
	對投資估值儲備之影響	全面收益列賬儲備之影響	對累計虧損之影響
	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元
Closing balance 31 March 2017 – As previously reported under HKAS39	二零一七年三月三十一日之年末結餘 – 如先前根據香港會計準則第39號呈報	(32,516)	–
Increase in allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備增加	–	(34,704)
Increase in allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備增加	–	(6,089)
Reclassify non-trading equities from other financial assets to FVTOCI	將其他金融資產之非交易權益重新分類至按公平值透過其他全面收益列賬	32,516	(32,516)
Opening balance 1 April 2017 – under HKFRS 9	二零一七年四月一日之年初結餘 – 根據香港財務報告準則第9號	–	(145,770)
		–	(32,516)
		–	(145,770)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Changes in accounting policies and disclosures (Continued)

(iii) Change in accounting policy (Continued)

- iv. Total impact on the Group's retained earnings as at 1 April 2017 and 1 April 2016 is as follows: (Continued)

The impact of these changes on the Group's equity is as follows: (Continued)

2 主要會計政策概要 (續)

(b) 會計政策及披露資料之變動 (續)

(iii) 會計政策變動 (續)

- iv. 對本集團於二零一七年四月一日及二零一六年四月一日保留盈利之影響總額列示如下: (續)

該等變動對本集團權益之影響如下: (續)

		Effect on investment valuation reserves	Effect on FVTOCI reserves	Effect on accumulated losses
		對投資估值儲備之影響	對按公平值透過其他全面收益列賬儲備之影響	對累計虧損之影響
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Closing balance 31 March 2016 – As previously reported under HKAS39	二零一六年三月三十一日之年末結餘 – 如先前根據香港會計準則第39號呈報	(30,224)	–	(223,906)
Increase in allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備增加	–	–	(16,548)
Increase in allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備增加	–	–	(1,673)
Reclassify non-trading equities from other financial assets to FVTOCI	將其他金融資產之非交易權益重新分類至按公平值透過其他全面收益列賬	30,224	(30,224)	–
Opening balance 1 April 2016 – under HKFRS 9	二零一六年四月一日之年初結餘 – 根據香港財務報告準則第9號	–	(30,224)	(242,127)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Subsidiaries

(i) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- (i) fair values of the assets transferred
- (ii) liabilities incurred to the former owners of the acquired business
- (iii) equity interests issued by the Group
- (iv) fair value of any asset or liability resulting from a contingent consideration arrangement, and
- (v) fair value of any pre-existing equity interest in the subsidiary.

2 主要會計政策概要 (續)

(c) 附屬公司

(i) 綜合

附屬公司乃本集團對其有控制權的實體(包括結構性實體)。若本集團因參與有關實體而對可變回報承擔風險或享有權利,並能透過其在該實體的權力影響該等回報,即是本集團對該實體具有控制權。附屬公司在控制權轉移至本集團之日起綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

(a) 業務合併

本集團利用會計購買法將所有業務合併入賬,不論是否購買權益工具或其他資產。購買一間附屬公司所轉讓的代價包括:

- (i) 所轉讓資產公平值
- (ii) 對收購業務的前所有人產生的負債
- (iii) 本集團發行的股本權益
- (iv) 或然代價安排所產生的任何資產或負債的公平值,及
- (v) 附屬公司中任何先前股權的公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Subsidiaries (Continued)

(i) Consolidation (Continued)

(a) Business combinations (Continued)

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- (i) consideration transferred,
- (ii) amount of any non-controlling interest in the acquired entity, and
- (iii) acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a gain on bargain purchase.

2 主要會計政策概要 (續)

(c) 附屬公司 (續)

(i) 綜合 (續)

(a) 業務合併 (續)

在業務合併中所購買可辨認的資產以及所承擔的負債及或然負債，首先以彼等於購買日期的公平值計量（具有有限的例外情況）。按逐項收購基準，本集團以公平值或非控股權益按比例應佔收購實體可識別資產淨值，確認任何收購實體非控股權益。

收購相關成本於產生時支銷。

下列：

- (i) 所轉讓代價；
- (ii) 於收購實體的任何非控股權益金額；及
- (iii) 任何先前於收購實體的股權於收購日期的公平值

超出所收購可識別資產淨值的公平值的差額列賬為商譽。倘該等金額低於所收購業務可識別資產淨值的公平值，其差額將直接於損益確認為議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Subsidiaries (Continued)

(i) Consolidation (Continued)

(a) Business combinations (Continued)

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

(b) Disposals of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement.

2 主要會計政策概要 (續)

(c) 附屬公司 (續)

(i) 綜合 (續)

(a) 業務合併 (續)

或然代價分類為權益或金融負債。分類為金融負債的金額隨後重新計量其公平值，而公平值變動則於損益內確認。

倘業務合併分階段進行，收購方原先所持被收購方股權於收購日期的賬面值按當日的公平值重新計量，重估產生的盈虧於損益確認。

(b) 出售附屬公司

本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公平值重新計量，有關賬面值變動於綜合收益表確認。就其後入賬列作聯營公司、合營公司或金融資產之保留權益，其公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額被重新分類至綜合收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in an associate includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to the consolidated income statement where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of results in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of results of an associate' in the consolidated income statement.

2 主要會計政策概要 (續)

(d) 聯營公司

聯營公司為本集團可對其施加重大影響力但非控制之實體，一般持有其投票權20%至50%。於聯營公司之投資採用權益會計法列賬。根據權益法，投資初始以成本確認，並調高或調低賬面值以確認投資者於收購日期後應佔之被投資方損益。本集團於一間聯營公司之投資包括收購時已識別之商譽。

倘於聯營公司之擁有權權益減少，而重大影響力獲保留，則先於其他全面收益內確認之金額根據比例部份被重新分類至綜合收益表（倘適用）。

本集團應佔收購後溢利或虧損於綜合收益表內確認，而應佔收購後其他全面收益之變動則於其他全面收益中確認，並對投資賬面值作出相應調整。倘本集團應佔一間聯營公司之業績等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款項，則本集團不會確認進一步虧損，除非其已代聯營公司承擔法律或推定責任或支付款項。

本集團於各報告日期釐定是否有任何客觀證據顯示於聯營公司之投資減值。倘出現減值證據，則本集團按聯營公司之可收回金額與其賬面值之差額計算減值金額，並於綜合收益表內「應佔一間聯營公司業績」項下確認有關金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Associates (Continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in an associate. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains or losses on dilution of equity interest in an associate are recognised in the consolidated income statement.

(e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Company that makes strategic decisions.

(f) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's functional currency is United States dollars ("US\$") and since the Company's shares are listed on the Main Board of the Stock Exchange, the Board of Directors considered that it is more appropriate to adopt HK\$ as the Group's and the Company's presentation currency in the preparation of the consolidated financial statements.

2 主要會計政策概要 (續)

(d) 聯營公司 (續)

本集團及其聯營公司之間之上游及下游交易所產生溢利及虧損於本集團財務報表確認，惟僅以非關連投資者於一間聯營公司之權益為限。除非有關交易提供已轉讓資產減值證據，否則未變現虧損予以對銷。聯營公司之會計政策已於必要時作出更改，以確保與本集團所採納之政策保持一致。

攤薄於一間聯營公司之權益產生之盈虧於綜合收益表確認。

(e) 分部申報

經營分部的呈報方式與向主要經營決策者（「主要經營決策者」）提供的內部報告貫徹一致。主要經營決策者負責就經營分部分配資源及評估表現，並已被確認為作出策略性決策之本公司執行董事。

(f) 外幣換算

(i) 功能及呈列貨幣

本集團旗下各實體財務報表計入之項目，均以該實體經營所在主要經濟環境之貨幣（「功能貨幣」）計量。本公司功能貨幣為美元（「美元」），且自本公司股份於聯交所主板上市起，董事會認為採納港幣為本集團及本公司編製綜合財務報表之呈列貨幣更適當。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Foreign currency translation (Continued)

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

All foreign exchange gains and losses are presented in the consolidated income statement within "other gains/(losses), net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets such as equities classified as financial assets at FVTOCI are recognised in other comprehensive income.

2 主要會計政策概要 (續)

(f) 外幣換算 (續)

(ii) 交易及結餘

外幣交易採用交易日期或項目重新計量估值日期之現行匯率換算為功能貨幣。因結算該等交易及按年末匯率換算以外幣計值之貨幣資產及負債而產生之外匯收益及虧損均在綜合收益表確認。

所有外匯收益及虧損於綜合收益表之「其他收益／(虧損)·淨額」呈列。

按公平值計量並以外幣計值之非貨幣性項目使用釐定公平值當日之匯率換算。按公平值列賬之匯兌差額呈報為公平值損益之一部分。例如·非貨幣性資產(例如分類為按公平值透過其他全面收益列賬之金融資產之權益)的換算差額於其他全面收益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange translation differences arising are recognised in other comprehensive income.

2 主要會計政策概要 (續)

(f) 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之所有集團實體(各實體均無嚴重通脹經濟地區之貨幣)之業績及財務狀況均按以下方法換算為呈列貨幣:

- (a) 於各財務狀況表呈列之資產與負債均以該綜合財務狀況表日期之收市匯率換算;
- (b) 每份收益表之收入及支出均按平均匯率換算, 惟倘該平均值並非交易日通行匯率累計影響之合理約數, 則收入及支出按交易當日之匯率換算; 及
- (c) 所有產生之匯兌差額乃於其他全面收益確認。

因收購海外實體而產生之商譽及公平值調整乃作為該海外實體之資產及負債處理, 並按收市匯率換算。所產生之匯兌差額乃於其他全面收益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Property, plant and equipment

Property, plant and equipment, comprises mainly plant and machinery, furniture, fixture and equipment, motor vehicles, oil properties (Note 2(h)) and construction-in-progress, is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Depreciation, other than oil properties, is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Plant and machinery	5-11 years
Furniture, fixture and equipment	3-11 years
Motor vehicles	4-8 years

Construction-in-progress represents buildings, plant and machinery under construction and pending installation and is stated at cost. Cost includes the costs of construction of buildings, the costs of plant and machinery, installation, testing and other direct costs. No depreciation is made on construction-in progress until the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated above.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2(k)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other gains/(losses), net" in the consolidated income statement.

2 主要會計政策概要(續)

(g) 物業、廠房及設備

物業、廠房及設備主要包括廠房及機器、傢具、裝置及設備、汽車、採油資產(附註2(h))及在建工程,並按歷史成本減折舊列賬。歷史成本包括收購該等項目直接應佔之開支。

僅當項目有關之未來經濟效益可能流入本集團,而有關項目之成本能可靠計算時,其後成本方會計入資產賬面值內或確認為獨立資產(如適用)。被替代部份之賬面值終止確認。所有其他維修保養費均於其產生之財務期間於綜合收益表內扣除。

折舊(採油資產除外)按下列估計可使用年期以直線法計算,以將其成本分攤至其剩餘價值:

廠房與機器	5-11年
傢具、裝置與設備	3-11年
汽車	4-8年

在建工程指正在建設及待裝置之樓宇、廠房及機器,按成本入賬。成本包括在建樓宇成本、廠房及機器、安裝、測試之成本及其他直接成本。在建工程並不作出折舊,直至有關資產完成並可作擬定用途為止。當有關資產投入使用後,成本將轉撥至物業、廠房及設備,並且根據上文所載之政策折舊。

於各報告期末均會檢討資產剩餘價值及可使用年期,並在適當情況下作出調整。

倘資產賬面值高於其估計可收回金額時,立即將該資產之賬面值撇減至其可收回金額(附註2(k))。

出售之收益及虧損乃透過比較所得款項與賬面值釐定,並於綜合收益表內「其他收益/(虧損),淨額」確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Oil properties

(i) Exploration and evaluation

Oil exploration and evaluation expenditures are accounted for using the “successful efforts” method of accounting. Costs are accumulated on a field-by-field basis. Geological and geophysical costs are expensed as incurred. Costs directly associated with an exploration well, and exploration and property leasehold acquisition costs, are capitalised to property, plant and equipment or intangible assets according to the nature of the expenditure incurred until the determination of reserves is evaluated. If it is determined that commercial discovery has not been achieved, these costs are charged to expense.

Once commercial reserves are found, and production has commercial, the capitalised, exploration and evaluation assets are tested for impairment and transferred to development tangible and intangible assets. No depreciation and/or amortisation is charged during the exploration and evaluation phase.

(ii) Development assets

Expenditure on the construction, installation or completion of infrastructure facilities such as platforms, pipelines and the drilling of commercially proven development wells, is capitalised within property, plant and equipment and intangible assets according to nature. When development is completed on a specific field, it is transferred to oil properties or intangible assets. No depreciation and/or amortisation is charged during the development phase.

(iii) Oil properties

Oil properties are aggregated exploration and evaluation tangible assets, and development expenditures associated with the production of proved reserves.

2 主要會計政策概要 (續)

(h) 採油資產

(i) 勘探及評估

石油勘探及評估開支乃採用「成果」會計法入賬。成本以每個礦場之基準累計。地質及地球物理成本於產生時列作開支。直接與探井及勘探和物業租賃收購成本相關之成本會被根據產生開支的性質資本化至物業、廠房及設備或無形資產，直至就確定儲量作出評估為止。如商業勘探被釐定為不能達到，則該等成本會自開支內扣除。

一旦發現商業儲量並開始生產時，已資本化勘探及評估資產會作減值測試，並轉撥至發展有形及無形資產。於勘探及評估期間，並不會扣除折舊及／或攤銷。

(ii) 發展資產

建設、安裝或完成如平台、管道等基建設施以及鑽探證實可作商業生產之發展礦井之開支，將根據該費用之性質於物業、廠房及設備以及無形資產中撥充資本。當特定礦田之發展完成時，其將轉撥至採油資產或無形資產。於發展期間，並不會扣除折舊及／或攤銷。

(iii) 採油資產

採油資產匯總為勘探及評估有形資產及與生產探明儲量相關之發展開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Oil properties (Continued)

(iii) Oil properties (Continued)

Oil properties are stated at cost less accumulated depreciation, and impairment losses.

Depreciation of the oil properties is recognised using straight-line method over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(iv) Impairment – exploration and evaluation assets

Exploration and evaluation assets are tested for impairment when reclassified to development assets, or whenever facts and circumstances indicate impairment. An impairment loss is recognised for the amount by which the exploration and evaluation assets' carrying amount exceeds their recoverable amount. The recoverable amount is the higher of the exploration and evaluation assets' fair value less costs of disposal and their value in use. For the purposes of assessing impairment, the exploration and evaluation assets subject to testing are grouped with existing cash-generating units of production fields that are located in the same geographical region.

(v) Impairment – development assets, oil properties and plant and machineries

Development assets, oil properties and plant and machineries are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

2 主要會計政策概要 (續)

(h) 採油資產 (續)

(iii) 採油資產 (續)

採油資產按成本減累計折舊及減值虧損列賬。

採油資產之折舊按其估計可使用年期以直線法確認。於各個報告期末審閱估計可使用年期及攤銷方法，而任何估計變動的影響按預期基準入賬。

(iv) 減值 – 勘探及評估資產

勘探及評估資產乃於重新分類為發展資產時或於出現減值之事實及情況時進行減值測試。減值虧損乃就勘探及評估資產之賬面值超逾其可收回金額之差額予以確認。可收回金額為減除出售成本後勘探及評估資產之公平值與其使用價值兩者之較高者。就評估減值而言，須作測試之勘探及評估資產乃與位於同一地區之礦產區內現有之現金產生單位屬同一組別。

(v) 減值 – 發展資產、採油資產及廠房與機器

發展資產、採油資產及廠房與機器於出現若干事件或環境有變而顯示賬面值可能無法收回時檢討減值。減值虧損按資產賬面值超出其可收回金額之金額確認。可收回金額為資產公平值減出售成本與使用價值之較高者。就評估減值而言，資產按最低層面之獨立可識別現金流量進行分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over the shorter of the term of the lease and 50 years, using the straight-line method.

(j) Intangible assets

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of consideration transferred over the Group's interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2 主要會計政策概要 (續)

(i) 投資物業

投資物業（主要包括租賃土地及樓宇）乃指持作賺取長期租金收入或資本升值或上述兩種目的且並非由本集團佔用之物業。投資物業初步按成本（包括相關交易成本及借貸成本（如適用））計量。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。投資物業按租賃期限與50年之較短者採用直線法確認折舊，以撇銷成本。

(j) 無形資產

(i) 商譽

商譽於收購附屬公司時產生，指已轉撥代價超出本集團於被收購方可識別資產、負債及或然負債公平淨值之權益及被收購方非控制性權益公平值之數額。

就減值測試而言，於業務合併中收購之商譽乃分配至預期自合併協同效應受惠之各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽之單位或單位組別指就內部管理而言實體監察商譽之最低層面。商譽於經營分類層面監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Intangible assets (Continued)

(ii) Exploitation licences

Exploitation licences acquired are shown at historical cost and have a finite useful life and are carried at cost less accumulated amortisation.

Amortisation of the exploitation licences is recognised on a straight-line basis over their estimated useful lives, which is determined as the remaining contractual life of the oil exploitation licences. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(iii) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of ten years over the expected life of the customer relationship.

(iv) Others

Licences to run the insurance brokerage, securities brokerage and asset management are recognised as intangible assets in the consolidated statement of financial position. They have indefinite useful lives and tested annually for impairment and carried at its cost less accumulated impairment losses.

2 主要會計政策概要 (續)

(j) 無形資產 (續)

(ii) 開採許可證

所收購之開採許可證按歷史成本呈列，且有限定之可使用年期及按成本減累計攤銷列賬。

開採許可證之攤銷於其估計可使用年內按直線基準確認，其釐定為石油開採許可證之餘下合約年期。估計可使用年期及攤銷方法乃於各報告期末檢討，對按預期基準入賬之任何估計變動產生影響。

(iii) 客戶關係

業務合併中所收購之客戶關係按收購日期之公平值確認。客戶關係均有限定之可使用年期，並按成本減累計攤銷入賬。攤銷以直線法按十年除以客戶關係預計年期計算。

(iv) 其他

經營保險經紀、證券經紀及資產管理的許可證乃於綜合財務狀況表確認為無形資產。許可證具有無限可使用年期，並於每年進行減值測試，及按成本減累計減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of non-financial assets

Goodwill and Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(l) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

2 主要會計政策概要 (續)

(k) 非金融資產減值

並無確定可使用年期之商譽及無形資產毋須攤銷，但每年需就減值進行測試。當有事件出現或情況改變顯示賬面值可能無法收回時會檢討須攤銷之資產是否有減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公平值減出售成本與使用價值兩者之較高者為準。就評估減值而言，資產將按獨立可識別現金流量之最低層次（現金產生單位）組合。非金融資產（除商譽外）若已減值，則須在各報告日期評估資產有否減值撥回之可能。

(l) 金融資產

(i) 分類

本集團將其金融資產作如下計量分類：

- 其後將按公平值（透過其他全面收益，或透過損益）計量之金融資產；及
- 按攤銷成本計量之金融資產。

該分類取決於實體管理金融資產之業務模式及現金流量之合約條款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial assets (Continued)

(i) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment designated at FVTOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 主要會計政策概要 (續)

(I) 金融資產 (續)

(i) 分類 (續)

就按公平值計量之資產而言，收益及虧損將計入損益或其他全面收益。就債務工具投資而言，其將取決於所持投資中之業務模式。就股本工具之投資而言，其將取決於本集團是否於初步確認時不可撤回地選擇將其作為指定按公平值透過其他全面收益列賬之股本投資入賬。

本集團於及僅於其管理該等資產之業務模式變更時將債務投資重新分類。

(ii) 確認及計量

經常性金融資產買賣在交易日（即本集團承諾購買或出售該資產之日期）確認。若從金融資產收取現金流量之權利已屆滿或已轉移及本集團已將所有權之絕大部份風險及回報轉移，則將取消確認金融資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial assets (Continued)

(ii) Recognition and measurement (Continued)

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated income statement when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

2 主要會計政策概要 (續)

(I) 金融資產 (續)

(ii) 確認及計量 (續)

於初始確認時，本集團按公平值加（倘為並非按公平值計入損益的金融資產）直接歸屬予收購金融資產之交易成本計算金融資產。透過損益按公平值列賬之金融資產交易成本於損益內支銷。

釐定附帶內嵌衍生工具之金融資產之現金流量是否僅為本金額及利息付款時計及有關資產全額。

債務工具

債務工具之其後計量取決於本集團管理資產及資產現金流量特點之業務模式。本集團分類債務工具有三個計量類別：

- 按攤銷成本：倘持有資產目的為收取合約現金流量，而該等資產之現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。在資產終止確認或減值時，其後按攤銷成本計量且不屬於對沖關係一部分的債務工具的收益或虧損於綜合收益表內確認。該等金融資產的利息收入以實際利率法計入「融資收入」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial assets (Continued)

(ii) Recognition and measurement (Continued)

Debt instruments (Continued)

- FVTOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the consolidated income statement and recognised in "other gains/(losses), net". Interest income from these financial assets is included in finance income using the effective interest rate method.
- FVTPL: Assets that do not meet the criteria for amortised cost or financial assets at FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the consolidated income statement within 'other gains/(losses), net' in the period in which it arises. Interest income from these financial assets is included in the 'finance income'.

2 主要會計政策概要 (續)

(I) 金融資產 (續)

(ii) 確認及計量 (續)

債務工具 (續)

- 按公平值透過其他全面收益：倘持有資產目的為收取合約現金流量及銷售金融資產，且資產的現金流量僅為本金及利息付款，則按公平值透過其他全面收益計量。賬面值變動計入其他全面收益（「其他全面收益」），惟減值收益或虧損、利息收益及匯兌收益及虧損乃於損益內確認。於取消確認金融資產時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至綜合收益表並於「其他收益／（虧損）淨額」確認。該等金融資產所產生的利息收入乃使用實際利率法計入「其他收入」。匯兌收益及虧損於「其他收益／（虧損）淨額」呈列。
- 按公平值計入損益：倘資產不符合攤銷成本或按公平值透過其他全面收益的標準，則按公平值計入損益計量。其後按公平值計入損益且並非對沖關係一部分的債務投資收益或虧損乃在其產生期間於損益表內確認及於綜合收益表內按淨額呈列於「其他收益／（虧損）淨額」下。來自該等金融資產之利息收入計入「融資收入」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial assets (Continued)

(ii) Recognition and measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present gains and losses on fair value changes of equity investments in OCI, there is no subsequent reclassification of fair value gains and losses on fair value change to the consolidated income statement. Dividends from such investments continue to be recognised in the consolidated income statement as other income when the Group's right to receive payments is established.

Gains and losses on fair value changes of financial assets at FVTPL are recognised in "other gains/(losses), net" in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at FVTOCI are not reported separately from other changes in fair value.

(iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2 主要會計政策概要 (續)

(I) 金融資產 (續)

(ii) 確認及計量 (續)

股本工具

本集團其後按公平值計量所有股本投資。倘本集團的管理層選擇於其他全面收益內呈列股本投資的公平值變動收益及虧損，則其後不會將公平值變動之公平值收益及虧損重新分類至綜合收益表。當本集團收取付款的權利確定後，有關投資的股息繼續於綜合收益表內確認為「其他收入」。

按公平值計入損益之金融資產公平值變動之損益於綜合收益表內確認為「其他收益／（虧損）淨額」（如適用）。按公平值透過其他全面收益的金融資產計量的股本投資減值虧損（及減值虧損撥回）不會與公平值其他變動分開呈報。

(iii) 抵銷金融工具

金融資產及負債於擁有法律上可執行之權利抵銷已確認金額及於擬按淨值基準結算或同時變現資產及結算負債時予以抵銷，而有關淨額則於財務狀況表內呈報。法律上可執行之權利不得依賴未來事件而定，而在日常業務過程中及倘本公司或對手方出現違約、無償債能力或破產時，必須具有法律約束力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 21 for further details.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 1 year past due.

For loans receivable and other financial assets, the Group measures the loss allowance equal to 12 month ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case, 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.

Impairment losses on trade receivables, loans receivable and other financial assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

2 主要會計政策概要 (續)

(m) 金融資產減值

本集團按預期基準評估按攤銷成本及公平值透過其他全面收益列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

就貿易應收款項而言，本集團應用香港財務報告準則第9號所允許的簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認。進一步詳情請參閱附註21。

貿易應收款項在不存在收回的合理預期時撇銷。不存在收回的合理預期的跡象包括（其中包括）債務人未能履行對本集團的還款計劃，以及未按合約作出付款達超過1年的期間。

就應收貸款及其他金融資產而言，本集團按等同12個月預期信貸虧損的金額計量虧損撥備，除非當自首次確認以來信貸風險顯著上升，則本集團確認整個存續期預期信貸虧損。評估整個存續期預期信貸虧損是否應確認乃基於自首次確認以來發生違約的可能性或風險顯著增加。

貿易應收款項的減值虧損於經營溢利內呈列為減值虧損淨額。隨後收回過往已撇銷的款項計入同一項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Inventories

Inventories represent mainly finished goods for resale and are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(o) Trade receivables, deposits, other receivables and loans receivable

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. Loans receivable are loans granted to customers in the ordinary course of business. If collection/realisation of trade receivables, deposits, other receivables and loans receivable is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables, deposits, other receivables and loans receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(p) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

2 主要會計政策概要 (續)

(n) 存貨

存貨主要指轉售之製成品，乃按成本及可變現淨值兩者中之較低者列賬。成本乃使用加權平均法釐定。可變現淨值指日常業務過程中的估計售價減有關之可變銷售開支。

(o) 貿易應收款項、按金、其他應收款項以及應收貸款

貿易應收款項是於日常業務過程中就銷售商品或提供服務而應向客戶收取的金額。應收貸款乃於日常業務過程中授予客戶之貸款。倘貿易應收款項、按金、其他應收款項以及應收貸款預計將在一年或一年以內（或更長時間但在業務日常經營週期的時間）收回／變現，則列為流動資產。否則，在非流動資產中列報。

貿易應收款項、按金、其他應收款項以及應收貸款初步以公平值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。

(p) 現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行通知存款、原到期日為三個月或以內之其他短期高流動性投資。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Client trust bank balance

The Group has classified in the consolidated statement of financial position the clients' deposits as client trust bank balances in the current assets and recognised a corresponding trade payables to the respective clients under the current liabilities.

(r) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

(s) Trade payables, accruals and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables, accruals and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要 (續)

(q) 客戶信託銀行結餘

本集團已於綜合財務狀況表內將客戶存款分類為流動資產之客戶信託銀行結餘並於流動負債項下確認各自客戶之相應貿易應付款項。

(r) 股本

普通股被列為權益。

直接歸屬於發行新股之新增成本在權益中列為所得款項之減少(扣除稅項)。

(s) 貿易應付款項、應計款項及其他應付款項

貿易應付款項是應為供應商在日常業務過程中就購買商品或提供服務而應付款之責任。在一年或以內(或於業務日常經營週期中更長時間)到期的貿易應付款項呈列為流動負債。否則,該等貿易應付款項呈列為非流動負債。

貿易應付款項、應計款項及其他應付款項初步按公平值確認,其後採用實際利息法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

2 主要會計政策概要 (續)

(t) 借貸

借貸初步按公平值並扣除產生之交易成本確認。借貸其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值之任何差額利用實際利息法於借貸期間在綜合收益表確認。

在貸款將很有可能部份或全部將獲提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款將很有可能部份或全部將獲提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

當合約列明的債務被解除、取消或到期時，借貸自資產負債表中刪除。已消除或轉撥至另一方的金融負債的賬面值與已付代價的差額，包括任何已轉撥的非現金資產或已承擔負債，在損益中確認為融資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Borrowings (Continued)

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(u) Borrowing costs

General and specific 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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised as expense and included in finance costs in consolidated income statement in the year in which they are incurred.

(v) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 主要會計政策概要 (續)

(t) 借貸 (續)

除非本集團擁有無條件權利將負債之結算遞延至報告期末後最少十二個月，否則借貸分類為流動負債。

(u) 借貸成本

收購、建築或生產合資格資產(需經較長時間方可作擬定使用或出售之資產)直接歸屬一般及特定借貸成本會計入該等資產之成本，直至有關資產大致可作擬定使用或出售為止。

在特定借貸撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之借貸成本中扣除。

所有其他借貸成本於其產生年度的綜合收益表內確認為開支及計入財務成本。

(v) 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於綜合收益表確認，惟若稅項與於其他全面收益確認或直接於權益確認之項目有關者除外。於該情況下，稅項亦會分別在其他全面收益或直接於權益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Current and deferred income tax (Continued)

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group and an associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 主要會計政策概要 (續)

(v) 即期及遞延所得稅 (續)

(i) 即期所得稅

即期所得稅費用乃根據財務狀況表日期於本集團及聯營公司經營及產生應課稅收入的國家已頒佈或實質頒佈之稅法計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

(ii) 遞延所得稅

內部基準差額

遞延所得稅利用負債法就資產和負債之稅基與在綜合財務報表之賬面值產生之暫時差異確認。然而，若遞延稅項負債來自商譽之初步確認，則不予確認，若遞延所得稅來自在交易（不包括業務合併）中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅收益或虧損，則不作記賬。遞延所得稅採用在財務狀況表日期前已頒佈或實質頒佈，並在有關之遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產僅就可能未來應課稅溢利而就此可使用暫時差異而確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally, the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profit is not recognised.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要 (續)

(v) 即期及遞延所得稅 (續)

(ii) 遞延所得稅 (續)

外部基準差額

遞延所得稅負債就於附屬公司及聯營公司之投資產生之應課稅暫時差異計提撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回之遞延所得稅負債除外。一般而言，本集團無法控制聯營公司的暫時性差異的撥回。只有當有協議賦予本集團能力控制在可預見將來的暫時性差異撥回時，與聯營公司的未分派溢利所產生的應課稅暫時差異有關的遞延稅項負債才不予確認。

(iii) 抵銷

當具有將即期稅項資產與即期稅項負債抵銷之合法強制執行權，以及當遞延所得稅資產和負債與同一稅務機關就該應課稅實體或不同應課稅實體徵收之所得稅有關，而有關方面擬按淨額基準清償餘額時，遞延所得稅資產與負債將會抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Retirement benefit costs

The Group maintains a number of defined contribution plans in the countries in which it operates, the assets of the retirement benefit are generally held in separate trustees-administered funds. The retirement plans are generally funded by payments from employees and by the Group.

(i) Pension obligations

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2 主要會計政策概要 (續)

(w) 退休福利成本

本集團在其經營業務所在國家設有多項界定供款計劃，退休福利資產一般由受託人管理之獨立基金持有。退休計劃一般由僱員及本集團作出的付款撥資。

(i) 養老金責任

界定供款計劃是一項養老金計劃，本集團根據該計劃支付固定的供款予一個獨立的實體。倘基金沒有足夠資產向所有僱員支付有關在當期及之前期間的僱員服務福利，本集團並無法定或推定責任支付進一步的供款。

本集團按強制、合約或自願基準向公共或私營養老金計劃供款。一旦支付供款，本集團再無進一步付款責任，當供款到期時確認為僱員福利開支。預付供款確認為資產，惟以可供現金退款或未來付款削減為限。

(ii) 僱員休假權利

僱員年假權利在僱員有權享有有關假期時確認。因截至報告日期僱員提供服務而就估計年假負債作出撥備。僱員病假及產假權利於僱員休假之後方予確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Share-based payment transactions

(i) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees or suppliers as consideration for equity instruments (options or warrants) of the Group. The fair value of the employee or suppliers services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options or warrants granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options or warrants that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

2 主要會計政策概要 (續)

(x) 以股份付款之交易

(i) 以股權結算的以股份付款之交易

本集團設有多項以股權結算的以股份付款之補償計劃，據此，實體以本集團之權益工具（購股權或認股權證）作為代價取得僱員或供應商之服務。為換取接獲僱員或供應商提供服務授出購股權之公平值確認為支出。將列作支出之總金額乃參考所授購股權或認股權證之公平值釐定：

- 包括任何市場表現狀況（如實體之股份價格）；
- 不包括任何服務及非市場表現歸屬條件（如盈利能力、銷售增長目標及該實體僱員在指定時期留任）之影響；及
- 包括任何非歸屬條件（如僱員留任之要求）之影響。

在假定預期將歸屬之購股權或認股權證數目時，非市場性質之表現及服務條件亦加入一併考慮。開支總額於歸屬期間內確認，該期間為所有特定歸屬條件將獲達成之期間。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Share-based payment transactions (Continued)

(i) Equity-settled share-based payment transactions (Continued)

In addition, in some circumstances employees or suppliers may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options or warrants that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options or warrants are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(ii) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the Company's financial statements.

2 主要會計政策概要 (續)

(x) 以股份付款之交易 (續)

(i) 以股權結算之以股份付款之交易 (續)

此外，於若干情況下僱員或供應商於授出日期前提供服務，因此就確認於開始提供服務至授出日期期間之開支而言，須對授出日期公平值作估計。

於各報告期末，本集團根據非市場性質之表現及服務條件對預期將歸屬之購股權或認股權證數目所作出之估計進行調整，並於綜合收益表確認調整原來估計（如有）對其所產生之影響，並對權益作出相應調整。

在購股權或認股權證獲行使時，本公司發行新股。收取之所得款項於扣除任何直接應佔交易成本後計入股本（面值）及股份溢價。

(ii) 集團實體間以股份付款之交易

本公司向本集團附屬公司僱員授出其權益工具之購股權，被視為資本出資。所獲得僱員服務之公平值乃參考授出日期之公平值計量，於歸屬期內確認為增加對附屬公司之投資，並相應計入本公司財務報表之權益內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

Provisions, including those arising from the contractual obligation specified in the service concession arrangement to maintain or restore the infrastructure before it is handed over to the granter, are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle present obligation, its carrying amount is the present value of those cash flows (where the effect is material).

(z) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- (i) Revenue from sale of crude oil, commodities and chemical products is recognised when the goods are delivered and title has passed.

2 主要會計政策概要 (續)

(y) 撥備

當本集團須就過往事件而承擔現有法律及推定責任，及有可能需要資源流出以履行該項責任，且該金額已可靠估計，則確認撥備。

按於報告期末所須履行現有責任之代價所作出之最佳估計，並考慮圍繞該責任之風險及不確定因素後計量撥備（包括服務特許經營安排為在移交授予人之前維持或恢復基建而指定的合約責任所產生者）。倘採用估計用於履行現有責任之現金流量計量撥備，則其賬面值為該等現金流量之現值（倘具有重大影響）。

(z) 確認收益

收益按已收或應收代價之公平值計量，並相等於日常業務運作過程中提供已售貨品及服務之應收款項（扣除折扣及相關銷售稅項）。當收益數額能夠可靠計量、未來經濟利益有可能流入有關實體，而本集團各項活動均符合具體條件時（如下文所述），本集團便會確認收益。本集團會根據其往績並考慮客戶類別、交易類別及每項安排之特點作出估計。

- (i) 銷售原油、商品及化工產品之收益於商品交付時及所有權轉移時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Revenue recognition (Continued)

- (ii) Revenue from rental income from investment properties is recognised in the income statement on a straight-line basis over the term of the lease.
- (iii) Revenue from money lending and interest income is recognised using the effective interest method.
- (iv) Revenue on financial services from brokerage and commission is recognised once duties under the service contracts are performed.
- (v) Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

(aa) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

Lease income from operating leases where the group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2 主要會計政策概要 (續)

(z) 確認收益 (續)

- (ii) 來自投資物業之租金收入於租賃期限內以直線法在收益表中確認。
- (iii) 借貸及利息之收入採用實際利息法確認。
- (iv) 金融服務之經紀及佣金收益乃於有關服務合約之責任已被履行後確認入賬。
- (v) 當股東收取款項之權利已確立時，投資之股息收入予以確認。

(aa) 租賃

資產擁有權的大部份風險及回報撥歸出租人的租賃，均歸類為經營租賃。根據經營租賃支付的款項（扣除出租人給予的任何獎勵）於租賃期內以直線法在綜合收益表中扣除。

經營租賃所得租賃收入（本集團作為出租人）於租賃期內以直線法確認為收入。各項租賃資產按其性質各自計入資產負債表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The financial instruments by categories held by the Group as at 31 March 2018 and 2017 are set out as follows:

3 財務風險管理

(a) 財務風險因素

本集團的業務活動面對市場風險（包括外幣風險、公平值利率風險、現金流利率風險及價格風險）、信貸風險及流動資金風險等多種財務風險。本集團的整體風險管理計劃集中處理金融市場的不明朗因素，並致力減低對本集團財務表現的潛在不利影響。本集團於二零一八年及二零一七年三月三十一日所持有之金融工具按類別載列如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
Financial assets	金融資產		
At amortised cost	按攤銷成本	956,851	863,994
At FVTOCI	按公平值透過其他全面 收益列賬	4,079	29,241
At FVTPL	按公平值透過損益列賬	74,318	256
		1,035,248	893,491
Financial liabilities at amortised cost	按攤銷成本列賬之 金融負債		
Trade and other payables	貿易及其他應付款項	79,673	157,299
Bank borrowings	銀行借貸	29,477	32,818
Bonds	債券	619,771	439,227
		728,921	629,344

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

Management monitors and manages the financial risk relating to the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Market risk

Foreign currency risk management

The Group conducts its treasury functions and maintains certain cash and bank balances, bank borrowings and bonds in foreign currencies, hence is exposed to foreign currency risk. The Group manages its foreign currency risk by closely monitoring the movements of the foreign currency exchange rates. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

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

		Assets 資產		Liabilities 負債	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
HK\$	港幣	75,094	319,780	30,335	517,827
US\$	美元	15,191	281,947	–	50,193
Renminbi ("RMB")	人民幣(「人民幣」)	290,818	323,764	–	61,324

3 財務風險管理 (續)

(a) 財務風險因素 (續)

管理層透過分析風險程度及廣度的內部風險評估監察及管理有關本集團的金融風險。如何減輕該等風險的政策載列如下。管理層管理及監察該等風險，確保以適時及有效方式落實適當措施。

(i) 市場風險

外幣風險管理

本集團以外幣進行其庫務工作及保有若干現金及銀行結餘、銀行借貸及債券，因此面對外幣風險。本集團透過密切監察外幣匯率的變動以管理其外幣風險。本集團目前並無外幣對沖政策。然而，管理層監察外幣風險，及將於有需要時考慮對沖重大外幣風險。

本集團以外幣列值的貨幣資產及貨幣負債於報告日期的賬面值如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Foreign currency sensitivity

The following table indicates the approximate change in the Group's loss in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2017: 5%) change in foreign currency rates. A positive/(negative) number below indicates an increase/(decrease) in post-tax loss (2017: (decrease/ increase) in post-tax profit) where RMB, HK\$ and other currencies strengthen against the relevant functional currency of the Group entities, that is US\$. As the HK\$ is pegged to the US\$, management considers that the Group's foreign currency exposures from the HK\$ with respect to the US\$ is relatively insignificant. For a 5% (2017: 5%) weakening of RMB, and other currencies against the relevant functional currency of the Group entities, that is US\$, there would be an equal and opposite impact on the post-tax loss.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

外幣敏感度

下表顯示因應本集團面對重大風險的匯率於報告期末的合理潛在變動而於本集團虧損列出的概約變動。

敏感度分析僅包括未結算的外幣計值貨幣項目，並於年末按匯率的5%（二零一七年：5%）變動而調整有關換算。下列正／（負）數表示，倘人民幣、港幣及其他貨幣兌相關本集團實體的功能貨幣美元匯率上升，則除稅後虧損增加／（減少）（二零一七年：除稅後溢利減少／（增加））。由於港幣與美元掛鈎，管理層認為，本集團就港幣兌美元所承擔之外幣風險相對極微。倘人民幣及其他貨幣兌相關本集團實體的功能貨幣美元匯率下降5%（二零一七年：5%），則除稅後虧損將出現等值但相反的影響。

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
RMB 人民幣	14,541	13,122

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate risk management

The Group is exposed to fair value interest rate risk in relation to fixed-rate bonds (Note 31) and loans receivable (Note 22). The Group is also exposed to cash flow interest rate risk in relation to bank balances and variable-rate bank borrowings.

The Group's cash flow interest risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR") arising from the Group's HK\$ denominated borrowings.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for bank borrowings. The analysis is prepared assuming the bank and the borrowings outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point (2017: 50 basis points) increase or decrease for variable-rate bank borrowings is used for interest rate sensitivity analysis and represents management's assessment of the reasonably possible change in interest rates.

(1) Cash flow interest rate risk

As at 31 March 2018, the Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings carries at floating interest rate at HIBOR plus certain basis points per annum. If interest rates had been 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2018 would decrease/increase by approximately HK\$147,000 (2017: HK\$164,000).

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

利率風險管理

本集團面對有關定息債券 (附註31)及應收貸款 (附註22)之公平值利率風險。本集團亦面對有關銀行結餘及浮息銀行借貸。

本集團的現金流量利率風險主要集中於來自本集團以港幣列值借貸所產生的香港銀行同業拆息 (「香港銀行同業拆息」) 波動。

利率敏感度分析

以下的敏感度分析已根據就銀行借貸的利率風險計算。分析乃假設於報告期末仍然持有的銀行及借貸於整個年度內仍然持有。浮息銀行借貸上升或下跌50個基點 (二零一七年: 50個基點) 乃用於利率敏感度分析, 亦為管理層對利率之合理可能變化之評估。

(1) 現金流量利率風險

於二零一八年三月三十一日, 本集團面臨有關按香港銀行同業拆息加每年若干基準點之浮動利率計息之浮動利率銀行借貸之現金流利率風險。倘利率上升/下跌50個基點 (二零一七年: 50個基點) 及所有其他可變因素保持不變, 本集團於截至二零一八年三月三十一日止年度之除稅後虧損將減少/增加約港幣147,000元 (二零一七年: 港幣164,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate sensitivity analysis (Continued)

(1) Cash flow interest rate risk (Continued)

There is also no material cash flow interest rate risk in relation to bank balances.

(2) Fair value interest rate risk

The Group's bonds and loans receivable were issued at fixed rates and expose the Group to fair value interest rate risk. As at 31 March 2018, the Group has bonds of approximately HK\$619,771,000 (2017: HK\$439,227,000) and loans receivable of approximately HK\$73,933,000 (2017 restated: HK\$111,036,000) carried at fixed rate.

If interest rates had been 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit derived from fixed-rate bonds and loans receivable for the year ended 31 March 2018 would decrease/increase by approximately HK\$7,767,000 (2017: HK\$4,688,000) as a result of decrease/increase in fair value of fixed rate bonds. The effect of changes in interest rate on amortised amounts of loans receivable is not significant.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

利率敏感度分析 (續)

(1) 現金流量利率風險 (續)

本集團概無有關銀行結餘的重大現金流量利率風險。

(2) 公平值利率風險

本集團之債券及應收貸款乃按固定利率發行，因此本集團承受公平值利率風險。於二零一八年三月三十一日，本集團之約港幣619,771,000元(二零一七年：港幣439,227,000元)債券及約港幣73,933,000元(二零一七年經重列：港幣111,036,000元)應收貸款仍按固定利率計息。

倘利率曾經上升／下跌50個基點(二零一七年：50個基點)及所有其他可變因素保持不變，則本集團於截至二零一八年三月三十一日止年度源自定息債券及應收貸款的除稅後溢利將因定息債券公平值減少／增加而減少／增加約港幣7,767,000元(二零一七年：港幣4,688,000元)。利率變動對應收貸款的攤銷金額並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities and unquoted equity securities. Decisions to buy or sell listed equity securities are based on daily monitoring of the performance of individual securities compared to index of relevant stock markets and other industry indicators.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting date.

If the equity prices were 10% higher/lower:

- loss for the year would decrease/increase by approximately HK\$4,675,000 (2017: HK\$26,000) as a result of the changes in fair value of financial assets at FVTPL.
- fair value through other comprehensive income reserve would increase/decrease by nil (2017: HK\$2,312,000) as a result of the changes in fair value of equity instrument at FVTOCI.

No sensitivity analysis is presented for the Group's investments in unquoted equity securities which are measured at fair value at the end of each reporting period.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

其他價格風險

本集團因其投資上市股本證券及非上市股本證券而面對股票價格風險。買賣上市股本證券的決定乃根據每日監察個別證券的表現與相關股票市場指數的比較及其他行業指標後作出。

敏感度分析

以下的敏感度分析已根據於報告期末的股本價格風險計算。

倘股本價格高於／低於10%：

- 由於按公平值透過損益列賬之金融資產之公平值變動導致年內虧損將減少／增加約港幣4,675,000元（二零一七年：港幣26,000元）。
- 由於按公平值透過其他全面收益列賬之權益工具之公平值變動導致計入其他全面收益儲備之公平值將增加／減少零（二零一七年：港幣2,312,000元）。

由於本集團於非上市股本證券之投資於各報告期末是以公平值來計量，因此並無呈列敏感度分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk

As at 31 March 2018, the Group's maximum exposure to credit risk which may 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.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group has concentration of credit risk as 92% (2017: 90%) and 99% (2017: 99%) of the total trade receivables was due from the Group's largest customer within the commodity trading segment and the five largest customers within the commodity trading and financial services segment respectively. There is no other significant concentration risk during the year.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險

於二零一八年三月三十一日，或會因對手方未能履行責任而導致本集團蒙受財務損失的本集團最大信貸風險乃自綜合財務狀況表所述各項已確認的金融資產賬面值所產生。

為了盡量降低信貸風險，本集團管理層已授權一個團隊負責釐定信貸限額、信貸批核及其他監察程序，確保採取跟進行動以收回已逾期債務。此外，本集團於報告期末審閱每項個別貿易債務的可收回金額，確保就無法收回的金額作出足夠的減值虧損。

本集團之集中信貸風險92% (二零一七年：90%) 及貿易應收款項總額99% (二零一七年：99%) 乃分別由於本集團商品貿易分部內之最大客戶以及商品貿易及金融服務分部內之五大客戶所致。年內概無其他重大集中風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Cash and bank balances

The credit risk on liquid funds is limited because the counterparties are banks or financial institutions with high credit ratings assigned by international credit-rating agencies or state-owned banks in the People's Republic of China (the "PRC").

Other receivables

The Group measures the loss allowance equal to 12-month ECL of other receivables. For those balances expected to have significant increase in credit risk since initial recognition, the Group apply lifetime ECL based on aging for classes with different credit risk characteristics and exposures. Management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience,

As at 31 March 2018, included in other receivables are refundable rental deposits and receivables from securities brokers of aggregate gross carrying amounts of HK\$9,740,000 (2017: HK\$40,987,000) which exposed the Group to credit risk. Allowance for credit losses of HK\$1,947,000 (2017: HK\$831,000) was provided for certain other receivables since the management of the Group considers the probability of default is significant in view that these amounts have been overdue for a long period of time and accordingly, full impairment was provided for these assets. The credit risk on the remaining balances are insignificant as the probability of default is considered minimal after assessing the counterparties' financial background and creditability.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

現金及銀行結餘

由於交易對手均為獲國際信貸評級機構授予高信貸評級的銀行或金融機構或中華人民共和國(「中國」)的國有銀行，故流動資金的信貸風險有限。

其他應收款項

本集團以等同於12個月預期信貸虧損的金額計量其他應收款項之虧損撥備。對於初次確認後預期信貸風險顯著增加的餘額，本集團按照賬齡對具有不同信貸風險特性及敞口的類別採用全期預期信貸虧損。管理層根據歷史結算記錄及過往經驗定期就其他應收款項的可收回性作出集體評估及個別評估。

於二零一八年三月三十一日，其他應收款項包括可退回租金按金及應收證券經紀人款項之賬面總額港幣9,740,000元(二零一七年：港幣40,987,000元)，其導致本集團蒙受信貸風險。鑑於該等款項逾期時間較長，本集團管理層認為違約可能性屬重大，故就若干其他應收款項計提港幣1,947,000元(二零一七年：港幣831,000元)之信貸虧損撥備，因此，已就該等資產悉數計提減值。經評估交易對手方之財務背景及信用度後認為違約可能性甚微，故剩餘款項之信貸風險並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Other receivables (Continued)

Movement in the loss allowance account in respect of other receivables during the year is as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
At beginning of year	年初	831	831
Write-offs (Note)	撇銷 (附註)	(513)	-
Recognition for the year	年內確認	1,629	-
At end of year	年末	<u>1,947</u>	<u>831</u>

Note:

During the year ended 31 March 2018, the management of the Group considered that certain other receivables which have been fully impaired in previous years with gross carrying amount of HK\$513,000 are irrecoverable in view of the legal actions taken by the Group in previous years and accordingly, the gross carrying amount and the respective loss allowance of the other receivables are written off during the current year.

Trade receivables

For trade receivables, management assesses the collectability of the trade receivables regularly and on a case-by-case basis for the determination of any loss allowance for the trade receivables by taking into account the customers' financial condition, current creditworthiness, past settlement history, business relationship with the Group and other factors such as current market conditions.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

其他應收款項 (續)

有關年內其他應收款項之虧損撥備金額之變動如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
At beginning of year	年初	831	831
Write-offs (Note)	撇銷 (附註)	(513)	-
Recognition for the year	年內確認	1,629	-
At end of year	年末	<u>1,947</u>	<u>831</u>

附註：

於截至二零一八年三月三十一日止年度內，本集團管理層認為，鑑於本集團於過往年度所採取之法律行動，於過往年度已悉數減值之若干其他應收款項之總賬面值港幣513,000元乃不可收回，因此，其他應收款項之相關虧損撥備於本年度撇銷。

貿易應收款項

就貿易應收款項而言，管理層會定期評估貿易應收款項之可收回性並經計及客戶之財務狀況、現時信用度、過往結算歷史、與本集團之業務關係以及現時市況等其他因素後具體釐定貿易應收款項之任何虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

The Group's largest customer within the commodity trading segment which has a significant outstanding trade receivable balance due to the Group with gross carrying amount of HK\$551,620,000 as at 31 March 2018 (2017: HK\$414,020,000) was assessed for allowance for credit losses individually. The management assessed for the allowance for credit losses for lifetime by estimating default rate taking into account historical and forward looking information. As at 31 March 2018, impairment allowance of HK\$47,000,000 (2017 (restated): HK\$32,000,000) was made on the trade receivables due from the Group's largest customer. Subsequent to 31 March 2018, with management's follow up actions to chase the outstanding receivable, the trade receivable due from the Group's largest customer has been fully settled by the customer in June 2018.

For the remaining debtors, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL as the Group's historical credit loss experience does not indicate significant different loss patterns for different customer segments and the allowance for credit losses based on the past due status is not further distinguished between the Group's customer bases.

The following table provides information about the Group's exposure to credit risk for trade receivables due from customers other than the largest customer, which are assessed based on provision matrix as at 31 March 2018, 31 March 2017 and 1 April 2016 with lifetime ECL:

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貿易應收款項 (續)

於本集團商品貿易分部內於二零一八年三月三十一日有應付本集團之重大尚未償付貿易應收款項結餘之總賬面為港幣551,620,000元(二零一七年:港幣414,020,000元)之最大客戶乃就全期信貸虧損撥備單獨評估。經參考歷史及前瞻性資料估算違約率,管理層就全期信貸虧損撥備作出評估。於二零一八年三月三十一日,就應收本集團最大客戶之貿易應收款項作出減值撥備港幣47,000,000元(二零一七年(經重列):港幣32,000,000元)。於二零一八年三月三十一日後,隨著管理層採取追繳尚未償付的應收款項之跟進行動,應收本集團最大客戶之貿易應收款項之已由客戶於二零一八年六月悉數償付。

就餘下應收賬款而言,由於本集團之過往信貸虧損經驗並無顯示不同客戶分部之重大不同虧損模式,及基於過往逾期狀態之信貸虧損撥備於本集團之客戶基礎內並無進一步予以區分,故本集團已於香港財務報告準則第9號採用簡化法以計量於全期預期信貸虧損之虧損撥備。

下表提供有關本集團應收客戶(最大客戶除外)之貿易應收款項(根據於二零一八年三月三十一日、二零一七年三月三十一日及二零一六年四月一日之撥備矩陣採用全期預期信貸虧損評估)面臨之信貸風險之資料:

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

As at 31 March 2018

Customers other than the largest customer which the Group expects that they will pay on time: 本集團預期將按時支付之客戶 (最大客戶除外):

Neither past due nor impaired 既未逾期亦未減值
 Past due for less than 30 days 逾期少於30日
 Past due for more than 30 days but less than 90 days 逾期超過30日但少於90日
 Past due for more than 90 days but less than one year 逾期超過90日但少於一年
 Past due for more than one year 逾期超過一年

Credit-impaired customer other than the largest customer: 信貸減值客戶 (最大客戶除外):

Past due for more than 90 days but less than one year 逾期超過90日但少於一年
 Past due for more than one year 逾期超過一年

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貿易應收款項 (續)

於二零一八年三月三十一日

Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Allowance for credit losses 信貸虧損撥備 HK\$'000 港幣千元
0%	25	-
0.18%	5,348	10
0%	18	-
15.66%	18,890	2,958
100%	2	2
	24,283	2,970
100%	696	696
100%	22,078	22,078
	22,774	22,774
	47,057	25,744

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

As at 31 March 2017

Customers other than the largest customer which the Group expects that they will pay on time: 本集團預期將按時支付之客戶 (最大客戶除外):

		Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Allowance for credit losses 信貸虧損撥備 HK\$'000 港幣千元
Neither past due nor impaired	既未逾期亦未減值	0%	7	-
Past due for less than 30 days	逾期少於30日	0.65%	5,079	33
Past due for more than 30 days but less than 90 days	逾期超過30日但少於90日	1.66%	11,244	187
Past due for more than 90 days but less than one year	逾期超過90日但少於一年	15.44%	16,091	2,484
Past due for more than one year	逾期超過一年	100%	10,139	10,139
			<u>42,560</u>	<u>12,843</u>

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貿易應收款項 (續)

於二零一七年三月三十一日

	Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Allowance for credit losses 信貸虧損撥備 HK\$'000 港幣千元
Neither past due nor impaired	0%	7	-
Past due for less than 30 days	0.65%	5,079	33
Past due for more than 30 days but less than 90 days	1.66%	11,244	187
Past due for more than 90 days but less than one year	15.44%	16,091	2,484
Past due for more than one year	100%	10,139	10,139
		<u>42,560</u>	<u>12,843</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

As at 1 April 2016

Customers other than the largest customer which the Group expects that they will pay on time: 本集團預期將按時支付之客戶 (最大客戶除外):

	Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Allowance for credit losses 信貸虧損撥備 HK\$'000 港幣千元
Neither past due nor impaired	0.28%	54,887	155
Past due for less than 30 days	0.67%	4,187	28
Past due for more than 30 days but less than 90 days	0.99%	100,709	995
Past due for more than 90 days but less than one year	33.05%	8,937	2,954
Past due for more than one year	100%	9,139	9,139
		<u>177,859</u>	<u>13,271</u>

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貿易應收款項 (續)

於二零一六年四月一日

	Expected loss rate 預期虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Allowance for credit losses 信貸虧損撥備 HK\$'000 港幣千元
Neither past due nor impaired	0.28%	54,887	155
Past due for less than 30 days	0.67%	4,187	28
Past due for more than 30 days but less than 90 days	0.99%	100,709	995
Past due for more than 90 days but less than one year	33.05%	8,937	2,954
Past due for more than one year	100%	9,139	9,139
		<u>177,859</u>	<u>13,271</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

As at 31 March 2017 and 1 April 2016, additional allowance for credit losses of approximately HK\$2,704,000 and HK\$1,548,000, respectively was provided as prescribed by HKFRS 9.

Reconciliation of loss from HKAS39 to HKFRS9 are as follows:

	As previously reported under HKAS 39 過往根據 香港會計準則 第39號呈報 HK\$'000 港幣千元	Adjustments 經調整 HK\$'000 港幣千元	Restated under HKFRS 9 根據香港 財務報告準則 第9號重列 HK\$'000 港幣千元
Allowance for credit losses			
As at 31 March 2017	10,139	34,704	44,843
As at 1 April 2016	11,723	16,548	28,271

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貿易應收款項 (續)

於二零一七年三月三十一日及二零一六年四月一日，信貸虧損之額外撥備乃根據香港財務報告準則第9號之規定分別計提撥備約港幣2,704,000元及港幣1,548,000元。

香港會計準則第39號與香港財務報告準則第9號之虧損對賬如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Trade receivables (Continued)

Movements in the allowance for credit losses during the year are as follows:

		HK\$'000 港幣千元
At 31 March 2016 under HKAS 39	於二零一六年三月三十一日根據香港會計準則第39號	11,723
Impact on early application of HKFRS 9 (Note 2)	對提前應用香港財務報告準則第9號之影響(附註2)	16,548
At 1 April 2016 under HKFRS 9	於二零一六年四月一日根據香港財務報告準則第9號	28,271
Allowance for credit losses	信貸虧損撥備	18,156
Write-off	撇銷	(872)
Exchange realignment	匯兌調整	(712)
31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	44,843
Allowance for credit losses	信貸虧損撥備	38,040
Write-off (Note)	撇銷(附註)	(10,139)
At 31 March 2018	於二零一八年三月三十一日	72,744

Note:

During the year ended 31 March 2018, the management of the Group considered that certain trade receivables which have been fully impaired in previous years with gross carrying amount of HK\$10,139,000 (2017: HK\$872,000) are irrecoverable in view of the legal action taken by the Group in previous years and accordingly, the gross carrying amount and the respective loss allowance of the trade receivables are written off during the current year.

3 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

貿易應收款項(續)

年內，信貸虧損撥備之變動如下：

		HK\$'000 港幣千元
At 31 March 2016 under HKAS 39	於二零一六年三月三十一日根據香港會計準則第39號	11,723
Impact on early application of HKFRS 9 (Note 2)	對提前應用香港財務報告準則第9號之影響(附註2)	16,548
At 1 April 2016 under HKFRS 9	於二零一六年四月一日根據香港財務報告準則第9號	28,271
Allowance for credit losses	信貸虧損撥備	18,156
Write-off	撇銷	(872)
Exchange realignment	匯兌調整	(712)
31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	44,843
Allowance for credit losses	信貸虧損撥備	38,040
Write-off (Note)	撇銷(附註)	(10,139)
At 31 March 2018	於二零一八年三月三十一日	72,744

附註：

於截至二零一八年三月三十一日止年度內，本集團管理層認為，鑑於本集團於過往年度所採取之法律行動，於過往年度已悉數減值之若干其他應收款項之總賬面值港幣10,139,000元(二零一七年：港幣872,000元)乃不可收回，因此，貿易應收款項之總賬面值及相關虧損撥備於本年度撇銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from money lending business

Loans receivable were made to borrowers with an appropriate credit history. As at 31 March 2018, loans receivable amounting to HK\$48,180,000 (2017: HK\$46,422,000) are secured by unlisted equity securities while the remaining loans receivable are unsecured. In order to minimise the credit risk, the management has reviewed the recoverable amounts of the loans receivable regularly to ensure that adequate impairment is made for irrecoverable amounts. The management has also assessed whether the borrowers have satisfactory credit quality with reference to financial background, current creditworthiness, collateral and past payment of each borrower. In this regard, the directors of the Company consider that the Group's credit risk on loans receivable is significantly reduced.

The management of the Company categorised the loans receivable from money lending business into mainly three categories; (a) either not yet overdue or overdue for less than 30 days and not credit-impaired, (b) overdue within 30 days to 60 days but not credit-impaired and (c) overdue more than 60 days and/or credit-impaired. The management of the Company determines when loans are credit-impaired and concluded that, based on the Group's past experience in money lending business and relevant forward looking information available to the Group, loans with more than 60 days past due are considered as credit impaired.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貸款業務產生之應收貸款

應收貸款乃向具有適當信用記錄之借款人作出。於二零一八年三月三十一日，應收貸款港幣48,180,000元（二零一七年：港幣46,422,000元）以非上市股本證券作抵押，而餘下應收貸款為無抵押。為將信貸風險減至最低，管理層已定期檢討應收貸款之可收回金額，以確保就不可收回金額作出充裕減值。經參考各借款人之財務背景、現時信用度、抵押品及過往付款後，管理層亦已評估借款人是否具備令人滿意的信貸質素。就此而言，本公司董事認為本集團有關應收貸款之信貸風險已大幅降低。

本公司管理層將貸款業務產生之應收貸款歸類為三大主要類別：(a)尚未逾期或逾期少於30日但並未信貸減值，(b)逾期30日至60日內但並未信貸減值及(c)逾期超過60日及／或信貸減值。本公司管理層釐定貸款何時出現信貸減值並得出結論，根據本集團貸款業務之過往經驗及本集團可得之相關前瞻性資料，預期超過60日之貸款被視為已信貸減值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from money lending business
(Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for loans receivable from money lending business as follows:

Internal credit rating	內部信貸評級
Either not yet overdue or overdue for less than 30 days and not credit-impaired	尚未逾期或逾期少於30日但並未信貸減值
Overdue within 31 days to 60 days but not credit-impaired	逾期31日至60日內但並未信貸減值
Overdue more than 60 days and/or credit-impaired	逾期超過60日及／或信貸減值

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貸款業務產生之應收貸款
(續)

下表提供有關本集團貸款業務產生之應收貸款之信貸風險及預期信貸虧損資料：

As at 31 March 2018 於二零一八年三月三十一日		
Gross carrying amount	Loss allowance	Net carrying amount
總賬面值	虧損撥備	賬面淨值
HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元
14,528	968	13,560
-	-	-
43,472	6,399	37,073
58,000	7,367	50,633

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

*Loans receivable from money lending business
(Continued)*

		As at 31 March 2017 於二零一七年三月三十一日		
		Gross carrying amount	Loss allowance	Net carrying amount
		總賬面值 HK\$'000 港幣千元	虧損撥備 HK\$'000 港幣千元	賬面淨值 HK\$'000 港幣千元
Internal credit rating	內部信貸評級			
Either not yet overdue or overdue for less than 30 days and not credit-impaired	尚未逾期或逾期 少於30日但並未信貸 減值	86,988	4,321	82,667
Overdue within 31 days to 60 days but not credit-impaired	逾期31日至60日內 但並未信貸減值	12,558	1,263	11,295
Overdue more than 60 days and/or credit-impaired	逾期超過60日及／或 信貸減值	5,314	5,314	–
		104,860	10,898	93,962

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

*貸款業務產生之應收貸款
(續)*

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from money lending business
(Continued)

		As at 1 April 2016 於二零一六年四月一日		
		Gross carrying amount	Loss allowance	Net carrying amount
		總賬面值	虧損撥備	賬面淨值
		HK\$'000	HK\$'000	HK\$'000
Internal credit rating	內部信貸評級	港幣千元	港幣千元	港幣千元
Either not yet overdue or overdue for less than 30 days and not credit-impaired	尚未逾期或逾期 少於30日但並未信貸 減值	14,508	788	13,720
Overdue within 31 days to 60 days but not credit-impaired	逾期31日至60日內 但並未信貸減值	-	-	-
Overdue more than 60 days and/or credit-impaired	逾期超過60日及/或 信貸減值	5,405	885	4,520
		<u>19,913</u>	<u>1,673</u>	<u>18,240</u>

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.

As at 31 March 2017 and 1 April 2016, additional loss allowance of approximately HK\$6,089,000 and HK\$1,673,000, respectively was provided as prescribed by HKFRS 9.

貸款業務產生之應收貸款
(續)

(ii) 信貸風險 (續)

As at 1 April 2016
於二零一六年四月一日

		Gross carrying amount	Loss allowance	Net carrying amount
		總賬面值	虧損撥備	賬面淨值
		HK\$'000	HK\$'000	HK\$'000
Internal credit rating	內部信貸評級	港幣千元	港幣千元	港幣千元
Either not yet overdue or overdue for less than 30 days and not credit-impaired	尚未逾期或逾期 少於30日但並未信貸 減值	14,508	788	13,720
Overdue within 31 days to 60 days but not credit-impaired	逾期31日至60日內 但並未信貸減值	-	-	-
Overdue more than 60 days and/or credit-impaired	逾期超過60日及/或 信貸減值	5,405	885	4,520
		<u>19,913</u>	<u>1,673</u>	<u>18,240</u>

預期虧損率乃根據債務人預計年期內的歷史觀察違約率予以估計，並就毋須付出不必要成本或努力即可獲得之前瞻性資料作出調整。該組別由管理層定期檢討，以確保有關特定債務人之相關資料屬最新資料。

於二零一七年三月三十一日及二零一六年四月一日，額外虧損撥備乃根據香港財務報告準則第9號之規定分別計提撥備約港幣6,089,000元及港幣1,673,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3 財務風險管理 (續)

(a) Financial risk factors (Continued)

(a) 財務風險因素 (續)

(ii) Credit risk (Continued)

(ii) 信貸風險 (續)

*Loans receivable from money lending business
(Continued)*

*貸款業務產生之應收貸款
(續)*

Changes in the allowance for credit losses for loans receivable from money lending business are mainly due to changes in expected credit loss rate at each stage and changes in gross amounts of respective loans receivable are as follows:

來自貸款業務之應收貸款之信貸虧損撥備之變動乃主要由於各階段之預期信貸虧損率之變動及各應收貸款總額之變動如下：

		Either not yet overdue or overdue for less than 30 days and not credit- impaired 尚未逾期 或逾期少於 30日且並無 信貸減值 HK\$'000 港幣千元	Overdue within 31 days to 60 days but not credit- impaired 逾期31日 至60日內 且並無 信貸減值 HK\$'000 港幣千元	Overdue more than 60 days and/or credit- impaired 逾期 超過60日 及／或 信貸減值 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Gross carrying amount at 31 March 2018	於二零一八年三月三十一日之總賬面值	14,528	-	43,472	58,000
Gross carrying amount at 31 March 2017	於二零一七年三月三十一日之總賬面值	86,988	12,558	5,314	104,860
Gross carrying amount at 1 April 2016	於二零一六年四月一日之總賬面值	<u>14,508</u>	<u>-</u>	<u>5,405</u>	<u>19,913</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from money lending business
(Continued)

		Either not yet overdue or overdue for less than 30 days and not credit- impaired 尚未逾期 或逾期少於 30日且並無 信貸減值 HK\$'000 港幣千元	Overdue within 31 days to 60 days but not credit- impaired 逾期31日 至60日內 且並無 信貸減值 HK\$'000 港幣千元	Overdue more than 60 days and/or credit- impaired 逾期 超過60日 及/或 信貸減值 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Loss allowance for ECL:	預期信貸虧損之 虧損撥備:				
As at 31 March 2016 (Reported)	於二零一六年 三月三十一日 (已呈報)	-	-	-	-
Impact of adopting HKFRS 9	採納香港財務報告準則 第9號之影響	788	-	885	1,673
At 1 April 2016 under HKFRS 9, restated	於二零一六年四月一日 根據香港財務報告準則 第9號, 經重列	788	-	885	1,673
Allowance for credit losses	信貸虧損撥備	3,820	1,244	4,161	9,225
Transfer to other categories due to increase in credit risk	由於信貸風險增加 而轉撥至其他類別	(287)	19	268	-
At 31 March 2017 and 1 April 2017	於二零一七年 三月三十一日及 二零一七年四月一日	4,321	1,263	5,314	10,898
(Reversal)/allowance for credit losses	信貸虧損(撥回)/撥備	(1,235)	(185)	14,146	12,726
Transfer to other categories due to increase in credit risk	由於信貸風險增加 而轉撥至其他類別	(2,118)	(1,078)	3,196	-
Write-offs (Note)	撇銷(附註)	-	-	(16,257)	(16,257)
At 31 March 2018	於二零一八年 三月三十一日	968	-	6,399	7,367

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貸款業務產生之應收貸款
(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from money lending business (Continued)

Note:

During the year ended 31 March 2018, the management of the Group considered that certain loans receivable with gross carrying amount of HK\$16,257,000 (of which HK\$4,809,000 has been impaired in previous years) is irrecoverable in view of the legal actions taken by the Group in previous years and accordingly, the gross carrying amount and the respective loss allowance of the loans receivable are written off during the current year.

Specifically, in estimating the amount of ECL for the loans receivables from money lending businesses, the management of the Company uses various approaches taking into account (i) aging of the Group's loans receivable based on the categories as described above, (ii) the Group initial assessment of the credit risk on individual basis and (iii) market value of pledged collaterals, if any. The Group also takes into account forward-looking information, e.g. the applicable GDP growth and unemployment rate, etc. The Group has recognised allowance for ECLs, representing approximately 12.7% (2017: 10.39%) of the gross carrying amount, against all loans to customers as at 31 March 2018.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

貸款業務產生之應收貸款 (續)

附註：

於截至二零一八年三月三十一日止年度內，本集團管理層認為，鑑於本集團於過往年度所採取之法律行動，若干其他總賬面值港幣16,257,000元（其中港幣4,809,000元已於過往年度作出減值）之應收貸款乃不可收回，因此，應收貸款之總賬面值及相關虧損撥備於本年度撇銷。

尤其是，於估計預期信貸虧損金額時，本公司管理層使用各種方法並經計及(i)本集團基於上述類別之應收貸款賬齡，(ii)本集團對個別基準信貸風險之初步評估及(iii)已質押抵押品之市值（如有）。本集團亦計及前瞻性資料（如適用GDP增長及失業率等）。本集團已針對截至二零一八年三月三十一日向客戶提供之所有貸款確認預期信貸虧損撥備，相當於總賬面值之約12.7%（二零一七年：10.39%）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Loans receivable from margin financing business

The management of Company determines whether the margin loans are credit-impaired based on the Group's past experience in margin financing business, relevant forward looking information available to the Group and the values of the collaterals pledged (being listed securities in Hong Kong) for margin loans. If the values of collaterals pledged for margin loans are more than the loans advanced, the directors of the Company assesses and concludes that the ECL is minimal. On the other hand, if the values of collaterals pledged for margin loans are less than the loans advanced, the loans are considered as credit-impaired. As at 31 March 2018, allowances for credit losses of HK\$8,298,000 (2017: nil) was provided for the margin loans receivable of aggregate gross carrying amounts of HK\$31,598,000 (2017: HK\$17,074,000) since there is no sufficient collateral for the margin loans and the management of the Group considers the probability of default is significant.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

孖展融資業務產生之應收貸款

基於本集團孖展融資業務之過往經驗，本集團可獲得之相關前瞻性資料及就孖展貸款之已質押抵押品之價值（即於香港上市之證券），本公司管理層釐定孖展貸款是否出現信貸減值。倘孖展貸款之已質押抵押品價值超過提取之貸款，則本公司董事評估及推斷該預期信貸虧損極小。另一方面，倘孖展貸款之已質押抵押品價值低於提取之貸款，則該貸款被視為信貸減值。於二零一八年三月三十一日，由於並無孖展貸款的充足抵押品及本集團管理層認為違約之可能性屬重大，故就賬面總額為港幣31,598,000元（二零一七年：港幣17,074,000元）之應收孖展貸款計提信貸虧損撥備港幣8,298,000元（二零一七年：零）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

*Loans receivable from margin financing business
(Continued)*

Movements in the allowance for credit losses during the year are as follows:

		HK\$'000 港幣千元
At 31 March 2016, 1 April 2016 and 31 March 2017, under HKAS 39 and 1 April 2017 under HKFRS 9	於二零一六年三月三十一日、二零一六年四月一日及二零一七年三月三十一日根據香港會計準則第39號以及二零一七年四月一日根據香港財務報告準則第9號	-
Allowance for credit losses	信貸虧損撥備	8,298
At 31 March 2018	於二零一八年三月三十一日	8,298

Specifically, in estimating the amount of ECL for margin loans, the management of the Company uses various approaches taking into account (i) the Group initial assessment of the credit risk on individual basis and (ii) market value of pledged collaterals. The Group also takes into account forward-looking information, e.g. the applicable GDP growth and unemployment rate, etc. The Group has recognised allowance for ECLs, representing approximately 26.26% (2017: nil) of the gross carrying amount, against all loans to customers as at 31 March 2018.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

孖展融資業務產生之應收貸款 (續)

於年內信貸虧損撥備之變動如下：

		HK\$'000 港幣千元
At 31 March 2016, 1 April 2016 and 31 March 2017, under HKAS 39 and 1 April 2017 under HKFRS 9	於二零一六年三月三十一日、二零一六年四月一日及二零一七年三月三十一日根據香港會計準則第39號以及二零一七年四月一日根據香港財務報告準則第9號	-
Allowance for credit losses	信貸虧損撥備	8,298
At 31 March 2018	於二零一八年三月三十一日	8,298

尤其是，於估計孖展貸款之預期信貸虧損金額時，本公司管理層使用各種方法並經計及(i)本集團對個別基準信貸風險之初步評估及(ii)已質押抵押品之市值。本集團亦計及前瞻性資料(如適用GDP增長及失業率等)。本集團已針對截至二零一八年三月三十一日向客戶提供之所有貸款確認預期信貸虧損撥備，相當於總賬面值之約26.26% (二零一七年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk

Liquidity risk management

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank and other borrowings and ensures compliance with loan covenants and timely negotiates with the lenders if any non-compliance is expected.

The Group relies on bank borrowings as a source of liquidity. As at 31 March 2018, the Group has available unutilised letters of credit, overdraft and short-term bank loan facilities of HK\$192,228,000 (2017: HK\$106,000,000).

Liquidity and interest risk tables

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has 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. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are at floating rates, the undiscounted amount is derived from the weighted average interest rates by reference to the HIBOR of the Group's variable-rate borrowings at the end of the reporting period.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險

流動資金風險管理

於管理流動資金風險時，本集團監察及維持由管理層視為足以為本集團的營運提供資金及減輕現金流量波動影響的現金及現金等值項目水平。管理層監察銀行及其他借貸的動用及確保遵守貸款契諾，並將於預期有任何違反契諾的情況出現時，及時與貸款人進行磋商。

本集團依賴銀行借貸作為流動資金來源。於二零一八年三月三十一日，本集團擁有可供動用的尚未動用信用證、透支及短期銀行貸款額度港幣192,228,000元（二零一七年：港幣106,000,000元）。

流動資金及利率風險表

下表詳列本集團的非衍生金融負債的餘下合約到期情況。該表乃根據本集團可被要求付款的最早日期，按金融負債的未折現現金流量計算。其他非衍生金融負債的到期日乃以協定的償還日期為基準。該表包括利息及本金的現金流量。倘利息流量為浮動利率，則未折現金額乃參考報告期末的本集團浮息借貸的香港銀行同業拆息，以加權平均利率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

	Weighted average interest rate	Within 1 year or on demand	1-2 years	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	加權平均利率	於1年內或按要 求	1-2年	2-5年	5年以上	未折現現金 流量總額	賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	百分比	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 31 March 2018							
於二零一八年三月三十一日							
Trade payables	N/A	19,085	-	-	-	19,085	19,085
貿易應付款項	不適用						
Other payables	N/A	60,588	-	-	-	60,588	60,588
其他應付款項	不適用						
Bonds (Note (b))	10.4%	627	47,398	646,745	185,761	880,531	619,771
債券(附註(b))							
Bank borrowing	2.5%	29,477	-	-	-	29,477	29,477
銀行借貸							
		<u>109,777</u>	<u>47,398</u>	<u>646,745</u>	<u>185,761</u>	<u>989,681</u>	<u>728,921</u>
As at 31 March 2017							
於二零一七年三月三十一日							
Trade payables	N/A	135,197	-	-	-	135,197	135,197
貿易應付款項	不適用						
Other payables	N/A	63,242	-	-	-	63,242	63,242
其他應付款項	不適用						
Bonds (Note (b))	9.86%	17,924	35,128	64,440	561,800	679,292	439,227
債券(附註(b))							
Bank borrowing	2.6%	32,818	-	-	-	32,818	32,818
銀行借貸							
		<u>249,181</u>	<u>35,128</u>	<u>64,440</u>	<u>561,800</u>	<u>910,549</u>	<u>670,484</u>

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

流動資金及利率風險表
(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

The table below summarises the maturity analysis of the bank borrowings which contained a repayment on cross demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in the above table.

The directors of the Company do not consider that it is probable that the bank borrowing creditors will exercise their discretion to demand immediate repayment. The directors of the Company believe that such borrowings of the Group will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

流動資金及利率風險表 (續)

下表概述附有按交叉要求還款條文之銀行借貸之到期日分析，此乃基於貸款協議所載之協定還款安排。金額包括以合約利率計算之利息付款。因此，該等款項大於上表所載到期分析「按要求」時間段中披露之款項。

本公司董事認為銀行借貸之債權人不大可能行使其要求即時還款之酌情權。本公司董事相信，有關銀行借貸將會根據貸款協議所載之預定還款日期償還。

Maturity analysis – Bank borrowings which granted subject to a repayment on default clause based on scheduled repayments
到期日分析 – 根據預定還款日期可按違約條款還款之銀行貸款

	Weighted average interest rate 加權平均利率 %	Within 1 year or on demand 於1年內或按要求 HK\$'000 港幣千元	1-2 years 1-2年 HK\$'000 港幣千元	2-5 years 2-5年 HK\$'000 港幣千元	Over 5 years 5年以上 HK\$'000 港幣千元	Total undiscounted cash flows 未折現現金流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
As at 31 March 2018 於二零一八年三月三十一日							
Bank borrowing 銀行借貸	2.5%	3,999	7,917	11,876	8,906	32,698	29,477
As at 31 March 2017 於二零一七年三月三十一日							
Bank borrowing 銀行借貸	2.6%	4,078	3,944	11,750	16,643	36,415	32,818

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

Notes:

- (a) For the Group's variable-rate interest bearing borrowings, the weighted average effective interest rate of the Group's variable-rate interest bearing borrowings at the end of each reporting period is used for undiscounted cash flow analysis. As at 31 March 2018, the Group has not given any guarantees (2017; Nil). For assets pledged to secure the bank borrowings, refer to Note 27(c).
- (b) For the Group's fixed-rate interest bearing bonds, respective effective interest rate of each of the Group's fixed-rate interest bearing bonds at the end of each reporting period is used for undiscounted cash flow analysis.

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.

(b) Capital management

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

The capital structure of the Group consists of net debt, which includes the bank borrowings (Note 27), bonds (Note 31), net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

流動資金及利率風險表 (續)

附註：

- (a) 就本集團的浮息借貸而言，未折現現金流量分析乃採用於各報告期末本集團的浮息借貸的加權平均實際利率計算。於二零一八年三月三十一日，本集團並無作出任何擔保（二零一七年：無）。有關以取得銀行借貸抵押的資產，參閱附註27(c)。
- (b) 就本集團的固定利率計息債券而言，本集團各固定利率計息債券於各報告期末的各實際利率乃用於未貼現現金流量分析。

倘浮動利率變動與於報告期末釐定之利率估計有差異，則上述計入非衍生金融負債之浮動利率工具之金額亦會有變。

(b) 資本管理

本集團管理其資本以確保本集團內之實體將能夠以持續方式經營，並同時透過優化負債與權益結餘而為股東帶來最大回報。本集團的整體策略自過往年度起維持不變。

本集團的資本結構包括債務淨額，即包括銀行借貸（附註27）、債券（附註31），扣除現金及現金等值項目及本公司擁有人應佔的權益（包含已發行股本及儲備）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital management (Continued)

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

The Group monitors capital on the basis of the gearing ratio which is calculated by bank borrowings and bonds divided by the total assets. The gearing ratio of the Group as at 31 March 2018 was 42% (2017: 34%).

(c) Fair value of financial instruments

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- 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
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理 (續)

(b) 資本管理 (續)

董事以定期方式檢討資本架構。作為是項檢討的一環，董事考量資金成本及與每類股本有關之風險。根據董事的建議，本集團將透過派付股息、新股份發行、股份購回以及發行新債券或贖回現有債券，平衡其整體資本架構。

本集團按資產負債比率（以銀行借貸及債券除以總資產計算）之基準監管資本。本集團於二零一八年三月三十一日之資產負債比率為42%（二零一七年：34%）。

(c) 金融工具的公平值

下表按估值法分析按公平值列賬之金融工具。不同級別之定義如下：

- 相同資產或負債在活躍市場之報價（未經調整）（第一級）。
- 第二級輸入數據乃就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 資產或負債並非依據可觀察市場數據之輸入數據（即非可觀察輸入數據）（第三級）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value of financial instruments (Continued)

This note provides information about how the Group determine fair value of various financial assets.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how fair values of these financial assets are determined (in particular, the valuation technique 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.

(i) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Instruments included in level 1 comprise equity securities listed in Hong Kong Stock Exchange classified as financial assets at FVTPL or financial assets at FVTOCI.

3 財務風險管理 (續)

(c) 金融工具的公平值 (續)

本附註提供資料說明本集團為各項金融資產釐定公平值之方法。

本集團部分金融資產按於各報告期末以公平值計量。下表所載資料說明如何釐定該等金融資產的公平值(尤其是所用估值方法及輸入數據),以及按照公平值計量的輸入數據的可觀察程度進行分類之公平值層級(第1至3級)。

(i) 第一級別的金融工具

於活躍市場買賣的金融工具的公平值乃按於報告日期的市場報價計算。倘有關報價易於及可定期取自交易所、經銷商、經紀、行業集團、價格服務或監管機構,且該等報價反映實際及定期按公平原則進行的市場交易,該市場則被視為活躍。本集團持有的金融資產所使用的市場報價為現行買入價。該等工具列入第一級。

列入第一級的工具包括歸類為按公平值透過損益列賬之金融資產或按公平值透過其他全面收益列賬之金融資產的香港聯交所上市股本證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value of financial instruments (Continued)

(ii) Financial instruments in level 3

The unlisted equity investment is determined by using discounted cash flow projections. The most significant unobservable input is the weighted average cost of capital. The lower the cost of capital, the higher the value.

The following table presents the Group's assets that are measured at their fair values at 31 March 2018 and 2017.

3 財務風險管理 (續)

(c) 金融工具的公平值 (續)

(ii) 第三級別之金融工具

非上市股本投資乃採用貼現現金流量預測釐定。最重大的不可觀察輸入數據為加權平均資金成本。資金成本越低，價值越高。

下表呈列於二零一八年及二零一七年三月三十一日以其公平值計量之本集團之資產。

		2018 二零一八年			2017 二零一七年		
		Level 1 第一級	Level 3 第三級	Total 合計	Level 1 第一級	Level 3 第三級	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
		(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)
Assets	資產						
Financial assets at FVTPL	按公平值透過損益列賬之金融資產						
- Listed equity securities	- 上市股本證券	46,747	-	46,747	256	-	256
- Unlisted equity securities	- 未上市股本證券	-	27,571	27,571	-	-	-
Financial assets at FVTOCI	按公平值透過其他全面收益列賬之金融資產						
- Listed equity securities	- 上市股本證券	-	-	-	23,112	-	23,112
- Unlisted equity securities	- 非上市股本證券	-	4,079	4,079	-	6,129	6,129
Total	總計	46,747	31,650	78,397	23,368	6,129	29,497

There were no transfers between different levels.

不同層級之間並無轉撥。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3 財務風險管理 (續)

(c) Fair value of financial instruments (Continued)

(c) 金融工具的公平值 (續)

Financial assets	Fair value at 按公平值		Fair value hierarchy	Valuation technique	Significant unobservable input(s) 重大不可觀察 輸入數據	Range (weighted average) 範圍 (加權平均)	Relationship of unobservable inputs for fair value
	31 March 2018 二零一八年 三月三十一日 HK\$'000 港幣千元	31 March 2017 二零一七年 三月三十一日 HK\$'000 港幣千元					
Financial assets at FVTPL 按公平值透過損益列賬 之金融資產							
- listed equity securities in Hong Kong - 於香港之上市股本 證券	46,747	256	Level 1 第一級	Quoted bid price in an active market 於活躍市場呈報之 競價	N/A 不適用	N/A 不適用	N/A 不適用
- unlisted equity securities - 非上市股本證券	27,571	-	Level 3 第三級	Discounted cash flow method 折現現金流量法	Yearly growth rates of revenue 年度收益增長率	11% 11%	The increase in yearly growth rates of revenue would increase in fair value 年度收益增長率增加會令公平值 增加
					Terminal growth rate 最終增長率	3% 3%	The increase in terminal growth rate would increase in fair value 最終增長率增加會令公平值增加
					Gross profit margin 毛利率	15.9% 15.9%	The increase in yearly gross profit margin would increase in fair value 年度毛利率增加會令公平值增加
					Weighted average cost of capital 加權平均資本成本	11.0% 11.0%	The increase in weighted average cost of capital would decrease in fair value 加權平均資本成本增加會令 公平值減少
					Company specific risk premium 公司特定風險溢價	3.0% 3.0%	The increase in company specific risk premium would decrease in fair value 公司特定風險溢價增加會令 公平值減少

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3 財務風險管理 (續)

(c) Fair value of financial instruments (Continued)

(c) 金融工具的公平值 (續)

Financial assets	Fair value at 按公平值		Fair value hierarchy	Valuation technique	Significant unobservable input(s) 重大不可觀察 輸入數據	Range (weighted average) 範圍 (加權平均)	Relationship of unobservable inputs for fair value
	31 March 2018 二零一八年 三月三十一日 HK\$'000 港幣千元	31 March 2017 二零一七年 三月三十一日 HK\$'000 港幣千元					
Financial assets at FVTOCI 按公平值透過其他 全面收益列賬之 金融資產							
- Listed equity securities - 上市股本證券	-	23,112	Level 1 第一級	Quoted bid price in an active market 於活躍市場呈報之 競價	N/A 不適用	N/A 不適用	N/A 不適用
- Unlisted equity securities - 非上市股本證券	4,079	6,129	Level 3 第三級	Discounted cash flow method 折現現金流量法	Yearly growth rates of revenue 年度收益增長率	3.0% (2017: 3.0%) 3.0% (二零一七年: 3.0%)	The increase in yearly growth rates of revenue would increase in fair value 年度收益增長率增加會令公平值 增加
					Terminal growth rate 最終增長率	3% (2017: 3%) 3% (二零一七年: 3%)	The increase in terminal growth rate would increase in fair value 最終增長率增加會令公平值增加
					Gross profit margin 毛利率	5.8% (2017: 7.8%) 5.8% (二零一七年: 7.8%)	The increase in yearly gross profit margin would increase in fair value 年度毛利率增加會令公平值增加
					Weighted average cost of capital 加權平均資本成本	13.1%(2017: 13.7%) 13.1% (二零一七年: 13.7%)	The increase in weighted average cost of capital would decrease in fair value 加權平均資本成本增加會令公平 值減少
					Company specific risk premium 公司特定風險溢價	5.0%(2017: 5.0%) 5.0% (二零一七年: 5.0%)	The increase in company specific risk premium would decrease in fair value 公司特定風險溢價增加會令公平 值減少

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value of financial instruments (Continued)

Reconciliation of Level 3 fair value measurements

		Unlisted equity securities under financial assets at FVTOCI 按公平值透過 其他全面收益 列賬之 金融資產 項下之未上市 股本證券 HK\$'000 港幣千元	Unlisted equity securities under financial assets at FVTPL 按公平值 透過損益 列賬之 金融資產 項下之未上市 股本證券 HK\$'000 港幣千元
At 1 April 2016	於二零一六年四月一日	-	-
Addition	添置	7,000	-
Fair value change recognised in other comprehensive income	於其他全面收益確認之公平值變動	(871)	-
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	6,129	-
Addition	添置	-	27,571
Fair value changes recognised in other comprehensive income	於其他全面收益確認之公平值變動	(2,050)	-
At 31 March 2018	於二零一八年三月三十一日	<u>4,079</u>	<u>27,571</u>

During the year ended 31 March 2018, the loss on fair value change included an unrealised losses of HK\$2,050,000 (2017: HK\$871,000) related to unlisted equity instruments designated at FVOCI held at the end of the reporting period and are included in other comprehensive income and reported as changes of "FVTOCI reserve".

截至二零一八年三月三十一日止年度，計入未變現虧損港幣2,050,000元（二零一七年：港幣871,000元）之公平值變動虧損與於報告期末持有之指定為按公平值透過其他全面收益列賬之未上市股本工具有關，計入其他全面收益，並呈報為「按公平值透過其他全面收益列賬之儲備」變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually revaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of oil exploitation rights included in intangible assets, oil properties and construction-in-progress included in property, plant and equipment

The carrying amounts of the oil exploitation rights, oil properties and construction-in-progress are assessed for impairment when facts and circumstances suggest that the carrying amounts of them may exceed their recoverable amounts. The Group's determination as to whether they are impaired requires an estimation of the recoverable amount of the assets. The Group relied on experts to assess the geological prospects for the discovery of oil in the oil field and estimated the value of oil to be produced in the future at a suitable discount rate in order to calculate the present value. For drilling costs and other exploration and evaluation assets, the Group determined whether the related well costs are expensed if it is determined that such economic viability is not attained after performing further feasibility studies that is usually completed within one year of completion of drilling.

Judgement is required by the directors to determine key assumptions adopted in the cash flow projections and changes to key assumptions can significantly affect these cash flow projections and therefore the results of the impairment reviews.

4 關鍵會計估計及判斷

本集團會根據歷史經驗及其他因素（包括於有關情況下被認為合理之對未來事件之預期）持續重估估計及判斷。

本集團作出有關未來之估計及假設。由此產生之會計估計根據定義將很少與有關實際結果相同。具有重大風險會導致於下個財政年度內對資產及負債之賬面值作出重大調整之估計及假設闡述如下。

(a) 石油開採權（計入無形資產）、採油資產及在建工程（計入物業、廠房及設備）減值

當事實與情況表明石油開採權及採油資產及在建工程之賬面值可能超過其可收回金額時，會對石油開採權及採油資產之賬面值進行減值評估。本集團在決定石油開採權及採油資產是否減值時需要估計資產之可收回金額。本集團倚賴專家評估在油田發現石油之地質前景，並按適當之折現率估計未來生產之石油價值以計算現值。至於鑽探成本及其他勘探及評估資產，本集團決定就相關油井成本列作開支的條件是於進行通常一年內完成鑽探的進一步可行性研究後仍無法達到有關經濟效益。

釐定現金流量預測所採納的主要假設時董事須作出判斷，更改主要假設可顯著影響該等現金流量預測，繼而影響減值檢討的結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Impairment of property, plant and equipment other than oil properties and construction-in-progress

Property, plant and equipment other than oil properties and construction-in-progress are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The recoverable amounts have been determined based on the higher of value-in-use calculations or fair value less costs of disposal calculations. The calculations require the use of judgements and estimates.

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

Changing the assumptions selected by the directors in assessing impairment could affect the recoverable amount determined by the directors and as a result affect the result of the impairment reviews. Further details are set out in Note 15(a).

(c) Assessment of loss allowance for expected credit losses on trade receivables

The provision for expected credit losses is determined by grouping together debtors with similar risk characteristics and collectively or individually assessing them for likelihood of recovery. The provision of trade receivables reflects lifetime expected credit losses.

4 關鍵會計估計及判斷(續)

(b) 物業、廠房及設備(採油資產及在建工程除外)減值

於出現事件或環境有變而顯示物業、廠房及設備(採油資產及在建工程除外)賬面值可能無法收回時檢討減值。可收回金額以計算使用價值或公平值減出售成本之較高者為基準釐定。該計算需運用判斷及估計。

資產減值方面尤其是在評估(i)有否發生某事項顯示相關資產價值可能無法收回;(ii)資產賬面值是否有可收回金額支持,該金額為公平值減出售成本與在經營中繼續使用資產的基礎上估計未來現金流的淨現值之較高者;及(iii)用於預測現金流量的適當的重要假設(包括該等預測現金流量是否用適當的利率折現)時需要管理層作出判斷。

更改董事評估減值時所選擇的假設可能會影響董事釐定的可收回金額,從而影響減值檢討的結果。進一步詳情於附註15(a)所載。

(c) 貿易應收款項之預期信貸虧損之虧損撥備評估

本集團集合風險特徵相似的債務人,然後評估共同或個別賬款收回的可能性,從而確定預期信貸虧損撥備額。貿易應收款項撥備反映全期預期信貸虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Assessment of loss allowance for expected credit losses on trade receivables (Continued)

Judgment has been applied in determining the level of provision for expected credit losses, such as estimating default rates by taking into account the credit risk characteristics of customers and the likelihood of recovery assessed on a combination of collective and individual basis as relevant based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and input used, see Note 3(a)(ii). While the provision is considered appropriate, changes in estimation basis or in economic conditions could lead to a change in the level of provision recorded and consequently on the charge or credit to profit or loss.

(d) Assessment of loss allowance for expected credit losses on loans receivable

Management regularly reviews the impairment assessment and evaluates the ECL of the loans receivable. Appropriate impairment allowance is recognised in profit or loss.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of default occurring on the loans receivable as at the reporting date with the one as at the date of initial recognition. In making this assessment, the loans receivable from borrowers are assessed by the management of the Group, based on the financial background, collateral and the historical settlement records, including past due dates and default rates, of each borrower and forward-looking information that is reasonable, supportable and available without undue cost or effort.

4 關鍵會計估計及判斷 (續)

(c) 貿易應收款項之預期信貸虧損之虧損撥備評估 (續)

本集團在釐定預期信貸虧損撥備水平時運用判斷，例如通過考慮客戶的信用風險特徵估計違約率，以及根據本集團過往歷史、現時市況以及於各報告期末之前瞻性估計以共同及個別組合評估收回的可能性。有關所用主要假設及輸入值之詳情，參見附註3(a)(ii)。儘管撥備被視為適當，但估算基準或經濟環境的變化可能導致已列賬的撥備水平有變，因而令扣除或計入損益賬的金額受到影響。

(d) 應收貸款之預期信貸虧損之虧損撥備評估

管理層定期檢討減值評估，並評估應收貸款之預期信貸虧損。適當減值撥備於損益中確認。

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期應收貸款發生之違約風險與初始確認日應收貸款發生之違約風險進行比較。在進行該評估時，本集團管理層根據各借款人之財務背景、抵押品及過往還款記錄，包括逾期日及違約率，及合理、有理據及毋須繁重成本或努力可得之前瞻性資料，以評估借款人之應收貸款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Assessment of loss allowance for expected credit losses on loans receivable (Continued)

Each borrower is assigned a risk grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and the amount and timing of cash flows that are expected from foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. At every reporting date, the financial background, collateral and the historical settlement records are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's loans receivable are disclosed in Notes 3(a)(ii) and 22 respectively.

(e) Income taxes

Significant judgement is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

4 關鍵會計估計及判斷 (續)

(d) 應收貸款之預期信貸虧損之虧損撥備評估 (續)

各借款人根據內部信貸評級獲分配風險等級以計算預期信貸虧損，同時經考慮估計預期現金短缺，乃根據估計違約之可行性以及預期抵押品止贖之現金流的金額及時間（如有）減去取得及出售抵押品之成本計算。於各報告日期，財務背景、抵押品及過往還款記錄會重新評估，並考慮前瞻性資料的變動。

預期信貸虧損之撥備容易受到估計變動之影響。有關預期信貸虧損及本集團應收貸款之資料分別於附註3(a)(ii)及22披露。

(e) 所得稅

確定所得稅撥備須作出重大判斷。多項交易及計算在日常業務過程中難以明確釐定最終稅務。本集團根據會否需要繳納額外稅項之估計，確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與最初入賬金額有所不同，該等差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(f) Depreciation and amortisation method of property, plant and equipment and intangible assets

Significant judgement is required in determining depreciation and amortisation method of property, plant and equipment and intangible assets. The depreciation method used shall reflect the pattern in which the asset's future economic benefits are expected to be consumed by the entity. The depreciation method applied to an asset shall be reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method shall be changed to reflect the changed pattern. The amortisation method used shall reflect the pattern in which the asset's future economic benefits are expected to be consumed by the entity. If that pattern cannot be determined reliably, the straight-line method shall be used. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require material adjustments to the carrying amount of property, plant and equipment and intangible assets.

(g) Fair value measurement of financial instruments

The Group's investments in unlisted equity instruments designated as financial assets at FVTOCI amounting to HK\$4,079,000 as at 31 March 2018 (2017: HK\$6,129,000) which are measured at fair values with fair values being determined based on unobserved inputs using valuation techniques (i.e. Level 3). Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See Notes 3 (c) for further disclosures.

4 關鍵會計估計及判斷 (續)

(f) 物業、廠房及設備以及無形資產之折舊及攤銷方法

釐定物業、廠房及設備以及無形資產之折舊及攤銷方法需要作出重大判斷。所使用的折舊方法須反映實體預期消耗該資產的未來經濟利益之模式。至少須於各財政年度末檢討資產所採納之折舊方法及，倘於資產內含的未來經濟利益預期消耗模式發生重大變化，則須變更折舊方法以反映已發生變化之模式。所使用之攤銷方法須反映實體預期消耗該資產的未來經濟利益之模式。倘該模式不能可靠釐定，則須採用直線法。基於對現有情況的了解，可以合理的認為不動產、工廠及設備和無形資產的賬面價值於未來財政年度中不同的假設條件下可能出現重大調整。

(g) 金融工具之公平值計量

於二零一八年三月三十一日，本集團指定為按公平值透過其他全面收益列賬之金融資產金額為港幣4,079,000元（二零一七年：港幣6,129,000元）之非上市股本工具投資按公平值計量，而公平值乃採用估值技術（即第三級）按不可觀察輸入值釐定。於確立有關估值技術及有關輸入值時需進行判斷及估計。有關該等因素的假設變動可能影響該等工具的呈報公平值。進一步披露請參閱附註3(c)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

The Executive Directors of the Company have been regarded as the chief operating decision maker (“CODM”). The Group’s operating segments, based on information reported to the CODM for the purpose of resource allocation and performance assessment, are as follows:

- Trading of commodities, chemical products and petroleum products (“Commodity trading”);
- Exploitation and sale of crude oil (“Crude oil”);
- Leasing of investment properties (“Property investment”);
- Money lending, securities brokerage and asset management business (“Financial services”); and
- Others.

The Group also carries out business as insurance brokerage and service contract. The CODM, after reviewing for qualitative factors such as the business activities, economic and legal characteristics of the business and quantitative factors such as the financial performance of the business, has accordingly determined that the insurance brokerage and service contract businesses did not qualify as reportable operating segments, and their financial information is included in “Others”.

The accounting policies of the operating segments are the same as the Group’s accounting policies. Segment results represent the loss made or profit earned by each segment without allocation of incomes or expenses which are not recurring in nature and unrelated to the Group’s operating performance, including interest income on bank deposits, central management fee income, central administration costs, directors’ emoluments, changes in fair value of financial assets at FVTPL, impairment losses on prepayment, deposits and other receivables and interest expenses.

5 收益及分部資料

本公司執行董事被視作主要營運決策者（「主要營運決策者」）。本集團之經營分部乃基於向主要營運決策者就資源分配及表現評估而提供之資料，有關經營分類如下：

- 買賣商品、化工產品及石油產品（「商品貿易」）；
- 開採及銷售原油（「原油」）；
- 租賃投資物業（「物業投資」）；
- 貸款、證券經紀及資產管理業務（「金融服務」）；及
- 其他。

本集團亦於香港從事保險經紀及服務合約。主要營運決策者經審閱該業務的業務活動、經濟及法律特點等質化因素及該業務的財務表現等量化因素後，確認保險經紀及服務合約業務不符合作為可申報經營分部，故其財務資料計入「其他」分類。

經營分部之會計政策與本集團之會計政策相同。分部業績指各分部在並無分配屬非經常性質且與本集團之經營表現無關之收入或開支（包括銀行存款之銀行利息收入、中央管理費用收入、中央行政費用、董事酬金、按公平值透過損益列賬之金融資產之公平值變動、預付款項、按金及其他應收款項之減值虧損以及利息開支）之情況下，所錄得之虧損或賺取之溢利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued) 5 收益及分部資料(續)

The CODM also reviews the earnings/loss before net finance income and costs, income tax expense, depreciation and amortisation, impairment losses of property, plant and equipment, investment properties and intangible assets, unallocated other income less expenses and non-controlling interests ("EBITDA" or "LBITDA") of the Group. Accordingly, EBITDA or LBITDA is also presented.

For the purposes of monitoring segment performance and allocating resources among segments, all assets are allocated to operating segments other than interests in an associate, financial assets at FVTPL, financial assets at FVTOCI current income tax recoverable, cash and bank balances and other corporate assets.

The CODM reviews the segment assets for the purposes of resource allocation and performance assessment, an analysis of the Group's liabilities is not regularly reviewed by the CODM and hence, the relevant information is not presented accordingly.

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable operating segments.

		For the year ended 31 March 2018 截至二零一八年三月三十一日止年度					
	Commodity trading 商品貿易 HK\$'000 港幣千元	Crude oil 原油 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Financial services 金融服務 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	
Segment revenue	5,500,164	-	2,928	31,914	1,372	5,536,378	
Segment EBITDA/LBITDA	(14,338)	(151,431)	(129)	(3,757)	428	(169,227)	
Segment depreciation and amortisation	(1,526)	(14,423)	(2,257)	(208)	(4,234)	(22,648)	
Segment results	(15,864)	(165,854)	(2,386)	(3,965)	(3,806)	(191,875)	
Unallocated net income						43,166	
Interest income on bank deposits						61	
Interest expenses						(53,009)	
Loss before taxation						(201,657)	

主要營運決策者亦審閱本集團之除融資收入及成本淨額、所得稅開支、折舊及攤銷、物業、廠房及設備、投資物業以及無形資產減值虧損、未分配其他收入減開支及非控制性權益前盈利/虧損(「EBITDA」或「LBITDA」)。因此，EBITDA或LBITDA亦予以呈列。

就監察分部表現及於分類間分配資源而言，所有資產均分配至經營分部(於一間聯營公司之權益、按公平值透過損益列賬之金融資產、按公平值透過其他全面收益列賬之金融資產、可收回當前所得稅、現金及銀行結餘及其他公司資產除外)。

主要營運決策者審閱分部資產以進行資源分配及表現評估。主要營運決策者並無定期審閱本集團之負債分析，因此並無呈列有關資料。

(a) 分部收益及業績

本集團按可呈報經營分部劃分之收益及業績分析如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued) 5 收益及分部資料(續)

(a) Segment revenue and results (Continued)

(a) 分部收益及業績(續)

		For the year ended 31 March 2017 截至二零一七年三月三十一日止年度					
		Commodity trading 商品貿易 HK\$'000 港幣千元 (Restated) (經重列)	Crude oil 原油 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Financial services 金融服務 HK\$'000 港幣千元 (Restated) (經重列)	Others 其他 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元 (Restated) (經重列)
Segment revenue	分部收益	13,802,960	-	2,235	26,248	929	13,832,372
Segment EBITDA/(LBITDA)	分部EBITDA/(LBITDA)	82,140	(3,545)	814	9,815	(308)	88,916
Segment depreciation and amortisation	分部折舊及攤銷	(1,479)	(14,059)	(2,231)	(204)	(4,155)	(22,128)
Segment results	分部業績	80,661	(17,604)	(1,417)	9,611	(4,463)	66,788
Unallocated net income	未分配淨收入						65,688
Interest income on bank deposits	銀行存款之利息收入						106
Interest expenses	利息開支						(38,367)
Profit before taxation	除稅前溢利						94,215

Revenue from one (2017: one) customer in relation to commodity trading amounted to approximately HK\$5,109,992,000 (2017: HK\$13,449,818,000), which individually represents more than 10% of the Group's total revenue.

就商品貿易而言，來自一名(二零一七年：一名)客戶之收益約港幣5,109,992,000元(二零一七年：港幣13,449,818,000元)，各自佔本集團收益總額10%以上。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued) 5 收益及分部資料(續)

(b) Segment assets

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

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
Segment assets	分部資產		
Commodity trading	商品貿易	640,636	577,247
Crude oil	原油	20,468	163,263
Property investment	物業投資	104,311	117,894
Financial services	金融服務	97,166	120,239
Others	其他	15,116	19,635
Total segment assets	分部資產總值	877,697	998,278
Unallocated	未分配	493,805	393,348
Total assets	總資產	1,371,502	1,391,626

(b) 分部資產

本集團按可呈報經營分類劃分之資產分析如下：

(c) Other segment information

		For the year ended 31 March 2018 截至二零一八年三月三十一日止年度					Total 合計	
		Commodity trading 商品貿易 HK\$'000 港幣千元	Crude oil 原油 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Financial services 金融服務 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Amount included in the measure of segment results or segment assets:	計入分部業績或分部資產計量之金額：							
Additions to non-current assets	添置非流動資產	11	3,858	3,181	526	308	68	7,952
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	-	(60,610)	-	-	-	-	(60,610)
Impairment losses on intangible assets	無形資產之減值虧損	(6,171)	(92,310)	-	-	(760)	-	(99,241)
Allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備	(38,040)	-	-	-	-	-	(38,040)
Allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備	-	-	-	(21,024)	-	-	(21,024)
Impairment losses on prepayment, deposits and other receivables	預付款項、按金及其他應收款項之減值虧損	(8,071)	-	-	-	-	(5,700)	(13,771)

(c) 其他分類資料

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued) 5 收益及分部資料 (續)

(c) Other segment information (Continued)

		For the year ended 31 March 2017 截至二零一七年三月三十一日止年度						
		Commodity trading 商品貿易 HK\$'000 港幣千元 (Restated) (經重列)	Crude oil 原油 HK\$'000 港幣千元	Property investment 物業投資 HK\$000 港幣千元	Financial services 金融服務 HK\$'000 港幣千元 (Restated) (經重列)	Others 其他 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元 (Restated) (經重列)
Amount included in the measure of segment results or segment assets:	計入分部業績或分部資產計量之金額:							
Additions to non-current assets	添置非流動資產	205	3,076	-	5,839	2,021	13,115	24,256
Allowance for credit losses on trade receivables	貿易應收款項之信貸虧損撥備	(18,156)	-	-	-	-	-	(18,156)
Allowance for credit losses on loans receivable	應收貸款之信貸虧損撥備	-	-	-	(9,225)	-	-	(9,225)
Impairment losses on prepayments, deposits and other receivables	預付款項、按金及其他應收款項之減值虧損	(3,945)	-	(319)	-	-	-	(4,264)
Gains on disposals of property, plant and equipment	出售物業、廠房及設備之收益	40	-	-	-	-	-	40
Gain on deregistration of a subsidiary	一間附屬公司撤銷登記之收益	2,222	-	-	-	-	-	2,222

(c) 其他分類資料 (續)

(d) Geographical information

The Group's operations are located in the PRC and Hong Kong. The Group's revenue from external customers is based on the location of their key operations and information about its non-current assets is based on geographical location of the assets that are shown below:

(d) 地區資料

本集團之業務位於中國及香港。按客戶之主要經營地區劃分的來自外來客戶之本集團收益及按資產所在地區劃分的非流動資產資料如下所示：

		Revenue from external customers 來自外來客戶收益		Non-current assets 非流動資產	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
PRC	中國	5,484,148	13,700,631	39,900	181,542
Hong Kong	香港	52,230	124,261	192,486	181,582
Others	其他	-	7,480	13,022	17,120
		5,536,378	13,832,372	245,408	380,244

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 OTHER LOSSES, NET

6 其他虧損，淨額

		Note 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	15	(60,610)	-
Impairment losses on intangible assets	無形資產之減值虧損	17	(99,241)	-
Impairment losses on prepayments, deposits and other receivables	預付款項、按金及其他應收款項之減值虧損		(13,771)	(4,264)
Exchange gains/(losses), net	匯兌收益／(虧損)淨額		28,954	(2,716)
Write back of consideration payables	應付代價之回撥		5,900	-
Changes in fair value of financial assets at FVTPL	按公平值透過損益列賬之金融資產公平值變動		18,722	109
Gain on deregistration of a subsidiary	一間附屬公司之撤銷登記收益	32	-	2,222
Gains on disposals of property, plant and equipment	出售物業、廠房及設備之收益		-	40
Fund investment income	基金投資收入		-	3,793
Others	其他		3	3
			(120,043)	(813)

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質分類的開支

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Wages, salaries and other benefits (including directors' emoluments) (Note 8)	工資、薪金及其他福利 (包括董事酬金) (附註8)	36,159	49,056
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	5,206	3,100
– Non-audit services	– 非核數服務	–	1,020
Cost of inventories recognised in expenses	確認為開支的存貨成本	5,387,051	13,518,848
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊 (附註15)	9,942	9,356
Depreciation of investment properties (Note 16)	投資物業折舊 (附註16)	2,231	2,231
Amortisation of intangible assets (Note 17)	無形資產攤銷 (附註17)	11,956	11,409
Operating lease expenses	經營租賃開支	9,738	11,511
Legal and professional fees	法律及專業費用	9,756	9,052
Commission expenses	佣金費用	15,083	34,439
Others	其他	18,858	21,680
Total cost of sales, selling and distribution costs and administrative expenses	銷售成本、銷售及分銷成本及行政開支總額	5,505,980	13,671,702

8 WAGES, SALARIES AND OTHER BENEFITS (INCLUDING DIRECTORS' EMOLUMENTS)

8 工資、薪金及其他福利 (包括董事酬金)

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	35,514	36,384
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	645	486
Share-based payments (Note 29(a) and (b))	以股份支付之款項 (附註29(a)及(b))	–	12,186
		36,159	49,056

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTEREST OF DIRECTORS

9 董事福利及權益

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 March 2018:

(a) 董事及主要行政人員酬金

各董事及主要行政人員之薪酬載列如下：

截至二零一八年三月三十一日止年度：

	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of affairs of the company or its subsidiary undertaking	Total
	袍金 HK\$'000 港幣千元	薪金 HK\$'000 港幣千元 (Note (a)) (附註(a))	酌情花紅 HK\$'000 港幣千元	補貼及實物福利 HK\$'000 港幣千元 (Note (b)) (附註(b))	僱主向退休福利計劃作出之供款 HK\$'000 港幣千元	其他服務已付或應收之其他酬金 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Executive Directors:							
Mr. Wong Kwok Leung (Note (c))		702	58	-	18	-	778
Mr. Li Zhenjun (Note (d))		1,200	100	-	18	-	1,318
Mr. Poon Sum (Note (e))		1,971	-	-	7	-	1,978
Mr. Poon Wai Kong (Note (i))		1,176	98	-	18	150	1,442
Mr. Wu Zhou (Note (f))		7	-	-	-	-	7
Mr. Hu Dehua (Note (g))		400	-	-	16	-	416
	-	5,456	256	-	77	150	5,939
Independent Non-executive Directors:							
Mr. Chan Shu Kin	264	-	22	-	-	-	286
Mr. Cheung Kwan Hung	264	-	22	-	-	-	286
Mr. Chiu Wai Piu	264	-	22	-	-	-	286
	792	-	66	-	-	-	858
Total	792	5,456	322	-	77	150	6,797

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTEREST OF DIRECTORS (Continued)

9 董事福利及權益 (續)

(a) Directors' and chief executive's emoluments (Continued)

(a) 董事及主要行政人員酬金 (續)

For the year ended 31 March 2017:

截至二零一七年三月三十一日止
年度：

	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of affairs of the company or its subsidiary undertaking 就與本公司或 其附屬公司之 管理事務有關 董事之 其他服務已付或 應收之其他酬金	Total
	袍金 HK\$'000 港幣千元	薪金 HK\$'000 港幣千元 (Note (a)) (附註(a))	酌情花紅 HK\$'000 港幣千元	補貼及 實物福利 HK\$'000 港幣千元 (Note (b)) (附註(b))	僱主向退休 福利計劃作出 之供款 HK\$'000 港幣千元	其他服務已付或 應收之其他酬金 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Executive Directors:							
Mr. Wong Kwok Leung (Note (c))		582	97	2,950	18	-	3,647
Mr. Li Zhenjun (Note (d))		1,200	100	295	18	-	1,613
Mr. Poon Sum (Note (e))		4,824	804	2,950	18	-	8,596
Mr. Poon Wai Kong (Note (j))		1,196	196	1,475	18	-	2,885
Mr. Hu Dehua (Note (g))		390	26	-	11	-	427
		8,192	1,223	7,670	83	-	17,168
Non-Executive Director:							
Mr. Zaid Latif (Note (h))	100	-	-	59	-	-	159
Independent Non-executive Directors:							
Mr. Chan Shu Kin	264	-	22	207	-	-	493
Mr. Cheung Kwan Hung	264	-	22	207	-	-	493
Mr. Chiu Wai Piu	240	-	20	207	-	-	467
	768	-	64	621	-	-	1,453
Total	868	8,192	1,287	8,350	83	-	18,780

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTEREST OF DIRECTORS (Continued)

9 董事福利及權益 (續)

(a) Directors' and chief executive's emoluments (Continued)

(a) 董事及主要行政人員酬金 (續)

		Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiary undertakings 董事就履行董事 職責而獲支付或 應收取之酬金 總額 (不論 本公司或 其附屬公司 業務) HK\$'000 港幣千元	Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertakings 董事就有關 管理本公司或 其附屬公司業務 事務而獲支付 或應收取之 酬金總額 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
For the year ended 31 March 2018	截至二零一八年 三月三十一日 止 年度	6,647	150	6,797
For the year ended 31 March 2017	截至二零一七年 三月三十一日 止 年度	18,780	-	18,780

Notes:

- (a) Salary paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the company or its subsidiary undertakings.
- (b) Includes estimated money value of other non-cash benefits: share options.
- (c) Mr. Wong Kwok Leung resigned as the chief executive officer of the Company with effect from 28 January 2019.

附註:

- (a) 已付一名董事之薪金一般為就董事管理本公司或其附屬公司業務事宜之其他服務已付或應收之酬金。
- (b) 包括其他非現金福利之估計貨幣價值: 購股權。
- (c) 黃國良先生於二零一九年一月二十八日辭任本公司行政總裁職務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTEREST OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

Notes: (Continued)

- (d) Mr. Li Zhenjun was removed from office of the chairman of the board of directors of the Company and suspended as director of the Company with effect from 9 August 2018 and his office as an executive director of the Company has been subsequently vacated with effect from 14 March 2019.
- (e) Mr. Poon Sum retired from office of executive director of the Company with effect from 28 August 2017.
- (f) Mr. Wu Zhou appointed as an executive director of the Company with effect from 26 March 2018 and subsequently resigned with effect from 7 December 2018.
- (g) Mr. Hu Dehua was appointed as an executive director with effect from 24 May 2016 and subsequently resigned with effect from 15 February 2018.
- (h) Mr. Zaid Latif retired from office of non-executive director of the Company on 26 August 2016.
- (i) Mr. Poon Wai Kong was re-designated from an executive director of the Company to a non-executive director of the Company on 4 January 2019.

(b) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2017: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2018, the Company did not pay consideration to any third parties for making available directors' services (2017: Nil).

9 董事福利及權益 (續)

(a) 董事及主要行政人員酬金 (續)

附註：(續)

- (d) 李振軍先生被罷免本公司董事會主席並暫停本公司董事之職務，自二零一八年八月九日起生效及其後彼擔任本公司執行董事之職務自二零一九年三月十四日起為空缺。
- (e) 潘森先生於二零一七年八月二十八日退任本公司執行董事職務。
- (f) 吳洲先生於二零一八年三月二十六日獲委任為本公司執行董事，隨後於二零一八年十二月七日辭任。
- (g) 胡德華先生於二零一六年五月二十四日獲委任為執行董事，隨後於二零一八年二月十五日辭任。
- (h) Zaid Latif先生於二零一六年八月二十六日退任本公司非執行董事職務。
- (i) 潘偉剛先生於二零一九年一月四日由本公司執行董事調任為本公司非執行董事。

(b) 董事終止僱傭福利

年內，概無董事已收取或將收取任何終止僱傭福利（二零一七年：無）。

(c) 就獲取董事服務而向第三方支付 支付的代價

截至二零一八年三月三十一日止年度，本公司並無就獲取董事服務而向任何第三方支付代價（二零一七年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTEREST OF DIRECTORS (Continued)

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

Save as disclosed in Note 35(b) during the year ended 31 March 2018, there is no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the year (2017: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2017: Nil).

10 FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, three (2017: four) were directors of the Company whose emoluments are included in Note 9. The emoluments of the remaining two (2017: one) individuals were as follows:

Salaries and other emoluments	薪金及其他酬金
Contributions to defined contribution retirement plan	定額供款退休計劃的供款
Share-based payments	以股份支付之款項

9 董事福利及權益 (續)

(d) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

除附註35(b)所披露者外，於截至二零一八年三月三十一日止年度，於年內，概無以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易（二零一七年：無）。

(e) 董事於交易、安排或合約之重大權益

於年末或年內任何時間，本公司董事概無於本公司訂立之與本公司業務有關之重要交易、安排及合約中擁有任何重大直接或間接權益（二零一七年：無）。

10 薪酬最高的五名人士

本集團薪酬最高的五名人士當中，其中三名（二零一七年：四名）為本公司董事，彼等的酬金載於附註9。其餘兩名（二零一七年：一名）人士的酬金如下：

2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
4,754	592
29	18
–	520
4,783	1,130

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 FIVE HIGHEST PAID INDIVIDUALS (Continued)

Their emoluments were within the following bands:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元	-	1
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至 港幣2,000,000元	1	-
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至 港幣3,000,000元	1	-

During the year, no emoluments were paid by the Group to any of the above directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2017: Nil).

彼等的酬金介乎以下範圍：

於本年度，本集團並無向任何上述董事或五名最高薪人士支付任何酬金，作為加入本集團或於加入本集團時的獎賞或作為離職補償（二零一七年：無）。

11 FINANCE COSTS, NET

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Interest expenses on:	利息開支：		
- bonds	- 債券	(52,258)	(37,796)
- bank borrowings	- 銀行借貸	(751)	(571)
		(53,009)	(38,367)
Interest income on bank deposits	銀行存款之利息收入：	61	106
Finance costs, net	融資成本，淨額	(52,948)	(38,261)

11 融資成本，淨額

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 INCOME TAX CREDIT/(EXPENSE)

12 所得稅抵免／（開支）

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Current income tax	即期所得稅		
Hong Kong profits tax	香港利得稅	(851)	(1,873)
Under-provision of prior years	過往年度撥備不足	127	(22)
		(724)	(1,895)
Deferred income tax (Note 30)	遞延所得稅（附註30）	1,570	252
Income tax credit/(expense)	所得稅抵免／（開支）	846	(1,643)

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 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million 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%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation in the relevant jurisdiction of which the most significant jurisdictions are the PRC which has a corporate income tax rate of 25% (2017: 25%). Under the applicable corporate tax law in Macau, profits tax is charged at 12% (2017: 12%) of the estimated assessable profits.

No current Macau complementary corporate tax and PRC corporate income tax have been provided for as the Group did not have any assessable profits in Macau nor in the PRC for the year (2017: Nil).

於二零一八年三月二十一日，香港立法會通過二零一七年稅務（修訂）（第7號）條例草案（「草案」），其引入兩級制利得稅。該草案於二零一八年三月二十八日簽署成為法律且於翌日刊登憲報。根據利得稅兩級制，合資格集團實體的首港幣2,000,000元溢利將以8.25%的稅率徵稅，而超過港幣2,000,000元的溢利將以16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率繳納稅項。

本公司董事認為，實施利得稅兩級制所涉及的金額對綜合財務報表而言並不重大。香港利得稅按兩個年度估計應課稅溢利以16.5%計算。

海外附屬公司的稅款由相關司法權區按適當現行稅率徵收，其中最主要的司法權區乃中國，中國的企業所得稅稅率為25%（二零一七年：25%）。根據澳門適用企業稅法，利得稅按估計應課稅溢利12%（二零一七年：12%）收取。

由於本年度本集團在澳門或中國概無任何應課稅溢利，從而並未計提即期澳門的企業所得補充稅及中國企業所得稅撥備（二零一七年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 INCOME TAX CREDIT/(EXPENSE) (Continued)

There is no tax impact relating to components of other comprehensive income for the year ended 31 March 2018 (2017: Nil).

The income tax credit/(expense) for the year can be reconciled to the (loss)/profit before taxation per the consolidated income statement as follows:

12 所得稅抵免／（開支） （續）

於截至二零一八年三月三十一日止年度，概無有關其他全面收益部份之稅務影響（二零一七年：無）。

年內所得稅抵免／（開支）可與綜合收益表之除稅前（虧損）／溢利對賬如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
(Loss)/profit before taxation	除稅前（虧損）／溢利	(201,657)	94,215
Tax at the domestic income tax rates of 16.5% (2017: 16.5%)	按本地所得稅稅率16.5%（二零一七年：16.5%）計算的稅項	(33,273)	15,545
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率差異的稅務影響	(1,002)	(12,295)
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差異的稅務影響	24,873	(222)
Tax effect of utilisation of previously recognised tax losses	動用先前確認稅項虧損的稅務影響	(820)	(44)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	4,275	14,077
Tax effect of income not taxable for tax purpose	不可扣稅收入的稅務影響	(6,584)	(28,888)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	11,842	13,448
Effect of tax concession	稅務減免之影響	(30)	-
Under-provision of income tax in previous years	過往年度所得稅撥備不足	(127)	22
Income tax (credit)/expense	所得稅（抵免）／開支	(846)	1,643

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share attributable to the owners of the Company is calculated by dividing (loss)/profit for the year attributable to owners of the Company by the weighted average number of shares in issue during the year.

(Loss)/profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔 (虧損)/溢利 (港幣千元)
Weighted average number of ordinary shares in issue (shares in thousands)	已發行普通股之加權平均數 (千股)
Basic (loss)/earnings per share (HK cents)	每股基本 (虧損)/盈利 (港仙)

As detailed in Note 2(b)(iii), upon the early adoption of HKFRS 9, the profit attributable to the owners of the Company for the year ended 31 March 2017 decreased from HK\$117,760,000 to HK\$95,188,000 as restated and accordingly, the earnings per share for the year ended 31 March 2017 was restated from HK\$1.57 per share to HK\$1.27 per share.

For the year ended 31 March 2018 and 2017, the computation of diluted (loss)/earnings per share has not assumed the exercise of the Company's outstanding share options since the adjusted exercise prices of these options were higher than the average market prices of shares for the outstanding period during years ended 31 March 2018 and 2017.

14 DIVIDEND

The Board of Directors does not recommend the payment of any dividend during the year (2017: Nil).

13 每股 (虧損)/盈利

本公司擁有人應佔每股基本 (虧損)/盈利乃根據本公司擁有人應佔年內 (虧損)/溢利除以年內已發行股份之加權平均數計算。

2018 二零一八年	2017 二零一七年 (Restated) (經重列)
(199,630)	95,188
7,593,433	7,519,884
(2.63)	1.27

誠如附註2(b)(iii)所詳述，於提早採納香港財務報告準則第9號時，截至二零一七年三月三十一日年度本公司擁有人應佔之溢利由港幣117,760,000元減少至港幣95,188,000元 (經重列)，故此，截至二零一七年三月三十一日止年度之每股盈利由每股港幣1.57元重列為每股港幣1.27元。

截至二零一八年及二零一七年三月三十一日止年度，計算每股攤薄 (虧損)/盈利並未假設本公司之尚未行使購股權獲行使，原因是於截至二零一八年及二零一七年三月三十一日止年度內之未行使期間該等購股權之經調整行使價高於股份之平均市價。

14 股息

董事會不建議於年內派付任何股息 (二零一七年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Oil properties	Plant and machinery	Motor vehicles	Furniture, fixture and equipment	Construction- in-progress	Total
		採油資產 HK\$'000 港幣千元	廠房與機器 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	傢具、 裝置與設備 HK\$'000 港幣千元	在建工程 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
Cost:	成本值：						
At 1 April 2016	於二零一六年四月一日	131,061	68,756	5,466	10,126	16,340	231,749
Additions	添置	3,076	-	1,483	4,892	-	9,451
Disposals	出售	-	(8)	(732)	(319)	-	(1,059)
Exchange realignment	匯兌調整	(7,891)	(2)	(219)	(65)	(910)	(9,087)
At 31 March 2017	於二零一七年三月三十一日	126,246	68,746	5,998	14,634	15,430	231,054
Additions	添置	-	-	-	3,594	3,858	7,452
Exchange realignment	匯兌調整	13,686	2	294	175	1,375	15,532
At 31 March 2018	於二零一八年三月三十一日	139,932	68,748	6,292	18,403	20,663	254,038
Accumulated depreciation and impairment:	累計折舊及減值：						
At 1 April 2016	於二零一六年四月一日	82,471	46,540	5,431	8,573	1,436	144,451
Depreciation for the year (Note 7)	年內折舊 (附註7)	3,801	4,307	186	1,062	-	9,356
Eliminated on disposals	於出售時撇銷	-	(7)	(591)	(240)	-	(838)
Exchange realignment	匯兌調整	(4,934)	-	(198)	(48)	(1)	(5,181)
At 31 March 2017	於二零一七年三月三十一日	81,338	50,840	4,828	9,347	1,435	147,788
Depreciation for the year (Note 7)	年內折舊 (附註7)	3,972	4,153	279	1,538	-	9,942
Impairment losses (Note 6 and (a))	減值虧損 (附註6及(a))	42,706	-	-	-	17,904	60,610
Exchange realignment	匯兌調整	8,758	2	274	84	-	9,118
At 31 March 2018	於二零一八年三月三十一日	136,774	54,995	5,381	10,969	19,339	227,458
Carrying value:	賬面值：						
At 31 March 2018	於二零一八年三月三十一日	3,158	13,753	911	7,434	1,324	26,580
At 31 March 2017	於二零一七年三月三十一日	44,908	17,906	1,170	5,287	13,995	83,266

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

(a) Impairment assessment for crude oil segment

During the year ended 31 March 2015, the Group entered into a “technical service and revenue sharing” agreement (“the Master Agreement”) and a supplemental agreement to the Master Agreement (“the Supplemental Agreement”) with an independent third party (“the Contractor”) with effect from 1 January 2015 to 1 September 2028, pursuant to which the Contractor is to provide on-site technical and management services to the Group in respect of the Group’s exploration and production activities on its oilfields in the location of Heilongjiang Province of the PRC. According to the Master Agreement and the Supplemental Agreement, the Contractor is also responsible for all operating costs as well as capital investment costs in drilling new wells and other oilfield related long term investment. The Group receives 0%, 10% and 15% of revenue from total crude oil sales from year one, years two to three and year four onwards during the service period respectively. The Group can, at its discretion and without recourse, terminate the Master Agreement and the Supplemental Agreement by giving a 6-month notice. The Contractor has not commenced to provide the service according to the Master Agreement and the Supplemental Agreement up to the date when the consolidated financial statement are authorised for issue.

During the year ended 31 March 2018, the management performed impairment assessments on oil properties and construction-in-progress and oil exploitation licences relating to the crude oil segment, representing an individual cash generating unit (“CGU”) as the operation of the oilfields located at the Heilongjiang Province of the PRC has been suspended since 2015. Besides, due to decrease in oil price dropped significantly during 2018, the management assessed and estimated that additional capital injection to the crude oil segment will not generate additional cash flow to the Group.

For the purpose of impairment assessment, the recoverable amount of the CGU as at the end of the reporting period is estimated, based on fair value less cost of disposal (“FVLCD”) calculation determined with the assistance of Apex Reservoir Service Inc., an independent valuer. The FVLCD calculation used fair value of the CGU calculated using cash flow projections based on financial budgets provided by the management and approved by the Board covering a nine-year (2017: tenth-year) period, which is the remaining contractual period of the oil exploration licences, less relevant cost of disposal. The recoverable amount of the CGU is estimated to be lower than the carrying amounts of these property, plant and equipment and intangible asset and accordingly, impairment loss of approximately HK\$42,706,000, HK\$17,904,000 and HK\$92,310,000 are recognised for oil properties, construction-in-progress under property, plant and equipment and oil exploitation licenses under intangible assets respectively, on a pro rata basis with reference to the carrying amount of these assets before impairment, for the year ended 31 March 2018.

Impairment loss is not allocated to plant and machinery of the Group located at the Republic of Kazakhstan acquired in previous acquisitions of subsidiaries which belong to a separate CGU. Detail of impairment assessment for plant and machinery was set out in Note 16(b).

15 物業、廠房及設備 (續)

附註：

(a) 原油分部之減值評估

截至二零一五年三月三十一日止年度，本集團與一名獨立第三方（「合約方」）訂立一份「技術服務及收益分成」合同（「主合同」）及主合同的一份補充協議（「補充協議」），有效期自二零一五年一月一日起至二零二八年九月一日止。據此，合約方將就本集團位於中國黑龍江省油田的勘探及生產活動，向本集團提供現場技術與管理服務。根據主合同及補充協議，合約方亦將負責所有營運費用，鑽探新井之資本投資成本及與油田相關之其他長期投資。本集團於服務期間第一年收取原油銷售總收入0%，第二至第三年收取10%，第四以後收取15%。本集團可酌情及不附帶追索權的情況下提前發出六個月通知終止主協議及補充協議。截至綜合財務報表獲授權刊發日期，合約方並未開始根據主協議及補充協議提供服務。

截至二零一八年三月三十一日止年度，由於位於中國黑龍江省之油田營運已自二零一五年暫停，故管理層對與原油分部相關之採油資產及在建工程以及石油開採許可證進行減值評估，相當於個別現金產生單位（「現金產生單位」）。此外，原油價格於二零一八年大幅下降，管理層評估及估算，向原油分部注入額外金額將不會為本集團產生額外現金流。

就減值評估而言，現金產生單位於報告期末之可收回金額乃根據在獨立估值師 Apex Reservoir Service Inc. 幫助下釐定之公平值減出售成本（「FVLCD」）計算作出估計。FVLCD 計算使用現金流量預測，並基於管理層提供及董事會批准之九年（二零一七年：十年）期（即石油勘探許可證減相關出售成本之餘下合約期限）財務預算計算現金產生單位之公平值。現金產生單位之可收回金額估計低於該等物業、廠房及設備以及無形資產之賬面值，因此，於截至二零一八年三月三十一日止年度內分別就採油資產、物業、廠房及設備項下在建工程及無形資產項下之石油開採許可證，參考該等資產於減值前的賬面值按比例基準確認減值虧損約港幣42,706,000元、港幣17,904,000元及港幣92,310,000元。

減值虧損並無分配至先前收購附屬公司購入位於哈薩克斯坦共和國之本集團廠房及設備（屬獨立現金產生單位）。廠房及設備之減值評估詳情載於附註16(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

(a) Impairment assessment for crude oil segment (Continued)

The key assumptions used in the discounted cash flow model are as follows:

	2018 二零一八年	2017 二零一七年
Weighted average oil price per tonne (RMB) for the forecast period	2,894	3,006
Estimated total extraction of oil (thousand tonnes)	23	1,370
Discount for lack of marketability	12.0%	12.0%
Discount rate	16.5%	16.9%

In the opinion of the directors of the Company, a decrease in the weighted average oil price per tonne for the forecast period by 1% and a decrease in estimated total extraction of oil by 1% would result in a further impairment loss of approximately HK\$238,000 and HK\$904,000 respectively.

(b) Impairment assessment for plant and machinery

Plant and machinery of the Group represents rigs located at the Republic of Kazakhstan acquired in previous acquisitions of subsidiaries. During the current year, the management performed an impairment assessment on the plant and machinery as these assets were determined idle during a review of property, plant and equipment conducted during the year. For the purpose of impairment assessment, the recoverable amount of the plant and equipment as at the end of the reporting period is estimated, based on fair value (being second hand value of similar plant and machinery) less cost of disposal calculation determined with the assistance of Colliers International (Hong Kong) Limited, an independent valuer. The recoverable amount of the plant and machinery is estimated to be higher than the its carrying amount and accordingly, no impairment loss has been recognised for the year ended 31 March 2018 (2017: nil).

(c) Environmental rehabilitation investment in the PRC

Due to the underground oil exploitation method adopted by the Group, the Group has not incurred any significant expenditure on environmental rehabilitation since its establishment. There is, however, no assurance that stringent environmental policies and/or standard on environmental rehabilitation will not be implemented by the relevant authorities in the PRC in the future which require the Group to undertake environmental measures. The financial position of the Group may be adversely affected by any environment liabilities, which may be imposed under such new environment policies and/or standards.

15 物業、廠房及設備 (續)

附註：(續)

(a) 原油分部之減值評估 (續)

貼現現金流量模式使用之主要假設如下：

	2018 二零一八年	2017 二零一七年
Weighted average oil price per tonne (RMB) for the forecast period	2,894	3,006
Estimated total extraction of oil (thousand tonnes)	23	1,370
Discount for lack of marketability	12.0%	12.0%
Discount rate	16.5%	16.9%

本公司董事認為，預測期間每噸加權平均油價下降1%及估計石油總開採量減少1%將分別導致進一步減值虧損約港幣238,000元及港幣904,000元。

(b) 廠房及機器之減值評估

本集團之廠房及機器指先前收購附屬公司購入之位於哈薩克斯坦共和國之設備。於本年度，由於該等資產在年內進行之物業、廠房及設備審查過程中被釐定為閒置資產，故管理層就廠房及機器進行減值評估。就減值評估而言，已就廠房及機器於報告期末之可收回金額進行評估，評估乃基於公平值（即類似廠房及設備之二手價值）減出售成本進行，有關計算在獨立專業估值師高力國際物業顧問（香港）有限公司之協助下釐定。物業及機器之可收回金額評估為高於其賬面值，故因此，於截止二零一八年三月三十一日止年度並無就此確認減值虧損（二零一七年：無）。

(c) 於中國之環境修復投資

基於本集團採用地下石油開採方法，本集團自其成立以來並未就環境修復產生任何重大開支。然而，無法保證中國有關當局日後不會實施嚴格之環境政策及／或環境修復標準，以致本集團須採取環境措施。根據有關新環境政策及／或標準可能產生的任何環境負債均可能對本集團的財務狀況造成不利影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 INVESTMENT PROPERTIES

16 投資物業

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Cost:	成本值：		
At beginning and end of the year	於年初及年末	122,668	122,668
Accumulated depreciation and impairment:	累計折舊及減值：		
At beginning of the year	於年初	16,550	14,319
Depreciation for the year (Note 7)	年內折舊(附註7)	2,231	2,231
At end of the year	於年末	18,781	16,550
Net book value	賬面淨值	103,887	106,118

Notes:

(a) Amounts recognised in consolidated income statement for the investment properties

附註：

(a) 於綜合收益表確認投資物業之金額

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Rental income	租金收入	2,928	2,235
Direct operating expenses from properties that generated rental income	產生租金收入之物業之直接經營開支	(375)	(727)
Direct operating expenses from properties that did not generate rental income	未產生租金收入之物業之直接經營開支	(138)	(166)
		2,415	1,342

(b) An independent valuation of the Group's investment properties was performed by independent valuer, Collier International (Hong Kong Limited) (2017: Ascent Partners Valuation Service Ltd.), to determine the fair value of the investment properties as at 31 March 2018 and 2017 by adopting direct comparison approach. As at 31 March 2018, the aggregate fair values of the Group's investment properties amounted to approximately HK\$138,400,000 (2017: HK\$118,800,000).

(b) 有關本集團投資物業的獨立估值乃由獨立估值師高力國際物業顧問(香港)有限公司(二零一七年:艾升評值諮詢有限公司)進行,以採用直接比較法釐定投資物業於二零一八年及二零一七年三月三十一日之公平值。於二零一八年三月三十一日,本集團投資物業之公平值總額為港幣138,400,000元(二零一七年:港幣118,800,000元)。

(c) As at 31 March 2018, the Group's investment properties in Hong Kong with net book value of approximately HK\$103,887,000 (2017: HK\$106,118,000) were pledged to secure banking facilities granted to the Group (Note 27(c)(2)).

(c) 於二零一八年三月三十一日,本集團位於香港的投資物業的賬面淨值約為港幣103,887,000元(二零一七年:港幣106,118,000元)已作抵押,以取得授予本集團的銀行信貸(附註27(c)(2))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 INTANGIBLE ASSETS

17 無形資產

		Goodwill	Oil exploitation licences	Customer relationship	Others	Total
		商譽	石油開採 許可證	客戶關係	其他	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Note a)	(Note b)		(Note c)	
		(附註a)	(附註b)		(附註c)	
Cost:	成本值:					
At 1 April 2016	於二零一六年四月一日	29,912	243,711	30,027	1,733	305,383
Acquisition of a subsidiary (Note 33)	收購一間附屬公司 (附註33)	-	-	907	6,898	7,805
Exchange realignment	匯兌調整	(1,825)	(14,872)	(905)	-	(17,602)
At 31 March 2017	於二零一七年三月三十一日	28,087	228,839	30,029	8,631	295,586
Addition	添置	-	-	-	500	500
Exchange realignment	匯兌調整	3,008	24,509	1,492	-	29,009
At 31 March 2018	於二零一八年三月三十一日	31,095	253,348	31,521	9,131	325,095
Amortisation and impairment:	攤銷及減值:					
At 1 April 2016	於二零一六年四月一日	13,872	127,153	21,124	1,733	163,882
Amortisation for the year (Note 7)	年內攤銷 (附註7)	-	9,958	1,451	-	11,409
Exchange realignment	匯兌調整	(847)	(7,768)	(363)	-	(8,978)
At 31 March 2017	於二零一七年三月三十一日	13,025	129,343	22,212	1,733	166,313
Amortisation for the year (Note 7)	年內攤銷 (附註7)	-	10,408	1,548	-	11,956
Impairment losses (Note 6, (b) and (c))	減值虧損(附註6、(b)及(c))	-	92,310	6,931	-	99,241
Exchange realignment	匯兌調整	1,395	14,460	830	-	16,685
At 31 March 2018	於二零一八年三月三十一日	14,420	246,521	31,521	1,733	294,195
Carrying value:	賬面值:					
At 31 March 2018	於二零一八年三月三十一日	16,675	6,827	-	7,398	30,900
At 31 March 2017	於二零一七年三月三十一日	15,062	99,496	7,817	6,898	129,273

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 INTANGIBLE ASSETS (Continued)

Notes:

- (a) As at 31 March 2018 and 2017, entire goodwill of the Group is allocated to the commodity trading segment representing an individual CGU.

For the purpose of impairment assessment, the recoverable amount of the CGU as at end of the reporting period is estimated based on value in use calculation using cash flow projections based on financial budgets prepared by the management and approved by the Board covering a five-year period (2017: five-year). Cash flows beyond the five-year period are extrapolated using growth rates estimated by management taking into consideration the economic condition of the market.

The recoverable amount of the CGU containing goodwill is higher than the carrying amount of the assets of the CGU and accordingly, the management determined that there is no impairment on the CGU for the year ended 31 March 2018 (2017: nil).

The key assumptions used for value-in-use calculations are as follows:

		2018 二零一八年	2017 二零一七年
Growth rate on revenue for the first five years	首五個年度之收益增長率	2.9%	2.0%
Growth rate on revenue beyond the first five years	超過首五個年度之收益增長率	2.9%	2.0%
Inflation rate	通脹率	2.0%	2.0%
Discount rate	折現率	20.3%	16.7%

Management determined the weighted average growth rate based on past performance and its expectations of market development. The discount rates used are pre-tax and reflect specific risks relating to the operating segment. The management believe that any reasonable possible change in these key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed the aggregate of its recoverable amount.

- (b) Oil exploitation licences represent two rights for oil exploitation located at the Heilongjiang Province of the PRC which will expire in 2027 and 2028 respectively. Detail of impairment assessment prepared by management was set out in Note 15(a).
- (c) Customer relationship arising from acquisition of a subsidiary has been impaired as the customer base has been changed during current year compare to the acquisition date of the subsidiary.

附註：

- (a) 於二零一八年及二零一七年三月三十一日，本集團之全部商譽均獲分配至商品貿易分部，以個別現金產生單位呈列。

為減值評估，於報告期末之現金產生單位之可收回金額乃按使用價值估計，該估計採用根據管理層編製及董事會所批准涵蓋五年期間（二零一七年：五年）之財政預算作出之現金流量預測計算。超過五年期間之現金流量乃以管理層經計及市場經濟狀況所估計之增長率推算。

含有商譽之現金產生單位之可收回金額高於現金產生單位之資產賬面值，故此，管理層釐定截至二零一八年三月三十一日止年度概無現金產生單位出現減值（二零一七年：無）。

用於計算使用價值之主要假設如下：

管理層根據過往表現及其對市場發展之預期釐定加權平均增長率。所採用之折現率均屬稅前及反映與經營分類有關之具體風險。管理層認為，計算可收回金額時所依據之該等關鍵假設可能出現之任何合理變動，將不會導致現金產生單位的賬面值超過其可收回總額。

- (b) 石油開採許可證指位於中國黑龍江省的兩項石油開採權利，將分別於二零二七年及二零二八年屆滿。由管理層編製之減值評估詳情載於附註15(a)。
- (c) 因收購一間附屬公司產生之客戶關係已出現減值，因客戶基礎與附屬公司之收購日期相比已於本年度內發生改變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 INTERESTS IN ASSOCIATES

18 於聯營公司之權益

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Cost of investments in associates (Note (a))	於聯營公司投資之成本 (附註(a))	75,592	75,592
Contribution to unlisted associates	向非上市聯營公司之出資	9,327	9,327
Share of post-acquisition comprehensive losses	分佔收購後全面虧損	(84,919)	(84,919)
		—	—

Note:

(a) Particulars of the Group's principal associate are set out as follows:

Name of the associate 聯營公司名稱	Place of incorporation 註冊成立地點	Proportion of voting power held indirectly 間接持有投票權比例		Principal activities 主要業務	Measurement method 計量方法
		2018 二零一八年	2017 二零一七年		
Lee Shing Mining Co. Ltd ("Lee Shing Mining") 利成礦業有限公司(「利成礦業」)	Hong Kong 香港	43%	43%	Investment holding (Note (b)) 投資控股(附註(b))	Equity 股本
Topclass Global Investment Ltd. ("Topclass") Topclass Global Investment Ltd. (「Topclass」)	British Virgin Island 英屬處女群島	47%	47%	Investment holding 投資控股	Equity 股本

The Group held 43% equity interests in Lee Shing Mining, a private company which directly holds 80% equity interests in Guizhou Rongfa Mining Company Limited (貴州榮發礦業有限公司) ("Guizhou Rongfa Mining"), which possesses an exclusive exploration right of vanadium mining in Guizhou Province, the PRC. During the year ended 31 March 2016, Guizhou Rongfa Mining did not renew its exploration right in view of the continuously declining vanadium price, resulting in the Group's share of an impairment loss of approximately HK\$21,409,000. Accordingly, the interest in Lee Shing Mining was fully impaired in the year ended 31 March 2016 and there are no movements in the Group's interests in associates.

Lee Shing Mining is a private company and there is no quoted market price available for its shares. There are no contingent liabilities relating to the Group's interest in Lee Shing Mining.

附註:

(a) 本集團主要聯營公司之詳情載列如下:

本集團持有私營公司利成礦業之43%股權，而利成礦業直接持有貴州榮發礦業有限公司(「貴州榮發礦業」)之80%股權，貴州榮發礦業於中國貴州省擁有獨家鈾礦開採權。於截至二零一六年三月三十一日止年度，鑑於鈾價持續下跌，貴州榮發礦業並無重續其勘探權，導致本集團分佔減值虧損約港幣21,409,000元。因此，於截至二零一六年三月三十一日止年度，於利成礦業之權益已悉數減值且本集團於聯營公司之權益概無變動。

利成礦業為一間私營公司，其股份並無市場報價。本集團於利成礦業的權益並無涉及任何或然負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

19 預付款項、按金及其他應收款項

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Deposits paid for acquisitions of property, plant and equipment	已付收購物業、廠房及設備之按金	32,324	45,907
Deposit paid for investment	就投資所付之按金	5,700	33,271
Advances to suppliers (Note (a))	向供應商墊款(附註(a))	120,849	163,240
Other receivables and prepayments (Note (b))	其他應收款項及預付款項(附註(b))	62,665	58,289
Amount due from related parties (Note 35(b))	應收關連方款項(附註35(b))	-	26,610
		221,538	327,317
Less: Allowance for credit losses (Note (c))	減: 信貸虧損撥備(附註(c))	(46,399)	(92,765)
		175,139	234,552
Less: Amount shown under non-current assets	減: 非流動資產項下所列示金額	(52,391)	(32,346)
Amount shown under current assets	流動資產項下所列示金額	122,748	202,206

Notes:

- (a) The balance represented the advances to the suppliers for trading of commodities and chemical products. The advances to suppliers (net of impairment allowance) at 31 March 2018 and 2017 were fully utilised through purchase of commodities and chemical products as at the date when the consolidated financial statements are authorised for issue.

附註:

- (a) 結餘指就商品及化工產品貿易向供應商作出之墊款。於綜合財務報表獲授權刊發之日，於二零一八年及二零一七年三月三十一日之向供應商墊款(扣除減值撥備)已透過購買商品及化工產品獲悉數動用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (b) Included in other receivables and prepayments represents the non-refundable prepayment to bond placing agents for investor relationship service amounting to HK\$41,957,000 as at 31 March 2018 (2017: HK\$36,766,000). The Group paid the investor relationship service fee in advance at a discounted lump sum and recognised a prepayment when the amount was paid. The prepaid investor relationship service fee is amortised on a straight line basis over the service contract terms.
- (c) Allowance for credit losses of prepayments, deposits and other receivables

19 預付款項、按金及其他應收款項(續)

附註：(續)

- (b) 計入其他應收款項及預付款項指於二零一八年三月三十一日就投資者關係服務向債券配售代理作出之不可退還預付款項港幣41,957,000元(二零一七年：港幣36,766,000元)。本集團按折扣價提前一次性支付投資者關係服務費及於有關款項支付後確認為預付款。預付投資者關係服務費按直線法於服務合約期內攤銷。
- (c) 預付款項、按金及其他應收款項之信貸虧損撥備

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Financial assets	金融資產		
Other receivables (Note 3(a)(ii))	其他應收款項(附註3(a)(ii))	1,947	831
Non-financial assets	非金融資產		
Deposit paid for acquisitions of property, plant and equipment (Note (i))	就收購物業、廠房及設備已付之按金(附註(i))	13,933	48,098
Deposit paid for investment (Note (ii))	就投資所付之按金(附註(ii))	5,700	-
Advances to suppliers (Note (i))	向供應商作出之墊款(附註(i))	22,530	32,059
Other receivables	其他應收款項	2,289	11,777
		46,399	92,765

Details of impairment assessment for financial assets under other receivables are set out in Note 3(a)(ii).

- (i) The management considered certain deposit paid for acquisitions of property, plant and equipment and advances to suppliers paid in previous years were impaired as the Group was unable to receive the property, plant and equipment and materials purchased from the suppliers.
- (ii) Included in the amount represented the impairment loss on deposit for acquisition of financial assets at FVTOCI amounted to HK\$5,700,000. Detail of the investment and the impairment assessment are set out as per Note 20(b).

其他應收款項項下之金融資產減值評估詳情載於附註3(a)(ii)。

- (i) 管理層考慮就於過往年度收購物業、廠房及設備已付之若干按金及向供應商支付之墊款已出現減值，原因為本集團未能自供應商收到所購買的物業、廠房及設備以及材料。
- (ii) 列入該金額指就收購按公平值透過其他全面收益列賬之金融資產所付之按金之減值虧損為港幣5,700,000元。有關投資及減值評估詳情載於附註20(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

20 按公平值透過其他全面收益列賬之金融資產

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
At 1 April	於四月一日	29,241	24,533
Addition	增加	–	7,000
Gain/(loss) on fair value change recognised in other comprehensive income	於其他全面收益確認公平值變動收益／(虧損)	4,635	(2,292)
Disposal	出售	(29,797)	–
At 31 March	於三月三十一日	4,079	29,241
Unlisted equity investment (Note (a) and (b))	非上市股本投資 (附註(a)及(b))	4,079	6,129
Listed equity investment (Note (c))	上市股本投資 (附註(c))	–	23,112
		4,079	29,241

Notes:

- (a) Included in the financial assets at represents the Group's long-term investment of 19.9% equity interests in an unlisted entity engaging in trading of fuel in Hong Kong. The fair value of this unlisted equity investment is determined, using cash flow projections with the assistance of Colliers International Hong Kong Limited, an independent valuer (Note 3(c)(ii)).
- (b) The listed equity investment represents the Group's long-term investment of 8.6% equity interests in Gold Tat Group International Limited ("Gold Tat") as at 31 March 2017. During the year ended 31 March 2018, the Group disposed of such investment with carrying amount of HK\$23,112,000. Upon disposal, total fair value gain of HK\$6,685,000 was accounted to other comprehensive income and the related FVTOCI reserves was debited by HK\$24,960,000 and transferred to accumulated losses.
- (c) Financial assets at FVTOCI are denominated in HK\$.

附註：

- (a) 計入金融資產乃指本集團於一間在香港從事燃油貿易的非上市實體的19.9%股權之長期投資。該非上市股本投資之公平值在獨立估值師高力國際物業顧問(香港)有限公司之協助下採用現金流量預測(附註3(c)(ii))釐定。
- (b) 上市股權投資指本集團於二零一七年三月三十一日於金達集團國際有限公司(「金達」)的8.6%股權作出之長期投資。於截至二零一八年三月三十一日止年度，本集團出售該等投資(賬面值為港幣23,112,000元)。於出售後，公平值收益總額港幣6,685,000元乃計入其他全面收益及相關按公平值透過其他全面收益列賬儲備扣除港幣24,960,000元及轉撥至累計虧損。
- (c) 按公平值透過其他全面收益列賬之金融資產以港幣列值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE RECEIVABLES

21 貿易應收款項

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)	2016 二零一六年 HK\$'000 港幣千元 (Restated) (經重列)
Trade receivables	貿易應收款項	598,677	456,580	359,743
Allowance for credit losses	信貸虧損撥備	(72,744)	(44,843)	(28,271)
At 31 March	於三月三十一日	525,933	411,737	331,472

Notes:

附註：

- | | | | |
|-----|--|-----|--|
| (a) | As at 31 March 2018, included in the trade receivables were amounts due from clearing houses of approximately HK\$3,452,000 (2017: HK\$2,027,000) and amounts due from securities brokerage clients of approximately HK\$781,000 (2017: HK\$327,000). | (a) | 於二零一八年三月三十一日，貿易應收款項包括應收結算所款項約港幣3,452,000元（二零一七年：港幣2,027,000元）及應收證券經紀客戶款項約港幣781,000元（二零一七年：港幣327,000元）。 |
| (b) | Before accepting any new customer, the Group uses an internal credit assessment system to assess the potential customer's credit quality and defines credit limits by customer. The management considers adequate allowance has been made at end of the year. Balances which are neither past due nor impaired are all receivable from customers with good historical repayment records and good credit quality. | (b) | 於接納任何新客戶前，本集團會使用內部信貸評估系統評估潛在客戶之信貸質素及設定客戶信貸限額。管理層認為於年末已作出足額撥備。既未逾期亦無減值之餘額均為來自具備良好往績償還記錄及良好信貸質素之客戶之應收款項。 |
| (c) | Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding trade receivables in order to minimise credit risk. Overdue balances are regularly monitored by management. | (c) | 已就客戶設定交易限額。本集團設法對其尚未收回貿易應收款項保持嚴格控制，以降低信貸風險。管理層定期監控逾期結餘。 |
| (d) | The settlement terms of trade receivables attributable to the securities brokerage business are two days after the trade date. For the remaining business of the Group, trade receivables are on general terms of 30 to 120 days. | (d) | 證券經紀業務應佔貿易應收款項之結算條款為交易日期後兩日。就本集團之其他業務而言，貿易應收款項乃按30至120日之一般條款進行。 |
| (e) | Aging analysis of gross trade receivables based on invoice date is as follows: | (e) | 貿易應收款項總額根據發票日期之賬齡分析如下： |

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元
Less than 30 days	不足30日	4,423	342,332	178,547
More than 30 days but less than 3 months	超過30日但 不足三個月	20,596	-	72,463
More than 3 months but less than 1 year	超過三個月但 不足一年	534,973	104,109	94,768
More than 1 year	超過一年	38,685	10,139	13,965
		598,677	456,580	359,743

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE RECEIVABLES (Continued)

Notes: (Continued)

- (f) The carrying amounts of trade receivables are net of allowance for credit losses denominated in the following currencies:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)	2016 二零一六年 HK\$'000 港幣千元 (Restated) (經重列)
HK\$	港幣	51,024	66,062	12,545
RMB	人民幣	271,633	64,915	250,370
US\$	美元	203,276	280,760	68,557
		525,933	411,737	331,472

21 貿易應收款項 (續)

附註：(續)

- (f) 貿易應收款項 (扣除信貸虧損撥備) 之賬面值乃以下列貨幣計值：

22 LOANS RECEIVABLE

Loans receivable from money lending business (Note (a))	放債業務之應收貸款 (附註(a))	58,000	104,860	19,913
Margin loans receivable (Note (b))	應收孖展貸款 (附註(b))	31,598	17,074	-
		89,598	121,934	19,913
Less: Allowance for credit losses	減：信貸虧損撥備			
– loans receivable	– 應收貸款	(7,367)	(10,898)	(1,673)
– margin loans receivable	– 應收孖展貸款	(8,298)	-	-
		(15,665)	(10,898)	(1,673)
		73,933	111,036	18,240

22 應收貸款

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)	2016 二零一六年 HK\$'000 港幣千元 (Restated) (經重列)
Loans receivable from money lending business (Note (a))	放債業務之應收貸款 (附註(a))	58,000	104,860	19,913
Margin loans receivable (Note (b))	應收孖展貸款 (附註(b))	31,598	17,074	-
		89,598	121,934	19,913
Less: Allowance for credit losses	減：信貸虧損撥備			
– loans receivable	– 應收貸款	(7,367)	(10,898)	(1,673)
– margin loans receivable	– 應收孖展貸款	(8,298)	-	-
		(15,665)	(10,898)	(1,673)
		73,933	111,036	18,240

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 LOANS RECEIVABLE (Continued)

Notes:

- (a) Loans receivable to the extent of approximately HK\$58,000,000 (2017: HK\$104,860,000), which arise from the money lending business of providing short-term loans to independent third parties in Hong Kong, are denominated in HK\$.

The carrying amounts are determined using effective interest rates ranging from 22% to 54% (2017: 17% to 36%) per annum and are repayable with fixed terms ranging from three to twenty four months.

As at 31 March 2018, loans receivable of approximately HK\$9,820,000 (2017: HK\$58,438,000) bearing interests ranging from 24% to 54% (2017: 17% to 36%) per annum, are unsecured and expected to be settled by the borrowers within 1 year. The management considers that the second mortgage loans are classified as unsecured loans due to the impediment in repossession of the mortgage properties and the practical difficulties to ascertain the residual collateral value after claim by first mortgagee.

As at 31 March 2018, loans receivable of approximately HK\$48,180,000 (2017: HK\$46,422,000) bearing interests ranging from 22% to 36% (2017: 22% to 36%) per annum, are secured and expected to be settled by the borrowers within 1 year. These loans receivable are secured by unlisted equity securities.

Interest income of approximately HK\$15,941,000 (2017: HK\$19,625,000) for non-credit impaired loans receivable has been recognised as revenue in the consolidated income statement.

The maturity profile of the loans receivable based on maturity date which are neither past due nor impaired is as follows:

Receivable on:	於以下日期之應收款項:
1 month to 3 months	一個月至三個月
More than 3 months but less than 1 year	超過三個月但少於一年

- (b) As at 31 March 2018, included in loans receivable was advances to margin clients in margin financing amounting to approximately HK\$31,598,000 (2017: HK\$17,074,000), which are bearing interest at commercial rates, secured by the underlying pledged listed securities and are repayable on demand.

In respect of the margin loans receivable advances to margin clients in margin financing with net carrying amount of approximately HK\$23,300,000 (2017: HK\$17,074,000), the fair values of the collaterals of such margin loans can be objectively ascertained to cover the outstanding amount of the loan balances.

- (c) The Group's exposure to credit risk related to loans receivable are disclosed in note 3(a)(ii).

- (d) The carrying amounts of the loans receivable are denominated in HK\$.

22 應收貸款 (續)

附註:

- (a) 因在香港向獨立第三方提供短期貸款業務而產生之應收貸款約港幣58,000,000元(二零一七年:港幣104,860,000元),乃以港幣計值。

賬面值使用介乎每年22%至54%(二零一七年:17%至36%)之實際利率釐定,及其固定還款期限介乎三至二十四個月。

於二零一八年三月三十一日,應收貸款約港幣9,820,000元(二零一七年:港幣58,438,000元)之利率介乎每年24%至54%(二零一七年:17%至36%),為有擔保及預期將於一年內由借款人償還。由於收回按揭物業存有阻礙以及確定抵押品於承受第一押記抵押人索償後的剩餘價值存在實際困難,故管理層認為該等第二按揭貸款分類為無抵押貸款。

於二零一八年三月三十一日,應收貸款約港幣48,180,000元(二零一七年:港幣46,422,000元)之利率介乎每年22%至36%(二零一七年:22%至36%),為有擔保及預期將於一年內由借款人償還。該等應收貸款以非上市股本證券作抵押。

非信貸減值應收貸款之利息收入約港幣15,941,000元(二零一七年:港幣19,625,000元)已於綜合收益表內確認為收入。

既未逾期亦無減值之應收貸款根據到期日計算之到期情況如下:

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Receivable on:		
1 month to 3 months	-	74,320
More than 3 months but less than 1 year	14,528	3,569
	14,528	77,889

- (b) 於二零一八年三月三十一日,應收貸款包括於保證金融資方面給予保證金客戶之墊款約港幣31,598,000元(二零一七年:港幣17,074,000元),乃按商業利率計息,以相關已抵押上市證券作擔保及須按要求償還。

就賬面淨值約為港幣23,300,000元(二零一七年:港幣17,074,000元)之孖展融資方面給予孖展客戶之應收孖展貸款墊款而言,該等孖展貸款抵押品之公平值可客觀確定彌補貸款結餘之未償還金額。

- (c) 本集團所承受有關應收貸款之信貸風險於附註3(a)(ii)披露。

- (d) 應收貸款之賬面值按港幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23 按公平值透過損益列賬之金融資產

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
At 1 April	於四月一日		
Listed equity security in Hong Kong (Note (a))	香港上市股本證券 (附註(a))	46,747	256
Unlisted equity investment (Note (b))	未上市股本投資 (附註(b))	27,571	-
		74,318	256
Less: Amount shown under non-current assets	減：非流動資產項下所示之金額	(27,571)	-
Amount shown under current assets	流動資產項下所示之金額	46,747	256

Notes:

- (a) The fair value is based on the current bid prices in an active markets.
- (b) Pursuant to the contractual agreement entered into between the Group, the vendors and the guarantor in April 2015, the Group agreed to acquire the 100% equity interest in Perfect Reward Limited ("Perfect Reward") a private entity incorporated in British Virgin Islands. Perfect Reward and its subsidiaries are principally engaged in the liquefied natural gas ("LNG") business and is a service provider of the LNG supply chain covering all the upstream, midstream and downstream segments in the industry. A deposit and prepayment of transaction costs amounted to HK\$33,271,000 which are refundable in aggregate was paid by the Group when it entered into the agreement.

Subsequently, in February 2016, the Group, the vendors and the guarantor mutually agreed and entered into a termination deed to terminate the acquisition agreement and the deposit and prepayment of transaction costs paid by the Group shall be refunded by the vendors forthwith without interest with immediate effect. However, the vendors failed to refund the deposit and prepayment of transaction costs to the Group after entering into the termination deed with the Group.

附註：

- (a) 公平值乃根據活躍市場之當前出價計算。
- (b) 根據本集團、賣方與擔保人於二零一五年四月訂立之合約協議，本集團同意收購 Perfect Reward Limited (「Perfect Reward」，一間於英屬處女群島註冊成立之私人實體) 之全部股權。Perfect Reward 及其附屬公司主要從事液化天然氣 (「液化天然氣」) 業務及液化天然氣供應鏈 (涵蓋業內所有上游、中游及下游分類) 之服務供應商。交易成本之按金及預付款項合共港幣 33,271,000 元 (可根據協議之條款退還) 於訂立協議時由本集團支付。

隨後，於二零一六年二月，本集團、賣方與擔保人相互同意並訂立終止契據以終止收購協議及本集團所支付之交易成本之按金及預付款項將由賣方即時免息退還。然而，賣方並未於與本集團訂立終止契據後向本集團退還交易成本之按金及預付款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

With the management's follow-up actions to recover the deposit paid, on 29 March 2018, the Group entered into a contractual agreement to acquire 15% equity interests in Perfect Reward, at a cash consideration of approximately HK\$33,271,000, offset by the abovementioned deposit and prepayment of transaction costs paid by the Group in the prior years. In addition, pursuant to the contractual agreement, the Group was granted a put option exercisable by the Group within two years from the date of completion of the acquisition of which the Group has the irrevocable and unconditional right to sell back the 15% equity interests in Perfect Reward to the vendor of the contractual agreement at the price of HK\$33,271,000.

With reference to the valuation performed by an independent valuer, the fair value of the investment in 15% equity interest in Perfect Reward as at the date of acquisition amounted to HK\$27,571,000. The fair value of the investment as at the acquisition date was less than the aggregate carrying amount of the deposit and prepayment of transaction costs paid by the Group in prior years and accordingly, impairment loss amounted to approximately HK\$5,700,000 was provided for the year ended 31 March 2018. Besides, in the opinion of the directors of the Company, as the Group was still unable to recover the deposit paid after the various follow-up actions taken by the management, the put option is not exercisable by the Group and accordingly, the put option is not recognised in the consolidated financial statements.

The directors of the Company have elected to designate the investment in equity instruments at FVTPL. The fair value of this unlisted equity investment is determined using cash flow projection with the assistance of Colliers International Hong Kong Limited, an independent valuer (Note 3(c)(iii)).

- (c) Changes in fair values of financial assets at FVTPL are recorded in "other losses, net" in the consolidated income statement.
- (d) The carrying amounts of the financial assets at FVTPL are denominated in HK\$.

23 按公平值透過損益列賬之金融資產(續)

附註：(續)

(b) (續)

隨著管理層採取有關收回已付按金的跟進措施，於二零一八年三月二十九日，本集團訂立合約協議，以現金代價約港幣33,271,000元收購Perfect Reward之15%股權，由本集團於過往年度所支付之上述交易成本之按金及預付款項所抵銷。此外，根據合約協議，本集團獲授予本集團可於收購完成日期起兩年內行使之認沽期權，其中本集團擁有不可攤銷及無條件權利可按價格港幣33,271,000元向合約協議之賣方賣回於Perfect Reward之15%股權。

參照獨立估值師進行之估值，Perfect Reward 15%股權之投資公平值於收購日期為港幣27,571,000元。於收購日期之投資公平值低於本集團於過往年度所支付之交易成本之按金及預付款項之總賬面值，故此，截至二零一八年三月三十一日止年度已作出之撥備減值虧損約為港幣5,700,000元。此外，本公司董事認為，由於本集團於管理層採取各種跟進措施後仍未能收回所付之按金，故本集團不可行使認沽期權，因此，認沽期權不可於綜合財務報表內確認。

本公司董事已選擇將於股本工具內之投資指定按公平值透過損益列賬。該非上市股本投資之公平值乃由獨立估值師高力國際物業顧問(香港)有限公司採用現金流量預測(附註3(c)(iii))釐定。

- (c) 按公平值透過損益列賬之金融資產之公平值變動於綜合收益表內「其他虧損·淨額」中入賬。
- (d) 按公平值透過損益列賬之金融資產賬面值以港幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 CASH AND CASH EQUIVALENTS

24 現金及現金等值項目

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Cash at banks and on hand	銀行及手頭現金	354,333	283,922
Less: Client trust bank balances (Note)	減：客戶信託銀行結餘 (附註)	(5,410)	(5,056)
Cash and cash equivalents	現金及現金等值項目	348,923	278,866

The carrying amounts of cash at banks and on hand are denominated in the following currencies:

銀行及手頭現金的賬面值乃以下列貨幣計值：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
HK\$	港幣	175,898	55,299
US\$	美元	21,309	877
RMB	人民幣	157,005	227,734
Others	其他	121	12
		354,333	283,922

As at 31 March 2018, the Group's bank balances of approximately HK\$121,310,000 (2017: HK\$54,774,000) were deposited with banks in the PRC. The remittance of these funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

於二零一八年三月三十一日，本集團之銀行結餘約港幣121,310,000元（二零一七年：港幣54,774,000元）已存入中國之銀行。將該等資金匯出中國須遵守中國政府就外匯管制頒佈之相關規則及法規。

Note:

The Group maintains segregated deposit accounts with banks and authorised institutions to hold clients' monies arising from its normal course of business. The Group has classified the brokerage clients' monies as client trust bank balances under the current assets section of the consolidated statements of financial position, and recognised the corresponding trade payables to the respective brokerage clients on the grounds that they are liable for any loss or misappropriation of their brokerage clients' monies (Note 25(c)). Client trust bank balances are restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance.

附註：

本集團於銀行及經授權機構開立獨立存款賬戶，以持有其於正常業務過程中產生之客戶款項。本集團於綜合財務狀況表內流動資產部分將經紀客戶款項分類為客戶信託銀行結餘，並在彼等須對經紀客戶款項虧損或侵吞負責之基礎上，確認應付各自經紀客戶之相應貿易應付款項（附註25(c)）。客戶信託銀行結餘受《證券及期貨條例》項下《證券及期貨（客戶款項）規則》所限制及規管。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TRADE PAYABLES

25 貿易應付款項

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Trade payables (Note (a))	貿易應付款項 (附註(a))	19,085	132,005
Bills payable	應付票據	-	3,192
		19,085	135,197

Notes:

- (a) As at 31 March 2018, included in trade payables were amounts due to clearing houses of approximately HK\$4,969,000 (2017: HK\$2,186,000) and amounts due to securities brokerage clients of approximately HK\$4,884,000 (2017: HK\$6,596,000).
- (b) The majority of trade payables are repayable on demand except where certain trade payables to securities brokerage clients represents margin deposits received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.
- (c) Trade payables to securities brokerage clients also include those payables placed in trust and segregated accounts with authorised institutions of approximately HK\$5,410,000 (2017: HK\$5,056,000 (Note 24)).
- (d) No aging analysis is disclosed for amounts due to clearing house and securities brokerage clients as in the opinion of the directors, it does not give additional value in the view of these businesses.
- (e) The following is an aging analysis of trade and bills payables excluding clearing house and securities brokerage clients presented based on the date of the bills at end of the year.

Aging analysis of trade payables is based on invoice dates as follows:

Less than 1 month	不足一個月
1 month to 3 months	一個月至三個月
More than 3 months but less than 1 year	超過三個月但不足一年
Over 1 year	超過一年

附註:

- (a) 於二零一八年三月三十一日，貿易應付款項包括應付結算所款項約港幣4,969,000元（二零一七年：港幣2,186,000元）及應付證券經紀客戶款項約港幣4,884,000元（二零一七年：港幣6,596,000元）。
- (b) 大部分貿易應付款項須按要求償還，惟若干應付證券經紀客戶款項指客戶於正常業務過程中進行之貿易活動所收取之保證金按金除外。僅超過所訂明之保證金按金額須按要求償還。
- (c) 應付證券經紀客戶之貿易應付款項亦包括存放於認可機構之獨立信託賬戶之應付賬款約港幣5,410,000元（二零一七年：港幣5,056,000元（附註24））。
- (d) 由於董事認為，應付結算所及證券經紀客戶款項金額不會向此類業務提供附加價值，因此並無披露賬齡分析。
- (e) 以下為貿易應付款項及票據（不包括結算所及證券經紀客戶）於年末按發票日期及票據日期呈列之賬齡分析。

貿易應付款項根據發票日期之賬齡分析如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Less than 1 month	不足一個月	86	66,043
1 month to 3 months	一個月至三個月	93	20,986
More than 3 months but less than 1 year	超過三個月但不足一年	9,051	36,194
Over 1 year	超過一年	2	-
		9,232	123,223

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TRADE PAYABLES (Continued)

Notes: (Continued)

(e) (Continued)

Aging analysis of bills payable is as follows:

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
More than 3 months but less than 1 year 超過三個月但不足一年	–	3,192

(f) The carrying amounts of trade and bills payables are denominated in the following currencies:

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
HK\$ 港幣	10,268	44,189
US\$ 美元	8,817	50,193
RMB 人民幣	–	40,815
	19,085	135,197

25 貿易應付款項 (續)

附註：(續)

(e) (續)

應付票據之賬齡分析如下：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
More than 3 months but less than 1 year 超過三個月但不足一年	–	3,192

(f) 貿易及應付票據之賬面值乃以下列貨幣計值：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
HK\$ 港幣	10,268	44,189
US\$ 美元	8,817	50,193
RMB 人民幣	–	40,815
	19,085	135,197

26 ACCRUALS AND OTHER PAYABLES

Consideration payables 應付代價	–	5,640
Receipts in advance (Note (a)) 預收款項 (附註(a))	13,874	104,232
Construction cost payables 應付建設成本	5,146	11,935
Other payables (Note (b)) 其他應付款項 (附註(b))	44,233	45,667
Loan payable (Note (c)) 應付貸款 (附註(c))	45,578	–
	108,831	167,474

(a) The amount mainly represent the prepayment received from customer for trading of commodities and chemical products.

26 應計款項及其他應付款項

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Consideration payables 應付代價	–	5,640
Receipts in advance (Note (a)) 預收款項 (附註(a))	13,874	104,232
Construction cost payables 應付建設成本	5,146	11,935
Other payables (Note (b)) 其他應付款項 (附註(b))	44,233	45,667
Loan payable (Note (c)) 應付貸款 (附註(c))	45,578	–
	108,831	167,474

(a) 該金額主要指自商品及化工產品貿易客戶收取之預收款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 ACCRUALS AND OTHER PAYABLES (Continued)

- (b) Included in other payables were commission payables to Fu Tian International Trading Pte. Ltd. ("Fu Tian"), the sales agent of the Group and the salespersons of the Group of approximately HK\$675,000 and HK\$14,875,000 respectively as at 31 March 2018 (2017: HK\$11,968,000 and HK\$10,700,000 respectively). During the year, commission expenses of HK\$15,083,000 and HK\$4,175,000 (2017: HK\$34,439,000 and HK\$10,700,000 respectively) were paid to Fu Tian and salespersons respectively and the amount was included in selling and distribution expenses. In the opinion of the directors of the Company, Fu Tian and salespersons are independent third parties, none of which is not related to the Group or its related parties.
- (c) As at 31 March 2018, the amount mainly represent the loan payable to an independent third party of HK\$45,578,000. On 18 March 2018, the Group borrowed an interest free loan with principal amount of HK\$45,578,000 from an independent third party for business operation and the loan was subsequently repaid by the Group on 21 April 2018.
- (d) The carrying amounts of accruals and other payables are denominated in the following currencies:

26 應計款項及其他應付款項 (續)

- (b) 於二零一八年三月三十一日，其他應付款項包括應付Fu Tian International Trading Pte. Ltd. (「Fu Tian」，本集團之銷售代理)及本集團銷售人員之佣金分別約為港幣675,000元及港幣14,875,000元(二零一七年：分別為港幣11,968,000元及港幣10,700,000元)。年內，佣金開支港幣15,083,000元及港幣4,175,000元(二零一七年分別為港幣34,439,000元及港幣10,700,000元)已分別支付予Fu Tian及銷售人員，而該金額已計入銷售及分銷開支內。本公司董事認為，Fu Tian及銷售人員均為獨立第三方，其中概無一方與本集團或其關連人士有關。
- (c) 於二零一八年三月三十一日，該金額主要指應付一名獨立第三方港幣45,578,000元之貸款。於二零一八年三月十八日，本集團向一名獨立第三方借取免息貸款本金港幣45,578,000元以用作業務營運及該貸款隨後由本集團於二零一八年四月二十一日償還。
- (d) 應計款項及其他應付款項的賬面值乃以下列貨幣計值：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
HK\$	港幣	37,352	38,896
RMB	人民幣	71,479	38,977
US\$	美元	-	89,601
		108,831	167,474

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 BANK BORROWINGS

27 銀行借貸

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Bank borrowings, secured	有擔保銀行借貸	29,437	32,631
Bank borrowings, unsecured	無擔保銀行借貸	40	187
		29,477	32,818

At 31 March 2018, the Group's borrowings contained a repayment on demand clause. The Group's borrowings were repayable based on the scheduled repayment terms set out in the loan agreements as follows:

於二零一八年三月三十一日，本集團借貸載有按要求償還條款。本集團借貸已根據貸款協議所載之預定償還條款償還，列示如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	3,290	3,367
Between one and two years	一至兩年	6,750	3,306
Between two and five years	兩至五年	10,790	10,299
Over five years	五年以上	8,647	15,846
		29,477	32,818

Notes:

- (a) Bank borrowings contained a repayment on demand clause which enables the bank to exercise at its sole discretion. Accordingly, the entire balance was classified under current liabilities as at 31 March 2018 and 2017.
- (b) As at 31 March 2018, the bank borrowings were interest-bearing with variable rate at contractual interest of HIBOR plus certain basis points per annum. The effective interest rate for the year was ranged from 2.5% to 12.6% (2017: 2.2% to 12.6%). The borrowings were repayable on monthly instalment basis up to maturity in accordance with the terms set out in respective banking facility letters.
- (c) As at 31 March 2018, the Group pledged investment properties with carrying amount of approximately HK\$103,887,000 (2017: HK\$106,118,000) (Note 16(c)); to secure the bank borrowings of the Group amounted to HK\$29,437,000 (2017: HK\$32,631,000).
- (d) The carrying amounts of the Group's bank borrowings at 31 March 2018 are denominated in HK\$ and approximate to their fair values.

附註：

- (a) 銀行借貸包含銀行可全權行使之按要求償還條款。因此，於二零一八年及二零一七年三月三十一日，全部結餘列為流動負債。
- (b) 於二零一八年三月三十一日，銀行借貸乃按浮息計息，而該浮息按香港銀行同業拆息加每年若干基點的合約利息計算。年內實際利率介乎2.5%至12.6%（二零一七年：2.2%至12.6%）。借貸乃根據載於各銀行信貸函件之條款於到期時按月分期支付。
- (c) 於二零一八年三月三十一日，本集團已抵押賬面值為約港幣103,887,000元（二零一七年：港幣106,118,000元）之投資物業（附註16(c)）作為擔保本集團金額為港幣29,437,000元（二零一七年：港幣32,631,000元）之銀行借貸。
- (d) 於二零一八年三月三十一日，本集團銀行借貸的賬面值乃以港幣計值並與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 BANK BORROWINGS (Continued)

Notes: (Continued)

- (e) The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of the year are as follows:

6 months or less 少於6個月

27 銀行借貸 (續)

附註：(續)

- (e) 於年末，本集團借貸利率變動之風險及合約重新定價日期如下：

	2018	2017
	二零一八年	二零一七年
	HK\$'000	HK\$'000
	港幣千元	港幣千元
	29,477	32,818

28 SHARE CAPITAL

28 股本

		Number of shares (thousands) 股份數目 (千股)	Share capital 股本 HK\$'000 港幣千元
Authorised:	法定：		
At 1 April 2016, 31 March 2017, 1 April 2017 and 31 March 2018	於二零一六年四月一日、 二零一七年 三月三十一日、 二零一七年四月一日及 二零一八年 三月三十一日	15,000,000	150,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2016	於二零一六年四月一日	6,217,392	62,174
Placement of new shares	配售新股份	(a) 1,333,332	13,333
At 31 March 2017 and 1 April 2017	於二零一七年 三月三十一日及 二零一七年四月一日	7,550,724	75,507
Placement of new shares	配售新股份	(a) 1,417,152	14,172
At 31 March 2018	於二零一八年 三月三十一日	8,967,876	89,679

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 SHARE CAPITAL (Continued)

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Note:

- (a) On 20 March 2018 (2017: 5 April 2016), the Company issued 1,417,152,000 (2017: 1,333,332,000) shares through placement with a price of HK\$0.105 (2017: HK\$0.13) each respectively. The net proceeds from the placement was approximately HK\$147,085,000 (2017: HK\$165,533,000) after netting off related transaction costs of approximately HK\$1,716,000 (2017: HK\$7,800,000).

29 SHARE-BASED PAYMENTS

(a) Share options

The Company has a share option scheme for eligible directors and employees of the Group.

At the extraordinary general meeting held on 24 June 2013, a new share option scheme (the "Share Option Scheme") has been approved and adopted by the shareholders of the Company.

Under the Share Option Scheme, the directors of the Company may, at their discretion, offer employees, contracted celebrity, advisor, consultant, serial provider, agent, customer, partner or joint venture partner of the Company and its subsidiaries (including any directors of the Group), the grant of options to subscribe for shares of the Company representing up to a maximum of 10% of the shares issue as at 24 June 2013 (excluding shares issued on exercise of options under the Share Option Scheme).

28 股本 (續)

普通股持有人有權收取不時宣派的股息，並有權於本公司大會上享有每股一票的投票權。所有普通股對於本公司的剩餘資產享有同等權利。

附註：

- (a) 於二零一八年三月二十日(二零一七年：二零一六年四月五日)，本公司分別透過配售按每股港幣0.105元(二零一七年：港幣0.13元)之價格發行1,417,152,000股(二零一七年：1,333,332,000股)。配售之所得款項淨額經扣除相關交易成本約港幣147,085,000元(二零一七年：港幣165,533,000元)後約為港幣1,716,000元(二零一七年：港幣7,800,000元)。

29 以股份支付之款項

(a) 購股權

本公司有一項提供予本集團合資格董事及僱員之購股權計劃。

於二零一三年六月二十四日舉行的股東特別大會上，本公司股東批准及採納新購股權計劃(「購股權計劃」)。

根據購股權計劃，本公司董事可酌情向本公司及其附屬公司僱員、合約名流、顧問、諮詢師、串口供應商、代理、客戶、合作夥伴或合營夥伴(包括本集團任何董事)授出購股權，以認購相當於最多達於二零一三年六月二十四日已發行股份10%(不包括行使購股權計劃項下的購股權發行的股份)的本公司股份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 SHARE-BASED PAYMENTS (Continued)

29 以股份支付之款項(續)

(a) Share options (Continued)

Details of the Company's share options granted under the share option scheme and their movements during the year are as follows:

(a) 購股權(續)

於年內，本公司根據購股權計劃授出之購股權及其變動之詳情如下：

	Date of grant	Exercisable period	Exercise price	As at 1 April 2016 於 二零一六年 四月一日 '000 千股	Granted	Forfeited	As at 1 April 2017 於二零一七年 四月一日 '000 千股	Forfeited	Reclassified during the year (Note) 於年內重新分類 (附註) '000 千股	As at 31 March 2018 於 二零一八年 三月三十一日 '000 千股
	授出日期	行使期	行使價		已授出 '000 千股	已沒收 '000 千股		已沒收 '000 千股		
Executive Directors	22 April 2016	22 October 2016 to 21 April 2018								
執行董事	二零一六年 四月二十二日	二零一六年十月二十二日至 二零一八年四月二十一日								
Mr. Li Zhenjun 李振軍先生			HK\$0.193 港幣0.193元	-	5,000	-	5,000	-	-	5,000
Mr. Poon Sum 潘森先生			HK\$0.193 港幣0.193元	-	50,000	-	50,000	-	(50,000)	-
Mr. Wong Kwok Leung 黃國良先生			HK\$0.193 港幣0.193元	-	50,000	-	50,000	-	-	50,000
Mr. Poon Wai Kong 潘偉剛先生			HK\$0.193 港幣0.193元	-	25,000	-	25,000	-	-	25,000
Non-executive Directors										
非執行董事										
Mr. Zaid Latif Zaid Latif先生				-	1,000	(1,000)	-	-	-	-
Independent non-executive Director	22 April 2016	22 October 2016 to 21 April 2018								
獨立非執行董事	二零一六年 四月二十二日	二零一六年十月二十二日至 二零一八年四月二十一日								
Mr. Chan Shu Kin 陳樹堅先生			HK\$0.193 港幣0.193元	-	3,500	-	3,500	-	-	3,500
Mr. Cheung Kwan Hung 張鈞鴻先生			HK\$0.193 港幣0.193元	-	3,500	-	3,500	-	-	3,500
Mr. Chiu Wai Piu 焦惠標先生			HK\$0.193 港幣0.193元	-	3,500	-	3,500	-	-	3,500
Employees	22 April 2016	22 October 2016 to 21 April 2018	HK\$0.193	-	73,800	(500)	73,300	(1,500)	50,000	121,800
僱員	二零一六年 四月二十二日	二零一六年十月二十二日至 二零一八年四月二十一日	港幣0.193元							
				-	215,300	(1,500)	213,800	(1,500)	-	212,300
Exercisable at end of the year 於年末可行使				-	215,300		213,800			212,300
Weighted average exercise price 加權平均行使價				-	0.193	0.193	0.193	0.193	0.193	0.193

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 SHARE-BASED PAYMENTS (Continued)

(a) Share options (Continued)

The fair values of share options granted during the year ended 31 March 2017 were calculated using the Binominal Model. The inputs into the models were as follows:

Grant date 授出日期	22 April 2016 二零一六年 四月二十二日	22 April 2016 二零一六年 四月二十二日
Grantee 承授人	Directors 董事	Employees 僱員
Share price at grant date 於授出日期之股價	HK\$0.190 港幣0.190元	HK\$0.190 港幣0.190元
Exercise price 行使價	HK\$0.193 港幣0.193元	HK\$0.193 港幣0.193元
Expected volatility 預期波幅	73.48%	73.48%
Risk-free rate 無風險比率	0.65%	0.65%
Expected dividend yield 預期股息率	Nil 無	Nil 無

Expected volatility was determined by using the historical volatility of the Company's share price over the most recent period commensurate with contractual life of the share options.

The Binominal Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the options are based on the independent professional valuer's best estimate.

During the year ended 31 March 2017, 140,500,000 share options and 73,300,000 share options were granted to the Directors and certain employees respectively. The fair value of the share options at the date of grant was HK\$0.059 and HK\$0.052 for the Directors and certain employees respectively.

29 以股份支付之款項 (續)

(a) 購股權 (續)

於截至二零一七年三月三十一日止年度授出之購股權之公平值乃採用二項期權定價模式計算。該模式之輸入值如下：

22 April 2016 二零一六年 四月二十二日	22 April 2016 二零一六年 四月二十二日
Directors 董事	Employees 僱員
HK\$0.190 港幣0.190元	HK\$0.190 港幣0.190元
HK\$0.193 港幣0.193元	HK\$0.193 港幣0.193元
73.48%	73.48%
0.65%	0.65%
Nil 無	Nil 無

預期波幅乃根據本公司股價於與購股權合約期限相若之最近期間之歷史波幅釐定。二項期權定價模式已分別用於估計購股權之公平值。

二項期權定價模式已用於估計購股權之公平值。計算購股權的公平值所採用之變數及假設乃按獨立專業估值師之最佳估計作出。

截至二零一七年三月三十一日止年度，140,500,000份購股權及73,300,000份購股權乃分別授予董事及若干僱員。針對董事及若干僱員之購股權於授出日期之公平值分別為港幣0.059元及港幣0.052元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 SHARE-BASED PAYMENTS (Continued)

(a) Share options (Continued)

For the year ended 31 March 2017, the Group has recognised share-based payment expenses of approximately HK\$12,186,000.

For the year ended 31 March 2018, the Group reversed share-based payment reserve of approximately HK\$78,000 (2017: HK\$85,000) to accumulated losses in relation to the forfeiture of 1,500,000 share options of certain employees (2017: 1,000,000 and 500,000 share options of the Non-executive Director and certain employees respectively).

As at 31 March 2018, 212,300,000 share options were outstanding (2017: 213,800,000). Subsequent to the year ended 31 March 2018, all the outstanding shares option was lapsed on 22 April 2018.

(b) Share Award Scheme

On 16 October 2008, the Board of Directors of the Company approved the Share Award Scheme ("Share Award Scheme") in which selected employees of the Group, including without limitation any Executive and Non-Executive Director, officer, agent or consultant (with payroll) of the Group, are entitled to participate in the Share Award Scheme pursuant to the rules of the Share Award Scheme.

There was no shares award granted during the year ended 31 March 2018 and 2017. During the year ended 31 March 2017, 30,000,000 awarded shares amounting to approximately HK\$5,370,000 were vested.

29 以股份支付之款項(續)

(a) 購股權(續)

截至二零一七年三月三十一日止年度，本集團已確認以股份支付之款項開支約港幣12,186,000元。

截至二零一八年三月三十一日止年度，本集團已就沒收若干僱員之1,500,000份購股權(二零一七年：非執行董事及若干僱員之1,000,000份及500,000份購股權)撥回以股份支付之款項儲備約港幣78,000元(二零一七年：港幣85,000元)至累計虧損。

於二零一八年三月三十一日，212,300,000份購股權尚未行使(二零一七年：213,800,000份)。繼截至二零一八年三月三十一日止年度後，所有尚未行購股權均於二零一八年四月二十二日失效。

(b) 股份獎勵計劃

於二零零八年十月十六日，本公司董事會批准股份獎勵計劃(「股份獎勵計劃」)，根據股份獎勵計劃之規定，本集團選定之僱員，包括但不限於本集團任何執行及非執行董事，高級人員，代理人或顧問(受薪的)，均有權參加股份獎勵計劃。

於截至二零一八年及二零一七年三月三十一日止年度期間並無授出任何股份獎勵。於截至二零一七年三月三十一日止年度內，約港幣5,370,000元之30,000,000股獎勵股份已獲歸屬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 DEFERRED TAXATION

The net movements in the deferred income tax are as follows:

At beginning of the year	於年初
Credited to consolidated income statement (Note 12)	於綜合收益表計入 (附註12)
Exchange realignment	匯兌調整
At end of the year	於年末

Deferred income tax liabilities mainly represent accelerated tax depreciation recognised and movements thereon during the current and prior years.

The deferred income tax liabilities are expected to be recovered after more than 12 months.

At end of the year, the Group has unused tax losses of approximately HK\$256,496,000 (2017: HK\$235,554,000). No deferred tax asset has been recognised during the year ended 31 March 2018 has been recognised (2017: Nil) in relation to unused tax losses due to unpredictability of future profit streams. The unrecognised tax losses can be carried forward indefinitely.

30 遞延稅項

遞延所得稅負債淨額變動如下：

2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
(1,816)	(2,224)
1,570	252
(301)	156
(547)	(1,816)

於本年度及過往年度，遞延所得稅負債主要為已確認的加速稅項折舊及其變動載列如下。

遞延所得稅負債預期於超過十二個月後收回。

於年末，本集團尚未動用稅項虧損約為港幣256,496,000元（二零一七年：港幣235,554,000元）。於截至二零一八年三月三十一日止年度，由於未來溢利來源屬無法預測，故並無就未動用稅項虧損確認遞延稅項資產（二零一七年：無）。未確認稅項虧損可無限期地結轉。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 BONDS

31 債券

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Unsecured bonds	無擔保債券	619,771	439,227
Less: Amount shown under current liabilities	減：流動負債項下 所列示金額	(591)	(1,004)
Amount shown under non-current liabilities	非流動負債項下 所列示金額	619,180	438,223

The carrying amounts of the above bonds are repayable based on the scheduled repayment term set out in the bond agreements as follows:

上述債券之賬面值須根據債券協議所載之預定還款條款償還：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	591	1,004
Between one and two years	一至兩年	41,671	-
Between two and five years	兩至五年	463,243	292,483
Over five years	超過五年	114,266	145,740
		619,771	439,227

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 BONDS (Continued)

During the year ended 31 March 2018, the Company issued new bonds with aggregated principal amount of approximately HK\$199,600,000 (2017: HK\$75,000,000) to several independent third parties with coupon rates ranged from 6% to 7% (2017: 6%) per annum, payable in 1 to 7 years (2017: 1 to 7 years) from the respective issue dates, leading to a net cash inflow of approximately HK\$170,110,000 (HK\$62,455,000) after netting off the placing fee and transaction costs that are directly attributable to the issue of the new bonds. The amounts of bonds repayable at their maturities are disclosed in Note 3(a)(iii).

The carrying amount of the bonds are determined using the expected future payments discounted at effective interest rates ranged from 5.1% to 19.6% per annum (2017: 5.1% to 13.41% per annum) prevailing at the respective dates of issuance.

The fair value of the bonds as at 31 March 2018 amounted to approximately HK\$624,792,000 (2017: HK\$436,672,000). The fair values are determined based on cash flows discounted using a rate based on the effective market interest rate of 5.6% to 20.2% per annum (2017: 5.2% to 12.8%) as at 31 March 2018.

The carrying amounts of bonds are denominated in HK\$.

31 債券(續)

截至二零一八年三月三十一日止年度，本公司向若干獨立第三方發行本金合共約港幣199,600,000元(二零一七年：港幣75,000,000元)之新債券，年票息率介乎6%至7%(二零一七年：6%)，於各發行日期起計1至7年(二零一七年：1至7年)內支付，從而導致現金流入金額與約港幣170,110,000元(港幣62,455,000元)(經扣除配售費用及交易成本後)發行新債券直接應佔者相若。本公司於債券到期日應償還之金額披露於附註3(a)(iii)。

債券之賬面值乃使用按有關發行日期當時之年度實際利率介乎5.1%至19.6%(二零一七年：每年5.1%至13.41%)折現的預期未來付款而釐定。

於二零一八年三月三十一日，債券之公平值約為港幣624,792,000元(二零一七年：港幣436,672,000元)。公平值乃基於於二零一八年三月三十一日之年度實際市場利率介乎5.6%至20.2%(二零一七年：5.2%至12.8%)折現之現金流量而釐定。

債券之賬面值乃以港幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 DEREGISTRATION OF A SUBSIDIARY

During the year ended 31 March 2017, in view of the limited operations performed, the Group deregistered Beijing Arch Technology Company Limited (“BJ Arch”), a subsidiary of the Group with issued share capital of RMB3,000,000 (equivalent to approximately HK\$2,980,000). Upon the completion date of de-registration on 13 January 2017, BJ Arch ceased to be a subsidiary of the Group.

The aggregate net (liabilities)/assets of BJ Arch at the date of deregistration were as follows:

32 一間附屬公司撤銷登記

截至二零一七年三月三十一日止年度，鑑於進行之有限營運，本集團撤銷註冊本集團之附屬公司北京亞祺偉業科技有限公司（「北京亞祺」），已發行股本為人民幣3,000,000元（相等於約港幣2,980,000元）。於二零一七年一月十三日撤銷註冊完成日期後，北京亞祺不再為本集團之附屬公司。

於撤銷登記日期，北京亞祺之（負債）／資產淨值總額如下：

		BJ Arch 北京亞祺 2017 二零一七年 HK\$'000 港幣千元
Consideration	代價	-
Net (liabilities)/assets:	(負債)／資產淨值：	
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	60
Other payables	其他應付款項	(2,282)
Gains on deregistration of a subsidiary (Note 6)	一間附屬公司之撤銷登記收益 (附註6)	(2,222)
Net cash outflow arising on deemed disposal Cash and cash equivalents disposed of	視為出售事項產生之現金流出淨額 所出售現金及現金等值項目	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 ACQUISITIONS

On 15 August 2016, the Group entered into a shares purchase agreement with two independent third parties to acquire 100% equity interests in People Insurance Broker Limited ("People Insurance") for a cash consideration of HK\$2,400,000. People Insurance is an insurance brokerage service company incorporated in Hong Kong. People Insurance has a license to transact all types of general insurance business and long term insurance (incl. linked long term) business in Hong Kong.

On 20 June 2016, the Group entered into a sales and purchase agreement with an independent third party to acquire 100% equity interests in China Hong Kong Link Finance Group Limited ("CHKLFG") for a cash consideration of HK\$6,000,000. CHKLFG and its subsidiaries, China Hong Kong Link Asset Management Limited and Golden Rock Asia Capital Limited (together, the "CHKLF Group"), are principally engaged in asset management in Hong Kong.

33 收購事項

於二零一六年八月十五日，本集團與兩名獨立第三方訂立股份購買協議，以現金代價港幣2,400,000元收購眾安保險經紀有限公司（「眾安保險」）之全部股權。眾安保險為一間保險經紀服務公司，於香港註冊成立。眾安保險持牌照可於香港從事所有類別之一般保險業務及長期保險業務（包括相連長期保險）。

於二零一六年六月二十日，本集團與一名獨立第三方訂立買賣協議，以現金代價港幣6,000,000元收購中港通金融集團有限公司（「中港通金融集團有限公司」）之全部股權。中港通金融集團有限公司及其附屬公司中港通資產管理有限公司及金石亞洲資本有限公司（統稱「中港通金融集團」）主要於香港從事資產管理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 ACQUISITIONS (Continued)

Details of the acquisitions are as follows:

33 收購事項 (續)

收購事項之詳情如下：

		Aggregated Total 總額 HK\$'000 港幣千元
Consideration satisfied in cash	以現金方式支付代價	8,400
Recognised amounts of identified assets acquired and liabilities assumed:	所收購之可識別資產與所承擔的負債確認金額：	-----
Intangible assets	無形資產	7,805
Trade receivables	貿易應收款項	145
Deposits and other receivables	按金及其他應收款項	507
Tax recoverable	可收回稅項	6
Cash and cash equivalents	現金及現金等值項目	502
Trade payables	貿易應付款項	(221)
Accruals and other payables	應計款項及其他應付款項	(68)
Bank borrowings	銀行借貸	(276)
Total identified net assets	可識別資產淨額合計	8,400
Net cash outflow arising on acquisition:	收購事項產生之現金流出淨額：	-----
Cash consideration paid	已付現金代價	(8,400)
Cash and cash equivalents acquired	收購現金及現金等值項目	502
		----- (7,898)

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 COMMITMENTS

(a) Capital commitments

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Contracted but not provided for Property, plant and equipment	19,711	-

(b) Operating lease commitments – as lessee

At end of the year, the Group had future minimum lease payments under non-cancellable operating leases which fall due within:

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
No later than 1 year	8,979	8,920
Later than 1 year and no later than 5 years	1,985	9,663
	10,964	18,583

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated in a range from 1 year to 5 years. No arrangements have been entered into for contingent rental payments.

於年末，本集團根據下列期間到期之不可撤銷經營租賃而繳付的未來最低租金：

經營租賃付款指本集團就其若干辦公室物業應付的租金。租賃按介乎一年至五年期磋商。概無就臨時租金付款簽訂任何安排。

34 承擔

(a) 資本承擔

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
已訂約但未撥備物業、廠房及設備	19,711	-

(b) 經營租賃承擔 – 作為承租人

於年末，本集團根據下列期間到期之不可撤銷經營租賃而繳付的未來最低租金：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
一年內	8,979	8,920
一年以後五年以內	1,985	9,663
	10,964	18,583

經營租賃付款指本集團就其若干辦公室物業應付的租金。租賃按介乎一年至五年期磋商。概無就臨時租金付款簽訂任何安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 COMMITMENTS (Continued)

(c) Operating lease commitments – as lessor

At end of the year, the Group had future aggregate minimum lease receipt under non-cancellable operating lease which falls due within one to two years.

No later than 1 year	一年內
Later than 1 year and no later than 5 years	一年以後五年以內

Operating lease receipt represents rentals receivable by the Group for its investment property. Leases are negotiated in 1 year term. No arrangements have been entered into for contingent rental receipts.

34 承擔 (續)

(c) 經營租賃承擔 – 作為出租人

於年末，本集團根據於一年至兩年內到期之不可撤銷經營租賃的未來最低租賃收入總額：

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
No later than 1 year	2,856	-
Later than 1 year and no later than 5 years	135	-
	2,991	-

經營租賃收入指本集團就其投資物業應收的租金。租賃按一年年期磋商。概無就臨時租金收入簽訂任何安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

Compensation of key management personnel:

All members of key management personnel includes directors (executive and non-executive) and other members of key management of the Company. Details of their remuneration are follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Salaries and short term employee benefits	薪金及短期僱員福利	11,864	12,172
Post-employment benefits	僱傭後福利	167	128
Share-based payments	以股份支付之款項	-	9,026
		12,031	21,326

(b) Balances with related parties

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Amounts due from related parties	應收關連人士款項	-	26,610

Notes:

The balances at 31 March 2017 were unsecured, interest free and repayable within one year.

35 有關連人士交易

(a) 與有關連人士之交易

主要管理人員報酬：

所有主要管理人員包括本公司的董事（執行及非執行）及主要管理層的其他成員。彼等薪酬的詳情如下：

(b) 與有關連人士之結餘

附註：

於二零一七年三月三十一日，該等結餘為無抵押、免息及須於一年內償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

36 本公司之財務狀況表及儲備變動

Statement of financial position of the Company

本公司之財務狀況表

		As at 31 March 三月三十一日	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (Restated) (經重列)
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	52	55
Interests in subsidiaries	於附屬公司之權益	317,480	391,854
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	31,724	29,232
		<u>349,256</u>	<u>421,141</u>
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19,836	9,362
Amounts due from subsidiaries	應收附屬公司款項	533,035	450,053
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	52,074	-
Cash and cash equivalent	現金及現金等值項目	116,557	27,367
		<u>721,502</u>	<u>486,782</u>
Total assets	總資產	<u>1,070,758</u>	<u>907,923</u>
Equity and Liabilities	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	89,679	75,507
Reserves (Note (a))	儲備(附註(a))	344,626	381,696
Total equity	權益總額	<u>434,305</u>	<u>457,203</u>
Liabilities	負債		
Non-current liabilities	非流動負債		
Bonds	債券	618,979	438,223
Current liabilities	流動負債		
Accruals and other payables	應計款項及其他應付款項	15,883	11,493
Amounts due to subsidiaries	應付附屬公司款項	1,000	-
Bonds	債券	591	1,004
		<u>17,474</u>	<u>12,497</u>
Total liabilities	負債總額	<u>643,453</u>	<u>450,720</u>
Total equity and liabilities	權益及負債總額	<u>1,070,758</u>	<u>907,923</u>

The Statement of financial position of the Company was approved by the Board of Directors on 8 November 2019 and are signed on its behalf by:

Wong Kwok Leung
黃國良
Director
董事

本公司之財務狀況表已於二零一九年十一月八日獲董事會批准並由下列董事代表簽署：

Huang Guobiao
黃國標
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

36 本公司之財務狀況表及儲備變動(續)

Note (a) Reserves movement of the Company

附註(a) 本公司之儲備變動

		Share premium	Treasury shares	Other reserves	Share-based payment reserve	Accumulated losses	Total
		股份溢價	庫存股份	其他儲備	以股份支付之款項儲備	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2016	於二零一六年四月一日	764,306	(5,370)	5,450	6,440	(359,158)	411,668
Loss for the year (restated)	年內虧損(經重列)	-	-	-	-	(194,358)	(194,358)
Vesting of shares of share award scheme	股份獎勵計劃之股份授予	-	5,370	-	(5,370)	-	-
Placement of new shares	配售新股份	160,000	-	-	-	-	160,000
Expense incurred for issue of shares by way of placing	透過配售發行股份產生之開支	(7,800)	-	-	-	-	(7,800)
Recognition of equity-settled share-based payments	確認以股權結算之以股份支付之款項	-	-	-	12,186	-	12,186
Lapse of share options	購股權沒收	-	-	-	(85)	85	-
Lapse of non-listed warrants	非上市認股權證失效	-	-	-	(1,084)	1,084	-
At 31 March 2017 (restated)	於二零一七年三月三十一日(經重列)	916,506	-	5,450	12,087	(552,347)	381,696
Loss for the year	年內虧損	-	-	-	-	(169,983)	(169,983)
Placement of new shares	配售新股份	134,629	-	-	-	-	134,629
Expense incurred for issue of shares by way of placing	透過配售發行股份產生之開支	(1,716)	-	-	-	-	(1,716)
Forfeiture of share options	購股權沒收	-	-	-	(78)	78	-
At 31 March 2018	於二零一八年三月三十一日	1,049,419	-	5,450	12,009	(722,252)	344,626

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 SUBSIDIARIES

37 附屬公司

The following is a list of the principal subsidiaries at 31 March 2018 and 2017:

於二零一八年及二零一七年三月三十一日之主要附屬公司名單如下：

Name of subsidiary	Place/country of incorporation or registration/ operations	Nominal value of issued share capital/ registered share capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊股本面值的百分比	Principal activities
附屬公司名稱	註冊成立或註冊/經營地點/國家	已發行股本/註冊股本面值		主要業務
China Hong Kong Link Asset Management Limited 中港通資產管理有限公司	Hong Kong 香港	700,000 shares of HK\$1 each (2017: 200,000 shares of HK\$1 each) 700,000股每股面值港幣1元的股份 (二零一七年: 200,000股每股面值港幣1元的股份)	100.00%	Asset Management 資產管理
China-Hong Kong Link Finance Company Limited 中港通財務有限公司	Hong Kong 香港	1,000,000 shares of HK\$1 each 1,000,000股每股面值港幣1元的股份	100.00%	Money Lending 放債
China-Hong Kong Link Securities Company Limited 中港通證券有限公司	Hong Kong 香港	33,000,000 shares of HK\$1 each 33,000,000股每股面值港幣1元的股份	100.00%	Brokerage of Securities 證券經紀
Go Wealthy Investment Limited 向富投資有限公司	Hong Kong 香港	1 share of HK\$1 1股每股面值港幣1元的股份	100.00%	Property Investment 物業投資
Hai Tai Limited 海泰有限公司	BVI 英屬處女群島	100 shares of US\$1 each 100股每股面值1美元的股份	100.00%	Property Investment 物業投資
PetroAsian Energy Finance Limited 中亞能源財務有限公司	Hong Kong 香港	1,000,000 share of HK\$1 each 1,000,000股每股面值港幣1元的股份	100.00%	Money Lending 放債
PetroAsian Energy Limited 中亞能源有限公司	Hong Kong 香港	10,000 shares of HK\$1 each 10,000股每股面值港幣1元的股份	100.00%	Commodity Trading 商品貿易
Wing Shing Chemical Macao Commercial Offshore Company Limited 永成化工澳門離岸商業服務有限公司	Macao 澳門	MOP500,000 澳門幣500,000元	100.00%	Commodity Trading 商品貿易
Shenzhen Galali Petroleum and Chemical Limited 深圳市格萊利石油化工有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元	100.00%	Trading of Fuel Oil and Chemical Products 燃油及化工產品貿易
齊齊哈爾市東北石油開發有限責任公司	PRC 中國	US\$9,200,000	95.69%	Exploitation and Sale of Crude Oil
齊齊哈爾市東北石油開發有限責任公司	中國	9,200,000美元		勘探及銷售原油

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 SUBSIDIARIES (Continued)

There are no subsidiaries that have non-controlling interests that are material to the Group as at 31 March 2018 and 2017.

38 EVENTS AFTER REPORTING PERIOD

- (i) During the period from April 2018 to September 2018, 浙江投融長富控股有限公司 (“Zhejiang Tou Rong”), an indirectly wholly-owned subsidiary of the Company, which Mr. Li Zhenjun (“Mr. Li”, the former chairman of the board of directors and an executive director of the Company) was the legal representative and one of the directors of Zhejiang Tou Rong since its establishment, entered into several supply agreements with certain suppliers in the PRC and deposits of RMB48,000,000 (equivalent to approximately HK\$56,364,000) in aggregate was made by Zhejiang Tou Rong in relation to these supply agreements with the authorisation of Mr. Li during the period from April 2018 to September 2018. Besides, Zhejiang Tou Rong made a prepayment amounting to RMB10,000,000 (equivalent to approximately HK\$11,743,000) to a service provider in July 2018, for the provision of technical consultancy services. There is no valid contractual agreement entered into between Zhejiang Tou Rong and the service provider. According to the opinion from a PRC legal adviser, the recoverability of the abovementioned amount are remote, therefore, the prepayment to supplier and service provider amounting to approximately HK\$68,107,000 will be fully written-off for the year ended 31 March 2019. The Group will engage an independent PRC lawyer to take actions against the abovementioned offence including, but not limited to, collecting relevant evidence to the offence and reporting the offence to the PRC police.

37 附屬公司 (續)

於二零一八年及二零一七年三月三十一日，概無附屬公司擁有對本集團而言屬重大之非控制性權益。

38 報告期後事項

- (i) 於二零一八年四月至二零一八年九月期間，本公司之間接全資附屬公司浙江投融長富控股有限公司（「浙江投融」，本公司之前董事會主席兼執行董事李振軍先生（「李先生」）自浙江投融成立以來一直為法人代表及董事）與中國若干供應商訂立若干供應協議及經李先生授權於二零一八年四月至二零一八年九月期間作出總額人民幣48,000,000元（相當於約港幣56,364,000元）的按金。此外，於二零一八年七月，浙江投融就提供技術諮詢服務向服務供應商作出預付款人民幣10,000,000元（相當於約港幣11,743,000元）。浙江投融與服務供應商並無訂立有效合約協議。根據中國法律顧問之意見，收回上述款項之可能性極微，因此，向供應商及服務供應商作出之預付款約港幣68,107,000元將於截至二零一九年三月三十一日止年度內悉數撇銷。本集團將委聘獨立中國律師針對上述罪行採取行動，包括但不限於收集該罪行之相關證據並向中國警察報告該罪行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 EVENTS AFTER REPORTING PERIOD (Continued)

(i) (Continued)

In January 2019, the management was aware that certain bank balance in a bank account of Zhejiang Tou Rong amounting to approximately RMB19,794,000 (equivalent to approximately HK\$23,131,000) has been frozen by the governmental authorities since January 2019 as the bank balance is suspected to be released to a case which Mr. Li is one of the suspects. Up to the date when the consolidated financial statements are authorised for issue, the banks accounts remains frozen. According to the opinion from a legal adviser, the recoverability of the above mentioned amount is remote, therefore, the the frozen bank balances amounting to approximately HK\$23,131,000 will be fully written-off for the year ended 31 March 2019.

(ii) On 3 May 2019, the Group entered into a provisional sale and purchase agreement to dispose of an indirectly wholly owned subsidiary of the Company to an independent third party for a cash consideration of approximately HK\$104,782,000. The concerned subsidiary owns investment property and is located at Units Nos. 11, 12, 13, 14 on 8th Floor, Wing On Plaza, No. 62 Mody Road, Kowloon, Hong Kong. The disposal transaction was completed on 19 July 2019 and the cash consideration has been fully settled by the acquirer in July 2019. The gain on disposal is expected to be approximately HK\$25,000,000, which is calculated based on the consideration less net asset value of the disposed subsidiary as at 19 July 2019.

39 COMPARATIVES

Due to early adoption of HKFRS 9, certain comparative figures have been restated to conform current year's presentation and to provide comparative amounts in respect of items disclosed in 2017.

38 報告期後事項 (續)

(i) (續)

於二零一九年一月，管理層知悉自二零一九年一月起，浙江投融之銀行賬戶里的若干銀行結餘約人民幣19,794,000元（相等於約港幣23,131,000元）已被政府機關凍結，原因為該銀行結餘被懷疑將發還至李先生為犯罪嫌疑人之一的案件。截至綜合財務報表獲批准刊發之日期，該等銀行賬戶仍處於凍結狀態。根據法律顧問之意見，上述金額之可收回性極微，因此，凍結銀行結餘約港幣23,131,000元將於截至二零一九年三月三十一日止年度悉數撇銷。

(ii) 於二零一九年五月三日，本集團訂立臨時買賣協議以向一名獨立第三方出售本公司之間接全資附屬公司，現金代價約為港幣104,782,000元。相關附屬公司擁有投資物業及其資產位於香港九龍麼地道62號永安廣場8樓11室、12室、13室、14室之投資物業。出售交易已於二零一九年七月十九日完成及現金代價已於二零一九年七月由收購方悉數償付。出售收益預期將約為港幣25,000,000元，此乃根據代價減出售附屬公司於二零一九年七月十九日之資產淨值計算。

39 比較數字

由於提早採納香港財務報告準則第9號，故若干比較數字已經重新分類以符合本年度之呈列方式及提供有關於二零一七年所披露之比較全額。

Schedule of Investment Properties

投資物業列表

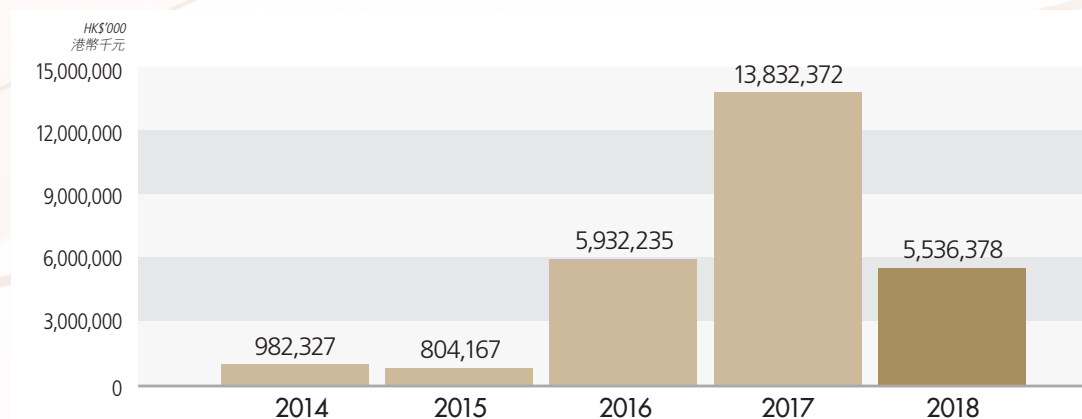
As at 31 March 2018 於二零一八年三月三十一日

	Property 物業	Type 類別	Remaining lease terms 餘下租期	Percentage of interest attributable to our Company 本公司應佔權益百分比
1.	Car Parking Space No. 1053 On 1st Floor Manhattan Hill No. 1 Po Lun Street Kowloon 九龍 寶輪街1號 曼克頓山 1樓 停車場1053號車位	Carpark 停車場	Medium term 中期	100%
2.	Flat B On 52th Floor of Tower 2 Manhattan Hill No. 1 Po Lun Street Kowloon 九龍 寶輪街1號 曼克頓山 二座52樓B室	Residential 住宅	Medium term 中期	100%
3.	Unit 11-14 on 8th Floor Wing On Plaza No. 62 Mody Road Kowloon 九龍 麼地道62號 永安廣場 11-14單元8樓	Office 辦公室	Medium term 中期	100%

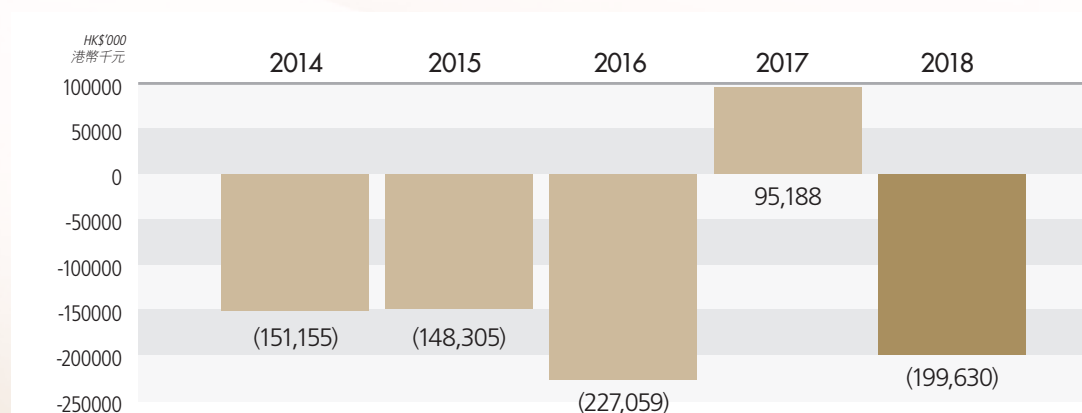
Five Years Financial Summary 五年財務概要

		2014 二零一四年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元 (restated) (經重列)	2018 二零一八年 HK\$'000 港幣千元
REVENUE	收益	982,327	804,167	5,932,235	13,832,372	5,536,378
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人 應佔溢利/(虧損)	(151,155)	(148,305)	(227,059)	95,188	(199,630)

REVENUE 收益



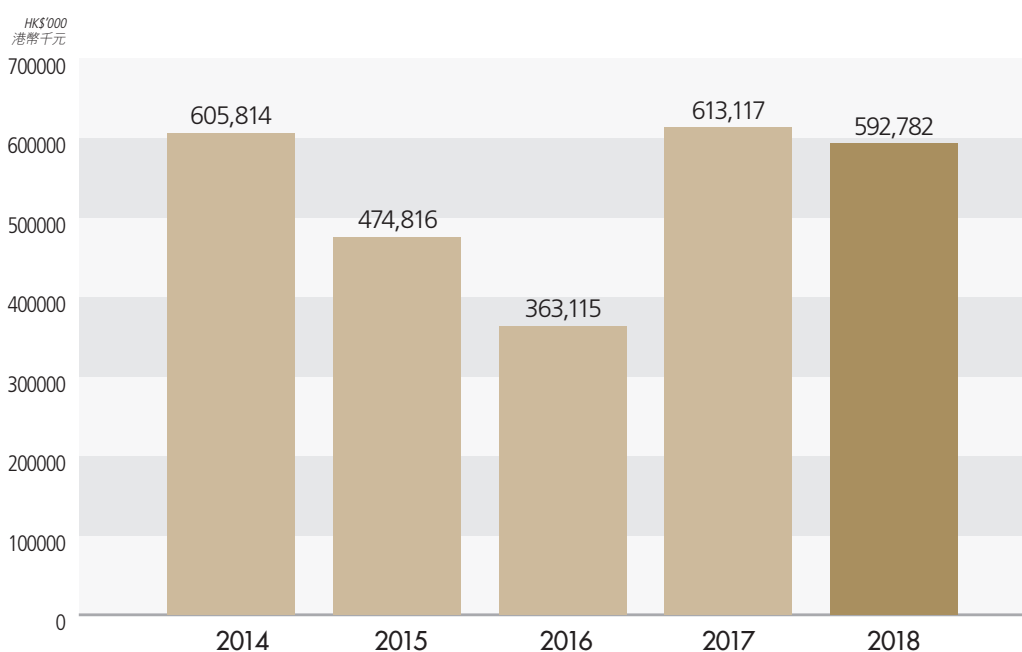
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人應佔溢利/(虧損)



Five Years Financial Summary 五年財務概要

		2014 二零一四年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元 (restated) (經重列)	2017 二零一七年 HK\$'000 港幣千元 (restated) (經重列)	2018 二零一八年 HK\$'000 港幣千元
TOTAL ASSETS	總資產	934,955	1,156,171	1,057,058	1,391,626	1,371,502
TOTAL LIABILITIES	總負債	(329,141)	(681,355)	(693,943)	(778,509)	(778,720)
TOTAL EQUITY	權益總額	<u>605,814</u>	<u>474,816</u>	<u>363,115</u>	<u>613,117</u>	<u>592,782</u>

TOTAL EQUITY 權益總額





Tou Rong Chang Fu Group Limited
投融長富集團有限公司