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CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號：162)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019

截至二零一九年
九月三十日止六個月之
中期業績公告

FINANCIAL HIGHLIGHTS

財務摘要

	For the six months ended 30 September	
	2019	2018
	RMB million	RMB million
	二零一九年	二零一八年
	人民幣百萬元	人民幣百萬元
Gross revenue ⁽¹⁾ 總收益 ⁽¹⁾	977.5	1,328.1
Revenue 收益	340.5	520.3
EBITDA 稅息折舊及攤銷前盈利	(158.4)	104.8
EBIT ((Loss)/profit from operations) 稅息前盈利(經營(虧損)/溢利)	(241.6)	32.7
Loss attributable to equity shareholders 本公司股東應佔虧損	(289.7)	(11.9)
Basic loss per share 每股基本虧損	(12.5) cents 分	(0.5) cents 分

FINANCIAL HIGHLIGHTS (continued)

財務摘要 (續)

	At 30 September 2019 RMB million 於二零一九年 九月三十日 人民幣百萬元	At 31 March 2019 RMB million 於二零一九年 三月三十一日 人民幣百萬元
Net assets of the Group 本集團資產淨值	3,763.3	4,088.2
NAV per ordinary share ⁽²⁾ 每股普通股資產淨值 ⁽²⁾	3.17 yuan元	3.44 yuan元

Notes:

附註：

- (1) Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and discounts.
- (2) NAV per ordinary share represents the total equity attributable to equity shareholders of the Company per ordinary share.

- (1) 總收益指銷售商品、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額（扣除增值稅或其他銷售稅及折扣）。
- (2) 每股普通股資產淨值指本公司股東應佔每股普通股權益總額。

KEY PERFORMANCE INDEX

關鍵業務指標

	For the six months ended 30 September	
	2019	2018
	RMB	RMB
	二零一九年	二零一八年
	人民幣元	人民幣元
Sales per ticket ⁽¹⁾ 交易單價 ⁽¹⁾	1,152	1,152
Annualised area efficiency (per m ²) ⁽²⁾ 全年化坪效(每平方米) ⁽²⁾	23,200	29,000

Notes:

- (1) Sales per ticket represents gross revenue per total number of transactions of department stores.
- (2) Annualised area efficiency represents annualised gross revenue per average operating area of department stores.

附註：

- (1) 交易單價指百貨商場總收益除以總交易單數。
- (2) 全年化坪效指百貨商場全年化總收益除以平均經營面積。

INTERIM RESULTS

The board of directors (the “Board”) of Century Ginwa Retail Holdings Limited (the “Company”) announces the unaudited results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2019, together with comparative figures for the six months ended 30 September 2018, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2019 – unaudited
(Expressed in RMB)

中期業績

世紀金花商業控股有限公司(「本公司」)董事會(「董事會」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一九年九月三十日止六個月之未經審核業績，連同截至二零一八年九月三十日止六個月之比較數字如下：

綜合損益表

截至二零一九年九月三十日止六個月-未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月		
		Note	2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
		附註		
Revenue	收益	4	340,486	520,271
Other income	其他收入		4,021	20,889
Cost of goods sold	貨品銷售成本		(131,815)	(259,792)
Sales and other taxes and surcharges	銷售及其他稅項及附加稅		(9,939)	(12,695)
Staff costs	員工成本	5(b)	(63,179)	(68,421)
Operating lease expenses	經營租賃開支		(790)	(20,688)
Depreciation expenses	折舊開支		(83,213)	(72,050)
Utilities expenses	公共事業開支		(20,609)	(23,923)
Advertisement expenses	廣告開支		(3,991)	(13,259)
Impairment losses on goodwill	商譽減值虧損	8	(197,426)	-
Other operating expenses	其他經營開支		(75,166)	(37,598)
(Loss)/profit from operations	經營(虧損)/溢利		(241,621)	32,734
Net finance costs	財務費用淨額	5(a)	(50,470)	(38,475)
Loss before taxation	除稅前虧損	5	(292,091)	(5,741)
Income tax	所得稅	6	(168)	(5,868)
Loss for the period	期內虧損		(292,259)	(11,609)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

For the six months ended 30 September 2019 – unaudited
(Expressed in RMB)

綜合損益表 (續)

截至二零一九年九月三十日止六個月-未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元 (附註)
		Note	(Note)
		附註	(附註)
Attributable to:	由以下人士應佔：		
Equity shareholders of the Company	本公司股東	(289,733)	(11,932)
Non-controlling interests	非控股權益	(2,526)	323
Loss for the period	期內虧損	(292,259)	(11,609)
Basic and diluted loss per share (RMB)	每股基本及攤薄虧損 (人民幣元)	7 (0.125)	(0.005)

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 3.

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據該方法，比較資料並無重列。見附註3。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2019 – unaudited
(Expressed in RMB)

綜合損益及其他全面收益表

截至二零一九年九月三十日止六個月–未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 (Note) 二零一八年 人民幣千元 (附註)
Loss for the period	期內虧損	(292,259)	(11,609)
Other comprehensive income for the period (after tax and reclassification adjustments):	期內其他全面收益 (經扣除稅項及重新分類調整):		
Item that will not be reclassified to profit or loss:	將不會重新分類至損益之項目:		
– Surplus on revaluation of land and buildings held for own use	– 重估持作自用之土地及樓宇盈餘	36,760	35,620
– Equity investments at fair value through other comprehensive income – net movement in fair value reserve (non-recycling)	– 按公允值計量且其變動計入其他全面收益的權益投資– 公允值儲備(不可劃轉)變動淨額	(56,862)	(5,353)
		(20,102)	30,267
Items that may be reclassified subsequently to profit or loss:	期後可重新分類至損益之項目:		
– Exchange differences on translation into presentation currency	– 兌換為呈列貨幣之匯兌差額	(13,098)	(23,142)
		(13,098)	(23,142)
Other comprehensive income for the period	期內其他全面收益	(33,200)	7,125
Total comprehensive income for the period	期內全面收益總額	(325,459)	(4,484)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the six months ended 30 September 2019 – unaudited
(Expressed in RMB)

綜合損益及其他全面收益表 (續)

截至二零一九年九月三十日止六個月–未經審核
(以人民幣列示)

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000	2018 RMB'000 (Note) 二零一八年 人民幣千元 (附註)
Attributable to:	由以下人士應佔：		
Equity shareholders of the Company	本公司股東	(313,767)	(3,945)
Non-controlling interests	非控股權益	(11,692)	(539)
Total comprehensive income for the period	期內全面收益總額	(325,459)	(4,484)

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 3.

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據該方法，比較資料並無重列。見附註3。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2019 – unaudited
(Expressed in RMB)

綜合財務狀況表

於二零一九年九月三十日 – 未經審核
(以人民幣列示)

		At 30 September 2019 RMB'000	At 31 March 2019 RMB'000 (Note)
	Note	於 二零一九年 九月三十日 人民幣千元	於 二零一九年 三月三十一日 人民幣千元 (附註)
Non-current assets			
Property, plant and equipment		3,175,153	3,122,037
Investment property		1,294,000	1,294,000
Intangible assets		424,812	424,812
Goodwill	8	495,997	693,423
Prepayments for acquisitions of properties		1,439,752	1,394,869
Other financial assets		185,700	252,600
Interests in joint ventures		1	1
Deferred tax assets		34,303	18,239
		7,049,718	7,199,981
Current assets			
Inventories		31,854	41,823
Trade and other receivables	9	593,118	475,157
Cash at bank and on hand		498,909	544,690
		1,123,881	1,061,670
Current liabilities			
Trade and other payables	10	1,166,042	1,135,079
Bank and other borrowings		1,108,910	866,401
Lease liabilities		25,752	–
Income tax payable		34,562	38,970
		2,335,266	2,040,450
Net current liabilities		(1,211,385)	(978,780)
Total assets less current liabilities		5,838,333	6,221,201

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 30 September 2019 – unaudited
(Expressed in RMB)

綜合財務狀況表 (續)

於二零一九年九月三十日 – 未經審核
(以人民幣列示)

		At 30 September 2019 RMB'000	At 31 March 2019 RMB'000 (Note)
		於 二零一九年 九月三十日 人民幣千元	於 二零一九年 三月三十一日 人民幣千元 (附註)
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行及其他借款	1,352,510	1,498,000
Lease liabilities	租賃負債	71,142	–
Deferred tax liabilities	遞延稅項負債	651,338	634,976
		<u>2,074,990</u>	<u>2,132,976</u>
NET ASSETS	資產淨額	3,763,343	4,088,225
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	199,369	199,369
Reserves	儲備	3,445,712	3,758,902
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額	3,645,081	3,958,271
Non-controlling interests	非控股權益	118,262	129,954
TOTAL EQUITY	權益總額	3,763,343	4,088,225

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See Note 3.

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇之過渡法，比較資料並無重列。見附註3。

NOTES

(Expressed in RMB unless otherwise indicated)

1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the “Company”) was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 23 October 2000. This interim financial information of the Company for the six months ended 30 September 2019 comprise the Company and its subsidiaries (collectively referred to as the “Group”). The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the People’s Republic of China (the “PRC”).

2 BASIS OF PREPARATION

This interim financial information has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). It was authorised for issue on 29 November 2019.

This interim financial information has been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 March 2019, except for the accounting policy changes that are expected to become effective for accounting periods beginning on 1 April 2019. Details of any changes in accounting policies are set out in Note 3.

附註

(除非另有指明，否則以人民幣呈列)

1 公司資料

世紀金花商業控股有限公司(「本公司」)於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司(「聯交所」)上市。本公司截至二零一九年九月三十日止六個月之本中期財務資料包括本公司及其附屬公司(統稱「本集團」)。本集團之主要業務為於中華人民共和國(「中國」)經營百貨商場、購物中心及超級市場。

2 編製基準

本中期財務資料乃根據聯交所證券上市規則之適用披露規定，包括遵照香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》(「《香港會計準則》」)第34號「中期財務報告」編製，並於二零一九年十一月二十九日獲准刊發。

本中期財務資料乃根據與截至二零一九年三月三十一日止年度全年財務報表所採納之相同會計政策編製，惟預期將於二零一九年四月一日開始之會計期間生效之會計政策變動則作別論。任何會計政策變動之詳情載於附註3。

2 BASIS OF PREPARATION (continued)

As at 30 September 2019, the Group had net current liabilities of RMB1,211,385,000 and incurred a net loss of RMB292,259,000 for the six months ended 30 September 2019. Notwithstanding the net current liabilities as at 30 September 2019, the directors of the Company do not consider that material uncertainties related to events or conditions exist which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern. This is because:

- the Group has unutilised facilities from a third party financial institution of RMB800,000,000 as at 30 September 2019;
- new short-term bank loans of RMB100,000,000 have been drawn down by the Group after the end of the reporting period;
- the Group has entered into a 3-year revolving loan facility agreement of RMB900,000,000 with a third party financial Institution after the end of the report period;
- based on a cash flow forecast of the Group for the twelve months ending 30 September 2020 prepared by the management, the Group would have adequate funds to meet its liabilities as and when they fall due for at least twelve months from the end of the reporting period.

Accordingly, the directors are of the opinion that it is appropriate to prepare the Group's condensed consolidated interim financial statements for the six months ended 30 September 2019 on a going concern basis.

2 編製基準 (續)

於二零一九年九月三十日，本集團的流動負債淨額為人民幣1,211,385,000元，截至二零一九年九月三十日止六個月錄得虧損淨額人民幣292,259,000元。儘管於二零一九年九月三十日錄得流動負債淨額，本公司董事認為，並不存在個別或整體可能會令本集團持續經營能力造成重大疑慮的事件或情況相關的重大不確定性。此乃由於：

- 於二零一九年九月三十日，本集團的未動用融資為人民幣800,000,000元；
- 於報告期末後本集團已提取新短期銀行貸款人民幣100,000,000元；
- 於報告期末後，本集團與一間第三方金融機構訂立三年期循環融資協議人民幣900,000,000元；
- 根據管理層編製的本集團截至二零二零年九月三十日止十二個月的現金流量預測，本集團將有充足資金，以償還於報告期末後至少十二個月到期時的負債。

因此，董事認為，按持續經營基準編製本集團截至二零一九年九月三十日止六個月之簡明綜合中期財務報表乃屬適當。

3 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a new HKFRS, HKFRS 16, *Leases*, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, *Leases*, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial information. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, *Leases*, and the related interpretations, HK(IFRIC)-Int 4, *Determining whether an arrangement contains a lease*, HK(SIC)-Int 15, *Operating leases – incentives*, and HK(SIC)-Int 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

The Group has initially applied HKFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

3 會計政策變動

香港會計師公會已頒佈一項新訂香港財務報告準則，即香港財務報告準則第16號「租賃」，以及多項於本集團當前會計期間首次生效之香港財務報告準則之修訂。

除香港財務報告準則第16號「租賃」外，概無變動對本中期財務資料所編製或呈列之本集團於本期間或過往期間之業績及財務狀況造成重大影響。本集團並無應用尚未於本會計期間生效之任何新訂準則或詮釋。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋，包括香港（國際財務報告準則詮釋委員會）詮釋公告第4號「釐定一項協議是否包含租賃」、香港（常設詮釋委員會）詮釋公告第15號「經營租賃：激勵措施」及香港（常設詮釋委員會）詮釋公告第27號「評估以法律形式體現的租賃交易的實質」。新準則為承租人引入單一的會計模型，要求承租人就所有租賃確認使用權資產及租賃負債，惟租賃期為12個月或更短的租賃（「短期租賃」）以及低價值資產租賃除外。出租人的會計處理繼續沿用香港會計準則第17號的規定，相關要求基本維持不變。

本集團已於二零一九年四月一日初始採用香港財務報告準則第16號。本集團已選擇採用經修訂追溯法，故已將初步應用的累計影響確認為於二零一九年四月一日的期初權益結餘調整。比較資料未經重列，並繼續按照香港會計準則第17號報告。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) Changes in the accounting policies

(i) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

過往會計政策變動的性質及影響以及所採用的過渡方案的詳情載列如下：

(a) 會計政策變動

(i) 新租賃定義

租賃定義的變化主要涉及控制權的概念。香港財務報告準則第16號根據客戶是否在一段時間內控制被識別資產的使用(可能依據一定的使用量釐定)來對租賃作出定義。若客戶不但擁有主導被識別資產使用的權利,還有權獲得使用被識別資產所產生的幾乎全部經濟利益,則資產的控制權發生讓渡。

本集團僅對於二零一九年四月一日或之後訂立或變更的合同應用香港財務報告準則第16號的新租賃定義。就於二零一九年四月一日前訂立的合約而言,本集團已採用與過渡相關的簡便實務操作方法,沿用此前針對現有安排是否為租賃或包含租賃的評估結果。

因此,此前根據香港會計準則第17號被評估為租賃的合約在香港財務報告準則第16號下繼續作為租賃進行會計處理,而此前被評估為非租賃服務安排的合約繼續作為待執行合約進行會計處理。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, *Leases* (continued)

(a) *Changes in the accounting policies* (continued)

(ii) Lessee accounting

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(a) 會計政策變動 (續)

(ii) 承租人的會計處理

香港財務報告準則第16號移除香港會計準則第17號關於承租人需將租賃劃分為經營租賃或融資租賃的要求。相反，本集團在作為承租人時需將所有租賃撥充資本，包括此前根據香港會計準則第17號劃分為經營租賃的租賃，惟短期租賃及低價值資產租賃除外。就本集團而言，該等新的已撥充資本租賃主要與物業、廠房及設備有關。

倘有關租賃撥充資本，租賃負債按照租賃期內的應付租賃付款額按租賃內含利率（若租賃內含利率無法直接確定，則使用相關的增量借款利率）貼現後的現值進行初始確認。初始確認後，租賃負債按攤銷成本計量，利息開支則採用實際利率法計算。計量租賃負債時並不計及不會依賴指數或利率的可變租賃付款，故有關付款在產生的會計期間於損益中扣除。

租賃撥充資本時確認的使用權資產初始按成本計量，其中包括租賃負債的初始金額加於開始日期或之前作出的任何租賃付款及任何已產生初始直接成本。倘適用，使用權資產成本亦包括就拆除並移除相關資產或修復相關資產或其所在地點產生的估計成本，並將其貼現至現值（扣除任何已收取租賃激勵）。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, *Leases* (continued)

(a) *Changes in the accounting policies* (continued)

(ii) Lessee accounting (continued)

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(iii) Leasehold investment property

Under HKFRS 16, the Group is required to account for all leasehold properties as investment properties when these properties are held to earn rental income and/or for capital appreciation ("leasehold investment properties"). The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements as the Group previously elected to apply HKAS 40, *Investment properties*, to account for all of its leasehold properties that were held for investment purposes as at 31 March 2019. Consequentially, these leasehold investment properties continue to be carried at fair value.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(a) 會計政策變動 (續)

(ii) 承租人的會計處理 (續)

使用權資產其後按成本減累計折舊及減值虧損列賬，惟符合投資物業的定義而按公允值列賬的使用權資產除外。

倘指數或利率變動導致未來租賃付款額發生變動，或本集團根據餘值擔保估計的應付金額發生變動，或對於本集團是否合理確定將行使購買、續租或終止租賃選擇權的重估結果發生變動，則應重新計量租賃負債。倘在這種情況下重新計量租賃負債，應對使用權資產的賬面金額作出相應調整；倘使用權資產的賬面金額已減至零，則將相關調整計入損益。

(iii) 租賃投資物業

根據香港財務報告準則第16號，當租賃物業持作賺取租金收入及／或資本增值時，本集團須將所有該等物業入賬列為投資物業（「租賃投資物業」）。採納香港財務報告準則第16號對本集團財務報表並無重大影響，原因乃本集團過往選擇應用香港會計準則第40號「投資物業」，將其於二零一九年三月三十一日所有持作投資用途的租賃物業列賬。因此，該等租賃投資物業繼續按公允值列賬。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, *Leases* (continued)

(a) *Changes in the accounting policies* (continued)

(iv) Lessor accounting

Under HKFRS 16, when the Group acts as an intermediate lessor in a sublease arrangement, the Group is required to classify the sublease as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements in this regard.

(b) *Critical accounting judgements and sources of estimation uncertainty in applying the above accounting policies*

(i) Classification of interest in leasehold land and buildings held for own use

In accordance with HKAS 16, *Property, plant and equipment*, the Group chooses to apply either the cost model or the revaluation model as its accounting policy for items of property, plant and equipment held for own use on a class-by-class basis. In applying this policy, the Group has concluded that the right to use other properties leased under tenancy agreements are carried at depreciated cost.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(a) 會計政策變動 (續)

(iv) 出租人的會計處理

根據香港財務報告準則第16號，倘本集團擔任分租安排的中介出租人，則本集團須參考主租賃產生的使用權資產（而非參考相關資產）後將分租分類為融資租賃或經營租賃。就此而言，採納香港財務報告準則第16號不會對本集團財務報表構成重大影響。

(b) 應用上述會計政策時的主要會計判斷及估計不確定性來源

(i) 持作自用的租賃土地及樓宇權益分類

根據香港會計準則第16號「物業、廠房及設備」，本集團選擇按類別基準將成本模式或重估模式作為持作自用的物業、廠房及設備項目的會計政策。於應用該政策時，本集團認為根據租賃協議使用其他已租賃物業的權利則按折舊成本列賬。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(b) Critical accounting judgements and sources of estimation uncertainty in applying the above accounting policies (continued)

(ii) Determining the lease term

As explained in the above accounting policies, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(c) Transitional impact

At the date of transition to HKFRS 16 (i.e. 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 April 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 7%.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

**(b) 應用上述會計政策時的主要會計判斷及估計不確定性來源
(續)**

(ii) 釐定租期

誠如上述會計政策所闡述，租賃負債於租期內按應付租賃付款現值初始確認。於開始日期就包含本集團可行使的續期選擇權的租賃釐定租期時，本集團會評估行使續期選擇權的可能性，當中考慮到所有能形成經濟誘因促使本集團行使選擇權的相關事實及情況（包括優惠條款、已進行的租賃物業裝修及該相關資產對本集團營運的重要性）。倘發生重大事件或情況出現重大變動而該事件或變動於本集團控制範圍內，則將會重新評估租期。任何租期延長或縮短均會影響於未來年度確認的租賃負債及使用權資產金額。

(c) 過渡影響

於過渡至香港財務報告準則第16號當日（即二零一九年四月一日），本集團就過往分類為經營租賃的租賃釐定剩餘租期的期限及按剩餘租賃付款使用二零一九年四月一日的相關增量借款利率貼現之現值計量租賃負債。用於釐定剩餘租賃付款現值的增量借款利率加權平均數為7%。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(c) Transitional impact (continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 March 2020;
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of HKFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 March 2019 as an alternative to performing an impairment review.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(c) 過渡影響 (續)

為方便過渡至香港財務報告準則第16號，本集團於首次應用香港財務報告準則第16號當日應用下列確認豁免及實際權宜方法：

- (i) 對於剩餘租期於首次應用香港財務報告準則第16號當日起計12個月內屆滿（即租期於二零二零年三月三十一日或之前屆滿）的租賃，本集團已選擇不就確認租賃負債及使用權資產應用香港財務報告準則第16號的規定；
- (ii) 於計量首次應用香港財務報告準則第16號當日的租賃負債時，本集團對具有合理相若特徵的租賃組合（如在相若經濟環境下就相若類別的相關資產而言具有相若剩餘租期的租賃）應用單一貼現率；及
- (iii) 於計量首次應用香港財務報告準則第16號當日的使用權資產時，本集團倚靠先前於二零一九年三月三十一日就虧損合約條文進行的評估作為進行減值檢討的替代方法。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(c) Transitional impact (continued)

The following table reconciles the operating lease commitments as at 31 March 2019 to the opening balance for lease liabilities recognised as at 1 April 2019:

		1 April 2019 二零一九年 四月一日 RMB'000 人民幣千元
Operating lease commitments at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	129,880
Less: commitments relating to leases exempt from capitalisation:	減：無須撥充資本租賃相關的承擔	
– short-term leases and other leases with remaining lease term ending on or before 31 March 2020	– 短期租賃及剩餘租賃期於二零二零年三月三十一日或之前終止的其他租賃	(868)
		129,012
Less: total future interest expenses	減：日後利息開支總額	(20,567)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019	剩餘租賃付款的現值，於二零一九年四月一日採用增量借款利率進行貼現	108,445
Total lease liabilities recognised at 1 April 2019	於二零一九年四月一日已確認之租賃負債總額	108,445

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 March 2019.

The Group presents right-of-use assets in “property, plant and equipment” and presents lease liabilities separately in the statement of financial position.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(c) 過渡影響 (續)

下表為於二零一九年三月三十一日的經營租賃承擔與於二零一九年四月一日確認的租賃負債期初結餘之對賬：

		1 April 2019 二零一九年 四月一日 RMB'000 人民幣千元
Operating lease commitments at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	129,880
Less: commitments relating to leases exempt from capitalisation:	減：無須撥充資本租賃相關的承擔	
– short-term leases and other leases with remaining lease term ending on or before 31 March 2020	– 短期租賃及剩餘租賃期於二零二零年三月三十一日或之前終止的其他租賃	(868)
		129,012
Less: total future interest expenses	減：日後利息開支總額	(20,567)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019	剩餘租賃付款的現值，於二零一九年四月一日採用增量借款利率進行貼現	108,445
Total lease liabilities recognised at 1 April 2019	於二零一九年四月一日已確認之租賃負債總額	108,445

與過往分類為經營租賃的租賃有關的使用權資產已按相等於剩餘租賃負債已確認金額的金額確認，並按與二零一九年三月三十一日財務狀況表確認的租賃有關的任何預付或應計租賃付款金額進行調整。

本集團呈列使用權資產於「物業、廠房及設備」項下，且於財務狀況表中獨立呈列租賃負債。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(c) Transitional impact (continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之綜合財務狀況表內項目：	Carrying amount at 31 March 2019 RMB'000 於二零一九年三月三十一日之賬面額 人民幣千元	Capitalisation of operating lease contracts RMB'000 經營租賃合約撥充資本 人民幣千元	Carrying amount at 1 April 2019 RMB'000 於二零一九年四月一日之賬面額 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,122,037	97,636	3,219,673
Total non-current assets	非流動資產總額	7,199,981	97,636	7,297,617
Trade and other payables	應付賬款及其他應付款	1,135,079	(10,809)	1,124,270
Lease liabilities (current)	租賃負債(流動)	–	25,448	25,448
Current liabilities	流動負債	2,040,450	14,639	2,055,089
Net current assets	流動資產淨值	(978,780)	(14,639)	(993,419)
Total assets less current liabilities	資產總額減流動負債	6,221,201	82,997	6,304,198
Lease liabilities (non-current)	租賃負債(非流動)	–	82,997	82,997
Total non-current liabilities	非流動負債總額	2,132,976	82,997	2,215,973
Net assets	資產淨值	4,088,225	–	4,088,225

The Group recognised its right-of-use assets in "Properties leased for own use" and are carried at depreciated cost. The net book value of these right-of-use assets is RMB97,636,000 and RMB84,621,000 as at 1 April and 30 September 2019.

本集團於「租賃作自用之物業」中確認其使用權資產，並按折舊成本列賬。於二零一九年四月一日及二零一九年九月三十日，該等使用權資產之賬面淨值分別為人民幣97,636,000元及人民幣84,621,000元。

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(c) 過渡影響 (續)

下表概述採納香港財務報告準則第16號對本集團綜合財務狀況表之影響：

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(d) Lease liabilities

The remaining contractual maturities of the Group's lease liabilities at the end of the reporting period and at the date of transition to HKFRS 16 are as follows:

		At 30 September 2019 於二零一九年九月三十日		At 1 April 2019 於二零一九年四月一日	
		Present value of the minimum lease payments	Total minimum lease payments	Present value of the minimum lease payments	Total minimum lease payments
		RMB'000	RMB'000	RMB'000	RMB'000
		最低租賃付款之現值	最低租賃付款總額	最低租賃付款之現值	最低租賃付款總額
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within 1 year	一年內	25,752	31,386	25,448	30,645
After 1 year but within 2 years	一年後但兩年內	19,846	21,897	25,219	26,679
After 2 years but within 5 years	兩年後但五年內	24,659	29,204	29,957	32,915
After 5 years	五年後	26,637	37,523	27,821	38,773
		71,142	88,624	82,997	98,367
		96,894	120,010	108,445	129,012
Less: total future interest expenses	減：日後利息支出總額		(23,116)		(20,567)
Present value of lease liabilities	租賃負債之現值		96,894		108,445

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」
(續)

(d) 租賃負債

於報告期末及過渡至香港財務報告準則第16號當日，本集團租賃負債的餘下合約期限如下：

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(e) Impact on the financial result, segment results and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 April 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the condensed consolidated cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element. These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the condensed consolidated cash flow statement.

The following tables may give an indication of the estimated impact of adoption of HKFRS 16 on the Group's financial result, segment results and cash flows for the six months ended 30 September 2019, by adjusting the amounts reported under HKFRS 16 in this interim financial information to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply to the six months ended 30 September 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for the six months ended 30 September 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」 (續)

(e) 對本集團財務業績、分部業績及現金流量之影響

於二零一九年四月一日初始確認使用權資產及租賃負債後，本集團（作為承租人）須確認租賃負債的未償還餘額中產生的利息支出以及使用權資產的折舊，而非過往以直線法確認租期內經營租賃產生的租賃開支的政策。與倘於年內應用香港會計準則第17號所得的業績相比，此對本集團綜合損益表中錄得的經營溢利產生正面影響。

於簡明綜合現金流量表中，本集團（作為承租人）須將根據撥充資本租賃所支付的租賃分為本金部分及利息部分。該等部分乃分類為融資現金流出，類似於先前根據香港會計準則第17號將租賃分類為融資租賃的方式，而非根據香港會計準則第17號分類為經營租賃的經營現金流出。儘管現金流量總額不受影響，採納香港財務報告準則第16號導致簡明綜合現金流量表內現金流量的呈列方式發生重大變動。

下表或可顯示採納香港財務報告準則第16號對本集團截至二零一九年九月三十日止六個月的財務業績、分部業績及現金流量產生的估計影響，方法為將本中期財務資料中根據香港財務報告準則第16號所呈報的金額與根據香港會計準則第17號本應確認的假設金額進行比較（倘該被取代標準繼續適用於截至二零一九年九月三十日止六個月而非香港財務報告準則第16號），以及將該等截至二零一九年九月三十日止六個月假設金額與根據香港會計準則第17號編製的二零一八年實際相應金額進行比較。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(e) Impact on the financial result, segment results and cash flows of the Group

(continued)

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」
(續)

(e) 對本集團財務業績、分部業績及現金流量之影響 (續)

		Six months ended 30 September 截至九月三十日止六個月				
		2019 二零一九年			2018 二零一八年	
		Amounts reported under HKFRS 16 (A) RMB'000	Add back: HKFRS 16 depreciation and interest expense (B) RMB'000	Deduct: Estimated amounts related to operating leases as if under HKAS 17 (note 1) (C) RMB'000	Hypothetical amounts for 2019 as if under HKAS 17 (D=A+B-C) RMB'000	Compared to amounts reported for 2018 under HKAS 17 RMB'000
		根據香港財務報告準則第16號呈報的金額 (A) 人民幣千元	加回：香港財務報告準則第16號折舊及利息開支 (B) 人民幣千元	扣除：假設根據香港會計準則第17號有關經營租賃的估計金額 (附註1) (C) 人民幣千元	假設根據香港會計準則第17號作出的二零一九年假設金額 (D=A+B-C) 人民幣千元	根據香港會計準則第17號呈報的二零一八年金額比較 人民幣千元
Financial result for the six months ended 30 September 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響的截至二零一九年九月三十日止六個月財務業績：					
(Loss)/profit from operations	經營(虧損)/溢利	(241,621)	13,015	(15,009)	(243,615)	32,734
Net finance costs	財務費用淨額	(50,470)	3,457	-	(47,013)	(38,475)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(292,091)	16,472	(15,009)	(290,628)	(5,741)
(Loss)/profit for the period	期內(虧損)/溢利	(292,259)	16,472	(15,009)	(290,796)	(11,609)
Reportable segment profit (adjusted EBITDA) for the six months ended 30 September 2019 (note 4) impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年九月三十日止六個月之可報告分部溢利(經調整EBITDA)(附註4)：					
- Department stores and shopping mall	- 百貨商場及購物中心	37,293	-	(9,481)	27,812	91,424
- Supermarkets	- 超級市場	4,200	-	(5,528)	(1,328)	5,138
- Total	- 合計	41,493	-	(15,009)	26,484	96,562

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(e) Impact on the financial result, segment results and cash flows of the Group

(continued)

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」
(續)

(e) 對本集團財務業績、分部業績及現金流量之影響 (續)

Six months ended 30 September
截至九月三十日止六個月

		2019 二零一九年		2018 二零一八年	
	Estimated amounts related to operating leases as if under HKAS 17 (notes 1 & 2) (B) RMB'000 假設根據 香港會計準則 第17號 有關經營租賃 的估計金額 (附註1及2) (B) 人民幣千元	Hypothetical amounts for 2019 as if under HKAS 17 (C=A+B) RMB'000 假設根據 香港會計準則 第17號作出的 二零一九年 假設金額 (C=A+B) 人民幣千元	Compared to amounts reported for 2018 under HKAS 17 (C=A+B) RMB'000 與根據 香港會計準則 第17號呈報的 二零一八年 金額比較 (C=A+B) 人民幣千元		
Line items in the condensed consolidated cash flow statement for the six months ended 30 September 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年九月三十日止六個月簡明綜合現金流量表項目：				
Cash generated from/(used in) operations	經營業務所得/(所用)現金	42,188	(15,009)	27,179	29,220
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	35,797	(15,009)	20,788	18,481
Capital element of lease rentals paid	已付租金之本金部分	(11,552)	11,552	-	-
Interest element of lease rentals paid	已付租金之利息部分	(3,457)	3,457	-	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(187,467)	15,009	(172,458)	(89,829)

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, *Leases* (continued)

(e) *Impact on the financial result, segment results and cash flows of the Group*

(continued)

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in the six months ended 30 September 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in the six months ended 30 September 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in the six months ended 30 September 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in the six months ended 30 September 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.

3 會計政策變動 (續)

香港財務報告準則第16號「租賃」
(續)

(e) 對本集團財務業績、分部業績及現金流量之影響 (續)

附註1: 「有關經營租賃的估計金額」指對截至二零一九年九月三十日止六個月與租賃有關的現金流量金額估計，倘香港會計準則第17號於截至二零一九年九月三十日止六個月仍屬適用，則該等租賃將分類為經營租賃。該估計假設租金與現金流量之間並無差額，且倘香港會計準則第17號於截至二零一九年九月三十日止六個月仍屬適用，則於截至二零一九年九月三十日止六個月訂立的所有新租賃均將分類為經營租賃。任何潛在稅務淨影響均忽略不計。

附註2: 該影響表中的現金流出由融資重新分類為經營，以便計算經營活動所得現金淨額及融資活動所用現金淨額的假設金額，猶如香港會計準則第17號仍適用。

4 REVENUE AND SEGMENT REPORTING

(continued)

(a) Revenue (continued)

Information on gross revenue

Gross revenue represents the gross amount arising from the sales of goods and concession sales charged to retail customers, and rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and discounts.

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Sales of goods	商品銷售	157,733	297,857
Gross revenue from concession sales	特許專櫃銷售總收益	757,314	963,929
Rental income from operating leases	來自經營租賃之租金收入	36,490	37,902
Management and administrative service fee income	管理及行政服務費收入	25,948	28,443
		977,485	1,328,131

Further details regarding the Group's principal activities are disclosed below.

(b) Segment reporting

The Group manages its businesses by lines of business. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Department stores and shopping mall: this segment operates 5 department stores and a shopping mall.
- Supermarkets: this segment operates 7 supermarkets.

4 收益和分部報告 (續)

(a) 收益 (續)

與總收益有關之資料

總收益指銷售商品、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額(扣除增值稅或其他銷售稅及折扣)。

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Sales of goods	商品銷售	157,733	297,857
Gross revenue from concession sales	特許專櫃銷售總收益	757,314	963,929
Rental income from operating leases	來自經營租賃之租金收入	36,490	37,902
Management and administrative service fee income	管理及行政服務費收入	25,948	28,443
		977,485	1,328,131

與本集團之主要業務有關進一步詳情於下文披露。

(b) 分部報告

本集團透過業務類型管理其業務。就資源分配及表現評估而言，為符合向本集團之最高級管理層作內部報告資料方式，本集團已按以下兩個可報告分部進行呈報。概無經營分部合併以構成以下可報告分部。

- 百貨商場及購物中心：此分部包括五家百貨商場及一家購物中心業務。
- 超級市場：此分部包括七家超級市場業務。

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and net income and expenses are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another is not measured.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including interest income and other financial charges and income, and "depreciation and amortisation" is regarded as including impairment losses on tangible and intangible assets and valuation gain or loss on investment property. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the six months ended 30 September 2019 and 2018.

Assets and liabilities are not monitored by the Group's senior executive management based on segments. Accordingly, no information on segment assets and liabilities is presented.

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料

就於分部間評估分部表現及分配資源而言，本集團之高級管理層監察各個可報告分部之應佔業績，其基準如下：

收益及淨收入以及開支分配至可報告分部，乃參照該等分部所產生收益及淨收入以及該等分部所產生開支。然而，分部之間所提供支援並不予計量。

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之盈利」，其中「利息」包括利息收入以及其他財務支出及收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損與投資物業之估值收益或虧損。為計算經調整EBITDA，本集團之盈利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總辦事處或公司行政成本。於截至二零一九年及二零一八年九月三十日止六個月，分部間並無銷售。

資產及負債並無經由本集團之高級管理層按分部監察。因此，概無與分部資產及負債有關之資料呈報。

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 September 2019 and 2018 is set out below.

4 收益和分部報告 (續)

(b) 分部報告 (續)

(i) 分部資料 (續)

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零一九年及二零一八年九月三十日止六個月分配資源及評估分部表現。

		Six months ended 30 September 2019 截至二零一九年九月三十日止六個月		
		Department stores and shopping mall RMB'000 百貨商場及購物中心 人民幣千元	Supermarkets RMB'000 超級市場 人民幣千元	Total RMB'000 總計 人民幣千元
Disaggregated by timing of revenue recognition	按確認收益時間分類			
Point in time	時點	165,625	112,423	278,048
Over time	隨時間	51,709	10,729	62,438
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	217,334	123,152	340,486
Reportable segment profit (adjusted EBITDA)	可報告分部溢利 (經調整EBITDA)	37,293	4,200	41,493
		Six months ended 30 September 2018 截至二零一八年九月三十日止六個月		
		Department stores and shopping mall RMB'000 百貨商場及購物中心 人民幣千元	Supermarkets RMB'000 超級市場 人民幣千元	Total RMB'000 總計 人民幣千元
Disaggregated by timing of revenue recognition	按確認收益時間分類			
Point in time	時點	334,943	118,983	453,926
Over time	隨時間	54,723	11,622	66,345
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	389,666	130,605	520,271
Reportable segment profit (adjusted EBITDA)	可報告分部溢利 (經調整EBITDA)	91,424	5,138	96,562

4 REVENUE AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(ii) Reconciliation of reportable segment profit

4 收益和分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部溢利對賬

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Reportable segment profit	可報告分部溢利	41,493	96,562
Other income	其他收入	4,021	20,889
Depreciation expenses	折舊開支	(83,213)	(72,050)
Impairment losses on goodwill	商譽減值虧損	(197,426)	–
Net finance costs	財務費用淨額	(50,470)	(38,475)
Unallocated head office and corporate administration expenses	未分配總部及公司行政開支	(6,496)	(12,667)
Loss before taxation	除稅前虧損	(292,091)	(5,741)

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

(a) Net finance costs

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Interest expenses on bank and other borrowings	銀行貸款及其他借款之利息支出	88,285	74,519
Interest expenses on lease liabilities	租賃負債之利息支出	3,457	-
Bank charges and other finance costs	銀行費用及其他財務費用	2,653	1,628
Total borrowing costs	總借貸成本	94,395	76,147
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息支出	(43,383)	(36,827)
Finance income on loan receivables from third parties	第三方應收貸款之財務收入	(32)	(845)
Net foreign exchange gain	匯兌收益淨額	(510)	-
		50,470	38,475

The borrowing costs have been capitalised at rate of 7% per annum for the six months ended 30 September 2019 (six months ended 30 September 2018: 6%).

(b) Staff costs

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	56,764	60,148
Contributions to defined contribution retirement plans	向定額供款退休計劃供款	6,415	8,273
		63,179	68,421

5 除稅前虧損

除稅前虧損已扣除／(計入)：

(a) 財務費用淨額

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Interest expenses on bank and other borrowings	銀行貸款及其他借款之利息支出	88,285	74,519
Interest expenses on lease liabilities	租賃負債之利息支出	3,457	-
Bank charges and other finance costs	銀行費用及其他財務費用	2,653	1,628
Total borrowing costs	總借貸成本	94,395	76,147
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息支出	(43,383)	(36,827)
Finance income on loan receivables from third parties	第三方應收貸款之財務收入	(32)	(845)
Net foreign exchange gain	匯兌收益淨額	(510)	-
		50,470	38,475

截至二零一九年九月三十日止六個月借貸成本已按每年7%之比率資本化(截至二零一八年九月三十日止六個月：6%)。

(b) 員工成本

		Six months ended 30 September 截至九月三十日止六個月	
		2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	56,764	60,148
Contributions to defined contribution retirement plans	向定額供款退休計劃供款	6,415	8,273
		63,179	68,421

5 LOSS BEFORE TAXATION (continued)

(c) Other items

Expected credit loss on trade and other receivables	應收賬款及其他應收款之預期信貸虧損
Net (gain)/loss on disposal of property, plant and equipment	處置物業、廠房及設備之(收益)/虧損淨額
Interest income	利息收入
Net income on financial guarantee issued	已發行金融擔保之收入淨額

6 INCOME TAX

Provision for PRC Corporate Income Tax	期內中國企業所得稅撥備
Deferred taxation	遞延稅項

No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the six months ended 30 September 2019 (six months ended 30 September 2018: RMB Nil).

The Company and its subsidiaries incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

5 除稅前虧損(續)

(c) 其他項目

Six months ended
30 September
截至九月三十日止六個月

2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
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50,123	-
(2,035)	917
(2,606)	(7,327)
(1,415)	(2,830)

6 所得稅

Six months ended
30 September
截至九月三十日止六個月

2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元
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1,983	303
(1,815)	5,565
168	5,868

由於本公司及本集團於香港註冊成立之附屬公司截至二零一九年九月三十日止六個月並無須繳納香港利得稅之應課稅溢利(截至二零一八年九月三十日止六個月:人民幣零元),故並未就香港利得稅作出撥備。

於中國(包括香港)以外國家註冊成立之本公司及其附屬公司根據其各自所在註冊成立國家之法律及法規毋須繳納任何所得稅。

6 INCOME TAX (continued)

The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the six months ended 30 September 2019 (six months ended 30 September 2018: 25%).

Certain subsidiaries of the Group established in the PRC obtained approval from the respective tax bureau that they are entitled to tax benefits applicable to entities under the Second Phase of the Western Region Development Plan of the PRC, and enjoy a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2011 to 2020.

7 BASIC AND DILUTED LOSS PER SHARE

The calculation of basic loss per share for the six months ended 30 September 2019 is based on the loss attributable to equity shareholders of the Company of RMB289,733,000 (six months ended 30 September 2018: RMB11,932,000) and the weighted average of 2,323,693,000 ordinary and convertible preference shares (six months ended 30 September 2018: 2,313,025,000 ordinary and convertible preference shares) in issue during the interim period.

The holder of the convertible preference shares is entitled to receive the same rate of dividends/distributions as the holders of ordinary shares. Accordingly, for the purpose of the calculation of basic loss per share, the convertible preference shares issued have been included in the calculation of the weighted average number of shares in issue.

During the six months ended 30 September 2019 and 2018, diluted loss per share is calculated on the same basis as basic loss per share.

6 所得稅 (續)

截至二零一九年九月三十日止六個月，本集團於中國成立之附屬公司須繳納中國企業所得稅，稅率為25%（截至二零一八年九月三十日止六個月：25%）。

本集團若干在中國成立之附屬公司取得相關稅務局批文，有權享受適用於中國西部大開發計劃第二期下之實體之相關稅務減免，並於二零一一年至二零二零年曆年享受15%之優惠中國企業所得稅稅率。

7 每股基本及攤薄虧損

截至二零一九年九月三十日止六個月每股基本虧損乃基於本公司股東應佔虧損人民幣289,733,000元（截至二零一八年九月三十日止六個月：人民幣11,932,000元）及於中期期間內已發行加權平均數2,323,693,000股普通股及可換股優先股（截至二零一八年九月三十日止六個月：2,313,025,000股普通股及可換股優先股）計算。

可換股優先股持有人有權按與普通股持有人相同之比率獲得股息／分派。因此，就計算每股基本虧損而言，計算已發行股份加權平均數時已計入可換股優先股。

截至二零一九年及二零一八年九月三十日止六個月，每股攤薄虧損乃按與每股基本虧損相同基準計算。

8 GOODWILL

8 商譽

RMB'000
人民幣千元

Cost:	成本：	
At 31 March 2019 and 30 September 2019	於二零一九年三月三十一日及 二零一九年九月三十日	1,451,814
Accumulated impairment losses:	累計減值虧損：	
At 31 March 2019	於二零一九年三月三十一日	758,391
Impairment losses	減值虧損	197,426
At 30 September 2019	於二零一九年九月三十日	955,817
Carrying amount:	賬面值：	
At 31 March 2019	於二零一九年三月三十一日	693,423
At 30 September 2019	於二零一九年九月三十日	495,997

Impairment tests for cash-generating units containing goodwill and intangible assets with indefinite useful life

Goodwill is allocated to the Group's cash-generating units identified according to the department store and supermarket operations acquired as follows:

現金產生單位（包括商譽及無期限可使用年期之無形資產）之減值測試

商譽根據如下所收購之百貨商場及超級市場業務分配至本集團之已識別現金產生單位：

8 GOODWILL (continued)

8 商譽 (續)

	Country of operation and operating segments	At 30 September 2019 RMB'000	At 31 March 2019 RMB'000
	營運所在國家及 經營分部	於二零一九年 九月三十日 人民幣千元	於二零一九年 三月三十一日 人民幣千元
Century Ginwa Company Ltd. ("Ginwa Bell Tower")	Department stores and shopping mall, PRC	273,179	396,569
世紀金花股份有限公司(「金花鐘樓」)	百貨商場及 購物中心·中國		
Golden Chance (Xian) Limited ("GCX")	Department stores and shopping mall, PRC	–	74,036
	百貨商場及 購物中心·中國		
Ideal Mix Limited	Department stores and shopping mall and supermarkets, PRC	222,818	222,818
	百貨商場、 購物中心及 超級市場·中國		
		495,997	693,423

8 GOODWILL (continued)

Notes:

- (i) During the six months ended 30 September 2019, the financial performance of the Group's department stores and supermarket operations, as a consequence of the slowing down of economic growth in the PRC as well as a consequence of the intense competition from surrounding shopping malls and online retail sales, has underperformed management's expectations. Management performed impairment assessments of the relevant cash-generating units to which goodwill and intangible assets has been allocated.

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. These cash flow projections adopted annual sales growth rates ranging from -25% to 2% (31 March 2019: from -21% to 2%), which are based on the Group's historical experience with these operations and adjusted for other factors that are specific to each cash-generating unit. Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 3% (31 March 2019: 3%). The cash flows are discounted using discount rate of 15% (31 March 2019: 15%). The discount rates used are pre-taxed and reflect specific risks relating to the respective cash-generating units.

- (ii) As a result of the above impairment test, impairment losses on goodwill of approximately RMB197,426,000 were recognised in the consolidated statement of profit or loss for the current financial period, which relates to the cash-generating units of Ginwa Bell Tower acquired in August 2008 and GCX acquired in December 2010.

8 商譽 (續)

附註：

- (i) 截至二零一九年九月三十日止六個月，由於中國經濟增長放緩以及周邊購物商場及線上零售銷售激烈競爭，本集團百貨商場及超級市場業務的財務表現低於管理層預期。管理層已對已獲分配商譽及無形資產的相關現金產生單位進行減值評估。

現金產生單位的可收回金額乃按使用價值計算而釐定。有關計算乃使用根據管理層批准的五年期間財務預算為基準的現金流量預測。該等現金流量預測乃根據本集團就該等業務之歷史經驗採用年銷售增長率為-25%至2%（二零一九年三月三十一日：-21%至2%）進行推算，並就每一個現金產生單位特定之其他因素調整。五年期間後的現金流量使用估計增長率3%（二零一九年三月三十一日：3%）進行推算。現金流量採用貼現率15%（二零一九年三月三十一日：15%）進行貼現。所使用貼現率為除稅前貼現率，反映與各現金產生單位相關之特定風險。

- (ii) 由於上述減值測試，商譽減值虧損約人民幣197,426,000元於本財政期間的綜合損益表確認，涉及於二零零八年八月收購的金花鐘樓及於二零一零年十二月收購的GCX的現金產生單位。

8 GOODWILL (continued)

Notes: (continued)

(ii) (continued)

The key assumptions used in the value-in-use calculations for the above two cash-generating units are as follows:

	Key assumptions 關鍵假設	At 30 September 2019 於二零一九年 九月三十日	At 31 March 2019 於二零一九年 三月三十一日
Ginwa Bell Tower 金花鐘樓	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	-25% – 2%	-21% – 2%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	15%	15%
GCX	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	-15% – 2%	-16% – 2%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	15%	15%

Any adverse change in the assumptions used in the calculation of recoverable amount of cash-generating units would result in further impairment losses.

8 商譽 (續)

附註：(續)

(ii) (續)

上述兩項現金產生單位的使用價值計算所使用的關鍵假設概述如下：

計算現金產生單位的可收回金額時所使用假設的任何不利變動將產生進一步減值虧損。

9 TRADE AND OTHER RECEIVABLES

9 應收賬款及其他應收款

		At 30 September 2019 RMB'000 於二零一九年 九月三十日 人民幣千元	At 31 March 2019 RMB'000 於二零一九年 三月三十一日 人民幣千元
Trade receivables from third parties, net of loss allowance (see Note 9(a))	應收第三方賬款，扣除 虧損撥備 (見附註9(a))	32,721	41,269
Amounts due from related parties (see Note 9(b))	應收關連人士款項 (見附註9(b))	12,722	3,712
Other receivables from third parties (see Note 9(c))	其他應收第三方款項 (見附註9(c))	492,219	235,614
Financial assets measured at amortised cost	按攤銷成本計量 之金融資產	537,662	415,704
Deposits and prepayments:	按金及預付款項：		
– Value added tax recoverable	– 可收回增值稅	24,773	28,578
– Prepayments and deposits for operating leases	– 經營租賃之預付款項 及按金	4,410	4,398
– Others prepayments	– 其他預付款項	26,273	26,477
		593,118	475,157

Except for deposits of RMB1,788,000 (31 March 2019: RMB1,788,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year. Trade receivables are generally due within three months from the date of billing.

除按金人民幣1,788,000元(二零一九年三月三十一日：人民幣1,788,000元)外，所有應收賬款及其他應收款預期將於一年內收回或確認為支出。應收賬款一般自發票日起三個月內到期。

9 TRADE AND OTHER RECEIVABLES

(continued)

(a) Ageing analysis

Included in trade and other receivables are trade receivables (net of loss allowance) with the following ageing analysis (based on the invoice date) as of the end of the reporting period:

		At 30 September 2019 RMB'000 於二零一九年 九月三十日 人民幣千元	At 31 March 2019 RMB'000 於二零一九年 三月三十一日 人民幣千元
Less than 1 month	少於一個月	4,555	20,464
More than 1 month but less than 3 months	一個月以上 但少於三個月	-	5,607
More than 3 months	三個月以上	28,166	15,198
		32,721	41,269

(b) Amounts due from related parties

The amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

(c) Other receivables from third parties

Included in the balance are receivables of RMB395,796,000 at 30 September 2019 (31 March 2019: RMB343,221,000) due from a third party which provides services in managing the Group's customer loyalty programme, and the sale and usage of customers' prepaid cards within the Group's department stores, shopping mall and supermarkets.

9 應收賬款及其他應收款 (續)

(a) 賬齡分析

計入應收賬款及其他應收款之應收賬款(已扣除虧損撥備)於報告期末之賬齡分析(按發票日期)如下:

	At 30 September 2019 RMB'000 於二零一九年 九月三十日 人民幣千元	At 31 March 2019 RMB'000 於二零一九年 三月三十一日 人民幣千元
Less than 1 month	4,555	20,464
More than 1 month but less than 3 months	-	5,607
More than 3 months	28,166	15,198
	32,721	41,269

(b) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

(c) 其他應收第三方款項

於二零一九年九月三十日，應收第三方款項人民幣395,796,000元(二零一九年三月三十一日：人民幣343,221,000元)已計入結餘，該第三方為本集團的客戶忠誠度計劃、於百貨商場、購物中心及超級市場內銷售及使用客戶預付卡提供管理服務。

10 TRADE AND OTHER PAYABLES

10 應付賬款及其他應付款

		At 30 September 2019 RMB'000 於二零一九年 九月三十日 人民幣千元	At 31 March 2019 RMB'000 於二零一九年 三月三十一日 人民幣千元
Trade payable arising from:	應付賬款因以下各項產生：		
– Concession sales	– 特許專櫃銷售	860,257	816,531
– Purchase of inventories	– 購買存貨	53,744	55,511
		914,001	872,042
Amounts due to related parties (see Note (i))	應付關連人士款項 (見附註(i))	3,550	8,002
Other payables and accrued expenses:	其他應付款及應計費用：		
– Payables for staff related costs	– 應付之員工相關費用	27,255	30,269
– Payables for miscellaneous taxes	– 應付雜稅	4,195	8,806
– Payables for interest expenses and transaction costs on borrowings	– 應付利息支出及借貸之 交易成本	26,232	20,147
– Payables for rental (see Note (ii))	– 應付租賃(見附註(ii))	3,095	36,368
– Deposits from concessionaries and customers	– 特許經營商及客戶按金	31,591	32,198
– Dividends payables	– 應付股息	3,661	5,682
– Others	– 其他	107,912	72,656
		203,941	206,126
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	1,121,492	1,086,170
Deferred income	遞延收入	5,293	6,908
Receipts in advance	預收款項	39,257	42,001
		1,166,042	1,135,079

All of the trade and other payables are expected to be settled or recognised as revenue or net income within one year or are repayable on demand.

所有應付賬款及其他應付款預期將於一年內償還或確認為收益或淨收入或按要求償還。

10 TRADE AND OTHER PAYABLES (continued)

Note:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
- (ii) On the date of transition to HKFRS 16, accrued lease payments of RMB10,810,000 previously included in "Payables for operating leases" were adjusted to right-of-use assets recognised at 1 April 2019. See Note 3.

Ageing analysis

Included in trade and other payables are trade payables with the following ageing analysis (based on the maturity date) as of the end of the reporting period:

Due within one month or on demand	於一個月內到期或按要求時支付
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11 DIVIDENDS

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: RMB Nil).

10 應付賬款及其他應付款 (續)

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。
- (ii) 於過渡至香港財務報告準則第16號日期，過往計入「經營租賃應款項」的應計租賃付款人民幣10,810,000元已調整為於二零一九年四月一日確認的使用權資產。見附註3。

賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析（按到期日）如下：

At 30 September 2019 RMB'000 於二零一九年 九月三十日 人民幣千元	At 31 March 2019 RMB'000 於二零一九年 三月三十一日 人民幣千元
914,001	872,042

11 股息

本公司董事並不建議派付截至二零一九年九月三十日止六個月之中期股息（截至二零一八年九月三十日止六個月：人民幣零元）。

BUSINESS REVIEW

According to the statistics of the Chinese government network, in the first three quarters of 2019, the national service industry continued to maintain a sound momentum of development. From January to August, the operating income of service enterprises above designated size increased by 9.5% year-on-year, and the growth rate was 0.1 percentage point lower than that in the period from January to July.

In the first three quarters of 2019, the total retail sales of consumer goods amounted to RMB29.6674 trillion, representing an increase of 8.2%. The total retail sales of consumer goods after deducting automobiles increased by 9.1%. The national per capita consumption expenditure was RMB15,464, representing a year-on-year increase of 8.3%, among which, the per capita service consumption expenditure increased by 10.2%, and the growth rate was 1.9 percentage points higher than the per capita consumption expenditure. In September, the total retail sales of consumer goods reached RMB3.4495 trillion, representing a year-on-year increase of 7.8%, and the growth rate was 0.3 percentage point higher than that in August.

In terms of household consumption expenditure, in the first three quarters of 2019, the national per capita consumption expenditure was RMB15,464, representing an increase of 8.3% over the same period of the previous year. However, after taking the price factor into consideration, the actual increase was 5.7%. The per capita consumption expenditure on food, tobacco and alcohol increased by 6.1% to RMB4,310, accounting for 27.9% of per capita consumption expenditure; per capita consumption expenditure on clothing increased by 3.8% to RMB962, accounting for 6.2% of per capita consumption expenditure; per capita living expenditure increased by 10.3% to RMB3,607, accounting for 23.3% of per capita consumption expenditure; per capita consumption on household goods and services increased by 3.2% to RMB926, accounting for 6.0% of per capita consumption expenditure; per capita consumption expenditure on transportation and communication increased by 7.6% to RMB2,078, accounting for 13.4% of per capita consumption expenditure; per capita consumption expenditure on education, culture and entertainment increased by 13.5% to RMB1,766, accounting for 11.4% of per capita consumption expenditure; per capita health care consumption expenditure increased by 10.9% to RMB1,414, accounting for 9.1% of per capita consumption expenditure; the per capita consumption expenditure on other supplies and services increased by 11.1% to RMB401, accounting for 2.6% of per capita consumption expenditure.

業務回顧

根據中國政府網統計，二零一九年前三季度，全國服務業繼續保持較好發展勢頭。一至八月份，規模以上服務業企業營業收入同比增長9.5%，增速比一至七月份放緩0.1個百分點。

二零一九年前三季度，社會消費品零售總額人民幣296,674億元，同比增長8.2%，扣除汽車後的社會消費品零售總額增長9.1%。全國居民人均消費支出人民幣15,464元，同比增長8.3%。其中，人均服務性消費支出增長10.2%，增速快於居民人均消費支出1.9個百分點。九月份，社會消費品零售總額人民幣34,495億元，同比增長7.8%，增速比八月份加快0.3個百分點。

從居民消費支出情況來看，二零一九年前三季度，全國居民人均消費支出人民幣15,464元，比上年同期名義增長8.3%，扣除價格因素，實際增長5.7%。全國居民人均食品煙酒消費支出人民幣4,310元，增長6.1%，佔人均消費支出的比重為27.9%；人均衣著消費支出人民幣962元，增長3.8%，佔人均消費支出的比重為6.2%；人均居住消費支出人民幣3,607元，增長10.3%，佔人均消費支出的比重為23.3%；人均生活用品及服務消費支出人民幣926元，增長3.2%，佔人均消費支出的比重為6.0%；人均交通通信消費支出人民幣2,078元，增長7.6%，佔人均消費支出的比重為13.4%；人均教育文化娛樂消費支出人民幣1,766元，增長13.5%，佔人均消費支出的比重為11.4%；人均醫療保健消費支出人民幣1,414元，增長10.9%，佔人均消費支出的比重為9.1%；人均其他用品及服務消費支出人民幣401元，增長11.1%，佔人均消費支出的比重為2.6%。

BUSINESS REVIEW (continued)

In general, the national economy has registered a stable performance in the first three quarters. However, we must also see that the current domestic and international economic situation remains complicated and severe, together with global economic slowdown and increasing external uncertainty and instability, the domestic economy is under downward pressure.

Combined with the actual situations in Xi'an City, Shaanxi Province, in the first three quarters of 2019, Xi'an achieved a total retail sales of social consumer goods of RMB350.53 billion, representing a year-on-year increase of 5.7%; the retail sales of consumer goods above designated size was RMB174.002 billion, representing a decrease of 0.4%, of which the online retail sales above designated size amounted to RMB29.461 billion, representing an increase of 20.8%. Excluding autos, retail sales of consumer goods above designated size in Xi'an recorded an increase of 2.2%.

Xi'an department store market faces a fierce competition. According to statistics, there will be more than 20 department stores and shopping centers newly opened in Xi'an in 2019, including many influential businesses such as "Capital Outlets", "Wuyue Plaza" and "Yuemei International". On the other hand, Xi'an's traditional department businesses "Parkson" and "Minsheng" have also accelerated the pace of closing stores. It can be seen that the commercial retail market in Xi'an has both new enterprises entering into and old enterprises leaving the market, and the competition is fierce.

In this environment, the Company insists on providing exclusive VIP services and the characteristic operation to ensure the stability of sales. On the other hand, in order to achieve sustainable development, the Company's senior management put more attention to optimizing its organizational structure, merging related functions and reducing personnel costs. They also have established a flat management solution to streamline work processes and improve timeliness. Third, with continuous adherence to the principle of "Increasing coverage of surrounding markets with relying on Xi'an", the Company successively strengthened contact with regional government departments such as Yang County, Baoji City and Sanyuan County in Shaanxi Province, and gradually expanded the brand influence and scale of Century Ginwa in the form of goodwill output. Fourth, the Company did a good job in supplier maintenance. Considering the development of the Company is inseparable from the support of the suppliers, the Company's business promotion department therefore has strengthened the daily maintenance work with the suppliers, kept up with changes of suppliers, and assisted the suppliers in solving the problems in order to maintain a good cooperation relationship. Fifth, the Company actively carried out a variety of membership service activities, which enhanced the stickiness of members, and strived to highlight the service concept of "Century Ginwa" to make sure that customers can experience the exclusive VIP services.

業務回顧 (續)

總的來看，前三季度國民經濟運行總體平穩。但也要看到，當前國內外經濟形勢依然複雜嚴峻，全球經濟增長放緩，外部不穩定不確定因素增多，國內經濟下行壓力較大。

結合陝西省西安市實際情況而言，二零一九年前三季度，西安市實現社會消費品零售總額人民幣3,505.30億元，同比增長5.7%；限額以上單位消費品零售額人民幣1,740.02億元，下降0.4%，其中，限額以上單位實現網上零售額人民幣294.61億元，增長20.8%。扣除汽車類，西安市限額以上單位消費品零售額增長2.2%。

西安百貨市場競爭更為激烈，據統計，二零一九年將有二十餘間百貨商場、購物中心在西安開業，其中不乏「首創奧特萊斯」、「吾悅廣場」、「悅美國際」等有影響力的企業。另一方面，西安市傳統的百貨業「百盛」、「民生」等也加快了關閉門店的進度。由此可以看出，西安市的商業零售市場既有新企業入駐，亦有老企業離場，競爭十分激烈。

在這樣的環境下，公司一方面堅持尊享服務、堅持特色經營，力保銷售的穩定，另一方面，為了實現可持續發展，公司高層團隊通過優化公司組織架構、合併相關職能、縮減人員成本等方面加大了推進力度。確立了扁平化管理方案，簡化工作流程，提高工作時效性。第三，公司繼續按照「立足西安、加大周邊市場覆蓋」的原則，先後與陝西省洋縣、寶雞市、三原縣等區域政府部門加強聯繫，以商譽輸出形式，逐步擴大世紀金花的品牌影響力及規模。第四，做好供應商維護工作，考慮到公司的發展離不開供應商的支持，所以，公司招商部門加強了與供應商的日常維護工作，及時了解供應商動態，協助供應商解決困難，以保持良好的合作關係。第五，積極開展多種多樣的會員服務活動，增強會員的依附性，努力突出「世紀金花」的服務理念，時時刻刻使顧客體驗到尊享服務。

FUTURE AND OUTLOOK

Looking ahead, the Company will adhere to the concept of new retail, to achieve “technology upgrades, service upgrades, management upgrades”. In the specific business operations, brand adjustment, membership recruitment, service techniques, teams of talents and other aspects, the Company will abandon the original inertial thinking, and constantly adopt new technologies and new methods to achieve new breakthroughs in all aspects; at the same time, the Company will implement planning and design in precise marketing, management effectiveness, safety operations, and other aspects one by one, and achieve the matching of responsibilities, power and interests. Specific strategies include the following four aspects:

Strategy I: Plan implementation. Thoroughly complete the various business indicators of the year 2019 according to the requirements of the Board. In the aspect of brand adjustment, we will endeavor to complete the brand adjustment plan.

Strategy II: Active expansion. In cooperation with the construction party, continue to accelerate the construction progress of Xi'an's global center project to minimize the objective reasons for slowing down the construction process. At the same time, instruct the supermarket business department to increase research on the surrounding markets, continue to explore expansion projects in second-and third-tier cities within the province, focus on expanding the more mature commercial projects around Xi'an, and increase the coverage of “Century Ginwa” by means of management output.

Strategy III: Capital protection. Strengthen revenue, actively cooperate with financial institutions, use new types of financing channels and tools, make full use of the Company's existing resources, rationally promote financing, ensure the financial support needed for business operations, and optimize the receivable turnover period.

Strategy IV: Management effectiveness. Make full use of the corporate culture effectiveness accumulated over the years by Century Ginwa, on the one hand, to optimize its functions, build a lean and efficient team, on the other hand, to fully exploit its potential and utilize the technical advantages and teamwork advantages of its employees, to solve the maintenance projects that can be solved by itself and reduce the expenditure on external service projects, strive to mobilize the enthusiasm of internal employees, and integrate the application of management new technologies.

未來及業務展望

未來公司仍將堅持新零售的理念，實現「技術升級、服務升級、管理升級」。在具體的經營工作、品牌調整、會員招募、服務手段、人才梯隊等方面摒棄原有的慣性思維，不斷採用新技術、新方法，實現各方面的新突破，同時，公司將在精準營銷、管理效能、安全運營等方面要一一落實規劃設計，實現責權利相匹配。具體的策略包括以下四個方面：

策略一：落實規劃。按照董事會的要求，全面完成二零一九年各項年度經營指標，在品牌調整方面，努力完成品牌調整計劃。

策略二：積極拓展。與施工方合作，繼續加緊西安全球中心項目的施工進度，努力拖慢施工進程的客觀原因降至最低。同時，責成量販事業部，加大對周邊市場的調研，繼續挖掘省內二線城市項目，重點拓展西安周邊較成熟的商業項目，以管理輸出的方式加大「世紀金花」的覆蓋面。

策略三：資金保障。加大應收力度，積極與金融機構合作，運用新型融資渠道與工具，充分利用公司現有資源，合理推進融資工作，保證經營工作所需的資金支持，優化貨款賬期。

策略四：管理效能。利用世紀金花多年積累的企業文化，一方面優化職能，打造精幹高效的團隊，另一方面充分挖掘潛力，利用員工的技術優勢、團隊合作優勢，能夠自行解決的維修項目盡量自行解決，減少外部服務項目的費用支出，盡力調動企業內部員工積極性，整合發揮管理新技術的應用。

FUTURE AND OUTLOOK *(continued)*

Although the competition in the retail market is becoming increasingly fierce and affected by many domestic and international uncertain factors, the status quo may not change significantly in the short term. Along with the accelerated pace of domestic reform and the deepening promotion of economic restructuring, China's economy will experience a posture featuring stable performance with good momentum for growth. In particular, Xi'an government departments recently implemented a series of measures through the "Xi'an Year, Best in China", "encouraging trade companies to increase promotional activities," which increased the stimulation of the consumer market. Subsequent to the vertical deepening of the national system transformation and reform, the national policies will create a macro-environment conducive to enterprise development. The Company will also timely adjust its strategies and develop future-proof policies for the updated situation.

In the aspect of existing business expansion, on the basis of the stable market share in Xi'an, the Company will make full use of the successful practice and experience accumulated over the past 20 years, integrate and optimize existing businesses and utilize various forms including light asset output, management output and goodwill output to increase the coverage of second-tier cities in Shaanxi to achieve healthy growth of scale.

In the aspect of brand introduction, on the basis of adhering to high-quality and high-end market positioning, the Company will continue to introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, outstanding operating efficiency, good financial performance and loyal customer base, the Company will maintain its leading position in the marketplace among the industry and maintain the influence of goodwill "Century Ginwa" through unremitting efforts of the management team to generate returns that our shareholders deserve.

未來及業務展望 (續)

雖然零售市場競爭日趨激烈，而且受國內外經濟諸多不確定因素的影響，短期內現狀可能不會有大的改觀，但隨著國內改革步伐加快和經濟結構調整的深入推進，中國經濟將呈現穩中有進的態勢，特別是近期西安市政府部門通過「西安年·最中國」、「鼓勵商貿企業加大促銷活動」的一系列舉措，加大了對消費市場的拉動、刺激。隨著國家體制轉型和改革的縱向深入，國家政策上一定會創造更有利於企業發展的宏觀環境。公司也將在與時俱進的情況下，及時調整戰略和制定相應政策。

在現有業務拓展方面，公司將堅持在穩固西安市市場份額的基礎上，充分利用本公司成立二十年來的成功實踐和經驗積累，將對現有業務進行整合優化，利用輕資產輸出、管理輸出、商譽輸出等多種形式，加大對陝西二線城市的覆蓋，實現規模的良性增長。

在品牌引進方面，公司將在堅持精品、高端的市場定位基礎上，繼續引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮渠道把商品更直接地供應給消費者，從而改變利潤分配的格局。公司憑藉雄厚的品牌實力、傑出的營運效率、良好的財務表現和忠實的顧客基礎，公司將繼續在行業中保持領先地位，通過管理團隊不懈的努力，保持「世紀金花」這一商譽的影響力，為股東獲取應有的回報。

FINANCIAL RESULTS

During the period under review, the performance of the Group was illustrated as follows.

- (i) Gross revenue of the Group for the six months ended 30 September 2019 decreased by 26% to RMB977.5 million as compared to RMB1,328.1 million for the six months ended 30 September 2018. The decline was primarily attributable to drop in concession sales and sales of goods.
- (ii) Annualised area efficiency (annualised gross revenue per average operating area of department stores) for the six months ended 30 September 2019 was RMB23,200 per square meter, as compared to RMB29,000 for the six months ended 30 September 2018.
- (iii) Revenue of the Group for the six months ended 30 September 2019 decreased by 35% to RMB340.5 million as compared to RMB520.3 million for the six months ended 30 September 2018. The decrease was due to drop in concession sales and sales of goods.
- (iv) The rental income and management and administrative service fees of the Group for the six months ended 30 September 2019 decreased to RMB62.4 million, as compared to RMB66.3 million for the six months ended 30 September 2018.
- (v) The Group's loss from operations (EBIT) for the six months ended 30 September 2019 was RMB241.6 million, as compared to profit of RMB32.7 million for the six months ended 30 September 2018. The operating profit margin (profit from operations over gross revenue) decreased from 2.5% to -24.7%.
- (vi) Net finance costs of the Group for the six months ended 30 September 2019 were RMB50.5 million (six months ended 30 September 2018: RMB38.5 million). The change in net finance cost was mainly due to increase in loan balances and respective interest expenses.
- (vii) The Group's loss for the six months ended 30 September 2019 and loss attributable to shareholders of the Company were RMB292.3 million (six months ended 30 September 2018: RMB11.6 million) and RMB289.7 million (six months ended 30 September 2018: RMB11.9 million) respectively.

財務業績

於回顧期內，本集團的表現如下所示。

- (i) 本集團截至二零一九年九月三十日止六個月期間之總收益減少26%至人民幣977,500,000元，而截至二零一八年九月三十日止六個月為人民幣1,328,100,000元。下滑主要由於特許專櫃銷售及商品銷售下降。
- (ii) 截至二零一九年九月三十日止六個月期間之全年化坪效（百貨商場全年化總收益除以平均經營面積）為每平方米人民幣23,200元，而截至二零一八年九月三十日止六個月為人民幣29,000元。
- (iii) 本集團截至二零一九年九月三十日止六個月期間之收益減少35%至人民幣340,500,000元，而截至二零一八年九月三十日止六個月為人民幣520,300,000元。該減少主要由於特許專櫃銷售及商品銷售下降。
- (iv) 截至二零一九年九月三十日止六個月期間，本集團之租金收入及管理及行政服務費收入減少至人民幣62,400,000元，而截至二零一八年九月三十日止六個月為人民幣66,300,000元。
- (v) 截至二零一九年九月三十日止六個月期間，本集團之經營虧損（稅息前盈利）為人民幣241,600,000元，而截至二零一八年九月三十日止六個月溢利為人民幣32,700,000元。經營溢利率（經營溢利除以總收益）由2.5%降至-24.7%。
- (vi) 本集團截至二零一九年九月三十日止六個月期間，財務費用淨額為人民幣50,500,000元（截至二零一八年九月三十日止六個月：人民幣38,500,000元）。財務費用淨額變動乃主要由於貸款金額及相關利息支出有所增加。
- (vii) 截至二零一九年九月三十日止六個月期間，本集團虧損及本公司股東應佔虧損分別為人民幣292,300,000元（截至二零一八年九月三十日止六個月：人民幣11,600,000元）及人民幣289,700,000元（截至二零一八年九月三十日止六個月：人民幣11,900,000元）。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2019, the Group's consolidated net asset value was RMB3,763.3 million (31 March 2019: RMB4,088.2 million). As at 30 September 2019, the Group had cash at bank and on hand amounting to RMB498.9 million (31 March 2019: RMB544.7 million). The current ratio of the Group as at 30 September 2019 was 0.48 (31 March 2019: 0.52). The gearing ratio, being bank and other borrowings and lease liabilities less cash at bank and on hand divided by the total equity, as at 30 September 2019, was 0.55 (31 March 2019: 0.45).

CONTINGENT LIABILITIES

As at the end of the reporting period, the Group has issued the following guarantees:

- (a) A guarantee provided by Ginwa Bell Tower in respect of an interest-bearing bank loan drawn by an independent third party in 2005. The loan will mature in July 2020. In September 2010, Ginwa Investments Holding Group Limited ("Ginwa Investments") provided a counter-guarantee to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 30 September 2019, the outstanding loan balance is RMB60,680,000 (31 March 2019: RMB60,680,000).
- (b) A guarantee provided by Ginwa Bell Tower in respect of a payable for acquisition of a property by Ginwa Investments in August 2005. Ginwa Investments has defaulted repayment on the loan. As of 30 September 2019, the outstanding loan balance is RMB9,500,000 (31 March 2019: RMB9,500,000).

流動資金及財政資源

於二零一九年九月三十日，本集團之綜合資產淨值為人民幣3,763,300,000元（二零一九年三月三十一日：人民幣4,088,200,000元）。於二零一九年九月三十日，本集團之銀行結存及手頭現金為人民幣498,900,000元（二零一九年三月三十一日：人民幣544,690,000元）。於二零一九年九月三十日，本集團之流動比率為0.48（二零一九年三月三十一日：0.52）。於二零一九年九月三十日之資本負債比率（即銀行及其他借款及租賃負債減銀行結存及手頭現金後除以權益總額）為0.55（二零一九年三月三十一日：0.45）。

或然負債

於報告期末，本集團已發出以下擔保：

- (a) 金花鐘樓就一名獨立第三方於二零零五年提取之計息銀行貸款而提供之擔保。該筆貸款將於二零二零年七月到期。於二零一零年九月，金花投資控股集團有限公司（「金花投資」）已向金花鐘樓提供一項反擔保以彌償就上述擔保所產生之任何損失。截至二零一九年九月三十日，尚未償還之貸款餘額為人民幣60,680,000元（二零一九年三月三十一日：人民幣60,680,000元）。
- (b) 金花鐘樓就金花投資於二零零五年八月收購一項物業之應付款項而提供之擔保。金花投資已拖欠償還貸款。截至二零一九年九月三十日，尚未償還之貸款餘額為人民幣9,500,000元（二零一九年三月三十一日：人民幣9,500,000元）。

CONTINGENT LIABILITIES (continued)

As at the end of the reporting period, the directors of the Company do not consider it is probable that a claim will be made against the Group under any of the above guarantees. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the bank loans and payable of RMB70,180,000 (31 March 2019: RMB670,180,000) plus accrued interest.

DIVIDENDS

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: RMB Nil).

HUMAN RESOURCES

As at 30 September 2019, the number of the Group's staffs was approximately 6,600 (31 March 2019: 7,000), including approximately 1,600 (31 March 2019: 1,700) directly employed full time employees. The remaining were concession sales staffs managed on behalf of the suppliers. Most of the employees are employed in Mainland China. The directly employed employees' remuneration, promotion and salary increments are assessed based on both individuals' and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staffs based on their performance and contribution to the Group. The Group regards high-calibre staffs as one of the key factors to corporate success.

MATERIAL LITIGATION

None of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the directors of the Company to be pending or threatened by or against any member of the Group during the six months ended 30 September 2019 and as at the date of this announcement.

FOREIGN EXCHANGE EXPOSURE

During the six months ended 30 September 2019, the Group's operation of department stores, shopping mall and supermarkets earned revenue and incurred costs in Renminbi. The Group was not subject to any significant exposure to foreign exchange risk as most of the transactions, assets and liabilities were denominated in Renminbi. Hence, no financial instrument hedging was employed.

或然負債 (續)

於報告期末，本公司董事認為將不大可能會根據任何上述擔保而對本集團提出索償。本集團於報告期末之已發出擔保項下之最高負債為尚未償還之銀行貸款及應付款項人民幣70,180,000元（二零一九年三月三十一日：人民幣670,180,000元）加應計利息。

股息

本公司董事並不建議派付截至二零一九年九月三十日止六個月之中期股息（截至二零一八年九月三十日止六個月：人民幣零元）。

人力資源

於二零一九年九月三十日，本集團合計員工約6,600名（二零一九年三月三十一日：7,000名），其中，直接聘用約1,600名（二零一九年三月三十一日：1,700名）全職僱員，其餘為代供應商管理的特許專櫃員工。大部份僱員均受僱於中國內地。直接聘用僱員之薪酬、晉升及加薪幅度乃根據個人及本集團之表現、僱員之專業及工作經驗、並參考當時市場慣例及標準來評估釐定。除了一般薪酬計劃外，本集團亦根據合資格僱員之表現及其對本集團之貢獻，向其授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之關鍵因素。

重大訴訟

截至二零一九年九月三十日止六個月及於本公告日期，本集團成員公司並無牽涉任何重大訴訟、仲裁或索償，且據本公司董事所知本集團任何成員公司概無任何尚未了結或面臨的重大訴訟、仲裁或索償。

外匯風險

於截至二零一九年九月三十日止六個月內，本集團經營的百貨商場、購物中心及超級市場業務，其所賺取之收入及產生之費用均以人民幣計算。本集團並無蒙受任何重大外匯風險，乃由於多數交易、資產及負債乃以人民幣列值。因此，並無採納金融對沖工具。

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2019.

AUDIT COMMITTEE

The audit committee was established by the Company with written terms of reference in compliance with the requirements set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The audit committee shall consist of not less than 3 members. Currently, the audit committee comprises two independent non-executive Directors, Mr. Tsang Kwok Wai and Mr. Ruan Xiaofeng, and one non-executive Director, Mr. Chen Shuai. Mr. Tsang Kwok Wai is chairman of the audit committee.

The primary objective of the audit committee is to review the financial reporting process of the Group and its risk management and internal control system, oversee the audit process and perform other duties assigned by the Board and make recommendations for the Company to improve the quality of financial information to be disclosed. It also reviews the annual and interim reports of the Company prior to their approval by the Board.

The audit committee together with management and independent auditors have reviewed the accounting principles and practices adopted by the Group, and discussed financial reporting matters including the review of the unaudited interim results for the six months ended 30 September 2019 prior to their approval by the Board.

購買、出售或贖回本公司之上市股份

於截至二零一九年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

本公司已根據聯交所證券上市規則（「上市規則」）附錄14所載之規定成立具有明確職權範圍之審核委員會。

審核委員會由最少三名成員組成，其現任成員由兩名獨立非執行董事曾國偉先生及阮曉峰先生，以及一名非執行董事陳帥先生組成。曾國偉先生為審核委員會主席。

審核委員會之主要目標是檢討本集團之財務申報程序及其風險管理及內部監控系統，監督審核過程及履行董事會指派之其他職務，以及向本公司提供建議，以改善將予披露財務資料之質素。此外，審核委員會亦會在董事會作出批准前，預先審閱本公司之年度及中期報告。

審核委員會，連同管理層及獨立核數師已審閱本集團所採納之會計原則及慣例，並討論財務報告事宜，包括在董事會作出批准前，審閱截至二零一九年九月三十日止六個月之未經審核中期業績。

CORPORATE GOVERNANCE

The Company has adopted most of the code provisions as stated in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Listing Rules and the Board is committed to complying with the CG Code to the extent that the Directors consider it to be practical and applicable to the Company.

The corporate governance principles of the Company emphasize an effective Board, sound internal control, appropriate independence policy, transparency and accountability to the shareholders of the Company. The Board will continue to monitor and revise the Company’s corporate governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. The Company had complied with the CG Code throughout the six months ended 30 September 2019 with the following deviations:

CG Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, all the directors (Executive, Non-executive and Independent Non-executive) are subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

CG Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration and nomination committees to attend. The chairman of the Board and the chairmen of the audit committee and the remuneration committee were not able to attend the annual general meeting of the Company held on 19 September 2019 due to other important business engagement. They had delegated the vice chairman of the Company to chair and be available to answer questions at the annual general meeting.

CG Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings. During the six months ended 30 September 2019, not all Independent Non-executive Directors and Non-executive Directors were able to attend the general meeting of the Company due to their other business commitments.

企業管治

本公司已採納上市規則附錄14所載列企業管治守則及企業管治報告(「企業管治守則」)之大部分守則條文。董事會承諾，在董事認為切實可行及適用於本公司之前提下，遵從企業管治守則行事。

本公司企業管治原則着重有效之董事會、良好的內部監控及恰當的獨立政策，並為本公司股東提供透明度及問責制度。董事會將繼續監察及修訂本公司之企業管治政策，以確保此等政策符合上市規則規定之一般規則及標準。於截至二零一九年九月三十日止六個月內，本公司一直遵守企業管治守則，惟有下列偏離：

企業管治守則條文第A.4.1條訂明，非執行董事須以指定任期委任並膺選連任。本公司現任獨立非執行董事並非以指定任期委任。然而，根據本公司之細則第87(1)條，全體董事(包括執行、非執行及獨立非執行董事)須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施確保本公司之企業管治常規不比企業管治守則所載之規定寬鬆。

企業管治守則條文第E.1.2條訂明，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會及提名委員會的主席出席。董事會主席及審核委員會和薪酬委員會的主席因其他重要業務關係，未克出席本公司於二零一九年九月十九日舉行之股東週年大會，而他們已委派本公司副主席擔任股東週年大會主席及回答提問。

企業管治守則條文第A.6.7條訂明，獨立非執行董事及其他非執行董事應出席股東大會。截至二零一九年九月三十日止六個月內，因有其他業務承擔，並非所有獨立非執行董事及非執行董事均有參加本公司股東大會。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 September 2019.

REVIEW OF INTERIM RESULTS

The Group’s unaudited interim results for the six months ended 30 September 2019 have been reviewed by the audit committee, and by the auditors of the Company in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA.

PUBLICATION OF INTERIM RESULTS ON THE WEBSITES OF THE STOCK EXCHANGE AND OF THE COMPANY

This announcement will be published on the websites of the Stock Exchange and of the Company. The interim report for the six months ended 30 September 2019 containing all the information required by Appendix 16 to the Listing Rules will be dispatched to shareholders and published on the websites of the Stock Exchange and of the Company in due course.

APPRECIATION

I would like to express my deep thanks to my fellow directors and all employees for their valuable contribution. I and on behalf of the Board would also like to extend my sincere thanks to our shareholders, customers, suppliers, bankers and business associates for their continued strong support.

On behalf of the Board

Wu Yijian
Chairman

Hong Kong, 29 November 2019

As at the date of this announcement, the Board comprises two executive directors, being Mr. Wu Yijian, and Mr. Qin Chuan; one non-executive director, Mr. Chen Shuai, and three independent non-executive directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Dr. Han Qinchun.

董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）。經向所有董事作出特定查詢後，全部董事確實彼等於截至二零一九年九月三十日止六個月內，一直遵守標準守則所載之規定準則。

中期業績之審閱

本集團截至二零一九年九月三十日止六個月之未經審核中期業績已由本公司之審核委員會審閱及經本公司核數師按照香港會計師公會頒布之香港審閱準則第 2410 號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

於聯交所及本公司網站刊發中期業績

本公告將於聯交所及本公司網站刊發。本公司將於適當時候向股東寄發及於聯交所及本公司網站刊發截至二零一九年九月三十日止六個月之中期報告，當中載有上市規則附錄16規定之所有資料。

致謝

本人謹此就董事會同寅及全體員工作出之寶貴貢獻深表謝意。本人謹此代表董事會向各股東、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

代表董事會

吳一堅
主席

香港，二零一九年十一月二十九日

於本公告日期，董事會由二名執行董事吳一堅先生及秦川先生，一名非執行董事陳帥先生，以及三名獨立非執行董事曾國偉先生、阮曉峰先生及韓秦春博士組成。