



佳明
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED
佳明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1271

Annual Report
2019/20 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-Executive Directors

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

COMMITTEES OF THE BOARD

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

AUTHORISED REPRESENTATIVES

Mr. Chan Hung Ming
Mr. Lau Chi Wah

COMPANY SECRETARY

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

REGISTERED OFFICE

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

董事會

執行董事

陳孔明先生 (*主席*)
劉志華先生
袁英偉先生
關永和先生

獨立非執行董事

徐家華先生
簡友和先生
莫貴標先生
李宗耀先生

董事委員會

審核委員會

莫貴標先生 (*主席*)
徐家華先生
簡友和先生
李宗耀先生

薪酬委員會

徐家華先生 (*主席*)
簡友和先生
莫貴標先生
李宗耀先生

提名委員會

簡友和先生 (*主席*)
徐家華先生
莫貴標先生
李宗耀先生

授權代表

陳孔明先生
劉志華先生

公司秘書

梁偉泉先生 · *HKICPA, FCCA, ACS, ACIS*

註冊辦事處

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

CORPORATE INFORMATION *(Continued)*

公司資料 (續)

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East
Wanchai, Hong Kong

HONG KONG LEGAL ADVISOR

Chungs Lawyers (in association with DeHeng Law Offices)

AUDITOR

BDO Limited

PRINCIPAL BANKERS

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

STOCK CODE

1271

COMPANY WEBSITE

www.grandming.com.hk

香港總部及主要營業地點

香港九龍尖沙咀漆咸道南39號
鐵路大廈22樓

主要股份過戶登記處

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

股份過戶登記處香港分處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心54樓

香港法律顧問

鍾氏律師事務所 (與德恒律師事務所聯營)

核數師

香港立信德豪會計師事務所有限公司

主要往來銀行

大新銀行有限公司
大華銀行香港分行

股份代號

1271

公司網址

www.grandming.com.hk

FINANCIAL HIGHLIGHTS

財務摘要

		Note 附註	2020 二零二零年	2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年
Revenue (HK\$'000)	收益 (千港元)						
a. Construction	a. 建築		497,147	264,918	1,274,528	912,789	822,377
b. Property leasing	b. 物業租賃		139,835	157,460	149,405	142,952	145,202
c. Property development	c. 物業發展		265,614	191,032	-	-	-
			902,596	613,410	1,423,933	1,055,741	967,579
Segment results (HK\$'000)	分部業績 (千港元)						
a. Construction	a. 建築		78,757	84,931	172,882	88,536	72,693
b. Property leasing	b. 物業租賃		71,444	86,373	89,013	86,679	89,824
c. Property development	c. 物業發展		(15,091)	58,833	(15,884)	(3,484)	(18)
			135,110	230,137	246,011	171,731	162,499
Underlying profit (HK\$'000)	基礎溢利 (千港元)	(i)	44,173	129,581	171,292	120,297	116,734
Current ratio	流動比率		1.45	2.62	3.79	4.89	1.07
Gearing ratio	資本負債比率	(ii)	177.4%	141.1%	129.7%	100.1%	43.3%
Net gearing ratio	淨資本負債比率	(iii)	85.7%	135.3%	116.0%	83.1%	36.3%
Return on equity	股本回報		1.4%	5.3%	6.2%	7.7%	16.2%

Note:

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

附註:

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

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
RESULTS	業績					
<i>For the year ended 31 March</i>	<i>截至三月三十一日止年度</i>					
Revenue	收益	902,596	613,410	1,423,933	1,055,741	967,579
Profit before taxation	除稅前溢利	43,272	177,114	205,395	227,318	427,110
Profit for the year	年內溢利	33,829	149,000	171,787	203,020	401,929
ASSETS AND LIABILITIES	資產及負債					
<i>As at 31 March</i>	<i>於三月三十一日</i>					
Total assets	總資產	9,549,612	7,050,797	6,725,357	5,540,781	3,829,800
Total liabilities	總負債	7,144,253	4,236,275	3,960,253	2,905,828	1,356,073
Total equity	總權益	2,405,359	2,814,522	2,765,104	2,634,953	2,473,727

CHAIRMAN'S STATEMENT

主席報告



Chan Hung Ming
陳孔明
Chairman
主席

On behalf of the board (the "Board") of directors (the "Directors") of Grand Ming Group Holdings Limited (the "Company"), I am delighted to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2020 ("FY 2019/20").

RESULTS

The Group's underlying profit for FY 2019/20, excluding the changes in fair value of investment properties, amounted to HK\$44.2 million, representing a decrease of HK\$85.4 million or 65.9% from HK\$129.6 million for the corresponding year ended 31 March 2019 ("FY 2018/19"). Underlying earnings per share was 6.2 HK cents (2019: 18.3 HK cents).

The Group's profit for the year was HK\$33.8 million, inclusive of a decrease in fair value of investment properties of HK\$10.3 million (2019: increase of HK\$19.4 million), representing a decrease of HK\$115.2 million or 77.3% when compared with that of HK\$149.0 million for FY 2018/19. Earnings per share was 4.8 HK cents (2019: 21.0 HK cents).

DIVIDENDS

The Board recommends payment of a final dividend of 4.0 HK cents per ordinary share of the Company (the "Share(s)") each to shareholders of the Company (the "Shareholders") whose names appear on the register of members of the Company on 4 August 2020. Subject to approval by the Shareholders in the forthcoming annual general meeting, the proposed final dividend warrants are expected to be dispatched to Shareholders on 17 August 2020.

本人謹代表佳明集團控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二零年三月三十一日止年度(「2019/20年度」)的年報。

業績

撇除投資物業公平值變動後，本集團2019/20年度基礎溢利為4,420萬港元，較截至二零一九年三月三十一日止年度(「2018/19年度」)之基礎溢利1.296億萬港元減少8,540萬港元或65.9%。每股基礎溢利為6.2港仙(二零一九年：18.3港仙)。

本集團年內溢利為3,380百萬港元，包括投資物業公平值減少1,030萬港元(二零一九年：增加1,940萬港元)，較2018/19年度溢利1.490億港元減少約1.152億港元或77.3%。每股盈利為4.8港仙(二零一九年：21.0港仙)。

股息

董事會建議派發末期股息每股公司普通股(「股份」)4.0港仙予於二零二零年八月四日名列本公司股東名冊內之本公司股東(「股東」)，惟須待股東於應屆股東週年大會批准後方告作實。建議派發之末期股息單估計將於二零二零年八月十七日發送予股東。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Together with the interim dividend of 4.0 HK cents per Share and special interim dividend of 50.0 HK cents per Share proposed, the total dividends for the year ended 31 March 2020 will amount to 58.0 HK cents per Share.

BOUNUS ISSUE OF SHARES

To respond and recognise the continual support of the Shareholders to the Company, the Board proposes a bonus issue of shares on the basis of one bonus share for one existing Share held by Shareholders whose names appear on the register of members of the Company on 4 August 2020. The relevant resolution will be proposed at the forthcoming annual general meeting, and if passed and upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in such new shares, shares certificate of the bonus shares will be dispatched to Shareholders on 17 August 2020.

REVIEW OF OPERATION

Construction

The Group's construction business primarily consists of provision of building services as a main contractor in property development projects for prominent local developers, as well as existing building alterations, renovation and fitting-out works services. Revenue derived from the construction business increased by approximately 87.7% or HK\$232.2 million, from approximately HK\$264.9 million for FY 2018/19 to approximately HK\$497.1 million for FY 2019/20. The increase is mainly attributable to a new construction project at Kai Tak of which the contract was awarded in March 2019 and work commenced in May 2019.

As at 31 March 2020, the gross contract sum of the construction projects in progress amounted to approximately HK\$1.63 billion.

Data Centre Premises Leasing

The Group owned, developed and leased out raised floor space of two high-tier data centre buildings, namely iTech Tower 1 and iTech Tower 2, both of which were purposely built for data centre use and feature high level of reliability, redundancy and security. The clientele of our data centres include global and domestic data centre operators, telecommunication conglomerate and financial institutions. iTech Tower 1 has operated smoothly since its operation in 2008, and delivered a stable income stream. iTech Tower 2 has also operated well with increasing rental income contributions from existing and new customers. As at 31 March 2020, binding commitments have been secured on all the raised floor area space of iTech Tower 2.

連同中期股息每股4.0港仙及特別中期股息每股50.0港仙，截至二零二零年三月三十一日止年度的股息總額將為每股58.0港仙。

發行紅股

為回應及肯定股東對本公司的長期支持，董事會建議發行紅股予於二零二零年八月四日名列本公司股東名冊之股東，基準為每持有一股現有股份獲派送一股紅股。相關決議案將於本屆股東週年大會上提出，如決議案獲得通過及香港聯合交易所有限公司批准該等新股上市及買賣，紅股股票將於二零二零年八月十七日發送予股東。

業務回顧

建築

本集團的建築業務主要包括作為主承建商身份為本地知名發展商提供樓宇建造服務，及為現有樓宇提供改建、翻新及裝修工程服務。來自建築業務的收益由2018/19年度約2.649億港元增加至2019/20年度約4.971億港元，增加約87.7%或2.322億港元。收益增加主要源自位於啟德的一個新建項目，在二零一九年三月獲得該項目合約，並於二零一九年五月開展工程。

於二零二零年三月三十一日，在建建築項目之合約毛額價值約16.3億港元。

數據中心物業租賃

本集團擁有、發展和出租兩座高端數據中心大樓（即 iTech Tower 1 和 iTech Tower 2）的架空地台空間，彼專門為數據中心建造，具備高度可靠、冗餘和安全性。我們數據中心的客戶包括全球和本地數據中心營運商、跨國電信公司和金融機構。iTech Tower 1 自二零零八年投入營運後一直運作順暢並提供穩定的收入來源。iTech Tower 2 亦營運良好，現有和新客戶帶動租金收入日益增加。於二零二零年三月三十一日，iTech Tower 2 所有架空地台空間已完成洽租及簽定有約束性文件。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Revenue derived from data centre premises leasing business decreased by approximately 8.2% or HK\$12.4 million, from approximately HK\$152.2 million for FY 2018/19 to approximately HK\$139.8 million for FY 2019/20, primarily due to reduction of rental related income as a result of lower electricity consumption by the tenant of iTech Tower 1 during the year under review.

Property Development

Tsing Yi Sai Shan Road project

The Group's first property development project, situated at No. 18 Sai Shan Road, Tsing Yi, New Territories with a gross floor area of approximately 400,000 square feet, is now named "The Grand Marine". It provides 776 residential units in two towers, with units ranging from one-bedroom to four-bedroom and special units. The foundation works has been completed and the superstructure work will be proceeded immediately. The development is expected to be completed in late 2021.

Pre-sale consent was obtained in October 2019. Coupled with the government's move to relax mortgage restriction for first-time homebuyers and reduction of prime rates among local banks, the Group captured the opportune moment and launched the presale of the project in November 2019. The project was well received in the market, with over 83% of the residential units being sold and cumulative presale proceeds of approximately HK\$4.0 billion being recorded as of the end of May 2020.

Cristallo

The Group's luxury residential project, CRISTALLO, at No. 279 Prince Edward Road West, Kowloon were sold well. During the year under review, sales and delivery of 5 apartments had been completed, and revenue of approximately HK\$265.6 million were recognised accordingly. Furthermore, the Group had entered into 8 provisional sales and purchase agreements in respect of sales of 8 apartments with aggregate contract sum of approximately HK\$405.7 million. Completions of these 8 apartments are scheduled to take place from June 2020 to October 2021.

OUTLOOK

FY 2019/20 has been a challenging and crucial year to the Group. In November 2019, the Group managed to launch the presale of the Grand Marine project and had received overwhelming response from the market amid the social instability. The sales remain resilient in the first and second quarter of Year 2020. We expect the presale proceeds, which are gradually received according to the payment plan, will significantly improve the financial position of the Group. This also provides a solid foundation for the Group's future property development business.

來自數據中心物業租賃業務的收益由2018/19年度約1.522億港元減少至2019/20年度約1.398億港元，減少約8.2%或1,240萬港元，主要由於在回顧期內iTech Tower 1租戶降低了用電量，導致與租金相關的收入減少。

物業發展

青衣細山路項目

本集團位於新界青衣細山路18號之首個物業發展項目，現命名為「明翹滙」，其樓面建築面積約400,000平方呎。此項目提供兩幢住宅大廈共776個單位，間隔包括一房單位至四房單位及特式戶。地基工程現已完成，上蓋工程將緊接開展。整個項目預計於二零二一年底完成。

項目於二零一九年十月取得預售樓花同意書。本集團掌握銷售時機，加上政府放寬對首次置業人士之貸款限制以及本地銀行下調最優惠利率，於二零一九年十一月展開項目預售，銷情相當理想。截至二零二零年五月底，已售出逾83%住宅單位，錄得預售總額累計約40億港元。

明寓

本集團位於九龍太子道西279號的高檔住宅項目「明寓」銷售理想。於回顧期內已完成五個單位之銷售及交付，確認之收益約2.656億港元。此外，本集團就銷售八個單位訂立了八份臨時買賣合約，合計合約銷售金額約4.057億港元。此八個單位的交易將於二零二零年六月至二零二一年十月期間完成。

展望

對本集團而言，2019/20年度為充滿挑戰的關鍵性一年。本集團於二零一九年十一月展開明翹滙項目的預售，在社會不穩定情況下仍獲市場熱烈反應。於二零二零年第一及第二季銷售持續平穩。我們預期當預售款項逐步按付款計劃收到後，本集團的財務狀況將會顯著改善，同時亦為本集團未來的物業發展業務奠定堅實的基礎。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Since the middle of Year 2019 Hong Kong economy was hit hard by the large scale protests and demonstration triggered by the proposed extradition bill. Worse still, the outbreak of novel coronavirus pandemic in the beginning of Year 2020 further exerted a drag to the already weakened economy. Hence, the short-term and medium-term economic outlook would remain soft. Nevertheless, we are of the view that this may create opportunity for the Group to expand its property development business. We will adhere to our usual cautious strategy to actively identify suitable land and properties acquisition opportunities so as to increase the Group's land reserve and enhance the Group's sustainable development.

Following completion of acquisition of property development business in January 2020, the Group started to diversify the geographical presence of its property development business from Hong Kong to Guangxi Province of the Mainland China where the land costs are comparatively lower but possess huge market potential. We are now seeking suitable development projects in Nanning City of Guangxi Province in order to broaden the Group's income stream and enhance returns for Shareholders.

We endeavor to invest and upgrade the existing infrastructure and facilities in our two data centres to cater for customers' needs. At the same time, we continue to look at suitable opportunities for expansion and are actively seeking new sites (either greenfield land or existing industrial buildings) in the territory and elsewhere outside Hong Kong for the establishment of our third high-tier data centre.

For the construction business, we keep focusing on the existing construction projects. Meanwhile, we maintain our extremely prudent strategy in tendering new construction contracts as reduction in new residential projects and severe competition among the construction industry considerably undermine the profit margin.

APPRECIATION

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

Chan Hung Ming
Chairman

Hong Kong, 5 June 2020

自二零一九年中以來，因建議修訂引渡條例引發的大規模抗議和示威已令香港經濟受到嚴重打擊。更甚是，二零二零年初新冠病毒爆發進一步拖跨本已疲弱的經濟。因此，短期及中期經濟前景將依然疲弱。儘管如此，我們認為這可能為本集團擴展房地產開發業務創造機會。我們採取一貫謹慎的策略，積極尋找合適土地及物業收購機會，以增加本集團土地儲備並增強本集團的可持續發展。

自二零二零年一月完成收購一房地產開發業務後，本集團物業發展業務的地域分佈開始從香港擴展到中國內地的廣西省，其土地成本相對較低，但具有巨大的市場潛力。我們正在廣西省南寧市尋找合適的發展項目，以拓寬本集團的收入來源並提高股東的回報。

我們致力投資和升級兩個數據中心現有基礎建設和設備，以滿足客戶的需求。同時，我們繼續尋找合適的擴展機會，積極在香港及香港以外的其他地方尋找新地點（未發展土地或現有工業大廈）以建立我們的第三個高端數據中心。

建築業務方面，我們仍專注現有建築項目。同時，由於新住宅項目的減少和建築行業之間的激烈競爭大大削弱了利潤率，故我們在投標新建築合約仍需保持極其謹慎的策略。

致謝

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

主席
陳孔明

香港，二零二零年六月五日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

In FY 2019/20, the Group's consolidated revenue amounted to approximately HK\$902.6 million (2019: HK\$613.4 million), representing an increase of approximately 47.1% as compared to the corresponding period of last year. The increase was primarily driven by revenue from a new building construction contract in Kai Tak and sales of five units of Cristallo during the year.

Consolidated gross profit reduced by 17.3% from last year to approximately HK\$220.3 million (2019: HK\$266.4 million), mainly due to (i) profit of additional work in a construction project being recognised in FY 2018/19 but no such additional work were recorded in FY 2019/20; (ii) absence of rental income received from the leasing of the units on 22/F, Railway Plaza, Tsim Sha Tsui as the premises were leased out during FY 2018/19 and then occupied by the Group as its headquarter since May 2019; and (iii) reduction of rental related income in the data centre leasing business.

Operating expenses (inclusive of selling and general and administrative expenses) for the year increased by 81.8% to approximately HK\$108.6 million (2019: HK\$59.8 million), primarily because (i) advertising and marketing expenses incurred in the sales campaign of the Grand Marine project were accounted for in the Group's consolidated profit and loss for the year, whereas the sales proceeds received will be reflected in the Group's consolidated profit and loss at the point in time when the project is completed; and (ii) increase in depreciation charges from the renovation and equipment in the sales office and headquarter office.

An unrealised fair value loss on investment properties of approximately HK\$10.3 million (2019: gain of HK\$19.4 million) was recognised for the year. The deficit reflected the fact that the Group made further investment in the infrastructure and facilities in the two data centres to suit customers' needs.

Finance costs for the year increased by approximately 25.9% to approximately HK\$67.3 million (2019: HK\$53.5 million), which was due to (i) increase in interest rate which pushed the Group's average interest rates on variable rate borrowings to about 4.00% (2019: 3.70%) and (ii) cessation of interest expense capitalisation upon completion of iTech Tower 2.

Net profit for FY 2019/20 was approximately HK\$33.8 million (2019: HK\$149.0 million), representing a decrease of approximately 77.3% when compared to that of FY 2018/19. Excluding the changes in fair value of investment properties, the Group recorded an underlying profit of approximately HK\$44.2 million in FY 2019/20, representing a decrease of approximately 65.9% as compared to an underlying profit of approximately HK\$129.6 million in FY 2018/19.

財務回顧

本集團於2019/20年度的綜合總收益約9.026億港元（二零一九年：6.134億港元），較去年同期增加約47.1%。增加主要由啟德之新建築合約及年內銷售五個明寓單位所帶動。

綜合毛利較去年同期下跌17.3%至約2.203億港元（二零一九年：2.664億港元），主要由於(i) 2018/19年度一建築項目之額外工程確認利潤，而2019/20年度並無錄得額外工程；(ii) 尖沙咀鐵路大廈22樓的單位於2018/19年度對外出租，但自二零一九年五月起由本集團使用作為總部，以致並無租金收入；及(iii) 來自數據中心租賃業務的租金相關收入下降。

年內營運開支（包括銷售以及一般及行政開支）增加81.8%至約1.086億港元（二零一九年：5,980萬港元），主要源自(i) 明翹滙銷售活動產生之廣告及營銷費用計入本集團本年度的綜合損益表內，然而預售所得款項將於該項目落成後始於本集團綜合損益表中反映；及(ii) 銷售辦事處及總部的裝修及設備折舊費用增加。

於本年度確認投資物業之未實現的公平價值虧損約1,030萬港元（二零一九年：收益1,940萬港元）。虧損反映了本集團進一步投資兩個數據中心的基礎建設和設備，以滿足新客戶的要求。

年內融資成本增加約25.9%至約6,730萬港元（二零一九年：5,350萬港元），乃由於(i) 利率上升令本集團浮息借款之平均利率上升至約4.00%（二零一九年：3.70%）及(ii) iTech Tower 2竣工後停止利息支出資本化。

2019/20年度的淨溢利約3,380萬港元（二零一九年：1.490億港元），與2018/19年度相比減少約77.3%。撇除投資物業的公平值變動，本集團於2019/20年度錄得基礎溢利約4,420萬港元，較2018/19年度基礎溢利約1.296億港元減少約65.9%。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its operations and capital expenditure with its shareholders' fund and bank borrowings. A variety of credit facilities are maintained which had contracted repayment terms ranging from repayable on demand to 18.1 years. As at 31 March 2020, the Group had outstanding bank borrowings of approximately HK\$4,267.8 million (31 March 2019: approximately HK\$3,970.8 million). The gearing ratio (defined as total interest-bearing borrowings divided by shareholders' equity) of the Group was approximately 177.4% (31 March 2019: approximately 141.1%). Increase in the gearing ratio was mainly contributed by the drawdown of new bank loans for financing the construction project in Kai Tak and construction of the Grand Marine project in Tsing Yi.

The Group adopts a conservative approach in managing its cash balances, which are mainly placed in bank accounts and short-term deposits with reputable banks in Hong Kong. The total cash balances of the Group as at 31 March 2020 were approximately HK\$2,207.1 million (31 March 2019: approximately HK\$162.7 million), most of which were held in Hong Kong dollars. The current ratio (defined as current assets divided by current liabilities) of the Group was 1.45 times (31 March 2019: 2.62 times). Taking into account the cash at banks and credit facilities available, the Directors considered that the Group has sufficient working capital for its present operation and future business expansion.

INTEREST RATE RISK

The Group's interest rate risk arises primarily from bank borrowings, which bear interest at floating rates. The Group had in place a treasury policy by which the exposure to floating interest rate risk was mitigated by the use of interest rate swaps. As at 31 March 2020, the Group had outstanding interest rate swaps with notional amount of approximately HK\$1.63 billion. These swaps have fixed interest rates ranging from 1.3% to 2.63% per annum and will mature between 2020 to 2022.

FOREIGN CURRENCY RISK

The Directors consider that the Group's foreign currency risk is insignificant as substantially all of the Group's transactions are denominated in Hong Kong dollars. The Group has not implemented any foreign currency hedging policy at the moment. However, the management monitor the Group's foreign exchange exposure closely and may consider adopting foreign currency hedging policy in the future depending on the circumstances and the trend of foreign currency.

CHARGE ON ASSETS

As at 31 March 2020, bank loans of approximately HK\$4,202 million are secured by certain assets of the Group with an aggregate carrying amount of approximately HK\$6,464 million.

流動資金及財務資源

本集團透過股東資金和銀行借款為其業務和資本支出提供資金。本集團設有多項信貸融資，約定還款期介乎按要求償還至18.1年。於二零二零年三月三十一日，本集團有未償還銀行貸款約42.678億港元（二零一九年三月三十一日：約39.708億港元）。本集團的資本負債比率（計息借款總額除股東權益）約177.4%（二零一九年三月三十一日：約141.1%）。銀行貸款及資本負債比率上升主因本集團提取新銀行貸款為啟德新建築項目及青衣明翹滙項目之建築工程提供融資。

本集團在管理現金結存方面採取審慎的態度，其主要存入香港知名銀行的銀行帳戶和短期存款內。本集團於二零二零年三月三十一日的總現金結餘約22.071億港元（二零一九年三月三十一日：約1.627億港元），大部分為港元。本集團的流動比率（流動資產除流動負債）為1.45倍（二零一九年三月三十一日：2.62倍）。董事認為經計及銀行結存連同可動用信貸融資，本集團具備充裕營運資金應付目前營運及未來擴充業務。

利率風險

本集團的利率風險主要來自銀行貸款，其利息按浮動利率計息。本集團採納之庫務政策為運用利率掉期合約減低面對浮動利率的風險。於二零二零年三月三十一日，本集團持有名義合約金額約16.3億港元的利率掉期合約。該等掉期合約的固定利率介乎年息1.3%至2.63%，並將於二零二零年至二零二二年到期。

外匯風險

由於本集團絕大部分交易均以港元計值，董事認為本集團承受的外匯風險並不重大。本集團目前尚未實行任何外幣對沖政策。然而，管理層密切監察本集團的外匯風險，並可能視乎外幣的情況和趨勢考慮日後採納外幣對沖政策。

資產抵押

於二零二零年三月三十一日，本集團若干資產，其合計賬面值約64.64億港元，已就為數約42.02億港元的銀行貸款作出質押。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

CAPITAL COMMITMENTS

Save as disclosed in note 31 to the financial statements, the Group had no other capital commitments as at 31 March 2020.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 March 2020.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 18 January 2020, the Group entered into an agreement for sale and purchase in respect of the acquisition of the entire equity interest of Grand Victor Enterprise Company Limited (“Grand Victor”) and its shareholder’s loan at an aggregate cash consideration of HK\$18,800,000 (the “Acquisition”). Grand Victor is an investment holding company and has no other substantial business save as the holding of the entire equity interest of Guangxi Jiaming Property Development Co., Ltd. (“Guangxi Jiaming”). Guangxi Jiaming is principally engaged in property development in Guangxi Province of the Mainland China. The Acquisition was completed on 21 January 2020. Details of the Acquisition was set out in the announcement of the Company dated 20 January 2020.

Save as disclosed above, the Group did not make any other material acquisition or disposal of subsidiaries and associated companies during FY 2019/20.

EMPLOYEES AND REMUNERATION POLICIES

The Group had a total of 173 employees as at 31 March 2020. Total remuneration of employees for FY 2019/20 was approximately HK\$131.7 million. The remuneration policy and packages of the Group’s employees are periodically reviewed by making reference to the prevailing market conditions. The components of remuneration packages consist of basic salary, benefits-in-kind, fringe benefits and contributions to mandatory provident funds, as well as discretionary bonuses which are determined according to individual performance of employees.

SIGNIFICANT INVESTMENTS HELD

Except for investments in subsidiaries, the Group did not hold any significant investment in equity interest in any other company during FY 2019/20.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

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

資本承擔

除財務報表附註31所披露者外，本集團於二零二零年三月三十一日並無其他資本承擔。

或然負債

本集團於二零二零年三月三十一日並無重大或然負債。

附屬公司及聯營公司的重大收購及出售

於二零二零年一月十八日，本集團訂立買賣協議，以總現金代價18,800,000港元收購駿豪企業有限公司（「駿豪」）的全部股權及其股東貸款（「收購事項」）。駿豪為一家投資控股公司，除持有廣西佳明房地產開發有限責任公司（「廣西佳明」）的全部股權外，並無其他重大業務。廣西佳明主要在中國廣西省從事物業發展業務。收購事項於二零二零年一月二十一日完成，其詳情載於本公司日期為二零二零年一月二十日的公告內。

除上述所披露者外，本集團於2019/20年度內並無其他重大收購或出售附屬公司及聯營公司。

僱員及薪酬政策

於二零二零年三月三十一日，本集團共有173名僱員。2019/20年度的員工總薪酬約1.317億港元。本集團參考當時市況定期檢討僱員的薪酬政策及待遇。薪酬待遇包括基本薪金、實物福利、附帶福利及強制性公積金供款，以及按個人表現釐定的酌情花紅。

持有重大投資

除投資附屬公司外，本集團於2019/20年度期內並未持有其他重大投資。

未來重大投資或資本資產計劃

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

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for FY 2019/20.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and its subsidiaries are principally engaged in the business of building construction, property leasing and property development. Details of the principal activities of the principal subsidiaries are set out in note 28 to the financial statements. There were no significant changes in the nature of the Group's principal activities during FY 2019/20.

RESULTS AND APPROPRIATIONS

The results of the Group for FY 2019/20 are set out in the consolidated statement of profit or loss on page 57 of this annual report.

An interim dividend of 4.0 HK cents per Share was paid on 16 December 2019. On 19 March 2020, the Board declared a special interim dividend of 50.0 HK cents per Share which was paid to Shareholders on 5 May 2020. The Board recommends payment of a final dividend of 4.0 HK cents per Share to Shareholders whose names appear on the register of members of the Company on 4 August 2020. Subject to approval by the Shareholders in the forthcoming annual general meeting, the proposed final dividend warrants is expected to be dispatched to Shareholders on 17 August 2020.

As at the date of this annual report, the Board is not aware of any Shareholders who have waived or agreed to waive any dividends.

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

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

董事欣然呈報本年報連同本集團2019/20年度經審核之綜合財務報表。

主要業務

本公司的主要業務為投資控股，而其附屬公司主要從事樓宇建築、物業租賃及物業發展業務。主要附屬公司的主要業務詳情載於財務報表附註28。於2019/20年度期間，本集團主要業務的性質並無重大變動。

業績及分派

本集團2019/20年度的業績載於本年報第57頁的綜合損益表。

本集團於二零一九年十二月十六日派付中期股息每股4.0港仙。於二零二零年三月十九日董事會宣佈，於二零二零年五月五日派付特別中期股息每股50.0港仙予股東。董事會建議向於二零二零年八月四日名列本公司股東名冊的股東派付末期股息每股4.0港仙。建議派發之末期股息單估計將於二零二零年八月十七日派付予股東。

於本年報日期，董事會並不知悉有任何股東放棄或同意放棄任何股息。

本公司的政策是回饋股東以分享公司的利潤，同時保留足夠的資本用於業務發展。董事會可在考慮若干因素，包括經營業績、財務狀況、營運資金、資本要求和董事會認為相關的其他因素後，宣派或建議派付股息。

根據上述因素和考量，本公司現時每年以中期和末期形式派發兩次股息。現金股息將以港元支付。其他分派（如有）將以董事認為合法、公平及切實可行的任何方式支付予股東。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

PROPOSED BONUS ISSUE OF SHARES

The Board proposes an issue of bonus shares on the basis of one new share credited as fully paid for every one existing share held by Shareholders whose names appear on the register of members of the Company on 4 August 2020. The relevant resolution will be proposed in the forthcoming annual general meeting of the Company and, if approved and upon The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in such new shares, share certificates for the bonus shares will be dispatched to Shareholders on 17 August 2020.

The bonus shares will rank pari passu in all respects with the existing shares in issue from the date of issue except that they will not rank for the final dividend for the year ended 31 March 2020. No fractional shares arising from the bonus issue shall be allotted, and fractional entitlements will be aggregated and sold at such time or times as the Directors shall think fit.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 22 July 2020 to 27 July 2020, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the forthcoming annual general meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 21 July 2020.

In order to determine Shareholders who qualify for the proposed final dividend and bonus shares, the register of members of the Company will be closed from 31 July 2020 to 4 August 2020, both days inclusive, during which period no share transfer will be effected. In order to qualify for the proposed final dividend and bonus shares, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 30 July 2020.

建議紅股發行

董事會建議配發紅股予於二零二零年八月四日名列本公司股東名冊內的股東，基準為每持有一股現有股份可獲派送一股已繳足新股份。有關議案將於本屆股東週年大會上提出，如議案獲得通過，及香港聯合交易所有限公司（「聯交所」）批准該等新股上市及買賣，紅股股票預計於二零二零年八月十七日派送予股東。

此等紅股除無權享有截至二零二零年三月三十一日止年度之末期股息外，自發行當日起在各方面均與現已發行股份享有同等權益。所有零碎紅股將不予配發，零碎股份經彙集後於董事認為適當之時出售。

暫停辦理股份過戶登記

為確定合資格出席應屆股東週年大會並於會上投票的股東身份，本公司將於二零二零年七月二十二日至二零二零年七月二十七日（包括首尾兩日）暫停辦理股份過戶登記。為確保享有出席應屆股東週年大會之資格，所有股份過戶文件連同有關股票必須於二零二零年七月二十一日下午四時三十分前送交本公司股份過戶登記處香港分處，卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，以辦理登記手續。

為確定合資格獲派發建議末期股息和紅股的股東身份，本公司將於二零二零年七月三十一日至二零二零年八月四日（包括首尾兩日）暫停辦理股份過戶登記。為確保享有建議之末期股息和紅股，所有股份過戶文件連同有關股票必須於二零二零年七月三十日下午四時三十分前送交本公司股份過戶登記處香港分處，卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，以辦理登記手續。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

BUSINESS REVIEW

A review of the business of the Group during the year and the outlook of the Group's business are provided in the Chairman's Statement section from pages 6 to 9 of this annual report. Description of the principal risks and uncertainties facing the Group can be found in the Chairman's Statement, including the financial risks mentioned in the Management Discussion and Analysis section and note 30 to the financial statements. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights and Management Discussion and Analysis sections of this annual report. All the above sections form part of this report.

KEY RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

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

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

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

業務審視

有關本集團本年度業務的審視，以及本集團的業務展望在本年報第6至9頁的「主席報告」中闡述。關於本集團面對的主要風險及不明朗因素的敘述在「主席報告」中闡述，包括於「管理層討論及分析」和財務報表附註30提及的財務風險。以財務關鍵表現指標分析本集團年內表現載於本年報「財務摘要」及「管理層討論及分析」內。上述所有章节均構成本報告一部份。

與僱員、客戶及供應商之重要關係

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

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

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

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

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

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

ENVIRONMENTAL POLICIES AND PERFORMANCE

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

During FY 2019/20, there was no material non-compliance in relation to air pollution, noise control, disposal and emission of construction wastes. Green office practices are also encouraged in the operation of the Group's businesses, such as double-sided printing and copying, setting up recycling bins, sending and presenting corporate documents or information to the members of the Board in electronic format, and reducing energy consumption by switching off idle lighting and electrical appliances.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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

COMPLIANCE WITH LAWS AND REGULATIONS

During FY 2019/20, no material non-compliance of the laws and regulations that have a significant impact on the Company was noted. In addition, discussion on the Company's compliance with the Corporate Governance Code is included in the Corporate Governance Report.

DONATIONS

Donations made by the Group during the year amounted to HK\$16,000.

FIVE-YEAR FINANCIAL SUMMARY

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

環境政策及成效

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

於2019/20年度期間，在空氣污染、噪音管制、棄置及排放建築廢物方面不存在任何重大違規情況。本集團亦致力鼓勵實行綠化辦公室，如雙面打印及複印、設置回收箱、以電子形式寄送及展示公司文件或資料予董事會成員、及透過關掉閒置之電燈及電器以減少消耗能源。

環境、社會及管治報告

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

遵守法律及法規

於2019/20年度期間，對本公司有重大影響的有關法律及規例不存在任何重大違規情況。並且，本公司遵守企業管治守則的情況已包括在企業管治報告。

捐款

本集團年內作出之捐款為16,000港元。

五年財務概要

本集團的業績、資產及負債概要載於本年報第5頁。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

FIXED ASSETS

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

BANK LOANS

Details of bank loans of the Group as at 31 March 2020 are set out in note 21 to the financial statements.

INTEREST CAPITALISED

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

SHARE ISSUED AND SHARE CAPITAL

Details of the Company's share capital are set out in note 25 to the financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 61 of this annual report and in note 26 to the financial statements, respectively.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales attributable to the Group's largest customer and the five largest customers in aggregate was 51.5% and 84.3% of the Group's total sales for the year respectively.

The percentage of purchases attributable to the Group's largest supplier and the five largest suppliers in aggregate was 17.9% and 46.0% of the Group's total purchases for the year respectively.

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

固定資產

固定資產(包括投資物業以及物業、廠房及設備)年內的變動詳情載於財務報表附註15。

銀行貸款

本集團於二零二零年三月三十一日之銀行貸款的詳情載於財務報表附註21。

資本化利息

本集團年內資本化的利息金額載於財務報表附註8(a)。

發行股份及股本

本公司股本之詳情載於財務報表附註25。

儲備及可供分派儲備

本集團及本公司年內儲備變動之詳情分別載於本年報第61頁及財務報表附註26。

主要客戶及供應商

本集團最大客戶及五大客戶的應佔銷售百分比分別佔本集團年度總銷售額的51.5%及84.3%。

本集團最大供應商及五大供應商應佔的採購百分比分別佔本集團年內採購總額的17.9%及46.0%。

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

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

PRE-EMPTIVE RIGHTS

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

DIRECTORS

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

Executive Directors	Independent Non-Executive Directors
Mr. Chan Hung Ming (<i>Chairman</i>)	Mr. Tsui Ka Wah
Mr. Lau Chi Wah	Mr. Kan Yau Wo
Mr. Yuen Ying Wai	Mr. Mok Kwai Pui Bill
Mr. Kwan Wing Wo	Mr. Lee Chung Yiu Johnny

Pursuant to Article 84 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at least once every three years. The retiring Directors will be eligible for re-election. It is proposed that Mr. Lau Chi Wah, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny shall retire from office by rotation and, being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group as of 31 March 2020 are set out on pages 30 to 36 of this annual report.

優先購買權

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

董事

年內及截至本年報日期止，本公司董事如下：

執行董事	獨立非執行董事
陳孔明先生(主席)	徐家華先生
劉志華先生	簡友和先生
袁英偉先生	莫貴標先生
關永和先生	李宗耀先生

根據章程細則第84條，三分之一董事將於每屆股東週年大會輪值退任，而每名董事須最少每三年輪值退任一次。退任董事將獲重選連任。現建議劉志華先生、莫貴標先生及李宗耀先生輪值退任，惟符合資格並願意在應屆股東週年大會上重選連任董事。

董事及高級管理層履歷

董事及本集團高級管理層於二零二零年三月三十一日的履歷詳情載於本年報第30至36頁。

REPORT OF THE DIRECTORS (*Continued*)

董事會報告 (續)

DIRECTORS' SERVICE CONTRACTS

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

Each of the independent non-executive Directors has signed a letter of appointment with the Company for a term of three years commencing from 9 August 2019, and such appointment may be terminated in accordance with the terms of the letter of appointment.

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

INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

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

PERMITTED INDEMNITY PROVISIONS

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

董事服務合約

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

各獨立非執行董事已與本公司簽訂委聘書，自二零一九年八月九日起為期三年，委任可根據其委聘書條款終止。

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

獨立非執行董事確認其獨立身分

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

獲准許彌償條文

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

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

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

As at 31 March 2020, the interests and short positions of the Directors and chief executives in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

於二零二零年三月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有(a)根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之規定被認為或被視作擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條規定記入須存置之登記冊內之權益及淡倉；或(c)根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉，如下：

Name of Director	Name of Group member/ associated corporation	Capacity/Nature of interest	Number of Shares held (note 1) 持有 股份數目 (註1)	Approximate percentage of shareholding 股權概約 百分比
董事姓名	本集團成員公司/ 相聯法團名稱	身分／權益性質		
Mr. Chan Hung Ming	The Company	Interest of a controlled corporation (note 2)	478,321,470 (L)	67.39%
陳孔明先生	本公司	受控法團權益 (註2)		
	Chan HM Company Limited	Beneficial owner 實益擁有人	1	100%
Mr. Lau Chi Wah	The Company	Interest of a controlled corporation (note 3 and note 4)	53,146,830 (L)	7.49%
劉志華先生	本公司	受控法團權益 (註3及註4)		

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Note:

1. The letter "L" denotes the Directors' long position in the Shares or the relevant associated corporation.
2. Mr. Chan Hung Ming holds 100% of the issued share capital of Chan HM Company Limited, which owns 478,321,470 Shares out of the total number of issued shares of the Company. Therefore, Mr. Chan Hung Ming is deemed to have the same interest in the Company by virtue of SFO.
3. Mr. Lau Chi Wah holds 100% of the issued share capital of Lau CW Company Limited, which owns 53,146,830 Shares out of the total number of issued shares of the Company. Therefore, Mr. Lau Chi Wah is deemed to have the same interest in the Company by virtue of SFO.
4. The pledge of 53,146,830 Shares held by Lau CW Company Limited to Banco Well Link, S.A., had been released as at the date of this annual report.

Save as disclosed above, none of the Directors or chief executives of the Company has or is deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations as at 31 March 2020.

註:

1. 字母「L」指董事於本公司或相關相聯法團股份的好倉。
2. 陳孔明先生持有Chan HM Company Limited已發行股本的100%權益，而Chan HM Company Limited擁有本公司已發行股份總數中478,321,470股股份。因此，陳孔明先生根據證券及期貨條例被視為於本公司擁有有關權益。
3. 劉志華先生持有Lau CW Company Limited已發行股本的100%權益，而Lau CW Company Limited擁有本公司已發行股份總數中53,146,830股股份。因此，劉志華先生根據證券及期貨條例被視為於本公司擁有有關權益。
4. 有關Lau CW Company Limited持有之53,146,830股股份抵押予立橋銀行股份有限公司已於本年報日期解除。

除上文所披露者外，於二零二零年三月三十一日，概無董事或本公司主要行政人員擁有或被視為擁有本公司或其任何相聯法團之股份、相關股份或債權證中的任何權益或淡倉。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

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

As at 31 March 2020, so far as the Directors were aware, the following persons/entity (not being the Directors or chief executives of the Company) had, or were deemed to have interests or short positions in the Shares and underlying Shares of the Company or any of its associated corporations which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under Section 336 of the SFO:

主要股東於股份及相關股份的權益及淡倉

於二零二零年三月三十一日，就董事所知，以下人士／實體（並非董事或本公司主要行政人員）於本公司或其任何相聯法團的股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部須通知本公司或已於本公司根據證券及期貨條例第336條須記錄於存置之登記冊的權益或淡倉：

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

Note:

- The letter "L" denotes the person's/entity's long position in the Shares or the relevant Group member.
- Ms. Cheung Shuk Fong, the spouse of Mr. Lau Chi Wah, is deemed to be interested in Mr. Lau's interest in our Company by virtue of the SFO.
- The pledge of 53,146,830 Shares held by Lau CW Company Limited to Banco Well Link, S.A., had been released as at the date of this annual report.

註：

- 字母「L」指該人士／實體於本公司或相關集團成員公司股份的好倉。
- 根據證券及期貨條例，劉志華先生的配偶張淑芳女士被視為於劉先生在本公司的權益中擁有權益。
- 有關Lau CW Company Limited持有之53,146,830股股份抵押予立橋銀行股份有限公司已於本年報日期解除。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the total number of issued shares of the Company as at 31 March 2020 which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Interests and Short Positions of Directors and Chief Executives in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" above, at no time during FY 2019/20 was the Company or any of its subsidiaries or any holding company or any subsidiary of the Company's holding company, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Group, none of the Directors was interested in any business which competes or is likely to compete with the businesses of the Group for FY 2019/20.

CONNECTED TRANSACTIONS

During FY 2019/20, the Group had the following connected transaction, the disclosure requirements of which were complied with in accordance with Chapter 14A of the Listing Rules:

On 18 January 2020, the Group entered into an agreement for sale and purchase in respect of the acquisition of the entire equity interest of Grand Victor Enterprise Company Limited ("Grand Victor") and its shareholder's loan at an aggregate cash consideration of HK\$18,800,000 (the "Acquisition"). Immediately prior to the Acquisition, Grand Victor was owned as 95% by Grand Ming Holdings Limited (a company owned as to 90% and 10% by Mr. Chan Hung Ming, a controlling shareholder and an executive Director of the Company, and Mr. Lau Chi Wah, an executive Director of the Company, respectively) and 5% by Mr. Chan Hung Ming. Grand Victor is therefore a connected person of the Group and the Acquisition constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. Since one or more of the applicable percentage ratios in respect of the Acquisition exceeded 0.1% but all applicable percentage ratios were less than 5%, the Acquisition was subject to the reporting and announcement requirements but is exempt from the circular (including the independent financial advice) and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Acquisition was completed on 21 January 2020. Details of the Acquisition was set out in the announcement of the Company dated 20 January 2020.

除上文所披露者外，於二零二零年三月三十一日，本公司並無獲通知本公司已發行股份總數中有任何其他相關權益或淡倉須根據證券及期貨條例第XV部第2及3分部條文向本公司披露，或已記錄於本公司根據證券及期貨條例第336條須予存置的登記冊內。

董事購買股份或債權證的權利

除上文「董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉」一節所披露者外，本公司或其任何附屬公司、控股公司或本公司控股公司的任何附屬公司於2019/20年度概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體的股份或債權證而獲益，亦無董事或彼等的任何配偶或十八歲以下的子女獲授任何權利以認購本公司或任何其他法人團體的股權或債務證券或已行使任何有關權利。

董事於競爭業務的權益

除董事各自於本集團的權益外，於2019/20年度彼等並無於任何與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

關連交易

於2019/20年度期間，本集團進行下列關連交易，並已遵守根據上市規則第14A章之披露規定：

於二零二零年一月十八日，本集團訂立買賣協議，以總現金代價18,800,000港元收購駿豪企業有限公司（「駿豪」）之全部已發行股本及其股東貸款（「收購事項」）。在收購事項前，駿豪由佳明控股有限公司（由本公司控股股東及執行董事陳孔明先生及本公司執行董事劉志華先生分別擁有其90%及10%權益）擁有其95%權益，及陳孔明先生擁有其5%權益。因此，駿豪為本集團關聯人士及根據上市規則第14A章收購事項構成關聯交易。由於有關收購事項之一項或多項適用百分比率超過0.1%，但所有適用百分比率均低於5%，故收購事項須遵守上市規則第14A章項下之申報及公佈規定，惟獲豁免遵守通函（包括獨立財務意見）及獨立股東批准之規定。收購事項於二零二零年一月二十一日完成。收購事項之詳情刊載於本公司於二零二零年一月二十日之公佈中。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Grand Victor is an investment holding company and has no other substantial business save as the holding of the entire equity interest of Guangxi Jiaming Property Development Co., Ltd. ("Guangxi Jiaming"). Guangxi Jiaming is principally engaged in property development in Guangxi Province of the Mainland China.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

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

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

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

MANAGEMENT CONTRACTS

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

DIRECTORS' REMUNERATION

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

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

The Controlling Shareholder had confirmed to the Company of his compliance with the non-competition undertakings provided to the Company under the Deed of Non-Competition (as defined in the Prospectus). The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the Controlling Shareholder.

駿豪為一間投資控股公司，除持有廣西佳明房地產開發有限責任公司（「廣西佳明」）之全部股權外並無其他重大經營業務。廣西佳明主要於中國內地廣西省從事物業發展業務。

董事於交易、安排或重大合約中的權益

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

控股股東於合約中的權益

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

管理合約

年內並無訂立或存在任何與本公司全部或大部分業務有關的管理及行政事宜的合約。

董事薪酬

董事年內薪酬的詳情載於財務報表附註11。

控股股東的不競爭承諾

控股股東已向本公司確認，其已根據不競爭契據（定義見招股章程）遵守向本公司作出的不競爭承諾。獨立非執行董事已審閱合規情況，並確認控股股東已遵守不競爭契據項下的所有承諾。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

PENSION SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules.

In addition to the MPF Scheme in Hong Kong, the Group is also required to contribute a certain percentage of employee’s monthly basic salaries to the defined contribution retirement scheme in the People’s Republic of China.

During FY 2019/20, the aggregate amounts of employer’s contributions made by the Group were approximately HK\$2.67 million.

SHARE OPTION SCHEME

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

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

退休金計劃

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

除香港的強積金計劃外，本集團還須根據中華人民共和國退休金計劃按員工每月基本薪金的指定比例作出定額供款。

本集團於2019/20年度僱主供款總額約267萬港元。

購股權計劃

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

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

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

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

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

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

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

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

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

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

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

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

自採納日期直至本報告日期，概無任何購股權根據計劃被授出、行使或註銷。

REPORT OF THE DIRECTORS (*Continued*)

董事會報告 (續)

SHARE AWARD PLAN

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

股份獎勵計劃

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

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

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

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

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during FY 2019/20.

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

自採納日期直至本報告日期，概無任何股份根據股份獎勵計劃用作獎勵。

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於2019/20年度期內概無購買、贖回或出售本公司任何上市證券。

REPORT OF THE DIRECTORS (*Continued*)

董事會報告 (續)

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the Corporate Governance Code ("CG Code") as contained in Appendix 14 to the Listing Rules throughout the FY 2019/20. Details are set out in the Corporate Governance Report on pages 37 to 48.

TAX RELIEF AND EXEMPTION

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

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

The consolidated financial statements for FY 2019/20 have been audited by BDO Limited. A resolution for the re-appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chan Hung Ming
Chairman

Hong Kong, 5 June 2020

企業管治

董事認為，本公司於2019/20年度內已遵守上市規則附錄十四內企業管治守則所載所有守則條文。有關詳情載於第37至48頁的「企業管治報告」內。

稅務寬減及豁免

本公司概不知悉有任何因股東持有本公司證券而向彼等提供之稅務寬減及豁免。

充足公眾持股量

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

核數師

2019/20年度的綜合財務報表已由香港立信德豪會計師事務所有限公司審核。將於即將舉行的股東週年大會上提呈重新委任香港立信德豪會計師事務所有限公司作為本公司核數師的決議案。

代表董事會

主席
陳孔明

香港，二零二零年六月五日

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Details of the biographies of Directors and senior management as of 31 March 2020 are listed as follows:

EXECUTIVE DIRECTORS

Mr. Chan Hung Ming, aged 66, is our chairman and executive Director. He is also our Controlling Shareholder and a director of all subsidiaries of our Group. Pursuant to Part XV of the SFO, Mr. Chan is interested in 478,321,470 Shares, representing 67.39% of the number of the issued shares of the Company, as at the date of this annual report.

Mr. Chan is a co-founder of our Group and has participated in the management of our Group since 1995. He is primarily responsible for formulating the overall strategic development and direction of the business development of our Group. He has accumulated over 46 years' experience in construction and property development field and 12 years' experience data centre premises leasing business.

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

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

Mr. Lau Chi Wah, aged 55, is our executive Director and chief executive officer. He is also a director of all subsidiaries of our Group. Pursuant to Part XV of the SFO, Mr. Lau is interested in 53,146,830 Shares, representing 7.49% of the number of the issued shares of the Company, as at the date of this annual report.

Mr. Lau is a co-founder of our Group and has participated in the management of our Group since 1995. He is primarily responsible for formulating the overall strategic planning of our Group and overseeing the business development, administrative and compliance matters of our Group. He had over 31 years of audit, accounting and finance experience.

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

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

董事及高級管理人員截至二零二零年三月三十一日止的履歷詳情如下：

執行董事

陳孔明先生，66歲，為本公司主席兼執行董事。陳先生亦為我們的控股股東和本集團所有附屬公司的董事。根據證券及期貨條例第XV部，陳先生於本年報日期擁有478,321,470股股份權益，佔本公司已發行股份數目67.39%。

陳先生為本集團的共同創辦人，自一九九五年起參與本集團的管理。彼主要負責制定本集團業務發展的整體發展策略及方向。彼於建築及物業發展領域擁有逾四十六年經驗。此外，在數據中心物業租賃業務方面擁有十二年經驗。

陳先生持有由香港理工學院（現稱香港理工大學）頒發的建築技術高級證書。

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

劉志華先生，55歲，為本公司執行董事兼行政總裁，亦為本集團所有附屬公司的董事。根據證券及期貨條例第XV部，劉先生於本年報日期擁有53,146,830股股份權益，佔本公司已發行股份數目7.49%。

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

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

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

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

Mr. Yuen Ying Wai, aged 57, is our executive Director. He also holds directorship in most of the subsidiaries of our Group. Mr. Yuen joined our Group in 2001 and has participated in the management of our Group since 2007.

Mr. Yuen is responsible for the overall management of the construction and data centre premises leasing business. He has over 36 years' experience in quantity surveying and construction project management and 12 years' experience in the construction of high tier data centre and the related leasing matters.

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

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

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

Mr. Kwan Wing Wo, aged 52, is our executive Director and chief financial officer. He also holds directorship in certain subsidiaries of our Group. Mr. Kwan joined the Group in 2008 and has participated in the management of the Group since then.

Mr. Kwan is responsible for the corporate finance, accounting, taxation, investment and administrative matters of our Group. He has over 29 years' experience in auditing, accounting and finance field. Prior to joining our Group, Mr. Kwan held a management position in a listed company in Hong Kong for 12 years and was mainly responsible for its finance, financial reporting obligations, accounting, taxation and administrative matters.

袁英偉先生，57歲，為本公司執行董事，並擔任本集團大部份附屬公司的董事。袁先生於二零零一年加入本集團，自二零零七年起參與本集團的管理。

袁先生負責建築及數據中心租賃業務的整體管理。彼於工料測量及建築項目管理方面擁有逾三十六年經驗，並於建造高端數據中心及相關租賃事宜方面擁有十二年經驗。

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

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

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

關永和先生，52歲，為本公司執行董事兼財務總監，亦於本集團若干附屬公司擔任董事。彼於二零零八年加入本集團，並自始參與本集團的管理。

關先生負責本集團的企業財務、會計、稅務、投資及行政事宜。彼在審核、會計及財務領域擁有逾二十九年經驗。加入本集團前，關先生在一間香港上市公司擔任管理層職位十二年，主要負責其財務、財務匯報責任、會計、稅務及行政事宜。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

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

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

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tsui Ka Wah, aged 67, is our independent non-executive Director since 23 July 2013. He is also the chairman of the remuneration committee ("Remuneration Committee") and a member of each of the audit committee ("Audit Committee") and the nomination committee ("Nomination Committee") of the Company.

Mr. Tsui has 32 years of banking experience with the United States and local banks, and has held various management positions in corporate, retail and private banking. Currently he holds the position of chief executive officer of SME Credit Company Limited. He is also an independent non-executive director of Oriental Explorer Holdings Limited (stock code: 430), Multifield International Holdings Limited (stock code: 898) and Southeast Asia Properties & Finance Limited (stock code: 252) respectively, whose shares are listed on the Main Board of the Stock Exchange.

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

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

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

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

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

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

獨立非執行董事

徐家華先生，67歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會的成員。

徐先生於美資銀行及本地銀行擁有三十二年銀行業經驗，且於企業銀行、零售銀行及私人銀行擔任過不同管理層職位。彼現於中小企財務有限公司擔任行政總裁。彼亦分別為東方網庫控股有限公司（股份代號：430）、萬事昌國際控股有限公司（股份代號：898）及華信地產財務有限公司（股份代號：252）的獨立非執行董事，該等公司的股份於聯交所主板上市。

徐先生持有由香港中文大學頒授的文學士學位及工商管理碩士學位。

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

徐先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

Mr. Kan Yau Wo, aged 67, is our independent non-executive Director since 23 July 2013. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company.

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

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

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

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

Mr. Mok Kwai Pui Bill, aged 59, is our independent non-executive Director since 23 July 2013. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Mok has 32 years' experience in accounting, finance and banking in Hong Kong and Mainland China with specific expertise in managing financial and accounting operations, fund raising, investor relations and executing corporate strategy. Currently he is the chief financial officer and company secretary of China Education Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 839). He has also been serving as an independent non-executive director of PF Group Holdings Limited, which was listed on the GEM of the Stock Exchange (stock code: 8221), since December 2016.

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

簡友和先生，67歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司提名委員會主席以及審核委員會及薪酬委員會的成員。

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

簡先生畢業於英國赫爾大學，獲頒計算機科學及數學理學學士學位(一級榮譽)。

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

簡先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

莫貴標先生，59歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席以及薪酬委員會及提名委員會的成員。

莫先生於香港及中國內地的會計、財務及銀行領域擁有三十二年經驗，並在管理財務及會計營運、籌募資金、投資者關係及實施企業策略方面具備專業知識。彼現於中國教育集團控股有限公司(一家在聯交所主板上市的公司，股份代號：839)擔任首席財務官和公司秘書。彼亦自二零一六年十二月起擔任PF Group Holdings Limited(一家在聯交所GEM上市的公司，股份代號：8221)的獨立非執行董事。

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

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

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

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

Mr. Lee Chung Yiu Johnny, aged 76, is our independent non-executive Director since 23 July 2013. He is also a member of each of the Audit Committee, Remuneration Committee and the Nomination Committee of the Company.

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

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

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

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

SENIOR MANAGEMENT

Mr. Au-Yeung Yiu Wai, aged 63, joined our group in 1997 and is a project director of our construction business responsible for supervising our project managers and overseeing the construction matters. He is also a director of Grand Tech Construction Company Limited. Mr. Au-Yeung possesses over 39 years' experience in the construction industry.

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

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

莫先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

李宗耀先生，76歲，於二零一三年七月二十三日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、薪酬委員會及提名委員會的成員。

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

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

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

李先生與任何現任董事、高級管理層、主要股東或控股股東概無關連。

高級管理層

歐陽耀偉先生，63歲，於一九九七年加入本集團，為我們建築業務的項目總監，負責管理我們的項目經理及監督建築事宜。彼亦為佳盛建築有限公司的董事。歐陽先生擁有逾三十九年建造業經驗。

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

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

Mr. Ng Kwok Fong, aged 49, joined our group in 1998 and is the technical director of our construction business in respect of our building design and construction projects and the Group's risk officer ("Group Risk Officer"). He is also a director of Grand Tech Construction Company Limited.

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

Mr. Chan Sik Nin, aged 55, joined our group in 2013 and is the general manager of our data centre leasing business responsible for such business development and operation. Mr. Chan possesses over 16 years' experience in the data centre industry and managed to succeed major deals in providing high-tier data centre services for meeting the stringent requirements from customers. Prior to joining our Group, he was the Vice President of Sales & Business Development, and then re-designated as the Vice President of Corporate Development of iAdvantage Limited, a subsidiary of SUNeVision Holdings Ltd. (stock code: 1686) whose shares are listed on the Main Board of the Stock Exchange.

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

Ms. Ngan King Fung, aged 53, joined our group in 2016 and is the director of sales & marketing responsible for all aspects of sales and marketing of our properties portfolio in the Hong Kong property market. Ms. Ngan has over 28 years' extensive experience in sales and marketing field of the property industry. Prior to joining our group, she worked for various listed developer companies in Hong Kong and was responsible for their development's sales and marketing matters.

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

伍國方先生，49歲，於一九九八年加入本集團，為我們建築業務的建築設計和施工項目技術總監以及集團風險總監。彼亦為佳盛建築有限公司的董事。

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

陳錫年先生，55歲，於二零一三年加入本集團，為我們數據中心租賃業務的總經理，負責其業務發展及營運。陳先生於數據中心行業具備逾十六年經驗，成功承接多項涉及客戶嚴格要求的高端數據中心服務的重大交易。加入本集團前，彼擔任新意網集團有限公司（股份代號：1686，其股份於聯交所主板上市）的附屬公司互聯優勢有限公司的銷售與業務部副總裁，其後獲調任該公司企業發展部副總裁。

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

顏景鳳女士，53歲，於二零一六年加入本集團，為我們營業及市務總監，負責集團旗下物業發展項目之銷售及營銷事宜。顏女士擁有逾二十八年房地產銷售及營銷經驗。加入本集團前，彼在數間上市房地產發展商公司負責銷售及營銷旗下發展項目事務。

顏女士持有英國威爾斯大學工商管理碩士學位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層履歷 (續)

COMPANY SECRETARY

Mr. Leung Wai Chuen, aged 54, is the company secretary of the Company since July 2013. Mr. Leung has over 29 years' experience in auditing, accounting, financial management and company secretarial matters. Prior to joining our Group, he worked for and held senior positions in various listed companies in Hong Kong and was responsible for their finance, accounting and company secretarial functions. Mr. Leung is currently an independent non-executive director of E Lighting Group Holdings Limited (stock code: 8222), a company listed on the GEM of the Stock Exchange. He was also a non-executive director of MOS House Group Limited (stock code: 1653) from November 2017 to August 2019, a company listed on the Main Board of the Stock Exchange.

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

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

公司秘書

梁偉泉先生，54歲，自二零一三年七月起為本公司的公司秘書。梁先生在審核、會計、財務管理及公司秘書領域擁有逾二十九年經驗。加入本集團前，彼曾於多家香港上市公司工作及擔任高級職務，負責該等公司的財務、會計及公司秘書職能。梁先生現時為壹照明集團控股有限公司（一家在聯交所GEM上市的公司，股份代號：8222）的獨立非執行董事。彼亦於二零一七年十一月至二零一九年八月擔任MOS House Group Limited（一家在聯交所主板上市的公司，股份代號：1653）之非執行董事。

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMITMENT TO CORPORATE GOVERNANCE

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

CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the CG Code as contained in Appendix 14 to the Listing Rules throughout FY 2019/20.

BOARD OF DIRECTORS

1. Responsibilities of the Board

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

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

2. Board Composition

The Board currently comprises eight members, as detailed below:

Executive Directors	Independent Non-Executive Directors
Mr. Chan Hung Ming (<i>Chairman</i>)	Mr. Tsui Ka Wah
Mr. Lau Chi Wah	Mr. Kan Yau Wo
Mr. Yuen Ying Wai	Mr. Mok Kwai Pui Bill
Mr. Kwan Wing Wo	Mr. Lee Chung Yiu Johnny

The biographical details of the Directors are set out on pages 30 to 34 of this annual report. There is no financial, business, family or other material/relevant relationship among members of the Board. A list of Directors and their roles and functions has been published on the Company's website.

對企業管治的承擔

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

企業管治守則

本公司於2019/20年度應用上市規則附錄十四企業管治守則所載原則並遵守適用守則條文。

董事會

1. 董事會責任

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

日常營運及行政事宜授予本集團管理層負責，並由執行董事帶領。

2. 董事會組成

董事會現有以下八位成員：

執行董事	獨立非執行董事
陳孔明先生 (主席)	徐家華先生
劉志華先生	簡友和先生
袁英偉先生	莫貴標先生
關永和先生	李宗耀先生

董事的個人資料詳列於本年報第30至34頁。董事會成員之間概無任何財務、業務、家族或其他重大／相關的關係。董事名單與其角色和職能已登載於本公司網頁。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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

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

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

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

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

Save as disclosed in the section headed "Biographies of Directors and Senior Management" in this annual report, there is no financial, business, family or other material/relevant relationship among members of the Board.

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

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

於物色合適的董事人選時，提名委員會將參考建議候選人的技能、經驗、教育背景、專業知識、個人誠信及可付出的時間，以及本公司的需要及該職位所須遵守的其他相關法定要求及法規進行篩選。所有候選人必須符合上市規則第3.08條及第3.09條所訂明的標準。將獲委任為獨立非執行董事的候選人亦符合上市規則第3.13條所訂明的獨立性標準。合資格候選人隨後將獲推薦予董事會審批。

各執行董事已於本集團服務超過六年，而全體獨立非執行董事於上市日期起獲委任。獨立非執行董事的委任年期指定不多於三年。根據章程細則，董事需要輪值退任，惟符合資格在本公司股東週年大會上重選連任董事。

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

除本年報內「董事及高級管理層履歷」一節所披露者外，各董事會成員之間並無財政、業務、家族或其他重要／相關的關係。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

3. Board and Board Committee Meetings

The Board's attendance in the general meetings, board meetings and board committee meetings during FY 2019/20 are as follows:

		Meetings Attended/Held 會議出席次數／總數				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Executive Directors 執行董事						
Mr. Chan Hung Ming	陳孔明先生	6/6	-	-	-	1/1
Mr. Lau Chi Wah	劉志華先生	6/6	-	-	-	1/1
Mr. Yuen Ying Wai	袁英偉先生	6/6	-	-	-	1/1
Mr. Kwan Wing Wo	關永和先生	6/6	-	-	-	1/1
Independent Non-Executive Directors 獨立非執行董事						
Mr. Tsui Ka Wah	徐家華先生	6/6	2/2	1/1	1/1	1/1
Mr. Kan Yau Wo	簡友和先生	6/6	2/2	1/1	1/1	1/1
Mr. Mok Kwai Pui Bill	莫貴標先生	6/6	2/2	1/1	1/1	1/1
Mr. Lee Chung Yiu Johnny	李宗耀先生	6/6	2/2	1/1	1/1	1/1

4. Conflict of Interest

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

5. Directors' and Officers' Liability Insurance

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

3. 董事會及董事委員會會議

董事會於2019/20年度出席股東大會、董事會會議及董事委員會會議如下：

		Meetings Attended/Held 會議出席次數／總數				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會

Executive Directors 執行董事						
Mr. Chan Hung Ming	陳孔明先生	6/6	-	-	-	1/1
Mr. Lau Chi Wah	劉志華先生	6/6	-	-	-	1/1
Mr. Yuen Ying Wai	袁英偉先生	6/6	-	-	-	1/1
Mr. Kwan Wing Wo	關永和先生	6/6	-	-	-	1/1
Independent Non-Executive Directors 獨立非執行董事						
Mr. Tsui Ka Wah	徐家華先生	6/6	2/2	1/1	1/1	1/1
Mr. Kan Yau Wo	簡友和先生	6/6	2/2	1/1	1/1	1/1
Mr. Mok Kwai Pui Bill	莫貴標先生	6/6	2/2	1/1	1/1	1/1
Mr. Lee Chung Yiu Johnny	李宗耀先生	6/6	2/2	1/1	1/1	1/1

4. 利益衝突

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

5. 董事及高級職員責任保險

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

6. Directors' Time Commitments and Trainings

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

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

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

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

6. 董事投入時間及培訓

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

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

主席及行政總裁

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

主席及行政總裁目前分別由陳孔明先生及劉志華先生擔任，兩者的責任有明確區分。

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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

CORPORATE GOVERNANCE FUNCTIONS

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

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

The Board had reviewed the corporate governance matters of the Company for FY 2019/20. The Company had complied with the principles and applicable code provisions of the CG Code.

BOARD COMMITTEES

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

1. Remuneration Committee

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

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

企業管治職能

董事會負責履行企業管治職責。以下為董事會之主要企業管治職責：

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

董事會已檢討本公司於2019/20年度之企業管治事宜。本公司已遵守企業管治守則之原則及適用守則條文。

董事委員會

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

1. 薪酬委員會

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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

During FY 2019/20, the Remuneration Committee held one meeting to review the remuneration policy and structure of the Directors and senior management, review and make recommendations to the Board on the annual emoluments of the Directors and other related matters.

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

2. Audit Committee

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

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

The Audit Committee held two meetings during FY 2019/20. The committee members also met in separate session with the external auditor without the presence of executive Directors.

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

薪酬委員會於2019/20年度期內舉行一次會議,檢討董事及高級管理層的薪酬政策及結構,同時就董事及高級管理層的年度薪酬以及其他相關事宜向董事會提出建議。

董事及高級管理層的薪酬詳情分別載於財務報表附註11及12(b)。

2. 審核委員會

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

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

審核委員會於2019/20年度期內舉行兩次會議。委員會成員亦與外聘核數師單獨會議,會上並無執行董事在場。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The work of the Audit Committee during the year included:

- (i) reviewed the audited financial statements and annual results announcement for the year ended 31 March 2019;
- (ii) reviewed the unaudited financial statements and interim results announcement for the six months ended 30 September 2019; and
- (iii) reviewed the adequacy and effectiveness of the Group's risk management and internal controls system for FY 2019/20 based on the assessments made by the Group Risk Officer and the review report undertaken by the internal auditor of the Group (the "Internal Auditor").

The Group's audited financial statements and annual results announcement for FY 2019/20 were reviewed by the Audit Committee on 5 June 2020.

3. Nomination Committee

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

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

The Nomination Committee held one meeting during FY 2019/20 to review the size, composition and diversity of the Board by taking into account the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership.

年內審核委員會的工作包括：

- (i) 審閱截至二零一九年三月三十一日止年度的經審核財務報表及全年業績公佈；
- (ii) 審閱截至二零一九年九月三十日止六個月的未經審核財務報表及中期業績公佈；及
- (iii) 根據集團風險總監所作的評估及本集團內部審計師（「內部審計師」）發出的檢討報告，審閱本集團於2019/20年度之風險管理及內部監控系統的適切性和效率。

審核委員會於二零二零年六月五日審閱本集團2019/20年度的經審核財務報表及全年業績公佈。

3. 提名委員會

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

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

提名委員會於2019/20年度期間舉行一次會議，以考慮平衡本集團業務發展需求和有效領導所需技能與經驗，檢討董事會的人數、組成及成員多元化。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in the Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiries to all Directors by the Company, all Directors confirmed their compliance with the required standard set out in the Model Code throughout FY 2019/20.

FINANCIAL REPORTING

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

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

AUDITOR'S REMUNERATION

The remuneration in respect of audit and non-audit services provided by the Company's external auditor to the Group during FY 2019/20 are approximately HK\$1,088,000 (2019: HK\$962,000) and HK\$145,000 (2019: HK\$140,000) respectively. The non-audit services mainly include the Group's tax reporting services.

RISK MANAGEMENT AND INTERNAL CONTROLS

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

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

董事之證券交易

本公司已採納上市規則附錄十所載之標準守則，作為監察董事進行證券交易的操守守則。經本公司向全體董事作出具體查詢後，全體董事均確認彼等於2019/20年度內一直遵守標準守則所規定的準則。

財務報告

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

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

核數師酬金

就本公司外聘核數師於2019/20年度向本集團提供的審計及非審計服務的酬金分別約為1,088,000港元（二零一九年：962,000港元）及145,000港元（二零一九年：140,000港元）。非審計服務主要包括本集團稅務申報服務。

風險管理及內部控制

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

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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

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

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

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

INSIDE INFORMATION

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

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

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

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

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

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

內幕消息

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

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

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

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

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

SHAREHOLDER RIGHTS

1. Convening Extraordinary General Meetings ("EGM")

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

- (i) One or more Shareholders ("Requisitionist(s)") holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, shall have the right, by written notice, to require an EGM to be called by the directors for the transaction of any business specified in such requisition.
- (ii) Such requisition shall be made in writing to the Board or the company secretary of the Company by post to the Company's headquarter in Hong Kong at 22/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong, or by email to info@grandming.com.hk.

與股東及投資者的溝通

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

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

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

本公司已制定股東通訊政策及登載於本公司網站，並將定期檢討以確保其成效。

股東權利

1. 召開股東特別大會

以下為股東根據章程細則召開本公司股東特別大會的程序：

- (i) 須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東（「遞呈要求人士」）要求時召開，彼等將有權以書面形式向董事就有關要求中指明的任何業務交易召開股東特別大會。
- (ii) 該項要求須以書面形式郵寄至本公司地址位於香港九龍尖沙咀漆咸道南39號鐵路大廈22樓的香港總辦事處或電郵至 info@grandming.com.hk 的方式向董事會或本公司公司秘書提呈。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

- (iii) The EGM shall be held within two months after the deposit of such requisition.
- (iv) If the Board fails to proceed to convene the EGM within 21 days of such deposit, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

2. Procedures for Putting Forward Proposals at Shareholders' Meetings

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

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

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

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

- (ii) Other Proposals:

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

- (iii) 股東特別大會須於該項要求遞呈後兩個月內舉行。
- (iv) 倘董事會未有於有關遞呈後二十一日內召開股東特別大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的所有合理開支。

2. 於股東大會上提出議案之程序

- (i) 提名一名董事以外之人士參選董事之議案：

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

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

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

- (ii) 其他議案：

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

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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

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

3. Procedures for Directing Shareholders' Enquiries to the Board

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

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

CONSTITUTIONAL DOCUMENTS

During FY 2019/20, the Company did not amend its constitutional documents.

COMPANY SECRETARY

The company secretary supports the chairman, the Board and the board committees by ensuring good information flow and Board policy and procedures are followed. The company secretary is an employee of the Company and is appointed by the Board. The company secretary reports to the chairman and chief executive officer. All directors may call upon him for advice and assistance at any time in respect of his duties. The company secretary obtained a practitioner's endorsement of The Hong Kong Institute of Chartered Secretaries and has taken no less than 15 hours of relevant professional training in compliance with the Rule 3.29 of the Listing Rules. The biographical details of the company secretary are shown on page 36 of this annual report.

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

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

3. 股東向董事會提出查詢的程序

股東可經以下方式向本公司公司秘書或董事會提交書面查詢連同其聯絡詳情：

- (i) 郵寄至本公司香港總辦事處，地址為香港九龍尖沙咀漆咸道南39號鐵路大廈22樓；或
- (ii) 電郵至 info@grandming.com.hk

章程文件

本公司於2019/20年度期內並無修訂其章程文件。

公司秘書

公司秘書支援主席、董事會及董事委員會，確保資訊無阻以及遵循董事會政策及程序。公司秘書為本公司僱員並由董事會委任。公司秘書向主席及行政總裁匯報。所有董事可隨時要求公司秘書提供有關其職責的意見和協助。公司秘書持有香港特許秘書公會執業者認可證明，並已參與不少於十五小時的相關專業培訓，符合上市規則第3.29條。公司秘書的個人履歷載於本年報第36頁。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

OPINION

We have audited the consolidated financial statements of Grand Ming Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 57 to 151, which comprise the consolidated statement of financial position as at 31 March 2020, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致佳明集團控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核列載於第57至151頁佳明集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,其包括於二零二零年三月三十一日的綜合財務狀況表,以及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及財務報表附註(包括主要會計政策概要)。

吾等認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而公平地反映 貴集團於二零二零年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港《公司條例》的披露要求而妥為編製。

意見基礎

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

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS

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

Valuation of investment properties

Investment properties consist of two high-tier data centres, namely iTech Tower 1 and iTech Tower 2 (the "Data Centres"). As disclosed in note 15 to the financial statements, the carrying value of the Group's investment properties amounted to HK\$3,643,000,000 as at 31 March 2020 representing 38% of the Group's total assets.

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

關鍵審核事項

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

投資物業的估值

投資物業包括 iTech Tower 1 及 iTech Tower 2 兩座高端數據中心（「數據中心」）。誠如財務報表附註15披露，於二零二零年三月三十一日，貴集團投資物業的賬面價值為3,643,000,000港元，佔貴集團總資產38%。

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

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告 (續)

KEY AUDIT MATTERS (continued)

Valuation of investment properties (continued)

Our responses:

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

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

Recognition on contract revenue

As disclosed in note 7 to the financial statements, revenue derived from building construction for the year ended 31 March 2020 amounted to approximately HK\$497,147,000, representing 55% of the Group's revenue.

Contract revenue is recognised over time on the basis of direct measurements of the value to the customers of the services relative to the remaining services promised under the contract to the performance completed to date. Details of the Group's accounting policy is disclosed in note 4 to the financial statements. This recognition method involves the making of assumptions, which involve judgements, including estimated percentage of work performed and the reasonableness and accuracy of forecasted costs to complete.

關鍵審核事項 (續)

投資物業的估值 (續)

吾等的回應：

吾等就評估投資物業估值之恰當性的程序包括：

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

合約收益的確認

誠如財務報表附註7所披露，截至二零二零年三月三十一日止來自樓宇建造的收益為497,147,000港元，佔 貴集團收益55%。

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

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (continued)

Recognition on contract revenue (continued)

Our responses:

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

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

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises information included in this annual report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Environmental, Social and Governance Report, which is expected to be made available to us after that date.

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

關鍵審核事項(續)

投資物業的估值(續)

吾等的回應:

吾等就評估樓宇建造收益和相關成本之確認之恰當性的程序包括:

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

其他資料

董事須對其他資料負責。其他資料包括吾等在核數師報告日期之前獲得本年報所載的資料,以及預期於核數師報告日期後提供予吾等的「環境、社會和管治報告」,惟不包括綜合財務報表及吾等就此出具之核數師報告。

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

INDEPENDENT AUDITOR'S REPORT *(Continued)*

獨立核數師報告 (續)

OTHER INFORMATION *(continued)*

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料 (續)

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

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

董事就綜合財務報表須承擔的責任

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

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

董事亦須負責監督本集團的財務報告流程。審計委員會協助董事履行其職責。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

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

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

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

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

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

核數師就審核綜合財務報表承擔的責任

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

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

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

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

INDEPENDENT AUDITOR'S REPORT *(Continued)*

獨立核數師報告 (續)

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

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

核數師就審核綜合財務報表承擔的責任 (續)

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

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

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

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

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

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

BDO Limited

Certified Public Accountants

Wan Che Bun

Practising Certificate Number P05804

Hong Kong, 5 June 2020

核數師就審核綜合財務報表承擔的責任(續)

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

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

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

香港立信德豪會計師事務所有限公司

執業會計師

尹子斌

執業證書編號P05804

香港,二零二零年六月五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 March 2020 (Expressed in Hong Kong dollars)
截至二零二零年三月三十一日止年度（以港元列示）

		Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue	收益	7(a)	902,596	613,410
Direct costs	直接成本		(682,308)	(346,962)
Gross profit	毛利		220,288	266,448
Other income and gain/(loss), net	其他收入及收益／（虧損）淨額	7(e)	9,290	4,487
Selling expenses	銷售開支		(69,179)	(26,676)
General and administrative expenses	一般及行政開支		(39,455)	(33,093)
Changes in fair value of investment properties	投資物業之公平值變動	15	(10,344)	19,419
Profit from operations	經營溢利		110,600	230,585
Finance costs	財務成本	8(a)	(67,328)	(53,471)
Profit before taxation	除稅前溢利	8	43,272	177,114
Income tax expenses	所得稅支出	9(a)	(9,443)	(28,114)
Profit for the year	年內溢利		33,829	149,000
			HK cents 港仙	HK cents 港仙
Earnings per share (reported earnings per share)	每股盈利（賬目所示之每股盈利）			
– Basic and Diluted	– 基本及攤薄	14(a)	4.8	21.0
Earnings per share (underlying earnings per share)	每股盈利（每股基礎盈利）			
– Basic and Diluted	– 基本及攤薄	14(b)	6.2	18.3

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

屬於年內溢利應付予本公司擁有人的股息詳情載於財務報表附註13(a)。

The notes on pages 64 to 151 form part of these financial statements.

第64至151頁所載附註屬於本財務報表一部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2020 (Expressed in Hong Kong dollars)
截至二零二零年三月三十一日止年度（以港元列示）

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit for the year	年內溢利	33,829	149,000
Other comprehensive income for the year	年內其他全面收益		
<i>Items that will not be reclassified subsequently to profit or loss:</i>	不會重新分類至損益的項目：		
Financial assets at fair value through other comprehensive income – net movement in fair value reserve	按公平值計入其他全面收益之金融資產 – 公平值儲備的淨變動	(2,596)	(830)
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目：		
Exchange differences on translating foreign operations	換算海外業務的匯兌差額	(587)	–
Cash flow hedges – net movement in hedging reserve	現金流量對沖 – 對沖儲備的淨變動	(15,366)	(29,194)
		(15,953)	(29,194)
Other comprehensive income for the year, net of tax	年內其他全面收益， 扣除稅項	(18,549)	(30,024)
Total comprehensive income for the year	年內全面收益總額	15,280	118,976

The notes on pages 64 to 151 form part of these financial statements.

第64至151頁所載附註屬於本財務報表一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2020 (Expressed in Hong Kong dollars)
於二零二零年三月三十一日 (以港元列示)

			2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		Notes 附註		
Non-current assets	非流動資產			
Fixed assets	固定資產			
– Investment properties	– 投資物業	15	3,643,000	3,595,000
– Property, plant and equipment	– 物業、廠房及設備	15	865,774	864,368
			4,508,774	4,459,368
Deferred tax assets	遞延稅項資產	9(c)(ii)	27,876	12,436
Derivative financial instruments	衍生金融工具	22	–	288
Intangible assets	無形資產		500	500
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產		10,114	12,710
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		7,766	7,220
			4,555,030	4,492,522
Current assets	流動資產			
Inventories of properties	物業存貨	16	2,385,683	2,080,437
Contract assets	合約資產	17	228,303	196,173
Trade and other receivables	應收賬款及其他應收款項	18	170,160	116,918
Tax recoverable	可收回稅項	9(c)(i)	3,338	2,000
Derivative financial instruments	衍生金融工具	22	8	–
Restricted and pledged deposits	受限制及已抵押存款	19	2,127,031	104,478
Cash and bank balances	現金及銀行結餘	19	80,059	58,269
			4,994,582	2,558,275

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表 (續)

As at 31 March 2020 (Expressed in Hong Kong dollars)
於二零二零年三月三十一日 (以港元列示)

			2020	2019
			二零二零年	二零一九年
		Notes	\$'000	\$'000
		附註	千元	千元
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	20	252,125	157,744
Contract liabilities	合約負債	17	2,159,022	25,555
Dividend payables	應付股息		354,885	-
Bank loans	銀行貸款	21	664,496	782,538
Tax payable	應付稅項	9(c)(i)	23,727	11,791
			3,454,255	977,628
Net current assets	流動資產淨值		1,540,327	1,580,647
Total assets less current liabilities	總資產減流動負債		6,095,357	6,073,169
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	21	3,603,271	3,188,219
Deferred tax liabilities	遞延稅項負債	9(c)(ii)	48,831	50,653
Derivative financial instruments	衍生金融工具	22	37,896	19,775
			3,689,998	3,258,647
NET ASSETS	資產淨值		2,405,359	2,814,522
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	25	7,098	7,098
Reserves	儲備		2,398,261	2,807,424
TOTAL EQUITY	總權益		2,405,359	2,814,522

On behalf of the Board

代表董事會

Chan Hung Ming
陳孔明
Director
董事

Lau Chi Wah
劉志華
Director
董事

The notes on pages 64 to 151 form part of these financial statements.

第64至151頁所載附註屬於本財務報表一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2020 (Expressed in Hong Kong dollars)
截至二零二零年三月三十一日止年度（以港元列示）

			Share capital	Share premium	Fair value reserve	Hedging reserve	Exchange reserve	Retained profits	Total equity
	Notes		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	附註		千元	千元	千元	千元	千元	千元	千元
At 1 April 2018		於二零一八年四月一日	7,098	98,639	-	12,923	-	2,646,444	2,765,104
Changes in equity for 2019:		二零一九年權益變動:							
Profit for the year		年內溢利	-	-	-	-	-	149,000	149,000
Other comprehensive income	10	其他全面收益	-	-	(830)	(29,194)	-	-	(30,024)
Total comprehensive income for the year		年內全面收益總額	-	-	(830)	(29,194)	-	149,000	118,976
Interim dividends declared and paid in respect of the current year	13(a)	已宣派及支付本年度的中期股息	-	-	-	-	-	(28,391)	(28,391)
Final dividends approved in respect of the previous year	13(b)	批准屬於上一年度的末期股息	-	-	-	-	-	(41,167)	(41,167)
At 31 March 2019 and 1 April 2019		於二零一九年三月三十一日及二零一九年四月一日	7,098	98,639	(830)	(16,271)	-	2,725,886	2,814,522
Changes in equity for 2020:		二零二零年權益變動:							
Profit for the year		年內溢利	-	-	-	-	-	33,829	33,829
Other comprehensive income	10	其他全面收益	-	-	(2,596)	(15,366)	(587)	-	(18,549)
Total comprehensive income for the year		年內全面收益總額	-	-	(2,596)	(15,366)	(587)	33,829	15,280
Interim dividends declared and paid in respect of the current year	13(a)	已宣派及支付本年度的中期股息	-	-	-	-	-	(28,391)	(28,391)
Special dividends declared and payable in respect of the current year	13(a)	已宣派及應付本年度的特別中期股息	-	-	-	-	-	(354,885)	(354,885)
Final dividends approved in respect of the previous year	13(b)	批准屬於上一年度的末期股息	-	-	-	-	-	(41,167)	(41,167)
At 31 March 2020		於二零二零年三月三十一日	7,098	98,639	(3,426)	(31,637)	(587)	2,335,272	2,405,359

The notes on pages 64 to 151 form part of these financial statements.

第64至151頁所載附註屬於本財務報表一部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2020 (Expressed in Hong Kong dollars)
截至二零二零年三月三十一日止年度 (以港元列示)

			2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		Notes 附註		
Operating activities	營運活動			
Profit before taxation	除稅前溢利		43,272	177,114
Adjustments for:	就以下各項作出調整：			
– Interest income	– 利息收入	7(e)	(2,720)	(1,127)
– Dividend income from unlisted fund investments	– 非上市投資基金的股息收入	7(e)	(848)	(850)
– Net foreign exchange loss/(gain)	– 匯兌虧損/(收益)淨額	7(e)	632	(145)
– Changes in fair value of financial assets at fair value through profit or loss	– 按公平值計入損益之金融資產公平值變動	7(e)	(354)	2,814
– Finance costs	– 財務成本	8(a)	67,328	53,471
– Depreciation	– 折舊	8(c)	22,746	14,838
– (Reversal of)/impairment loss on trade receivables	– 應收賬款(撥回減值)/減值虧損	8(c)	(272)	25
– Changes in fair value of investment properties	– 投資物業公平值變動	15	10,344	(19,419)
Changes in working capital:	營運資金之變動：			
– Increase in inventories of properties	– 增加物業存貨		(193,502)	(9,426)
– Decrease in gross amount due from customers for contract work	– 減少應收客戶合約工程毛額		–	32,861
– Increase in contract assets	– 增加合約資產		(21,623)	(194,370)
– (Increase)/decrease in trade and other receivables	– (增加)/減少應收賬款及其他應收款項		(58,589)	238,265
– Increase in restricted deposits	– 增加受限制存款		(1,994,441)	(25,560)
– Increase/(decrease) in trade and other payables	– 增加/(減少)應付賬款及其他應付款項		94,159	(152,022)
– Decrease in gross amount due to customers for contract work	– 減少應付客戶合約工程毛額		–	(1,187)
– Increase in contract liabilities	– 增加合約負債		2,133,467	25,555
Cash generated from operations	營運產生的現金		99,599	140,837
Tax paid	已付稅項		(13,072)	(33,368)
Net cash generated from operating activities	營運活動產生的現金淨額		86,527	107,469

CONSOLIDATED CASH FLOW STATEMENT (Continued)

綜合現金流量表 (續)

For the year ended 31 March 2020 (Expressed in Hong Kong dollars)
截至二零二零年三月三十一日止年度 (以港元列示)

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Investing activities	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(16,762)	(27,748)
Expenditure on investment properties	投資物業開支	(58,344)	(108,767)
Interest received	已收利息	2,720	634
Dividends received from unlisted fund investments	已收非上市投資基金的股息	848	850
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除購入現金	(13,153)	-
	<i>23(a)</i>		
Purchase of fixed assets through acquisition of subsidiaries	透過收購附屬公司購入固定資產	-	(376,394)
Purchase of financial assets at fair value through profit or loss	購入按公平值計入損益之金融資產	-	(731)
Net cash used in investing activities	投資活動所用之現金淨額	(84,691)	(512,156)
Financing activities	融資活動		
Proceeds from bank loans	銀行貸款所得款項	1,485,975	1,113,599
Repayments of bank loans	償還銀行貸款	(1,231,252)	(728,187)
Decrease/(increase) in pledged deposits	減少/(增加)已抵押存款	14,684	(12,617)
Decrease in restricted deposits	減少受限制存款	6,064	-
Interest and other borrowing costs paid	已付利息及其他借款成本	(185,959)	(152,347)
Dividends paid	已付股息	(69,558)	(69,555)
Net cash generated from financing activities	融資活動產生之現金淨額	19,954	150,893
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	21,790	(253,794)
Cash and cash equivalents at the beginning of the year	年初的現金及現金等價物	58,269	312,063
Cash and cash equivalents at the end of the year	年末的現金及現金等價物	80,059	58,269

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The notes on pages 64 to 151 form part of these financial statements.

第64至151頁所載附註屬於本財務報表一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

1. GENERAL INFORMATION

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

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

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 28.

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

(a) Adoption of amendments to HKFRSs – effective on 1 April 2019

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA which are relevant to and effective for the Group's consolidated financial statements for annual year beginning on 1 April 2019:

HKFRS 16	Leases
HK(IFRIC)-Interpretation 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures

1. 一般資料

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

本公司之註冊辦事處及主要營業地點均於本年報的公司資料中披露。

本公司為投資控股公司。其主要附屬公司的主要業務載於附註28。

2. 採納香港財務報告準則

(a) 採納香港財務報告準則(修訂本) – 於二零一九年四月一日生效

本集團於本年度首次採納以下香港會計師公會頒佈的香港財務報告準則(修訂本)，該等準則適用於本集團於二零一九年四月一日或之後開始之年度期間之財務報表：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	附帶負補償的預付款項
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算
香港會計準則第28號(修訂本)	在聯營公司和合資企業的長期權益

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

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

(a) Adoption of amendments to HKFRSs – effective on 1 April 2019 (continued)

Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, Business Combinations; HKFRS 11, Joint Arrangements; HKAS 12, Income Taxes and HKAS 23, Borrowing Costs
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The application of the new or amended HKFRs that are effective from 1 April 2019 has no material impact on the Group’s financial statement.

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

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

Amendments to HKFRS 3	Definition of a Business ¹
Amendments to HKAS 1 and HKAS 8	Definition of Material ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ¹
HKFRS 17	Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

2. 採納香港財務報告準則 (續)

(a) 採納香港財務報告準則 (修訂本) – 於二零一九年四月一日生效 (續)

香港財務報告準則 2015年至2017年週期之年度改進	對香港財務報告準則第3號企業合併、香港財務報告準則第11號合營安排、香港會計準則第12號所得稅及香港會計準則第23號借貸成本的修訂
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採納於二零一九年四月一日生效的新訂或經修訂香港財務報告準則對本集團綜合財務報表並無重大影響。

(b) **已頒佈但尚未生效的新訂或經修訂香港財務報告準則**

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

香港財務報告準則 第3號 (修訂本)	業務的定義 ¹
香港會計準則 第1號和第8號 (修訂本)	重大的定義 ¹
香港財務報告準則 第9號、香港會計準則 第39號及香港財務報告準則 第7號 (修訂本)	利率指標改革 ¹
香港財務報告準則 第17號	保險合約 ²
香港財務報告準則 第10號和香港會計準則 第28號 (修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 ³

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

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

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

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2021
- ³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2018. The effective date has now been deferred/removed. Early application of the amendments of the amendments continue to be permitted.

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

3. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of measurement

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

(c) Functional and presentation currency

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

2. 採納香港財務報告準則 (續)

(b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則 (續)

- ¹ 於二零二零年一月一日或之後開始之年度期間生效
- ² 於二零二一年一月一日或之後開始之年度期間生效
- ³ 該等修訂本原擬於二零一八年一月一日或之後開始之期間生效。該生效日期現已被延後/解除，惟仍可繼續申請提早應用該等修訂

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

3. 編製基準

(a) 合規聲明

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

(b) 計量基準

綜合財務報表乃按歷史成本法編製，惟若干物業及金融工具按下文所載之會計政策以公平值計量。

(c) 功能及呈列貨幣

綜合財務報表以本公司的功能貨幣港元呈列。

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

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

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

Business combination under common control

Business combinations under common control are accounted for in accordance with the HKFRS 3, using the acquisition method (see below).

Business combination for non-common control

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 主要會計政策

(a) 業務合併及綜合基準

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

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

共同控制下之業務合併

共同控制下之業務合併乃根據香港財務報告準則第3號採用收購法入賬（見下文）。

非共同控制下之業務合併

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Business combination and basis of consolidation (continued)

Business combination for non-common control (continued)

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

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

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee; (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

4. 主要會計政策 (續)

(a) 業務合併及綜合基準 (續)

非共同控制下之業務合併 (續)

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

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

(b) 附屬公司

附屬公司乃指本公司可對其行使控制權的被投資方。倘以下三項條件均存在：(i)有權控制被投資方的；(ii)對來自被投資方的浮動回報承擔風險或擁有權利及(iii)能行使對被投資方的權力以影響其浮動回報時，本公司即擁有對被投資方的控制權。當事實及情況表明以上條件已經改變，控制權會被重新評估。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries (continued)

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment losses (see note 4(h)(i), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). The results of subsidiaries are accounted for the Company on the basis of dividend received and receivable.

(c) Intangible assets (other than goodwill)

(i) Intangible assets acquired separately with indefinite useful lives are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, they are carried at cost less any accumulated impairment losses.

Money lender license Indefinite

(ii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

4. 主要會計政策 (續)

(b) 附屬公司 (續)

倘本公司擁有實際能力引導被投資方相關活動，而毋須持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士的數量及分散情況，本公司投票權的數量多少；
- 本公司及其他持有投票權人士所持有的實際潛在投票權；
- 其他合同安排；及
- 參與投票的歷史模式。

在本公司之財務狀況表中，於附屬公司之投資乃按成本減任何累計減值虧損列賬（見附註4(h)(i)，除非該投資被列作可供出售投資（或包括在一個歸類為可供出售組別之中）。本公司將附屬公司的業績按年內已收及應收股息的基準入賬。

(c) 無形資產 (商譽除外)

(i) 個別收購具有永久可使用年期之無形資產初步按成本確認。於業務合併中收購的無形資產之成本乃為收購當日的公平值，其後按成本減累計減值虧損列賬。

放債人牌照 永久

(ii) 減值

具有永久可使用年期之無形資產與未能使用之無形資產不論是否出現任何減值跡象，均會每年將其賬面值與可收回金額比較。倘資產之可收回金額估計將會低於其賬面值，則資產之賬面值將下調至可收金額。減值虧損即時確認為支出。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Derivative financial instruments

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

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

(e) Hedging

Cash flow hedges

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

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

4. 主要會計政策 (續)

(d) 衍生金融工具

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

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

(e) 對沖

現金流量對沖

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

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Hedging (continued)

Cash flow hedges (continued)

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

(f) Fixed assets

(i) **Investment properties**

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

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

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

4. 主要會計政策 (續)

(e) 對沖 (續)

現金流量對沖 (續)

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

(f) 固定資產

(i) **投資物業**

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Fixed assets (continued)

(ii) Other property, plant and equipment

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

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

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

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

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

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

4. 主要會計政策 (續)

(f) 固定資產 (續)

(ii) 其他物業、廠房及設備

其他物業、廠房及設備按成本減去累計折舊及減值虧損列賬(見附註4(h))。

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

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

樓宇	50年
廠房及機器	3至5年
傢具、裝置及設備	3至5年
汽車	5年

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

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

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

(g) A. Leased assets (accounting policies from 1 April 2019)

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. All the leases entered by the Group are short-term and has elected not to recognise right-of-use assets and lease liabilities for leases which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term. The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value.

Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term (see note 4(o)(iii)).

B. Leased assets (accounting policies applied until 31 March 2019)

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

4. 主要會計政策 (續)

(g) A. 租賃資產 (二零一九年四月一日起之會計政策)

所有租賃 (不論為經營租賃或融資租賃) 須於財務狀況表資本化為使用權資產及租賃負債，惟會計政策為實體提供選擇，可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值之租賃進行資本化。本集團訂立的所有租賃均為短期，並選擇不就於開始日期租賃期少於十二個月之租賃確認使用權資產及租賃負債。與該等租賃相關之租賃付款 (如有) 已於租賃期內按直線法支銷。本集團根據香港會計準則第40號按公平值計量以租賃或資本增值為持有目的之租賃土地和建築物。

作為出租人的會計處理

本集團已將其投資物業出租予多名租戶。經營租賃之租金收入於相關租約期限內按直線法於損益中確認。於磋商及安排經營租賃所產生之初期直接成本乃計入租賃資產之賬面值，並按租期以直線法確認為開支 (見附註4(o)(iii))。

B. 租賃資產 (應用至二零一九年三月三十一日的會計政策)

倘本集團決定於協定時間內將特定資產或資產使用權出讓以換取一筆或一連串款項的安排，則包括一項交易或一連串交易的安排屬於或包括一項租賃。該項決定乃基於安排內容的實質評估而作出，而不論該項安排是否採取租賃的法律形式。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) B. Leased assets (accounting policies applied until 31 March 2019) (continued)

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, except where property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as an investment property, is accounted for as if held under a finance lease (see note 4(f)(i)). The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term (see note 4(o)(iii)).

(h) Impairment of assets (other than financial assets)

(i) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired:

- fixed assets (other than properties carried at revalued amounts); and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

4. 主要會計政策 (續)

(g) B. 租賃資產 (應用至二零一九年三月三十一日的會計政策) (續)

本集團根據絕大部分風險及回報擁有權轉移至本集團的租賃所持有的資產已分類為根據融資租賃持有。並無將絕大部分風險及回報擁有權轉移至本集團的租賃將分類為經營租賃，惟若以經營租賃持有的物業符合作為一投資物業的界定則按個別物業的原則分類為投資物業。若已被分類為投資物業，則一如持作融資租賃列賬（見附註4(f)(i)）。本集團根據香港會計準則第40號按公平值計量以租賃或資本增值為持有目的之租賃土地和建築物。

來自經營租賃之租金收入於有關租約年期按直線基準在損益表確認。於磋商及安排一項經營租約引起之初期直接成本乃加於租賃資產之賬面值上，並按租約年期以直線法確認作開支（見附註4(o)(iii)）。

(h) 資產減值 (金融資產除外)

(i) 其他資產減值

下列資產按各報告期末日經審閱之內部及外部資料衡量是否有所減值：

- 固定資產（按重估金額列賬的物業除外）；及
- 本公司財務狀況表內的投資附屬公司。

倘出現上述情況，則估計資產之可收回金額。

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

(h) Impairment of assets (other than financial assets) (*continued*)

(i) *Impairment of other assets* (*continued*)

- *Calculation of recoverable amount*
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- *Recognition of impairment losses*
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units, are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- *Reversals of impairment losses*
An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

4. 主要會計政策 (續)

(h) 資產減值 (金融資產除外) (續)

(i) 其他資產減值 (續)

- *計算可收回金額*
資產的可收回金額以其公平值減除出售成本和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別 (即現金產生單位) 來釐定可收回金額。

- *確認減值虧損*
每當資產 (或其所屬之現金產生單位) 之賬面值超過其可收回金額，即會在損益中確認減值虧損。就現金產生單位確認之減值虧損，會先予分配以減少分配予現金產生單位 (或該組單位) 之任何商譽之賬面值，並於其後按比例減少該單位 (或該組單位) 之其他資產之賬面值，惟資產賬面值不會減少至低於其本身之公允價值減出售成本 (如可計量) 或使用價值 (若能釐定)。

- *減值虧損回撥*
倘若用以釐定可收回金額之估計發生有利的變化，便會將減值虧損回撥。

所回撥之減值虧損以在往年並無確認減值虧損而釐定之資產賬面金額為限。所回撥之減值虧損在確認回撥之年度內計入損益。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (other than financial assets) (continued)

(ii) **Interim financial reporting and impairment**

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 4(i)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, financial assets at fair value through profit or loss and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

(i) Financial instruments

(i) **Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

4. 主要會計政策 (續)

(h) 資產減值 (金融資產除外) (續)

(ii) **中期財務報告及減值**

根據上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製有關財政年度首六個月的中期財務報告。於中期期末，本集團採用與財政年度末相同的減值測試、確認及撥回標準（見附註4(i)(i)及(ii)）。

商譽、按公平值計入損益之金融資產及無報價權益證券於中期期間確認的減值虧損不會於其後期間撥回。即使在該中期期間所屬財政年度末評估減值時並無確認虧損或虧損屬輕微，亦不會撥回減值虧損。因此，倘可供出售股本證券的公平值於剩餘年度期間或其後任何其他期間增加，將於其他全面收益而非損益內確認。

(i) 金融工具

(i) **金融資產**

金融資產（並無重大融資成分的應收賬款除外）初步按公平值計量，對於不按公平值計入損益的項目，則再加上與其收購或發行直接相關的交易成本計量。並無重大融資部分的應收賬款初步按交易價格計量。

所有按常規方式購買和出售的金融資產於交易日（即本集團承諾購買或銷售該資產之日）確認。按常規方式購買或出售指購買或出售須在一般按市場規則或慣例確定的期間內交付的金融資產。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(i) **Financial assets** (continued)

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

Fair value through other comprehensive income ("FVOCI"): 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 FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(i) **金融資產 (續)**

債務工具

債務工具的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團僅以以下類別計量其債務工具：

攤銷成本：對於持有以收取合約現金流量的資產，倘該等現金流量僅代表支付本金和利息，則該資產以攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及損失及減值於損益中確認。終止確認時的任何收益均於損益中確認。

按公平值計入其他全面收益 ("FVOCI")：倘持有資產目的為收取合約現金流量及銷售金融資產，且資產的現金流量純粹為本金及利息付款，則按公平值計入其他全面收益計量。按公平值計入其他全面收益的債務投資其後按公平值計量。採用實際利率法計算的利息收入、匯兌收益及虧損以及減值於損益確認。其他收益及虧損淨額於其他全面收益確認。終止確認時，於其他全面收益累計的收益及虧損重新分類至損益。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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(除特別註明外，以港元列示)

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(i) **Financial assets** (continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) **Impairment loss on financial assets**

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables, contract assets, financial assets measured at amortised cost and debt investments measured at FVOCI. ECLs are measured on either of the following bases: (1) 12-months ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(i) **金融資產** (續)

股本工具

於初次確認並非持作買賣用途的股本投資時，本集團可以不可撤回地選擇於其他全面收益中呈列投資公平值後續變動。該選擇乃按投資逐項作出。按公平值計入其他全面收益的股本投資其後按公平值計量。股息收益於損益確認，除非股息收入明確指投資成本部分收回。其他收益及虧損淨額於其他全面收益確認，並不重新分類至損益。對於分類為按公平值計入損益的所有其他權益工具，其公平值變動、股息及利息收入於損益中確認。

(ii) **金融資產減值虧損**

本集團就應收賬款、合約資產、按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務投資的預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)十二個月的預期信貸虧損：其為於報告日期後十二個月內發生的潛在違約事件導致的預期信貸虧損；及(2)年期內預期信貸虧損：此乃於金融工具預計年期內所有潛在違約事件導致的預期信貸虧損。估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

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

For other debt financial assets, ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

預期信貸虧損為信貸虧損的概率加權估計。預期信貸虧損乃基於根據合約應付予本集團的合約現金流量與本集團預期收取的所有現金流量之間的差額。該差額其後按資產原有實際利率相近的差額貼現。

本集團已選用香港財務報告準則第9號簡化法計量應收賬款及合約資產的虧損撥備，並已根據存續預期信貸虧損計算預期信貸虧損。本集團已依據本集團的歷史信貸虧損經驗建立撥備矩陣，並按債務人特定的前瞻性因素及經濟環境予以調整。

其他債務金融資產按十二個月的預期信貸虧損計算預期信貸虧損。然而，倘信貸風險由最初起大幅增加，則基於預期信貸虧損的年期計提撥備。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(ii) Impairment loss on financial assets (continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group compares the risk of default occurring on the financial assets assessed at the reporting date with that assessed at the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

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

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

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

當釐定金融資產之信貸風險自初步確認後有否大幅增加及於估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之量化及質化資料分析，並包括前瞻性資料。

本集團假設，倘金融資產逾期超過三十日，其信貸風險會大幅增加。

本集團認為金融資產於下列情況下屬信貸減值：(1) 借款人不大可能在本集團無追索權採取行動（例如變現抵押）（如持有）的情況下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過九十日。

信貸減值金融資產的利息收入按金融資產的攤銷成本（即總賬面值減虧損撥備）計算。非信貸減值金融資產的利息收入按總賬面值計算。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

These liabilities including trade and other payables and borrowings, are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. This is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(iii) 金融負債

本集團視乎產生金融負債之原因而將有關負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本計量之金融負債則初步按公平值減所產生之直接應佔成本計量。

該等負債包括貿易及其他應付款項和借款，隨後採用實際利率法按攤餘成本計量。相關利息支出在損益中確認。

收益或虧損於終止確認負債時及在攤銷過程中於損益確認。

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入之方法。此乃將估計日後現金收入或支付款項按金融資產或負債之預計年期（或適用之較短期間）準確折現之比率。

(v) 股本工具

本公司發行之股本工具按已收取所得款項減直接發行成本列賬。

(vi) 終止確認

本集團在金融資產相關之未來現金流量之合約權利到期或金融資產已轉讓及有關轉讓根據香港財務報告準則第9號符合終止確認標準時，終止確認金融資產。

金融負債於有關合約列明之責任解除、註銷或屆滿時終止確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(vi) Derecognition (continued)

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(j) Inventories of properties

(i) Properties under development for sales

The cost of properties under development for sales comprises specifically identified cost, including acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the properties.

(ii) Properties held for sales

The cost of completed properties for sale comprises the total land and development costs for that project, being all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price, based on prevailing market conditions, less estimated costs to be incurred in selling the property.

4. 主要會計政策 (續)

(i) 金融工具 (續)

(vi) 終止確認 (續)

倘由於重新磋商金融負債之條款，本集團向債權人發行其自身權益工具以支付全部或部分之金融負債，則已發行之股本工具為已付代價並於抵銷全部或部分金融負債日期按彼等之公平值初步確認及計量。倘已發行股本工具之公平值不能可靠計量，則股本工具將計量以反映所抵銷金融負債之公平值。所抵銷金融負債或其部分之賬面值與已付代價之差額於年內損益賬中確認。

(j) 物業存貨

(i) 持有作銷售的發展中物業

發展中物業的成本具體包括已識別成本，包括收購土地成本，總發展成本，物料和用品，工資和其他直接費用，適當比例的間接費用及資本化的借款成本。可變現淨值代表估計銷售價格減去估計完工成本和出售物業所產生的成本。

(ii) 持有作銷售之物業

持有作銷售之物業的成本包括該項目的土地和發展合計成本，包括所有購買成本、轉換成本及使存貨維護至現狀所產生之其他成本。可變現淨值為根據當時的市場情況估計售價減去估計銷售費用計算。

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(l) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(m) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

4. 主要會計政策 (續)

(k) 現金及現金等價物

現金及現金等價物包括銀行結存及現金、存於銀行及其他金融機構的活期存款，以及短期高流通性投資。此等投資可隨時轉換為已知數額的現金，所承受的價值變動風險不大，並於購入後三個月內到期。

(l) 僱員福利

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非貨幣福利成本於僱員提供相關服務年度內累計。倘延遲付款或結算並造成重大影響，則該等金額將按現值列賬。

(m) 所得稅

本年所得稅包括即期稅項以及遞延稅項資產及負債的變動。即期稅項以及遞延稅項資產及負債的變動於損益內確認，惟與於其他全面收益確認或直接於權益確認的項目有關者除外，在此情況下，有關稅項款項分別於其他全面收益確認或直接於權益確認。

即期稅項乃本年應課稅收入的預期應繳稅項（按報告期末已頒佈或實質上已頒佈的稅率計算）以及以往年度應繳稅項的任何調整。

遞延稅項資產及負債分別源自可扣稅及應課稅暫時差額，即作財務申報之用的資產及負債賬面值與彼等稅基之間的差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

4. 主要會計政策 (續) (m) 所得稅 (續)

除了某些有限的例外情況外，所有遞延稅項負債和遞延稅項資產只限於很可能獲得未來應課稅利潤以使該遞延稅項資產得以使用的情況下才會被確認。由可抵扣暫時性差異所產生的遞延稅項資產，因有未來應課稅利潤的支持而使之確認，包括因轉回目前存在的應課稅暫時性差異而產生的金額；但這些轉回的差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時性差異預計轉回的同一期間或於遞延稅項資產所產生時稅務虧損可向後期或向前期結轉的期間內轉回。在決定目前存在的應課稅暫時性差異是否足以支援確認由未使用的稅務虧損和稅款抵減所產生的遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期能在使用稅務虧損和稅款抵減的同一期間內轉回。

確認遞延稅項資產及負債的少數例外情況包括不可扣稅商譽產生的該等暫時差額、不影響會計處理及應課稅溢利的資產或負債的初步確認（惟不屬於業務合併的一部分）以及有關於附屬公司投資的暫時差額，惟如屬應課稅差額，限於本集團控制撥回時間且在可預見將來不大可能會撥回差額的情況，或如屬可扣稅差額，則除非差額很可能在將來撥回。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

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

(m) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 4(f)(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

4. 主要會計政策 (續)

(m) 所得稅 (續)

倘投資物業根據附註4(f)(i)所載會計政策按公平值入賬，已確認遞延稅項金額乃採用於報告期末按賬面值銷售該等資產所適用的稅率計量，除非有關物業可折舊，且於旨在隨時間（而非透過銷售）消耗物業所含的絕大部分經濟利益的商業模式持有。於所有其他情況下，已確認遞延稅項金額乃按資產及負債賬面值的預期變現或結算方式，採用於報告期末已頒佈或實質上已頒佈的稅率計量。遞延稅項資產及負債不予貼現。

遞延稅項資產的賬面值會於各報告期末審閱，並於不再可能產生足夠的應課稅溢利以抵扣有關的稅務利益時作調減。倘可能會有足夠的應課稅溢利可供使用，則任何該等調減將予撥回。

即期稅項結餘及遞延稅項結餘與其變動將分開列示，且不會抵銷。倘本集團或本公司有法定可執行權利以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產可分別抵銷即期稅項負債及遞延稅項負債：

- 就即期稅項資產及負債而言，本集團或本公司計劃按淨額基準結算或同時變現資產及結算負債；或

NOTES TO THE FINANCIAL STATEMENTS (Continued)

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Income tax (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(n) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 主要會計政策 (續)

(m) 所得稅 (續)

- 就遞延稅項資產及負債而言，倘該等資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 計劃在預期結算或收回大額遞延稅項負債或資產的各未來期間，按淨額基準或同時變現及結算即期稅項資產及即期稅項負債的不同應課稅實體。

(n) 撥備及或然負債

當本集團或本公司因過往事件而須承擔法律或推定責任，而履行該責任可能會導致經濟利益外流，並可作出可靠估計時，須就該等時間或數額不確定的其他負債計提撥備。倘貨幣時間價值重大，則有關撥備按履行責任預期所需開支的現值列賬。

倘不大可能需要流出經濟利益，或相關金額不能可靠估計，則須披露有關責任為或然負債，惟流出經濟利益的可能性極低者除外。倘可能承擔的責任須視乎一項或多項未來事件是否發生方會確定是否存在，則該等責任亦披露為或然負債，惟流出經濟利益的可能性極低者除外。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. 主要會計政策 (續)

(o) 收益確認

來自客戶合約的收益於貨品或服務控制權轉讓至客戶時按反映本集團預期交換該等貨品或服務所得代價金額確認，代表第三方所收取的金額除外。收益不包括增值稅或其他銷售稅，且為扣除任何交易折扣後所得。

貨品或服務的控制權是在一段時間內或於某一時點轉移，取決於合約的條款與適用於合約的法律規定。倘本集團滿足下列條件時，資產之控制權在一段時間內可轉移：

- 如客戶同時收到且消耗所有利益；或
- 在本集團履約時創建和增強資產並由客戶控制該資產；或
- 並未產生讓本集團有替代用途之資產，且本集團對至今已完成履約之付款具有可強制執行之權利。

倘貨品或服務的控制權在一段時間內轉移，參照在整個合約期間已完成履約義務的進度確認收益。否則，收益於客戶獲得貨品或服務控制權的時間點確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(i) Revenue from building construction

For the performance obligation related to the infrastructure construction, the Group determines that the customers controls all the work in progress as the infrastructure is being constructed, in the course of the construction, the work in progress is being enhanced during the terms of the contracts. Therefore, revenue from these contracts are recognised over time. Invoices are issued according to contractual terms and are usually payable within 30 days. Uninvoiced amounts are presented as contract assets.

(ii) Revenue from sales of properties

Revenue arising from the sale of properties held for sale is recognised in the Group's consolidated statement of profit or loss on the basis that control over the ownership of the property has been passed to the customer during the current accounting period, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all the benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under contract liabilities.

4. 主要會計政策 (續)

(o) 收益確認 (續)

倘合約包含融資部分並就轉讓貨品或服務為客戶提供重大融資利益超過一年，則收益按本集團與客戶於合約開始時進行的個別融資交易所反映的貼現率貼現之應收賬現值計量。倘合約包含融資部分並為本集團提供重大融資利益，則該合約確認的收益包括合約負債及根據實際利率法附有的利息開支。就支付及轉讓承諾的貨品或服務之間的期間為一年或以下的合約而言，交易價格使用香港財務報告準則第15號的可行權宜方法無須對重大融資部分的影響進行調整。

(i) 樓宇建造之收益

就有關基礎設施建設的履約責任，本集團釐定認為客戶在基礎設施建造時控制所有興建中工程，在建設過程中興建中工程得到加強。因此，該等合約的收益在一段時間內確認。發票根據合約條款發出，通常於三十天內支付。未開具發票的金額作為合約資產列示。

(ii) 銷售物業之收益

銷售物業所產生之收益乃根據對物業擁有權之控制權已於本會計期間轉移至客戶之基準於本集團綜合收益表中確認，該時點為客戶擁有能力決定物業用途及獲取物業所有重大利益時。於收益確認日期前銷售物業所收取之按金及分期款項已計入綜合財務狀況表之合約負債項下。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) Rental related income

Rental related income is recognised on an accruals basis.

(v) Dividends

Dividend income from unlisted investments is recognised when the Group's right to receive payment is established.

(vi) Interest income

Interest income is recognised as it accrues using effective interest method.

(vii) Contract assets and liabilities

Contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

4. 主要會計政策 (續)

(o) 收益確認 (續)

(iii) 經營租賃的租金收入

經營租賃的應收租金收入於租賃期所涵蓋期間按等額於損益內確認，惟如有其他基準能更清楚地反映使用租賃資產所產生的利益模式除外。經營租賃所得獎勵於損益內確認為應收租賃淨付款總額的組成部分。或然租金於其賺取的會計期間內確認為收入。

(iv) 租金相關收入

租金相關收入乃按應計基準確認。

(v) 股息

非上市投資所得股息收入於本集團有權收取付款時確認。

(vi) 利息收入

利息收入按實際利率法於應計時確認。

(vii) 合約資產和負債

合約資產指本集團就本集團已向客戶轉讓的貨品或服務而收取代價的權利，有關權利並非無條件。相反，應收賬款指本集團收取代價的無條件權利，即只需待時間過去代價即需到期支付。

合約負債指本集團因已向客戶收取代價（或已到期收取代價），而須向客戶轉讓貨品或服務的責任。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

(vii) Contract assets and liabilities (continued)

Contract asset is recognised when (i) the Group completes the infrastructure construction works under such services contracts but yet certified by architects, surveyors or other representatives appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

(viii) Contract costs

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the cost relate. The asset is subject to impairment review.

4. 主要會計政策 (續)

(o) 收益確認 (續)

(vii) 合約資產和負債 (續)

合約資產在(i)本集團根據該等服務合約完成基礎設施建設工程，但尚未由客戶指定的建築師、測量師或其他代表認證時確認；或(ii)客戶持有保留款項以確保適當履行合同時確認。以前確認為合同資產的任何金額在向客戶開具發票時將重新分類為應收賬款。如代價(包括從客戶收到的預付款)超過了根據產出法迄今已確認的收入，則本集團就該差額確認合同負債。

(viii) 合約成本

本集團在該等成本符合下列所有準則時，方會將履行合約所產生的成本中確認為資產：

- 成本直接與實體可明確識別的合約或預期合約有關；
- 成本產生或提升將用於履行(或繼續履行)未來履約責任的實體資源；及
- 預期成本將會收回。

已確認資產其後應按與成本有關轉移至客戶的貨品或服務相一致的基準攤銷至損益。該資產需要進行減值評估。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

4. 主要會計政策 (續)

(p) 外幣換算

年內進行的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按報告期末的匯率換算。匯兌收益及虧損於損益內確認。

於結算貨幣項目和換算貨幣項目產生的匯兌差額，在產生期間在損益確認。

合併賬目時，海外業務之收入及開支項目按年內平均匯率換算為本集團之呈列貨幣（即港元），惟倘期內之匯率大幅波動，則採用與進行交易時適用之匯率相約之匯率進行換算。海外業務之所有資產及負債按報告期末適用之匯率換算。所產生之匯兌差額（如有）於其他全面收益確認，並於權益中累計為匯兌儲備。就換算長期貨幣項目（構成本集團於有關海外業務之投資淨額之一部分）於集團實體各自之財務報表之損益賬內確認之匯兌差額，會重新分類為其他全面收益，並於權益內累計為匯兌儲備。

出售海外業務時，截至出售日期止就有關業務於匯兌儲備確認之累計匯兌差額重新分類為損益，作為出售損益之一部分。

在二零零五年一月一日當日或之後收購某外國業務而獲得的可辨認資產的公允價值調整，作為該外國業務的資產和負債，並按報告期末的匯率折算。所產生的匯兌差額在匯兌儲備中確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(r) Related parties

(a) **A person, or a close member of that person's family, is related to the Group if that person:**

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) **An entity is related to the Group if any of the following conditions applies:**

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

4. 主要會計政策 (續)

(q) 借款成本

借貸成本是由一項必須經過較長時期準備方可作擬定用途使用或出售的資產的收購、建設或生產而直接產生並予以資本化為該項資產成本的一部份。其他借貸成本於產生時計入費用。

對於符合資本化條件的資產，會於資產開始產生開支時、開始產生借貸成本時及就擬定用途或出售進行所需準備活動時將借貸成本資本化。當符合資本化條件的資產為達到擬定用途或銷售所需的絕大部分準備活動中斷或已完成，將暫停或停止借貸成本資本化。

(r) 關聯方

(a) 在下列情況下，該人士或該人士家族之近親與本集團有關聯：

- (i) 對本集團有控制權或共同控制權之人士；
- (ii) 對本集團有重大影響力之人士；或
- (iii) 本集團或本集團母公司之主要管理人員。

(b) 如符合下列任何條件，該實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司相互關聯）。
- (ii) 其中一個實體為另一實體（或其中一間集團成員公司之聯營公司或合營公司而另一實體為成員公司之一）之聯營公司或合營企業。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies: (continued)

- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策 (續)

(r) 關聯方 (續)

(b) 如符合下列任何條件，該實體與本集團有關聯：(續)

- (iii) 兩個實體為同一第三方的合營企業。
- (iv) 其中一個實體為一名第三方之合營企業，而另一實體為該第三方之聯營公司。
- (v) 該實體為就本集團或與本集團有關之實體之僱員福利而設之退休福利計劃。
- (vi) 實體受(a)所述人士控制或共同控制。
- (vii) (a)(i)所述人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層人員。
- (viii) 該實體或一個集團之任何成員公司(為集團之一部份)，提供主要管理人員服務予本集團或本集團之母公司。

個別人士的家庭近親成員指在與該實體進行交易的過程中預計會影響該名人士或受該名人士影響的家庭成員，包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士配偶或同居伴侶之子女；及
- (iii) 該名人士或該名人士配偶或同居伴侶的受養人。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Valuation of investment properties

As described in note 15, investment properties are stated at fair value based on valuation performed by an independent firm of professional valuer.

In determining the fair value of investment properties, the valuer has used a method of valuation which involves, inter alia, certain estimates including appropriate discount rates, terminal capitalisation rates and expected future market rents. In relying on the valuation reports, management has exercised its judgement and is satisfied that the method of valuation is reflective of the current market conditions.

4. 主要會計政策 (續)

(s) 分部報告

本集團為分配資源予本集團各業務及地區及評估其表現，會定期向本集團最高級行政管理人員提供財務資料，與財務報表所呈報經營分部及各分部項目的金額相同。

個別重要的經營分部不會匯總作財務申報，除非有關分部具有類似經濟特徵且產品及服務性質、生產流程性質、客戶類型或類別、分銷產品或提供服務所採用的方法及監管環境的性質方面相似。倘並非個別重要的經營分部共同擁有上述大部分特徵，該等經營分部可予匯總呈報。

5. 關鍵會計判斷及估計不確定因素的主要來源

於應用本集團會計政策時，本公司董事需要就不能從其他來源容易得出之資產和負債的賬面價值作出判斷，估計和假設。估計及相關假設乃基於過往經驗及其他相關因素。實際結果與估計有所差別。

該等估計及相關假設會持續檢討。修訂會計估計時，如有關修訂僅影響修訂估計之期間，則修訂會計估計會於該段期間確認；如修訂影響當期及以後期間，則於修訂期間及以後期間確認。

(a) 投資物業的估值

誠如附註15所述，投資物業乃基於獨立專業估值師作出的估值按公平值列示。

於釐定投資物業公平值時，估值師所採用的估值方法涉及（其中包括）若干估計，包括適當的貼現率、終端資本化比率及預期日後市場租金。管理層依賴該估值報告時已行使其判斷，並信納估值法已反映當前市況。

NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

財務報表附註 (續)

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(b) Construction contracts

As explained in note 4(o)(i), revenue from construction contracts is recognised over time. Revenue and profit recognition on an uncompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activities undertaken by the Group, the Group makes estimates at the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached the amounts due from customers for contract work as disclosed in note 17 will not include profit which the Group may eventually realise from the work done to date. In addition, actual outcomes in terms of total costs or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

(c) Impairment of trade receivables and contract assets

Trade receivables and contract assets are reviewed by management at the end of each reporting period to determine the expected credit losses. The management bases the estimates on the historical credit loss experience, adjusted for factors that are specific to the debtors and assessments of both current and forecast general economic conditions. Credit risk assessments focus on the customers' past history of making payments when due and current ability and willingness to pay, taking into account the financial position of the customers and the macroeconomic environment in which the customers operate. The credit assessments also consider the status of the construction project, i.e. whether there is any delay, any unresolved lawsuits or contentious matters with customers. If the financial conditions of the customers and/or the macroeconomic environment of the Group were to deteriorate, resulting in an impairment of their ability to repay, additional impairment provision may be reputed.

5. 關鍵會計判斷及估計不確定因素的主要來源 (續)

(b) 建造合約

誠如附註4(o)(i)所述，對未完成項目的收益及溢利確認取決於對建造合約總結果的估計及迄今已進行的工程。根據本集團的近期經驗及本集團進行的建築業務的性質，本集團估計其認為工程已充分完工及能可靠地估計完成成本及收益的時間點。因此，在達到該時間點前，應收客戶合約工程款項（如附註17所披露）將不會包括本集團最終可自迄今已進行的工程變現的溢利。此外，有關總成本或收益的實際結果可能高於或低於報告期末的估計，將會影響於未來年度作為迄今所入賬金額的調整而確認的收益及溢利。

(c) 應收賬款和合約資產減值

管理層在每個報告期末審核應收賬款項和合約資產，以釐定預期信貸虧損。管理層的估算基於過往信貸虧損經驗，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。信用風險評估集中於客戶過往到期付款記錄及現時的付款能力和意願，同時考慮到客戶的財務狀況和客戶經營的宏觀經濟環境。信用評估亦考慮建築項目的狀況，即是否有任何延誤，任何未解決的訴訟或與客戶有爭議的事項。如果客戶的財務狀況和／或本集團的宏觀經濟環境惡化，導致其償還能力受損，則可能需要額外的減值準備。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

6. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Construction: contracting of construction of residential buildings, commercial buildings and data centres for external customers and for group companies
- Property leasing: leasing of data centres
- Property development: development and sale of properties

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segment's profit that is used by the chief operating decision-makers for assessment of segment performance.

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

- Segment assets include all tangible, non-current and current assets with the exception of investments in financial assets, deferred tax assets and other corporate assets. Segment liabilities include trade payable, accruals and other current and non-current liabilities attributable to the business activities of the individual segments and bank borrowings managed directly by the segments.
- Revenue and expenses are allocated to the reportable segments with reference to income generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

6. 分部報告

本集團按主要經營決策人依據審閱的報告而作出策略決定來釐定經營分部。

本集團有三個須申報分部。有關分部因各業務提供不同的產品及服務，需要不同的業務策略而作出獨立管理。以下概述闡明本集團各須申報分部的業務：

- 建築：為外部客戶及集團公司建造住宅樓宇、商業樓宇及數據中心
- 物業租賃：出租數據中心
- 物業發展：發展及銷售物業

分部間交易乃參考就類似訂單向外部人士收取的費用而定價。由於中央收益及開支並不包括在主要經營決策人用以評估分部表現的分部溢利內，故並無分配至各營運分部。

就評估分部表現及分部間資源分配而言，本集團最高層行政管理人員按以下基準監察各可報告分部應佔的業績、資產及負債：

- 分部資產包括全部有形資產、非流動資產及流動資產，惟金融資產、遞延稅項資產及其他企業資產投資除外。分部負債包括個別分部經營活動應佔的應付賬款、應計費用、其他流動及非流動負債以及分部直接管理的銀行借款。
- 收益及開支乃參考該等分部帶來的收入及該等分部產生的開支分配至可報告分部。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

6. SEGMENT REPORTING (continued)

(a) Segment revenue and results

6. 分部報告 (續)

(a) 分部收益及業績

		Construction 建築		Property leasing 物業租賃		Property development 物業發展		Total 總計	
		2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue from external customers	來自外部客戶的收益	497,147	264,918	139,835	157,460	265,614	191,032	902,596	613,410
Inter-segment revenue	分部間收益	537,203	192,403	30,282	32,035	-	-	567,485	224,438
Segment revenue	分部收益	1,034,350	457,321	170,117	189,495	265,614	191,032	1,470,081	837,848
Segment results	分部業績	78,757	84,931	71,444	86,373	(15,091)	58,833	135,110	230,137
Unallocated net income	未分配收入淨額							3,606	4,487
Unallocated expenses	未分配支出							(18,126)	(20,644)
Changes in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動							354	(2,814)
Changes in fair value of investment properties	投資物業之公平值變動							(10,344)	19,419
Finance costs	財務成本							(67,328)	(53,471)
Profit before taxation	除稅前溢利							43,272	177,114

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

6. SEGMENT REPORTING (continued)

(b) Segment assets and liabilities

6. 分部報告 (續)

(b) 分部資產及負債

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Segment assets	分部資產		
Construction	建築	392,597	291,067
Property leasing	物業租賃	3,682,201	3,705,429
Property development	物業發展	4,936,562	2,595,957
Total segment assets	總分部資產	9,011,360	6,592,453
Other financial assets	其他金融資產	17,880	-
Deferred tax assets	遞延稅項資產	27,876	12,436
Tax recoverable	可收回稅項	3,338	2,000
Unallocated office premises	未分配辦公室物業	400,053	408,558
Unallocated head office and corporate assets	未分配總公司及企業資產	79,954	20,459
Unallocated cash and bank balances	未分配現金及銀行結餘	9,151	14,891
Consolidated total assets	綜合總資產	9,549,612	7,050,797
Segment liabilities	分部負債		
Construction	建築	559,251	328,307
Property leasing	物業租賃	924,767	976,922
Property development	物業發展	3,825,471	1,478,004
Total segment liabilities	總分部負債	5,309,489	2,783,233
Tax payable	應付稅項	23,727	11,791
Deferred tax liabilities	遞延稅項負債	48,831	50,653
Unallocated head office and corporate liabilities	未分配總公司及企業負債	537,076	4,374
Unallocated bank loans	未分配銀行貸款	1,225,130	1,386,224
Consolidated total liabilities	綜合總負債	7,144,253	4,236,275

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

6. SEGMENT REPORTING (continued)

(c) Other segment information

	Construction 建築		Property leasing 物業租賃		Property development 物業發展		Unallocated 未分配		Total 總計	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Additions to non-current segment assets 添置非流動分部資產	178	196	63,039	118,695	19,029	454,671	4,602	67	86,848	573,629

(d) Geographic information

No geographic information has been presented as a substantial part of the Group's material operating activities are carried out in Hong Kong.

(e) Information about major customers

Revenue from customers contributing over 10% of the Group's revenue is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Customer A ¹	客戶A ¹	464,486	212,806
Customer B ²	客戶B ²	95,603	–
Customer C ²	客戶C ²	91,242	–
Customer D ³	客戶D ³	70,067	70,714
Customer E ⁴	客戶E ⁴	–	148,000

¹ The revenue was derived from building construction.

² The revenue was derived from sales of properties.

³ The revenue was derived from property leasing. Customer D did not contribute over 10% of the total turnover of the Group for the year ended 31 March 2020.

⁴ The revenue was derived from sales of properties, which was identified as a related party transaction. Customer E did not contribute over 10% of the total turnover of the Group for the year ended 31 March 2020.

6. 分部報告 (續)

(c) 其他分部資料

(d) 地區資料

由於本集團大部分經營活動均在香港進行，故並無呈列地區資料。

(e) 有關主要客戶的資料

貢獻本集團10%以上收益的客戶之收益如下：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
1	464,486	212,806
2	95,603	–
3	91,242	–
4	70,067	70,714
	–	148,000

¹ 收益源自樓宇建造

² 收益源自物業銷售

³ 收益源自物業租賃。截至二零二零年三月三十一日止年度，客戶D並無貢獻本集團10%以上總收益

⁴ 收益源自物業銷售，其被識別為關聯方交易。截至二零二零年三月三十一日止年度，客戶E並無貢獻本集團10%以上總收益

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

6. SEGMENT REPORTING (continued)

(f) Timing of revenue recognition

6. 分部報告 (續)

(f) 收益確認時間

	Construction 建築		Property leasing 物業租賃		Property development 物業發展		Total 總計	
	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At a point in time 於某一時間點	-	-	-	-	265,614	191,032	265,614	191,032
Transferred over time 隨時間轉移	497,147	264,918	20,024	24,060	-	-	517,171	288,978
Revenue from other sources 來自其他來源的收益	-	-	119,811	133,400	-	-	119,811	133,400
	497,147	264,918	139,835	157,460	265,614	191,032	902,596	613,410

7. REVENUE AND OTHER INCOME AND GAIN/(LOSS), NET

Revenue which is derived from the Group's principal activities and other income and gain/(loss), net are analysed as follows:

(a) Disaggregation of revenue

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue from contract with customer 來自客戶合約的收益		
Revenue from building construction 樓宇建造收益	497,147	264,918
Rental related income 租金相關收入	20,024	24,060
Sales of properties 物業銷售	265,614	191,032
Revenue from other sources 來自其他來源的收益		
Rental income 租金收入	119,811	133,400
	902,596	613,410

(b) Unsatisfied performance obligations

As at 31 March 2020, the aggregate amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is approximately \$5,586.3 million (2019: \$2,096.1 million). This amount represents revenue expected to recognise in the future from construction contracts entered into by the customers with the Group. The Group will recognise the expected revenue in the future when or as the work is completed, which is expected to occur over the next 12 to 24 months.

7. 收益以及其他收入及收益／(虧損)淨額

來自本集團主營業務的收益以及其他收入及收益／(虧損)淨額分析如下：

(a) 收益分拆

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue from contract with customer 來自客戶合約的收益		
Revenue from building construction 樓宇建造收益	497,147	264,918
Rental related income 租金相關收入	20,024	24,060
Sales of properties 物業銷售	265,614	191,032
Revenue from other sources 來自其他來源的收益		
Rental income 租金收入	119,811	133,400
	902,596	613,410

(b) 未履行履約責任

於二零二零年三月三十一日，分配給本集團現有合約履約責任的剩餘交易價格總金額約55.863億元（二零一九年：20.961億元）。此數額代表根據客戶與本集團已簽定之建築合約及物業銷售合約將於預計未來確認的收入。本集團預計將在未來十二至二十四個月內完成合約並於完成合約時確認預期收入。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

7. REVENUE AND OTHER INCOME AND GAIN/(LOSS), NET (continued)

(c) Assets recognised from incremental costs to obtain a contract

For the years ended 31 March 2020 and 2019, there was no significant incremental costs to obtain a contract.

(d) Details of contract liabilities

The Group has recognized the following revenue-related contract liabilities:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Contract liabilities	合約負債	2,159,022	25,555

Significant changes in contract liabilities

Contract liabilities of the Group mainly arise from deposits from sale of properties made by the customers while the underlying services or goods are yet to be provided. Such liabilities increase as a result of the growth of the Group's business.

合約負債重大變動

本集團合約負債主要來自銷售物業之訂金，而尚未提供相關服務。有關負債因本集團業務增長而有所增加。

(e) Other income and gain/(loss), net

Bank interest income	銀行利息收入	2,720	1,127
Dividend income from unlisted fund investments	非上市投資基金的股息收入	848	850
Net foreign exchange (loss)/gain	外匯兌換淨(虧損)/收益	(632)	145
Changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動	354	(2,814)
Others	其他	6,000	5,179
		9,290	4,487

(e) 其他收入及收益/(虧損)淨額

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
	9,290	4,487

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

8. PROFIT BEFORE TAXATION

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

8. 除稅前溢利

除稅前溢利已扣除／(計入)以下各項：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
(a) Finance costs	(a) 財務成本		
Interest on bank loans and other borrowing costs	銀行貸款利息及其他借貸成本	185,959	149,614
Less: Amount included in contracts in progress	減：計入在建建造合約的金額	(10,507)	(3,348)
Amount capitalised*	資本化金額*	(108,124)	(92,795)
		67,328	53,471
(b) Staff costs (including directors' remuneration)	(b) 員工成本 (包括董事薪酬)		
Salaries, wages and other benefits	薪金、工資及其他福利	129,061	112,779
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	2,670	2,924
		131,731	115,703
Less: Amount included in construction contracts in progress	減：計入在建建造合約的金額	(58,688)	(50,491)
Amount capitalised	資本化金額	(47,922)	(41,321)
		25,121	23,891
(c) Other items	(c) 其他項目		
Rental income from investment properties	投資物業所得租金收入	(119,812)	(133,400)
Less: Direct outgoings	減：直接支出	66,091	65,161
		(53,721)	(68,239)
Depreciation (note 15)	折舊 (附註15)	22,746	14,838
(Reversal of)/impairment loss on trade receivables (note 18)	應收賬款 (撥回減值) / 減值虧損 (附註18)	(272)	25
Short term leases expenses	短期租賃開支	3,849	-
Auditor's remuneration	核數師酬金		
– audit services	– 審計服務	1,088	962
– other services	– 其他服務	145	140

* The borrowing costs have been capitalised at the range of 3.83% to 4.68% per annum (2019: 3.56% to 3.86% per annum).

* 借貸成本按年率3.83%至4.68% (二零一九年：3.56%至3.86%)資本化

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

9. INCOME TAX EXPENSES

(a) Income tax in the consolidated statement of profit or loss represents:

9. 所得稅支出

(a) 綜合損益表內的所得稅指：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Current tax	即期稅項		
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	24,139	26,676
Over-provision in respect of prior years	過往年度超額撥備	(469)	(464)
		23,670	26,212
Deferred tax	遞延稅項		
(Credited)/charged to profit and loss for the year	於本年度損益(計入)/扣除	(14,227)	1,902
		9,443	28,114

Pursuant to the rules and regulations of the British Virgin Islands ("BVI") and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands.

The provision for Hong Kong Profits Tax is calculated at 16.5% (2019: 16.5%) of the estimated assessable profits for the year.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory tax rate of the Group's PRC subsidiaries is 25%.

根據英屬處女群島及開曼群島的規則及規例，本集團毋須繳納英屬處女群島及開曼群島的任何所得稅。

香港利得稅撥備乃根據本年度估計應課稅溢利按16.5% (二零一九年：16.5%) 計算。

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團中國附屬公司的法定稅率為25%。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

9. INCOME TAX EXPENSES (continued)

(b) Reconciliation between income tax expense and accounting profit before taxation at applicable tax rate:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit before taxation	除稅前溢利	43,272	177,114
Notional tax on profit before taxation, calculated at the rate applicable to the profits in the jurisdictions concerned	按適用於有關司法管轄區之溢利之稅率計算之稅項	7,140	29,224
Effect of non-taxable income	無需課稅收入的影響	(21,117)	(21,036)
Effect of non-deductible expenses	不可扣抵開支的影響	19,267	17,839
Utilisation of tax losses previously not recognised	動用過往未確認稅項虧損	(528)	(126)
Effect of unused tax losses not recognised	未確認稅項虧損的影響	5,159	2,677
Over provision in respect of prior years	過往年度超額撥備	(469)	(464)
Others	其他	(9)	-
Actual income tax expense	實際所得稅開支	9,443	28,114

(c) Income tax in the consolidated statement of financial position represents:

(i) Current taxation

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	24,139	26,676
Provisional Profits Tax paid	已付暫繳利得稅	(3,750)	(16,885)
		20,389	9,791

Represented by:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Tax recoverable	可收回稅項	(3,338)	(2,000)
Tax payable	應付稅項	23,727	11,791
		20,389	9,791

9. 所得稅支出 (續)

(b) 按適用稅率計算的所得稅開支與除稅前會計溢利的對賬：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit before taxation	除稅前溢利	43,272	177,114
Notional tax on profit before taxation, calculated at the rate applicable to the profits in the jurisdictions concerned	按適用於有關司法管轄區之溢利之稅率計算之稅項	7,140	29,224
Effect of non-taxable income	無需課稅收入的影響	(21,117)	(21,036)
Effect of non-deductible expenses	不可扣抵開支的影響	19,267	17,839
Utilisation of tax losses previously not recognised	動用過往未確認稅項虧損	(528)	(126)
Effect of unused tax losses not recognised	未確認稅項虧損的影響	5,159	2,677
Over provision in respect of prior years	過往年度超額撥備	(469)	(464)
Others	其他	(9)	-
Actual income tax expense	實際所得稅開支	9,443	28,114

(c) 綜合財務狀況表內的所得稅指：

(i) 本期稅項

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	24,139	26,676
Provisional Profits Tax paid	已付暫繳利得稅	(3,750)	(16,885)
		20,389	9,791

列示：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Tax recoverable	可收回稅項	(3,338)	(2,000)
Tax payable	應付稅項	23,727	11,791
		20,389	9,791

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

9. INCOME TAX EXPENSES (continued)

(c) Income tax in the consolidated statement of financial position represents: (continued)

(ii) Deferred tax assets and liabilities recognised

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:		Depreciation allowances in excess of the related depreciation	Tax loss	Hedging reserve	Total
遞延稅項源自：		折舊免稅額大於相關折舊	稅項虧損	對沖儲備	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
At 1 April 2018	於二零一八年四月一日	46,546	(7,015)	2,554	42,085
Credited to other comprehensive income	計入其他全面收益	-	-	(5,769)	(5,769)
Charged/(credited) to the profit or loss	扣除/(計入)損益	4,321	(2,420)	-	1,901
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	50,867	(9,435)	(3,215)	38,217
Credited to other comprehensive income	計入其他全面收益	-	-	(3,035)	(3,035)
Credited to the profit or loss	計入損益	(1,453)	(12,774)	-	(14,227)
At 31 March 2020	於二零二零年三月三十一日	49,414	(22,209)	(6,250)	20,955
				2020	2019
				二零二零年	二零一九年
				\$'000	\$'000
				千元	千元
Net deferred tax assets recognised on the consolidated statement of financial position	在綜合財務狀況表內確認的遞延稅項資產淨額		(27,876)		(12,436)
Net deferred tax liabilities recognised on the consolidated statement of financial position	在綜合財務狀況表內確認的遞延稅項負債淨額		48,831		50,653
			20,955		38,217

9. 所得稅支出 (續)

(c) 綜合財務狀況表內的所得稅指：(續)

(ii) 已確認遞延稅項資產及負債

於綜合財務狀況表內確認的遞延稅項(資產)/負債的組成部分及本年的變動如下：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

9. INCOME TAX EXPENSES (continued)

- (d) At 31 March 2020, the Group has not recognised deferred tax assets in respect of unused tax losses of \$417,720,000 (2019: \$389,654,000) as it is not probable that sufficient future taxable profits will be available against which the unused tax losses can be utilised. The tax losses do not expire under current tax legislation.

10. OTHER COMPREHENSIVE INCOME

- (a) Tax effects relating to cash flow hedges included in other comprehensive income:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Pre-tax amount	除稅前金額	(18,401)	(34,963)
Tax credited	稅項收入	3,035	5,769
Net-of-tax amount	除稅後金額	(15,366)	(29,194)

- (b) Components of other comprehensive income, including reclassification adjustments

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash flow hedges:	現金流量對沖：		
Effective portion of changes in fair value of hedging instruments recognised during the year	年內已確認的對沖工具公平值變動的有效部分	(18,401)	(34,963)
Net deferred tax credited to other comprehensive income	計入其他全面收益的淨遞延稅項	3,035	5,769
Net movement in the hedging reserve during the year recognised in other comprehensive income	於其他全面收益內確認年內對沖儲備變動淨額	(15,366)	(29,194)
Exchange difference on translating foreign operations	換算海外業務的匯兌差額	(587)	-
Change in fair value of financial assets at FVOCI	按公平值計入其他全面收益之金融資產之公平值變動	(2,596)	(830)
		(18,549)	(30,024)

9. 所得稅支出 (續)

- (d) 於二零二零年三月三十一日，由於未來應課稅溢利不大可能足夠抵銷未使用的稅項虧損，本集團並無就未使用的稅項虧損417,720,000元（二零一九年：389,654,000元）確認遞延稅項資產。根據現行稅務法規，稅項虧損不會逾期屆滿。

10. 其他全面收益

- (a) 有關計入其他全面收益的現金流量對沖的稅務影響：

- (b) 其他全面收益的組成部份（包括重新分類調整）

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

11. DIRECTORS' REMUNERATION

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

11. 董事薪酬

已付或應付予每名董事之薪酬如下：

		2020 二零二零年				
		Basic salaries, allowances and benefits		Retirement scheme		
		Fees	Bonuses	contributions	Total	
		in kind				
		基本薪金， 津貼及	花紅	退休計劃供款	總計	
		袍金	實物福利			
		\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	
Executive Directors	執行董事					
Chan Hung Ming	陳孔明	-	2,325	945	-	3,270
Lau Chi Wah	劉志華	-	2,325	945	18	3,288
Yuen Ying Wai	袁英偉	-	2,325	945	18	3,288
Kwan Wing Wo	關永和	-	2,198	893	18	3,109
Independent Non-Executive Directors	獨立非執行董事					
Tsui Ka Wah	徐家華	327	-	133	-	460
Kan Yau Wo	簡友和	327	-	133	-	460
Mok Kwai Pui Bill	莫貴標	327	-	133	-	460
Lee Chung Yiu Johnny	李宗耀	327	-	133	-	460
Total	總計	1,308	9,173	4,260	54	14,795

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

11. DIRECTORS' REMUNERATION (continued)

11. 董事薪酬 (續)

		2019 二零一九年				
		Fees	Basic salaries, allowances and benefits in kind	Bonuses	Retirement scheme contributions	Total
		袍金	基本薪金、 津貼及 實物福利	花紅	退休計劃供款	總計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
Executive Directors	執行董事					
Chan Hung Ming	陳孔明	–	2,187	360	14	2,561
Lau Chi Wah	劉志華	–	2,187	360	18	2,565
Yuen Ying Wai	袁英偉	–	2,271	360	18	2,649
Kwan Wing Wo	關永和	–	2,179	340	18	2,537
Independent Non-Executive Directors	獨立非執行董事					
Tsui Ka Wah	徐家華	307	–	51	–	358
Kan Yau Wo	簡友和	307	–	51	–	358
Mok Kwai Pui Bill	莫貴標	307	–	51	–	358
Lee Chung Yiu Johnny	李宗耀	307	–	51	–	358
Total	總計	1,228	8,824	1,624	68	11,744

No director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year. No director waived or agreed to waive any emoluments during the years ended 31 March 2020 and 2019.

The Company did not operate any share option scheme for the purchase of ordinary shares in the Company during the years ended 31 March 2020 and 2019.

年內概無董事收取本集團任何酬金，作為加盟本集團或於加盟本集團時的獎金或作為喪失職位補償。截至二零二零年及二零一九年三月三十一日止年度，概無董事放棄或同意放棄任何酬金。

本公司於截至二零二零年及二零一九年三月三十一日止期間並無行使購股權計劃以購回本公司普通股股份。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

12. EMOLUMENTS OF FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

(a) Emoluments of five highest paid individuals

The five highest paid individuals of the Group during the year ended 31 March 2020 include 4 (2019: 4) directors whose emoluments are disclosed in note 11. The aggregate of the emoluments in respect of the remaining individual is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,802	2,627
Discretionary bonuses	酌情花紅	2,817	418
Retirement scheme contributions	退休計劃供款	18	18
		5,637	3,063

The above individual's emoluments are within the following band:

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	-	1
\$5,500,001 to \$6,000,000	5,500,001元至6,000,000元	1	-

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join, or upon joining the Group or as compensation for loss of office for the year ended 31 March 2020 (2019: Nil).

12. 五名最高薪酬人士及高級管理層酬金

(a) 五名最高薪酬人士酬金

截至二零二零年三月三十一日止年度，本集團五位最高薪酬人士包括四名（二零一九年：四名）董事，其酬金於附註11披露。其餘人士的酬金總額如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,802	2,627
Discretionary bonuses	酌情花紅	2,817	418
Retirement scheme contributions	退休計劃供款	18	18
		5,637	3,063

上述人士酬金範圍如下：

		2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	-	1
\$5,500,001 to \$6,000,000	5,500,001元至6,000,000元	1	-

截至二零二零年三月三十一日止年度，本集團並無向任何五位最高薪酬人士支付任何酬金作為吸引加入本集團或於加入本集團時的獎勵或作為離職補償（二零一九年：無）。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

12. EMOLUMENTS OF FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

(continued)

(b) Emoluments of senior management

Other than the emoluments of the directors and five highest paid individuals disclosed in notes 11 and 12(a), the emoluments of the remaining senior management fell within the following bands:

\$1,000,001 to \$1,500,000	1,000,001元至1,500,000元
\$1,500,001 to \$2,000,000	1,500,001元至2,000,000元
\$2,000,001 to \$2,500,000	2,000,001元至2,500,000元

No emoluments were paid by the Group to any of its senior management as an inducement to join, or upon joining the Group or as compensation for loss of office for the year ended 31 March 2020 (2019: Nil).

12. 五名最高薪酬人士及高級管理層酬金 (續)

(b) 高級管理層酬金

除於附註11及12(a)所披露的董事及五位最高薪酬人士的酬金外，餘下高級管理層的酬金處於下列範圍內：

	2020 二零二零年 Number of individuals 人數	2019 二零一九年 Number of individuals 人數
\$1,000,001 to \$1,500,000	1	2
\$1,500,001 to \$2,000,000	1	-
\$2,000,001 to \$2,500,000	1	1

截至二零二零年三月三十一日止年度，本集團並無向任何高級管理層支付任何酬金作為吸引加入本集團或於加入本集團時的獎勵或作為離職補償（二零一九年：無）。

13. DIVIDENDS

(a) Dividends attributable to the year:

Interim dividend declared and paid of 4.0 HK cents (2019: 4.0 HK cents) per share	已宣派及支付的中期股息每股4.0港仙（二零一九年：4.0港仙）
Special interim dividend declared and payable of 50.0 HK cents (2019: Nil) per share	已宣派及應付的特別中期股息每股50.0港仙（二零一九年：無）
Final dividend proposed after the end of the reporting period of 4.0 HK cents (2019: 5.8 HK cents) per share	於報告期末後建議派發之末期股息每股4.0港仙（二零一九年：5.8港仙）

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
	28,391	28,391
	354,885	-
	28,391	41,167
	411,667	69,558

13. 股息

(a) 屬於本年的股息：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

13. DIVIDENDS (continued)

(a) Dividends attributable to the year: (continued)

On 19 March 2020, the Board resolved to declare a special interim dividend of 50.0 HK cents per share, amounting to approximately \$354,885,000 in total, to the shareholders whose names appeared on the register of members of the Company on 20 April 2020. The special interim dividend is reflected as dividend payable at the end of the reporting period.

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(b) Dividends attributable to profit for the previous financial year:

13. 股息 (續)

(a) 屬於本年的股息：(續)

於二零二零年三月十九日，董事會決議向於二零二零年四月二十日名列本公司股東名冊的股東宣派發特別中期股息每股50.0港仙，共計約354,885,000元。特別中期股息反映為報告期末之應付股息。

於報告期末後建議派發之末期股息尚未在報告期末確認為負債。

(b) 屬於上一個財政年度的股息：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year of 5.8 HK cents (2019: 5.8 HK cents) per share	41,167	41,167

年內批准及支付的上一財政年度末期股息每股5.8港仙
(二零一九年：5.8港仙)

14. EARNINGS PER SHARE

(a) Reported earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$33,829,000 (2019: \$149,000,000) and the weighted average number of 709,711,173 shares (2019: 709,711,173 shares) in issue during the year.

Diluted earnings per share are the same as the basic earnings per share as the Company had no dilutive potential shares in existence during the years ended 31 March 2020 and 2019.

14. 每股盈利

(a) 賬目所示之每股盈利

每股基本盈利乃根據本公司權益股東應佔溢利33,829,000元(二零一九年：149,000,000元)及年內已發行股份的加權平均數709,711,173股(二零一九年：709,711,173股)計算。

截至二零二零年及二零一九年三月三十一日止年度期間，本公司並無潛在攤薄股份，故每股攤薄盈利與每股基本盈利相同。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

14. EARNINGS PER SHARE (continued)

(b) Underlying earnings per share

For the purpose of assessing the underlying performance of the Group, basic and diluted earnings per share are also presented based on the underlying profit attributable to equity shareholders of the Company of \$44,173,000 (2019: \$129,581,000), which excludes the effects of changes in fair value of investment properties. A reconciliation of profit is as follows:

14. 每股盈利 (續)

(b) 每股基礎盈利

作為評估本集團之基礎業務表現，每股基本及攤薄盈利按已撇除投資物業公平值變動之影響的本公司權益股東應佔之基礎溢利44,173,000元（二零一九年：129,581,000元）而計算並同時呈列。溢利之對賬如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit for the year	年內溢利	33,829	149,000
Changes in fair value of investment properties	投資物業公平值變動	10,344	(19,419)
Underlying profit for the year	年內基礎溢利	44,173	129,581

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

15. FIXED ASSETS

15. 固定資產

		Investment properties 投資物業 \$'000 千元	Sub-total 小計 \$'000 千元	Buildings held for own use 自用物業 \$'000 千元	Furniture, fixtures and other fixed assets 傢俬、裝置及 其他固定資產 \$'000 千元	Assets under construction 在建資產 \$'000 千元	Sub-total 小計 \$'000 千元	Total 總計 \$'000 千元
Cost or valuation:	成本或估值：							
At 1 April 2019	於二零一九年四月一日	3,595,000	3,595,000	860,652	17,921	23,894	902,467	4,497,467
Additions	添置	58,344	58,344	50	5,673	11,039	16,762	75,106
Acquisition of subsidiaries	收購附屬公司	-	-	7,190	299	-	7,489	7,489
Deficit on revaluation	重估虧損	(10,344)	(10,344)	-	-	-	-	(10,344)
Transfer	轉撥	-	-	-	34,933	(34,933)	-	-
Exchange difference	匯兌差額	-	-	(85)	(15)	-	(100)	(100)
At 31 March 2020	於二零二零年三月三十一日	3,643,000	3,643,000	867,807	58,811	-	926,618	4,569,618
Representing:	列示：							
Cost	成本	-	-	867,807	58,811	-	926,618	926,618
Valuation	估值	3,643,000	3,643,000	-	-	-	-	3,643,000
		3,643,000	3,643,000	867,807	58,811	-	926,618	4,569,618
Accumulated depreciation:	累計折舊：							
At 1 April 2019	於二零一九年四月一日	-	-	23,910	14,189	-	38,099	38,099
Charge for the year (note 8(c))	年內支出 (附註8(c))	-	-	17,239	5,507	-	22,746	22,746
Exchange difference	匯兌差額	-	-	(1)	-	-	(1)	(1)
At 31 March 2020	於二零二零年三月三十一日	-	-	41,148	19,696	-	60,844	60,844
Net book value:	賬面價值：							
At 31 March 2020	於二零二零年三月三十一日	3,643,000	3,643,000	826,659	39,115	-	865,774	4,508,774

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

15. FIXED ASSETS (continued)

15. 固定資產 (續)

		Investment properties 投資物業 \$'000 千元	Sub-total 小計 \$'000 千元	Buildings held for own use 自用物業 \$'000 千元	Furniture, fixtures and other fixed assets 傢私、裝置及 其他固定資產 \$'000 千元	Assets under construction 在建資產 \$'000 千元	Sub-total 小計 \$'000 千元	Total 總計 \$'000 千元
Cost or valuation:	成本或估值：							
At 1 April 2018	於二零一八年四月一日	3,627,300	3,627,300	259,669	18,333	-	278,002	3,905,302
Additions	添置	127,487	127,487	3,383	471	23,894	27,748	155,235
Acquisition of subsidiaries	收購附屬公司	418,394	418,394	-	-	-	-	418,394
Surplus on revaluation	重估盈餘	19,419	19,419	-	-	-	-	19,419
Transfer	轉撥	(597,600)	(597,600)	597,600	-	-	597,600	-
Written off/disposal	報銷/出售	-	-	-	(883)	-	(883)	(883)
At 31 March 2019	於二零一九年三月三十一日	3,595,000	3,595,000	860,652	17,921	23,894	902,467	4,497,467
Representing:	列示：							
Cost	成本	-	-	860,652	17,921	23,894	902,467	902,467
Valuation	估值	3,595,000	3,595,000	-	-	-	-	3,595,000
		3,595,000	3,595,000	860,652	17,921	23,894	902,467	4,497,467
Accumulated depreciation:	累計折舊：							
At 1 April 2018	於二零一八年四月一日	-	-	10,965	13,179	-	24,144	24,144
Charge for the year (note 8(c))	年內支出 (附註8(c))	-	-	12,945	1,893	-	14,838	14,838
Written off/disposal	報銷/出售	-	-	-	(883)	-	(883)	(833)
At 31 March 2019	於二零一九年三月三十一日	-	-	23,910	14,189	-	38,099	38,099
Net book value:	賬面價值：							
At 31 March 2019	於二零一九年三月三十一日	3,595,000	3,595,000	836,742	3,732	23,894	864,368	4,459,368

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

15. FIXED ASSETS (continued)

- (a) The fair value of the Group's investment properties is Level 3 recurring fair value measurements. The movement of these balances are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At 1 April	於四月一日	3,595,000	3,627,300
Additions	添置	58,344	127,487
Additions through acquisition of subsidiaries	透過收購附屬公司添置	-	418,394
Transfer to buildings held for own use	轉出至自用物業	-	(597,600)
Fair value adjustment	公平值調整	(10,344)	19,419
At 31 March	於三月三十一日	3,643,000	3,595,000

The fair value adjustment of investment properties is recognised in the line item "Changes in fair value of investment properties" on the face of the consolidated statement of profit or loss.

During the year ended 31 March 2020, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's investment properties were revalued as at 31 March 2020 and 31 March 2019 by Colliers International (Hong Kong) Limited, an independent firm of qualified professional valuer, who have among their staff Members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued, on a market value basis. The management of the Group has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

15. 固定資產 (續)

- (a) 本集團的投資物業的公平值屬第三級經常性公平值計量。此等結餘的變動如下：

投資物業的公平值調整於綜合損益表的「投資物業公平值變動」項內確認。

於二零二零年三月三十一日止年度期內，第一級及第二級之間並無轉撥，亦未有第三級的轉入或轉出。

本集團的投資物業於二零二零年三月三十一日及二零一九年三月三十一日由獨立測量師行高力國際物業顧問(香港)有限公司(其員工當中擁有香港測量師學會會員，對被估值物業的地點和類別擁有近期估值經驗)按市值基準估值。本集團管理層於每個中期及年度報告日期進行估值時就估值假設及估值結果與該等估值師進行討論。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

15. FIXED ASSETS (continued)

(a) (continued)

The following table shows the significant unobservable inputs used in the valuation model:

Properties 物業	Valuation techniques 估值方法	Unobservable inputs 不可觀察數據	Adopted rate/value 已採納利率/價值	
			2020 二零二零年	2019 二零一九年
Investment properties 投資物業				
- Data centres 數據中心	Income approach – discounted cash flow analysis 收入法-貼現現金流量分析	Risk-adjusted discount rate 風險調整貼現率	7.75%	7.75%
		Expected market rental growth 預期市場租金增長	3.5%	3.5%
		Expected occupancy rate 預期平均出租率	92% – 98%	93% – 100%
		Terminal capitalisation rate 終止資本化率	4.25%	4.25%

The fair value of investment properties is determined on the basis of capitalisation of discounted cash flow analysis by discounting a projected cash flow series associated with the properties using risk-adjusted discount rates. The valuation takes into account expected market rental growth and occupancy rates of the properties. The discount rates used have been adjusted for the quality and location of the buildings and the tenant credit quality. The fair value measurement of investment properties is positively correlated to the expected market rental growth and the occupancy rate and negatively correlated to the risk-adjusted discount rate and terminal capitalisation rate.

下列為用於估值方法的重大不可觀察數據：

投資物業之公平值乃根據貼現現金流量資本化分析釐定，有關分析以使用風險調整貼現率貼現與該等物業相關的一系列預測現金流量。估值考慮到該等物業的預期市場租金增幅及出租率。使用的貼現率已調整有關大廈的質素及地點以及租戶的信貸風險質素。投資物業的公平值計量與預期市場租金增幅及出租率成正比，而與風險調整貼現率及終端資本化率成反比。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

15. FIXED ASSETS (continued)

- (b) The Group leases out a number of building facilities under operating leases. The leases typically run for an initial period of 2 to 20 years, with an option to renew the lease after that date at which time all terms are renegotiated.

All properties held under operating leases that would otherwise meet the definition of investment properties are classified as investment properties.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within 1 year	一年內	140,392	133,400
After 1 year but within 2 years	一年後但二年內	121,917	92,690
After 2 years but within 3 years	二年後但三年內	140,175	75,588
After 3 years but within 4 years	三年後但四年內	130,368	68,308
After 4 years but within 5 years	四年後但五年內	124,185	61,162
After 5 years	五年後	253,857	211,378
		910,894	642,526

- (c) The Group's investment properties are situated in Hong Kong and held under medium-term leases.
- (d) The carrying amounts of the Group's building held for own use located at:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Medium-term leases in Hong Kong	於香港之中期租約	860,702	860,652
Medium-term leases land use rights in the PRC	於中國之中期土地使用權	7,105	-
		867,807	860,652

- (e) Certain of the Group's building held for own use and investment properties were pledged against bank loans, details of which are set out in note 21(a).

15. 固定資產 (續)

- (b) 本集團根據經營租賃方式出租若干樓宇設施。該等租賃一般初步為期二至二十年，並有權選擇於約滿及重續租約時重新協商所有條款。

所有物業以經營租賃方式持有且在其他方面符合投資物業之定義均會分類為投資物業。

本集團根據不可撤銷經營租賃於日後應收的最低租賃款項總額如下：

- (c) 本集團之投資物業位於香港及以中期租約持有。
- (d) 在下列地方以下列方式持有之自用物業之賬面值：

- (e) 本集團若干自用物業及投資物業已抵押以取得銀行貸款，有關詳情載於附註21(a)。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

16. INVENTORIES OF PROPERTIES

16. 物業存貨

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Properties under development located in Hong Kong	位於香港的發展中物業	1,850,399	1,347,305
Properties held for sales located in Hong Kong and PRC	位於香港及中國的持有作銷售之物業	535,284	733,132
		2,385,683	2,080,437

(a) The amounts of properties under development are not expected to be recovered within twelve months from the end of the reporting period.

(b) At 31 March 2020, leasehold land included in the properties under development amounted to \$938,880,000 (2019: \$938,880,000).

(c) Certain of the Group's inventories of properties were pledged against bank loans, detail of which are set out in note 21(a).

(a) 發展中物業預期將不會於報告期末之後十二個月內收回。

(b) 於二零二零年三月三十一日，發展中物業內包含之租賃土地價值為938,880,000元（二零一九年：938,880,000元）。

(c) 本集團若干物業存貨已抵押以取得銀行貸款，有關詳情載於附註21(a)。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

17. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

17. 合約資產及合約負債

(a) 合約資產

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Contract assets arising from building construction:	樓宇建造產生的合約資產：		
Right to consideration	收取代價的權利	154,205	124,107
Retention receivables	應收保固金	74,098	72,066
		228,303	196,173

Typical payment terms which impact on the amount of contract assets includes payment schedules which require stage payments over the construction period once milestones are reached. These payment schedules prevent the build-up of significant contract assets. Additionally, the Group typically agrees 1-3 year retention period for 5% of the contract sum, which is kept in contract assets until the end of the retention period as the Group's entitlement to it is conditional on the Group's work satisfactorily passing inspection.

The expected timing of recovery or settlement for contract assets is as follows:

影響合約資產金額的一般支付條款包括一旦於建設期間達致若干特定里程碑則須作出階段付款的付款日程。此等付款日程防止積聚重大合約資產。此外，本集團通常同意合約金額5%為期一至三年保固金保留於合約資產至保固期結束，因為本集團的權益須待工程完滿通過檢測後方可作實。

收回或結算合約資產的預計時間安排如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within one year	一年內	154,205	124,107
More than one year and less than two years	一年後但二年內	74,098	72,066
		228,303	196,173

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

17. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(a) Contract assets (continued) Movements in contract assets

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Balance at 1 April	於四月一日結餘	196,173	-
Initial application of HKFRS 15	初步採納香港財務報告準則第15號	-	139,447
Addition during the year	本年度添加	507,892	294,686
Received during the year	本年度已收	(475,762)	(237,960)
Balance at 31 March	於三月三十一日結餘	228,303	196,173

(b) Contract liabilities

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Deposits from sales of properties	銷售物業的訂金	2,159,022	25,555

Typically deposits are required payment term from pre-sales of property which impact on the amount of contract liabilities. These will remain as a contract liabilities until the control of these properties are transferred to the customers.

訂金通常是預售物業時要求的一項條款，這會影響合約負債的金額。直至該等物業的控制權移交給客戶之前，該訂金將一直被視作為合約負債。

Movements in contract liabilities

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Balance at 1 April	於四月一日結餘	25,555	-
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認收益令年初計入的合約負債減少	(4,398)	-
Increase in contract liabilities as a result of receiving deposits and instalments during the year from sales of properties	因年內銷售物業收取定金和分期款項令合約負債增加	2,137,865	25,555
Balance at 31 March	於三月三十一日結餘	2,159,022	25,555

合約負債的變動

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

18. TRADE AND OTHER RECEIVABLES

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Trade receivables (note)	應收賬款 (註)	89,491	52,328
Less: Impairment	減：減值	(159)	(431)
		89,332	51,897
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	80,828	65,021
		170,160	116,918

Note: Except for an amount of \$15,595,000 (2019: \$20,318,000) as at 31 March 2020, which is expected to be recovered after one year, all of the remaining balances are expected to be recovered within one year.

The aging analysis of the Group's trade receivables (net of loss allowance), based on invoice dates, is as follows:

18. 應收賬款及其他應收款項

註：除於二零二零年三月三十一日為數15,595,000元（二零一九年：20,318,000元）的款項預期於一年後收回外，餘下結餘預期於一年內收回。

根據發票日期計算本集團應收賬款（扣除呆賬撥備）的賬齡分析如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Less than 1 month	少於一個月	87,388	47,895
More than 1 month but less than 3 months	超過一個月但少於三個月	1,710	2,481
More than 3 months but less than 6 months	超過三個月但少於六個月	176	1,093
More than 6 months	超過六個月	58	428
		89,332	51,897

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

18. TRADE AND OTHER RECEIVABLES (continued)

The movement of the loss allowance during the year is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At 1 April	於四月一日	431	406
(Reversal of)/impairment loss recognised (note 8(c))	(撥回)/確認減值虧損 (附註8(c))	(272)	25
At 31 March	於三月三十一日	159	431

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Neither past due nor impaired	既未逾期亦未減值	87,388	47,895
Less than 1 month past due	逾期少於一個月	614	21
Over 1 month but less than 3 months past due	逾期超過一個月但少於三個月	1,096	2,460
Over 3 months but less than 6 months past due	逾期三個月但少於六個月	176	1,093
Over 6 months but less than 12 months past due	逾期過六個月但少於十二個月	12	95
Over 12 months past due	逾期超過十二個月	46	333
		89,332	51,897

18. 應收賬款及其他應收款項 (續)

年內減值的變動如下：

並未個別或共同視作已減值的應收賬款的賬齡分析如下：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

19. RESTRICTED AND PLEDGED DEPOSITS AND CASH AND BANK BALANCES

19. 受限制及已抵押存款以及現金及銀行結餘

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash and bank balance	現金及銀行結餘	1,153,545	144,893
Fixed deposits	定期存款	1,053,545	17,854
		2,207,090	162,747
Less:	減：		
Pledged deposits (note (i))	已抵押存款 (註(i))	(100,966)	(72,854)
Restricted deposits (note (ii))	受限制存款 (註(ii))	(2,026,065)	(31,624)
		(2,127,031)	(104,478)
Cash and bank balances as stated in the consolidated statement of financial position and cash and cash equivalents as stated in the consolidated cash flow statement	綜合財務狀況表內的現金及銀行結存及綜合現金流量表內的現金及現金等價物	80,059	58,269

Note:

- (i) The balances represent bank deposits pledged to secure banks loans of the Group (see note 21(a)).
- (ii) In FY 2019/20, included in the restricted deposits amounted to \$2,026,065,000 in total were the proceeds received from sales of properties of a property project deposited into designated bank account which were limited to the construction cost payment of the property project, interest payment and principal repayment of the corresponding secured bank loans.

The balances as at 31 March 2019 included an amount of \$25,560,000 which were proceeds received from sales of properties of a property project in a designated bank account. These amount were limited to principal repayment and interest payment of the corresponding secured bank loans. The remaining balances represent security deposits placed by a tenant of data centre in a bank according to the terms of the tenancy agreement entered into with the Group. The Group has no absolute right and control over the bank balance as the usage of that security deposits is specifically restricted under the tenancy agreement. Such security deposits were returned to the tenant during the year.

註：

- (i) 該結存指銀行存款已作為本集團銀行貸款的抵押 (見附註21(a))。
- (ii) 2019/20年度包括於受限制存款內總數2,026,065,000元為銷售物業收取之所得款項存入指定的銀行賬戶。該款項僅可用於該建築項目之建築費，及償還相關的有抵押銀行貸款利息及本金。

於二零一九年三月三十一日之結餘包括25,560,000元乃銷售物業所收款項存入指定銀行賬戶，而該存款只限用於償還相關之有抵押銀行貸款的本金與利息。餘下結餘乃指一名數據中心租戶根據與本集團訂立的租賃協議條款存入銀行之保證金。根據租賃協議，該保證金的運用受到限制，故本集團對該銀行結存並無絕對權利及控制權。該保證金已於年內退還租戶。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

20. TRADE AND OTHER PAYABLES

20. 應付賬款及其他應付款項

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Trade payables	應付賬款	103,250	26,235
Other payables and accrued charges	其他應付款項及應計費用	63,983	41,552
Rental and other deposits (note(ii))	租金及其他按金 (註(ii))	1,900	7,174
Receipts in advance	預收賬款	5,341	4,050
Retention payables (note(iii))	應付保固金 (註(iii))	77,651	78,733
		252,125	157,744

Notes:

- (i) Except as disclosed in notes (ii) and (iii) below, all of the trade and other payable are expected to be settled within one year.
- (ii) All of the rental and other deposits as at 31 March 2020 and 2019 are expected to be settled after one year.
- (iii) Except for an amount of \$37,745,000 (2019: \$40,879,000) as at 31 March 2020, which is expected to be settled after one year, all of the remaining balances are expected to be settled within one year.

The aging analysis of the Group's trade payables, based on invoice dates, is as follow:

註:

- (i) 除下文附註(ii)及(iii)所披露者外，所有應付賬款及其他應付款項預期於一年內結清。
- (ii) 於二零二零年及二零一九年三月三十一日的所有租金及其他按金預計於一年後結清。
- (iii) 除於二零二零年三月三十一日為數37,745,000元(二零一九年:40,879,000元)的款項預計於一年後結清外，餘下結餘預期於一年內結清。

根據發票日期計算本集團應付賬款的賬齡分析如下:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Less than 1 month	少於一個月	102,406	25,677
More than 1 month but less than 3 months	超過一個月但少於三個月	844	558
		103,250	26,235

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

21. BANK LOANS

21. 銀行貸款

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Bank loans	銀行貸款		
– Secured	– 有抵押	4,202,198	3,970,757
– Unsecured	– 無抵押	65,569	–
		4,267,767	3,970,757

The bank loans were repayable as follows:

銀行貸款須於如下年期償還：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within 1 year and included in current liabilities	一年內及列入流動負債	664,496	782,538
After 1 year and included in non-current liabilities:	一年後及列入非流動負債：		
– After 1 year but within 2 years	– 一年後但兩年內	2,032,982	335,590
– After 2 years but within 5 years	– 兩年後但五年內	1,459,515	2,734,876
– After 5 years	– 五年後	110,774	117,753
		3,603,271	3,188,219
		4,267,767	3,970,757

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

21. BANK LOANS (continued)

- (a) At 31 March 2020, the bank loans bear interest ranging from 3.58% to 4.68% (2019: 3.31% to 4.41%) per annum and were secured by the following assets:

Investment properties	投資物業
Property, plant and equipment	物業、廠房及設備
Financial asset at FVOCI	按公平值計入其他全面收益之 金融資產
Inventories of properties	物業存貨
Pledged deposits	已抵押存款
Other assets	其他資產

2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
3,643,000	3,595,000
819,646	836,741
10,114	12,710
1,850,399	2,080,437
100,966	72,854
39,782	40,885
6,463,907	6,638,627

In addition, at 31 March 2020, the banking facilities of the Group were secured by the following:

- assignment of project proceeds, project insurance and fire insurance policies for certain construction contracts in relation to certain banking facilities (including performance bonds) granted to the Group with maximum amount of \$300,000,000 (2019: \$200,000,000);
- assignment of all rentals and all other monies, sales proceeds and insurance over the investment properties of the Group in relation to certain bank loans granted to the Group with carrying amount of \$2,254,200,000 (2019: \$2,551,840,000); and
- share mortgages over the entire issued and paid-up share capital of certain subsidiaries.

21. 銀行貸款 (續)

- (a) 於二零二零年三月三十一日，銀行貸款的年利率介乎3.58%至4.68%（二零一九年：3.31%至4.41%），並以下列資產作擔保：

此外，於二零二零年三月三十一日，本集團的銀行融資乃以下列項目作擔保：

- 轉讓若干建造合約的項目所得款項、項目險及火險保險單，令本集團獲授若干銀行融資，其最高金額為300,000,000元（二零一九年：200,000,000元）；
- 轉讓本集團投資物業的所有租金及所有款項、銷售所得款項以及保險，令本集團獲授若干銀行貸款，其賬面值為2,254,200,000元（二零一九年：2,551,840,000元）；及
- 就若干附屬公司的全部已發行及繳足股本作出的股份抵押。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

21. BANK LOANS (continued)

- (b) Certain of the Group's banking facilities are subject to the fulfilment of covenants relating to certain ratios as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants. As long as the Group complies these covenants, it is considered that the respective drawn down facilities will not be repaid on demand.

During FY 2019/20, the Group has not breached the covenant under loan agreements with banks.

During FY 2018/19, the Group was in breach of a covenant under loan agreements with a bank as the Group's gearing ratio was higher than that required by that bank. Prior to the end of that reporting period, the Group had obtained a written consent from the bank to waive the rights entitling the bank to declare the relevant outstanding loan balance immediately due and payable due to the breach of the covenant. Accordingly, the outstanding balances amounted to \$56,257,000 and \$365,745,000 are classified as a current and non-current liability as at 31 March 2019, respectively.

Further details of the Group's management of liquidity risk are set out in note 30(b).

21. 銀行貸款 (續)

- (b) 本集團的若干銀行融資須符合若干有關資產負債比率的契諾，此種契諾常見於與金融機構作出的借款安排。倘本集團違反契諾，所提取的融資將變成須按要求償還。本集團定期監控其遵守該等契諾的情況。只要本集團遵守該等契諾，所提取的融資將不會按要求償還。

本集團於2019/20年度期間沒有違反銀行貸款協議項下之契諾。

於2018/19年度期間，由於本集團之資本負債比率高於銀行規定，本集團違反了與一間銀行簽訂的貸款協議項下之契諾。於該報告期末前，本集團已取得該銀行書面同意，豁免該銀行因上述違反而宣佈有關未償還貸款結餘即時到期及支付的權利。因此，於二零一九年三月三十一日未償還之結餘56,257,000元及365,745,000元分別分類為流動及非流動負債。

本集團管理流動資金風險的進一步詳情載於附註30(b)。

22. DERIVATIVE FINANCIAL INSTRUMENTS

22. 衍生金融工具

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash flow hedges: interest rate swaps	現金流量對沖：利率掉期合約	(37,888)	(19,487)
Represented by:	列示：		
Non-current assets	非流動資產	-	288
Current assets	流動資產	8	-
Non-current liabilities	非流動負債	(37,896)	(19,775)
		(37,888)	(19,487)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

22. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

- (a) The notional principal amounts of derivative financial instruments outstanding at the end of the reporting period were as follows:

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Interest rate swaps (note 30(c)(i))	1,625,186	1,636,896

- (b) Derivative financial assets/liabilities represent the amounts the Group would receive/pay if the positions were closed at the end of the reporting period respectively. Derivative financial instruments that did not qualify for hedge accounting and their corresponding changes in fair values have been recognised in the profit or loss.
- (c) All derivative financial instruments qualified for hedge accounting were deemed effective for cash flow hedge purposes and no ineffective portion was recognised in profit or loss for the FY 2019/20 and FY 2018/19.

23. BUSINESS ACQUISITION UNDER COMMON CONTROL

On 18 January 2020, the Group, through a wholly-owned subsidiary, entered into an agreement with connected persons to acquire the entire equity interest of Grand Victor Enterprises Limited together with its wholly-owned subsidiary, Guangxi Jiaming Property Development Co. Ltd. (collectively referred to as "Grand Victor Group"), and the shareholder's loan, at an aggregate cash consideration of \$18,800,000. Grand Victor Group is principally engaged in property development in the PRC. The acquisition was made with the aims to expand the Group's existing operation and market presence in Hong Kong to other locations.

22. 衍生金融工具 (續)

- (a) 於報告期末未償還的衍生金融工具的名義本金金額如下：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Interest rate swaps (note 30(c)(i))	1,625,186	1,636,896

- (b) 衍生金融資產／負債指本集團倘於報告期末平倉時將收取／支付的款項。不符合資格進行會計對沖會計法的衍生金融工具及其公平值的相應變動已於損益內確認。
- (c) 所有符合資格進行現金流量對沖會計法的衍生金融工具均為有效對沖現金流量，故於2019/20及2018/19年度內沒有無效部分被確認於損益。

23. 共同控制下的業務收購

於二零二零年一月十八日，本集團透過其一全資附屬公司與關連人士訂立協議，以總現金代價18,800,000元收購駿豪企業有限公司連同其全資附屬公司廣西佳明房地產開發有限責任公司（統稱「駿豪集團」）之全部權益及其股東貸款。駿豪集團主要從事中國房地產開發業務。此次收購的目的是將本集團在香港的現有業務和市場佔有率擴大到其他地區。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

23. BUSINESS ACQUISITION UNDER COMMON CONTROL (continued)

Acquisition method under HKFRS 3 was applied for business combination under common control as the management considered that the underlying concept of this method is relevant to similar transactions for where acquirers obtain new synergies and control over the new business, which the management expects the acquisition would bring in economic changes to the Group. The transaction was completed on 21 January 2020.

The fair value of identifiable assets and liabilities of Grand Victor Group as at 21 January 2020 were:

23. 共同控制下的業務收購 (續)

香港財務報告準則第3號的收購方法適用於同一控制下的企業合併，原因是管理層認為該方法的基本概念與此類交易相關，在該交易中，收購方獲得新的協同效應並控制新業務，管理層預計該收購將帶來對集團的經濟變化。該交易已於二零二零年一月二十一日完成。

駿豪集團於二零二零年一月二十一日的可識別資產和負債之公平值為：

		\$'000 千元
Property, plant and equipment	物業、廠房及設備	7,489
Inventories of properties	物業存貨	3,620
Other receivables	其他應收款項	637
Pledged deposits	抵押存款	44,549
Cash and bank balances	現金及銀行結餘	5,647
Bank loans	銀行貸款	(42,920)
Other payables	其他應付款項	(222)
Shareholder's loan	股東貸款	(18,371)
		429
Assignment of shareholder's loan	轉讓股東貸款	18,371
Net assets acquired	收購之淨資產	18,800
Total consideration satisfied by:	總代價以下列支付：	
Cash	現金	18,800
Net cash flow arising on acquisition:	收購產生之現金淨流量：	
		\$'000 千元
Cash and bank balances acquired	收購之現金及銀行結餘	5,647
Cash paid	現金支付	(18,800)
		(13,153)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

23. BUSINESS ACQUISITION UNDER COMMON CONTROL (continued)

Since the acquisition date, Grand Victor Group have not contributed any revenue and incurred loss amounted to \$578,000 to the Group. If the acquisition had occurred on 1 April 2019, there would be no changes to the Group's revenue and profit after income tax would have been \$30,789,000 for the year ended 31 March 2020. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2019, nor is it intended to be a projection of future performance.

24. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

On 15 December 2017, the Group, through a wholly-owned subsidiary, entered into an agreement with independent third party pursuant to acquire the entire interests of Excel One Global Limited together with its wholly-owned subsidiary, Marvellous Investment Limited (collectively referred to as "Excel One Group"), and the shareholder's loans, at a cash consideration of \$418,394,000. Excel One Group is principally engaged in property holding. The acquisition has been accounted for using acquisition method and the transaction was completed on 13 April 2018.

The assets acquired and the liabilities recognised as at 13 April 2018 were as follows:

23. 共同控制下的業務收購 (續)

自收購日期起，駿豪集團並無為本集團貢獻任何收益，及蒙受虧損578,000元。倘收購於二零一九年四月一日進行，對本集團截至二零二零年三月三十一日止年度扣除所得稅後之收益及利潤沒有影響，為30,789,000元。此備考資料僅作說明用途，並不表示如果收購於二零一九年四月一日完成，本集團將實際實現的收入和經營成果，也無意作為對未來業績的預測。

24. 透過收購附屬公司收購資產

於二零一七年十二月十五日，本集團透過其一全資附屬公司與獨立第三方（「賣方」）訂立協議，以現金代價418,394,000元收購Excel One Global Limited及其全資附屬公司茂昌投資有限公司（統稱「Excel One集團」）的全部權益及其股東貸款。Excel One集團主要從事物業持有業務。此收購已使用收購法入賬，該交易已於二零一八年四月十三日完成。

於二零一八年四月十三日獲得的資產及確認的負債如下：

		\$'000 千元
Investment properties	投資物業	418,394
Shareholder's loan	股東貸款	(304,763)
		113,631
Assignment of shareholder's loan	轉讓股東貸款	304,763
		418,394
Net assets acquired	收購之淨資產	418,394
Total consideration satisfied by:	總代價以下列支付：	
Cash	現金	418,394

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

24. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (continued)

Net cash flow arising on acquisition:

24. 透過收購附屬公司收購資產 (續)

收購產生之現金淨流量：

	\$'000 千元
Cash paid	(418,394)

25. SHARE CAPITAL

25. 股本

		2020 二零二零年		2019 二零一九年	
		No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千元	No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千元
Authorised:	法定：				
Ordinary shares of \$0.01 each	每股面值0.01元的普通股	10,000,000	100,000	10,000,000	100,000
Ordinary shares, issued and fully paid:	普通股，已發行及繳足：				
At 1 April and 31 March	於四月一日及三月三十一日	709,771	7,098	709,771	7,098

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.

普通股持有人有權收取不時宣派的股息，並享有在本公司股東大會上每股一票的投票權。就分配本公司餘下資產而言所有普通股享有同等地位。

NOTES TO THE FINANCIAL STATEMENTS (*Continued*)

財務報表附註 (續)

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

26. RESERVES

(a) The Group

Details of the movements in the Group's reserves are set out in the consolidated statement of changes in equity. The natures and purposes of reserves within equity are as follows:

(i) *Share premium*

The share premium account is governed by the Companies Law of the Cayman Islands and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in paying distributions or dividends to equity shareholders.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(ii) *Hedging reserve*

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of the hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy set out in note 4(e).

26. 儲備

(a) 本集團

本集團儲備變動詳情載於綜合權益變動表內。權益中儲備的性質及目的如下：

(i) *股份溢價*

股份溢價賬由開曼群島公司法規管，本公司於向權益股東支付分派或股息時可根據其組織章程大綱及細則的條文（如有）動用股份溢價賬。

除非緊隨建議支付分派或股息當日後本公司將可支付於日常業務中到期的債務，否則不可動用股份溢價賬向權益股東分派或派發股息。

(ii) *對沖儲備*

對沖儲備包括現金流量對沖所用對沖工具公平值的累計變動淨額的有效部分，以待其後根據附註4(e)所載會計政策確認已對沖的現金流量。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

26. RESERVES (continued)

(b) The Company

26. 儲備 (續)

(b) 本公司

		Share premium 股份溢價 \$'000 千元	Hedging reserve 對沖儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 總計 \$'000 千元
At 1 April 2018	於二零一八年四月一日	98,639	642	174,891	274,172
Profit and total comprehensive income for the year	年度溢利及全面收益	-	-	186,697	186,697
Effective portion of changes in fair value of hedging instruments recognised during the year, net of tax	年內已確認的對沖工具公平值變動的有效部分，扣除稅項	-	(401)	-	(401)
Interim dividends declared and paid in respect of the current year (note 13(a))	已宣派及支付本年度的中期股息 (附註13(a))	-	-	(28,391)	(28,391)
Final dividends approved in respect of the previous year (note 13(b))	批准屬上一年度的末期股息 (附註13(b))	-	-	(41,167)	(41,167)
At 31 March 2019	於二零一九年三月三十一日	98,639	241	292,030	390,910
Profit and total comprehensive income for the year	年度溢利及全面收益	-	-	132,563	132,563
Effective portion of changes in fair value of hedging instruments recognised during the year, net of tax	年內已確認的對沖工具公平值變動的有效部分，扣除稅項	-	(269)	-	(269)
Interim dividends declared and paid in respect of the current year (note 13(a))	已宣派及支付本年度的中期股息 (附註13(a))	-	-	(28,391)	(28,391)
Special interim dividends declared and payable in respect of the current year (note 13(a))	已宣派及應付本年度的特別中期股息 (附註13(a))	-	-	(354,885)	(354,885)
Final dividends approved in respect of the previous year (note 13(b))	批准屬上一年度的末期股息 (附註13(b))	-	-	(41,167)	(41,167)
At 31 March 2020	於二零二零年三月三十一日	98,639	(28)	150	98,761

At 31 March 2020, the aggregate amount of the Company's reserves available for distribution to equity shareholders of the Company, as calculated in accordance with the Companies Law of the Cayman Islands and the Company's memorandum and articles of association, was \$98,789,000 (2019: \$390,669,000).

於二零二零年三月三十一日，根據開曼群島公司法以及本公司組織章程大綱及細則計算，可供分派予本公司權益股東的儲備總額為98,789,000元（二零一九年：390,669,000元）。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

27. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

27. 控股公司財務狀況表

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	59,790	152
Investment in subsidiaries	投資附屬公司	—*	—*
Loans to subsidiaries	貸款予附屬公司	471,458	473,958
Deferred tax assets	遞延稅項資產	2,070	572
Derivative financial instruments	衍生金融工具	—	288
Financial assets at FVTPL	按公平值計入損益之金融資產	7,766	7,220
		541,084	482,190
Current assets	流動資產		
Loan to a subsidiary	貸款予附屬公司	230,131	128,131
Prepayment and other receivables	預付款及其他應收款項	1,089,084**	1,189,496
Tax recoverable	可收回稅項	1,278	—
Pledged deposits	已抵押存款	5,024	4,457
Cash and bank balances	現金及銀行結餘	7,327	12,294
		1,332,844	1,334,378
Current liabilities	流動負債		
Other payables	其他應付款項	190,695***	463
Dividend payables	應付股息	354,885	—
Bank loans	銀行貸款	207,143	519,143
Loan from a subsidiary	附屬公司借款	2,500	2,500
Lease liabilities	租賃負債	5,312	—
		760,535	522,106
Net current assets	流動資產淨值	572,309	812,272
Total assets less current liabilities	總資產減流動負債	1,113,393	1,294,462

* Less than \$1,000

** Included in prepayment and other receivable are balances with its subsidiaries of \$1,005,059,000 (2019: \$1,186,581,000).

*** Included in other payables are balances with its subsidiaries of \$190,188,000 (2019: Nil).

* 低於1,000元

** 預付及其他應收款項包括與附屬公司的結餘1,005,059,000元(二零一九年: 1,186,581,000元)。

*** 其他應付款項包括與附屬公司的結餘190,188,000元(二零一九年: 無)。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

27. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION (continued)

27. 控股公司財務狀況表 (續)

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Non-current liabilities	非流動負債		
Bank loans	銀行貸款	316,071	253,954
Loans from subsidiaries	附屬公司借款	640,000	642,500
Derivative financial instruments	衍生金融工具	34	-
Lease liabilities	租賃負債	51,429	-
		1,007,534	896,454
NET ASSETS	資產淨值	105,859	398,008
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	7,098	7,098
Reserves	儲備	98,761	390,910
		105,859	398,008
TOTAL EQUITY	總權益	105,859	398,008

On behalf of the Board

代表董事會

Chan Hung Ming
陳孔明
Director
董事

Lau Chi Wah
劉志華
Director
董事

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

(Expressed in Hong Kong dollars unless otherwise indicated)
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28. SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

28. 附屬公司

以下列表只包括重大影響本集團的業績、資產及負債之附屬公司的詳情。除另有所指外，持有股份類別指普通股。

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或註冊/ 營業地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊資本	Proportion of ownership interest 擁有者權益比例			Principal activity 主要業務
			Group's effective interest 本集團實質權益	Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Able Business Development Limited 高業發展有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property development 物業發展
Dragon Mount Development Limited 龍峰發展有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property development 物業發展
Easton Development Limited 東晉發展有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property holding 物業持有
Eson Development Limited 英盛發展有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property holding 物業持有
Grand Tech Construction Company Limited 佳盛建築有限公司	Hong Kong 香港	\$5,000,000 5,000,000元	100%	–	100%	Construction 建築
iTech Towers Data Centre Services Limited 佳明滙訊數據中心有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Provision of data centre premises and facilities 提供數據中心場地和設施
Marvellous Investments Ltd. 茂昌投資有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property holding 物業持有
Top Regent Investments Limited 泰盛投資有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property holding 物業持有
Wellford Properties Limited 偉豐置業有限公司	Hong Kong 香港	\$100 100元	100%	–	100%	Property investment 物業投資
Winning Tech Limited 焯創有限公司	Hong Kong 香港	\$1 1元	100%	–	100%	Property investment 物業投資
Guangxi Jiaming Property Development Co., Ltd** 廣西佳明房地產開發有限公司*	The PRC 中國	RMB32,000,000 人民幣 32,000,000	100%	–	100%	Property development 物業發展

* wholly-foreign-owned enterprise

the English name is direct translation of the Chinese name

* 外商獨資企業

英文名稱為直接翻譯中文名稱

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

29. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to fund its construction business and property development and investment projects, provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to any externally imposed capital requirements.

As at 31 Mar 2020, the Group's current ratio (defined as current assets divided by current liabilities) was 1.45 times (2019: 2.62 times). The Group's gearing ratio (defined as total interest-bearing borrowings divided by shareholders' equity) was approximately 177.2% (2019: approximately 141.1%).

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and interest rate risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to cash and bank deposits, financial assets at FVOCI, financial assets at FVTPL, derivative financial instruments, trade and other receivables, and contract assets. The Group maintains a defined credit policy and the exposures to these credit risks are monitored on an ongoing basis.

29. 資本管理風險

本集團管理資本的主要目標為保障本集團持續經營的能力，以為本集團的建築業務以及物業發展和投資項目提供資金、為股東及其他利益相關者提供回報及利益以及維持最佳的資本架構以減低資本成本。

本集團積極及定期檢討及管理其資本架構，以在提高股東回報（可能伴隨較高的借款水平）與穩健資本狀況帶來的好處及保障之間取得平衡，並因應經濟狀況的變化調整資本架構。

本公司或其任何附屬公司概不受任何外部施加的資本規定所限。

於二零二零年三月三十一日，本集團的流動比率（流動資產除流動負債）為1.45倍（二零一九年：2.62倍）。本集團的資本負債比率（計息借款總額除股東權益）約177.2%（二零一九年：約141.1%）。

30. 財務風險管理及金融工具公平值

本集團面對的信貸、流動資金及利率風險乃在本集團正常業務過程中產生。本集團面對該等風險以及本集團為管理該等風險所採納的財務風險管理政策及措施如下。

(a) 信貸風險

本集團的信貸風險主要來自銀行存款、按公平值計入其它全面收益之金融資產、按公平值計入損益之金融資產、衍生金融工具、應收賬款及其他應收款項以及合約資產。本集團訂有明確的信貸政策，並持續監管該等信貸風險。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Cash, including restricted and pledged deposit, are deposited with financial institutions with sound credit ratings and the Group has exposure limit for any single financial institution. Transactions involving derivative financial instruments and debt investments are with counterparties of sound credit standing. Given their high credit ratings, management does not expect any of these financial institutions and counterparties will fail to meet their obligations.

Before entering into construction contracts, assessment of the potential customers is carried out as part of the acceptance procedures for the new contracts.

Regular review and follow-up actions are carried out on overdue amounts of trade receivables from customers which enable management to assess their recoverability and to minimise the exposure to credit risk. Trade receivables are due within 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

In respect of rental income from leasing properties, rental deposits are held to cover potential exposure to credit risk. An ageing analysis of the receivables is prepared on a regular basis and is closely monitored to minimise any credit risk associated with these receivables. Adequate impairment losses have been made for estimated irrecoverable amounts.

At the end of the reporting period, the Group has significant concentration of credit risk in a few customers. In view of their credit standing, good payment record and long established relationships with the Group, management does not consider the Group's credit risk to be significant. At the end of the reporting period, 68% and 74% (2019: 37.8% and 85.4%) of the total trade receivable was due from the Group's largest customer and the five largest customers respectively.

30. 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

現金乃存放於信貸評級穩健的財務機構，而本集團就任何個別財務機構所承擔的風險有限。涉及衍生金融工具的交易是與具良好信貸評級的對手方進行。鑑於彼等具有高信貸評級，管理層預期任何該等財務機構及對手方不會無法履行其責任。

訂立建造合約前，對潛在客戶的評估乃為新合約接納程序的一部分。

本集團對客戶的應收款項逾期金額進行定期檢討及採取跟進措施，使管理層得以評估其可收回性及將信貸風險降至最低水平。貿易應收款項自發票日期起零至三十日內到期。一般而言，本集團不會要求客戶提供抵押品。

就來自物業租賃的租金收入而言，本集團持有租賃按金以應付潛在的信貸風險。本集團定期編製應收款項的賬齡分析並作出密切監控，以將與該等應收款項有關的任何信貸風險降至最低水平。估計不可收回的數額已計提足夠的減值虧損。

於報告期末，本集團少量客戶存在重大信貸集中風險。鑑於其信貸評級、良好支付記錄及與本集團建立的長期關係，管理層認為本集團面臨的信貸風險並不重大。於報告期末，應收賬款總額中分別有68%及74%（二零一九年：37.8%及85.4%）為應收本集團最大客戶及五大客戶款項。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

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30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

The Group does not provide any other guarantees which would expose the Group to credit risk as at 31 March 2020.

Individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. The Group generally requires customers to settle progress billings and retentions receivable in accordance with contracted terms and other debts in accordance with agreements.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

30. 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

於二零二零年三月三十一日，本集團並無提供任何會使本集團承受信貸風險的其他擔保。

本集團對所有要求若干信貸額度的新客戶均會進行個別信用評估，亦定期對現有客戶進行個別信用評估。此等評估專注於客戶過往的到期支付記錄以及當前的支付能力，或會考慮客戶特定資料以及客戶經營所在地的經濟環境。本集團通常要求客戶根據合約條款結算進度款項及應收保留金及根據協議結算其他債務。

本集團按相等於使用撥備矩陣計算之存續期預期信貸虧損的金額計量應收賬款及合同資產之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶基礎之間進一步區分。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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(除特別註明外，以港元列示)

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2020 二零二零年	
	Expected loss rate	Gross carrying amount excluding specific debtors 不包括特定 應收款項的 賬面值毛額	Expected credit losses
	預期虧損率	'000 千元	預期信貸虧損 '000 千元
Trade receivables	應收賬款		
Neither past due nor impaired	既未逾期亦未減值	87,426	(38)
Less than 1 month past due	逾期少於一個月	635	(21)
Over 1 month but less than 3 months past due	逾期一個月但少於三個月	1,169	(73)
Over 3 months but less than 6 months past due	逾期三個月但少於六個月	191	(15)
Over 6 months but less than 12 months past due	逾期六個月但少於十二個月	14	(2)
Over 12 months	逾期十二個月	56	(10)
		89,491	(159)

30. 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

下表載列有關本集團應收賬款的信貸風險及預期信貸虧損之資料：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

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30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

		Expected loss rate	2019 二零一九年 Gross carrying amount excluding specific debtors 不包括特定應收款項的賬面值毛額	Expected credit losses
		預期虧損率	賬面值毛額	預期信貸虧損
		%	'000	'000
		%	千元	千元
Trade receivables	應收賬款			
Neither past due nor impaired	既未逾期亦未減值	0.03%	47,909	(14)
Less than 1 month	逾期少於一個月	0.04%	21	—*
More than 1 month but less than 3 months	逾期一個月但少於三個月	8.38%	2,685	(225)
More than 3 months but less than 6 months	逾期三個月但少於六個月	11.07%	1,229	(136)
More than 6 months but less than 12 months	逾期六個月但少於十二個月	11.21%	107	(12)
More than 12 months	逾期十二個月	11.24%	377	(44)
			52,328	(431)

* Less than \$1,000

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Receivables that were neither past due nor impaired relate to trade receivables and contract assets within retention terms and from customers for whom there was no recent history of default.

30. 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

		Expected loss rate	2019 二零一九年 Gross carrying amount excluding specific debtors 不包括特定應收款項的賬面值毛額	Expected credit losses
		預期虧損率	賬面值毛額	預期信貸虧損
		%	'000	'000
		%	千元	千元
Trade receivables	應收賬款			
Neither past due nor impaired	既未逾期亦未減值	0.03%	47,909	(14)
Less than 1 month	逾期少於一個月	0.04%	21	—*
More than 1 month but less than 3 months	逾期一個月但少於三個月	8.38%	2,685	(225)
More than 3 months but less than 6 months	逾期三個月但少於六個月	11.07%	1,229	(136)
More than 6 months but less than 12 months	逾期六個月但少於十二個月	11.21%	107	(12)
More than 12 months	逾期十二個月	11.24%	377	(44)
			52,328	(431)

* 低於1,000元

預期虧損率根據過往三年的實際虧損經驗作出。該等比率已予調整以反映已收集過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之經濟狀況之意見之間的差異。

既無逾期亦無減值的應收款項涉及於保留條款內的應收保留款項和近期並無違約記錄的客戶。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

Receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. These receivables mainly relate to construction projects either in progress or at final inspection stage. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

		2020 二零二零年 \$000 千元	2019 二零一九年 \$000 千元
At 1 April	於四月一日	431	406
(Reversal of)/impairment loss recognised during the year	年內已(撥回)/確認之減值虧損	(272)	25
At 31 March	於三月三十一日	159	431

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in note 18.

(b) Liquidity risk

Individual subsidiaries within the Group are responsible for their own cash management, including the raising of loans to cover the expected cash demands, subject to approval by the Company's board of directors. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed funding lines from major financial institutions to meet its liquidity requirements in the short and longer term.

30. 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

已逾期但未減值的應收款與若干與本集團有良好往績記錄的客戶相關。該等應收款主要關於在建或於最終視察階段的建築工程相關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，原因是信貸質素並無重大變動，且該等結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

年內有關應收賬款及合約資產的虧損撥備賬變動如下：

	2020 二零二零年 \$000 千元	2019 二零一九年 \$000 千元
At 1 April	431	406
(Reversal of)/impairment loss recognised during the year	(272)	25
At 31 March	159	431

有關本集團因應款賬款及其他應收款項產生信貸風險的進一步量化披露載於附註18。

(b) 流動資金風險

本集團旗下各附屬公司負責其本身的現金管理，包括籌集貸款以滿足預期現金需求，惟須由本公司董事會批准。本集團的政策為定期監控當前及預期流動資金需要以及其遵守借款契諾的情況，以確保其維持足夠現金儲備及獲主要財務機構授予充足的已承諾資金額度，應付其短期及長期的流動資金需要。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk (continued)

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

The Group

		Contractual undiscounted cash outflow 合約未貼現現金流出					Carrying amount 賬面值
		Within 1 year or on demand 一年內或按 要求 \$'000 千元	More than 1 year but less than 2 years 一年以上 但兩年以內 \$'000 千元	More than 2 years but less than 5 years 兩年以上 但五年以內 \$'000 千元	More than 5 years 五年以上 \$'000 千元	Total 總計 \$'000 千元	
At 31 March 2020	於二零二零年三月三十一日						
Bank loans	銀行貸款	1,063,501	2,016,232	1,447,346	138,162	4,665,241	4,267,767
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	522,118	-	-	-	522,118	522,118
Retention payables	應付保固金	39,906	-	37,745	-	77,651	77,651
		1,625,525	2,016,232	1,485,091	138,162	5,265,010	4,867,536
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	7,013	7,052	468	-	14,533	37,896
At 31 March 2019	於二零一九年三月三十一日						
Bank loans	銀行貸款	877,828	408,021	2,826,440	138,184	4,250,473	3,970,757
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	67,787	-	-	-	67,787	67,787
Retention payables	應付保固金	37,855	33,999	6,879	-	78,733	78,733
		983,470	442,020	2,833,319	138,184	4,396,993	4,117,277
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	5,755	7,486	7,908	-	21,149	19,775

30. 財務風險管理及金融工具公平值 (續)

(b) 流動資金風險 (續)

下表詳列本集團之金融負債於報告期末餘下合約到期情況，此乃根據合約未貼現現金流量（包括按合約利率（如屬浮息，則根據報告期末的現行利率）計算的利息付款）及本集團可被要求付款的最早日期而得出：

本集團

Contractual undiscounted cash outflow 合約未貼現現金流出

		Within 1 year or on demand 一年內或按 要求 \$'000 千元	More than 1 year but less than 2 years 一年以上 但兩年以內 \$'000 千元	More than 2 years but less than 5 years 兩年以上 但五年以內 \$'000 千元	More than 5 years 五年以上 \$'000 千元	Total 總計 \$'000 千元	Carrying amount 賬面值 \$'000 千元
		At 31 March 2020	於二零二零年三月三十一日				
Bank loans	銀行貸款	1,063,501	2,016,232	1,447,346	138,162	4,665,241	4,267,767
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	522,118	-	-	-	522,118	522,118
Retention payables	應付保固金	39,906	-	37,745	-	77,651	77,651
		1,625,525	2,016,232	1,485,091	138,162	5,265,010	4,867,536
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	7,013	7,052	468	-	14,533	37,896
At 31 March 2019	於二零一九年三月三十一日						
Bank loans	銀行貸款	877,828	408,021	2,826,440	138,184	4,250,473	3,970,757
Trade payable, other payables and accrued charges	應付賬款、其他應付款項及應計費用	67,787	-	-	-	67,787	67,787
Retention payables	應付保固金	37,855	33,999	6,879	-	78,733	78,733
		983,470	442,020	2,833,319	138,184	4,396,993	4,117,277
Derivative settled net: Interest rate swap contracts	按淨額結算的衍生工具： 利率掉期合約	5,755	7,486	7,908	-	21,149	19,775

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk

The Group is exposed to interest rate risk through the impact of rates changes on interest-bearing borrowings which predominantly bear floating interest rates. The Group monitors closely its interest rate exposure and the level of fixed rate and floating rate borrowing and considers hedging interest rate exposure should the need arise. The Group's interest rate profile as monitored by management is set out in (ii) below.

The interest rates and terms of repayment of interest-bearing borrowings of the Group are disclosed in note 21 to the financial statements.

(i) Hedging

Interest rate swaps, denominated in Hong Kong dollars, have been entered into to achieve an appropriate mix of fixed and floating rate (mainly Hong Kong Interbank Offer Rate) exposure consistent with the Group's policy. At 31 March 2020, the Group had interest rate swaps with a notional contract amount of \$1,625,186,000 (2019: \$1,636,896,000), which it has designated as cash flow hedges of the interest rate risk inherent in its variable rate bank borrowings. At 31 March 2020 and 2019, the Group did not have any interest rate swaps which were not designated as cash flow hedging instruments.

The swaps mature over the next five years and have fixed swap rates ranging from 1.30% to 2.63% (2019: 1.30% to 2.63%). The net fair value of swaps contracts entered into by the Group at 31 March 2020 was \$37,888,000 (2019: \$19,487,000). These amounts are recognised as derivative financial instruments (see note 22).

30. 財務風險管理及金融工具公平值 (續)

(c) 利率風險

本集團因計息借款的利率變動影響而面臨利率風險，而該等計息借款主要按浮動息率計息。本集團密切監控其所面臨的利率風險以及定息及浮息借款的水平，並於必要時考慮進行利率風險對沖。管理層所監控的本集團利率情況載於下文(ii)。

本集團計息借款的利率及償還條款於財務報表附註21披露。

(i) 對沖

本集團已訂立以港元計值的利率掉期合約，以達致符合本集團政策的適當固定及浮動息率風險組合。於二零二零年三月三十一日，本集團持有名義合約金額1,625,186,000元(二零一九年：1,636,896,000元)的利率掉期合約，指定為其浮息銀行借款內在利率風險的現金流量對沖。於二零二零年及二零一九年三月三十一日，本集團並無持有任何非指定為其現金流量對沖工具的利率掉期合約。

掉期合約將於未來五年內到期，而固定利率掉期介乎1.30%至2.63%(二零一九年：1.30%至2.63%)。掉期合約於二零二零年三月三十一日之公平值淨虧損為37,888,000元(二零一九年：19,487,000元)。該等數額確認為衍生金融工具(見附註22)。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk (continued)

(ii) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings (as defined above) at the end of the reporting period, after taking into account the effect of interest rate swaps designated as cash flow hedging instruments (see (i) above).

		2020 二零二零年		2019 二零一九年	
		Effective interest rate 實際利率	Amount 金額	Effective interest rate 實際利率	Amount 金額
		%	\$'000 千元	%	\$'000 千元
Net fixed rate borrowings: 定息借款淨額:					
Bank loans	銀行貸款	4.37	60,715	4.12	70,357
Variable rate borrowings: 浮息借款:					
Bank loans	銀行貸款	4.00	4,207,052	3.71	3,900,400
Total net borrowings	總借款淨額		4,267,767		3,970,757
Net fixed rate borrowings as a percentage of total net borrowings	定息借款淨額佔總借款淨額的百分比		1.95%		1.77%

(iii) Sensitivity analysis

At 31 March 2020, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and total equity by approximately \$35,128,000 (2019: \$32,568,000), in response to the general increase/decrease in interest rates.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for borrowings made by the Group which were not hedged by interest rate swap contracts. The analysis has been performed on the same basis as for the year 2019.

30. 財務風險管理及金融工具公平值 (續)

(c) 利率風險 (續)

(ii) 利率組合

下表詳列計及指定為現金流量對沖工具的利率掉期合約的影響後，本集團於報告期末的借款淨額（定義見上文）的息率情況（見上文(i)）。

(iii) 敏感度分析

於二零二零年三月三十一日，估計利率整體上升／減100個基點，而所有其他變數維持不變，本集團除稅後溢利及總權益將減少／增加約35,128,000元（二零一九年：32,568,000元），此乃由於利率整體上升／減少所致。

上述敏感度分析乃按假設利率變動已於報告期末發生而釐定，並已用於本集團沒有與利率掉期合約對沖之貸款的利率風險上。二零一九年分析按相同基準進行。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk

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

(e) Fair value measurement

(i) **Financial assets and liabilities measured at fair value**

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations	: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
第一級估值	: 僅使用第一級數據計量的公平值，即於計量日期在活躍市場對相同資產或負債未經調整的報價。
Level 2 valuations	: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
第二級估值	: 使用第二級數據計量的公平值，即不符合第一級的可觀察數據及未有採用不可觀察的重要數據。不可觀察數據乃指無法取得市場資料的數據。
Level 3 valuations	: Fair value measured using significant unobservable inputs.
第三級估值	: 使用不可觀察的重要數據計量的公平值。

30. 財務風險管理及金融工具公平值 (續)

(d) 外幣風險

本集團並無面臨重大外幣風險，因本集團的絕大部分交易以港元計值。

(e) 公平值計量

(i) **按公平值計量的金融資產及負債**

公平值等級

下表呈列本集團金融工具於報告期末按經常性基準計量的公平值，並按照香港財務報告準則第13號，公平值計量的定義分為三個公平值等級。公平值計量等級乃參照估值技術所用數據的可觀察性和重要性分類如下：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

The Group

		Fair value measurement categorised into 公平值計量分類為			
		Fair value 公平值 \$'000 千元	Level 1 第一級 \$'000 千元	Level 2 第二級 \$'000 千元	Level 3 第三級 \$'000 千元
As at 31 March 2020	於二零二零年三月三十一日				
Assets	資產				
Financial assets at FVOCI	按公平值計入其他全面 收益之金融資產	10,114	-	10,114	-
Financial assets at FVTPL	按公平值計入損益之 金融資產	7,766	-	7,766	-
Derivative financial instruments - Interest rate swaps	衍生金融工具 - 利率掉期合約	8	-	8	-
Liabilities	負債				
Derivative financial instruments - Interest rate swaps	衍生金融工具 - 利率掉期合約	37,896	-	37,896	-
As at 31 March 2019	於二零一九年三月三十一日				
Assets	資產				
Financial assets at FVOCI	按公平值計入其他全面 收益之金融資產	12,710	-	12,710	-
Financial assets at FVTPL	按公平值計入損益之 金融資產	7,220	-	7,220	-
Derivative financial instruments - Interest rate swaps	衍生金融工具 - 利率掉期合約	288	-	288	-
Liabilities	負債				
Derivative financial instruments - Interest rate swaps	衍生金融工具 - 利率掉期合約	19,775	-	19,775	-

During the years ended 31 March 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occurred.

截至二零二零年及二零一九年三月三十一日止年度，第一級及第二級分級之間並無轉撥，亦未有第三級的轉入或轉出。本集團政策為確認在報告期末公平值等級各級之間發生的轉撥。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

30. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of financial assets at FVOCI is based on quoted market prices at the end of the reporting period without any deduction for transaction costs.

The fair value of assets at FVTPL is based on the cash value priced by external and independent parties at the end of the reporting period.

The fair value of interest rate swaps are determined by applying the discounted cash flow method. It is calculated as the present value of the estimated future cash flow that the Group would receive or pay of each swap at the each payment date based on the observable yield curves.

(ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2020 and 2019.

31. COMMITMENTS

Capital commitments outstanding at 31 March 2020 not provided for in the Group's financial statements were as follows:

Development of investment property	發展投資物業
Assets under construction	在建資產

30. 財務風險管理及金融工具公平值 (續)

(e) 公平值計量 (續)

(i) 按公平值計量的金融資產及負債 (續)

第二級公平值計量所用估值技術及數據

按公平值計入其他全面收益之金融資產之公平值按報告期末的市場報價(毋須扣減交易成本)計算。

按公平值計入損益之金融資產的公平值基於報告期末外部和獨立方定價之現金價值。

利率掉期合約的公平值乃經計及現行利率及掉期交易對手目前的信貸評級後，本集團將於報告期末收取或支付以終止掉期之估計金額。

(ii) 並非按公平值計量的金融工具的公平值

本集團及本公司的金融工具按成本或攤銷成本計算的賬面值與其於二零二零年及二零一九年三月三十一日的公平值並無重大差異。

31. 承擔

於二零二零年三月三十一日未履行及未有在本集團財務報表撥備的資本承擔如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Development of investment property	發展投資物業	-	2,290
Assets under construction	在建資產	-	14,212
		-	16,502

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

32. CONTINGENT LIABILITIES

At 31 March 2020 and 2019, the Company did not have any material contingent liabilities.

32. 或然負債

於二零二零年及二零一九年三月三十一日，本公司並無任何重大或然負債。

33. NOTES SUPPORTING CASH FLOW STATEMENT

(a) Cash and cash equivalents comprise:

33. 支持現金流量表的附註

(a) 現金及現金等價物包括：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash available on demand	根據需求可動用現金	80,059	58,269

(b) Reconciliation of liabilities arising from financing activities:

(b) 融資活動產生的負債對賬如下：

		Bank loans 銀行貸款 (note 21) (附註21) \$'000 千元
At 1 April 2018	於二零一八年四月一日	3,585,345
Changes from cash flows:	現金流量變動：	
Proceeds from new bank loans	新銀行貸款所得款項	1,113,599
Repayments of bank loans	償還銀行貸款	(728,187)
Total changes from financing cash flows	融資現金流量的變動	385,412
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	3,970,757
Changes from cash flows:	現金流量變動：	
Proceeds from new bank loans	新銀行貸款所得款項	1,485,975
Acquired from business acquisition	從業務收購所得	42,920
Repayments of bank loans	償還銀行貸款	(1,231,252)
Total changes from financing cash flows	融資現金流量的變動	297,643
Exchange difference	匯率差異	(633)
At 31 March 2020	於二零二零年三月三十一日	4,267,767

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註 (續)

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

34. MATERIAL RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances disclosed elsewhere in this consolidated financial statement, the Group entered into the following transactions with related parties:

Related party relationship 關聯方關係	Type of transaction 交易類型	2020 二零二零 \$'000 千元	2019 二零一九 \$'000 千元
Spouse of a director 一名董事之配偶	Sales of properties 出售物業	-	148,000
Company controlled by the directors 由董事控制的公司	Acquisition of subsidiary 收購附屬公司	18,800	-

- (b) Remuneration of key management personnel, including amounts paid to the directors as disclosed in note 11 and certain of the highest paid employees and senior management as disclosed in note 12, is as follow:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Short-term employee benefits 短期僱員福利	短期僱員福利	23,851	17,671
Post-employment benefits 退休福利	退休福利	126	140
		23,977	17,811

The related party transactions in respect of the remuneration of directors and chief executives of the Company constitute connected transactions as defined in Chapter 14A of the Listing Rules. However, these transactions are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The related party transactions in respect of the remuneration of key management personnel (other than directors and chief executives) of the Company did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

34. 重大關聯方交易

- (a) 除本財務報表其他部分所披露的交易及結餘外，本集團於年內進行以下重大關聯交易：

	2020 二零二零 \$'000 千元	2019 二零一九 \$'000 千元
	-	148,000
	18,800	-

- (b) 主要管理人員的薪酬(包括已付董事的金額)於附註11披露，而若干最高薪酬僱員及高級管理層的薪酬則於附註12披露如下：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
	23,851	17,671
	126	140
	23,977	17,811

本公司董事和主要行政人員薪酬的關聯交易已構成上市規則第14A章所界定的關聯交易。然而根據上市規則第14A章，此等交易可豁免報告，公告及獨立股東批准規定。

關於本公司主要管理人員(董事和主要行政人員除外)報酬的關聯交易並未構成上市規則第14A章所界定的關聯交易。

NOTES TO THE FINANCIAL STATEMENTS *(Continued)*

財務報表附註 (續)

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

35. IMMEDIATE PARENT AND ULTIMATE HOLDING COMPANY

At 31 March 2020, the directors consider the immediate parent and ultimate holding company of the Group to be Chan HM Company Limited, which is incorporated in the BVI. This entity does not produce financial statements available for public use.

36. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 5 June 2020.

35. 直接母公司及最終控股公司

董事認為於二零二零年三月三十一日本集團的直接母公司及最終控股公司為英屬處女群島註冊成立的Chan HM Company Limited。此實體並無編製供公眾使用的財務報表。

36. 綜合財務報表批核

本綜合財務報表於二零二零年六月五日經董事會批准及授權刊發。

PARTICULARS OF PROPERTIES HELD BY THE GROUP

本集團所持有物業資料

The particular of the Group's investment properties and buildings held for own use are as follows: 本集團的投資物業及自用物業之詳情如下：

Location 地點	Use 用途	Tenure 租期
Investment properties 投資物業		
iTech Tower 1 No. 28 Pak Tin Par Street Tsuen Wan New Territories, Hong Kong 香港新界 荃灣 白田壩街28號	Data centre 數據中心	Medium-term lease 中期租約
iTech Tower 2 No. 56 Ta Chuen Ping Street Kwai Chung New Territories, Hong Kong 香港新界 葵涌 打磚坪街56號	Data centre 數據中心	Medium-term lease 中期租約
Buildings held for own use 自用物業		
18/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號18樓	Office premises 辦公室物業	Medium-term lease 中期租約
19/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號19樓	Office premises 辦公室物業	Medium-term lease 中期租約
22/F, No. 39 Chatham Road South Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號22樓	Office premises 辦公室物業	Medium-term lease 中期租約
Shop in the Basement Floor, Shop A and Shop C on the Ground Floor, and Shop A on the 1/F of No. 39 Chatham Road South, Tsim Sha Tsui Kowloon, Hong Kong 香港九龍尖沙咀漆咸道南39號地庫·地面A舖及C舖	Sales office 銷售辦事處	Medium-term lease 中期租約
Room 805-806, 5/F, No. 9 Zhongjian Road Qingxiu District, Nanning, Guangxi, China 中國廣西省南寧市青秀區中柬路9號 5樓805至806室	Office premises 辦公室物業	Medium-term lease 中期租約



佳明
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED

佳明集團控股有限公司