

*ginwa*  
世紀金花



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Stock Code 股份代號 : 162)

# 2019/20

Annual Report 年報



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive and Non-executive Directors

Mr. Huang Shunxu (*Chairman*)  
Mr. Qin Chuan (*Chief Executive Officer*)  
Mr. Li Yang  
Mr. Chen Shuai  
Mr. Qi Yong  
Ms. Wan Qing

#### Independent Non-executive Directors

Mr. Tsang Kwok Wai  
Mr. Ruan Xiaofeng  
Dr. Han Qinchun

### AUDIT COMMITTEE MEMBERS

Mr. Tsang Kwok Wai (*Chairman*)  
Mr. Chen Shuai  
Mr. Ruan Xiaofeng

### NOMINATION COMMITTEE MEMBERS

Mr. Tsang Kwok Wai (*Chairman*)  
Mr. Chen Shuai  
Mr. Ruan Xiaofeng  
Dr. Han Qinchun

### REMUNERATION COMMITTEE MEMBERS

Mr. Ruan Xiaofeng (*Chairman*)  
Mr. Chen Shuai  
Mr. Tsang Kwok Wai

### CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Leung Kee Wai

### STOCK CODE

162

### COMPANY WEBSITE

[www.cgrh.com.hk](http://www.cgrh.com.hk)

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 301, 3/F, OfficePlus@Wan Chai  
303 Hennessy Road, Wanchai, Hong Kong

### 董事會

#### 執行與非執行董事

黃順緒先生 (主席)  
秦川先生 (行政總裁)  
李陽先生  
陳帥先生  
祁勇先生  
宛慶女士

#### 獨立非執行董事

曾國偉先生  
阮曉峰先生  
韓秦春博士

#### 審核委員會成員

曾國偉先生 (主席)  
陳帥先生  
阮曉峰先生

#### 提名委員會成員

曾國偉先生 (主席)  
陳帥先生  
阮曉峰先生  
韓秦春博士

#### 薪酬委員會成員

阮曉峰先生 (主席)  
陳帥先生  
曾國偉先生

#### 首席財務官及公司秘書

梁基偉先生

#### 股份代號

162

#### 公司網址

[www.cgrh.com.hk](http://www.cgrh.com.hk)

#### 總辦事處兼主要營業地點

香港灣仔軒尼詩道303號  
協成行灣仔中心3樓301室

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

MUFG Fund Services (Bermuda) Limited  
4th Floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### PRINCIPAL BANKERS

The Bank of East Asia  
Bank of China  
China Construction Bank  
Industrial and Commercial Bank of China  
Hankou Bank  
Nanyang Commercial Bank  
China Merchants Bank  
China Everbright Bank  
Ping An Bank

### AUDITOR

KPMG  
*Certified Public Accountants*  
Public Interest Entity Auditor registered in accordance with the  
Financial Reporting Council Ordinance  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

### LEGAL ADVISERS

Sidley Austin (Hong Kong Law)  
Conyers Dill & Pearman (Bermuda Law)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 百慕達主要股份登記及過戶處

MUFG Fund Services (Bermuda) Limited  
4th Floor North  
Cedar House  
41 Cedar Avenue  
Hamilton HM 12  
Bermuda

### 主要往來銀行

東亞銀行  
中國銀行  
中國建設銀行  
中國工商銀行  
漢口銀行  
南洋商業銀行  
招商銀行  
中國光大銀行  
平安銀行

### 核數師

畢馬威會計師事務所  
執業會計師  
於《財務彙報局條例》下的註冊公眾利益  
實體核數師  
香港中環  
遮打道10號  
太子大廈8樓

### 法律顧問

盛德律師事務所 (香港法律)  
Conyers Dill & Pearman (百慕達法律)

# Financial Highlights and Key Performance Index

## 財務摘要及關鍵業務指標

### FINANCIAL HIGHLIGHTS

### 財務摘要

		<b>2020</b> 二零二零年 <b>RMB million</b> 人民幣百萬元	2019 二零一九年 RMB million 人民幣百萬元
Gross revenue <sup>(1)</sup>	總收益 <sup>(1)</sup>	<b>1,812.7</b>	2,729.1
Revenue	收益	<b>642.0</b>	1,054.1
EBITDA	稅息折舊及攤銷前利潤	<b>(1,032.9)</b>	(16.4)
EBIT (Loss from operations)	稅息前利潤 (經營虧損)	<b>(1,169.3)</b>	(159.7)
Loss attributable to equity shareholders of the Company	本公司股東應佔虧損	<b>(1,279.1)</b>	(261.6)
Basic loss per share	每股基本虧損	<b>(55.0) cents 分</b>	(11.3) cents 分

		<b>At</b> <b>31 March</b> <b>2020</b> 於二零二零年 三月三十一日 <b>RMB million</b> 人民幣百萬元	At 31 March 2019 於二零一九年 三月三十一日 RMB million 人民幣百萬元
Net assets of the Group	本集團資產淨值	<b>2,708.7</b>	4,088.2
NAV per ordinary share <sup>(2)</sup>	每股普通股資產淨值 <sup>(2)</sup>	<b>2.28 yuan 元</b>	3.44 yuan 元

#### Notes:

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

#### 附註：

- (1) 總收益指銷售商品、計入零售客戶之特許專櫃銷售、總租金收入以及向租戶收取之管理及行政服務費收入之總額。
- (2) 每股普通股資產淨值指本公司股東應佔每股普通股權益總額。

# Financial Highlights and Key Performance Index

## 財務摘要及關鍵業務指標

### KEY PERFORMANCE INDEX

### 關鍵業務指標

		2020 RMB 二零二零年 人民幣元	2019 RMB 二零一九年 人民幣元
Sales per ticket <sup>(1)</sup>	交易單價 <sup>(1)</sup>	<b>1,245</b>	1,250
Annualized area efficiency (per m <sup>2</sup> ) <sup>(2)</sup>	年度化坪效(每平方米) <sup>(2)</sup>	<b>21,200</b>	31,600

Notes:

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

附註:

- (1) 交易單價指百貨商場總收益除以總交易單數。
- (2) 年度化坪效指年度化總收益除以百貨商場平均經營面積。

# Five Years Summary Financial Information

## 五年財務資料摘要

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)呈列)

### RESULTS

#### 業績

		Year ended 31 March 截至三月三十一日止年度				Fifteen months ended 31 March 2016 RMB'000 截至 二零一六年 三月三十一 止十五個月 人民幣千元
		2020 RMB'000 二零二零年 人民幣千元	2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元	
Revenue	收益					
- Continuing operations	- 持續經營業務	642,012	1,054,065	1,159,060	1,144,753	1,603,739
- Discontinued operations	- 終止經營業務	-	-	-	-	-
		<b>642,012</b>	<b>1,054,065</b>	<b>1,159,060</b>	<b>1,144,753</b>	<b>1,603,739</b>
(Loss)/profit attributable to equity shareholders	股東應佔 (虧損)/溢利					
- Continuing operations	- 持續經營業務	(1,279,095)	(261,575)	27,234	(352,337)	22,181
- Discontinued operations	- 終止經營業務	-	-	-	-	-
		<b>(1,279,095)</b>	<b>(261,575)</b>	<b>27,234</b>	<b>(352,337)</b>	<b>22,181</b>

### ASSETS AND LIABILITIES

#### 資產及負債

		As at 31 March 於三月三十一日				
		2020 RMB'000 二零二零年 人民幣千元	2019 RMB'000 二零一九年 人民幣千元	2018 RMB'000 二零一八年 人民幣千元	2017 RMB'000 二零一七年 人民幣千元	2016 RMB'000 二零一六年 人民幣千元
NON-CURRENT ASSETS	非流動資產	6,669,619	7,199,981	7,279,287	7,104,859	7,238,892
CURRENT ASSETS	流動資產	721,565	1,061,670	1,200,911	1,245,330	1,587,518
DEDUCT:	減:					
CURRENT LIABILITIES	流動負債	2,645,748	2,040,450	1,932,084	1,769,159	2,634,471
NET CURRENT LIABILITIES	流動負債淨額	(1,924,183)	(978,780)	(731,173)	(523,829)	(1,046,953)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	4,745,436	6,221,201	6,548,114	6,581,030	6,191,939
DEDUCT:	減:					
NON-CURRENT LIABILITIES	非流動負債	2,036,718	2,132,976	2,162,515	2,263,725	1,563,530
NET ASSETS	資產淨額	2,708,718	4,088,225	4,385,599	4,317,305	4,628,409

# Chairman's Statement

## 主席報告

### CHAIRMAN'S STATEMENT

On behalf of the Board of Directors (the "Board") of Century Ginwa Retail Holdings Limited (the "Company"), I am pleased to present the audited results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2020 ("the year").

### BUSINESS REVIEW

Being disrupted by the novel coronavirus COVID-19 epidemic, China's gross domestic product ("GDP") at constant prices was RMB20.6504 trillion in the first quarter of 2020, representing a decrease of 6.8% over the same period of last year. Among which, the value-added by primary industries dropped by 9.6% to RMB1,018.6 billion; the value-added by secondary industries dropped 3.2% to RMB7,363.8 billion; and the value-added by tertiary industries dropped by 5.2% to RMB12,268 billion. On a quarter-on-quarter basis, the GDP for the first quarter of 2020 declined by 9.8% quarter-on-quarter after adjusting for seasonal factors. In the first quarter of 2020, all the three major demands appeared to be in varying degrees of decline, thus leading to the negative economic growth. Of which, the final consumption expenditure drove the drop of GDP by 4.4 percentage points, while the per capita consumption expenditure of national residents declined by 12.5% in actual. Despite the great disruption and suppression on the consumption of residents by the epidemic, the potential demands of domestic consumption market remain enormous, with a stable and positive trend. In March, decline of retail sales of consumer goods narrowed by 4.7 percentage points as compared to that of January to February, which appears to be a recovering trend. In this regard, the PRC government has increased its spending on safeguarding people's livelihood including hygiene and health issues, thus pushing forward the resumption of production among various fields. Such initiatives have credited with an important role in stabilising domestic demands and unleashing the potential thereof.

### 主席報告

本人謹代表世紀金花商業控股有限公司（「本公司」）董事會（「董事會」），欣然呈報本公司及其附屬公司（「本集團」）截至二零二零年三月三十一日止年度（「本年度」）之經審核業績。

### 業務回顧

受新型冠狀病毒COVID-19疫情衝擊，二零二零年一季度，中國GDP為206,504億元，按不變價格計算，比上年同期下降6.8%。其中，第一產業增加值10,186億元，下降3.2%；第二產業增加值73,638億元，下降9.6%；第三產業增加值122,680億元，下降5.2%。從環比看，經季節因素調整後，二零二零年一季度GDP環比下降9.8%。二零二零年一季度，三大需求均出現不同程度的下降，帶動經濟出現負增長。其中，最終消費支出拉動GDP下降4.4個百分點，全國居民人均消費支出實際下降12.5%，雖然疫情對居民消費衝擊較大，居民消費受到抑制，但國內消費市場需求潛力巨大，長期形勢穩定向好。三月份社會消費品零售總額降幅較一至二月收窄4.7個百分點，出現恢復態勢。對此，中國政府加大了衛生健康等民生保障支出，推進各領域復工復產，對穩定內需、釋放國內市場需求潛力發揮了重要作用。



# Chairman's Statement

## 主席報告

### BUSINESS REVIEW (continued)

Under the harsh business conditions, emerging industries have been vibrant and have fostered a new sustainable growth momentum, indicating their strong vitality and dynamics. The performance of emerging service industries, supported by modern information technology via the Internet, have been vibrant from January to February. The operating revenue from the Internet and related services, software and information technology services increased by 10.1% and 0.7% respectively over the same period last year. In the first quarter of 2020, the growth rate of online retail has been accelerating. The domestic online retail sales of in-kind goods increased by 5.9% over the same period of last year, representing a growth of 24.9 percentage points over the growth rate of consumer goods retail sales in the same period of last year. It accounted for 23.6% of the total retail sales of consumer goods, representing an increase of 5.4 percentage points over the same period of last year.

When facing the situation, various commercial enterprises in Xi'an City were stepping forward in the midst of adversity in 2019. Some of the enterprises have chosen to cease their operation due to the slump in their businesses. The Group is also confronted with the same situation. Despite the decrease in sales, the Group has thought of ways to realize its potential and has strived to move forward in sales performance while persisting in fine-quality positioning, insisting on exclusive service and adhering to distinctive operations.

In recent years, the Group has been gradually implementing the "One Store, One Positioning" strategy in line with the deployment of the Board and the management, so as to subdividing the customer base and retail market for determining the positioning of the stores of the Century Ginwa Xi'an Department Stores Business Sector, correspondingly making the positioning of the stores more comprehensible and clearer, thereby reducing the internal competition situation. In terms of management work, the Group continued to step up its efforts to reduce costs, to implement organizational streamlining, to establish a new flat management plan, to simplify the work process and to review the approval procedures according to its actual business development, with a view of improving work efficiency significantly.

### 業務回顧 (續)

在惡劣的經營中，新興產業表現活躍，新動能持續成長，顯示出強大的活力和動力。一至二月，以現代互聯網信息技術為支撐的新興服務業表現活躍，互聯網和相關服務、軟件和信息技術服務業營業收入分別比上年同期增長10.1%及0.7%。二零二零年一季度的網上零售增速加快，全國實物商品網上零售額比上年同期增長5.9%，比同期社會消費品零售總額增速高24.9個百分點，佔社會消費品零售總額比重為23.6%，比上年同期提高5.4個百分點。

面對這一現狀，二零一九年度，西安市眾多的商業企業均在逆境中前行，其中不乏因業績驟減而選擇停止營業的企業。本集團同樣也面臨相同的局面，雖然銷售也有所減少，但本集團仍舊想方設法，挖掘潛力，在堅持精品定位、堅持尊享服務、堅持特色經營的同時，努力在銷售業績方面奮力前行。

近幾年來，本集團一直按照董事會、管理層的布署，細分顧客群體，細分零售市場，將「一店一定位」的設想逐步實施，確定世紀金花西安百貨事業部各店定位的規劃，從而使各門店定位更加明確、清晰，從而降低內部競爭狀況。在管理工作方面，本集團根據實際業務開展情況，繼續加大力度壓縮各項成本，實施機構精減，確立扁平化管理方案，簡化工作流程，梳理簽批審核程序，工作時效性有了大幅提升。

# Chairman's Statement

## 主席報告

### BUSINESS REVIEW (continued)

The Group's business promotion department and the finance department proactively communicated with brands and suppliers for the reasonable rearrangement of repayment terms, and reached consensus with various partners. By building up confidence among brands and suppliers, the Group created a desirable situation in collaboration with all the interested parties and the Company.

Under the unfavorable situation that the profits of brick-and-mortar retail enterprises are declining, the management of the Company has opened new sources of income and has saved expense. While striving to reduce operating costs, the Company proactively communicated with the government departments in respect of fully utilizing various preferential policies issued by the government departments. The Company has sought various supports in terms of tax reduction and exemption, as well as human resources and social security contribution reduction, thus supporting its operation from a lateral support perspective.

In response to the outbreak of the novel coronavirus COVID-19 epidemic during the year, the Company has taken effective measures in a timely manner to increase the level of prevention and control. On the one hand, the Company has proactively raised anti-epidemic materials, such as face-masks and disinfectant solution, for protecting the health of employees. On the other hand, the Company has increased the frequency of sterilization of shopping malls, so as to create a safe shopping environment and ensure consumers' shopping safety, with a view of minimizing the impact of the epidemic.

Although the epidemic has led to great impact on the economy in the first quarter of 2020, the long-term positive trend of development will remain unchanged considering that China has a complete economic system, a solid economic foundation, a huge domestic market, a rich supply of labor, a relatively large capacity, and a relatively greater resilience, potential and space for economic development.

### 業務回顧 (續)

本集團招商部門、財務部門積極與品牌商、供應商進行溝通，合理安排返款期限，與各類合作方取得共識，樹立品牌商、供應商的信心，營造了各利益方與公司協同共進的良好局面。

面對實體零售企業利潤下滑的不利局面，本公司管理層開源節流，在努力降低運營成本的同時，積極與政府管理部門溝通聯繫，充分利用政府部門頒佈的各項優惠政策，在稅收減免、人力社保資金減免方面，為本公司爭取更多的支持力度，從側面對經營工作予以支持。

針對本年度內爆發的新型冠狀病毒 COVID-19 疫情，本公司及時採取有效措施，加大防控力度，一方面積極籌措口罩、消毒液等防疫物資，保護員工身體健康，另一方面，增加商場消毒頻次，打造放心購物環境，保證消費者的購物安全。盡力將疫情帶來的影響，降低至最小限度。

儘管疫情對二零二零年一季度經濟產生了較大衝擊，但中國具有完備的經濟體系，堅實的經濟基礎，巨大的國內市場，豐富的勞動力供給，經濟發展的韌性、潛力和空間較大，長期向好的發展趨勢未發生改變。

# Chairman's Statement

## 主席報告

In 2020, according to the decisions of the Board and resolution in the general meetings, the Company will introduce new investors with strong capabilities, which will bring about fundamental improvement to the Company in terms of capital, management philosophy, management experience, etc.

In the meantime, the Company will continue to adhere to the new philosophy of retail, realizing the “technology upgrades, service upgrades, management upgrades”. In the specific business operations, brand adjustment, membership recruitment, service techniques, teams of talents and other aspects, the Company will abandon the original inertial thinking, and constantly adopt new technologies and new methods to achieve new breakthroughs in all aspects; at the same time, the Company will intensify efforts in precise marketing, management efficiency, operation safety and other aspects, so as to steadily implement various measures.

1. Continue to implement the “One Store, One Positioning” strategy. In terms of brand adjustment, in line with the precise positioning of each store, the brand adjustment strategy for 2020 was implemented, and under the premise of maintaining and stabilizing existing suppliers, new target brands were gradually introduced, so as to truly make each store in Xi'an City distinctive and therefore reduce inter-store competition among common brands, with a view of realizing a virtuous cycle of differentiated operations.
2. Explore the existing available resources of the Group, improve the funding pool of the Group, utilize new financing channels and instruments, enhance the utilization efficiency of the Group's funds, and thus optimize the credit period to lay a foundation for its operation.
3. Carry out various administrative work and improve work efficiency. Century Ginwa has been in operation for 21 years and has built up a strong corporate culture. For giving positive effects in the development of corporate culture, the Group will strengthen the training of employees through various means such as training and teaching in the future, so as to enhance the staff's professional quality, lay the concept of employees' careers planning, and thus increase the corporate cohesion, with a view of building a stable and reliable team for the sustainable development of the enterprise.

二零二零年度，根據董事會、股東大會的決策，本公司會引入有實力的新的投資方，從資金、管理理念、管理經驗等方面，給本公司帶來基本面的改善。

與此同時，本公司會繼續堅持圍繞新零售的理念，實現「技術升級、服務升級、管理升級」。在具體的經營工作、品牌調整、會員招募、服務手段、人才梯隊等方面摒棄原有的慣性思維，不斷採用新技術、新方法，實現各方面的新突破，同時，本公司將在精準營銷、管理效能、安全運營等方面加大力度，穩步實施各項舉措。

- 一、繼續實施「一店一定位」規劃理念。在品牌調整方面，按照各個門店的精準定位，實施二零二零年度的品牌調整計劃，在維護、穩定現有供應商的前提下，逐步引進新的目標品牌，真正使西安市區域內各門店各具特色，減少門店間共有品牌的競爭，實現差異經營的良性循環。
- 二、挖掘本集團現有可用資源，改善本集團資金面，運用新型融資渠道與工具，提升本集團資金使用效率，進而優化貸款賬期，為經營工作打下基礎。
- 三、落實各項管理工作，提升工作效能。「世紀金花」這一品牌已運營二十一年，積累了相當深厚的企業文化。為了發揮企業文化的積極作用，在未來的作品中，本集團通過過培訓、授課等方式，加強員工的培訓力度，增強員工的職業素養，奠定員工職業規劃觀念，進而增加企業凝聚力，為企業的可持續發展打造一支穩定可靠的團隊。

# Chairman's Statement

## 主席報告

### APPRECIATION

On behalf of the Board, I would also like to extend my sincere thanks to our shareholders, investors, customers, suppliers, bankers and business associates for their continued strong support.

**Huang Shunxu**

*Chairman*

Hong Kong, 29 June 2020

### 致謝

本人謹此代表董事會向各股東、投資者、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

**黃順緒**

*主席*

香港，二零二零年六月二十九日

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RESULTS

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

- (i) Gross revenue of the Group for the year ended 31 March 2020 decreased to RMB1,812.7 million as compared to RMB2,729.1 million for the year ended 31 March 2019. The decrease was primarily due to increased market competition arising from surrounding shopping malls and online retail shops which leads to a decrease in concession sales during the year.
- (ii) Annualized area efficiency (annualized gross revenue per department store average operating area) for the year ended 31 March 2020 was RMB21,200 per square meter, as compared to RMB31,600 for the year ended 31 March 2019.
- (iii) Revenue of the Group for the year ended 31 March 2020 decreased to RMB642.0 million as compared to RMB1,054.1 million for the year ended 31 March 2019. The decline was primarily attributable to drop in sales of goods and concession sales.
- (iv) The rental income and management and administrative service fee income of the Group for the year ended 31 March 2020 were RMB114.5 million, as compared to RMB133.6 million for the year ended 31 March 2019.
- (v) The Group's operating loss for the year ended 31 March 2020 was RMB1,169.3 million as compared to the operating loss of RMB159.7 million for the year ended 31 March 2019. Regardless of the impairment losses on goodwill of RMB470.6 million and expected credit loss on receivables due from the Prepaid Card Management Company of RMB586.5 million recorded in this year, the operating profit margin (profit from operation over gross revenue) decreased from 1.3% to -6.2%.

### 財務業績

於回顧年度內，本集團的表現如下所示。

- (i) 本集團截至二零二零年三月三十一日止年度之總收益減少至人民幣1,812,700,000元，而截至二零一九年三月三十一日止年度為人民幣2,729,100,000元。減少主要由於周邊購物中心和網上零售店鋪之市場競爭加劇導致年內特許專櫃銷售減少所致。
- (ii) 截至二零二零年三月三十一日止年度之年度化坪效（年度化總收益除以百貨商場平均經營面積）為每平方米人民幣21,200元，而截至二零一九年三月三十一日止年度為人民幣31,600元。
- (iii) 本集團截至二零二零年三月三十一日止年度之收益下降至人民幣642,000,000元，而截至二零一九年三月三十一日止年度為人民幣1,054,100,000元。下滑主要由於商品銷售及特許專櫃銷售下降。
- (iv) 截至二零二零年三月三十一日止年度，本集團之租金收入及管理及行政服務費收入為人民幣114,500,000元，而截至二零一九年三月三十一日止年度為人民幣133,600,000元。
- (v) 本集團截至二零二零年三月三十一日止年度之經營虧損為人民幣1,169,300,000元，而截至二零一九年三月三十一日止年度為經營虧損人民幣159,700,000元。不考慮本年度錄得之商譽減值虧損人民幣470,600,000元及應收預付卡管理公司之預期信貸虧損人民幣586,500,000元，經營溢利率（經營溢利除以總收益）由1.3%下降至-6.2%。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RESULTS (continued)

- (vi) Net finance costs for the year ended 31 March 2020 were RMB118.5 million (2019: RMB88.1 million). The increase in net finance cost was mainly due to increase in balances of bank and other borrowings.
- (vii) The Group's loss for the year ended 31 March 2020 and loss attributable to shareholders of the Company were RMB1,312.6 million (2019: RMB263.8 million) and RMB1,279.1 million (2019: RMB261.6 million) respectively.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2020, the Group's consolidated net asset value was RMB2,708.7 million (2019: RMB4,088.2 million). As at 31 March 2020, the Group had cash at bank and on hand amounting to RMB500.8 million (2019: RMB544.7 million). The current ratio of the Group as at 31 March 2020 was 0.27 (2019: 0.52). The gearing ratio, being bank and other borrowings less cash at bank and on hand divided by the total equity, as at 31 March 2020, was 0.81 (2019: 0.45).

### BUSINESS REVIEW

Looking back to the year, the PRC retail industry will continue to face challenges and be subject to internal and external factors including macroeconomic fluctuation, government policy guidance, rapid growth of other retail channels such as e-commerce and rising costs.

By adhering to the principle of managing its financial resources in a prudent manner, the Group will optimize its cost structure, improve its management efficiency and strengthen its capability. It will strive to make progress in the PRC market which is full of opportunities and challenges, in order to create values for its customers and maximize the returns to its shareholders.

### 財務業績 (續)

- (vi) 截至二零二零年三月三十一日止年度，財務費用淨額為人民幣118,500,000元（二零一九年：人民幣88,100,000元）。財務費用淨額增加乃主要由於銀行及其他借貸餘額增加所致。
- (vii) 截至二零二零年三月三十一日止年度，本集團虧損及本公司股東應佔虧損分別為人民幣1,312,600,000元（二零一九年：人民幣263,800,000元）及人民幣1,279,100,000元（二零一九年：人民幣261,600,000元）。

### 流動資金及財政資源

於二零二零年三月三十一日，本集團之綜合資產淨值為人民幣2,708,700,000元（二零一九年：人民幣4,088,200,000元）。於二零二零年三月三十一日，本集團之銀行結存及手頭現金為人民幣500,800,000元（二零一九年：人民幣544,700,000元）。於二零二零年三月三十一日，本集團之流動比率為0.27（二零一九年：0.52）。於二零二零年三月三十一日之資本負債比率（即銀行及其他借貸減銀行結存及手頭現金後除以權益總額）為0.81（二零一九年：0.45）。

### 業務回顧

回首本年度，內地百貨業形勢仍具挑戰，行業短期內仍會持續受到宏觀經濟波動、政府政策導向、電商等其他零售管道快速增長、成本上升等內外因素左右。

本集團將堅持審慎理財的原則，優化成本結構，提升管理效率，加強能力建設，在充滿機遇和挑戰的中國零售市場砥礪奮進，為客戶創造價值，為股東帶來更高回報。



# Management Discussion and Analysis

## 管理層討論及分析

### FUTURE PLAN AND OUTLOOK

Looking ahead, due to the impact of numerous uncertainties in domestic and international economy (especially the novel coronavirus COVID-19 epidemic, which has not been completely solved), the current situation may not be greatly improved in the short term. However, leveraging the restart and revival of the national economy coupled with the positive guidance and stimulation of the government departments on the consumption capacity, we believe that the consumption capacity will be further released.

Favoured by the overall circumstances, the Company will also diversify its business for increasing its profit, further develop its brand agency business, introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, outstanding operating efficiency, good financial performance and loyal customer base, we believe the Company will maintain its leading position in the marketplace among the industry and generate better returns for our shareholders.

The Company will also adjust its strategy and formulate corresponding policies in a timely manner in the face of many unfavorable conditions.

In the aspect of existing business expansion, based on the successful practice and experience of the trendy department store and the supermarket business of the Group, we will continue to strive for the healthy growth of scale for coverage of second-and third-tier cities.

In the aspect of business diversification which increases profit sources, we will further develop brand agency business and introduce well-known domestic and foreign brands to enter the northwest market, so as to provide consumers with more quality choices and provide operational management services to the franchise stores. By reducing channels to directly provide goods to consumers, the pattern of profit distribution will be changed. With our strong brand strength, strong management practice ability, superior geographical position and a large number of loyal customer bases, we are confident that the Company will maintain its leading position in the industry and generate better returns for our shareholders.

### 未來計劃及展望

展望未來，儘管受國內外經濟諸多不確定因素的影響，尤其是新型冠狀病毒COVID-19疫情尚未完全解除，短期內現狀可能不會有大的改觀，但隨著國家經濟的重啟、復蘇，隨著政府部門對消費能力的積極引導、刺激，相信消費能力會得到進一步釋放。

在大環境的配合下，本公司也會拓展多元化業務增加盈利來源，進一步發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮渠道把商品更直接地供應給消費者，從而改變利潤分配的格局。我們相信本公司憑藉雄厚的品牌實力、傑出的營運效率、良好的財務表現和忠實的顧客基礎，本公司充滿信心將繼續在零售行業中紮實穩步前行，致力維護股東利益，爭取為股東帶來更好的回報。

本公司也將在面臨諸多不利條件的情況下，及時調整戰略和制定相應政策。

在現有業務拓展方面，基於本集團流行百貨和超市業務上的成功實踐和經驗積累，繼續爭取在二三線城市的覆蓋實現規模的良性增長。

在拓展多元化業務增加盈利來源方面，我們將進一步發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。通過壓縮管道把商品更直接地供應給消費者，從而改變利潤分配的格局。我們相信公司憑藉雄厚的品牌實力，較強的管理實踐能力，優越的地理位置及擁有大批忠實的顧客基礎，本公司充滿信心將繼續在行業中保持優勢地位，致力為股東帶來更好的回報。



# Management Discussion and Analysis

## 管理層討論及分析

### FUTURE PLAN AND OUTLOOK *(continued)*

Looking back to the year, the challenges in the PRC retail industry have intensified and the industry will be subject to internal and external factors including macroeconomic fluctuation, government policy guidance, rapid growth of other retail channels such as e-commerce, rising operational costs, capital liquidity shortages and financing difficulties.

By adhering to the principle of managing its financial resources in a prudent manner, the Group will optimize its cost structure, improve its management efficiency and strengthen its capability. It will strive to make progress in the PRC market which is full of opportunities and challenges, in order to create values for its customers and maximize the returns to its shareholders.

### Cooperation with Investment Fund

After successful introduction of Hony Capital, a leading private-equity firm in China sponsored by Legend Holdings, in late 2010 to acquire the Company's convertible bonds amounting to HK\$1,330.5 million, the cooperation between Hony Capital and the Group has become closer. In December 2012, Hony Capital had not only made additional capital contribution to the Group of US\$60 million (approximately HK\$470 million) for business expansion and as working capital, but also used all of its existing convertible bonds to subscribe for non-redeemable convertible preferred shares which reduced the debt burden of the Group, substantially increased shareholders' capital and strengthened the financial position. As at the date of this announcement, Hony Capital held 28.07% of the Company's ordinary share capital in issue and was the Company's second largest shareholder.

### Optimize business structure and focus on the concept of new retail

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

### 未來計劃及展望 (續)

回首本年度，內地百貨業形勢挑戰加劇，行業短期內仍會持續受到宏觀經濟波動、政府政策導向、電商等其他零售管道快速增長、經營成本上升、資金流動性短缺和融資困難等內外因素困擾。

本集團將堅持審慎理財的原則，優化成本結構，提升管理效率，加強能力建設，在充滿機遇和挑戰的中國零售市場砥礪奮進，為客戶創造價值，為股東帶來更高回報。

### 與投資基金之合作

自二零一零年底我們成功引入聯想控股旗下中國領先的私募基金弘毅投資認購本公司13.305億港元可換股債券後，雙方合作更趨緊密。於二零一二年十二月，弘毅投資向本集團增加投資共6,000萬美元（約4.7億港元）作為拓展業務及營運資金。又使用全部現有可換股債券認購不可贖回的可換股優先股，使本集團債務負擔降低的同時，也大幅提升了股東資本，強化了財務狀況。於本公告日期，弘毅投資持股佔本公司已發行普通股股本28.07%，為本公司第二大股東。

### 優化業務結構及專注於新零售理念

本年度，本公司圍繞新零售的理論，實現技術升級、服務升級、管理升級。在具體的經營工作、品牌調整、會員招募、服務手段、人才梯隊等方面摒棄原有的慣性思維，不斷採取新技術、新方法，實現各方面的新突破，同時，本公司將在精準行銷、管理效能、安全運營等方面要一一落實規劃設計，實現責權相配。具體的策略包括以下五個方面：



# Management Discussion and Analysis

## 管理層討論及分析

### FUTURE PLAN AND OUTLOOK *(continued)*

#### Optimize business structure and focus on the concept of new retail *(continued)*

Strategy I: Plan implementation. Thoroughly complete the various business indicators of the year 2020. In the aspect of brand adjustment, we must complete the brand adjustment plan of 2020 according to the time node. It also clarifies the overall operational planning work in the future.

Strategy II: Active expansion. Continue to promote the work of Xi'an's global center project in an orderly manner. At the same time, on the basis of comprehensive investigations, we will continue to explore expansion projects in second-and third-tier cities in the Shaanxi province.

Strategy III: Capital protection. Strengthen revenue, use new types of financing channels tools, optimize the receivable turnover period and create a healthy capital liquidity environment.

Strategy IV: Driven innovation. Integrate consumer finance and internet financial products; meanwhile analyze the consumption behavior data of members, and develop the mobile application of shopping guides.

Strategy V: Management effectiveness. Fully embody the corporate culture effectiveness, performance management effectiveness and communication mechanism efficiency, and integrate the application of new management technologies.

### CONTINGENT LIABILITIES

The Group's contingent liabilities are disclosed in note 30 to the financial statements.

### DIVIDENDS

The directors do not recommend the payment of a dividend in respect of the reporting year (2019: HK\$Nil).

### 未來計劃及展望 (續)

#### 優化業務結構及專注於新零售理念 (續)

策略一：落實規則。全面完成二零二零年各項年度經營指標，在品牌調整方面，要按時間節點完成二零二零年的品牌調整計畫，並明確今後整體運營規劃工作。

策略二：積極拓展。繼續推進西安全球中心項目工作有序開展。同時，基於全面調研基礎上，繼續挖掘陝西省內二三線城市拓展專案。

策略三：資金保障。加大營收力度，運用新型融資管道工具，優化貸款賬期，創造一個良性的資金流動性環境。

策略四：創新驅動。整合消費金融及互聯網金融產品；同時分析會員消費行為資料，以及導購端移動應用的開發。

策略五：管理效能。充分體現企業文化效能、績效管理效能、溝通機制效能工作，整合發揮管理新技術的應用。

### 或然負債

本集團之或然負債於財務報表附註30中披露。

### 股息

董事不建議就本報告年度派付任何股息 (二零一九年：零港元)。



# Management Discussion and Analysis

## 管理層討論及分析

### HUMAN RESOURCES

As at 31 March 2020, the number of the Group's staffs was approximately 6,500 (2019: 7,000), including directly employed approximately 1,500 (2019: 1,700) full time employees, and the remaining were concession sales staffs managed on behalf of the suppliers. Most of the employees are employed in Mainland China. The directly employed employees' remuneration, promotion and salary increments are assessed based on both individuals' and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staffs based on their performance and contribution to the Group. The Group regards high-calibre staffs as one of the key factors to corporate success.

### SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

#### (a) Decrease in carrying value of assets measured at fair value

Due to the recent uncertainties surrounding the stock markets in the PRC, the Group's investments in Ginwa Enterprise A-Shares have experienced a decrease in value by approximately 18% since the end of the reporting period.

#### (b) Change in substantial shareholder

On 5 June 2020, all the conditions precedent in the sale and purchase agreement (the "SPA") which was entered into among Maritime Century Limited, Ginwa Investments Holding Group Ltd. ("Ginwa Investments"), Mr. Wu Yijian, Xi'an Qujiang Cultural Financial Holdings (Group) Co., Ltd. and Qujiang Cultural Financial International Investment Limited ("Qujiang Investment") on 1 December 2019 have been satisfied or waived, and the sale and purchase of the shares under the SPA was completed (the "Completion"). Following the Completion, Qujiang Investment has become the substantial shareholder of the Company, holding 29.24% of the total number of ordinary shares of the Company in issue.

### 人力資源

於二零二零年三月三十一日，本集團合計員工約6,500名（二零一九年：7,000名），其中，直接聘用約1,500名（二零一九年：1,700名）全職僱員，其餘為代供應商管理的特許專櫃員工。大部份僱員均受僱於中國內地。直接聘用僱員之薪酬、晉升及加薪幅度乃根據個人及本集團之表現、僱員之專業及工作經驗、並參考當時市場慣例及標準來評估釐定。除了一般薪酬計劃外，本集團亦根據合資格僱員之表現及其對本集團之貢獻，向其授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之關鍵因素。

### 於報告期後的重重大事件

#### (a) 按公允值計量之資產之賬面值減少

由於近期中國股市相關之不確定性，自報告期末起，本集團於金花企業A股股份之投資已貶值約18%。

#### (b) 主要股東之變更

於二零二零年六月五日，Maritime Century Limited、金花投資控股集團有限公司（「金花投資」）、吳一堅先生、西安曲江文化金融控股（集團）有限公司及曲江文化金融國際投資有限公司（「曲江投資」）之間於二零一九年十二月一日訂立之買賣協議（「買賣協議」）之所有先決條件已獲達成或豁免，而買賣協議項下之銷售股份之買賣已完成（「完成」）。完成後，曲江投資已成為本公司之主要股東，持有本公司已發行普通股總數之29.24%。

# Biographies of Directors

## 董事履歷

### EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

#### Mr. Huang Shunxu (“Mr. Huang”)

Mr. Huang, aged 38, was appointed as an executive Director and the Chairman of the Board on 24 June 2020. Mr. Huang graduated from Xi’an Jiaotong University in 2007 and Northwest University in 2015. He holds a bachelor’s degree in international trade and economics/information and computing science, a master’s degree in finance, and a doctorate in political economy. Mr. Huang is experienced in financial affairs. Mr. Huang has joined Xi’an Qujiang Cultural Financial Holdings (Group) Co., Ltd.\* (西安曲江文化金融控股(集團)有限公司) since September 2018 and is currently chairman of the board. From 2009 to 2017, Mr. Huang worked at the finance office of Xi’an Economic & Technological Development Zone. From 2007 to 2009, Mr. Huang worked at the Shaanxi branch of China Development Bank.

#### Mr. Qin Chuan (“Mr. Qin”)

Mr. Qin, aged 57, was appointed as an executive Director and the chief executive officer of the Company on 21 October 2019. He was an executive Director from November 2001 to March 2006. He ceased to be a Director since March 2006 to 20 October 2019. Mr. Qin graduated in Shaanxi Radio & Television University majoring in mechanical engineering in 1987 and obtained a degree of Master of Business Administration in China Europe International Business School graduated in 2005. Mr. Qin has rich experience in investment, finance and listed companies’ management. He joined Ginwa Investments in 1995. Mr. Qin is currently the vice-president of Ginwa Investments and the assistant to the president of Ginwa Enterprise (Group) Inc. (a company listed on the Shanghai Stock Exchange with Stock Code: 600080). He was the director of Ginwa Enterprise (Group) Inc. from May 2011 to October 2018.

### 執行董事與非執行董事

#### 黃順緒先生(「黃先生」)

黃先生，38歲，於二零二零年六月二十四日獲委任為執行董事及董事會主席。黃先生於二零零七年畢業於西安交通大學及二零一五年畢業於西安西北大學。彼持有國際貿易與經濟／信息與計算科學學士學位、金融學碩士學位及政治經濟學博士學位。黃先生在融資及財務方面富有經驗。黃先生自二零一八年九月就任西安曲江文化金融控股(集團)有限公司，目前擔任董事長一職。彼曾於二零零九年至二零一七年任職西安經濟技術開發區金融辦。黃先生於二零零七年至二零零九年曾任職國家開發銀行陝西分行。

#### 秦川先生(「秦先生」)

秦先生，57歲，於二零一九年十月二十一日獲委任為本公司執行董事及行政總裁。彼於二零零一年十一月至二零零六年三月期間擔任執行董事。彼於二零零六年三月至二零一九年十月二十日期間不再擔任董事。秦先生於一九八七年畢業於陝西廣播電視大學，主修機械工程，並於二零零五年獲得中歐國際工商學院工商管理碩士學位。秦先生在投資、財務及上市公司管理方面富有經驗。彼於一九九五年起加入金花投資。秦先生現任金花投資副總裁以及金花企業(集團)股份有限公司(一間於上海證券交易所上市之公司；股票代碼：600080)董事長助理。彼於二零一一年五月至二零一八年十月期間出任金花企業(集團)股份有限公司董事。

### Mr. Qi Yong (“Mr. Qi”)

Mr. Qi, aged 48, joined the Group as an executive president of the Group in June 2020, and was appointed as an executive Director on 24 June 2020. Mr. Qi graduated from Northwest University in 1995. He holds a bachelor’s degree from the School of Literature and Art Communication. Mr. Qi has over 20 years of experience in commerce, retail and property management. He has been the management of Xi’an Vanke Enterprise Management Co., Ltd.\* (西安萬科企業管理有限公司) since July 2017 responsible for commerce, office and hotel business, and the general manager of Xi’an Vanke Commercial Management Co., Ltd.\* (西安萬科商辦管理公司). From 2015 to 2017, Mr. Qi served as the general manager of CityOn (Xi’an) Shopping Centre\* (熙地港(西安)購物中心). From 2010 to 2015, Mr. Qi served as the vice president of Xi’an Saige Group\* (西安賽格集團) responsible for attracting investments and construction of shopping malls. From 2000 to 2006 and late 2008 to 2010, Mr. Qi joined Lenovo Group and served as the director of retail business of the northwest district.

### Ms. Wan Qing (“Ms. Wan”)

Ms. Wan, aged 43, was appointed as an executive Director on 24 June 2020. Ms. Wan graduated from The Hong Kong Polytechnic University and Xi’an Jiaotong University. She holds a master’s degree in business administration. Ms. Wan has obtained certain professional qualifications in the PRC including certified public accountant and certified tax agent. Ms. Wan is experienced in financing, finance and mergers and acquisitions. She joined the Group since 2008, and holds the positions as financial controller and deputy general manager of Century Ginwa Co., Ltd.. In June 2020, Ms. Wan was appointed as a vice president of the Group. From 2002 to 2008, Ms. Wan worked in a reputable accounting firm in the PRC responsible for audit work.

### 祁勇先生(「祁先生」)

祁先生，48歲，於二零二零年六月加入本集團，擔任本集團執行總裁及於二零二零年六月二十四日獲委任為執行董事。祁先生於一九九五年畢業於西安西北大學，獲得文學藝術傳播學院學士學位。祁先生擁有逾二十年商業、零售及物業管理工作經驗。祁先生自二零一七年七月擔任西安萬科企業管理有限公司之管理層，負責商業、辦公及酒店業務，並出任西安萬科商辦管理公司總經理。祁先生於二零一五年至二零一七年出任熙地港(西安)購物中心總經理。於二零一零年至二零一五年，祁先生出任西安賽格集團副總裁，負責購物中心招商與建設。祁先生曾於二零零零年至二零零六年及二零零八年末至二零一零年加入聯想集團，並曾出任西北區零售業務總監。

### 宛慶女士(「宛女士」)

宛女士，43歲，於二零二零年六月二十四日獲委任為執行董事。宛女士先後畢業於香港理工大學及西安交通大學，持有工商管理碩士學位。宛女士擁有中國的若干專業資格，包括中國註冊會計師、中國註冊稅務師等。宛女士在融資、財務及併購方面富有經驗。彼於二零零八年起加入本集團，目前擔任世紀金花股份有限公司之財務總監、副總經理。於二零二零年六月，宛女士獲委任為本集團副總裁。自二零零二年至二零零八年，宛女士曾於在一間中國信譽卓著之會計師事務所公司從事審計工作。

# Biographies of Directors

## 董事履歷

### Mr. Li Yang (“Mr. Li”)

Mr. Li, aged 40, was appointed as a non-executive Director on 24 June 2020. Mr. Li graduated from Tongji University and Northwest A&F University. He holds a master’s degree in civil engineering and a doctorate in economic management. Mr. Li has obtained certain professional qualifications in the PRC, including funds practitioner, securities practitioner and insurance practitioner. Mr. Li is experienced in financial affairs and mergers and acquisitions. Mr. Li has joined Shaanxi Investment and Financing Guarantee Co., Ltd.\* (陝西投融資擔保有限責任公司) since August 2017 and is currently the deputy general manager and deputy executive manager. From 2016 to 2017, Mr. Li worked at Shaanxi Financial Asset Management Co., Ltd.\* (陝西金融資產管理股份有限公司). From 2014 to 2016, Mr. Li worked at the Shaanxi branch of China Development Bank Securities Co., Ltd.\* (國開證券有限責任公司). From 2005 to 2014, Mr. Li worked at the Shaanxi branch of China Development Bank.

### Mr. Chen Shuai (“Mr. Chen”)

Mr. Chen, aged 46, was appointed as a non-executive Director of the Company on 3 December 2010. He was also appointed as a member of each of the audit committee and remuneration committee of the Company on 7 January 2011 and the nomination committee of the Company on 7 March 2012. He currently holds the directorship of certain subsidiaries of the Company.

Mr. Chen joined Hony Capital in 2003. As at the date of this annual report, Hony Capital, through Glory Keen Holdings Limited, was beneficially interested in (i) 322,727,272 ordinary shares of the Company, representing approximately 28.07% of the number of ordinary shares of the Company in issue, and (ii) 1,177,068,181 convertible preferred shares of the Company. Mr. Chen directs city services, hotel management, investments in financial services, culture and media, consumer goods and retail and construction material sectors of Hony Capital. Mr. Chen has extensive experience in investment management, supplier management and retail business.

### 李陽先生(「李先生」)

李先生，40歲，於二零二零年六月二十四日獲委任為非執行董事。李先生畢業於上海同濟大學及西北農林科技大學。彼持有土木工程碩士學位及經濟管理博士學歷。李先生持有中國若干專業資格，包括基金從業人員、證券從業人員及保險從業人員等專業資格。李先生在融資、財務及併購方面富有經驗。李先生自二零一七年八月起任職陝西投融資擔保有限責任公司，目前擔任副總經理及常務副總經理一職。李先生曾於二零一六年至二零一七年任職陝西金融資產管理股份有限公司。李先生於二零一四年至二零一六年任職國開證券有限責任公司陝西分公司。於二零零五年至二零一四年，李先生曾任職國家開發銀行陝西分行。

### 陳帥先生(「陳先生」)

陳先生，46歲，於二零一零年十二月三日獲委任為本公司非執行董事。彼並於二零一一年一月七日獲委任為本公司審核委員會和薪酬委員會之成員及於二零一二年三月七日獲委任為本公司提名委員會成員。彼亦為本公司數間附屬公司之董事。

陳先生於二零零三年加入弘毅投資。於本年報日期，弘毅投資(i)通過榮建控股有限公司於本公司實益擁有322,727,272股普通股股份，佔本公司已發行的普通股數目約28.07%；及(ii)1,177,068,181股本公司可換股優先股。陳先生於弘毅投資主導城市服務、酒店管理、金融服務、文化及傳媒、消費品及零售與建築物材料行業之投資。陳先生於投資管理、供應商管理及零售業務方面擁有豐富經驗。



Prior to joining Hony Capital in 2003, Mr. Chen had worked in an investment company, a PRC retail chain and department store and a PRC domestic comprehensive supermarket company. Mr. Chen holds an Executive Master of Business Administration degree from The China Europe International Business School. He received his bachelor degree in economics from Beijing Forestry University. Currently, Mr. Chen acts as a director of Shanghai SMI Holding Co., Ltd. (a company listed on the Shanghai Stock Exchange with Stock Code: 600649) and Shanghai Environment Group Co., Ltd. (a company listed on the Shanghai Stock Exchange with Stock Code: 601200).

### INDEPENDENT NON-EXECUTIVE DIRECTORS

#### Mr. Tsang Kwok Wai (“Mr. Tsang”)

Mr. Tsang, aged 50, was appointed as an independent non-executive Director of the Company on 25 September 2008. Mr. Tsang is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong. Mr. Tsang has over 20 years of experience in accounting and finance. At present, he practices public accounting.

Mr. Tsang is currently the company secretary of Green International Holdings Limited (a company listed on the Stock Exchange with Stock Code: 2700).

#### Mr. Ruan Xiaofeng (“Mr. Ruan”)

Mr. Ruan, aged 49, was appointed as an independent non-executive Director of the Company on 15 May 2015. Mr. Ruan is currently the Deputy General Manager of Bozhi Technology (Beijing) Limited.

Mr. Ruan was the senior investment manager of Hony Capital from 2003 to 2009. He previously worked in ZTE Capital and TCL Ventures as vice president and executive director respectively and served as a law lecturer mainly for corporate law, tax law and securities law in the arts and law faculty in Beijing University of Chemical Technology. During that period, he was a part-time lawyer in a number of law firms. He has solid legal practice experience and is familiar with corporate governance, corporate finance and investment, mergers and acquisition, business restructuring. He holds a master of business administration degree from the China Europe International Business School and a bachelor degree and a master of economic law degree from the Law School of Jilin University.

於二零零三年加入弘毅投資之前，陳先生已在一間投資公司、一間中國零售連鎖百貨商場及一間中國國內綜合超市公司任職。陳先生持有中歐國際工商學院頒發之高層管理人員工商管理碩士學位。彼獲頒北京林業大學經濟學學士學位。目前，陳先生擔任上海城投控股股份有限公司（一間於上海證券交易所上市之公司；股份代號：600649）、上海環境集團股份有限公司（一間於上海證券交易所上市之公司；股份代號：601200）之董事。

### 獨立非執行董事

#### 曾國偉先生（「曾先生」）

曾先生，50歲，於二零零八年九月二十五日獲委任為本公司獨立非執行董事。曾先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員，以及香港稅務學會資深會員。曾先生在會計及財務方面擁有逾二十年經驗。彼現時從事會計工作。

曾先生現為格林國際控股有限公司（一間於聯交所上市之公司；股份代號：2700）之公司秘書。

#### 阮曉峰先生（「阮先生」）

阮先生，49歲，於二零一五年五月十五日獲委任為本公司獨立非執行董事。阮先生目前擔任博知科技（北京）有限公司副總經理。

阮先生於二零零三年至二零零九年期間任職弘毅投資之高級投資經理。彼曾在中興資本與TCL創投分別擔任副總裁及執行董事之職務，更在北京化工大學文法學院法律系擔任講師，主講公司法、稅法及證券法，期間在多家律師事務所出任兼職律師之職務。彼擁有多年法律實務工作經驗，並熟悉公司治理、企業投資融資業務、收購、兼併及整合業務。彼持有中歐國際工商學院之工商管理碩士及吉林大學法學院經濟法專業碩士研究生學歷。

# Biographies of Directors

## 董事履歷

### Dr. Han Qinchun (“Dr. Han”)

Dr. Han, aged 62, was appointed as an independent non-executive Director and a member of the nomination committee of the Board on 30 September 2019. Dr. Han currently serves as CEO of Hong Kong International Financial Assets Market Ltd. Dr. Han was a (managing) director of Global Chinese Real Estate Congress and was the Executive Deputy Director, Center For Real Estate, (a director and a special-term professor of Real Estate Research Centre of) Peking University HSBC Business School. Dr. Han obtained a Doctorate Degree of Philosophy in Urban Economics and Management from The University of Hong Kong in 1998. Dr. Han has rich experience in financial investment, equity capital market and listed companies' management. He had been engaged in securities and investment banking operations in BOCI Securities Limited, Agriculture Bank Securities Limited (now known as ABC International Holdings Limited) and Everbright Securities (Hong Kong) Limited (now known as Everbright Securities Financial Holdings Limited). He is currently the director of Hong Kong International Financial Assets Market Limited and is the independent non-executive director of Lingbao Gold Company Ltd. (a company listed on the Stock Exchange with Stock Code: 3330) since March 2012 and LongiTech Smart Energy Holding Ltd. (a company listed on the Stock Exchange with Stock Code: 1281) since February 2015. He served as the vice-chairman and co-president of Hong Long Holdings Limited (currently known as Sun Century Group Limited, a company listed on the Stock Exchange with Stock Code: 1383) from early 2006 to January 2010.

### 韓秦春博士 (「韓博士」)

韓博士，62歲，於二零一九年九月三十日獲委任為本公司獨立非執行董事及董事會提名委員會成員。韓博士現任港金所有有限公司行政總裁。韓博士曾任世界華人不動產學會常務董事及曾任北京大學滙豐商學院房地產研究中心主任及特聘教授。韓博士於一九九八年獲得香港大學城市經濟及管理專業博士學位。韓博士在金融投資、股票資本市場及上市公司管理方面擁有豐富經驗。彼曾在中銀國際證券有限公司、農銀證券有限公司（現稱農銀國際控股有限公司）及光大證券（香港）有限公司（現稱光大金融控股有限公司）從事證券及投資銀行業務。彼現任港金所有有限公司董事及自二零一二年三月起擔任靈寶黃金股份有限公司（一間於聯交所上市之公司；股份代號：3330）及自二零一五年二月起擔任隆基泰和智慧能源控股有限公司（一間於聯交所上市之公司；股份代號：1281）之獨立非執行董事。彼於二零零六年年初至二零一零年一月，曾任鴻隆控股有限公司（現稱太陽世紀集團有限公司，一間於聯交所上市之公司；股份代號：1383）副主席及聯席總裁。

The directors have pleasure in presenting their report together with the audited financial statements for the year.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the subsidiaries are set out in note 16 to the financial statements.

### BUSINESS REVIEW

#### Environmental Protection

In order to promote corporate governance, drive environmental protection proactively, facilitate relationships among stakeholders and contribute to the society, the management has established Environmental, Social and Governance (“ESG”) Committee to set targets, policies, procedures and guidelines for ESG related matters so as to promote the sustainable development of the community where the Group’s business is operated. Five Task Forces are set up under the ESG Committee. Members in the Task Forces come from the elites of relevant departments responsible for assisting the ESG Committee in promotion of the corresponding ESG related matters, establishment of key performance indicators and periodic effectiveness assessment. ESG Committee is responsible to report to the board of directors periodically the status of execution and recommendations of improvements.

The Group has set up an energy conservation project team to implement a number of energy saving and emission reduction measures in offices, department stores and supermarkets to reduce electricity consumption, discharge of pollutants, and to avoid wastage of resources. For achieving the concept of “Green management and balanced development”, the Group will continue to review and monitor the implementation of each measure, and optimize the measures based on their effectiveness.

#### Compliance with Laws and Regulations

The Group has ensured and will continue to ensure full compliance with relevant laws and regulations that have significant impact on its operations, including but not limited to laws and regulations in relation to product safety and liabilities, customer rights protection, employment and occupational safety and laws and regulations relating to property leasing and property management.

The management will monitor the impact for any changes in the relevant laws and regulations from time to time and seek external advice if considered necessary.

董事欣然提呈本年度之報告，連同經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。各附屬公司之主要業務載於財務報表附註16。

### 業務回顧

#### 環境保護

為了提升企業管治、更積極推動對環境的保護、促進持份者關係和回饋社會，管理層已成立環境、社會及管治（「ESG」）委員會，就環境、社會及管治相關事宜制定目標、政策、程序及指引，以實質行動推動本集團的業務和營運業務的社區可長久地持續發展。ESG委員會屬下設有5個小組，小組成員來自各有關部門的骨幹，分別負責協助ESG委員會監督各部門推展環境、社會及管治相關事宜、協助制定關鍵績效指標及定期評估成效。ESG委員會須定期向董事會彙報執行情況及提出優化建議。

本集團已成立節能專案小組，在辦公室、百貨商場及超級市場實施多項節能、減排的措施，以減少電力消耗、污染物的排放，以及避免浪費資源。本集團會繼續檢討及監察各項措施的推行情況及按成效不斷優化，並貫徹「綠色經營、均衡發展」之理念。

#### 遵守法律及法規

本集團已確保及將繼續確保完全遵守對本集團營運有重要影響的相關法律及法規，包括但不限於有關商品安全及責任、保障顧客權利、僱員及職業安全的法律及法規和有關物業租賃及物業管理的法律及法規。

管理層將不時監察任何有關法律及法規的變更所產生之影響，及於需要時尋求外界意見。



# Directors' Report

## 董事會報告

### BUSINESS REVIEW (continued)

#### Principal Risks and Uncertainties

Principal business activities of the Group are the retail services at its department stores. The risks associated include burglary, fire, significant incidents, cash storage and in transit. The Group has followed relevant laws and regulations to set up security measures to lower the chance of these risks, to protect the security of human lives and inventories and to minimize any loss.

For other risks, such as credit risks, interest rate risks, liquidity risks, currency risks and equity price risks, and risk reduction measures, please refer to "Financial Risks Management and Fair Value" in note 28 to the financial statements.

#### Relationships with key stakeholders

The Group firmly believes that maintaining good relationship with key stakeholders (including employees, customers, vendors, governing bodies and shareholders) is the key element to ensure long-term success and continual profit growth.

##### (1) Employees

Employees are the most important and valuable assets of the Group. The Group has established comprehensive talent recruitment and sound performance appraisal policies to reward and recognize performing employees with competitive remuneration package, and to promote them with career development and progression by appropriate training and providing them with equal opportunities within the Group for career development.

##### (2) Customers

Our customers come from buyers of department stores. Through good standards of the look, appearance and actions of employees, the Group creates a good service model to customers. The Group not only devotes to set up a consistent labelling system and clear pricing system, but also endeavors to eradicate the selling of fake and inferior quality products. The Group treasures complaints and comments from customers. In order to provide excellent customer services and to increase market share and business expansion, the Group has set up various channels to strengthen the communication with customers, including customer satisfactory surveys, customer opinion cards and website of the Company.

### 業務回顧 (續)

#### 主要風險及不確定性

本集團的主要業務活動在百貨商場提供零售服務，其面臨多種主要風險，包括盜竊、火災、重大特別事故等、現金的儲存和運送等。就上述的風險，本集團已按相關法律及法規制定安全措施，以減低風險出現的機會，確保人身及存貨的安全，同時將損失減至最低。

其他風險，包括信貸風險、利率風險、流動資金風險、貨幣風險和權益價格風險；及減低風險措施詳情，於財務報表附註28「財務風險管理及公允值」闡述。

#### 與主要持份者的關係

本集團深信與主要持份者（包括僱員、客戶、供應商、監管機構及股東）維持良好關係，是確保長期成功及盈利持續增長的要素。

##### (1) 僱員

僱員是本集團最重要及具價值的資產。本集團制定了完善的人才招聘和表現評核制度，以優厚的薪酬及福利、獎勵及表揚表現優秀的員工，並透過適當培訓及提供平等的機會協助他們在集團內發展事業及晉升。

##### (2) 客戶

本集團的主要客戶是百貨商場的零售顧客。透過規範員工的儀容、儀表及行為舉止，塑造本集團良好的服務形象。本集團除了致力為商品設立統一的標識、明確的價格，極力杜絕假冒偽劣商品的出售。本集團重視顧客的投訴和意見，並已建立各種方式加強客戶與本集團之間的溝通，包括顧客滿意度問卷調查、顧客意見卡及本公司網站，以提供卓越優質的客戶服務，增加市場滲透及擴展業務。

### BUSINESS REVIEW (continued)

#### Relationships with key stakeholders (continued)

##### (3) Goods Suppliers and Services Providers

The Group adheres to open, fair and transparent criteria in choosing goods suppliers and services providers and has set up a vendor evaluation system. The evaluation will base on prices, quality, costs, delivery and after-sales services after strict execution of purchase procedures and goods/services inspection standards. In order to ensure sustainable quality of goods and services supply, the Group will carry out continual monitoring and periodic examination of all vendors.

##### (4) Regulators

The Group operates in the retail business through different department stores which are subject to the jurisdictions of the national and local regulators. Along with compliance with applicable laws, rules and regulations, each department store of the Group has taken steps to ensure that relevant local concerns, customs and changes of laws or regulations have been accounted for.

##### (5) Shareholders

For communication, shareholders may contact the Group via "contact us" section of the website of the Company. Besides, the Group will also communicate with shareholders through printed or online version of notices, announcements, annual and interim reports. Annual general meeting provides a forum for shareholders to exchange views with the Board of the Group.

### RESULTS AND DIVIDENDS

The loss and cash flows of the Group for the year ended 31 March 2020 and the state of affairs of the Company and of the Group as at 31 March 2020 are set out in the financial statements on pages 119 to 128.

The directors do not recommend the payment of a dividend in respect of the year ended 31 March 2020.

### 業務回顧 (續)

#### 與主要持份者的關係 (續)

##### (3) 商品及服務供應商

本集團堅持採用公開、公平及透明的準則來篩選商品及服務供應商，並已建立一個供應商評估系統，在嚴格執行商品的採購和商品及服務驗收標準程序後，以價格、品質、成本、遞送及售後服務等來進行評估。本集團對供應商進行長期監控和定期審查，並不時檢查以確保繼續獲得高品質的供應及服務。

##### (4) 監管機構

本集團透過不同百貨商場在零售業運作，由全國及當區的監管機構規管，除遵守相關法律、規則及法規外，本集團旗下的每個百貨商場也採取措施，確保營運顧及當地的關注和慣例及不斷更新的法規。

##### (5) 股東

股東可透過本公司網站的「聯絡我們」網頁與本集團溝通。此外，本集團會透過印刷及網上版本的通告、公告、年度及中期報告等與股東溝通。股東週年大會為股東提供與本集團董事會交流意見的平台。

### 業績及股息

本集團於截至二零二零年三月三十一日止年度之虧損及現金流量，以及本公司與本集團於二零二零年三月三十一日之財政狀況載於財務報表第119至128頁。

董事不建議就截至二零二零年三月三十一日止年度派付任何股息。

# Directors' Report

## 董事會報告

### FINANCIAL SUMMARY

The summary of the consolidated results of the Group for the four years ended 31 March 2020, 2019, 2018, 2017 and the fifteen months ended 31 March 2016 and the assets and liabilities of the Group as at 31 March 2016, 2017, 2018, 2019, 2020 are set out on page 6.

### SHARE CAPITAL

Details of movements in share capital of the Company during the year ended 31 March 2020 are set out in note 27 to the financial statements.

### SHARE AWARD SCHEME

On 17 October 2014, the Company adopted the Share Award Scheme under which the shares of the Company (the "Awarded Shares") may be awarded to any member of management and employee (either full time or part time) of any member of the Group, Directors (including executive Directors, non-executive Directors and independent non-executive Directors), any suppliers, customers, shareholders, advisers (professional or otherwise), joint venture and service providers to any member of the Group from time to time (the "Selected Participants") pursuant to the terms of the Scheme Rules and the Trust Deed of the Share Award Scheme. The Share Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date, i.e., 16 October 2024.

The maximum aggregate nominal value of the Awarded Shares which may be awarded to a Selected Participant under the Share Award Scheme shall not exceed 1 per cent of the issued share capital of the Company at the date of such award.

When a Selected Participant has satisfied all vesting conditions specified by the Board of the Company at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the trustee shall transfer the relevant Awarded Shares to that participant. The Selected Participant however is not entitled to receive any income or distribution such as dividend derived from the unvested Awarded Shares allocated to him/her.

### 財務概要

本集團於截至二零二零年、二零一九年、二零一八年、二零一七年三月三十一日止四個年度及截至二零一六年三月三十一日止十五個月之綜合業績，以及本集團於二零一六年、二零一七年、二零一八年、二零一九年及二零二零年三月三十一日之資產與負債概要載於第6頁。

### 股本

本公司截至二零二零年三月三十一日止年度股本之變動詳情載於財務報表附註27。

### 股份獎勵計劃

於二零一四年十月十七日，本公司採納股份獎勵計劃。據此，本公司股份（「獎勵股份」）可根據股份獎勵計劃的計劃規則及信託契據條款授予本集團任何成員公司之任何管理層成員及僱員（全職或兼職）、董事（包括執行董事、非執行董事及獨立非執行董事）、本集團任何成員公司不時之任何供應商、客戶、股東、顧問（專業或其他類型）、合營企業及服務供應商（「獲選參加者」）。股份獎勵計劃於採納日期生效，除非另行終止或修訂，否則計劃將自該日期起十年（即至二零二四年十月十六日）有效。

根據股份獎勵計劃向每名獲選參加者所授出的獎勵股份，累積面值上限不能超過本公司於有關獎勵日期之已發行股本的百分之一。

倘獲選參加者符合本公司董事會於作出有關獎勵時列明的全部歸屬條件，便可獲取有關獎勵的本公司股份，受託人須向該名參加者轉讓有關獎勵股份。然而，獲選參加者無權收取任何來自分配予彼的未歸屬獎勵股份的收入或分派如股息。

### SHARE AWARD SCHEME (continued)

Given that the Company does not expect to grant any awards under the Share Award Scheme prior to its expiry on 16 October 2024 and in order to reduce administrative cost and improve the cashflow position of the Company, the Company has terminated the Share Award Scheme on 18 May 2020.

As at the date of the termination, the Company has purchased 3,070,000 shares of the Company through the trustee in the open market on the Stock Exchange for the purpose of Share Award Scheme and no share was granted by the Company under Share Award Scheme.

### RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2020 are set out in note 27 to the financial statements.

As at 31 March 2020, the Company's reserves (including retained profits, if any, and contributed surplus, subject to equity shareholders' approval) amounting to RMB995,255,000 (2019: RMB995,255,000) were available for distribution to the Company's shareholders. In addition, the share premium of the Company in the amount of approximately RMB1,136,595,000 (2019: RMB1,136,595,000) may be distributed in form of fully paid bonus shares.

### RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group and its employees make monthly contribution to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the employer's and the employee's contributions are subject to a cap of monthly earnings of HK\$30,000 and thereafter contributions are voluntary. As stipulated by the rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group contributes to retirement plans at specified percentages of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

### 股份獎勵計劃 (續)

鑑於本公司預期於二零二四年十月十六日股份獎勵計劃屆滿之前不會授出任何獎勵，並且為降低行政成本及改善本公司之現金流狀況，本公司已於二零二零年五月十八日終止股份獎勵計劃。

於終止日期，本公司已通過受託人在聯交所之公開市場購入了3,070,000股本公司股份以用於股份獎勵計劃，本公司沒有根據股份獎勵計劃授出股份。

### 儲備

本集團及本公司之儲備於截至二零二零年三月三十一日止年度之變動詳情載於財務報表附註27。

於二零二零年三月三十一日，本公司可供分派予其股東之儲備（包括保留溢利（如有）及繳入盈餘（須取得股東之批准））為人民幣995,255,000元（二零一九年：人民幣995,255,000元）。此外，本公司之股份溢價金額約為人民幣1,136,595,000元（二零一九年：人民幣1,136,595,000元），可以繳足紅股形式分派。

### 退休福利

本集團安排其香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員各自須每月按僱員薪金（定義見強制性公積金法例）的5%作為計劃供款。僱主及僱員之供款以每月薪金30,000港元為上限。另可作自願性額外供款。根據中國法律及法規之規定，本集團為其中國僱員於國家資助退休計劃作出供款。本集團按其僱員基本薪金之特定百分比向該退休計劃作出供款；除此以外，概無進一步實際繳付退休金或退休後福利之責任。國家資助退休計劃將負上向退休僱員支付退休金之全部責任。

# Directors' Report

## 董事會報告

### FIXED ASSETS

Details of movements in fixed assets of the Group during the year ended 31 March 2020 are set out in note 12 to the financial statements.

### BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group during the year ended 31 March 2020 are set out in note 23 to the financial statements.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 31 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the year ended 31 March 2020 or at any time during the year ended 31 March 2020.

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company who held office during the year ended 31 March 2020 and up to the date of this annual report were:

#### Executive Directors

Mr. Huang Shunxu (*Chairman*) (appointed on 24 June 2020)

Mr. Wu Yijian (*Chairman*) (resigned on 10 June 2020)

Mr. Chan Wai Kwong, Peter (*Vice Chairman*)  
(resigned on 21 October 2019)

Mr. Qin Chuan (*Chief Executive Officer*)  
(appointed on 21 October 2019)

Mr. Sha Yingjie (resigned on 21 October 2019)

Mr. Qi Yong (appointed on 24 June 2020)

Ms. Wan Qing (appointed on 24 June 2020)

#### Non-Executive Directors

Mr. Li Yang (appointed on 24 June 2020)

Mr. Chen Shuai (resigned as Vice Chairman on 21 October 2019, but remains as a Non-Executive Director)

Mr. Cao Yonggang (resigned on 21 October 2019)

Mr. Qu Jiaqi (resigned on 21 October 2019)

### 固定資產

本集團之固定資產於截至二零二零年三月三十一日止年度之變動詳情載於財務報表附註12。

### 銀行及其他借貸

本集團之銀行及其他借貸於截至二零二零年三月三十一日止年度之詳情載於財務報表附註23。

### 董事在合約中之權益

除財務報表附註31所披露者外，於截至二零二零年三月三十一日止年度年結日或截至二零二零年三月三十一日止年度任何時間，本公司各董事概無在本公司或其任何附屬公司所訂立之任何重要合約中擁有重大權益。

### 董事及董事之服務合約

於截至二零二零年三月三十一日止年度及截至本年報日期止，本公司之在任董事如下：

#### 執行董事

黃順緒先生 (主席)

(於二零二零年六月二十四日獲委任)

吳一堅先生 (主席)

(於二零二零年六月十日辭任)

陳為光先生 (副主席)

(於二零一九年十月二十一日辭任)

秦川先生 (行政總裁)

(於二零一九年十月二十一日獲委任)

沙英杰先生

(於二零一九年十月二十一日辭任)

祁勇先生

(於二零二零年六月二十四日獲委任)

宛慶女士

(於二零二零年六月二十四日獲委任)

#### 非執行董事

李陽先生

(於二零二零年六月二十四日獲委任)

陳帥先生 (於二零一九年十月二十一日辭任副主席，但仍留任非執行董事)

曹永剛先生

(於二零一九年十月二十一日辭任)

曲家琪先生

(於二零一九年十月二十一日辭任)



### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (continued)

#### Independent Non-Executive Directors

Mr. Tsang Kwok Wai  
Mr. Ruan Xiaofeng  
Dr. Cao Guoqi (resigned on 30 September 2019)

Dr. Han Qinchun (appointed on 30 September 2019)

In accordance with Bye-law 87(1) of the Company, one third of the Directors for the time being should retire at each Annual General Meeting from office by rotation, none of Directors would retire by rotation at the Annual General Meeting. Mr. Huang Shunxu, Mr. Qin Chuan, Mr. Li Yang, Mr. Qi Yong, Ms. Wan Qing and Dr. Han Qinchun, the newly appointed Directors, are subject to re-election in accordance with Bye-law 86(2) of the Company.

The Company has received annual confirmations of independence from the Independent Non-Executive Directors, Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng, Dr. Cao Guoqi and Dr. Han Qinchun, and considers them to be independent for the year ended 31 March 2020. The Company considers that each of such Independent Non-Executive Directors to be independent from the Group based on the Guidelines set out in Rule 3.13 of the Listing Rules.

Biographical details of the directors of the Company are set out on pages 18 to 22.

None of the directors had entered into any service contract with any member of the Group which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

### EMOLUMENTS OF DIRECTORS AND TOP FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the directors and top five highest paid individuals of the Group are set out in notes 8 and 9 to the financial statements.

### 董事及董事之服務合約 (續)

#### 獨立非執行董事

曾國偉先生  
阮曉峰先生  
曹國琪博士  
(於二零一九年九月三十日辭任)  
韓秦春博士  
(於二零一九年九月三十日獲委任)

根據本公司細則第87(1)條，三分之一的董事應在每屆股東周年大會輪值退任，概無董事將在應屆股東周年大會上輪值退任。新近獲委任的董事黃順緒先生、秦川先生、李陽先生、祁勇先生、宛慶女士及韓秦春博士將根據本公司細則第86(2)條于應屆股東周年大會上膺選連任。

本公司已接獲各獨立非執行董事(即曾國偉先生、阮曉峰先生、曹國琪博士及韓秦春博士)就其獨立身份發出之年度確認書，認為彼等於截至二零二零年三月三十一日止年度均屬獨立人士。根據上市規則第3.13條所載指引，本公司認為上述各獨立非執行董事均為本集團的獨立人士。

本公司董事之履歷詳情載於第18至22頁。

各董事概無與本集團任何成員公司訂立本集團不可於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

### 董事及五名最高薪人士之酬金

本集團董事及五名最高薪人士之酬金詳情載於財務報表附註8及9。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS

During the year ended 31 March 2020, the following transactions between certain connected parties (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant announcements and independent shareholders' approval, if necessary, had been made and obtained by the Company in accordance with Chapter 14A of the Listing Rules.

#### Continuing connected transactions

On 13 February 2015, the Company's three subsidiaries, as lessors, entered into tenancy agreements (the "Tenancy Agreements") with Xi'an Century Ginwa Epin Life Supermarket Company Limited ("Xi'an Epin"), as tenant, in respect of renting at Bell Tower Store, Hi-Tech Store and Nandajie Store for operations of supermarket business for a period of three years commencing from 16 February 2015, at annual rental of RMB5.6 million, RMB0.8 million and RMB0.3 million respectively. Xi'an Epin terminated the Tenancy Agreement for Nandajie Store in December 2015. Renting to Xi'an Epin for operation of supermarket business in the Group's department stores can enhance the product mix. As at the date of the Tenancy Agreements, Xi'an Epin was wholly-owned by Ginwa Investments, which was in turn beneficially owned as to 96% by Mr. Wu Yijian, an Executive Director and Chairman of the Company, and was therefore a connected person of the Company. The transactions under the Tenancy Agreements constituted continuing connected transactions for the Company.

Subsequent to the entering into of the Tenancy Agreements, Ginwa Investments transferred all its equity interests in Xi'an Epin to an independent third party of the Group. Following the aforesaid transfer, Xi'an Epin ceased to be a connected person of the Company under Chapter 14A of the Listing Rules. As a result of which, the Tenancy Agreements and the transactions contemplated thereunder ceased to constitute as continuing connected transactions for the Company pursuant to the Listing Rules.

Further details of the significant related party transactions undertaken in the normal course of business of the Group are provided under note 31 to the financial statements. None of these related party transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules that is required to be disclosed, except for those described above in the paragraphs headed "Continuing connected transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

### 關連交易

截至二零二零年三月三十一日止年度，按上市規則第14A章的規定，若干關連人士（按上市規則定義）與本集團進行的下列交易經已訂立及／或持續進行，而本公司已根據上市規則的規定作出相關公告及獲得獨立股東批准（如需要）。

#### 持續關連交易

於二零一五年二月十三日，本公司旗下之三家附屬公司作為出租人，與承租人西安世紀金花宜品生活用品有限公司（「西安宜品」）就鐘樓百貨、高新百貨及南大街百貨內經營超級市場訂立場地租賃協議（「場地租賃協議」），自二零一五年二月十六日起計為期三年，年租分別為人民幣5,600,000元、人民幣800,000元及人民幣300,000元。西安宜品於二零一五年十二月終止就南大街百貨之場地租賃協議。本集團百貨商場向西安宜品出租作超級市場營運可提升產品組合。於場地租賃協議日期，西安宜品由金花投資全資擁有，而金花投資由本公司之執行董事兼主席吳一堅先生實益持有96%權益，故西安宜品為本公司之關連人士。場地租賃協議項下之交易構成本公司之持續關連交易。

於訂立場地租賃協議後，金花投資已將其於西安宜品之全部股權轉讓予本集團之一名獨立第三方。於上述轉讓後，根據上市規則第14A章，西安宜品已不再為本公司之關連人士。因此，根據上市規則，場地租賃協議及其項下擬進行之交易不再構成本公司之持續關連交易。

該等重大關連人士交易的資料已於財務報表附註31中進一步披露，並均為本集團之正常業務。該等關連人士交易沒有構成根據上市規則須予披露的關連交易或持續關連交易，上述提及之「持續關連交易」的段落（此等交易已遵守根據上市規則第14A章的披露要求）除外。

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2020, the interests and short positions of the directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be entered into the register required to be kept under section 352 of the SFO or otherwise were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) and/or the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules (the "Model Code"), were as follows:

#### (a) Long positions in the shares of the Company

Name of director	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事姓名	權益性質	所持已發行普通股數目	已發行普通股股本概約百分比
Mr. Wu Yijian 吳一堅先生	Interest in a controlled corporation 於受控制法團持有權益	336,166,156	29.24%

Save as disclosed above, as at 31 March 2020, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares of HK\$0.10 each of the Company, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO.

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉

於二零二零年三月三十一日，本公司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、相關股份及債券中，擁有須載入根據證券及期貨條例第352條之規定所存置之登記冊之權益及短倉，或根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所之權益及短倉（包括根據證券及期貨條例相關規定被視作或當作擁有之權益及短倉）及／或根據上市規則當中上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及短倉載列如下：

#### (a) 本公司股份中之長倉

除上文所披露者外，於二零二零年三月三十一日，本公司董事或主要行政人員概無根據證券及期貨條例第XV部第7及第8分部擁有或根據證券及期貨條例相關規定而被視作或當作於本公司每股面值0.10港元之股份中擁有任何權益或短倉、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份或債券的任何權益或短倉，或根據標準守則而須知會本公司及聯交所的任何權益，或須載入本公司根據證券及期貨條例第352條之規定所存置之登記冊之任何權益。



# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

#### (b) Long position in the share options of the Company

In accordance with the terms of the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 15 February 2011 (the "Share Option Scheme"), the Company may grant options to the eligible person of the Company to subscribe for shares in the Company, subject to a maximum of 30% of the issued ordinary share capital of the Company from time to time excluding for this purpose shares issued in the exercise of options for the purpose of providing incentives or rewards to selected eligible person for their contribution to the Group. The Share Option Scheme became effective on 15 February 2011 and unless otherwise cancelled or amended according to the Share Option Scheme, will remain in force for 10 years from that date. Eligible person under the Share Option Scheme includes the followings:-

- (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iv) any person or entity whose service to the Group or business with the Group contributes or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time.

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

#### (b) 本公司購股權之長倉

按照本公司根據二零一一年二月十五日通過之普通決議案所採納的購股權計劃(「購股權計劃」)之條款，本公司可向本公司之合資格人士授出購股權，以認購本公司股份，惟數額以本公司不時已發行普通股股本的30%為限。就此而言，此計劃不包括因行使用作獎勵或獎賞對本集團有所貢獻的指定合資格人士而授出的購股權而發行之股份。購股權計劃自二零一一年二月十五日起生效。除非根據購股權計劃之規定撤銷或作修訂外，購股權計劃將於該日起計十年內有效。購股權計劃之合資格人士包括下列各方：—

- (i) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問；或
- (ii) 全權託管對像包括本公司、附屬公司或聯號公司之任何董事、僱員或顧問之任何全權信託；或
- (iii) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問實益擁有之公司；或
- (iv) 董事不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或將會對本集團之業務或營運有所貢獻。



### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

#### (b) Long position in the share options of the Company (continued)

Without prior separate approval from the Company's shareholders, (i) the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10% of the shares of the Company as at the date of the shareholders' approval of the option limit; and (ii) the maximum number of shares issued and to be issued upon exercise of the options granted to each eligible person under the Share Option Scheme (including both exercised and outstanding options) in any 12-month period shall not (when aggregated with any shares of the Company subject to options granted during such period under any other share option scheme of the Company) exceed 1% of the shares of the Company in issue for any time being.

Any grant of options to any directors, chief executive or substantial shareholders (as such terms as defined in the Listing Rules) of the Company, or any of their respective associates under the Share Option Scheme or any other share option scheme of the Company or any of its subsidiaries shall be subject to the prior approval of the independent non-executive directors or shareholders of the Company as the case may be. Without prior separate approval from the Company's shareholders, the maximum number of shares issued and to be issued in respect of which options granted and may be granted to a substantial shareholder or an independent non-executive director of the Company in the 12-month period up to and including the date of such grant shall not (i) exceed 0.1% of the shares of the Company in issue on the date of such grant; and (ii) have an aggregate value, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million.

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

#### (b) 本公司購股權之長倉 (續)

在未另行獲本公司股東事先批准之情況下，(i)因行使根據購股權計劃及本公司之任何其他購股權計劃將予授出之全部購股權而可能發行之股份總數不得超過於股東批准購股權限額當日之本公司股份之10%；及(ii)於任何十二個月期間因行使各合資格人士根據購股權計劃獲授之購股權（包括已行使及未行使購股權）而已發行及將予發行之最高股份數目（在與根據本公司之任何其他購股權計劃於該期間授出之購股權所涉及之本公司任何股份合計後）於任何時候均不得超過本公司已發行股份之1%。

根據購股權計劃或本公司或其任何附屬公司之任何其他購股權計劃向本公司之任何董事、主要行政人員或主要股東（該等詞彙之定義見上市規則）或彼等各自之任何聯繫人授出購股權須獲本公司之獨立非執行董事或股東（視情況而定）事先批准。在未另行獲本公司股東事先批准之情況下，截至及包括該授出日期止十二個月期間因本公司主要股東或獨立非執行董事獲授及可能獲授之購股權獲行使而已發行及將予發行之最高股份數目：(i)不得超逾本公司於該授出日期之已發行股份之0.1%；及(ii)按本公司股份於該授出日期在聯交所每日報價表所列之本公司股份收市價所計算得出之價值總額不得超逾5,000,000港元。

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

#### (b) Long position in the share options of the Company (continued)

The exercise price of the share options shall be at least the higher of (i) the nominal value of the shares; (ii) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; and (iii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant (subject to Share Option Scheme adjustments).

As at the date of this annual report, none of shares available for issue under the Share Option Scheme. Set out below are the details of movements in the outstanding share options granted under the Share Option Scheme for the year ended 31 March 2020:

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

#### (b) 本公司購股權之長倉 (續)

購股權之行使價須至少為下列各項之較高者：(i)股份面值；(ii)按聯交所發出之每日報價表所示，股份於授出日期之收市價；及(iii)按聯交所發出之每日報價表所示，股份於緊接授出日期前五個營業日之平均收市價（按購股權計劃作出調整）。

截至本年報日期，根據購股權計劃概無可供發行之股份。下文載列截至二零二零年三月三十一日止年度，根據購股權計劃授出的尚未行使的購股權的變動詳情：

Name of grantee	Date of grant	Exercise price (HK\$)	Vesting and exercise period	Number of share options 購股權數目				
				Outstanding as at 1 April 2019	Granted during the year	Exercised during the year	Forfeited/Expired during the year	Outstanding as at 31 March 2020
承授人姓名	授出日期	行使價 (港元)	歸屬及行使期	於二零一九年四月一日尚未行使	年內授出	年內行使	年內沒收/失效	於二零二零年三月三十一日尚未行使
Mr. Wu Yijian	30 May 2013	1.76	30 May 2013 to 29 May 2019	1,150,000	-	-	1,150,000	-
吳一堅先生	二零一三年五月三十日		二零一三年五月三十日至二零一九年五月二十九日					

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

#### (b) Long position in the share options of the Company (continued)

#### (b) 本公司購股權之長倉 (續)

Name of grantee	Date of grant	Exercise price (HK\$)	Vesting and exercise period	Number of share options 購股權數目				
				Outstanding as at 1 April 2019 於二零一九年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/ Expired during the year 年內沒收/失效	Outstanding as at 31 March 2020 於二零二零年三月三十一日尚未行使
Mr. Qu Jiaqi 曲家琪先生	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	4,000,000	-	-	4,000,000	-
Mr. Sha Yingjie 沙英杰先生	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	2,500,000	-	-	2,500,000	-
Other employees of the Group (in aggregate) 本集團其他僱員 (合共)	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	32,555,000	-	-	32,555,000	-
Other eligible persons 其他合資格人士	27 Sep 2017 二零一七年九月二十七日	0.32	27 Sep 2017 to 26 Sep 2019 二零一七年九月二十七日至二零一九年九月二十六日	33,000,000	-	-	33,000,000	-
<b>Total 總計</b>				<b>73,205,000</b>	<b>-</b>	<b>-</b>	<b>73,205,000</b>	<b>-</b>

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

#### (b) Long position in the share options of the Company (continued)

- a. The closing price per share immediately before the date of grant of 28 May 2013 was HK\$1.78.
- b. The closing price per share immediately before the date of grant of 30 May 2013 was HK\$1.73.
- c. The closing price per share immediately before the date of grant of 27 September 2017 was HK\$0.26.

All the interests stated above represents long positions. Neither long nor short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at 31 March 2020.

Save as disclosed above, as at 31 March 2020, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or are required pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS

#### Interests of shareholders discloseable pursuant to the SFO

The register of substantial shareholders required to be kept under section 336 of the SFO shows that as at 31 March 2020, the Company had been notified of the following substantial shareholders' interests and short positions, being interests of 5% or more of the Company's issued ordinary share capital. These interests are in addition to those disclosed above in respect of the directors or chief executives of the Company.

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

#### (b) 本公司購股權之長倉 (續)

- a. 緊接於二零一三年五月二十八日之授出日期前，每股股份收市價為1.78港元。
- b. 緊接於二零一三年五月三十日之授出日期前，每股股份收市價為1.73港元。
- c. 緊接於二零一七年九月二十七日之授出日期前，每股股份收市價為0.26港元。

上述所示所有權益均為長倉。於二零二零年三月三十一日，本公司根據證券及期貨條例第352條之規定存置之登記冊並無任何長倉及短倉記錄。

除上文所披露者外，於二零二零年三月三十一日，本公司董事或主要行政人員概無擁有下述權益，即根據證券及期貨條例第XV部第7及第8分部、或根據證券及期貨條例相關規定而視作或當作擁有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、相關股份及債券的任何權益及短倉；或須知會本公司及聯交所之任何權益；或須載入根據證券及期貨條例第352條規定所存置之登記冊內之任何權益；或根據標準守則而須知會本公司及聯交所之任何權益。

### 主要股東

#### 根據證券及期貨條例須予披露之股東權益

於二零二零年三月三十一日，根據證券及期貨條例第336條存置之主要股東登記冊顯示，本公司獲知會，下列主要股東於本公司已發行普通股股本中擁有5%或以上權益及短倉。該等權益為上述所披露本公司董事及主要行政人員擁有之權益以外之權益。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS (continued)

(a) Long position/short position in the shares of the Company

### 主要股東 (續)

(a) 本公司股份之長倉／短倉

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company 佔本公司 已發行普通股 股本之概約百分比
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	
Maritime Century Limited	Long positions 長倉	Corporate interests 公司權益	336,166,156 (Note 1) (附註1)	29.24%
Ginwa Investments Holding Group Ltd. 金花投資控股集團有限公司	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	336,166,156 (Note 1) (附註1)	29.24%
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008 GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Capital Fund 2008 GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Group Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Exponential Fortune Group Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 2) (附註2)	57.31%

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares of equity derivatives of the Company (as defined in Part XV of the SFO)

### 主要股東 (續)

(b) 於本公司股權衍生工具之相關股份之長倉／短倉（定義見證券及期貨條例第XV部）

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	已發行普通股 股本之概約百分比
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008 GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Capital Fund 2008 GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Group Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Exponential Fortune Group Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 3) (附註3)	112.62%



### SUBSTANTIAL SHAREHOLDERS (continued)

#### (b) Long position/short position in the underlying shares of equity derivatives of the Company (as defined in Part XV of the SFO) (continued)

Notes:

- (1) MCL held 336,166,156 Shares. Ginwa Investments holds the entire issued share capital of MCL. Mr. Wu Yijian beneficially owns 96% equity interests in Ginwa Investments. As such, Mr. Wu Yijian was deemed to be interested in 336,166,156 Shares by virtue of his shareholding in MCL.
- (2) The long position of 658,893,428 Shares represents (i) the 322,727,272 Shares held by Glory Keen Holdings Limited ("Glory Keen"); and (ii) the security interest held by Glory Keen over the 336,166,156 Shares held by MCL under share charge. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen. Hony Capital Fund 2008 GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P. Hony Capital Fund 2008 GP Limited, a wholly-owned subsidiary of Hony Group Management Limited, is the sole general partner of Hony Capital Fund 2008 GP, L.P. Hony Managing Partners Limited owns 80% equity interests in Hony Group Management Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited. Mr. Zhao John Huan held 49% of the issued share capital of Exponential Fortune Group Limited. Each of the above-mentioned parties is therefore deemed to be interested in the interest held by Glory Keen.
- (3) The long position of 1,294,774,999 underlying Shares represents the interest in the 1,294,774,999 conversion shares which may be issued under the Hony Convertible preferred shares. The exercise of the conversion rights attaching to the Hony Convertible preferred shares are subject to the restrictions as stated in the paragraph headed "Other terms of the Preferred Shares" under the section headed "Subscription Agreement" in the circular dated 19 November 2012.

### 主要股東 (續)

#### (b) 於本公司股權衍生工具之相關股份之長倉／短倉 (定義見證券及期貨條例第XV部) (續)

附註:

- (1) MCL持有336,166,156股股份。金花投資持有MCL之全部已發行股本。吳一堅先生實益持有金花投資96%之權益。因此，吳一堅先生因其在MCL之股權而被視作擁有336,166,156股股份之權益。
- (2) 長倉658,893,428股股份指(i)榮建控股有限公司(「榮建」)所持有322,727,272股股份；及(ii)就MCL根據股份押記持有336,166,156股股份所持有之抵押權益。Hony Capital Fund 2008, L.P.持有榮建之全部已發行股本。Hony Capital Fund 2008 GP, L.P.為Hony Capital Fund 2008, L.P.之唯一普通合夥人。Hony Capital Fund 2008 GP Limited為Hony Group Management Limited之全資附屬公司，且為Hony Capital Fund 2008 GP, L.P.之唯一普通合夥人。Hony Managing Partners Limited擁有80% Hony Group Management Limited之股本權益。Hony Managing Partners Limited為Exponential Fortune Group Limited之全資附屬公司。趙令歡先生持有Exponential Fortune Group Limited 49%已發行股本。上述各方因而被視為於榮建所持有之權益中擁有權益。
- (3) 長倉1,294,774,999股相關股份指於分別根據弘毅可換股優先股而可能予以發行之1,294,774,999股兌換股份之權益。行使弘毅可換股優先股附帶之兌換權均須受日期為二零一二年十一月十九日之通函「認購協議」一節項下「優先股之其他條款」所載之限制規限。



# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS (continued)

Save as disclosed above, the directors and chief executives of the Company are not aware that there is any person who, as at 31 March 2020, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2020, director of the Company had the following interests in business which competed or were likely to compete, either directly or indirectly, with the Group's business:

Name of director 董事姓名	Name of company 公司名稱	Nature of business 業務性質	Nature of interests 權益性質
Mr. Wu Yijian	Ginwa Investments	Project investment, entity investment, real estate development, property sales, leasing and agency services, department store and supermarket operations	96% of the equity interest in Ginwa Investments
吳一堅先生	金花投資	項目投資、企業投資、土地開發、地產銷售、租賃及代理服務、經營百貨商場及超級市場	於金花投資之96%股權

Note:

Although Mr. Wu Yijian has competing interests in Ginwa Investments by virtue of his common directorship, the Directors consider that such competition, if any, is neither significant nor material to the Group as a whole. Furthermore Mr. Wu Yijian will fulfill his fiduciary duties in order to ensure that he will act in the best interest of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

Save as disclosed above, none of the Directors nor their respective associates had any interest which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### 主要股東 (續)

除上文所披露者外，於二零二零年三月三十一日，據本公司董事及主要行政人員所知，概無任何人士於任何股份或相關股份中擁有任何權益或短倉須根據證券及期貨條例第XV部第2及第3分部之規定而向本公司披露，或直接或間接持有附帶權利可在任何情形下於本集團任何其他成員公司之股東大會投票之任何類別股本面值之5%或以上權益。

### 董事於競爭業務之權益

於二零二零年三月三十一日，本公司董事擁有下列與本集團業務直接或間接構成競爭或可能構成競爭的業務的權益：

附註：

儘管鑒於吳一堅先生之共同董事身份其於金花投資擁有競爭權益，董事認為該等競爭（如有）對本集團整體而言並不重要或重大。此外，吳一堅先生將履行其誠信責任以確保彼始終以股東及本公司之整體最佳利益行事。因此，本集團能夠獨立於前述公司之業務並且按公平基準經營其業務。

除上文所披露者外，概無董事或彼等各自之聯繫人擁有任何直接或間接與本集團業務競爭或可能競爭之任何權益。

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and five largest customers taken together were less than 30% of the Group's total sales for the year ended 31 March 2020. The aggregate purchases attributable to the Group's largest supplier and five largest suppliers taken together were less than 30% of the Group's total purchases for the year ended 31 March 2020.

None of the directors, their associates, or any shareholders (which, to the best knowledge of the directors, owned more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest major customers and suppliers during the year ended 31 March 2020.

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

Save as disclosed in the note 27 to the financial statements, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2020.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws in Bermuda.

### MANAGEMENT CONTRACTS

Save as disclosed, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 March 2020.

### MATERIAL LITIGATION

None of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the directors to be pending or threatened by or against any member of the Group during the year ended 31 March 2020 and as at the date of this annual report.

### 主要客戶及供應商

本集團最大客戶及五大客戶合共總銷售額少於本集團截至二零二零年三月三十一日止年度總銷售額之30%。本集團對最大供應商及五大供應商合共總採購額少於本集團截至二零二零年三月三十一日止年度總採購額之30%。

於截至二零二零年三月三十一日止年度，概無任何董事、其聯繫人士或任何股東（以董事所知擁有本公司5%以上已發行股本）於本集團五大主要客戶及供應商中擁有任何實益權益。

### 購買、出售或贖回本公司之上市證券

除財務報表附註27所披露者外，於截至二零二零年三月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 優先購買權

本公司之公司細則及百慕達法例均無關於優先購買權之條文。

### 管理合約

除所披露外，本集團於截至二零二零年三月三十一日止年度並無訂立或訂有任何關於本集團全部業務或其中任何重大部份之管理及行政合約。

### 重大訴訟

截至二零二零年三月三十一日止年度及於本年報日期，本集團成員公司並無牽涉任何重大訴訟、仲裁或索償，且據董事所知本集團任何成員公司概無任何尚未了結或面臨的重大訴訟、仲裁或索償。

# Directors' Report

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors as at the date of this annual report, there is sufficient public float of more than 25% of the Company's shares in the market as required under the Listing Rules.

### AUDITOR

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

**Huang Shunxu**

*Executive Director*

Hong Kong, 29 June 2020

### 足夠公眾持股量

按本公司取得之公開資料及據董事所知，於本年報日期，本公司股份在市場上具有高於上市規則所規定25%之足夠公眾持股量。

### 核數師

畢馬威任滿告退，惟其符合資格並願意膺聘連任。於應屆股東週年大會上，將提呈重新委聘畢馬威為本公司核數師之決議案。

代表董事會

**黃順緒**

*執行董事*

香港，二零二零年六月二十九日



# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board is committed to upholding a high standard of corporate governance practices and business ethics in the firm belief that they are essential for maintaining and promoting investors' confidence and maximizing shareholders' returns.

The Board perpetually reviews its corporate governance practices, risk management and internal control policy and procedures from time to time in order to meet the rising expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Board considers that the Company has complied throughout the year ended 31 March 2020 with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules except for certain deviations. The corporate governance of the Company for the year ended 31 March 2020 is stated as follows:

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

The Company has received from each of the Independent Non-executive Directors a written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company thus considers all the Independent Non-executive Directors are independent for the year ended 31 March 2020.

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

### 企業管治常規

董事會恪守維持高水平企業管治常規及商業道德標準的承諾，並堅信此對保持及提高投資者信心、增加股東回報攸關重要。

為了達成公司相關利益者不斷提升的期望、符合日趨嚴謹之規管要求，以及實踐董事會堅守優越企業管治之承諾，董事會不斷檢討其企業管治常規、風險管理及內部監控政策與程序。

董事會認為本公司於截至二零二零年三月三十一日止年度一直遵守上市規則附錄14所載《企業管治守則》（「企業管治守則」）之規定，惟若干偏離情況除外。本公司於截至二零二零年三月三十一日止年度之企業管治詳情載列如下：

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

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等之獨立身份而發出之確認書。本公司認為全體獨立非執行董事於截至二零二零年三月三十一日止年度均屬獨立人士。

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

# Corporate Governance Report

## 企業管治報告

CG Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings. During the year ended 31 March 2020, not all Independent Non-executive Directors and Non-executive Directors were able to attend the general meeting of the Company due to their other business commitments.

CG Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. As stated in the announcement of the Company dated 31 October 2018, Mr. Kam Hou Yin, John, former executive director and chief executive officer of the Company, tendered his resignation with effect from 31 October 2018 and the Company has been searching for a suitable candidate to assume the vacancy followed by resignation of Mr. Kam Hou Yin, John. Accordingly, the role and duty of the chief executive officer of the Company has been assumed by Mr. Wu Yijian, chairman of the Board, Mr. Chan Wai Kwong, Peter, vice-chairman of the Board and Mr. Sha Yingjie, executive director of the Company. Subsequent to the appointment of Mr. Qin Chuan as the Chief Executive Officer on 21 October 2019, the Company has complied with CG Code Provision A2.1.

CG Code Provision D.1.4 stipulates that directors should clearly understand delegation arrangements in place. Issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. However, the Company does not have formal letters of appointment for the Directors except for Mr. Wu Yijian, an executive Director. In addition, the service agreement entered into between the Company and Mr. Chan Wai Kwong, Peter, an executive Director, expired on 6 August 2018 and has not been renewed. Notwithstanding the above, every Director is subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. The Board will nevertheless continuously review the need to having formal letters of appointment and service agreement for the Directors.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 March 2020.

企業管治守則條文第A.6.7條訂明，獨立非執行董事及其他非執行董事應出席股東大會。截至二零二零年三月三十一日止年度內，因有其他業務承擔，並非所有獨立非執行董事及非執行董事均有參加本公司股東大會。

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。誠如本公司日期為二零一八年十月三十一日的公告所述，本公司前執行董事兼行政總裁金孝賢先生辭任，自二零一八年十月三十一日起生效，且本公司一直在物色合適的候選人擔任金孝賢先生辭任後的空缺。因此，本公司行政總裁的職務及職責由董事會主席吳一堅先生、董事會副主席陳為光先生及本公司執行董事沙英杰先生承擔。於二零一九年十月二十一日秦川先生獲委任為行政總裁後，本公司已遵守企業管治守則條文第A.2.1條。

企業管治守則條文第D.1.4條規定，董事應清楚瞭解既定之權力轉授安排。發行人應有正式之董事委任書，訂明有關委任之主要條款及條件。然而，本公司並無正式董事委任書，惟執行董事吳一堅先生除外。此外，本公司與執行董事陳為光先生訂立的服務協議於二零一八年八月六日到期，且並未續期。儘管如此，根據本公司之公司細則第87(1)條，每名董事至少每三年退任一次。然而，董事會將不斷檢討是否需要為董事提供正式委任書及服務協議。

### 董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載之上市發行人董事進行證券交易的標準守則。經向所有董事作出特定查詢後，全部董事確實彼等於截至二零二零年三月三十一日止年度，一直遵守標準守則所載之規定準則。

### BOARD OF DIRECTORS

#### Board Composition

As at 31 March 2020, the Board is comprised of one Executive Director, one Non-Executive Director and three Independent Non-executive Directors. As at the date of this annual report, the Board is comprised of four Executive Directors, two Non-Executive Directors and three Independent Non-Executive Directors.

The followings are the members of the Board:

#### Executive Directors

Mr. Huang Shunxu (*Chairman*) (appointed on 24 June 2020)

Mr. Wu Yijian (*Chairman*) (resigned on 10 June 2020)

Mr. Chan Wai Kwong, Peter (*Vice Chairman*)  
(resigned on 21 October 2019)

Mr. Qin Chuan (*Chief Executive Officer*)  
(appointed on 21 October 2019)

Mr. Sha Yingjie (resigned on 21 October 2019)

Mr. Qi Yong (appointed on 24 June 2020)

Ms. Wan Qing (appointed on 24 June 2020)

#### Non-Executive Directors

Mr. Li Yang (appointed on 24 June 2020)

Mr. Chen Shuai (resigned as Vice Chairman on 21 October 2019, but remains as a Non-Executive Director)

Mr. Cao Yonggang (resigned on 21 October 2019)

Mr. Qu Jiaqi (resigned on 21 October 2019)

#### Independent Non-Executive Directors

Mr. Tsang Kwok Wai

Mr. Ruan Xiaofeng

Dr. Cao Guoqi (resigned on 30 September 2019)

Dr. Han Qin Chun (appointed on 30 September 2019)

All Directors have given sufficient time and attention to the affairs of the Group. Each Executive Director is suitably qualified for his position, and has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. Biographical information of the Directors are set out in the section headed "Biographies of Directors" of this annual report.

### 董事會

#### 董事會組成

於二零二零年三月三十一日，董事會由一名執行董事、一名非執行董事及三名獨立非執行董事組成。於本年報日期，董事會由四名執行董事、兩名非執行董事及三名獨立非執行董事組成。

董事會成員如下：

#### 執行董事

黃順緒先生 (*主席*)  
(於二零二零年六月二十四日獲委任)

吳一堅先生 (*主席*)  
(於二零二零年六月十日辭任)

陳為光先生 (*副主席*)  
(於二零一九年十月二十一日辭任)

秦川先生 (*行政總裁*)  
(於二零一九年十月二十一日獲委任)

沙英杰先生  
(於二零一九年十月二十一日辭任)

祁勇先生  
(於二零二零年六月二十四日獲委任)

宛慶女士  
(於二零二零年六月二十四日獲委任)

#### 非執行董事

李陽先生  
(於二零二零年六月二十四日獲委任)

陳帥先生 (於二零一九年十月二十一日辭任  
副主席，但仍留任非執行董事)

曹永剛先生  
(於二零一九年十月二十一日辭任)

曲家琪先生  
(於二零一九年十月二十一日辭任)

#### 獨立非執行董事

曾國偉先生

阮曉峰先生

曹國琪博士  
(於二零一九年九月三十日辭任)

韓秦春博士  
(於二零一九年九月三十日獲委任)

全體董事均就本集團事務投入充分的時間及精力。各執行董事均符合資格勝任其職位，並有足夠經驗擔任其職務，有效履行職責。有關董事的履歷詳情載於本年報「董事履歷」一節。



# Corporate Governance Report

## 企業管治報告

### OPERATIONS OF THE BOARD

The Board determines the corporate mission and broad strategies, monitors and controls operating and financial performance and sets appropriate policies to manage risks in pursuit of the Group's strategic objectives. According to CG Code Provision A.1.1, the Board should meet regularly and Board meetings should be held at least four times a year at approximate intervals. During the year ended 31 March 2020, the Board met regularly and frequently for the review and approval on the business of department stores, shopping mall and supermarkets. Details of Directors' attendance of the Board and the shareholders' meetings held for the year ended 31 March 2020 are set out as follows:

### 董事會之運作

董事會負責釐定企業願景及主要策略、監察及監控營運及財務表現，以及制定合適的風險管理政策。以達成本集團的策略目標。根據企業管治守則條文第A.1.1條之規定，董事會應定期舉行會議，而董事會會議應每年舉行最少四次，約每季一次。於截至二零二零年三月三十一日止年度，董事會定期及經常舉行會議，以檢討及審批經營百貨商場、購物中心及超級市場之業務。關於截至二零二零年三月三十一日止年度舉行之董事會會議及股東大會，董事之出席紀錄載列如下：

Name of Director	Board meetings	AGM & SGM 股東週年大會及 股東特別大會
董事姓名	董事會會議	股東特別大會
<i>Executive Directors</i> 執行董事		
Mr. Wu Yijian (resigned on 10 June 2020) 吳一堅先生 (於二零二零年六月十日辭任)	9/10	0/1
Mr. Chan Wai Kwong, Peter (resigned on 21 October 2019) 陳為光先生 (於二零一九年十月二十一日辭任)	6/10	1/1
Mr. Qin Chuan (appointed on 21 October 2019) 秦川先生 (於二零一九年十月二十一日獲委任)	4/10	0/1
Mr. Sha Yingjie (resigned on 21 October 2019) 沙英杰先生 (於二零一九年十月二十一日辭任)	6/10	0/1
<i>Non-Executive Directors</i> 非執行董事		
Mr. Chen Shuai 陳帥先生	10/10	0/1
Mr. Cao Yonggang (resigned on 21 October 2019) 曹永剛先生 (於二零一九年十月二十一日辭任)	5/10	0/1
Mr. Qu Jiaqi (resigned on 21 October 2019) 曲家琪先生 (於二零一九年十月二十一日辭任)	6/10	0/1
<i>Independent Non-Executive Directors</i> 獨立非執行董事		
Mr. Tsang Kwok Wai 曾國偉先生	10/10	1/1
Mr. Ruan Xiaofeng 阮曉峰先生	10/10	0/1
Dr. Cao Guoqi (resigned on 30 September 2019) 曹國琪博士 (於二零一九年九月三十日辭任)	2/10	0/1
Dr. Han Qin Chun (appointed on 30 September 2019) 韓秦春博士 (於二零一九年九月三十日獲委任)	7/10	0/1

# Corporate Governance Report

## 企業管治報告

All Directors are provided with relevant materials relating to the matters brought before the meetings. They have separate and independent access to the senior management and the company secretary of the Company at all times and may seek independent professional advice at the Company's expense. When queries are raised by Directors, steps would be taken to respond as promptly and as fully as possible. All Directors have the opportunity to include matters in the agenda of Board meetings. Notices of at least 14 days of Board meetings are given to the Directors and Board procedures comply with the Bye-Laws of the Company, as well as relevant rules and regulations.

### FUNCTIONS AND DUTIES OF THE BOARD

The overall management of the Company's operation is vested in the Board. The Board carries out its functions according to the powers conferred upon it by the Bye-Laws of the Company which is uploaded onto the websites of the Stock Exchange and the Company, and since the date of uploading, no significant changes have been made.

The main functions and duties conferred on the Board include:

- management of the overall business and strategic development;
- deciding business plans and investment plans;
- convening general meetings and reporting to the shareholders; and
- exercising other powers, functions and duties conferred by shareholders in general meetings.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approvals must be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Directors may have access to the advice and services of the company secretary of the Company to ensure that the board procedures, and all applicable rules and regulations, are followed. In addition, the Directors may, upon reasonable request, seek independent professional advice under appropriate circumstance at the Company's expenses. The Board shall resolve to provide separate, appropriate, independent and professional advice to the Directors to assist the relevant Directors in discharging their duties.

全體董事於會議前皆獲提供有關討論事項的相關材料。董事於任何時候均可單獨及獨立聯絡本公司高級管理層及公司秘書，並可尋求獨立專業意見，費用由本公司承擔。董事若有諮詢，本公司會盡力及時全面回應。全體董事均可於董事會會議的議事章程加入討論事項。本公司至少在14日前向董事發出董事會會議通告，而董事會程序均符合本公司之公司細則及相關規則及規例。

### 董事會職能及職責

本公司業務的整體管理全賴董事會。董事會根據本公司之公司細則（已上載至聯交所及本公司網站，自上載之日起並無作出任何重大變更）賦予的權力行使其職能。

董事會的主要職能及職責如下：

- 整體業務的管理及策略發展；
- 業務計劃及投資計劃的決策；
- 舉行股東大會及向股東匯報；及
- 行使股東於股東大會賦予的其他權力、職能及職責。

本公司的日常管理、行政管理及營運職能授派予本公司行政總裁及高級管理層。本公司會定期檢討轉授職能及工作任務。上述高級職員訂立重大交易前須獲董事會批准。

全體董事均可獲本公司的公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用規則及規例。此外，經合理要求，董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。董事會須決議是否為董事提供單獨適當的獨立專業意見以輔助有關董事履行職責。

# Corporate Governance Report

## 企業管治報告

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors have played a significant role in the Board by bringing their independent judgment to the Board meeting and scrutinizing the Group's performance. Their views carry significant weight in the Board's decision; in particular, they bring an impartial view to issues relating to the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advice to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management to ensure that all interests of shareholders are taken into account, and the interests of the Company and its shareholders are protected.

The Board has three independent non-executive Directors, in compliance with Rule 3.10(1) of the Listing Rules, which requires that every board of directors of a listed issuer must include at least three independent non-executive directors. In addition, at least one independent non-executive Director, namely, Mr. Tsang Kwok Wai, possesses appropriate professional accounting qualifications or financial management expertise in accordance with Rule 3.10(2) of the Listing Rules. The Company has appointed three independent non-executive Directors, representing one-third of the Board, in compliance with Rule 3.10A of the Listing Rules.

The Company has received annual confirmations of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all the independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

### DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing in preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cashflow for that period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

### 獨立非執行董事

獨立非執行董事於董事會內擔當重要角色，在董事會會議提供獨立判斷並監察本集團表現。彼等的意見對董事會的決策舉足輕重；尤其是彼等對本集團策略、表現及監控等事宜的公正立場。全體獨立非執行董事擁有廣泛的學術、專業及行業專長及管理經驗，及向董事會提供專業意見。獨立非執行董事就本集團的業務策略、業績及管理提供獨立意見，確保股東的利益獲得考慮，令本公司及其股東的利益均獲得保障。

董事會有三名獨立非執行董事，符合上市規則第3.10(1)條的規定，即上市發行人董事會須包括至少三名獨立非執行董事。此外，根據上市規則第3.10(2)條的規定，至少有一名獨立非執行董事（即曾國偉先生）具備合適的專業會計資格或財務管理專業知識。為符合上市規則第3.10A條的規定，本公司已委任三名獨立非執行董事，佔董事會人數三分之一。

本公司已接獲現任各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書。根據該等確認書的內容，本公司認為，全體獨立非執行董事均獨立，且符合上市規則第3.13條所載詳細獨立指引。

### 董事就財務報表所承擔之責任

董事須負責監督每個財政期間會計賬目之編製，以確保該等賬目能夠真實公允地反映本集團之財務狀況、於該期間之業績與現金流量。本公司會計賬目之編製均符合全部有關法定要求及適用之會計準則。董事有責任確保選用合適會計政策並能貫徹應用，同時作出審慎及合理的判斷及估量。

# Corporate Governance Report

## 企業管治報告

### PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enrol in professional development courses and seminars relating to the Listing Rules, companies ordinance and corporate governance practices organized by professional bodies or chambers in Hong Kong. All Directors are requested to provide the Company with their respective training records pursuant to the CG Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year ended 31 March 2020 for ensuring their contribution to the Board remains informed and relevant. Such professional development was completed by way of attending briefings, conference, courses, forum and seminars, teaching, self-reading and participating in business-related researches which are relevant to the business or directors' duties.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance.

The Chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group.

The Chief Executive Officer is responsible for monitoring the daily operation and management of the Company.

### 專業發展

每名新委任的董事將獲履新培訓，確保彼對本集團的業務及上市規則及相關法規及監管要求下其本身的職務及責任有適當了解。

本公司亦定期提供本集團業務發展的最新資料。董事獲定期提供有關上市規則及其他適用法律規定的最新發展簡報，確保遵守及維持良好的企業管治常規。此外，本公司一直鼓勵董事參與由香港專業團體或商會舉辦有關上市規則、公司條例及企業管治常規的專業發展課程及研討會。全體董事均須根據企業管治守則之規定向本公司提供本身的培訓記錄。

全體董事於截至二零二零年三月三十一日止年度均已參加適當的持續專業發展，讓自己的知識及技能與時並進，確保繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。完成專業發展的方式包括出席有關業務或董事職務之簡報會、會議、課程、論壇及研討會、授課、閱讀相關資料及參與業務相關研究。

### 主席及行政總裁

主席及行政總裁的職能乃屬獨立，且並非由同一人士執行以確保較好的制衡作用，從而達至最佳的企業管治。

主席的職責是監督董事會運作以及本集團策略及政策的實行。

行政總裁負責監察本公司的日常運作及管理。

# Corporate Governance Report

## 企業管治報告

### TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, renewable automatically by three years on the expiry of such term and every successive period of three years thereafter, subject to the relevant provisions under the Company's amended and restated Bye-Laws requiring no less than one-third of all the Directors (i.e. both Executive and Non-executive Directors are included) to retire from office by rotation at each annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years.

### DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

### APPOINTMENTS AND RE-ELECTION OF DIRECTORS

Mr. Wu Yijian, Mr. Chan Wai Kwong, Peter, Mr. Huang Shunxu, Mr. Qin Chuan, Mr. Qi Yong and Ms. Wan Qing have entered into service contracts with the Company for a specific term, and all the Directors are subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the Bye-Laws of the Company.

The Bye-Laws of the Company provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

### 非執行董事任期

各非執行董事(包括獨立非執行董事)已與本公司訂立委任函件,自上市日期起計初步為期三年,可於任期屆滿後自動續期三年,及其後每三年自動續期一次,惟須遵守本公司經修訂及重列公司細則的規定,在本公司股東週年大會不少於全體董事(即包括執行董事及非執行董事在內)三分之一的董事須輪席告退及每名董事須每三年至少一次輪值告退。

### 董事及高級職員的保險

本公司已就可能對其董事及高級職員的潛在法律訴訟安排合適保險。

### 董事的委任及重選

吳一堅先生、陳為光先生、黃順緒先生、秦川先生、祁勇先生及宛慶女士已與本公司訂立一定期限的服務合約,根據本公司之公司細則,所有董事須至少每三年於股東週年大會上輪流退任及膺選連任。

本公司之公司細則規定,任何獲董事會委任以填補董事會正常職位空缺的董事須任職至其獲委任後本公司的首次股東週年大會為止,並須於該大會上重選,而任何獲董事會委任加入現時董事會的新增董事的任期僅至本公司下屆股東週年大會為止,屆時可符合資格膺選連任。





# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

The Board has established (i) Audit Committee, (ii) Remuneration Committee and (iii) Nomination Committee with defined terms of reference. The terms of reference of the board committees, which explain their respective roles and the authorities delegated to them by the Board, are available on the websites of the Company and the Stock Exchange. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance under appropriate circumstances, at the Company's expenses.

### AUDIT COMMITTEE

The Audit Committee was established by the Company, with written terms of reference in compliance with the requirements set out in Appendix 14 of the Listing Rules.

The Audit Committee shall consist of not less than 3 members. Currently, the Audit Committee consists of two Independent Non-executive Directors: Mr. Tsang Kwok Wai and Mr. Ruan Xiaofeng, and one Non-executive Director, Mr. Chen Shuai. Mr. Tsang Kwok Wai is the chairman of Audit Committee.

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

During the year ended 31 March 2020, the Audit Committee reviewed the accounting principles and practices adopted by the Group, and recommended the appointment of the external auditor. Also, the Audit Committee together with management and independent auditors have reviewed the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters including the review of the audited results for the year ended 31 March 2020 and the unaudited interim results for the six months ended 30 September 2019 prior to their approval by the Board.

### 董事委員會

董事會已成立具特定職權範圍之(i)審核委員會、(ii)薪酬委員會及(iii)提名委員會。董事委員會的職權範圍(當中分別說明其角色及董事會授予的權力)登載於本公司及聯交所網站。董事委員會獲提供充足資源履行職責，經合理要求，於適當情況下，可尋求獨立專業意見及其他協助，費用由本公司承擔。

### 審核委員會

本公司已根據上市規則附錄14所載之規定成立具有明確職權範圍之審核委員會。

審核委員會由最少三名成員組成，其現任成員包括兩名獨立非執行董事：曾國偉先生及阮曉峰先生，以及一名非執行董事：陳帥先生。曾國偉先生為審核委員會主席。

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

截至二零二零年三月三十一日止年度，審核委員會審閱本集團的會計原則及常規，並就委任外聘核數師作出推薦建議。再加上，審核委員會連同管理層及獨立核數師已審閱本集團所採納之會計原則及常規，並討論審核、內部監控及財務報告事宜，包括在董事會作出批准前，審閱截至二零二零年三月三十一日止年度之經審核業績及截至二零一九年九月三十日止六個月之未經審核中期業績。



# Corporate Governance Report

## 企業管治報告

During the year ended 31 March 2020, two meetings were held by the Audit Committee. The attendance record of each member of the Audit Committee at the meetings of the Audit Committee is set out below:

截至二零二零年三月三十一日止年度，審核委員會舉行了兩次會議。審核委員會各成員於審核委員會會議的出席記錄載列如下：

Name of Director 董事姓名	Attendance/ Number of Audit Committee meetings 出席／審核 委員會 會議數目
Mr. Chen Shuai 陳帥先生	2/2
Mr. Tsang Kwok Wai 曾國偉先生	2/2
Mr. Ruan Xiaofeng 阮曉峰先生	2/2

There had been no disagreement between the Board and the Audit Committee during the year ended 31 March 2020.

於截至二零二零年三月三十一日止年度，董事會與審核委員會並無意見分歧。

### REMUNERATION COMMITTEE

The Company established the Remuneration Committee with written terms of reference in compliance with the CG Code.

### 薪酬委員會

本公司已成立薪酬委員會，其書面職權範圍乃符合企業管治守則規定。

The Remuneration Committee shall consist of not less than two members. Currently, the Remuneration Committee consists of two Independent Non-executive Directors: Mr. Ruan Xiaofeng and Mr. Tsang Kwok Wai and one Non-executive Director: Mr. Chen Shuai. Mr. Ruan Xiaofeng is the chairman of the Remuneration Committee.

薪酬委員會由最少兩名成員組成。薪酬委員會現任成員包括兩名獨立非執行董事：阮曉峰先生及曾國偉先生以及一名非執行董事：陳帥先生。阮曉峰先生為薪酬委員會主席。

The primary duty of the Remuneration Committee is to formulate the remuneration structure and policy of the Group, to review the remuneration packages of Executive Directors and senior management, including bonuses and share options granted under the Share Option Scheme, to ensure that such remuneration is reasonable and not excessive. Generally, their remunerations are determined based on their experience and qualifications, the Group's performance as well as market conditions.

薪酬委員會主要職責為制定本集團之薪酬架構及政策，審核執行董事及高級管理層之薪酬待遇，包括花紅及根據購股權計劃授出之購股權，確保彼等之薪酬屬合理而不致過多。一般而言，彼等之薪酬乃根據彼等之經驗及資歷、本集團之表現及市場情況釐定。

# Corporate Governance Report

## 企業管治報告

During the year ended 31 March 2020, the Remuneration Committee had reviewed the Group's remuneration policy and reviewed the remuneration package of the Executive Directors and senior management for the year ended 31 March 2020.

During the year ended 31 March 2020, four meetings were held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee at the meeting of the Remuneration Committee is set out below:

截至二零二零年三月三十一日止年度，薪酬委員會已審閱本集團的薪酬政策及審閱截至二零二零年三月三十一日止年度執行董事及高級管理層的薪酬待遇。

截至二零二零年三月三十一日止年度，薪酬委員會舉行了四次會議。薪酬委員會各成員於薪酬委員會會議的出席記錄載列如下：

Name of Director	Attendance/ Number of Remuneration Committee meetings 出席／薪酬 委員會 會議數目
Mr. Ruan Xiaofeng 阮曉峰先生	4/4
Mr. Chen Shuai 陳帥先生	4/4
Mr. Tsang Kwok Wai 曾國偉先生	4/4

### NOMINATION COMMITTEE

The Company established the Nomination Committee with written terms of reference in compliance with the CG Code.

Currently, the Nomination Committee consists of one Non-executive Director: Mr. Chen Shuai and three Independent Non-executive Directors: Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Dr. Han Qinchun. Mr. Tsang Kwok Wai is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least once a year and to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable director candidates and making such recommendations to the Board, the Nomination Committee would also take into account various aspects of a candidate, including but not limited to his education background, professional experience, experience with the relevant industry and past directorships.

### 提名委員會

本公司已成立提名委員會，其書面職權範圍乃符合企業管治守則。

提名委員會現任成員包括一名非執行董事：陳帥先生，以及三名獨立非執行董事：曾國偉先生、阮曉峰先生及韓秦春博士組成。曾國偉先生為提名委員會主席。

提名委員會的主要職責為至少每年檢討一次董事會的架構、人數及組成，以及物色具備合適資格可擔任董事會成員的人士，並挑選或建議董事會提名有關人士出任董事。物色合適董事人選及向董事會作出有關推薦建議時，提名委員會亦須考慮候選人各方面的條件，包括但不限於其教育背景、專業經驗、相關行業經驗及過往董事職務。

# Corporate Governance Report

## 企業管治報告

During the year ended 31 March 2020, the Nomination Committee has reviewed the board's structure, size and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the business of the Company and reviewed the annual confirmation of independence submitted by Independent Non-executive Directors and assessed their independence. Also, the Nomination Committee will also give consideration to the Board Diversity Policy when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy on a regular basis to ensure its effectiveness.

During the year ended 31 March 2020, three meetings were held by the Nomination Committee. The attendance record of each member of the Nomination Committee at the meeting of the Nomination Committee is set out below:

截至二零二零年三月三十一日止年度，提名委員會已檢討董事會的架構、人數及組成，以確保具備比重均衡的適當專長、技能、獨立性及經驗，以切合本公司業務之需要，並已審閱獨立非執行董事提交的獨立性年度確認書以及評核彼等的獨立性。再加上，提名委員會亦將於物色具備合適資格的人選擔任董事會成員時考慮董事會成員多元化政策，而董事會將定期審閱董事會成員多元化政策以確保其成效。

截至二零二零年三月三十一日止年度，提名委員會舉行了三次會議。提名委員會各成員於提名委員會會議的出席記錄載列如下：

Name of Director 董事姓名	Attendance/ Number of Nomination Committee meetings 出席／提名 委員會 會議數目
Mr. Tsang Kwok Wai 曾國偉先生	3/3
Mr. Chen Shuai 陳帥先生	3/3
Mr. Cao Yonggang (resigned on 21 October 2019) 曹永剛先生（於二零一九年十月二十一日辭任）	2/3
Mr. Ruan Xiaofeng 阮曉峰先生	3/3
Dr. Cao Guoqi (resigned on 30 September 2019) 曹國琪博士（於二零一九年九月三十日辭任）	0/3
Dr. Han Qinchun (appointed on 30 September 2019) 韓秦春博士（於二零一九年九月三十日獲委任）	1/3

### AUDITOR'S REMUNERATION

The Company has re-appointed KPMG as its external auditor during the year ended 31 March 2020. The external auditor is refrained from engaging in non-audit services except for specific approved items, such as review of interim results of the Group. The Audit Committee reviews the external auditor's statutory audit scope and non-audit services and approves its fees. A remuneration of RMB4,200,000 was paid/payable to KPMG for the provision of annual audit and review of interim results services in the year ended 31 March 2020.

### FINANCIAL REPORTING

The Board, supported by the chief financial officer and the finance department, is responsible for the preparation of the financial statements of the Company and the Group for each financial year which shall give a true and fair view of the financial position, performance and cash flow of the Company and its subsidiaries for that period. The directors acknowledge their responsibilities for preparing the accounts of the Company. As at 31 March 2020, the Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of KPMG, the Company's external auditor, in relation to the financial statements are set out in the section headed "Independent Auditor's Report" in this annual report.

### COMPANY SECRETARY

Mr. Leung Kee Wai has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 March 2020.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective risk management and internal control systems of the Group. During the year ended 31 March 2020, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

### 核數師酬金

本公司已於截至二零二零年三月三十一日止年度續聘畢馬威會計師事務所為其外聘核數師。外聘核數師不得從事非審核服務，惟特准項目除外，例如審閱本集團的中期業績。審核委員會負責檢討外聘核數師的法定審核範圍及非審核服務與批准其收費。就畢馬威會計師事務所於截至二零二零年三月三十一日止年度提供之年度審核及中期業績審閱，向其已支付／應付人民幣4,200,000元之酬金。

### 財務報告

董事會在首席財務官及財務部門的支持下負責編製本公司及本集團每個財政年度的財務報表，該等財務報表真實公允地反映本公司及其附屬公司於該期間的財務狀況、表現及現金流量。董事知悉其編製本公司賬目的職責。於二零二零年三月三十一日，董事會並不知悉任何有關可能對本集團繼續作為持續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司外聘核數師畢馬威會計師事務所就財務報表履行的職責載列於本年報「獨立核數師報告」一節。

### 公司秘書

梁基偉先生已獲告知上市規則第3.29條的規定，並確認其於截至二零二零年三月三十一日止年度已接受不少於十五小時的相關專業培訓。

### 風險管理及內部監控

董事會須全面負責維持本集團穩健及有效之風險管理及內部監控系統。截至二零二零年三月三十一日止年度，本集團已遵守企業管治守則第C.2條原則，建立適當及有效之風險管理及內部監控系統。管理層負責該等系統之設計、實施及監測，而董事會負責監督管理層持續執行其職責。風險管理及內部監控系統之主要特點於下文各節說明：

# Corporate Governance Report

## 企業管治報告

### Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- (i) *Identification*: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives;
- (ii) *Evaluation*: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly; and
- (iii) *Management*: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted during the year ended 31 March 2020, no significant risk was identified.

### Internal Control System

The Group has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- (i) *Control Environment*: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group;
- (ii) *Risk Assessment*: A dynamic and iterative process for identifying and analyzing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed;
- (iii) *Control Activities*: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out;

### 風險管理系統

本集團採納之風險管理系統負責管理與其業務及營運相關之風險。該系統包括以下階段：

- (i) *識別*：識別風險歸屬、業務目標及可能影響目標實現之風險；
- (ii) *評估*：分析風險之可能性及影響，並據此評估風險組合；及
- (iii) *管理*：考慮風險應對措施，確保與董事會有效溝通並持續監測剩餘風險。

根據於截至二零二零年三月三十一日止年度進行之風險評估，並無發現任何重大風險。

### 內部監控系統

本集團設有內部監控系統，該系統與全美反舞弊性財務報告委員會發起組織（「COSO」）委員會於二零一三年發表之框架相符。透過該框架，本公司能夠實現有關營運有效性及效率、財務報告可靠性以及遵守適用法律及法規之目標。框架之組成部分列示如下：

- (i) *監控環境*：為於本集團進行內部監控提供基礎之一套準則、程序及架構；
- (ii) *風險評估*：識別及分析風險以實現本集團目標，以及為釐定如何管理風險提供基礎之不斷轉變而反復之過程；
- (iii) *監控活動*：根據政策及程序確立之行動，以確保執行管理層為減低風險以達成目標所作出之指示；

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- (iv) *Information and Communication:* Internal and external communication to provide the Group with the information needed to carry out day-to-day controls; and
- (v) *Monitoring:* Ongoing and separate evaluations to ascertain whether each component of internal control is present and functioning.

- (iv) 資訊及溝通：為本集團提供進行日常監控所需資訊之內部及外部溝通；及
- (v) 監測：持續及獨立評估以確定內部監控之各組成部分是否存在及運作正常。

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of disclosure requirements in relation to the Group, which include:

為加強本集團處理內幕消息之制度，確保公開披露資料之真實性、準確性、完整性與及時性，本集團亦採納及執行內幕消息政策及程序。本集團已不時採取若干合理措施，確保存有防止違反披露規定之保障措施，其中包括：

- (i) The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- (ii) Confidentiality agreements are in place when the Group enters into significant negotiations; and
- (iii) The Executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

- (i) 只有需要了解之有限數目之僱員可獲取消息。擁有內幕消息之僱員完全了解其保守機密之責任；
- (ii) 本集團訂立重大協商時簽訂保密協議；及
- (iii) 與外界（如媒體、分析師或投資者）溝通時，執行董事為代表本公司發言之指定人士。

Based on the internal control reviews conducted during the year ended 31 March 2020, no significant control deficiency was identified.

根據於截至二零二零年三月三十一日止年度進行之內部監控審閱，並無發現任何重大監控缺陷。

### Internal Audit

The Group has engaged an external professional (the "Internal Control Consultant") to carry out the Internal Audit ("IA") functions of the Group. The IA function is independent of the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

### 內部審核

本集團已聘請外部專業人士（「內部監控顧問」）履行本集團之內部審核（「內部審核」）職能。內部審核職能獨立於本集團日常運作，並通過訪談、穿行測試及運行有效性測試對風險管理及內部監控系統進行評估。

An IA plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted semi-annually and the results are reported to the Board via Audit Committee afterwards.

內部審核計劃已獲董事會批准。根據既定計劃，風險管理及內部監控系統之審查每年進行兩次，結果將通過審核委員會向董事會報告。



# Corporate Governance Report

## 企業管治報告

### Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted semi-annually. Several areas have been considered during the Board's reviews, which include but are not limited to (i) the changes in the nature and extent of significant risks since the last semi-annual review, and the Group's ability to respond to changes in its business and the external environment, and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

The Board, through its reviews and the reviews made by IA functions and Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, 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. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

### SHAREHOLDERS' RIGHTS

#### PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

Pursuant to the Bye-Laws of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company by mail at Unit 301, 3/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

### 風險管理及內部監控系統之有效性

董事會負責管理本集團之風險管理及內部監控系統，並確保每半年對這些系統之有效性進行審查。董事會審查期間已對若干方面作出考慮，包括但不限於(i)自上次半年度審查以來重大風險之性質及程度之變化，以及本集團對其業務及外部環境變化作出應對之能力；及(ii)管理層持續監測風險之範圍及質量，以及內部監控系統之範圍及質量。

經過董事會以及內部審核職能及審核委員會之審查結果顯示，風險管理及內部監控系統為有效及充分。然而，有系統旨在管理而非消除未能實現業務目標之風險，並且只能就防止重大錯報或損失提供合理而非絕對之保證。董事會亦認為已有足夠的資源，工作人員具備足夠的資格及經驗，所提供的培訓及預算亦屬充裕。

### 股東權利

#### 股東召開股東特別大會及於股東大會上提出議案的程序

根據本公司之公司細則的規定，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分一的股東於任何時候有權以郵件方式向本公司董事會或公司秘書發出書面要求（郵寄地址為香港灣仔軒尼詩道303號協成行灣仔中心3樓301室），要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。



# Corporate Governance Report

## 企業管治報告

### PROCEDURES BY WHICH ENQUIRIES MAY BE PUT TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the company secretary of the Company by mail at Unit 301, 3/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong. The company secretary of the Company is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions and inquiries, to the Executive Director of the Company.

### INVESTOR RELATIONS CONSTITUTIONAL DOCUMENTS

There has been no significant change in the Company's constitutional documents during the year ended 31 March 2020.

### COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of effective communication with the shareholders of the Company. The Company has established a number of communication channels to maintain an ongoing dialogue with its shareholders and to enhance the transparency of the Group. These include (i) holding annual and special general meetings to provide a forum for shareholders to communicate directly with the Board and the Board committees; (ii) distributing corporate documents and releasing announcements to disseminate the Group's latest information to the shareholders; and (iii) maintaining the Company's website to provide an electronic means of communication with the shareholders and the public.

Shareholders and other interested parties are welcome to access the Group's information from the Company's website at [www.cgrh.com.hk](http://www.cgrh.com.hk). The Group's corporate information including terms of reference of the Board committees, the Group's financial reports, announcements and circulars are available on the website. In order to enhance shareholders' understanding of the Group's business performance and development, the Company will continue to improve its corporate disclosure on the Company's website and the communication with its shareholders.

### 向董事會提出諮詢的程序

股東可以郵件方式向本公司的公司秘書發出其對董事會的諮詢及關注事項，郵寄地址為香港灣仔軒尼詩道303號協成行灣仔中心3樓301室。本公司的公司秘書負責將與董事會直接職責有關的事宜轉達董事會，而將有關日常業務的事宜（如建議及諮詢）轉達本公司執行董事。

### 投資者關係 憲章文件

於截至二零二零年三月三十一日止年度，本公司的憲章文件並無重大變動。

### 與股東之溝通

董事會深明與本公司股東進行有效溝通之重要性。本公司建立多個溝通渠道，以維持與其股東之持續對話並提升本集團之透明度。該等渠道包括(i)舉行股東週年大會及股東特別大會，向股東提供直接與董事會及董事委員會溝通之論壇；(ii)向股東寄發企業文件及發出公告以發佈本集團之最新動態；及(iii)維護本公司網站，以向股東及公眾提供電子溝通方式。

歡迎股東及其他有興趣方訪問本公司網站[www.cgrh.com.hk](http://www.cgrh.com.hk)獲取有關本集團之資料。本集團之公司資料包括網站上提供之董事委員會之職權範圍、本集團之財務報告、公告及通函。為深化股東對本集團業務表現及發展之瞭解，本公司將繼續增加在本公司網站上之企業資料披露及加強與其股東之溝通。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### I. ABOUT THIS REPORT

The board of directors (the “Board”) of Century Ginwa Retail Holdings Limited (the “Company”) is pleased to present this Environmental, Social and Governance (hereinafter called “ESG”) Report (the “Report”) of the Company and its subsidiaries (collectively as the “Group” or “we”). This ESG Report summarizes the policies, sustainability strategies, management approach, initiatives and performance made by the Group in the environmental and social aspects of its business.

The ESG Report covers the environmental and sustainable development strategies and policies of the Group’s business in operating department stores, shopping centers and supermarkets in the Mainland China for the year ended 31 March 2020. The Report discloses the required information under the “comply or explain” provisions of the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKEX”). The relevant provisions and details are listed out at the end of the Report.

The Board is responsible for the Group’s ESG strategy formulation and reporting, evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management measures and internal control systems are in place. In order to determine the ESG reporting scopes, the key management personnel has discussed internally and identified the environmental, social and operating items; and assessed their importance to the stakeholders and the Group. The summary of material ESG items are listed out in this report.

### 一、關於本報告

世紀金花商業控股有限公司（「本公司」）董事會（「董事會」）欣然發表本公司及其附屬公司（統稱「本集團」或「我們」）之環境、社會及管治（「ESG」）報告（「本報告」）。本報告總結了本集團所採用之環境、社會及管治政策、可持續發展策略、管理方法、措施及表現。

本報告涵蓋了本集團於中國經營百貨商場、購物中心及超級市場的主要業務截至二零二零年三月三十一日止年度的報告期間在環境及社會方面的可持續發展策略、方針與表現；並根據香港聯合交易所有限公司（「聯交所」）證券上市規則附錄27所載之《環境、社會及管治報告指引》當中之「遵守或解釋」條款而作出披露。相關之條款及內容載於本報告最末部分。

董事會負責為本集團訂立環境、社會、管治策略，以及評估和釐定本集團之有關環境、社會及管治之風險；確保訂立合適及有效之環境、社會及管治風險管理措施及內部監控系統，並就這方面的表現作出匯報。為了釐定環境、社會及管治報告範圍，本集團與各管理層人員進行討論，並列出主要持份者與本集團所關心的環境、社會及管治項目，再評估雙方對各項目的重視程度；從而選擇出相對重要的環境及社會議題於本報告中作出相關披露。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### II. STAKEHOLDERS' ENGAGEMENT

The Group is committed to maintaining the sustainable development of its business and the environmental protection of the communities in which it operates. The Group maintains a close tie with its stakeholders, including government/regulatory organizations, shareholders/investors, employees, customers, suppliers, community, etc. and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. The Group assesses and determines its environmental, social and governance risks, and ensures that the relevant risk management measures and internal control systems are operating effectively. The following table shows the communication channels, management response to the stakeholders' expectations and concerns:

Stakeholders 持份者	Expectations and concerns 期望與要求	Communication channels 溝通渠道	Management response 管理層回應
Government / regulatory organizations	<ul style="list-style-type: none"> <li>➢ Compliance in laws and regulations</li> <li>➢ Fulfill tax obligation</li> <li>➢ Cooperation</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ Periodic report/interim announcement</li> <li>➢ Correspondence</li> <li>➢ Field investigation</li> <li>➢ Process business via government website or application</li> </ul>	<ul style="list-style-type: none"> <li>➢ Uphold integrity and compliance in operations</li> <li>➢ Pay tax on time, and in return contributing to the society</li> <li>➢ Establish comprehensive and effective internal control system</li> <li>➢ Respond to government's policies and to build a harmonious society together</li> <li>➢ Strictly comply with the local government's guideline relating to business suspension and resumption</li> </ul>
政府／監管組織	<ul style="list-style-type: none"> <li>➢ 遵守法律法規</li> <li>➢ 履行稅務責任</li> <li>➢ 合作共贏</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 定期報告／臨時公告</li> <li>➢ 往來函件</li> <li>➢ 實地調研</li> <li>➢ 透過政府政務網站或應用程序辦理公務</li> </ul>	<ul style="list-style-type: none"> <li>➢ 於營運中秉持誠信及合規</li> <li>➢ 按時繳稅以回饋社會</li> <li>➢ 建立全面有效的內部控制體系</li> <li>➢ 回應政府政策共同構建和諧社會</li> <li>➢ 嚴格遵守當地政府停工復工的指引</li> </ul>

### 二、持份者參與

本集團致力維持業務的可持續發展，為環保及業務所在的社區提供支持。本集團與政府／監管組織、股東／投資者、員工、客戶、供應商、社區等持份者保持密切聯繫，力求透過建設性交流平衡意見與利益，從而確定本集團的可持續發展方向。本集團評估及釐定環境、社會及管治風險，確保相關風險管理及內部監察系統妥善及有效地運行。有關持份者的期望與要求、溝通渠道及管理層的回應如下表：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### II. STAKEHOLDERS' ENGAGEMENT (continued)

### 二、持份者參與 (續)

Stakeholders 持份者	Expectations and concerns 期望與要求	Communication channels 溝通渠道	Management response 管理層回應
Shareholders / investors	<ul style="list-style-type: none"> <li>➢ Return on investment</li> <li>➢ Information transparency</li> <li>➢ Corporate governance system</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ Information disclosed on the HKEX website</li> <li>➢ The Company's official website</li> <li>➢ Annual general meeting and other shareholders' meetings</li> </ul>	<ul style="list-style-type: none"> <li>➢ Management possesses relevant experience and professional knowledge in business sustainability</li> <li>➢ Ensure transparent and effective communications by dispatching information on the websites of HKEX and the Company</li> <li>➢ Set up an investor hotline to maintain close and effective communication with the market and investors</li> <li>➢ Continue to improve the internal control system and risk management</li> <li>➢ Resume the business of shopping malls as soon as possible</li> </ul>
股東／投資者	<ul style="list-style-type: none"> <li>➢ 投資回報</li> <li>➢ 資訊公開透明</li> <li>➢ 經營風險管理</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 於本公司及聯交所網站披露之信息</li> <li>➢ 本公司網站</li> <li>➢ 股東大會及其他股東會議</li> </ul>	<ul style="list-style-type: none"> <li>➢ 管理層具有相關經驗和專業知識，確保業務的可持續性</li> <li>➢ 透過於聯交所及本公司網站定期發放資訊，確保透明度及有效溝通</li> <li>➢ 設置投資者熱線保持與市場及投資者緊密及有效溝通</li> <li>➢ 儘力不斷改善內部監控及風險管理</li> <li>➢ 儘快恢復商場營業</li> </ul>
Employees	<ul style="list-style-type: none"> <li>➢ Labor rights</li> <li>➢ Career development</li> <li>➢ Compensation and welfare</li> <li>➢ Health and workplace safety</li> <li>➢ Care for employees</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ Staff activities</li> <li>➢ Employee performance evaluation</li> <li>➢ Induction and on the job training</li> <li>➢ Internal meetings and announcements</li> <li>➢ Contact via email, employees' mail box, phone and communication applications</li> <li>➢ Employees' reasonable recommendation management measures</li> <li>➢ Epidemic prevention and control manual</li> </ul>	<ul style="list-style-type: none"> <li>➢ Set up contractual obligations to protect labor rights</li> <li>➢ Set up development subsidy fund to encourage employees to participate in continuous education and professional trainings</li> <li>➢ Establish a fair, reasonable and competitive remuneration scheme</li> <li>➢ Pay attention to occupational health and safety</li> <li>➢ Organize leisure activities to enhance cohesion</li> <li>➢ Provide epidemic prevention materials such as masks and alcohol</li> </ul>
員工	<ul style="list-style-type: none"> <li>➢ 勞工權益</li> <li>➢ 事業發展</li> <li>➢ 待遇和福利</li> <li>➢ 健康及安全</li> <li>➢ 關懷員工</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 員工活動</li> <li>➢ 員工績效考核</li> <li>➢ 入職與在職培訓</li> <li>➢ 內部會議及通告</li> <li>➢ 通過電子郵件、員工郵箱、電話及溝通應用程序聯絡</li> <li>➢ 員工合理化建議管理辦法</li> <li>➢ 疫情防控手冊</li> </ul>	<ul style="list-style-type: none"> <li>➢ 制定合約責任以保護勞工權益</li> <li>➢ 設立發展補助基金，鼓勵員工參與持續教育及專業培訓</li> <li>➢ 建立公平、合理和具競爭力的薪酬體系</li> <li>➢ 注重職業健康及安全</li> <li>➢ 舉辦員工活動以增強凝聚力</li> <li>➢ 提供防疫用品（如口罩及酒精）</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### II. STAKEHOLDERS' ENGAGEMENT (continued)

### 二、持份者參與 (續)

Stakeholders 持份者	Expectations and concerns 期望與要求	Communication channels 溝通渠道	Management response 管理層回應
Brands / Consumers	<ul style="list-style-type: none"> <li>➢ Integrity and contractual obligation</li> <li>➢ High quality products</li> <li>➢ Intimate service and experience</li> <li>➢ Privacy protection</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ Business visit</li> <li>➢ Through Brand Business Department, customer service center</li> <li>➢ Contact via email and phone call</li> <li>➢ Customer satisfaction survey</li> <li>➢ Advertising media</li> </ul>	<ul style="list-style-type: none"> <li>➢ Ensure proper contractual obligations are in place</li> <li>➢ Continuously introduce quality brands and enhance service quality to satisfy customers</li> <li>➢ Establish communication channels through interviews, phone surveys, hotline and complaint mailboxes</li> <li>➢ Organize customer satisfaction survey to improve service quality</li> <li>➢ Develop a comprehensive members' information confidentiality mechanism and carry out regular information system maintenance</li> <li>➢ Sterilize each corner of the shopping malls and set up temperature measurement counter at entrance</li> </ul>
品牌商／消費者	<ul style="list-style-type: none"> <li>➢ 誠信履約</li> <li>➢ 高品質商品</li> <li>➢ 貼心服務與體驗</li> <li>➢ 保護私隱</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 商務拜訪</li> <li>➢ 品牌招商部／顧客服務中心</li> <li>➢ 通過電子郵件及電話聯絡</li> <li>➢ 客戶滿意度調查</li> <li>➢ 媒體宣傳廣告</li> </ul>	<ul style="list-style-type: none"> <li>➢ 確保履行合約責任</li> <li>➢ 持續引入優質品牌與提升服務質素以滿足客戶</li> <li>➢ 通過面談、電話回訪、設置熱線電話及投訴信箱等建立良好的溝通渠道</li> <li>➢ 進行客戶滿意度調查工作以改善服務質素</li> <li>➢ 制定全面的會員資料保密機制及定期維護信息系統</li> <li>➢ 徹底消毒商場每個角落並於商場入口設置體溫檢測工作站</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>➢ Stable demand</li> <li>➢ Fair and open tender</li> <li>➢ Corporate reputation</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ Business visit</li> <li>➢ Contact via email and phone call</li> <li>➢ Through Procurement Center / Brand Business Department</li> </ul>	<ul style="list-style-type: none"> <li>➢ Ensure proper contractual obligations are in place</li> <li>➢ Establish policy and procedures in supply chain management</li> <li>➢ Establish and maintain strong and long-term relationship with suppliers</li> <li>➢ Strengthen the tendering management system continuously and select suppliers with due care</li> <li>➢ Resume the business of shopping malls as soon as possible</li> </ul>
供應商	<ul style="list-style-type: none"> <li>➢ 需求穩定</li> <li>➢ 公平及公開招標</li> <li>➢ 企業信譽</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 商務拜訪</li> <li>➢ 通過電子郵件及電話聯絡</li> <li>➢ 採購中心／品牌招商部</li> </ul>	<ul style="list-style-type: none"> <li>➢ Purchase epidemic prevention materials</li> <li>➢ 確保履行合約責任</li> <li>➢ 制定供應鏈管理的政策和程序</li> <li>➢ 保持強大與長期的合作關係</li> <li>➢ 持續加強招標管理制度並嚴謹篩選供應商</li> <li>➢ 儘快恢復商場營業</li> <li>➢ 採購防疫物資</li> </ul>



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### II. STAKEHOLDERS' ENGAGEMENT (continued)

### 二、持份者參與 (續)

Stakeholders 持份者	Expectations and concerns 期望與要求	Communication channels 溝通渠道	Management response 管理層回應
Community	<ul style="list-style-type: none"> <li>➢ Environmental protection</li> <li>➢ Reduce waste generation</li> <li>➢ Community contribution</li> <li>➢ Economic development</li> <li>➢ Joint anti-epidemic</li> </ul>	<ul style="list-style-type: none"> <li>➢ The Company's official website and information publicity website of government department</li> <li>➢ Community activities</li> <li>➢ Promotional activities</li> <li>➢ Publicity booths and posters</li> </ul>	<ul style="list-style-type: none"> <li>➢ Pay attention to climate change</li> <li>➢ Continuously invest resources in environmental protection</li> <li>➢ Actively promote the sorting of garbage</li> <li>➢ Encourage employees to actively participate in charitable activities and voluntary services</li> <li>➢ Maintain good and stable financial performance and business growth</li> <li>➢ Respond to government's appeal of stimulating business growth so as to drive the economic development of the community</li> </ul>
社區	<ul style="list-style-type: none"> <li>➢ 環境保護</li> <li>➢ 減少廢棄物的產生</li> <li>➢ 社區參與</li> <li>➢ 經濟發展</li> <li>➢ 共同抗疫</li> </ul>	<ul style="list-style-type: none"> <li>➢ 本公司網站及政府部門信息公示網站</li> <li>➢ 社區活動</li> <li>➢ 促銷活動</li> <li>➢ 宣傳攤位及海報</li> </ul>	<ul style="list-style-type: none"> <li>➢ 關注氣候變化</li> <li>➢ 持續於環境保護方面投入資源</li> <li>➢ 積極宣傳垃圾分類的工作</li> <li>➢ 鼓勵員工積極參與慈善活動和志願服務</li> <li>➢ 確保良好的財務業績和業務增長</li> <li>➢ 響應政府呼籲，刺激各營運地點消費，帶動社區的經濟發展</li> </ul>

#### Contact Us

Your opinions and suggestions are the driving force for the Group's progress. If you have any comments and other questions or inquiries about this report or the Group's performance in sustainable development, please fill in your contact information at [enquiry@cgrh.com.hk](mailto:enquiry@cgrh.com.hk).

#### 與我們聯絡

您的意見和建議是本集團進步的動力，如果您就本報告或本集團在可持續發展方面的表現有任何意見及其它的疑問或查詢，請在下方填寫您的聯繫資訊 [enquiry@cgrh.com.hk](mailto:enquiry@cgrh.com.hk)。

### III. MATERIALITY MATRIX

During the reporting period, the Group has evaluated a number of environmental, social and operating items, and continuously assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure that the Group's business objectives and development direction are in line with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are presented in the following materiality matrix:

### 三、重要性矩陣

於報告期內，本集團已評估多項涵蓋環境、社會及營運相關的事項，並透過不同渠道持續評估持份者與本集團對各項目的重視程度，此等評估有助本集團確保業務發展能符合持份者的期望與要求。而本集團和持份者所關心的事項均呈現於以下的重要性矩陣：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### III. MATERIALITY MATRIX (continued)

### 三、重要性矩陣 (續)

		Materiality Matrix 重要性矩陣		
Importance to Stakeholders 對持分者的重要性	High 高	<ul style="list-style-type: none"> <li>◆ Anti-discrimination</li> <li>◆ Labor rights protection</li> </ul> <ul style="list-style-type: none"> <li>◆ 反歧視</li> <li>◆ 保障人權</li> </ul>	<ul style="list-style-type: none"> <li>◆ Talent management</li> <li>◆ Staff training and promotion</li> <li>◆ Staff compensation and welfare</li> </ul> <ul style="list-style-type: none"> <li>◆ 人才管理</li> <li>◆ 員工培訓與晉升</li> <li>◆ 員工報酬與福利</li> </ul>	<ul style="list-style-type: none"> <li>➢ Customers' satisfaction</li> <li>➢ Product and service quality</li> <li>➢ Anti-corruption</li> <li>➢ Stimulation of consumption</li> <li>➢ Epidemic prevention and control</li> <li>◆ Epidemic prevention and control</li> </ul> <ul style="list-style-type: none"> <li>➢ 客戶滿意度</li> <li>➢ 商品與服務質量</li> <li>➢ 反貪污</li> <li>➢ 刺激消費</li> <li>➢ 防疫防控</li> <li>◆ 防疫防控</li> </ul>
	Medium 中		<ul style="list-style-type: none"> <li>◇ Greenhouse gas emissions</li> <li>◇ Energy consumption</li> <li>◆ Occupational health and safety</li> <li>➢ Community involvement</li> <li>◇ 溫室氣體排放</li> <li>◇ 能源使用</li> <li>◆ 職業健康與安全</li> <li>➢ 社會參與</li> </ul>	<ul style="list-style-type: none"> <li>➢ Operational compliance</li> <li>➢ Customers' privacy measures and protection</li> <li>➢ Suppliers management</li> </ul> <ul style="list-style-type: none"> <li>➢ 營運合規</li> <li>➢ 保護客戶私隱</li> <li>➢ 供應商管理</li> </ul>
	Low 低	<ul style="list-style-type: none"> <li>◆ Preventive measures for child and forced labor</li> <li>◇ Exhaust air emission</li> <li>◇ Sewage discharge</li> <li>◇ Generation of non-hazardous wastes</li> <li>◆ 預防童工及強制勞工的措施</li> <li>◇ 廢氣排放</li> <li>◇ 廢水排放</li> <li>◇ 無害廢棄物排放</li> </ul>	<ul style="list-style-type: none"> <li>◇ Water resources utilization</li> </ul> <ul style="list-style-type: none"> <li>◇ 水資源使用</li> </ul>	
		Low 低	Medium 中	High 高
		Importance to the Group 對本集團的重要性		
		<ul style="list-style-type: none"> <li>◇ Environmental</li> <li>◇ 環境方面</li> </ul>	<ul style="list-style-type: none"> <li>◆ Employee</li> <li>◆ 員工方面</li> </ul>	<ul style="list-style-type: none"> <li>➢ Operation</li> <li>➢ 營運方面</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION

The Group always paid great attention to energy conservation, emission reduction and environmental protection, and adheres to the management philosophy of sustainable development to achieve green operation and balanced development; in response to the global environmental protection trends, the Group implements energy conservation and environmental protection measures to mitigate the environmental risks and negative impacts from the Group's business activities. The ESG Committee plays a critical decision-making role on various measures, including environmental protection, customers' service, supply chain, employees' and investors' concerns, and gradually enhances the Group's sustainability performance. We analyze and compare the collected environmental performance data since 2015 to identify effective energy reduction measures. Besides, we strictly adhere to the applicable environmental laws and regulations and support the government in various actions to protect the environment, and hopes to fulfill the expectations and concerns of both the Group and its stakeholders in business development and environmental protection.

In order to implement the Group's environmental protection policy effectively, we have set up Engineering Property Center at each mall for monitoring the daily environmental and resources conservation management work within the mall and office areas; and demand our employees to strictly follow the Group's internal guidelines to collect, classify, store and dispose of wastes; hope to reduce waste and to avoid resources wastage through various measures. Please refer to the details in the "Management of Emissions" and "Management of Resources Utilization" sections below.

### 四、環境保護

本集團長期以來非常注重節能減排及綠色環保，秉持著可持續發展的管理理念，實現綠色經營及均衡發展，並因應全球的環保趨勢，開展各項節能環保措施，將本集團對環境所帶來的風險及影響降至最低。ESG委員會於各項措施中擔當重要的決策角色，從環境保護、客戶服務、供應鏈、員工及投資者等多個層面考慮，逐步提升本集團可持續發展的表現。我們從二零一五年起對所收集到的環境表現數據定期進行分析及比較，以尋找有效的節省能源消耗的方案。此外，我們一直嚴格遵循與本集團業務有關的環保法律法規，支持及響應政府各項的環保行動，希望在保護環境的同時，能夠滿足持份者對本集團業務發展的期望與要求。

為了有效地實施本集團的環境保護政策，我們於各商場中設立了工程物保中心，負責監督商場及辦公室範圍內的日常環境與節約使用資源的管理工作；嚴格規定員工需按照本集團的內部指引，收集、分類、存放及處置各類廢物；希望藉著不同措施以減少產生污染物及避免浪費資源。有關措施將於下文「排放物的管理」及「資源使用管理」部分詳細描述。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 1. Management of Emissions

The Group always strictly complied with the “Environmental Protection Law of the People’s Republic of China”, the “Energy Conservation Law of the People’s Republic of China” and the applicable laws and regulations of the provincial and municipal bureau in ecology and environment. We integrate green operation into our development strategies to monitor and manage various environmental factors and their impacts on the environment, with an aim to build a strong environmental management system.

The Group’s economic and trading business does not involve any production activities, and its environmental impacts mainly comes from use of natural resources, generation of solid wastes (Please refer to the “Management of Disposal of Solid Waste” section below for details) and discharge of domestic wastewater from office, shopping mall and supermarket operations, and never produced any solid or liquid hazardous wastes. The use of natural resources (including gasoline, diesel, natural gas and electricity) will produce air pollutants and greenhouse gases (Please refer to the “Management of Resource Utilization” section below for details); and domestic wastewater is discharged to the local wastewater treatment plant through the urban wastewater pipeline.

### 四、環境保護（續）

#### 1. 排放物的管理

本集團一直嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國節約能源法》及有關省市生態環境局的法律法規，並將綠色經營納入我們的發展策略當中，監察及管理各環境要素及它們為環境帶來的影響，期望構建一個強大的環境管理體系。

本集團的商貿業務中並沒有涉及任何生產活動，對環境的影響主要來自辦公室、商場、購物中心及超級市場營運中使用天然資源、產生固體廢物（詳細資料請參考下文「固體廢物處置管理」部分）及排放生活污水；當中並沒有涉及產生任何有害固體或液體排放物。使用天然資源（包括汽油、柴油、天然氣及電力）會產生空氣污染物及溫室氣體（詳細資料請參考下文「資源使用的管理」部分）；而生活污水通過城市排污管網，排放至當地污水處理廠。

### IV. ENVIRONMENTAL PROTECTION

(continued)

#### 1. Management of Emissions (continued)

##### **Management of Disposal of Solid Wastes**

The solid waste generated by the Group can be divided into two types, recyclable and non-recyclable, which mainly include the product packaging materials (such as plastic bags, wrapping paper, carton box), slow-moving goods, kitchen waste, construction and engineering wastes and domestic garbage. In order to reduce waste production and the negative impacts on the environment, we encourage the shops to use bio-degradable plastic bags and packaging paper, and strictly implement the plastic bag levy system; we donate slow-moving consumable goods to the people in need; encourage employees to take food at right portions and reduce food waste; re-use waste spare parts for the repairs and maintenance of the equipment inside the malls; recycle and re-use the wooden boards, lights and electrical equipment removed or discarded by the brands after shop renovation; post environmental slogans in the malls and organize activities in the theme of environmental protection so as to enhance the public awareness in saving the environment.

### 四、環境保護 (續)

#### 1. 排放物的管理 (續)

##### **固體廢物處置管理**

本集團所產生的固體廢物可分為可回收和不可回收兩類，主要有商品包裝物料（如塑膠袋、包裝紙、運裝箱）、滯銷商品、廚餘、工程垃圾及生活垃圾等。為減少廢物及對環境的負面影響，我們鼓勵品牌商使用可自然分解的塑膠袋、包裝紙，嚴格執行使用塑膠購物袋徵費制度；將滯銷產品轉贈有需要的基層人士；鼓勵員工用膳時按需取量以減少廚餘；利用廢舊配件零件作為商場設備維修之用；回收再利用品牌商在裝修工程時所拆除或掉棄的木板、燈具及電器設備；在商場張貼不同的環保標語，舉辦以環保為主題的活動，以增強大眾的環保意識。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 1. Management of Emissions (continued)

##### **Management of Disposal of Solid Wastes** (continued)

The Group always advocates the belief in green environmental protection and actively promotes wastes classification in order to reduce non-recyclable wastes. Therefore, we have set up a waste classification team, established waste classification management policy and procedure; improved and enhanced the waste classification facilities, and delegated personnel to monitor the implementation progress of each department. We have set up recycle bin for hazardous wastes, kitchen wastes, recyclable wastes and non-recyclable wastes according to the requirements of the "Administrative Measures for Domestic Wastes in Xi'an City"; set up propaganda booths to actively promote the knowledge on wastes recycling and classification, and to advocate the concept of "mixed wastes is garbage and classification turns wastes into resources", hope to raise the proportion of the recyclable wastes; assist the local government to promote wastes classification; and to cultivate people's habit in waste classification; so as to reduce wastes. For the wastes generated from equipment repairs and maintenance inside the shopping malls and supermarkets, and the construction wastes produced by shops when they move in or undergo renovation, we follow the local urban waste disposal management requirements to arrange wastes collection by construction companies or the local government sanitation department; and illegal dumping of waste is forbidden. The Group started to collect data on domestic wastes and domestic wastewater from shopping malls and offices since March of 2019, and implemented the relevant measures relating to the production, disposal and reduction of domestic wastes. With the active support of our employees, the Group's environmental management system has been enhanced progressively, and will continuously optimize various re-use and wastes reduction measures. The Group focuses not only on its own business operations, but also actively promoting the global sustainable development trend.

### 四、環境保護 (續)

#### 1. 排放物的管理 (續)

##### **固體廢物處置管理 (續)**

本集團一直倡導綠色環保理念，積極推動垃圾分類處理，以減少不可回收廢物的產生。我們為此成立了垃圾分類小組，制定垃圾分類管理制度及流程；完善及優化各種垃圾分類設施，並安排專人負責監督各部門的實施情況。我們於本年度按照《西安市生活垃圾分類管理規定》的要求，於商場內設置有害垃圾、廚餘垃圾、可回收垃圾及不可回收垃圾的回收箱，擺放垃圾回收知識的宣傳攤位，積極向客戶推廣垃圾分類知識，提倡「混裝是垃圾，分類是資源」的概念，希望在增加可回收利用垃圾的回收率之餘，亦能協助當地政府推廣垃圾分類，培養市民將垃圾分類的習慣，從而減少廢物的產生。對於商場、購物中心及超級市場內維修保養設備及品牌商進駐或裝修時所產生的工程垃圾，我們按照當地城市管理的相關廢物處置規定，統一交由工程公司或當地政府環衛部門進行收集及處置，絕不非法傾倒任何廢物。本集團自二零一九年三月開始對各門店及辦公室所產生的生活垃圾及生活廢水進行統計，並推行有關生活垃圾產生、處置及減廢的措施，有賴員工的積極支持，本集團的環境管理體系已續漸完善，並將繼續優化各項廢物再利用與減廢措施，本集團旨在於營運的同時，亦能積極推動全球可持續發展的大趨勢中。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION

(continued)

#### 1. Management of Emissions (continued)

##### Compliance

During the reporting period, the Group strictly abides by the environmental laws and regulations of the State and local ecology and environmental bureaus, and the Group did not involve in any confirmed violations or non-compliance incident relating to emissions that had a significant impact on the Group.

#### 2. Management of Resources Utilization

The Group has been strictly complied with the “Regulations on Energy Conservation in Shaanxi Province”, the “Regulations on Energy Conservation in Public Authority” and the applicable energy-saving policies and requirements of each city. We established an energy-saving project management team to carry out the energy-saving and emission-reduction projects on shopping centers; continuously enhancing the projects by adopting various measures to conform with the national environmental protection policy of energy-saving and emission-reduction. The Group clearly understands the use of resources not only increased the operating costs, but also has impact on the environment. In order to build a conservation-oriented enterprise, we started monitoring and managing the Group's ESG data since 2016 to correct our wasteful behavior in daily work and living. Besides, we have also established “Employees' Suggestion Rationalization Management Measures” to provide direct communication channel between employees and the management in order to advocate employees to participate in operation management. We hope that employees can raise up different effective recommendations relating to their familiar working environment and to formulate efficient energy-saving and emission-reduction policy, further promote and implement measures in energy-saving, emission-reduction and efficient use of resources, thereby reducing operating costs, creating publicity and atmosphere of energy-saving and emission-reduction in the working environment, and minimizing the Group's negative impact on the environment.

### 四、環境保護 (續)

#### 1. 排放物的管理 (續)

##### 合規性

於報告期內，本集團嚴格遵守國家及當地環境生態局的環境法律法規，沒有涉及任何與排放相關並對本集團有重大影響的已確認違法、違規事件。

#### 2. 資源使用的管理

本集團一直嚴格遵守《陝西省節約能源條例》、《公共機構節能條例》，以及各市相關節能的政策與要求，成立節能專案管理小組，開展針對各購物中心重點的節能減排方案，實施多方面措施及持續優化專案，以配合國家對節能降耗與減排方面的環境政策。本集團清楚瞭解資源消耗除了會增加營運成本外，亦會對環境造成影響，因此本集團自二零一六年實行嚴格的ESG資料監控與管理，為了建設節約型企業，我們開始糾正日常工作與生活中的浪費行為。此外，我們還制定《員工合理化建議管理辦法》，建立一個讓員工與管理層直接溝通的渠道，倡導全員參與營運管理，希望員工能於熟悉的工作環境，提出各種有效的建議，以制定高效的節能減排政策，進一步推廣節能減耗與有效利用資源的工作，藉此降低營業成本，營造節能減耗的工作環境和宣傳氛圍，將本集團對環境的不良影響降至最低。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Diesel, Gasoline and Natural Gas Consumption**

Diesel and gasoline fuel-based vehicles are mainly used for guest pick-up, business trips and materials transportation. We analyze the monthly fuel consumption data to regulate our employees on the usage of vehicles. If abnormalities are found, the vehicle administrators are required to provide explanation. Drivers must plan the routes before using the vehicles and use the shortest route and the fastest way to reach the destination. We also require the driver to stop the engine to prevent engines idling; conduct regular repairs and maintenance to reduce extra fuel consumption and waste gas emissions due to part failure. Besides, we also promote and publicize the “low carbon travel” emission-reduction measures, encourage employees to use public transportations or the shared bikes within the urban area to reduce use of vehicles, thereby reducing emissions and greenhouse gas. We hope the employees could deliver the message of “Living Green” to their family and friends; and to motivate more people to build an ecological civilization together. During the reporting period, the Group consumed approximately 11,409.00 liters of diesel and approximately 8,815.00 liters of gasoline; due to the phase-out of diesel vehicles at the end of last year, the number of diesel vehicles has been reduced from 8 vehicles to 3 vehicles, resulting in a decrease of approximately 1,742.47 liters or 13.25% of diesel consumption from the previous year; and we purchased 2 gasoline vehicles for business needs, thereby increased the gasoline consumption by approximately 1,081.00 liters or 13.98% as compared with the previous year.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **柴油、汽油及天然氣使用的管理**

柴油與汽油主要用於接送客人、業務出差及運送物料的車輛。我們透過分析各車輛每月的用油數據，以規範員工使用汽車狀況，如發現不正常使用的情況，車輛管理人需提供有關原因。司機用車前必須預先規劃路線，以最短及最快捷路線到達目的地；我們還要求司機停車熄火防止引擎空轉；定期保養維修車輛，減少因零件故障而額外消耗及產生不必要的燃油及廢氣。此外，我們亦推廣宣傳「低碳出行」的減排措施，鼓勵員工使用公共交通工具或市內的共享單車作為代步工具，減少使用汽車的次數，從而減少廢氣及溫室氣體的產生。我們希望員工向他們的朋友及親屬傳遞「綠色生活方式」的理念，讓更多人行動起來，共同建設生態文明。於報告期內，本集團消耗柴油約11,409.00公升及消耗汽油約8,815.00公升；由於上年度年底開始淘汰柴油車輛，已由原先的8輛減至現時的3輛，因此本年度的柴油用量較上年度減少約1,742.47公升或13.25%；我們因業務需要購置2輛汽油車輛，故汽油用量較上年度增加約1,081.00公升或13.98%。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Diesel, Gasoline and Natural Gas Consumption** (continued)

Natural gas is mainly used in staff canteen cooking utensils. We stipulate that the kitchen staff should prepare food according to actual needs, and reduce waste of natural gas due to excessive food prepared. During the reporting period, the Group consumed approximately 39,606.00 cubic meters (m<sup>3</sup>), representing a decrease of approximately 12,487.00 cubic meters or 23.97% compared with the previous year. This is mainly because the operation was suspended for one month as a result of the COVID-19 epidemic. The staff canteen was temporarily closed accordingly, thereby reducing the consumption of natural gas.

During the reporting period, the Group's use of energy and Scope 1 greenhouse gas emitted are as follows:

	2019/2020 2019/2020年度		2018/2019 2018/2019年度	
	Consumption 使用量	CO <sub>2</sub> equivalent emissions (Tonnes) 二氧化碳 當量排放量 (噸)	Consumption 使用量	CO <sub>2</sub> equivalent emissions (Tonnes) 二氧化碳 當量排放量 (噸)
<b>Direct Use of Energy:</b> 直接使用能源：				
Diesel 柴油	11,409.00 Liters 公升	31.63	13,151.47 Liters 公升	35.22
Gasoline 汽油	8,815.00 Liters 公升	23.87	7,734.00 Liters 公升	17.69
Natural Gas 天然氣	39,606.00 m <sup>3</sup> 立方米	72.54	52,093.00 m <sup>3</sup> 立方米	95.41
<b>Greenhouse Gas Emission</b> 溫室氣體排放總量		<b>128.04</b>		<b>148.32</b>
<b>Greenhouse Gas Emission Intensity</b> <sup>1</sup> 溫室氣體排放量密度 <sup>1</sup>		<b>0.54</b>		<b>0.66</b>

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **柴油、汽油及天然氣使用的管理 (續)**

天然氣主要用於員工食堂的煮食爐具中，我們規定廚房應按照實際需要準備食物，減少因準備過多食物而消耗過量的天然氣。於報告期內，本集團共消耗天然氣約39,606.00立方米，較上年度下跌約12,487.00立方米或23.97%，主要是由於受新冠肺炎疫情影響，以致本集團暫停營運一個月，員工餐廳亦因此而暫停使用，故減少了天然氣的使用。

於報告期內，本集團使用能源及所排放的範圍一溫室氣體的情況如下表：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Diesel, Gasoline and Natural Gas Consumption** (continued)

Note:

<sup>1</sup> The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m<sup>2</sup>) of the floor area of the shopping malls and offices. During the reporting period, there was no expansions in the shopping malls, supermarkets and offices nor relocation or demolition project related to the business.

##### **Management of Electricity Consumption**

The Group has always concerned about the impact of its business operations on the environment. However, due to the nature of our business, high demand of electricity consumption in shopping malls, mainly used in lighting and air-conditioning. In order to balance the energy-saving and emission-reduction target and satisfying the customers' needs, we strengthen the management of electricity use within malls and the publicizing effort of energy-saving and emission-reduction in various aspects. We hope to maximize the efficiency in electricity use, and at the same time, build up habit in energy conservation in our business environment.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **柴油、汽油及天然氣使用的管理** (續)

附注：

<sup>1</sup> 本集團溫室氣體的排放量密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室沒有進行任何擴建或遷拆工程。

##### **電力使用的管理**

本集團一直關注業務營運為環境帶來的影響，但基於業務性質，商場對電力的需求量很大，主要是用於照明及空調系統當中。為了能平衡節能減排工作與滿足消費者的需求，我們從多方面著手以加強商場電力使用的管理及節能減排的宣傳工作，希望在充分發揮電力的效能時，亦於經營環境中樹立節約思想。

### IV. ENVIRONMENTAL PROTECTION

(continued)

#### 2. Management of Resources Utilization

(continued)

##### **Management of Electricity Consumption**

(continued)

For the management of lighting system, the Engineering Property Center strictly controls the electricity consumption during renovation of new brands and the existing brands, controls the use of high-energy lighting, and at the same time, recommend the use of LED energy-saving lighting. The brands have to control their electricity load, and turn off the lights when there is no one in the shops. The Engineering and Property Center conducts detailed inspection and acceptance procedures on different aspects, such as industrial art, fire prevention, safety, design, resources and energy consumption when the renovation is completed. These measures can effectively control the energy consumption of the brands in future operation. For the electricity management of existing brands and the public areas of the malls, other than continue to request the brands to use LED energy-saving lighting, we also adopt various electricity conservation measures, such as, we only switch on the monitoring lights and emergency lights during non-business hours; the brands must apply in writing and pay the extra electricity charges if they demand additional electricity during non-business hours. We will not provide additional electricity if the brands or external units did not submit the application and pay the extra electricity charges. We implement regional lighting arrangements, and turn off unnecessary lights in some areas, thereby reducing the electricity usage on lighting in the malls.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **電力使用的管理 (續)**

在照明系統管理方面，工程物保中心嚴格控制新進品牌裝修時及原有品牌重新裝修時的用電量，控制高能耗燈具的使用，同時建議使用節能的LED燈，品牌商必須自我管控其用電負荷，無人時關掉商舖內的電燈；工程竣工時會對工藝、消防、安全、設計、資源及能源消耗方面進行詳細的驗收流程，該等措施能有效控制品牌商日後營運時的能源消耗。對於現有品牌商及商場公共區域的電力管理，我們除了繼續要求品牌商更換LED節能燈具外，亦採取了多項節電措施，例如：我們於非營業時間內僅開啟最低監控照明及應急照明；如品牌商於非營業時間內需要額外送電，品牌商必須以書面申請並同時繳納有關電費，商場的管理人員才會安排送電；對於沒有申請、沒有繳費的品牌商及外來單位，我們一律不予送電；我們實施區域性照明安排，關掉部分區域不必要的燈具，從而減少商場的照明用電量。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Electricity Consumption** (continued)

For the electricity management of air-conditioning, we conduct regular repair and maintenance and monitor the operation of air-conditioning equipment inside the malls, clean the facilities regularly, and carry out appropriate energy-saving re-engineering for the facilities, thereby increasing their output rate, and reducing the additional electricity consumption from abnormal operation. Besides, we adopt appropriate measures to control the temperature, timing difference and air volume of the air-conditioning equipment, such as, we reasonably adjust the temperature according to seasonal change, real-time temperature data feed from the monitoring system inside the malls and the feedback from on-site personnel. We also adjust on/off time of the facilities and the ratio of fresh air supply, aiming at satisfying the comfort needs of customers, and at the same time, achieving the goal of energy-conservation.

The Group has established a strict review and approval procedure for selecting suppliers of power facilities and equipment, the suppliers have to provide qualification certificates and product manual. We compare the qualification among different suppliers and evaluate different criteria about the equipment (including energy consumption, quality, function, etc.) prior to purchase so as to reduce unnecessary energy consumption due to unsuitable facilities and equipment. The Engineering Property Center is responsible for the daily inspection of offices and shopping malls, and the organization, planning, execution and inspection of energy-saving and consumption reduction work, and the maintenance staff conducts regular repairs and maintenance on electrical facilities and equipment. When faults or abnormal operations are found, immediate repair is carried out to reduce energy consumption and to avoid accidents. We also actively conduct energy-saving technological transformation for electrical appliances to improve the power efficiency of the unit.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **電力使用的管理 (續)**

在空調用電管理方面，我們採取恆常性的維修保養，監控商場內空調設備的運行狀況，定期清洗空調設備中的污垢，對設備作出適當的節能改造，從而增加空調設備的輸出率，以及減少空調設備不正常運作而消耗額外電力。此外，我們對空調設備使用方面作出適當的溫度、時差及風量的控制措施，例如：根據季節、商場的實時溫度以及現場人員的反饋，合理地設定空調溫度；根據季節更改空調設備的開關時間及調節新風送給的比例，旨在滿足消費者的舒適需求下，達到節能降耗之目的。

本集團對電力設施與設備的供應商制定了嚴謹的審批流程，供應商需要提供有關的資質證明、產品說明書等。我們比較不同供應商的資質及衡量設備使用的不同因素（包括耗電量、質素、功能等）才進行採購，以減少因採購不適合的設施與設備而造成不必要的能源消耗。工程物保中心負責辦公室、商場及購物中心的日常巡檢及節能降耗工作的組織、計劃、落實和檢查，維修人員定期維護及保養電力設施與設備，當發現故障或不正常運作，需立即進行維修以減少能源消耗及避免事故發生；我們亦積極展開節能技術改造，以提高機組用電效率。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION

(continued)

#### 2. Management of Resources Utilization

(continued)

##### Management of Electricity Consumption

(continued)

For the electricity management in office, we post different energy-saving promotional slogans in the offices; increase the natural lighting capacity of the work place; encourage employees to change their habit in use of electrical appliances by turning off the unnecessary lights and electrical appliances during lunch break and after work, the computer and the printer are set to automatic sleep mode. Restricted use of air conditioners according to seasonal and temperature changes, the temperature setting of the air conditioner in summer and winter cannot be lower than 26°C and not higher than 20°C respectively, air conditioner should be turned off 15 minutes before the end of office hours; doors and windows must be closed when air conditioners are turned on.

The Group believes that publicity and education is also an important part of energy-saving and emission-reduction work. Within the corporate, we remind our employees to abide by the energy-saving measures during the morning assembly, so as to enhance their awareness in energy-saving, and hope that employees can understand that everyone must work together to remain competitive under the fierce market competition. We also hope that employees can start from every little thing and are determinant to avoid resource wastage, thereby enhancing their environmental protection awareness in work and life through participation in energy-saving and emission-reduction activities. Besides, we post various energy-saving slogans in shopping malls, use electronic displays to publicize energy-saving tips. We organize different promotional activities in shopping malls to educate the public about the relationship between energy usage and the sustainability of the planet.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### 電力使用的管理 (續)

對於辦公室的能耗管理方面，我們於辦公場所張貼不同的節能宣傳標語；增加辦公場所的自然採光能力；鼓勵員工改變其使用電器的習慣，中午休息及下班時必須關掉不必要電燈與電器的電源；將電腦及印表機設定為自動休眠模式；空調機按季節及氣溫變化情況限時使用，空調機夏季及冬季的溫度設定分別不能低於26°C及不能高於20°C；辦公時間結束前15分鐘關掉空調機，嚴禁於開空調機時打開門窗。

本集團相信宣傳教育亦是節能減排工作重要的一環；於企業內部，我們於早會交接班時間提醒員工貫徹遵守節能措施，讓員工意識到節約能耗的重要性，並希望員工明白在激烈的市場競爭下，大家必須同心協力才能保持競爭力；我們亦透過員工共同參與節能減排活動，希望員工能從身邊每一件小事做起，堅決拒絕資源浪費的現象，以提升大家在工作生活中的環保意識。此外，我們於商場及購物中心內，張貼不同的節能標語，使用電子顯示屏播放節能小常識，舉辦不同的宣傳活動，藉此教育大眾能源使用與地球可持續性的關係。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### Management of Electricity Consumption (continued)

In response to the COVID-19 outbreak in early 2020, the country has requested the Group's shopping malls and offices to suspend operations for one month. During this period, the Group conducted an extensive planned power outage, disconnected all equipment and switched off advertising light boxes inside the malls, and left only the necessary and emergency electronic equipment stay on in order to reduce unnecessary power wastage. Therefore, the Group consumed electricity of 34,350.62 megawatt hours ("MWh") during the reporting period, representing a decrease of 4,513.71 MWh or 11.61% compared with the previous year.

During the reporting period, the Group's use of energy and Scope 2 greenhouse gas emitted are as follows:

	2019/2020 2019/2020年度		2018/2019 2018/2019年度	
	Consumption (MWh) 使用量 (兆瓦時)	CO <sub>2</sub> equivalent emissions (Tonnes) 二氧化碳 當量排放量 (噸)	Consumption (MWh) 使用量 (兆瓦時)	CO <sub>2</sub> equivalent emissions (Tonnes) 二氧化碳 當量排放量 (噸)
<b>Indirect Use of Energy:</b> 間接使用能源：				
Electricity 電力	34,350.62	31,447.23	38,864.33	36,204.75
<b>Greenhouse Gas Emission</b> 溫室氣體排放總量		31,447.23		36,204.75
<b>Greenhouse Gas Emission Intensity</b> <sup>1</sup> 溫室氣體排放量密度 <sup>1</sup>		132.89		160.06

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### 電力使用的管理 (續)

國家因應二零二零年年初爆發的新型冠狀病毒肺炎，要求本集團各個購物中心及辦公室暫停營運一個月，在此期間，本集團對商場範圍內進行深度斷電的措施，拔下室內設備的插座及關閉商場內的廣告燈箱，只留下必需或應急使用的電子設備，減少不必要的浪費，因此本集團於報告期內共消耗34,350.62兆瓦時，較上年度減少4,513.71兆瓦時或11.61%。

於報告期內，本集團使用能源及所排放的範圍二溫室氣體的情況如下表：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Electricity Consumption** (continued)

Note:

- <sup>1</sup> The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m<sup>2</sup>) of the floor area of the shopping malls and offices. During the reporting period, there was no expansions in the shopping malls, supermarkets and offices nor the relocation or demolition project related to the business.

##### **Management of Water Resources Consumption**

The Group uses government-supplied water sources in shopping malls and offices. Although we do not encounter any water supply problem during the reporting period, we clearly understand the importance of water resources for business operations and living needs; therefore, we implement various measures to enhance water resource use efficiency and to avoid wastage. The Engineering Property Center of each mall regularly collect and analyze the statistical data of water consumption to monitor the water usage. We educate and promote the concept of "green life" to our employees and customers by way of slogans, training and publicity activities. We have implemented a number of measures and retrofitted the equipment in the malls; for the purpose of reducing water use as long as the comfort of the customers is not compromised. For example, adjust the operating frequency of the water pump motors flexibly so as to minimize the electricity and water consumption, strengthen water pipes inspection to avoid running, dripping, leaking and long flowing water; re-use condensed water from air-conditioning equipment in the cooling tower, as the temperature of condensed water is low enough to reduce the temperature of the cooling tower

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **電力使用的管理 (續)**

附注：

- <sup>1</sup> 本集團溫室氣體的產生量密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室沒有進行任何擴建或遷拆工程。

##### **水資源使用的管理**

本集團所使用的水資源由當地政府提供，主要用於百貨商場、購物中心及辦公室。於報告期內，我們雖然沒有就取得適用水源上遇到任何問題，但我們清楚了解水資源對業務營運及生活需要的重要性，因此我們實施各項增加水資源效用的措施，以避免浪費水資源。各個商場的工程物保中心定期統計及分析用水量，以監控用水情況；我們亦以標語、培訓及宣傳活動的方式對員工及顧客進行教導與宣傳，以推廣綠色生活的概念。於商場內實施多項措施及改造設備，以不影響顧客的舒適度為前提，減少水資源的使用，例如：靈活調整水泵電機的運行頻率，儘可能降低水泵用電量及水量，加強水管檢查，杜絕跑、冒、滴、漏及長流水現象；將空調設備的冷凝水回用於冷卻塔，由於冷凝水的溫度較低能夠降低冷卻水塔的溫度，因此能減少能源消耗之餘，亦能減少補充水資源至冷卻塔的次數；安裝節水型水龍

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Water Resources Consumption** (continued)

less energy is consumed, and at the same time, reduced the frequency of water replenishment into the cooling tower; install water-saving faucets and reasonably adjust the volume of water outflow; use foot valve manual flushing to replace automatic induction flushing; regularly check the water facilities to prevent water leakage; immediately repair or replace when problem is found, and keep detailed records. The Group persistently instilling their employees about the importance of the savings culture, and puts up posters of different resource saving methods in the office area, and demands the employees to control the water flow at low level, water tap should be turned off after use; recycle washing water and use water-saving spray gun for car washing. In addition to the water equipment transformation projects carried out last year producing results progressively; the continued support of the water conservation measures by our employees, customers and the brands; business suspension for one month due to the coronavirus epidemic; shortened business hours of selected malls after operation resumed, and also the overall number of customers dropped; altogether led to a drop of water consumption by approximately 55,361.14 cubic meters or 16.92% during the reporting period when compared with the previous year, and the total amount of consumed water is approximately 271,879.67 cubic meters.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### 水資源使用的管理 (續)

頭並合理調節出水量；洗手間使用腳踏式代替電子感應式設備沖洗廁所；定期檢查用水設施，杜絕漏水現象，如發現問題，應立即修理或更換，並作出詳細記錄。本集團持續將節約文化的重要性灌輸予每一位員工，在辦公區域張貼節約資源方法的海報，並要求員工洗手時控制水流，水龍頭儘量開小，用完隨手關閉；使用洗滌水或洗衣水，並使用節水噴霧槍清洗車輛等。除了上年度用水設備改造工程漸見成效及員工、顧客與品牌商繼續支持節約用水的措施外，本集團受到新冠肺炎疫情影響而暫停營業一個月，而本集團亦於恢復營業後縮短部份商場的營業時間，加上顧客減少，本集團於報告期內的用水量較上年度減少約55,361.14立方米或16.92%，共用水約271,879.67立方米。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 2. Management of Resources Utilization (continued)

##### **Management of Paper Consumption**

In order to reduce the impact of our daily office operation on the environment, the Group actively promotes the "Paperless Office" policy, sets up office automation system to enable each department to distribute information and documents in electronic format; paper purchase by the procurement center and set up an office paper distribution registration management system; demand employees to check the format of the document before copying or printing; reduce the font size of the file to make full use of the paper without affecting the legibility; fully utilize paper by reusing single-sided papers, and collect double-sided printed papers to qualified recycler for handling. Because of our active implementation of the office automation management policy and the extensive use of online checkout at various business operating locations, effectively reduced paper consumption. The overall paper consumption has been further reduced due to the Group has suspended its business for one month due to the coronavirus epidemic. During the reporting period, the Group has consumed paper of approximately 2.53 tonnes, representing a decrease of approximately 5.71 tons or 69.30% when compared with the previous year.

### 四、環境保護 (續)

#### 2. 資源使用的管理 (續)

##### **紙張使用的管理**

為減輕日常辦公室運作對環境產生的影響，本集團積極推廣「無紙化辦公室」，設置辦公室自動化系統，讓各部門能夠使用電子形式傳遞信息及文件；紙張由採購中心統一採購並建立辦公室用紙發放登記管理制度；要求員工檢查文件格式沒有出錯才影印或列印；在不影響閱讀的前提下，將文件字體縮小以儘量充分利用紙張；循環使用單面列印的紙張，將兩面都已使用過的廢紙放入再造紙收集箱，並交由有資質的回收商處理。由於我們積極實行辦公室自動化管理政策及於各營業地點廣泛使用線上軟件作收款用途，有效減低紙用量；而本集團受到新冠肺炎疫情影響而暫停營業一個月，用紙量進一步減少，本集團於報告期內共用紙約為2.53噸，較上年度減少約5.71噸或69.30%。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IV. ENVIRONMENTAL PROTECTION (continued)

#### 3. Environment and Natural Resources

The Group has always been actively bringing environmental responsibility into its daily operations, energy consumption and waste production is monitored and managed over the years, and will continue to monitor, identify and disclose the impact of our business activities on the environment. The major impact to the environment and natural resources from shopping malls and offices operations mainly come from waste gas, greenhouse gas, wastewater and solid wastes generated from the use of natural resources (including electricity, natural gas, fuel, water, paper, etc.), and the construction wastes and domestic wastes generated from the operation of shopping malls. Since the revenue from shopping malls operation has been greatly impacted by the COVID-19 epidemic, in order for the Group to break even and adhere to green operation, we have switched our policy of investing in environmental protection projects to further enhanced the management of equipment maintenance, monitor the equipment condition continuously, focus on enhancing the quality of maintenance and extend the useful life of the equipment, so as to achieve the goal of raising efficiency without increasing wastes. We will continue to promote the cost control concept in advocacy of corporate culture so that our employees can consciously save resources, and at the same time, put in more effort to advocate the concept of “save one unit of electricity, save one tonne of water, save a drop of oil, save a piece of paper, save a penny”, manage resource utilization and enhance the employees’ awareness of environmental protection.

The Group will continuously pay attention to climate changes and establish various effective and appropriate measures with reference to its operations, with an aim to reduce our carbon footprint. We hope to share our efforts and achievement on natural resources conservation in this report, to convey the message of environmental protection to the stakeholders, so as to achieve a more powerful environmental advocacy work and influence everyone to work together to ease the climate change.

### 四、環境保護（續）

#### 3. 環境及天然資源

本集團向來積極將環境責任融入到企業日常營運當中，隨著多年來對能源消耗及廢物產生的監察與管理，並持續留意、辨識及披露業務活動對環境所造成的影響。商場營運與辦公室運作對環境及天然資源的重大影響主要來自使用天然資源（如電力、天然氣、燃油、水、紙張等）所產生的廢氣、溫室氣體、廢水及固體廢物，以及商場營運所產生的工程垃圾及生活垃圾。商場的收入因新冠肺炎疫情的沖擊而受影響，為了達到收支平衡及堅持綠色營運的理念，我們將改變環境保護資源投入的政策，進一步強化設備檢修管理，持續推行狀態檢修，提高檢修品質和延長設備的可用時間，做到增效不增廢的目標。我們將繼續在企業文化宣傳中，宣傳成本控制觀念，讓員工自覺節約使用資源，同時加大宣傳力度，向員工宣導「節約一度電、節約一噸水、節約一滴油、節約一張紙、節約一分錢」的觀念，從源頭管理資源耗用及提升員工的環保意識。

本集團將繼續關注氣候的變化，綜合本集團的營運狀況，採取各種有效而合適的手段，減少我們的碳足跡。我們希望藉著本報告與外界分享我們的努力與節約天然資源的成果，將環保訊息傳達至持份者，從而達到更有力的環保宣傳作用，與各界攜手舒緩氣候變化。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES

Employees are our valuable assets and the key driver for the Group's sustainable and long-term business development. We devote to create a non-discrimination, equal, harmonious and safe workplace and establish a comprehensive talent management mechanism. In order to adhere to our governance philosophy of attracting talent by means of "compensation", "relationship", "career" and "working platform", we offer equal opportunities of advancement and providing commensurate remuneration and various benefits, and organize a variety of activities. The Group enhances employees' consciousness of innovation, work flexibility and focus on commitment when dealing with their customers, promotes full participation of all our employees in management, encourages employees to make rational recommendations and put into practice so as to fulfill the mission of providing high quality merchandizes and services to the customers. Besides, we encourage employees to maintain harmonious interpersonal relationships, promote team spirit of cooperation and unity, bravely face difficulties and overcome challenges. Our human resources policies vary by locations to comply with the local labor laws and regulations.

#### Talent Selection

The Group is a fair opportunity employer and respects personal privacy. We have established recruitment policy and procedures and adhere to the principle of merit based and fair recruitment. The appropriate candidates would be selected based on their morality, knowledge, abilities and job requirements, and regardless of their nationality, gender, age, geographical, religious beliefs. The policy applies to all phases of the employment relationship, including but not limited to, hiring, promotion, performance appraisal, training, personal development and termination. The Group actively supports the rehabilitation plan for people with disabilities and employed a number of employees with physical disabilities during the reporting period.

### 五、僱傭及勞工常規

本集團一直視員工為最寶貴的資產，對業務可持續和長遠發展起著關鍵作用。我們致力打造非歧視、平等、和諧及安全的工作環境；我們在內部營造平等的競爭機制，規範員工晉升和晉級的流程，並藉著具有競爭力的薪酬、各項福利和舉辦各項活動，體現「以待遇留人」、「以情感留人」、「以事業留人」及「以平台留人」的理念來吸納人才。本集團增強員工創新、靈活和重視承諾的意識，提倡全員參與管理，鼓勵員工提出合理化建議，並應用於實際工作中，以完成為客戶提供優質商品和服務的使命。此外，我們鼓勵員工建立融洽和諧的人際關係，提倡相互協作的團隊力量並發揚本集團多年來累積的團結合作精神；發揮集體的力量接受困難及迎接挑戰。我們因應各地不同的勞工條例而調整和制定適合當地企業的政策。

#### 人才甄選

本集團主張平等機會及尊重個人私隱。我們制定了招聘管理制度，堅持以擇優錄取、公平任用為原則；並以品德、學識、能力及崗位要求為僱用標準，為不同民族、性別、年齡、地域、宗教信仰的人士給予平等的僱用機會。此等政策適用於不同階段的僱傭關係，包括但不限於招聘、晉升、績效考核、培訓、個人發展及終止聘用。本集團積極支持殘疾人士康復計劃，於報告期內，聘請了多名肢體殘障的員工，希望他們能自食其力。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Labor Standards

The Group cherishes human rights and prohibits any unethical hiring practices, including child and forced labor by conducting background checks (review the identity documents of the applicants) in its hiring process. Employees' consent for working overtime is required to avoid forced overtime work, and the employees are compensated in accordance with the applicable labor laws and regulations. During the reporting period, the Group did not hire any applicant under the legal working age in order to comply with the local laws and regulations in respect of child and forced labor.

#### Compensation and Welfare

The Group attracts and retains outstanding talents with competitive remuneration packages and regularly assesses their salary levels to ensure it is up to the market standard. The Group benchmarks the up-to-date remuneration data in its industry, and strives to establish a fair, reasonable and competitive remuneration scheme in order to ensure the pay level of general staff is competitive in the region where the Group operates; and the core members are remunerated competitively within the industry. Employees' salaries level is decided based on one's knowledge, skills, experiences and education background relevant to their work requirements, and the Group implements a remuneration system that consists of basic salary and performance-based bonus. The employees' remuneration package includes basic salary, seniority salary, overtime pay, year-end bonus and performance-based bonus, and so on. Other benefits include working meals, messing allowance, communication allowance, medical allowance, birthday gifts, Spring Festival gifts, Mid-Autumn Festival gathering, bi-annual medical checks, medical insurance, provision of group accident insurance for employees in high risk job positions, etc.. We provide anti-heatstroke and warm drinks and supplies to special position workers (including security guards, staff canteen's employees, parking crews) during high temperature and cold weather.

### 五、僱傭及勞工常規 (續)

#### 勞工準則

本集團重視人權，保護勞工權益。我們根據適用法律法規，嚴格禁止童工或強制勞工。在招聘的過程中進行背景審查（核對應聘者的身份證明文件），以防止有人以不合法身份應聘。員工的工作時間需符合當地有關勞動法律法規，任何必要的加班安排必須獲得員工同意並自願配合，並按照法律法規給予員工補償，以避免強迫性加班。於報告期內，我們已遵守勞動法律法規，並無僱用低於法定工作年齡的童工或強制勞工。

#### 員工待遇

本集團以具有競爭優勢的薪酬吸引和保留高質素員工，了解行業勞工市場薪酬情況，力求建立公平、合理、極具競爭力的薪酬體系，並達至通用人才的薪酬水平在營業地區具有競爭力及骨幹核心人員的薪酬水平在同行業具有競爭力。員工的薪酬是按照每一職位所要求的知識技能、經驗和教育程度等因素而釐定，並實行崗位工資和績效獎金相結合的薪酬制度。員工的工資包括基本工資、工齡工資、加班費、年終獎金、績效獎金等。其他福利包括工作餐、膳食津貼、通訊津貼、醫藥津貼、生日禮品、春節福利品、中秋聚餐、身體檢查（每兩年一次）、醫療保險、為高風險崗位員工投保團體意外傷害保險等。在高溫及嚴寒天氣，我們為特殊崗位的員工（包括保安員、員工餐廳員工、泊車員等）提供防暑和保暖飲品及物品，以免員工身體不適。

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Compensation and Welfare (continued)

In order to enhance work quality and employee competencies, the Group conducts periodic performance appraisal and fairly assess the level of awards, salary increment and/or promotion recommendations based on a number of criteria, including working experience, seniority, knowledge and skills, performance, contributions, etc.. In the performance appraisal process, the department head communicates and discusses with employees about their achievements, suggest areas for improvement, and setting objectives and performance indicator for the next appraisal period, so as to motivate the employees for continuous improvement and to develop their potential.

Besides, the Group provides social security benefits for all employees following the requirement of the local labor laws and social security laws and regulations. The Group contributes to various social security schemes (endowment insurance, medical insurance, unemployment insurance, work injury insurance and maternity insurance) and housing provident fund for the employees in Mainland China, and contributes to the Mandatory Provident Fund Scheme for the employees in Hong Kong. The Group handles dismissal and compensation in accordance with the local laws and regulations.

The Group pays attention to its employees' health and encourages work-life balance, and protects their rights of rest days and holidays such as annual leave, maternity leave, funeral leave and work injury leave in accordance with the local labor laws. Besides, the Group cares about its employees' physical and mental health and organizes various leisure activities to enrich their spare time. The details of activities are as follows:

### 五、僱傭及勞工常規 (續)

#### 員工待遇 (續)

為了提升員工的工作質素與辦事效率，本集團定期進行系統化的績效考核並按照多項標準作出評估，包括工作經驗、年資、知識技能、表現及貢獻等，以使公平地發放員工獎金、調整薪酬及／或考慮晉升建議。於績效考核的過程中，部門主管與下屬員工溝通與討論，主要是為了肯定員工的成績，提出改進建議及為員工制訂下一個考核週期的績效計劃和工作目標，以激勵員工持續改進及引發員工潛能。

此外，本集團按照當地的勞動法及社會保障的法律法規，為所有員工提供社會保險福利項目。我們為內地業務員工繳納各項社會保險費（養老保險、醫療保險、失業保險、工傷保險及生育保險）和住房公積金，以及為香港員工的強積金計劃供款。如解僱員工或因此而需要作出賠償，本集團亦會按照當地的法律法規處理。

本集團重視員工的健康，鼓勵大家維持工作與生活平衡，並依照當地的勞動法訂立員工工作時數及保障員工休息休假的權利，所有員工均享有休息日及法定假日（如年假、婚假、產假、喪假、工傷假等）。此外，本集團關心員工的身心健康，組織了多項工餘活動，以豐富員工的工餘生活，詳情如下：



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Compensation and Welfare (continued)

Name of Activities	Details of Activities
International Women's Day cultural activities	In order to celebrate the 109th anniversary of the International Women's Day on March 8th, it embodied the Group's special care for female employees and organized a variety of cultural activities to allow them to relax after working intensively and fully display their styles.
A series of activities celebrating the 70th anniversary of the founding of the PRC	The "Me and My Mother Country" recitation, photography, calligraphy, fine arts, and essay writing competitions and the classic recitation contest celebrating the 70th anniversary of the founding of the People's Republic of China.
"Don't forget your heart and bear your mission in mind" Party Group activities	From history and culture to natural scenery, we commemorated the revolutionary martyrs, learned the spirit of the martyrs, and felt the magical charm of nature together.
"I recommend and comment on the good people around you"	Actively recommended the good people around you, and carried out the learning activities of "I recommend and comment on the good people around you" in various departments.

### 五、僱傭及勞工常規 (續)

#### 員工待遇 (續)

活動名稱	活動內容
「三八」國際勞動婦女節文化活動	為慶祝「三八」國際勞動婦女節109周年，體現本集團對女員工的特別關愛，組織豐富多彩的文化活動，讓她們在緊張工作之餘放鬆心情，充分展示她們的巾幗風采。
慶祝建國70周年系列活動	展開「我和我的祖國」朗誦、攝影、書法、美術、徵文作品比賽活動及慶祝中華人民共和國成立70周年經典誦讀大賽。
「不忘初心 牢記使命」黨工團活動	從歷史文化到自然風光，共同緬懷革命先烈，學習先烈精神，共同感受了大自然的神奇魅力。
「我推薦、我評議身邊好人」學習活動	積極推薦身邊好人線索，並在各部門展開「我推薦、我評議身邊好人」學習活動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Compensation and Welfare (continued)

Name of Activities	Details of Activities
Xi'an City orienteering competition	Encouraged employees to participate in the "2019 City Orientation Competition" organized by the Xi'an Municipal Government, and the Group's Gao Xin store organized two teams to participate in the competition to cultivate cooperation among employees.
Walking activities	Carried out fitness activities in a low-carbon civilization, close to nature, active and healthy way; to allow employees enjoying green ecology, feeling good, and encourage employees to do more exercise, develop good habits, and promote good health.
Autumn games	Held a rope skipping competition for employees in autumn at the main entrance of the mall to enhance the cohesion of employees and team morale.
Football match	The management cadres cooperated with the brand suppliers in the football match to enhance employees communication with each other, and to establish a closer team relationship.
Makeup competition	Halloween make-up contest is a big morning party to celebrate Halloween together, so that employees can ease their work pressure, and good for the employees' physical and mental health.

### 五、僱傭及勞工常規 (續)

#### 員工待遇 (續)

活動名稱	活動內容
西安城市定向賽	鼓勵員工參與由西安市政府舉辦的《2019城市定向賽》，本集團的高新店組織兩支隊伍參加參賽，培養員工之間的默契。
健步走活動	以低碳文明、親近自然、積極健康的方式開展健身活動，讓員工享受綠色生態，感受美好生活，並透過活動鼓勵員工多做運動，養成良好習慣，促進身體健康。
秋季運動會	於商場正門舉行秋季員工跳大繩比賽，提升員工的凝聚力，提高團隊整體士氣。
足球聯誼賽	管理幹部聯合品牌供應商之足球聯誼賽，增加員工之間互相交流的機會，建立更緊密的團體關係。
彩妝比拼大晨會	萬聖節彩妝比拼大晨會，一同慶祝萬聖節，讓員工緩和和工作壓力，有助員工身心健康。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Compensation and Welfare (continued)

Although the COVID-19 outbreak during early 2020 has severely impacted the Group's business, the Group did not reduce the employees' compensation and welfare, nor lay off any employee. In order to protect the employees' health and safety, the Group has implemented various anti-epidemic prevention measures. Please refer to the "Health and Safety" and "Product and Service Responsibility" sections below for details.

#### Development and Training

In order to align the staff career development with its long-term corporate business plan, the Group sets up staff training policies with reference to the departmental human resources needs. The human resources department established a comprehensive staff training plan with an aim to build an excellent, well-trained and responsible corporate team. This can enhance the staff's knowledge and management capabilities and improve their work ability, performance and efficiency, and raise their enthusiasm in work to activate team spirit.

New hires have to participate in induction training and pass the assessment. The training topics include corporate culture, site management, sales skills, membership policies, service etiquette and skills, quality awareness, fire safety (on-site public facilities). On top of providing foundation training, we also provide skills advancement, professional and management training to ensure that staff possess professional theory and knowledge, and new knowledge for overcoming challenges in order to lay a solid foundation for long-term development of employees and the Group.

### 五、僱傭及勞工常規 (續)

#### 員工待遇 (續)

對於二零二零年年初爆發的新型冠狀病毒肺炎，本集團沒有因疫情情況嚴重而削減員工待遇或裁減員工；為了員工健康及生命安全著想，本集團採取了多項防疫措施，詳細資料請參考下文「健康與安全」及「商品和服務責任」部分。

#### 發展及培訓

為了配合企業長遠發展及員工職業生涯規劃，本集團為員工訂立了培訓管理制度，結合各部門的人力資源需求，由人力資源部門編制完善的培訓工作計劃，以打造一支優秀、訓練有素及具責任心的企業團隊。這不但能提高員工的知識和管理水平；亦能提升員工履行職責的能力，改善工作表現，增加工作效率；還可提高員工的工作熱情，培養團隊精神。

新員工需接受職前培訓，內容包括企業文化、現場管理、銷售技巧、會員政策、服務禮儀及技巧、品質意識、消防安全（現場公共設施），他們需通過考核才能上任。除了基礎培訓，我們還針對不同崗位，為員工提供技能培訓、專業培訓及管理培訓，使員工掌握專業理論，具備專業知識和迎接挑戰所需的新知識，為員工及集團的長遠發展打好基礎。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Development and Training (continued)

During the reporting period, in addition to the new hire induction training, we also organized various training programmes related to customer service and operation in shopping mall, property management, finance, ethics, employees' health and work safety (please refer to "Health and Safety" section below for details of employees' health and work safety), etc. The training topics include on-site service workflow, simple English for reception, practice for greeting customers, sales skills, good communication skill for sales, merchandize management knowledge, ordering process, property management rules, warehouse management rules, operation of POS machines, filling sales ticket techniques, employees' professional ethics, etc. In order to improve the effectiveness of the training programmes, employees are asked about their satisfaction and opinions as reference for next year's training plan, after completion of the training programmes.

#### Health and Safety

The Group pays attention to its employees' health and provides a safe work environment so as to prevent occupational hazards and various incidents from happening. We sign target responsibility statement of "Setup Safe Workplace" with each subsidiary, and formulate safe management team with reference to the company's operation. Management and employees at all levels must clearly understand their own safety responsibilities and strictly perform the requirements as stated on the target responsibility statement.

### 五、僱傭及勞工常規 (續)

#### 發展及培訓 (續)

於報告期內，除了新員工之職前培訓，我們還組織了多項與商場客戶服務、商場營運、物業管理、財務、道德、員工健康與安全工作（員工健康與安全工作培訓的詳細資料請參考下文「健康與安全」部分）等方面相關的培訓課程，如現場服務流程、簡單接待英語、迎送賓練習、銷售技能、良好的溝通是銷售的必備、商品管理知識、訂貨流程、物業管理規範、庫房管理規範、POS機操作、銷售小票填寫規範、員工職業道德等。為了提升培訓課程的效果，於培訓課程完成後，詢問員工對培訓課程的滿意度和意見，作為下年度培訓計劃的參考依據。

#### 健康與安全

本集團一向著重員工健康及提供安全的工作環境，避免員工受到職業性的危害，預防各類事故的發生，我們與各附屬公司簽訂「創建平安單位」工作目標責任書，按照各公司的經營狀況，組織治安管理小組，各級管理層和員工必須清楚了解自身的安全職責，並嚴格按工作目標責任書履行安全職責。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Health and Safety (continued)

The Group establishes a safety management manual to strengthen its fire safety management in its business sites, key departments and offices. Smoking is prohibited for staff and customers; and we target to keep our shopping centers, malls, supermarkets and offices smoke-free. We designated staff to regularly carry out fire prevention patrol every day at all locations and critical departments; and keep patrol records. We take immediate remediation or precautions once fire hazards are found. In compliance with the local fire prevention standards and policies, we have stringent management on fire equipment and facilities; carry out repairs and maintenance, and keep records.

In order to regulate the property management work, we have established property management policies and procedures. Engineering Property Center is responsible for monitoring, inspection, providing guidance and evaluation work. Employees have to report to maintenance staff immediately when repairs (such as electrical equipment, electric power distribution equipment, facilities at shopping malls, air-conditioners, drainage equipment, etc.) are needed for shopping centers, supermarkets and offices so as to ensure the customers' and employees' safety at these locations. Staff of special work types (such as electrician, welders) must possess valid license before they are allowed to work; for example, to get a fire certificate before using fire; carpenter should promptly clean up with the sawdust and shavings after job completion; inflammables, explosive, chemical or dangerous materials are prohibited and no storage is allowed; paint workers should not blend paints on-site or at the locations close to fire or electric source; paints should be covered with lids immediately after use.

### 五、僱傭及勞工常規 (續)

#### 健康與安全 (續)

本集團制定了安全管理手冊，加強營業現場、各重點部門、辦公室等地方的消防安全的管理。將各購物中心、商場、超級市場及辦公室定為「無煙區域」，任何員工及顧客嚴禁吸煙。我們安排專人每天定時對這些地方和重點部門進行消防巡查，並詳細記錄情況；如發現消防隱患，需立刻提出整改方案或採取防範措施，以確保安全。按照各地方的消防標準和政策，我們對所有消防器材、設施及設備進行嚴格管理，妥善維護及保養，並詳細記錄情況。

為了規範物業的管理工作，我們制定了物業項目管理制度，物業工程部負責監督、檢查、指導及考評工作。如發現購物中心、超級市場及辦公室需要維修，例如：電器設備、配電設備、商場設施、空調機、排水設備等，員工應立即通知維修人員進行維修，以確保客戶與員工於購物中心、超級市場及辦公室的安全。重點工種的員工（如電工、電氣焊工）必須持證上崗，他們必須按章工作，例如：用火前應事先辦理動火證；木工應及時清理鋸末、刨花；嚴禁於作業場所點火及存放易燃易爆的化學危險物品；油漆工不得在場內調配油漆，嚴禁於場外調配油漆時點火及於電源周圍作業，使用完油漆桶後應立即蓋緊蓋子。

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Health and Safety (continued)

Training topics are mainly related to workplace safety and occupational health. The Group raises its employees' safety awareness by providing appropriate occupational health and safety training to introduce the corporate development plan, enhance their awareness on safety and continuously strengthen their consciousness, improve their professional skills, especially for those job positions under significant potential safety hazards, and enable them to perform their duties in a safe environment. Employees have to report to the management immediately when incident occurs or aware of any potential hazards. Safety education and training work plays an important role to ensure the workplace is safe. New hires must receive safety training prior to put into work. This is to make sure that staff have the necessary safety knowledge in their position; familiar and able to master the safety techniques required. Key and special positions (such as fire control center) have to take professional training and pass the examination before they are assigned to take up the role. Firefighters have to be familiar with and master the use of various types of fire prevention facilities to ensure that they can operate with the equipment for fighting fire. During the reporting period, we organized various safety training activities such as fire control training, knowledge on fire control laws, central air conditioners operation process, split air-conditioners maintenance training, elevator safety knowledge training, and so on.

### 五、僱傭及勞工常規 (續)

#### 健康與安全 (續)

培訓工作與安全工作環境、職業健康有著密不可分的關係，本集團通過適當的安全意識教育，使員工了解企業方針，增強安全意識和持續改進的自覺性，提高員工的專業技能，尤其是負責存在重大安全隱患崗位的員工，使其能於安全的環境下履行職責；如發現事故及安全隱患，需立即向管理層報告。安全教育培訓工作對提供安全的工作環境起著重要的作用，員工上崗前，必須接受安全培訓，以確保員工具有崗位的安全知識，熟悉和掌握崗位的安全技能；重點及特殊崗位（如消控中心等）的員工需接受專業培訓，考試合格後，方能上任；消防人員需熟悉並掌握各類消防設施的使用技巧，確保撲救火災過程中操作順利。於報告期內，我們組織了多個安全培訓活動，如消防培訓、消防法知識培訓、中央空調操作流程、分體空調維修培訓、電梯安全知識培訓等。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### V. EMPLOYMENT AND LABOR PRACTICES (continued)

#### Health and Safety (continued)

For the COVID-19 outbreak in early 2020, the Group has adopted a number of epidemic prevention measures for the sake of employees' health and safety. After business suspension at shopping malls, we demand our employees avoid going to the areas with severe epidemics and maintain daily communication with them. Employees have to keep on reporting their location and body temperature so that we know exactly their health status. After the shopping malls resumed business, we distributed epidemic prevention and control manual to our employees, strengthened the staff education on personal hygiene, provided anti-epidemic materials such as masks, alcohol hand sanitizer, protective clothing, protective glasses to employees, and stipulated that employees must wear masks when working, pay attention to hand hygiene; we also measure the body temperature of employees every day, and use "health code" to monitor employees' health status. Since employees are facing customers in the malls, we have adopted a series of anti-epidemic measures to enhance the hygiene management of the shopping malls to protect the health and safety of customers and employees. Please refer to the "Product and Service Responsibility" section below for details.

#### Compliance

During the reporting period, the Group did not involve in any non-compliance incidents relating to employment, health and safety, and labor standards that have significant impact on the Group.

### VI. OPERATING PRACTICES

#### Supply Chain Management

The Group conveys its concern on environmental issues to its suppliers and business partners, and expects them to implement similar practices. The Group also serves to maintain long-term, stable and strategic cooperative relationships with leading suppliers, and co-develops with its suppliers on the basis of equality and win-win situation.

### 五、僱傭及勞工常規 (續)

#### 健康與安全 (續)

對於二零二零年年初爆發的新型冠狀病毒肺炎，為了員工健康及生命安全著想，本集團採取了多項防疫措施。於商場停業後，我們呼籲員工不要到疫情嚴重的地區，並每天與員工溝通，員工需通報其所在位置及體溫，讓我們清楚了解員工的健康狀況。於商場恢復營業後，我們向員工派發疫情防控手冊，加強對員工的教育及個人衛生管理，提供口罩、酒精搓手液、防護服、防護眼鏡等防疫物資予員工，並規定員工於上班時必須佩帶口罩，注意雙手衛生；我們還每天為員工測量體溫，使用「健康碼」監察員工的健康狀況。由於員工須於商場接觸顧客，因此我們採取一系列的防疫措施，加強商場的衛生管理，以保障顧客及員工的健康與安全，詳細資料請參考下文「商品和服務責任」部分。

#### 合規

於報告期內，本集團沒有涉及與僱傭、健康與安全及勞工準則相關並對本集團有重大影響的已確認違法、違規事件。

### 六、營運慣例

#### 供應鏈管理

本集團向供應商及業務夥伴傳達我們對環保事宜所採取的措施及期望，冀盼大家能配合本集團對社會履行社會責任。我們希望與有實力的供應商建立長期、穩定的戰略合作關係，與供應商在平等、雙贏的基礎上共同發展業務。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VI. OPERATING PRACTICES (continued)

#### Supply Chain Management (continued)

We have established centralized procurement management manual to strictly control and monitor the procurement process relating to materials, engineering work and services. We have set up strict processes and requirements in respect of the management of approved suppliers, procurement methods, quality improvement, procurement contract, etc.. in order to ensure the procurement processes are carried out following the principles of fairness, justice, openness, effectiveness, integrity and ethical, and to enhance efficiency and ensure good product and service quality. The centralized procurement team is responsible for establishing procurement policy and carrying out daily procurement work. The audit team conducts qualification evaluation and reviews the procurement process. The supervision team monitors the compliance of procurement process, handles reports and appeals relating to the procurement process, corrects violated behaviors and penalizes the employees for breaches.

To accept new suppliers, we will pay visits to their business sites, and evaluate their certifications, internal management policies documents, work manual, operational status, etc. to make sure that they possess the capabilities in fulfilling the obligations. We also establish strict evaluation procedures for renewal of merchandise suppliers, and regularly compile statistics and review the performance of our suppliers, assess their capability, business status and operational results; in order to grasp the product sales situations and make appropriate adjustment to our strategies. The evaluation includes reviewing of their market position, their overall capability, product quality, supply performance, sales performance, quality service, business results; and conduct a comprehensive evaluation based on a combination of scores and text comments. The evaluation result is sent to management to ensure that the selected suppliers are competitive and possess recognized qualifications and good internal control system, stable quality, on-time delivery, laws and regulations compliance. We have established policies and procedures in supply chain management and provided various reporting channels for employees, suppliers, customers and other business partners to report any violations and suspected abuse one's authority for own interest. During the reporting period, the Group did not have significant issues relating to violations in this respect.

### 六、營運慣例 (續)

#### 供應鏈管理 (續)

我們制定了集中採購管理手冊，嚴格控制和監管採購物資、工程與服務的過程，對於合格供應商、採購方式、質量改善、採購合同等方面的管理皆設有嚴謹的流程與要求，務使採購過程能符合公平、公正、公開、效益、誠信、廉潔的原則，提升效率及確保產品與服務的品質。集中採購領導小組負責制定採購政策及日常採購工作，審核小組對採購過程進行資格評定與審核，監察小組監督採購過程的合規性，處理與採購過程有關的舉報與申訴，糾正違紀行為及處罰違紀的員工。

於挑選新供應商時，我們需實地考察供應商的業務地點，審核它們的資質證明、內部管理制度文件、工作指引、營運狀況等，確保它們具有實力履行責任。對於銷售商品供應商的續用，我們亦設有嚴格的評審制度，我們定期對供應商的業績進行統計及調查，並對其能力、發展狀況及營運業績等進行考核，以便掌握商品銷售情況，作出相應戰略調整。考核內容包括行業地位、綜合實力、商品品質、供貨業績、銷售業績、品質服務、營業表現等，結合計分制度和文字描述對供應商進行全方位評估，經審核檢查後上報管理層，確保所選用的供應商具有競爭力、具認可資格、有良好的內部管理制度、品質穩定、準時交貨、合法合規等。對於供應鏈系統管理，我們設有嚴謹的程序，讓員工、供應商、客戶與我們業務有關的人士舉報任何懷疑利用職務違法、違規的行為。於報告期內，本集團並無收到任何有關這方面的嚴重違規報告。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VI. OPERATING PRACTICES (continued)

#### Product and Service Responsibility

“Customers’ needs give direction to our actions” is our customer service philosophy, and we are customer-oriented, aim at providing good quality service and products to our customers. In order to strengthen the brand products quality monitoring, to maintain our reputation, to eliminate fake and shoddy goods, and to protect the consumer rights and interests; we follow the applicable local laws and regulations in brands and goods selection; and monitor and manage closely the brands and suppliers that we work with. We also establish supplier renewal system to ensure that the suppliers’ merchandises are continuously keeping at high quality.

In order to build up an image of excellent service, we strictly require our staff to pay attention to their appearance, phone manner, reception etiquette, conduct and behavior, dressing, job descriptions and requirements, and service greetings, etc. We have established service quality monitoring system to accurately evaluate the company’s service quality, to promptly remediate problems found, and to provide customers with satisfactory services meeting their needs. We frequently conduct customer satisfactory survey to obtain feedbacks on our malls’ reputation, merchandise and service quality, shopping environment, service facilities, goods pricing, etc. in the form of phone calls and on-site visit. We analyze and evaluate our customers’ comments and suggestions; and to formulate improvement plan to enhance our service quality. We remind our employees of the service image requirements and customers’ feedback during morning assembly.

### 六、營運慣例 (續)

#### 商品和服務責任

「顧客的需求是我們行動的指南」是我們的客戶服務理念，因此我們一直以客戶至上的態度，為客戶提供優質的服務和高品質的商品。為加強對我們經營品牌的品質監督，維護我們的信譽，杜絕假冒偽劣商品的流入，保護消費者權益，按照當地有關商品品質、保護消費者權益等法律法規，在挑選品牌及商品時，我們對合作品牌和所屬供應商及其商品的資質管理作出嚴謹的管理；我們亦制定審核供應商續用的制度，確保現有供應商的商品能持續保持高水平。

為塑造優質的服務形象，我們制定了員工手冊，嚴格規範員工儀容儀表、接聽電話禮儀、來客接待禮儀、行為舉止、服裝、各個工作崗位的工作規範及服務用語等。為準確評價公司的服務品質，及時糾正不合格服務，向顧客提供符合要求的服務，制定服務品質控制規範。我們不時就商場信譽、商品及服務質量、購物環境、服務設施、商品價格等，以電話回訪及現場攔訪的方式進行顧客滿意度問卷調查，對顧客的意見和建議進行分析，制定改進方案，以改善我們的服務質素，我們於每天門店的晨會亦提醒員工有關服務形象的要求及客戶對我們的意見。



### VI. OPERATING PRACTICES (continued)

#### Product and Service Responsibility (continued)

In order to strengthen the quality management of merchandize and maintain the reputation of the malls, we have established the “Merchandize Quality Control Regulations” according to the national product safety standards. Before the merchandize are placed on the counter, the Operation Department have to check and accept the brand products according to the acceptance standards, and the Customer Service Department monitors the merchandize acceptance process including the appearance, shelf life, labels, safety, instructions for use, etc., to ensure the products provided by the suppliers comply with the national standards and our requirements, and at the same time, to prevent the inflow of fake or inferior merchandize and to protect the legitimate rights and interests of consumers.

The daily operations of the Group in shopping malls often involve the use of the others’ intellectual property rights and portrait rights. In order to prevent infringement behaviors, we have established “Management Regulations Involving the Use of Others’ Intellectual Property Rights and Portrait Rights in Propaganda”, strictly regulate the pictures, celebrities portraits, copyrighted emoticons, text materials, fonts, video and audiovisual materials used by us and brand owners in promotion inside and outside the shopping malls, and through different media. Any promotion without the authorization from the owners are strictly prohibited. We also regularly organize training relating to the “Law of the People’s Republic of China on Advertising”, the “Law of the People’s Republic of China on Copyright” and the applicable laws to strengthen the professional skills and litigation awareness of the employees.

### 六、營運慣例 (續)

#### 商品和服務責任 (續)

為了加強銷售商品的品質管理及維護商場的信譽，我們按照國家的商品安全標準，制定了「商品品質管制規範」；我們針對不同類別的並於上櫃前，由經營部嚴格按照驗收標準對商品進行驗收，並由顧客服務部監督商品的驗收流程，驗收內容包括外觀、品質、保質期、標籤、安全、使用說明等，以確保供應商提供的商品均能符合國家和我們的要求，同時杜絕假冒或劣質商品流入及保護消費者的合法權益。

本集團於商場日常的經營中，經常會涉及到使用他人的知識產權及肖像權，為防範各種可能會引致侵權的行為，我們制定了「宣傳推廣中涉及使用他人智慧財產權及肖像權管理規範」，嚴格規管我們及品牌商在商場內外及各種媒體中宣傳時所使用的圖片、明星肖像、有版權表情、文字資料、字體、影視與影音資料等，禁止任何未經持權方授權的宣傳；我們亦定期組織開展《中華人民共和國廣告法》、《中華人民共和國著作權法》等相關法律培訓，強化員工專業技能和法律意識。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VI. OPERATING PRACTICES (continued)

#### Product and Service Responsibility (continued)

In order to strengthen our connection with customers, we have set up membership system since 2000, member services and concessions are given by member class; a customer service consultant is assigned to each of our senior members and focus on meeting the customer's personal preferences and needs; and we become the pilot enterprise in the Northwest Region. Confidentiality is one of the Group's core values. We set up management policies relating to information security, information system network, set up access right with information system to handle and store customers' information diligently and confidentially, and to protect customers' privacy. All employees are strictly prohibited to disclose any such information to third parties without proper authority unless there is a legal or professional right or duty to do so.

With the COVID-19 outbreak in early 2020, the Group has implemented a number of preventive measures to protect the health and personal safety of our customers and employees, and the details are as follow:

- Launched the "Emergency Plan for Epidemic Prevention and Control" and set up epidemic prevention and control team to cope with the situation of possible spread of epidemic in the shopping malls;
- Posted a reminder "Safety first at time of epidemic" in the malls;
- Put up posters to remind customers to keep a safe distance of 1.5 meters from the staff in the malls;
- Arranged staff at each entrance and exit to scan customers "One code pass". Customers can access the malls only after measuring body temperature and wearing face masks;

### 六、營運慣例 (續)

#### 商品和服務責任 (續)

為加強與顧客的聯繫，本集團早於二零零零年開始設立會員制度，按照會員等級提供服務和優惠，由客服顧問對高級會員帳戶進行一對一維護，切合他們的個人喜好和需求，成為西北區域的先導企業。保密是本集團的核心價值之一，對於信息安全、信息系統網絡、信息系統權限等方面，我們制定了相關的管理制度，嚴謹及機密處理與儲存龐大的會員資料和保障顧客的私隱，除非是擁有法律或專業權限或職責需要，在未獲得適當授權下，員工不得向第三方披露任何資料。

對於二零二零年年初爆發的新型冠狀病毒肺炎，為了保障顧客及員工健康及生命安全著想，本集團於商場內採取了多項防疫措施，詳情如下：

- 啟動「疫情防控應急預案」及設立疫情防控小組，以應對於商場有可能引致疫情擴散的情況；
- 於商場貼上提示標語「疫情當前，安全第一」；
- 於商場貼上標語，提醒顧客與商場內工作人員保持1.5米的安全距離；
- 安排工作人員於商場各出入口為顧客登記，要求顧客出示「一碼通」進行掃瞄，工作人員為顧客測量體溫及檢查口罩後方可進店；

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VI. OPERATING PRACTICES (continued)

#### Product and Service Responsibility (continued)

- Used spray disinfection to sterilize the public areas, public facilities, waste mask disposal point, etc. and increase the frequency of cleaning and sterilization during business hours;
- Ceased to use central air-conditioning;
- Set up isolation rooms;
- Provide customers with anti-epidemic materials such as hand wash liquid soap and alcohol hand sanitizer
- Set up waste anti-epidemic materials (such as masks) disposal point on each floor of the malls;
- The brand must sign “Epidemic prevention and control commitment letter” to ensure preventive and control work has been done, and can meet the relevant government requirements.

#### Compliance

During the reporting period, the Group’s products and services did not involve in significant issues relating to violations nor did the Group receive any complaints concerning breaches of customer privacy and loss of data.

### 六、營運慣例 (續)

#### 商品和服務責任 (續)

- 於營業時間內，使用噴灑消毒霧氣為公共區域、公共設施、廢棄口罩處置點進行消毒工作，增加清潔與消毒的頻次；
- 暫停使用中央空調；
- 設置隔離室；
- 為顧客提供洗手液及酒精搓手液等防疫物資
- 於商場各樓層設置防疫物品（如口罩）指定丟棄點；
- 品牌商必須簽署「疫情防控承諾書」，確保品牌商已進行防控及安全工作，並能滿足政府的相關要求。

#### 合規性

於報告期內，本集團沒有涉及與商品及服務責任相關並對本集團有重大影響之已確認違法、違規事件，亦沒有收到關於違反客戶私隱和遺失資料的投訴。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VI. OPERATING PRACTICES (continued)

#### Anti-corruption

Maintaining an ethical working environment is one of the Group's core values. We have adopted a zero-tolerance approach for all kinds of corruption, bribery and extortion situation. Therefore, we set up internal management system to regulate employees' conduct. Offenders who request and accept bribes, obtain other illegal interests are heavily penalized, including termination of employment contracts, sent to the judicial authority (if violating local laws and regulations), and so on. We conduct anti-corruption training and case study each year and demand all personnel to build a habit of strict compliance with policies and procedures, and to prevent all bribery.

We bring the disciplinary monitoring work in the business process, ensure that there are channels (including for reporting boxes, email and hotline) for reporting suspected cases of obtaining personal interests in carrying out one's job duties, bribes, extortion, fraud, money laundering in breach of policies, regulations, and laws in strict confidence to the Internal Control Department. We also set up suggestion box and reward employees who make good recommendations. We sign the anti-corruption agreements with suppliers. During the procurement and bidding processes, the Internal Control Department participates in the procurement and bidding work to monitor the compliance of each department (such as bribery, receiving gifts and mis-behavior in the bidding process, etc.); the Internal Control Department also participates in the engineering work inspection process, and is responsible for monitoring whether the engineering companies are authorized, their employees' qualification, whether the equipment is consistent with the contract terms, and whether the company has executed the inspection according to the process, and so on. During the reporting period, the Group or its employees did not involve in any litigation cases of corruption.

### 六、營運慣例 (續)

#### 反貪污

維持高道德標準的工作環境是本集團核心價值之一，我們對各種貪污、賄賂及勒索情況採取零容忍態度；因此我們制定了內部管理制度，規範員工的行為，對於索取、收受賄賂、獲得其他非法利益等行為訂明嚴厲的罰則，包括被公司終止勞動合同、送交司法機關處理（如違反當地政府的法律法規）等。我們還每年為員工進行反貪污的培訓及案例分享，要求所有員工養成嚴格遵守規章制度的習慣，杜絕一切行賄受賄行為。

我們將紀檢監察工作深入到經營過程中，確保在絕對保密的情況下可以通過不同渠道（包括舉報箱、舉報電郵和熱線）向內控監查部通報利用職務謀取個人私利、賄賂、勒索、欺詐及洗黑錢等違紀、違規或違法的個案，而且我們設置員工建議箱，獎勵提出好建議的員工。我們與供應商簽訂反貪腐協議，於採購及招標的流程中，內控監查部會參與採購及招標工作，以監督各個部門的合規性（如賄賂、收取禮物、開標流程不對的行為等）；內控監查部還會參與工程驗收流程，負責監督工程方是否授權單位、工程人員的資質、器材是否與合同一致，以及是否按照公司的驗收流程進行等。於報告期內，並沒有涉及指控本集團或本集團員工貪污的訴訟案件。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### VII. COMMUNITY INVESTMENT

The Group is committed to building the corporate culture of “open and creative, win-win, harmonious development and community contribution”, and devoted to charitable activities to show our determination in taking up the social responsibility, to care for the people in need and to push on building a harmonious enterprise. During the reporting period, we organized “Care for Children’s Village” activity to give daily and study supplies to the kids with financial difficulty and let the children fully feel our care towards them. Besides, in order to align with the environment protection policy of Xi’an Municipal Government, we organized promotional activities at each shop to fully promote the domestic wastes classification. This is to build a correct concept of waste management, and to raise the public awareness of environmental protection, and achieved preliminary results.

The Group is a responsible taxpayer and offers job opportunities to local people. We paid “five insurances and housing provident fund” for staff in Mainland China and the mandatory provident fund contributions for staff in Hong Kong. We run our business following good practices; we actively promote green energy-saving and environmental friendly concepts; we set up a role model for the industry; and to some certain extent, we have contributed to social stability and building a harmonious community.

### VIII. HONOR

During the reporting period, the Group was awarded the following important honors:

- “Advanced Unit” in Xi’an Commercial Service Industry “May First Labor Day” Commendation Conference
- The Third Prize of Excellent Quality Control Achievements in Xi’an in 2019 was awarded for the “Reducing Electricity Consumption in Office Areas” topic of Pioneer QC Group
- The Second Prize of Quality Control Achievements in Xi’an
- “Advanced Trade Union” in the Economic and Technological Development Zone in Xi’an

### 七、社區投資

本集團秉承「開放創新、攜手共贏、和諧發展、饋效社會」的企業文化，致力於公益事業，彰顯我們勇於承擔社會責任，關愛有需要人士的價值目標，推進和諧企業建設。於報告期內，我們組織了「兒童村獻愛心」活動，送贈生活及學習用品予有困難的兒童，讓孩子們充分感受到本集團的關愛。此外，為了配合西安市政府的環保政策，我們於各門店組織宣傳活動，全面推廣生活垃圾分類，以樹立垃圾管理的正確觀念，提高大眾的環保意識，並取得了初步成效。

本集團依法經營納稅，協助緩解當地的就業壓力，不遺餘力；為國內員工繳納五險一金，為香港員工參加強積金計劃。我們一直保持良好的經營、積極推行節能綠色環保理念及營造良好的發展秩序，是行業裡的榜樣，在保持社會穩定、建設和諧社區方面，有一定的貢獻。

### 八、榮譽

於報告期內，本集團獲得以下的重要榮譽：

- 西安市商業服務業「五一勞動節」表彰大會「先進集體」
- 先鋒QC小組《降低辦公區域用電量》課題，被評為二零一九年度西安市優秀品質管制成果三等獎
- 西安市品質管制成果QC二等獎
- 西安市經濟技術開發區「先進基層工會」

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IX. ENVIRONMENTAL, SOCIAL AND GOVERNANCE IMPLEMENTATION

ESG Committee is established and chaired by the Chief Executive Officer of the Group. The committee members include representatives from major departments, including the Human Resources Department, the Marketing Planning Department, the Enterprise Management, the Internal Control Department, the Engineering Property Center, the Finance Department, the Employees' Union, etc. The ESG Committee will follow the requirement of laws and regulations; and to conduct business following appropriate best practices; like setting up ESG targets, policies, procedures and guidelines. In order to promote our Group's business and the long-term sustainable development of the local community of our business locations, we improve our corporate governance, protect the environment, engage our stakeholders and to contribute to the society. We have five ESG Task Forces under the ESG Committee, with keys members from the related departments assisting the ESG Committee to supervise and monitor the progress of various ESG activities, to coordinate in setting up key performance indicators, to regularly assess the effectiveness, and to hold seminars to enhance the staff awareness in environmental protection. The Group also collects the appeal and feedbacks of stakeholders through various channels. For example, customers, suppliers/brands and shareholders can make their recommendations via customer service center, Procurement Department/ Brand Business Department, and general meeting of listed companies. The Group also set up suggestion box to collect employees' suggestions which are directly sent to the management. The management implements the relevant suggestions after evaluating the feasibility. During the reporting period, the management has followed the employees' suggestions and adjusted the temperature by regions in the malls to reduce electricity consumption. The ESG Committee is responsible for submitting reports and improvement proposals to the Board on a periodic basis.

### 九、環境、社會和管治的執行

成立ESG委員會，由本集團行政總裁擔任主席，成員包括本集團各主要部門的代表，分別來自人力資源部、市場策劃部、企業管理部、內控監察部、工程物保中心、財務部、員工工會等。ESG委員會會按法例要求和合適的最佳慣例，就ESG制定目標、政策、程序及指引，透過提升企業管治、保護環境、促進持份者關係和回饋社會行動，以推動本集團業務和業務所在社區的長遠可持續發展。ESG委員會屬下設五個ESG小組，小組成員來自各有關部門的骨幹，分別負責協助ESG委員會監督各部門推展ESG有關事宜，協助制定關鍵績效指標及定期評估成效，並舉辦講座及組織活動以提升員工對環境保護的意識。本集團還透過多個渠道收集持份者的訴求及建議，例如：客戶可向顧客服務中心、供應商／品牌商可向採購部／品牌招商部、股東可於上市公司股東大會中提出建議；本集團還設置員工建議箱，收集員工建議，郵件直接發送至管理層，管理層先參考建議的可行性，然後實施有關建議，於報告期內，管理層已實施員工的建議，按照商場區域調整溫度，以減少商場的用電。ESG委員會負責定期向董事局彙報執行情況及提出優化建議。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### IX. ENVIRONMENTAL, SOCIAL AND GOVERNANCE IMPLEMENTATION (continued)

The terms of reference, organizational structure, reporting line and members of the ESG Committee are as follows:

### 九、環境、社會和管治的執行 (續)

ESG委員會的職權範圍、組織架構、彙報管道及成員如下：

Environmental, Social and Governance Committee Leader: Chief Executive Officer (Secretary of the Committee: Company Secretary of the Group) 環境、社會及管治委員會 領導：行政總裁 (委員會秘書：公司秘書)				
Environmental, Social and Governance Committee Convenor 環境、社會及管治委員會 召集人				
Community and Shareholders/Investors Focus Task Force 投資者 and 社會關注小組	Employees and Occupational Safety Focus Task Force 員工和職安關注小組	Suppliers Focus Task Force 供應商關注小組	Customers Focus Task Force 客戶關注小組	Environmental Focus Task Force 環境保護關注小組
<b>Xi'an – Enterprise Management</b> 西安－企業管理 <ul style="list-style-type: none"> <li>To maintain good communication with shareholders and other stakeholders, and to enhance shareholders' value in the long run</li> <li>To care for the community and people in need; to ensure that the interests of the community are considered in conducting business activities</li> <li>與股東和其他持份者保持良好的溝通，提高股東的長遠價值</li> <li>關心社會及有需要人士，確保業務活動會考慮社區的利益</li> </ul>	<b>Xi'an – Human Resources Department</b> 西安－人力資源部 <ul style="list-style-type: none"> <li>To care for our people, from recruitment, training to developing our employees</li> <li>To maintain good communication and interactions with the management team</li> <li>To give appropriate encouragement and recognition to employees</li> <li>To provide a safe working environment</li> <li>To prevent bribes, extortion, frauds and money laundering</li> <li>關注員工的招聘、培育和發展</li> <li>與管理團隊作良好的溝通和互動</li> <li>對員工給予適當的鼓勵及肯定</li> <li>提供安全的工作環境</li> <li>關注賄賂、勒索、欺詐及洗黑錢的防避</li> </ul>	<b>Xi'an – Purchasing Department</b> 西安－採購部 <ul style="list-style-type: none"> <li>To pay attention to product safety from suppliers</li> <li>To focus on the procurement procedures and the practice in supplier selection</li> <li>To maintain good communication and interactions with suppliers and to build up trust; so as to keep the good reputation, integrity and sustainable development of the Group</li> <li>關注供應商商品安全</li> <li>關注採購程序和聘用供應商的慣例</li> <li>與供應商保持良好的溝通和建立互信，以促進集團的聲譽、誠信和可持續性發展</li> </ul>	<b>Xi'an – Customer Service Department</b> 西安－顧客服務部 <ul style="list-style-type: none"> <li>To concern about the customers' service quality expectations</li> <li>To maintain good communication and interactions with customers and to build up trust; so as to keep the good reputation, integrity and sustainable development of the Group</li> <li>To focus on protecting our customers' rights and interests; and their privacy</li> <li>關注顧客服務質素及期望</li> <li>與顧客保持良好的溝通和建立互信，以促進集團的聲譽、誠信和可持續性發展</li> <li>關注智慧財產權和客戶私隱的保護</li> </ul>	<b>Xi'an – Engineering Property Center</b> 西安－工程物保中心 <ul style="list-style-type: none"> <li>To cultivate a corporate culture in promoting energy conservation, to prevent pollution, to reduce emissions and to reduce wastes</li> <li>To pay attention to the environmental protection related policies, measures and effectiveness (including setting up of KPIs and performance evaluation)</li> <li>鼓勵節約能源、防止污染、減少碳排放、保護天然資源和減少浪費的企業文化</li> <li>關注環保政策、措施和成效(包括關鍵績效指標的制定及評估成效)</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### X. VISION OUTLOOK

As a good corporate citizen, the Group strives to strike a balance between achieving the corporate economic goals and business objectives, and to fulfill their social responsibility. We will continue to evaluate our performance in environmental protection, employee care, merchandise/service quality and community investment and to build edge for the sustainable development of the Group.

The Group will endeavor to comply with the stringent laws and regulations of environmental protection, allocate resources to improve equipment and facilities using natural resources. We will also put employee satisfaction and production safety as its top priority. The Group aims at attracting more talents through providing a safe workplace and competitive remuneration scheme. As for merchandise and service quality, we will continue to invest resources for further enhancement of our employees' service quality and to provide better customer service and high quality merchandises to our customers. We are also committed to fulfilling our social responsibility by actively participating in charitable activities and promoting the community's sustainable development.

The Group aspires to become a respectable enterprise. Going forward, the Group serves to enhance its business performance through implementation of sustainable development strategies and to generate more meaningful long-term value for the enterprise and its stakeholders.

### 十、未來願景

作為良好的企業公民，本集團希望平衡實踐企業的經營宗旨和業務目標，以及履行社會責任。我們將繼續關注在環境保護、員工關懷、商品／服務質量和社區貢獻等層面的表現，以締造可持續發展的新優勢。

本集團將堅持遵守日益嚴謹的環保法律法規，積極推廣及參與各類環保活動，投入資源優化使用天然資源的設備與設施。我們亦會以滿足員工及工作安全為前提，提供安全優質的工作環境，並以有競爭力的薪酬機制，吸納更多技術型和管理方面的優秀人才。在商品質量和客戶服務方面，我們將不斷投放資源，提升員工的服務質素，以提供更高水平的服務及高品質的商品予客戶。同時，我們將堅守承擔社會責任的初心，積極參與公益事業，努力推動社區可持續發展。

本集團以成為一家受尊敬的企業為目標，希望透過實踐可持續發展策略，提升業務表現，為企業及持份者創造更多更有意義的長遠價值。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XI. ENVIRONMENTAL PERFORMANCE DATA SUMMARY

### 十一、環境數據表現摘要

	Unit 單位	2019/2020 2019/2020 年度	2018/2019 <sup>5</sup> 2018/2019 年度 <sup>5</sup>
<b>Greenhouse gas ("GHG") Emissions:</b>			
溫室氣體：			
<b>Scope 1<sup>1</sup>:</b>			
範圍一 <sup>1</sup> :			
<b>Total</b>	Tonnes	<b>128.04</b>	148.32
總量	噸		
<b>Intensity<sup>3</sup></b>	Tonnes	<b>0.54</b>	0.66
密度 <sup>3</sup>	噸		
<b>Scope 2<sup>2</sup>:</b>			
範圍二 <sup>2</sup> :			
<b>Total</b>	Tonnes	<b>31,447.23</b>	36,204.75
總量	噸		
<b>Intensity<sup>3</sup></b>	Tonnes	<b>132.89</b>	160.06
密度 <sup>3</sup>	噸		
<b>Air Emissions:</b>			
廢氣總排放量：			
<b>Nitrogen Oxides</b>	Kilograms	<b>246.88</b>	166.76
氮氧化物	公斤		
<b>Sulfur Oxides</b>	Kilograms	<b>0.31</b>	0.31
硫氧化物	公斤		
<b>Particulate Matters</b>	Kilograms	<b>13.87</b>	10.05
顆粒物	公斤		
<b>Non-hazardous Wastes<sup>4</sup>:</b>			
無害固體廢物 <sup>4</sup> :			
<b>Total</b>	Tonnes	<b>100.53</b>	2,648.40
總量	噸		
<b>Intensity<sup>3</sup></b>	Tonnes	<b>0.42</b>	11.71
密度 <sup>3</sup>	噸		
<b>Packaging Materials Used for Merchandise:</b>			
商品所用包裝材料：			
<b>Total</b>	Tonnes	<b>65.58</b>	89.40
總量	噸		
<b>Intensity<sup>3</sup></b>	Tonnes	<b>0.28</b>	0.40
密度 <sup>3</sup>	噸		

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XI. ENVIRONMENTAL PERFORMANCE DATA SUMMARY *(continued)*

### 十一、環境數據表現摘要 (續)

	Unit 單位	2019/2020 2019/2020 年度	2018/2019 <sup>5</sup> 2018/2019 年度 <sup>5</sup>
<b>Energy and Water Consumption:</b>			
天然資源消耗量：			
<b>Electricity:</b>			
電力：			
<b>Total</b>	MWh	<b>34,350.62</b>	38,864.33
總量	兆瓦時		
<b>Intensity<sup>3</sup></b>	MWh	<b>145.16</b>	171.81
密度 <sup>3</sup>	兆瓦時		
<b>Diesel:</b>			
柴油：			
<b>Total</b>	Liters	<b>11,409.00</b>	13,151.47
總量	公升		
<b>Intensity<sup>3</sup></b>	Liters	<b>48.21</b>	58.14
密度 <sup>3</sup>	公升		
<b>Gasoline:</b>			
汽油：			
<b>Total</b>	Liters	<b>8,815.00</b>	7,734.00
總量	公升		
<b>Intensity<sup>3</sup></b>	Liters	<b>37.25</b>	34.19
密度 <sup>3</sup>	公升		
<b>Natural gas:</b>			
天然氣：			
<b>Total</b>	Cubic meters	<b>39,606.00</b>	52,093.00
總量	立方米		
<b>Intensity<sup>3</sup></b>	Cubic meters	<b>167.36</b>	230.30
密度 <sup>3</sup>	立方米		
<b>Water:</b>			
水資源：			
<b>Total</b>	Cubic meters	<b>271,879.67</b>	327,240.81
總量	立方米		
<b>Intensity<sup>3</sup></b>	Cubic meters	<b>1,148.88</b>	1,446.69
密度 <sup>3</sup>	立方米		

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XI. ENVIRONMENTAL PERFORMANCE DATA SUMMARY (continued)

Notes:

- <sup>1</sup> Scope 1 refers to the Group's business direct GHG emission, including combustion of diesel, gasoline and natural gas.
- <sup>2</sup> Scope 2 refers to the Group's business indirect GHG emissions, including consumption of purchased electricity.
- <sup>3</sup> The Group's greenhouse gas emission intensity is calculated based on 0.001 square meters (m<sup>2</sup>) of the floor area of the shopping malls and offices. During the reporting period, there were no expansions in the shopping malls, supermarkets and offices nor the relocation or demolition project related to the business.
- <sup>4</sup> During the reporting period, all shopping malls did not carry out any renovation works, so no construction waste was generated, and the non-hazardous waste was the domestic waste produced by the employees of all shopping malls and offices. Domestic waste data is a multiple of average daily weight of waste produced by each person and the number of employees at month end.
- <sup>5</sup> Part of the data for the previous year are restated to conform with the current year's presentation.

### 十一、環境數據表現摘要 (續)

附注：

- <sup>1</sup> 範圍一是指本集團業務因直接使用燃料而產生的溫室氣體排放，包括燃燒柴油、汽油及天然氣。
- <sup>2</sup> 範圍二是指本集團業務內部消耗購回來的電力所引致的「間接能源」溫室氣體排放。
- <sup>3</sup> 以上環境表現數據的密度是按商場及辦公室的建築面積的0.001平方米進行計算，而於報告期內與業務相關的商場、購物中心、超級市場及辦公室未有進行任何擴建或遷拆工程。
- <sup>4</sup> 於報告期內，各商場沒有進行任何裝修工程，因此沒有產生工程垃圾；而無害廢物為各商場及辦公室員工所產生的生活垃圾，生活垃圾數據是按照每人每天平均產生的廢物重量乘以當月月底的員工人數計算。
- <sup>5</sup> 上年度部分數據需重新分類作為比較用途。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XII. “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX

### 十二、香港聯合交易所有限公司的《環境、社會及管治報告指引》

General Disclosure/  
Key Performance  
Indicators (“KPIs”)  
一般披露/  
關鍵績效指標

Reporting Guideline  
報告指引

Page  
頁數

#### A. Environmental A. 環境

Aspect A1  
層面A1

Emissions  
排放物

General Disclosure

Information on:

67 – 70

一般披露

(a) the policies; and  
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

(a) 政策；及  
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

KPI A1.1

The types of emissions and respective emissions data.

102 – 104

關鍵績效指標A1.1

排放物種類及相關排放數據。

KPI A1.2

Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

70 – 78,  
102 – 104

關鍵績效指標A1.2

溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。

KPI A1.3

Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

N/A<sup>1</sup>

關鍵績效指標A1.3

所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。

不適用<sup>1</sup>

KPI A1.4

Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).

102 – 104

關鍵績效指標A1.4

所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XII. "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE" BY HKEX (continued)

### 十二、香港聯合交易所有限公司的《環境、社會及管治報告指引》(續)

General Disclosure/ Key Performance Indicators ("KPIs") 一般披露/ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	67 – 70
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous 1 and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害1及無害廢棄物的方法、減低產生量的措施及所得成果。	68
<b>Aspect A2 層面A2</b>	<b>Use of Resources 資源使用</b>	
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	70 – 80
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (MWh) and intensity 1 (e.g. per unit of production volume, per facility) 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	70 – 78, 102 – 104
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity 1 (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	78 – 79, 102 – 104
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	78 – 80
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。	78 – 79
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for merchandise (in tonnes) and, if applicable, with reference to per unit produced 1. 商品所用包裝材料的總量(以噸計算)及(如適用)每產量單位的用量。	102 – 104



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XII. “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX (continued)

### 十二、香港聯合交易所有限公司的《環境、社會及管治報告指引》(續)

#### General Disclosure/

#### Key Performance

#### Indicators (“KPIs”)

一般披露／

關鍵績效指標

#### Reporting Guideline

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#### Aspect A3

#### 層面A3

General Disclosure

一般披露

KPI A3.1

關鍵績效指標A3.1

#### The Environment and Natural Resources

#### 環境及天然資源

Policies on minimizing the issuer’s significant impact on the environment and natural resources

減低發行人對環境及天然資源造成重大影響的政策。

Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.

描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。

#### B. Social <sup>2</sup>

#### B. 社會<sup>2</sup>

#### Aspect B1

#### 層面B1

General Disclosure

一般披露

#### Employment and Labor Practices

#### 僱傭

Information on:

(a) the policies; and

(b) compliance with relevant laws and regulations that have a significant impact on the issuer

relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：

(a) 政策；及

(b) 遵守對發行人有重大影響的相關法律及規例的資料。

82 – 87

#### Aspect B2

#### 層面B2

General Disclosure

一般披露

#### Health and Safety

#### 健康與安全

Information on:

(a) the policies; and

(b) compliance with relevant laws and regulations that have a significant impact on the issuer

relating to providing a safe working environment and protecting employees from occupational hazards.

有關提供安全工作環境及保障僱員避免職業性危害的：

(a) 政策；及

(b) 遵守對發行人有重大影響的相關法律及規例的資料。

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# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XII. "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE" BY HKEX (continued)

### 十二、香港聯合交易所有限公司的《環境、社會及管治報告指引》(續)

#### General Disclosure/ Key Performance Indicators ("KPIs")

一般披露/  
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#### Reporting Guideline

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#### Aspect B3 層面B3

General Disclosure

一般披露

#### Development and Training

發展及培訓

Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。

87 – 88

#### Aspect B4 層面B4

General Disclosure

一般披露

#### Labor Standards

勞工準則

Information on:  
(a) the policies; and  
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labor. 有關防止童工或強制勞工的：  
(a) 政策；及  
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

83

#### Aspect B5 層面B5

General Disclosure

一般披露

#### Supply Chain Management

供應鏈管理

Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。

91 – 92

#### Aspect B6 層面B6

General Disclosure

一般披露

#### Product and Service Responsibility

商品和服務責任

Information on:  
(a) the policies; and  
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供商品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：  
(a) 政策；及  
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

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# Environmental, Social and Governance Report

## 環境、社會及管治報告

### XII. “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE” BY HKEX (continued)

### 十二、香港聯合交易所有限公司的《環境、社會及管治報告指引》(續)

#### General Disclosure/ Key Performance

Indicators (“KPIs”) 一般披露/ 關鍵績效指標	Reporting Guideline 報告指引	Page 頁數
<b>Aspect B7</b> 層面B7 General Disclosure  一般披露	<b>Anti-corruption</b> 反貪污 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	97
<b>Aspect B8</b> 層面B8 General Disclosure  一般披露	<b>Community Investment</b> 社區投資 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities’ interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	98

#### Notes:

- <sup>1</sup> The Group’s main business is operating department stores, shopping centers and supermarkets. We did not generate any hazardous wastes.
- <sup>2</sup> Pursuant to Appendix 27 of the “Main Board Listing Rules”, the KPIs under Area B “Social” are recommended disclosures only. Therefore, the Group choose not to disclose those KPIs in this report.

#### 附註：

- <sup>1</sup> 本集團主要業務是經營百貨商場、購物中心及超級市場，因此沒有產生任何有害廢物。
- <sup>2</sup> 由於《主機板上市規則》附錄27有關「主要範疇B.社會」的關鍵績效指標只屬建議披露條文，因此本集團選擇不披露該等關鍵績效指標。

# Independent Auditor's Report

## 獨立核數師報告

### Independent auditor's report to the shareholders of Century Ginwa Retail Holdings Limited

(Incorporated in Bermuda with limited liability)

#### OPINION

We have audited the consolidated financial statements of Century Ginwa Retail Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 119 to 264, 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 consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 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 ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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.

### 致世紀金花商業控股有限公司各股東的獨立核數師報告

(於百慕達註冊成立之有限公司)

#### 意見

我們已審核載列於第119至264頁的世紀金花商業控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,當中包括於二零二零年三月三十一日的綜合財務狀況表、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、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零二零年三月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之適用披露要求妥為編製。

#### 意見基準

我們已按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核工作。我們根據該等準則的責任進一步描述於本報告「核數師有關審核綜合財務報表的責任」一節。按照香港會計師公會的「專業會計師操守守則」(「守則」)連同有關百慕達與我們對綜合財務報表的審核相關的任何道德要求,我們獨立於 貴集團,且我們已按照該等要求及守則履行其他道德責任。我們相信,我們獲取的審核證據屬充分、適當,為發表審核意見提供了基礎。

#### 關鍵審核事項

關鍵審核事項指根據我們的專業判斷,在我們對本期綜合財務報表的審核中最重要的事項。該等事項在我們對綜合財務報表進行整體審核及就此達致意見時處理,我們並不就此另外提供意見。



# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審核事項 (續)

#### Assessment of impairment of goodwill

#### 商譽減值評估

Refer to Note 15 to the consolidated financial statements and the accounting policies in Note 2(f).  
請參閱綜合財務報表附註15及附註2(f)的會計政策。

#### The Key Audit Matter

#### 關鍵審核事項

As at 31 March 2020, goodwill, which arose from business acquisitions of department store and supermarket operations in prior years, amounted to RMB222.8 million and accounted for approximately 3.0% of the Group's total assets at that date. Impairment losses on goodwill of RMB470.6 million were recognised in the consolidated statement of profit or loss for the year ended 31 March 2020 (31 March 2019: RMB194.7 million).

於二零二零年三月三十一日，商譽（因過往年度進行百貨商場及超級市場業務之業務收購而產生）達人民幣222,800,000元，佔該日 貴集團的總資產約3.0%。於截至二零二零年三月三十一日止年度之綜合損益表內已確認商譽之減值虧損人民幣470,600,000元（二零一九年三月三十一日：人民幣194,700,000元）。

The financial performance of the Group's department store and supermarket operations, as a consequence of slow down in economic growth in the People's Republic of China (the "PRC"), as well as intense competition from surrounding shopping malls and online retail sales, has underperformed management's expectations when these businesses were acquired, which has increased the risk that goodwill related to these business acquisitions may be impaired.

由於中華人民共和國（「中國」）經濟增長放緩及來自周邊購物中心與網上零售的競爭加劇， 貴集團百貨商場及超級市場業務的財務表現低於管理層收購該等業務時的預期，增加了有關收購該等業務的商譽可能減值的風險。

Management performs impairment assessments of the relevant CGUs to which goodwill has been allocated at the end of each reporting period. Management compares the carrying amount of each CGU with its recoverable amount, which is determined by assessing the value-in-use based on discounted cash flow forecasts.

管理層已於各報告期末對獲分配商譽的相關現金產生單位進行減值評估。管理層將各現金產生單位的賬面值與其可收回金額比較，可收回金額乃透過基於貼現現金流預測評估使用價值而釐定。

#### How the matter was addressed in our audit

#### 我們的審核中如何處理有關事項

Our audit procedures to assess impairment of goodwill included the following:

我們評估商譽減值的審核程序包括以下各項：

- assessing and challenging the Group's identification of cash-generating units ("CGUs") and the allocation of goodwill and other assets to those CGUs;  
評估及質疑 貴集團對現金產生單位（「現金產生單位」）的識別及向該等現金產生單位分配商譽及其他資產；
- assessing the reliability of management's cash flow forecasting process by comparing the previous year's forecasts with the current year's results, discussing significant variances with management and considering the effect of such variances on the current year's forecasts;  
透過將上一年度的預測與本年度業績比較，評估管理層現金流預測過程的可靠性，與管理層討論重大偏差，並考慮該偏差對本年度預測的影響；
- involving our internal valuation specialists to assist us in evaluating management's valuation methodology, in assessing the discount rate applied by comparison with the discount rates for similar companies in the same industry;  
安排我們的內部估值專家協助我們評估管理層的估值方法，以透過比較同行業類似公司的貼現率，評估所採納的貼現率；



# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審核事項 (續)

#### Assessment of impairment of goodwill (continued)

#### 商譽減值評估 (續)

#### The Key Audit Matter

#### 關鍵審核事項

The preparation of discounted cash flow forecasts involves the exercise of significant management judgement, in particular in forecasting revenue growth and operating profit and in determining appropriate discount rates.

編製貼現現金流預測涉及管理層作出重大判斷，尤其是在預測收益增長及經營溢利以及釐定適當的貼現率時。

We identified the assessment of impairment of goodwill as a key audit matter because the carrying value of goodwill is material to the consolidated financial statements, and also because management's forecasts of the future cash flows involve certain critical judgements in respect of the assumptions made, which are inherently uncertain and could be subject to management bias.

我們認為商譽減值的評估是一項關鍵審核事項，原因是商譽的賬面值對綜合財務報表屬重大，且管理層對未來現金流預測涉及有關所作出假設的若干關鍵判斷，而該等判斷本質上是不確定的，可能受到管理層偏見的影响。

#### How the matter was addressed in our audit

#### 我們的審核中如何處理有關事項

- obtaining management's sensitivity analysis and challenging the key assumptions to which the outcome of the impairment assessments was most sensitive, including forecast revenue and forecast profit margins, and considering if there was any indication of management bias in the selection of these assumptions; and  
獲取管理層的敏感度分析，質疑減值評估結果最敏感的關鍵假設（包括預測收益及預測利潤率），考慮是否有任何跡象顯示管理層在選擇該等假設時存在管理層偏見；及
- considering the disclosures in the consolidated financial statements in respect of the impairment assessments.  
考慮綜合財務報表中有關減值評估的披露。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審核事項 (續)

#### Valuation of land and buildings held for own use and investment property

#### 持作自用之土地及樓宇以及投資物業估值

Refer to Notes 12 and 13 to the consolidated financial statements and the accounting policies in Notes 2(h) and (i).

請參閱綜合財務報表附註12及13以及附註2(h)及(i)的會計政策。

#### The Key Audit Matter

#### 關鍵審核事項

The Group is engaged in the operation of department stores, a shopping mall and supermarkets in the PRC.

貴集團主要從事在中國經營百貨商場、購物中心及超級市場。

The Group's land and buildings held for own use and investment property are revalued at the end of each reporting period and are stated at their fair values.

貴集團持作自用之土地及樓宇以及投資物業於各報告期末重估，按其公允值入賬。

As at 31 March 2020, land and buildings held for own use and an investment property with aggregate fair value of RMB4,109 million accounted for approximately 55.6% of the Group's total assets at that date. Valuation loss on an investment property of RMB28.7 million and surplus on revaluation of land and buildings held for own use of RMB9.4 million were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2020 (31 March 2019: valuation loss of RMBNil and surplus on revaluation of land and buildings held for own use of RMB18.7 million).

於二零二零年三月三十一日，總公允值為人民幣4,109,000,000元的持作自用之土地及樓宇以及投資物業佔該日 貴集團總資產約55.6%。截至二零二零年三月三十一日止年度，已於綜合損益及其他全面收益表確認投資物業之估值虧損人民幣28,700,000元及持作自用之土地及樓宇之重估盈餘人民幣9,400,000元（二零一九年三月三十一日：估值虧損人民幣零元以及持作自用之土地及樓宇之重估盈餘人民幣18,700,000元）。

#### How the matter was addressed in our audit

#### 我們的審核中如何處理有關事項

Our audit procedures to assess the valuation of leasehold land and buildings held for own use and investment property included the following: 我們評估持作自用之土地及樓宇以及投資物業估值的審核程序包括以下各項：

- assessing the external property valuer's qualifications, expertise and experience and considering the external property valuer's objectivity and independence; 評估外部物業估值師的資格、專長及經驗，並考慮其客觀性及獨立性；
- assessing whether the properties held by the Group were valued on a consistent basis using a consistent methodology by inquiry of management and the external property valuer; 透過查詢管理層及外部物業估值師，評估 貴集團持有的物業是否使用一致方法按一致基準估值；
- involving our internal valuation specialists to assist us in assessing the valuations prepared by the external property valuer by evaluating the valuation methodology adopted and comparing the valuations with recent sales transactions of properties of the same type and in the similar location as the Group's properties which were subject to valuation; and 安排我們的內部估值專家協助我們評估外部物業估值師編製的估值，評估所採納的估值方法，比較估值及 貴集團估值的物業的類型及地點相同的物業的近期銷售交易；及

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審核事項 (續)

#### Valuation of land and buildings held for own use and investment property (continued)

#### 持作自用之土地及樓宇以及投資物業估值 (續)

Refer to Notes 12 and 13 to the consolidated financial statements and the accounting policies in Notes 2(h) and (i).

請參閱綜合財務報表附註12及13以及附註2(h)及(i)的會計政策。

#### The Key Audit Matter

#### 關鍵審核事項

The fair values of land and buildings held for own use and the investment property were assessed by the board of directors based on independent valuations prepared by an external property valuer using certain estimates, which included comparable market prices.

持作自用之土地及樓宇以及投資物業的公允值乃由董事會基於外部物業估值師使用若干估計(包括可資比較市場價格)編製的獨立估值而評估。

We identified the valuation of land and buildings held for own use and investment property as a key audit matter because of the significance of their value to the Group's total assets and also because determining their fair values involves a significant degree of judgement.

我們認為持作自用之土地及樓宇以及投資物業的估值為一項關鍵審核事項，原因是其價值對貴集團總資產屬重大，且釐定其公允值涉及重大程度的判斷。

#### How the matter was addressed in our audit

#### 我們的審核中如何處理有關事項

- considering the disclosures in the consolidated financial statements in respect of the valuation of land and buildings held for own use and investment property.

考慮綜合財務報表中有關持作自用之土地及樓宇以及投資物業估值的披露。

# Independent Auditor's Report

## 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### 除綜合財務報表及核數師報告以外的資料

董事對其他資料負責。其他資料包括年報中包含的所有資料，但不包括綜合財務報表及我們就此的核數師報告。

我們對綜合財務報表的意見不涵蓋其他資料，且我們並不對此發表任何形式的保證結論。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，並同時考慮其他資料是否與綜合財務報表或我們在審核過程中獲得的了解存在重大不一致或看似被重大錯報。

倘若基於我們進行的工作，我們認為該其他資料存在重大錯報，則我們須報告該事實。我們在此方面無任何發現可報告。

### 董事對綜合財務報表的責任

董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編制綜合財務報表，以使綜合財務報表作出真實而公平的反映，及落實其認為必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯報。

在編製綜合財務報表時，董事有責任評估貴集團持續經營的能力，披露（如適用）與持續經營有關的事項，並使用持續經營會計基準（除非董事擬將貴集團清盤或終止經營，或除此之外並無其他可行的選擇）。

董事在履行監督貴集團財務報告程序的職責時獲審核委員會協助。

# Independent Auditor's Report

## 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

### 核數師審核綜合財務報表的責任

我們的目標是就綜合財務報表整體是否不存在重大錯報（不論因欺詐或錯誤導致）取得合理保證，並出具包含我們意見的核數師報告。本報告根據一九八一年百慕達公司法第90條僅向閣下提供，不得用於其他用途。我們概不就本報告的內容向其他任何人負有或承擔任何責任。

合理保證是一種高水平的保證，但並不保證按照香港審計準則進行的審核總能發現所存在的重大錯報。錯報可能因欺詐或錯誤而產生，如個別或整體合理預期可能影響用戶基於該等綜合財務報表作出的經濟決定，則屬重大。

作為按照香港審計準則進行審核的一部分，我們在整個審核期間作出專業判斷並保持專業懷疑。我們亦：

- 識別及評估綜合財務報表中存在重大錯報（不論因欺詐或錯誤導致）的風險，設計及執行應對該等風險的審核程序，並取得充分適當的審核證據，為我們的意見提供基礎。未發現欺詐導致重大錯報的風險高於錯誤導致重大錯報的風險，原因是欺詐可能涉及勾結、偽造、故意遺漏、虛假陳述或超越內部控制。
- 取得與審核相關的內部控制的理理解，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的適當性及所作出會計估計的合理性。



# Independent Auditor's Report

## 獨立核數師報告

### 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.

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

### 核數師審核綜合財務報表的責任 (續)

- 對董事使用持續經營會計基準的適當性，及（基於所取得的審核證據）是否存在與事件或狀況相關且可能導致對 貴集團持續經營能力產生重大疑問的重大不確定性得出結論。倘若我們認為存在重大不確定性，需要在核數師報告中提請注意綜合財務報表的相關披露或（如該披露不足）修改我們的意見。我們的結論基於截至核數師報告日期所獲得的審核證據。然而，未來事件或狀況可能導致 貴集團無法持續經營。
- 評價綜合財務報表的整體列報、結構及內容，包括披露及綜合財務報表是否按實現公允列報的方式反映了相關交易及事件。
- 獲取有關 貴集團內實體或業務活動的財務資料的充分適當的審核證據，以對綜合財務報表發表意見。我們負責指導、監督及進行集團審核。我們仍然對我們的審核意見承擔全部責任。

我們就（其中包括）審核的規劃範圍及時間與重大審核結果（包括我們在審核中發現的內部控制重大缺陷）與審核委員會溝通。

我們亦向審核委員會提供一份聲明，表示我們已遵守有關獨立性的相關道德要求，並就合理可能導致對我們獨立性產生疑問的所有關係及（如適用）相關保障措施與審核委員會溝通。



# Independent Auditor's Report

## 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheung Tsz Chung.

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

29 June 2020

### 核數師審核綜合財務報表的責任 (續)

根據與審核委員會溝通的事項，我們認為有關事項是對審核本期間綜合財務報表而言最重要的事項，因此屬於關鍵審核事項。我們在核數師報告中說明該等事項，除非法律或法規禁止公開披露該事項，或（在極少數情況下）由於其不利後果合理預期將超過公開披露所帶來的公共利益，我們認為該事項不應在我們的報告中披露。

出具本獨立核數師報告的審計項目合夥人是張子頌。

#### 畢馬威會計師事務所

執業會計師

香港中環  
遮打道10號  
太子大廈8樓

二零二零年六月二十九日



# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)呈列)

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
	Note 附註			
<b>Revenue</b>		<b>4</b>	<b>642,012</b>	1,054,065
Other net income		5	10,629	3,895
Cost of goods sold		19	(252,183)	(517,105)
Sales and other taxes and surcharges			(19,810)	(28,535)
Staff costs		6(b)	(125,151)	(144,066)
Rental expenses			(1,059)	(39,772)
Depreciation expenses		12	(165,095)	(143,350)
Utilities expenses			(34,032)	(37,770)
Advertisement expenses			(6,361)	(21,456)
Impairment losses on goodwill		15	(470,605)	(194,728)
Other operating expenses		6(c)	(747,635)	(90,878)
<b>Loss from operations</b>			<b>(1,169,290)</b>	(159,700)
Valuation loss on an investment property		13	(28,700)	-
Net finance costs		6(a)	(118,509)	(88,107)
<b>Loss before taxation</b>		<b>6</b>	<b>(1,316,499)</b>	(247,807)
Income tax		7	3,909	(16,018)
<b>Loss for the year</b>			<b>(1,312,590)</b>	(263,825)
<b>Attributable to:</b>				
Equity shareholders of the Company			(1,279,095)	(261,575)
Non-controlling interests			(33,495)	(2,250)
<b>Loss for the year</b>			<b>(1,312,590)</b>	(263,825)
<b>Loss per share</b>				
Basic (RMB)		11(a)	(0.550)	(0.113)
Diluted (RMB)		11(b)	(0.550)	(0.113)

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

The notes on pages 129 to 264 form part of these financial statements.

第129至264頁之附註乃組成該等財務報表之部份。

# 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 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
<b>Loss for the year</b>	本年度虧損	<b>(1,312,590)</b>	(263,825)
<b>Other comprehensive income for the year (after tax and reclassification adjustments):</b>	本年度其他全面收益(經扣除稅項及重新分類調整):		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之項目:		
– Surplus on revaluation of land and buildings held for own use	– 重估持作自用之土地及樓宇盈餘	10 <b>9,365</b>	18,695
– Equity investments at fair value through other comprehensive income (non-recycling)	– 按公允值計量且其變動計入其他全面收益之權益投資(不可劃轉)	10 <b>(59,667)</b>	(37,231)
		<b>(50,302)</b>	(18,536)
Item that may be reclassified subsequently to profit or loss:	期後可重新分類至損益之項目:		
– Exchange differences on translation into presentation currency	– 換算為呈列貨幣之匯兌差額	10 <b>(17,192)</b>	(14,438)
		<b>(17,192)</b>	(14,438)
<b>Other comprehensive income for the year</b>	本年度其他全面收益	<b>(67,494)</b>	(32,974)
<b>Total comprehensive income for the year</b>	本年度全面收益總額	<b>(1,380,084)</b>	(296,799)

# 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 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

		2020	2019
		二零二零年	二零一九年
Note		<b>RMB'000</b>	RMB'000
附註		人民幣千元	人民幣千元
			(Note)
			(附註)
<b>Attributable to:</b>	<b>由以下人士應佔：</b>		
Equity shareholders of the Company	本公司股東	<b>(1,336,970)</b>	(288,549)
Non-controlling interests	非控股權益	<b>(43,114)</b>	(8,250)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	<b>(1,380,084)</b>	(296,799)

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

The notes on pages 129 to 264 form part of these financial statements.

第129至264頁之附註乃組成該等財務報表之部份。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日

(Expressed in RMB) (以人民幣呈列)

		Note	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	3,053,173	3,122,037
Investment property	投資物業	13	1,265,300	1,294,000
Intangible assets	無形資產	14	424,812	424,812
Goodwill	商譽	15	222,818	693,423
Prepayments for acquisition of properties	收購物業之預付款項	17	1,485,125	1,394,869
Other financial assets	其他金融資產	18	182,400	252,600
Interests in joint ventures	於合資企業權益		1	1
Deferred tax assets	遞延稅項資產	26(b)	35,990	18,239
			<b>6,669,619</b>	<b>7,199,981</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	19	27,562	41,823
Trade and other receivables	應收賬款及其他應收款	20	193,197	475,157
Cash at bank and on hand	銀行結存及手頭現金	21	500,806	544,690
			<b>721,565</b>	<b>1,061,670</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	22	1,122,327	1,135,079
Bank and other borrowings	銀行及其他借貸	23(a)	1,465,886	866,401
Lease liabilities	租賃負債	24	23,198	–
Income tax payable	應付所得稅	26(a)	34,337	38,970
			<b>2,645,748</b>	<b>2,040,450</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(1,924,183)</b>	<b>(978,780)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>4,745,436</b>	<b>6,221,201</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Long term payables	長期應付款		94,046	–
Bank and other borrowings	銀行及其他借貸	23(b)	1,241,517	1,498,000
Lease liabilities	租賃負債	24	61,911	–
Deferred tax liabilities	遞延稅項負債	26(b)	639,244	634,976
			<b>2,036,718</b>	<b>2,132,976</b>
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>2,708,718</b>	<b>4,088,225</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日  
(Expressed in RMB) (以人民幣呈列)

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
		Note 附註		
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>	27		
Share capital	股本		199,369	199,369
Reserves	儲備		2,422,509	3,758,902
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司股東應佔權益總額</b>		<b>2,621,878</b>	3,958,271
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>86,840</b>	129,954
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>2,708,718</b>	4,088,225

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

Approved and authorised for issue by the board of directors on 29 June 2020.

經董事會於二零二零年六月二十九日批准及授權刊發。

**Huang Shunxu**  
黃順緒  
Chairman  
主席

**Qin Chuan**  
秦川  
Director  
董事

The notes on pages 129 to 264 form part of these financial statements.

第129至264頁之附註乃組成該等財務報表之部份。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

		Attributable to equity shareholders of the Company 本公司股東應佔													
		Share capital	Share premium	Shares held under share award scheme	Capital reserve	Contributed surplus	Property revaluation reserve	Fair value reserve (non-recycling)	Fair value reserve (recycling)	Statutory reserves	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	持有之股份獎勵計劃	資本儲備	繳入盈餘	物業重估儲備	公允價值儲備(不可劃轉)	公允價值儲備(可劃轉)	法定儲備	匯兌儲備	保留溢利	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))	(Note 27(d)(iv))	(Note 27(d)(v))	(Note 27(d)(vi))	(Note 27(d)(vii))	(Note 27(d)(viii))	(Note 27(d)(ix))	(Note 27(d)(x))	(Note 27(d)(xi))	(Note 27(d)(xii))	(Note 27(d)(xiii))
Balance at 31 March 2018	於二零一八年三月三十一日結餘	199,369	1,136,595	(2,922)	(37,572)	995,255	1,125,441	-	(36,591)	129,585	127,530	610,670	4,247,360	138,239	4,385,599
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	-	-	-	-	-	-	(29,340)	36,591	-	-	(8,970)	(1,719)	(35)	(1,754)
Adjusted balance at 1 April 2018	於二零一八年四月一日之調整後結餘	199,369	1,136,595	(2,922)	(37,572)	995,255	1,125,441	(29,340)	-	129,585	127,530	601,700	4,245,641	138,204	4,383,845
Changes in equity for the year:	本年度權益變動:														
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(261,575)	(261,575)	(2,250)	(263,825)
Other comprehensive income	其他全面收益	-	-	-	-	-	18,695	(31,231)	-	-	(14,438)	-	(26,974)	(6,000)	(32,974)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	18,695	(31,231)	-	-	(14,438)	(261,575)	(288,549)	(8,250)	(296,799)
Equity-settled share-based transactions (Note 25(a))	按股權結算以股份支付之交易 (附註25(a))	-	-	-	1,179	-	-	-	-	-	-	-	1,179	-	1,179
		-	-	-	1,179	-	-	-	-	-	-	-	1,179	-	1,179
Balance at 31 March 2019	於二零一九年三月三十一日結餘	199,369	1,136,595	(2,922)	(36,393)	995,255	1,144,136	(60,571)	-	129,585	113,092	340,125	3,958,271	129,954	4,088,225

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

Attributable to equity shareholders of the Company  
本公司股東應佔

	Shares held under share award scheme		Capital reserve	Contributed surplus	Property revaluation reserve	Fair value reserve (non-recycling)	Fair value reserve (recycling)	Statutory reserves	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity	
	股本	股份溢價												
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	(Note 27(c))	(Note 27(d))	(Note 27(e))	(Note 27(f))	(Note 27(g))	(Note 27(h))	(Note 27(i))	(Note 27(j))	(Note 27(k))	(Note 27(l))	(Note 27(m))	(Note 27(n))	(Note 27(o))	
Balance at 31 March 2019	199,369	1,136,595	(2,922)	(36,393)	995,255	1,144,136	(60,571)	-	129,585	113,092	340,125	3,958,271	129,954	4,088,225
Changes in equity for the year:	-	-	-	-	-	-	-	-	-	(1,279,095)	(1,279,095)	(33,495)	(1,312,590)	
Loss for the year	-	-	-	-	-	-	-	-	-	-	-	(1,279,095)	(33,495)	(1,312,590)
Other comprehensive income	-	-	-	-	9,365	(50,048)	-	-	(17,192)	-	-	(57,875)	(9,619)	(67,494)
Total comprehensive income for the year	-	-	-	-	9,365	(50,048)	-	-	(17,192)	(1,279,095)	(1,336,970)	(43,114)	(1,380,084)	
Equity-settled share-based transactions (Note 25(a))	-	-	-	577	-	-	-	-	-	-	577	-	577	
Transfer between reserves	-	-	-	(36,598)	-	-	-	-	-	36,598	-	-	-	
	-	-	-	(36,021)	-	-	-	-	-	36,598	577	-	577	
Balance at 31 March 2020	199,369	1,136,595	(2,922)	(72,414)	995,255	1,153,501	(110,619)	-	129,585	95,900	(902,372)	2,621,878	86,840	2,708,718

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

The notes on pages 129 to 264 form part of these financial statements.

第129至264頁之附註乃組成該等財務報表之部份。

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

			2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
<b>Operating activities</b>	<b>經營活動</b>			
Loss before taxation	除稅前虧損		<b>(1,316,499)</b>	(247,807)
Adjustments for:	調整：			
Depreciation expenses	折舊開支	12	<b>165,095</b>	143,350
Impairment losses on goodwill	商譽減值虧損	15	<b>470,605</b>	194,728
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備之虧損淨額		<b>403</b>	1,123
Valuation loss on an investment property	投資物業估值虧損	13	<b>28,700</b>	-
Interest income	利息收入	5	<b>(5,795)</b>	(7,667)
Dividend income	股息收入	5	<b>(1,200)</b>	(900)
Changes in fair value of other financial assets	其他金融資產之公允價值變動	5	-	10,332
Net finance costs	財務費用淨額	6(a)	<b>118,509</b>	88,107
Net income on a financial guarantee issued	已發行金融擔保之淨收入	5	<b>(1,415)</b>	(5,660)
Equity-settled share-based payment expenses	按股權結算以股份支付之款項開支		<b>577</b>	1,179
Changes in working capital:	營運資金變動：			
Decrease in inventories	存貨之減少		<b>14,261</b>	31,676
Decrease/(increase) in trade and other receivables	應收賬款及其他應收款之減少／(增加)		<b>334,287</b>	(149,685)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款之(減少)／增加		<b>(46,001)</b>	40,513
Increase in long term payables	長期應付款增加		<b>94,046</b>	-
<b>Net cash (used in)/generated from operations</b>	<b>經營業務(所用)／所得現金淨額</b>		<b>(144,427)</b>	99,289
Income tax paid	已繳所得稅	26(a)	<b>(5,861)</b>	(14,192)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)／所得現金淨額</b>		<b>(150,288)</b>	85,097

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

			2020	2019
			二零二零年	二零一九年
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
				(Note)
				(附註)
<b>Investing activities</b>	<b>投資活動</b>			
Payments for the purchase of property, plant and equipment	購置物業、廠房及設備付款		<b>(2,023)</b>	(17,845)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備之所得款項		<b>17,043</b>	1,013
Payments for acquisition of properties	收購物業之付款	17	-	(170,000)
Repayment of loan receivables from third parties	應收第三方貸款還款		<b>21,900</b>	56,946
Proceeds from redemption of short-term investments	贖回短期投資所得款項		-	1,726
Payments for loan receivables to third parties	就應收貸款向第三方付款		<b>(104,300)</b>	(45,846)
Interests received	已收利息		<b>5,795</b>	5,941
Dividends received from investments in other financial assets	從其他金融資產投資中獲得的股息		<b>1,200</b>	900
<b>Net cash used in investing activities</b>	<b>投資活動使用之淨現金</b>		<b>(60,385)</b>	(167,165)
<b>Financing activities</b>	<b>融資活動</b>			
Capital element of lease rentals paid	已付租金之資本部分	21(b)	<b>(23,571)</b>	-
Interest element of lease rentals paid	已付租金之利息部分	21(b)	<b>(6,503)</b>	-
Proceeds from new bank loans	新增銀行貸款所得款項	21(b)	<b>698,000</b>	1,097,896
Proceeds from new other borrowings	新增其他借貸所得款項	21(b)	<b>87,172</b>	240,000
Repayment of bank loans	償還銀行貸款	21(b)	<b>(377,466)</b>	(988,237)
Repayment of other borrowings	償還其他借貸	21(b)	<b>(79,700)</b>	(334,176)
(Increase)/decrease in restricted cash at bank	受限銀行現金(增加)/減少	21(a)	<b>(156,010)</b>	19,383
Other finance costs paid	其他已付融資成本	21(b)	<b>(159,009)</b>	(170,028)
<b>Net cash used in financing activities</b>	<b>融資活動使用之淨現金</b>		<b>(17,087)</b>	(135,162)

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB) (以人民幣呈列)

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
<b>Net decrease in cash and cash equivalents</b>	現金及現金等值項目之淨減少	<b>(227,760)</b>	(217,230)
<b>Cash and cash equivalents at the beginning of the year</b>	年初現金及現金等值項目	21(a) <b>253,452</b>	470,569
<b>Effect of foreign exchange rate changes</b>	外幣兌換率變動之影響	<b>39</b>	113
<b>Cash and cash equivalents at the end of the year</b>	年末現金及現金等值項目	21(a) <b>25,731</b>	253,452

Note: The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

附註：本集團已使用經修訂追溯法，於二零一九年四月一日首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

The notes on pages 129 to 264 form part of these financial statements.

第129至264頁之附註乃組成該等財務報表之部份。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the “Company”) was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 23 October 2000. The consolidated financial statements of the Company for the year ended 31 March 2020 comprise the Company and its subsidiaries (collectively referred to as the “Group”). The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the People’s Republic of China (the “PRC”).

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### 1 公司資料

世紀金花商業控股有限公司（「本公司」）於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司（「聯交所」）上市。本公司截至二零二零年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱「本集團」）。本集團之主要業務為於中華人民共和國（「中國」）經營百貨商場、購物中心及超級市場。

### 2 會計政策變動

#### (a) 遵例聲明

該等財務報表已根據所有適用之香港財務報告準則（「香港財務報告準則」），包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。該等財務報表亦符合香港公司條例之適用披露規定以及聯交所證券上市規則（「上市規則」）之適用披露條文。本集團採納之主要會計政策披露如下。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團之本期會計期間首次生效或可供提早採納。首次應用此等與本集團有關之新訂及經修訂之準則所引致於當期及以往會計期間之任何會計政策變動已於該等財務報表內反映，有關資料載於附註2(c)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2020 comprise the Group and the Group's interests in joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investments in debt and equity securities (see Note 2(g)), land and buildings held for own use (see Note 2(h)) and investment property (see Note 2(i)) which are stated at their fair values.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

### 2 會計政策變動 (續)

#### (b) 財務報表編製基準

截至二零二零年三月三十一日止年度之綜合財務報表包括本集團及本集團於合營企業權益。

除按公允值呈列之債務及權益證券投資(見附註2(g))、持作自用之土地及樓宇(見附註2(h))及投資物業(見附註2(i))外，該等財務報表編製時是以歷史成本作為計量基準。

管理層需在編製符合香港財務報告準則之財務報表時作出會影響會計政策應用，以及資產、負債、收入及支出之報告金額之判斷、估計及假設。此等估計及相關假設是根據以往經驗和管理層因應當時情況認為合理之多項其他因素作出，其結果構成當管理層在無法依循其他途徑實時得知資產與負債之賬面值時所作出判斷之基礎。實際結果可能有別於估計數額。

管理層會不斷審閱各項估計和相關假設。倘若會計估計之修訂只影響某一期間，其影響便會在該期間內確認，或如果修訂對當期和未來期間均有影響，則在作出修訂之期間和未來期間確認。

有關管理層在應用香港財務報告準則時所作出對財務報表有重大影響之判斷，以及估計不確定性之主要來源載述於附註3。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation of the financial statements (continued)

As at 31 March 2020, the Group had net current liabilities of RMB1,924,183,000 and incurred net loss of RMB1,312,590,000 during the year ended 31 March 2020. Notwithstanding the net current liabilities as at 31 March 2020, the directors of the Company do not consider that material uncertainties related to events or conditions exist which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern. This is because:

- the Group has obtained financial support letter from its new substantial shareholder, Qujiang Cultural Financial International Investment Limited ("Qujiang Investment"), a subsidiary of a state-owned enterprise, after the end of the reporting period;
- Qujiang Investment has agreed to extend its short-term loans granted to the Group of RMB450,000,000 when they fall due;
- the Group has obtained short-term loans from Qujiang Investment of RMB306,000,000 after the end of the reporting period;
- the Group has unutilised facilities of RMB900,000,000 as at 31 March 2020 (see Note 23(e));
- based on a cash flow forecast of the Group for the twelve months ending 31 March 2021 prepared by the management, the Group would have adequate funds to meet its liabilities as and when they fall due for at least twelve months from the end of the reporting period.

Accordingly, the directors are of the opinion that it is appropriate to prepare the Group's financial statements for the year ended 31 March 2020 on a going concern basis.

### 2 會計政策變動 (續)

#### (b) 財務報表編製基準 (續)

於二零二零年三月三十一日，本集團擁有流動負債淨額為人民幣1,924,183,000元及截至二零二零年三月三十一日止年度所產生的淨虧損人民幣1,312,590,000元。儘管於二零二零年三月三十一日錄得流動負債淨額，本公司董事認為，並不存在個別或整體可能會令本集團持續經營能力造成重大疑慮的實踐或情況相關的重大不確定性。此乃由於：

- 於報告期末後，本集團自其新主要股東曲江文化金融國際投資有限公司（「曲江投資」），一間國有企業之附屬公司，取得財務支持函件；
- 曲江投資同意於到期時延長授予本集團之短期貸款人民幣450,000,000元；
- 於報告期末後，本集團已自曲江投資取得短期貸款人民幣306,000,000元；
- 於二零二零年三月三十一日，本集團的未動用融資為人民幣900,000,000元（見附註23(e)）；
- 根據管理層編製的本集團截至二零二一年三月三十一日止十二個月的現金流量預測，本集團將有充足資金，以償還於報告期末後至少十二個月到期的負債。

因此，董事認為，按持續經營基準編製本集團截至二零二零年三月三十一日止年度之財務報表乃屬適當。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (c) Changes in accounting policies

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

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

#### **HKFRS 16, *Leases***

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

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

### 2 會計政策變動 (續)

#### (c) 會計政策變動

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

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

#### **香港財務報告準則第16號「租賃」**

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋，包括香港（國際財務報告準則詮釋委員會）詮釋第4號「釐定一項協議是否包含租賃」、香港（常設詮釋委員會）詮釋第15號「經營租賃：激勵措施」及香港（常設詮釋委員會）詮釋第27號「評估以法律形式體現的租賃交易的實質」。新準則為承租人引入單一的會計模型，要求承租人就所有租賃確認使用權資產及租賃負債，惟租賃期為十二個月或更短的租賃（「短期租賃」）以及低價值資產租賃除外。出租人的會計處理繼續沿用香港會計準則第17號的規定，相關要求基本維持不變。

香港財務報告準則第16號亦引入額外定性及定量披露規定，旨在讓財務報表使用者評估租賃對實體財務狀況、財務表現及現金流量的影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

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

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

##### a. New definition of a lease

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

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

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

過往會計政策變動的性質及影響以及所採用的過渡方案的詳情載列如下：

##### a. 新租賃定義

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

本集團僅對於二零一九年四月一日或之後訂立或變更的合同應用香港財務報告準則第16號的新租賃定義。就於二零一九年四月一日前訂立的合約而言，本集團已採用與過渡相關的簡便實務操作方法，沿用此前針對現有安排是否為租賃或包含租賃的評估結果。因此，此前根據香港會計準則第17號被評估為租賃的合約在香港財務報告準則第16號下繼續作為租賃進行會計處理，而此前被評估為非租賃服務安排的合約繼續作為待執行合約進行會計處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

##### b. Lessee accounting and transitional impact

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

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

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

##### b. 承租人的會計處理及過渡影響

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

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

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

#### b. Lessee accounting and transitional impact (continued)

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

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

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

#### b. 承租人的會計處理及過渡影響 (續)

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

- (i) 對於剩餘租期於首次應用香港財務報告準則第16號當日起計十二個月內屆滿(即租期於二零二零年三月三十一日或之前屆滿)的租賃，本集團已選擇不就確認租賃負債及使用權資產應用香港財務報告準則第16號的規定；
- (ii) 於計量首次應用香港財務報告準則第16號當日的租賃負債時，本集團對具有合理相若特徵的租賃組合(如在相若經濟環境下就相若類別的相關資產而言具有相若剩餘租期的租賃)應用單一貼現率；及
- (iii) 於計量首次應用香港財務報告準則第16號當日的使用權資產時，本集團倚靠先前於二零一九年三月三十一日就虧損合約條文進行的評估作為進行減值檢討的替代方法。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

#### b. Lessee accounting and transitional impact (continued)

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

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

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

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

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

#### b. Lessee accounting and transitional impact (continued)

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

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

#### b. 承租人的會計處理及過渡影響 (續)

下表概述採納香港財務報告準則第16號對本集團綜合財務狀況表之影響：

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

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

## 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

### (c) Changes in accounting policies (continued)

#### HKFRS 16, Leases (continued)

##### c. Impact on the financial result, segment results and cash flows of the Group

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

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

The following tables give an indication of the estimated impact of the adoption of HKFRS 16 on the Group's financial result, segment results and cash flows for the year ended 31 March 2020, by adjusting the amounts reported under HKFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply in 2020 instead of HKFRS 16, and by comparing these hypothetical amounts for 2020 with the actual 2019 corresponding amounts which were prepared under HKAS 17.

## 2 會計政策變動 (續)

### (c) 會計政策變動 (續)

#### 香港財務報告準則第16號「租賃」(續)

##### c. 對本集團財務業績、分部業績及現金流量之影響

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

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

下表或可顯示採納香港財務報告準則第16號對本集團截至二零二零年三月三十一日止年度的財務業績、分部業績及現金流量產生的估計影響，方法為該等綜合財務報表中根據香港財務報告準則第16號所呈報的金額與根據香港會計準則第17號本應確認的假設金額進行比較（倘該被取代標準繼續適用於二零二零年而非香港財務報告準則第16號），以及將該等二零二零年假設金額與根據香港會計準則第17號編製的二零一九年實際相應金額進行比較。

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## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

c. Impact on the financial result, segment results and cash flows of the Group (continued)

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

c. 對本集團財務業績、分部業績及現金流量之影響 (續)

		2020 二零二零年			2019 二零一九年
	Amounts reported under HKFRS 16	Add back: HKFRS 16 depreciation and interest expense	Deduct: Estimated amounts related to operating leases as if under HKAS 17 (Note 1) 扣除：假設根據香港會計準則第17號有關經營租賃的估計金額 (附註1)	Hypothetical amounts for 2020 as if under HKAS 17 假設根據香港會計準則第17號作出的二零二零年假設金額 (D=A+B-C)	Compared to amounts reported for 2019 under HKAS 17 根據香港會計準則第17號呈報的二零一九年金額比較
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial result for year ended 31 March 2020 impacted by the adoption of HKFRS 16:					
受採納香港財務報告準則第16號影響之截至二零二零年三月三十一日止年度財務業績：					
Loss from operations	(1,169,290)	26,056	(30,074)	(1,173,308)	(159,700)
經營虧損					
Net finance costs	(118,509)	6,503	-	(112,006)	(88,107)
財務費用淨額					
Loss before taxation	(1,316,499)	32,559	(30,074)	(1,314,014)	(247,807)
除稅前虧損					
Loss for the year	(1,312,590)	32,559	(30,074)	(1,310,105)	(263,825)
本年度虧損					
Reportable segment (loss)/profit (adjusted EBITDA) for the year ended 31 March 2020 (note 4(b)) impacted by the adoption of HKFRS 16:					
受採納香港財務報告準則第16號影響之截至二零二零年三月三十一日止年度之可報告分部(虧損)/溢利(經調整EBITDA)(附註4(b))：					
- Department stores and shopping mall	(520,125)	-	(19,003)	(539,128)	178,625
百貨商場及購物中心					
- Supermarkets	(13,074)	-	(11,071)	(24,145)	17,531
超級市場					
- Total	(533,199)	-	(30,074)	(563,273)	196,156
合計					

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

- c. Impact on the financial result, segment results and cash flows of the Group (continued)

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

- c. 對本集團財務業績、分部業績及現金流量之影響 (續)

	2020 二零二零年		2019 二零一九年
	Estimated amounts related to operating leases as if under HKAS 16 (Notes 1 & 2) 假設根據香港會計準則第17號有關經營租賃的估計金額 (附註1及2)	Hypothetical amounts for 2020 as if under HKAS 17 假設根據香港會計準則第17號作出的二零二零年假設金額	Compared to amounts reported for 2019 under HKAS 17 與根據香港會計準則第17號呈報的二零一九年金額比較
	(A) RMB'000 人民幣千元	(B) RMB'000 人民幣千元	(C=A+B) RMB'000 人民幣千元

Line items in the consolidated cash flow statement for the year ended 31 March 2020 impacted by the adoption of HKFRS 16: 受採納香港財務報告準則第16號影響之截至二零二零年三月三十一日止年度綜合現金流量表項目：

Cash (used in)/generated from operations	經營業務(所用)/所得現金	(144,427)	(30,074)	(174,501)	99,289
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(150,288)	(30,074)	(180,362)	85,097
Capital element of lease rentals paid	已付租金之資本部分	(23,571)	23,571	-	-
Interest element of lease rentals paid	已付租金之利息部分	(6,503)	6,503	-	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(17,087)	30,074	12,987	(135,162)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Changes in accounting policies (continued)

##### HKFRS 16, Leases (continued)

#### c. Impact on the financial result, segment results and cash flows of the Group (continued)

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2020 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2020. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2020 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2020. Any potential net tax effect is ignored.

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

#### d. Lessor accounting

The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.

### 2 會計政策變動 (續)

#### (c) 會計政策變動 (續)

##### 香港財務報告準則第16號「租賃」(續)

#### c. 對本集團財務業績、分部業績及現金流量之影響 (續)

附註1: 「有關經營租賃的估計金額」指倘香港會計準則第17號於二零二零年仍屬適用，則對二零二零年與將分類為經營租賃之租賃有關的現金流量金額估計。該估計假設租金與現金流量之間並無差額，且倘香港會計準則第17號於二零二零年仍屬適用，則於二零二零年訂立的所有新租賃均將分類為經營租賃。任何潛在稅務淨影響均忽略不計。

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

#### d. 出租人的會計處理

適用於本集團作為出租人之會計政策與香港會計準則第17號所規定者大致保持不變。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity interests in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those equity interests which would result in the Group as a whole having a contractual obligation in respect of those equity interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

### 2 會計政策變動(續)

#### (d) 附屬公司及非控股權益

附屬公司為本集團控制之實體。倘本集團從其參與實體業務而受到或有權享有可變回報並有能力運用其對該實體之權力影響該等回報，則本集團對該實體擁有控制權。在評估本集團是否擁有權力時，僅會考慮(本集團及其他方所持有)實質性權力。

於附屬公司的投資於綜合財務報表內從控制開始日起至控制完結日止綜合處理。集團內結餘、交易及現金流量以及集團內交易產生的任何未變現溢利於編製綜合財務報表時全數剔除。集團內交易導致的未變現虧損以相同於未變現收益之方法剔除，但只限於無減值情況，方會進行。

非控股權益指本公司並無直接或間接擁有的附屬公司股權，而就此而言，本集團並無與該等股權之持有人達成令本集團整體上要為該等符合為金融負債定義的權益履行合約責任的任何附加條款。就每一項業務合併而言，本集團可選擇按公允值或按彼等分佔附屬公司之可識別資產淨值之比例計量任何非控股權益。

# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the period between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's equity interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire equity interests in that subsidiary, with a resulting gain or loss being recognised in the consolidated statement of profit or loss. Any equity interests retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(l)), unless the investment is classified as held for sale.

## 2 會計政策變動 (續)

### (d) 附屬公司及非控股權益 (續)

非控股權益列示於綜合財務狀況表之權益項下，以與歸屬於本公司股東應佔權益區分。於本集團業績內之非控股權益作為期內分配予非控股權益與本公司股東之總溢利或虧損及全面收益總額在綜合損益表及綜合損益及其他全面收益表中列示。

本集團於一間附屬公司之並無導致失去控制權股權變動列作權益交易，並對綜合權益中之控股及非控股權益之金額作出調整，以反映有關權益之變動，惟概無對商譽作出任何調整及並無確認任何損益。

倘本集團失去一間附屬公司之控制權，則將入賬列作處置其於該附屬公司之全部權益，由此產生之收益或虧損於綜合損益表中確認。於失去控制權當日仍保留於前附屬公司之任何權益乃按公允值確認，而該款項將視為於初步確認一項金融資產時之公允值或（如適用）於一間聯營公司或合營企業之投資被初步確認時之成本。

在本公司之財務狀況表內，於一間附屬公司之投資乃以成本減減值虧損（見附註2(l)）列賬，除非該投資被分類為持作出售之投資。

# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (e) Joint ventures

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Notes 2(f) and 2(l)). Any acquisition-date excess over cost, the Group's share of the post-acquisition post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### 2 會計政策變動 (續)

#### (e) 合營企業

合營企業為本集團或本公司及其他人士按合約同意下分配控制權及淨資產擁有權之安排。

於合營企業之投資按權益法列入綜合財務報表，而有關投資獲分類為持作出售（或計入獲分類為持作出售之出售組別）則另作別論。根據權益法，投資初步以成本入賬，並就本集團佔該投資對象可識別淨資產於收購日期之公允值超出該項投資成本的數額（如有）作出調整。其後，就本集團分佔該投資對象淨資產於收購後之變動及與該項投資有關之任何減值虧損對該項投資作出調整（見附註2(f)及2(l)）。任何於收購日期超逾成本之差額，本集團所佔投資對象於收購後之除稅後業績及年內任何減值虧損於綜合損益表內確認，而本集團於收購後所佔投資對象除稅後之其他全面收益項目則於綜合損益及其他全面收益表內確認。

當本集團應佔虧損超出所持合營企業之權益，則本集團之權益將減至零，並會終止確認進一步虧損，惟本集團已招致法律或推定責任或代表投資對象作出之付款則除外。就此而言，本集團之權益為根據權益法計算之投資賬面值連同實質上構成本集團於該合營企業之淨投資一部分之長期權益部分。

本集團與其合營企業交易所產生之未變現溢利及虧損，按本集團所持投資對象之權益抵銷，惟倘所轉讓資產之未變現虧損出現減值跡象，則即時於損益中確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (e) Joint ventures (continued)

If an investment in a joint venture becomes an investment in an associate or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2(g)).

In the Company's statement of financial position, investments in joint venture are stated at cost less impairment losses (see Note 2(l)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

#### (f) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interests in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in the consolidated statement of profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(l)).

### 2 會計政策變動 (續)

#### (e) 合營企業 (續)

倘於合營企業之投資變為於聯營公司之投資，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

於所有其他情況下，當本集團不再對合營企業有共同控制權時，按出售有關投資對象之全部權益列賬，由此產生之收益或虧損於損益內確認。在喪失共同控制權當日所保留有關前投資對象之權益按公允值確認及此金額於初始確認金融資產時視作公允值（見附註2(g)）。

於本公司之財務狀況表內，於合營企業之投資按成本減減值虧損列賬（見附註2(l)），除非分類為持作出售（或計入獲分類為持作出售之出售組別）則作別論。

#### (f) 商譽

商譽指：

- (i) 所轉讓代價之公允值、於被收購方之任何非控股權益之金額及本集團先前持有被收購方權益之公允值之總額；超過
- (ii) 於收購日期所計量之被收購方之可識別資產及負債之淨公允值。

倘(ii)高於(i)，則此超出部份即時於綜合損益表確認為議價購買收益。

商譽是以成本減累計減值虧損列賬。業務合併產生之商譽被分配至預期可從合併之協同效益中獲益之各現金產生單位或現金產生單位之群組，並每年進行減值測試（見附註2(l)）。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (g) Investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associate and joint venture, are as follows:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification.

#### (i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 2(v)(vi)).
- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

### 2 會計政策變動 (續)

#### (g) 債務及權益證券投資

本集團之債務及權益證券投資政策(於附屬公司、聯營公司及合營企業之投資除外)如下:

債務及權益證券投資於本集團承諾購買/出售投資之日確認/終止確認。相關投資初始按公允值加直接應佔交易成本入賬，惟按公允值計量且其變動計入損益的投資除外，該等投資的交易成本直接於損益確認。該等投資其後視乎其分類按以下方式入賬。

#### (i) 權益投資以外的投資

本集團持有之非權益投資乃按以下其中一種計量類別進行分類:

- 如持有投資是為了收取僅代表支付本金和利息之合約現金流，則按攤銷成本計量。投資之利息收入乃按實際利率法計算(見附註2(v)(vi))。
- 如投資之合約現金流僅包括支付本金及利息，並且持有投資之業務模式乃以收取合約現金流及出售為目標，則以按公允值計量且其變動計入其他全面收益(可劃轉)計量。公允值之變動於其他全面收益內確認，惟預期信貸虧損、利息收入(以實際利率法計算)及匯兌損益於損益中確認除外。當終止確認投資時，於其他全面收益累計之金額則從權益劃轉至損益。



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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (g) Investments in debt and equity securities (continued)

#### (i) Investments other than equity investments (continued)

- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

#### (ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 2(v)(v).

## 2 會計政策變動 (續)

### (g) 債務及權益證券投資 (續)

#### (i) 權益投資以外的投資 (續)

- 如投資不能符合按攤銷成本或按公允值計量且其變動計入其他全面收益(可劃轉)計量之標準，則以按公允值計量且其變動計入損益。投資之公允值變動(包括利息)於損益中確認。

#### (ii) 權益投資

權益證券投資均會被分類為按公允值計量且其變動計入損益，除非該權益投資並非持作買賣，且本集團在初步確認投資時選擇將投資指定為按公允值計量且其變動計入其他全面收益(不可劃轉)，以致後續公允值變動於其他全面收益確認。該項選擇乃以逐項工具之基礎上作出，惟只有當投資符合發行人角度下之權益定義時方可作出。倘作出此選擇，則在該項投資被出售前，於其他全面收益中累計之金額仍保留在公允值儲備(不可劃轉)。在出售時，於公允值儲備(不可劃轉)中累計之金額會轉入保留盈利，不會劃轉至損益。根據附註2(v)(v)所載政策，來自權益證券投資之股息，不論是否分類為按公允值計量且其變動計入損益或按公允值計量且其變動計入其他全面收益，均於損益中確認為其他收入。



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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (h) Property, plant and equipment

Land and buildings held for own use are stated at their revalued amount, being their fair values at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amounts of these assets do not differ materially from that which would be determined using fair values at the end of the reporting period.

Changes arising on the revaluation of land and buildings held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Residential properties held for own use and other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located.

### 2 會計政策變動(續)

#### (h) 物業、廠房及設備

持作自用之土地及樓宇乃按其重估金額(即其於重估日期之公允價值減任何其後累計折舊)列賬。

重估乃充分地定期進行，以確保該等資產賬面值不會與報告期末採用公允價值所釐定者有重大出入。

重估持作自用之土地及樓宇時產生之變動一般於其他全面收益中處理並單獨於物業重估儲備之權益內累計。惟下列情況例外：

- 倘在重估時產生虧絀，則緊接於重估前在該項虧絀超過儲備內列於同一資產項下之數額之情況下，有關虧絀之超出部份將會在損益中扣除；及
- 倘在重估時產生盈餘，則在有關同一資產之重估虧絀以往在損益中扣除之情況下，該筆盈餘將以曾扣除之虧絀為限計入損益中。

持作自用之住宅物業以及物業、廠房及設備之其他項目按成本減累計折舊及減值虧損(見附註2(l))列賬。

物業、廠房及設備自建項目之成本包括材料及直接勞工、最初估計的相關拆除、移動以修復該項目所在處的成本。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (h) Property, plant and equipment (continued)

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. Any related revaluation surplus is transferred from the property revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual values, using the straight line method over their estimated useful lives as follows:

		Estimated useful lives 估計使用年期
Land and buildings held for own use carried at fair value	以公允值列賬之持作自用土地及樓宇	20 – 50 years 20至50年
Residential properties held for own use carried at cost and leasehold improvements	按成本列賬之持作自用住宅物業及租賃物業裝修	3 – 35 years 3至35年
Properties leased for own use	自用租賃物業	1 – 12 years 1至12年
Furniture, fixtures and equipment	傢俬、裝置及設備	3 – 28 years 3至28年
Motor vehicles	運輸工具	3 – 10 years 3至10年

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation 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 are reviewed annually.

No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

### 2 會計政策變動 (續)

#### (h) 物業、廠房及設備 (續)

報廢或處置物業、廠房及設備項目所產生之盈虧為處置該項目所得款項淨額與該項目賬面值之差額，並於報廢或處置日在損益內確認。任何相關物業重估盈餘乃自物業重估儲備轉撥至保留溢利但不會重新分類至損益。

折舊乃按物業、廠房及設備項目之成本或估值減其估計剩餘價值，以其估計使用年期採用直線法撇銷如下：

當物業、廠房及設備的各部份有不同的可使用年限，則該資產的成本或估值依照合理基準分配於各部份並單獨計提折舊。資產之可使用年期及其剩餘價值均會每年進行檢討。

並無就在建工程進行折舊，直至其竣工並可作其擬定用途。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (i) Investment property

Investment property is land and/or building which is owned or held under a leasehold interest (see Note 2(k)) to earn rental income and/or for capital appreciation.

Investment property is stated at fair value, unless it is still in the course of construction or development at the end of the reporting period and its 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 property is accounted for as described in Note 2(v)(iii).

#### (j) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(l)).

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and is amortised on a straight-line basis over the assets' estimated useful lives.

#### (k) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

### 2 會計政策變動 (續)

#### (i) 投資物業

投資物業乃擁有或根據租賃權益(見附註2(k))持有作賺取租金及/或作資本升值用途之土地及/或樓宇。

投資物業乃按公允值列賬，除非該物業於報告期末正在興建而其公允值於當時未能可靠地釐定。投資物業公允值變動或報廢或處置投資物業產生之盈虧於損益內確認。投資物業之租金收入按附註2(v)(iii)所述入賬。

#### (j) 無形資產 (不包括商譽)

本集團收購之無形資產按成本減累計攤銷(倘估計使用年期為有期限)及減值虧損(見附註2(l))列賬。

倘無形資產之可使用年期被評定為無期限，則不會進行攤銷。評定無形資產之可使用年期無期限之結論於每年檢討以釐定有否任何事件或情況繼續支持該項資產的無期限可使用年期。倘並無任何該等事件或情況，可使用年期評估由無期限轉為有期限時，則將自變動日期起列賬並根據資產之估計可使用年期按直線法攤銷。

#### (k) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予於一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。若客戶不但擁有主導被識別資產使用的權利，還有權獲得使用被識別資產所產生的幾乎全部經濟利益，則資產的控制權發生讓渡。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (k) Leased assets (continued)

#### (i) As a lessee

##### (1) Policy applicable from 1 April 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases and leases of low-value assets which, for the Group are primarily office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

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

## 2 會計政策變動 (續)

### (k) 租賃資產 (續)

#### (i) 作為承租人

##### (1) 自二零一九年四月一日起適用之政策

倘合約包含租賃部分及非租賃部分，本集團選擇不將非租賃部分及每項租賃部分及任何相關非租賃部分的賬目分開，作為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟短期租賃及低值資產租賃除外，本集團主要為辦公室傢俱。當本集團就一項低值資產訂立租賃時，本集團決定是否按每項租賃將租賃資本化。與該等並無資本化之租賃相關之租賃付款於租期內按系統基準確認為開支。

倘租賃被資本化，則租賃負債初步按應付租賃款項於租賃期內之現值確認，並以租賃所隱含之利率貼現，或倘該利率無法即時釐定，則以相關遞增借貸利率貼現。於初步確認後，租賃負債按攤銷成本計量，利息開支採用實際利息法計算。不依賴指數或利率之浮動租賃款項不計入租賃負債之計量，因此於產生之會計期間自損益扣除。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (k) Leased assets (continued)

##### (i) As a lessee (continued)

- (1) Policy applicable from 1 April 2019  
(continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(h) and 2(l) (iii)), except for the right-of-use assets that meet the definition of investment property are carried at fair value in accordance with Note 2(i);

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

### 2 會計政策變動 (續)

#### (k) 租賃資產 (續)

##### (i) 作為承租人 (續)

- (1) 自二零一九年四月一日起適用之政策 (續)

當租賃被資本化時確認的使用權資產初始按成本計量，成本包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃款項，以及產生的任何初始直接成本。倘適用，使用權資產之成本亦包括估計拆除及移除相關資產或恢復相關資產或其所在地點之成本，並貼現至其現值，減任何已收取之租賃優惠。使用權資產其後按成本減累計折舊及減值虧損（見附註2(h)及2(l) (iii)）列賬，惟符合投資物業定義之使用權資產則根據附註2(i)按公允值列賬；

當因指數或利率變動導致日後租賃付款變動，或本集團估計根據剩餘價值擔保應付之金額有變，或因重新評估本集團是否將合理確定行使購買、延長或終止權而改變，則重新計量租賃負債。倘租賃負債按此方式重新計量，則對使用權資產之賬面值作出相應調整，或倘使用權資產之賬面值已減至零，則於損益內列賬。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Leased assets (continued)

##### (i) As a lessee (continued)

###### (1) Policy applicable from 1 April 2019 (continued)

The Group presents right-of-use assets that do not meet the definition of investment property in “property, plant and equipment” and presents lease liabilities separately in the statement of financial position.

###### (2) Policy applicable prior to 1 April 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease (see Note 2(i)); and

### 2 會計政策變動 (續)

#### (k) 租賃資產 (續)

##### (i) 作為承租人 (續)

###### (1) 自二零一九年四月 一日起適用之政策 (續)

本集團呈列不符合「物業、廠房及設備」投資物業定義之使用權資產，並於財務狀況表內獨立呈列租賃負債。

###### (2) 於二零一九年四月 一日前適用之政策

於比較期間，倘租賃將擁有權之絕大部分風險及回報轉讓予本集團，則本集團作為承租人，該租賃分類為融資租賃。而並未將擁有資產之絕大部份風險及回報轉予本集團之租賃，則歸類為經營租賃，惟以下除外：

- 以經營租賃持有但在其他方面均符合投資物業定義之物業，會按每項物業之基準分類為投資物業，而倘分類為投資物業，則猶如以融資租賃持有入賬（見附註2(i)）；及



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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (k) Leased assets (continued)

##### (i) As a lessee (continued)

##### (2) Policy applicable prior to 1 April 2019 (continued)

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group will obtain ownership of the asset, the life of the asset, as set out in Note 2(h). Impairment losses were accounted for in accordance with the accounting policy as set out in Note 2(l)(iii). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

### 2 會計政策變動 (續)

#### (k) 租賃資產 (續)

##### (i) 作為承租人 (續)

##### (2) 於二零一九年四月一日前適用之政策 (續)

- 若根據經營租賃持有作自用之土地，其公允值不能與租賃開始時位於其上之樓宇之公允值分開計量，則以根據融資租賃持有列賬，除非該樓宇亦明確以根據經營租賃持有。就此而言，租賃之開始時間為本集團首次訂立租賃或自前承租人接管租賃之時間。

倘本集團以融資租賃收購資產之使用權，則相當於租賃資產公允值之金額或(倘為較低者)該等資產之最低租賃付款現值確認為物業、廠房及設備，而相應負債(扣除融資費用)則列作融資租賃責任。折舊乃按有關租賃年期或(倘本集團可能取得資產擁有權)附註2(h)所載資產年期撇銷資產成本或估值之比率計算。減值虧損乃根據附註2(l)(iii)所載之會計政策入賬。租賃付款所包含之融資費用於租賃期內自損益扣除，以使各會計期間債務餘額之定期支出率大致相同。或有租金在其產生的會計期間內在損益中扣除。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Leased assets (continued)

##### (i) As a lessee (continued)

###### (2) Policy applicable prior to 1 April 2019 (continued)

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

##### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 2(v)(iii).

### 2 會計政策變動 (續)

#### (k) 租賃資產 (續)

##### (i) 作為承租人 (續)

###### (2) 於二零一九年四月 一日前適用之政策 (續)

倘若本集團乃以經營租賃使用資產，則根據租賃支付之款項於租賃期所涵蓋之會計期間內，以等額在損益內扣除，惟如有其他基準能更清晰地反映其租賃資產所產生的收益模式則除外。租賃所涉及的鼓勵措施之收入均在損益中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內在損益中扣除。

##### (ii) 作為出租人

當本集團作為出租人時，其於租賃開始時釐定每項租賃為融資租賃或經營租賃。倘租賃將相關資產擁有權附帶之絕大部份風險及回報轉讓予承租人，則該租賃分類為融資租賃。倘情況不同，則租賃分類為經營租賃。

倘合約包含租賃及非租賃部份，則本集團按相對獨立售價基準將合約中之代價分配至各部份。經營租賃之租金收入根據附註2(v)(iii)確認。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (k) Leased assets (continued)

##### (ii) As a lessor (continued)

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 2(k)(i), then the Group classifies the sub-lease as an operating lease.

#### (l) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables);
- debt securities measured at FVOCI (recycling)

Financial assets measured at fair value, including equity securities measured at FVPL and equity securities designated at FVOCI (non-recycling) are not subject to the ECL assessment.

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

### 2 會計政策變動 (續)

#### (k) 租賃資產 (續)

##### (ii) 作為出租人 (續)

倘本集團為中間出租人，則分租經參考自總租賃產生之使用權資產後，分類為融資租賃或經營租賃。倘總租賃為短期租賃，而本集團應用附註2(k)(i)所述豁免，則本集團將分租分類為經營租賃。

#### (l) 信貸虧損及資產減值

##### (i) 金融工具之信貸虧損

本集團就預期信貸虧損確認下列項目的虧損撥備：

- 按攤銷成本計量的金融資產 (包括現金及現金等值項目以及應收賬款及其他應收款)；
- 以按公允值計量且其變動計入其他全面收益 (可劃轉) 計量之債務證券

按公允值計量的金融資產 (包括按公允值計量且其變動計入損益之權益證券及指定按公允值計量且其變動計入其他全面收益 (不可劃轉) 之權益證券) 毋須進行預期信貸虧損評估。

##### 計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值 (即根據合約應付予本集團的現金流量與本集團預計收取的現金流量之間的差額) 計量。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (I) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

## 2 會計政策變動 (續)

### (I) 信貸虧損及資產減值 (續)

#### (i) 金融工具之信貸虧損 (續)

##### 計量預期信貸虧損 (續)

倘貼現之影響重大，預期現金差額將使用以下貼現率貼現：

- 固定利率金融資產及應收賬款及其他應收款：於首次確認時釐定之實際利率或其近似值；
- 浮動利率金融資產：現行實際利率；

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同期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模式適用項目的預期年期內所有可能違約事件而導致的預期虧損。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### Measurement of ECLs (continued)

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

###### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) 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 (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (i) 金融工具之信貸虧損 (續)

###### 計量預期信貸虧損 (續)

應收賬款之虧損撥備一般按等同於整個存續期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據歷史信貸虧損經驗使用撥備矩陣進行評估，按債務人的特定因素及對當前及預計整體經濟狀況的評估進行調整。

就所有其他金融工具而言，本集團確認相等於12個月預期信貸虧損的虧損撥備，除非金融工具的信貸風險自初步確認以來出現大幅上升，在此情況下，虧損撥備按相等於整個存續期的預期信貸虧損的金額計量。

###### 信用風險顯著增加

評估金融工具的信貸風險自初始確認以來有否顯著增加時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。於作出是項重新評估時，本集團認為當(i) 借款人不大大可能於本集團無追索權採取行動(如變現抵押品(如持有))的情況下向本集團悉數支付其信貸責任時；或(ii) 金融資產逾期90天時，即屬發生違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

##### Significant increases in credit risk (continued)

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (i) 金融工具之信貸虧損 (續)

##### 信用風險顯著增加 (續)

具體而言，評估信貸風險自初始確認以來有否顯著增加時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸評級（如有）的實際或預期顯著惡化；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

視乎金融工具之性質，信貸風險顯著增加乃按個別基準或共同基準進行評估。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。



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## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### *Significant increases in credit risk (continued)*

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

###### *Basis of calculation of interest income*

Interest income recognised in accordance with Note 2(v)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (i) 金融工具之信貸虧損 (續)

###### *信用風險顯著增加 (續)*

預期信貸虧損於各報告日期重新計量，以反映自首次確認起金融工具信貸風險的變動。預期信貸虧損金額的任何變動均在損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損時，會通過虧損撥備賬對其賬面值作出相應調整，惟按公允值計量且其變動計入其他全面收益(可劃轉)之債務證券之投資除外，其虧損撥備於其他全面收益確認及於公允值儲備(可劃轉)累計。

###### *計算利息收入之基準*

根據附註2(v)(vi)確認之利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來估計現金流量有負面影響的事件發生時，金融資產會被視為出現信貸減值。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (I) Credit losses and impairment of assets (continued)

#### (i) Credit losses from financial instruments (continued)

##### Basis of calculation of interest income (continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

##### Write-off policy

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 2 會計政策變動 (續)

### (I) 信貸虧損及資產減值 (續)

#### (i) 金融工具之信貸虧損 (續)

##### 計算利息收入之基準 (續)

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合同，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，該證券之活躍市場消失。

##### 撇銷政策

如沒有實際可回收前景，金融資產或合同資產的賬面總值（部分或全數）會予以撇銷。一般而言，本集團認為債務人並無資產或收入來源可產生足夠現金流量以償還應予以撇銷的金額。

過往撇銷資產的後續收回在收回期間確認為減值撥回並計入損益。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (ii) 已發出財務擔保之信貸虧損

財務擔保指要求發行人 (即擔保人) 就擔保受益人 (「持有人」) 因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，向持有人支付特定款項以作賠償的合約。

已發出的財務擔保初步於「應付賬款及其他應付款」中按公允值確認，而該等公允值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率 (倘關資料可作出可靠估計) 後，參考類似服務的公平交易中所收取的費用 (於可獲得該等資料時) 或利率差異而釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予以確認。倘有關代價尚未收取或應予收取，即時開支於損益中確認。

於初始確認後，初始確認為遞延收入的金額於擔保期內於損益中攤銷為已發出財務擔保之收入。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (ii) Credit losses from financial guarantees issued (continued)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 2(I)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (ii) 已發出財務擔保之信貸虧損 (續)

本集團監察特定債務人違約的風險，並當財務擔保的預期信貸虧損確定為高於擔保的「應付賬款及其他應付款」中的金額（即初始確認金額減累計攤銷）時確認撥備。

為釐定預期信貸虧損，本集團考慮自發出擔保以來指定債務人違約風險的變動。並會計量12個月預期信貸虧損，惟在特定債務人自發出擔保以來之違約風險大幅增加之情況下除外，在此情況下，則會計量整個存續期的預期信貸虧損。附註2(I)(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款，減本集團預期從擔保持有人、指定債務人或任何其他人士收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at each end of reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets (other than land and buildings held for own use stated at revalued amounts);
- intangible assets;
- goodwill
- non-current prepayments for acquisitions of properties;
- investment in a joint venture; and
- investments in subsidiaries in the Company's statement of financial position.

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

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (iii) 其他非流動資產之減值

本集團於各報告期末檢討內部及外來資料，以識別下列資產有否出現減值跡象或，除商譽外，過往已確認之減值虧損不再存在或已減少：

- 物業、廠房及設備，包括使用權資產（按重估金額計值之土地及樓宇除外）；
- 無形資產；
- 商譽；
- 收購物業之非流動預付款項；
- 於合營企業之投資；及
- 於本公司之財務狀況表內於附屬公司之投資。

倘有任何減值跡象，則會估計該項資產之可收回金額。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (I) Credit losses and impairment of assets (continued)

#### (iii) Impairment of other non-current 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).

## 2 會計政策變動 (續)

### (I) 信貸虧損及資產減值 (續)

#### (iii) 其他非流動資產之減值 (續)

##### – 計算可收回金額

資產之可收回金額為其公允值減處置成本及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘個別資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則以獨立產生現金流入之最小資產組合（即現金產生單位）來釐定可收回金額。

##### – 確認減值虧損

資產或其所屬之現金產生單位之賬面值高於其可收回金額時，則會於損益內確認減值虧損。就現金產生單位確認之減值虧損會先分配用以削減現金產生單位（或一組單位）所獲分配任何商譽之賬面值，隨後則按比例削減單位（或一組單位）內其他資產之賬面值，惟資產賬面值不可下調至低於其獨立之公允值減處置成本（如能計量）或使用價值（如能釐定）。



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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (I) Credit losses and impairment of assets (continued)

##### (iii) Impairment of other non-current assets (continued)

###### – 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.

##### (iv) 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 2(I)(i) and 2(I)(ii)).

Impairment losses recognised in an interim period in respect of goodwill 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.

### 2 會計政策變動 (續)

#### (I) 信貸虧損及資產減值 (續)

##### (iii) 其他非流動資產之減值 (續)

###### – 減值虧損撥回

倘用以釐定可收回金額之估計發生有利變化，則會將減值虧損撥回。

所撥回之減值虧損僅限於倘若並無於過往年度確認減值虧損而可釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度內計入損益中。

##### (iv) 中期財務報告及減值

根據上市規則，本集團須根據香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期末，本集團應用於財政年度結束時所應用之相同減值測試、確認及撥回標準（見附註2(I)(i)及2(I)(ii)）。

於中期期間確認有關商譽之減值虧損於往後期間不會撥回。即使僅於有關該中期期間之財政年度結束時所作出之減值評估應該確認無虧損或較少虧損，於中期期間確認之減值虧損仍不會撥回。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is determined by reference to the sales proceeds of items sold in the ordinary course of business subsequent to the financial year end date or to management estimates based on prevailing market conditions.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for credit losses (see Note 2(l)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for credit losses (see Note 2(l)(i)).

## 2 會計政策變動 (續)

### (m) 存貨

存貨按成本及可變現淨值之間之較低者入賬。

成本以先進先出法計算且包括購買之全部成本及將存貨送至其目前位置及狀態所產生之其他成本。

可變現淨值乃參考按於財政年度結算日以後循日常業務過程中出售項目所得之出售所得款項或由管理層根據當前市況而作之估計釐定。

當出售存貨時，該等存貨賬面值於有關收益確認之期間內確認為開支。

任何存貨金額撇減而至可變現淨值及存貨之所有遺失均於撇減或遺失之發生期內確認為開支。存貨任何撇減撥回之金額於撥回發生之期間內被確認為已確認為開支之存貨金額之減少。

### (n) 應收賬款及其他應收款

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收賬款及其他應收款首次按公允值確認，其後則使用實際利率法按攤銷成本減去信貸虧損撥備入賬（見附註2(l)(i)），惟倘若應收款為借予關連人士且無任何固定償還年期之免息貸款，或貼現影響輕微者則除外。在該等情況下，應收款會按成本減信貸虧損撥備入賬（見附註2(l)(i)）。

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## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs and, where applicable, the fair value of the embedded derivative financial instruments. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (p) Convertible preference share capital

Convertible preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends on convertible preference share capital classified as equity are recognised as distributions within equity.

#### (q) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (r) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on 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.

### 2 會計政策變動 (續)

#### (o) 計息借貸

計息借貸首次按公允值扣除應佔交易成本及內含衍生工具之公允值(倘適用)後確認。於首次確認後，計息借貸將按攤銷成本入賬，而最初確認金額與贖回價值之間之任何差額則以實際利息法於借貸期內連同任何應付利息及費用於損益中確認。

#### (p) 可換股優先股股本

倘可換股優先股股本為不能贖回，或僅可按本公司選擇贖回，而任何股息屬酌情者，則可換股優先股股本將被分類為權益。被分類為權益之可換股優先股股本之股息被確認為權益項下分派。

#### (q) 應付賬款及其他應付款

應付賬款及其他應付款首次按公允值確認，其後按攤銷成本入賬，但如貼現影響輕微者，則按成本入賬。

#### (r) 現金及現金等值項目

現金及現金等值項目包括銀行結存及手頭現金、存放於銀行及其他財務機構之活期存款及短期而高流動性之投資，此等投資可隨時兌換為已知金額之現金，且所須承受之價值波動風險不大，其已於收購三個月內到期。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (s) Employee benefits

#### (i) Short-term employee benefits and contributions to defined contribution retirement plans

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.

#### (ii) Share-based payments

##### – Share option scheme

The fair value of share options granted to employees and service providers is recognised as an employee cost or operating expense with a corresponding increase in capital reserve within equity. The fair value is measured at grant date using the Black-Scholes Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

## 2 會計政策變動 (續)

### (s) 僱員福利

#### (i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、有薪年假、定額供款退休計劃的供款及非現金福利成本均在僱員提供有關服務之年度內應計。倘若付款或還款遞延並有重大影響，該等金額以其現值呈列。

#### (ii) 股份付款

##### – 購股權計劃

已向僱員及服務供應者授出的購股權公允值被確認為僱員成本或經營開支，並於權益內資本儲備中作相應增加。公允值於授出日經計及授出購股權的條款及條件以柏力克-舒爾斯模式計量。倘若僱員於無條件享有購股權前須符合歸屬條件，購股權的估計總公允值乃經計及購股權將歸屬的可能性後按歸屬期分佈。

# Notes to the Financial Statements

## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (s) Employee benefits (continued)

##### (ii) Share-based payments (continued)

###### – Share option scheme (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

###### – Share award scheme

The shares awarded under the share award scheme are acquired from open market. The net consideration paid, including any directly attributable incremental costs, is presented as "Shares held under share award scheme" and deducted from equity.

### 2 會計政策變動 (續)

#### (s) 僱員福利 (續)

##### (ii) 股份付款 (續)

###### – 購股權計劃 (續)

於歸屬期內，會對預期歸屬的購股權數量作出檢討。除非原先僱員開支符合資格被確認為資產，否則就此產生的對前年確認的累計公允值之任何調整於檢討年度的損益扣減／入賬，並對資本儲備作相應調整。於歸屬日，已確認為開支之金額乃予以調整以反映已歸屬購股權之實際數量（及資本儲備亦相應調整），惟因本公司股份的市場價格導致歸屬條件不能達成而要沒收則除外。權益金額於資本儲備確認，直至購股權被行使（當其轉移至股份溢價賬時）或購股權到期（當其直接撥回至保留溢利時）。

###### – 股份獎勵計劃

根據股份獎勵計劃獎勵的股份乃自公開市場購入。包括任何直接應佔增加成本在內的已付代價淨額呈列為「根據股份獎勵計劃持有的股份」，並於權益內扣除。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (s) Employee benefits (continued)

#### (ii) Share-based payments (continued)

##### – Share award scheme (continued)

For shares granted under the share award scheme, the fair value of shares granted to employees is recognised as an employee cost with a corresponding increase in capital reserve within equity. The fair value is based on the closing price of the Company's shares on grant date plus any directly attributable incremental costs. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the shares, the total fair value of the shares is spread over the vesting period, taking into account the probability that the shares will vest.

During the vesting period, the number of shares that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of shares that vest with a corresponding adjustment to the capital reserve.

## 2 會計政策變動 (續)

### (s) 僱員福利 (續)

#### (ii) 股份付款 (續)

##### – 股份獎勵計劃 (續)

就股份獎勵計劃項下授出之股份，已向僱員授出的購股權公允值被確認為僱員成本，並於權益內資本儲備中作相應增加。公允值根據於授出日期之本公司股份收市價加任何直接歸屬增量成本。倘若僱員於無條件享有股份前須符合歸屬條件，股份的總公允值乃經計及股份將歸屬的可能性後按歸屬期分佈。

於歸屬期內，會對預期歸屬的股份數量作出檢討。除非原先僱員開支符合資格被確認為資產，否則就此產生的對前年確認的累計公允值之任何調整於檢討年度的損益扣減／入賬，並對資本儲備作相應調整。在歸屬日，已確認為支出之數額會作出調整，以反映所歸屬股份之實際數目，同時對資本儲備作出相應調整。



# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (s) Employee benefits (continued)

##### (ii) Share-based payments (continued)

###### – Share award scheme (continued)

When the awarded shares are transferred to the awardees upon vesting, the related weighted average acquisition cost of the awarded shares vested are credited to “Shares held under share award scheme”, and the grant date fair value of the awarded shares vested are debited to the capital reserve. The difference between the related weighted average acquisition cost and the grant date fair value of the awarded shares vested is transferred to retained profits directly.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

#### (t) Income tax

Income tax for the period 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 business combinations, or 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 period, 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.

### 2 會計政策變動 (續)

#### (s) 僱員福利 (續)

##### (ii) 股份付款 (續)

###### – 股份獎勵計劃 (續)

當獎勵股份於歸屬時轉至獲獎授人，有關已歸屬獎勵股份之加權平均收購成本乃進賬至「根據股份獎勵計劃持有的股份」，以及有關已歸屬獎勵股份的授出日期公允值乃於資本儲備中扣除。有關加權平均收購成本與已歸屬獎勵股份的授出日期公允值之間的差額乃直接轉撥至保留溢利。

##### (iii) 終止僱用福利

終止僱用福利於本集團不再能取消提供該等福利時及本集團確認涉及支付終止僱用福利之重組成本時（以較早者為準）確認。

#### (t) 所得稅

期內所得稅包括即期稅項及遞延稅項資產與負債之變動。即期稅項及遞延稅項資產及負債之變動均在損益內確認，但以與業務合併或確認為其他全面收益或直接確認為權益項目相關者除外，在該情況下，有關稅項金額分別確認為其他全面收益或直接於權益確認。

即期稅項是按期內應課稅收入以報告期末已生效或實際上已生效之稅率計算之預期應付稅項，加以往年度應付稅項之任何調整。

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## 財務報表附註

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (t) Income tax (continued)

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.

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.

## 2 會計政策變動 (續)

### (t) 所得稅 (續)

遞延稅項資產及負債分別由可抵扣及應課稅暫時差異，即資產及負債就財務申報而言之賬面值與其稅基之間的差異而產生。遞延稅項資產亦由未動用稅務虧損及未動用稅項抵免而產生。

除了某些有限之例外情況外，所有遞延稅項負債及遞延稅項資產（僅限於有可能用來動用日後應課稅溢利之資產）均予確認。支持確認由可抵扣暫時差異所產生遞延稅項資產的未來應課稅溢利包括因撥回目前存在之應課稅暫時差異而產生之數額，但該等撥回之差異必須與同一稅務機關和同一應課稅實體有關，並預期在可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉之期間內撥回。在決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，即倘差異是與同一稅務機關及同一應課稅實體有關，以及預期在動用稅項虧損和抵免之期間內撥回，則計入該等差異。

確認遞延稅項資產及負債之少數例外情況為源自不可扣稅之商譽之暫時差異、初步確認不影響會計或應課稅溢利（惟並非業務合併之其中部份）之資產或負債，以及有關投資於附屬公司之暫時差異，惟以（就應課稅差異而言）本集團可控制撥回時間且於可見將來可能不會撥回差異，或（就可扣稅差異而言）除非有關差異可能將於日後撥回為限。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (t) Income tax (continued)

Where investment property is carried at its fair value in accordance with the accounting policy set out in Note 2(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of this asset at its carrying value at the reporting date 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.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

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 Company or the Group 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 Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

### 2 會計政策變動 (續)

#### (t) 所得稅 (續)

倘投資物業根據附註2(i)之會計政策按其公允值入賬，已確認遞延稅項之金額按以該資產於報告日期之賬面值出售而適用之稅率計量，除非該物業為可折舊而其相關業務模式是隨著時間過去，通過使用而非出售消耗該投資物業包含之所有經濟利益。於所有其他情況下，已確認之遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，以報告期末已生效或實際上已生效之稅率計量。遞延稅項資產及負債均不貼現計算。

每個報告期末均會檢討遞延稅項資產之賬面值，並調減至再無足夠應課稅溢利以動用有關稅務利益為止。任何有關減幅於可能有足夠應課稅溢利時予以撥回。

因分派股息產生的額外所得稅在支付相關股息的負債確認時確認。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列，不予抵銷。倘本公司或本集團具備合法權力將即期稅項資產與即期稅項負債抵銷，且符合以下額外條件，則即期稅項資產與即期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨額基準結算或同時變現資產及清付負債；或

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (t) 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.

### (u) Provisions and contingent liabilities

Provisions are recognised for 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.

## 2 會計政策變動 (續)

### (t) 所得稅 (續)

- 就遞延稅項資產及負債而言，倘與相同稅務機構就以下其中一項徵收之所得稅有關：
  - 同一應課稅實體；或
  - 不同應課稅實體，而該等實體於各個預期清付或收回遞延稅項負債或資產之重大金額之日後期間，擬按淨額基準變現即期稅項資產及清付即期稅項負債或同時變現資產及清付負債。

### (u) 撥備及或然負債

倘若本集團或本公司須就已發生之事件承擔法律或推定責任，而履行該責任時可能會導致經濟利益外流，並可作出可靠之估計，便會就該時間或金額不定之負債確認撥備。如果貨幣時間價值重大時，撥備則按預計履行責任所涉及開支之現值入賬。

倘若不可能出現經濟利益外流，或是無法對有關金額作出可靠之估計，便會將該責任披露為或然負債，除非經濟利益外流之可能性渺茫則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，除非經濟利益外流之可能性渺茫則除外。

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, 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.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sale of goods and net income from concession sales

Revenue arising from the sale of goods and net income from concession sales are recognised when the customer takes possession of and accepts the goods. No revenue or net income is recognised if there are significant uncertainties regarding recovery of the consideration due, the possible return of goods, or continuing management involvement with the goods.

#### (ii) Service fee income

Service fee income from the operation of department stores, shopping mall and supermarkets is recognised when the related services are rendered.

### 2 會計政策變動(續)

#### (v) 收益及其他收入

本集團將其日常業務過程中產生自銷售貨品、提供服務或根據租賃其他使用本集團資產的收入分類為收益。

當產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶或承租人有權動用資產時，收益予以確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

#### (i) 銷售貨品及專櫃銷售淨收入

銷售貨品收益及專櫃銷售淨收入於客戶接受貨品及有關擁有權的風險及回報時確認。倘到期代價之收回存在重大不確定性，貨物可能被退回，或本集團仍持續參與貨物管理，則不會確認收益或淨收入。

#### (ii) 服務費收入

經營百貨商場、購物中心及超級市場之服務費收入於提供相關服務時確認。

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (v) Revenue and other income (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, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

##### (iv) Customer loyalty programme

The Group's customer loyalty programme awards customers credits which entitle the customers to the right to exchange for products offered under the customer loyalty programme and gives rise to a separate performance obligation. The Group allocated a portion of the transaction price to the customer loyalty programme based on relative standalone selling price. Such amount is deferred and revenue is recognised when the programme credits are redeemed and the Group has fulfilled its obligations to supply the products offered under the customer loyalty programme. Deferred revenue is also released to revenue when it is no longer considered probable that the programme credits will be redeemed.

##### (v) Dividends

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

### 2 會計政策變動 (續)

#### (v) 收益及其他收入 (續)

##### (iii) 經營租賃之租金收入

經營租賃之應收租金收入在租賃期所涵蓋期間內，以等額在損益中確認，但如有其他基準能更清晰地反映使用的租賃資產所產生的收益模式則除外。授出之租賃獎勵在損益中確認為應收淨租金總額的組成部份。不取決於指數或利率之可變租賃付款於賺取之會計期間確認為收益。

##### (iv) 客戶忠誠度計劃

本集團之客戶忠誠度計劃獎勵客戶積分，而有關積分授予客戶權利交換根據客戶忠誠度計劃所提供之產品並產生單獨的履約責任。本集團按相關獨立售價分配一部分交易價格至客戶忠誠度計劃。有關金額會遞延處理，而收益會於計劃積分獲贖回及本集團已履行其根據客戶忠誠度計劃提供產品之責任時確認。遞延收益亦於計劃積分將不再可能被贖回時撥作收益。

##### (v) 股息

上市投資之股息收入在投資項目股價除息時確認。



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## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (v) Revenue and other income (continued)

##### (vi) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(l)(i)).

##### (vii) Income from financial guarantees issued

Income from financial guarantees issued is recognised over the term of the guarantees (see Note 2(l)(ii)).

#### (w) Translation of foreign currencies

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

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the dates the fair value was measured.

### 2 會計政策變動 (續)

#### (v) 收益及其他收入 (續)

##### (vi) 利息收入

利息收入於產生時以實際利率法確認。就按攤銷成本計量或按公允值計量且其變動計入其他全面收益(可劃轉)且並無出現信貸減值的金融資產而言，則資產的總賬面值以實際利率適用。就出現信貸減值的金融資產而言，實際利率應用於資產的攤銷成本(即扣除虧損撥備的總賬面值)(見附註2(l)(i))。

##### (vii) 已發出財務擔保的收入

已發出財務擔保的收入按擔保期確認(見附註2(l)(ii))。

#### (w) 外幣換算

年內之外幣交易按交易日之外幣匯率換算為與其有關實體之功能貨幣。以外幣計值之貨幣資產及負債按報告期末之外幣匯率換算為與其有關實體之功能貨幣。匯兌收益及虧損於損益內確認。

根據外幣歷史成本計量之非貨幣資產及負債乃使用交易當日釐定之外匯匯率換算為與其有關之實體之功能貨幣。以外幣計值並按公允值列賬之非貨幣資產及負債乃使用計量公允值當日之外匯匯率換算為與其有關之實體之功能貨幣。

# Notes to the Financial Statements

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### 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (w) Translation of foreign currencies (continued)

The results of operations which have a functional currency other than RMB, the Group's presentation currency, are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

#### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition of an asset which necessarily takes a substantial period of time to get ready for its intended use 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 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.

#### (y) 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.

### 2 會計政策變動 (續)

#### (w) 外幣換算 (續)

使用本集團之呈列貨幣人民幣以外之功能貨幣計值之經營業績按交易當日釐定之外匯匯率之概約匯率換算為人民幣。財務狀況表項目按報告期末之外匯收市匯率換算為人民幣。所產生之匯兌差額於其他全面收益確認並於匯兌儲備之權益中獨立累計。

#### (x) 借貸成本

收購必定需要較長期間才能用作擬定用途的資產直接應佔的借貸成本，作為該資產成本的一部分而資本化。其他借貸成本在產生之期間支銷。

借貸成本作為合資格資產成本的一部分而資本化，在資產產生開支、產生借貸成本及籌備資產作預期用途所需的活動正在進行時開始。借貸成本資本化在籌備合資格資產作預期用途或銷售所需的所有活動中斷或完成時暫停或終止。

#### (y) 關連人士

- (a) 一名人士或該名人士之近親家庭成員為本集團之關連人士，如該名人士：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理人員成員。

# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (y) Related parties (continued)

(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.
- (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).
- (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.

### 2 會計政策變動 (續)

#### (y) 關連人士 (續)

(b) 實體如符合以下情況之一時，則為本集團之關連人士：

- (i) 該實體與本集團為同一集團成員公司。
- (ii) 實體為另一實體之聯營公司或合營企業（或另一實體所屬集團成員公司之聯營公司或合營企業）。
- (iii) 兩個實體均為同一第三方之合營企業。
- (iv) 實體為第三實體之合營企業且另一實體為該第三實體之聯營公司。
- (v) 實體為讓本集團或與本集團有關之實體之僱員受益之終止受僱後福利計劃。
- (vi) 實體由(a)所界定人士控制或共同控制。
- (vii) 由(a)(i)所界定人士對實體有重大影響力或為該實體（或該實體母公司）之主要管理層成員。
- (viii) 該實體，或其所屬集團之任何成員公司，向本集團或本集團之母公司提供主要管理層服務。

個別人士之親密家庭成員乃指該親屬成員在與公司交易時可能影響或被影響之親屬成員。

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## 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (z) 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 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.

The Group's revenue is substantially derived from retail customers in the PRC and the Group's operating assets are substantially located in the west region of the PRC. Accordingly, no segment analysis based on geographical location of the customers and assets is provided.

## 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 12, 13, 15, 25 and 28 contain information about the assumptions and their risk factors relating to valuation of land and buildings held for own use, investment property, goodwill impairment, fair value of share options granted and financial assets and liabilities measured at fair value. Other key sources of estimation uncertainty are as follows:

### (a) Expected credit losses of receivables

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of receivables. Receivables are categorised by individual characteristics of each customer. The Group estimates the loss allowance at an amount equal to lifetime expected credit losses for receivables based on the ageing of overdue balances, repayment histories of individual debtors, debtor credit-worthiness, historical write-off experience, existing customer-specific and market conditions and forward-looking information.

## 2 會計政策變動 (續)

### (z) 分部報告

經營分部及財務報表內呈報之各分部項目之金額是由定期提供予本集團最高行政管理人員以作資源分配，及對本集團之各項業務及地區分部進行業績評估之財務資料中識別出來的。

除非分部具備相似之經濟特徵及在產品及服務性質、客戶類型或類別、分銷產品或提供服務所使用之方法以及監管環境方面相似，否則各個重大經營分部在財務匯報中不會進行合算。個別非重大之經營分部，如果符合上述大部份標準，則可能會進行合算。

本集團之收益主要源自其於中國之零售客戶，而本集團之經營資產絕大部份位於中國西部地區。因此，並無提供根據客戶及資產所在地理區域劃分之分部分析。

## 3 會計判斷及估計

附註12、13、15、25及28載有與持作自用土地及樓宇及投資物業之估值、商譽減值、所授出購股權之公允值及按公允值計量之金融資產及負債有關之假設及其風險因素之資料。估計不確定之其他重要來源如下：

### (a) 應收款項的預期信貸虧損

預期信貸虧損為於應收款項的預計有效期內信貸虧損的概率加權估計（即所有現金差額的現值）。應收款項按各客戶個別特點分類。本集團根據逾期結餘賬齡、個別債務人還款歷史、債務人信用可靠性、過往撇銷經驗、現有客戶特定及市場狀況以及前瞻性資料，按相等於整個存續期的預期信貸虧損金額估計應收款項的虧損撥備。

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### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (a) Expected credit losses of receivables (continued)

The Group considers the following indicators when assessing the credit risks, such as the changes in macroeconomic conditions, probabilities of default and internal or external credit ratings, or expected operating performance of the customer, etc. At every reporting date the historical observed default rates are updated and changes in the forward-looking information are analysed. Such assessment involves a significant degree of judgement by the management.

#### (b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of long-lived assets as described in Note 2(l). The carrying amounts of long-lived assets are reviewed periodically or when indications are identified in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or, except for goodwill, reversal of impairment in future periods.

### 3 會計判斷及估計 (續)

#### (a) 應收款項的預期信貸虧損 (續)

本集團評估信貸風險時會考慮以下指標，如宏觀經濟狀況變動、違約概率及內部或外部信貸評級，或客戶預期經營表現等。於各報告日期，將更新歷史觀察違約率及分析前瞻性資料。該等評估涉及管理層重大判斷。

#### (b) 耐用資產減值

倘有情況顯示無法收回耐用資產之賬面值，有關資產可能視為「減值」，並可能根據附註2(l)所述有關耐用資產減值之會計政策確認減值虧損。本集團定期或當發現減值跡象時覆核耐用資產之賬面值，藉以評估可收回金額是否下跌至低於賬面值。倘出現上述減值情況，賬面值則會減至可收回金額。可收回金額為公允值減處置成本或使用價值兩者中之較高者。在釐定使用價值時，資產產生的預計未來現金流量貼現至現值，當中須對相關收入水平及經營成本金額作出重要判斷。本集團在釐定與可收回金額相若之合理數額時，使用全部可輕易獲得資料，包括基於合理及有支持力之假設之估計以及收益與經營成本款額之預測水平。有關估計之變動可對資產之賬面值產生重大影響，並可於未來期間引致額外減值開支或（商譽除外）作出減值撥回。

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### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (c) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual values. The management reviews the estimated useful lives and the residual values of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of the useful lives and the residual values are based on historical experience with similar assets. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

#### (d) Deferred tax

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. In determining the amount of deferred tax assets to be recognised, significant judgement is required relating to the timing and level of future taxable profits, after taking into account future tax planning strategies. The amount of deferred tax assets recognised at future dates are adjusted if there are significant changes from these estimates.

### 4 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the PRC.

### 3 會計判斷及估計 (續)

#### (c) 折舊

物業、廠房及設備之折舊乃經考慮估計剩餘價值後，按資產之估計可使用年限以直線法計算。管理層定期檢討資產之估計可使用年限及剩餘價值，以釐定於任何報告期內記錄之折舊支出金額。可使用年限及剩餘價值乃根據類似資產之過往經驗釐定。倘過往之估計出現重大變動，則日後期間之折舊支出亦會調整。

#### (d) 遞延稅項

僅限於有可能出現未來應課稅溢利可供動用遞延稅項資產時，就未動用稅項虧損及可扣減暫時差異確認遞延稅項資產。於釐定將予確認之遞延稅項資產金額時，在考慮未來稅務計劃策略後，需要就未來應課稅溢利之時機及程度作出重大判斷。倘該等估計出現重大變動，於未來日期確認遞延稅項資產之金額會作出調整。

### 4 收益和分部報告

#### (a) 收益

本集團之主要業務為於中國經營百貨商場、購物中心及超級市場。



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## 財務報表附註

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### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (a) Revenue (continued)

Revenue represents the sales value of goods sold to customers, net income from concession sales, gross rental income and management and administrative service fee income. Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

#### Revenue from contracts with customers within the scope of HKFRS 15

	香港財務報告準則第15號範圍內之來自客戶合約之收益	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Sales of goods	商品銷售	302,622	596,232
Net income from concession sales	特許專櫃銷售淨收入	224,849	324,253
Management and administrative service fee income	管理及行政服務費收入	50,164	56,148
		<b>577,635</b>	976,633

#### Revenue from other sources

	其他來源收益	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Gross rental income	總租金收入	64,377	77,432
		<b>642,012</b>	1,054,065

#### Disaggregated by timing of revenue recognition

	按收益確認時間分類	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Point in time	時點	527,471	920,485
Over time	隨時間	114,541	133,580
		<b>642,012</b>	1,054,065

The Group's entire revenue is attributable to the market in the Shaanxi Province, PRC. No analysis of geographical information is therefore presented.

### 4 收益和分部報告 (續)

#### (a) 收益 (續)

收益指向客戶售出之商品銷售價值、特許專櫃銷售淨收入、總租金收入，以及管理及行政服務費收入。各主要收益及淨收入類別之金額之分析如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
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本集團的全部收益來自中國陝西市場。因此，概無呈列地理資料分析。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (a) Revenue (continued)

The Group engages in the retail business, and accordingly, the directors of the Company consider that the Group's customer base is diversified and has no customer with whom transactions have exceeded 10% of the Group's revenue for the year ended 31 March 2020 (2019: RMBNil). Details of concentrations of credit risk are set out in Note 28(a).

#### Information on gross revenue

Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, gross rental income and management and administrative service fee income charged to tenants.

### 4 收益和分部報告 (續)

#### (a) 收益 (續)

本集團從事零售業務，因此，本公司董事認為，本集團的客戶基礎多元化，且截至二零二零年三月三十一日止年度本集團並無交易超過本集團收益10%的客戶（二零一九年：人民幣零元）。信貸風險集中的詳情載列於附註28(a)。

#### 與總收益有關之資料

總收益指銷售商品、計入零售客戶之特許專櫃銷售總租金收入以及向租戶收取之管理及行政服務費收入之總額。

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Sales of goods	商品銷售	302,622	596,232
Gross revenue from concession sales	特許專櫃銷售總收益	1,395,508	1,999,289
Gross rental income	總租金收入	64,377	77,432
Management and administrative service fee income	管理及行政服務費收入	50,164	56,148
		<b>1,812,671</b>	<b>2,729,101</b>

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

有關本集團主要業務之進一步詳情於下文披露。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (b) Segment reporting

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

- Department stores and shopping mall: this segment operates 5 department stores and a shopping mall at the end of the reporting period. During the year, one of the Group's department stores has been closed.
- Supermarkets: this segment operates 7 supermarkets.

#### (i) Segment information

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

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

### 4 收益和分部報告 (續)

#### (b) 分部報告

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

- 百貨商場及購物中心：於報告期末此分部包括五家百貨商場及一家購物中心業務。於年內，本集團之一家百貨商場關閉。
- 超級市場：此分部包括七家超級市場業務。

#### (i) 分部資料

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

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

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (b) Segment reporting (continued)

##### (i) Segment information (continued)

The measure used for reporting segment profit is “adjusted EBITDA” i.e. “adjusted earnings before interest, taxes, depreciation and amortisation”, where “interest” is regarded as including interest income, and other financial charges and income, and “depreciation and amortisation” is regarded as including impairment losses on tangible and intangible assets and valuation gain or loss on investment property. To arrive at adjusted EBITDA, the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the year ended 31 March 2020 and 2019.

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

Information regarding the Group’s reportable segments as provided to the Group’s most senior executive management for the purposes of resource allocation and assessment of segment performance for the year ended 31 March 2020 and 2019 is set out below.

### 4 收益和分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部資料 (續)

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之盈利」，其中「利息」包括利息收入及其他財務支出及收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損與投資物業之估值收益或虧損。為計算經調整EBITDA，本集團之盈利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總辦事處或公司行政成本。於截至二零二零年及二零一九年三月三十一日止年度，內部分部間並無銷售。

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

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零二零年三月三十一日止年度及截至二零一九年三月三十一日止年度分配資源及評估分部表現。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (b) Segment reporting (continued)

##### (i) Segment information (continued)

### 4 收益和分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部資料 (續)

		2020 二零二零年		
		Department stores and shopping mall 百貨商場及購物中心 RMB'000 人民幣千元	Supermarkets 超級市場 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Disaggregated by timing of revenue recognition</b>	<b>按收益確認時間分類</b>			
Point in time	時點	282,723	244,748	527,471
Over time	隨時間	91,175	23,366	114,541
<b>Revenue and net income from external customers and reportable segment revenue and net income</b>	<b>外來客戶之收益及淨收入及可報告分部收益及淨收入</b>	<b>373,898</b>	<b>268,114</b>	<b>642,012</b>
<b>Reportable segment loss (adjusted EBITDA)</b>	<b>可報告分部虧損 (經調整EBITDA)</b>	<b>(520,125)</b>	<b>(13,074)</b>	<b>(533,199)</b>
		2019 二零一九年		
		Department stores and shopping mall 百貨商場及購物中心 RMB'000 人民幣千元	Supermarkets 超級市場 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收益確認時間分類			
Point in time	時點	658,679	261,806	920,485
Over time	隨時間	106,075	27,505	133,580
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及淨收入及可報告分部收益及淨收入	764,754	289,311	1,054,065
Reportable segment profit (adjusted EBITDA)	可報告分部溢利 (經調整EBITDA)	178,625	17,531	196,156

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明·否則以人民幣呈列)

### 4 REVENUE AND SEGMENT REPORTING (continued)

#### (b) Segment reporting (continued)

#### (ii) Reconciliation of reportable segment (loss)/profit

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	<b>(533,199)</b>	196,156
Other net income	其他淨收入	<b>10,629</b>	3,895
Depreciation expenses	折舊開支	<b>(165,095)</b>	(143,350)
Impairment losses on goodwill	商譽減值虧損	<b>(470,605)</b>	(194,728)
Valuation loss on an investment property	投資物業估值虧損	<b>(28,700)</b>	-
Net finance costs	財務費用淨額	<b>(118,509)</b>	(88,107)
Unallocated head office and corporate administration expenses	未分配總部及企業行政開支	<b>(11,020)</b>	(21,673)
Loss before taxation	除稅前虧損	<b>(1,316,499)</b>	(247,807)

### 4 收益和分部報告(續)

#### (b) 分部報告(續)

#### (ii) 可報告分部(虧損)/溢利對賬

### 5 OTHER NET INCOME

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Interest income	利息收入	<b>5,795</b>	7,667
Net income on a financial guarantee issued	已發行金融擔保之淨收入	<b>1,415</b>	5,660
Dividend income	股息收入	<b>1,200</b>	900
Changes in fair value of other financial assets	其他金融資產之公允值變動	-	(10,332)
Write-off of other payables	撇銷其他應付款	<b>2,219</b>	-
		<b>10,629</b>	3,895

### 5 其他淨收入



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 6 LOSS BEFORE TAXATION

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

#### (a) Net finance costs

Interest expenses on bank and other borrowings (Note 21(b))	銀行及其他借貸之利息支出 (附註21(b))	189,761	158,220
Interest on lease liabilities (Note 21(c))	租賃負債之利息(附註21(c))	6,503	-
Bank charges and other finance costs	銀行費用及其他財務費用	11,522	11,286
Total borrowing costs	總借貸成本	207,786	169,506
Less: interest expense capitalised into prepayments for acquisitions of properties	減：已資本化入收購物業預付款項之利息開支	(88,756)	(79,809)
Finance income on loan receivables from third parties	應收第三方貸款之財務收入	(32)	(1,591)
Net foreign exchange (gain)/loss	外匯(收益)/虧損淨額	(489)	1

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach. Under the transition methods chosen, comparative information is not restated. See Note 2(c).

The borrowing costs have been capitalised at a rate of 7.48% per annum for the year ended 31 March 2020 (2019: 6.70%) (see Note 17).

#### (b) Staff costs

Salaries, wages and other benefits	薪金、工資及其他福利	113,382	127,746
Contributions to defined contribution retirement plans	向定額供款退休計劃供款	11,769	16,320

### 6 除稅前虧損

除稅前虧損已扣除/(計入):

#### (a) 財務費用淨額

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
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189,761	158,220
6,503	-
11,522	11,286
207,786	169,506
(88,756)	(79,809)
(32)	(1,591)
(489)	1
118,509	88,107

附註：本集團已使用經修訂追溯法首次應用香港財務報告準則第16號。根據所選擇的過渡法，比較資料並未重列。見附註2(c)。

截至二零二零年三月三十一日止年度借貸成本已按每年7.48% (二零一九年：6.70%) 之比率資本化(見附註17)。

#### (b) 員工成本

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
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113,382	127,746
11,769	16,320
125,151	144,066

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 6 LOSS BEFORE TAXATION (continued)

#### (b) Staff costs (continued)

The employees of the subsidiaries of the Group established in the PRC participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby these subsidiaries are required to contribute to the schemes at 20% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC, from the above mentioned retirement schemes at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant salaries, subject to a cap of monthly relevant salaries of HK\$30,000. Contributions to the MPF Scheme vest immediately.

The Group has no further obligation for payment of other retirement benefits beyond the above annual contributions.

#### (c) Other operating expenses:

Auditors' remuneration – statutory audit service	核數師薪酬 – 法定核數服務	4,200	4,000
Other professional service fee	其他專業服務費	5,745	12,411
Expected credit loss on trade and other receivables (Note)	應收賬款及其他應收款之預期信貸虧損(附註)	604,716	17,394
Provisions for future Cash Coupon Card to be consumed (See Note 20(c))	將予消費之未來預付卡撥備(見附註20(c))	94,046	–
Property management fee	物業管理費	8,409	14,318
Loss on disposal of property, plant and equipment	處置物業、廠房及設備之虧損	403	1,123
Others	其他	30,116	41,632
		<b>747,635</b>	<b>90,878</b>

Note: During the year, expected credit loss of RMB604,716,000 was recognised in loss allowance for trade and other receivables, of which RMB586,477,000 (2019: RMB2,004,000) was related to the receivables due from a third party. See Note 20(c).

### 6 除稅前虧損(續)

#### (b) 員工成本(續)

本集團於中國成立之附屬公司之僱員參與地方政府機構管理之定額供款退休福利計劃，據此該等附屬公司須按僱員基本薪金之20%向該等計劃供款。根據上述退休計劃，該等附屬公司僱員於達致正常退休年齡時有權按上述退休計劃享有按中國平均薪資水平百分比計算之退休福利。

本集團亦根據香港強制性公積金計劃條例為香港僱傭條例之司法權區下之僱員運作一個強制性公積金計劃(「強積金計劃」)。強積金計劃為一個由獨立受託人管理之定額供款計劃。根據強積金計劃，僱主及其僱員均須按僱員相關薪資之5%(每月相關薪資上限為30,000港元)向計劃供款。向強積金計劃之供款即時歸屬。

除作出上述年度供款外，本集團概無就其他退休福利付款之責任。

#### (c) 其他經營開支：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
	4,200	4,000
	5,745	12,411
	604,716	17,394
	94,046	–
	8,409	14,318
	403	1,123
	30,116	41,632
	<b>747,635</b>	<b>90,878</b>

附註：於年內，於應收賬款及其他應收款之虧損撥備確認預期信貸虧損人民幣604,716,000元，其中人民幣586,477,000元(二零一九年：人民幣2,004,000元)與應收第三方款項有關。見附註20(c)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 7 綜合損益表內所得稅

#### (a) Taxation in the consolidated statement of profit or loss represents:

#### (a) 綜合損益表內之稅項指：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
<b>Current taxation (see Note 26(a)):</b> 本期稅項 (見附註26(a))：		
– Provision for PRC Corporate Income Tax 中國企業所得稅撥備	3,394	13,557
– Over-provision in respect of prior years 過往年度超額撥備	(2,166)	(5,013)
	<b>1,228</b>	<b>8,544</b>
<b>Deferred taxation (see Note 26(b)):</b> 遞延稅項 (見附註26(b))：		
– Origination and reversal of temporary differences 暫時差異之產生及撥回	(5,137)	7,474
	<b>(3,909)</b>	<b>16,018</b>

#### (b) Reconciliation between tax expense and accounting loss at applicable tax rates:

#### (b) 稅項支出及會計虧損按適用稅率之調節如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Loss before taxation 除稅前虧損	<b>(1,316,499)</b>	(247,807)
Expected tax on loss before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned (see Notes (i), (ii) and (iii)) 除稅前虧損之預期稅項，按相關稅務司法權區獲得溢利之適用稅率計算 (見附註(i)、(ii)及(iii))	<b>(345,328)</b>	(57,870)
Tax effect of non-deductible expenses 不可扣減支出之稅務影響	<b>228,568</b>	56,555
Tax concessions (see Note (iv)) 稅項寬減 (見附註(iv))	<b>69,577</b>	(5,841)
Tax effect of unused tax losses not recognised 未確認未動用稅務虧損之稅務影響	<b>45,440</b>	28,187
Over-provision in respect of prior years 過往年度超額撥備	<b>(2,166)</b>	(5,013)
Income tax 所得稅	<b>(3,909)</b>	16,018

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

#### (b) Reconciliation between tax expense and accounting loss at applicable tax rates: (continued)

Notes:

- (i) The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% (2019: 16.5%). No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the year ended 31 March 2020 (2019: RMBNil).
- (ii) The Company and the subsidiaries of the Group incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.
- (iii) The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the year ended 31 March 2020 (2019: 25%).
- (iv) Certain subsidiaries of the Group established in the PRC obtained approvals from the respective tax bureaux in 2012 that they are entitled to tax benefits applicable to entities under the Second Phase of the Western Region Development Plan of the PRC, and enjoy a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2011 to 2020.

### 7 綜合損益表內所得稅 (續)

#### (b) 稅項支出及會計虧損按適用稅率之調節如下：(續)

附註：

- (i) 本公司及本集團於香港註冊成立之附屬公司須繳納香港利得稅稅率為16.5% (二零一九年：16.5%)。由於本公司及本集團於香港註冊成立之附屬公司截至二零二零年三月三十一日止年度並無須繳納香港利得稅之應課稅溢利 (二零一九年：人民幣零元)，故並未就香港利得稅作出撥備。
- (ii) 本公司及本集團於中國 (包括香港) 以外國家註冊成立之附屬公司根據其各自所在註冊國家之法律及法規毋須繳納任何所得稅。
- (iii) 截至二零二零年三月三十一日止年度，本集團於中國成立之附屬公司須繳納中國企業所得稅稅率為25% (二零一九年：25%)。
- (iv) 於二零一二年，本集團若干在中國成立之附屬公司取得相關稅務局批文，有權享受適用於中國西部大開發計劃第二期下之實體之相關稅務減免，並將於二零一一年至二零二零年曆年享受15%之優惠中國企業所得稅稅率。

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## 財務報表附註

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### 8 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### 8 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之董事薪酬如下：

		2020 二零二零年				
		Salaries, allowances and benefits in kind 薪金、津貼及 其他實物福利	Discretionary bonuses 酌情獎金	Retirement scheme contributions 退休計劃供款	Total	
		Directors' fees 董事袍金				
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b>		<b>執行董事</b>				
Mr. Wu Yijian (Chairman)	吳一堅先生(主席)	3,351	586	-	16	3,953
Mr. Chan Wai Kwong, Peter (resigned on 21 October 2019)	陳為光先生 (於二零一九年十月二十一日辭任)	1,173	52	-	9	1,234
Mr. Sha Yingjie (resigned on 21 October 2019)	沙英杰先生 (於二零一九年十月二十一日辭任)	45	-	-	-	45
Mr. Qin Chuan (appointed on 21 October 2019)	秦川先生 (於二零一九年十月二十一日獲委任)	381	-	-	8	389
<b>Non-executive directors</b>		<b>非執行董事</b>				
Mr. Chen Shuai	陳帥先生	-	-	-	-	-
Mr. Cao Yonggang (resigned on 21 October 2019)	曹永剛先生 (於二零一九年十月二十一日辭任)	-	-	-	-	-
Mr. Qu Jiaqi (resigned on 21 October 2019)	曲家琪先生 (於二零一九年十月二十一日辭任)	51	-	-	-	51
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Dr. Han Qinchun (appointed on 30 Sept 2019)	韓秦春博士 (於二零一九年九月三十日獲委任)	70	-	-	-	70
Mr. Ruan Xiaofeng	阮曉峰先生	203	-	-	-	203
Dr. Cao Guoqi (resigned on 30 Sept 2019)	曹國琪博士 (於二零一九年九月三十日辭任)	133	-	-	-	133
Mr. Tsang Kwok Wai	曾國偉先生	230	-	-	-	230
		5,637	638	-	33	6,308

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### 8 DIRECTORS' REMUNERATION (continued)

### 8 董事薪酬 (續)

		2019 二零一九年				
		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total	
		薪金、津貼及 其他實物福利	酌情獎金	退休計劃供款	合計	
		Directors' fees				
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>		<b>執行董事</b>				
Mr. Wu Yijian (Chairman)	吳一堅先生 (主席)	4,279	695	-	15	4,989
Mr. Chan Wai Kwong, Peter	陳為光先生	1,540	246	-	15	1,801
Mr. Kam Hou Yin, John (resigned on 31 October 2018)	金孝賢先生 (於二零一八年十月三十一日辭任)	1,123	-	-	9	1,132
Mr. Sha Yingjie	沙英杰先生	82	-	-	-	82
<b>Non-executive directors</b>		<b>非執行董事</b>				
Mr. Chen Shuai	陳帥先生	-	-	-	-	-
Mr. Cao Yonggang	曹永剛先生	-	-	-	-	-
Mr. Qu Jiaqi	曲家琪先生	92	-	-	-	92
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Mr. Ruan Xiaofeng	阮曉峰先生	257	-	-	-	257
Ms. Sun Zhili (resigned on 19 October 2018)	孫枝麗女士 (於二零一八年十月十九日辭任)	141	-	-	-	141
Dr. Cao Guoqi	曹國琪博士	257	-	-	-	257
Mr. Tsang Kwok Wai	曾國偉先生	257	-	-	-	257
		8,028	941	-	39	9,008



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### 9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2019: three) are directors whose emoluments are disclosed in Note 8.

The emoluments in respect of the other three (2019: two) individuals are as follows:

### 9 最高薪人士

在五名最高薪人士中，兩名（二零一九年：三名）為董事，而其酬金詳情已於附註8披露。

有關其他三名（二零一九年：兩名）人士之酬金如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及其他實物福利	2,720	1,946
Retirement scheme contributions 退休計劃供款	120	146
	<b>2,840</b>	<b>2,092</b>

The emoluments of the three (2019: two) individuals who are not directors and who are amongst the five highest paid individuals of the Group are within the following bands:

三名（二零一九年：兩名）並非董事且屬於本集團五名最高薪人士之個別人士之薪酬介乎以下範圍：

	2020 二零二零年 Number of individuals 個別人數	2019 二零一九年 Number of individuals 個別人數
HKD Nil to HKD1,000,000 零港元至1,000,000港元	1	-
HKD1,000,001 to HKD1,500,000 1,000,001港元至1,500,000港元	2	2

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## 財務報表附註

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### 10 OTHER COMPREHENSIVE INCOME

#### Tax effects relating to each component of other comprehensive income

### 10 其他全面收益

#### 與其他全面收益各部份有關之稅項影響

	2020 二零二零年			2019 二零一九年		
	Before tax amount 除稅項前金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元 (Note 26(b)) (附註26(b))	Net-of-tax amount 扣除稅項後金額 RMB'000 人民幣千元	Before tax amount 除稅項前金額 RMB'000 人民幣千元	Tax expense 稅項開支 RMB'000 人民幣千元 (Note 26(b)) (附註26(b))	Net-of-tax amount 扣除稅項後金額 RMB'000 人民幣千元
Surplus on revaluation of land and buildings held for own use (see Note 12)	11,550	(2,185)	9,365	24,677	(5,982)	18,695
Other financial assets: – Net movement in the fair value reserve	(70,198)	10,531	(59,667)	(43,800)	6,569	(37,231)
Exchange differences on translation into presentation currency	(17,192)	-	(17,192)	(14,438)	-	(14,438)
Other comprehensive income	(75,840)	8,346	(67,494)	(33,561)	587	(32,974)

There was no reclassification adjustment relating to components of other comprehensive income during the year (2019: Nil).

年內並無有關其他全面收益部分之重新分類調整(二零一九年:無)。

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## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 11 LOSS PER SHARE

#### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company of RMB1,279,095,000 (2019: RMB261,575,000) and the weighted average number of 2,323,693,000 ordinary and convertible preference shares (2019: 2,323,693,000 ordinary and convertible preference shares) in issue during the year.

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

#### (b) Diluted loss per share

The calculation of diluted loss per share is based on the loss attributable to equity shareholders of the Company of RMB1,279,095,000 (2019: RMB261,575,000) and the weighted average number of 2,323,693,000 ordinary and convertible preference shares (diluted) (2019: 2,323,693,000 ordinary and convertible preference shares (diluted)).

### 11 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃基於本公司股東應佔虧損人民幣1,279,095,000元(二零一九年：人民幣261,575,000元)及於本年內已發行加權平均數2,323,693,000股普通股及可換股優先股(二零一九年：2,323,693,000股普通股及可換股優先股)計算。

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

#### (b) 每股攤薄虧損

每股攤薄虧損乃基於本公司股東應佔虧損人民幣1,279,095,000元(二零一九年：人民幣261,575,000元)及加權平均數2,323,693,000股普通股及可換股優先股(攤薄)(二零一九年：2,323,693,000股普通股及可換股優先股(攤薄))計算。

# Notes to the Financial Statements

## 財務報表附註

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### 12 PROPERTY, PLANT AND EQUIPMENT

### 12 物業、廠房及設備

	Land and buildings held for own use carried at fair value	Residential properties held for own use carried at cost and leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total	
	按公允價值列賬之持作自用土地及樓宇	按成本列賬之持作自用住宅物業及租賃物業裝修	傢俬、裝置及設備	運輸工具	在建工程	合計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>Cost or valuation:</b>	<b>成本或估值：</b>						
At 1 April 2018	於二零一八年四月一日	2,964,310	480,977	103,780	7,114	1,283	3,557,464
Exchange adjustments	匯兌調整	-	32	1,155	-	-	1,187
Reclassification from investment property (see Note 13)	從投資物業重新分類 (見附註13)	38,600	-	-	-	-	38,600
Additions	添置	-	2,721	3,461	-	11,112	17,294
Transfer in/(out)	轉入/(出)	-	11,356	-	-	(11,356)	-
Written off and disposal	撇銷及處置	-	(57,675)	(6,813)	(1,237)	(414)	(66,139)
Surplus on revaluation (see Note 10)	重估盈餘 (見附註10)	24,677	-	-	-	-	24,677
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(96,277)	-	-	-	-	(96,277)
At 31 March 2019	於二零一九年三月三十一日	2,931,310	437,411	101,583	5,877	625	3,476,806
<b>Representing:</b>	<b>指：</b>						
Cost	成本	-	437,411	101,583	5,877	625	545,496
Valuation - 31 March 2019	估值 - 二零一九年三月三十一日	2,931,310	-	-	-	-	2,931,310
		2,931,310	437,411	101,583	5,877	625	3,476,806
<b>Accumulated depreciation and impairment losses:</b>	<b>累計折舊及減值虧損：</b>						
At 1 April 2018	於二零一八年四月一日	-	290,773	74,084	5,737	-	370,594
Exchange adjustments	匯兌調整	-	24	1,081	-	-	1,105
Charge for the year	本年度折舊	96,277	35,356	11,468	249	-	143,350
Written off and written back on disposals	撇銷及處置時撥回	-	(56,743)	(6,306)	(954)	-	(64,003)
Elimination on revaluation	重估時抵銷	(96,277)	-	-	-	-	(96,277)
At 31 March 2019	於二零一九年三月三十一日	-	269,410	80,327	5,032	-	354,769
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 March 2019	於二零一九年三月三十一日	2,931,310	168,001	21,256	845	625	3,122,037

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### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

### 12 物業、廠房及設備 (續)

		Land and buildings held for own use carried at fair value	Residential properties held for own use carried at cost and leasehold improvements	Properties leased for own use	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		以公允價值列賬之持作自用土地及樓宇	按成本列賬之持作自用住宅物業及租賃物業裝修	自用租賃物業	傢俬、裝置及設備	運輸工具	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost or valuation:</b>	<b>成本或估值：</b>							
At 31 March 2019	於二零一九年三月三十一日	2,931,310	437,411	-	101,583	5,877	625	3,476,806
Impact on initial application of HKFRS 16 (Note)	首次應用香港財務報告準則第16號之影響(附註)	-	-	97,636	-	-	-	97,636
At 1 April 2019	於二零一九年四月一日	2,931,310	437,411	97,636	101,583	5,877	625	3,574,442
Exchange adjustments	匯兌調整	-	32	-	1,141	-	-	1,173
Additions	添置	-	3,013	100	902	476	-	4,491
Transfer in/(out)	轉入/(出)	-	392	-	-	-	(392)	-
Written off and disposal	撇銷及處置	-	(35,427)	-	(3,201)	(4)	-	(38,632)
Surplus on revaluation (see Note 10)	重估盈餘(見附註10)	11,550	-	-	-	-	-	11,550
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(98,860)	-	-	-	-	-	(98,860)
At 31 March 2020	於二零二零年三月三十一日	2,844,000	405,421	97,736	100,425	6,349	233	3,454,164
<b>Representing:</b>	<b>指：</b>							
Cost	成本	-	405,421	97,736	100,425	6,349	233	610,164
Valuation - 31 March 2020	估值-二零二零年三月三十一日	2,844,000	-	-	-	-	-	2,844,000
		2,844,000	405,421	97,736	100,425	6,349	233	3,454,164
<b>Accumulated depreciation and impairment losses:</b>	<b>累計折舊及減值虧損：</b>							
At 1 April 2019	於二零一九年四月一日	-	269,410	-	80,327	5,032	-	354,769
Exchange adjustments	匯兌調整	-	32	-	1,141	-	-	1,173
Charge for the year	本年度折舊	98,860	30,985	26,056	9,047	147	-	165,095
Written off and written back on disposals	撇銷及處置時撥回	-	(18,165)	-	(3,018)	(3)	-	(21,186)
Elimination on revaluation	重估時抵銷	(98,860)	-	-	-	-	-	(98,860)
At 31 March 2020	於二零二零年三月三十一日	-	282,262	26,056	87,497	5,176	-	400,991
<b>Net book value:</b>	<b>賬面淨值：</b>							
At 31 March 2020	於二零二零年三月三十一日	2,844,000	123,159	71,680	12,928	1,173	233	3,053,173

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### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. See Note 2(c).

#### (a) Fair value measurement of land and buildings carried at fair value and investment property

##### (i) Fair value hierarchy

The following table presents the fair value of the Group's land and buildings and investment property 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.
- 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.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 12 物業、廠房及設備 (續)

附註：本集團已首次採用經修訂追溯法應用香港財務報告準則第16號，並調整於二零一九年四月一日的期初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的使用權資產。見附註2(c)。

#### (a) 按公允值列賬之土地及樓宇及投資物業之公允值計量

##### (i) 公允值層級

下表呈列於報告期末按經常性基準計量之本集團之土地及樓宇以及投資物業之公允值，有關之公允值採納三級分級制度（見香港財務報告準則第13號「公允值計量」之定義）分類。將公允值計量分類之等級乃參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公允值。
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公允值。



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### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (a) Fair value measurement of land and buildings carried at fair value and investment property (continued)

##### (i) Fair value hierarchy (continued)

Recurring fair value measurements	經常性公允價值計量
Land and buildings held for own use	持作自用土地及樓宇
Investment property (see Note 13)	投資物業 (見附註13)

During the year ended 31 March 2020, there was no transfer between Level 1 and Level 2, or transfer into or out of Level 3 (2019: no transfer). 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 occur.

All of the Group's land and buildings carried at fair value and investment property were revalued as at 31 March 2020. The valuations were carried out by an independent firm of surveyor, Roma Appraisals Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The Group's Financial Controller has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

### 12 物業、廠房及設備 (續)

#### (a) 按公允價值列賬之土地及樓宇及投資物業之公允價值計量 (續)

##### (i) 公允價值層級 (續)

#### Fair value measurements categorised into Level 3

分類為第三級之公允價值計量

2020	2019
二零二零年	二零一九年
RMB'000	RMB'000
人民幣千元	人民幣千元
2,844,000	2,931,310
1,265,300	1,294,000

截至二零二零年三月三十一日止年度，並無第一級與第二級間之轉撥或轉入或轉出第三級(二零一九年：無轉撥)。本集團之政策為於發生轉撥之報告期末確認公允價值層級各分級間之轉撥。

本集團所有按公允價值列賬之土地及樓宇以及投資物業於二零二零年三月三十一日進行重估。是項估值由一名獨立測量師行羅馬國際評估有限公司(香港測量師學會之會員，並具備於待估物業所在地及物業類型之近期估值經驗)進行。於各中期及年度報告日期進行估值時，本集團之財務總監已與測量師討論相關估值假設及估值結果。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (a) Fair value measurement of land and buildings carried at fair value and investment property (continued)

#### (ii) Valuation techniques and inputs used in Level 3 fair value measurements

	Valuation techniques 估值方法	Unobservable input 不可觀察輸入數據	Range 範圍	
			2020 二零二零年 RMB 人民幣	2019 二零一九年 RMB 人民幣
Land and buildings held for own use 持作自用土地及樓宇	Market comparison approach 市場比較法	Average market unit sale rate (per sq.m.) 平均市場單位售價 (每平方米)	12,000 ~ 51,000	14,000 ~ 53,000
Investment property 投資物業	Market comparison approach 市場比較法	Average market unit sale rate (per sq.m.) 平均市場單位售價 (每平方米)	28,173	28,809

The fair value of land and buildings carried at fair value and investment property located in the PRC is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square meter basis in the relevant market. Comparable properties of similar size, characteristics and location are analysed and selected for each property in order to arrive at a fair comparison of their fair values. The fair value measurement is positively correlated to the average market unit sale rate.

Fair value adjustment of investment property is recognised in the line item "Valuation loss on an investment property" on the face of the consolidated statement of profit or loss.

### 12 物業、廠房及設備 (續)

#### (a) 按公允值列賬之土地及樓宇及投資物業之公允值計量 (續)

#### (ii) 第三級公允值計量所使用之估值方法及輸入數據

位於中國之按公允值列賬之土地及樓宇以及投資物業之公允值使用市場比較法釐定，其經參考可供比較物業按相關市場每平方米價格基準計算之近期售價。為公允比較各投資物業之公允值，分析及選擇規模、特點及地點相近之可比較物業。該公允值計量必須與平均市場單位售價相關聯。

投資物業之公允值調整於綜合損益表之「投資物業估值虧損」項內確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (a) Fair value measurement of land and buildings carried at fair value and investment property (continued)

##### (ii) Valuation techniques and inputs used in Level 3 fair value measurements (continued)

Surplus on revaluation and exchange adjustment of land and buildings held for own use are recognised in other comprehensive income in "Property revaluation reserve".

All the losses recognised in profit or loss for the year arise from the properties held at the end of the reporting period.

##### (iii) Depreciated cost of land and buildings held for own use carried at fair value

Had the revalued land and buildings carried at fair value been carried at cost less accumulated depreciation and impairment losses, the carrying amount would have been

如以公允價值列賬之重估土地及樓宇以成本減累計折舊及減值虧損列賬，賬面值將為

**1,601,566**

1,654,384

### 12 物業、廠房及設備 (續)

#### (a) 按公允價值列賬之土地及樓宇及投資物業之公允價值計量 (續)

##### (ii) 第三級公允價值計量所使用之估值方法及輸入數據 (續)

持作自用土地及樓宇之重估盈餘及匯兌調整於「物業重估儲備」內確認為其他全面收益。

本年度損益確認之所有虧損產生自報告期末持有之物業。

##### (iii) 以公允價值列賬之持作自用土地及樓宇折舊成本

2020	2019
二零二零年	二零一九年
RMB'000	RMB'000
人民幣千元	人民幣千元

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

### 12 物業、廠房及設備 (續)

#### (b) 使用權資產

使用權資產賬面淨值按相關資產類別分析如下：

		31 March 2020 二零二零年 三月三十一日	1 April 2019 二零一九年 四月一日
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Ownership interests in leasehold land and buildings held for own use, carried at fair value in PRC, with remaining lease term between 10 and 50 years	於中國以公允值列賬之持作自用之租賃土地及樓宇之擁有權權益，附有餘下租期介乎10至50年	(i) <b>2,844,000</b>	2,931,310
Residential properties held for own use carried at depreciated cost	按折舊成本列賬之持作自用住宅物業	(ii) <b>13,743</b>	26,594
Properties leased for own use, carried at depreciated cost	按折舊成本列賬之自用租賃物業	(iii) <b>71,680</b>	97,636
		<b>85,423</b>	124,230
Ownership interests in leasehold investment property, carried at fair value, with remaining lease term between 10 and 50 years	於租賃投資物業之擁有權權益，按公允值列賬，餘下租期介乎10至50年	<b>1,265,300</b>	1,294,000
		<b>4,194,723</b>	4,349,540

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (b) Right-of-use assets (continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產折舊支出：		
Ownership interests in leasehold land and buildings held for own use, carried at fair value in PRC	於中國以公允值列賬之持作自用之租賃土地及樓宇之擁有權權益	98,860	96,277
Residential properties held for own use carried at depreciated cost	按折舊成本列賬之持作自用住宅物業	624	814
Properties leased for own use, carried at depreciated cost	按折舊成本列賬之自用租賃物業	26,056	-
		<b>125,540</b>	<b>97,091</b>
Interest on lease liabilities (Note 6(a))	租賃負債之利息 (附註6(a))	6,503	-
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 March 2020	與短期租賃及剩餘租賃期於二零二零年三月三十一日或之前終止的其他租賃有關的開支	1,059	-
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	過往根據香港會計準則第17號分類為經營租賃之租賃之最低租賃款項總額	-	39,772

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. After initial recognition of right-of-use assets at 1 April 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See Note 2(c).

附註：本集團已首次採用經修訂追溯法應用香港財務報告準則第16號，並調整於二零一九年四月一日的期初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的使用權資產。於二零一九年四月一日初始確認使用權資產後，本集團（作為承租人）須確認使用權資產的折舊，而非過往以直線法確認租期內經營租賃產生的租賃開支的政策。根據此方法，比較資料並無重列。見附註2(c)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
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### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (b) Right-of-use assets (continued)

During the year, additions to right-of-use assets were RMB100,000. This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 21(c) and 24, respectively.

#### (i) Ownership interests in leasehold land and buildings held for own use

The Group holds several commercial buildings for its department store and shopping mall operation business. The Group is the registered owner of these property interests, including the whole and part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of contract for assignment.

#### (ii) Residential properties held for own use carried at depreciated cost

The Group holds several residential properties. The Group is the registered owner of these property interests, including the whole and part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of contract for assignment.

#### (iii) Properties leased for own use

The Group has obtained the right to use other properties as its retail stores through tenancy agreements. The leases typically run for an initial period of 1 to 12 years. Lease payments are usually increased every year to reflect market rentals.

### 12 物業、廠房及設備 (續)

#### (b) 使用權資產 (續)

年內，使用權資產添置為人民幣100,000元。該金額主要與根據新租賃協議應付之資本化租賃款項有關。

租賃之現金流出總額及租賃負債之到期日分析分別載於附註21(c)及24。

#### (i) 持作自用之租賃土地及樓宇之擁有權權益

本集團持有數幢商業樓宇以經營百貨商場及商場業務。本集團為該等物業權益的登記擁有人，包括相關土地的全部及部分未分割股份。本集團預先支付一筆過款項，以自其前註冊擁有人收購該等物業權益，且並無根據轉讓合約條款須持續支付款項。

#### (ii) 按折舊成本列賬之持作自用住宅物業

本集團持有若干住宅物業。本集團為該等物業權益的登記擁有人，包括相關土地的全部及部分未分割股份。本集團預先支付一筆過款項，以自其前註冊擁有人收購該等物業權益，且並無根據轉讓合約條款須持續支付款項。

#### (iii) 自用租賃物業

本集團已透過租賃協議取得使用其他物業作為其零售店之權利。租賃一般初步為期一至十二年。租賃付款通常每年增加，以反映市場租金。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 12 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (c) Title ownership

As at the date of this report, the Group was in the progress of applying for registration of the ownership certificates for certain of its properties. The aggregate carrying value of such properties as at 31 March 2020 was approximately RMB13,743,000 (2019: RMB26,594,000). The directors are of the opinion the Group is entitled to lawfully own and occupy these properties.

### 12 物業、廠房及設備 (續)

#### (c) 業權所有權

於本報告日期，本集團正在為其若干物業申請登記所有權證書。該等物業於二零二零年三月三十一日之總賬面值為約人民幣13,743,000元（二零一九年：人民幣26,594,000元）。董事認為，本集團有權合法使用及佔用該等物業。

### 13 INVESTMENT PROPERTY

### 13 投資物業

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
<b>Valuation:</b>	<b>估值：</b>		
At 1 April	於四月一日	<b>1,294,000</b>	1,332,600
Reclassification to property, plant and equipment (see Note 12)	重新分類至物業、廠房及設備 (見附註12)	-	(38,600)
Fair value adjustments	公允值調整	<b>(28,700)</b>	-
At 31 March	於三月三十一日	<b>1,265,300</b>	1,294,000

### 14 INTANGIBLE ASSETS

### 14 無形資產

			Trademark- use-right 商標使用權 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>		
At 1 April 2018, 31 March 2019 and 31 March 2020	於二零一八年四月一日、 二零一九年三月三十一日及 二零二零年三月三十一日		424,812
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>		
At 1 April 2018, 31 March 2019 and 31 March 2020	於二零一八年四月一日、 二零一九年三月三十一日及 二零二零年三月三十一日		-
<b>Carrying amount:</b>	<b>賬面值：</b>		
At 31 March 2019 and 2020	於二零一九年及 二零二零年三月三十一日		424,812

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 14 INTANGIBLE ASSETS (continued)

The Group's trademark-use-right represents the Group's use of the trademark "Ginwa" which the Group has acquired through its acquisitions of department store and supermarket operations in prior years.

Intangible assets with indefinite useful life are allocated to the Group's cash-generating units identified according to the department store and supermarket operations acquired as follows:

### 14 無形資產 (續)

本集團之商標使用權指本集團商標「金花」之使用權，其於過往年度透過收購百貨商場及超級市場業務獲得。

具無期限可使用年期之無形資產根據如下所收購之百貨商場及超級市場業務分配至本集團之已識別現金產生單位：

Country of operation and operating segments 業務國家及經營分部		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Century Ginwa Company Ltd. ("Ginwa Bell Tower") 世紀金花股份有限公司(「金花鐘樓」)	Department stores and shopping mall-PRC 百貨商場及購物中心—中國	210,132	210,132
Golden Chance (Xian) Limited ("GCX")	Department stores and shopping mall-PRC 百貨商場及購物中心—中國	140,000	140,000
Ideal Mix Limited	Department stores and shopping mall and supermarkets-PRC 百貨商場及購物中心與超級市場—中國	74,680	74,680
		<b>424,812</b>	<b>424,812</b>

Details of impairment tests relating to for cash-generating units containing goodwill and intangible assets with indefinite useful life are set out in Note 15.

有關載有商譽及無期限可使用年期之無形資產之現金產生單位之減值測試詳情載於附註15。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 15 GOODWILL

### 15 商譽

RMB'000  
人民幣千元

<b>Cost:</b>	<b>成本：</b>	
At 1 April 2018, 31 March 2019 and 31 March 2020	於二零一八年四月一日、二零一九年三月三十一日及二零二零年三月三十一日	1,451,814
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>	
At 1 April 2018	於二零一八年四月一日	563,663
Impairment losses	減值虧損	194,728
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	758,391
Impairment losses	減值虧損	470,605
At 31 March 2020	於二零二零年三月三十一日	1,228,996
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 March 2020	於二零二零年三月三十一日	222,818
At 31 March 2019	於二零一九年三月三十一日	693,423

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

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

#### 載有商譽之現金產生單位之減值測試及具無期限可使用年期之無形資產

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

	Country of operation and operating segments 業務國家及經營分部	2020	2019
		二零二零年 RMB'000 人民幣千元	二零一九年 RMB'000 人民幣千元
Ginwa Bell Tower 金花鐘樓	Department stores and shopping mall-PRC 百貨商場及購物中心－中國	–	396,569
GCX	Department stores and shopping mall-PRC 百貨商場及購物中心－中國	–	74,036
Ideal Mix Limited	Department stores and shopping mall and supermarkets-PRC 百貨商場及購物中心與超級市場－中國	222,818	222,818
		<b>222,818</b>	<b>693,423</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
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### 15 GOODWILL (continued)

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

Notes:

- (i) During the year ended 31 March 2020, the financial performance of the Group's department store and supermarket operations, as a consequence of the slowing down of economic growth in the PRC as well as a consequence of the intense competition from surrounding shopping malls and online retail sales, has underperformed management's expectations. Management performed impairment assessments of the relevant cash-generating units to which goodwill and intangible assets have been allocated.

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. These cash flow projections adopted annual sales growth rates ranging from -15% to 2% (31 March 2019: from -21% to 2%), which are based on the Group's historical experience with these operations and adjusted for other factors that are specific to each cash-generating unit. Cash flows beyond the five-year period are extrapolated using an estimated growth rate of 3% (31 March 2019: 3%). The cash flows are discounted using discount rate of 16% (31 March 2019: 15%). The discount rates used are pre-taxed and reflect specific risks relating to the respective cash-generating units.

### 15 商譽 (續)

#### 載有商譽之現金產生單位之減值測試及具無期限可使用年期之無形資產 (續)

附註：

- (i) 截至二零二零年三月三十一日止年度，由於中國經濟增長放緩以及周邊購物商場及線上零售銷售激烈競爭，本集團百貨商場及超級市場業務的財務表現低於管理層預期。管理層已對已獲分配商譽及無形資產的相關現金產生單位進行減值評估。

現金產生單位的可收回金額乃按使用價值計算而釐定。有關計算乃使用根據管理層批准的五年期間財務預算為基準的現金流量預測。該等現金流量預測乃根據本集團就該等業務之歷史經驗採用年銷售增長率為-15%至2%（二零一九年三月三十一日：-21%至2%）進行推算，並就每一個現金產生單位特定之其他因素調整。五年期間後的現金流量使用估計增長率3%（二零一九年三月三十一日：3%）進行推算。現金流量採用貼現率16%（二零一九年三月三十一日：15%）進行貼現。所使用貼現率為除稅前貼現率，反映與各現金產生單位相關之特定風險。

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## 財務報表附註

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### 15 GOODWILL (continued)

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

Notes: (continued)

- (ii) As a result of the above impairment test, impairment losses on goodwill of approximately RMB470,605,000 were recognised in the consolidated statement of profit or loss for the current financial year, which relates to the cash-generating units of Ginwa Bell Tower acquired in August 2008 and GCX acquired in December 2010.

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

	Key assumptions	At 31 March 2020	At 31 March 2019
	關鍵假設	於二零二零年 三月三十一日	於二零一九年 三月三十一日
Ginwa Bell Tower 金花鐘樓	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	0% – 2%	-21% – 2%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	16%	15%
GCX	Annual sales growth rate for the first five-year period 首五年期間的年銷售增長率	-15% – 2%	-16% – 2%
	Annual sales growth rate beyond five-year period 五年期間後的年銷售增長率	3%	3%
	Discount rate 貼現率	16%	15%

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

### 15 商譽 (續)

載有商譽之現金產生單位之減值測試及具無期限可使用年期之無形資產 (續)

附註：(續)

- (ii) 由於上述減值測試，商譽減值虧損約人民幣470,605,000元於本財政年度的綜合損益表確認，涉及於二零零八年八月收購的金花鐘樓及於二零一零年十二月收購的GCX的現金產生單位。

上述現金產生單位的使用價值計算所使用的關鍵假設概述如下：

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

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### 16 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

### 16 投資附屬公司

下表僅載列主要影響本集團業績、資產或負債之附屬公司詳情。

Name of companies 公司名稱	Place of establishment and operations 成立及營業地點	Particulars of registered and paid up capital 已註冊及繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activities 主要業務	Legal form 法律形式
			The Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by subsidiaries 由附屬公司持有		
Ginwa Bell Tower* 金花鐘樓	The PRC 中國	RMB人民幣 235,500,000元	83.88%	-	83.88%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Nandajie Shopping Mall Company Limited* (Note (i)) 西安世紀金花南大街購物中心有限公司 (附註(i))	The PRC 中國	RMB人民幣 5,000,000元	100%	-	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Saigo Shopping Mall Company Limited* 西安世紀金花賽高購物有限公司	The PRC 中國	RMB人民幣 30,000,000元	100%	-	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xi'an Century Ginwa Shopping Mall Company Limited* 西安世紀金花購物有限公司	The PRC 中國	HK\$ 65,000,000港元	100%	-	100%	Operation of department store 經營百貨商場	Limited liability company 有限責任公司
Xianyang Century Ginwa Trade and Commerce Company Limited* 咸陽世紀金花商貿有限公司	The PRC 中國	RMB人民幣 3,000,000元	100%	-	100%	Operation of department stores and supermarkets 經營百貨商場及超級市場	Limited liability company 有限責任公司
Xi'an Yixin Property Management Company Limited* 西安億鑫物業管理有限公司	The PRC 中國	RMB人民幣 536,885,750元	100%	-	100%	Properties management 物業管理	Limited liability company 有限責任公司
Shaanxi Qianhui Properties Company Limited* 陝西千匯置業有限公司	The PRC 中國	RMB人民幣 252,800,000元	100%	-	100%	Operation of shopping mall and properties management 經營購物中心及物業管理	Limited liability company 有限責任公司
Xi'an Honghui Property Management Company Limited* 西安鴻輝物業管理有限公司	The PRC 中國	RMB人民幣 124,000,000元	100%	-	100%	Properties management 物業管理	Limited liability company 有限責任公司



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## 財務報表附註

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### 16 INVESTMENTS IN SUBSIDIARIES (continued)

\* The English translation of the names of these companies are for reference only. The official names of these companies are in Chinese.

Notes:

- (i) The subsidiary has ceased operation in September 2019 due to unsatisfactory operational results.

The following table lists out the information relating to Ginwa Bell Tower, the only subsidiary of the Group which has material non-controlling interests (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

### 16 投資附屬公司 (續)

\* 該等公司之英文譯名僅供參考。該等公司之正式名稱以中文為準。

附註：

- (i) 該附屬公司由於經營業績不佳已於二零一九年九月停止運營。

下表載列本集團唯一擁有重大非控股權益(「非控股權益」)之附屬公司金花鐘樓有關之資料。下文呈列之財務資料摘要指並未納入任何公司間抵銷之金額。

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收益	82,668	274,204
Loss for the year	本年度虧損	(207,785)	(13,958)
Loss for the year attributable to NCI	本年度非控股權益應佔虧損	(33,495)	(2,250)
Non-current assets	非流動資產	1,489,049	1,728,986
Current assets	流動資產	659,728	617,733
Current liabilities	流動負債	(1,610,068)	(1,540,553)
Net assets	資產淨額	538,709	806,166
Net assets attributable to NCI	非控股權益應佔資產淨額	86,840	129,954

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## 財務報表附註

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### 17 PREPAYMENTS FOR ACQUISITIONS OF PROPERTIES

### 17 收購物業之預付款項

		RMB'000 人民幣千元
At 1 April 2018	於二零一八年四月一日	1,139,060
Additions	添置	176,000
Interest expense capitalised	已資本化之利息開支	79,809
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	1,394,869
Additions	添置	1,500
Interest expense capitalised	已資本化之利息開支	88,756
At 31 March 2020	於二零二零年三月三十一日	1,485,125

The amounts represent partial payments made by the Group for its intended acquisition of commercial properties under development that are situated in the PRC. On 4 December 2014, the Group, through Ginwa Bell Tower, entered into an acquisition agreement with Shanghai Huade Investment Company Limited ("Huade Investment"), pursuant to which Huade Investment agreed to procure a project company to develop the above properties in accordance with the requirements of Ginwa Bell Tower, and Ginwa Bell Tower agreed to purchase part of the above properties for an aggregate consideration of RMB1,651,112,750. The substantial construction of the commercial properties commenced in October 2016. These properties are intended to be used by the Group to expand its retail operations.

該款項指本集團擬收購位於中國之在建商業物業所作出之部份付款。於二零一四年十二月四日，本集團透過金花鐘樓與上海花德投資有限公司（「花德投資」）訂立收購協議，據此，花德投資同意促使項目公司根據金花鐘樓要求開發上述物業，而金花鐘樓同意以總代價人民幣1,651,112,750元購買部分上述物業。商業物業的實質工程於二零一六年十月展開。該等物業擬由本集團用於擴充零售業務營運。

### 18 OTHER FINANCIAL ASSETS

### 18 其他金融資產

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Financial assets at fair value through other comprehensive income	按公允值計量且其變動計入其他全面收益之金融資產	182,400	252,600

Note: These securities represent the 30,000,000 A-shares of Ginwa Enterprise (Group) Inc. ("Ginwa Enterprise A-Shares") listed in the Shanghai Stock Exchange.

附註：該等證券指30,000,000股於上海證券交易所上市之金花企業（集團）股份有限公司A股（「金花企業A股」）。

As at 31 March 2020, 30,000,000 Ginwa Enterprise A-Shares of these securities were pledged to secure one of the Group's short-term bank and other loans (see Notes 23(a) and 23(c)).

於二零二零年九月三十日，該等證券之30,000,000股金花企業A股被質押以為本集團之短期銀行及其他貸款作擔保（見附註23(a)及23(c)）。

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## 財務報表附註

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### 19 INVENTORIES

### 19 存貨

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Merchandises	商品	24,831	38,916
Low value consumables	低值易耗品	2,731	2,907
		<b>27,562</b>	41,823

An analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

確認為開支並列入綜合損益表之存貨金額分析如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Carrying amount of inventories sold	已售存貨賬面值	252,183	517,105

### 20 TRADE AND OTHER RECEIVABLES

### 20 應收賬款及其他應收款

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade receivables from third parties, net of loss allowance (see Note 20(a))	應收第三方賬款，扣除虧損撥備 (見附註20(a))	34,893	41,269
Amounts due from related parties (see Note 20(b))	應收關連人士款項 (見附註20(b))	2,693	3,712
Other receivables from third parties (see Note 20(c))	其他應收第三方款項 (見附註20(c))	105,267	370,723
Financial assets measured at amortised cost	按攤銷成本計量之金融資產	142,853	415,704
Deposits and prepayments:	按金及預付款項：		
– Value added tax recoverable	– 可退還增值稅	23,948	28,578
– Prepayments and deposits	– 預付款項及按金	4,412	4,398
– Other prepayments	– 其他預付款項	21,984	26,477
		<b>193,197</b>	475,157

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## 財務報表附註

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### 20 TRADE AND OTHER RECEIVABLES (continued)

Except for deposits of RMB1,788,000 (2019: RMB1,788,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year.

#### (a) Ageing analysis

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

Less than 1 month	少於一個月
More than 1 month but less than 3 months	一個月以上但少於三個月
More than 3 months	三個月以上

Trade receivables from third parties relate to credit card centres owned by financial institutions and tenants operating in the Group's department stores, shopping mall and supermarkets for whom there were no recent history of default and have a good track record with the Group. Further details on the Group's credit policy and credit risk arising from trade debtors are set out in Note 28(a).

#### (b) Amounts due from related parties

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

### 20 應收賬款及其他應收款 (續)

除按金人民幣1,788,000元(二零一九年:人民幣1,788,000元)外,所有應收賬款及其他應收款預期將於一年內收回或確認為支出。

#### (a) 賬齡分析

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

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Less than 1 month	9,776	20,464
More than 1 month but less than 3 months	59	5,607
More than 3 months	25,058	15,198
	<b>34,893</b>	<b>41,269</b>

應收第三方賬款與由財務機構擁有之信用卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶有關,而該等機構及租戶並無近期違約記錄且與本集團有良好之往績記錄。有關本集團信貸政策及應收賬款產生之信貸風險之進一步資料載於附註28(a)。

#### (b) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

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### 20 TRADE AND OTHER RECEIVABLES

(continued)

#### (c) Other receivables from third parties

During the reporting period, certain subsidiaries of the Company (“Relevant Subsidiaries”) have conducted business cooperation with a third party prepaid card management company (the “Prepaid Card Management Company”) for its provision of services in managing the issue and usage of Cash Coupon Card (single-use prepaid card) (the “Cash Coupon Card”) for the Group’s department stores, shopping mall and supermarkets (“Relevant Stores”).

The Group have begun cooperation with the Prepaid Card Management Company since 2009. Pursuant to the agreement entered into by Relevant Subsidiaries and the Prepaid Card Management Company (the “Original Cooperation Agreement”), the Prepaid Card Management Company issues Cash Coupon Card for and provides related management services to Relevant Stores. Relevant Subsidiaries shall pay the amount charged for the issue of Cash Coupon Card to the Prepaid Card Management Company, while the Prepaid Card Management Company shall settle the amount consumers have consumed in Relevant Stores using the Cash Coupon Card to Relevant Subsidiaries. For the year ended 31 March 2019, the settlement between Relevant subsidiaries and the Prepaid Card Management Company have been carried out and completed in an ordinary course of business.

### 20 應收賬款及其他應收款

(續)

#### (c) 其他應收第三方款項

於報告期內，本公司若干附屬公司（「相關附屬公司」）與第三方預付卡管理有限公司（「預付卡管理公司」）進行業務合作，由其就本集團的商場、購物中心及超級市場（「相關門店」）內發行及使用商聯卡（一種單用途預付卡）（「商聯卡」）提供管理服務。

本集團自二零零九年開始與預付卡管理公司進行合作，根據相關附屬公司與預付卡管理公司訂立的協議（「原合作協議」），預付卡管理公司為相關門店發行商聯卡並提供相關管理服務。相關附屬公司向預付卡管理公司支付發行商聯卡所收取的款項，預付卡管理公司向相關附屬公司結算消費者使用商聯卡在相關門店消費的金額。截至二零一九年三月三十一日止年度，相關附屬公司和預付卡管理公司的結算均於日常業務過程中進行和完成。

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## 財務報表附註

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### 20 TRADE AND OTHER RECEIVABLES (continued)

#### (c) Other receivables from third parties (continued)

Based on the assessment of the circumstances and prospect of such cooperation with the Prepaid Card Management Company, the directors of the Company determined that Relevant Subsidiaries entered into a termination agreement with the Prepaid Card Management Company on 31 October 2019 terminating the Original Cooperation Agreement and the cooperation with the Prepaid Card Management Company in respect of the Cash Coupon Card thereunder, pursuant to which no new Cash Coupon Card will be issued and sold by the Prepaid Card Management Company. At the same time, Ginwa Investments Holding Group Limited ("Ginwa Investments") in which Mr. Wu Yijian, the original substantial beneficial shareholder of the Company, holding 96% equity interest, agreed to enter into a guarantee contract with Relevant Subsidiaries, to provide joint and several guarantee for the receivables from the Prepaid Card Management Company under the Original Cooperation Agreement, including (1) the amount of the Prepaid Card Management Company owed to Relevant Subsidiaries in respect of the Cash Coupon Card consumed in Relevant Stores with a total of approximately RMB503,405,000 as of 31 October 2019; and (2) the consumption amount of the issued Cash Coupon Card during the period from 1 November 2019 to 31 October 2022, which will be settled according to the actual consumption on an annual basis. After the termination of the Original Cooperation Agreement, pursuant to the applicable PRC laws and regulations and the rules related to the Cash Coupon Card, consumers can still use the issued Cash Coupon Card for consumption in Relevant Stores, while the Prepaid Card Management Company remains obliged to repay the consumption amount of the abovementioned Cash Coupon Card to Relevant Subsidiaries. In order to continue to abide by applicable laws and regulations and maintain normal business operation, Relevant Stores continue to accept consumptions by Cash Coupon Card during the daily operations. As of 31 March 2020, the total amount of the Cash Coupon Card issued but not yet consumed is approximately RMB937,776,000.

### 20 應收賬款及其他應收款 (續)

#### (c) 其他應收第三方款項 (續)

根據對與預付卡管理公司合作情況和前景的評估，本公司董事決定相關附屬公司於二零一九年十月三十一日與預付卡管理公司訂立終止協議，終止原合作協議及其項下與預付卡管理公司就商聯卡的合作，據此預付卡管理公司將不發行和銷售新的商聯卡。同時，本公司原主要實益股東吳一堅先生持有96%股本權益之金花投資控股集團有限公司（「金花投資」）與相關附屬公司訂立保證合同，為預付卡管理公司在原合作協議項下所產生的債務提供連帶保證擔保，包括(1)截至二零一九年十月三十一日止預付卡管理公司已存在相關門店消費之商聯卡欠付相關附屬公司款項，合計約為人民幣503,405,000元；及(2)已發行商聯卡在二零一九年十一月一日至二零二二年十月三十一日期間消費的金額，按照實際消費每年進行據實結算。於原合作協議終止後，根據適用中國法律法規及商聯卡章程，消費者仍可以使用已發售的商聯卡來相關門店消費，而預付卡管理公司對於上述商聯卡消費金額仍負有向相關附屬公司還款的義務。為持續遵守適用法律法規和保持日常業務經營，相關門店於日常經營過程中繼續接受消費者使用商聯卡的消費。截至二零二零年三月三十一日止，已發行但未消費之商聯卡金額約為人民幣937,776,000元。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 20 TRADE AND OTHER RECEIVABLES

(continued)

#### (c) Other receivables from third parties

(continued)

Due to the outbreak of COVID-19 epidemic since early 2020, the business operations and financial conditions of many companies, including the Group, the Prepaid Card Management Company and Ginwa Investments, were negatively affected, and therefore the turnover days of the Relevant Subsidiaries' receivables due from the Prepaid Card Management Company was also negatively affected.

The Company has assessed the credit risk associated with the receivables from the Prepaid Card Management Company. As at 31 March 2020, the amount due from the Prepaid Card Management Company before the loss allowance was RMB588,481,000 (2019: RMB345,225,000). The credit loss of RMB586,477,000 (2019: RMB2,004,000) has been recognised in other operating expenses in the consolidated statement of profit or loss for the year ended 31 March 2020.

### 20 應收賬款及其他應收款

(續)

#### (c) 其他應收第三方款項 (續)

二零二零年初，新冠肺炎疫情爆發，包括本集團、預付卡管理公司及金花投資在內的眾多公司業務運營及財務狀況均受到負面影響，因此，相關附屬公司應收預付卡管理公司的應收款項的周轉天數亦受到負面影響。

本公司已評估與預付卡管理公司應收款項有關的信貸風險。於二零二零年三月三十一日，除虧損撥備前應收預付卡管理公司款項為人民幣588,481,000元（二零一九年：人民幣345,225,000元）。信貸虧損人民幣586,477,000元（二零一九年：人民幣2,004,000元）已於截至二零二零年三月三十一日止年度之綜合損益表內之其他經營開支確認。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 20 TRADE AND OTHER RECEIVABLES (continued)

#### (c) Other receivables from third parties (continued)

The Group continues to pay attention to the development of the epidemic and the conditions of the Prepaid Card Management Company and Ginwa Investments. Relevant Subsidiaries have issued demand letters to the Prepaid Card Management Company and Ginwa Investments, and entrusted lawyers to issue lawyer's letters to the Prepaid Card Management Company and Ginwa Investments. Depending on the progress of such matters, the Group will also consider the use of other appropriate legal means to safeguard its rights and interests. The Group is actively exploring and seeking effective ways to recover the above mentioned amount. Save as the above demand letters and lawyer's letters, the Group is negotiating with the Prepaid Card Management Company and Shanghai Huade Investment Company Limited ("Huade Investment") to deduct the amount of approximately RMB441,000,000 payable to Huade Investment in respect of the acquisition of commercial properties under development in next years with the creditor's rights of the Group in the corresponding receivables from the Prepaid Card Management Company. The Group will also continue to monitor the credit risk that the Group has to bear in relation to the above debts in accordance with the credit policies of the Group. After comprehensively considering the amount of Cash Coupon Card that is expected to be consumed in the future, as well as the economic benefit inflows that the guarantee and the above collection measures may bring, long-term liabilities of RMB94,046,000 has been recognised in the consolidated financial statements for the year ended 31 March 2020 accordingly.

### 20 應收賬款及其他應收款 (續)

#### (c) 其他應收第三方款項 (續)

本集團繼續關注該疫情之發展以及預付卡管理公司及金花投資之狀況。相關附屬公司已向預付卡管理公司及金花投資發出催繳函，並委託律師向預付卡管理公司及金花投資發出律師函。視相關事項之進展，本集團亦會考慮使用其他適當法律手段以維護權益。本集團正在積極探索及尋求實現上述款項回收之有效途徑。除上述發出催款函及律師函外，本集團正與預付卡管理公司及上海花德投資有限公司（「花德投資」）進行協商，以將本集團應收預付卡管理公司對應款項之債權抵扣以後年度需要支付給花德投資的在建商業物業收購款約人民幣441,000,000元。本集團亦會根據本公司之信貸政策，持續監控本集團須就上述債務所承受的信貸風險。本集團綜合考慮預計未來會消費的商聯卡金額，以及擔保和上述催款措施可能給企業帶來的經濟利益流入，相應於截至二零二零年三月三十一日止年度之綜合財務報表內確認長期負債人民幣94,046,000元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 21 CASH AT BANK AND ON HAND

#### (a) Cash and cash equivalents comprise:

Cash at bank and on hand in the consolidated statement of financial position	綜合財務狀況表項下銀行結存及手頭現金
Less: restricted cash at bank (see Note (i))	減：受限銀行現金 (見附註(i))
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表之現金及現金等值項目

Note:

- (j) Restricted cash at bank at 31 March 2020 represented bank deposits of RMB443,090,000 (2019: RMB287,080,000) pledged to secure the Group's bank loans (see Note 23(c)), bank deposits of RMB10,520,000 sealed up by courts as a result of legal proceedings against the Group's subsidiaries and bank deposits of RMB21,465,000 pledged to a bank for the performance guarantee in relation to a sales contract.

The Group's operations of department stores, shopping mall and supermarkets in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of Mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

### 21 銀行結存及手頭現金

#### (a) 現金及現金等值項目包括：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
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500,806	544,690
(475,075)	(291,238)
<b>25,731</b>	<b>253,452</b>

附註：

- (i) 於二零二零年三月三十一日的受限銀行現金指為取得本集團銀行貸款而抵押的銀行存款人民幣443,090,000元(二零一九年：人民幣287,080,000元)(見附註23(c))、因針對本集團附屬公司的法律訴訟而被法院查封的銀行存款人民幣10,520,000元及就履行有關一項銷售合約的擔保而抵押予銀行的銀行存款人民幣21,465,000元。

本集團於中國之百貨商場、購物中心及超級市場經營業務乃以人民幣進行。人民幣為非自由兌換貨幣，故自中國內地匯出人民幣匯款須受中國政府頒佈的有關外匯管制規則及規例所規限。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 21 CASH AT BANK AND ON HAND (continued)

### 21 銀行結存及手頭現金 (續)

#### (b) Reconciliation of liabilities arising from financing activities

#### (b) 融資活動產生之負債之對賬

		Bank loans	Other borrowings	Payables for interest expenses	Lease liabilities	Total
		銀行貸款	其他借貸	應付利息開支	租賃負債	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 23)	(Note 23)	(Note 22)	(Note 24)	(Note 22)
		(附註23)	(附註23)	(附註22)	(附註24)	(附註22)
At 31 March 2019	於二零一九年三月三十一日	2,223,401	141,000	20,147	-	2,384,548
Impact on initial application of HKFRS 16 (Note)	首次應用香港財務報告準則第16號之影響 (附註)	-	-	-	108,445	108,445
At 1 April 2019	於二零一九年四月一日	2,223,401	141,000	20,147	108,445	2,492,993
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動:</b>					
Proceeds from new bank loans	新增銀行貸款所得款項	698,000	-	-	-	698,000
Proceeds from new other borrowings	新增其他借貸所得款項	-	87,172	-	-	87,172
Repayment of bank loans	償還銀行貸款	(377,466)	-	-	-	(377,466)
Repayment of other borrowings	償還其他借貸	-	(79,700)	-	-	(79,700)
Other finance costs paid	其他已付融資成本	-	-	(159,009)	-	(159,009)
Capital element of lease rentals paid	已付租金之資本部分	-	-	-	(23,571)	(23,571)
Interest element of lease rentals paid	已付租金之利息部分	-	-	-	(6,503)	(6,503)
Total changes from financing cash flows	融資現金流量總額	320,534	7,472	(159,009)	(30,074)	138,923
Exchange adjustments	匯兌調整	14,517	479	533	-	15,529
<b>Other changes:</b>	<b>其他變動:</b>					
Interest expenses, bank charges and other finance costs (Note 6(a))	利息開支、銀行手續費及其他融資成本 (附註6(a))	-	-	112,527	6,503	119,030
Capitalised borrowing costs (Note 6(a))	資本化借貸成本 (附註6(a))	-	-	88,756	-	88,756
Increase in lease liabilities from entering into new leases during the year	年內訂立新租約之租賃負債增加	-	-	-	235	235
Total other changes	其他變動總額	-	-	201,283	6,738	208,021
At 31 March 2020	於二零二零年三月三十一日	2,558,452	148,951	62,954	85,109	2,855,466

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 21 CASH AT BANK AND ON HAND (continued)

#### (b) Reconciliation of liabilities arising from financing activities (continued)

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. See Note 2(c).

### 21 銀行結存及手頭現金 (續)

#### (b) 融資活動產生之負債之對賬 (續)

附註：本集團已首次採用經修訂追溯法應用香港財務報告準則第16號，並調整於二零一九年四月一日的期初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的租賃負債。見附註2(c)。

		Bank loans	Other borrowings	Payables for interest expenses	Total
		銀行貸款	其他借貸	應付利息	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 23)	(Note 23)	(Note 22)	
		(附註23)	(附註23)	(附註22)	
<b>At 1 April 2018</b>	於二零一八年四月一日	2,097,973	235,176	20,648	2,353,797
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>				
Proceeds from new bank loans	新增銀行貸款所得款項	1,097,896	-	-	1,097,896
Proceeds from new other borrowings	新增其他借貸所得款項	-	240,000	-	240,000
Repayment of bank loans	償還銀行貸款	(988,237)	-	-	(988,237)
Repayment of other borrowings	償還其他借貸	-	(334,176)	-	(334,176)
Other finance costs paid	其他已付融資成本	-	-	(170,028)	(170,028)
Total changes from financing cash flows	融資現金流量總額	109,659	(94,176)	(170,028)	(154,545)
<b>Exchange adjustments</b>	<b>匯兌調整</b>	15,769	-	21	15,790
<b>Other changes:</b>	<b>其他變動：</b>				
Interest expenses (Note 6(a))	利息開支 (附註6(a))	-	-	89,697	89,697
Capitalised borrowing costs (Note 6(a))	資本化借貸成本 (附註6(a))	-	-	79,809	79,809
Total other changes	其他變動總額	-	-	169,506	169,506
<b>At 31 March 2019</b>	於二零一九年三月三十一日	2,223,401	141,000	20,147	2,384,548

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 21 CASH AT BANK AND ON HAND (continued)

#### (c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
Within operating cash flows	經營現金流量內	1,059	39,772
Within financing cash flows	融資現金流量內	30,074	-
		<b>31,133</b>	<b>39,772</b>

Note: The adoption of HKFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

These amounts relate to the following:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Lease rentals paid	已付租金	31,133	39,772

### 21 銀行結存及手頭現金 (續)

#### (c) 租賃之現金流出總額

計入現金流量表的租賃金額包括：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元 (Note) (附註)
Within operating cash flows	1,059	39,772
Within financing cash flows	30,074	-
	<b>31,133</b>	<b>39,772</b>

附註：採納香港財務報告準則第16號引入租賃支付若干租金之現金流量分類變動。比較金額並無重列。

該等金額與以下各項有關：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Lease rentals paid	31,133	39,772



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 22 TRADE AND OTHER PAYABLES

### 22 應付賬款及其他應付款

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Trade payables arising from:	應付賬款因以下各項產生：		
– Concession sales	– 特許專櫃銷售	751,555	816,531
– Purchase of inventories	– 購買存貨	50,193	55,511
		<b>801,748</b>	872,042
Amounts due to related parties (see Note (i))	應付關連人士款項 (見附註(i))	<b>3,749</b>	8,002
Other payables and accrued expenses:	其他應付款及應計費用：		
– Payables for staff related costs	– 應付之員工相關費用	28,633	30,269
– Payables for miscellaneous taxes	– 應付雜稅	1,985	8,806
– Payables for interest expenses and transaction costs on borrowings	– 應付利息開支及借貸交易成本	62,954	20,147
– Payables for rental (see Note (ii))	– 應付租金 (見附註(ii))	27,825	36,368
– Deposits from concessionaries and customers	– 特許經營商及客戶按金	30,154	32,198
– Dividends payables	– 應付股息	3,661	5,682
– Others	– 其他	77,118	72,656
		<b>232,330</b>	206,126
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	<b>1,037,827</b>	1,086,170
Deferred income	遞延收入	5,170	6,908
Receipts in advance	預收款項	79,330	42,001
		<b>1,122,327</b>	1,135,079

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 22 TRADE AND OTHER PAYABLES (continued)

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

Notes:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
- (ii) On the date of transition to HKFRS 16, accrued lease payments of RMB10,810,000 previously included in "Payables for operating leases" were adjusted to lease liabilities recognised at 1 April 2019. See Note 2(c).

#### Ageing analysis

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

### 22 應付賬款及其他應付款 (續)

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

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。
- (ii) 於過渡至香港財務報告準則第16號當日，先前計入「應付經營租賃款項」之應計租賃款項人民幣10,810,000元已調整至於二零一九年四月一日確認之租賃負債。見附註2(c)。

#### 賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析（按到期日）如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Due within one month or on demand 於一個月內到期或按要求時支付	<b>801,748</b>	872,042

# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 23 BANK AND OTHER BORROWINGS

(a) The Group's short-term bank loans and other borrowings are analysed as follows:

### 23 銀行及其他借貸

(a) 本集團之短期銀行貸款及其他借貸分析如下：

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans:	銀行貸款：		
- secured by Group's bank deposits and guaranteed by the Company and/or a subsidiary of the Group	- 以本集團之銀行存款作抵押，並由本公司及／或本集團一間附屬公司擔保	404,452	239,935
- secured by Group's bank deposits	- 以本集團之銀行存款作抵押	18,000	-
- secured by the Group's land and buildings and guaranteed by the Company and/or a director of the Company	- 以本集團之土地及樓宇作抵押，並由本公司及／或本公司一名董事擔保	300,000	100,000
- secured by the Group's land and buildings and guaranteed by a director of the Company and/or subsidiaries of the Group	- 以本集團之土地及樓宇作抵押，並由本公司一名董事及／或本集團附屬公司擔保	150,000	-
- secured by the Group's land and buildings and guaranteed by a director of the Company, a third party and subsidiaries of the Group	- 以本集團之土地及樓宇作抵押，並由本公司一名董事、一名第三方及本集團附屬公司擔保	70,000	-
- secured by a third party's bank deposits	- 以一名第三方之銀行存款作抵押	80,000	-
- guaranteed by a director of the Company, a third party and subsidiaries of the Group	- 由本公司一名董事、一名第三方及本集團附屬公司擔保	30,000	-
- guaranteed by the Company	- 由本公司擔保	-	181,466
		<b>1,052,452</b>	<b>521,401</b>

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### 23 BANK AND OTHER BORROWINGS (continued)

(a) The Group's short-term bank loans and other borrowings are analysed as follows:  
(continued)

### 23 銀行及其他借貸 (續)

(a) 本集團之短期銀行貸款及其他借貸分析如下：(續)

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Other loans:		
– secured by the Group's land and buildings, and guaranteed by a director of the Company and a subsidiary of the Group	10,000	–
– secured by the Group's equity securities (see Note 23(c))	120,800	121,000
– secured by future income right and guaranteed by the Company and a director of the Company	–	20,000
	<b>130,800</b>	<b>141,000</b>
Add: current portion of long-term bank loans (see Note 23(b))	<b>265,000</b>	<b>204,000</b>
Bond payables	<b>17,634</b>	<b>–</b>
	<b>1,465,886</b>	<b>866,401</b>

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### 23 BANK AND OTHER BORROWINGS (continued)

### 23 銀行及其他借貸 (續)

(b) The Group's long-term bank loans and other borrowings are analysed as follows:

(b) 本集團之長期銀行貸款及其他借貸分析如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Bank loans:	銀行貸款：		
– secured by the Group's investment property, land and buildings and future income right and guaranteed by the Company and a director of the Company	—以本集團之投資物業、土地及樓宇與未來收入權作抵押，並由本公司及本公司一名董事擔保	432,000	453,000
– secured by the Group's bank deposits and/or land and buildings and guaranteed by the Company and/or a director of the Company and/or a subsidiary of the Group	—以本集團之銀行存款及／或土地及樓宇作抵押，並由本公司及／或本公司一名董事及／或本集團之一間附屬公司擔保	1,074,000	1,249,000
		<b>1,506,000</b>	1,702,000
Less: current portion of long-term bank loans (see Note 23(a))	減：長期銀行貸款之即期部份 (見附註23(a))	<b>(265,000)</b>	(204,000)
		<b>1,241,000</b>	1,498,000
Bond payables	應付債券	517	–
		<b>1,241,517</b>	1,498,000

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## 財務報表附註

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### 23 BANK AND OTHER BORROWINGS (continued)

#### (b) The Group's long-term bank loans and other borrowings are analysed as follows:

(continued)

The Group's long-term bank loans and other borrowings are repayable as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Within 1 year	一年內	265,000	204,000
After 1 year but within 2 years	一年後但兩年內	707,000	257,000
After 2 years but within 5 years	兩年後但五年內	315,517	973,000
After 5 years	五年後	219,000	268,000
		<b>1,506,517</b>	<b>1,702,000</b>

All of the non-current interest-bearing bank loans and other borrowings are carried at amortised cost. None of the non-current interest-bearing bank loans and other borrowings is expected to be settled within one year.

#### (c) The following assets and their respective carrying values as at the end of the reporting period are pledged to secure the Group's bank and other borrowings:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	2,857,743	1,997,384
Investment property	投資物業	1,265,300	1,294,000
Other financial assets (see Note 18)	其他金融資產 (見附註18)	182,400	252,600
Cash at bank (see Note 21(a)(i))	銀行結存 (見附註21(a)(i))	443,090	287,080
		<b>4,748,533</b>	<b>3,831,064</b>

### 23 銀行及其他借貸 (續)

#### (b) 本集團之長期銀行貸款及其他借貸分析如下：(續)

本集團之長期銀行貸款及其他借貸須於下列期間償還：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Within 1 year	一年內	265,000	204,000
After 1 year but within 2 years	一年後但兩年內	707,000	257,000
After 2 years but within 5 years	兩年後但五年內	315,517	973,000
After 5 years	五年後	219,000	268,000
		<b>1,506,517</b>	<b>1,702,000</b>

所有非即期計息銀行貸款及其他借貸均按攤銷成本入賬。概無非即期計息銀行貸款及其他借貸預期將於一年內清償。

#### (c) 下列資產及其各自之賬面值於本報告期末已被抵押以作為本集團之銀行及其他借貸之擔保：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	2,857,743	1,997,384
Investment property	投資物業	1,265,300	1,294,000
Other financial assets (see Note 18)	其他金融資產 (見附註18)	182,400	252,600
Cash at bank (see Note 21(a)(i))	銀行結存 (見附註21(a)(i))	443,090	287,080
		<b>4,748,533</b>	<b>3,831,064</b>



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### 23 BANK AND OTHER BORROWINGS (continued)

(d) Certain of the Group's bank and other borrowings are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the loan would become repayable on demand. At 31 March 2020, none of the covenants relating to the bank and other borrowings had been breached.

(e) At 31 March 2020, the Group's banking facilities amounted to RMB900,000,000 (2019: RMB500,000,000) were utilised to the extent of RMBNil (2019: RMB181,466,000).

### 23 銀行及其他借貸 (續)

(d) 本集團若干銀行及其他借貸須滿足與金融機構之貸款安排中之常見契諾。倘本集團違反契諾，貸款將變成須按要求償還。於二零二零年三月三十一日，概無違反有關銀行及其他借貸的契諾。

(e) 於二零二零年三月三十一日，本集團的銀行信貸人民幣900,000,000元(二零一九年：人民幣500,000,000元)中已動用人民幣零元(二零一九年：人民幣181,466,000元)。

### 24 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

### 24 租賃負債

下表列示本集團於本報告期末及過往報告期末及於過渡至香港財務報告準則第16號之日期之租賃負債之餘下合約到期情況：

		31 March 2020 二零二零年三月三十一日		1 April 2019 (Note) 二零一九年四月一日 (附註)		31 March 2019 (Note) 二零一九年三月三十一日 (附註)	
		Present value of the minimum lease payments 最低租賃付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃付款總額 RMB'000 人民幣千元
Within 1 year	一年內	23,198	28,039	25,448	30,645	-	-
After 1 year but within 2 years	一年後但兩年內	13,348	14,683	25,219	26,679	-	-
After 2 years but within 5 years	兩年後但五年內	24,169	28,869	29,957	32,915	-	-
After 5 years	五年後	24,394	33,107	27,821	38,773	-	-
		61,911	76,659	82,997	98,367	-	-
		85,109	104,698	108,445	129,012	-	-
Less: total future interest expenses	減：日後利息開支總額		(19,589)		(20,567)		-
Present value of lease liabilities	租賃負債之現值		85,109		108,445		-

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## 財務報表附註

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### 24 LEASE LIABILITIES (continued)

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31 March 2019 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 2(c).

### 25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

#### (a) Share option scheme

The Company has a share option scheme which was adopted on 15 February 2011, whereby the directors of the Company are authorised, at their discretion, to invite employees and service providers of the Group, including directors of any company in the Group, to take up share options at HK\$1 to subscribe for ordinary shares in the Company.

On 28 May 2013, 67,105,000 share options were granted to directors of the Company and employees of the Group under the above share option scheme. Of the share options granted, 50% will vest one year from the date of grant, 30% will vest two years from the date of grant, and the remaining 20% will vest three years from the date of grant. The share options granted have lapsed on 28 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.73 each, and is settled gross in shares.

On 30 May 2013, in order to comply with the Listing Rules, 4,750,000 of the share options granted to certain directors of the Company on 28 May 2013 were cancelled, and the Company has replaced them with the granting of 2,300,000 share options to these directors. Of the share options granted, 50% will vest one year from the date of grant, 30% will vest two years from the date of grant, and the remaining 20% will vest three years from the date of grant. The share options granted have lapsed on 30 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.76 each, and is settled gross in shares.

### 24 租賃負債 (續)

附註：本集團已首次採用經修訂追溯法應用香港財務報告準則第16號，並調整於二零一九年四月一日的期初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的租賃負債。於二零一九年三月三十一日之比較資料並無重列。有關向香港財務報告準則第16號過渡之影響之進一步詳情載於附註2(c)。

### 25 按股權結算以股份支付之交易

#### (a) 購股權計劃

本公司已於二零一一年二月十五日採納購股權計劃，據此，本公司董事獲授權酌情邀請僱員及本集團之服務供應商（包括本集團任何成員公司董事）按1港元接納可認購本公司普通股股份之購股權。

於二零一三年五月二十八日，根據上述購股權計劃本公司授出了67,105,000份購股權予本公司董事及本集團僱員。授出之購股權中，50%將於自授出日期起一年後歸屬，30%將於自授出日期起兩年後歸屬，以及餘下20%將於授出日期起三年後歸屬。已授出之購股權已於二零一九年五月二十八日失效。每份購股權賦予持有人可以每股1.73港元認購本公司一股普通股股份，並以股份全數結算之權利。

於二零一三年五月三十日，為符合上市規則，於二零一三年五月二十八日授予若干本公司董事之4,750,000份購股權已註銷，本公司亦已向該等董事授出2,300,000份購股權以取代該等購股權。授出之購股權中，50%將於自授出日期起一年後歸屬，30%將於自授出日期起兩年後歸屬，以及餘下20%將於授出日期起三年後歸屬。已授出之購股權已於二零一九年五月三十日失效。每份購股權賦予持有人可以每股1.76港元認購本公司一股普通股股份，並以股份全數結算之權利。

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### 25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

#### (a) Share option scheme (continued)

On 27 September 2017, 44,000,000 share options were granted to service providers of the Group under 2011 Share Option Scheme. The share options do not have a vesting condition and are exercisable within a period of two years. The share options granted have lapsed on 26 September 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$0.32 each, and is settled gross in shares.

- (i) The terms and conditions of the options granted are as follows:

### 25 按股權結算以股份支付之交易 (續)

#### (a) 購股權計劃 (續)

於二零一七年九月二十七日，44,000,000份購股權根據二零一一年購股權計劃授予本集團之服務供應者。該等購股權並無歸屬條件及可於兩年期間內行使。已授出之購股權已於二零一九年九月二十六日失效。每份購股權賦予持有人可以每股0.32港元認購本公司一股普通股股份，並以股份全數結算之權利。

- (i) 已授出購股權之條款及條件如下：

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of share options 購股權合約年期
<b>Share options granted to directors:</b> 授予董事之購股權：			
- on 28 May 2013 於二零一三年五月二十八日	5,250,000	One year from the date of grant 自授出日期起一年	6 years 6年
- on 28 May 2013 於二零一三年五月二十八日	3,150,000	Two years from the date of grant 自授出日期起兩年	6 years 6年
- on 28 May 2013 於二零一三年五月二十八日	2,100,000	Three years from the date of grant 自授出日期起三年	6 years 6年
- on 30 May 2013 於二零一三年五月三十日	1,150,000	One year from the date of grant 自授出日期起一年	6 years 6年
- on 30 May 2013 於二零一三年五月三十日	690,000	Two years from the date of grant 自授出日期起兩年	6 years 6年
- on 30 May 2013 於二零一三年五月三十日	460,000	Three years from the date of grant 自授出日期起三年	6 years 6年
<b>Share options granted to employees and service providers:</b> 授予僱員及服務供應者之購股權：			
- on 28 May 2013 於二零一三年五月二十八日	25,927,500	One year from the date of grant 自授出日期起一年	6 years 6年
- on 28 May 2013 於二零一三年五月二十八日	15,556,500	Two years from the date of grant 自授出日期起兩年	6 years 6年
- on 28 May 2013 於二零一三年五月二十八日	10,371,000	Three years from the date of grant 自授出日期起三年	6 years 6年
- on 27 September 2017 於二零一七年九月二十七日	44,000,000	No vesting condition 並無歸屬條件	2 years 2年
Total share options granted 已授出之購股權總數	108,655,000		

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### 25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

#### (a) Share option scheme (continued)

- (ii) The number and weighted average exercise price of share options are as follows:

		2020 二零二零年		2019 二零一九年	
		Weighted average exercise price 加權 平均行使價 HK\$ 港元	Number of share options 購股權 數目	Weighted average exercise price 加權 平均行使價 HK\$ 港元	Number of share options 購股權 數目
Outstanding at the beginning of the year	於年初尚未行使	1.095	73,205,000	1.103	74,205,000
Forfeited during the year	年內沒收	-	-	1.730	(1,000,000)
Expired during the year	年內過期	1.095	(73,205,000)	-	-
Outstanding at the end of the year	於年末尚未行使	-	-	1.095	73,205,000
Exercisable at the end of the year	年末可予行使	-	-	1.095	73,205,000

#### (b) Share award scheme

On 17 October 2014 (the "Adoption Date"), the directors of the Company adopted a share award scheme (the "Share Award Scheme") as a mean of rewarding and retaining employees of the Group and certain eligible participants and to attract suitable personnel for further development with the Group. A trust has been set up for the purpose of administering the Share Award Scheme.

### 25 按股權結算以股份支付之交易 (續)

#### (a) 購股權計劃 (續)

- (ii) 購股權之數目及加權平均行使價如下：

#### (b) 股份獎勵計劃

於二零一四年十月十七日(「採納日期」)，本公司董事採納股份獎勵計劃(「股份獎勵計劃」)作為獎勵及挽留本集團員工及若干合資格參與者，並為本集團進一步發展吸引合適人才。本公司已成立信託以管理股份獎勵計劃。

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## 財務報表附註

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### 25 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

#### (b) Share award scheme (continued)

Pursuant to the Share Award Scheme, the trust may purchase shares in the Company from the Stock Exchange with cash contributed by the Group, and to hold such shares until they are vested.

The directors of the Company may, from time to time, at its sole and absolute discretion, select any employee of the Group and eligible participants including suppliers, customers, shareholders, advisers and other service providers (other than those specifically excluded as stated in the Share Award Scheme) for participation in the Share Award Scheme and grant such number of awarded shares to any selected employee of the Group and eligible participants at nil consideration. The directors of the Company are entitled to impose any conditions (including a period of continued service within the Group after the award) with respect to the vesting of the awarded shares. The Share Award Scheme came into effect on the Adoption Date, and shall terminate on the earlier of (i) the tenth anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the directors of the Company.

Subsequent to the reporting date on 18 May 2020, the Company has terminated the Share Award Scheme.

Details of the shares held under the Share Award Scheme are set out below:

### 25 按股權結算以股份支付之交易 (續)

#### (b) 股份獎勵計劃 (續)

根據股份獎勵計劃，信託可在聯交所以本集團支付的現金購買本公司股份，並持有該等股票直至其已歸屬。

本公司董事可不時行使全權及絕對酌情權，選擇本集團任何僱員及合資格參與者，包括供應商、客戶、股東、顧問及其他服務供應商（股份獎勵計劃載列明確排除之人士除外）參與股份獎勵計劃，並以零代價給予該等獎勵股份數目予本集團任何獲選僱員及合資格參與者。本公司董事有權就獎勵股份的歸屬施加任何條件（包括獎勵後持續服務本集團一段時間）。股份獎勵計劃於採納日期起生效，並須於(i)採納日期起計滿十週年的日期；及(ii)由本公司董事釐定提前終止的該日期之較早者終止。

報告期後於二零二零年五月十八日，本公司已終止股份獎勵計劃。

根據股份獎勵計劃持有的股份詳情載列如下：

	Average purchase price 平均購買價 HK\$'000 港元	No. of shares held 持有股份數目 '000 千股	Value 價值 HK\$'000 千港元
At 1 April 2018, 31 March 2019 and 2020 於二零一八年四月一日、二零一九年及二零二零年三月三十一日	1.17	3,070	3,600

# Notes to the Financial Statements

## 財務報表附註

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### 26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

### 26 財務狀況表內之所得稅

(a) 綜合財務狀況表內之本期稅項變動指：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Balance of income tax payable at 1 April	於四月一日應付所得稅結餘	38,970	44,618
Provision for income tax on the estimated taxable profits for the year (see Note 7(a))	為本年度估計應課稅溢利提供的所得稅 (見附註7(a))	3,394	13,557
Over-provision in respect of prior years (see Note 7(a))	過往年度超額撥備 (見附註7(a))	(2,166)	(5,013)
Income tax paid during the year	年內已付所得稅	(5,861)	(14,192)
Balance of income tax payable at 31 March	於三月三十一日應付所得稅結餘	34,337	38,970



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

### 26 財務狀況表內之所得稅 (續)

#### (b) Deferred tax assets and liabilities recognised:

#### (b) 已確認遞延稅項資產及負債：

		Accrued expenses and deferred income	Financial assets at fair value through other comprehensive income	Expected credit losses on financial assets measured at amortised cost	Financial assets at fair value through profit or loss	Fair value adjustments on property, plant and equipment, investment property and intangible assets and related depreciation	Interest capitalisation on prepayment for acquisition of properties	Net
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deferred tax arising from:	因下列各項產生之遞延稅項：							
At 1 April 2019	於二零一九年四月一日	2,803	6,173	-	2,417	(601,506)	(20,009)	(610,122)
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	-	-	272	-	-	-	272
Adjusted balance at 1 April 2019	於二零一九年四月一日之調整後結餘	2,803	6,173	272	2,417	(601,506)	(20,009)	(609,850)
(Charged)/credited to the consolidated statement of profit or loss (see Note 7(a))	(扣自)/計入綜合損益表 (見附註7(a))	(206)	-	2,628	(2,417)	12,473	(19,952)	(7,474)
Credited/(charged) to reserves (see Note 10)	計入/(扣自)儲備 (見附註10)	-	6,569	-	-	(5,982)	-	587
At 31 March 2019	於二零一九年三月三十一日	2,597	12,742	2,900	-	(595,015)	(39,961)	(616,737)
(Charged)/credited to the consolidated statement of profit or loss (see Note 7(a))	(扣自)/計入綜合損益表 (見附註7(a))	(261)	-	7,481	-	20,106	(22,189)	5,137
Credited/(charged) to reserves (see Note 10)	計入/(扣自)儲備 (見附註10)	-	10,531	-	-	(2,185)	-	8,346
At 31 March 2020	於二零二零年三月三十一日	2,336	23,273	10,381	-	(577,094)	(62,150)	(603,254)

# Notes to the Financial Statements

## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 26 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

#### (c) Reconciliation of deferred tax assets and liabilities recognised in the consolidated statement of financial position

Deferred tax assets recognised in the consolidated statement of financial position 於綜合財務狀況表確認之遞延稅項資產

Deferred tax liabilities recognised in the consolidated statement of financial position 於綜合財務狀況表確認之遞延稅項負債

2020	2019
二零二零年	二零一九年
RMB'000	RMB'000
人民幣千元	人民幣千元

35,990	18,239
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(639,244)	(634,976)
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(603,254)	(616,737)
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#### (d) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(t), the Group has not recognised deferred tax assets in respect of unused tax losses of RMB447,750,000 (2019: RMB374,920,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The remaining unused tax losses at 31 March 2020 will expire on or before the financial period ending 31 March 2025.

#### (e) Deferred tax liabilities not recognised

At 31 March 2020, temporary differences relating to the undistributed profits of certain subsidiaries of the Group established in the PRC amounted to RMB1,662,186,000 (2019: RMB1,656,221,000). Deferred tax liabilities of RMB83,109,000 (2019: RMB82,811,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits from these subsidiaries will not be distributed in the foreseeable future.

### 26 財務狀況表內之所得稅 (續)

#### (c) 於綜合財務狀況表確認的遞延稅項資產及負債對賬

#### (d) 未確認之遞延稅項資產

根據附註2(t)所載之會計政策，本集團並未確認有關未動用稅務虧損人民幣447,750,000元（二零一九年：人民幣374,920,000元）之遞延稅項資產，原因為在有關稅務司法權區及實體將不大可能會取得未來應課稅溢利以動用虧損。於二零二零年三月三十一日之餘下未動用稅務虧損將於截至二零二五年三月三十一日止財政期間或之前屆滿。

#### (e) 未確認之遞延稅項負債

於二零二零年三月三十一日，與本集團若干於中國成立之附屬公司之未分配溢利有關之暫時差異為人民幣1,662,186,000元（二零一九年：人民幣1,656,221,000元）。遞延稅項負債人民幣83,109,000元（二零一九年：人民幣82,811,000元）尚未就將按該等保留溢利之分派而應付之稅項而予以確認，原因為本公司控制該等中國附屬公司之股息政策及已釐定來自該等附屬公司之溢利不大可能於可預見將來予以分派。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 27 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the reporting period are set out below:

	Share capital	Share premium	Shares held under share award scheme 根據股份獎勵計劃持有之股份	Capital reserve	Contributed surplus	Exchange reserve	Accumulated losses	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))	(Note 27(d)(iv))	(Note 27(d)(viii))			
	(附註27(c))	(附註27(d)(i))	(附註27(d)(ii))	(附註27(d)(iii))	(附註27(d)(iv))	(附註27(d)(viii))			
<b>Balance at 1 April 2018</b>	於二零一八年四月一日結餘	199,369	1,136,595	(2,922)	43,749	995,255	57,672	(298,161)	2,131,557
<b>Changes in equity for the year:</b>	<b>本年度權益變動：</b>								
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	150,290	(6,629)		143,661
Equity-settled share-based transactions (see Note 25(a))	按股權結算以股份支付之交易(見附註25(a))	-	-	-	1,179	-	-	-	1,179
<b>Balance at 31 March 2019 and 1 April 2019</b>	於二零一九年三月三十一日及二零一九年四月一日結餘	199,369	1,136,595	(2,922)	44,928	995,255	207,962	(304,790)	2,276,397
<b>Changes in equity for the year:</b>	<b>本年度權益變動：</b>								
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	148,362	(1,015)		147,347
Equity-settled share-based transactions (see Note 25(a))	按股權結算以股份支付之交易(見附註25(a))	-	-	-	577	-	-	-	577
Transfer between reserves	儲備間轉撥	-	-	-	(36,598)	-	-	36,598	-
<b>Balance at 31 March 2020</b>	於二零二零年三月三十一日結餘	199,369	1,136,595	(2,922)	8,907	995,255	356,324	(269,207)	2,424,321

### 27 資本、儲備及股息

#### (a) 權益部份變動

本集團綜合權益之各部份之期初及期末結餘之對賬乃載於綜合權益變動表。本報告期初至期末本公司之各個權益部份之變動詳情載列如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 27 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (b) Dividends

**(i) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the year**

The directors of the Company do not recommend the payment of a dividend for the year ended 31 March 2020 (2019: RMBNil).

**(ii) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the previous financial year, approved during the year**

No final dividend in respect of the previous financial year has been approved for the year ended 31 March 2020 (2019: RMBNil).

#### (c) Share capital

##### (i) Issued share capital

### 27 資本、儲備及股息 (續)

#### (b) 股息

**(i) 本公司股東及可換股優先股持有人應佔年內應付股息**

本公司董事並不建議派付截至二零二零年三月三十一日止年度之股息(二零一九年：人民幣零元)。

**(ii) 本公司股東及可換股優先股持有人應佔上一財政年度應付股息(於年內獲批准)**

截至二零二零年三月三十一日止年度並無批准上一財政年度的末期股息(二零一九年：人民幣零元)。

#### (c) 股本

##### (i) 已發行股本

	2020 二零二零年		2019 二零一九年	
	Number of shares 股份數目 '000 千股	RMB'000 人民幣千元	Number of shares 股份數目 '000 千股	RMB'000 人民幣千元
<b>Ordinary shares, issued and fully paid:</b>	<b>已發行及繳足普通股：</b>			
At 1 April and 31 March	於四月一日及三月三十一日			
	<b>1,149,695</b>	<b>103,602</b>	1,149,695	103,602
<b>Convertible preference shares, issued and fully paid:</b>	<b>已發行及繳足可換股優先股：</b>			
At 1 April and 31 March	於四月一日及三月三十一日			
	<b>1,177,068</b>	<b>95,767</b>	1,177,068	95,767
<b>Total share capital</b>	<b>2,326,763</b>	<b>199,369</b>	2,326,763	199,369

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

#### (c) Share capital (continued)

##### (i) Issued share capital (continued)

###### Ordinary shares

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.

###### Convertible preference shares

Convertible preference shares do not carry the right to vote. The holder of the convertible preference shares has the right, at any time and at the sole option of such holder, to convert the convertible preference shares in whole, or in any part, into fully paid ordinary shares in the Company. The conversion ratio is 1 convertible preference share to 1.1 ordinary shares. Holder of the convertible preference shares ranks pari passu with other holders of the ordinary shares in respect of its entitlement to dividend or other distribution of the Company. In the event of any liquidation, winding-up or dissolution of the Company, holder of the convertible preference shares shall receive an amount equal to HK\$1.60 per convertible preference share, plus all accrued but unpaid dividends in preference to the ordinary shareholders.

- (ii) At 31 March 2020, 3,070,000 ordinary shares are held by the Company under the share award scheme (2019: 3,070,000) (see Note 25(b)).

### 27 資本、儲備及股息 (續)

#### (c) 股本 (續)

##### (i) 已發行股本 (續)

###### 普通股

普通股持有人有權收取不時宣派之股息及有權於本公司大會上每股投一票。所有普通股於本公司之剩餘資產方面均擁有同等地位。

###### 可換股優先股

可換股優先股不附帶投票權。可換股優先股持有人有權於任何時間及按該持有人之絕對選擇權將可換股優先股全部或任何部份轉換為本公司之已繳足普通股。轉換率為1股可換股優先股轉成1.1股普通股。可換股優先股持有人與其他普通股持有人在有權享有本公司股息或其他分派方面具有同等地位。倘本公司清盤、清算或解散，可換股優先股持有人將較普通股股東優先收取金額等同於按每股可換股優先股1.60港元，加上所有應計但未付股息之款項。

- (ii) 於二零二零年三月三十一日，3,070,000股普通股由本公司根據股份獎勵計劃持有（二零一九年：3,070,000股）（見附註25(b)）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
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### 27 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (c) Share capital (continued)

##### (iii) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	行使期	Exercise price 行使價	2020	2019
			二零二零年 Number 數目 '000 千份	二零一九年 Number 數目 '000 千份
Share options: 28 May 2013 to 27 May 2019	購股權： 二零一三年五月二十八日至 二零一九年五月二十七日	HK\$1.73港元	-	39,055
30 May 2013 to 29 May 2019	二零一三年五月三十日至 二零一九年五月二十九日	HK\$1.76港元	-	1,150
27 September 2017 to 26 September 2019	二零一七年九月二十七日至 二零一九年九月二十六日	HK\$0.32港元	-	33,000
			-	73,205

Each share option entitles the holder to subscribe for one ordinary share in the Company. Further details of these share options are set out in Note 25(a) to the financial statements.

每份購股權賦予持有人認購本公司之一股普通股。該等購股權之進一步詳情載於財務報表附註25(a)。

#### (d) Nature and purpose of reserves

##### (i) Share premium

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981.

##### (ii) Shares held under share award scheme

The amount represents the consideration paid for shares held under the Share Award Scheme.

#### (d) 儲備之性質及用途

##### (i) 股份溢價

股份溢價賬的應用由百慕達一九八一年公司法第40條監管。

##### (ii) 根據股份獎勵計劃持有之股份

金額指就根據股份獎勵計劃持有之股份已支付之代價。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 27 CAPITAL, RESERVES AND DIVIDENDS

(continued)

#### (d) Nature and purpose of reserves (continued)

##### (iii) Capital reserve

At 31 March 2020 and 2019, capital reserve comprises the following:

- the portion of the grant date fair value of unexercised share options granted to directors of the Company, and employees and service providers of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(s)(ii);
- the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of a subsidiary acquired through an exchange of shares pursuant to a group reorganisation took place on 28 September 2000;
- the difference between the carrying amounts and the principal amounts of the unsecured notes redeemed in 2011 and 2012; and
- the difference between the consideration paid on the acquisition of non-controlling interests and the carrying amount of the non-controlling interests.

##### (iv) Contributed surplus

The application of the contributed surplus account is governed by Section 54 of the Bermuda Companies Act 1981.

### 27 資本、儲備及股息 (續)

#### (d) 儲備之性質及用途 (續)

##### (iii) 資本儲備

於二零二零年及二零一九年三月三十一日，資本儲備包括以下各項：

- 授予本公司董事以及本集團之僱員及服務供應者之尚未行使購股權於授出日期之公允價值部份，乃已根據附註2(s)(ii)就以已採納股份付款之會計政策確認；
- 本公司根據於二零二零年九月二十八日進行之集團重組所發行之普通股之面值與透過股份交換所收購之一間附屬公司之股本及股份溢價總額之間之差額；
- 於二零一一年及二零一二年已贖回無抵押票據之賬面值與本金間之差額；及
- 收購非控股權益支付之代價與非控股權益賬面值之間之差額。

##### (iv) 繳入盈餘

繳入盈餘賬之應用受百慕達一九八一年公司法第54條監管。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 27 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (d) Nature and purpose of reserves (continued)

##### (v) Property revaluation reserve

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in Note 2(h).

##### (vi) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of other financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in Notes 2(g) and 2(l)(i).

##### (vii) Statutory reserves

In accordance with the articles of association of the subsidiaries of the Group established in the PRC, these subsidiaries were required to set up certain statutory reserves, which were non-distributable. The transfers of these reserves are at discretion of the directors of the respective subsidiaries. The statutory reserves can only be utilised for predetermined means upon approval by the relevant authority.

##### (viii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations into the presentation currency. The reserve is dealt with in accordance with the accounting policies set out in Note 2(w).

### 27 資本、儲備及股息（續）

#### (d) 儲備之性質及用途（續）

##### (v) 物業重估儲備

物業重估儲備已設立並根據附註2(h)就持作自用之土地及樓宇採納之會計政策處理。

##### (vi) 公允值儲備

公允值儲備包含於報告期末持有其他金融資產的公允值累計變動淨額及根據載於附註2(g)及2(l)(i)的會計政策處理。

##### (vii) 法定儲備

根據本集團於中國成立之附屬公司之組織章程細則，該等附屬公司須設立若干不可分派之法定儲備。該等儲備之轉撥由各附屬公司董事酌情進行。法定儲備僅可於有關當局批准後用於預先釐定之用途。

##### (viii) 匯兌儲備

匯兌儲備包括所有因將經營業務財務報表換算為呈列貨幣所產生的匯兌差額。儲備已根據附註2(w)所載之會計政策處理。

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### 27 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

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.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank and other borrowings), plus unaccrued proposed dividends, less cash at bank on hand and short-term investments. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During the year, the Group's strategy was to maintain the adjusted net debt-to-capital ratio to an acceptable level. In order to improve the Group's capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

### 27 資本、儲備及股息 (續)

#### (e) 資本管理

本集團管理資本主要旨在保障本集團的持續經營能力，以便可透過與風險水準對等地為產品及服務定價及按合理成本取得融資而繼續為股東帶來回報及為其他利益相關者帶來利益。

本集團積極及定期檢討及管理其資本架構，在維持較高借貸水準而可能帶來較高股東回報與取得穩健資金狀況所帶來的裨益及保障之間作出平衡，並就經濟環境的轉變對資本架構進行調整。

本集團以經調整淨債項對資本比率為基準而監察其資本結構。就此而言，經調整淨債項乃界定為債項總額（其包括銀行及其他借貸）加未計擬派股息減銀行手頭現金以及短期投資。經調整資本包括所有權益部份減未計擬派股息。

於年內，本集團之策略為維持經調整淨債項對資本比率至可接受水準。為改善本集團之資本架構，本集團可調整支付予股東的股息金額、發行新股份、籌集新的債務融資或出售資產以減少債務。

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### 27 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (f) Capital management

The adjusted net debt-to-capital ratio at 31 March 2020 and 31 March 2019 is as follows:

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Current liabilities:	流動負債：		
Bank and other borrowings	銀行及其他借貸	1,465,886	866,401
Non-current liabilities:	非流動負債：		
Bank and other borrowings	銀行及其他借貸	1,241,517	1,498,000
Total debt	債務總額	2,707,403	2,364,401
Less: cash at bank and on hand	減：銀行及手頭現金	(500,806)	(544,690)
<b>Adjusted net debt</b>	<b>經調整淨債項</b>	<b>2,206,597</b>	<b>1,819,711</b>
<b>Adjusted capital</b>	<b>經調整資本</b>	<b>2,708,718</b>	<b>4,088,225</b>
<b>Adjusted net debt-to-capital ratio</b>	<b>經調整淨債項與資本比率</b>	<b>81%</b>	<b>45%</b>

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司概不受外界施加之資本規定規限。

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group is not exposed to significant currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. Exposure to credit, liquidity and interest rate arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investment in another entity.

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.

### 28 財務風險管理及公允值

由於大部分交易以與相關經營的功能貨幣相同的貨幣計值，本集團並無面臨重大貨幣風險。於本集團之正常業務過程中會產生信貸、流動資金及利率風險。本集團亦面對權益價格風險，其來自本集團於其他實體之權益投資。

本集團所承受之該等風險及本集團用以管理該等風險之財務風險管理政策與慣例載述如下。

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## 財務報表附註

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(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place, and the exposures to these credit risks are monitored on an ongoing basis.

Cash is deposited with financial institutions with acceptable credit quality. Management does not expect any of these financial institutions which fail to meet their obligations

Except for the financial guarantees given by the Group as set out in Note 30, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in Note 30.

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor rather than the industry in which the debtors operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual debtors. At the end of the reporting period, 16% (2019: 9%) and 57% (2019: 49%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors, respectively.

In respect of trade receivables, individual credit evaluations are performed on all debtors requiring credit over a certain amount. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. Trade receivables are generally due within 3 months from the date of billing. Normally, the Group does not obtain collateral from debtors.

### 28 財務風險管理及公允值 (續)

#### (a) 信貸風險

本集團之信貸風險主要由應收賬款及其他應收款所產生。管理層已制訂信貸政策，並持續監控須承受的該等信貸風險。

現金存置於信貸質素可獲接納之金融機構。管理層預期該等金融機構概不會不履行其責任。

除附註30所載本集團提供之財務擔保外，本集團並無提供使本集團或本公司面臨信貸風險之任何其他擔保。於報告期末與該等財務擔保相關之最高信貸風險披露於附註30。

#### 應收賬款

本集團承受之信貸風險主要受各債務人自身狀況之影響，而非債務人經營所在行業，因此重大集中信貸風險主要是當本集團須承受對個別債務人之重大風險時而產生。於報告期末，應收賬款總額之16%（二零一九年：9%）及57%（二零一九年：49%）乃分別來自本集團之最大債務人及五大債務人。

就應收賬款而言，本集團對要求一定金額以上信貸額之所有債務人進行個別信貸評估。該等評估注重債務人過往到期付款歷史及當期之付款能力，並計及債務人特定及與債務人經營所在經濟環境有關資料。應收賬款一般自發票日起於三個月內到期。一般而言，本集團不會要求債務人交出抵押品。

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## 財務報表附註

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### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (a) Credit risk (continued)

##### Trade receivables (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. Trade receivables are mainly due from credit card centres owned by state-owned financial institutions in the PRC and tenants operating in the Group's department stores, shopping mall and supermarkets, and accordingly, the management of the Group considers the concentration and credit risks to be low. 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.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

### 28 財務風險管理及公允值 (續)

#### (a) 信貸風險 (續)

##### 應收賬款 (續)

本集團按相等於整個存續期的預期信貸虧損之金額計量應收賬款之虧損撥備，並使用撥備矩陣計算。應收賬款主要為應收中國國有金融機構所有信貸卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶之款項，因此本集團管理層認為集中及信貸風險屬低。由於本集團之過往信貸虧損經驗並未表明不同客戶群之虧損模式大相逕庭，因此根據過往狀況計算之虧損撥備不會進一步區分本集團之不同客戶群。

下表載列本集團面臨之信貸風險及應收賬款之預期信貸虧損之資料：

		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0.5%	10,026	50
Less 3 months past due	逾期不超過三個月	1.2%	25,219	302
Over 3 months past due	逾期超過三個月	100%	8,932	8,932
			44,177	9,284



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## 財務報表附註

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### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued) 28 財務風險管理及公允值 (續)

#### (a) Credit risk (continued)

##### Trade receivables (continued)

#### (a) 信貸風險 (續)

##### 應收賬款 (續)

		2019 二零一九年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0.5%	29,850	149
Less 3 months past due	逾期不超過三個月	1.2%	11,708	140
Over 3 months past due	逾期超過三個月	100%	16,947	16,947
			58,505	17,236

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.

預期虧損率乃根據過去三年之實際虧損經驗得出。該等比率會作出調整以反映歸集過往數據期間之經濟狀況、當前狀況與本集團對應收款項預期年期內經濟狀況之觀點之差異。

Movements in the loss allowance account in respect of trade receivables during the year are as follows:

年內，應收賬款之虧損撥備賬變動如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Balance at 1 April	於四月一日結餘	17,236	—
Amounts written-off during the year	年內撇銷之款項	(8,114)	—
Impairment losses recognised during the year	年內確認之減值虧損	162	17,236
Balance at 31 March	於三月三十一日結餘	9,284	17,236

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## 財務報表附註

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### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (a) Credit risk (continued)

##### Trade receivables (continued)

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance:

- origination of new trade receivables net of those settled resulted in an increase in loss allowance of RMBNil (2019: RMB149,000);
- increase in days past due not exceeding 3 months resulted in an increase in loss allowance of RMB162,000 (2019: RMB140,000); and
- a write-off of trade receivables with a gross carrying amount of RMB27,839,000 (2019: RMBNil) resulted in a decrease in loss allowance of RMB8,114,000 (2019: RMBNil).

##### Credit risk arising from other receivables from third parties

The Group measures loss allowance for other receivables at an amount equal to 12-month ECLs. ECLs on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for the short-term investments of their cash surpluses, where the raising of financings are centrally managed by the head office of the Group to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 28 財務風險管理及公允值 (續)

#### (a) 信貸風險 (續)

##### 應收賬款 (續)

應收賬款賬面總值之重大變動導致虧損撥備增加：

- 產生新應收賬款(扣除已償付金額)導致虧損撥備增加人民幣零元(二零一九年：人民幣149,000元)；
- 逾期不超過三個月之天數增加導致虧損撥備增加人民幣162,000元(二零一九年：人民幣140,000元)；及
- 撇銷總賬面值人民幣27,839,000元(二零一九年：人民幣零元)之應收賬款導致虧損撥備減少人民幣8,114,000元(二零一九年：人民幣零元)。

##### 來自第三方之其他應收款項產生之信貸風險

本集團按相等於十二個月預期信貸虧損之金額計量其他應收款項之虧損撥備。該等金融資產之預期信貸虧損乃根據本集團之過往信貸虧損經驗估計，並根據債務人特有之因素進行調整，同時對報告日當前及預測之整體經濟狀況進行評估。

#### (b) 流動資金風險

本集團內個別經營實體負責彼等現金盈餘之短期投資，而資金籌集則由本集團總部集中管理以應付預期現金需求。本集團之政策為定期監察其流動資金需求及其遵守借貸契諾之情況，以確保本集團維持充足現金儲備以及獲主要金融機構承諾提供足夠資金，以應付短期及長期之流動資金需求。

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### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Liquidity risk (continued)

At 31 March 2020, the Group had net current liabilities of RMB1,924,183,000. The Group has undertaken and will continue to undertake various measures in order to further improve its liquidity position in the short and longer term. Further details are set out in Note 2(b).

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative 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 dates the Group can be required to pay.

### 28 財務風險管理及公允值 (續)

#### (b) 流動資金風險 (續)

於二零二零年三月三十一日，本集團之流動負債淨額為人民幣1,924,183,000元。本集團已承諾及將繼續採取多項措施以進一步改善其短期及長期之流動資金狀況。進一步詳情載列於附註2(b)。

下表載有本集團之非衍生金融負債於報告期末之餘下合約到期情況，有關情況乃根據合約未貼現現金流量（包括使用合約利率計算，或如屬浮動利率，則根據於報告期末之利率計算之利息付款）以及本集團可能被要求還款之最早日期得出。

		2020 二零二零年					
		Contractual undiscounted cash outflow 合約未貼現現金流出					
		More than 2 years			More than 5 years		Carrying amount at
Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	More than 5 years	Total	31 March 於三月 三十一日 之賬面值	
一年內或 按要 求	超過一年 但少於兩年	超過兩年 但少於五年	超過五年	超過五年	合計	之賬面值	
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Trade and other payables measured at amortised cost	按攤銷成本計量之應付賬 款及其他應付款	1,037,827	-	-	-	1,037,827	1,037,827
Lease liabilities (Note)	租賃負債 (附註)	28,039	14,683	28,869	33,107	104,698	85,109
Bank and other borrowings	銀行及其他借貸	1,615,165	771,402	399,459	252,730	3,038,756	2,707,403
		2,681,031	786,085	428,328	285,837	4,181,281	3,830,339

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## 財務報表附註

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### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Liquidity risk (continued)

### 28 財務風險管理及公允值 (續)

#### (b) 流動資金風險 (續)

2019  
二零一九年

Contractual undiscounted cash outflow  
合約未貼現現金流出

	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount at 31 March
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade and other payables measured at amortised cost	1,086,170	-	-	-	1,086,170	1,086,170
Bank and other borrowings	1,011,730	362,693	1,144,636	320,242	2,839,301	2,364,401
	2,097,900	362,693	1,144,636	320,242	3,925,471	3,450,571

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Other lease liabilities include amounts recognised at the date of transition to HKFRS 16 in respect of leases previously classified as operating leases under HKAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See Note 2(c).

附註：本集團已首次採用經修訂追溯法應用香港財務報告準則第16號，並調整於二零一九年四月一日的期初結餘，以確認與先前根據香港會計準則第17號分類為經營租賃的租賃有關的租賃負債。其他租賃負債包括於過渡至香港財務報告準則第16號當日就先前根據香港會計準則第17號分類為經營租賃之租賃確認之金額，以及有關年內訂立之新租賃之金額。根據此方法，比較資料並無重列。見附註2(c)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

### 28 財務風險管理及公允值 (續)

#### (c) 利率風險

本集團之利率風險主要來自計息借貸。按可變利率及按固定利率發行之借貸使本集團分別承受現金流量利率風險及公允值利率風險。

#### (i) 利率概況

下表詳列本集團計息借貸於報告期末之利率概況。

		2020 二零二零年		2019 二零一九年	
		Effective interest rate 實際利率 %	RMB'000 人民幣千元	Effective interest rate 實際利率 %	RMB'000 人民幣千元
Fixed rate borrowings: 固定利率借貸：					
Other loans 其他貸款		8.80%	148,951	8.30%	141,000
Bank loans 銀行貸款		9.90%	1,230,000	7.40%	553,000
			<b>1,378,951</b>		694,000
Variable rate borrowings: 可變利率借貸：					
Bank loans 銀行貸款		5.80%	1,328,452	6.20%	1,670,401
Total borrowings 借貸總額			<b>2,707,403</b>		<b>2,364,401</b>
Fixed rate borrowings as a percentage of total borrowings 固定利率借貸佔借貸總額之百分比			<b>51%</b>		<b>29%</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Interest rate risk (continued)

##### (ii) 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 tax and retained profits by approximately RMB10,944,000 (2019: RMB13,797,000).

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate borrowings held by the Group at the end of the reporting period, the impact of which on the Group's loss after tax and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for the year ended 31 March 2019.

#### (d) Equity price risk

The Group is exposed to equity price changes arising from other financial assets (see Note 18).

The Group's investments in other financial assets are listed on the Shanghai Stock Exchange. The performance of these equity securities is regularly monitored.

At 31 March 2020, it is estimated that an increase/decrease of 10% in the relevant stock price with all other variables held constant, would have increased/decreased the Group's other comprehensive income by RMB15,504,000 (2019: RMB21,471,000).

### 28 財務風險管理及公允值 (續)

#### (c) 利率風險 (續)

##### (ii) 敏感性分析

於二零二零年三月三十一日，在所有其他可變動因素保持不變之情況下，估計利率一般增加或減少100基點將減少或增加本集團稅後溢利及保留溢利約人民幣10,944,000元（二零一九年：人民幣13,797,000元）。

上述敏感性分析預示於報告期末因本集團所持有之按浮動利率計息之借貸而產生之現金流量利率風險，對本集團除稅後虧損及保留溢利之影響乃按有關利率變動對利息開支之年化影響而估計。此分析基於截至二零一九年三月三十一日止年度之相同基準執行。

#### (d) 權益價格風險

本集團面臨其他金融資產產生之權益價格變動風險（見附註18）。

本集團於其他金融資產之投資於上海證券交易所上市。該等權益證券之表現已獲定期監控。

於二零二零年三月三十一日，估計有關股票價格上漲／下跌10%，在所有其他可變動因素保持不變之情況下，本集團之其他全面收益將增加／減少人民幣15,504,000元（二零一九年：人民幣21,471,000元）。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (d) Equity price risk (continued)

The sensitivity analysis indicates the instantaneous change in the Group's other comprehensive income that would arise assuming that the changes in the stock price had occurred at the end of the reporting period and had been applied to re-measure this financial instrument held by the Group which exposes the Group to equity price risk at the end of the reporting period. It is also assumed that none of the Group's other financial assets would be considered impaired as a result of the decrease in the relevant stock price, and that all other variables remain constant. The analysis is performed on the same basis for the year ended 31 March 2019.

#### (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.
- 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.

### 28 財務風險管理及公允值 (續)

#### (d) 權益價格風險 (續)

此敏感度分析預示假設股價變動已於報告期末發生並且已用於重新計量本集團持有之該金融工具(於報告期末令本集團面臨股價風險)情況下本集團之其他全面收益將發生之即時變動。同時亦假設本集團之其他金融資產概無因有關股價之下跌而被視為已減值，以及假設所有其他可變動因素仍保持不變。此分析基於截至二零一九年三月三十一日止年度之相同基準執行。

#### (e) 公允值計量

##### (i) 按公允值計量之金融資產及負債

###### 公允值層級

下表呈列本集團於報告期末根據香港財務報告準則第13號「公允值計量」所界定的公允值層級，按經常性基準計量並分類為三個級別的金融工具之公允值。將公允值計量分類之等級乃參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公允值。
- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### 28 財務風險管理及公允值 (續)

#### (e) Fair value measurement (continued)

#### (e) 公允值計量 (續)

##### (i) Financial assets and liabilities measured at fair value (continued)

##### (i) 按公允值計量之金融資產及負債 (續)

##### Fair value hierarchy (continued)

##### 公允值層級 (續)

- Level 3 valuations: Fair value measured using significant unobservable inputs.

- 第三級估值：使用重大不可觀察輸入數據計量之公允值。

	Fair value measurements as at 31 March 2020	Fair value measurements as at 31 March 2019
	Fair value at 31 March 2020	Fair value at 31 March 2019
	categorised into Level 1	categorised into Level 1
	於二零二零年三月三十一日	於二零一九年三月三十一日
	公允值計量分類為第一級	公允值計量分類為第一級
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Recurring fair value measurements		
Assets:		
Other financial assets – Listed (see Note 18)	182,400	252,600

#### Recurring fair value measurements

#### 經常性公允值計量

#### Assets:

#### 資產：

Other financial assets – Listed (see Note 18)

其他金融資產 – 上市 (見附註18)

182,400

182,400

252,600

252,600

##### (ii) Fair value of financial assets and liabilities carried at other than fair value

##### (ii) 並非按公允值列賬之金融資產及負債之公允值

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 March 2020 and 2019.

於二零二零年及二零一九年三月三十一日，本集團以成本或攤銷成本列賬之金融工具之賬面值與其公允值並無重大差別。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 29 COMMITMENTS

#### (a) Capital commitments

At 31 March 2020, the outstanding capital commitments of the Group not provided for in the consolidated financial statements were as follows:

Commitments in respect of purchase of property, plant and equipment and investment properties  
購買物業、廠房及設備以及投資物業之承擔

– Contracted for 已訂約

At 31 March 2020, capital commitments in respect of purchase of property, plant and equipment and investment properties are for leasehold improvements to be installed in the Group's department store and supermarket operations and the remaining payments for the acquisitions of properties.

#### (b) At 31 March 2019, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

Within 1 year  
After 1 year but within 5 years  
After 5 years

一年內  
一年後但五年內  
五年後

### 29 承擔

#### (a) 資本承擔

於二零二零年三月三十一日，本集團未在綜合財務報表中撥備之未付資本承擔如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

414,601	416,490
---------	---------

於二零二零年三月三十一日，有關購買物業、廠房及設備以及投資物業之資本承擔乃與將於本集團之百貨商場及超級市場業務安裝之租賃裝修及收購物業之餘下付款有關。

#### (b) 於二零一九年三月三十一日，根據不可撤銷之經營租賃在日後應付之最低租賃付款總額如下：

Properties  
物業  
RMB'000  
人民幣千元

31,513
59,594
38,773

129,880

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 29 COMMITMENTS (continued)

**(b) At 31 March 2019, the total future minimum lease payments under non-cancellable operating leases were payable as follows:**

(continued)

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to these leases (see Note 2(c)). From 1 April 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in Note 2(c).

### 30 CONTINGENT LIABILITIES

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

- (a) A guarantee provided by Ginwa Bell Tower in respect of an interest-bearing bank loan drawn by an independent third party in 2005. The loan will mature in July 2020. In September 2010, Ginwa Investments provided a counter-guarantee to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 31 March 2020, the outstanding loan balance is RMB60,680,000 (2019: RMB60,680,000).

### 29 承擔 (續)

**(b) 於二零一九年三月三十一日，根據不可撤銷之經營租賃在日後應付之最低租賃付款總額如下：(續)**

本集團為過往根據香港會計準則第17號分類為經營租賃之多項根據租賃持有之物業之承租人。本集團已使用經修訂追溯法首次應用香港財務報告準則第16號。根據此方法，本集團調整於二零一九年四月一日的期初結餘以確認與該等租賃有關的租賃負債(見附註2(c))。自二零一九年四月一日起，根據附註2(c)所載政策，未來租賃付款在財務狀況表內確認為租賃負債。

### 30 或然負債

於報告期末，本集團已發出以下擔保：

- (a) 金花鐘樓就一名獨立第三方於二零零五年提取之計息銀行貸款而提供之擔保。該筆貸款將於二零二零年七月到期。於二零二零年九月，金花投資已向金花鐘樓提供一項反擔保，以彌償就上述擔保所產生之任何損失。截至二零二零年三月三十一日，尚未償還之貸款餘額為人民幣60,680,000元(二零一九年：人民幣60,680,000元)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 30 CONTINGENT LIABILITIES (continued)

- (b) A guarantee provided by Ginwa Bell Tower in respect of a payable for acquisition of a property by Ginwa Investments in August 2005. Ginwa Investments has defaulted repayment of the above payable. As of 31 March 2020, the outstanding balance of the payable is RMB9,500,000 (2019: RMB9,500,000).

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

### 31 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

#### (a) Transactions with equity shareholders and their affiliates, and a director of the Company

Net decrease in advances granted to related parties (see Note (i))	來自關連人士墊款減少淨額 (見附註(i))
Guarantees provided by a director of the Company for the Group's bank loans at the end of the reporting year	於報告年末本公司一名董事為本集團之銀行貸款提供之擔保

Further details on the guarantees the Group provided for related parties are set out in Note 30.

Note:

- (i) The advances are unsecured, non-interest bearing and have no fixed terms of repayment.

### 30 或然負債 (續)

- (b) 金花鐘樓就金花投資於二零零五年八月收購一項物業之應付款項而提供之擔保。金花投資已拖欠償還上述應付款項。截至二零二零年三月三十一日，尚未償還之應付款項餘額為人民幣9,500,000元(二零一九年：人民幣9,500,000元)。

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

### 31 重大關連人士交易

除該等財務報表其他部份所披露之結餘外，本集團亦進行以下重大關連人士交易。

#### (a) 與本公司股東及彼等聯屬人士以及一名董事進行之交易

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

(3,235)	(30,036)
1,252,000	918,000

有關本集團為關連人士提供擔保之進一步詳情載於附註30。

附註：

- (i) 該墊款為無抵押、免息及並無固定還款期。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
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### 31 MATERIAL RELATED PARTY TRANSACTIONS (continued)

#### (b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 8 and the highest paid employees as disclosed in Note 9, is as follows:

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	13,785	17,683
Retirement scheme contributions	608	819
	<b>14,393</b>	18,502

Total remuneration is included in "staff costs" (see Note 6(b)).

#### (c) Applicability of the Listing Rules relating to connected transactions

None of the related party transactions disclosed in Note 31(a) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### 31 重大關連人士交易 (續)

#### (b) 主要管理人員薪酬

主要管理人員之薪酬(包括附註8所披露已付予本公司董事之款項及附註9所披露已付予若干最高薪酬僱員之款項)如下:

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	13,785	17,683
Retirement scheme contributions	608	819
	<b>14,393</b>	18,502

薪酬總額計入「員工成本」內(見附註6(b))。

#### (c) 上市規則就關於關連交易之適用性

上述附註31(a)所披露之關連人士交易概無構成上市規則第14A章所界定之關連交易或持續關連交易。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
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### 32 COMPANY LEVEL STATEMENT OF FINANCIAL POSITION

### 32 公司層面財務狀況表

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
	Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之權益	2,609,413	2,460,689
		<b>2,609,413</b>	2,460,689
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收款	33,252	31,862
Cash at bank and on hand	銀行結存及手頭現金	105	123
		<b>33,357</b>	31,985
<b>Current liabilities</b>	<b>流動負債</b>		
Other borrowings	其他借貸總額	17,633	-
Interest payable	應付利息	305	-
Other payables	其他應付款	199,994	216,277
		<b>217,932</b>	216,277
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(184,575)</b>	(184,292)
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Other borrowings	其他借貸總額	517	-
		<b>517</b>	-
<b>NET ASSETS</b>	<b>資產淨額</b>	<b>2,424,321</b>	2,276,397
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>		
Share capital	股本	199,369	199,369
Reserves	儲備	2,224,952	2,077,028
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>2,424,321</b>	2,276,397

Approved and authorised for issue by the board of directors on 29 June 2020.

經董事會於二零二零年六月二十九日批准及授權刊發。

**Huang Shunxu**  
黃順緒  
Chairman  
主席

**Qin Chuan**  
秦川  
Director  
董事

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度  
(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

#### (a) Decrease in carrying value of assets measured at fair value

Due to the recent uncertainties surrounding the stock markets in the PRC, the Group's investments in Ginwa Enterprise A-Shares (see Note 18) have experienced a decrease in value by approximately 18% since the end of the reporting period.

#### (b) Change in substantial shareholder

On 5 June 2020, all the conditions precedent in the sale and purchase agreement ("SPA") which was entered into among Maritime Century Limited, Ginwa Investments, Mr. Wu Yijian, Xi'an Qujiang Cultural Financial Holdings (Group) Co., Ltd. and Qujiang Investment on 1 December 2019 have been satisfied or waived, and the sale and purchase of the shares under the SPA was completed (the "Completion"). Following the Completion, Qujiang Investment has become the substantial shareholder of the Company, holding 29.24% of the total number of ordinary shares of the Company in issue.

### 34 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The directors of the Company consider the immediate and ultimate holding company of the Company at 31 March 2020 to be Maritime Century Limited and Ginwa Investments, respectively. Neither of these companies produces financial statements available for public use.

### 33 報告期後非調整事項

#### (a) 按公允值計量之資產之賬面值減少

由於近期中國股市之不確定性，自報告期末起，本集團對金花企業A股之投資（見附註18）之價值下降約18%。

#### (b) 主要股東之變更

於二零二零年六月五日，Maritime Century Limited、金花投資、吳一堅先生、西安曲江文化金融控股（集團）有限公司及曲江投資之間於二零一九年十二月一日訂立之買賣協議（「買賣協議」）之所有先決條件已獲達成或豁免，而買賣協議項下之銷售股份之買賣已完成（「完成」）。完成後，曲江投資已成為本公司之主要股東，持有本公司已發行普通股總數之29.24%。

### 34 直接及最終控股公司

本公司董事認為，本公司於二零二零年三月三十一日之直接及最終控股公司分別為Maritime Century Limited及金花投資。該等公司並無編製可供公眾使用之財務報表。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

(Expressed in RMB unless otherwise indicated) (除非另有指明，否則以人民幣呈列)

### 35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, which are not yet effective for the year ended 31 March 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 35 已頒佈但尚未於截至二零二零年三月三十一日止年度生效之新訂準則及詮釋之潛在影響

截至刊發該等財務報表日期，香港會計師公會已頒佈多項尚未於截至二零二零年三月三十一日止年度生效且尚未於該等財務報表採納的修訂及新準則。該等進程包括下列可能與本集團相關者。

**Effective for  
accounting periods  
beginning on or after  
於以下日期或之後開始的  
會計期間生效**

Amendments to HKFRS 3, <i>Definition of a business</i> 香港財務報告準則第3號之修訂「業務之定義」	1 January 2020 二零二零年一月一日
Amendments to HKAS 1 and HKAS 8, <i>Definition of material</i> 香港會計準則第1號及香港會計準則第8號之修訂「重大之定義」	1 January 2020 二零二零年一月一日
HKFRS 17, <i>Insurance contracts</i> 香港財務報告準則第17號「保險合約」	1 January 2021 二零二一年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等進程於首次應用期間預期造成的影響。迄今為止，本集團認為採納上述修訂不大可能對綜合財務報表構成重大影響。

