

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，  
對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部  
分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



RICHLY FIELD

**RICHLY FIELD CHINA DEVELOPMENT LIMITED**

**裕田中國發展有限公司**

(於開曼群島註冊成立及於百慕達持續經營之有限公司)

(股份代號：313)

## **截至二零二零年三月三十一日止年度之經審核年度業績公告**

茲提述裕田中國發展有限公司(「本公司」，連同其附屬公司，「本集團」)於二零二零年六月三十日就本集團截至二零二零年三月三十一日止年度的之未經審核年度業績刊發的公告(「二零二零年初步業績公告」)。除另有界定外，本公告所用詞彙與二零二零年初步業績公告所界定者具有相同涵義。

誠如二零二零年初步業績公告所述，其中所載截至二零二零年三月三十一日止年度的年度業績當時未按照上市規則第13.49(2)條的要求獲得本公司核數師同意。

董事會謹此公佈本集團截至二零二零年三月三十一日止年度之年度業績之審核程序已經完成，並謹此公佈本集團截至二零二零年三月三十一日止年度之經審核年度業績。本公告載列本公司二零二零年年報全文，並遵守上市規則中有關年度業績初步公告隨附資料的相關規定。

承董事會命  
裕田中國發展有限公司  
主席兼行政總裁  
李亦鋒

香港，二零二零年七月三十一日

於本公告日期，董事會包括兩名執行董事，為李亦鋒先生（主席）及陳衛先生（副總裁）及三名獨立非執行董事，為徐慧敏女士、黃德俊先生及許驚鴻先生。

# Contents

## 目錄

2	CORPORATE INFORMATION 公司資料
5	PROPERTY PORTFOLIO 物業組合
8	MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析
23	REPORT OF THE DIRECTORS 董事會報告
32	CORPORATE GOVERNANCE REPORT 企業管治報告
49	ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告
81	BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷詳情
85	INDEPENDENT AUDITOR'S REPORT 獨立核數師報告
89	CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益報表
90	CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表
92	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表
94	CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表
96	NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註
216	FIVE-YEAR FINANCIAL SUMMARY 五年財務摘要

# Corporate Information 公司資料

## BOARD OF DIRECTORS

### Executive Directors

Li Yi Feng (*Chairman of the Board and Chief Executive Officer*)  
Chen Wei (*Vice President*)

### Independent Non-executive Directors

Hsu Wai Man Helen  
Wong Tak Chun  
Xu Jinghong

## AUDIT COMMITTEE

Hsu Wai Man Helen (*Chairlady*)  
Wong Tak Chun  
Xu Jinghong

## REMUNERATION COMMITTEE

Li Yi Feng  
Hsu Wai Man Helen (*Chairlady*)  
Wong Tak Chun  
Xu Jinghong

## NOMINATION COMMITTEE

Li Yi Feng (*Chairman*)  
Hsu Wai Man Helen  
Wong Tak Chun  
Xu Jinghong

## 董事會

### 執行董事

李亦鋒 (董事會主席兼行政總裁)  
陳衛 (副總裁)

### 獨立非執行董事

徐慧敏  
黃德俊  
許驚鴻

## 審核委員會

徐慧敏 (主席)  
黃德俊  
許驚鴻

## 薪酬委員會

李亦鋒  
徐慧敏 (主席)  
黃德俊  
許驚鴻

## 提名委員會

李亦鋒 (主席)  
徐慧敏  
黃德俊  
許驚鴻

## Corporate Information 公司資料

### COMPANY SECRETARY

Ho Kin Cheong Kelvin<sup>(1)</sup>  
Fung Ka Lun<sup>(2)</sup>

### AUTHORISED REPRESENTATIVES

Li Yi Feng  
Ho Kin Cheong Kelvin<sup>(1)</sup>  
Fung Ka Lun<sup>(2)</sup>

### AUDITORS

SHINEWING (HK) CPA Limited

### LEGAL ADVISERS

*As to Bermuda Law*  
Appleby

*As to Hong Kong Law*  
Lu, Lai & Li Solicitors & Notaries

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

<sup>(1)</sup> With effect from 8 May 2020, Mr. Ho Kin Cheong Kelvin ceased to act as the chief financial officer, the company secretary and the authorized representative of the Company.

<sup>(2)</sup> With effect from 8 May 2020, Mr. Fung Ka Lun has been appointed as the chief financial officer, the company secretary and the authorized representative of the Company.

### 公司秘書

何建昌<sup>(1)</sup>  
馮嘉倫<sup>(2)</sup>

### 授權代表

李亦鋒  
何建昌<sup>(1)</sup>  
馮嘉倫<sup>(2)</sup>

### 核數師

信永中和(香港)會計師事務所有限公司

### 法律顧問

就百慕達法律  
Appleby

就香港法例  
姚黎李律師行

### 主要股份過戶登記處

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

<sup>(1)</sup> 自二零二零年五月八日起，何建昌先生停任本公司財務總監、公司秘書及授權代表。

<sup>(2)</sup> 自二零二零年五月八日起，馮嘉倫先生已獲委任為本公司財務總監、公司秘書及授權代表。

## Corporate Information 公司資料

### REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 506, ICBC Tower  
3 Garden Road, Central  
Hong Kong

### PRINCIPAL BANKERS

The Bank of East Asia, Limited  
China Construction Bank Corporation  
China Merchants Bank  
Industrial and Commercial Bank of China  
Bank of China  
Bank of Changsha  
Bank of Communications  
China Minsheng Bank  
Huarong Xiangjiang Bank  
Bank of QinHuangDao  
Postal Savings Bank of China  
Ningxia Helan Huishang Village Town Bank Co., Ltd\*  
Agricultural Bank of China

### WEBSITE

[www.richlyfieldchinagroup.com](http://www.richlyfieldchinagroup.com)

### STOCK CODE

313

### 註冊辦事處

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

### 香港主要營業地點

香港  
中環花園道3號  
中國工商銀行大廈506室

### 主要往來銀行

東亞銀行有限公司  
中國建設銀行  
招商銀行  
中國工商銀行  
中國銀行  
長沙銀行  
交通銀行  
中國民生銀行  
華融湘江銀行  
秦皇島銀行  
中國郵政儲蓄銀行  
寧夏賀蘭回商村鎮銀行有限責任公司  
中國農業銀行

### 網址

[www.richlyfieldchinagroup.com](http://www.richlyfieldchinagroup.com)

### 股份代號

313

\* For identification purposes only

# Property Portfolio

## 物業組合

### DEVELOPMENT AND INVESTMENT PROPERTIES – 發展及投資物業－在建物業

#### PROPERTIES UNDER DEVELOPMENT

Number	Item Name	Location	Type of Property	Portion	Attributable Interest	Site Area (Total Site Area)	Gross Floor Area (included underground) (sq.m)	Expected Completion Date	Lease Term
序號	項目名稱	地理位置	物業類型	分區	應佔權益	地盤面積 (總佔地面積)	建築面積 (含地下) (平方米)	預計完成時間	租賃期限
1	Changsha Outlets 長沙奧萊	Changsha, Wangcheng District, Tengfei Village, Maqiaohe Village, Dongma 長沙望城區騰飛村、馬橋河村、東馬社區	Commercial 商業	Commercial Portion 商業區	100%	483.65 mu* (322,435.9 sq.m) 483.65畝* (322,435.9平方米)	386,923		Medium-term 中期
1.1				Commercial North Portion 商業北區			84,782	Completed 已完工	
1.2				Commercial South Portion 商業南區			302,141	March 2023 二零二三年三月	
2	Changsha Outlets 長沙奧萊	Changsha, Wangcheng District, Tengfei Village, Maqiaohe Village, Dongma 長沙望城區騰飛村、馬橋河村、東馬社區	Residential, Commercial 住宅、商業	Residential Portion 住宅區	100%	1,104.18 mu (736,117.1 sq.m) 1,104.18畝 (736,117.1平方米)	1,191,751		N/A 不適用
2.1				Residential Phase 1 住宅一期			100,161	Completed and delivered 已完工並交付	
2.2				Residential Phase 2 住宅二期			402,779	Partially completed and delivered 部分完工並交付	
2.3				Residential Phase 3 (including the required education facilities) 住宅三期 (含配建教育設施)			294,898	June 2022 二零二二年六月	
2.4				Residential Phase 4 住宅四期			393,913	September 2022 二零二二年九月	

\* In this report, mu refers to “畝”, a Chinese unit of measurement. 1 mu equals to approximately 666.67 sq.m, for information only.

\* 於本報告內,「畝」指中國一種計量單位。1畝等於約666.67平方米,僅供參考。

## Property Portfolio 物業組合

Number	Item Name	Location	Type of Property	Portion	Attributable Interest	Site Area (Total Site Area)	Gross Floor Area (included underground) (sq.m)	Expected Completion Date	Lease Term
序號	項目名稱	地理位置	物業類型	分區	應佔權益	地盤面積 (總佔地面積)	建築面積 (含地下) (平方米)	預計 完成時間	租賃期限
3	Yinchuan Project 銀川項目	West of China National Highway 109, DeSheng Industrial Park* (德勝工業園區), Yinchuan City, Ningxia Hui Autonomous Region, the PRC 中國寧夏回族自治區銀川市德勝工業園區109國道西	Commercial 商業	Commercial Portion 商業區	100%	80.95 mu (53,967.0 sq.m) 80.95畝 (53,967.0平方米)	90,899		Medium-term 中期
3.1				Commercial Phase 1 商業一期			80,262	Completed 已完工	
3.2				Commercial Phase 2 – Expansion project 商業二期－擴建工程			10,637	Completed 已完工	
4	Yinchuan Project 銀川項目	West of China National Highway 109, DeSheng Industrial Park* (德勝工業園區), Yinchuan City, Ningxia Hui Autonomous Region, the PRC 中國寧夏回族自治區銀川市德勝工業園區109國道西	Residential, Commercial 住宅·商業	Residential Portion 住宅區	100%	119.05 mu (79,365.0 sq.m) 119.05畝 (79,365.0平方米)	221,118		N/A 不適用
4.1				Residential Phase 1 住宅一期			33,672	Completed and delivered 已完工並交付	
4.2				Residential Phase 2 住宅二期			45,788	Main part completed 主體工程完工	
4.3				Residential Phase 3 住宅三期			141,658	June 2021 二零二一年六月	
5	Qinhuangdao Project 秦皇島項目	Qinhuangdao Municipality, Beidaihe New District, Changli County, Central Golden Coast 秦皇島市北戴河新區昌黎縣黃金海岸中部	Residential, Commercial 住宅·商業	Whole Portion 整體	100%	1,077 mu (717,955 sq.m) 1,077畝 (717,955平方米)	500,899		Medium-term 中期
5.1				Phase 1 (including the Exhibit Center and excluding D section) 一期(含展示中心·不含D區)			84,130	Main part partially completed 部分主體工程完工	



## Property Portfolio 物業組合

Number	Item Name	Location	Type of Property	Portion	Attributable Interest	Site Area (Total Site Area)	Gross Floor Area (included underground) (sq.m)	Expected Completion Date	Lease Term
序號	項目名稱	地理位置	物業類型	分區	應佔權益	地盤面積 (總佔地面積)	建築面積 (含地下) (平方米)	預計完成時間	租賃期限
6	Changchun Project 長春項目	Xingfu Village Sheling Street Shuangyang District Changchun City Jilin Province the PRC 中國吉林省長春市雙陽區 奢嶺街幸福村	Residential, Commercial 住宅・商業	Whole Portion 整體	42%	442.8 mu (295,368 sq.m) 442.8畝 (295,368平方米)	573,504		Medium-term 中期
6.1				Phase 1 一期			105,102	December 2020 二零二零年十二月	
7	Huailai Wineries 懷來酒莊	Zhangjiakou, Huailai County, Sangyuan Town, Zhangguanying Village, Xinxiang Ling Village Northwest 張家口市懷來縣桑園鎮 張官營村新鄉嶺村西北	Industrial (small private wine estate) 工業 (小型私人酒莊)	Whole Portion 整體	50%	156.06 mu (104,038 sq.m) 156.06畝 (104,038平方米)	104,038	To be confirmed 尚待確認	Medium-term 中期

# Management Discussion and Analysis

## 管理層討論與分析

The board (the “Board”) of directors (the “Directors”) of Richly Field China Development Limited (the “Company”) hereby presents the audited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2020 (the “Year” or the “Reporting Period”).

### BUSINESS REVIEW

The Group is principally engaged in outlets commercial operation and development and operation of featured commercial properties (such as tourism property, senior care property and wine chateaus), development of high-end residential properties as well as property management.

Key projects of the Group include Changsha Outlets Project, which is a comprehensive project comprising the “Globe Outlets” (commercial) and “Outlets Town” (residential) developed by the Group in Changsha, Hunan Province, the People’s Republic of China (the “PRC”), and the JeShing European City Project which is a comprehensive project comprising “建材樓” (residential), “家居樓” (residential) and “太平商場” (commercial) and JinSheng Yue Jing (residential) developed by the Group in Yinchuan, Ningxia Hui Autonomous Region, the PRC, together with the Qinhuangdao Venice-the City of Water Outlets Project which is a comprehensive project developed by the Group in BeiDaiHe new district, Qinhuangdao, Hebei, the PRC.

### FINANCIAL REVIEW

During the Year, the Group recorded a total revenue of HK\$181,687,000, representing a decrease of 36.1% as compared to HK\$284,184,000 for the year ended 31 March 2019 (the “Corresponding Year”). The decrease in revenue was mainly attributable to the impact of the novel coronavirus disease (COVID-19) pandemic, sales were stopped for a few months. In terms of the revenue breakdown, the sales of properties, gross rental income and management fee income were approximately HK\$143,999,000 (Corresponding Year: HK\$235,062,000), HK\$21,251,000 (Corresponding Year: HK\$28,743,000) and HK\$16,437,000 (Corresponding Year: HK\$20,379,000), respectively. The Group recorded a loss on revaluation of investment properties of HK\$140,551,000 for the Year as compared to a gain of HK\$2,590,000 for the Corresponding Year.

The loss attributable to equity holders for the Year amounted to HK\$294,856,000 representing a 9.9% increase as compared to HK\$268,297,000 for the Corresponding Year. The loss per share for the Year was HK\$1.26 cents as compared to HK\$1.15 cents for the Corresponding Year.

裕田中國發展有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至二零二零年三月三十一日止年度(「本年度」或「報告期」)之經審核綜合業績。

### 業務回顧

本集團主要從事奧特萊斯商業營運、特色商業地產開發營運(如旅遊地產、養老地產、葡萄酒莊等)、高端住宅地產開發及物業管理。

本集團的主要項目包括本集團於中華人民共和國(「中國」)湖南省長沙市開發之長沙奧特萊斯項目(由商業部分「環球奧萊」及住宅部分「奧萊小鎮」組成的綜合項目)、本集團於中國寧夏回族自治區銀川市開發之金盛歐洲城項目(由住宅部分「建材樓」、「家居樓」及商業部分「太平商場」和住宅部分「金盛閱景」組成的綜合項目)及本集團於中國河北省秦皇島市北戴河新區開發之綜合項目秦皇島威尼斯水城奧特萊斯項目。

### 財務回顧

於本年度內，本集團錄得收入總額181,687,000港元，較截至二零一九年三月三十一日止年度(「相應年度」)的284,184,000港元下跌36.1%。收入下跌主要是受新型冠狀病毒病(COVID-19)大流行影響，令銷售停頓數月。各分項收入方面，物業銷售、租金收入總額及管理費收入分別約為143,999,000港元(相應年度：235,062,000港元)、21,251,000港元(相應年度：28,743,000港元)及16,437,000港元(相應年度：20,379,000港元)。於本年度內，本集團錄得投資物業重新估值虧損140,551,000港元，而相應年度為收益2,590,000港元。

本年度的權益持有人應佔虧損為294,856,000港元，較相應年度的268,297,000港元增加9.9%。本年度的每股虧損為1.26港仙，相應年度則為1.15港仙。

## Management Discussion and Analysis 管理層討論與分析

As for financing aspect, regarding the loan agreements with a related party, 南京金盛國際家居市場經營管理有限公司, the total outstanding principal amount was approximately RMB231,792,000 (equivalent to approximately HK\$253,696,000) (the “Other Loan 1”) as at 31 March 2020 and is due to repay on 31 December 2020. During the year, the Group signed a supplemental agreement, in which the due date of Other Loan 1 has been extended to 31 December 2021. Other Loan 1 is with an interest rate of 9.5% per annum and was secured by the pledge of certain of the Group’s assets.

Regarding the loan agreement with related parties, JeShing Real Estate Group Company Limited\* (金盛置業投資集團有限公司), 南京第一建築工程集團有限公司 and 江蘇裝飾材料有限公司, the total outstanding principal amount was RMB301,800,000 (equivalent to approximately HK\$330,320,000) (the “Other Loan 2”) as at 31 March 2020. Other Loan 2 is due in December 2020, with an interest rate range of 5.7%-6.19% per annum and was secured by the pledge of certain of the Group’s assets.

In 2017, the Group entered into loan agreements with a bank together with a financial institution 華融(中國)投資管理有限公司 in relation to the loan facility in the total outstanding principal amount of RMB940,700,000 (equivalent to approximately HK\$1,029,596,000) for a term of 5 years at an interest rate range of 8%-10% per annum which was secured by the pledge of certain of the Group’s assets (the “Other Loan 3”), which had been utilised as at 31 March 2020. Subsequently in October 2019, the Group entered into a supplemental agreement, in which the due dates of Other Loan 3 has been extended and there is a repayment amount of RMB248,800,000 (equivalent to approximately HK\$272,312,000) (the “First Installment”) together with unpaid default interest of approximately RMB14,700,000 (equivalent to approximately HK\$16,089,000) due on or before 30 June 2020.

The Group entered into an extension loan agreement regarding a revolving loan facility agreement with a related party, JeShing Real Estate Group Company Limited during the Year, in relation to an unsecured loan facility in the total principal amount of RMB1,000,000,000 (equivalent to approximately HK\$1,094,500,000) (the “Other Loan 4”) at an interest rate of 5% per annum, in which the due dates of Other Loan 4 has been extended to December 2021. As at 31 March 2020, approximately RMB103,150,000 (equivalent to approximately HK\$112,898,000) had been utilised.

融資方面，與關連方南京金盛國際家居市場經營管理有限公司訂立的貸款協議於二零二零年三月三十一日的未償還本金總額約為人民幣231,792,000元（相當於約253,696,000港元）（「其他貸款1」），於二零二零年十二月三十一日到期償還。於本年度內，本集團已簽署補充協議，其中其他貸款1的到期日已延長至二零二一年十二月三十一日。其他貸款1透過質押本集團的若干資產取得，年利率為9.5%。

與關連方金盛置業投資集團有限公司、南京第一建築工程集團有限公司及江蘇裝飾材料有限公司訂立的貸款協議於二零二零年三月三十一日的未償還本金總額為人民幣301,800,000元（相當於約330,320,000港元）（「其他貸款2」）。其他貸款2透過質押本集團的若干資產取得，年利率介乎5.7%至6.19%，於二零二零年十二月到期。

於二零一七年，本集團與一間銀行連同一家金融機構華融(中國)投資管理有限公司就未償還本金總額人民幣940,700,000元（相當於約1,029,596,000港元）的貸款融資簽署為期5年、年利率介乎8%至10%的貸款協議，貸款透過質押本集團的若干資產取得（「其他貸款3」），於二零二零年三月三十一日已動用。其後於二零一九年十月，本集團訂立補充協議，延長其他貸款3的到期日，於二零二零年六月三十日或之前到期的償還金額為人民幣248,800,000元（相當於約272,312,000港元）連同未付拖欠利息約人民幣14,700,000元（相當於約16,089,000港元）（「第一期款項」）。

於本年度內，本集團與一名關連方金盛置業投資集團有限公司就無抵押貸款融資簽署有關本金總額人民幣1,000,000,000元（相當於約1,094,500,000港元）、年利率5%的循環貸款融資協議（「其他貸款4」）的延期貸款協議，延長其他貸款4的到期日至二零二一年十二月。於二零二零年三月三十一日，已動用約人民幣103,150,000元（相當於約112,898,000港元）。

## Management Discussion and Analysis 管理層討論與分析

Regarding the loan agreement with a financial institution, 中國華融資產管理股份有限公司湖南省分公司 (the “Hunan Huarong”), the total outstanding principal amount was RMB270,000,000 (equivalent to approximately HK\$295,515,000) (the “Other Loan 5”) as at 31 March 2020. The interest rate was ranged of 11%-11.5% per annum and secured by the pledge of certain of the Group’s assets. Subsequently in June 2019, the Group entered into an extension agreement, it shall be due in June 2022. The Group is required to deposit RMB123,000,000 (equivalent to approximately HK\$134,624,000) as pledged deposit into a designated bank account by Hunan Huarong (the “Additional Deposit”) during the period from 1 July 2019 to 30 June 2020.

Total amount obtained by the Group from Other Loan 1, Other Loan 3 and Other Loan 5 was approximately RMB1.44 billion (equivalent to approximately HK\$1.58 billion) as at 31 March 2020 and was solely used for funding the Changsha Outlets Project. Due to the large financing amount at the early stage of the Changsha Outlets Project, financial costs have increased year by year, coupled with the local government’s strong implementation of strict real estate policies, the purchasing power and profitability are greatly reduced and the tightening of the financing environment has made the Company more difficult to satisfy its working capital.

### Projects Overview

#### Changsha Outlets Project

Located in Changsha Wangcheng National Economic and Technological Development Zone, Changsha Outlets Project features a special “residential + commercial” product mix in the local market to establish the Group’s market recognition as a featured property developer. The project covers an area of approximately 1,500 mu, comprising a residential portion (Outlets Town) and a commercial portion (Globe Outlets), with a planned area of approximately 500 mu and 1,000 mu, respectively.

#### *Residential Project – Outlets Town or Outlets City*

Specially designed by the Group as a high-class low-density residential community in Spanish style, Outlets Town offers high-quality detached and semi-detached houses, townhouses, bungalows, middle-height buildings and high-rise buildings, surrounded by verdant plants along with well-designed streams and bridges, with a super-low plot ratio. It outperforms other nearby property projects in terms of appearance, quality, unit layout and comfort. In particular, the greenery and landscape design of the community highlight the project out of the others, which offers a green space ratio of 40%, creating abundant oxygen by plenty of plants.

與一家金融機構中國華融資產管理股份有限公司湖南省分公司(「湖南華融」)訂立的貸款協議於二零二零年三月三十一日的未償還本金總額為人民幣270,000,000元(相當於約295,515,000港元)(「其他貸款5」)。年利率介乎11%至11.5%並透過質押本集團的若干資產取得。隨後,於二零一九年六月,本集團訂立延期協議,其將於二零二二年六月到期。本集團須於二零一九年七月一日至二零二零年六月三十日期間將人民幣123,000,000元(相當於約134,624,000港元)存入湖南華融指定的銀行賬戶作為質押存款(「額外存款」)。

截至二零二零年三月三十一日,本集團自其他貸款1、其他貸款3及其他貸款5取得的總金額約為人民幣14.4億元(相當於約15.8億港元),悉數用作為長沙奧特萊斯項目提供資金。由於長沙奧特萊斯項目前期融資金額龐大,導致財務費用年年攀升,加之當地政府強勢推行嚴格的房地產政策,購買力及盈利空間被大幅度削減,而融資環境收緊,令本公司的營運資金更顯緊絀。

### 項目概覽

#### 長沙奧特萊斯項目

長沙奧特萊斯項目位於長沙市國家級望城經濟技術開發區,以「住宅+商業」特色產品組合亮相當地市場,打造本集團特色地產開發商之市場知名度。項目佔地約1,500畝,由住宅部分「奧萊小鎮」及商業部分「環球奧萊」共同構成,商業及住宅規劃佔比分別約為500畝及1,000畝。

#### *住宅項目「奧萊小鎮」或「奧萊城」*

「奧萊小鎮」乃本集團潛心打造的西班牙風情低密度高端住宅社區,產品主要規劃為高質量獨棟、雙拼及聯排別墅、花園式洋房、小高層及高層建築,綠茵環抱,小橋流水間,尊享超低容積率。無論是外觀、品質、戶型或舒適度,皆領先於周邊其他物業項目。尤其是小區綠化及園林環境,更是項目為之驕傲的亮點,40%的綠化率令鮮氧生活隨手可及。



## Management Discussion and Analysis 管理層討論與分析

During the Year, the Group continued to focus on developing Section C, which covers a site area of approximately 204 mu, planned to be developed into 37 11-storey buildings and a kindergarten. Currently, the project construction is progressing smoothly. For the first batch of ten buildings for which pre-sale permits have been obtained, the main structures, interior and exterior masonry walls and the plastering thereof, and external wall putty work have been completed during the Reporting Period. Basement fire control works, indoor fire control and water supply works have been basically completed. Decoration of the exterior walls and installation of doors, windows and equipment are under progress. For the second batch of ten buildings, the capping of main structures has been completed, masonry walls are basically completed, and plastering of interior and external walls is in progress. The Group is actively acquiring pre-sale permits for the second batch of ten buildings, with five of them obtained on 27 November 2019.

Outlets Town is equipped with the renowned nine-year school, Wangcheng Nanya School (望城南雅學校). The school had commenced construction during the Reporting Period. However, due to continuously rainy weather in the local area and workers' delayed resumption of work due to the outbreak of COVID-19 at the beginning of this year, the construction of the school is not progressed as scheduled. At present, examination and acceptance of the main structure has been completed for the secondary school section, interior painting, ceiling putty work and construction of indoor staircase of the conference hall have been completed by 80%, the external wall brickwork has been completed, and the external wall painting has been completed by 50%. The basic division of the primary school section has passed the examination and acceptance. Capping of the main structure of the two teaching buildings, the conference hall and the complex building has been completed. The main structures of the basement and waterproof works of exterior walls have been completed by 50%. The capping of the main structures of the southern and the northern gates has been completed. The construction of the main structures of eastern and western enclosures has been completed. The earthwork backfilling of the north road has been completed. The Group has optimized the recourse allocation for construction of the school, striving to achieve partial enrollment in September this year.

於本年度內，本集團繼續著力發展佔地面積約204畝的C區，規劃發展為37棟11層的小高層建築及配套幼兒園。目前工程建設進展順利，其中，已獲預售許可證的首批十棟建築於報告期內已完成主體工程建設、內外砌牆及抹灰以及外牆膩子，地下室消防工程、室內消防及給水工程基本完成，正進行外牆裝飾及門窗和設備安裝工作。第二批十棟建築，工程主體已全部封頂，牆體砌築基本完成，正在進行室內外牆粉刷。本集團目前正就第二批十棟積極獲取預售許可證，其中五棟的預售許可證已於二零一九年十一月二十七日取得。

「奧萊小鎮」配套九年一貫制名校「望城南雅學校」。學校已於報告期內開始施工，惟受當地持續多雨氣候影響，加之本年年初爆發COVID-19疫情導致工人返工滯後，學校建設工期遲於預期。目前中學部主體分部驗收合格，內粉刷施工、天棚膩子施工及報告廳室內階梯施工已經完成80%、外牆磚鋪貼完畢、外牆油漆完成50%；小學部基礎分部驗收合格，兩棟教學樓、報告廳、綜合樓主體全部封頂；地下室主體及外牆防水均完成50%；南北側大門的主體已封頂；東西圍牆主體施工完畢；北側道路土方回填完畢。本集團優化學校工程建設的資源配置，力爭在今年九月實現部分入學。

## Management Discussion and Analysis 管理層討論與分析

### *Commercial Properties – Globe Outlets*

Globe Outlets, the commercial portion of the Changsha Outlets Project with a developed area of nearly 100,000 sq.m. so far, currently has more than 200 domestically and internationally renowned fashion retail brands, a large separate indoor trampoline centre with an area of over 5,000 sq.m., a Letian IMAX cinema, an art education and training organization, HappyNest (a supermarket for imported household products), an indoor constant temperature swimming pool and children's water park, a cartoon amusement park for children, a high-end chain kindergarten, and brand specialty catering.

During the Year, Globe Outlets brought in Huayue Art Education Training Institute (華悅藝術教育培訓機構), an institution providing integrated services including children art training, middle school art education and art training for college entrance examination, with an operation area of more than 5,000 sq.m. It also brought in HappyNest, an integrated household market offering selected high-quality niche products imported from all over the world, with an operation area of more than 3,000 sq.m. In addition, two major sports brands, Kappa and Supreme, were introduced during the Reporting Period. Catering and snack brands popular among teenagers, including Modern China Tea Shop (茶顏悅色), Shuyi Herbal Jelly (書亦燒仙草), Shengxiangting (盛香亭) and Hutuzhua (胡途爪), were also brought into the Globe Outlets. Long Qi Le Children's Animation Experience Center (龍騎樂兒童樂園動漫體驗中心), with an operation area of 2,000 sq.m., also settled in Globe Outlets, directly targeting children as its customers.

### *商業地產「環球奧萊」*

「環球奧萊」為長沙奧特萊斯項目商業部分，目前已開發近10萬平方米，現有200餘個國內外著名時裝零售品牌、超五千平方米的大型獨立室內蹦床館、樂田IMAX影院、藝術教育培訓機構、樂家巢進口家居集市、室內恆溫游泳館及兒童水上樂園、兒童動漫遊樂園、高端連鎖幼稚園、品牌特色餐飲等。

於本年度內，「環球奧萊」引入營業面積逾五千平方米的華悅藝術教育培訓機構，集少兒藝術培訓、中學藝術教育、高考藝術培訓於一體。同時亦引入營業面積逾三千平方米的樂家巢(HappyNest)進口家居集市，精選全球優質小眾產品。此外，本報告期再新添兩大運動品牌Kappa及Supreme，深受年輕人喜愛的茶顏悅色、書亦燒仙草、盛香亭、胡途爪等餐飲小吃品牌亦相繼入駐環球奧萊。另外，營業面積達兩千平方米的龍騎樂兒童樂園動漫體驗中心亦已入駐，目標客戶直接定向為兒童。



## Management Discussion and Analysis 管理層討論與分析

### Qinhuangdao Venice – City of Water Outlets Project

Qinhuangdao Outlets Real Estate Company Limited\* (秦皇島奧特萊斯置業有限公司) is a wholly-owned subsidiary of the Group. The project developed by the company in the core area of International Healthy City, Beidaihe New District, Qinhuangdao, is positioned as a large coastal shopping, tourism and healthcare resort complex with outlets business as the major operation, integrated with high-end hot spring resort hotels, high-end hospitals, health preservation and elderly care, cultural and entertainment activities, and recreational resorts ("Qinhuangdao Venice – City of Water Outlets Project").

Qinhuangdao Venice – City of Water Outlets Project covers an area of approximately 1,077 mu, planned to be developed in three phases. Phase 1 of the project covers a total area of approximately 230,000 sq.m., which is planned to be developed, by function, into outlets business (including Latitude Space), a health preservation hotel, resort units and an exhibition hall, along with supporting parking lots and greenery landscape. During the Reporting Period, the Group continued to focus on the development of Phase 1 of the project.

In terms of permits, the Group has successively obtained the construction work planning and commencement permits for Phase 1 and the exhibition hall, as well as the pre-sale permits for the first 59 resort units. In terms of project construction, the exhibition hall has been put into operation to commence the pre-sale of the resort units of the Phase 1; the main structure of outlets business, which covers an area of 70,000 sq.m., has completed capping. The Latitude Space Indoor Trampoline Park was capped on 20 September 2019, with secondary structure construction completed by 50%. A total of 189 resort units with designed courtyard have been planned in one-storey, two-storey or three-storey duplexes, among which 129 units were capped and others are undergoing construction of the secondary structure. The entrance and exit and front view of the project have been initially built, and the main structure of the clock tower has been completed. In relation to the health preservation hotel, Qinhuangdao Outlets Real Estate Company Limited has entered into an indicative strategic cooperation agreement with Nanjing Jinling Hotel (南京金陵酒店) in 2017. The construction work planning permit was obtained on 3 December 2019, and the construction is expected to commence in the second half of 2020.

### 秦皇島威尼斯水城奧特萊斯項目

秦皇島奧特萊斯置業有限公司乃本集團的全資附屬公司。該公司於秦皇島北戴河新區國際健康城核心區域開發建設的項目，是一個計劃以奧特萊斯商業為主導，集高端溫泉度假酒店、高端醫院、養生養老、文化娛樂、休閒度假為一體的大型沿海購物旅遊康養度假綜合體（「秦皇島威尼斯水城奧特萊斯項目」）。

秦皇島威尼斯水城奧特萊斯項目佔地約1,077畝，計劃分三期開發。其中，項目一期總用地面積近23萬平方米，按規劃功能劃分為奧萊商業（含樂圖空間）、養生酒店、度假用房及展示中心，同時配套停車場及綠化景觀打造。報告期內，本集團繼續重點開發項目一期。

證照方面，本集團已陸續取得一期及展示中心的工程規劃和施工證照，以及第一批59棟度假用房預售許可證。工程建設方面，展示中心已投入使用，開啟一期度假用房預售；佔地7萬平方米的奧萊商業主體已完成封頂，樂圖空間室內蹦床公園已於二零一九年九月二十日封頂，二次結構施工完成50%；度假用房戶型分別為一層小院、二層小院、三層疊拼，規劃共計189棟，其中129棟封頂，其他樓棟正進行二次結構施工；項目出入口及門前景觀已初步打造，鐘樓主體已封頂；養生酒店方面，秦皇島奧特萊斯置業有限公司已於二零一七年和南京金陵酒店達成意向性戰略合作協議，並於二零一九年十二月三日取得建設工程規劃許可證，預計二零二零年下半年開工建設。



## Management Discussion and Analysis 管理層討論與分析

In addition, the planning schemes for Phase 2 and Phase 3 were reviewed and approved by Qinhuangdao Municipal Planning Commission on 8 April 2020. In particular, Phase 2 has been ascertained to be developed section by section. The Group plans to obtain the construction work planning permit for section 1 of Phase 2 in early June 2020, which is planned to be developed into multiple four-storey and six-storey bungalows and supporting community facilities.

此外，二、三期規劃方案已於二零二零年四月八日通過秦皇島市規委會審議，其中，確定二期分區開發，計劃於二零二零年六月初取得二期一區之建設工程規劃許可證，擬開發為多棟四／六層花園式洋房及社區配套設施。



### Yinchuan Project

Ningxia Jinguan Property Investment Co. Ltd.\* (寧夏金冠投資置業有限公司) ("Ningxia Jinguan") is a wholly-owned subsidiary of the Company acquired from a connected person in February 2018. Ningxia Jinguan is principally engaged in property development and management and home furnishing. It owns the property named JeShing European City (金盛歐洲城), which comprises five parcels of land with a total site area of approximately 133,300 sq.m. and a residential and commercial complex which is currently being constructed thereon ("Yinchuan Project").

#### *Residential project – Jin Sheng Yue Jing (金盛閱景)*

The Jin Sheng Yue Jing (金盛閱景) project is to be developed into slab-type residential properties delivering distinctive scenery and educational resources in 3 phases with a site area of approximately 120 mu and a planned gross floor area of 221,000 sq.m. The project aims to create a comfortable and convenient living environment on the back of the surrounding resources such as banks, medical institutes, educational institutions, department stores and supermarkets, entertainment facilities and restaurants as well as its own lifestyle amenities and building materials stores.

### 銀川項目

寧夏金冠投資置業有限公司(「寧夏金冠」)為本公司於二零一八年二月向關連人士收購之全資附屬公司。寧夏金冠主要從事物業開發及管理 and 家居裝飾，持有名為「金盛歐洲城」之物業。金盛歐洲城包括總地盤面積約為13.33萬平方米之五幅地塊及其上正在興建之住宅及商業綜合體(「銀川項目」)。

#### *住宅項目「金盛閱景」*

「金盛閱景」項目佔地面積約為120畝，規劃建築面積22.1萬平方米，計劃分三期建設打造為坐擁景觀教育的純板式住宅樓盤。依傍周邊銀行、醫療、教育、商超、娛樂餐飲等各類資源及自身家居建材商業配套，輕鬆享受便利生活。



## Management Discussion and Analysis 管理層討論與分析

During the Reporting Period, fire inspection and completion acceptance were completed for Phase 1 of Jin Sheng Yue Jing as scheduled, and the proof of delivery was obtained on 6 November 2019. As at the date of this report, units in Phase 1 have been delivered to over 225 property owners.

The planned gross floor area of Phase 3 is approximately 140,000 sq.m., planned to be developed into 14 11/18-storey exquisite high-rise buildings. During the Reporting Period, the Group successfully obtained the construction work commencement permit for 14 residential buildings and underground garages under Phase 3 on 28 April 2019. On 12 July 2019, Phase 3 of the project under construction was awarded the Top Ten Sites of Helan County Adopting Standard Practice by the Helan County Administration of Housing and Urban-Rural Development for its excellent construction quality, and applied for the Building Structure Quality Project of Yinchuan City. To date, 14 buildings of Phase 3 have passed the work commencement (resumption) examination and acceptance procedures set by the competent construction authority on 5 April 2020, the main structure construction of the basements of 7 buildings in the east is under progress, and the construction of secondary structure and wall masonry filling of the 7 buildings in the west is under progress. In terms of marketing, the Group has obtained pre-sale permits for a total of 14 buildings under Phase 3 in August and September 2019 and July 2020, respectively, achieving seamless rolling sales. Due to its high cost performance and complete education, medical and other living facilities, sales performance of Phase 3 of Jin Sheng Yue Jing maintained a leading position in the industry.

### *Yinchuan Commercial Properties*

The Yinchuan Commercial Properties consist of three commercial buildings and two corridors, with a total gross floor area of approximately 95,000 sq.m. and an occupancy rate of 92%. Shops in the buildings are engaged in trading of high-end building materials, premium furniture, and blackwood products, featuring building materials and household products such as ceramics, sanitary ware, flooring, stairs, doors and windows, cupboards, lamps, wallpaper, bedroom, sofas, suites and other furniture.

報告期內，「金盛閱景」一期已按期完成消防驗收及竣工驗收，且已順利於二零一九年十一月六日取得交付使用證。截至本報告日期，一期已辦理交房客戶225餘戶。

三期規劃建築面積約為14萬平方米，擬開發為14棟11/18層精緻小高層。報告期內，本集團於二零一九年四月二十八日順利取得三期14棟住宅樓宇及地下車庫的建築工程施工許可證。二零一九年七月十二日，因工程品質高，三期在建項目工程被賀蘭縣住建局評為「賀蘭縣十佳標化工地」，並已申報了銀川市建築結構優質工程。目前，三期14棟樓已於二零二零年四月五日順利通過建設主管部門開（複）工驗收，東邊七棟樓正在進行地下室主體結構施工，西邊七棟樓正在進行樓內的二次結構和填充牆體砌築施工。營銷方面，本集團已分別於二零一九年八月、九月及二零二零年七月取得三期合計14棟樓宇的預售許可證，實現無間隙滾動銷售。因性價比高，教育、醫療及其他生活配套設施完善，「金盛閱景」三期銷售業績於業內保持領先地位。

### *銀川商業*

銀川商業由三棟商業樓宇，外加兩座連廊組成，總建築面積約為9.5萬平方米，招商率高達92%。各樓棟分別經營高端建材、尚品傢俱及紅木品類，主打陶瓷、潔具、地板、樓梯、門窗、櫥櫃、燈具、壁紙、睡房、沙發、套房、其他傢俱等建材家居產品。

## Management Discussion and Analysis 管理層討論與分析

In terms of business solicitation, during the Reporting Period, the Group brought in a large indoor trampoline centre and a boxing gym to the corridors, which invigorated the existing product portfolio, and attracted a wider range of shopping groups with a unique business structure. At the same time, with its well-established brand influence in the field of household products and building materials, the Group successfully brought in international top-tier household brand Zuoyou (with a contracted area of approximately 1,500 sq.m.) and CBD Platinum high-end series household products, as well as a number of domestic top-tier brands, such as Dong Peng Tiles (東鵬瓷磚) and Huida Sanitary Ware (惠達衛浴). In addition, the introduction of Fotile, Haier Electrics, Jingdong home appliances and other well-known domestic brands complemented the home appliance business and acted as a connecting link for upgrade.

In terms of marketing, during the Reporting Period, the Group joined hands with brand partners and actively encouraged alliance stores to host a number of large alliance marketing events, such as Meet Your Idol Girl, Get a Discount (“女神價到”) fans meeting, Happy 26th Anniversary (“幸福26周年·從心出發”) discount fair, and JeShing Promotion Campaign (“5動全城·金盛聚惠”). To this end, the Group spent more than RMB1 million of marketing and promotion fees for the shopping mall, which attracted large traffic to the mall and drove significant sales on the event dates. The turnover for alliance stores hit as high as RMB20 million. Meanwhile, as a large enterprise with a strong sense of social responsibility, the Group actively collaborated with government departments to hold the large-scale public welfare event Care for Left-Behind Children (“關注留守兒童”). In addition, during the outbreak of COVID-19 in the PRC, the Group actively proposed the policy of “Conquering the Difficult Times Together by Reducing Rental and Burden”, waiving two months of rental for store tenants. Through various measures and channels, it comprehensively protected the interests of shopping mall tenants and alleviated the burden for medium and micro enterprises to jointly curb the economic loss caused by the pandemic, undertaking its corporate social responsibility as a large enterprise.

招商方面，報告期內，本集團已對連廊引入大型室內蹦床館及拳擊館，活躍了現有產品組合，以獨特的招商結構吸引更多廣泛的購物群體。同時，憑藉其在家居建材領域打造的成熟品牌影響力，本集團成功引進國際一線品牌家居「左右」家居（簽約面積約1,500平方米）及CBD白金高端系列家居，以及若干國內一線品牌，如東鵬瓷磚、惠達衛浴等。此外，引進方太廚衛、海爾電器、京東家電等國內知名品牌，填充家電業態，為提檔升級起到承上啟下的作用。

行銷方面，報告期內，本集團聯合入駐品牌商，積極調動各聯盟商戶的合作積極性，合力舉辦多場大型聯盟行銷活動，如「女神價到」明星見面會、「幸福26周年·從心出發」聯購惠、「5動全城·金盛聚惠」等。就此，本集團為商場投資人民幣百萬餘元的營銷推廣費用，集聚超高人氣，拉動當日銷售額大幅上漲，商戶成交額高達人民幣2,000多萬元。同時，作為肩負強烈社會責任感的大企，本集團積極聯合政府部門舉辦「關注留守兒童」大型公益活動，並在國內爆發COVID-19疫情期間，主動提出「共克時艱、降租減負」政策，給予商戶免予兩個月租金，多舉措多管道，全面保障商業賣場商戶的利益，為中小微企業減負，共同抵禦疫情造成的經濟損失，彰顯了大企業有大擔當的魄力。



## Management Discussion and Analysis 管理層討論與分析

### Associated Companies

During the Reporting Period, the projects managed by the associated companies of the Company also achieved certain progress.

#### Huailai Project

The master plan, demonstration area design plan, chateau design plan and environmental impact assessment of the characteristic villa residential and winery project in Huailai of Hebei Province have been completed. The project is developed by Huailai Dayi Winery Company Limited\* (懷來大一葡萄酒莊園有限公司), a 50%-owned associated company of the Company. In the demonstration area, access to roads, electricity and water supply has been in place and certain works regarding landscaping, planting and slope wall reconditioning have been completed. In addition, bidding for a parcel of construction land of approximately 480 mu to be put up for sale is under preparation.

#### Changchun Project

Globe Outlet Town (Jilin) Limited (吉林奧特萊斯世界名牌折扣城有限公司) ("Jilin Company"), a 42%-owned associated company of the Company, obtained land use rights for a piece of land with an area of 443 mu for commercial and residential purposes in Shuangyang District, Changchun City, Jilin Province in April 2016. In order to seek differentiated development, Jilin Company plans to develop its project in Shuangyang District, Changchun into an integrated project ("Jilin Project") combining a theme park and a cultural tourism town under the theme of cultural tourism and the objective of building a liveable place with elderly care.

An area of approximately 443 mu of the above lot is used for Phase 1 of Jilin Project. Jilin Company intends to initially develop the C3 lot of the land under the promotion name of Jinsheng Premium (金盛逸品), which covers an area of approximately 74 mu with plot ratio of 1.49 and a greening ratio of 30.81%, by planning and building it into a multi-storey high-end residential community with a planned gross floor area of approximately 105,000 sq.m. with hot spring directly accessible to each individual unit.

In terms of project construction, the main structure, secondary structure, retaining wall structure and fire prevention construction of basements, window frame installation, outdoor site leveling, outdoor integrated pipeline network, and partial seedling plantation had been completed for phase 1 of Jinsheng Premium project during the Reporting Period. As at the end of the Reporting Period, the bidding work for the fine decoration bidding section and the procurement bidding for the main decoration materials had been completed. The relevant units have also entered the sites while the water and electricity reconstruction is under way.

### 聯營公司

於本報告期，本公司聯營公司所轄項目亦取得一定進展。

#### 懷來項目

本公司擁有50%權益的聯營公司懷來大一葡萄酒莊園有限公司所開發之河北懷來特色別墅住宅及葡萄酒莊園項目，已完成該項目整體規劃和示範區規劃設計、酒莊單體設計、環境影響評估，示範區已具備通路通水通電條件，並完成了部份綠化、種植陳列及坡壁修整工程。同時，下一批約480畝建設用地掛牌相關準備工作亦在推進中。

#### 長春項目

本公司擁有42%權益的聯營公司吉林奧特萊斯世界名牌折扣城有限公司（「吉林公司」），於二零一六年四月獲得吉林省長春市雙陽區443畝商住用地土地使用權證。為突顯差異化發展，吉林公司計劃將旗下位於長春市雙陽區的項目發展為以文化旅遊為主導，以養老宜居為目標的主題樂園和文旅小鎮一體開發綜合項目（「吉林項目」）。

上述地塊約443畝為吉林項目一期用地，吉林公司擬以「金盛逸品」為推廣名，先行開發其中C3地塊約74畝，容積率1.49，綠地率30.81%，規劃建設成自帶溫泉入戶的精裝多層住宅小區，規劃建築面積約為10.5萬平方米。

工程建設方面，報告期內，金盛逸品一期已完成了主體結構、二次結構、擋土牆結構及地下室消防施工、窗框安裝、室外場地平整、室外綜合管網、部分苗木種植。截至報告期末，精裝修標段的招投標工作及裝修主材採購招標已完成，相關單位亦陸續進場，水電改造施工中。



## Management Discussion and Analysis 管理層討論與分析

### DISCLAIMER OF OPINION ISSUED BY THE AUDITOR

As disclosed on pages 85 to 86 of this report, the disclaimer of opinion was mainly the result of multiple uncertainties faced by the Group relating to going concern assumption of the Group. Specifically, the Company's auditor (the "Auditor") noted (i) net loss of approximately HK\$294,856,000 for the year ended 31 March 2020, (ii) as at 31 March 2020, the Group had net current liabilities of approximately HK\$352,886,000 and cash and cash equivalents of approximately HK\$27,107,000 only, and (iii) subsequent to the end of the Reporting Period, the Group breached the terms of Other Loan 3 and Other Loan 5 as explained in the business review section above, these borrowings become in default and the lenders have the right to demand immediate repayment of the entire outstanding principal balance and all unpaid interest. In the Auditor's opinion, there may be material uncertainties on the Group's ability to continue as a going concern.

The Directors have commenced negotiations of the repayment terms of Other Loan 3 and Other Loan 5 with the relevant bankers since then. Up to the date of this report, those negotiations are still in progress and have not been concluded. As at the date of this report, the lenders have not made any demand for immediate repayment of the entire loans.

### THE BOARD AND THE AUDIT COMMITTEE'S VIEW AND THE PLAN TO ADDRESS THE DISCLAIMER OF OPINION

The Directors have carefully assessed the Auditor's qualification and concerns and have reviewed the Group's cash flow projections covering a period of twelve months from 31 March 2020 which have taken into account the followings:

- (i) the Group's property development projects have shown steady progress and the Group is in the process of accelerating the pre-sales and sales of its properties under development;
- (ii) the continuous financial support from related parties;
- (iii) the unutilised loan facility from a related company beneficially owned by a controlling shareholder of RMB1,000,000,000 that will not be expiring before 31 March 2021 of which approximately RMB896,850,000 remained unutilised as at 31 March 2020;
- (iv) the forecasted operating cash flows for the year ending 31 March 2021.

### 核數師發出不發表意見

誠如本報告第85至86頁所披露，不發表意見主要起因於就本集團面臨的持續經營問題假設而提出的多項不確定性。具體而言，本公司核數師（「核數師」）發現(i)截至二零二零年三月三十一日止年度的淨虧損約為294,856,000港元；(ii)於二零二零年三月三十一日，本集團之流動負債淨額約為352,886,000港元及現金及現金等值品僅約為27,107,000港元；及(iii)於報告期末後，本集團違反上文業務回顧部分所述之其他貸款3及其他貸款5之條款，該等借款已違約及貸款人有權要求即時償還尚未償還之全部本金結餘及所有未付利息。核數師認為，本集團的持續經營能力可能存在重大不確定性。

董事此後已就其他貸款3及其他貸款5的還款條款與相關銀行開始進行磋商。直至本報告日期，該等磋商仍在進行，並未完結。於本報告日期，貸款人並未作出任何即時償還全部貸款之要求。

### 董事會及審核委員會之觀點以及不發表意見之解決計劃

董事已仔細評估核數師的保留意見及疑慮以及已審閱本集團自二零二零年三月三十一日起十二個月期間之現金流量預測，並已考慮下列各項：

- (i) 本集團的物業發展項目穩步推進，且本集團正加快推進其在建物業的預售及銷售工作；
- (ii) 關連方之持續財務支持；
- (iii) 來自由控股股東實益擁有之關連公司的未動用貸款融資人民幣1,000,000,000元將不會於二零二一年三月三十一日前到期，其中約人民幣896,850,000元於二零二零年三月三十一日仍未獲動用；
- (iv) 截至二零二一年三月三十一日止年度之預測經營現金流量。

## Management Discussion and Analysis 管理層討論與分析

In addition, the Group is also considering various options for additional financing to the Group, such as new investors and business partners.

Based on the above, the Directors are of the view that the Group will have sufficient working capital to fulfill its financial obligations as and when they fall due in the coming twelve months from 31 March 2020. Accordingly, the Directors are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis.

As disclosed on page 37 of this report, the audit committee of the Company has reviewed with the management the Group's consolidated financial results for the year ended 31 March 2020, including the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control, and financial reporting matters. During the meeting of the audit committee held on 31 July 2020, all members of the audit committee thoroughly reviewed the Auditor's qualification and the Group's financial position, and agreed with the management's position that the Company was able to carry on as a going concern.

### SIGNIFICANT INVESTMENTS

The Group did not have any significant investments during the Year.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group mainly finances its business operations with its internal resources and loan facilities from banks, financial institutions and related parties. As at 31 March 2020, the Group had cash and bank balances amounted to approximately HK\$27,107,000 (2019: HK\$75,114,000). The Group's current ratio (measured as total current assets to total current liabilities) was 0.88 times (2019: 0.72 times). The secured and unsecured interest-bearing bank and other borrowings and notes payable of the Group amounted to approximately HK\$1,325,111,000 (2019: HK\$1,422,276,000) and approximately HK\$52,674,000 (2019: HK\$50,335,000) and nil (2019: HK\$93,471,000), respectively as at 31 March 2020. The gearing ratio as at 31 March 2020, which is calculated as a percentage of net debt to total equity, was 1,773% (2019: 407%). The increase was mainly due to the decrease of total equity as a result of loss during the Year.

此外，本集團亦正考慮為本集團提供額外融資的各種選擇，如新投資者及業務夥伴。

基於上述情況，董事認為，本集團將有充裕營運資金履行其自二零二零年三月三十一日起計未來十二個月到期之財務責任。因此，董事信納按持續經營基準編製該等綜合財務報表屬恰當。

誠如本報告第37頁所披露，本公司審核委員會已連同管理層審閱本集團截至二零二零年三月三十一日止年度之綜合財務業績，包括本集團採納之會計準則及慣例，並討論核數、風險管理及內部控制以及財務匯報事宜。審核委員會於二零二零年七月三十一日召開會議，全體成員已充分檢討核數師的保留意見及本集團財務狀況，且認同管理層認為本公司能持續經營的觀點。

### 重大投資

於本年度，本集團並無任何重大投資。

### 流動資金及財務資源

本集團主要以其內部資源及銀行、金融機構及關連方的貸款融資為業務營運提供資金。於二零二零年三月三十一日，本集團的現金及銀行結餘約為27,107,000港元（二零一九年：75,114,000港元）。本集團的流動比率（按流動資產總額除流動負債總額計算）為0.88倍（二零一九年：0.72倍）。於二零二零年三月三十一日，本集團有抵押及無抵押計息銀行及其他借款以及應付票據分別為約1,325,111,000港元（二零一九年：1,422,276,000港元）及約52,674,000港元（二零一九年：50,335,000港元）以及零（二零一九年：93,471,000港元）。於二零二零年三月三十一日，按負債淨額佔權益總額百分比計算的資產負債比率為1,773%（二零一九年：407%）。有關增加主要是由於本年度錄得虧損，導致權益總額減少。

## Management Discussion and Analysis 管理層討論與分析

### PLEDGE OF ASSETS

As at 31 March 2020, property interest held by the Group with net carrying amount of approximately HK\$2,061,241,000 (31 March 2019: HK\$2,316,791,000) were pledged to banks and financial institutions.

### FOREIGN EXCHANGE EXPOSURES

As the Group's bank and other borrowings, bank and cash balances, trade receivables, prepayments, deposits, other receivables, trade payables, accruals, other payables, receipts in advance, contract liabilities and amounts due to related parties were mainly denominated in RMB, the Group had not experienced significant exposure to foreign currency fluctuation.

### COMMITMENTS

As at 31 March 2020, the Group had capital commitments of construction of properties included under property, plant and equipment and investment properties approximately HK\$472,697,000 (31 March 2019: HK\$690,926,000).

### EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2020, the Group employed a total of 247 employees (excluding Directors), as compared to 272 employees (excluding Directors) as at 31 March 2019. The Group remunerates its employees based on their performance, working experience and prevailing market parameters. Employee benefits include pension insurance fund, medical insurance coverage, unemployment insurance fund, occupational injury insurance fund, maternity insurance fund, housing provident fund and mandatory provident fund (for Hong Kong employees).

### PROSPECT AND OUTLOOK

The outbreak of the COVID-19 epidemic at the end of 2019 has gradually spread to different countries across the globe, causing grave challenges to the global economy, with industries like catering, tourism and transportation bearing the brunt especially. As a national pillar industry, the real estate industry is not directly affected, but it also faces severe challenges due to its close ties with many industries. Various disease prevention arrangements, including temporary suspension of land transactions, extension of holidays and disease prevention measures, affect real estate development, the sales outlook is grim and the capital chain of enterprises is also seriously affected.

### 資產質押

於二零二零年三月三十一日，本集團持有賬面淨值約2,061,241,000港元（二零一九年三月三十一日：2,316,791,000港元）之物業權益已向銀行及金融機構作出質押。

### 外匯風險

由於本集團的銀行及其他借款、銀行及現金結餘、應收賬款、預付款項、按金、其他應收款項、應付賬款、應計費用、其他應付款項、預收款項、合約負債及應付關連方款項主要以人民幣列值，故本集團並無面對重大外匯波動風險。

### 承擔

於二零二零年三月三十一日，本集團興建物業、廠房及設備項下所列之物業及投資物業之資本承擔為約472,697,000港元（二零一九年三月三十一日：690,926,000港元）。

### 僱員及薪酬政策

於二零二零年三月三十一日，本集團聘有合共247名僱員（董事除外），而於二零一九年三月三十一日則有272名僱員（董事除外）。僱員薪酬由本集團根據其表現、工作經驗及現行市價釐定。僱員福利包括養老保險金、醫療保險金、失業保險金、工傷保險金、生育保險金、住房公積金及強積金（適用於香港僱員）。

### 展望與前景

二零一九年年底爆發並延續至今的COVID-19疫情，陸續肆虐全球各個國家，對全球經濟體系造成極大考驗，尤其是餐飲、旅遊、交通運輸等行業受損嚴重。作為國民支柱產業，地產行業雖未直接受之影響，卻也因與眾多行業息息相關而面臨嚴峻挑戰。土地交易暫時中止、假期延長、防疫措施等各項防疫安排均會影響房地產開發，銷售形勢嚴峻，企業資金鏈亦收到嚴重衝擊。

## Management Discussion and Analysis 管理層討論與分析

However, the impact of the epidemic is short-term, exogenous and controllable overall. According to economic data released by the National Bureau of Statistics, the positive trend in domestic disease prevention and control has continued to strengthen, with resumption of work, production and market activities making satisfactory progress. Production demand gradually improve, basic industries have showed strong support, the market performance is expected to be stable in general and economic activities continue to increase, further demonstrating that China has the conditions, foundation and confidence to cope with risks and challenges and achieve sustained economic recovery and improvement. The trend of continued recovery and improvement in key indicators indicates that the fundamentals of China's long-term economic growth remain intact.

On the industry policy front, the positioning of “housing is for people to live in, not for speculation” continue to be adamant, which will undoubtedly be the main theme of the long-term regulation of China's real estate market. Meanwhile, the central government has made it clear that it will not use real estate as a means of providing short-term economic stimulus, and it will maintain the continuity, consistency and stability of real estate and financial policies. On the premise that regulation is not relaxed in general, the central and local governments have implemented a series of support policies, including fiscal, financial and land policies, to ensure the stable and healthy development of the real estate market.

The Board considers that while the short-term changes caused by the epidemic are serious, it is imperative for the Group to carry out the underlying long-term reforms hidden behind such changes. In terms of property development, the Group, relying on its abundant land bank, can flexibly adjust its business strategy based on the current market conditions and demand, roll out innovative product design and boost product resilience amid extreme conditions. Going forward, we may integrate home office elements into the design of residential products and equip the community with more intelligent delivery systems. To date, the Group's real estate transactions still mainly rely on the on-site flat viewing model. Although the model is more suitable for customers whose product demand is inflexible and those who want to improve their living conditions, it exposes the Group to increasing risk of concentration in view of the epidemic. To this end, the Group will strive to expand its future marketing channels, promoting online flat viewing by integrating popular channels such as live streaming platforms, videos and VR to expand brand influence, while mitigating concentration of risks.

然而，綜合看來，疫情的影響為短期的、外在的，也是可控的。據國家統計局發佈的經濟數據顯示，國內疫情防控向好態勢持續鞏固，復工復產復市扎實推進，生產需求逐步好轉，基礎產業支撐有力，市場預期總體穩定，經濟活躍度持續提升，進一步表明我國有條件、有基礎、有信心應對風險挑戰，實現經濟的持續復甦和改善。主要指標延續恢復改善勢頭，表明中國經濟長期向好的基本面沒有變。

產業政策方面，疫情之下，「房住不炒」的定位仍然堅決，必將成為我國房地產市場長期調控的主基調。同時，中央明確房地產不會被作為短期刺激經濟手段而加以使用，保持房地產金融政策的連續性、一致性、穩定性。在整體調控不放鬆的前提下，中央及地方政府紛紛出台財政、金融、土地等一系列幫扶政策，保障房地產市場平穩健康發展。

董事會認為，疫情造成的短期變化固然嚴重，惟隱藏在變化之後的長期改革也是本集團的勢在必行之路。物業開發方面，得益於豐富的土地儲備，本集團可根據現行市場形勢及需求，靈活調整業務策略，在產品設計上推崇出新，增加產品在極端情況下的抵禦性能。未來或會在住宅產品設計中融入居家辦公元素，同時為社區配備更多智能交付系統。目前，本集團仍主要倚靠現場看房模式成交房產，該模式雖然更加適合產品需求為剛需及改善型的客戶，惟疫情映照下的風險亦更為集中。為此，本集團未來將積極拓寬營銷渠道，結合直播平台、短視頻、VR等熱門渠道竭力推廣線上看房，擴大品牌影響力的同時亦弱化風險集中化。



## Management Discussion and Analysis 管理層討論與分析

In addition, in view of the large demand for funds and the generally difficult financing environment, the Group may consider forsaking the traditional mindset of “going it alone” and enhance cooperation with financing institutions, governments and other interested partners, thereby leveraging others’ resources to facilitate its own development. Furthermore, due to the large financing amount at the early stage of the Changsha Outlets Project, financial costs have increased year by year, and the tightening of the financing environment has made the Company more difficult to satisfy its working capital. Coupled with the local government’s strong implementation of strict real estate policies, the purchasing power and profitability are greatly reduced. The Group is investigating various options for the Changsha Outlets Project, provided that any decision will be made in the best interests of the Shareholders as a whole. The management believes that by leveraging the Group’s extensive industry experience accumulated over the years and the fitness of products to market demand, the Group’s featured real estate products will certainly achieve transcendent transformation.

此外，有見及當下資金需求較大，且融資環境整體不易，本集團或會考慮摒除「單打獨鬥」的傳統思路，加大與融資機構、政府及其他意向合作夥伴的合作關係，借他人之力強自我之身。另外，因長沙奧特萊斯項目前期融資金額重大，導致財務費用年年攀升，融資環境的收緊更是令公司的營運資金難上加難。加之當地政府強勢推行嚴格的房地產政策，購買力及盈利空間被大幅度削減。本集團正在研究長沙奧特萊斯項目的不同選項，惟任何決定均將以全體股東的最佳利益為前提條件而作出。管理層相信，依託於本集團自身多年來積累的從業經驗，以及產品本身與市場需求的貼合度，本集團的特色地產必能涅槃重生。



# Report of the Directors

## 董事會報告

The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 31 March 2020.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities and other particulars of the subsidiaries are set out in note 1 to the consolidated financial statements.

### BUSINESS REVIEW

The business review of the Group for the year ended 31 March 2020 is set out in the sections of Management Discussion and Analysis on pages 8 to 17.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 89.

There will not be a payment of a final dividend for the Year (31 March 2019: Nil).

### SHARE CAPITAL

Details of the authorised and issued share capital of the Company are set out in note 34 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Group and the Company during the Year are set out on pages 92, 93 and 213, respectively.

The Company had no distributable reserve as at 31 March 2020 (2019: Nil).

董事提呈其年報及本公司截至二零二零年三月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司。附屬公司之主要業務及其他詳情載於綜合財務報表附註1。

### 業務回顧

本集團截至二零二零年三月三十一日止年度之業務回顧已載於第8至17頁之「管理層討論與分析」章節。

### 業績及分派

本集團截至本年度之業績載於第89頁之綜合損益及其他全面收益報表。

將不會就本年度派付末期股息（二零一九年三月三十一日：無）。

### 股本

本公司法定及已發行股本之詳情載於綜合財務報表附註34。

### 儲備

本年度本集團及本公司儲備變動詳情分別載於第92、93及213頁。

本公司於二零二零年三月三十一日並無可分派儲備（二零一九年：無）。

## Report of the Directors 董事會報告

### INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the Year are set out in note 15.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14.

### MAJOR CUSTOMERS AND SUPPLIERS

The percentage of revenue attributable to the Group's five largest customers was not more than 7% of the Group's total revenue for the Year.

The percentage of purchases cost for the Year attributable to the Group's major suppliers are as follows:

– the largest supplier	21%
– five largest suppliers combined	64%

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

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 216. This summary does not form part of the consolidated financial statements.

### 投資物業

本年度本集團投資物業變動詳情載於附註15。

### 物業、廠房及設備

本年度本集團物業、廠房及設備變動詳情載於附註14。

### 主要客戶及供應商

本集團五大客戶應佔收入百分比不多於本集團本年度總收入的7%。

本集團主要供應商應佔本年度的採購成本百分比如下：

– 最大供應商	21%
– 五大供應商合計	64%

概無董事、彼等之聯繫人士或任何本公司股東（「股東」）（就董事所知擁有本公司股本5%以上者）於上述主要供應商或客戶中擁有任何權益。

### 財務概要

本集團最近五個財政年度之業績以及資產及負債概要載於第216頁。此概要並不構成綜合財務報表之一部分。

## Report of the Directors 董事會報告

### DIRECTORS

The Directors of the Company during the Year and up to the date of this annual report are as follows:

#### Executive Directors:

Li Yi Feng (*Chairman of the Board and Chief Executive Officer*)  
Chen Wei (*Vice President*)

#### Independent Non-executive Directors:

Hsu Wai Man Helen  
Wong Tak Chun  
Xu Jinghong

Pursuant to Bye-Law 99, Mr. Li Yi Feng ("Mr. Li") and Mr. Chen Wei ("Mr. Chen") will retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election.

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

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to the requirement of Rule 3.13 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). The Company considers all independent non-executive Directors to be independent.

### BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of the Directors of the Group are set out in the "Biographical Details of Directors" section on pages 81 to 84.

### 董事

本公司於本年度內及截至本年報日期止之董事為：

#### 執行董事：

李亦鋒（董事會主席兼行政總裁）  
陳衛（副總裁）

#### 獨立非執行董事：

徐慧敏  
黃德俊  
許驚鴻

根據細則第99條，李亦鋒先生（「李先生」）及陳衛先生（「陳先生」）將在股東週年大會上輪席告退，且彼等均符合資格並願意膺選連任。

概無建議於應屆股東週年大會上膺選連任之董事與本公司訂立不可於一年內由本公司終止而毋需支付賠償（法定賠償除外）之服務合約。

本公司已接獲各名獨立非執行董事根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條的規定而作出的年度獨立確認。本公司認為全體獨立非執行董事均為獨立。

### 董事履歷詳情

本集團董事履歷詳情載於第81至84頁「董事履歷詳情」一節。

## Report of the Directors 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, none of the Directors, the Chief Executive of the Company and their associates, had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have taken under such provisions of the SFO) or, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies.

### SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020, the interests and short positions of persons (other than Directors or Chief Executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### LONG POSITIONS

Under otherwise specified, the shareholding percentages disclosed below are calculated based on the total of 23,336,687,255 shares of the Company in issue as at 31 March 2020.

### 董事及最高行政人員於股份及相關股份之權益

於二零二零年三月三十一日，概無董事、本公司最高行政人員及其聯繫人於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之任何股份、相關股份或債券中，擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或登記於本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉。

### 主要股東

於二零二零年三月三十一日，於本公司股份及相關股份中擁有權益及淡倉於本公司根據證券及期貨條例第336條存置之登記冊所記錄之人士（董事或本公司最高行政人員除外）如下：

### 好倉

除另有訂明外，下文披露之控股百分比乃根據本公司於二零二零年三月三十一日之合共已發行23,336,687,255股股份計算。

## Report of the Directors 董事會報告

Ordinary shares of HK\$0.05 each of the Company

本公司每股面值0.05港元之普通股

Name of shareholder	Capacity	Number of issued ordinary shares and underlying shares held/ interested 持有／擁有權益之已發行普通股及相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比
股東姓名／名稱	身份		
Fine Bliss Limited (Note 1) 嘉悅有限公司 (附註1)	Beneficial owner 實益擁有人	2,340,000,000	10.03%
Complete Power International Limited (Note 1) 全力國際有限公司 (附註1)	Interest of controlled corporation 控制法團權益	2,340,000,000	10.03%
Good Moral Enterprises Limited (Note 1) 美德企業有限公司 (附註1)	Interest of controlled corporation 控制法團權益	2,340,000,000	10.03%
Stimulate High Investment Limited 振軒投資有限公司	Beneficial owner 實益擁有人	11,658,898,452	49.96%
Wang Hua (Note 1 and 2) 王華 (附註1及2)	Interest of controlled corporation 控制法團權益	13,998,898,452	59.99%
Galaxy Sharp Investment Holdings Limited (Note 3) 創耀投資控股有限公司 (附註3)	Interest of controlled corporation 控制法團權益	2,600,000,000	11.14%
Sino Dynamics Investments Limited (Note 3) Sino Dynamics Investments Limited (附註3)	Beneficial owner 實益擁有人	2,600,000,000	11.14%
Du Wei (Note 3) 杜偉 (附註3)	Interest of controlled corporation 控制法團權益	2,600,000,000	11.14%

## Report of the Directors 董事會報告

### Notes:

- 1) Fine Bliss Limited is the registered holder of 2,340,000,000 shares of the Company. Mr. Wang Hua owns the entire issued share capital of Complete Power International Limited, and Complete Power International Limited owns the entire issued share capital of Good Moral Enterprises Limited, and Good Moral Enterprises Limited owns the entire issued share capital of Fine Bliss Limited. Accordingly, each of Mr. Wang Hua, Complete Power International Limited and Good Moral Enterprises Limited is deemed to be interested in the 2,340,000,000 shares directly held by Fine Bliss Limited under the SFO.
- 2) Stimulate High Investment Limited is wholly-owned by Mr. Wang Hua. Accordingly, Mr. Wang Hua is deemed to be interested in the 11,658,898,452 shares directly held by Stimulate High Investment Limited under the SFO.
- 3) Sino Dynamics Investments Limited is the registered holder of 2,600,000,000 shares of the Company. The entire issued share capital of Sino Dynamics Investments Limited is directly owned by Galaxy Sharp Investment Holdings Limited. Mr. Du Wei owns the entire issued share capital of Galaxy Sharp Investment Holdings Limited. Accordingly, each of Galaxy Sharp Investment Holdings Limited and Mr. Du Wei is deemed to be interested in the 2,600,000,000 shares directly held by Sino Dynamics Investments Limited under the SFO.

Save as disclosed above, as at 31 March 2020, no person (other than the Directors) had an interest or short position in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

To the best knowledge of the Board, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 附註：

- 1) 嘉悅有限公司為本公司2,340,000,000股股份之登記持有人。王華先生擁有全力國際有限公司之全部已發行股本，全力國際有限公司擁有美德企業有限公司之全部已發行股本，而美德企業有限公司則擁有嘉悅有限公司之全部已發行股本。因此，根據證券及期貨條例，王華先生、全力國際有限公司及美德企業有限公司各被視為於嘉悅有限公司所直接持有的2,340,000,000股股份中擁有權益。
- 2) 振軒投資有限公司乃由王華先生全資擁有。因此，根據證券及期貨條例，王華先生被視為於振軒投資有限公司所直接持有的11,658,898,452股股份中擁有權益。
- 3) Sino Dynamics Investments Limited為本公司2,600,000,000股股份之登記持有人。Sino Dynamics Investments Limited之全部已發行股本由創耀投資控股有限公司直接擁有。杜偉先生擁有創耀投資控股有限公司之全部已發行股本。因此，根據證券及期貨條例，創耀投資控股有限公司及杜偉先生各被視為於Sino Dynamics Investments Limited所直接持有的2,600,000,000股股份中擁有權益。

除上文所披露者外，於二零二零年三月三十一日，概無人士（董事除外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條存置之登記冊所登記之權益或淡倉。

## 董事收購股份或債券之權利

就董事會所深知，概無於本年度內任何時間向任何董事或彼等各自之配偶或未成年子女授出可藉購買本公司股份或債券而取得利益之權利，彼等亦概無行使任何有關權利，而本公司或其任何附屬公司亦概無參與訂立任何安排，致使董事可獲得於任何其他法人團體之有關權利。



## Report of the Directors 董事會報告

### DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE AND CONNECTED PARTY TRANSACTIONS

Having made all reasonable enquiries and based on the available books and records, the Board is not aware of any material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this report, none of the Directors, the Shareholders and their respective associates had any interest in a business which competes or is likely to compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions during the Year are set out in note 38 to the consolidated financial statements.

### MANAGEMENT CONTRACTS

The Board is not aware of any contract during the Year entered into with the management and administration of the whole or any substantial part of the business of the Company.

### RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes are set out in note 2.3 to the consolidated financial statements.

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

During the Year, the Company and any of its subsidiaries did not purchase, sell or redeem any of the Company's listed shares.

### 董事於重大合約中擁有之權益及 關連方交易

經作出一切合理查詢後並根據現有賬目及記錄，董事會並不知悉任何於本年度內本公司或其任何附屬公司所訂立對本集團業務而言屬重大之任何合約中之重大權益。

### 董事於競爭業務中擁有之權益

於本報告日期，董事、股東及彼等各自之聯繫人士概無於引致或可能引致與本集團業務存在競爭及任何該等人士與本集團存在或可能存在任何其他利益衝突之業務中擁有任何權益。

### 關連方交易

本年度關連方交易詳情載於綜合財務報表附註38。

### 管理層合約

董事會並不知悉本年度內訂立有關本公司全部或任何重大部分業務之管理及行政之任何合約。

### 退休福利計劃

退休福利計劃詳情載於綜合財務報表附註2.3。

### 購買、出售或贖回本公司之上市 股份

於本年度內，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已上市股份。

## Report of the Directors 董事會報告

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the laws of Bermuda, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during the Year and up to the date of this report.

### SUBSEQUENT EVENT

Due to the impact of the novel coronavirus disease (COVID-19) pandemic, property sales were stopped for a few months. It has impacted the cash flow of the Group negatively and the Group defaulted on two loans.

Regarding Other Loan 3, the Group failed to repay the First Installment and unpaid default interest on or before 30 June 2020. Regarding to Other Loan 5, the Group failed to put in the full amount of Additional Deposit during the period from 1 July 2019 to 30 June 2020. Pursuant to the terms of Other Loan 3 and Other Loan 5, the bank and the financial institutions have a discretionary right to demand immediate full repayment of the outstanding principal of RMB940,700,000 (equivalent to approximately HK\$1,029,596,000) and RMB270,000,000 (equivalent to approximately HK\$295,515,000) respectively together with an estimated unpaid interest of approximately RMB97,389,000. The directors of the Company have commenced negotiations of the repayment terms of the loans with the relevant providers of finance since then. Up to the date of this report, those negotiations are still in progress and have not been concluded.

### AUDITOR

Crowe Horwath (HK) CPA Limited had resigned as auditor of the Company with effect from 30 March 2017, and SHINEWING (HK) CPA LIMITED was appointed as auditor of the Company with effect from 18 April 2017 to fill the causal vacancy.

### 優先購買權

本公司之公司細則或百慕達（即本公司註冊成立所在之司法權區）法律概無任何有關優先購買權之條款規定本公司須按比例發售新股份予現有股東。

### 公眾持股量

根據本公司可獲得之公開資料及據董事所知，於本年度及直至本報告日期止，本公司維持上市規則規定之足夠公眾持股量。

### 期後事項

由於新型冠狀病毒病(COVID-19)大流行的影響，房地產銷售停止了幾個月。這對本集團的現金流量產生了負面影響，本集團拖欠了兩筆貸款。

本集團未能於二零二零年六月三十日或之前償還其他貸款3的第一期款項及未付拖欠利息。本集團未能於二零一九年七月一日至二零二零年六月三十日期間悉數存入其他貸款5的額外存款。根據其他貸款3及其他貸款5的條款，有關銀行及金融機構擁有酌情權要求分別立即悉數償還人民幣940,700,000元（相當於約1,029,596,000港元）及人民幣270,000,000元（相當於約295,515,000港元）的未償還本金及估計未付利息約人民幣97,389,000元。自此，本公司董事與相關融資提供者開始就貸款的還款條款進行磋商。截至本報告日期，上述磋商仍在進行，並未完結。

### 核數師

國富浩華（香港）會計師事務所有限公司自二零一七年三月三十日起辭任本公司核數師，而信永中和（香港）會計師事務所有限公司自二零一七年四月十八日起獲委任為本公司核數師以填補臨時空缺。



## Report of the Directors 董事會報告

The consolidated financial statements of the Company for the Year have been audited by SHINEWING (HK) CPA LIMITED, Certified Public Accountants. A resolution will be proposed at the forthcoming AGM to re-appoint SHINEWING (HK) CPA LIMITED as auditor of the Company.

### CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming annual general meeting ("AGM") will be held on Thursday, 27 August 2020.

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 August 2020 to Thursday, 27 August 2020, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Friday, 21 August 2020.

On behalf of the Board

**Li Yi Feng**  
Chairman

Hong Kong, 31 July 2020

本年度之本公司綜合財務報表由執業會計師信永中和(香港)會計師事務所有限公司審核。應屆股東週年大會上將提呈續聘信永中和(香港)會計師事務所有限公司擔任本公司核數師之決議案。

### 暫停辦理股份過戶登記手續

應屆股東週年大會(「股東週年大會」)將於二零二零年八月二十七日(星期四)舉行。

為確定股東出席股東週年大會並於會上投票之權利,本公司將於二零二零年八月二十四日(星期一)至二零二零年八月二十七日(星期四)(包括首尾兩日)期間暫停辦理股份過戶登記手續,期間將不會辦理股份過戶登記。為符合資格出席股東週年大會並於會上投票,所有股份過戶文件連同相關股票須於二零二零年八月二十一日(星期五)下午四時三十分前送交本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心54樓)。

代表董事會

主席  
**李亦鋒**

香港,二零二零年七月三十一日

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance in the best interest of the shareholders of the Company (the “Shareholders”). The Company has been making an effort to enhance the corporate governance standard of the Company by reference to the code provisions and recommended best practices set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”). During the Year, the Company has applied and complied with all the code provisions set out in the CG Code except for the deviation from code provision A.2.1.

Code provision A.2.1 provides 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.

During the Year, the Company had deviated from code provision A.2.1 because the roles of Chairman of the Board and the Chief Executive Officer of the Company had been vested in the same persons (Mr. Li Yi Feng). The reason for this deviation was that the Board believes that at the current development of the Group, vesting of the two roles in the same person provides the Company with strong and consistent leadership and facilitates the planning and execution of the Group’s business strategies. The Board will review this structure periodically and will consider steps to separate dual roles of chairman and chief executive as and when appropriate taking into account the prevailing circumstances.

## BOARD OF DIRECTORS

### Composition

As at the date of this report, the Board comprises of five Directors including two Executive Directors, and three Independent Non-executive Directors.

The Board is responsible for the leadership and control of the Company and oversees the Company’s businesses, investment and strategic decisions and performance. In addition, the Board has delegated various responsibilities to the board committees. Further details of these board committees are set out in this annual report.

## 企業管治常規

董事會承諾以本公司股東（「股東」）的最佳利益維持企業管治的高水平。本公司一直致力按香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）載列之守則條文及建議最佳常規加強本公司的企業管治水平。於本年度內，本公司已應用及遵守所有載於企業管治守則之守則條文，惟偏離守則條文第A.2.1條除外。

守則條文第A.2.1條規定主席及行政總裁之職務應予區分，不應由同一人擔任。主席與行政總裁之間的職責分工應清楚界定並以書面形式列明。

於本年度內，本公司偏離守則條文第A.2.1條，蓋因本公司董事會主席及行政總裁職務由同一人（李亦鋒先生）兼任。此次偏離的理據為，董事會相信，於本集團當前發展階段，此兩項職務由同一人兼任為本公司帶來強勁且一致的領導力，有助本集團各項業務策略之規劃及執行。董事會將定期檢討此架構，並結合當時情況於適當時候考慮區分主席及行政總裁職務之措施。

## 董事會

### 組成

於本報告日期，董事會由五名董事組成，包括兩名執行董事及三名獨立非執行董事。

董事會負責領導及控制本公司，以及監督本公司業務、投資以及決策和執行。此外，董事會亦已將各項職責委以董事委員會。該等董事委員會之進一步詳情載於本年報內。

## Corporate Governance Report 企業管治報告

### Board Diversity Policy

The Company adopted a board diversity policy (the “Policy”) which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. The Board will review such objectives from time to time to ensure their appropriateness and the progress made towards achieving those objectives. The Company will also take into consideration its own specific needs from time to time in determining the optimum composition of the Board.

#### Executive Directors:

Li Yi Feng (*Chairman of the Board and Chief Executive Officer*)  
Chen Wei (*Vice President*)

#### Independent Non-Executive Directors:

Hsu Wai Man Helen  
Wong Tak Chun  
Xu Jinghong

The Board members have no financial, business, family or other material/ relevant relationships with each other. The biographical information of the Directors is set out on pages 81 to 84.

### 董事會成員多元化政策

本公司已採納董事會成員多元化政策（「該政策」），當中列載董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。

根據該政策，本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、族群特性、專業經驗、技能、知識及服務年資。董事會將會不時檢討有關目標，以確保該等目標之合適性及為達致該等目標所採取之程序。本公司在釐定董事會之最佳組合時，亦將不時考慮其自身之特殊需求。

#### 執行董事：

李亦鋒（*董事會主席兼行政總裁*）  
陳衛（*副總裁*）

#### 獨立非執行董事：

徐慧敏  
黃德俊  
許驚鴻

董事會成員相互之間概無任何財政、業務、家族或其他重大／有關聯繫。董事履歷資料載於第81至84頁。

## Corporate Governance Report 企業管治報告

### Chairman

The Chairman of the Company takes the lead in formulating the overall strategies and policies of the Company in order to ensure effective performance by the Board of its functions, including compliance with good corporate governance practices and encourages and facilitates active contribution of Directors in Board activities. The chairman also ensures that all Directors are properly briefed on issues arising at Board meetings and have received adequate, complete and reliable information in a timely manner with the assistance of the company secretary.

### Executive Directors

The Executive Directors are responsible for running the Company and executing the strategies adopted by the Board. They lead the Company's management team in accordance with the directions set by the Board and are responsible for ensuring that proper internal control system is in place and the Company's business conforms to applicable laws and regulations.

### Independent Non-executive Directors

The Independent Non-executive Directors serve the important function of ensuring and monitoring an effective corporate governance framework. Their participation provides adequate checks and balances to safeguard the interests of the Company and its Shareholders as a whole. The Board currently consists of three Independent Non-executive Directors and two of them have relevant professional qualification or accounting or relating financial management expertise. The Company has received annual confirmation of independence from each of the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules. On this basis, the Board is of the view that all the Independent Non-executive Directors are independent in accordance with the Listing Rules. The Independent Non-executive Directors will provide independent opinion and share their knowledge and experience with other members of the Board.

Each of the Independent Non-executive Directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Tak Chun and Mr. Xu Jinghong, was appointed for a fixed term of three years commencing from 21 November 2019, 3 September 2018 and 1 April 2020 respectively.

### 主席

本公司主席領導制定本公司之整體策略及政策，以確保董事會有效執行其職能，包括遵守良好企業管治常規並鼓勵及促使董事在董事會活動中發揮積極作用。主席亦負責在公司秘書協助下確保所有董事適當了解董事會會議上所產生問題之基本情況並已及時獲得充分、完整及可靠之資料。

### 執行董事

執行董事負責經營本公司及執行董事會採納之策略。彼等遵照董事會制定之指示領導本公司之管理團隊，並負責確保制定適當之內部監控系統及本公司業務遵守適用之法例和規例。

### 獨立非執行董事

獨立非執行董事承擔確保及監控有效企業管治架構之重要職能。彼等之參與為維護本公司及其股東之整體利益提供適當之制約與平衡。董事會目前包括三名獨立非執行董事，其中兩名具備相關之專業資格或會計或相關財務管理專業知識。根據上市規則第3.13條，本公司已接獲各獨立非執行董事之年度獨立性確認書。按此基準，董事會認為，根據上市規則，所有獨立非執行董事均具獨立性。獨立非執行董事將提供獨立意見，並與董事會其他成員分享彼等之知識及經驗。

各獨立非執行董事（即徐慧敏女士、黃德俊先生及許驚鴻先生）獲委任之固定任期為三年，分別由二零一九年十一月二十一日、二零一八年九月三日及二零二零年四月一日開始。

## Corporate Governance Report 企業管治報告

### Board Meetings and General Meetings

During the Year, the Directors' attendance at the Board meetings and general meetings is set out as follows:

### 董事會會議及股東大會

於本年度，董事出席董事會會議及股東大會之出席率列示如下：

Name 姓名	Number of meetings attended/held 出席／舉行會議數目	
	Board Meetings* 董事會會議*	Annual General Meetings* 股東週年大會*
<b>Executive Directors:</b> 執行董事：		
Li Yi Feng ( <i>Chairman of the Board and Chief Executive Officer</i> ) 李亦鋒 (董事會主席兼行政總裁)	26/27	1/1
Chen Wei ( <i>Vice President</i> ) 陳衛 (副總裁)	27/27	1/1
<b>Independent Non-executive Directors:</b> 獨立非執行董事：		
Hsu Wai Man Helen 徐慧敏	27/27	1/1
Wong Tak Chun 黃德俊	27/27	1/1
Xu Jinghong 許驚鴻	27/27	1/1

\* The denominator represents the number of Board meetings, annual general meeting or, as the case may be, special general meetings, held during the tenure of each Director in the financial year ended 31 March 2020.

\* 分母指於截至二零二零年三月三十一日止財政年度之各董事任期內舉行之董事會會議、股東週年大會或(視情況而定)股東特別大會之數目。

All minutes of Board meetings and general meetings are kept by the company secretary and are open for inspection at reasonable time on reasonable notice by any Director. Every Director is entitled to have access to Board papers and related materials and access to the advice and services of the company secretary. In addition, the Company enables the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances.

所有董事會會議及股東大會會議記錄由公司秘書保存，並於合理通知的合理時間下可供任何董事查閱。各董事均有權索取董事會文件及相關資料，並可獲取公司秘書之建議及服務。此外，於適合的情況下，本公司容許董事在履行職務時尋求獨立專業建議。



## TRAINING FOR DIRECTORS

Every newly appointed Director is provided with induction and information to ensure that he/she has a proper understanding of the Company's operations and business as well as his/her responsibilities under the relevant status, laws, rules and regulations.

The continuous professional development is provided to all Directors at the Company's expense to develop and refresh their knowledge and skills to assist them in discharging their duties. This is to ensure that their contribution to the Board remains informed and relevant.

During the Year, a record of the training attended/received by each of the Directors, is set out as follows:

## 董事之培訓

本公司向各新任董事提供簡介及資料，以確保其確切理解本公司之營運及業務，以及其於相關法規、法律、規則及規例項下之責任。

本公司自費對所有董事提供持續專業培訓以發展並更新其知識及技能，協助彼等履行職責，以確保彼等向董事會作出知情及相關之貢獻。

於本年度內，各董事之出席／接受培訓的記錄列示如下：

Name	姓名	Type of training 培訓類別
<b>Executive Directors:</b>	<b>執行董事：</b>	
Li Yi Feng ( <i>Chairman of the Board and Chief Executive Officer</i> )	李亦鋒 (董事會主席兼行政總裁)	A & B
Chen Wei ( <i>Vice President</i> )	陳衛 (副總裁)	A & B
<b>Independent Non-executive Directors:</b>	<b>獨立非執行董事：</b>	
Hsu Wai Man Helen	徐慧敏	A & B
Wong Tak Chun	黃德俊	A & B
Xu Jinghong	許驚鴻	A & B

Notes:

A: attending courses/seminars/conferences

B: reading journals/written training materials/updates

附註：

A：出席課程／講座／會議

B：閱讀期刊／書面培訓教材／更新資料

## Corporate Governance Report 企業管治報告

### AUDIT COMMITTEE

The Company has established an Audit Committee (the "Audit Committee") with written terms of reference in compliance with the Listing Rules and the code provisions under the CG Code. The Audit Committee is mainly responsible for overseeing the Company's financial reporting system and risk management and internal control systems; making recommendations to the Board in the appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; and reviewing the interim and annual reports and accounts of the Company.

During the Year, the Audit Committee comprised all Independent Non-executive Directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Tak Chun and Mr. Xu Jinghong. Ms. Hsu Wai Man Helen is the Chairlady of the Audit Committee.

The consolidated financial statements of the Company for the six months ended on 30 September 2019 and the Year have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

During the Year, the members' attendance of the meetings of the Audit Committee is set out as follows:

Name	Number of meetings of the Audit Committee attended/held
Hsu Wai Man Helen ( <i>Chairlady</i> )	2/2
Wong Tak Chun	2/2
Xu Jinghong	2/2

### REMUNERATION COMMITTEE

The Company has established a Remuneration Committee (the "Remuneration Committee") with written terms of reference in compliance with the Listing Rules and the code provisions under the CG Code. The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's remuneration policy for Directors and senior management, and overseeing the remuneration packages of the Executive Directors and senior management.

### 審核委員會

本公司已設立審核委員會（「審核委員會」），並遵守上市規則及企業管治守則之守則條文以書面形式制定職權範圍。審核委員會主要負責監督本公司之財務申報系統及風險管理及內部監控系統；就委任及罷免外聘核數師、批准委聘外聘核數師之酬金及任期，以及與該核數師辭任或解僱有關之任何問題向董事會提供推薦建議；及審閱本公司之中期及年度報告和賬目。

於本年度內，審核委員會由全體獨立非執行董事組成，即徐慧敏女士、黃德俊先生及許驚鴻先生。徐慧敏女士為審核委員會主席。

審核委員會已審閱本公司截至二零一九年九月三十日止六個月及本年度的綜合財務報表，並認為有關報表符合適用會計準則、上市規則及法律規定，並已作出充分披露。

於本年度內，審核委員會成員出席委員會會議的出席率列示如下：

姓名	出席／舉行 審核委員會 會議數目
徐慧敏（主席）	2/2
黃德俊	2/2
許驚鴻	2/2

### 薪酬委員會

本公司已設立薪酬委員會（「薪酬委員會」），並遵守上市規則及企業管治守則之守則條文以書面形式制定職權範圍。薪酬委員會主要負責向董事會就本公司董事及高級管理層之薪酬政策提供推薦建議，以及監管執行董事及高級管理層之薪酬組合。



## Corporate Governance Report 企業管治報告

During the Year, the Remuneration Committee comprises one Executive Director, namely Mr. Li Yi Feng, and three Independent Non-executive Directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Tak Chun and Mr. Xu Jinghong. Ms. Hsu Wai Man Helen is the Chairlady of the Remuneration Committee.

The work performed by the Remuneration Committee during the Year includes reviewing the policy for the remuneration of Executive Directors, assessing the performance of Executive Directors and approving the terms of Executive Directors' service contracts.

During the Year, the members' attendance of the meetings of the Remuneration Committee is set out as follows:

Name	Number of meetings of the Remuneration Committee attended/held*
Hsu Wai Man Helen ( <i>Chairlady</i> )	1/1
Li Yi Feng	abstained/1
Wong Tak Chun	1/1
Xu Jinghong	1/1

\* The denominator represents the number of meetings of the Remuneration Committee held during the tenure of each member of the Remuneration Committee in the financial year ended 31 March 2020.

於本年度內，薪酬委員會包括一名執行董事李亦鋒先生及三名獨立非執行董事徐慧敏女士、黃德俊先生及許驚鴻先生。徐慧敏女士為薪酬委員會主席。

薪酬委員會於本年度內所進行之工作包括審閱執行董事之薪酬政策、評估執行董事之表現及審批執行董事服務合約之條款。

於本年度內，薪酬委員會成員出席委員會會議的出席率列示如下：

姓名	出席／舉行 薪酬委員會 會議數目*
徐慧敏 (主席)	1/1
李亦鋒	避席/1
黃德俊	1/1
許驚鴻	1/1

\* 分母代表截至二零二零年三月三十一日止財政年度薪酬委員會於各薪酬委員會成員任期內所舉行會議的數目。

## NOMINATION COMMITTEE

The Company has established a Nomination Committee (the "Nomination Committee") with written terms of reference in compliance with the Listing Rules and the code provisions under the CG Code. The Nomination Committee is mainly responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become member of the Board and making recommendations to the Board on the selection of individuals nominated for directorships, assessing the independence of Independent non-Executive Directors, and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors.

## 提名委員會

本公司已設立提名委員會（「提名委員會」），並遵守上市規則及企業管治守則之守則條文以書面形式制定職權範圍。提名委員會主要負責審閱董事會之架構、規模及組成（包括技能、知識及經驗），並就擬對董事會之任何變動作出推薦建議以配合本公司之企業策略、物色合資格擔任董事會成員之個人及就提名擔任董事職務之候選人甄選向董事會作出推薦建議、評估獨立非執行董事之獨立性，並就委任或重新委任董事及董事之繼任計劃向董事會作出推薦建議。

## Corporate Governance Report 企業管治報告

During the Year, the Nomination Committee comprises one Executive Director, namely Mr. Li Yi Feng, and three Independent Non-executive Directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Tak Chun and Mr. Xu Jinghong. Mr. Li Yi Feng is the Chairman of the Nomination Committee.

The work performed by the Nomination Committee during the Year includes reviewing the structure, size and composition of the Board and assessing the independence of all Independent Non-executive Directors during the Year.

During the Year, the members' attendance of the meetings of the Nomination Committee is set out as follows:

Name	Number of meetings of the Nomination Committee attended/held*
Li Yi Feng ( <i>Chairman</i> )	1/1
Hsu Wai Man Helen	1/1
Wong Tak Chun	1/1
Xu Jinghong	1/1

\* The denominator represents the number of meetings of the Nomination Committee held during the tenure of each member of the Nomination Committee in the financial year ended 31 March 2020.

於本年度內，提名委員會包括一名執行董事李亦鋒先生及三名獨立非執行董事徐慧敏女士、黃德俊先生及許驚鴻先生。李亦峰先生為提名委員會主席。

提名委員會於本年度內所進行之工作包括審閱董事會之架構、規模及組成以及評估所有獨立非執行董事於本年度內之獨立性。

於本年度內，提名委員會成員出席委員會會議的出席率列示如下：

姓名	出席／舉行 提名委員會 會議數目*
李亦鋒 (主席)	1/1
徐慧敏	1/1
黃德俊	1/1
許驚鴻	1/1

\* 分母代表截至二零二零年三月三十一日止財政年度提名委員會於各提名委員會成員任期內所舉行會議的數目。

## REMUNERATION DETAILS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' remuneration and the five highest-paid individuals in the Group are set out in notes 9 and 10 to the consolidated financial statements respectively.

## 董事及五名最高薪酬人士薪酬詳情

董事薪酬及本集團之五名最高薪酬人士的詳情分別載於綜合財務報表附註9和10。

## Corporate Governance Report 企業管治報告

### AUDITORS' REMUNERATION

During the Year, the remuneration in respect of audit and non-audit services provided by the Company's auditors are set out as follows:

Services rendered	Fee paid/payable HK\$'000
Audit services	1,250
Non audit services	160

### 核數師酬金

於本年度內，與本公司核數師提供之核數及非核數服務有關之酬金列示如下：

提供服務	已付／應付費用 千港元
核數服務	1,250
非核數服務	160

### DIRECTOR'S SECURITIES TRANSACTIONS

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 (the "Model Code") as the code of conduct regarding securities transactions by the Directors.

Having made specific enquiries to all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout the Year.

### 董事之證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行證券交易之相關行為守則。

在向所有董事作出特定查詢後得悉，所有董事確認彼等於本年度全年均已遵守標準守則所載之規定準則。

### Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out in the code provision D.3.1 of the CG Code including:

- develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- review and monitor the training and continuous professional development of Directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### 企業管治職能

董事會負責執行企業管治守則之守則條文第D.3.1條所載之企業管治職能，包括：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監控董事及高級管理層的培訓及持續專業發展；
- 檢討及監控本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊（如有）；及
- 檢討本公司遵守企業管治守則的情況及企業管治報告內的披露。

## DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the Group's financial statements for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material restatement, whether due to fraud or error.

The statement of the auditors of the Company regarding their responsibilities on the consolidated financial statements is set out in the Independent Auditors' Report on pages 85 to 88.

## RISK MANAGEMENT AND INTERNAL CONTROL

### Philosophy of Risk Management and Internal Control

The Board considers that sound risk management and internal control systems can improve the operational effectiveness and efficiency of the Group and help safeguard the assets of the Group and the investments of the Shareholders.

### Risk Management and Internal Responsibility

The Board is well aware of its responsibility to maintain high standards of risk management and internal control systems and to review the effectiveness of such systems during the process of implementation. The systems are intended to provide a reasonable but not absolute assurance regarding operational effectiveness and efficiency, reliability of financial reports and compliance with laws and regulations, with the aim of managing rather than eliminating risks associated with failure to meet business objectives.

The Board is fully responsible for assessing and determining the nature and extent of the risks to which the Company is willing to assume in achieving its strategic objectives and establishing and maintaining appropriate and effective risk management and internal control systems.

## 董事對財務報表之責任

董事知悉其有責任編製本集團各財政期間的財務報表並確保財務報表符合法定規定及適用會計準則，以及進行董事認為對編製不存在由於欺詐或錯誤導致的重大錯誤陳述的綜合財務報表而言屬必要的內部監控。

本公司核數師就其對綜合財務報表之責任之聲明載於第85至88頁之獨立核數師報告。

## 風險管理及內部監控

### 風險管理及內部監控理念

董事會認為健全的風險管理及內部監控系統能提高本集團的營運效益及效率，亦有助於保障本集團的資產及股東的投資。

### 風險管理及內部責任

董事會深明其有責任維持高標準的風險管理及內部監控制度，並在制度執行過程中審閱其有效性。有關制度旨在就經營的有效性和效率、財務報告的可靠性以及法律法規的合規性提供合理而非絕對保證，目的在於管理而非消除與未能達成業務目標相關的風險。

董事會全面負責評估及釐定為達致本公司戰略目標所願承擔的風險性質及程度，同時建立並維持適當有效的風險管理及內部監控制度。



## Risk Management and Internal Control Structures of the Group

The Audit Committee assists the Board in leading the management, establishing risk assessment criteria, and supervising the design, implementation and monitoring of risk management and internal control systems. Under the authority of the Board, the Audit Committee may seek external legal, financial or other independent professional advice at the expense of the Company if necessary (subject to prior discussion with the Board on the relevant expenses).

The Company has developed and adopted a number of risk management procedures and guidelines with well-defined terms of reference, which are implemented through its major business procedures and office functions, including administration and management, human resources, material procurement, contract execution, project establishment, tendering and bidding, project management, sales and leasing, financial reporting and information technology.

The Company set up its internal audit function in 2014. Established under the Audit Committee and being independent from other functional departments, the audit department assists the Board in performing its regulatory role in the internal control and risk management functions of the Group, reviewing and assessing the overall effectiveness of the internal control and risk management systems. The audit department has been equipped with professional auditors for conducting internal audits in accordance with the annual work plan, including regular or ad hoc internal audits and special audits, as well as audits and assessment on the operation and management, financial position and enforcement of internal control of the Company and its subsidiaries.

## Major Features of the Risk Management and Internal Control Systems

The Company has set up risk management and internal control systems to ensure that internal rules and systems are strictly enforced; recruitment, remuneration and assessment systems are fair, impartial and transparent; the Company operates in compliance with relevant laws, rules and regulations; construction projects are carried out in conformity to the relevant systems of the Company regarding project establishment, tender awards, contract execution, procurement, construction, acceptance inspection and settlement, etc.; shop management systems for commercial projects are stringent with no loopholes; assets are not misappropriated and embezzled; accounting records for providing reliable financial information for business purposes or public use are properly kept; access to and use of internal information without proper authority are strictly prohibited; and reasonable assurance is provided against major misrepresentations, losses or fraudulent activities.

## 本集團的風險管理與內部監控架構

審核委員會協助董事會領導管理層，建立風險評估標準，監督風險管理及內部監控制度的設計、實施及監察。如有需要，審核委員會可在獲董事會授權的情況下，尋求外部法律、財務顧問或其他獨立專業意見，費用由本公司承擔（惟須就有關費用事先與董事會進行討論）。

本公司已發展並採納多項權責清晰的風險管理程序及指引，並透過主要業務程序及辦公職能實施，包括行政管理、人力資源、物資採購、合同簽立、項目立項、招投標、項目管理、銷售及租賃、財務申報及資訊科技等。

本公司於二零一四年設立內部審計職能。審計部隸屬於審核委員會，協助董事會履行其在本集團內部監控及風險管理功能上的監管角色，審閱及評估內部監控及風險管理系統整體的效益，獨立於其他職能部門。審計部配備專門的審計人員，每年按照年度工作計劃開展內審工作，定期或者不定期進行內控審計、專項審計，對本公司及所屬附屬公司的經營管理、財務狀況、內控執行等情況進行審計評估。

## 風險管理及內部監控系統的主要特點

本公司制定風險管理及內部監控制度，旨在保障公司內部各項規章制度得以嚴格執行；確保用人、薪酬及考核制度公平、公正及公開；確保本公司運營遵守有關法律、規則及規例；建設工程項目嚴格執行本公司內有關立項、定標、合同簽立、採購、建設、驗收、結算等相關制度；確保商業項目店鋪管理制度嚴密而無漏洞；資產不會被挪用及盜用；確保有關為業務用途或公眾使用提供可靠財務資料之會計記錄得到妥善保管；確保嚴格禁止發生未授權獲取及利用內部資料；及針對重大錯誤陳述、損失或欺詐行為提供合理保證等。



## Corporate Governance Report 企業管治報告

To safeguard the legitimate rights and interests of the Shareholders, the Company handles and publishes insider information in accordance with its insider information disclosure system to ensure that such information is kept highly confidential prior to disclosure and issued in an effective and consistent manner. The Board shall immediately convene a meeting to discuss the relevant matter and, if necessary, seek advice from external independent professional institutions.

Under the supervision of the Board, the internal audit department of the Company had conducted an annual review on the risk management and internal control systems of the Company for the year ended 31 March 2020. The scope of the review has been formulated and approved by the Audit Committee, covering business operations, financial reporting, and compliance with regulations and systems. Results of the review and the areas for improvement have been reported to the Board and the Audit Committee, with emphasis on staff performance appraisal, standardization and execution of systems, enhancement of tendering and bidding processes, financial budget management, project budget management, as well as project and marketing contract management. Besides, the Board had also conducted a review during the Year of the effectiveness of the Company's processes for financial reporting and Listing Rules compliance, as part of its review of the Company's risk management and internal control systems.

### Procedures for Identifying, Assessing and Managing Significant Risks

An introduction to the procedures used by the Company for identifying, assessing and managing significant risks is given below:

#### Risk Identification and Assessment

- The internal audit department conducts regular annual audits or ad hoc special audits to perform systematic analysis on the processes, systems and significant events of the Company to identify possible risks in the business process. The legal department performs professional analysis on the proposed terms of contracts to identify terms that may place the Company in a disadvantageous position, with the aim of avoiding any potential risks.
- The identified risks are assessed based on the assessment criteria set up by the management to determine the risk response approach.

為保障股東的合法權益，本公司按其內幕信息披露制度處理及發佈內幕信息，以確保該等信息在披露前維持高度保密，並獲有效及一致地發佈。董事會隨即召開會議討論有關事項，如有需要，其會尋求外聘獨立專業機構的意見。

在董事會的監督下，本公司內部審計部門已對本公司截至二零二零年三月三十一日止年度的風險管理及內部監控制度進行年度審閱，而審閱範圍則由審核委員會制定及審批，內容涵蓋業務經營、財務報告、規則制度合規等。彼等已向董事會及審核委員會報告審閱結果及需改進之範疇，重點圍繞員工績效考核、制度的規範化及執行力、招投標流程改進、財務預算管理、工程預算管理、工程與營銷合同管理等。此外，董事會於本年度內亦對本公司財務申報程序之有效性及上市規則合規情況進行檢討，此項檢討構成對本公司風險管理及內部監控系統之檢討一部分。

### 用於識別、評估及管理重大風險的程序

本公司用於識別、評估及管理重大風險的程序簡介如下：

#### 風險識別及評估

- 內部審計部門開展定期年審或不定期專項審計，對本公司各項流程制度及重大事項進行系統化梳理，識別業務過程中可能會出現的風險。法務部門對擬定合同條款進行專業分析，識別可能會令本公司陷入不利境況的條款，以規避任何潛在風險。
- 根據管理層建立的評估標準，評估已識別的風險，由此判定風險應對方法。

## Corporate Governance Report 企業管治報告

### Risk Response

- The risk management strategies and internal control procedures are determined based on the category of the risks identified. For major risks, the internal audit department shall prepare a summary and report directly to the Audit Committee, and put forward solutions for resolving the risks for the consideration of the Board.

### Risk Monitoring and Reporting

- The relevant risks are continuously and regularly monitored to ensure that they are under control through appropriate internal control procedures. If any significant changes arise, the risk management policies and internal control procedures will be amended, and the results of risk monitoring will be reported semi-annually to the management and the Audit Committee of the Board.

### Effectiveness of Control

For the year ended 31 March 2020, the management has reported to the Audit Committee and the Board on the effectiveness of the risk management and internal control systems based on the above internal audit report. The Audit Committee is of the view that there are no significant deficiencies in internal control. The Group will follow up all the recommendations of the internal audit department as appropriate and ensure that they are implemented in due course. As a result, the Board considers that the risk management and internal control systems are effective and adequate.

### COMPANY SECRETARY

The company secretary of the Company (the “Company Secretary”) is an employee of the Company and has day-to-day knowledge of the Company’s affairs. During the Year, the Company Secretary has taken no less than 15 hours of relevant professional training.

### CONSTITUTIONAL DOCUMENTS

There were no changes made to the Company’s constitutional documents during the year ended 31 March 2020.

### INVESTOR RELATIONS

During the Year, the Company has proactively enhanced its corporate transparency and communications with its Shareholders and the investment community through its mandatory interim and annual reports announcements.

### 風險應對

- 根據風險評估等級釐定風險管理策略及內部監控程序。針對重大風險，由內部審計部門匯總直接報告至審核委員會，並提出風險解決方案，供董事會考慮。

### 風險監察及匯報

- 持續並定期監察有關風險，通過適當的內部監控程序確保風險處於可控範圍。若風險出現任何重大變動，修訂風險管理政策及內部監控程序，並每半年向管理層及董事會審核委員會匯報風險監察的結果。

### 監控成效

於截至二零二零年三月三十一日止年度，基於上述內審報告，管理層已向審核委員會及董事會報告風險管理及內部監控制度的有效性。審核委員會認為，並無發現重大內部監控缺失。本集團將適當跟進內審部門的全部建議，並確保於合理時間內落實執行。因此，董事會認為，風險管理及內部監控制度有效且足夠。

### 公司秘書

本公司之公司秘書（「公司秘書」）為本公司之僱員，且熟悉本公司之日常事務。於本年度，公司秘書已參與不少於15小時的相關專業培訓。

### 組織章程文件

本公司之組織章程文件於截至二零二零年三月三十一日止年度並無任何轉變。

### 投資者關係

於本年度，透過其強制中期及年度報告公告，本公司已積極增強其公司透明度以及改善與股東和投資群體之溝通。

## COMMUNICATION WITH SHAREHOLDERS

General meetings of the Company, including annual general meetings and, where applicable, special general meetings, provide a useful forum for the Shareholders to exchange views with the Board. The chairman of the Board as well as chairlady/chairman of the Audit Committee, Remuneration Committee and Nomination Committee are pleased to answer the enquires raised by the Shareholders. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. All the announcements and circulars are published on the Company's website ([www.richlyfieldchinagroup.com](http://www.richlyfieldchinagroup.com)) and on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)).

## DIVIDEND POLICY

The Company has adopted its dividend policy which sets out the principles and guidelines in relation to the declaration, payment or distribution of its profits as dividends to the shareholders of the Company.

In considering the payment of dividends, there shall be a balance between maintaining sufficient capital to grow the business of the Group and rewarding the shareholders of the Company.

The board shall also take into account of the following factors, among other things, when considering the declaration and payment of dividends:

- the Group's overall results of operation, financial position, capital requirement, cash flows and future prospects;
- the amount of retained earnings and distributable reserves of the Group;
- the level of the Group's debts to equity ratio;
- return on equity;
- the Group's capacity from current and future operation;
- future commitments at the time of preparing and making the distribution;

## 與股東溝通

本公司之股東大會（包括股東週年大會及（如適用）股東特別大會）為股東與董事會交換意見提供有效平台。董事會主席、審核委員會、薪酬委員會及提名委員會主席均樂於回答股東提出之問題。每項實質上獨立之事項（包括選舉個別董事）將於股東大會上分別提呈決議案。所有公告及通函均於本公司網站（[www.richlyfieldchinagroup.com](http://www.richlyfieldchinagroup.com)）及聯交所網站（[www.hkexnews.hk](http://www.hkexnews.hk)）刊登。

## 股息政策

本公司已採納其股息政策，當中列明向本公司股東宣派、派付或分派溢利作股息所應用之原則及指引。

於考慮派付股息時，需要取得維持足夠資金以達致本集團業務增長與回饋本公司股東之間之平衡。

於考慮宣派及派付股息時，董事會亦將計及以下因素（其中包括）：

- 本集團之整體營運業績、財務狀況、資金需求、現金流量及未來前景；
- 本集團保留溢利和可分派儲備之金額；
- 本集團的債務權益比率；
- 股本回報率；
- 本集團當前及未來營運能力；
- 於準備及作出分派時的未來承擔；

## Corporate Governance Report 企業管治報告

- any restrictions on payment of dividends that may be imposed by the Group's lenders; and
- other factors that the Board deems relevant.

The declaration and payment of dividends by the Company is subject to any restrictions under the Companies Law of the Bermuda, the Listing Rules, the laws of Hong Kong and the Company's Bye-laws and any other applicable laws and regulations.

### SHAREHOLDERS' RIGHTS

#### The Way in Which Shareholders of the Company Can Convene a Special General Meeting of the Shareholders ("SGM")

Pursuant to the Company's Bye-Laws and Bermuda laws, the Directors shall, on the requisition of Shareholder(s) who, at the date of the deposit of the requisition, holds not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, proceed duly to convene an SGM of the Company.

The requisition must state the purposes of the SGM and must be signed by the requisitionists and deposited to the Board or the Company Secretary at the Company's principal place of business in Hong Kong at Suite 506, ICBC Tower, 3 Garden Road, Central, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request of intention to propose a resolution will be verified by the Company's branch share registrar in Hong Kong (the "Branch Share Registrar"). Upon confirmation from the Branch Share Registrar, the Company Secretary will present to the Board for their approval on the inclusion of the proposed resolution in the SGM.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene an SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene an SGM themselves, but any meeting so convened shall not be held after the expiration of three months from the aforesaid date of the deposit of requisition.

- 本集團貸款人就派付股息可能施加的任何限制；及
- 董事會視為相關之其他因素。

本公司宣派及派付股息受限於百慕達公司法、上市規則、香港法例及本公司之公司細則以及任何其他適用法律及法規之任何限制。

### 股東之權利

#### 本公司股東召開股東特別大會（「股東特別大會」）之方式

根據本公司的公司細則及百慕達法律，董事須應股東（於提出要求當日持有附帶於本公司股東大會表決權利的不少於十分之一本公司繳足股本者）要求正式召開本公司之股東特別大會。

提出要求須列明召開股東特別大會目的，並須由要求者簽署，呈交至本公司的香港主要營業地點（地址為香港中環花園道3號中國工商銀行大廈506室）予董事會或公司秘書，當中或附有形式相似的多份文件由一名或多名要求者簽署。

擬提呈之決議案要求將由本公司於香港之股份過戶登記分處（「股份過戶登記分處」）核證。股份過戶登記分處確認後，公司秘書將向董事會提呈批准將建議決議案載入股東特別大會。

倘董事會並無於上述提出要求當日起計21日內正式召開股東特別大會，則要求者或當中任何人士代表所有要求者總投票權一半以上者，可自行召開股東特別大會，惟任何所召開的大會不得於上述提出要求當日起計三個月屆滿後舉行。



## Corporate Governance Report 企業管治報告

### The Procedures for Sending Enquiries to the Board

The enquiries must be in writing with the detailed contact information of the requisitionists and deposited to the Board or the Company Secretary at the Company's principal place of business in Hong Kong at Suite 506, ICBC Tower, 3 Garden Road, Central, Hong Kong. The Company will endeavour to respond to requisitionists' enquiries in a timely manner.

### The Procedures for Making Proposals at Shareholders' Meetings

If a Shareholder wishes to put forward proposals at the AGM/SGM which is to be held, such Shareholder should submit a written notice of the proposal with his/her detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong at Suite 506, ICBC Tower, 3 Garden Road, Central, Hong Kong. The request of intention to propose a resolution will be verified by the Branch Share Registrar. Upon confirmation from the Branch Share Registrar, the Company Secretary will present to the Board for their approval on the inclusion of the proposed resolution in the AGM/SGM.

The notice period to be given to all Shareholders for consideration of the proposal raised by the Shareholders concerned at the AGM/SGM varies according to the nature of the proposal, which is as follows:

- At least 14 clear days' notice (the notice period must include 10 business days and excludes the date of the notice and the date of the meeting) in writing if the proposal constitutes an ordinary resolution of the Company.
- At least 21 clear days' notice (the notice period must include 20 business days and excludes the date of the notice and the date of the meeting) in writing if the proposal constitutes a special resolution of the Company in the SGM or an ordinary resolution of the Company in the AGM.

### 向董事會提問之程序

提問須以書面提出並隨附提問者的詳細聯絡資料，呈交至本公司的香港主要營業地點（地址為香港中環花園道3號中國工商銀行大廈506室）予董事會或公司秘書。本公司將盡力及時回應要求者的提問。

### 於股東大會動議之程序

如股東擬於將召開之股東週年大會／股東特別大會提呈議案，該等股東須提交該等議案的書面通知，連同其詳細聯絡資料，呈交至本公司的香港主要營業地點（地址為香港中環花園道3號中國工商銀行大廈506室）予公司秘書。擬提呈之決議案要求將由股份過戶登記分處核證。股份過戶登記分處確認後，公司秘書將向董事會提出批准將建議決議案載入股東週年大會／股東特別大會。

就股東於股東週年大會／股東特別大會所提呈議案而給予全體股東考慮的通知期限根據議案的性質釐定如下：

- 倘議案構成本公司的普通決議案，則最少14個完整日書面通知（通知期必須包括10個營業日且不包括通知之日及大會舉行之日）。
- 倘議案於股東特別大會上構成本公司的特別決議案或於股東週年大會上構成本公司的普通決議案，則最少21個完整日書面通知（通知期必須包括20個營業日且不包括通知之日及大會舉行之日）。



### The Procedures that Shareholders Can Use to Propose a Person for Election as a Director

Other than a retiring director, any person who is not recommended by the Board shall not be eligible to be elected as a director at any general meeting, unless notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his/her willingness to be elected (including that person's biographical details as required by Rule 13.51(2) of the Listing Rules) have been lodged to the Company Secretary at the Company's principal place of business in Hong Kong at Suite 506, ICBC Tower, 3 Garden Road, Central, Hong Kong at least 7 days before the date of the general meeting. As required by the provisions of the Company's Bye-Laws, the period for lodging notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. If the notice is received less than 10 clear business days prior to the date of such general meeting, the Company will need to consider adjourning such general meeting in order to allow the Shareholders to have 14 days' notice (the notice period must include 10 clear business days) of the proposal.

### 股東提名人選參選董事之程序

除退任之董事外，任何未經董事會推薦之人士均不符合資格於任何股東大會獲選為董事，除非於股東大會舉行日期前至少7日向公司秘書（地址為本公司之香港主要營業地點香港中環花園道3號中國工商銀行大廈506室）遞交擬提名參選董事的書面通知，以及獲提名人士表明參選意願並按照上市規則第13.51(2)條規定載列其個人履歷的書面通知。根據本公司公司細則的條文所規定，遞交上述通知的期限不得早於寄發為有關選舉所召開股東大會通告之翌日開始，亦不得遲於該股東大會舉行日期前7日結束。倘於該股東大會舉行日期前少於10個完整營業日收到通知，為了讓股東就有關提案獲14日通知（該通知期須包括10個完整營業日），本公司將需考慮押後舉行該股東大會。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

Richly Field China Development Limited (hereinafter referred to as the “Richly Field China”, the “Company” or “We”) is pleased to publish our fourth environmental, social and governance (ESG) report (the “Report”). The Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (“ESG Guide”) as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, detailing our approaches and performance on sustainable development over the past year. We care about the needs of stakeholders, strive for excellence in our business processes, pursue sustainable development, and endeavour to build a better and more prosperous society.

### SCOPE AND REPORTING PERIOD OF THE REPORT

The Report covers our overall ESG performance from 1 April 2019 to 31 March 2020 (the “Reporting Period”). Unless otherwise stated, the Report covers the businesses of our three main projects<sup>1</sup>, including Changsha Outlets Project (the “Changsha Project”) in Changsha, Hunan Province, the People’s Republic of China (the “PRC”), Qinhuangdao Outlets Project (the “Qinhuangdao Project”) in the core area of International Healthy City, Beidaihe New District, Qinhuangdao, Hebei Province, the PRC and the residential and commercial complex (the “Yinchuan Project”) in Yinchuan City, Ningxia Hui Autonomous Region, the PRC.

### OPINIONS AND FEEDBACK FROM STAKEHOLDERS

We attach great importance to opinions of stakeholders as they help us develop better sustainable development policies. If you are in any doubt or have any opinion for this Report, please share your valuable opinions with us via e-mail at [info@richlyfield.com](mailto:info@richlyfield.com).

<sup>1</sup> The construction work in our real estate development business is carried out by contractors. The data on emissions and use of resources thereof is not included in our key performance indicators.

### 關於本報告

裕田中國發展有限公司（以下簡稱「裕田中國」、「本公司」或「我們」）欣然發表我們第四份環境、社會及管治報告（以下簡稱「本報告」）。本報告依據香港聯合交易所有限公司證券上市規則附錄第二十七所載之《環境、社會及管治報告指引》（「環境、社會及管治指引」）編製，詳述我們過去一年於可持續發展的方針和表現。我們關注各持分者需要，在業務過程中精益求精，追求持續不斷的發展，為建設更美好、更繁榮的社會而努力。

### 報告範圍及報告期間

本報告涵蓋了我們由二零一九年四月一日至二零二零年三月三十一日期間（「報告期間」）在環境、社會及管治方面的整體表現。除另有指明外，本報告內容涵蓋我們三個主要項目<sup>1</sup>，包括位於中華人民共和國（「中國」）湖南省長沙營運之長沙奧特萊斯項目（「長沙項目」）、位於中國河北省秦皇島北戴河新區國際健康城核心區域內的秦皇島奧特萊斯項目（「秦皇島項目」），以及位於中國寧夏回族自治區銀川市的住宅及商業綜合體（「銀川項目」）的業務。

### 持份者意見回饋

我們十分重視持份者的意見，因為持份者的意見有助我們制定更好的可持續發展政策。倘若閣下對本報告存在任何疑問或意見，請電郵至[info@richlyfield.com](mailto:info@richlyfield.com)與我們分享您們寶貴的意見。

<sup>1</sup> 我們的房地產開發業務的建設工作由承建商負責，有關排放及資源使用數據並未有計入我們的關鍵績效指標當中。

## Environmental, Social and Governance Report 環境、社會及管治報告

### ABOUT RICHLY FIELD CHINA

The principal businesses of Richly Field China include outlets commercial operation and development and operation of featured commercial properties (such as tourism property, senior care property and wine chateaus), development of high-end residential properties as well as property management. We believe that reducing pollutant emissions, minimizing resource consumption and reducing carbon emissions while contributing to the society are social responsibilities that all companies shall shoulder. Therefore, we formulate and continuously improve our sustainable development philosophy and operation strategies, give play to innovative thinking and focus on long-term overall interests, build a vibrant community, and practice green construction, while ensuring that our construction and operation activities strictly comply with national regulatory requirements.

### PROJECTS OVERVIEW

The Changsha Project covers an area of 1,500 mu, comprising a residential portion (Outlets Town) and a commercial portion (Globe Outlets). Outlets Town is a high-class, low-density residential community specially designed in Spanish style. It is surrounded by verdant plants along with well-designed streams and bridges, offering residents a relaxing environment brought about by a super-low plot ratio. The greenery and landscape design of the community highlight the project out of the others, which offers a green space ratio of 40%, creating abundant oxygen by plenty of plants. With a developed area of nearly 100,000 sq.m. so far, Globe Outlets has become a local tourist attraction by providing European and American-style block-type shopping experience, spacious green parks integrating greenery landscape and natural scenery, and a selected portfolio of domestically and internationally renowned brands.

### 關於裕田中國

裕田中國的主要業務包括奧特萊斯商業營運、特色商業地產開發營運（如旅遊地產、養老地產、葡萄酒莊等）、高端住宅地產開發及物業管理。我們認為在建設社會的同時，減少污染物排放、將資源的消耗降至最低，以及減少碳排放是所有企業均應肩負的社會責任，因此我們制定並且不斷完善我們的可持續發展理念及營運策略、發揮創新思維和著眼長遠的整體利益、構建活力社區、實踐綠色建設，同時確保我們的建設及營運嚴格符合國家的監管規定。

### 項目概覽

長沙項目佔地1,500畝，由住宅部分「奧萊小鎮」及商業部分「環球奧萊」共同構成。「奧萊小鎮」是一個精心打造、洋溢西班牙風情的低密度高級住宅區。周邊環境綠茵環抱，身處小橋流水之間，住戶可享受由超低容積率帶來的休閒氣氛。小區綠化及園林環境，更是項目為之驕傲的亮點，40%的綠化率讓清新空氣唾手可得。「環球奧萊」目前已開發近10萬平方米，以極具歐美國風情的街區式購物體驗，融合園林綠化與自然風光相結合的闊景綠化公園，配合精選的國內、國際品牌組合，成為當地極受歡迎的旅遊景點。



*Changsha Project – Outlets Town*  
長沙項目－奧萊小鎮

## Environmental, Social and Governance Report 環境、社會及管治報告

The Qinhuangdao Project is a large coastal shopping, tourism and healthcare resort complex with outlets business as the major operation, integrated with high-end hot spring resort hotels, high-end hospitals, health preservation and elderly care, cultural and entertainment activities, and recreational resorts. The project covers an area of approximately 1,077 mu, planned to be developed in three phases. Phase 1 of the project covers a total area of approximately 230,000 sq.m., comprising outlets business, a health preservation hotel, resort units and an exhibition hall, along with supporting parking lots and greenery landscape. During the Reporting Period, we continued to focus on the development of Phase 1 of the project.

秦皇島項目是一個以奧特萊斯商業為主導，集高端溫泉度假酒店、高端醫院、養生養老、文化娛樂、休閒度假為一體的大型沿海購物旅遊康養度假綜合體。項目佔地約1,077畝，計劃分三期開發。其中，項目一期總用地面積近23萬平方米，包括奧萊商業、養生酒店、度假用房及展示中心，同時配套停車場及綠化景觀打造。於報告期間我們繼續重點開發項目一期。



*Qinhuangdao Project*  
秦皇島項目



## Environmental, Social and Governance Report 環境、社會及管治報告

The Yinchuan Project comprises five parcels of land with a total site area of approximately 133,300 sq.m. and a residential and commercial complex which is currently being constructed thereon, of which Jin Sheng Yue Jing (金盛閱景), the residential project, covers a site area of approximately 120 mu and a planned gross floor area of 221,000 sq.m. The project aims to create a comfortable and convenient living environment on the back of the surrounding resources such as banks, medical institutes, educational institutions, department stores and supermarkets, entertainment facilities and restaurants as well as its own lifestyle amenities and building materials stores. The commercial project portion consists of three commercial buildings and two corridors with a total gross floor area of approximately 95,000 sq.m. and an occupancy rate of 92%. Shops in the buildings are engaged in trading of high-end building materials, premium furniture, and blackwood products, featuring building materials and household products.

銀川項目包括總地盤面積約為13.33萬平方米之五幅地塊及其上正在興建之住宅及商業綜合體，當中住宅項目金盛閱景佔地面積約為120畝，規劃建築面積22.1萬平方米。依傍周邊銀行、醫療、教育、商超、娛樂餐飲等各類資源及自身家居建材商業配套，輕鬆享受便利生活。而商業項目部分由三棟商業樓宇及兩座連廊組成，總建築面積約為9.5萬平方米，招商率高達92%。各樓棟分別經營高端建材、尚品傢俱及紅木品類，主打建材家居產品。



Yinchuan Project  
銀川項目



## Environmental, Social and Governance Report 環境、社會及管治報告

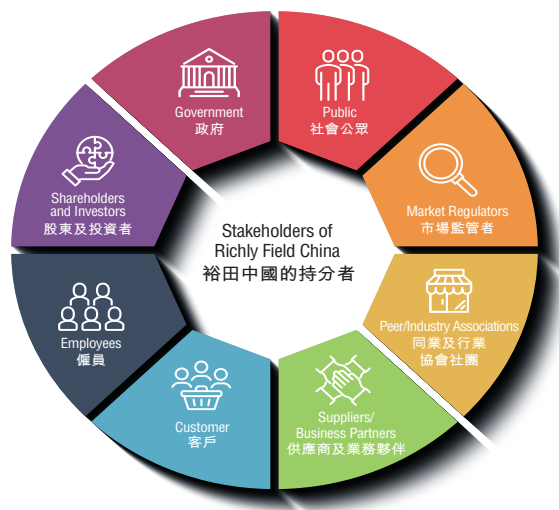
### SUSTAINABLE DEVELOPMENT GOVERNANCE

The Board understands that it shall take full responsibility for the ESG strategies and reporting of Richly Field China. The Board actively participates in the formulation and implementation of sustainable development strategies. In carrying out the Company's risk assessment procedures, it includes the identification and analysis of ESG-related risks and the formulation of internal control to mitigate the risks. At annual board meetings, the Board reviews the effectiveness of ESG work, promptly revises policy directions and objectives, and allocates sufficient resources by reviewing ESG reports and key performance indicators.

We have established a working group on sustainable development to coordinate the preparation of ESG reports. Members of the working group include management personnel of each major project, covering different backgrounds and professional knowledge. Advice of professional consultants is sought when necessary. Through the preparation of ESG reports and related key performance indicators, the working group reviews whether Richly Field China's ESG measures are effectively implemented to achieve our goals of reducing carbon dioxide emissions, energy consumption and waste generation.

### STAKEHOLDERS ENGAGEMENT

Stakeholders engagement is essential to the formulation of strategies for sustainable development. It allows the Group to understand the risks and opportunities. The Group has identified key stakeholders that are important to the Group's business and established various channels for communication.



### 可持續發展管治

董事會了解他們需要對裕田中國的環境、社會及管治策略及匯報工作承擔全部責任。董事會積極參與制定和實施可持續發展策略，在執行本公司的風險評估程序時，包含環境、社會及管治相關風險的識別、分析和制定應對風險的內部監控工作。在年度董事局會議中，董事會透過審議環境、社會及管治報告和關鍵績效指標，檢討環境、社會及管治工作成效，及時修正政策方向和目標，以及調撥足夠資源。

我們設立了可持續發展工作小組，負責統籌環境、社會及管治報告的編制工作，工作小組成員包括各個主要項目的管理人員，涵蓋不同背景和專業知識，並在有需要時尋求專業顧問意見。工作小組通過環境、社會及管治報告和相關關鍵績效指標的編制工作，檢討裕田中國於環境、社會及管治方面的各項措施是否切實推行，以達致我們減少二氧化碳排放量、減少能源消耗、減少廢物產生等目標。

### 持份者的參與

持份者的參與對於制定可持續發展戰略至關重要，讓本集團瞭解風險和機遇。本集團確定了對本集團業務至關重要的關鍵持份者，並建立了各種溝通渠道。

## Environmental, Social and Governance Report 環境、社會及管治報告

### MATERIALITY ANALYSIS

When defining and managing material sustainability issues, we consider the opinions of both our internal and external stakeholders. Through various daily operational channels, we collect stakeholders' opinions to understand their expectations for the Company's sustainable development, formulate measures to respond to stakeholders and use the opinions as the basis for the preparation of the Report.

### 重要性分析

在界定和管理重要的可持續發展議題時，我們同時考慮公司內部及外部持份者意見。我們透過各種日常營運途徑，收集持份者意見，了解他們對本公司於可持續發展方面的預期，制定各項措施回應持份者，並作為本報告的編制基礎。

Stakeholders 持份者	Communication Channel 溝通方式	Expectation 預期	Related Sections 相關章節
Government 政府	<ul style="list-style-type: none"> <li>On-site inspections and checks</li> <li>現場檢驗、檢查</li> <li>Work conferences, research and discussion</li> <li>工作會議、研究及討論</li> <li>Annual reports, interim reports and announcements</li> <li>年報、中期報告及公告</li> <li>Company's website</li> <li>公司網站</li> </ul>	<ul style="list-style-type: none"> <li>Comply with the laws</li> <li>遵守法律</li> <li>Tax payment according to laws</li> <li>依法納稅</li> <li>Promote economic development and employment in the region</li> <li>推動區域經濟發展及就業</li> <li>Environmental protection</li> <li>環境保護</li> <li>Use of Resources</li> <li>資源使用</li> </ul>	<p>A1. Emissions 排放物</p> <p>A2. Use of Resources 資源使用</p> <p>A3. The Environment and Natural Resources 環境及天然資源</p> <p>B1. Employment 僱傭</p> <p>B7. Anti-corruption 反貪污</p> <p>B8. Community Investment 社區投資</p>

## Environmental, Social and Governance Report 環境、社會及管治報告

Stakeholders 持份者	Communication Channel 溝通方式	Expectation 預期	Related Sections 相關章節
Shareholders and Investors 股東及投資者	<ul style="list-style-type: none"> <li>Annual general meeting and other shareholder meetings</li> <li>股東周年大會及其他股東大會</li> <li>Information published on HKEXnews website, such as annual reports, interim reports and announcements</li> <li>香港交易所披露易網站發佈資料，如年報、中期報告及公告</li> <li>Meeting with investors and analysts</li> <li>與投資者及分析師會面</li> <li>Company's website</li> <li>公司網站</li> </ul>	<ul style="list-style-type: none"> <li>Return on investment</li> <li>投資回報</li> <li>Information disclosure and transparency</li> <li>資料披露及透明度</li> <li>Protection of shareholders' interests and fair treatment</li> <li>股東利益及公平待遇保障</li> <li>Business risk management</li> <li>經營風險管控</li> </ul>	<p>A1. Emissions 排放物</p> <p>A2. Use of Resources 資源使用</p> <p>B7. Anti-corruption 反貪污</p>
Employees 僱員	<ul style="list-style-type: none"> <li>Conferences</li> <li>會議</li> <li>Trainings and seminars</li> <li>培訓及研討會</li> <li>Cultural and sport activities</li> <li>文化及體育活動</li> <li>Intranet and emails</li> <li>內部網路及電郵</li> <li>Performance appraisals</li> <li>績效評估</li> </ul>	<ul style="list-style-type: none"> <li>Safeguard the rights and interests of employees</li> <li>保障僱員的權利及利益</li> <li>Occupational health and safety</li> <li>職業健康與安全</li> <li>Working environment</li> <li>工作環境</li> <li>Career development opportunities</li> <li>職業發展機會</li> <li>Self-actualization</li> <li>自我實現</li> </ul>	<p>B1. Employment 僱傭</p> <p>B2. Health and Safety 健康及安全</p> <p>B3. Development and Training 發展及培訓</p>

## Environmental, Social and Governance Report

### 環境、社會及管治報告

Stakeholders 持份者	Communication Channel 溝通方式	Expectation 預期	Related Sections 相關章節
Customers 客戶	<ul style="list-style-type: none"> <li>• Marketing and promotional materials</li> <li>• 市場推廣、宣傳資料</li> <li>• Company's website</li> <li>• 公司網站</li> <li>• Annual reports, interim reports and announcements</li> <li>• 年報、中期報告及公告</li> <li>• Emails and customer service hotlines</li> <li>• 電郵及客戶服務熱線</li> <li>• Feedback forms</li> <li>• 意見回饋表</li> <li>• Regular meetings</li> <li>• 定期會議</li> </ul>	<ul style="list-style-type: none"> <li>• Safe and high-quality products and services</li> <li>• 安全優質產品及服務</li> <li>• Stable relationships</li> <li>• 穩定關係</li> <li>• Information transparency</li> <li>• 資料透明度</li> <li>• Integrity</li> <li>• 誠信</li> <li>• Business ethics</li> <li>• 商業道德</li> </ul>	B6. Product Responsibility 產品責任
Suppliers/ Business Partners 供應商及 業務夥伴	<ul style="list-style-type: none"> <li>• Conferences, phone calls and interviews</li> <li>• 會議、電話、面訪</li> <li>• Regular meetings</li> <li>• 定期會議</li> <li>• Reviews and assessments</li> <li>• 檢討及評估</li> <li>• Emails, circulars and manuals</li> <li>• 電郵、通函及手冊</li> <li>• Company's website</li> <li>• 公司網站</li> </ul>	<ul style="list-style-type: none"> <li>• Long-term partnerships</li> <li>• 長期合作關係</li> <li>• Honest cooperation</li> <li>• 誠實合作</li> <li>• Fairness and openness</li> <li>• 公平、公開</li> <li>• Information resources sharing</li> <li>• 分享資料來源</li> <li>• Risk reduction</li> <li>• 降低風險</li> </ul>	B5. Supply Chain Management 供應鏈管理

## Environmental, Social and Governance Report 環境、社會及管治報告

Stakeholders 持份者	Communication Channel 溝通方式	Expectation 預期	Related Sections 相關章節
Peer/Industry Associations 同業及行業協會社團	<ul style="list-style-type: none"> <li>• Industry conferences</li> <li>• 行業會議</li> <li>• On-site visits</li> <li>• 實地拜訪</li> </ul>	<ul style="list-style-type: none"> <li>• Experience sharing</li> <li>• 經驗分享</li> <li>• Cooperation</li> <li>• 合作</li> <li>• Fair competitions</li> <li>• 公平競爭</li> </ul>	B5. Supply Chain Management 供應鏈管理 B6. Product Responsibility 產品責任 B7. Anti-corruption 反貪污
Market Regulators 市場監管者	<ul style="list-style-type: none"> <li>• Information disclosure</li> <li>• 資訊披露</li> <li>• Reports</li> <li>• 報告</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance with laws and regulations</li> <li>• 遵守法律法規</li> <li>• Environmental protection</li> <li>• 環境保護</li> <li>• Use of Resources</li> <li>• 資源使用</li> </ul>	A1. Emissions 排放物 A2. Use of Resources 資源使用 A3. The Environment and Natural Resources 環境及天然資源
Public 社會公眾	<ul style="list-style-type: none"> <li>• Voluntary work</li> <li>• 義工工作</li> <li>• Charity and social investments</li> <li>• 慈善和社會投資</li> </ul>	<ul style="list-style-type: none"> <li>• Community involvement</li> <li>• 社區參與</li> <li>• Social responsibilities</li> <li>• 社會責任</li> <li>• Employment promotion</li> <li>• 促進就業</li> </ul>	B1. Employment 僱傭 B8. Community Investment 社區投資



## A. ENVIRONMENTAL ASPECTS

### A1. Emissions

#### Air Emission

Our business does not produce a large amount of exhaust gas, and our air emissions come from mainly the use of vehicles, as well as the use of natural gas-fired heating equipment in some projects. To reduce unnecessary air emissions, we encourage salespersons and employees to use public transport as much as possible when visiting customers or attending external meetings or activities. For nearby activities, we encourage employees to walk instead of riding a vehicle. Our air emissions during the Reporting Period were as follows:

Type of Emissions	廢棄種類	2019/20 2019/20年度	Unit 單位
Nitrogen oxides (NO <sub>x</sub> )	氮氧化物(NO <sub>x</sub> )	173.7	kg 千克
Sulphur oxides (SO <sub>x</sub> )	硫氧化物(SO <sub>x</sub> )	2.28	kg 千克
Particulate matter (PM)	顆粒物(PM)	4.79	kg 千克

#### Greenhouse Gas Emissions

Our greenhouse gas emissions are mainly indirect emissions from electricity consumption in office operations. There are also direct emissions from natural gas burning for heating and the use of vehicles and indirect emissions from employees' business travel by air, which account for a small portion of our greenhouse gas emissions. We adopt a series of energy-saving measures (see the section headed "Use of Resources") and monitor energy consumption to reduce the generation of greenhouse gases and reduce the impact on the environment.

## A 環境層面

### A1. 排放物

#### 廢氣排放

我們的業務並不會產生大量廢氣排放，我們的廢氣排放主要來自於車輛的使用，以及部份項目使用燃燒天然氣的供暖設備而產生。為減少不必要的廢氣排放，我們鼓勵業務員在拜訪客戶時，以及員工在參加外部會議或活動時，盡量使用公共交通工具。而距離目的地較近的活動，我們會鼓勵員工盡量以步行代替搭乘交通工具。我們於報告期間的廢氣排放如下：

2019/20 2019/20年度	Unit 單位
173.7	kg 千克
2.28	kg 千克
4.79	kg 千克

#### 溫室氣體排放

我們的溫室氣體排放主要是來自於辦公室營運時消耗電力所產生的間接排放。另外亦有少部份是由於燃燒天然氣供暖及使用車輛所產生的直接排放，以及因僱員乘坐飛機公幹而產生的間接排放。我們透過採取一系列的節能措施（見「資源使用」一節），以及監控能源消耗來降低該等溫室氣體的產生，減低對環境的影響。

## Environmental, Social and Governance Report 環境、社會及管治報告

In response to the carbon dioxide emissions generated by employees' business travel by air, we have set up telephone and video conferencing systems in offices. Where feasible, we would use teleconferencing or video conferencing instead of face-to-face meetings to reduce the need for employees to travel by air. Considering that carbon dioxide emissions from business travel are not the major source of our greenhouse gas emissions (accounting for only 0.2% of our total greenhouse gas emissions last year), we stop disclosing such insignificant emissions from this year onwards.

During the Reporting Period, our greenhouse gas emissions were as follows:

Greenhouse Gas Emissions 溫室氣體排放	2019/20 2019/20年度	Unit 單位
Scope 1 – Direct Emissions 範圍1 – 直接排放	521.84	Tonnes of carbon dioxide equivalent 噸二氧化碳當量
Scope 2 – Energy Indirect Emissions 範圍2 – 能源間接排放	2,065.75	Tonnes of carbon dioxide equivalent 噸二氧化碳當量
Total 總量	2,587.59	Tonnes of carbon dioxide equivalent 噸二氧化碳當量
Intensity (per m <sup>2</sup> ) 密度 (每平方米)	185.44	kg of carbon dioxide equivalent 千克二氧化碳當量

### Solid Waste

Given the nature of our business, our operations do not generate hazardous waste<sup>2</sup>. The solid waste generated by our business mainly includes food waste from staff canteens, construction waste generated from renovations by property owners or brand partners, and domestic waste from offices, residential areas and commercial areas.

針對僱員乘坐飛機公幹產生的二氧化碳排放，我們在辦公地點設置了電話及視像會議系統，在可行的情況下盡量使用電話會議或視像會議代替面對面的會議，從而減少僱員乘坐飛機公幹的需求。考慮到公幹產生的二氧化碳排放並非我們重大的溫室氣體排放源（去年度僅佔總溫室氣體排放的0.2%），因此我們於本年度起停止有關披露。

我們於報告期間的溫室氣體排放如下：

### 固體廢棄物

基於我們的業務性質，我們的營運過程並不會產生有害廢棄物<sup>2</sup>。我們業務所產生的固體廢棄物主要包括員工食堂產生的廚餘、業主或入駐品牌商進行裝修時產生的建築廢料、辦公、住宅區及商業區產生的生活垃圾。

<sup>2</sup> The hazardous waste as defined by The Directory of National Hazardous Waste (《國家危險廢物名錄》)。

<sup>2</sup> 指根據《國家危險廢物名錄》所定義的危險廢棄物。

## Environmental, Social and Governance Report 環境、社會及管治報告

We encourage employees to sort the waste, recycle stationery and reduce wastage, so as to reduce the generation of waste at source. In addition, we adopt the electronic operation mode to reduce the generation of paper waste, require printing permission in the office to restrict unnecessary printing, and make statistics and adjustment of paper consumption to improve resource utilisation. We also regularly communicate environmental messages to our employees to enhance their environmental awareness and promote environmental policies.

We require employees to properly manage the disposal of computers and related products such as printers and toner cartridges, and to reuse them as much as possible. For items that must be discarded, we require employees to carry out waste sorting and recycling. The non-recyclable waste, including renovation and construction waste, domestic waste and food waste, shall be collected and treated by relevant municipal departments in a unified manner. The solid waste generated by us during the Reporting Period was as follows:

我們鼓勵員工進行垃圾分類、回收文儀用品以及減少浪費，從源頭開始減少廢棄品的產生。此外，我們採用電子化的營運模式，減少紙張廢物的產生，並於辦公室設置列印許可權，限制不必要的列印，對用紙情況進行統計及調整，提高資源利用率。我們亦定期向僱員傳達環保訊息，提昇員工環保意識及推廣環保政策。

我們要求員工妥善管理電腦主機及其周邊用品，如印表機、碳粉盒等產品的棄置處理工作，盡可能回收重用。對於必須棄置物品，我們要求員工進行廢物分類回收，至於不可循環再用的廢物，包括裝修建築廢料、生活垃圾和廚餘等，則由市政部門統一收集處理。我們於報告期間產生的固體廢棄物如下：

Type of Waste 廢棄物種類	2019/20 2019/20年度	Unit 單位
Food waste 廚餘	0.66	Tonnes 噸
Construction waste 建築廢料	994.00	Tonnes 噸
Paper 紙張	1.38	Tonnes 噸
Other domestic waste 其他生活廢物	620.00	Tonnes 噸
Total 總量	1,616.04	Tonnes 噸
Intensity (per m <sup>2</sup> ) 密度（每平方米）	115.82	kg 千克

## Environmental, Social and Governance Report 環境、社會及管治報告

In active response to the "Implementation Opinions on Strengthening Ecological and Environmental Protection and Resolutely Fighting Pollution Issued by the Party Committee and the People's Government of Hunan Province" (《中共湖南省委湖南省人民政府關於全面加強生態環境保護堅決打好污染防治攻堅戰的實施意見》) (Xiang Fa [2018] No. 20) and the "Notice on Printing the Three-Year Action Plan of Implementing Environmental Control and Winning the Blue Sky Defence War (2018-2020) of Changsha City Issued by the Party Committee and the People's Government of Changsha Municipality" (《中共長沙市委長沙市人民政府關於印發〈長沙市「強力推進環境大治理堅決打贏藍天保衛戰」三年行動計劃(2018-2020)〉的通知》), we made strenuous effort in preventing dust, managing vehicles, controlling emissions, prohibiting burning and reducing consumption of coal and petroleum.

### Sewage

Sewage discharged from our projects is mainly derived from water consumption in public areas of canteens and residential and commercial buildings, and for firefighting and cleaning of vehicles and equipment. Domestic sewage and canteen & catering wastewater are pre-treated by a septic tank and an oil separator respectively, before entering a sewage treatment plant for centralised treatment. The construction sewage generated by a contractor in the construction process will be settled before being discharged into the municipal sewage network.

我們積極響應《中共湖南省委湖南省人民政府關於全面加強生態環境保護堅決打好污染防治攻堅戰的實施意見》(湘發[2018]20號)、以及《中共長沙市委長沙市人民政府關於印發〈長沙市「強力推進環境大治理堅決打贏藍天保衛戰」三年行動計劃(2018-2020)〉的通知》, 突出抓好控塵、控車、控排、控燒、控煤、控油等「六控」工作。

### 污水

我們項目的污水排放主要來自食堂、住宅和商舖的公共用水、消防用水、清潔車輛及設備。生活污水經化糞池、食堂及餐飲廢水經隔油池預處理後進入污水處理廠集中處理。而承建商在施工過程中所產生的施工作業污水, 會先進行沉降處理後再排放至市政府污水管網。

## A2. Use of Resources

The Group attaches great importance to the efficient use of resources and is committed to reducing waste of resources in daily operation. During the Reporting Period, the Group has complied with relevant laws and regulations in relation to the use of energy. Since the Group has not engaged in the manufacturing business, no packaging materials were used.

### Energy

Type of Energy 資源種類	2019/20 2019/20年度	Unit 單位
Purchased electricity 外購電力	3,041,044	kWh 千瓦時
Non-renewable fuel 非再生燃料	2,450,179	kWh 千瓦時
Total energy consumption 總能源耗量	5,491,223	kWh 千瓦時
Intensity (per m <sup>2</sup> ) 密度 (每平方米)	393.54	kWh 千瓦時

## A2. 資源使用

本集團高度重視資源的有效利用，致力於在日常營運中減少資源浪費。於報告期間，本集團已遵守有關能源使用的相關法律及法規。由於本集團並無從事製造業務，故並無使用任何包裝材料。

### 能源



## Environmental, Social and Governance Report 環境、社會及管治報告

We acknowledge the importance of electricity and energy saving and the fact that reducing electricity consumption will indirectly reduce greenhouse gas emissions, so the we have promoted various energy saving strategies, including:

我們知悉節約電力能源的重要性，且減少用電量將間接減少溫室氣體的排放量，故我們提倡各種節能策略，包括：



Implementation of roof greening projects  
實施屋頂綠化工程



Adoption of green lighting, such as switching to environmental-friendly and energy-saving bulbs and using natural light in offices  
實施綠色照明，包括轉用環保節能燈泡和在儘量利用自然光



Encouraging employees to switch off lights and turn off power-consuming devices when they leave office  
要求員工離開辦公室時必須關閉燈光及耗能裝置



Turning off idle machinery and facilities  
關掉非使用中的機械和閒置的設備



Activation of "sleeping mode" when computers are not in use  
短時間內不使用電腦時，須啟用「睡眠」模式



We also encourage employees to set office air-conditioners at a moderate temperature and switch them off when they are not in use to reduce electricity consumption.  
我們亦鼓勵僱員將辦公室空調設定在適中溫度及於不必要時將其關閉，以減少電力消耗。



We used a total of approximately 15,500 LED bulbs in our projects to provide lighting for residential, communal and office areas, which is estimated to save power consumption by 2.6 million kWh per year.<sup>3</sup>  
我們於各項目中合共使用了約15,500個LED燈泡，為項目的住宅、公共和辦公區域提供照明，估計每年可減少2.6百萬千瓦時的電力消耗<sup>3</sup>。

<sup>3</sup> The above-mentioned LED bulbs were not installed during the Reporting Period, but during the construction periods of various projects. The estimated reduction in power consumption is calculated based on the average daily use of 3-10 hours (varying by region) and about 300 days of operation per year, compared with the use of 80W incandescent lamps.

上述LED燈泡並非於報告期間安裝，而是各項目於其建設期內安裝。當中估算可減少的電力消耗是根據平均日用量3-10小時（按照不同區域）、每年約300天運作，對比使用一般80W白熾燈的使用而估算。



## Environmental, Social and Governance Report 環境、社會及管治報告

### Water

Our project water consumption includes water used in public areas of canteens and residential and commercial buildings, and for firefighting, cleaning of vehicles and equipment, renovation works, road and building cleaning, and landscape irrigation. Our water consumption during the Reporting Period was as follows:

### 水

我們的項目用水包括食堂、住宅和商舖的公共區域用水、消防、清潔車輛和設備、裝修工程、道路及樓宇清潔以及綠化灌溉等。我們於報告期間的耗水情況如下：

Type of Resource 資源種類	2019/20 2019/20年度	Unit 單位
Total water consumption 總耗水量	161,195.18	m <sup>3</sup> 立方米
Intensity (per m <sup>2</sup> ) 密度（每平方米）	11.55	m <sup>3</sup> 立方米

We obtain water from municipal water supply network, and therefore have no difficulties in sourcing water that is fit for purpose. In order to better conserve and utilise water resources, we have implemented the following water-saving measures:

我們的用水由市政提供，因而未有在求取適用水源上出現任何問題。而我們為更好地保護及有效利用水資源，實行了以下的節水措施：



Installation of sensor faucets at operating sites  
在各營運地點安裝感應式水龍頭



Timely maintenance of leaking faucets and pipes to reduce wasting tap water  
及時修理滴漏的水龍頭及水喉，減少浪費自來水



Recycling of wastewater for dust removal, street washing, vehicle tires cleaning at construction sites  
將廢水重用於施工場地減塵、道路清洗、車輛輪胎沖洗等



Recycling of water for irrigation of vegetation  
利用回收水作綠化灌溉



Constant monitoring and tracking of water consumption  
時刻監測及紀錄耗水量



Enhancing water conservation awareness through water conservation labels at the workplace  
在作業場所張貼節約用水標籤，提高節約用水意識

## Environmental, Social and Governance Report 環境、社會及管治報告

### Paper

In addition to waste paper recycling, we also encourage employees to utilise both sides of paper, such as using the back side of waste paper for internal document printing or as draft paper, setting an appropriate font size, optimising typesetting to minimise the number of pages, and setting multiple pages per sheet to minimise paper use. We also recommend employees to use electronic media for communication, so as to reduce paper usage. During the Reporting Period, our total paper consumption in offices was 2.73 tonnes, 1.35 of which 1.35 tonnes were recycled.

### 紙張

除了進行廢紙回收外，我們亦鼓勵員工充分利用紙張的雙面，例如利用廢紙背面用作內部文件列印或用作草稿紙、設定合適的字體大小、優化排版來最小化頁數、以設定每張打印多頁等方式盡量減少辦公室用紙。此外，我們亦推薦員工使用電子媒體進行溝通與通訊，以減少紙張使用。於報告期間，我們的辦公室用紙消耗總量為2.73噸，回收量為1.35噸。

## A3. The Environment and Natural Resources

Our construction projects are carried out by contractors, so we are not directly involved in construction works that have a significant impact on the environment and natural resources. However, we still assume the responsibility of supervising the contractors to ensure that environmental assessment is properly completed for each project and pollution control measures are well implemented while making good use of resources, in an effort to minimise the negative impact on the environment and natural resources.

## A3. 環境及天然資源

我們的建設工程由承建商負責實際執行，我們因而未有直接參與對環境及自然資源造成重大影響的建設工程。但我們仍會承擔監督承建商的責任，確保每一項目均有妥善完成環境評估工作，以及落實執行各項控制污染的工作並善用資源，盡力減少對環境及天然資源產生的負面影響。

## B. SOCIAL ASPECTS

### Employment and Labour Practices

Employees are the cornerstone of our operation and development. Therefore, we attach great importance to the welfare, health and development of employees. We provide employees with competitive remuneration and sound promotion opportunities to encourage them to develop their careers while maintaining work-life balance, and provide them with an equal, safe and fulfilling working environment.

We have always strictly complied with labour legislations and related regulations in the PRC and Hong Kong, including the “Labour Law of the People’s Republic of China”(《中華人民共和國勞動法》) and the “Labour Contract Law of the People’s Republic of China”(《中華人民共和國勞動合同法》), the “Production Safety Law of the People’s Republic of China”(《中華人民共和國安全生產法》), the “Law on Occupational Disease Prevention and Control of the People’s Republic of China”(《中華人民共和國職業病防治法》), and the “Social Security Law of the People’s Republic of China”(《中華人民共和國社會保障法》). We have established the Staff Handbook, the Human Resource Management Policy, and various practices and policies to ensure compliance with the requirements of laws and regulations. During the Reporting Period, we did not have any major violations related to compensation and dismissal, recruitment and promotion, working hours, vacations, equal opportunities, diversity, anti-discrimination and other treatments and benefits.

## B. 社會層面

### 僱傭及勞工常規

僱員是我們賴以經營及發展的基石，因此我們十分重視僱員的福利、健康及發展。我們為員工提供具競爭力的薪酬水準以及良好的晉升機會，鼓勵員工發展事業，注意生活工作平衡，為他們建立一個平等、安全、富有滿足感的工作環境。

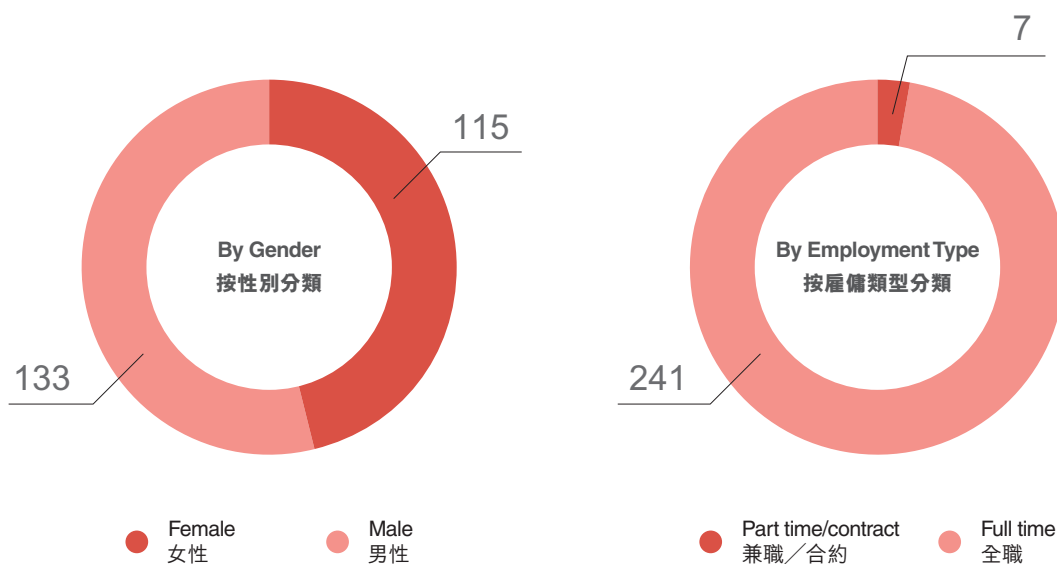
我們一直以來嚴格遵守中國及香港的勞工法例及相關法規，包括《中華人民共和國勞動法》及《中華人民共和國勞動合同法》、《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》及《中華人民共和國社會保障法》等。我們建立《員工手冊》、《人力資源管理制度》及各項常規和政策以確保符合法律法規要求。於報告期間，我們並無涉及與任何與薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利相關的重大違規事件。

## Environmental, Social and Governance Report 環境、社會及管治報告

### B1. Employment

#### *Talent Acquisition*

Attracting and retaining talents is the key to maintaining the competitiveness of a company. We have established a fair and just talent selection system and follows the principle of “internal recruitment first” to guarantee promotion opportunities for employees. We ensure that the recruitment and promotion process is fair, open and transparent, and select candidates only based on the objective conditions of job applicants such as work experience, skills, educational background, communication skills and personal qualities, with a view to preventing gender, race, age or any other form of discrimination. As of 31 March 2020, the total number of employees of the Group was 248<sup>4</sup>. A breakdown of the employees is as follows:



### B1. 僱傭

#### *人才招聘*

吸引和挽留人才是維持企業競爭力的關鍵。我們建立公平、公正的人才甄選制度，按照「先內後外」的原則招募人才，保障員工的晉升機會。我們確保招聘及晉升過程公平、公開且透明，僅依據應徵者的工作經驗、技能、學歷背景、溝通技巧及個人質素等客觀條件挑選錄取人才，從而防止性別、種族、年齡或任何形式的歧視存在。截至二零二零年三月三十一日，我們集團的員工總數為248人<sup>4</sup>，以下為僱員結構：

<sup>4</sup> The total number of employees of the Group includes the sum of employees of Changsha Project, Qinhuangdao Project and Yinchuan Project as well as the staff of Hong Kong Headquarters.

<sup>4</sup> 集團員工總數包括長沙、秦皇島及銀川項目，以及香港總部的員工人數。



## Environmental, Social and Governance Report

### 環境、社會及管治報告

By Employee Category	按雇員類別分類	2019/20 2019/20年度
Senior management	高級管理人員	13人
Middle management	中級管理人員	37人
General employee	一般員工	198人

By Age Group	按年齡組別分類	2019/20 2019/20年度
Below 20	20歲以下	13人
21-30	21-30歲	81人
31-40	31-40歲	83人
41-50	41-50歲	55人
Over 51	51歲以上	16人

By Work Location	按工作地點分類	2019/20 2019/20年度
Hong Kong Special Administrative Region	香港特別行政區	7人
Mainland China	中國內地	240人
Overseas	海外	1人

## Environmental, Social and Governance Report 環境、社會及管治報告

### Talent Retention

We believe that giving employees the opportunity to give full play to their strengths, employing a fair performance appraisal mechanism and creating a pleasant working environment can help retain outstanding talents. We require employees to possess both “integrity and ability”, and base employee performance appraisal on this requirement. Moral character, know-how, ability and performance are our main criteria for evaluating employee performance. Each year, we make appropriate salary adjustments, transfers and promotions based on the results of employee performance appraisal, which we believe will effectively minimise brain drain. The total number of employees leaving the Company during the Reporting Period was 90<sup>5</sup>. The turnover rates were as follows:

### 人才挽留

我們相信給予員工機會發揮所長、提供公平的員工績效考核機制，以及建立良好愉快工作環境能夠有效挽留優秀人才。我們要求員工「才德兼備」，並以此作為員工績效考核基準，品德、知識、能力和業績是我們主要評估員工表現的標準。我們每年根據考核結果，按照員工表現作出適當的薪酬調整、調職及升遷，我們相信這樣有效將人才流失減至最低。我們於報告期間的離職總人數為90人<sup>5</sup>，流失比率如下：

		2019/20 2019/20年度
By Gender	按性別分類	
Male	男性	47.4%
Female	女性	23.5%

		2019/20 2019/20年度
By Employee Age Group	按雇用年齡組別分類	
Below 20	20歲以下	30.8%
21-30	21-30歲	33.3%
31-40	31-40歲	43.4%
41-50	41-50歲	36.4%
Over 51	51歲以上	18.8%

		2019/20 2019/20年度
By Work Location	按工作地點分類	
Hong Kong	香港	42.9%
Mainland China	中國內地	36.3%
Overseas	海外	—%

Note: The turnover rate of each group is calculated by dividing the turnover number of the group during the Reporting Period by the number of employees in the group as at 31 March 2020.

註：各組別的流失比率是以該組別於報告期間之流失人數除以該組別於二零二零年三月三十一日之人數而得出。

<sup>5</sup> The total number of employees leaving the Company includes the sum of employees leaving their jobs in Changsha Project, Qinhuangdao Project and Yinchuan Project as well as Hong Kong Headquarters.

<sup>5</sup> 離職總人數包括長沙、秦皇島及銀川項目，以及香港總部的離職人數。

## Environmental, Social and Governance Report 環境、社會及管治報告

### *Remuneration and Benefits*

In addition to offering reasonable and competitive salary and five social insurances (i.e., pension, medical insurance, unemployment insurance, maternity insurance, and occupational injury insurance) and the housing fund (五險一金), mandatory provident fund, labour insurance, and statutory holidays provided according to the law, we also provide employees with various leaves such as wedding leave, funeral leave, maternity leave, work-related injury leave, annual leave and family planning leave as well as additional staff benefits such as allowances for working luncheon, transportation and communication, employee cafeteria, and physical check-ups, with an aim to boost employees' sense of belonging to the Company, create a good working atmosphere and enhance enterprise cohesion.

Our staff canteens provide employees with nutritionally balanced meals in a clean and tidy dining environment. In order to ensure food hygiene, we require personnel involved in food preparation to each submit a health certificate and a medical examination report issued within three months before taking up the job, and to conduct a medical examination every year. In the process of food preparation, they must wear protective equipment such as a chef hat, mask, apron, and rubber shoes, and obtain a "Food Hygiene License" pursuant to local regulations. The menu provides nutritious meals concocted by dedicated professionals with meat and vegetables.

### *薪酬及福利*

除了提供合理且具市場競爭力的薪資及依法提供的「五險一金」(即五項社會保險,包括養老金、醫療保險、失業保險、生育保險和工傷保險,以及住房公積金)、強積金、勞工保險及法定節假日外,我們還為員工提供婚假、喪假、產假、工傷假、年假、計劃生育假等假期、工作午餐及交通通訊等補貼、員工飯堂、體檢等額外員工福利,希望增加員工對公司的歸屬感,營造良好的工作氛圍,並增強企業凝聚力。

我們的員工飯堂為員工提供營養均衡的餐餚,用餐環境清潔,用餐環境清潔整齊。為確保食物衛生,我們要求參與食品製作的人員在入職前須提交健康證及三個月內體檢報告,並每年進行體檢。食品製作途中須佩戴廚師帽、口罩、圍裙、膠鞋等防護用品,並根據當地規定獲得《食品衛生許可證》,餐單是由專人搭配、葷素適宜的營養餐。

## Environmental, Social and Governance Report 環境、社會及管治報告

### *Equal Opportunities and Diversity*

We are dedicated to creating a diverse and inclusive workplace and protecting employees from discrimination and harassment. We have formulated employment policy in strict compliance with the “Labour Law of the People’s Republic of China”(《中華人民共和國勞動法》) and the “Labour Contract Law of the People’s Republic of China”(《中華人民共和國勞動合同法》). Employees are offered equal opportunities in terms of recruitment, training, promotion, transfer, compensation, benefits provision and termination of contract, regardless of their age, gender, physical state, marital status, family status, race, colour, nationality, religion, political affiliation, sexual orientation, etc. Our Anti-Discrimination Practice is clearly set forth in the Employee Code of Conduct and employees are required to strictly abide by it.

We also place high value on female employees’ career development by ensuring that they have the same promotion opportunities as male staff. We also comply with the requirements of the Law on the Protection of Women’s Rights and Interests of the People’s Republic of China, which stipulates that female employees are entitled to basic salary and their employment contracts will not be released or terminated, without cause, during their pregnancy, maternity leave or breastfeeding period.

### 平等機會及多元化

我們致力為員工創造多元共融的工作環境，保護他們免受歧視及騷擾。我們嚴格依據《中華人民共和國勞動法》及《中華人民共和國勞動合同法》制定僱傭政策，在招聘、培訓、晉升、調職、薪酬、福利及終止合約等事項提供平等的機會，無論任何年齡、性別、身體狀況、婚姻狀況、家庭崗位、種族、膚色、國籍、宗教、政治聯繫和性取向人士均享受平等僱傭機會。我們的《反歧視常規》明確載於《員工行為守則》中，並要求員工嚴格遵守。

我們同樣重視女性員工的職業發展，確保女性員工擁有與男性平等晉陞機會，並遵從《中華人民共和國婦女權益保障法》要求，女性員工不會因懷孕、產假、哺乳期間等原因被無故解除或終止勞動合同並保證其獲得基本工資的權利。



## B2. Health and Safety

We put employees' health and safety as the top priority and are dedicated to providing them with a safe workplace. We have developed a comprehensive Occupational Health Program to identify occupational health hazards, assess risks in the workplace, adopt control measures and organize seminars and workshops. Employees of work categories involving special hazards (such as electrical technicians) must possess nationally recognised qualifications and pass the examination before they are allowed to work. When performing hazardous work, they must wear protective gears. We will also regularly designate officers to inspect construction sites to check and ensure that they are wearing protective gears as required.

We have always strictly complied with laws and regulations such as the "Labour Law of the People's Republic of China" (《中華人民共和國勞動法》), the "Production Safety Law of the People's Republic of China" (《中華人民共和國安全生產法》), and the "Law on Occupational Disease Prevention and Control of the People's Republic of China" (《中華人民共和國職業病防治法》), and have purchased work-related injury insurance for all employees. During the Reporting Period, we did not violate any laws and regulations on occupational safety, nor did we have any fatal accidents. There were 5 work-related accidents and 5 employees injured, with a total of 360 working days lost.

In addition, the Group has implemented a series of policies to create and maintain a favourable, comfortable and healthy working environment:

- to maintain obstruction-free emergency exits at workplace;
- to provide a workplace with adequate illumination and moderate temperature;
- to prohibit smoking at workplace; and
- to conduct safety inspections and fire prevention training regularly.

## B2. 健康及安全

我們將員工的健康與安全放置首位，致力為他們提供安全的工作環境。我們訂立了全面的職業健康計劃，以識別危害職業健康的因素、評估工作環境的風險、實施控制措施以及舉辦研討會及工作坊。對於其工種涉及特殊危險的員工（如電工等），必須持有國家認可的資格證，且考核合格方能獲准工作，當進行有關危險工作時必須佩戴防護用品，我們亦會定期派人巡查施工場所，監督確保他們有按要求佩戴防護用品。

我們嚴格遵循《中華人民共和國勞動法》、《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》等法律法規，並已為所有員工購買工傷保險。於報告期間我們未有發生任何違反有關職業安全的法律及法規，亦沒有發生任何死亡事故，工傷事故有5宗，受傷人數為5人，合共損失360天工作日數。

另外，為營造和保持良好、舒適和健康的工作環境，本集團實施了一系列政策：

- 保持工作場所所有緊急出口暢通；
- 提供光線充足及溫度適中的工作室；
- 禁止在工作場所吸煙；以及
- 定期進行安全檢查和進行防火消防培訓。

## Environmental, Social and Governance Report 環境、社會及管治報告

### B3. Development and Training

The quality of employees directly affects our business quality, reputation and business sustainability. Therefore, we continuously provide comprehensive and diversified training to employees, including face-to-face training, sharing among departments, online learning and internal and external training. In addition to providing new employees with orientation training in respect to skills and knowledge training and attitude building, we also require new employees to be familiar with our corporate culture and the company background and understand the connection between their job duties and the company development. We will also track the performance of employees and continuously evaluate and understand employees' training needs.

Our training covered a variety of topics in order to cater for employees from different departments. The following are some of the training courses we provided during the Reporting Period:



### B3. 發展及培訓

員工的質素直接影響我們的業務質素、聲譽和業務可持續性。因此我們持續地為僱員提供全面、多元化的在職培訓，包括面對面培訓、部門分享、網上學習、內部及外部培訓等。我們除了為新僱員提供技能、知識訓練和態度培養等定向培訓外，我們亦要求新僱員熟悉我們的企業文化和公司背景，了解其工作職責和公司發展的聯繫。我們亦會跟蹤僱員的績效，持續評估了解員工的培訓需要。

我們的培訓涵蓋了廣泛的課題，以滿足不同部門僱員的需求。以下是我們部分於報告期間提供的培訓課程：

## Environmental, Social and Governance Report 環境、社會及管治報告

During the Reporting Period, 100% of our employees received training with average training hours of 5.93 hours, as detailed below:

於報告期間，我們有100%員工接受了培訓，平均培訓時數為5.93小時，詳情如下：

		2019/20 2019/20年度	
		Training percentage 培訓百分比	Average training hours 平均培訓時數
By Gender	按性別分類		
Male	男性	100%	4.97 hours 小時
Female	女性	100%	7.03 hours 小時

		2019/20 2019/20年度	
		Training percentage 培訓百分比	Average training hours 平均培訓時數
By Employee Category	按僱員類別分類		
Senior management	高級管理人員	100%	1.78 hours 小時
Middle management	中級管理人員	100%	2.56 hours 小時
General employee	一般員工	100%	6.71 hours 小時

### B4. Labour Standards

We have zero tolerance for child labour and forced labour, and strictly abide by the national laws and regulations on preventing child labour and forced labour. We never allow any child labour and forced labour in violation of relevant laws and regulations. We require the human resources department to check the identity documents of prospective employees before hiring, so as to avoid misuse of child labour. We also require suppliers not to use child labour or forced labour. Once relevant illegal behaviours are found within the Company or its suppliers, we will hold those involved accountable. During the Reporting Period, we found no violations involving child labour or forced labour.

### B4. 勞工準則

我們對童工及強制勞動等行為採取零容忍態度，並且嚴格遵守有關防止童工及強制勞動的國家法例及法規，絕不允許出現任何違反相關法規所禁止的童工及強制勞動行為。我們要求人力資源部門做好把關，在聘用新員工前檢查身份證明文件，以避免誤用童工。我們亦要求供應商不得使用童工或強制勞動。一旦發現公司內部或供應商存在有關行為，我們會嚴肅追究。於報告期間，我們未有發現任何涉及童工或強制勞動的違規行為。

## Environmental, Social and Governance Report 環境、社會及管治報告

### *Work-life Balance*

We believe that employees with a work-life balance have better and more stable performance at work, so we do not encourage employees to work overtime. The weekly working hours should not exceed 40 hours. If it is really necessary for employees to temporarily work overtime, we will arrange compensatory leave for them within three months after overtime work. We have also established complaint channels for employees. If an employee is unfairly treated, he/she can report to the relevant department in writing or notify the trade union, or directly report to the senior management.

### **B5. Supply Chain Management**

We are dedicated to creating quality living style for customers and building top-notch projects. We see product quality as the critical part on which everything else is dependent, and for which the supply chain plays a key role. Therefore, our strict selection of suppliers and construction materials are crucial processes.

Our suppliers must be selected from our List of Qualified Suppliers and we regularly monitor and review suppliers' performance. In parallel with a fair and open procurement system, we have also developed the tendering procedure and the Tendering and Procurement Management Policy for standardised procurement process. Suppliers are required to comply with relevant laws, regulations and contractual obligations. In order to regulate suppliers' practices in health and safety, human resources, environmental protection and business ethics, we formulated the Supplier Code of Conduct and make sure they have met the requirements of the code before entering into cooperation agreement. As a supporter of green procurement, we give priority to environmentally friendly and energy saving products with an aim of minimising the future emissions and resource consumption during the operation process.

### *工作生活平衡*

我們相信工作生活得到平衡的員工在工作上有較佳較穩定的表現，因此我們並不鼓勵員工加班，每週工作時間不應超過40小時。如實在因工作需要短暫加班，我們亦會於在加班後三個月內安排補假。我們亦制定了員工申訴渠道，員工若受到或不公平的待遇，可通過書面形式向主管部門申述或通過工會組織反映，也可直接向高級管理層反映。

### **B5. 供應鏈管理**

我們致力為客戶塑造優質生活，堅持建構一流優質專案，我們相信產品品質決定一切，供應鏈是當中的關鍵，因此我們嚴格地甄選供應商及建築建材甚為重要。

我們建立《合格供應商名錄》，規定必須從中選取合適供應商，並進行定期監督和複審。我們採取公平及公開的採購制度，編製招標程式及制定《招標採購管理制度》規範採購流程。我們要求供應商必須遵守有關法律、條例及合約責任，並訂立《供貨商行為守則》，對供應商在健康和安安全、人力資源、環境保護、商業道德作出規範，在和供應商達到合作協定前，需確保供應商已根據守則執行相關要求。我們提倡綠色採購，優先採購環保及具節能效益的產品，以減低日後於營運其間的排放和資源消耗。

## Environmental, Social and Governance Report 環境、社會及管治報告

Through continuous monitoring and evaluation, we ensure that our contractors and other suppliers understand their duties and responsibilities, and conduct planning, management and supervision of all employees' works in a meticulous manner. Appropriate instructions and regular trainings are provided to workers. Only qualified, trained, skilful and experienced workers are allowed to work at the construction sites. With full implementation of the above measures, we are able to control environmental impacts in the construction process and build the community in an environmentally friendly, harmless, and safe manner.

We also support the development of the regions where our projects are located. When selecting suppliers for a project, we try to source from suppliers in the city where the project is located. During the Reporting Period, we had a total of 136 qualified suppliers, of which 93 were based in the cities where our projects were located and 43 were from other cities in China.

### B6. Product Responsibility

We have always aimed to provide customers with high-quality properties, as well as efficient and high-quality services, so that customers have full confidence in our products and services. We have set up consumer complaint service hotline, complaint box and service reception to swiftly and properly handle customer complaints. By conducting on-site and regular visits, we have gained in-depth understanding of actual demands of customers, established long-term and sound cooperation with customers, supported the economic development in the regions of operation, and indirectly facilitated employment in those regions. During the year, we delivered 288 properties and had no products that were subject to recall for safety or health reasons.

我們透過持續監測和評估，確保承建商及其他供應商瞭解自身職責及責任，並精密規劃、管理及監督其所有員工的工作。我們為工作人員提供適當指示及定期培訓，並嚴格規定只有符合資格、已接受培訓、技術嫺熟及富有經驗的工作人員方可在建築工地進行作業。憑藉全面實施上述各項措施，我們得以控制建設過程中對環境的影響，環保、無害及安全地建設社區。

我們亦十分支持項目所在地區的發展，在挑選供應商時，我們盡可能向項目所在城市的供應商採購。於報告期間，我們共有136個合格供應商，當中93個為項目所在城市的供應商，其餘43個則為國內其他城市的供應商。

### B6. 產品責任

我們一直以向客戶提供商品質房產，提供高效、優質服務為目標，務求客戶對我們的產品及服務有十足信心。我們設有客戶投訴服務熱線、投訴箱和服務台，快速、妥善地處理客戶投訴。我們通過實地、定期的走訪工作，深入瞭解客戶的實際需求，與客戶建立長期、良好的合作關係，支援營運區域內的經濟發展，並間接促進區內的就業。我們於年內交付了288套房產，未有任何因安全或健康理由需要回收的產品。



## Environmental, Social and Governance Report 環境、社會及管治報告

When conducting promotional activities, we carefully handle marketing materials to avoid containing misleading information. We have prepared a sales management handbook to make sure that all marketing and information materials are in compliance with relevant laws and regulations including the “Administrative Measures for Commercial Housing Sales”(《商品房銷售管理辦法》), the “Administrative Measures on the Pre-sale of Urban Commercial Housing”(《城市商品房預售管理辦法》), the “Urban Real Estate Administration Law of the People’s Republic of China”(《中華人民共和國城市房地產管理法》), the “Regulations on the Administration of Urban Real Estate Development and Operation”(《城市房地產開發經營管理條例》), the “Advertising Law of the People’s Republic of China”(《中華人民共和國廣告法》), and the “Anti-Unfair Competition Law of the People’s Republic of China”(《中華人民共和國反不正當競爭法》). We also ensure that detailed and clear information on our properties is provided to increase the transparency of the sales process. We also distribute manuals to tenants setting out operating guidelines for equipment and fixtures. Our business does not involve any labeling. During the Reporting Period, we did not receive any notice of violations concerning health and safety, advertising, labeling and privacy in respect of our products and services.

### *Quality Management*

We have established a sound, comprehensive quality control system to strictly monitor the quality of completed units and implement the criteria for acceptance inspection, so as to ensure that the units meet the requirements of customers. We also collect feedback and suggestions from tenants and home owners from time to time, and incorporate their opinions into building quality control and management procedures to continuously improve the quality of products and services, in an effort to give customers a five-star quality living experience.

在進行推廣宣傳時，我們小心處理銷售材料，避免存在誤導成份。我們編製銷售管理手冊，規範所有行銷及資訊材料，確保符合《商品房銷售管理辦法》、《城市商品房預售管理辦法》、《中華人民共和國城市房地產管理法》、《城市房地產開發經營管理條例》、《中華人民共和國廣告法》及《中華人民共和國反不正當競爭法》等法律法規，以及確保提供的物業資料詳細而清晰，增加銷售過程透明度。我們亦會向租戶派發手冊，詳細列明設備及固定裝置的指引。我們的業務不涉及任何標籤，於報告期間亦未有收到任何有關產品和服務的健康與安全、廣告、標籤及私隱事宜違規事件通知。

### *品質控制*

我們建立了完善而全面的品質管制體系，對落成單位品質嚴格監控，嚴格執行收樓標準，確保單位符合客戶要求。我們亦不時向租戶及住戶收集回饋意見及建議，並將意見納入樓宇質素控制及管理程序，持續地提升產品及服務質素，為顧客帶來五星級優質生活體驗。

## Environmental, Social and Governance Report 環境、社會及管治報告

### Quality Control Process of Richly Field 裕田的品質控制之路



#### *Protection of Customer Data and Privacy*

We have access to the personal data of customers in the course of business, so we take the security and privacy of information very seriously. We sign a confidentiality agreement with each of our employees to ensure that they understand their responsibility to protect customer information and related confidentiality obligation. We have established data processing procedures where a customer's data can only be accessed by authorised personnel and used in business activities related to the customer. If an employee authorised to access customer data improperly discloses customer data, he/she will be deemed to have stolen confidential information of the Company and the case will be handed over to the law enforcement agency for handling.

#### *保護客戶資料和隱私*

我們在業務過程中會接觸到客戶的個人資料，因此我們重視資訊的安全和隱私處理。我們與僱員簽署保密協定，確保他們明瞭保護客戶資料的責任及保密義務。我們制定資料處理程序，客戶資料僅可由獲授權人員接觸並用於該客戶相關的業務活動，獲授權接觸客戶資料的僱員如不適當地披露客戶資料，會被視為竊取公司機密資料，並交由執法機關嚴肅處理。

## Environmental, Social and Governance Report 環境、社會及管治報告

### B7. Anti-corruption

We emphasise ethics and integrity, and have zero tolerance for any form of bribery, extortion, fraud, and money laundering. We have developed the Anti-money Laundering Policy which requires employees, customers, suppliers, contractors, job applicants and any other partners to abide by all applicable laws and regulations, and signed a letter of responsibility for clean governance, in an effort to maintain the highest standard of integrity in the course of business.

We have also established a whistleblowing mechanism whereby employees can report suspected misconduct or malpractices orally or in writing. We handle all reported incidents in a strictly confidential manner, and will not disclose the identity and other information of the whistleblower without consent, unless otherwise required by law. After a suspected violation is confirmed by internal investigation, we will report the case to the competent law enforcement agency for handling.

During the Reporting Period, we strictly observed the Anti-Money Laundering Law of the People's Republic of China and other laws and regulations related to anti-corruption, bribery, extortion, fraud and money laundering, and found no violations of such laws and regulations.

### B7. 反貪污

我們強調道德及誠信，絕不容忍任何形式的賄賂、勒索、欺詐及洗黑錢事件，我們已制定「反洗錢政策」，要求員工、客戶、供應商、承包商、求職者或任何其他合作伙伴認真遵守所有適用的法律法規，簽訂廉政目標責任書，在業務過程始終保持最高的誠信標準。

我們亦已建立舉報機制，僱員可以口頭或書面形式對涉嫌的不當行為或不當行為進行舉報。我們以嚴格保密的方式對待所有舉報事件，除非在法律義務要求的情況下，我們不會未經同意披露舉報人的身份和其他資訊。在內部調查確認存在疑似違法事件後，我們亦會通報適當的執法部門處理。

我們於報告期間嚴格遵守《中華人民共和國反洗錢法》以及其他關於反貪、賄賂、勒索、欺詐行為及洗錢的法律法規，未有發現任何違法違規的情況。

## Community

### B8. Community Investment

We always wish to give back to the society and spare no effort to support the community. We contribute to the harmonious and sustainable development of the society mainly by encouraging employees to participate in community activities. During the Reporting Period, we organised visits to fire officers and soldiers. And during the COVID-19 outbreak, we contributed to the community's fight against the epidemic through donations of money, vegetables and other supplies and volunteer work. Looking ahead, we will continue to participate in community activities, express care for the community, and help improve social welfare.

## 社區

### B8. 社區投資

我們時刻希望回饋社會，對於扶助社區不遺餘力，我們主要透過鼓勵員工參與社區活動，為社會的和諧和可持續發展作出貢獻。在報告期間，我們組織了慰問消防官兵活動，並且在新冠肺炎疫情期間，透過捐款、義工及捐贈蔬菜等物資，為社區抗疫出一分綿力。展望未來，我們將持續參與社區活動，表達對社區的關懷、改善社會。



Visiting fire officers and soldiers  
慰問消防官兵活動



# Biographical Details of Directors

## 董事履歷詳情

### EXECUTIVE DIRECTORS

#### Mr. Li Yi Feng

Mr. Li Yi Feng ("Mr. Li"), aged 57, was re-designated as an executive Director, chairman of the Board, chief executive officer, chairman of the nomination committee of the Board, member of the remuneration committee of the Board and the authorised representative of the Company under the Listing Rules on 31 January 2019 (the "Re-designation"). Immediately prior to the Re-designation, he was a non-executive Director.

Mr. Li has been engaged in construction planning, design, real estate and commercial properties over 30 years and has gained extensive experience in planning, development, operation and management. He has a great wealth of experience in asset acquisition and mergers, business negotiations and capital operations.

Mr. Li obtained his Master's degree in Architecture from Xi'an Institute of Metallurgy and Construction Engineering\* (西安冶金建築學院) (now renamed as Xi'an University of Architecture and Technology)\* (西安建築科技大學). In addition, Mr. Li obtained his certificate of completion from Ontario Real Estate College in Canada.

Since 1985, Mr. Li has been engaging in architecture teaching, architecture study and design work. Since 2002, Mr. Li joined Homelife (Canada) and RE/MAX (Canada), offering consultancy services on residential and commercial property investments. Mr. Li joined the Company in early 2009 as the chief design officer. Since 2011, Mr. Li has served as the director of Richly Field (Beijing) Investment Consulting Co., Ltd\* (裕田幸福城(北京)投資顧問有限公司).

Following the Re-designation, Mr. Li was also appointed as a director certain subsidiaries of the Company, namely Chuang Yu Holdings Limited, Globe Outlets City Holdings Limited, Globe Outlets City Limited, Mile Gain Limited, Million Harmony Holdings Limited, Million Harmony Limited, Pilot Will Holdings Limited, Pilot Will Limited, Profuse Gain Holdings Limited, Profuse Gain Limited, Quality Depot Limited, Richly Field Hainan Holdings Limited, King Future Holdings Limited and King Future Limited with effect from 31 January 2019.

### 執行董事

#### 李亦鋒先生

李亦鋒先生(「李先生」)，57歲，於二零一九年一月三十一日獲調任為本公司執行董事、董事會主席、行政總裁、董事會提名委員會主席、董事會薪酬委員會成員及就上市規則而言之授權代表(「調任」)緊接調任前，彼為非執行董事。

李先生從事建築規劃、設計、住宅房地產業以及商業地產業三十多年並擁有豐富的策劃開發和營運管理經驗。在資產收購兼併及商務談判、資本運作方面經驗豐富。

李先生於西安冶金建築學院(現改名為：西安建築科技大學)取得建築學碩士學位。此外，李先生於加拿大的Ontario Real Estate College獲得結業證書。

自一九八五年起，李先生一直從事建築教學、建築研究和設計工作。自二零零二年李先生先後加入Homelife (Canada)和RE/MAX (Canada)從事住宅和商業地產投資顧問工作。李先生於二零零九年初加入本公司，擔任設計總監一職。自二零一一年擔任裕田幸福城(北京)投資顧問有限公司的董事。

於調任後，李先生亦獲委任為本公司部分附屬公司之董事，即創裕控股有限公司、奧特萊斯世界名牌折扣城控股有限公司、奧特萊斯世界名牌折扣有限公司、邁盈有限公司、萬協控股有限公司、萬協有限公司、毅領控股有限公司、毅領有限公司、蒼盈控股有限公司、蒼盈有限公司、品庫有限公司、裕田海南控股有限公司、御景控股有限公司及御景有限公司，自二零一九年一月三十一日起生效。



## Biographical Details of Directors 董事履歷詳情

### Mr. Chen Wei

Mr. Chen Wei ("Mr. Chen"), aged 48, was re-designated as an executive Director and the vice president of the Company on 21 March 2018. Immediately prior to such re-designation as executive Director, he was a non-executive Director.

Mr. Chen has extensive experience in aspects related to project planning and construction management. Mr. Chen graduated from Jinling polytechnic University\* (金陵職業大學) (now renamed as Jinling Institute of Technology\* (金陵科技學院)) studying in decoration and construction management. He was accredited as an engineer by Nanjing Construction Engineering Intermediate Professional Qualification Assessment Committee\* (南京市建築施工工程中級專業技術資格評審委員會) in December 2012. During the period from March 2015 to July 2017, Mr. Chen received further education in Zhongshan Vocational College\* (鐘山職業技術學院) majoring in society related works and completed all the required curriculums under the vocational teaching plan. He has been engaging in construction management since 1996 and was the chairman of Nanjing First Construction Engineering Group Company Limited\* (南京第一建築工程集團有限公司) from 2008 to 2013.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Ms. Hsu Wai Man Helen

Ms. Hsu Wai Man Helen ("Ms. Hsu"), aged 50, was appointed as an independent non-executive Director on 21 November 2013 and has been the chairman of the audit and remuneration committees of the Company since 28 January 2014. She has over 20 years' experience in accounting. Ms. Hsu graduated from The Chinese University of Hong Kong with a bachelor degree in business administration. Ms. Hsu had been working with Ernst & Young for 18 years and was a partner of Ernst & Young before she retired from the firm in February 2011.

Ms. Hsu is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Ms. Hsu is currently an independent non-executive director of Perfect Shape Medical Limited (stock code: 1830) and China Display Optoelectronics Technology Holdings Limited (Stock code: 334). Beside, Ms. Hsu is also an independent non-executive director of Circle International Holdings Limited (CCH) whose shares are listed on the National Stock Exchange of Australia (NSX).

### 陳衛先生

陳衛先生(「陳先生」)，48歲，於二零一八年三月二十一日獲調任為執行董事及副總裁。緊接調任為執行董事前，彼為非執行董事。

陳先生在專案規劃及施工管理等方面擁有豐富經驗。陳先生於金陵職業大學(現改名為金陵科技學院)畢業，修讀裝飾裝潢與施工管理。彼於二零一二年十二月獲南京市建築施工工程中級專業技術資格評審委員會評定為工程師。於二零一五年三月至二零一七年七月期間，陳先生在鐘山職業技術學院社會工作專業進修，順利完成專科教學計畫全部規定課程。自一九九六年起，陳先生一直從事施工管理，並於二零零八年至二零一三年期間，擔任南京第一建築工程集團有限公司主席。

## 獨立非執行董事

### 徐慧敏女士

徐慧敏女士(「徐女士」)，50歲，於二零一三年十一月二十一日獲委任為獨立非執行董事及自二零一四年一月二十八日起一直擔任本公司審核及薪酬委員會主席，彼擁有逾20年會計經驗。徐女士於香港中文大學取得工商管理學士學位。徐女士在安永會計師事務所任職18年，於二零一一年二月退任時任安永會計師事務所的合夥人。

徐女士為香港會計師公會資深會員及美國執業會計師公會會員。徐女士現為必瘦站醫學美容有限公司(股份代號：1830)及華顯光電技術控股有限公司(股份代號：334)的獨立非執行董事。另外，徐女士於澳大利亞國家證券交易所(NSX)上市之世傑國際控股集團(股份代號：CCH)擔任獨立非執行董事。

## Biographical Details of Directors 董事履歷詳情

Ms. Hsu served as an independent non-executive director of each of Titan Petrochemicals Group Ltd. (stock code: 1192) from December 2015 to May 2016 and BC Technology Group Limited (KY) (Stock Code: 0863) from April 2012 to May 2018. All the aforesaid companies are listed on the Stock Exchange.

### Mr. Wong Tak Chun

Mr. Wong Tak Chun ("Mr. Wong"), aged 39, was appointed as an independent non-executive Director on 3 September 2018.

He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, and a fellow of the Hong Kong Institute of Chartered Secretaries, and the Institute of Chartered Secretaries and Administrators in the United Kingdom. He obtained a bachelor degree in Economics from the University of British Columbia in 2005 and obtained a master degree in corporate governance from the Hong Kong Polytechnic University in 2014. Mr. Wong has thirteen years of experience in accounting, corporate governance, corporate finance, capital markets, and investor relations. He worked as an assistant manager in KPMG from August 2005 to May 2010. From May 2010 to June 2013, he served as the company secretary and finance manager of Central China Real Estate Limited (stock code: 0832). He served as the deputy chief financial officer since February 2014 and the company secretary since April 2014 of Modern Land (China) Co., Limited (stock code: 1107) until January 2016. He served as the company secretary and the chief financial officer of Helidongsheng International Logistic Company Limited\* (和立東升國際物流產業有限公司) in Hunan, the People's Republic of China, from March 2016 to February 2017. Since February 2017, Mr. Wong has worked as the chief financial officer and company secretary of Top Spring International Holdings Limited (Stock Code: 3688). Since 17 January 2017, Mr Wong has been appointed as an independent non-executive director of Dadi Education Holdings Limited (stock code: 8417).

徐女士分別於二零一五年十二月至二零一六年五月擔任泰山石化集團有限公司(股份代號:1192)及於二零一二年四月至二零一八年五月擔任BC科技集團有限公司(股份代號:0863)之獨立非執行董事。所有前述公司均於聯交所上市。

### 黃德俊先生

黃德俊先生(「黃先生」), 39歲, 於二零一八年九月三日獲委任為獨立非執行董事。

彼為香港會計師公會執業會計師、香港特許秘書公會資深會士及英國特許秘書及行政人員公會資深會士。彼於二零零五年於英屬哥倫比亞大學畢業取得經濟學學士學位, 並於二零一四年於香港理工大學取得企業管治碩士學位。黃先生擁有十三年會計、企業管治、企業融資、資本市場及投資者關係之經驗。自二零零五年八月至二零一零年五月, 彼擔任畢馬威會計師事務所助理經理。自二零一零年五月至二零一三年六月, 彼擔任建業地產股份有限公司(股份代號:0832)公司秘書兼財務經理。彼自二零一四年二月及二零一四年四月起分別於當代置業(中國)有限公司(股份代號:1107)擔任副首席財務官及公司秘書, 直至二零一六年一月為止。自二零一六年三月至二零一七年二月, 彼擔任中華人民共和國湖南省和立東升國際物流產業有限公司之公司秘書兼首席財務官。自二零一七年二月起, 黃先生擔任萊蒙國際集團有限公司(股份代號:3688)之首席財務官及公司秘書。自二零一七年一月十七日起, 黃先生獲委任為大地教育控股有限公司(股份代號:8417)之獨立非執行董事。

## Biographical Details of Directors 董事履歷詳情

### Mr. Xu Jinghong

Mr. Xu Jinghong ("Mr. Xu"), aged 52, was appointed as an independent non-executive Director on 1 April 2014. He graduated from Tianjin Polytechnic University (formerly known as Tianjin Institute Of Textile Science and Technology) with a bachelor's degree in mechanical manufacturing technology and equipment. In addition, Mr. Xu completed a course of management science and engineering for postgraduate research students in Nanjing University. Mr. Xu had served as the general manager of Nanjing Yuxing International Home Square Limited\* (南京月星國際家居廣場有限公司) and the general manager of the Furniture Centre at Nanjing Golden Eagle International Shopping Centre Group Limited\* (南京金鷹國際購物集團有限公司傢俱中心), and the chairman of Nanjing Meitu Furniture Company Limited\* (南京美圖傢俱有限公司). Mr. Xu is currently the vice president of the association of home decoration of the china federation of industry and commerce\* (全國工商聯家居裝飾業商會), the vice chairman of the Market Committee of China Furniture Association\* (中國傢俱協會市場委員會), the honorary president of Guangdong Furniture Chamber Of Commerce\* (廣東省傢俱商會榮譽會長), the chairman of Xiamen Meitu Mei Network Technology Company Limited\* (廈門美圖美網絡科技有限公司) and the vice president of the Xiyangmen Group\* (喜盈門集團).

\* For identification purpose only

### 許驚鴻先生

許驚鴻先生(「許先生」)，52歲，於二零一四年四月一日獲委任為獨立非執行董事。於天津工業大學(原天津紡織工學院)取得機械製造工藝及設備本科學歷工學學士。此外，許先生於南京大學管理科學與工程研究生班結業。許先生曾擔任南京月星國際家居廣場有限公司總經理、南京金鷹國際購物集團有限公司傢俱中心總經理及南京美圖傢俱有限公司董事長。許先生現擔任全國工商聯家居裝飾業商會副會長、中國傢俱協會市場委員會副主席、廣東省傢俱商會榮譽會長、廈門美圖美網絡科技有限公司董事長及喜盈門集團副總裁。

# Independent Auditor's Report 獨立核數師報告



SHINEWING (HK) CPA Limited  
43/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

## TO THE SHAREHOLDERS OF RICHLY FIELD CHINA DEVELOPMENT LIMITED

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Richly Field China Development Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages 89 to 215, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 致裕田中國發展有限公司股東

*(於開曼群島註冊成立及於百慕達持續經營之有限公司)*

### 不發表意見

吾等獲委聘以審核第89至215頁所載裕田中國發展有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表,此等財務報表包括於二零二零年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收益報表、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(包括重大會計政策概要)。

吾等並不對 貴集團之綜合財務報表發表意見。由於吾等之報告內不發表意見基準一節所述事項之重要性,吾等未能取得足夠適當之審計證據以提供有關該等綜合財務報表之審計意見之基準。於所有其他方面,吾等認為,綜合財務報表已按香港公司條例之披露規定妥善編製。



## Independent Auditor's Report 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION

#### Multiple Uncertainties Relating to Going Concern

As described in note 2.1 to the consolidated financial statements, the Group reported net loss of approximately HK\$294,856,000 for the year ended 31 March 2020 and as at 31 March 2020, the Group had net current liabilities of approximately HK\$352,886,000. As at the same date, the Group's cash and cash equivalents amounted to approximately HK\$27,107,000 only. As set out in note 2.1 "Basis of preparation", subsequent to the end of the reporting period, the Group breached the terms of certain bank and other borrowings to repay approximately RMB263,426,000 and place RMB123,000,000 as pledged deposit, respectively in June 2020. As such, these borrowings become in default and the lenders have the right to demand immediate repayment of the entire outstanding principal and interests. These conditions, together with other matters as described in note 2.1 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate the delayed payments which are set out in note 2.1 to the consolidated financial statements. In addition, the Group has been in active negotiation with the lenders for the renewal or extension of the repayment terms of the outstanding principals and accrued interests.

The consolidated financial statements had been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful renewal or extension of the repayment terms of the outstanding principals and interests of the bank and other borrowings, (ii) the successful acceleration of pre-sales and sales of properties under development and speeding up the collection of sales proceeds and (iii) continuous financial support from the related parties. Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in these consolidated financial statements.

### 不發表意見基準

#### 有關持續經營之多項不確定因素

誠如綜合財務報表附註2.1所述，截至二零二零年三月三十一日止年度，貴集團錄得虧損淨額約294,856,000港元，及於二零二零年三月三十一日，貴集團之流動負債淨額約為352,886,000港元。於同日，貴集團有現金及現金等值品僅約27,107,000港元。誠如附註2.1「編製基準」所載，於報告期末後，貴集團違反若干銀行及其他借款的條款，即於二零二零年六月分別償還約人民幣263,426,000元及存入人民幣123,000,000元作為質押存款。因此，該等借款已違約及貸款人有權要求即時償還尚未償還之全部本金及利息。該等情況連同綜合財務報表附註2.1所述其他事項顯示存在重大不確定性，可能對貴集團持續經營能力構成重大疑問。

貴公司董事採取多項措施以改善貴集團之流動資金及財務狀況，及解決綜合財務報表附註2.1所載之延遲還款問題。此外，貴集團積極與貸款人進行磋商，以期重續或延長尚未償還本金及應計利息之還款期限。

綜合財務報表乃按持續經營基準編製，其有效性取決於該等措施之結果，而該等措施受多項不確定因素影響，包括(i)成功重續或延長銀行及其他借款之尚未償還本金及利息的還款期限；(ii)成功推進發展中物業之預售及銷售工作以及加快銷售所得款項回籠；及(iii)關連方之持續財務支持。倘貴集團未能達成上述計劃及措施，則可能無法持續經營，並須作出調整以撇減貴集團資產之賬面值至其可收回金額、計提可能產生之任何進一步負債以及將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整之影響尚未反映在該等綜合財務報表中。



## Independent Auditor's Report 獨立核數師報告

### RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

### 貴公司董事及審核委員會就綜合 財務報表之責任

貴公司董事須負責根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則及按照香港公司條例之披露規定編製真實而公平的綜合財務報表，及負責董事認為必要的有關內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及採用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或除此之外並無其他實際可行之辦法。

審核委員會須負責監督貴集團之財務申報程序。

### 核數師就審核綜合財務報表須承 擔之責任

吾等之責任乃按香港會計師公會頒佈之香港核數準則對貴集團之綜合財務報表執行審核工作，並根據吾等協定之委聘條款僅向閣下（作為整體）發出核數師報告，不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。然而，由於吾等之報告內不發表意見基準一節所述之事項，吾等未能取得足夠適當之審計證據以提供有關該等綜合財務報表之審計意見之基準。

## Independent Auditor's Report 獨立核數師報告

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

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lau Kai Wong.

#### SHINEWING (HK) CPA Limited

*Certified Public Accountants*

**Lau Kai Wong**

Practising Certificate Number: P06623

Hong Kong  
31 July 2020

### 核數師就審核綜合財務報表須承擔之責任 (續)

根據香港會計師公會之專業會計師道德守則(「守則」)，吾等獨立於貴集團，並已遵循守則履行其他道德責任。

出具本獨立核數師報告的審核項目合夥人為劉佳煌先生。

#### 信永中和(香港)會計師事務所有限公司

*執業會計師*

**劉佳煌**

執業證書編號：P06623

香港  
二零二零年七月三十一日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益報表

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

		NOTES 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	5	<b>181,687</b>	284,184
Cost of sales	銷售成本		(170,426)	(307,917)
Gross profit (loss)	毛利 (損)		<b>11,261</b>	(23,733)
(Loss) gain on revaluation of investment properties	投資物業之重估 (虧損) 收益	15	(140,551)	2,590
Other income and gain	其他收入及收益	6	1,207	488
Selling expenses	銷售開支		(11,418)	(11,571)
Administrative expenses	行政開支		(66,921)	(88,645)
Finance costs	融資費用	7	(113,913)	(138,001)
Share of results of associates	應佔聯營公司業績	18	(4,390)	(1,982)
<b>Loss before tax</b>	<b>除稅前虧損</b>	8	<b>(324,725)</b>	(260,854)
Income tax credit (expense)	所得稅抵免 (開支)	11	29,869	(7,443)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(294,856)</b>	(268,297)
<b>Other comprehensive expense</b> <b>Items that may be reclassified to profit or loss:</b>	<b>其他全面開支</b> <b>可能重新分類至損益的項目：</b>			
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		(7,794)	(28,842)
Share of other comprehensive expense of associates	應佔聯營公司之其他全面開支		(4,547)	(1,924)
<b>Other comprehensive expense for the year, net of tax</b>	<b>年內其他全面開支，稅後淨額</b>		<b>(12,341)</b>	(30,766)
<b>Total comprehensive expense for the year</b>	<b>年內全面開支總額</b>		<b>(307,197)</b>	(299,063)
			<b>HK\$ 港元</b>	<b>HK\$ 港元</b>
<b>Loss per share</b>	<b>每股虧損</b>	12		
Basic	基本		(1.26) cents 港仙	(1.15) cents 港仙
Diluted	攤薄		(1.26) cents 港仙	(1.15) cents 港仙

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2020  
於二零二零年三月三十一日

		NOTES 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	27,551	31,095
Investment properties	投資物業	15	1,323,909	1,492,566
Right-of-use assets	使用權資產	16	553,905	–
Prepaid land lease payments	預付土地租賃款	17	–	644,699
Interests in associates	於聯營公司之權益	18	18,414	56,750
Financial asset designated at fair value through other comprehensive income (“FVTOCI”)	指定按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產	19	2,724	2,724
Goodwill	商譽	20	109,516	116,650
			<b>2,036,019</b>	<b>2,344,484</b>
<b>Current assets</b>	<b>流動資產</b>			
Properties under development	在建物業	21	2,294,377	1,804,630
Completed properties held for sales	持作出售之竣工物業	22	97,589	98,556
Inventories	存貨	23	–	–
Trade receivables	應收賬款	24	8,989	14,959
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	209,990	195,922
Cash and cash equivalents	現金及現金等值品	26	27,107	75,114
			<b>2,638,052</b>	<b>2,189,181</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付賬款	27	1,064,654	701,384
Other payables and accruals	其他應付款項及應計費用	28	661,541	623,691
Contract liabilities	合約負債	28	401,145	176,019
Amounts due to related parties	應付關連方款項	29	413,968	98,438
Interest-bearing bank and other borrowings	計息銀行及其他借款	30	324,931	1,192,819
Notes payable	應付票據	31	–	93,471
Provisions	撥備	32	6,332	6,745
Lease liabilities	租賃負債	16	2,140	–
Tax payable	應付稅項		116,227	127,770
			<b>2,990,938</b>	<b>3,020,337</b>

## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2020  
於二零二零年三月三十一日

		NOTES 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(352,886)</b>	<b>(831,156)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,683,133</b>	<b>1,513,328</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income	遞延收入	28	61,029	65,004
Amounts due to related parties	應付關連方款項	29	425,199	683,576
Interest-bearing bank and other borrowings	計息銀行及其他借款	30	1,052,854	279,792
Lease liabilities	租賃負債	16	1,338	—
Deferred tax liabilities	遞延稅項負債	33	65,011	100,057
			<b>1,605,431</b>	<b>1,128,429</b>
<b>Net assets</b>	<b>資產淨額</b>		<b>77,702</b>	<b>384,899</b>
<b>Equity</b>	<b>權益</b>			
Issued capital	已發行股本	34	1,166,834	1,166,834
Reserves	儲備		(1,089,132)	(781,935)
<b>Total equity</b>	<b>權益總額</b>		<b>77,702</b>	<b>384,899</b>

The consolidated financial statements on pages 89 to 215 were approved and authorised for issue by the board of directors on 31 July 2020 and are signed on its behalf by:

第89至215頁之綜合財務報表已於二零二零年七月三十一日獲董事會批准及授權刊發，並由下列董事代表簽署：

Mr. Li Yi Feng  
李亦鋒先生  
Director  
董事

Mr. Chen Wei  
陳衛先生  
Director  
董事



# 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

Attributable to owners of the Company 本公司擁有人應佔		Issued capital 已發行股本	Share premium 股份溢價	Contributed surplus 撥入盈餘 (note (a)) (附註(a))	Capital redemption reserve 股本贖回儲備	Exchange translation reserve 匯兌儲備	Properties revaluation reserve 物業重估儲備	Reorganisation reserve 重組儲備 (note (b)) (附註(b))	Statutory reserve funds 法定儲備金 (note (c)) (附註(c))	Other reserve 其他儲備 (note (d)) (附註(d))	Accumulated losses 累計虧損	Total equity 總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	1,166,834	850,462	69,476	109	(13,102)	30,612	452,892	6,215	488,294	(2,372,969)	678,823
Loss for the year 年內虧損		-	-	-	-	-	-	-	-	-	-	-
Other comprehensive expense for the year 年內其他全面開支：		-	-	-	-	-	-	-	-	-	-	-
Share of other comprehensive expense of associates 應佔聯營公司之其他全面開支		-	-	-	-	(1,924)	-	-	-	-	-	(1,924)
Exchange differences on translation of foreign operations 換算海外業務產生之匯兌差額		-	-	-	-	(28,842)	-	-	-	-	-	(28,842)
Total comprehensive expenses for the year 年內全面開支總額		-	-	-	-	(30,766)	-	-	-	-	(288,297)	(299,063)
Deemed contributions from shareholders 視為股東注資		-	-	-	-	-	-	-	-	5,139	-	5,139
At 31 March 2019	於二零一九年三月三十一日	1,166,834	850,462	69,476	109	(43,868)	30,612	452,892	6,215	493,433	(2,641,266)	394,899
Attributable to owners of the Company 本公司擁有人應佔												
		Issued capital 已發行股本	Share premium 股份溢價	Contributed surplus 撥入盈餘 (note (a)) (附註(a))	Capital redemption reserve 股本贖回儲備	Exchange translation reserve 匯兌儲備	Properties revaluation reserve 物業重估儲備	Reorganisation reserve 重組儲備 (note (b)) (附註(b))	Statutory reserve funds 法定儲備金 (note (c)) (附註(c))	Other reserve 其他儲備 (note (d)) (附註(d))	Accumulated losses 累計虧損	Total equity 總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	1,166,834	850,462	69,476	109	(43,868)	30,612	452,892	6,215	493,433	(2,641,266)	394,899
Loss for the year 年內虧損		-	-	-	-	-	-	-	-	-	-	-
Other comprehensive expense for the year 年內其他全面開支：		-	-	-	-	-	-	-	-	-	-	-
Share of other comprehensive expense of associates 應佔聯營公司之其他全面開支		-	-	-	-	(4,547)	-	-	-	-	-	(4,547)
Exchange differences on translation of foreign operations 換算海外業務產生之匯兌差額		-	-	-	-	(7,794)	-	-	-	-	-	(7,794)
Total comprehensive expenses for the year 年內全面開支總額		-	-	-	-	(12,341)	-	-	-	-	(294,856)	(307,197)
At 31 March 2020	於二零二零年三月三十一日	1,166,834	850,462	69,476	109	(56,209)	30,612	452,892	6,215	493,433	(2,936,122)	77,702

## 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

Notes:

- (a) The contributed surplus represents the surplus arising on reduction of paid-up capital during the year ended 31 March 2004.
- (b) The reorganisation reserve represents the carrying amount of net liabilities of subsidiaries, net of expenses, being disposed of under the schemes of arrangement under section 166 of the Hong Kong Companies Ordinance (Cap 32 of the Laws of Hong Kong) and section 99 of the Companies Act 1981 of Bermuda (as amended time to time). Both schemes of arrangement were sanctioned by the High Court of Hong Kong and the Supreme Court of Bermuda on 27 May 2008 and 13 June 2008, respectively.
- (c) The statutory reserve funds represents 10% of the profit after tax of the Company's subsidiaries registered in the People's Republic of China (the "PRC") appropriate to the reserve as stipulated by the relevant laws and regulations for certain subsidiaries in the PRC, until such reserve reaches 50% of the registered capital and thereafter any further appropriation is optional.
- (d) Other reserve represents (i) the difference between the considerations paid to obtain additional non-controlling interests and its carrying amount of the net assets on the date of the acquisition, which the excess of the fair value of the consideration over the carrying amount of the net assets acquired has been debited directly to equity; (ii) the deemed contributions from shareholders that arisen from the difference between the initial fair value and cash receipts on the loans from related parties; (iii) the deemed contribution from shareholder that arisen from the excess of the net identifiable assets acquired over the fair value of ordinary shares of the Company issued upon a business combination; and (iv) the deemed contribution from shareholder that arisen from the excess of the carrying amounts of indebtedness capitalised over the fair value of ordinary shares of the Company issued.

附註：

- (a) 繳入盈餘指截至二零零四年三月三十一日止年度削減已繳足股本而產生之盈餘。
- (b) 重組儲備指根據香港公司條例（香港法例第32章）第166條及百慕達一九八一年公司法（經不時修訂）第99條項下之債務償還安排計劃出售之附屬公司之負債淨額之賬面值（於扣除開支後）。香港高等法院及百慕達最高法院分別於二零零八年五月二十七日及二零零八年六月十三日通過債務償還安排計劃。
- (c) 法定儲備金指按照中華人民共和國（「中國」）若干附屬公司相關法律及法規之規定將本公司於中國註冊之附屬公司之除稅後溢利之10%撥至儲備，直至該儲備達至註冊資本之50%，此後可選擇性作出任何進一步撥款。
- (d) 其他儲備指(i)為取得額外非控股權益所支付之代價與資產淨值於收購日期之賬面值差額，而代價公平值超過所收購的資產淨值賬面值之差額，已直接於權益中扣除；(ii)來自關連方之貸款之起始公平值與現金收入之差額所產生的視為股東注資；(iii)來自所收購之可識別資產淨值超逾於業務合併時本公司所發行普通股之公平值之差額所產生的視為股東注資；及(iv)來自債務資本化賬面值超逾本公司所發行普通股公平值之差額所產生的視為股東注資。

# Consolidated Statement of Cash Flows

## 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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Loss before tax	除稅前虧損	(324,725)	(260,854)
Adjustments for:	就下列各項之調整：		
Bank interest income	銀行利息收入	(117)	(86)
Finance costs	融資費用	113,913	138,001
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	63	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,280	3,425
Depreciation of right-of-use assets	使用權資產折舊	19,355	–
(Loss) gain on revaluation of investment properties	投資物業之重估（虧損）收益	140,551	(2,590)
Amortisation of prepaid land lease payments	預付土地租賃款之攤銷	–	18,404
Impairment loss of completed properties held for sales	持作出售之竣工物業之減值虧損	–	35,604
Share of results of associates	應佔聯營公司業績	4,390	1,982
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(43,290)	(66,114)
Decrease (increase) in trade receivables	應收賬款減少（增加）	5,238	(2,671)
Increase in properties under development and completed properties held for sales	在建物業及持作出售之竣工物業增加	(488,984)	(113,704)
(Increase) decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項（增加）減少	(40,369)	613,716
Increase in trade payables	應付賬款增加	417,275	267,143
Increase (decrease) in other payables and accruals	其他應付款項及應計費用增加（減少）	55,926	(71,685)
Increase (decrease) in contract liabilities	合約負債增加（減少）	231,740	(133,701)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動產生之現金淨額</b>	<b>137,536</b>	<b>492,984</b>

## Consolidated Statement of Cash Flows

### 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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Construction costs for investment properties	投資物業之建築成本	(52,017)	(196,899)
Repayment from (advance to) an associate	聯營公司還款 (所獲墊款)	31,647	(20,680)
(Advance to) a related party	關連方 (所獲墊款)	(3,889)	(5,352)
Purchases of items of property, plant and equipment	添置物業、廠房及設備項目	(1,564)	(1,764)
Refund of construction costs for investment properties	退回投資物業之建築成本	—	35,356
Bank interest received	已收銀行利息	117	86
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用之現金淨額</b>	<b>(25,706)</b>	<b>(189,253)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Advance from related parties	來自關連方之墊款	126,540	341,567
Proceeds from new bank and other borrowings	新增銀行及其他借款之所得款項	20,343	48,730
Repayment to related parties	向關連方還款	(69,597)	(507,390)
Interest paid	已付利息	(114,111)	(105,499)
Repayment of bank and other borrowings	償還銀行及其他借款	(25,259)	(14,483)
Repayment of notes payable	償還應付票據	(93,471)	(3,427)
Repayment for principal elements of lease liabilities	償還租賃負債之本金部分	(2,000)	—
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用之現金淨額</b>	<b>(157,555)</b>	<b>(240,502)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值品 (減少) 增加淨額</b>	<b>(45,725)</b>	<b>63,229</b>
Cash and cash equivalents at beginning of year	年初之現金及現金等值品	75,114	14,848
Effect of foreign exchange rate changes, net	外匯變動影響淨額	(2,282)	(2,963)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR, represented by bank balances and cash</b>	<b>年末之現金及現金等值品, 即銀行結餘及現金</b>	<b>27,107</b>	<b>75,114</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. CORPORATE AND GROUP INFORMATION

Richly Field China Development Limited (the "Company") was incorporated in the Cayman Islands with limited liability and continued as an exempted company under the laws of Bermuda after the change of domicile from the Cayman Islands to Bermuda effective on 11 February 2004. The addresses of the registered office and principal place of business of the Company are Victoria Place, 5th Floor, 31 Victoria Street Hamilton HM10, Bermuda and Suite 506, ICBC Tower, 3 Garden Road, Central, Hong Kong, respectively.

The Company's principal activity is investment holding. The principal activities of the subsidiaries are set out below:

#### Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued and fully paid share capital/ registered capital	Percentage of equity attributable to the Company				Principal activities
名稱	註冊成立／ 註冊及營運地點	已發行及繳足股本／ 註冊股本	本公司應佔股權百分比				主要業務
			Directly 直接		Indirectly 間接		
			2020	2019	2020	2019	
			二零二零年	二零一九年	二零二零年	二零一九年	
Chuang Yu Holdings Limited 創裕控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Investment holding 投資控股
Globe Outlets City Holdings Limited 奧特萊斯世界名牌折扣城控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Investment holding 投資控股
Hunan Richly Field Outlets Real Estate Limited* ("Hunan Richly Field") *** (note) 湖南裕田奧特萊斯置業有限公司 ("湖南裕田") *** (附註)	The People's Republic of China (the "PRC")/ Mainland China 中華人民共和國(「中國」)／ 中國內地	HK\$596,400,000 596,400,000港元	—	—	100%	100%	Property development 物業開發
Jiangxi Richly Town Construction Projects Co., Limited*** 江西裕城建築工程有限公司**	The PRC/Mainland China 中國／中國內地	HK\$10,000,000 10,000,000港元	100%	100%	—	—	Construction and maintenance 建築及維修
Mile Gain Limited 邁盈有限公司	BVI/Hong Kong 英屬處女群島／香港	US\$1 1美元	100%	100%	—	—	Investment holding 投資控股
Million Harmony Holdings Limited 萬協控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Inactive 暫無業務
Million Harmony Limited 萬協有限公司	BVI/Hong Kong 英屬處女群島／香港	US\$1 1美元	100%	100%	—	—	Investment holding 投資控股

### 1. 公司及集團資料

裕田中國發展有限公司(「本公司」)為於開曼群島註冊成立的有限公司，並於二零零四年二月十一日起由開曼群島遷冊至百慕達後，根據百慕達法例持續經營為豁免公司。本公司的註冊辦事處地址及主要營業地點分別為Victoria Place, 5th Floor, 31 Victoria Street Hamilton HM10, Bermuda及香港中環花園道3號中國工商銀行大廈506室。

本公司的主要業務為投資控股。附屬公司的主要業務載列如下：

#### 附屬公司資料

本公司附屬公司詳情如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. CORPORATE AND GROUP INFORMATION

(continued)

#### Information about subsidiaries (continued)

Name	Place of incorporation/ registration and business	Issued and fully paid share capital/ registered capital	Percentage of equity attributable to the Company				Principal activities
名稱	註冊成立／ 註冊及營運地點	已發行及繳足股本／ 註冊股本	本公司應佔股權百分比				主要業務
			Directly 直接		Indirectly 間接		
			2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年	
Pilot Will Holdings Limited 毅領控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Inactive 暫無業務
Pilot Will Limited 毅領有限公司	BVI/Hong Kong 英屬處女群島／香港	US\$1 1美元	100%	100%	—	—	Investment holding 投資控股
Profuse Gain Holdings Limited 普盈控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Inactive 暫無業務
Profuse Gain Limited 普盈有限公司	BVI/Hong Kong 英屬處女群島／香港	US\$1 1美元	100%	100%	—	—	Investment holding 投資控股
Quality Depot Limited 品庫有限公司	BVI/Hong Kong 英屬處女群島／香港	US\$100 100美元	—	—	100%	100%	Inactive 暫無業務
Richly Field (Beijing) Investment Consulting Co., Ltd.** 裕田幸福城（北京）投資顧問有限公司**	The PRC/Mainland China 中國／中國內地	HK\$15,000,000 15,000,000港元	100%	100%	—	—	Property management and investment holding 物業管理及投資控股
Richly Field Hainan Holdings Limited 裕田海南控股有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	—	—	Inactive 暫無業務
北京裕田城投資管理有限公司*	The PRC/Mainland China 中國／中國內地	RMB1,000,000 人民幣1,000,000元	—	—	100%	100%	Property management 物業管理
Changsha Yutian Outlets Business Administration Co. Limited** 長沙裕田奧特萊斯企業管理有限公司*	The PRC/Mainland China 中國／中國內地	RMB100,000,000 人民幣100,000,000元	—	—	100%	100%	Property management and trading of fashion wears and accessories 物業管理及買賣時裝及配飾
長沙裕田奧萊物業管理有限公司*	The PRC/Mainland China 中國／中國內地	RMB500,000 人民幣500,000元	—	—	100%	100%	Property management 物業管理
懷來盛田葡萄酒莊園有限公司*	The PRC/Mainland China 中國／中國內地	RMB20,000,000 人民幣20,000,000元	—	—	100%	100%	Property management 物業管理
Richly Field Kabusukiki Kaisha* 裕田株式會社	Japan 日本	JPY3,000,000 3,000,000日圓	—	—	100%	100%	Inactive 暫無業務

### 1. 公司及集團資料 (續)

#### 附屬公司資料 (續)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 1. CORPORATE AND GROUP INFORMATION

(continued)

#### Information about subsidiaries (continued)

Name  名稱	Place of incorporation/ registration and business 註冊成立／ 註冊及營運地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本／ 註冊股本	Percentage of equity attributable to the Company  本公司應佔股權百分比				Principal activities  主要業務
			Directly 直接		Indirectly 間接		
			2020	2019	2020	2019	
			二零二零年	二零一九年	二零二零年	二零一九年	
King Future Holdings Limited 御景控股有限公司	Hong Kong 香港	HK\$1 1港元	—	—	100%	100%	Investment holding 投資控股
King Future Limited 御景有限公司	BVI 英屬處女群島	US\$10 10美元	100%	100%	—	—	Investment holding 投資控股
Qinhuangdao Outlets Real Estate Co., Ltd.** 秦皇島奧特萊斯置業有限公司**	The PRC/Mainland China 中國／中國內地	US\$20,000,000 20,000,000美元	—	—	100%	100%	Property development 物業開發
Hunan Longsheng Decoration Engineering Company Limited**** 湖南隆盛裝修裝飾工程有限公司***	The PRC/Mainland China 中國／中國內地	RMB10,000,000 人民幣10,000,000元	—	—	100%	100%	Inactive 暫無業務
上海昀香國際貿易有限公司*	The PRC/Mainland China 中國／中國內地	RMB500,000 人民幣500,000元	—	—	100%	100%	Inactive 暫無業務
寧廈金冠投資置業有限公司*	The PRC/Mainland China 中國／中國內地	RMB350,000,000 人民幣350,000,000元	—	—	100%	100%	Property development and management and home furnishing 物業開發及管理 and 家居裝飾

# Registered as limited liability companies under PRC law  
## Registered as wholly-owned foreign enterprises under PRC law  
### Registered as Sino-foreign joint ventures under PRC law  
\* For identification purposes only

### 1. 公司及集團資料 (續)

#### 附屬公司資料 (續)

# 根據中國法律註冊為有限公司  
## 根據中國法律註冊為外商獨資企業  
### 根據中國法律註冊為中外合資經營企業  
\* 僅供識別

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.1 BASIS OF PREPARATION

These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the “Group”).

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), rounded to the nearest thousand except for per share data. Hong Kong dollar is the Company’s functional currency and the Group’s presentation currency.

The Group reported net loss of approximately HK\$294,856,000. As at 31 March 2020, the Group had net current liabilities of approximately HK\$352,886,000 and total borrowings, including interest-bearing bank and other borrowings and amounts due to related parties of approximately HK\$738,899,000 will be due in the coming twelve months from the end of the reporting period. As at the same date, the Group’s cash and cash equivalents amounted to approximately HK\$27,107,000.

Subsequent to the end of the reporting period, the Group breached the terms of certain bank and other borrowings to repay approximately RMB263,426,000 (equivalent to approximately HK\$283,320) and to place RMB123,000,000 (equivalent to approximately HK\$134,624,000) as pledged deposit, respectively in June 2020. These constituted events of default and as stipulated in the relevant loan agreements, the providers of finance (the “Lenders”) have the right to demand immediate repayment of the outstanding principal (amounted to RMB1,210,700,000 (equivalent to approximately HK\$1,325,111,000) as at 31 March 2020) and estimated unpaid interests (amounted to RMB97,389,000 (equivalent to HK\$106,592,000) as at 31 March 2020). The Group has been actively in discussions with the Lenders for the renewal or extension of the repayment terms.

### 2.1 編製基準

該等綜合財務報表包括本公司及其附屬公司（統稱「本集團」）。

本集團旗下各實體財務報表內所載之項目使用實體經營所在主要經濟環境之貨幣（「功能貨幣」）計量。除每股數據外，該等綜合財務報表乃以港元（「港元」）呈列，並已四捨五入至最接近千位。港元為本公司之功能貨幣及本集團之呈列貨幣。

本集團錄得虧損淨額約294,856,000港元。於二零二零年三月三十一日，本集團有流動負債淨額約352,886,000港元及借款總額（包括計息銀行及其他借款以及應付關連方款項）約738,899,000港元，將從報告期末起計未來十二個月內到期。於同日，本集團有現金及現金等值品約27,107,000港元。

於報告期末後，本集團違反若干銀行及其他借款的條款，即於二零二零年六月分別償還約人民幣263,426,000元（相當於約283,320,000港元）及存入人民幣123,000,000元（相當於約134,624,000港元）作為質押存款。此情況構成違約事件，如相關貸款協議所訂明，融資提供者（「貸款人」）有權要求即時償還未償還本金（於二零二零年三月三十一日為人民幣1,210,700,000元（相當於約1,325,111,000港元））及估計未付利息（於二零二零年三月三十一日為人民幣97,389,000元（相當於106,592,000港元））。本集團已與貸款人就重續或延長還款期限積極地進行磋商。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.1 BASIS OF PREPARATION (continued)

The above conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

In view of the above, the directors of the Company have reviewed the Group's cash flow projections covering a period of twelve months from 31 March 2020 which have taken into account the followings:

- (i) the Group's property development projects had shown steady progress and the Group is in the process of accelerating the pre-sales and sales of its properties under development;
- (ii) the continuous financial support from related parties;
- (iii) the unutilised loan facility from a related company beneficially owned by a controlling shareholder of RMB1,000,000,000 that will not be expiring before 31 March 2021 of which approximately RMB896,850,000 remained unutilised as at 31 March 2020;
- (iv) the forecasted operating cash flows for the year ending 31 March 2021.

In addition, the Group is also considering various options for additional financing to the Group, such as new investors and business partners.

Based on the above, in the opinion of the directors of the Company, the Group will have sufficient working capital to fulfill its financial obligations as and when they fall due in the coming twelve months from 31 March 2020. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis. These consolidated financial statements do not include any adjustments relating to the carrying amounts and reclassification of assets and liabilities that might be necessary should the Group be unable to continue as a going concern.

### 2.1 編製基準 (續)

上述情況顯示存在重大不確定因素，或會對本集團能否繼續持續經營構成重大疑問。

基於上述情況，本公司董事已審視本集團涵蓋二零二零年三月三十一日起計十二個月期間之現金流量預測，當中已考慮以下事項：

- (i) 本集團的物業發展項目穩步推進，且本集團正加快推進其在建物業的預售及銷售工作；
- (ii) 關連方之持續財務支持；
- (iii) 來自由控股股東實益擁有之關連公司的未動用貸款融資人民幣1,000,000,000元將不會於二零二一年三月三十一日前到期，其中約人民幣896,850,000元於二零二零年三月三十一日仍未獲動用；
- (iv) 截至二零二一年三月三十一日止年度之預測經營現金流量。

此外，本集團亦正考慮為本集團提供額外融資的各種選擇，如新投資者及業務夥伴。

基於上述情況，本公司董事認為，本集團將有充裕營運資金履行其自二零二零年三月三十一日起計未來十二個月到期之財務責任。因此，本公司董事信納按持續經營基準編製該等綜合財務報表屬恰當。該等綜合財務報表不包括於本集團無法繼續持續經營之情況下可能屬必要之有關賬面值之任何調整以及資產及負債之重新分類。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Company has applied the following new and amendments to HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKAS(s)”), amendments and Interpretations (“Int(s)”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本公司已應用以下由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則，當中包括香港財務報告準則、香港會計準則（「香港會計準則」）以及其修訂及詮釋（「詮釋」）。

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號之修訂	預付款特性及負補償
香港會計準則第19號之修訂	計劃修訂、削減或結算
香港會計準則第28號之修訂	於聯營公司及合營公司的長期權益
香港財務報告準則之修訂	二零一五年至二零一七年週期香港財務報告準則之年度改進



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

The impact of the adoption of HKFRS 16 has been summarised below. The application of other new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### Impacts on adoption of HKFRS 16 Leases

HKFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating lease and finance lease and requiring the recognition of right-of-use asset and a lease liability for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these new accounting policies are described in note 2.3. The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this approach, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Comparative information has not been restated and continues to be reported under HKAS 17 Leases.

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

採納香港財務報告準則第16號的影響已於下文概述。於本年度應用其他新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

#### 採納香港財務報告準則第16號租賃的影響

香港財務報告準則第16號就租賃會計處理引入全新或經修訂規定。其就承租人之會計處理引入重大調整，包括移除經營租賃與融資租賃之差異及規定就所有租賃確認使用權資產及租賃負債，惟短期租賃及低價值資產租賃除外。與承租人之會計處理相反，出租人之會計處理規定大致維持不變。有關該等新會計政策之詳情於附註2.3闡述。本集團使用經修訂追溯採納法採納香港財務報告準則第16號，首次應用日期為二零一九年四月一日。根據此方法，該準則已獲追溯應用，並於首次應用日期確認首次應用該準則的累計影響。比較資料並無重列，並繼續根據香港會計準則第17號租賃呈報。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### Impacts on adoption of HKFRS 16 Leases (continued)

On transition to HKFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which arrangements are, or contain, leases. It applied HKFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

#### The Group as lessee

On adoption of HKFRS 16, the Group recognised lease liability in relation to leases which had previously been classified as ‘operating leases’ under the principles of HKAS 17 Leases (except for lease of low value assets and lease with remaining lease term of twelve months or less). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 April 2019. The lessee’s incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 8.82%.

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 採納香港財務報告準則第16號租賃的影響（續）

於過渡至香港財務報告準則第16號時，本集團選擇應用可行權宜方法繼續承評估安排是否屬於或包含租賃，並僅就先前識別為租賃之合約應用香港財務報告準則第16號。概不重新評估根據香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號並非識別為租賃之合約。因此，本集團僅就於二零一九年四月一日或之後訂立或更改之合約應用香港財務報告準則第16號項下租賃之定義。

#### 本集團作為承租人

於採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號租賃之原則分類為「經營租賃」之租賃確認租賃負債（惟低價值資產租賃及剩餘租賃期為十二個月或以下之租賃除外）。該等負債按剩餘租賃款項之現值計量，並以承租人截至二零一九年四月一日之增量借款利率貼現。適用於二零一九年四月一日之租賃負債之承租人增量借款利率為8.82%。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### Impacts on adoption of HKFRS 16 Leases (continued)

##### The Group as lessee (continued)

The Group recognises right-of-use assets and measures them at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The following table summarises the impact of transition to HKFRS 16 at 1 April 2019. Line items that were not affected by the adjustments have not been included.

		Notes 附註	Carrying amount previously reported at 31 March 2019 先前 於二零一九年 三月三十一日 呈報之賬面值 HK\$'000 千港元	Impact on adoption of HKFRS 16 採納香港 財務報告準則 第16號之 影響 HK\$'000 千港元	Carrying amount as restated at 1 April 2019 於二零一九年 四月一日 重列之 賬面值 HK\$'000 千港元
Right-of-use assets	使用權資產	(a), (b)	–	667,954	667,954
Prepaid lease payments	預付租賃款項－非即期部分				
– non current portion		(a)	644,699	(644,699)	–
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	(a)	195,922	(17,777)	178,145
Lease liabilities	租賃負債	(b)	–	(5,478)	(5,478)

Notes:

- (a) Prepaid lease payments representing the prepayment for land use rights in the PRC of approximately HK\$662,476,000, of which the current portion amounting to HK\$17,777,000 was reported under “prepayments, deposits and other receivables”, were adjusted to right-of-use assets; and
- (b) As at 1 April 2019, right-of-use assets in respect of lease arrangement for buildings were measured at an amount equal to the lease liability of approximately HK\$5,478,000.

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 採納香港財務報告準則第16號租賃的影響（續）

##### 本集團作為承租人（續）

本集團確認使用權資產及按相等於租賃負債之金額計量該等使用權資產，並根據任何預付或應計租賃款項之金額作出調整。

下表概述於二零一九年四月一日過渡至香港財務報告準則第16號之影響。並無包括未因調整而受到影響的項目。

附註：

- (a) 預付租賃款項（即中國土地使用權之預付款項約662,476,000港元，其中即期部分17,777,000港元已於「預付款項、按金及其他應收款項」中呈報）已調整為使用權資產；及
- (b) 於二零一九年四月一日，有關樓宇租賃安排之使用權資產按相等於租賃負債約5,478,000港元之金額予以計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### Impacts on adoption of HKFRS 16 Leases (continued)

##### The Group as lessee (continued)

Differences between operating lease commitment as at 31 March 2019, the date immediately preceding the date of initial application, discounted using the incremental borrowing rate, and the lease liability recognised as at 1 April 2019 is as follow:

		HK\$'000 千港元
Operating lease commitment disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	6,100
Discounted using the applicable incremental borrowing rate at the date of initial application	於首次應用日期使用適用增量借款利率貼現	(622)
Lease liability recognised as at 1 April 2019	於二零一九年四月一日確認的租賃負債	5,478
Analysed as:	分析為：	
Non-current portion	非流動部分	3,478
Current portion	流動部分	2,000
		5,478

##### The Group as lessor

The Group leases some of the properties. The accounting policies applicable to the Group as lessor remain substantially unchanged from those under HKAS 17.

#### Practical expedients applied

On the date of initial application of HKFRS 16, the Group has used the following practical expedients permitted by the standard:

- reliance on assessments on whether leases are onerous by applying HKAS 37 immediately before the date of initial application as an alternative to performing an impairment review.
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 採納香港財務報告準則第16號租賃的影響（續）

##### 本集團作為承租人（續）

於二零一九年三月三十一日（緊接首次應用日期前之日）使用增量借款利率貼現之經營租賃承擔與於二零一九年四月一日確認的租賃負債之間的差額如下：

		HK\$'000 千港元
Operating lease commitment disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	6,100
Discounted using the applicable incremental borrowing rate at the date of initial application	於首次應用日期使用適用增量借款利率貼現	(622)
Lease liability recognised as at 1 April 2019	於二零一九年四月一日確認的租賃負債	5,478
Analysed as:	分析為：	
Non-current portion	非流動部分	3,478
Current portion	流動部分	2,000
		5,478

##### 本集團作為出租人

本集團出租若干物業。適用於本集團作為出租人的會計政策與香港會計準則第17號項下之會計政策相比大致維持不變。

#### 已應用之可行權宜方法

於首次應用香港財務報告準則第16號日期，本集團已使用該準則所允許之下列可行權宜方法：

- 透過於緊接首次應用日期前應用香港會計準則第37號作為進行減值審閱之替代方案，倚賴有關租賃是否屬虧損之評估。
- 撇除於首次應用日期計量使用權資產之初始直接成本。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and revised HKFRSs issued but not yet effective

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

HKFRS 17	Insurance Contracts <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 3	Definition of a Business <sup>4</sup>
Amendments to HKFRS 3	Reference to the conceptual framework <sup>5</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>1</sup>

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第17號	保險合約 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間之資產出售或出資 <sup>3</sup>
香港財務報告準則第3號之修訂	業務之定義 <sup>4</sup>
香港財務報告準則第3號之修訂	提述概念框架 <sup>5</sup>
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 <sup>1</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 <sup>1</sup>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and revised HKFRSs issued but not yet effective (continued)

Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting <sup>1</sup>
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions <sup>6</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>5</sup>
Annual Improvements to HKFRSs	Annual Improvements to HKFRSs 2018-2020 <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>6</sup> Effective for annual periods beginning on or after 1 June 2020

The directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

### 2.2 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

二零一八年財務報告之概念框架	經修訂財務報告之概念框架 <sup>1</sup>
香港財務報告準則第16號之修訂	Covid-19 – 相關租金減免 <sup>6</sup>
香港會計準則第37號之修訂	虧損合約－履行合約之成本 <sup>5</sup>
香港財務報告準則之年度改進	二零一八年至二零二零年香港財務報告準則之年度改進 <sup>5</sup>

<sup>1</sup> 於二零二零年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>3</sup> 於待定期日或之後開始之年度期間生效

<sup>4</sup> 對收購日期為於二零二零年一月一日或之後開始之首個年度期間開始當日或之後之業務合併及資產收購生效

<sup>5</sup> 於二零二二年一月一日或之後開始之年度期間生效

<sup>6</sup> 於二零二零年六月一日或之後開始之年度期間生效

本公司董事預期，應用新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except as otherwise set out in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

A summary of the significant accounting policies adopted by the Group is set out below.

### 2.3 主要會計政策概要

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

綜合財務報表已按歷史成本基準編製，惟下文會計政策所載者除外。歷史成本一般以交換貨品及服務時所付代價之公平值計算。

公平值乃指於現行市況下市場參與者之間於計量日期在主要（或最有利）市場進行之有序交易中出售資產所收取之價格或轉移負債所支付之價格（即平倉價），而不論該價格是否直接觀察所得或採用其他估值方法估計所得。有關公平值計量之詳情於下文所載會計政策中闡述。

本集團採納之主要會計政策概要載於下文。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

### 2.3 主要會計政策概要 (續)

#### 綜合基準

綜合財務報表包括本公司以及本公司所控制實體及其附屬公司之財務報表。倘本公司符合以下條件，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制元素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

倘本集團取得附屬公司的控制權，則開始將附屬公司綜合入賬，並於本集團失去附屬公司的控制權時，終止綜合入賬。具體而言，年內所收購或出售附屬公司之收入及開支自本集團取得控制權當日起計入綜合損益及其他全面收益報表，直至本集團不再控制該附屬公司當日為止。

損益及其他全面收益之各部分乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

本集團會於必要時調整附屬公司之財務報表以使其會計政策與本集團的會計政策一致。

所有集團內公司間資產及負債、權益、收入、開支及有關本集團成員公司間交易之現金流量均於綜合入賬時悉數對銷。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (continued)

##### Business combinations

Businesses combinations are accounted for by applying the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs incurred to effect a business combination are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed in the business combination are recognised and measured in accordance with HKAS 12 *Income Taxes*;
- assets or liabilities related to the acquiree's employee benefit arrangements are recognised and measured in accordance with HKAS 19 *Employee Benefits*;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of the acquiree's share-based payment transactions with the share-based payment transactions of the Group are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

### 2.3 主要會計政策概要 (續)

##### 業務合併

業務合併應用收購法入賬。於業務合併中轉讓之代價按公平值計量，其乃按本集團轉讓之資產於收購日期之公平值、本集團對被收購方之前擁有人產生之負債及本集團為換取被收購方之控制權而發行之股本權益總額計算。為進行業務合併而產生之收購相關成本於產生時於損益確認。

所收購之可識別資產及所承擔之負債於收購日期按公平值確認，惟下列者除外：

- 因業務合併所收購之資產及已承擔之負債產生之遞延稅項資產或負債根據香港會計準則第12號 *所得稅* 確認及計量；
- 與被收購方僱員福利安排有關之資產或負債根據香港會計準則第19號 *僱員福利* 確認及計量；
- 與被收購方之以股份為基礎付款交易或以本集團之以股份為基礎付款交易取代被收購方之以股份為基礎付款交易有關之負債或股本工具根據香港財務報告準則第2號 *以股份為基礎付款* 於收購日期計量；及
- 根據香港財務報告準則第5號 *持作出售之非流動資產及終止經營業務* 分類為持作出售之資產（或出售組別）根據該準則計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations (continued)

- Lease liabilities are measured at the present value of the remaining lease payments as if the acquired lease was a new lease at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are measured at an amount equal to the lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a gain on bargain purchase.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

### 2.3 主要會計政策概要 (續)

#### 業務合併 (續)

- 租賃負債按剩餘租賃款項之現值計量，猶如已收購租賃於收購日期為一項新租賃，惟符合下列條件之租賃除外：(a)租期於收購日期起12個月內屆滿；或(b)相關資產屬低價值。使用權資產按相等於租賃負債之金額計量，並經調整以反映相較市場條款之有利或不利租賃條款。

商譽是以所轉讓的代價、於被收購方任何非控股權益之金額及本集團先前持有的被收購方的股權的公平值（如有）的總和，超出所收購的可識別資產及所承擔的負債於收購日期的淨額的差額計值。倘經過重新評估後，所收購的可識別資產與所承擔負債於收購日期的淨額高於轉讓的代價、於被收購方任何非控股權益之金額及收購方先前持有的被收購方的股權的公平值（如有）的總和，則差額即時於損益內確認為議價收購收益。

收購業務產生之商譽按於收購業務當日確定之成本減累計減值虧損（如有）列賬。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Goodwill

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating unit (the "CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rate basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

### 2.3 主要會計政策概要 (續)

#### 商譽

就減值測試而言，商譽會分配至預期將自合併協同效益獲益之本集團各現金產生單位（「現金產生單位」）（或現金產生單位組別）。

獲分配商譽之現金產生單位會每年進行減值測試或於有跡象顯示單位可能出現減值時更頻密地進行減值測試。就於某一報告期間收購產生之商譽而言，獲分配商譽之現金產生單位於該報告期末前進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則首先分配減值虧損以調低分配至該單位之任何商譽賬面值，然後根據單位內各資產之賬面值按比例分配至單位之其他資產。任何商譽減值虧損均直接於損益內確認。就商譽確認之減值虧損不會於其後期間撥回。

就出售相關現金產生單位而言，商譽應佔款項於釐定出售盈虧時計入。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of an associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the recognised immediately in profit or loss in the period in which the investment is acquired.

### 2.3 主要會計政策概要 (續)

#### 於聯營公司之投資

聯營公司是指本集團可對其產生重大影響力之實體。重大影響力指可參與投資對象之財務及營運決策但並非控制或共同控制該等政策之權力。

聯營公司的業績以及資產及負債乃使用權益會計法列入該等綜合財務報表。用於權益會計法之聯營公司財務報表乃採用與本集團就類似交易及於類似情況下之事項所採納之統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表內確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益予以調整。當本集團應佔聯營公司之虧損超過本集團於該聯營公司之權益（包括實質上成為本集團於該聯營公司之投資淨額一部分的任何長期權益）時，本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

於聯營公司之投資乃自投資對象成為聯營公司當日起使用權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該投資對象之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團應佔之公平值淨額所超出的任何部分，即時於投資收購期間於損益內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment in an associate (continued)

After application of the equity method, including recognising the associate's losses, the Group determines whether there is objective evidence of impairment with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

### 2.3 主要會計政策概要 (續)

#### 於聯營公司之投資 (續)

於應用權益法（包括確認聯營公司虧損）後，本集團釐定是否有客觀證據，表明本集團於聯營公司投資發生減值。倘有需要，投資之全部賬面值（包括商譽）會視作單一資產並按香港會計準則第36號資產減值透過將其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值作比較以進行減值測試。任何已確認之減值虧損會成為投資賬面值之一部分。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

倘集團實體與本集團之聯營公司進行交易（如資產出售或出資），僅在聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司進行交易所產生之溢利及虧損。

#### 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目之成本包括購入價以及將該項資產置於其運作狀態及地點作其擬定用途之任何直接相關成本。

物業、廠房及設備項目投入運作後所產生如維修及保養等開支，通常於產生期間自損益扣除。倘符合確認標準，則有關重大檢查之開支會按該資產之賬面值資本化為重置資產。倘物業、廠房及設備之主要部分須分段重置，則本集團將該等部分確認為獨立資產，並設定特定之可使用年期及進行相應折舊。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	5%
Leasehold improvements	Over the shorter of the lease terms and 20% to 25%
Office equipment	15% to 33 <sup>1</sup> / <sub>3</sub> %
Furniture and fixtures	15% to 20%
Motor vehicles	20% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Owned investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

### 2.3 主要會計政策概要 (續)

#### 物業、廠房及設備 (續)

折舊乃按直線基準將每項物業、廠房及設備之成本於其估計可使用年期內撇銷至其剩餘價值。就此所採用之主要年率如下：

樓宇	5%
租賃物業裝修	按租賃年期及 20%至25% 兩者中較低者
辦公設備	15%至33 <sup>1</sup> / <sub>3</sub> %
傢俬及固定裝置	15%至20%
汽車	20%至25%

倘物業、廠房及設備項目各部分之可使用年期不同，則該項目之成本會按合理基準分配至各部分，而各部分會分別計算折舊。剩餘價值、可使用年期及折舊方法會至少於各財政年末檢討，並作出適當調整。

倘物業、廠房及設備項目（包括初始確認之任何主要部分）於出售後或預期日後使用或出售該項目不會帶來經濟利益時終止確認。於該資產終止確認年度之損益內確認之任何出售或報廢盈虧乃有關資產出售所得款項淨額與賬面值之差額。

#### 投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之在建物業）。

自用投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業按公平值計量。投資物業之公平值變動所產生之盈虧於產生期間計入損益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment properties (continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

If an item of prepaid land lease payments becomes an investment property when there is a change in use, as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. The properties revaluation reserve in respect of that item will be transferred directly to retained earnings when it is derecognised.

### 2.3 主要會計政策概要 (續)

#### 投資物業 (續)

在建投資物業所產生之建築成本會資本化，作為在建投資物業部份賬面值。

投資物業乃於出售後或當投資物業永久不再使用及預期出售物業不會產生未來經濟利益時取消確認。取消確認該物業時產生之任何損益（按出售所得款項淨額與該資產之賬面值之差額計算）計入該物業取消確認期間之損益內。

倘預付土地租賃款因用途有變（即不再由擁有者自用）而成為一項投資物業，則該項目於轉變當日之賬面值與公平值之差額，將於其他全面收益確認及於物業重估儲備中累計。該項目之物業重估儲備將於其終止確認時直接轉入保留溢利。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing

Accounting policy applicable on or after 1 April 2019

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

##### *The Group as lessee*

For contracts entered into or modified on or after the date of initial application, the Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straightline basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

##### *Right-of-use assets*

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 "Provision, Contingent Liabilities and Contingent Assets". The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line in the consolidated statement of financial position.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

### 2.3 主要會計政策概要 (續)

#### 租賃

於二零一九年四月一日或之後適用之會計政策

根據香港財務報告準則第16號，倘合約賦予控制權於一段時間內使用已識別資產以換取代價，則該合約屬於或包含租賃。

##### *本集團作為承租人*

就於首次應用日期或之後訂立或修訂之合約而言，除短期租賃（定義為租賃期為12個月或以下之租賃）及低價值資產租賃外，本集團就其作為承租人之所有租賃安排確認使用權資產及相應租賃負債。就該等租賃而言，本集團於租賃期內按直線基準確認租賃款項為經營開支，除非另有系統化基準更能代表耗用租賃資產所產生經濟利益之時間模式，則另作別論。

##### *使用權資產*

使用權資產包括相應租賃負債、於開始日期或之前支付之租賃款項及任何初始直接成本之初始計量減已收租賃優惠。當本集團產生拆除及移除租賃資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態之成本責任時，本集團會根據香港會計準則第37號「撥備、或然負債及或然資產」確認及計量撥備。成本計入相關使用權資產，除非該等成本因生產存貨而產生，則另作別論。

該等使用權資產於租賃期與相關資產可使用年期之較短期間內折舊。折舊於租賃開始日期開始。

本集團於綜合財務狀況表內將使用權資產呈列為獨立項目。

本集團應用香港會計準則第36號釐定使用權資產是否出現減值，並將任何已識別減值虧損入賬。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing (continued)

Accounting policy applicable on or after 1 April 2019  
(continued)

##### *Lease liabilities*

At the commencement date, the Group recognises and measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

### 2.3 主要會計政策概要 (續)

#### 租賃 (續)

於二零一九年四月一日或之後適用之  
會計政策 (續)

##### *租賃負債*

於開始日期，本集團按當日尚未支付租賃款項之現值確認及計量租賃負債。租賃款項按租賃隱含之利率貼現。倘未能輕易釐定該利率，則本集團使用其增量借款利率。

計量租賃負債時所包含之租賃款項包括：

- 固定租賃款項（包括實質固定款項）減任何應收租賃優惠；
- 承租人於剩餘價值擔保下預期應付之金額；
- 倘承租人合理確定行使購買選擇權，則為該選擇權之行使價；及
- 倘租期反映本集團行使終止租賃之選擇權，則支付終止租賃之罰款。

租賃負債於綜合財務狀況表呈列為獨立項目。

租賃負債透過增加賬面值以反映租賃負債之利息（使用實際利率法）及減少賬面值以反映已付租賃款項而進行其後計量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing (continued)

##### Accounting policy applicable on or after 1 April 2019 (continued)

###### *The Group as lessor*

The Group enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a contract includes both lease and non-lease components, the Group applies HKFRS 15 to allocate the consideration under the contract to each component.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term except for investment properties measured at fair value model.

Upon application of HKFRS 16 on 1 April 2019, variable lease payments for operating leases that do not depend on an index or a rate are recognised as income when they arise.

##### Accounting policy applicable prior to 1 April 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

###### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Contingent rentals arising under operating leases are recognised as an income in the period in which they are earned.

### 2.3 主要會計政策概要 (續)

#### 租賃 (續)

##### 於二零一九年四月一日或之後適用之會計政策 (續)

###### *本集團作為出租人*

本集團作為出租人就其部分投資物業訂立租賃協議。本集團作為出租人之租賃分類為融資或經營租賃。當租賃條款將所有權之絕大部分風險及回報轉移至承租人時，該合約分類為融資租賃。所有其他租賃均分類為經營租賃。

當合約包含租賃及非租賃部分時，本集團應用香港財務報告準則第15號將合約代價分配至各部分。

經營租賃之租金收入於相關租賃期限內按直線基準確認。磋商及安排經營租賃時產生之初始直接成本計入租賃資產之賬面值，並於租賃期內按直線基準確認（除按公平值模式計量之投資物業外）。

於二零一九年四月一日應用香港財務報告準則第16號後，並非基於指數或比率之經營租賃可變租賃款項於其產生時確認為收入。

##### 於二零一九年四月一日前適用之會計政策

當租賃條款將所有權之絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

###### *本集團作為出租人*

來自經營租賃之租金收入於有關租賃年期按直線基準於損益內確認。

經營租賃所得之或然租金於產生期間確認為收入。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing (continued)

Accounting policy applicable prior to 1 April 2019  
(continued)

##### *The Group as lessor (continued)*

In the event that lease incentives including rent free periods are given to enter into operating leases, such incentives are recognised as rent receivables. The aggregate benefit of incentives is recognised as a reduction of rental income on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise construction costs, borrowing costs, professional fees, payments for land use rights and other costs directly attributable to such properties incurred during the development period.

Sales deposits and instalments received in respect of the presale of properties under development prior to completion of the development are included in current liabilities as contract liabilities.

Properties under development are classified as current assets as the construction period of the relevant property development project is expected to complete within the normal operating cycle. On completion, the properties are transferred to completed properties held for sales.

### 2.3 主要會計政策概要 (續)

#### 租賃 (續)

於二零一九年四月一日前適用之會計政策 (續)

##### *本集團作為出租人 (續)*

倘訂立經營租賃可獲得租賃優惠 (包括免租期)，該等優惠作為應收租金確認。優惠整體利益以直線法沖減租金收入確認，惟如另有系統性基準更能反映租賃資產之經濟效益被消耗的時間性模式則除外。

##### *本集團作為承租人*

經營租賃款項乃於租期內按直線基準確認為開支。

倘訂立經營租賃可獲得租賃優惠，該等優惠作為負債確認。優惠整體利益以直線法沖減租金開支，惟如另有系統性基準更能反映租賃資產之經濟效益被消耗的時間性模式則除外。

#### 在建物業

在建物業按成本與可變現淨值兩者之較低者列賬，包括建築成本、借款成本、專業費用、土地使用權款項及其他可直接計入該等物業於發展期間產生之成本。

於發展項目完成前，就預售在建物業收取之銷售按金及分期付款乃作為合約負債列入流動負債。

由於有關物業發展項目之施工期預期於正常營業週期完結，在建物業被歸類為流動資產。於完成後，有關物業獲轉撥為持作出售之竣工物業。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Completed properties held for sales

Completed properties held for sales are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total land and buildings costs attributable to unsold properties. Net realisable value is estimated by the directors based on the prevailing market prices, on an individual property basis.

Sales deposits and instalments received in respect of the presale of completed properties held for sales are included in current liabilities as contract liabilities.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

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.

### 2.3 主要會計政策概要 (續)

#### 持作出售之竣工物業

持作出售之竣工物業按成本與可變現淨值之較低者列賬。成本按未出售物業所攤分之應佔總土地及樓宇成本而釐定。可變現淨值則由董事根據當前市價按個別物業基準而估計。

就預售持作出售之竣工物業收取之銷售按金及分期付款乃作為合約負債列入流動負債。

#### 存貨

存貨以成本及可變現淨值之較低者列賬。成本以先進先出基準釐定。可變現淨值乃根據估計售價減任何完成時及出售時產生之估計成本計算。

在售出存貨時，該等存貨之賬面值是在確認相關收入之期內確認為開支。將存貨撇減至可變現淨值的數額和所有存貨虧損均在出現撇減或虧損之期內確認為開支。任何存貨撇減撥回金額乃確認為存貨金額減少，並於撥回發生期間確認為開支。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of tangible assets and right-of-use assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

### 2.3 主要會計政策概要 (續)

#### 商譽 (見上文有關商譽之會計政策) 除外有形資產及使用權資產的減值

於各報告期末，本集團檢討其有形資產及使用權資產之賬面值，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計資產之可收回金額，以釐定減值虧損之範圍（如有）。當未能估計某項資產可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。當可確認合理及一致之分配基準時，公司資產亦可分配至單個現金產生單位，或另行分配至可確認合理及一致之分配基準之最小現金產生單位組別。

可收回金額為公平值減出售成本與使用價值中的較高者。於評估使用價值時，估計未來現金流量使用反映當時市場對貨幣時間價值及資產之特定風險評估的除稅前貼現率貼現至現值，而估計未來現金流量並未予以調整。

倘估計資產（或現金產生單位）之可收回金額將少於其賬面值，則資產（或現金產生單位）之賬面值將調減至其可收回金額。減值虧損會即時於損益內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of tangible assets and right-of-use assets other than goodwill (see the accounting policy in respect of goodwill above) (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and the net amount presented in the consolidated statement of financial position when, and only when the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 2.3 主要會計政策概要 (續)

#### 商譽 (見上文有關商譽之會計政 策) 除外有形資產及使用權資產的 減值 (續)

倘其後撥回減值虧損，則資產（或現金產生單位）之賬面值將增至其修訂後之估計可收回金額，惟因此增加之賬面值不會超出倘資產（或現金產生單位）於過往年度並無確認減值虧損時原本應釐定之賬面值。減值虧損之撥回會即時於損益內確認。

#### 金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量，惟客戶合約產生之應收賬款初步根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）直接應佔之交易成本於初始確認時加入金融資產或金融負債之公平值或從中扣除（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益內確認。

當且僅當本集團目前具有法定可強制執行之權利抵銷已確認金額，且擬按淨額結算或同時變現資產及清償負債時，金融資產及金融負債方會互相抵銷，而有關淨額於綜合財務狀況表內呈列。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group's financial assets are classified as financial assets at amortised cost and FVTOCI.

##### *Financial assets at amortised cost (debt instruments)*

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產

所有常規方式買賣之金融資產於交易日確認及終止確認。常規方式買賣指須於根據市場規則或慣例訂立之時限內交付資產之金融資產買賣。

所有已確認之金融資產隨後按攤銷成本或公平值整體計量，具體取決於金融資產的分類。金融資產於初始確認時分類為其後按攤銷成本、按公平值計入其他全面收益（「按公平值計入其他全面收益」）及按公平值計入損益計量。

初始確認時之金融資產分類取決於金融資產之合約現金流量特徵以及本集團管理彼等之業務模式。本集團之金融資產歸類為按攤銷成本及按公平值計入其他全面收益計量之金融資產。

##### *按攤銷成本計量之金融資產 (債務工具)*

倘滿足以下兩個條件，本集團隨後按攤銷成本計量金融資產：

- 金融資產以目的旨在持有金融資產以收取合約現金流量之業務模式持有；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

按攤銷成本計算之金融資產其後使用實際利率法計量，並可能會出現減值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Financial assets at amortised cost (debt instruments) (continued)*

##### Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### *按攤銷成本計量之金融資產 (債務工具) (續)*

##### 攤銷成本及實際利率法

實際利率法乃計算債務工具之攤銷成本及於有關期間分配利息收入之方法。

就購入或發起的信貸減值金融資產以外之金融資產 (即於初始確認時信貸減值的資產) 而言, 實際利率乃將估計未來現金收入 (包括構成實際利率不可或缺部分之所有已付或已收費用、交易成本及其他溢價或折讓, 不包括預期信貸虧損) 按債務工具之預期可使用年期或 (倘適用) 較短期間準確貼現至初始確認時債務工具的賬面總值之利率。

金融資產之攤銷成本為金融資產於初始確認時計量的金額減去本金還款, 加上使用實際利率法計算的初始金額與到期金額之間任何差額的累計攤銷, 並就任何虧損撥備進行調整。金融資產之賬面總值為金融資產就任何虧損撥備作出調整前的攤銷成本。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Financial assets at amortised cost (debt instruments) (continued)*

##### *Amortised cost and effective interest method (continued)*

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the "Other income and gain" line item (note 6).

##### *Equity instruments designated as at FVTOCI*

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### *按攤銷成本計量之金融資產 (債務工具) (續)*

##### *攤銷成本及實際利率法 (續)*

就其後按攤銷成本計量之債務工具而言，利息收入採用實際利率法確認。利息收入之計算方法是將實際利率應用於金融資產的賬面總值，但隨後成為信貸減值的金融資產除外（見下文）。對於其後成為信貸減值的金融資產，利息收入通過將實際利率應用於金融資產的攤銷成本確認。如在其後報告期內，信貸減值金融工具之信貸風險得到改善，使金融資產不再信貸減值，則利息收入通過將實際利率應用於金融資產的賬面總值確認。

利息收入於損益中確認，並計入「其他收入及收益」項目（附註6）。

##### *指定為按公平值計入其他全面收益的股本工具*

於初始確認時，本集團可按個別工具基準作出不可撤回的選擇，以指定股本工具投資為按公平值計入其他全面收益。倘股本投資乃持作買賣或為收購方於業務合併中確認的或有代價，則不允許指定為按公平值計入其他全面收益。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Equity instruments designated as at FVTOCI (continued)*

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

##### *Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### *指定為按公平值計入其他全面收益的股本工具 (續)*

按公平值計入其他全面收益之股本工具投資初始按公平值加交易成本計量。其後，則按公平值計量，其公平值變動產生的收益或虧損於其他全面收益內確認，並於投資重估儲備內累計。處置股本投資時，累計收益或虧損不會重新分類至損益，而將轉撥至保留溢利。

該等股本工具投資之股息在本集團收取股息的權利確立時於損益中確認，除非股息明確代表收回部分投資成本則作別論。

##### *金融資產減值*

本集團確認按攤銷成本計量之債務工具投資的預期信貸虧損的虧損撥備。預期信貸虧損金額在每個報告日期更新，以反映各金融工具自初始確認以來信貸風險的變化。

本集團始終就應收賬款確認全期預期信貸虧損。預期信貸虧損乃使用撥備矩陣根據本集團過往信貸虧損經驗估計，並根據債務人特定因素、整體經濟狀況以及對當前及於報告日期情況預測方向的評估（包括貨幣時間價值，如適當）作出調整。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

##### Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

對於所有其他金融工具，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自初始確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃以自初始確認以來發生違約的可能性或風險是否顯著增加為基準。

##### 信貸風險顯著增加

於評估金融工具之信貸風險自初始確認以來有否顯著增加時，本集團會將金融工具於報告日期之違約風險與於初始確認日期之違約風險作出比較。在此評估過程中，本集團同時考慮合理而有憑證之定量及定性資料，包括過往經驗及毋須付出不必要成本或精力即可取得之前瞻性資料。

尤其是，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期重大惡化；
- 預計會導致債務人履行其債務責任之能力大幅下降的業務、財務或經濟狀況的現有或預測不利變化；
- 債務人經營業績的實際或預期顯著惡化；

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

##### Significant increase in credit risk (continued)

- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

##### 信貸風險顯著增加 (續)

- 同一債務人的其他金融工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境存在實際或預期的重大不利變化導致債務人履行其債務責任之能力大幅下降。

無論上述評估結果如何，當合約付款逾期超過30天時，本集團假定金融資產之信貸風險自初始確認以來已大幅增加，除非本集團有合理而有憑證之資料能證明情況並非如此。

儘管如上所述，若金融工具在報告日期確定具有低信貸風險，則本集團假設金融工具之信貸風險自初始確認後並未顯著增加。倘若 i) 金融工具的違約風險較低，ii) 借款人短期內具有很強的履行合約現金流量責任之能力，及 iii) 經濟及業務狀況之較長期不利變動可能但未必會削弱借款人履行合約現金流量責任之能力，則金融工具會被判定具有低信貸風險。當根據全球公認定義，金融資產的外部信貸評級為「投資級」，則本集團視該資產具有低信貸風險。

本集團定期監察用以識別信貸風險是否顯著增加的標準的有效性，並適當對其進行修訂，以確保有關標準能夠在款項逾期前識別信貸風險的顯著增加。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

##### Significant increase in credit risk (continued)

##### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

##### 信貸風險顯著增加 (續)

##### 違約之定義

本集團認為以下事項構成內部信貸風險管理的違約事件，因為過往經驗表明符合以下任何一項標準的應收款項通常無法收回：

- 債務人違反財務契約時；或
- 內部編製或從外部來源獲得的資料表明債務人不大可能全額支付其債權人（包括本集團）（未計及本集團持有之任何抵押品）。

本集團認為，倘金融資產逾期超過90天，即已發生違約，除非本集團有合理而有憑證之資料證明更為寬鬆的違約標準更為合適則作別論。

##### 信貸減值金融資產

當發生一項或多項事件對金融資產的估計未來現金流量產生不利影響時，該金融資產即為出現信貸減值。金融資產信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人面臨重大財政困難；
- 違約，如拖欠或逾期事件；

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

##### Significant increase in credit risk (continued)

##### Credit-impaired financial assets (continued)

- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

##### Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two to three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

##### 信貸風險顯著增加 (續)

##### 信貸減值金融資產 (續)

- 出於與借款人的財政困難有關的經濟或合約原因，借款人之貸款方已向借款人授予貸款方在一般情況下不會考慮的特許權；
- 借款人可能將會破產或進行其他財務重組；或
- 該金融資產的活躍市場因財政困難而消失。

##### 撇銷政策

當有資料表明債務人處於嚴重的財務困境且並無實際收回的可能（例如當對手方被清算或已進入破產程序）時，或就應收賬款而言，當款項逾期超過兩至三年時（以較早者為準），本集團會將有關金融資產撇銷。在適當的情況下，經考慮法律意見後，已撇銷之金融資產仍可根據本集團的收回程序實施強制執行活動。所作出的任何收回均於損益中確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

預期信貸虧損之計量及確認

預期信貸虧損之計量是違約概率、違約損失率（即違約時的損失程度）及違約風險敞口的函數。違約概率及違約損失率之評估乃基於根據上述前瞻性資料作出調整的過往數據計算。至於違約風險敞口，就金融資產而言，指於報告日期資產的總賬面金額。

金融資產之預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期可收取的所有現金流量之間的差額估算，並按原定實際利率貼現。

倘本集團已在上一年報告期內按相等於全期預期信貸虧損的金額計量金融工具之虧損撥備，但在本報告日期確定不再符合全期預期信貸虧損的條件，則本集團在本報告日期按相等於12個月預期信貸虧損的金額計量虧損撥備，惟使用簡化方法的資產除外。

本集團於損益確認所有金融工具的減值收益或虧損，並通過虧損撥備賬對其賬面金額進行相應調整。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

###### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

##### Financial liabilities and equity instruments

###### *Classification as debt or equity*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

###### *終止確認金融資產*

本集團僅在自資產收取現金流量的合約權利到期或將金融資產及資產所有權的絕大部分風險及回報轉移至另一方時，方會終止確認金融資產。倘本集團既無轉移亦無保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團確認於該資產的保留權益及就其可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產，並就已收所得款項確認抵押借款。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益中確認。

##### 金融負債及股本工具

###### *分類為債務或股本*

由集團實體發行之債務及股本工具根據合約安排的實質內容以及金融負債及股本工具的定義分類為金融負債或股本。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial liabilities and equity instruments (continued)

##### *Classification as debt or equity (continued)*

##### Financial liabilities

The Group's financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融負債及股本工具 (續)

##### *分類為債務或股本 (續)*

##### 金融負債

本集團金融負債其後以實際利率法按攤銷成本計量。

實際利率法乃計算金融負債之攤銷成本及於有關期間分配利息開支之方法。實際利率乃將估計未來現金付款（包括構成實際利率不可或缺部分的全部已付或已收費用、交易成本及其他溢價或折讓）按金融負債之預期年期或（倘適用）較短期間準確貼現至金融負債之攤銷成本之利率。

##### 終止確認金融負債

當且僅當本集團之責任獲解除、取消或到期時，本集團方會終止確認金融負債。已終止確認之金融負債的賬面值與已付及應付代價（包括所轉讓或承擔的任何非現金資產或負債）之間的差額於損益中確認。

##### 股本工具

股本工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。由集團實體發行之股本工具按所收取之所得款項扣減直接發行成本確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit (loss) differs from 'loss before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 2.3 主要會計政策概要 (續)

#### 撥備

當本集團因過往事件以致有現時（法定或推定）責任時，本集團可能須清償該責任，且該責任金額能可靠估計，則確認撥備。

撥備乃按計及有關責任的風險及不明朗因素後於報告期末對清償現時責任所需代價的最佳估計計量。當使用清償現時責任的估計現金流量計量撥備時，則其賬面值為該等現金流量之現值（倘貨幣時間價值的影響屬重大）。當結算撥備所需的部分或全部經濟利益預期可自第三方收回時，倘大致確定將獲償付及應收款項金額能可靠計量，則將應收款項確認為資產。

#### 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利（虧損）因於其他年度應課稅或可扣減之收入或開支及毋須課稅或不可扣減之項目，而有別於綜合損益及其他全面收益報表中所呈報之「除稅前虧損」。本集團乃使用於報告期末已頒佈或實際上已頒佈之稅率計算即期稅項之負債。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### 2.3 主要會計政策概要 (續)

#### 稅項 (續)

遞延稅項乃就綜合財務報表中資產及負債之賬面值與用於計算應課稅溢利所採用之相應稅基之暫時差額確認。遞延稅項負債一般會就所有應課稅暫時性差額確認。遞延稅項資產一般會就所有可扣減暫時差額確認，惟該等可扣減暫時差額可用於抵銷應課稅溢利。倘於一項交易中，因商譽或初始確認（業務合併除外）其他資產及負債而產生的暫時差額不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃就與於附屬公司及聯營公司之投資有關的應課稅暫時差額而確認，惟倘本集團可控制暫時差額之撥回及暫時差額於可見將來可能無法撥回則除外。與該等投資及權益有關的可扣減暫時差額所產生的遞延稅項資產，僅於可能將有足夠應課稅溢利可使用暫時差額的利益且預期於可見將來可撥回時，方予確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並於不再可能有足夠應課稅溢利以收回全部或部分資產時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率，並根據於報告期末已頒佈或實際上已頒佈之稅率（及稅法）計量。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the general principles above.

Current and deferred tax are recognised in profit or loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, tax effect is included in the accounting for the business combination.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

### 2.3 主要會計政策概要 (續)

#### 稅項 (續)

遞延稅項負債及資產之計量反映按照本集團於報告期末預期收回或結算其資產及負債賬面值之方式所產生之稅務結果。

就計量利用公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產而言，該等物業賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊乃以其目的旨在隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益的業務模式持有時，有關假設會被推翻。倘此假設被推翻，則有關投資物業之遞延稅項負債及遞延稅項資產乃根據上述一般原則計量。

即期及遞延稅項於損益內確認，惟在其與其他全面收益或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收益或直接於權益內確認。倘即期稅項或遞延稅項源自業務合併之初步會計處理，則稅務影響計入業務合併之會計處理。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號所得稅之規定。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初始確認時於租期內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

### 2.3 主要會計政策概要 (續)

#### 政府補助金

於合理地保證本集團將會遵守政府補助金的附帶條件及將會收到補助金後，方會確認政府補助金。

政府補助金於本集團確認開支期間有系統地於損益內確認，該補助金擬用於補償相關成本。特別是，當政府補助金的首要條件為本集團應購買、建設或以其他方式購置非流動資產時，於相關資產可使用年期內在綜合財務狀況表內確認為遞延收入，並按系統及合理基準轉撥至損益。

作為已產生開支或損失的補償或向本集團提供即時財務資助（並無日後相關成本）而可收取的政府補助金，乃於其成為可收取的期間於損益內確認。

#### 收益確認

確認收益旨在說明向客戶轉讓承諾貨品或服務，而該金額能反映實體預期就交換該等貨品或服務有權獲得之代價。具體而言，本集團使用包含五個步驟之方法確認收益：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於（或隨着）實體完成履約責任時確認收益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- The Group’s performance creates and enhances an asset that the customer controls as the asset is created and enhanced; or
- The Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (續)

本集團於(或隨着)完成履約責任時(即當特定履約責任相關貨品或服務之「控制權」轉移至客戶時)確認收益。

履約責任代表某項特定貨品或服務(或一批貨品或服務)或大致相同之一系列特定貨品或服務。

倘符合以下其中一項準則，控制權於一段時間內轉移，而收益則參考完成相關履約責任之進度於一段時間內確認：

- 客戶於本集團履約時同時接收及使用本集團履約帶來之利益；
- 本集團履約創造或加強客戶於資產被創造或加強時控制之資產；或
- 本集團履約並未創造對本集團而言具有另類用途之資產，而本集團享有可強制執行之權利就迄今所完成之履約獲得付款。

除此之外，收益於客戶取得特定貨品或服務之控制權時確認。

收益根據客戶合約指定的代價計量，不包括代表第三方收取的金額、折扣及銷售相關稅費。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Contract assets and contract liabilities

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

##### Sales of properties

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

The Group typically receives a deposit on acceptance of sale order, giving rise to a contract liability until the customer obtains control of the goods.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (續)

##### 合約資產及合約負債

合約資產指本集團就本集團已向客戶轉移之貨品或服務而於交換中收取代價之權利(尚未成為無條件)。合約資產根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即代價僅需要一段時間即可到期支付。

合約負債指本集團已收客戶代價而應向客戶轉移貨品或服務的義務。倘本集團於其確認相關收益前擁有無條件權利可收取代價,合約負債亦將予以確認。在此情況下,亦會確認相應的應收款項。

就與客戶的單一合約而言,合約資產淨值或合約負債淨額會予以呈列。就多份合約而言,不相關合約的合約資產及合約負債不會按淨額基準呈列。

##### 物業銷售

對於物業控制權在某一時點轉移的物業開發及銷售合約,收益於客戶取得已竣工物業之實質管有權或法定所有權,而本集團擁有收取款項之現有權利並極有可能收取代價時確認。

本集團於接納銷售訂單時一般會收取按金,導致在客戶獲得貨品控制權之前產生合約負債。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payments and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. This interest accrual increases the amount of the contract liability during the period between the advance payments received and the transfer of the associated goods and services, and therefore increases the amount of revenue recognised when control of the goods and services is transferred to customers. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23 Borrowing costs.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (續)

##### 存在重大融資成分

於釐定交易價格時，倘協定之付款時間（不論明示或暗示）為客戶或本集團就向客戶轉讓貨品或服務提供重大融資利益，則本集團將調整已承諾的代價金額以計及貨幣時間價值影響。在該等情況下，合約包含重大融資成分。不論融資承諾是在合約中明確訂明還是透過合約各訂約方協定的付款條款作出暗示，均可能存在重大融資成分。

就相關貨品或服務的付款與轉讓間隔少於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就轉移相關貨品或服務前向客戶預先收取的款項（就此，本集團就重大融資成分對承諾代價金額作出調整）而言，本集團應用一個將會於本集團與客戶在合約初期進行的另一項融資交易中反映的貼現率。該利息累算增加預先收取款項至轉移相關貨品及服務期間的合約負債金額，並因此增加貨品及服務控制權轉移給客戶時確認的收益金額。除非利息根據香港會計準則第23號借貸成本合資格撥充資本，否則其按應計費用支銷。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### Contract costs

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. The Group recognises such costs (i.e. sales commissions) as an asset if it expects to recover these costs.

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

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

##### Property management services

For property management services contracts, the Group recognises revenue equal to the right to invoice amount when it corresponds directly with the value to the customer of the Group's performance to date, on a monthly basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts. The majority of the property management service contracts do not have a fixed term.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (續)

##### 合約成本

獲得合約的增量成本指本集團為向客戶獲得合約所產生的成本，而該等成本在未獲得合約時不會產生。倘該等成本預期可予收回，則本集團確認該等成本（如銷售佣金）為資產。

如此確認之資產隨後按與向客戶轉移資產相關貨品或服務一致之系統基準攤銷至損益。

資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產的賬面值超過(i)本集團預期因交換資產相關貨品或服務而將收取的代價餘額減(ii)尚未確認為開支之直接與提供該等貨品或服務相關的任何成本的淨額時，確認減值虧損。

倘所有取得合約的增量成本可於一年內完全攤銷至損益，則本集團會採用實際權宜方法將該等成本作費用處理。

##### 物業管理服務

對於物業管理服務合約，在有權開具發票之金額與本集團至今對於客戶之履約價值直接聯繫時，本集團按月將收益確認為相等於有權開具發票之金額。作為實際權宜方法，本集團已選擇不披露該等類型合約之剩餘履約責任。大多數物業管理服務合約並無固定期限。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another HKFRS requires permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

#### Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

### 2.3 主要會計政策概要 (續)

#### 短期僱員福利

短期僱員福利乃按僱員提供服務時預期支付之福利之未貼現金額確認。所有短期僱員福利均被確認為開支，惟另有香港財務報告準則要求允許於資產成本中納入福利則除外。

於扣除已支付之金額後，僱員應計福利（如工資及薪金、年假及病假）確認為負債。

#### 退休福利計劃

本集團根據強制性公積金計劃條例，為所有符合資格參與強制性退休福利計劃（「強積金計劃」）之僱員設立一項定額供款強積金計劃。按照強積金計劃之規則，供款乃按僱員基本薪金之百分比作出，並於應付時在損益內扣除。強積金計劃之資產由獨立管理之基金持有，並與本集團之資產分開。本集團作出之僱主供款於繳入強積金計劃後即全數撥歸僱員所有。

本集團於中國內地營運之附屬公司之僱員須參與由地方市政府設立之中央退休保障計劃。該等附屬公司須按該等僱員工資之若干百分比，向該等中央退休保障計劃作出供款。根據中央退休保障計劃之規則，供款於應付時在損益內扣除。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (continued)

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

### 2.3 主要會計政策概要 (續)

##### 借貸成本

購置、建設或生產合資格資產（即需要經過一段長時間方可作擬定用途或出售之資產）直接應佔之借貸成本加入該等資產的成本，直至資產大致上可作擬定用途或出售之時為止。

所有其他借貸成本於產生期間在損益內確認。

##### 外幣

該等財務報表以港元（本公司之功能貨幣）呈列。本集團各實體決定其各自本身之功能貨幣，而各實體呈列於財務報表中之項目將以該功能貨幣列值。本集團實體錄得之外幣交易初步按交易日期之各現行功能貨幣匯率入賬。以外幣計值之貨幣資產及負債按報告期末現行之功能貨幣匯率換算。因結算或換算貨幣項目之差額於損益確認。

以外幣為單位而按歷史成本計量之非貨幣項目按初次交易日之匯率換算。以外幣為單位而按公平值計量之非貨幣項目，按釐定公平值當日之匯率換算。換算按公平值計量之非貨幣項目而產生之收益或虧損乃與該項目之公平值變動而確認之收益或虧損之處理方法一致（即於其他全面收益或損益中確認公平值收益或虧損之項目之匯兌差額，亦分別於其他全面收益或損益中確認）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these foreign operations are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and, their statements of profit or loss and other comprehensive income are translated into Hong Kong dollars at the average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss and other comprehensive income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, frequently recurring cash flows of overseas subsidiaries are translated into Hong Kong dollars at the average exchange rates for the year.

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2.3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

### 2.3 主要會計政策概要 (續)

#### 外幣 (續)

若干海外附屬公司及聯營公司並非以港元為功能貨幣。於報告期末，該等海外業務之資產及負債按於報告期末之現行匯率換算為港元，而該等海外業務之損益及其他全面收益報表則按該年度之平均匯率換算為港元。所產生之匯兌差額均於其他全面收益確認，並於匯兌儲備累計。於出售海外業務時，有關該特定海外業務之其他全面收益部分於綜合損益及其他全面收益報表確認。

任何因收購海外業務產生之商譽及任何就收購產生之資產及負債之賬面值進行之公平值調整被視為海外業務之資產及負債及按結算匯率進行換算。

就編製綜合現金流量表而言，海外附屬公司經常出現之現金流量按年內之平均匯率換算為港元。

### 3. 重要會計判斷及估計不確定性 之主要來源

於應用附註2.3所述之本集團會計政策時，本公司董事須就綜合財務報表所呈報之資產、負債、收益及開支之賬面值以及所作出之披露資料，作出判斷、估計及假設。估計及相關假設乃根據過往經驗及被認為相關之其他因素而作出。實際結果可能與該等估計有出入。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

The estimates and underlying assumptions are reviewed on an on-going 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.

#### Critical judgements in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in consolidated financial statements.

#### Going concern consideration

The assessment of the going concern assumptions involves making judgements by the management, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The conditions set out in note 2.1 indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concerns and therefore, the directors of the Company have reviewed the Group's cash flow projections in the next twelve months taking into account the major events or conditions which may give rise to business risks and concluded that the Group has the ability to continue as a going concern.

#### Deferred tax on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the investment property portfolio of the Group and concluded that all of the investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, the directors of the Company have determined that the "sale" presumption set out in the amendments to HKAS 12 "Income taxes" is rebutted. As a result, the Group has recognised the deferred tax on changes in fair value of investment properties on the basis that the Group is subject to enterprise income tax in the PRC.

### 3. 重要會計判斷及估計不確定性 之主要來源 (續)

該等估計及相關假設乃按持續基準檢討。倘會計估計之修訂僅影響作出修訂之期間，則修訂於該期間內確認，或倘修訂影響本期間及未來期間，則修訂於作出修訂期間及未來期間內確認。

#### 應用會計政策之重要判斷

以下為本公司董事於應用本集團會計政策過程中作出對綜合財務報表所確認金額有最重大影響之重要判斷，涉及估計者除外。

#### 持續經營之考慮

對持續經營假設之評估，涉及管理層於特定時間就本質上不確定之事件或狀況之未來結果作出判斷。附註2.1所載條件顯示存在重大不確定因素，或會對本集團繼續按持續經營基準營運的能力構成重大疑問，因此，本公司董事已審閱本集團未來十二個月之現金流預測，並於經考慮可能導致業務風險之重大事件或狀況後得出結論，本集團有能力持續經營。

#### 投資物業之遞延稅項

就計量按公平值模式計量投資物業所產生之遞延稅項負債而言，本公司董事已審閱本集團之投資物業組合，總結所有投資物業按業務模型持有，其目標為隨著時間消耗投資物業內絕大部分經濟效益。因此，本公司董事已決定香港會計準則第12號「所得稅」之修訂所載之「銷售」假設已駁回。因此，本集團已就投資物業公平值變動確認遞延稅項，其中假設本集團於中國須繳納企業所得稅。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical judgements in applying accounting policies (continued)

##### Classification between investment properties and owner occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services or the portions that are used for different purposes are so significant that a property does not qualify as an investment property.

##### Contingent liabilities of the delay in project construction works

Certain projects' construction works were delayed compared with the original time schedule agreed with local government due to various reasons. The Group's management determines the contingent liability in relation to the penalty arisen from the delay in completion of construction. The determination requires significant judgment. In making this judgement, the management evaluated the possibility of penalty happened. The management reassesses the contingent liability at the end of each reporting period and no contingent liability was recognised as at 31 March 2020. Details of which are set out in note 32.

### 3. 重要會計判斷及估計不確定性 之主要來源 (續)

#### 應用會計政策之重要判斷 (續)

##### 投資物業及業主佔用物業之分類

本集團釐定一項物業是否符合投資物業之資格，並已建立作出該判斷之標準。投資物業為持有以賺取租金或作資本增值或同時作這兩種用途之物業。因此，本集團認為物業是否帶來現金流，很大程度不受本集團所持有之其他資產影響。

若干物業部分持有以賺取租金或作資本增值，而另一部分則持有供生產或供應貨物或服務或作行政用途。倘該等部分能作獨立出售或以融資租賃獨立出租，則本集團將該部分分開入賬。倘該等部分不能獨立出售，則僅當該物業之非重大部分為持作生產或供應貨物或服務或作行政用途之情況下，該物業方屬於投資物業。判斷乃按照個別物業基準作出，以釐定配套服務或用作不同目的之部分是否重大，以致物業不符合投資物業之資格。

##### 項目建設工程延遲之或然負債

由於各種原因，若干項目建設工程較與當地政府協定之原訂時間表延遲。本集團管理層已釐定有關建設工程延遲完成產生之處罰之或然負債。此項釐定須作出重大判斷。為作出此判斷，管理層評估出現處罰之可能性。管理層於各報告期末重新評估或然負債，而於二零二零年三月三十一日概無確認任何或然負債。有關詳情載於附註32。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Determination of net realisable value of properties under development and completed properties held for sales

Properties under development and completed properties held for sales are stated at the lower of cost and net realisable value. The estimated net realisable value is the estimated selling price less selling expenses and the estimated cost of completion, which were derived at after considering recent local economic developments, recent sales transactions, recent construction costs of the Group and other similar properties in the surrounding areas and internally available information.

The Group's management reviews the properties under development and completed properties held for sales periodically and carries out an impairment review on a project-by-project basis at each financial year end. The budget cost and development progress of the project is reviewed by the Group on a regular basis and adjusted as appropriate. Where there is any decrease in the estimated selling price or increase in estimated construction cost arising from any change in local economic or property market conditions, there may be written down on the properties under development and completed properties held for sales. As at 31 March 2020, the carrying amounts of properties under development and completed properties held for sales are approximately HK\$2,294,377,000 (2019: HK\$1,804,630,000) and HK\$97,589,000 (2019: HK\$98,556,000) respectively. During the year ended 31 March 2020, no impairment loss of completed properties held for sales was recognised (2019: HK\$35,604,000).

### 3. 重要會計判斷及估計不確定性 之主要來源 (續)

#### 估計不確定性之主要來源

於報告期末，關於將來之關鍵假設及其他估計不確定性之主要來源如下，此等假設及不確定性來源具有重大風險，可導致資產及負債賬面值於下一財政年度內出現重大調整。

#### 釐定在建物業及持作出售之竣工物業之可變現淨值

在建物業及持作出售之竣工物業按成本及可變現淨值之較低者入賬。估計可變現淨值指估計售價減銷售開支及估計完工成本，其乃經考慮近期當地經濟發展、本集團及鄰近地區之其他類似物業之近期銷售交易、近期建築成本以及內部可得資料後產生。

本集團管理層定期審閱在建物業及持作出售之竣工物業並於各財政年度末按個別項目基準進行減值審閱。本集團定期覆核項目之預算成本及開發進度並作出適當調整。倘當地經濟或物業市場狀況出現任何變化導致估計售價有任何下降或估計建築成本有任何增加，或會就在建物業及持作出售之竣工物業作出撇減。於二零二零年三月三十一日，在建物業及持作出售之竣工物業之賬面值分別約為2,294,377,000港元（二零一九年：1,804,630,000港元）及97,589,000港元（二零一九年：98,556,000港元）。於截至二零二零年三月三十一日止年度，概無確認持作出售之竣工物業之減值虧損（二零一九年：35,604,000港元）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty (continued)

##### Valuation of investment properties

Investment properties, including those completed investment properties and investment properties under construction, are carried in the consolidated statement of financial position at their fair value, details of which are disclosed in note 15. The fair value of the investment properties was determined by reference to valuations conducted on these properties by an independent qualified valuer using property valuation techniques which involve certain assumptions and inputs as set out in note 15. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's investment properties included in the consolidated statement of financial position and corresponding adjustments to the changes in fair value recognised in profit or loss. As at 31 March 2020, the carrying amount of investment properties was approximately HK\$1,323,909,000 (2019: HK\$1,492,566,000).

##### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires the determination of the recoverable amount of the cash-generating units to which the goodwill is allocated. The recoverable amount is the higher of value-in-use and fair value less costs of disposals. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and apply a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or changes in facts and circumstances which results in downward revision of future cash flows, a material impairment loss may arise. The carrying amount of goodwill at 31 March 2020 was approximately HK\$109,516,000 (2019: HK\$116,650,000). Details of which are set out in note 20.

##### Impairment of property, plant and equipment and right-of-use assets

The Group performs assessments on whether items of property, plant and equipment and right-of-use assets have suffered any impairment whenever events or changes in circumstances indicated that the carrying amounts of the assets may not be recoverable, in accordance with the stated accounting policy. Where there is an indicator of impairment, an estimation of the recoverable amount is required. Such estimations are based on certain assumptions which are subject to uncertainty and might differ from the actual result.

### 3. 重要會計判斷及估計不確定性 之主要來源 (續)

#### 估計不確定性之主要來源 (續)

##### 投資物業估值

投資物業（包括已竣工投資物業及在建投資物業）按其公平值於綜合財務狀況表內列賬，其詳情於附註15披露。投資物業之公平值乃參考獨立合資格估值師運用物業估值法對該等物業進行之估值釐定，該估值方法涉及如附註15所載之若干假設及輸入數據。該等假設之有利或不利變化可能導致綜合財務狀況表內所載本集團投資物業之公平值變動及對於損益中確認之公平值變動作出相應調整。於二零二零年三月三十一日，投資物業之賬面值約為1,323,909,000港元（二零一九年：1,492,566,000港元）。

##### 商譽之減值

本集團至少每年釐定一次商譽是否減值。此要求釐定獲分配商譽之現金產生單位之可收回金額。可收回金額為使用價值及公平值減出售成本中較高者。估計使用價值要求本集團估計來自現金產生單位之預期未來現金流量並應用適當之貼現率，以計算現值。倘實際未來現金流量低於預期，或事實及情況改變導致未來現金流量向下修訂，則可能產生重大減值虧損。商譽於二零二零年三月三十一日之賬面值約為109,516,000港元（二零一九年：116,650,000港元）。詳情載於附註20。

##### 物業、廠房及設備及使用權資產減值

本集團須根據上述會計政策評估是否有任何事件或情況變化顯示本集團的物業、廠房及設備及使用權資產項目的賬面值無法回收而導致該等資產出現任何減值。倘出現減值指標，則須對可收回金額進行估計。該等估計乃基於若干假設，且受到不確定因素的影響，可能與實際結果不同。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty (continued)

##### Impairment of property, plant and equipment and right-of-use assets (continued)

As at 31 March 2020, the carrying amounts of property, plant and equipment was approximately HK\$27,551,000 (2019: HK\$31,095,000). As at 31 March 2020, the carrying amount of right-of-use assets was approximately HK\$553,905,000 (1 April 2019: HK\$667,954,000). No impairment loss of property, plant and equipment and right-of-use assets was recognised for the years ended 31 March 2020 and 2019.

##### Current tax and deferred tax assets

The Group is subject to income taxes in Hong Kong and Mainland China. The Group carefully evaluates tax implications of transactions, files tax reports and makes tax provision in accordance with the prevailing tax regulations and prescribed timeframe. However, the implementation of tax varies amongst different tax jurisdictions in various cities of the PRC and the Group had not yet finalised certain calculations with local tax authorities. Judgement is required in determining the Group's provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provision in the periods in which such determination is made. The carrying amount of income tax payable, carried as a liability in the consolidated statement of financial position as at 31 March 2020 was approximately HK\$116,227,000 (2019: HK\$127,770,000).

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. There was no deferred tax recognised with respect to tax losses at 31 March 2020 (2019: Nil). The amount of unrecognised tax losses at 31 March 2020 was approximately HK\$780,751,000 (2019: HK\$736,255,000). Details of which are set out in note 11.

### 3. 重要會計判斷及估計不確定性 之主要來源 (續)

#### 估計不確定性之主要來源 (續)

##### 物業、廠房及設備及使用權資產減值 (續)

於二零二零年三月三十一日，物業、廠房及設備的賬面值約為27,551,000港元（二零一九年：31,095,000港元）。於二零二零年三月三十一日，使用權資產的賬面值約為553,905,000港元（二零一九年四月一日：667,954,000港元）。於截至二零二零年及二零一九年三月三十一日止年度，並無確認物業、廠房及設備及使用權資產減值虧損。

##### 即期稅項及遞延稅項資產

本集團須繳納香港及中國內地所得稅。本集團根據當前稅務法規及規定時限審慎評估交易之稅務影響、遞交稅務報告及作出稅項撥備。然而，中國各個城市不同之稅務司法權區對稅項之執行各異，且本集團尚未與地方稅務機關落實若干計算方法。釐定本集團就所得稅之撥備時需要作出判斷。倘該等事項之最終稅項結果與初步錄得之金額有所出入，有關差異將影響作出有關釐定期間之所得稅及遞延稅項撥備。於二零二零年三月三十一日在綜合財務狀況表列為負債之應付所得稅賬面值約為116,227,000港元（二零一九年：127,770,000港元）。

在可能有足夠之應課稅溢利來抵扣虧損之情況下，應就未動用之稅務虧損確認遞延稅項資產。主要管理層須作出判斷，並根據未來應課稅溢利發生之時間及水平，連同未來稅務規劃策略，以釐定可確認之遞延稅項資產金額。於二零二零年三月三十一日，概無就稅項虧損確認遞延稅項（二零一九年：無）。於二零二零年三月三十一日，未確認稅項虧損之金額約為780,751,000港元（二零一九年：736,255,000港元）。有關詳情載於附註11。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4. OPERATING SEGMENT INFORMATION

Over 90% of the Group's revenue, expenses, assets and liabilities are generated from the Group's property development and investment projects in Changsha, Hunan Province (the "Changsha Project"), Qinhuangdao of Hebei Province (the "Qinhuangdao Project") and Ningxia, Yinchuan City (the "Ningxia Project") in the People's Republic of China (the "PRC"). The chief executive officer (the chief operating decision maker) makes decisions about resources allocation and assesses performance of the Group based on the operating results and financial position of the Group as a whole, as the Group's resources are integrated and no other discrete operating segment information is provided to the chief operation decision maker. As such, no segment information is presented.

Accordingly, the chief executive officer is of the opinion that the Changsha Project, Qinhuangdao Project and Ningxia Project in the PRC is a single reportable operating segment of the Group.

An analysis of the Group's revenues from external customers for each group of similar products and services is disclosed in note 5.

The Group's revenue from external customers is derived solely from its operations in the PRC, and all non-current assets (other than financial assets) of the Group are located in the PRC.

During the year, the Group had no transactions with external customer which individually contributed over 10% to the Group's total revenue (2019: Nil).

### 4. 經營分部資料

本集團收益、開支、資產及負債的90%以上產生自本集團位於中華人民共和國（「中國」）湖南省長沙市的物業發展及投資項目（「長沙項目」）、河北省秦皇島市的物業發展及投資項目（「秦皇島項目」）及寧夏銀川市的物業發展及投資項目（「寧夏項目」）。行政總裁（主要營運決策人）根據本集團之整體經營業績及財務狀況，對本集團資源分配作出決策並評估本集團表現，此乃由於本集團的資源均已整合及並無向主要營運決策人提供其他分散之經營分部資料。因此，毋須呈列分部資料。

因此，行政總裁認為中國之長沙項目、秦皇島項目及寧夏項目為本集團單獨可呈報經營分部。

就各相似產品及服務組別而言，本集團外部客戶產生之收益分析披露於附註5。

本集團外部客戶之收益僅來自中國之經營，而本集團所有非流動資產（金融資產除外）均位於中國。

於本年度，本集團與外部客戶概無進行個別佔本集團總收益逾10%的交易（二零一九年：無）。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. REVENUE

#### (i) Disaggregation of revenue from contracts with customers

An analysis of the Group's revenue is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Sales of properties	物業銷售	143,999	235,062
Management fee income	管理費收入	16,437	20,379
Total revenue from contracts with customers	客戶合約收益總額	160,436	255,441
Revenue from other source	其他來源收益		
Rental income for investment properties under operating lease	經營租賃項下投資物業之租金收入		
– Lease payments that are fixed or depend on an index or a rate	– 固定或基於指數或比率之租賃款項	9,270	10,509
– Variable lease payments that do not depend on an index or a rate	– 並非基於指數或比率之可變租賃款項	11,981	18,234
		21,251	28,743
		181,687	284,184

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Timing of revenue recognition	收益確認時間		
At a point in time	於某一時間點	143,999	235,062
Over time	隨時間	16,437	20,379
Total revenue from contracts with customers	客戶合約收益總額	160,436	255,441

### 5. 收益

#### (i) 客戶合約收益分拆

本集團收益之分析如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. REVENUE (continued)

#### (ii) Performance obligations for contracts with customers

##### Sales of properties

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of residential properties is therefore recognised at a point in time when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

The Group receives 20% to 100% of the contract value as deposits from customers when they sign the sale and purchase agreement. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period.

##### Property management services

Revenue from property management services is recognised over time, and the progress measured using the output method. The property management service fees are billed to the tenants monthly.

### 5. 收益 (續)

#### (ii) 客戶合約之履約責任

##### 物業銷售

就與客戶訂立之物業銷售合約而言，合約內所列相關物業乃基於客戶之規格要求，並無其他用途。經慮及相關合約條款、法律環境及相關法律先例，本集團得出結論認為，於轉讓相關物業予客戶前，本集團並無可強制執行權利收取款項。銷售住宅物業所得收益因此於某一時間點確認，即當客戶取得竣工物業之實體擁有權或法定業權，而本集團擁有現時收款權且有可能收回代價時。

當客戶簽署買賣協議時，本集團自客戶收取合約價值的20%至100%作為按金。有關墊款計劃導致合約負債於整個物業施工期間確認。

##### 物業管理服務

物業管理服務所得收益隨時間確認，而進度則採用輸出法計量。物業管理服務費每月向租客收取。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. REVENUE (continued)

#### (iii) Transaction price allocated to the remaining performance obligations

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2020 and the expected timing of recognising revenue are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	222,030	114,792
More than one year but not more than two years	超過一年但不超過兩年	269,135	203,274
More than two years	超過兩年	–	22,890
Total revenue from contracts with customers	客戶合約收益總額	491,165	340,956

All property management and other services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

### 6. OTHER INCOME AND GAIN

### 5. 收益 (續)

#### (iii) 分配至餘下履約責任之交易價

分配至二零二零年三月三十一日的餘下履約責任(未達成或部分未達成)的交易價及確認收益的預期時間如下:

所有物業管理及其他服務乃為期一年或以下。如香港財務報告準則第15號所准許,分配至該等未履約合約的交易價並無披露。

### 6. 其他收入及收益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	117	86
Net exchange gain	匯兌收益淨額	16	63
Sales of fashion wears and accessories	時裝及配飾銷售	–	50
Others	其他	1,074	289
		1,207	488

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. FINANCE COSTS

An analysis of the Group's finance cost is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借款利息	184,748	225,960
Interest on notes payable	應付票據利息	13,868	8,784
Interest on lease liabilities	租賃負債利息	362	—
Less: Amount capitalised in the cost of qualifying assets	減：已於合資格資產成本中 資本化之金額	(85,065)	(96,743)
		113,913	138,001

The capitalisation rates used to determine the amount of borrowing costs eligible for capitalisation for the years ended 31 March 2020 was 8.47% (2019: 8.87%).

### 7. 融資費用

本集團之融資費用分析如下：

截至二零二零年三月三十一日止年度，用於釐定可資本化借貸成本金額之資本化比率為8.47%（二零一九年：8.87%）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging (crediting):

### 8. 除稅前虧損

本集團除稅前虧損已扣除（計入）下列各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(a) Staff costs:	(a) 員工成本：		
Salaries, wages and other benefits	薪金、工資及其他福利	26,176	29,315
Contributions to defined contribution retirement plans	界定供款退休計劃供款	3,002	3,123
		29,178	32,438
(b) Other items:	(b) 其他項目：		
Cost of inventories recognised as expenses <sup>#</sup>	確認為開支之存貨成本 <sup>#</sup>	158,835	259,086
Impairment loss recognised in respect of completed properties held for sales <sup>#</sup>	就持作出售之竣工物業確認之減值虧損 <sup>#</sup>	—	35,604
Loss on written-off of property, plant and equipment*	撇銷物業、廠房及設備之虧損*	63	—
Depreciation of property, plant and equipment*	物業、廠房及設備折舊*	3,280	3,425
Depreciation of right-of-use assets*	使用權資產折舊*	19,355	—
Amortisation of prepaid land lease payments*	預付土地租賃款之攤銷*	—	18,404
Auditors' remuneration*	核數師酬金*	1,250	1,350
Direct operating expenses incurred for investment properties that generated rental income during the year <sup>#</sup>	於年內產生租金收入的投資物業所產生之直接經營開支 <sup>#</sup>	5,153	7,321
Minimum lease payments under operating leases in respect of land and buildings*	有關土地及樓宇之經營租賃項下之最低租賃款*	N/A 不適用	1,906

<sup>#</sup> This amount is included in "Cost of sales" in the consolidated statement of profit or loss and other comprehensive income.

\* This amount is included in "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

<sup>#</sup> 該金額計入綜合損益及其他全面收益報表之「銷售成本」內。

\* 該金額計入綜合損益及其他全面收益報表之「行政開支」內。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's emoluments for the year, disclosed pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and 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:

Year ended 31 March 2020

### 9. 董事及行政總裁之酬金

根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）及香港公司條例第383(1)條及公司（披露董事利益資料）條例第2部披露之董事及行政總裁年內酬金如下：

截至二零二零年三月三十一日止年度

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings 就出任董事（不論屬本公司及其附屬公司）提供個人服務而獲支付或應收之酬金			
	Notes 附註	Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Employer's contributions to defined contribution retirement plans 界定供款 退休計劃之 僱主供款 HK\$'000 千港元	Total remuneration 酬金總額 HK\$'000 千港元
Chief executive and executive directors: Mr. Li Yi Feng	行政總裁兼執行董事： 李亦鋒先生 (b)	850	22	17	889
Executive director: Mr. Chen Wei	執行董事： 陳衛先生	898	-	-	898
		1,748	22	17	1,787
Independent non-executive directors: Ms. Hsu Wai Man Helen	獨立非執行董事： 徐慧敏女士 (d)	199	-	-	199
Mr. Wong Tak Chun	黃德俊先生	199	-	-	199
Mr. Xu Jinghong	許驚鴻先生	199	-	-	199
		597	-	-	597
		2,345	22	17	2,384

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Year ended 31 March 2019

### 9. 董事及行政總裁之酬金 (續)

截至二零一九年三月三十一日止年度

Emoluments paid or receivable in respect of a person's services  
as a director, whether of the Company and its subsidiary undertakings  
就出任董事(不論屬本公司及其附屬公司)提供個人服務而獲支付或應收之酬金

		Notes 附註	Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Employer's contributions to defined contribution retirement plans 界定供款 退休計劃之 僱主供款 HK\$'000 千港元	Total remuneration 酬金總額 HK\$'000 千港元
Chief executive and executive directors:	行政總裁兼執行董事:					
Mr. Ma Jun	馬俊先生	(a)	825	–	15	840
Mr. Li Yi Feng	李亦鋒先生	(b)	260	–	–	260
Executive director:	執行董事:					
Mr. Chen Wei	陳衛先生		930	–	–	930
			2,015	–	15	2,030
Non-executive director:	非執行董事:					
Dr. Wang Yucan	王昱燦博士	(c)	91	–	4	95
Independent non-executive directors:	獨立非執行董事:					
Ms. Hsu Wai Man Helen	徐慧敏女士		199	–	–	199
Mr. Chau Shing Yim David	周承炎先生	(c)	85	–	–	85
Mr. Wong Tak Chun	黃德俊先生	(d)	115	–	–	115
Mr. Xu Jinghong	許驚鴻先生		199	–	–	199
			598	–	–	598
			2,704	–	19	2,723

Notes:

- (a) Resigned on 31 January 2019.
- (b) Re-designated as an Executive Director on 31 January 2019 and appointed as the Chairman and Chief Executive Officer on 31 January 2019.
- (c) Resigned on 3 September 2018.
- (d) Appointed on 3 September 2018.

附註:

- (a) 於二零一九年一月三十一日辭任。
- (b) 於二零一九年一月三十一日獲調任為執行董事，並於二零一九年一月三十一日獲委任為主席兼行政總裁。
- (c) 於二零一八年九月三日辭任。
- (d) 於二零一八年九月三日獲委任。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 10. EMPLOYEES' EMOLUMENTS

Of the individuals with the highest emoluments in the Group, two were directors and the chief executive (2019: two) of the Company whose remuneration are included in the disclosures in note 9 above. The emoluments of the remaining three (2019: three) individuals were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,249	1,962
Employer's contributions to defined contribution retirement plans	界定供款退休計劃之僱主供款	45	54
		2,294	2,016

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		No. of employee 僱員人數	
		2020 二零二零年	2019 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	1

No emoluments were paid by the Group to any directors of the Company or five highest paid employees of the Group as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 March 2020 and 2019.

### 10. 僱員薪酬

於本集團最高薪酬人士當中，包括本公司兩名董事及行政總裁（二零一九年：兩名），其酬金於上文附註9內披露。其餘三名（二零一九年：三名）人士之薪酬如下：

薪酬屬下列範圍之非董事及非行政總裁之最高薪酬僱員之人數如下：

截至二零二零年及二零一九年三月三十一日止年度，本集團並無向本公司任何董事或本集團五名最高薪酬僱員支付酬金，作為加入或於加入本集團時之獎勵，或作為離職之賠償。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 11. INCOME TAX CREDIT (EXPENSE)

Pursuant to the rules and regulations of Bermuda, the Group is not subject to any income tax in Bermuda.

Under the Law of the People's Republic of China on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries registered in the PRC is 25% (2019: 25%).

No provision for Hong Kong profits tax has been made for the year ended 31 March 2020 as the Group did not generate any assessable profits arising in Hong Kong during the year (2019: Nil).

Land appreciation tax in the PRC is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including cost of land use rights, borrowing costs and all property development expenditures.

### 11. 所得稅抵免（開支）

根據百慕達規則及法規，本集團毋須繳納任何百慕達所得稅。

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，於中國註冊之附屬公司之稅率為25%（二零一九年：25%）。

由於本集團於年內在香港並無產生任何應課稅溢利（二零一九年：無），因此未就截至二零二零年三月三十一日止年度之香港利得稅計提撥備。

中國之土地增值稅乃就本集團發展作銷售之物業，按其土地之升值以累進稅率30%至60%徵收，其乃根據適用規定以出售物業所得款項扣除可扣減開支（包括土地使用權成本、借貸成本及所有物業發展開支）計算得出。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax	遞延稅項		
Current year	本年度	(29,869)	7,443

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 11. INCOME TAX CREDIT (EXPENSE) (continued)

The income tax (credit) expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before tax	除稅前虧損	(324,725)	(260,854)
Tax at the applicable tax rates	按適用稅率計算之稅項	(78,586)	(65,214)
Tax effect of share of results attributable to associates	聯營公司應佔業績之稅務影響	1,097	495
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(138)	–
Tax effect of non-deductible expenses	不可扣減開支之稅務影響	7,049	10,345
Tax effect of deductible temporary differences not recognised	未確認之可扣減臨時差額之稅務影響	–	8,901
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	43,083	57,819
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	(2,374)	(4,903)
Income tax (credit) expense for the year	本年度之所得稅(抵免)開支	(29,869)	7,443

At 31 March 2020, the Group has tax losses arising in Mainland China of approximately RMB713,340,000 (equivalent to approximately HK\$780,751,000) (2019: RMB631,545,000 (equivalent to approximately HK\$736,255,000)) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

### 11. 所得稅抵免(開支)(續)

本年度之所得稅(抵免)開支與綜合損益及其他全面收益報表之除稅前虧損對賬如下：

於二零二零年三月三十一日，本集團自中國內地產生稅項虧損約人民幣713,340,000元（相當於約780,751,000港元）（二零一九年：人民幣631,545,000元（相當於約736,255,000港元）），將於一至五年內屆滿以用作抵銷未來應課稅溢利。由於該等虧損由已錄得虧損一段時間之附屬公司產生，並認為不大可能有應課稅溢利可供抵銷稅項虧損，故並無就該等虧損確認遞延稅項資產。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 11. INCOME TAX CREDIT (EXPENSE) (continued)

At 31 March 2020, the Group has deductible temporary differences of approximately RMB166,574,000 (equivalent to approximately HK\$182,315,000) (2019: RMB166,574,000 (equivalent to approximately HK\$194,192,000)). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

### 12. LOSS PER SHARE

#### (a) Basic loss per share

The calculation of basic loss per share is based on the following data

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(294,856)	(268,297)
		2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares (basic)	普通股之加權平均數 (基本)	23,336,687,255	23,336,687,255

#### (b) Diluted loss per share

For the year ended 31 March 2020 and 2019, basic loss per share is the same as diluted loss per share as there are no potential ordinary shares outstanding during the year.

### 13. DIVIDENDS

The directors of the Company do not recommend the payment of any dividends in respect of the year ended 31 March 2020 (2019: Nil).

### 11. 所得稅抵免 (開支) (續)

於二零二零年三月三十一日，本集團有可扣減臨時差額約人民幣166,574,000元（相當於約182,315,000港元）（二零一九年：人民幣166,574,000元（相當於約194,192,000港元））。由於不大可能有應課稅溢利可供抵銷可扣減臨時差額，故並無就該等可扣減臨時差額確認遞延稅項資產。

### 12. 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃按以下數據計算

#### (b) 每股攤薄虧損

截至二零二零年及二零一九年三月三十一日止年度，由於年內並無流通在外之潛在普通股，故每股基本虧損與每股攤薄虧損相同。

### 13. 股息

本公司董事不建議就截至二零二零年三月三十一日止年度派發任何股息（二零一九年：無）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Buildings	Leasehold improvements	Office equipment	Furniture and fixtures	Motor vehicles	Total
		樓宇	租賃物業裝修	辦公設備	傢俬及固定裝置	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>31 March 2020</b>	<b>二零二零年三月三十一日</b>						
At 1 April 2019:	於二零一九年四月一日:						
Cost	成本	36,794	3,103	6,441	1,585	6,849	54,772
Accumulated depreciation	累計折舊	(9,208)	(1,721)	(5,449)	(920)	(6,379)	(23,677)
Net carrying amount	賬面淨值	27,586	1,382	992	665	470	31,095
At 1 April 2019,	於二零一九年四月一日:						
net of accumulated depreciation	扣除累計折舊	27,586	1,382	992	665	470	31,095
Additions	添置	-	942	223	255	144	1,564
Disposal during the year	年內出售	-	-	(16)	(14)	(33)	(63)
Depreciation provided during the year	年內折舊撥備	(1,783)	(917)	(286)	(218)	(76)	(3,280)
Exchange realignment	匯兌調整	(1,558)	(85)	(51)	(41)	(30)	(1,765)
At 31 March 2020,	於二零二零年三月三十一日:						
net of accumulated depreciation	扣除累計折舊	24,245	1,322	862	647	475	27,551
At 31 March 2020:	於二零二零年三月三十一日:						
Cost	成本	34,606	3,826	6,167	1,579	5,980	52,158
Accumulated depreciation	累計折舊	(10,361)	(2,504)	(5,305)	(932)	(5,505)	(24,607)
Net carrying amount	賬面淨值	24,245	1,322	862	647	475	27,551
<b>31 March 2019</b>	<b>二零一九年三月三十一日</b>						
At 1 April 2018:	於二零一八年四月一日:						
Cost	成本	39,388	2,803	6,359	1,129	7,075	56,754
Accumulated depreciation	累計折舊	(7,887)	(1,000)	(5,390)	(791)	(6,690)	(21,758)
Net carrying amount	賬面淨值	31,501	1,803	969	338	385	34,996
At 1 April 2018,	於二零一八年四月一日:						
net of accumulated depreciation	扣除累計折舊	31,501	1,803	969	338	385	34,996
Additions	添置	-	501	494	545	224	1,764
Depreciation provided during the year	年內折舊撥備	(1,905)	(814)	(413)	(183)	(110)	(3,425)
Exchange realignment	匯兌調整	(2,010)	(108)	(58)	(35)	(29)	(2,240)
At 31 March 2019,	於二零一九年三月三十一日:						
net of accumulated depreciation	扣除累計折舊	27,586	1,382	992	665	470	31,095
At 31 March 2019:	於二零一九年三月三十一日:						
Cost	成本	36,794	3,103	6,441	1,585	6,849	54,772
Accumulated depreciation	累計折舊	(9,208)	(1,721)	(5,449)	(920)	(6,379)	(23,677)
Net carrying amount	賬面淨值	27,586	1,382	992	665	470	31,095

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. INVESTMENT PROPERTIES

### 15. 投資物業

		Completed 已落成 HK\$'000 千港元	Under construction 在建 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>FAIR VALUE</b>	<b>公平值</b>			
At 1 April 2018	於二零一八年四月一日	1,085,536	305,989	1,391,525
Additions	添置	93,395	103,504	196,899
Increase (decrease) in fair value recognised in profit or loss	損益中確認之公平值增加(減少)	6,255	(3,665)	2,590
Exchange realignment	匯兌調整	(74,894)	(23,554)	(98,448)
At 31 March 2019	於二零一九年三月三十一日	1,110,292	382,274	1,492,566
Additions	添置	2,968	57,693	60,661
Decrease in fair value recognised in profit or loss	損益中確認之公平值減少	(136,785)	(3,766)	(140,551)
Exchange realignment	匯兌調整	(63,683)	(25,084)	(88,767)
At 31 March 2020	於二零二零年三月三十一日	<b>912,792</b>	<b>411,117</b>	<b>1,323,909</b>

All of the Group's investment properties are situated in Mainland China.

The fair value of the Group's investment properties at 31 March 2020 and 2019 have been arrived at on the basis of a valuation carried out on that date by Avista Valuation Advisory Limited ("Avista"), independent qualified professional valuers not connected with the Group. Avista are members of the Institute of Valuers.

本集團之所有投資物業均位於中國內地。

本集團投資物業於二零二零年及二零一九年三月三十一日之公平值乃以艾華迪評估諮詢有限公司(「艾華迪」)(與本集團並無關聯之獨立合資格專業估值師)於該日進行之估值為基準而達致。艾華迪為估值師學會成員。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. INVESTMENT PROPERTIES (continued)

The valuation was arrived at by reference to market evidence of transaction prices and rentals for similar properties in the similar locations and conditions. Details of valuation techniques and assumptions are discussed below. There has been no change from the valuation technique used in the prior year. In estimating the fair value of the property, the highest and best use of the property is its current use.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The management of the Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

An analysis of the Group's investment properties that are measured subsequent to initial recognition at fair value grouped into fair value hierarchy level 3 based on the degree to which the inputs to fair value measurement is observable and the information about how the valuation has been reached and the use of significant unobservable inputs are as follows:

	Fair value hierarchy	Fair value as at 31 March 2020 於二零二零年三月三十一日之公平值	Valuation technique and key inputs	Significant unobservable inputs 重大不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據範圍	Relationship of significant unobservable inputs to fair value 重大不可觀察輸入數據與公平值之關係
Commercial Investment Property A (completed)	Level 3	HK\$613,249,000 (2019: HK\$791,695,000)	Income Approach  – by reference to forecasted net income discounted using a market discount rate and capitalised income beyond the forecast period	Discount rate  Capitalisation rate	7.75% (2019: 7.5%) per annum  4.75% (2019: 4.5%) per annum	The higher the discount rate, the lower the fair value  The higher the capitalisation rate, the lower the fair value
商業投資物業A (已竣工)	第三級	613,249,000港元 (二零一九年: 791,695,000港元)	收入法  — 參照使用市場折現率折現的預測收入淨額及超過預測期的資本化收入	折現率  資本化率	每年7.75% (二零一九年: 7.5%)  每年4.75% (二零一九年: 4.5%)	折現率越高, 公平值越低  資本化率越高, 公平值越低

### 15. 投資物業 (續)

該估值乃經參考類似地點及狀況之類似物業交易價及租金之市場憑證釐定。估值方法及假設詳情於下文討論。上一年度使用之估值方法並無變更。於評估物業之公平值時，該物業之最高及最佳使用方式乃現時之使用方式。

為估計資產或負債的公平值，本集團盡可能採用市場可觀察數據。倘未能取得第一級輸入數據，本集團會委聘第三方合資格估值師進行估值。本集團管理層與合資格外部估值師密切合作，以決定合適的估值方法及模型輸入數據。

本集團於初始確認後按公平值計量並根據公平值計量的輸入數據可觀察程度分為公平值層級第三級之投資物業之分析以及有關如何達致估值及運用重大不可觀察輸入數據之資料如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. INVESTMENT PROPERTIES (continued)

### 15. 投資物業 (續)

	Fair value hierarchy	Fair value as at 31 March 2020 於二零二零年三月三十一日之公平值	Valuation technique and key inputs	Significant unobservable inputs	Range of unobservable inputs	Relationship of significant unobservable inputs to fair value
	公平值層級	三月三十一日之公平值	估值方法及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據範圍	重大不可觀察輸入數據與公平值之關係
Commercial Investment Property B (under construction)	Level 3	HK\$145,568,000 (2019: HK\$161,930,000)	Market Comparison Approach  – by reference to recent selling price of comparable properties and adjusted to reflect the time, size and location of the property	Adjusted market price	RMB1,095 – RMB1,352 (2019: RMB908 – RMB1,734) per square metre	The higher the adjusted market price, the higher the fair value
商業投資物業B (在建)	第三級	145,568,000港元 (二零一九年: 161,930,000港元)	市場比較法  – 參照可比較物業之近期售價並作出調整以反映物業之時間、規模及地點	經調整市價	每平方米人民幣1,095元至人民幣1,352元 (二零一九年: 人民幣908元至人民幣1,734元)	經調整市價越高, 公平值越高
Commercial Investment Property C (completed)	Level 3	HK\$299,543,000 (2019: HK\$318,597,000)	Income Approach  – taking into account the current rents of the property interests and the reversionary potentials of the tenancies	Fair market rent  Term yield  Reversionary yield	RMB4 – RMB57 (2019: RMB4 – RMB110) per square metre  5% (2019: 5%) per annum  5.5% (2019: 5.5%) per annum	The higher the fair market rent, the higher the fair value  The higher the term yield, the lower the fair value  The higher the reversionary yield, the lower the fair value
商業投資物業C (已竣工)	第三級	299,543,000港元 (二零一九年: 318,597,000港元)	收入法  – 計入物業權益之當前租金及租賃之復歸潛力	公平市場租金  租期收益率  復歸收益率	每平方米人民幣4元至人民幣57元 (二零一九年: 人民幣4元至人民幣110元)  每年5% (二零一九年: 5%)  每年5.5% (二零一九年: 5.5%)	公平市場租金越高, 公平值越高  租期收益率越高, 公平值越低  復歸收益率越高, 公平值越低
Commercial Investment Property D (under construction)	Level 3	HK\$265,549,000 (2019: HK\$220,344,000)	Market Comparison Approach  – by reference to recent selling price of comparable properties and adjusted to reflect the time, size and location of the property	Adjusted market price	RMB1,419 – RMB1,796 (2019: RMB1,284 – RMB1,768) per square metre	The higher the adjusted market price, the higher the fair value
商業投資物業D (在建)	第三級	265,549,000港元 (二零一九年: 220,344,000港元)	市場比較法  – 參照可比較物業之近期售價並作出調整以反映物業之時間、規模及地點	經調整市價	每平方米人民幣1,419元至人民幣1,796元 (二零一九年: 人民幣1,284元至人民幣1,768元)	經調整市價越高, 公平值越高



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. INVESTMENT PROPERTIES (continued)

At 31 March 2020, the Group's investment properties with a net carrying amount of HK\$1,217,556,000 (2019: HK\$1,381,655,000) were pledged to secure certain bank and other borrowings (note 30) and amounts due to related parties (note 29) of the Group.

### 16. LEASES

#### (i) Right-of-use assets

		31/3/2020 二零二零年 三月三十一日 HK\$'000 千港元	1/4/2019 二零一九年 四月一日 HK\$'000 千港元
Land	土地	550,549	662,476
Buildings	樓宇	3,356	5,478
		<b>553,905</b>	667,954

As at 31 March 2020, right-of-use assets of HK\$550,549,000 represents land use rights located in the PRC.

### 15. 投資物業 (續)

於二零二零年三月三十一日，本集團賬面淨值為1,217,556,000港元（二零一九年：1,381,655,000港元）之投資物業已作為本集團若干銀行及其他借款（附註30）及應付關連方款項（附註29）之質押。

### 16. 租賃

#### (i) 使用權資產

於二零二零年三月三十一日，使用權資產550,549,000港元指位於中國之土地使用權。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 16. LEASES (continued)

#### (i) Right-of-use assets (continued)

The Group has lease arrangement for office premises. The lease term is three years at fixed rentals without any extension or termination options.

During the year ended 31 March 2020, certain land use rights with a carrying value of approximately HK\$54,720,000 (2019: nil) were reclassified to properties under development as a result of changes of development plan.

As at 31 March 2020, right-of-use assets in respect of land use rights amounting to HK\$550,549,000 (1 April 2019: HK\$662,476,000) had been pledged to secure certain bank and other borrowings (note 30) and amounts due to related parties (note 29) to the Group.

#### (ii) Lease liabilities

### 16. 租賃 (續)

#### (i) 使用權資產 (續)

本集團就辦公室物業訂有租賃安排。租期為三年，租金固定，且並無任何延期或終止選擇權。

截至二零二零年三月三十一日止年度，由於發展計劃有變，賬面值約為54,720,000港元（二零一九年：無）之若干土地使用權重新分類至在建物業。

於二零二零年三月三十一日，土地使用權涉及之使用權資產550,549,000港元（二零一九年四月一日：662,476,000港元）已作為本集團若干銀行及其他借款（附註30）及應付關連方款項（附註29）之質押。

#### (ii) 租賃負債

		31/3/2020 二零二零年 三月三十一日 HK\$'000 千港元	1/4/2019 二零一九年 四月一日 HK\$'000 千港元
Non-current	非即期	1,338	3,478
Current	即期	2,140	2,000
		3,478	5,478

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 16. LEASES (continued)

#### (ii) Lease liabilities (continued)

Amounts payable under lease liabilities:

		31/3/2020 二零二零年 三月三十一日 HK\$'000 千港元
Within one year	一年內	2,140
After one year but within two years	一年後但兩年內	1,338
		3,478
Less: Amount due for settlement within 12 months	減：12個月內到期償還款項	(2,140)
Amount due for settlement after 12 months	12個月後到期償還款項	1,338

#### (iii) Amounts recognised in profit or loss

		Year ended 31/3/2020 截至 二零二零年 三月三十一日 止年度 HK\$'000 千港元
Depreciation expense on right-of-use assets	使用權資產折舊開支	
– Land	– 土地	17,233
– Buildings	– 樓宇	2,122
		19,355
Interest expenses on lease liabilities	租賃負債利息開支	362

#### (iv) Others

During the year ended 31 March 2020, the total cash outflows for leases including interest paid on lease liabilities and payment of lease liabilities amounted to approximately HK\$2,362,000.

### 16. 租賃 (續)

#### (ii) 租賃負債 (續)

租賃負債項下應付款項：

		31/3/2020 二零二零年 三月三十一日 HK\$'000 千港元
Within one year	一年內	2,140
After one year but within two years	一年後但兩年內	1,338
		3,478
Less: Amount due for settlement within 12 months	減：12個月內到期償還款項	(2,140)
Amount due for settlement after 12 months	12個月後到期償還款項	1,338

#### (iii) 於損益中確認之款項

		Year ended 31/3/2020 截至 二零二零年 三月三十一日 止年度 HK\$'000 千港元
Depreciation expense on right-of-use assets	使用權資產折舊開支	
– Land	– 土地	17,233
– Buildings	– 樓宇	2,122
		19,355
Interest expenses on lease liabilities	租賃負債利息開支	362

#### (iv) 其他

截至二零二零年三月三十一日止年度，租賃現金流出總額（包括租賃負債之已付利息及租賃負債付款）約為2,362,000港元。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 17. PREPAID LAND LEASE PAYMENTS

### 17. 預付土地租賃款

		2019 二零一九年 HK\$'000 千港元
Carrying amount at beginning of year	於年初之賬面值	728,216
Amortised during the year	於年內攤銷	(18,404)
Exchange realignment	匯兌調整	(47,336)
Carrying amount at 31 March	於三月三十一日之賬面值	662,476
Current portion included in prepayments, deposits and other receivables (note 25)	計入預付款項、按金及其他應收款項之即期部分 (附註25)	(17,777)
Non-current portion	非即期部分	644,699

At 31 March 2019, the Group's leasehold land with a net carrying amount of HK\$662,476,000 was pledged to secure certain bank and other borrowings (note 30) and amounts due to related parties (note 29) of the Group.

於二零一九年三月三十一日，本集團賬面淨值為662,476,000港元之租賃土地已作為本集團若干銀行及其他借款（附註30）及應付關連方款項（附註29）之質押。

Upon adoption of HKFRS 16 on 1 April 2019, the carrying amount of prepaid land lease payments of HK\$662,476,000 was reclassified to right-of-use assets.

於二零一九年四月一日採納香港財務報告準則第16號後，預付土地租賃款之賬面值662,476,000港元已重新分類至使用權資產。

### 18. INTERESTS IN ASSOCIATES

### 18. 於聯營公司之權益

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Share of net liabilities	應佔負債淨額		(48,690)	(39,753)
Amounts due from associates	應收聯營公司款項	(a)	98,233	127,767
Provision for impairment	減值撥備	(b)	49,543 (31,129)	88,014 (31,264)
			18,414	56,750

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 18. INTERESTS IN ASSOCIATES (continued)

At the end of the reporting period, the Group had interest in the following associates that are not individually material:

Name 名稱	Form of entity 實體形式	Place of incorporation/ establishment and operation 註冊成立／成立及 經營地點	Class of equity held 所持 權益類別	Proportion of nominal value of paid-up capital by the Group and portion of voting power held indirectly 本集團所佔繳足股本面值比例及間接持有之投票權比例		Principal activities 主要業務
				2020 二零二零年	2019 二零一九年	
Champ Wisdom Limited ("Champ Wisdom") 冠聰有限公司(「冠聰」)	Limited liability company 有限責任公司	BVI 英屬處女群島	Registered capital 註冊股本	50%	50%	Investment holding 投資控股
Champ Wisdom Holdings Limited (Subsidiary of Champ Wisdom) 冠聰控股有限公司(冠聰之附屬公司)	Limited liability company 有限責任公司	Hong Kong 香港	Registered capital 註冊股本	50%	50%	Investment holding 投資控股
Huailai Dayi Wineries Company Limited (Subsidiary of Champ Wisdom) 懷來大一葡萄酒莊有限公司 (冠聰之附屬公司)	Limited liability company 有限責任公司	The PRC 中國	Registered capital 註冊股本	50%	50%	Property development 物業開發
Chuang Yao Limited ("Chuang Yao") 創耀有限公司(「創耀」)	Limited liability company 有限責任公司	BVI 英屬處女群島	Registered capital 註冊股本	42%	42%	Investment holding 投資控股
Chuang Yao Holdings Limited (Subsidiary of Chuang Yao) 創耀控股有限公司(創耀之附屬公司)	Limited liability company 有限責任公司	Hong Kong 香港	Registered capital 註冊股本	42%	42%	Investment holding 投資控股
Globe Outlet Town (Jilin) Limited (Subsidiary of Chuang Yao) 吉林奧特萊斯世界名牌折扣城有限公司 (創耀之附屬公司)	Limited liability company 有限責任公司	The PRC 中國	Registered capital 註冊股本	42%	42%	Property development 物業開發
Cosmos View Holdings Limited ("Cosmos View") 康景控股有限公司(「康景」)	Limited liability company 有限責任公司	BVI 英屬處女群島	Registered capital 註冊股本	50%	50%	Investment holding 投資控股
Richly Field Nanchang Holdings Ltd. (Subsidiary of Cosmos View) 裕田南昌控股有限公司 (康景之附屬公司)	Limited liability company 有限責任公司	Hong Kong 香港	Registered capital 註冊股本	50%	50%	Investment holding 投資控股
Jiangxi Globe Outlets City Co., Ltd. (Subsidiary of Cosmos View) 江西奧特萊斯名牌折扣城有限公司 (康景之附屬公司)	Limited liability company 有限責任公司	The PRC 中國	Registered capital 註冊股本	50%	50%	Property development 物業開發

### 18. 於聯營公司之權益 (續)

於報告期末，本集團於以下並非個別重大之聯營公司擁有權益：



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 18. INTERESTS IN ASSOCIATES (continued)

Aggregate information of associates that are not individually material:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表內個別不重大聯營公司之綜合賬面值	18,414	56,750
Aggregate amounts of the Group's share of those associates'	本集團應佔該等聯營公司之合計金額		
Loss from continuing operations	來自持續經營業務之虧損	(4,390)	(1,982)
Other comprehensive expense	其他全面開支	(4,547)	(1,924)
Total comprehensive expense	全面開支總額	(8,937)	(3,906)

Notes:

- (a) Amounts due from associates are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors of the Company, these balances are considered as quasi-equity investments in the associates.
- (b) Globe Outlet Town (Jilin) Limited ("Jilin Company") is principally engaged in a property development project in Changchun, Jilin Province, the PRC. At 31 March 2020, the Group had an amount due from Jilin Company of HK\$69,781,000 (2019: HK\$99,864,000). Although Jilin Company had been making losses and recorded net liabilities at 31 March 2020 and 2019, in view of steady development of property project with partial completion of structural development by Jilin Company during the year ended 31 March 2020 and the future prospects of this project, no further impairment loss (2019: Nil) was provided for the year ended 31 March 2020. At 31 March 2020, an aggregate impairment loss on investment in Jilin Company of HK\$8,927,000 (2019: HK\$9,611,000) was recognised.

### 18. 於聯營公司之權益 (續)

個別不重大聯營公司之綜合資料：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	18,414	56,750
Aggregate amounts of the Group's share of those associates'		
Loss from continuing operations	(4,390)	(1,982)
Other comprehensive expense	(4,547)	(1,924)
Total comprehensive expense	(8,937)	(3,906)

附註：

- (a) 應收聯營公司款項為無抵押、免息及無固定還款期。本公司董事認為，該等結餘被視為於聯營公司之類似股權投資。
- (b) 吉林奧特萊斯世界名牌折扣城有限公司（「吉林公司」）主要於中國吉林省長春市從事物業發展項目。於二零二零年三月三十一日，本集團有應收吉林公司款項69,781,000港元（二零一九年：99,864,000港元）。儘管吉林公司一直處於虧損狀態，並於二零二零年及二零一九年三月三十一日錄得負債淨額，鑑於截至二零二零年三月三十一日止年度吉林公司進行之物業項目進展穩定且部分結構改進已完工及該項目的未來前景，於截至二零二零年三月三十一日止年度並無進一步撥備減值虧損（二零一九年：無）。於二零二零年三月三十一日，確認投資於吉林公司之減值虧損總額為8,927,000港元（二零一九年：9,611,000港元）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 18. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

(b) (continued)

Jiangxi Globe Outlets City Co., Ltd. ("Jiangxi Outlets") is principally engaged in a property development project in Nanchang, Jiangxi Province, the PRC (the "Jiangxi Outlets Brand Discount City Project"). At 31 March 2020, the Group had an amount due from Jiangxi Outlets of approximately HK\$11,780,000 (2019: HK\$11,067,000) and an aggregate impairment loss on investment in Jiangxi Outlets of approximately HK\$5,530,000 (2019: HK\$4,817,000) was recognised as at 31 March 2020.

Huailai Dayi Wineries Company Limited ("Huailai Dayi") is principally engaged in a property development project in Huailai, Hebei Province, the PRC (the "Huailai Dayi Project"). At 31 March 2020, the Group had an amount due from Huailai Dayi of approximately HK\$16,672,000 (2019: HK\$16,836,000) and an aggregate impairment loss on investment in Huailai Dayi of approximately HK\$16,672,000 (2019: HK\$16,836,000) was recognised as at 31 March 2020.

The Group's shareholdings in the associates all comprise equity shares held by the Company.

The Group has discontinued the recognition of its share of losses of associates, Champ Wisdom, Cosmos View and their subsidiaries, because the share of losses of the associates exceeded the Group's interest in the associate. The amounts of the Group's unrecognised share of losses of these associates for the current year and cumulatively were approximately HK\$30,000 (2019: HK\$9,000) and HK\$6,151,000 (2019: HK\$6,520,000), respectively.

### 18. 於聯營公司之權益 (續)

附註：(續)

(b) (續)

江西奧特萊斯名牌折扣城有限公司(「江西奧特萊斯」)主要於中國江西省南昌市從事物業發展項目(「江西奧特萊斯名牌折扣城項目」)。於二零二零年三月三十一日，本集團有應收江西奧特萊斯款項約11,780,000港元(二零一九年：11,067,000港元)，並已於二零二零年三月三十一日確認投資於江西奧特萊斯之減值虧損總額約5,530,000港元(二零一九年：4,817,000港元)。

懷來大一葡萄酒莊園有限公司(「懷來大一」)主要於中國河北省懷來從事物業發展項目(「懷來大一項目」)。於二零二零年三月三十一日，本集團有應收懷來大一款項約16,672,000港元(二零一九年：16,836,000港元)，並已於二零二零年三月三十一日確認投資於懷來大一之減值虧損總額約16,672,000港元(二零一九年：16,836,000港元)。

本集團於聯營公司之股權均由本公司持有之權益股份組成。

本集團已終止確認應佔聯營公司冠聰、康景及其附屬公司之虧損，原因為應佔該等聯營公司之虧損已超過本集團於該等聯營公司之權益。本年度本集團尚未確認應佔該等聯營公司之虧損及累計款項分別為約30,000港元(二零一九年：9,000港元)及6,151,000港元(二零一九年：6,520,000港元)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 19. FINANCIAL ASSET DESIGNATED AT FVTOCI

### 19. 指定按公平值計入其他全面收益之金融資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted equity investment	非上市股權投資	2,724	2,724

The above unlisted equity investment represents investment in unlisted equity securities issued by a private entity incorporated in Hong Kong which is engaged in operation of trampoline park business in the PRC. At 31 March 2020, there was no open market for such investment and the directors of the Company consider that the marketability of the Group's shareholdings in such investment is low. Such investment was therefore stated at cost less impairment.

The investment is not held for trading. Instead, it is held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate the investment in unlisted equity investment as at FVTOCI as they believe that recognising short-term fluctuations in the investment's fair value in profit or loss would not be consistent with the Group's strategy of holding the investment for long-term purposes and realising its performance potential in the long run.

The fair value measurement of the investment is disclosed in note 40(e).

上述非上市股權投資為投資於香港註冊成立之私人實體所發行之非上市股本證券，該實體在中國從事彈床公園業務營運。於二零二零年三月三十一日，該等投資並無公開市場，本公司董事認為本集團於該投資之股權之變現能力較低。因此，該等投資按成本扣除減值列賬。

該投資並非持作買賣，相反，其乃持作中長期策略用途。因此，本公司董事已選擇將非上市股本證券投資指定為按公平值計入其他全面收益，此乃由於彼等認為於損益確認該投資公平值之短期波動不符合本集團長期持有該投資以及長遠變現其表現潛力之策略。

該投資的公平值計量披露於附註40(e)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 20. GOODWILL

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost:	成本：		
At beginning of the year	於年初	116,650	124,878
Exchange realignment	匯兌調整	(7,134)	(8,228)
At end of the year	於年末	109,516	116,650
Accumulated impairment losses:	累計減值虧損：		
At beginning of the year	於年初	—	—
Impairment loss	減值虧損	—	—
At end of the year	於年末	—	—
Net carrying amount	賬面淨值	109,516	116,650

#### Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the cash-generating unit of Qinhuangdao Project for impairment testing.

The recoverable amount of the cash generating unit has been determined based on value-in-use calculation using cash flow projections based on financial budgets covering project life of a five-year period approved by board of directors at a pre-tax discount rate of 10% (2019: 10%). Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3%. Based on the impairment assessment made, no impairment on the goodwill as at 31 March 2020 and 2019 is considered necessary.

### 20. 商譽

#### 對商譽進行之減值測試

透過業務合併購入之商譽已分配至秦皇島項目之現金產生單位，以進行減值測試。

現金產生單位之可收回金額乃根據基於現金流量預測計算之使用價值釐定，而現金流量預測乃根據經董事會審批之項目年期五年期財務預算，按稅前折現率10%（二零一九年：10%）作出。超出五年期之現金流量使用3%之估計增長率推算。根據作出之減值評估，於二零二零年及二零一九年三月三十一日，毋須作出商譽減值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 20. GOODWILL (continued)

#### Impairment testing of goodwill (continued)

The following describes the key assumptions on which management has based its cash flow projections to undertake impairment testing of goodwill:

*Discount rate* – The discount rate used is before tax and reflects specific risk relating to the cash generating unit.

*Budgeted selling price and construction costs* – The basis used to determine the budgeted selling prices and construction costs is based on the latest market information and expected market trends.

The values assigned to the key assumptions on discount rate and budgeted gross margins are consistent with external information sources.

### 20. 商譽 (續)

#### 對商譽進行之減值測試 (續)

下文論述管理層為商譽進行減值測試而作出現金流量預測所依據的主要假設：

*折現率* – 所採用之折現率為除稅前並反映現金產生單位之相關特定風險。

*預算售價及建築成本* – 用於釐定預算售價及建築成本之基準乃以最新市場資料及預期市場趨勢為根據。

折現率及預算毛利率之主要假設數值與外部資料來源一致。

### 21. PROPERTIES UNDER DEVELOPMENT

### 21. 在建物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Properties under development	在建物業	2,294,377	1,804,630
Properties under development expected to be completed within normal operating cycle:	在建物業預期將於正常營運週期內完成：		
Within one year	一年內	128,231	434,759
After one year	一年後	2,166,146	1,369,871
		2,294,377	1,804,630

At 31 March 2020, the Group's properties under development with an aggregate carrying amount of HK\$293,136,000 (2019: HK\$272,660,000) were pledged to secure for certain bank and other borrowings (note 30) and amounts due to related parties (note 29) of the Group.

於二零二零年三月三十一日，本集團賬面總值為293,136,000港元（二零一九年：272,660,000港元）之在建物業已作為本集團若干銀行及其他借款（附註30）及應付關連方款項（附註29）之質押。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. COMPLETED PROPERTIES HELD FOR SALES 22. 持作出售之竣工物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Completed properties held for sales	持作出售之竣工物業	97,589	98,556

During the year ended 31 March 2020, a write-down on completed properties held for sales to their net realisable value amounted to nil (2019: approximately HK\$35,604,000) was recognised in profit or loss.

截至二零二零年三月三十一日止年度，已於損益內確認持作出售之竣工物業撇減至其可變現淨值零（二零一九年：約35,604,000港元）。

### 23. INVENTORIES

### 23. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finished goods – fashion wears and accessories	製成品－時裝及配飾	–	–

### 24. TRADE RECEIVABLES

### 24. 應收賬款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental receivables	應收租金	4,509	1,128
Rental recognised using the straight-line method	使用直線法確認之租金	4,480	13,831
Total	總計	8,989	14,959

The Group does not hold any collateral over its trade receivables.

本集團並無就其應收賬款持有任何抵押品。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 24. TRADE RECEIVABLES (continued)

An aged analysis of the rental receivables as at the end of the reporting period, based on the invoice date, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	4,509	234
More than one year	一年以上	–	894
		4,509	1,128

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

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 Group recognised lifetime ECL for trade receivables based on a provision matrix grouped by the past due status of these receivables. However, no loss allowance was made on these receivables as the identified impairment loss is immaterial.

### 24. 應收賬款 (續)

以發票日期為基準，應收租金於報告期末之賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	4,509	234
More than one year	–	894
	4,509	1,128

本集團按相等於全期預期信貸虧損的金額計量應收賬款之虧損撥備。應收賬款的預期信貸虧損使用撥備矩陣並參考債務人的過往拖欠記錄及債務人的目前財務狀況分析而作出估計，並就債務人的特定因素、債務人經營所在行業的整體經濟情況及對於報告日期的當前情況及對未來情況預測的評估作出調整。

由於根據本集團之過往信貸虧損經驗，不同細分客戶群體發生虧損之情況無顯著差異，因此基於過往逾期資料之虧損撥備並未進一步區分本集團之不同客戶基礎。

本集團根據撥備矩陣就應收賬款（按該等應收款項的逾期狀況進行分組）確認全期預期信貸虧損。然而，由於已識別之減值虧損並不重大，故並無就該等應收款項作出虧損撥備。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 25. 預付款項、按金及其他應收款項

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Other receivables	其他應收款項	(a)	22,618	19,303
Less: impairment of other receivables	減：其他應收款項之減值		(4,219)	(4,494)
			18,399	14,809
Other prepayments	其他預付款項		10,356	16,069
Prepaid construction costs	預付建築成本	(b)	145,662	114,551
Deposits	按金		3,358	2,545
Amount due from a related party	應收關連方款項	(c)	32,215	30,171
Prepaid land lease payments	預付土地租賃款		–	17,777
			209,990	195,922

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Notes:

- (a) The Group recognised ECL for other receivables based on individually significant debtor or the ageing of balances collectively that are not individually significant as follows:

		Average expected loss rate 平均預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
For the year ended 31 March 2020:	截至二零二零年三月三十一日 止年度：			
Other receivables – Performing	其他應收款項－履約	*	18,399	—
Other receivables – Default	其他應收款項－違約	100	4,219	4,219
			22,618	4,219
For the year ended 31 March 2019:	截至二零一九年三月三十一日 止年度：			
Other receivables – Performing	其他應收款項－履約	*	14,809	—
Other receivables – Default	其他應收款項－違約	100	4,494	4,494
			19,303	4,494

- \* For the year ended 31 March 2020, the remaining balance of other receivables of approximately HK\$18,399,000 (2019: HK\$14,809,000), it has low risk of default or there has not been significantly increase in credit risk since initial recognition and therefore no impairment has been recognised.

### 25. 預付款項、按金及其他應收款 項 (續)

附註：

- (a) 本集團根據個別重大應收款項或個別為不重大之集體結餘賬齡確認之其他應收款項之預期信貸虧損如下：

- \* 截至二零二零年三月三十一日止年度，就約18,399,000港元（二零一九年：14,809,000港元）的其他應收款項餘額而言，其違約風險較低或信貸風險自初始確認以來並無顯著增加，因此並無確認減值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Notes: (continued)

(a) (continued)

The movement of impairment of other receivables is as follows:

		12-month ECL 12個月預期 信貸虧損 HK\$'000 千港元	Lifetime ECL – credit impaired 全期預期 信貸虧損 －信貸減值 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	–	4,811	4,811
Exchange realignment	匯兌調整	–	(317)	(317)
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	–	4,494	4,494
Exchange realignment	匯兌調整	–	(275)	(275)
At 31 March 2020	於二零二零年三月三十一日	–	4,219	4,219

(b) At 31 March 2020 and 2019, the balance represented prepaid construction costs to subcontractors for the development of property projects in the PRC.

At 31 March 2020, included in prepaid construction costs are balances due from related parties of approximately HK\$26,568,000 (2019: HK\$1,220,000).

(c) The balance is unsecured, interest-free and repayable on demand. Mr. Wang Hua ("Mr. Wang"), a substantial shareholder of the Group, is also the controlling shareholder of the related party.

The directors of the Company consider that there is no significant expected credit losses associated with the amount due from the related party as there is no recent history of default or there has not been a significant increase in credit risk since initial recognition and no impairment loss has been recognised.

### 25. 預付款項、按金及其他應收款項 (續)

附註: (續)

(a) (續)

其他應收款項之減值變動如下:

	12-month ECL 12個月預期 信貸虧損 HK\$'000 千港元	Lifetime ECL – credit impaired 全期預期 信貸虧損 －信貸減值 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	–	4,811	4,811
Exchange realignment	–	(317)	(317)
At 31 March 2019 and 1 April 2019	–	4,494	4,494
Exchange realignment	–	(275)	(275)
At 31 March 2020	–	4,219	4,219

(b) 於二零二零年及二零一九年三月三十一日，結餘指就開發中國物業項目而向分包商預付之建築成本。

於二零二零年三月三十一日，預付之建築成本包括關連方結欠之結餘約26,568,000港元（二零一九年：1,220,000港元）。

(c) 結餘為無抵押、免息及須按要求償還。本集團之主要股東王華先生（「王先生」）亦為該關連方之控股股東。

本公司董事認為，由於近期並無違約記錄或信貸風險自初始確認以來並無顯著增加，與應收關連方款項相關之預期信貸虧損並不重大，故而並無確認減值虧損。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 26. CASH AND CASH EQUIVALENTS

The interest rates on the cash at bank ranged from 0.01% to 0.35% (2019: 0.01% to 0.385%) per annum.

At 31 March 2020, the cash and bank balances of the Group denominated in Renminbi amounted to approximately RMB23,808,000 (equivalent to approximately HK\$26,058,000 (2019: RMB63,097,000 (equivalent to approximately HK\$73,558,000)). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

### 27. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within one year	一年內
One to two years	一至兩年
Over two years	逾兩年

### 26. 現金及現金等值品

銀行現金之年利率介乎0.01%至0.35%（二零一九年：0.01%至0.385%）。

於二零二零年三月三十一日，本集團以人民幣列值之現金及銀行結餘約為人民幣23,808,000元（相當於約26,058,000港元）（二零一九年：人民幣63,097,000元（相當於約73,558,000港元））。人民幣不能自由兌換為其他貨幣，但根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過授權經營外匯業務之銀行將人民幣兌換為其他貨幣。

### 27. 應付賬款

以發票日期為基準，應付賬款於報告期末之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	935,264	520,324
One to two years	一至兩年	18,695	127,345
Over two years	逾兩年	110,695	53,715
		<b>1,064,654</b>	<b>701,384</b>

The Group has financial risk management policies to ensure that all payables are settled within the credit time frame.

本集團已制訂財務風險管理政策以確保所有應付款項均於信貸期限內結算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 28. OTHER PAYABLES AND ACCRUALS/ CONTRACT LIABILITIES

### 28. 其他應付款項及應計費用／合約負債

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
Other deposits received		其他已收按金	66,014	20,203
Other payables		其他應付款項	114,576	137,581
Interest payables		應付利息	122,361	80,918
Deferred income	(b)	遞延收入	407,917	434,490
Accruals		應計費用	11,702	15,503
			722,570	688,695

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
<b>Analysed for reporting purpose:</b>		<b>就呈報目的分析為：</b>		
Current portion		即期部分	661,541	623,691
Non-current portion		非即期部分		
Deferred income	(b)	遞延收入	61,029	65,004
			722,570	688,695

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
Contract liabilities	(a)	合約負債	401,145	176,019

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 28. OTHER PAYABLES AND ACCRUALS/ CONTRACT LIABILITIES (continued)

Notes:

- (a) Contract liabilities include advanced receipts and deposits received from customers to transfer completed properties to them.

Revenue recognised during the year ended 31 March 2020 that was included in the contract liabilities as at 1 April 2019 amounted to approximately HK\$99,272,000 (2019: HK\$233,027,000). There was no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

- (b) Balance represented government subsidies of approximately HK\$407,917,000 (2019: HK\$434,490,000) received from the Finance Bureau of Changli County, Qinhuangdao, Hebei Province to support the development of the Qinhuangdao Project.

Pursuant to a business plan approved by management during the year ended 31 March 2018, the Qinhuangdao Project commenced pre-construction work and approximately HK\$61,029,000 (2019: HK\$65,004,000) of the deferred income is expected to offset future construction costs of investment properties and is therefore classified as a non-current liability.

### 28. 其他應付款項及應計費用／合約負債 (續)

附註：

- (a) 合約負債包括收取自客戶之預收款項及按金，以向彼等轉移竣工物業。

於截至二零二零年三月三十一日止年度已確認並計入二零一九年四月一日之合約負債的收益約為99,272,000港元（二零一九年：233,027,000港元）。本年度概無確認與上一年度達成的履約責任相關的收益。

- (b) 結餘指收取自河北省秦皇島昌黎縣財政部之政府補助約407,917,000港元（二零一九年：434,490,000港元），以支持秦皇島項目發展。

根據管理層於截至二零一八年三月三十一日止年度批准之業務計劃，秦皇島項目已展開施工前準備且預期約61,029,000港元（二零一九年：65,004,000港元）之遞延收入將抵銷投資物業之未來建築成本，因此分類為非流動負債。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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

## 29. AMOUNTS DUE TO RELATED PARTIES

## 29. 應付關連方款項

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
JeShing Real Estate Group Company Limited ("JeShing")	金盛置業投資集團有限公司 ("金盛置業")	(a), (b), (c)	262,015	206,463
江蘇裝飾材料有限公司 ("江蘇裝飾")	江蘇裝飾材料有限公司 ("江蘇裝飾")	(b)	22,360	22,941
南京第一建築工程集團有限公司 ("南京第一")	南京第一建築工程集團有限公司 ("南京第一")	(b)	249,186	252,767
樂圖投資管理諮詢(上海)有限公司 ("樂圖")	樂圖投資管理諮詢(上海)有限公司 ("樂圖")	(d)	1,724	1,837
南京金盛國際家居市場經營管理有限公司 ("南京金盛國際家居")	南京金盛國際家居市場經營管理有限公司 ("南京金盛國際家居")	(e)	303,882	298,006
Total	總計		839,167	782,014
Current portion	即期部分		(413,968)	(98,438)
Non-current portion	非即期部分		425,199	683,576
			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements)	須予償還的賬面值(根據貸款協議所載之預定還款日期而定):			
Within one year	一年內		413,968	98,438
In the second year	第二年		425,199	683,576
			839,167	782,014

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. AMOUNTS DUE TO RELATED PARTIES

(continued)

Notes:

- (a) On 1 September 2017, JeShing entered into a loan agreement with the Group, pursuant to which JeShing granted a loan facility of RMB300,000,000 (equivalent to approximately HK\$328,350,000) for a term of 2 years. On 28 June 2018, JeShing entered into a supplementary agreement with the Group and had granted additional loan facility of RMB700,000,000 (equivalent to approximately HK\$766,150,000). The balance is unsecured and interest bearing at 5% per annum.

During the year ended the 31 March 2019, the Group had signed an extension agreement with JeShing to extend the repayment date to beyond 31 March 2020.

During the year ended the 31 March 2020, the Group had signed an extension agreement with JeShing to extend the repayment date to beyond 31 March 2021.

As at 31 March 2020, principal amount of approximately RMB103,150,000 (equivalent to HK\$112,898,000) (2019: approximately RMB52,765,000 (equivalent to HK\$61,514,000)) was utilised by the Group.

- (b) During the year ended 31 March 2018, an entrusted loan agreement was entered into among 江蘇裝飾 (as the entrusting party), JeShing (as the entrusting party), 南京第一 (as the entrusting party), a lending bank (as the lender) and the Group (as the borrower). Pursuant to the entrusted loan agreement, a loan of principal amount of RMB301,800,000 (equivalent to approximately HK\$330,320,000) was provided to the Group with maturity date on 30 May 2019. Mr. Wang is also the controlling shareholder of 江蘇裝飾, JeShing and 南京第一. During the year ended the 31 March 2019, the Group had signed an extension agreement with 江蘇裝飾, JeShing and 南京第一 to extend the repayment date to beyond 31 December 2020.

### 29. 應付關連方款項 (續)

附註：

- (a) 於二零一七年九月一日，金盛置業與本集團訂立貸款協議，據此，金盛置業授出貸款融資人民幣300,000,000元（相當於約328,350,000港元），為期兩年。於二零一八年六月二十八日，金盛置業與本集團訂立補充協議，額外授出貸款融資人民幣700,000,000元（相當於約766,150,000港元）。結餘為無抵押及按年利率5%計息。

截至二零一九年三月三十一日止年度，本集團與金盛置業簽署延期協議，將還款日期延長至二零二零年三月三十一日之後。

截至二零二零年三月三十一日止年度，本集團與金盛置業簽署延期協議，將還款日期延長至二零二一年三月三十一日之後。

於二零二零年三月三十一日，本集團已動用本金額約人民幣103,150,000元（相當於112,898,000港元）（二零一九年：約人民幣52,765,000元（相當於61,514,000港元））。

- (b) 截至二零一八年三月三十一日止年度，江蘇裝飾（作為委託方）、金盛置業（作為委託方）、南京第一（作為委託方）、貸款銀行（作為貸款人）與本集團（作為借款人）訂立委託貸款協議。根據委託貸款協議，本金額為人民幣301,800,000元（相當於約330,320,000港元）之貸款已提供予本集團，到期日為二零一九年五月三十日。王先生亦為江蘇裝飾、金盛置業及南京第一之控股股東。截至二零一九年三月三十一日止年度，本集團與江蘇裝飾、金盛置業及南京第一簽署延期協議，將還款日期延長至二零二零年十二月三十一日之後。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. AMOUNTS DUE TO RELATED PARTIES

(continued)

Notes: (continued)

(b) (continued)

The balance is secured by the Group's right-of-use assets (2019: prepaid land lease payments), investment properties and properties under development in Qinhuangdao with a carrying amount of HK\$401,931,000, HK\$265,549,000 and HK\$86,540,000 respectively (2019: HK\$441,924,000, HK\$220,343,000 and HK\$76,809,000), carrying interest ranging from 5.7% to 6.19% (2019: 5.7% to 6.19%) per annum.

(c) Included an amount due to JeShing of HK\$1,320,000 which is unsecured, interest-free and repayable on demand as at 31 March 2020 and 2019.

(d) Amounts are unsecured, interest-free and repayable on demand as at 31 March 2020 and 2019. Mr. Wang is a controlling shareholder of this related company.

(e) On 2 December 2016, 南京金盛國際家居 entered into a loan agreement with the Group, pursuant to which 南京金盛國際家居 granted a loan facility of RMB300,000,000 (equivalent to approximately HK\$328,350,000) for a term of 3 years. The balance is secured by certain of the Group's investment properties with a carrying amount of HK\$522,452,000 (2019: HK\$674,478,000) and interest bearing ranging from 8.5% to 9.5% per annum. Mr. Wang is also the controlling shareholder of 南京金盛國際家居. During the year ended 31 March 2019, the Group had signed an extension agreement with 南京金盛國際家居 to extend the repayment date to beyond 31 March 2020. During the year ended 31 March 2020, the Group had signed an extension agreement with 南京金盛國際家居 to extend the repayment date to beyond 31 March 2021.

### 29. 應付關連方款項 (續)

附註：(續)

(b) (續)

結餘由本集團之使用權資產(二零一九年：預付土地租賃款)、於秦皇島之投資物業及在建物業抵押，賬面值分別為401,931,000港元、265,549,000港元及86,540,000港元(二零一九年：441,924,000港元、220,343,000港元及76,809,000港元)，按介乎5.7%至6.19%(二零一九年：5.7%至6.19%)之年利率計息。

(c) 包括於二零二零年及二零一九年三月三十一日應付金盛置業之款項1,320,000港元，有關款項為無抵押、免息及按要求償還。

(d) 於二零二零年及二零一九年三月三十一日，款項為無抵押、免息及按要求償還。王先生為該關連公司之控股股東。

(e) 於二零一六年十二月二日，南京金盛國際家居與本集團訂立貸款協議，據此，南京金盛國際家居授出人民幣300,000,000元(相當於約328,350,000港元)之貸款融資，為期三年。結餘以本集團賬面值為522,452,000港元(二零一九年：674,478,000港元)之若干投資物業作抵押及按介乎8.5%至9.5%之年利率計息。王先生亦為南京金盛國際家居的控股股東。截至二零一九年三月三十一日止年度，本集團與南京金盛國際家居簽署延期協議，將還款日期延長至二零二零年三月三十一日之後。截至二零二零年三月三十一日止年度，本集團與南京金盛國際家居簽署延期協議，將還款日期延長至二零二一年三月三十一日之後。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. INTEREST-BEARING BANK AND OTHER BORROWINGS

### 30. 計息銀行及其他借款

			2020 二零二零年		2019 二零一九年	
			Contractual interest 合約利率	HK\$'000 千港元	Contractual interest 合約利率	HK\$'000 千港元
<b>Current</b>	<b>即期</b>					
Bank loans – secured	銀行貸款－有抵押	(note c) (附註c)	8%-10%	272,257	8%-10%	1,107,510
Bank loans – unsecured	銀行貸款－無抵押		6.53%	10,945	6.53%	11,658
Other loans – secured	其他貸款－有抵押	(note d) (附註d)		–	11%	34,974
Other loans – unsecured	其他貸款－無抵押		6.4%-36%	41,729	6.4%-36%	38,677
				<b>324,931</b>		<b>1,192,819</b>
<b>Non-current</b>	<b>非即期</b>					
Bank loans – secured	銀行貸款－有抵押	(note c) (附註c)	8%-10%	757,339		–
Other loans – secured	其他貸款－有抵押	(note d) (附註d)	11%-11.5%	295,515	11%-11.5%	279,792
				<b>1,052,854</b>		<b>279,792</b>
<b>Analysed into:</b>	<b>按以下類別分析：</b>					
Bank loans repayable based on scheduled repayment dates in loan agreements:	須按貸款協議之預定還款 日期償還之銀行貸款：					
Within one year	一年內			283,202		1,119,168
In the second year	第二年			532,782		–
In the third to fifth years	第三至第五年			224,557		–
				<b>1,040,541</b>		<b>1,119,168</b>
Other loans repayable based on scheduled repayment dates in loan agreements:	須按貸款協議之預定還款 日期償還之其他貸款：					
Within one year	一年內			41,729		73,651
In the second year	第二年			–		279,792
In the third to fifth years	第三至第五年			295,515		–
				<b>337,244</b>		<b>353,443</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Certain bank and other borrowings of the Group are secured by assets of the Group with net carrying amounts as listed below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investment properties	投資物業	429,555	486,834
Right-of-use assets/prepaid land lease payments	使用權資產／預付土地租賃款	148,618	220,552
Properties under development	在建物業	206,596	195,851
		784,769	903,237

Notes:

- (a) The Group's banking facilities amounting to HK\$1,040,541,000 (2019: HK\$1,119,168,000), of which HK\$1,040,541,000 (2019: HK\$1,119,168,000) had been utilised as at 31 March 2020.
- (b) As at 31 March 2020 and 2019, the Group's bank facilities were further secured by:
- a corporate guarantee executed by JeShing;
  - a personal guarantee executed by Mr. Wang; and
  - a corporate guarantee executed by 南京金盛國際家居, a company which Mr. Wang is a controlling shareholder.

### 30. 計息銀行及其他借款 (續)

本集團若干銀行及其他借款由本集團賬面淨值如下之資產抵押：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investment properties	429,555	486,834
Right-of-use assets/prepaid land lease payments	148,618	220,552
Properties under development	206,596	195,851
	784,769	903,237

附註：

- (a) 本集團銀行融資為1,040,541,000港元（二零一九年：1,119,168,000港元），於二零二零年三月三十一日已動用1,040,541,000港元（二零一九年：1,119,168,000港元）。
- (b) 於二零二零年及二零一九年三月三十一日，本集團之銀行融資由以下各項進一步抵押：
- 金盛置業簽立的公司擔保；
  - 王先生簽立的個人擔保；及
  - 南京金盛國際家居（王先生為其控股股東）簽立的公司擔保。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (c) During the year ended 31 March 2020, in respect of bank borrowings with a principal amount of RMB940,700,000 (equivalent to approximately HK\$1,029,596,000) as at 31 March 2020, the Group entered into an extension agreement in October 2019, in which the due dates thereof have been extended to 30 June 2020, 30 June 2021 and 30 June 2022 for repayment of RMB263,426,000 (equivalent to approximately HK\$283,320,000), RMB486,781,000 (equivalent to approximately HK\$532,782,000) and RMB205,169,000 (equivalent to approximately HK\$224,557,000) together with all accrued interest respectively. Subsequent to the reporting period, the Group failed to repay approximately RMB263,426,000 in June 2020 and breached the repayment terms. Pursuant to the terms of the loan agreement, the bank has a discretionary right to demand immediate full repayment of the outstanding principal of RMB940,700,000 together with the estimated unpaid interest of RMB85,247,000. The directors of the Company had commenced negotiation of the repayment terms of loan with the banker since then. The directors of the Company are confident that their negotiations with the bank will ultimately reach a successful conclusion.
- (d) The other loan represented a loan with a principal amount of RMB270,000,000 of which RMB30,000,000 was due in April 2019 and was in default since April 2019 until in June 2019, the Group entered into a supplementary agreement with the lender to extend the repayment term of the entire outstanding principal of RMB270,000,000 and all relevant accrued interest to June 2022, pursuant to the terms of the supplementary agreements, the Group was required to place RMB123,000,000 (equivalent to approximately HK\$134,624,000) as pledged deposit on or before 30 June 2020. However, the Group failed to make the required pledged deposit on or before 30 June 2020. Pursuant to the terms of the supplementary agreement, the lender has a discretionary right to demand immediate full repayment of the outstanding principal of RMB270,000,000 together with the unpaid interest of RMB12,142,000. The directors of the Company had commenced negotiation of the repayment terms of loan with the lender since then.

### 30. 計息銀行及其他借款 (續)

附註：(續)

- (c) 截至二零二零年三月三十一日止年度，就於二零二零年三月三十一日本金額為人民幣940,700,000元（相當於約1,029,596,000港元）之銀行借款而言，本集團於二零一九年十月訂立延期協議，其中到期日已予延長至二零二零年六月三十日、二零二一年六月三十日及二零二二年六月三十日，以分別償還人民幣263,426,000元（相當於約283,320,000港元）、人民幣486,781,000元（相當於約532,782,000港元）及人民幣205,169,000元（相當於約224,557,000港元）連同所有應計利息。於報告期後，本集團未能於二零二零年六月償還約人民幣263,426,000元並違反還款條款。根據貸款協議之條款，有關銀行有酌情權要求即時償還所有未償還本金人民幣940,700,000元連同估計未付利息人民幣85,247,000元。本公司董事此後已就有關貸款之還款期與銀行展開磋商。本公司董事相信，彼等與銀行進行之磋商最終將會達致圓滿結果。
- (d) 其他貸款指本金額為人民幣270,000,000元之貸款，其中人民幣30,000,000元於二零一九年四月已到期並自二零一九年四月起逾期未付，直至二零一九年六月，本集團與貸款人訂立補充協議，藉以將全部未償還本金人民幣270,000,000元及所有相關應計利息之還款期延長至二零二二年六月。根據補充協議之條款，本集團須於二零二零年六月三十日或之前存入人民幣123,000,000元（相當於約134,624,000港元）作為質押存款。然而，本集團未能於二零二零年六月三十日或之前按要求作出質押存款。根據補充協議之條款，有關貸款人有酌情權要求即時償還所有未償還本金人民幣270,000,000元連同未付利息人民幣12,142,000元。本公司董事此後已就有關貸款之還款期與貸款人展開磋商。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 31. NOTES PAYABLE

On 30 October 2015, the Company, Mr. He Dazhao (“Mr. He”), a former substantial shareholder of the Company (the “Subscriber”) and Mr. Wang (the “Guarantor”) entered into the agreement in relation to the issue of the convertible note in the principal amount of HK\$130,000,000 with 7% coupon rate. The whole or part of the convertible note shall be redeemed by the Company in stages with a final maturity date on 30 April 2016 (the “Initial Maturity Date”) (or such other date as the Company and the Subscriber agree in writing).

Convertible note in the principal amount of HK\$130,000,000 was issued by the Company to the Subscriber on 13 November 2015.

In the event that the Company defaults in redemption on the relevant redemption date or events of default occurs, the Subscriber will have the right to convert the whole or part of the principal amount of the convertible note into conversion shares up to a maximum of 1,300,000,000 shares, and any remaining balance of the convertible note will be redeemed by the Company.

The fair value of the liability component of the convertible notes was calculated using cash flows discounted at a rate based on the interest rate of 7%. Upon initial recognition, the fair value of liability component of the convertible notes is HK\$130,000,000 and attributing to the equity component the residual amount of nil.

The Group had not redeemed any of the convertible note up to the Initial Maturity Date. On 13 January 2017, the Group and Mr. He entered into a deed of amendment to extend the maturity date to 31 March 2017 and limit a fixed period of time for conversion between 1 April 2017 to 31 December 2017 in the event that any outstanding principal amount of the convertible note is not redeemed by the Company as at 31 March 2017. The amendment of the terms of the convertible note had been accounted for as a continuation of the original convertible note. As at 31 March 2017, convertible note with principal amount and accrued interest of approximately HK\$110,863,000 remained outstanding.

### 31. 應付票據

於二零一五年十月三十日，本公司、本公司前主要股東何大昭先生（「何先生」）（「認購人」）及王先生（「擔保人」）就發行本金額為130,000,000港元及票息率為7%之可換股票據訂立協議。全部或部分可換股票據應由本公司分階段贖回，最後到期日為二零一六年四月三十日（「初始到期日」）（或本公司與認購人書面協定之有關其他日期）。

本公司於二零一五年十一月十三日向認購人發行本金額為130,000,000港元之可換股票據。

倘本公司未能於有關贖回日期贖回或倘出現違約事件，認購人將有權將可換股票據之全部或部分本金額轉換為最多1,300,000,000股換股股份，且可換股票據之任何餘額將由本公司贖回。

可換股票據負債部分之公平值乃使用根據利率7%折現之現金流量計算。初始確認後，可換股票據之負債部分之公平值為130,000,000港元，及應佔權益部分之餘額為零。

直至初始到期日，本集團並無贖回任何可換股票據。於二零一七年一月十三日，本集團及何先生訂立修訂契據以延長到期日至二零一七年三月三十一日，並在於二零一七年三月三十一日，任何可換股票據之尚未償還本金額尚未獲本公司贖回之情況下，將轉換時間限定於二零一七年四月一日至二零一七年十二月三十一日之固定期間內。可換股票據條款之修訂已列作原可換股票據之延續。於二零一七年三月三十一日，本金額及應計利息約為110,863,000港元之可換股票據尚未償還。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 31. NOTES PAYABLE (continued)

During the year ended 31 March 2018, the Group had redeemed convertible note of HK\$30,000,000 and no convertible note were converted into ordinary shares of the Company. In addition, no further amendments to the convertible notes had been made. As at 31 March 2018, the notes payable is due for repayment and conversion right has expired.

Starting from 1 April 2018, the interest rate of the liability component of the convertible notes was increased to 10% as a penalty interest and further increased to 20% on 1 July 2018.

During the year ended 31 March 2020, the Group had made a repayment of approximately HK\$107,339,000 (2019: HK\$3,427,000) to fully settle the notes payable.

The movements of the carrying amount of the notes payable for the years ended 31 March 2020 and 2019 were set out below:

### 31. 應付票據 (續)

截至二零一八年三月三十一日止年度，本集團贖回可換股票據30,000,000港元及並無可換股票據獲轉換為本公司之普通股。此外，並無就可換股票據作出進一步修訂。於二零一八年三月三十一日，應付票據已到期償還及轉換權已到期。

自二零一八年四月一日起，可換股票據負債部分之罰息利率已增至10%，並於二零一八年七月一日進一步增至20%。

截至二零二零年三月三十一日止年度，本集團作出還款約107,339,000港元（二零一九年：3,427,000港元），以悉數償還應付票據。

截至二零二零年及二零一九年三月三十一日止年度之應付票據之賬面值之變動載列如下：

		HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日	88,114
Repayment during the year	年內還款	(3,427)
Effective interest charged during the year	年內收取之實際利息	8,784
As 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	93,471
Repayment during the year	年內還款	(107,339)
Effective interest charged during the year	年內收取之實際利息	13,868
As at 31 March 2020	於二零二零年三月三十一日	—

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 32. PROVISIONS

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 April	於四月一日	6,745	7,221
Exchange realignment	匯兌調整	(413)	(476)
At 31 March	於三月三十一日	6,332	6,745

Notes:

- (a) From 2011 and 2012, the Group entered into a number of lease agreements (the "Tenancy Agreements") with its tenants in relation to the lease of certain shop premises developed under the Changsha Project. Pursuant to certain Tenancy Agreements, the shop premises shall be ready for lease during the period from August 2011 to May 2012.

During the year ended 31 March 2012, the PRC government launched a series of adjustment measures and policies to control the property market. These regulatory control measures and policies caused the slowdown in the presale of the properties under development of the Changsha Project, which in turn added pressure on the Group's capital requirement and further resulted in the slowdown in the construction progress of the Changsha Project. As the results of the pre-sale of the properties under development of the Changsha Project were below the expectation of the Group, during the year ended 31 March 2012, the Group made certain adjustments to the original design of the Changsha Project, which included among others, adjustments to the floor design of a certain residential portion, and the allocation of the floor area among the residential portion, the commercial portion and the facilities, to meet the local demand. These adjustments, which required the approval from the relevant local government authorities, also affected the construction progress of the Changsha Project. As the construction of the Changsha Project was behind the original schedule, during the year ended 31 March 2012, the Group was not able to deliver the shop premises to a number of tenants according to the agreed timetable set out in the Tenancy Agreements. Pursuant to the Tenancy Agreements, the tenants could terminate the agreements and/or claim against the Group for the delay in the delivery of the shop premises on the basis of loss incurred or the number of days delayed.

### 32. 撥備

附註：

- (a) 自二零一一年及二零一二年，本集團與其租戶就長沙項目下已發展之若干舖位之租賃訂立多項租賃協議（「租賃協議」）。根據若干租賃協議，有關舖位須於二零一一年八月至二零一二年五月期間可供租賃。

於截至二零一二年三月三十一日止年度，中國政府推出了一系列的調整措施及政策以控制房地產市場。此等規管措施及政策造成長沙項目在建物業之預售放緩，為本集團資金需求增添壓力並進一步導致長沙項目的工程進度放緩。由於長沙項目在建物業之預售成績低於本集團預期，於截至二零一二年三月三十一日止年度，本集團針對長沙項目之原有設計作出若干調整，其中包括調整若干住宅部分的戶型設計以及住宅部分、商業部分及設施之間樓面面積的配置，以迎合當地需求。有關調整需要當地相關政府機關批准，影響到長沙項目的工程進度。由於長沙項目工程落後於原訂時間表，於截至二零一二年三月三十一日止年度，本集團無法按租賃協議所載之已協定時間表向多名租戶交付舖位。根據租賃協議，租戶可就延期交付舖位而終止協議及／或按所產生之損失或延期之日數向本集團提出申索。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 32. PROVISIONS (continued)

Notes: (continued)

(a) (continued)

The Group has been in discussions with the tenants regarding the delay in the delivery of the shop premises. Some of the tenants have terminated the Tenancy Agreements with the Group with the initial deposits being refunded by the Group. For those tenants who are willing to continue their leases, the Group has been in discussions with them regarding the revised terms of agreements by offering them certain discounts on the leasing fees or a rent-free period as compensation for the delay. As at the date of these consolidated financial statements, the Group has not received any claims for compensation from its tenants against the Group, and no estimation can be made on the amount of this potential compensation. With respect to the terms of the Tenancy Agreements, no reversal of provision for the year ended 31 March 2020 and 2019 was made due to certain tenants forfeited their claims.

- (b) During 2013 and 2014, the Group has signed pre-sale agreements regarding the sale of residential properties with buyers. However, the Group failed to deliver the residential properties according to the pre-sale agreements. As at the date of these financial statements, the Group has not received any claims for compensation for the delay. With respect of the terms of the pre-sales agreement, no provision was recognised during the year ended 31 March 2020 and 2019.

### 32. 撥備 (續)

附註：(續)

(a) (續)

本集團已就延遲交付舖位與租戶進行商討。部分租戶已終止與本集團之租賃協議，而本集團亦退還初始按金。本集團已與願意繼續其租賃之有關租戶就修訂協議之條款進行商討，提供一定租金折扣或免租期作為延期之賠償。於該等綜合財務報表日期，本集團並無收到其租戶就有關賠償向本集團提出申索，且無法對該潛在賠償金額作出估計。就租賃協議之條款而言，由於若干租戶撤回其申索，於截至二零二零年及二零一九年三月三十一日止年度並無撥回撥備。

- (b) 於二零一三年及二零一四年，本集團已就銷售住宅物業與買方簽訂預售協議。然而，本集團未能按預售協議交付住宅物業。於該等財務報表日期，本集團並無就延遲收到任何賠償申索。就預售協議之條款而言，於截至二零二零年及二零一九年三月三十一日止年度並無確認撥備。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 33. DEFERRED TAXATION

The movements in deferred tax (assets) liabilities during the year are as follows:

#### Deferred tax (assets) liabilities

		Fair value adjustment arising on acquisition 收購產生之 公平值調整 HK\$'000 千港元	Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	59,801	73,306	(33,691)	99,416
Charged to profit or loss	於損益中扣除	–	6,795	648	7,443
Exchange realignment	匯兌調整	(3,939)	(5,300)	2,437	(6,802)
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	55,862	74,801	(30,606)	100,057
Charged (credited) to profit or loss	於損益中扣除 (計入損益)	–	5,269	(35,138)	(29,869)
Exchange realignment	匯兌調整	(3,417)	(4,741)	2,981	(5,177)
At 31 March 2020	於二零二零年三月三十一日	52,445	75,329	(62,763)	65,011

### 33. 遞延稅項

年內，遞延稅項（資產）負債之變動如下：

#### 遞延稅項（資產）負債

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 34. SHARE CAPITAL

		2020 二零二零年		2019 二零一九年	
		No. of shares 股份數目	Amount 金額 HK\$'000 千港元	No. of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of HK\$0.05 each	每股面值0.05港元之普通股				
At 1 April and 31 March	於四月一日及三月三十一日	40,000,000,000	2,000,000	40,000,000,000	2,000,000
		2020 二零二零年		2019 二零一九年	
		No. of shares 股份數目	Amount 金額 HK\$'000 千港元	No. of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
Ordinary shares of HK\$0.05 each	每股面值0.05港元之普通股				
At 1 April and 31 March	於四月一日及三月三十一日	23,336,687,255	1,166,834	23,336,687,255	1,166,834

### 35. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes amounts due to related parties and interest-bearing bank and other borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

### 35. 資本管理

本集團管理其資本，以確保本集團的實體將能夠持續經營，同時藉著優化債務及股本平衡，為股東提供最大回報。本集團的整體策略與上個年度維持不變。

本集團的資本架構包括債務淨額，包括應付關連方款項及計息銀行及其他借款，並已扣除現金及現金等值品以及本公司擁有人應佔權益（包括已發行股本、儲備及累計虧損）。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 36. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from six months to twenty years (2019: six months to twenty years). These properties are expected to generate rental yields of 2.55% (2019: 2.79%) on an ongoing basis.

Certain of the Group's existing operating lease arrangements are with terms of contingent lease payments and are calculated based on a percentage of relevant performance of the tenants, ranging from 5% to 10%, pursuant to the rental agreements. Contingent rents recognised as income for the year ended 31 March 2019 amounted to approximately HK\$18,234,000. During the year ended 31 March 2020, the Group recognised variable lease payments that do not depend on an index or a rate amounting to approximately HK\$11,981,000.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

### 36. 經營租賃安排

#### (a) 作為出租人

本集團根據經營租賃安排出租其投資物業，租賃經商議達成之租期介乎六個月至二十年（二零一九年：六個月至二十年）。該等物業預期持續產生2.55%（二零一九年：2.79%）之租金收益。

本集團若干現有經營租賃安排被稱為或然租賃款項，並根據租賃協議按租戶之相關業績百分比（介乎5%至10%）計算。截至二零一九年三月三十一日止年度確認為收入的或然租金約為18,234,000港元。截至二零二零年三月三十一日止年度，本集團確認並非基於指數或比率之可變租賃款項約為11,981,000港元。

於報告日期已存在並將由本集團於未來期間應收的不可撤銷經營租賃項下之未貼現租賃款項如下：

		2020 二零二零年 HK\$'000 千港元
Within one year	一年內	22,632
After one year but within two years	一年後但兩年內	17,864
After two year but within three years	兩年後但三年內	11,861
After three year but within four years	三年後但四年內	9,941
After four year but within five years	四年後但五年內	5,123
After five years	五年後	21,736
		89,157

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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

#### 36. OPERATING LEASE ARRANGEMENTS (continued)

##### (a) As lessor (continued)

At 31 March 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	26,253
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）	63,874
After five years	五年後	47,910
		138,037

##### (b) As lessee

As at 31 March 2019, the Group leases certain of its office premise under operating lease arrangement. The lease for the office properties are negotiated for terms of two to three years (2019: one to two years).

On adoption of HKFRS 16, the Group has recognised right-of-use assets for these leases from 1 April 2019.

As at 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	2,361
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）	3,739
		6,100

#### 36. 經營租賃安排（續）

##### (a) 作為出租人（續）

於二零一九年三月三十一日，本集團應收租戶不可撤銷經營租賃項下未來最低租賃款項總額之到期日期如下：

##### (b) 作為承租人

於二零一九年三月三十一日，本集團根據經營租賃安排租用其若干辦公室物業。辦公室物業租賃經商議達成之租期為二至三年（二零一九年：一至兩年）。

於採納香港財務報告準則第16號後，本集團已自二零一九年四月一日起就該等租賃確認使用權資產。

於二零一九年三月三十一日，本集團不可撤銷經營租賃項下未來最低租賃款項總額之到期日期如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 37. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Construction of properties included under property, plant and equipment and investment properties	興建物業、廠房及設備項下所列之物業及投資物業	472,697	690,926

### 38. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the years.

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Related parties:	關連方：			
Interest expense	利息開支	(i), (ii)	51,374	78,680
Rental income from 長沙澳圖文化體育發展有限公司(“長沙澳圖”)	來自長沙澳圖文化體育發展有限公司(「長沙澳圖」)之租金收入		1,992	1,861
Management fee income from 長沙澳圖	來自長沙澳圖之管理費收入	(iv)	283	285

These transactions were conducted on terms and conditions mutually agreed between the parties.

### 37. 資本承擔

於報告期末，本集團資本承擔如下：

### 38. 關連方交易

(a) 除綜合財務報表其他部分披露之交易外，本集團於年內有以下重大關連方交易。

該等交易按雙方相互同意之條款及條件進行。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 38. RELATED PARTY TRANSACTIONS (continued)

#### (a) (continued)

Notes:

- (i) Included in the balance is imputed interest of HK\$2,860,000 (2019: HK\$21,294,000).
- (ii) Being interest expense to JeShing, 江蘇裝飾, 南京第一 and 南京金盛國際家居 where Mr. Wang has control over these entities.
- (iii) JeShing has provided certain undertaking to the Group in respect of the recoverability of the Group's total interests in associates of approximately HK\$18,414,000 (2019: HK\$56,750,000) as at 31 March 2020.
- (iv) Mr. Wang has beneficial interest and control over 長沙澳圖.

#### (b) Compensation of key management personnel of the Group

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	2,367	2,704
Post employment benefits	離職後福利	17	19
		2,384	2,723

- (c) The remuneration of key management personnel is determined by the Group with reference to the performance of individual and market trends.

### 38. 關連方交易 (續)

#### (a) (續)

附註：

- (i) 有關結餘包括估算利息2,860,000港元(二零一九年：21,294,000港元)。
- (ii) 即向金盛置業、江蘇裝飾、南京第一及南京金盛國際家居作出的利息開支，王先生對該等實體具有控制權。
- (iii) 於二零二零年三月三十一日，金盛置業就本集團於聯營公司之總權益約18,414,000港元(二零一九年：56,750,000港元)之可收回性向本集團作出若干承諾。
- (iv) 王先生擁有長沙澳圖之實益權益及控制權。

#### (b) 本集團主要管理人員之酬金

- (c) 主要管理人員之酬金乃由本集團經參考個人表現及市場趨勢而釐定。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. FINANCIAL INSTRUMENTS BY CATEGORY

#### Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised costs	按攤銷成本計量之金融資產	90,068	137,598
Financial asset at FVTOCI	按公平值計入其他全面收益之 金融資產	2,724	2,724
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	3,596,259	3,303,685

### 39. 按類別劃分之金融工具

#### 金融工具類別

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's major financial instruments include trade receivables, deposits and other receivables, cash and cash equivalents, trade payables, other payables and accruals, amounts due to related parties, interest-bearing bank and other borrowings, and notes payable. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (a) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank and other borrowings (note 30) and amounts due to related parties (note 29). The Group aims at keeping borrowings at fixed rates in order to reduce cash flow risk. The Group's exposure to changes in market interest rates relates primarily to the Group's amounts due to related parties with floating interest rates. The Group does not have any interest rate hedging policy, and will consider hedging significant interest rate risk should the need arise.

### 40. 金融風險管理及金融工具之公平值

本集團主要金融工具包括應收賬款、按金及其他應收款項、現金及現金等值品、應付賬款、其他應付款項及應計費用、應付關連方款項、計息銀行及其他借款，以及應付票據。金融工具之詳情於各附註披露。與該等金融工具有關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。減輕該等風險之政策載列如下。管理層管理及監控該等風險，以確保及時有效地採取適當措施。

#### (a) 利率風險

本集團就固定利率銀行及其他借款（附註30）及應付關連方款項（附註29）面臨公平值利率風險。本集團旨在按固定利率維持借款，以降低現金流風險。本集團所面對之市場利率變動風險主要與本集團按浮息計算之應付關連方款項有關。本集團並無任何利率對沖政策，並將於有需要時考慮對沖重大之利率風險。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (a) Interest rate risk (continued)

##### Sensitivity analysis

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings). The analysis is prepared assuming the variable-rate financial instruments outstanding at the end of the reporting period were outstanding for the whole year.

		Increase (decrease) in loss before tax 除稅前虧損 增加(減少) HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>	
Increase of 100 basis points	增加100個基點	1,224
Decrease of 100 basis points	減少100個基點	(1,224)
<b>2019</b>	<b>二零一九年</b>	
Increase of 100 basis points	增加100個基點	1,303
Decrease of 100 basis points	減少100個基點	(1,303)

#### (b) Foreign currency risk

The Group's businesses mainly are carried out in the Mainland China, all transactions including major revenue and cost items are denominated in RMB and the Group has no material transactional currency exposure. The RMB is not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and in certain cases the remittance of currency out of Mainland China.

The Group currently does not have a foreign currency hedging policy. However, management monitors the foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 40. 金融風險管理及金融工具之公 平值(續)

#### (a) 利率風險(續)

##### 敏感度分析

下表顯示利率合理可能變動(所有其他變數維持不變)對本集團除稅前虧損之敏感度(透過浮動利率借款之影響)。分析乃假設於報告期末尚未行使之浮動利率金融工具於全年均尚未行使。

#### (b) 外幣風險

本集團之業務主要於中國內地開展，而包括主要收益及成本項目在內的全部交易均以人民幣計值，且本集團並無重大交易貨幣風險。人民幣乃不能自由兌換之貨幣。中國政府控制人民幣兌換為外幣之可兌換性，於若干情況下，亦控制將貨幣匯出中國內地。

本集團現時並無外幣對沖政策。然而，管理層監察外幣匯兌風險，並將在有需要時考慮對沖重大外幣匯兌風險。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (c) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

As at 31 March 2020, the Group's credit risk is primarily attributable to trade and other receivables. In order to minimise the credit risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its debtors' financial position and condition are performed on each and every major debtor periodically. 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. No credit terms are granted to the debtors of the Group's property development and investment business. Normally, the Group does not obtain collateral from its debtors.

For trade receivable, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

### 40. 金融風險管理及金融工具之公 平值 (續)

#### (c) 信貸風險

信貸風險指因交易對手不履行其合約責任而導致本集團承受財務虧損之風險。本集團已採納一項政策，規定僅與信譽良好之交易對手進行交易，作為減少因違約而招致財務虧損風險之方式。

於二零二零年三月三十一日，本集團信貸風險主要歸因於應收賬款及其他應收款項。為將信貸風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各主要債務人之財務狀況及情況進行信貸評估。該等評估主要針對債務人過往之到期付款記錄及當前支付能力，並考慮債務人之特定資料及債務人營運所在經濟環境之有關資料。本集團並無就物業開發及投資業務向債務人授出信貸期。一般而言，本集團不向債務人收取抵押品。

就應收賬款而言，本集團已應用香港財務報告準則第9號之簡化法，以按全期預期信貸虧損計量虧損撥備。本集團透過採用撥備矩陣釐定預期信貸虧損，並根據過往信貸虧損經驗以及債務人經營所處行業之整體經濟狀況進行估計。就此而言，本公司董事認為本集團之信貸風險大幅減低。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (c) Credit risk (continued)

For other non-traded related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

#### The Group's exposure to credit risk

In order to minimise credit risk, the Group has tasked its management to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by the management uses the Group's own days past due to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

### 40. 金融風險管理及金融工具之公 平值 (續)

#### (c) 信貸風險 (續)

就其他非貿易相關應收款項而言，本集團已評估自初始確認以來信貸風險有否顯著增加。倘信貸風險顯著增加，本集團將根據全期而非12個月預期信貸虧損計量虧損撥備。

由於交易對手為獲國際信貸評級機構授予高信貸評級之銀行，故流動資金之信貸風險有限。

#### 本集團面臨之信貸風險

為盡量減低信貸風險，本集團已委派其管理人員設立及維持本集團之信貸風險評級，以根據其違約風險程度對風險進行分類。信貸評級資料乃由管理層提供，管理層使用本集團自身之逾期天數以對其主要客戶及其他債務人進行評級。本集團持續監察本集團之風險及其交易對手之信貸評級，而達成交易之總價值分佈於核准交易對手當中。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (c) Credit risk (continued)

The Group's exposure to credit risk (continued)

The Group's current credit risk grading framework comprises the following categories:

Category 類別	Description 說明	Basis for recognising ECL 確認預期信貸虧損之基準	
		Trade receivables 應收賬款	Other financial assets 其他金融資產
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	Lifetime ECL (simplified approach)	12-month ECL
履約	金融資產之違約風險較低或信貸風險自初始確認以來並無大幅增加且並無出現信貸減值（稱為第一階段）	全期預期信貸虧損（簡化法）	12個月預期信貸虧損
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL – not credit impaired	Lifetime ECL – not credit impaired
存疑	金融資產信貸風險自初始確認以來大幅增加但未出現信貸減值（稱為第二階段）	全期預期信貸虧損－未發生信貸減值	全期預期信貸虧損－未發生信貸減值
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL – credit impaired	Lifetime ECL – credit impaired
違約	當一項或多項對該資產之估計未來現金流量產生負面影響之事件發生時，金融資產被評估為出現信貸減值（稱為第三階段）	全期預期信貸虧損－已發生信貸減值	全期預期信貸虧損－已發生信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人陷入嚴重財務困難且本集團認為不可能收回有關款項	撇銷有關金額	撇銷有關金額

### 40. 金融風險管理及金融工具之公 平值（續）

#### (c) 信貸風險（續）

本集團面臨之信貸風險（續）

本集團當前之信貸風險評級框架包括以下各類：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (c) Credit risk (continued)

The table below details the credit quality of the Group's financial assets as well as the Group's maximum exposure to credit risk.

	Internal credit rating	12-month or lifetime ECL 12個月或 全期預期信貸虧損	31 March 2020 二零二零年三月三十一日			31 March 2019 二零一九年三月三十一日		
			Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
	內部信貸評級		賬面總值 HK\$'000 千港元	虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元	賬面總值 HK\$'000 千港元	虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Trade receivables	N/A	Lifetime ECL (simplified approach)	8,989	–	8,989	14,959	–	14,959
應收賬款	不適用	全期預期信貸虧損 (簡化法)						
Deposits and other receivables	Performing	12-month ECL	53,972	–	53,972	47,525	–	47,525
按金及其他 應收款項	履約	12個月預期信貸虧損						
Deposits and other receivables	Default	Lifetime ECL – credit impaired	4,219	(4,219)	–	4,494	(4,494)	–
按金及其他 應收款項	違約	全期預期信貸虧損 – 已發生信貸減值						

Note:

- i. For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status. The identified impairment loss is not significant.

附註：

- i. 就應收賬款而言，本集團已應用香港財務報告準則第9號之簡化法，以按全期預期信貸虧損計量虧損撥備。本集團透過採用撥備矩陣釐定該等項目之預期信貸虧損，並根據逾期狀況進行分組。已識別之減值虧損並不重大。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (d) Liquidity risk

The Group is exposed to liquidity risk as the Group reported net loss of approximately HK\$294,856,000. As at 31 March 2020, the Group had net current liabilities of approximately HK\$352,886,000 and total borrowings, including interest-bearing bank and other borrowings, amounts due to related parties and notes payable of approximately HK\$738,899,000 which will be due in the coming twelve months from the end of the reporting period. As at the same date, the Group's cash and cash equivalents amounted to approximately HK\$27,107,000. In order to improve the Group's liquidity position, the directors of the Company have been implementing various operating and financing measures, details of which are set out in note 2.1. Based on those measures, the directors of the Company are of the opinion that the Company and the Group will have sufficient working capital to meet its financial obligations as when they fall due in the coming twelve months from 31 March 2020 and it is appropriate to prepare these consolidated financial statements on a going concern basis.

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions and related parties to meet its liquidity requirements in the short and longer term.

Management of the Group aims to maintain sufficient cash and bank balances and available funding through (i) refinancing of interest-bearing bank and other borrowings when they fall due; and (ii) obtaining new financing to strengthen the liquidity position of the Group and to meet the Group's commitments for properties development projects and other business operations.

### 40. 金融風險管理及金融工具之公平 價值 (續)

#### (d) 流動資金風險

由於本集團錄得虧損淨額約294,856,000港元，故本集團面臨流動資金風險。於二零二零年三月三十一日，本集團有流動負債淨額約352,886,000港元及借款總額（包括計息銀行及其他借款、應付關連方款項及應付票據）約738,899,000港元，將從報告期末起計未來十二個月到期。於同日，本集團的現金及現金等值品約為27,107,000港元。為改善本集團的流動資金狀況，本公司董事實行多項營運及融資舉措，有關詳情載於附註2.1。基於該等舉措，本公司董事認為，本公司及本集團將有充裕營運資金履行其於二零二零年三月三十一日起未來十二個月內到期的財務責任，且按持續經營基準編製該等綜合財務報表屬合適。

本集團內個別經營實體負責其自身現金管理事宜，包括現金盈餘之短期投資及籌集貸款應付預期現金需求，惟須待母公司董事會批准方可作實。本集團之政策為定期監控現時及預期流動資金需求，確保維持足夠現金及從主要金融機構及關連方取得充裕的承諾融資額，以應付其短期及較長期流動資金需求。

本集團管理層旨在透過(i)於計息銀行及其他借款到期時再融資；及(ii)取得新融資，維持足夠之現金及銀行結餘以及可供動用資金，以加強本集團之流動資金狀況及迎合本集團物業發展項目及其他業務營運承擔。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (d) Liquidity risk (continued)

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

		On demand or less than 1 year 按要求或 一年之內 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	2 to 5 years 兩至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>2020</b>	<b>二零二零年</b>					
Trade payables	應付賬款	1,064,654	-	-	1,064,654	1,064,654
Other payables and accruals	其他應付款項及應計費用	314,653	-	-	314,653	314,653
Amounts due to related parties	應付關連方款項	428,676	477,254	-	905,930	839,167
Interest-bearing bank and other borrowings	計息銀行及其他借款	348,070	532,782	720,448	1,601,300	1,377,785
		2,156,053	1,010,036	720,448	3,886,537	3,596,259
Lease liabilities	租賃負債	2,361	1,378	-	3,739	3,478
<b>2019</b>	<b>二零一九年</b>					
Trade payables	應付賬款	701,384	-	-	701,384	701,384
Other payables and accruals	其他應付款項及應計費用	254,205	-	-	254,205	254,205
Amounts due to related parties	應付關連方款項	147,864	720,645	-	868,509	782,014
Notes payable	應付票據	93,471	-	-	93,471	93,471
Interest-bearing bank and other borrowings	計息銀行及其他借款	1,242,901	311,968	-	1,554,869	1,472,611
		2,439,825	1,032,613	-	3,472,438	3,303,685

### 40. 金融風險管理及金融工具之公 平值 (續)

#### (d) 流動資金風險 (續)

下表列載本集團之金融負債於報告期末之餘下合約期限，基準為合約未貼現現金流量（包括按合約利率，或如屬浮息，則按報告期末當時利率計算之利息付款）及本集團須予支付之最早日期。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

		31 March 2020 二零二零年三月三十一日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial asset at FVTOCI	按公平值計入 其他全面收益之 金融資產				
Unlisted equity investment	非上市股權投資	-	-	2,724	2,724

		31 March 2020 二零二零年三月三十一日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial asset at FVTOCI	按公平值計入 其他全面收益之 金融資產				
Unlisted equity investment	非上市股權投資	-	-	2,724	2,724

During the year ended 31 March 2020, there were no transfers between levels of the fair value hierarchy.

### 40. 金融風險管理及金融工具之公平值 (續)

#### (e) 公平值

下表提供於各報告期末按公平值計量之金融工具分析以供進行經常性計量，其按公平值可予觀察之程度根據本集團之會計政策分為第一至第三級。

截至二零二零年三月三十一日止年度，公平值層級各等級之間概無任何轉移。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value (continued)

Fair value of financial asset that is measured at fair value on a recurring basis

The valuation techniques and inputs used in the fair value measurements of each financial instrument on a recurring basis are set out below:

Financial instruments	Fair value hierarchy	Fair values as at 31 March		Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value 主要輸入數據及重大不可觀察輸入數據與公平值之間的關係
金融工具	公平值層級	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	估值方法及 主要輸入數據	重大不可觀察 輸入數據	
Financial asset at FVTOCI – Unlisted equity investment	Level 3	2,724	2,724	Market approach – by reference to pricing multiples of similar business enterprises	Marketability Discount  Minority Discount	The higher the marketability discount, the lower the fair value  The higher the minority discount, the lower the fair value
按公平值計入其他全面收益之 金融資產 – 非上市股權投資	第三級			市場法—透過參考類似業務企業的定價倍數	市場流動性折讓  少數股權折讓	市場流動性折讓越高，公平值越低  少數股權折讓越高，公平值越低

### 40. 金融風險管理及金融工具之公平值 (續)

#### (e) 公平值 (續)

按經常性基準以公平值計量之金融資產之公平值

下表載列以經常性基準計量各項金融工具之公平值所使用之估值方法及輸入數據：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 40. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

#### (e) Fair value (continued)

Fair value of financial asset that is measured at fair  
value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements of financial  
assets on recurring basis are as follows:

As 1 April 2018, 31 March 2019,  
1 April 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、  
二零一九年四月一日及  
二零二零年三月三十一日

Unlisted  
equity  
investment  
非上市  
股權投資  
HK\$'000  
千港元

2,724

The management of the Group considers that the carrying  
amounts of other financial assets and financial liabilities  
recorded at amortised cost approximate to their fair values.

本集團管理層認為，按攤銷成本  
列賬之其他金融資產及金融負債  
之賬面值與其公平值相若。

### 40. 金融風險管理及金融工具之公 平值 (續)

#### (e) 公平值 (續)

按經常性基準以公平值計量之  
金融資產之公平值 (續)

以經常性基準按第三級公平值計  
量之金融資產之對賬如下：



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

### 41. 本公司財務狀況及儲備變動表

本公司於報告期末之財務狀況表資料如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	34	87
Right-of-use assets	使用權資產	3,356	—
Interests in subsidiaries	於附屬公司之權益	179,289	457,982
Interests in associates	於聯營公司之權益	—	—
Financial assets designated at FVTOCI	指定按公平值計入其他全面 收益之金融資產	2,724	2,724
		<b>185,403</b>	<b>460,793</b>
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,130	3,018
Cash and cash equivalents	現金及現金等值品	501	821
		<b>3,631</b>	<b>3,839</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	13,389	16,242
Amounts due to subsidiaries	應付附屬公司款項	107,474	9,849
Amount due to a related party	應付關連方款項	1,320	1,320
Lease liabilities	租賃負債	2,140	—
Notes payable	應付票據	—	93,471
		<b>124,323</b>	<b>120,882</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(120,692)</b>	<b>(117,043)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>64,711</b>	<b>343,750</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	1,338	—
<b>Net assets</b>	<b>資產淨額</b>	<b>63,373</b>	<b>343,750</b>
<b>Equity</b>	<b>權益</b>		
Issued capital	已發行股本	1,166,834	1,166,834
Accumulated losses	累計虧損	(1,103,461)	(823,084)
<b>Total equity</b>	<b>權益總額</b>	<b>63,373</b>	<b>343,750</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 41. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (continued)

A summary of the Company's reserves is as follows:

		Share premium 股份溢價	Contributed surplus 繳入盈餘	Capital redemption reserve 資本贖回儲備	Reorganisation reserve 重組儲備 (note) (附註)	Other reserve 其他儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	850,462	69,476	109	287,004	6,856	(1,728,245)	(514,338)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(308,746)	(308,746)
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	850,462	69,476	109	287,004	6,856	(2,036,991)	(823,084)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	(280,377)	(280,377)
At 31 March 2020	於二零二零年三月三十一日	850,462	69,476	109	287,004	6,856	(2,317,368)	(1,103,461)

Note:

Reorganisation reserve represented the difference between the nominal value of the shares issued and the net asset value of the subsidiaries of the Company upon a group reorganisation.

### 41. 本公司財務狀況及儲備變動表 (續)

本公司儲備之概要如下：

附註：

重組儲備指於集團重組時所發行股份之面值與本公司附屬公司之資產淨值間之差額。

### 42. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors, including independent non-executive directors, and other employees of the Company, any subsidiary or any invested entity which the Group holds any equity interest. The Scheme became effective on 2 November 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 42. 購股權計劃

本公司設有一項購股權計劃(「該計劃」)，旨在向對本集團經營成功作出貢獻之合資格參與者給予獎勵及回報。該計劃之合資格參與者包括本公司、本集團持有任何股東權益的任何附屬公司或任何投資實體的任何董事(包括獨立非執行董事)及其他僱員。該計劃於二零零九年十一月二日生效，除另行撤銷或修訂外，將由該日期起計10年內一直有效。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 42. SHARE OPTION SCHEME (continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting. All options are settled by physical delivery of shares.

Share options granted to a director or chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 20 business days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one to three years and ends on a date which is not later than the expiry date of the Scheme.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share option was granted during the years ended 31 March 2020 and 2019.

At the end of the reporting period, the Company had no share option outstanding under the Scheme (2019: Nil).

### 42. 購股權計劃 (續)

目前根據該計劃可予授出之未行使購股權最高數目相等於（如獲行使）本公司任何時間已發行股份10%。該計劃各合資格參與者在任何12個月期間行使購股權可獲發行之最高股份數目不得超逾本公司任何時間已發行股份1%。超逾該上限則須經股東在股東大會上批准，方可進一步授出任何購股權。所有購股權均以實際交付股份方式結清。

向本公司董事、行政總裁或主要股東、或彼等任何聯繫人士授予購股權時，須預先獲獨立非執行董事之批准。此外，倘若在任何12個月期間內，授予本公司之一名主要股東或一名獨立非執行董事或彼等任何聯繫人士之任何購股權超逾本公司任何時間已發行股份之0.1%或總值（按於授出日期本公司之股份價格計算）超逾5,000,000港元時，則須預先獲股東在股東大會上批准。

授出購股權建議可在發出有關建議日期起計20個營業日內接納，承授人在接納購股權時須支付合共1港元名義代價。獲授購股權之行使期由董事釐定，並在一至三年歸屬期後起計，至該計劃到期日止。

購股權之行使價由董事釐定，惟不得少於下列最高者：(i)本公司股份於建議授出購股權日期於聯交所所報之收市價；(ii)本公司股份於緊接建議授出購股權日期前五個交易日在聯交所所報之平均收市價；及(iii)股份面值。購股權並不賦予持有人收取股息或於股東大會上投票之權利。

截至二零二零年及二零一九年三月三十一日止年度，概無授出購股權。

於報告期末，根據該計劃，本公司並無發行在外之購股權（二零一九年：無）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

### 43. 融資活動產生之負債對賬

下表詳列本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債乃指其現金流量或未來現金流量將於綜合現金流量表中分類為融資活動現金流量之負債。

		1 April 2019 二零一九年 四月一日 HK\$'000 千港元	Financing cash flows 融資 現金流量 HK\$'000 千港元	Finance costs incurred 產生之 融資費用 HK\$'000 千港元	Accruals 應計費用 HK\$'000 千港元	Exchange realignment 匯兌調整 HK\$'000 千港元	31 March 2020 二零二零年 三月三十一日 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款	1,472,611	(104,797)	133,374	(33,493)	(89,910)	1,377,785
Interest payables (included other payables and accruals (note 28))	應付利息（計入其他應付款項及應計費用（附註28））	80,918	-	-	33,493	(5,145)	109,266
Notes payable	應付票據	93,471	(107,339)	13,868	-	-	-
Amounts due to related parties	應付關連方款項	782,014	56,943	51,374	-	(51,164)	839,167
Lease liabilities	租賃負債	5,478	(2,362)	362	-	-	3,478
		2,434,492	(157,555)	198,978	-	(146,219)	2,329,696

		1 April 2018 二零一八年 四月一日 HK\$'000 千港元	Financing cash flows 融資 現金流量 HK\$'000 千港元	Finance costs incurred 產生之 融資費用 HK\$'000 千港元	Deemed contribution from shareholders 視為股東 注資 HK\$'000 千港元	Accruals 應計費用 HK\$'000 千港元	Exchange realignment 匯兌調整 HK\$'000 千港元	31 March 2019 二零一九年 三月三十一日 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款	1,541,030	(29,262)	147,280	-	(83,771)	(102,666)	1,472,611
Interest payables (included in other payables and accruals (note 28))	應付利息（計入其他應付款項及應計費用（附註28））	-	-	-	-	83,771	(2,853)	80,918
Notes payable	應付票據	88,114	(3,427)	8,784	-	-	-	93,471
Amounts due to related parties	應付關連方款項	975,932	(207,813)	78,680	(5,139)	-	(59,646)	782,014
		2,605,076	(240,502)	234,744	(5,139)	-	(165,165)	2,429,014

# Five-Year Financial Summary

## 五年財務摘要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

以下為摘自己刊發之經審核財務報表之本集團過往五個財政年度之業績及資產、負債與非控股權益概要。

### RESULTS

### 業績

		Year ended 31 March 截至三月三十一日止年度				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元 (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Turnover	營業額	181,687	284,184	195,338	60,596	95,867
Loss attributable to: – Owners of the Company	以下人士應佔虧損： – 本公司擁有人	(294,856)	(268,297)	(391,630)	(324,554)	(302,581)

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 March 於三月三十一日				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元 (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Total assets	總資產	4,674,071	4,533,665	5,057,244	3,323,597	3,563,155
Total liabilities	總負債	(4,596,369)	(4,148,766)	(4,378,421)	(3,402,635)	(3,503,172)
Equity attributable to: – Owners of the Company	以下人士應佔權益： – 本公司擁有人	77,702	384,899	678,823	(79,038)	59,983