

IBS International Business Settlement

International Business Settlement Holdings Limited
國際商業結算控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

(Stock Code: 00147 股份代號 : 00147)

Annual Report 年報

2017/2018

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Yuen Leong

Luan Li

Hu Jianjun

Independent Non-Executive Directors

Yap Yung

Zhang Guangsheng

Chan Siu Tat

COMPANY SECRETARY

Chung Yau Tong

AUDITOR

BDO Limited

AUDIT COMMITTEE

Yap Yung (*chairman*)

Zhang Guangsheng

Chan Siu Tat

REMUNERATION COMMITTEE

Chan Siu Tat (*chairman*)

Yap Yung

Zhang Guangsheng

NOMINATION COMMITTEE

Zhang Guangsheng (*chairman*)

Yap Yung

Chan Siu Tat

董事會

執行董事

袁亮

樂利

胡建軍

獨立非執行董事

葉勇

張光生

陳少達

公司秘書

鍾有棠

核數師

香港立信德豪會計師事務所有限公司

審核委員會

葉勇 (*主席*)

張光生

陳少達

薪酬委員會

陳少達 (*主席*)

葉勇

張光生

提名委員會

張光生 (*主席*)

葉勇

陳少達

Corporate Information

公司資料

REGISTERED OFFICE

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2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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China Resources Building
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Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

00147

COMPANY WEBSITE

www.ibsettlement.com

註冊辦事處

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Hamilton HM 11
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總辦事處及香港主要營業地點

香港
灣仔
港灣道26號
華潤大廈
23樓2310室

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
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22樓

股份代號

00147

公司網址

www.ibsettlement.com

Management's Statement

管理層報告

We are pleased to present to our shareholders the annual report of International Business Settlement Holdings Limited (the "Company") together with its subsidiaries (collectively known as the "Group") for the year ended 31 March 2018.

我們欣然向股東呈列國際商業結算控股有限公司（「本公司」）連同其附屬公司（統稱「本集團」）截至二零一八年三月三十一日止年度的年報。

OVERALL RESULTS

Key performance indicators (Financial Ratios)

整體業績

主要業績指標（財務比率）

		Notes 附註	Year ended 31 March 截至三月三十一日止年度		Change 變動 + / (-) %
			2018 二零一八年	2017 二零一七年 (restated) (經重列)	
Revenue (HK\$'000)	收入 (千港元)		543,333	537,064	+1.17%
Gross profit margin (%)	毛利率 (%)	(i)	8.29%	8.25%	+0.04%
Loss for the year (HK\$'000)	年內虧損 (千港元)		65,170	85,841	-24.08%
Loss per share (HK cents)	每股虧損 (港仙)		0.33	0.40	-17.50%
Net asset value per share (HK cents)	每股資產淨值 (港仙)	(ii)	6.55	6.77	-3.25%

Notes:

- (i) Gross profit margin is calculated as gross profit divided by revenue.
- (ii) Net asset value per share is calculated based on the number of ordinary shares issued as at the relevant financial year end date.

附註：

- (i) 毛利率按毛利除收入計算。
- (ii) 每股資產淨值乃根據於相關財政年度結算日已發行普通股數目計算。

For the current year, the Group recorded a turnover of approximately HK\$543,333,000, representing a slight increase of approximately 1.17% when compared with the same period of last year. The turnover for the current year is mainly attributable to the sale of properties in 柳州正和華桂置業集團有限公司 (Liuzhou Zhenghe Huagui Real Estate Group Company Limited*) ("Liuzhou Zhenghe") and the interest income from the Group's financing business.

本集團於本年度錄得營業額約543,333,000港元，較去年同期小幅增長約1.17%。本年度的營業額主要來自柳州正和華桂置業集團有限公司（「柳州正和」）的物業銷售及本集團融資業務的利息收入。

A gross profit of approximately HK\$45,068,000 (2017: HK\$44,303,000) and gross profit ratio of 8.29% (2017: 8.25%) were recorded for the current year.

於本年度錄得毛利約45,068,000港元（二零一七年：44,303,000港元）及毛利率8.29%（二零一七年：8.25%）。

A loss of approximately HK\$65,170,000 was recorded for the current year, representing a decrease of 24.08% from approximately HK\$85,841,000 for the year ended 31 March 2017. The basic and diluted loss per share for the current year was approximately HK0.33 cents which represented a decrease of approximately 17.50% from approximately HK0.40 cents for the year ended 31 March 2017.

本年度錄得虧損約65,170,000港元，較截至二零一七年三月三十一日止年度約85,841,000港元下降24.08%。本年度每股基本及攤薄虧損約為0.33港仙，較截至二零一七年三月三十一日止年度約0.40港仙下降約17.50%。

Management's Statement

管理層報告

REVIEW OF OPERATIONS AND PROSPECT

International Business Settlement

The self-developed Next Generation Settlement Network (the “NGSN”) mainly aims to provide an alternative settlement channel to the market and an alternative around the clock and multi-currency remittance channel to banks and commercial customers connected to the network. The NGSN can also help commercial customers and banks tap into overseas markets. In line with the national policies, the NGSN can effectively facilitate trade settlement of countries and regions connected to the network and provide support to banks and customers in countries along the “one belt and one road” to expand their business.

The Group has been actively expanding its bank customer connections and services for the NSGN. Currently, several large-scale banks (including domestic and international banks) are planning to connect to the network. Further, the Group maintains continuous communication with more than 20 domestic and international small, medium-sized and large banks. Through our discussions in relation to the potential cooperative opportunities with banks, the banks have realized the value and opportunities brought by the NGSN resolution and have discovered the potential of the NGSN to facilitate the implementation of the “one belt and one road” strategy led by China. However, intended banks are subject to coordination and approval by their internal systems. The Group expects to implement its the NGSN operating strategy to its customers as soon as possible upon all the conditions are fulfilled.

Apart from bank customer connection, providing settlement services for commercial customers is also an essential part and component of the NGSN. Nevertheless, connecting bank customers is not the ultimate goal of the NGSN as it mainly aims to provide support and services for the commercial activities of the end customers.

In respect of services for commercial customers, the Group has made preliminary progress during the current year. Currently, the Group has obtained the European EMI license (Electronic Money Institution), which allows the Groups to provide its commercial customers with preliminary commercial settlement services.

經營業務回顧及前景

國際商業結算

集團自行開發的全球清算網絡(Next Generation Settlement Network) (「NGSN」) 主要為市場提供另一清算的路徑，為接入網絡的銀行及商業客戶提供一個全天候、多幣種的匯劃渠道選擇，同時亦可以幫助商業客戶及銀行打開海外市場，並配合國家政策，有效地幫助所接入的國家或地區提高貿易結算的便利性，為「一帶一路」沿線國家的銀行及商業客戶拓展業務提供支持。

對於銀行客戶接入及服務方面，集團目前正在積極拓展NGSN。目前，已經有幾家大型銀行（包括國內及國外銀行）有意向參與，同時亦與20餘家國內外大、中、小銀行保持持續溝通。透過與有關銀行討論潛在合作機會，有關銀行已充分認識到NGSN解決方案所帶來的價值及機遇，並發現NGSN助力國家所主導的「一帶一路」戰略的潛力。但有意參與的銀行也需要於進行其內部系統的協調和審批，在各方面條件成熟後，集團希望儘快可以實現NGSN為客戶提供運營的經營策略。

在銀行客戶接入之外，為商業客戶提供清算服務，亦是NGSN的重要內容和組成部分，然而，銀行客戶的接入並不是NGSN最終目標，其主要目標是為最終的商業客戶的商業行為提供支持與服務。

於商業客戶的服務方面，本年度，集團業已取得初步進展。目前，本集團已取得歐洲EMI牌照(Electronic Money Institution)，讓本集團能夠為商業客戶提供初步的商業清結算服務。

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In February 2018, the Group officially launched the electronic bank of its European node (Lithuania), which is able to provide business settlement and clearing services based on the International Bank Account Number (IBAN) to global business customers. In respect of account opening, it is now able to open international bank accounts, provide international bank account numbers, support multi-currency services and provide currency exchange services to business customers. Simultaneously, targeting international customers, especially domestic business customers, it is capable of providing remote account opening, including remote information authentication, remote information submission, etc., which affords enormous convenience to business customers, enabling them to complete the whole process from information submission, identity authentication to account opening without leaving home. In respect of receiving or making international payments, the Group's European link can also provide fast and convenient collection and remittance services to businesses and individuals. In particular, the business clearance in the European Economic Area (EEA) can achieve more efficient and convenient business settlement and clearing services by capitalizing on the local clearing system of the Single Euro Payments Area (SEPA).

Regardless of whether the Group's customer is a European customer, an international customer, a Chinese customer, a traditional trading company, a production enterprise or a new service enterprise, upon the completion of the remote account opening, they will immediately be able to use the IBS account to receive or make payment as well as capital transactions of enterprises, achieving efficient and convenient business settlement and clearing via the IBS account.

As a financial institution, the Group's European node considers anti-money laundering and counter-terrorist financing policies to be its primary concern and responsibility and is committed to complying with the other laws and regulations of financial regulators. In addition, as an enterprise operating in the European region, it should also value and observe some common European laws and regulations, such as the General Data Protection Regulation (GDPR). The Group understands and is aware that compliance with the relevant rules and regulators is fundamentally important and serves as a pre-requisite for business settlement and clearing businesses. At the corporate governance level, the Group has now established a risk and compliance management system, set up a risk management committee, appointed a dedicated chief compliance expert and engaged an external independent and professional law firm. Likewise, at the daily operations level, the Group has established KYC (Know your customer), KYB (Know your business), customer due diligence (Due Diligence) and other daily business processes and plans to organize continuous related training. In short, the Group will ensure that it effectively fulfills its obligations and assumes related responsibilities and also strives to establish endorsement from customers and protect the goodwill of the Company.

於二零一八年二月，集團歐洲節點（立陶宛）電子銀行正式上線營業，可為全球商業客戶，提供基於國際銀行賬號(IBAN)的商業清結算服務。在賬戶開立方面，目前可為商業客戶開立國際銀行賬戶，提供國際銀行賬號，並支持多幣種服務，可提供貨幣兌換業務。同時，針對國際客戶，特別是國內商業客戶，可以提供遠程賬戶開立，包括遠程信息驗證，遠程信息提交等——這為商業客戶提供了極大的便利，客戶足不出戶，即可完成信息提交、身份驗證至賬戶開立的全部流程。在國際收付款方面，面向企業及個人，集團歐洲節點亦可提供快速、便捷的收款、匯款服務，特別在歐洲經濟區(EEA)的商業清算，可借助單一歐元支付區(SEPA)的本地清算系統，實現更高效、便捷的商業清結算服務。

無論是歐洲客戶、國際客戶、中國客戶、傳統貿易型公司、生產型企業，還是新型服務業企業在完成遠程開戶後，即可將IBS賬戶用於企業收／付款、企業資金往來等用途，通過IBS賬戶實現高效、便捷的商業清結算。

集團歐洲節點作為金融機構，視反洗錢和反恐融資政策是首要關注點及責任，同時亦應遵從金融監管機構其他法律法規。另外作為在歐洲地區開展業務的企業，歐洲範圍內的一些普遍的法律法規，如《一般數據保護法案》(GDPR)，亦須重視並遵從。集團理解並知悉對於商業清結算業務，遵守相關規例及法規至關重要且是必要條件。集團目前已經在公司治理層面建立了風險及合規管理制度，成立了風險管理委員會，設立專職首席合規專家，並聘請外部獨立專業律所。同樣地，在日常經營層面，集團建立了KYC (Know your customer)，KYB (Know your business)，客戶盡職調查(Due Diligence)等日常經營流程，並計劃持續組織相關培訓。簡言之，集團會確保有效履行相應義務，承擔相關責任，同時努力建立客戶口碑，維護公司商譽。

Management's Statement

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Based on the basic settlement business and under the premise of ensuring operations, the Group also plans to expand its business and service scope, including (but not limited to) providing e-commerce payments, providing WeChat and Alipay online or offline payment services for overseas e-commerce and physical shopping malls, expanding the business of payment processing services for VISA, Master and other card organizations, recommending or providing clients with investment services such as deposits in Europe, wealth management and insurance as well as issuing prepaid cards jointly with VISA and Master.

To this end, the Group also plans to upgrade its European EMI license to a Special Bank license so as to provide more financial services to commercial customers based on its basic business. Meanwhile, we will actively apply for licenses for electronic banking or licenses to be a payment company in Central Asia and other regions as well as the cooperation qualifications for VISA, Master and UnionPay. Furthermore, while improving the current e-banking core system, KYC and other systems (customer information certification), we will explore more partnership opportunities and improve the corporate ecology. We are considering to set up offices in domestic free trade zones, free ports and bonded zones, etc., but also to actively deploying the Group's services over the countries along the "one belt and one road", so as to expand its scope.

In conclusion, the Group will continue to expand its products and services, diversify its service scope and upgrade its licenses, on the basis of its prudent operations and according to the blueprint of NGSN, so as to serve more customers and further create value for its shareholders.

During the current year, no revenue was recorded in this segment (2017: HK\$4,320,000). Segment loss of approximately HK\$56,986,000 (2017: HK\$26,207,000) was recorded. The major expenses for the year were office rental expenses, research and development expenses and staff costs. The relatively large loss recorded in the current year was mainly due to this segment being acquired in September 2016, which reflects the full-year effect in the current year.

Liuzhou Zhenghe

Zhenghe City is a mix-used complex project located at No. 102, Xinliu Avenue, Liudong New District, Liuzhou, Guangxi Zhuang Autonomous Region, the PRC, which offers a wide range of properties, including villas, townhouses, commercial buildings, office buildings, hotels and high-rise apartments developed by Liuzhou Zhenghe.

後續在基礎清結算業務之上，在確保合規經營的前提下，集團亦有計劃拓展經營內容及服務範圍，包括（不限於）：提供電子商務支付，針對海外電商、實體商城，提供微信、支付寶的線上／線下支付服務；拓展VISA、Master等卡組織的國際銀行卡收單業務；為客戶推薦或提供歐洲存款、理財、保險等投資服務；聯合VISA、Master發行預付費卡。

為此，集團亦有計劃將歐洲節點EMI牌照升級為Special Bank牌照，以在基礎業務之上為商業客戶提供更多金融服務，並積極申請中亞等地區的電子銀行牌照或支付公司牌照以及VISA、Master、銀聯的合作資質。同時也會進一步完善目前電子銀行核心系統、KYC等系統（客戶信息認證），開拓更多合作夥伴，完善企業生態，並考慮在國內自貿區、自由港、保稅區等地設立辦事處，在「一帶一路」沿線積極佈局，進而擴展服務範圍。

總之，集團未來會在審慎經營的基礎上，依NGSN的藍圖規劃，持續拓展產品及服務，豐富服務內容，升級牌照，服務更多客戶，進一步為股東創造價值。

於本年度，該分類並無錄得收入（二零一七年：4,320,000港元）。分類錄得虧損約56,986,000港元（二零一七年：26,207,000港元）。年內主要開支為辦公室租金開支、研發開支及員工成本。本年度錄得相對較大的虧損，主要由於該分類於二零一六年九月收購，本年度顯示全年效應。

柳州正和

正和城為混合多功能綜合項目，位於中國廣西壯族自治區柳州市柳東新區新柳大道102號，提供多種不同類型物業，包括由柳州正和所開發的別墅、聯排屋、商業大樓、辦公大樓、酒店及高層公寓。

Management's Statement

管理層報告

Zhenghe City comprises two phases with Phase I providing a stack of residential and commercial properties with gross floor area of approximately 480,000 square meters. Phase II will provide another stack of residential and commercial properties with a total gross floor area of approximately 561,000 square meters. Both Phase I and Phase II have commenced construction and are under development. The Group owned 100% interest in properties held for development and properties held for sale in both Phase I and Phase II.

正和城項目由兩期構成，一期提供多幢建築面積約480,000平方米之住宅及商業物業。二期將另外提供多幢住宅及商業物業，總建築面積約為561,000平方米。一期與二期均已開始施工及在開發中。本集團全資擁有一期及二期持作發展物業及持作出售物業。

(a) Detail area of the properties under development and completed properties are as follows:

(a) 發展中物業及已竣工物業的面積詳情如下：

		Site area (sq.m) (平方米)	Approximate gross floor area 概約 建築面積 (sq.m) (平方米)	Saleable area remaining unsold (note 2) 尚未出售的 可出售面積 (附註2) (sq.m) (平方米)
Phase I:	一期：			
Zone A	A區	76,000	97,000	29,000
Zone B	B區	94,000	128,000	28,000
Zone C	C區	61,000	255,000	170,000
		231,000	480,000	227,000
Phase II:	二期：			
Zone D	D區	71,000	191,000	124,000
Zone E	E區	30,000	142,000	120,000
Zone F	F區	41,000	228,000	206,000
		142,000	561,000	450,000
Total:	總計：	373,000	1,041,000	677,000

Note 1: The number of square meters ("sq.m") are rounded to nearest thousand for illustrative purpose only.

附註1：平方米數字乃約整至最接近的千位數，僅作說明用途。

Note 2: Representing the gross floor area under development and saleable gross floor area of completed properties that were unsold as at 31 March 2018.

附註2：即發展中建築面積及於二零一八年三月三十一日已竣工但尚未出售的物業的可出售建築面積。

Management's Statement

管理層報告

(b) The progress of each phase in Zhenghe City as at the date of this annual report are as follows: (b) 於本年報日期，正和城各期項目進程如下：

	Property type 物業類型	Development Status 發展情況
Phase I: 一期：		
Zone A A區	Villas and high-rise apartment buildings with retail outlets and car parking spaces 別墅及高層公寓，以及商舖及停車位	The construction works were completed and most of the residential units were sold. 建築工程已竣工且大部分住宅單位已出售。
Zone B B區	Villas and high-rise apartment buildings with retail outlets and car parking spaces 別墅及高層公寓，以及商舖及停車位	The construction works were completed and most of the residential units were sold. 建築工程已竣工且大部分住宅單位已出售。
Zone C C區	Residential and commercial complexes and studio/office buildings with retail outlets and car parking spaces 住宅及商業綜合樓及工作室／辦公大樓，以及商舖及停車位	There are 7 blocks of residential and commercial complexes and 3 blocks of studio/office buildings in this zone. 該區有7幢住宅及商業綜合樓及3幢工作室／辦公大樓。 The construction works of 7 blocks of residential and commercial complexes were completed and most the units were sold. 7幢住宅及商業綜合樓的建築工程已竣工且大部分單位已出售。 The construction works of 3 blocks of studio/office buildings are in progress. The pre-sale permits were granted and the acceptance certificates of completion are expected to be granted in the second half of 2018. 3幢工作室／辦公大樓仍處於建設中。預售許可證已授出而工程竣工驗收證書預計將於二零一八年下半年授出。
Phase II: 二期：		
Zone D1 D1區	Villas 別墅	The construction works of the villas were completed. 16 villas with a total saleable area of approximately 8,000 square meters are held for sale. 別墅的建築工程已竣工。總可出售面積約為8,000平方米的16幢別墅乃持作出售。

Management's Statement

管理層報告

	Property type 物業類型	Development Status 發展情況
Zone D1 D1區	High-rise apartment buildings with retail outlets and car parking spaces 高層公寓，以及商舖及停車位	<p>There are 5 blocks of high-rise apartment buildings in this zone.</p> <p>本區有5幢高層公寓。</p> <p>The construction works of 2 of these 5 blocks were completed and acceptance certificates of completion were granted. The properties were delivered to the customers and revenue was recognised in the current year.</p> <p>5幢高層公寓中2幢的建築工程已竣工及竣工驗收證書已授出。本年度已向客戶交付物業並確認收入。</p> <p>The construction works of the remaining 3 blocks are in progress. The pre-sale permits were granted and acceptance certificates of completion are expected to be granted in the second half of 2018.</p> <p>餘下3幢仍處於建設中。預售許可證已授出而工程竣工驗收證書預計將於二零一八年下半年授出。</p>
Zone D2 D2區	Villas 別墅	<p>The construction works of the villas were completed. 8 villas with a total saleable area of approximately 5,000 square meters are held for sale.</p> <p>別墅的建築工程已竣工。總可出售面積約為5,000平方米的8幢別墅乃持作出售。</p>
Zone E E區	Hotel and high-rise apartment buildings with retail outlets and car parking spaces 酒店及高層公寓，以及商舖及停車位	<p>The construction works of the high-rise apartment buildings were completed and the acceptance certificate of completion was granted. The properties were delivered to the customers and revenue was recognised in the current year.</p> <p>高層公寓的建築工程已竣工及竣工驗收證書已授出。本年度已向客戶交付物業並確認收入。</p> <p>The hotel building is under construction and the pre-sale permit was granted. The acceptance certificate of completion is expected to be obtained in late 2018.</p> <p>酒店仍處於建設中而預售許可證已授出。工程竣工驗收證書預計將於二零一八年年末授出。</p>

Management's Statement

管理層報告

	Property type 物業類型	Development Status 發展情況
Zone F F區	Residential and commercial complexes with car parking spaces 住宅及商業綜合樓，以及停車位	<p>There are 6 blocks of residential and commercial complexes in this zone. 本區有6幢住宅及商業綜合樓。</p> <p>The construction works of 1 block of residential and commercial complexes was completed and the acceptance certificate of completion was granted. The properties were delivered to the customers and revenue recognised in the current year. 1幢住宅及商業綜合樓的建築工程已竣工及竣工驗收證書已授出。本年度已向客戶交付物業並確認收入。</p> <p>The construction work of the other 5 blocks of residential and commercial complexes are in progress and pre-sale permits were granted. The acceptance certificates of completion of 2 of these 5 blocks are expected to be obtained in the second half of 2018 and the remaining 3 blocks are expected to be granted in the second half of 2019. 其他5幢住宅及商業綜合樓仍處於建設中及預售許可證已授出。該5幢中2幢的工程竣工驗收證書預計將於二零一八年下半年授出，餘下3幢的預計將於二零一九年下半年授出。</p>

During the year ended 31 March 2018, an area of approximately 90,000 square meters (2017: 91,000 square meters) was sold and generated a segment turnover of approximately HK\$531,663,000 for the current year (2017: HK\$518,132,000). The turnover for the current year is mainly due to revenue recognised from the sales of properties in Zone D, Zone E and Zone F. A segment profit of HK\$4,253,000 (2017: segment loss of HK\$39,557,000) was recorded for the current year.

截至二零一八年三月三十一日止年度，面積約90,000平方米（二零一七年：91,000平方米）已出售。本年度產生分類營業額約531,663,000港元（二零一七年：518,132,000港元）。本年度營業額主要來自D區、E區及F區物業銷售確認的收入。本年度錄得分類溢利4,253,000港元（二零一七年：分類虧損39,557,000港元）。

An external expert, Cushman & Wakefield Limited, was engaged to help to assess the fair value of the properties development project as at 31 March 2018. For those properties which had completed the construction work and were held for sale, a direct comparison method by making reference to comparable sales transactions as available in the relevant market was used. For those properties still under construction, the value was derived by using a direct comparison method with the assumption that the construction works of the properties would have been completed at the date of valuation and have taken into account the construction costs expected and costs that will be expended to complete the development. No impairment loss is required for the year ended 31 March 2018 as the net realisable value is higher than carrying amount.

外部專家戴德梁行有限公司已獲委任以協助評估物業開發項目於二零一八年三月三十一日的公允價值。已就已竣工及待售的物業使用直接比較法，參考相關市場上可得的可比較銷售交易。在建物業的價值乃使用直接比較法得出，當中假設物業的建築工程已於估值日期竣工，並計及預計建築成本及為完成開發將支銷的成本。由於可變現淨值高於賬面值，截至二零一八年三月三十一日止年度無須作出減值虧損。

Liuzhou Zhenghe will continue to develop the Phase II of Zhenghe City and the Group is actively looking for other property development opportunities in Guangxi or other provinces in the PRC.

柳州正和將繼續開發正和城二期及本集團正於廣西或中國其他省份積極尋找其他物業發展機會。

Management's Statement

管理層報告

Financial services

In 2015, the Group obtained an approval from the Management Committee of China (Shanghai) Pilot Free Trade Zone (中國(上海)自由貿易試驗區管理委員會) and established a wholly foreign owned enterprise ("WFOE") in the China (Shanghai) Pilot Free Trade Zone to carry out financing business in China. The scope of business includes finance leasing, leasing, purchasing of leased assets in domestic and foreign markets, disposal of residual value and maintenance of leased assets, provision of consultation and guarantees for lease transactions and engaging in commercial factoring business. The registered capital of the WFOE is USD100 million (approximately RMB620 million) and the first phase of capital contribution injected to the WFOE in 2015 was USD20 million (approximately RMB124 million).

In the current year, USD15 million (approximately RMB101 million) was injected into the WFOE to expand the financing business in order to diversify the revenue streams of the Group and utilize the resources of the Group to maximize the return to the Company and its shareholders as a whole.

During the current year, this segment recorded approximately HK\$11,670,000 interest income (2017: HK\$14,612,000) and the segment profit approximately was HK\$6,255,000 (2017: HK\$7,162,000).

Other operations

Other operations of the Group include the provision of consultancy services, trading of goods and operation of e-commerce platforms and an investment in a gold mine. No turnover was generated from these other operations during the current year and the loss incurred was approximately HK\$721,000 (2017: HK\$1,272,000). The Group's management will continue review the situation regularly and explore any possible solution to generate returns for the shareholders.

The 27% effective equity interest in the gold mine in the Republic of Kyrgyz was fully impaired in previous year. The progress of the construction of mining plants and other infrastructure have been delayed and the test-run of the mining production is expected to commence in 2019. The Company's shareholding in the gold mine had been pledged to secure a bank loan borrowed by the mining company to finance its operation.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisitions and disposal of subsidiaries and associated companies during the current year.

融資服務

於二零一五年，本集團取得中國(上海)自由貿易試驗區管理委員會之批准並於中國(上海)自由貿易試驗區成立外商獨資企業(「外商獨資企業」)，以在中國進行融資業務。經營範圍包括融資租賃；租賃：於國內外市場購買租賃資產；租賃資產之殘值處理及維修；提供租賃交易諮詢和擔保以及從事商業保理業務。外商獨資企業之註冊資本為100,000,000美元(約人民幣6.2億元)及於二零一五年對外商獨資企業之第一階段注資為20,000,000美元(約人民幣1.24億元)。

於本年度，已向外商獨資企業注資15,000,000美元(約人民幣1.01億元)以拓寬融資業務，從而拓展本集團之收入來源及動用本集團資源以充分提升本公司及其股東之整體回報。

於本年度，本分類錄得利息收入約11,670,000港元(二零一七年：14,612,000港元)及分類溢利約6,255,000港元(二零一七年：7,162,000港元)。

其他經營業務

本集團的其他經營業務涵蓋提供顧問服務、商品貿易及營運電子商貿平台以及投資金礦。於本年度，此等其他經營業務概無產生營業額，惟產生虧損約721,000港元(二零一七年：1,272,000港元)。本集團管理層將持續定期檢討有關情況，並發掘可行的方案為股東帶來回報。

於位於吉爾吉斯共和國的金礦的27%實際股權在上年悉數減值。採礦場及其他基礎設施的建設工程出現延誤，預期將於二零一九年開始試採礦。本公司於金礦的股權已獲質押，為礦業公司借入的銀行貸款提供擔保，以為其運營提供資金。

重大收購以及出售附屬公司及聯營公司

於本年度並無發生重大收購以及出售附屬公司及聯營公司事項。

Management's Statement

管理層報告

FINANCIAL REVIEW

Finance position, liquidity and gearing

As at 31 March 2018, the total assets and liabilities of the Group were at approximately HK\$4,541,320,000 (31 March 2017: HK\$4,381,338,000) and approximately HK\$3,210,644,000 (31 March 2017: HK\$3,006,736,000) respectively. The Group recorded a total equity of approximately HK\$1,330,676,000 as at 31 March 2018 (31 March 2017: HK\$1,374,602,000).

The Group recorded net current assets of approximately HK\$1,143,863,000 as at 31 March 2018 (31 March 2017: HK\$1,521,926,000). The bank balances and cash as at 31 March 2018 was approximately HK\$1,167,633,000 (31 March 2017: HK\$1,513,380,000), of which most were denominated in Hong Kong dollars, US dollars, Euro and Renminbi.

The Group's current ratio (defined as current assets divided by current liabilities) was 1.36 (31 March 2017: 1.57).

As at 31 March 2018, the Group had total borrowing amounted to approximately HK\$962,141,000 (31 March 2017: HK\$1,324,995,000) which were denominated in Renminbi. The breakdowns are as follows:

- (i) bank and other borrowings amounted to approximately HK\$882,375,000 (31 March 2017: HK\$1,240,903,000) with effective interest rates in the ranges of 3.00% to 24.00%; and
- (ii) interest free loan due to third parties, ultimate holding company and non-controlling interests amounted to approximately HK\$15,954,000 (31 March 2017: HK\$27,144,000), approximately HK\$2,304,000 (31 March 2017: HK\$2,309,000) and approximately HK\$61,508,000 (31 March 2017: HK\$54,639,000) respectively.

The gearing ratio, as a ratio of total borrowings to total equity, as at 31 March 2018 was 0.72 (31 March 2017: 0.96).

Financial resources

During the year, the Group's operations continued to be mainly financed by internal resources, borrowings as well as proceeds raised from equity financing exercise from the year ended 31 March 2017. The management believes that the Group will generate its liquidity from business operations and will consider making use of further equity financing when necessary.

財務回顧

財務狀況、流動資金及資產負債比率

於二零一八年三月三十一日，本集團之資產及負債總額分別約為4,541,320,000港元（二零一七年三月三十一日：4,381,338,000港元）及約3,210,644,000港元（二零一七年三月三十一日：3,006,736,000港元）。於二零一八年三月三十一日，本集團錄得權益總額約1,330,676,000港元（二零一七年三月三十一日：1,374,602,000港元）。

於二零一八年三月三十一日，本集團錄得流動資產淨值約1,143,863,000港元（二零一七年三月三十一日：1,521,926,000港元）。於二零一八年三月三十一日，銀行結存及現金約為1,167,633,000港元（二零一七年三月三十一日：1,513,380,000港元），其中大部分以港元、美元、歐元及人民幣計值。

本集團的流動比率（界定為流動資產除以流動負債）為1.36（二零一七年三月三十一日：1.57）。

於二零一八年三月三十一日，本集團之借款總額約為962,141,000港元（二零一七年三月三十一日：1,324,995,000港元），均以人民幣計值，明細如下：

- (i) 銀行及其他借款約為882,375,000港元（二零一七年三月三十一日：1,240,903,000港元），實際利率介乎3.00%至24.00%不等；及
- (ii) 應付第三方、最終控股公司及非控制權益之免息貸款分別約為15,954,000港元（二零一七年三月三十一日：27,144,000港元）、約2,304,000港元（二零一七年三月三十一日：2,309,000港元）及約61,508,000港元（二零一七年三月三十一日：54,639,000港元）。

於二零一八年三月三十一日，資產負債比率（即借款總額與權益總額之比例）為0.72（二零一七年三月三十一日：0.96）。

財務資源

年內，本集團主要透過內部資源、借款以及自截至二零一七年三月三十一日止年度起進行股本融資所籌集之所得款項繼續為其營運提供資金。管理層認為，本集團將透過其業務營運產生流動資金，並將於必要時考慮利用進一步股本融資。

Management's Statement

管理層報告

Use of proceeds from fund raising activities

During the year ended 31 March 2017, the Company placed up to 1,280,000,000 new ordinary shares at a price of HK\$1.25 per ordinary share (the "Placing"). The net proceeds raised were approximately HK\$1,587.2 million and as at 31 March 2018, the total unutilized net proceeds were approximately HK\$1,167.6 million.

籌資活動所得款項用途

截至二零一七年三月三十一日止年度，本公司以每股普通股1.25港元的價格配售最多1,280,000,000股新普通股（「配售」）。籌集的所得款項淨額約為1,587,200,000港元，於二零一八年三月三十一日，尚未動用的所得款項淨額合共約為1,167,600,000港元。

The following table sets forth a breakdown of the use of such net proceeds:

下表載列有關所得款項淨額用途明細：

		Proceeds utilized for the year ended 31 March 2017	Proceeds utilized for the year ended 31 March 2018	Unutilized/ (utilized) proceeds as at 31 March 2018
		截至 二零一七年 三月三十一日	截至 二零一八年 三月三十一日	於 二零一八年 三月三十一日 尚未動用/ 已動用所得 款項
	Net proceeds from the Placing	止年度動用 的所得款項	止年度動用 的所得款項	款項
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Development of the next generation settlement network:	開發下一代清結算網絡：			
(i) Hardware and software	(i) 硬件及軟件	1,111.0	23.7	40.2
(ii) Research and development	(ii) 研發	317.5	7.3	2.4
General working capital (Note 1)	一般營運資金（附註1）	158.7	42.8	185.5
Financing business (Note 2)	融資業務（附註2）	-	-	117.7
		1,587.2	73.8	345.8
				1,167.6

Management's Statement

管理層報告

Notes:

1. The net proceeds utilized for the general working capital of the Group increased by approximately HK\$69.6 million from approximately HK\$158.7 million, being the amount intended to be used as general working capital, to a total of approximately HK\$228.3 million for the years ended 31 March 2017 and 31 March 2018, representing approximately 14.4% of the total net proceeds from the Placing.
2. During the year ended 31 March 2018, totally approximately HK\$42.6 million was utilized for the development of the next generation settlement network, resulting in a large portion of unutilized proceeds during the same period. The Directors believe that a flexible use of the unutilised proceeds would benefit the Company and its shareholders as a whole. Accordingly, for the year ended 31 March 2018, approximately HK\$117.7 million of the unutilized proceeds was allocated to and utilized for the Group's financing business to provide loan advances to its customers. As the loans are repayable in coming years, the Directors are of the view that such loans can be repaid when the Group plans to apply the net proceeds in accordance with the development plan of the next generation settlement network.

Share capital

As at 31 March 2018, the Company had 20,319,072,320 shares of ordinary shares in issue and the total equity of the Group was approximately HK\$1,330,676,000.

Charges on assets

As at 31 March 2018, certain properties for sale with carrying amount of approximately HK\$827,943,000 (31 March 2017: HK\$969,207,000) were pledged to secure certain bank borrowings granted to the Group.

Contingent liabilities

The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is any default of the mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchaser to banks, the Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the dates of granting the relevant mortgage loans and ends after the buyer obtains the individual property ownership certificate. As at 31 March 2018, the guarantee given to banks for the above-mentioned mortgage facilities amounted to approximately HK\$747,359,000 (31 March 2017: HK\$481,828,000).

Foreign exchange exposure

As part of the Group's assets and liabilities are denominated in Renminbi, US dollars, Euro and Hong Kong dollars, in order to minimize the foreign exchange risk, the Group aims to utilize the fund for transactions that are denominated in the same currency.

附註：

1. 用作本集團一般營運資金的所得款項淨額由約158,700,000港元(即擬用作一般營運資金的款項)增加約69,600,000港元至截至二零一七年三月三十一日及二零一八年三月三十一日止年度合共約228,300,000港元,佔總配售所得款項淨額約14.4%。
2. 截至二零一八年三月三十一日止年度,合共約42,600,000港元已用於開發下一代清結算網絡,同期大部分所得款項尚未動用。董事認為,靈活使用尚未動用的所得款項將讓本公司及股東整體獲益。因此,截至二零一八年三月三十一日止年度,約117,700,000港元的尚未動用所得款項獲分配及用於本集團的融資業務,以向客戶提供貸款。由於有關貸款須於未來幾年內償還,董事認為,於本集團計劃根據下一代清結算網絡開發計劃運用所得款項淨額時,該等貸款能夠被償還。

股本

於二零一八年三月三十一日,本公司已發行20,319,072,320股普通股,且本集團之權益總額約1,330,676,000港元。

資產抵押

於二零一八年三月三十一日,賬面值約為827,943,000港元(二零一七年三月三十一日:969,207,000港元)之若干待售物業已予抵押,作為本集團所獲授若干銀行借款之擔保。

或然負債

本集團就若干銀行授出之按揭融資提供擔保,該等按揭融資涉及由本集團物業買家所訂立之按揭貸款。根據擔保之條款,倘該等買家拖欠任何按揭款項,本集團須負責向銀行償還買家結欠之按揭貸款連同其應計利息及任何罰款,而本集團屆時有權接管有關物業之法定所有權。擔保期限由相關按揭貸款授出日期起計,並於買家取得個別房產證後結束。於二零一八年三月三十一日,就上述之按揭融資向銀行提供之擔保約為747,359,000港元(二零一七年三月三十一日:481,828,000港元)。

外匯風險

本集團之部分資產與負債乃以人民幣、美元、歐元及港元列值,為將外匯風險降至最低程度,本集團盡量動用以相同貨幣列值之資金進行交易。

Management's Statement

管理層報告

EMPLOYMENT AND REMUNERATION POLICES

As at 31 March 2018, the Group had approximately 147 employees. The employees' salaries are reviewed and adjusted annually based on their performance and experience. The Group's employee benefits include performance bonus, medical insurance, mandatory provident fund scheme, local municipal government retirement scheme and education subsidy to encourage continuous professional development of staff.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group faces a number of risks and uncertainties on its operation and the key risks and uncertainties are listed as follows:

Property market and operation risk

The business of the Group as a property developer in the PRC is subject to extensive governmental regulations. The Group must comply with various requirements mandated by the PRC laws and regulations, including the policies and procedures established by local authorities. Policies and measures introduced or which may be introduced by the PRC government and local authorities may lead to changes in market condition and sentiment, including price instability and an imbalance between supply of, and demand for, properties in Liuzhou City. The PRC government implemented a series of regulations and policies on the property market to exert direct and indirect influence to control the supply of land for property development, raise the benchmark interest rates of commercial banks, place limitations for commercial banks to give out loans to property developers and mortgage loans to purchasers, impose additional restriction on foreign direct investment, increase taxes and levies on property sales, slow down inflation of property prices, and dampen property speculation.

A series of governmental policies and regulation measures on the real estate market may tamper the Group's ability to finance, acquire land for new development, generate sufficient operating cash flows and positive profit. Further, the implementation of the laws and regulations introduced by the PRC government may lead to changes in market condition and sentiment, price instability and lack of demand in the properties market of Liuzhou City. There is no assurance that the property market in Liuzhou City will not decline significantly and there will be no additional measures implemented by the relevant PRC government and local authorities to curb the growth of the property market, or that there will not be material adverse changes in the PRC economy and property market as a result of the PRC government's policies. Any such changes could have a material and adverse effect on the revenue, business operation and profitability of the Group.

僱員及薪酬政策

於二零一八年三月三十一日，本集團僱用約147名僱員。僱員薪金乃根據僱員之表現及經驗每年檢討及調整。本集團之僱員福利包括績效花紅、醫療保險、強制性公積金計劃、地方市政府退休計劃，以及為員工提供教育資助以鼓勵持續專業進修。

主要風險及不明朗因素

本集團在其營運方面面對若干風險及不明朗因素，有關主要風險及不明朗因素列載如下：

物業市場及經營風險

本集團作為中國的物業發展商，其業務受多項政府法規規管。本集團必須遵守中國法律及法規頒佈的各項規定，包括地方當局制定的政策及程序。中國政府及地方當局所引入或可能引入的政策及措施或會導致市況及氣氛變動，包括柳州市物業的價格不穩定及供需失衡。中國政府對物業市場實施一系列法規及政策，施加直接及間接影響力，控制物業發展的土地供應，提高商業銀行的基準利率，限制商業銀行向物業發展商授出貸款及向置業人士授出按揭貸款，對海外直接投資施加額外限制，提高物業銷售稅及徵費，紓緩物業價格通脹，打壓物業炒賣。

政府對房地產市場推出的一連串政策及法規措施，或會阻礙本集團為新發展進行融資、購地、產生充足經營現金流量及正面利潤的能力。此外，中國政府執行其所引入的法律及法規或會導致柳州物業市場的市況及氣氛變動、價格不穩定及需求不足。概不保證柳州物業市場將不會嚴重衰退，而相關中國政府及地方當局不會推行額外措施，壓抑物業市場增長，或中國經濟及物業市場不會因中國政府政策而出現重大不利變動。任何有關變動均可能對本集團的收益、業務營運及盈利能力造成重大不利影響。

Management's Statement

管理層報告

Interest rate risk

The Group relied on interest bearing debt as one of the important financing sources to fund its operations and all of the loans are Renminbi denominated, thus any changes in interest rate in the PRC will affect the costs of capital of the Group. The Group has implemented certain interest rate management which includes, among the others, close monitoring of interest rate movements and refinancing on existing banking facilities or entering into new banking facilities when good pricing opportunities arise.

Credit risk or counterparty default risk

The main revenue generated from the Group's financing business was interest income from leasing parties. There are risks related to these counterparties unable to fulfill their contractual obligations under lease agreements, financing agreements, other financial and relevant transaction agreements. The Group assesses its counterparty default risk prior to entering into any agreement through a rigorous selection process and only deal with those counterparties that meet its internal selection criteria and its initial due diligence check. Besides the Group will ongoing monitoring the receivable collection status for taking necessary actions if needed.

Foreign investment risk

The Group's settlement business covers different overseas countries. The Group needs to face different political landscape and may expose to risks likes political and economic instability, foreign exchange controls and change in regulations on local business operations in certain countries. The Group closely monitors possible risks and environment changes and implement immediate measures to minimise any potential impact.

Information security and data privacy risk

The Group's settlement business involves handling a large amount of personal data and commercial and/or operational data. The Group failure to maintain control over customer, commercial and/or operational data leads to a loss of data, including a failure to prevent or detect a malicious attack on our system, may result in reputational harm, regulatory investigations and potential fines. The Group continues review our data privacy policies and practices with reference to changes in privacy laws and regulation in the places we operate in; strengthened due diligence and controls with respect to third party data processors; and taking compliance assessments by data privacy teams across operations of the Group. In addition, Information security is ensured through effective management systems, encryption, access restrictions and process protocols.

Financial crime risk

The Group's failure to comply with applicable laws and regulations relating to International Sanctions, Anti-Money Laundering and Anti-Bribery and Corruption may result in legal or regulatory penalties, material financial loss or reputational damage. The Group has implemented certain financial crime risk management activities, which include adherence to anti-money laundering and sanctions policies and the application of core controls such as client due-diligence screening and monitoring.

利率風險

本集團依賴計息債務作為其營運資金其中一項重要的融資來源，所有貸款均以人民幣計值，因此中國利率出現任何變動將會影響本集團的資金成本。本集團實行若干利率管理，包括（其中包括）密切監察利率變動，為現有銀行融資再融資或在定價良機來臨時訂立新銀行融資。

信貸風險及對手方違約風險

本集團融資業務產生的主要收入為來自租賃方的利息收入。本集團存在有關該等對手方無法履行彼等於租賃協議、融資協議、其他金融及相關交易協議項下的合約責任的風險。本集團在訂立任何協議前透過嚴格的甄選程序評估其對手方違約風險，並僅與滿足其內部甄選標準及其初步盡職審查的該等對手方進行交易。此外，本集團將持續監控應收款項收回狀況以採取任何必要行動（如需要）。

海外投資風險

本集團之結算業務遍佈海外不同國家。本集團須面對不同政治形勢及可能面臨如政治及經濟不穩定、外匯管制及於若干國家的當地商業經營規則變化之風險。本集團密切監察可能風險及環境變化，並實施即時措施以減低任何潛在影響。

信息安全及資料隱私風險

本集團的結算業務涉及處理大量個人資料及商業及／或營運數據。本集團未能對客戶、商業及／或營運數據保持控制會導致數據丟失，包括未能防止或檢測到對我們系統的惡意攻擊，可能導致聲譽受損、招致監管調查及可能的罰款。本集團將繼續審查我們的資料隱私政策及常規，並參考我們經營所在地的隱私法律及法規的變化；加強對第三方資料處理者的盡職審查及控制；並由資料隱私團隊在本集團整體業務運營中進行合規評估。另外，透過有效的管理系統、加密、訪問限制及進程協議確保信息安全。

金融犯罪風險

本集團未能遵守有關國際制裁、反洗錢及反賄賂與腐敗的適用法律及法規可能導致法律或監管處罰、重大財務損失或聲譽損害。本集團已實施若干金融犯罪風險管理活動，包括遵守反洗錢及製裁政策以及應用客戶盡職審查篩選及監控等核心控制措施。

Management's Statement

管理層報告

ENVIRONMENTAL POLICES AND PERFORMANCE

Environment protection is critical to the long term development of the Group. The Group has endeavoured to comply with laws and regulations regarding environment protection and adopted effective measures to ensure that the construction sites meet the applicable local standards and ethics in respect of environment protection. Sustainability initiatives were held in construction sites by implementing internal energy saving and recycling activities for the community to promote and educate awareness of environment protection.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has on-going review the changes in enacted laws and regulations affecting the operations and changes are brought to the attention of relevant employees and relevant operating units when necessary. During the year ended 31 March 2018, the Group is not aware of any material non-compliance with laws and regulations which are significant to the operations of the Group.

KEY RELATIONSHIPS WITH SUPPLIERS, CONTRACTORS AND CUSTOMERS

The Group has developed long-standing relationships with a number of suppliers and contractors after years of cooperation. The Group will conduct appraisal of the performance of suppliers and contractors regularly to ensure the product quality.

The Group has committed to provide satisfactory services to each customer in order to maintain our brand competitiveness. The Group maintains close contact with the customers and had regular review the requirements of customers and complaint.

APPRECIATION

On behalf of the Board, I would like to express our gratitude to the shareholders of the Company and business associates for their continued support, and extend our sincere appreciation to all management and staff for their ongoing dedication, commitments and contributions throughout the year.

On behalf of the Board

International Business Settlement Holdings Limited

Yuen Leong
DIRECTOR

Hong Kong, 20 June 2018

環境政策及表現

環保對本集團長遠發展尤關重要。本集團致力遵守關於環保的法律及法規，並採取有效的措施，確保建築地盤在環保方面符合適用地方標準及道德。本集團在建築地盤倡議可持續措施，推行內部節能及社區回收再利用活動，以宣傳及教育環保意識。

遵守法律及法規

本集團不斷檢視會影響營運的實施法律及法規的變動，並在必要時提醒相關僱員及相關經營單位注意有關變動。截至二零一八年三月三十一日止年度，本集團並不知悉有任何嚴重違反對其營運有重大影響的法律及法規的事項。

與供應商、承包商及客戶的主要關係

經過多年合作，本集團已與多名供應商及承包商建立長期關係。本集團會定期評估供應商及承包商的表現，確保產品質量。

本集團承諾為每名客戶提供令人滿意的服務，以維持我們品牌的競爭力。本集團與客戶維持緊密聯繫，並定期檢視客戶的要求及投訴。

致謝

本人謹此代表董事會對本公司股東及業務夥伴持之以恆之支持，以及全體管理層及員工於本年度內努力不懈及盡心效力為本集團所作出的貢獻致以衷心謝意。

代表董事會

國際商業結算控股有限公司

董事
袁亮

香港，二零一八年六月二十日

Biographical Details of Directors

董事履歷資料

YUEN LEONG

Executive Director

Mr. Yuen Leong, aged 60, was appointed as an executive Director of the Company on 1 January 2008. Mr. Yuen holds a master degree in mechanical engineering from the Shanghai Jiao Tong University and was a senior research analyst of 福建省研究發展中心 (Fujian Provincial Research and Development Center*) from 1985 to 1991. Mr. Yuen has over ten years of experience in corporate management and operation.

LUAN LI

Executive Director

Ms. Luan Li, aged 49, was appointed as an executive Director of the Company on 20 August 2009. Ms. Luan graduated from the former 北京實驗大學 (Beijing Experimental University*) in 1990 majored in English for Foreign Enterprises. Ms. Luan has over 20 years of experience in mineral resources trading, real estate development and investment in the agricultural industry. From 1991 to 1992, Ms. Luan was the manager of Guangzhou Branch of Leunson Trans Tech Corp. (USA) which was principally engaged in the business of mineral resources and equipment export trading. From 1992 onwards, Ms. Luan was appointed as a member of senior management team of several multinational companies in Hong Kong and Mainland China which were principally engaged in real estate investment and development business and investment in the agricultural industry.

* The English name is for identification purpose only.

袁亮

執行董事

袁亮先生，60歲，於二零零八年一月一日獲委任為本公司之執行董事。袁先生持有上海交通大學機械工程碩士學位，並於一九八五年至一九九一年為福建省研究發展中心之高級研究分析師。袁先生於企業管理及營運方面擁有逾十年經驗。

樂利

執行董事

樂利女士，49歲，於二零零九年八月二十日獲委任為本公司之執行董事。樂女士於一九九零年畢業於前北京實驗大學，主修外資企業英語。樂女士於礦產資源貿易、房地產發展及農業投資方面擁有逾20年經驗。自一九九一年至一九九二年，樂女士為美國朗臣科技有限公司廣州分公司（該公司主要從事礦產資源及設備出口貿易業務）之經理。自一九九二年起，樂女士於數家香港及中國大陸跨國公司（該等公司主要從事房地產投資及發展業務以及農業投資）擔任高級管理層團隊成員。

Biographical Details of Directors

董事履歷資料

HU JIANJUN

Executive Director

Mr. Hu Jianjun, aged 55, was appointed as an executive Director of the Company on 22 August 2017. Mr. Hu completed an accounting program offered by Jiangxi University of Finance and Economics in July 1997. He was awarded a master degree of business administration in public sector management by the University of South Australia in September 2003. He gained the accreditation as a senior economist from Industrial and Commercial Bank of China (“ICBC”) in September 1997 and the qualification as a PRC certified financial analyst in September 2007.

Mr. Hu has 38 years of experience in the financial industry. He started his career in Nanchang Branch of the People’s Bank of China in February 1979. From October 1984 to December 2001, he held various important positions in ICBC, including deputy director of the Deposits Division of Jiangxi Branch, president of Yingtan Branch, and director of the Planning and Financing Division of Jiangxi Branch.

Mr. Hu joined China Huarong Asset Management Co., Ltd. (“Huarong”) (Stock Code: 2799), previously known as China Huarong Asset Management Corporation, in December 2001. Huarong is one of the largest financial asset management companies in China. He served successively as deputy general manager of Nanchang Office, deputy general manager of Xi’an Office, general manager of Nanchang Office, general manager of Customer Marketing Department, director of the President Office, director of the Board Office, general manager of Beijing Branch and secretary to the board of directors from December 2001 to April 2017. He has in-depth knowledge of the financial industry and relevant management experience.

YAP YUNG

Independent non-executive Director

Mr. Yap Yung, aged 44, was appointed as an independent non-executive Director of the Company on 20 August 2009. Mr. Yap graduated from the University of Hong Kong in 1995 with a Bachelor’s degree in mechanical engineering. He became a member of the Hong Kong Institute of Certified Public Accountants since 1999. He has also completed an advanced management course held by the London Business School and the University of Cambridge in 2003. Mr. Yap has over 10 years of corporate finance and audit experience gained from his previous employment. Mr. Yap was employed by PricewaterhouseCoopers as an audit manager from 1995 to 2002.

胡建軍

執行董事

胡建軍先生，55歲，於二零一七年八月二十二日獲委任為本公司執行董事。胡先生於一九九七年七月畢業於江西財經大學會計學專業函授課程，二零零三年九月畢業於南澳大利亞大學公共事務管理專業，獲得工商管理碩士。胡先生於一九九七年九月獲中國工商銀行評為高級經濟師，二零零七年九月獲得中國註冊金融分析師資格。

胡先生於金融行業積累了38年經驗，其職業生涯起步於一九七九年二月在中國人民銀行南昌市分行參加工作。一九八四年十月至二零零一年十二月，彼在中國工商銀行工作並曾擔任多個職位，包括江西省分行儲蓄處副處長、鷹潭市分行行長、江西省分行計劃財務處處長。

胡先生於二零零一年十二月加入中國華融資產管理股份有限公司（「華融」）（股份代號：2799，前稱中國華融資產管理公司），華融乃中國最大的金融資產管理公司之一。於二零零一年十二月至二零一七年四月，胡先生先後擔任南昌辦事處副總經理、西安辦事處副總經理、南昌辦事處總經理、客戶營銷部總經理、總裁辦公室主任、董事會辦公室主任、北京市分公司總經理及董事會秘書。胡先生深入了解金融行業，具備豐富的相關管理經驗。

葉勇

獨立非執行董事

葉勇先生，44歲，於二零零九年八月二十日獲委任為本公司之獨立非執行董事。葉先生於一九九五年畢業於香港大學，獲機械工程學士學位。彼自一九九九年成為香港會計師公會會員。彼亦於二零零三年完成倫敦商學院及劍橋大學主辦之高級管理課程。葉先生自過往工作累積超過10年之企業財務及審核經驗。葉先生於一九九五年至二零零二年受僱於羅兵咸永道會計師事務所，擔任審核經理。

Biographical Details of Directors

董事履歷資料

ZHANG GUANGSHENG

Independent non-executive Director

Mr. Zhang Guangsheng, aged 68, was appointed as an independent non-executive Director of the Company on 20 August 2009. Mr. Zhang graduated from 山東礦業學院 (Shandong Mining Institute*) in 1975 majored in coal mining. Since graduation, he taught in 福建省煤炭工業學校 (Fujian Provincial Institute of Coal and Charcoal Industry*) till 1980. Since 1980, Mr. Zhang has served various posts with the PRC government. From 1985 to 1998, Mr. Zhang worked in 福建省人民政府辦公廳 (Fujian Provincial Government*). During 1998 to 2000, Mr. Zhang was the managing director and vice general manager of 福建中旅集團 (Fujian CTS Group*). Since 2003, Mr. Zhang is the assistant managing officer of 福建省口岸海防辦 (the Office of the Port Opening and Coastal Defense of Fujian Province*).

CHAN SIU TAT

Independent non-executive Director

Mr. Chan Siu Tat, aged 47, was appointed as an independent non-executive Director of the Company on 23 September 2016. Mr. Chan is the partner of a private equity company, which is mainly engaged in private equity funds focusing on industries such as medical and financial internet platform services. Mr. Chan graduated from The Hong Kong University of Science and Technology in 1994 with a major in Accounting. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association Chartered of Certified Accountants. Mr. Chan possesses over 20 years of experience in corporate restructuring, financial capital planning and corporate management. Mr. Chan was an assistant to the chairman from 2011 to 2015 and an executive director and chief financial officer from April 2002 to August 2006 of China Fire Safety Enterprise Group Limited (stock code: 445) and was mainly responsible for corporate strategy, restructuring and financial planning. Mr. Chan was a non-executive director of China Mining Resources Group Limited (stock code: 340) from November 2006 to May 2008. In 2007 to 2010, Mr. Chan was a partner and chief investment officer in an international private equity fund. In 1991 to 2002, Mr. Chan was a financial controller of a trading and manufacturing group, in which he was also a deputy of its manufacturing base in the People's Republic of China. Prior to working in corporations, Mr. Chan had around five years of auditing experience with an international accountants firm.

* The English name is for identification purpose only.

張光生

獨立非執行董事

張光生先生，68歲，於二零零九年八月二十日獲委任為本公司之獨立非執行董事。張先生於一九七五年畢業於山東礦業學院煤炭開採技術專業。彼自畢業後曾於福建省煤炭工業學校任教直至一九八零年。自一九八零年起，張先生於中國政府部門出任多個職務，於一九八五年至一九九八年，張先生就職於福建省人民政府辦公廳。張先生於一九九八年至二零零零年擔任福建中旅集團之常務董事及副總經理。自二零零三年起，張先生為福建省口岸海防辦常務副主任。

陳少達

獨立非執行董事

陳少達先生，47歲，於二零一六年九月二十三日獲委任為本公司之獨立非執行董事。陳先生為一間私募股權公司之合夥人，該公司主要從事專注於醫藥及金融互聯網平台服務等行業之私募股權基金。陳先生於一九九四年畢業於香港科技大學，主修會計學。彼為香港會計師公會之註冊執業會計師及英國特許會計師公會資深會員。陳先生於企業重組、金融資本規劃及企業管理方面擁有逾20年經驗。陳先生自二零一一年至二零一五年於中國消防企業集團有限公司（股份代號：445）擔任主席助理，並自二零零二年四月至二零零六年八月擔任執行董事兼財務總監，主要負責企業戰略、重組及財務規劃。陳先生自二零零六年十一月至二零零八年五月擔任中國礦業資源集團有限公司（股份代號：340）非執行董事。於二零零七年至二零一零年，陳先生擔任一間國際私募基金之合夥人兼投資總監。於一九九一年至二零零二年，陳先生擔任一間貿易及製造集團之財務總監，同時擔任其中華人民共和國製造基地之代理人。於上述公司就職之前，陳先生於一間國際會計公司擁有約五年之審計經驗。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholder value. The Company is committed to building and maintaining high standards of corporate governance. The Board and the management of the Company have been continually reviewing and enhancing its corporate governance practices with reference to the principles and the code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to ensure compliance with the CG Code.

For the year ended 31 March 2018, the Company has complied with the CG Code save for the deviation mentioned below:

- (a) In accordance with the code provision A.2.1, the role of Chairman and Chief Executive Officer (“CEO”) should not be performed by the same individual. Mr. Luo Feng was the Chairman of the Company, who also served the role of CEO, before 22 September 2017. On 22 September 2017, Mr. Luo Feng was not re-elected as the Director of the Company after his retirement and the Company did not officially appoint a Chairman or a CEO since then. The responsibilities of the Chairman and daily management of the Group’s business is handled by the executive Directors collectively and being supported by a team of senior management which is in turn supported by staff with relevant expertise and experience.

The Board considers this arrangement allows contributions from all executive Directors with different expertise and is beneficial to the continuity of the Company’s policies and strategies and the interest of the shareholders of the Company as a whole. Depending on the future development of the business of the Company, the Board will review the existing structure and consider the issue of nominating appropriate candidates to fill up the role of Chairman and CEO.

企業管治常規

董事會相信優良之企業管治對本公司之成功及提升股東價值乃非常重要。本公司致力於建立及維持高水平之企業管治。本公司董事會及管理層一直參照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之原則及守則條文持續檢討及改善其企業管治常規，以確保遵守企業管治守則。

截至二零一八年三月三十一日止年度，本公司已遵守企業管治守則，惟下列偏離除外：

- (a) 根據守則條文第A.2.1條，主席及行政總裁（「行政總裁」）之職務不應由同一人擔任。羅峰先生於二零一七年九月二十二日前為本公司主席，彼亦擔任行政總裁之職務。於二零一七年九月二十二日，羅峰先生退任後並未獲重選為本公司董事且此後本公司並無正式委任主席或行政總裁。主席之職責及本集團業務之日常管理由執行董事集體處理，且由高級管理層團隊支持，而高級管理層團隊由兼備相關專業知識及經驗之員工輔助。

董事會認為，此安排讓擁有不同專業知識之全體執行董事均能作出貢獻，且有利於延續本公司之政策及策略，並符合本公司股東之整體利益。鑑於本公司日後業務之發展，董事會將檢討現有架構並考慮提名合適人選擔任主席及行政總裁職務之事宜。

Corporate Governance Report

企業管治報告

- (b) Under Code Provision A.2.7 of the Code, the chairman should at least annually hold meetings with the non-executive Directors (including independent non-executive Directors) without the executive Directors present. Since the retirement of Mr. Luo Feng as the Chairman and the executive Director of the Company on 22 September 2017, the Company has not appointed a new Chairman and no meeting was held between the Chairman and the non-executive Directors (including independent non-executive Directors) without the executive Directors present during the year ended 31 March 2018.
- (c) Code provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. Mr. Luo Feng did not attend the annual general meeting held on 22 September 2017. However, one of the Directors present at the annual general meeting held on 22 September 2017 was elected as chairman thereof to ensure an effective communication with the shareholders thereat.
- (d) Code provision E.1.3 stipulates that the company secretary should report to the Chairman and/or the CEO. Following the retirement of Mr. Luo Feng as the Chairman on 22 September 2017, the company secretary reported to the executive Directors since 22 September 2017 as the Company has no Chairman or CEO.
- (e) In respect of the Code Provision A.6.7, Mr. Shao Ping, the independent non-executive director of the Company resigned on 4 June 2018, was unable to attend the annual general meeting held on 22 September 2017 due to his other business engagements.
- (b) 根據守則之守則條文第A.2.7條，主席應至少每年與非執行董事（包括獨立非執行董事）舉行並無執行董事出席之會議。自羅峰先生於二零一七年九月二十二日退任本公司主席及執行董事以來，本公司並無委任新主席，故截至二零一八年三月三十一日止年度，主席並無與非執行董事（包括獨立非執行董事）舉行並無執行董事出席之會議。
- (c) 守則條文第E.1.2條規定，董事會主席應出席股東週年大會。羅峰先生並未出席於二零一七年九月二十二日舉行之股東週年大會。然而，出席於二零一七年九月二十二日舉行之股東週年大會之其中一名董事獲選為大會主席，以確保於大會上與股東進行有效溝通。
- (d) 守則條文第E.1.3條規定，公司秘書應向主席及／或行政總裁匯報。於二零一七年九月二十二日羅峰先生退任主席後，由於本公司並無主席或行政總裁，故公司秘書自二零一七年九月二十二日起向執行董事匯報。
- (e) 就守則條文第A.6.7條而言，邵平先生（於二零一八年六月四日辭任本公司獨立非執行董事）因彼之其他事務而無法出席於二零一七年九月二十二日舉行之股東週年大會。

Set out below are the details of the Company's compliance with the CG Code for the year ended 31 March 2018.

下文列載截至二零一八年三月三十一日止年度本公司遵守企業管治守則之詳情。

Corporate Governance Report

企業管治報告

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' dealing in the securities of the Company. The Company has made specific enquiry of all Directors and received confirmation from all Directors that they have fully complied with the required standard set out in the Model Code during the year ended 31 March 2018.

BOARD OF DIRECTORS

Board Composition

The Board during the year and up to the date of this annual report comprises the following executive Directors and independent non-executive Directors.

Executive Directors

Mr. Yuen Leong

Ms. Luan Li

Mr. Hu Jianjun (appointed on 22 August 2017)

Ms. Li Na (resigned on 18 April 2017)

Mr. Luo Feng (*Chairman*) (retired on 22 September 2017)

Independent non-executive Directors

Mr. Yap Yung

Mr. Zhang Guangsheng

Mr. Chan Siu Tat

Dr. Lam Man Kit, Dominic (retired on 22 September 2017)

Mr. Shao Ping (resigned on 4 June 2018)

The Company believes that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. The biographical details of the Board members are set out under the section headed "Biographical Details of Directors" of this annual report.

董事進行證券交易之標準守則

本公司已採納上市規則附錄十有關上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行本公司證券交易之操守守則。本公司已向全體董事作出特定查詢及獲彼等確認，彼等於截至二零一八年三月三十一日止年度已全面遵守標準守則所載之規定標準。

董事會

董事會構成

於本年度及直至本年報日期，董事會包括下列執行董事及獨立非執行董事。

執行董事

袁亮先生

樂利女士

胡建軍先生（於二零一七年八月二十二日獲委任）

李娜女士（於二零一七年四月十八日辭任）

羅峰先生（主席）

（於二零一七年九月二十二日退任）

獨立非執行董事

葉勇先生

張光生先生

陳少達先生

林文傑博士（於二零一七年九月二十二日退任）

邵平先生（於二零一八年六月四日辭任）

本公司認為董事會目前構成均衡，並為適合本公司業務的多元化組合。董事會成員之履歷詳情載於本年報「董事履歷資料」一節。

Corporate Governance Report

企業管治報告

All Directors, including the independent non-executive Directors, are expressly identified in all corporate communications where directors have been mentioned pursuant to the Listing Rules.

During the year ended 31 March 2018, the Board at all the times had at least three independent non-executive directors with at least one independent non-executive director has appropriate professional qualifications on accounting or related financial management expertise. The total number of independent non-executive directors representing at least one-third of the Board maintain a strong independent element on the Board in order to exercise independent judgment.

The Company received, from each independent non-executive Director of the Company, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company is satisfied with the independence of the independent non-executive Directors.

There is no relationship among the members of the Board.

Responsibilities

The Board is responsible for formulating the business plans and strategies, monitoring the business performance and internal control, approving investment proposals and reviewing the finance performance of the Group. The daily operations of the Group and execution of the business plans are delegated to the management of the Group. Prior to entering into any significant transactions, Board approval should be obtained. In addition, the Board has established Board Committees and has delegated to these Board Committees various responsibilities set out in their terms of reference respectively.

The Company has established written guidelines on no less exacting terms than the Model Code for employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the guidelines was noted.

The Company has arranged for appropriate insurance cover for directors' and officers' liabilities in respect of legal actions against its directors arising out of corporate activities.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its shareholders at all times. In addition, every director should ensure sufficient time and attention to the affairs of the Company. Directors have satisfactory attendance rates at both Board meetings and Committee meetings.

根據上市規則，全體董事（包括獨立非執行董事）之身份均於載有董事之所有公司通訊中明確說明。

截至二零一八年三月三十一日止年度，董事會中獨立非執行董事始終維持至少三名，且至少一名獨立非執行董事在會計方面具有適當專業資格或擁有相關財務管理專業知識。獨立非執行董事總數佔董事會人數最少三分之一以維持於董事會之獨立性，藉以行使獨立判斷。

根據上市規則第3.13條，本公司已接獲本公司各獨立非執行董事有關彼等獨立性之年度確認函。本公司信納獨立非執行董事之獨立性。

董事會成員之間並無任何關聯。

責任

董事會負責制定業務規劃及策略、監控業務表現及內部控制、審批投資提議以及審閱本集團之財務表現，而本集團管理層則負責本集團之日常業務及執行業務規劃。於訂立任何重大交易前，均須取得董事會批准。此外，董事會已成立董事委員會，並向該等董事委員會轉授其各自職權範圍列明之各項職責。

本公司亦已為可能掌握本公司未刊發之內部資料的僱員制定書面指引，該指引不遜於標準守則之條款。至今並無發現違反該指引的任何事件。

本公司已安排適當保險，就企業活動中可能出現之針對董事之法律行動為董事及高級職員之法律責任提供保障。

全體董事須確保彼等一直誠實履行責任、遵守適用法律及法規並符合本公司及其股東之利益。此外，每名董事應確保對本公司事務給予充分時間及關注。董事的董事會會議及委員會會議出席率均令人滿意。

Corporate Governance Report

企業管治報告

Board meetings and general meetings

Directors' Attendance Records

The Board meets regularly with additional meetings if and when required. During the year ended 31 March 2018, ten Board meetings and one annual general meeting ("AGM") of the Company were held. Details of the Directors' attendance records are as follows:

董事會會議及股東大會

董事出席記錄

如有需要，董事會定期增開會議。於截至二零一八年三月三十一日止年度內，本公司已舉行十次董事會會議及一次股東週年大會（「股東週年大會」）。董事出席記錄之詳情如下：

		Attended/Held 出席／舉行	
		Board Meetings	AGM held on 22 September 2017 於二零一七年 九月二十二日 舉行之股東 週年大會
		董事會會議	
<i>Executive Directors</i>		<i>執行董事</i>	
Mr. Yuen Leong	袁亮先生	9/10	1/1
Ms. Luan Li	樂利女士	10/10	1/1
Mr. Hu Jianjun (Note (1))	胡建軍先生（附註(1)）	2/4	1/1
Ms. Li Na (Note (2))	李娜女士（附註(2)）	N/A 不適用	N/A 不適用
Mr. Luo Feng (Note (3))	羅峰先生（附註(3)）	0/7	0/1
<i>Independent non-executive Directors</i>		<i>獨立非執行董事</i>	
Mr. Yap Yung	葉勇先生	10/10	1/1
Mr. Zhang Guangsheng	張光生先生	10/10	1/1
Mr. Chan Siu Tat	陳少達先生	10/10	1/1
Dr. Lam Man Kit, Dominic (Note (4))	林文傑博士（附註(4)）	6/6	0/1
Mr. Shao Ping (Note (5))	邵平先生（附註(5)）	5/10	0/1

Notes: (1) appointed on 22 August 2017
(2) resigned on 18 April 2017
(3) retired on 22 September 2017
(4) retired on 22 September 2017
(5) resigned on 4 June 2018

附註：(1) 於二零一七年八月二十二日獲委任
(2) 於二零一七年四月十八日辭任
(3) 於二零一七年九月二十二日退任
(4) 於二零一七年九月二十二日退任
(5) 於二零一八年六月四日辭任

Corporate Governance Report

企業管治報告

Board Practices and Conduct of Meetings

All Directors have the opportunity to include matters in the agenda for a regular Board meeting. Notices of regular Board meetings are sent to Directors at least 14 days before the meeting date. For other Board and committee meetings, reasonable time is generally given.

The Directors have to declare their interests in the subject matters to be considered in the relevant meeting and the director, who or whose associates have any interest in any proposed resolution, must abstain from voting and will not be counted in quorum.

The agenda together with all appropriate, complete and reliable information were sent to all Directors at least 3 days before each Board meeting to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management when necessary.

Directors can, upon reasonable request, seek independent professional advice in appropriate circumstances, at the expenses of the Company. The Board shall resolve to provide separate independent professional advice to Directors to assist the relevant Directors to discharge their duties to the Company.

Minutes of each Board meeting will be drafted by the Company Secretary to record the matters discussed and decision resolved at the Board meetings and circulated to the Board for comment within a reasonable time after each meeting. The final Board minutes are kept by the Company Secretary and are available for inspection by Directors.

董事會會議常規及進程

全體董事均有機會將事項加入定期董事會會議的議程。董事於會議日期前至少14天獲發定期董事會會議通告。對於其他董事會及委員會會議，通常給予合理的時間。

董事須聲明彼等於相關大會上將予考慮之有關事宜之權益，倘若董事或其聯繫人於任何提呈之決議案中擁有權益，則有關董事須放棄投票，且不被計入法定人數內。

會議議程連同所有適當、完整及可靠之資料須至少於各董事會會議前三天向全體董事發出，以使彼等作出知情決定。董事會及各董事亦可在必要情況下分別及獨立接觸高級管理層。

董事按合理要求，可於適當情況下尋求獨立專業意見，費用由本公司支付。董事會將議決另外為董事提供獨立專業意見，以協助有關董事履行其對本公司之責任。

每次董事會會議記錄將由公司秘書起草以記錄討論事宜及董事會會議上作出之決議，並將於會後一段合理時間內呈交董事會傳閱以徵詢意見。董事會會議記錄最終定稿將由公司秘書備存以備董事查閱。

Corporate Governance Report

企業管治報告

Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles and responsibilities of chairman and CEO should be separated and should not be performed by the same individual.

On 22 September 2017, after the Company announced the retirement of Mr. Luo Feng as Chairman of the Company, who also served the role of CEO previously, the Company did not officially have Chairman and CEO. The responsibilities of the Chairman and daily management of the Group's business is handled by the executive Directors collectively and being supported by a team of senior management which is in turn supported by staff with relevant expertise and experience.

The Board considers that this arrangement allows for contributions from all executive Directors with different expertise and is beneficial to the continuity of the Company's policies and strategies and the interest of the shareholders of the Company as a whole. Depending on the future development of the business of the Company, the Board will review the existing structure and consider the issue of nominating an appropriate candidate to fill up the role of Chairman and CEO.

Appointment, Re-election and removal of Directors

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's bye-laws.

The Nomination Committee is to be responsible for reviewing the Board composition, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive Directors. In selecting and approving candidate for directorship, the Board will consider various criteria such as education, qualification, experience, integrity and the potential contribution to the Group.

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁之角色及職責應分開，並由不同個人出任。

於二零一七年九月二十二日，本公司宣佈羅峰先生退任本公司主席（彼先前亦擔任行政總裁職務）後，本公司並無正式委任主席及行政總裁。主席之職責及本集團業務之日常管理由執行董事集體處理，且由高級管理層團隊支持，而高級管理層團隊由兼備相關專業知識及經驗之員工輔助。

董事會認為，此安排讓擁有不同專業知識之全體執行董事均能作出貢獻，且有利於延續本公司之政策及策略，並符合本公司股東之整體利益。鑑於本公司日後業務之發展，董事會將檢討現有架構並考慮提名合適人選擔任主席及行政總裁職務之事宜。

董事之委任、重選及罷免

董事委任、重選及罷免程序及過程載於本公司之公司細則。

提名委員會將負責檢討董事會構成、監察董事委任及繼任計劃以及評估獨立非執行董事之獨立性。甄選及批准董事職務人選時，董事會將考慮多項指標，例如教育程度、資歷、經驗、品行以及對本集團之潛在貢獻。

Corporate Governance Report

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Each of the independent non-executive Directors has a service contract with a term of service for one year and the contract will be renewed automatically for a successive term of one year, each commencing from the next day after the expiry of the current appointment term, unless terminated by either the independent non-executive Director or the Company.

In accordance with the Company's bye-laws, all Directors of the Company are subject to retirement by rotation at least once every three years. Any new Director appointed by the Board to fill a causal vacancy or as an addition to the Board shall submit himself/herself for re-election by shareholders at the first general meeting after appointment.

Induction and Continuous Professional Development

Newly appointed Director will be arranged a comprehensive, formal and tailored induction which includes provision of key guidelines, documents and publications relevant to their roles, responsibilities and ongoing obligations; a briefing on the Company's structure, businesses, risk management and other governance practices and meeting with other fellow Directors so as to help the newly appointed Directors familiarize with the management, business and governance policies and practices of the Company, and ensure that they have a proper understanding of the operations and businesses of the Company.

The Company encourages its directors to participate in continuous professional development courses and seminars organized by professional institutions or professional firms and read materials on relevant topics so that they can continuously update and further improve their relevant knowledge and skills.

On 30 June 2017, the Company provided an in-house training seminar which seminar was conducted by an external counsel covering the change of disclosure requirements under the Listing Rules and the Companies Ordinance. Ms. Luan Li, Dr. Lam Man Kit, Dominic, Mr. Yap Yung, Mr. Zhang Guangsheng, Mr. Chan Siu Tat and Mr. Shao Ping, being Directors at the time, attended this seminar, while Mr. Luo Feng and Mr. Yuen Leong were provided the relevant training materials as they were unable to attend. In addition to this in-house training seminar and reading materials, the Directors were provided with other materials in relation to the regular updates to corporate governance practices, statutory requirements, listing rules and other relevant topics related to listed company to develop and refresh their knowledge and skills from time to time.

各獨立非執行董事已訂立服務年期為一年之服務合約，合約將自動重續一年，各自於現行委任期間屆滿後首日開始，惟獨立非執行董事或本公司其中一方終止除外。

根據本公司之公司細則，本公司全體董事須至少每三年輪席告退一次。任何獲董事會委任以填補臨時空缺或加入董事會之新增董事，須於獲委任後首次股東大會上接受股東重選。

就任培訓及持續專業發展

新委任董事將獲得全面、正式及特定之就任培訓，包括為其提供與其角色、職責及持續責任有關之重要指引、文件及刊物；有關本公司架構、業務、風險管理及其他管治常規之簡介，及與其他董事會面，以協助新委任董事熟悉公司之管理、業務及管治政策和常規，並確保對本公司之運作及業務均有適當之理解。

本公司鼓勵董事參與由專業機構或專業公司舉辦之持續專業發展課程及講座以及相關主題之閱讀資料，從而令彼等持續更新及進一步提升彼等之相關知識及技能。

於二零一七年六月三十日，本公司為董事提供了一次內部培訓研討會，該研討會由外聘顧問進行，涵蓋上市規則及公司條例之披露規定變動。當時之董事樂利女士、林文傑博士、葉勇先生、張光生先生、陳少達先生及邵平先生參加了此次研討會，而羅峰先生及袁亮先生由於未能參加而獲提供有關培訓材料。除是次內部培訓研討會及閱讀材料之外，董事獲提供有關企業管治常規、法定規定及上市規則的定期更新及與上市公司有關的其他相關主題的其他材料，不時增進並更新知識及技能。

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BOARD COMMITTEES

The Board is supported by three committees with defined roles and responsibilities for each committee. Such committees are the remuneration committee (the “Remuneration Committee”), nomination committee (the “Nomination Committee”) and audit committee (the “Audit Committee”). All committees were set up with a written terms of reference, which are in line with the relevant CG Code and available to shareholders on the Company’s website, to deal clearly with its authority and duties. The committees will report their findings and decisions and make necessary recommendations to the Board. Minutes of the committee meetings will be drafted by the Company Secretary and circulated for the comment to the members of the committee within a reasonable time. The final version of the committee minutes will be kept by the company secretary (the “Company Secretary”) and such minutes are open for inspection by any Director. All committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

Details of each committee and work performed during the year are as follows:

Nomination Committee

The Nomination Committee is comprised of independent non-executive Directors and the members are as follows:

Mr. Zhang Guangsheng (*Chairman of Nomination Committee*)

Mr. Yap Yung

Mr. Chan Siu Tat

Dr. Lam Man Kit, Dominic (retired on 22 September 2017)

Mr. Shao Ping (resigned on 4 June 2018)

The principal duties of the Nomination Committee include reviewing the size, structure and composition of the Board, making recommendations to the Board on the appointment and succession planning of Directors with reference to the Company’s corporate strategy and assessing the independence of the independent non-executive Directors. The terms of reference of the Nomination Committee are in line with the CG Code and are accessible through the Company’s website.

董事委員會

董事會由薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及審核委員會（「審核委員會」）三個委員會支持，所有委員會各司其職，並以書面訂明各自之職責範圍，職責範圍均符合有關企業管治守則，並於本公司網站內可供股東查詢。該等委員會將向董事會報告其調查結果及決定，並提交必要建議。委員會會議記錄將由公司秘書撰寫，並於合理時間內寄發予委員會成員以徵詢意見。委員會會議記錄之最終定稿將由公司秘書（「公司秘書」）備存，可供任何董事查閱。所有委員會均獲得充足資源以履行其職責，及按合理要求，可於適當情況下尋求獨立專業意見，費用由本公司支付。

年內，各委員會及執行工作之詳情如下：

提名委員會

提名委員會由獨立非執行董事組成，其成員如下：

張光生先生（*提名委員會主席*）

葉勇先生

陳少達先生

林文傑博士（於二零一七年九月二十二日退任）

邵平先生（於二零一八年六月四日辭任）

提名委員會之主要職責包括檢討董事會的規模、架構及組成，通過參考本公司之企業策略就委任董事及董事之繼任計劃向董事會提出推薦建議，以及評估獨立非執行董事之獨立性。提名委員會之職責範圍符合企業管治守則之規定並可於本公司網站查閱。

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In order to achieving a sustainable and balanced development, the Company considers the enhancement of diversity at the Board level as an essential element in facilitating the achievement of its strategic objectives and sustainable development. In deciding the Board composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity to the board. The selection of candidates will be based on a range of diverse perspectives, including but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be based upon the merits and contribution the selected candidates will bring to the Board.

The Nomination Committee met two times during the year ended 31 March 2018, amongst other matters, to review the size, structure and composition of the Board, review the suitability of the candidates to be nominated to the Board and to consider the independence of all the independent non-executive Directors. Individual attendance of each member of Nomination Committee is set out below:

為實現可持續及均衡發展，本公司認為，加強董事會層面的多元化為方便實現其戰略目標及可持續發展的基本要素。在決定董事會組成時，已從多個方面考慮了董事會的多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。所有董事會的委任將以用人唯才為原則，在考慮候選人時以客觀標準充分顧及董事會多元化的益處。候選人的選拔將基於一系列多元化元素考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將根據獲選候選人將為董事會帶來的益處及貢獻作決定。

提名委員會於截至二零一八年三月三十一日止年度曾舉行兩次會議，以（其中包括）檢討董事會規模、架構及組成，檢討將向董事會提名之候選人的適合性，並考慮全體獨立非執行董事之獨立性。提名委員會各成員之個別出席情況載列如下：

Nomination Committee Members

提名委員會成員

Attended/Held

出席／舉行

Mr. Zhang Guangsheng	張光生先生	2/2
Mr. Yap Yung	葉勇先生	2/2
Mr. Chan Siu Tat	陳少達先生	2/2
Dr. Lam Man Kit, Dominic (retired on 22 September 2017)	林文傑博士 (於二零一七年九月二十二日退任)	2/2
Mr. Shao Ping (resigned on 4 June 2018)	邵平先生 (於二零一八年六月四日辭任)	2/2

Corporate Governance Report

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Remuneration Committee

The Remuneration Committee is comprised of independent non-executive Directors and the members are as follows:

Mr. Chan Siu Tat (*Chairman of Remuneration Committee*)
Mr. Yap Yung
Mr. Zhang Guangsheng
Dr. Lam Man Kit, Dominic (retired on 22 September 2017)
Mr. Shao Ping (resigned on 4 June 2018)

The Remuneration Committee is responsible for making recommendations to the Board regarding the Group's policies and structure for remuneration of Directors and senior management of the Group; determining the remuneration packages of Directors and senior management of the Group; and reviewing and approving incentive schemes and performance-based remuneration. The terms of reference of the Nomination Committee are in line with the CG Code and are accessible through the Company's website.

The Remuneration Committee held three meetings during the year ended 31 March 2018 to review and determine the remuneration packages of the Directors of the Company and make recommendations to the Board. The individual attendance of each member of Remuneration Committee is set out below:

Remuneration Committee Members

薪酬委員會成員

Mr. Chan Siu Tat
Mr. Yap Yung
Mr. Zhang Guangsheng
Dr. Lam Man Kit, Dominic
(retired on 22 September 2017)
Mr. Shao Ping (resigned on 4 June 2018)

陳少達先生
葉勇先生
張光生先生
林文傑博士
(於二零一七年九月二十二日退任)
邵平先生(於二零一八年六月四日辭任)

Attended/Held 出席／舉行

3/3
3/3
3/3
2/2
2/3

薪酬委員會

薪酬委員會由獨立非執行董事組成，其成員如下：

陳少達先生(薪酬委員會主席)
葉勇先生
張光生先生
林文傑博士(於二零一七年九月二十二日退任)
邵平先生(於二零一八年六月四日辭任)

薪酬委員會負責就本集團政策及董事及本集團高級管理層薪酬架構向董事會提出建議；釐定董事及本集團高級管理層之薪酬待遇；檢討並批准激勵計劃及以表現為基準之薪酬。提名委員會之職責範圍符合企業管治守則之規定可於本公司網站查閱。

薪酬委員會於截至二零一八年三月三十一日止年度曾舉行三次會議，以檢討及釐定本公司董事之薪酬待遇，並向董事會作出推薦建議。薪酬委員會各成員之個別出席記錄載列如下：

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Audit Committee

The Audit Committee is comprised of independent non-executive Directors and the members are as follows:

Mr. Yap Yung (*Chairman of Audit Committee*)
Mr. Zhang Guangsheng
Mr. Chan Siu Tat
Dr. Lam Man Kit, Dominic (retired on 22 September 2017)
Mr. Shao Ping (resigned on 4 June 2018)

The primary duties of the Audit Committee are to manage the relationship between the Company and its external auditor and monitor the audit scope and the process, to review and supervise the financial reporting process, internal control system and risk management and to provide advice and comments to the Board. The terms of reference of the Audit Committee are in line with the CG Code and are accessible through on the Company's website.

The Audit Committee held five meetings during the year ended 31 March 2018 for making recommendations on appointment and re-appointment of auditors, reviewing the annual results of the Group for the year ended 31 March 2017 and the interim results of the Group for the six months ended 30 September 2017 and discussing with the auditors of the Company on internal control procedures and financial reporting systems, auditors' independence, auditors' remuneration and reviewing the risk management and internal control system of the Group. Individual attendance of each member of Audit Committee is set out below:

Audit Committee Members

審核委員會成員

Mr. Yap Yung
Mr. Zhang Guangsheng
Mr. Chan Siu Tat
Dr. Lam Man Kit, Dominic
(retired on 22 September 2017)
Mr. Shao Ping (resigned on 4 June 2018)

葉勇先生
張光生先生
陳少達先生
林文傑博士
(於二零一七年九月二十二日退任)
邵平先生(於二零一八年六月四日辭任)

Attended/Held

出席／舉行

5/5
5/5
5/5
2/2
4/5

審核委員會

審核委員會由獨立非執行董事組成，其成員如下：

葉勇先生(審核委員會主席)
張光生先生
陳少達先生
林文傑博士(於二零一七年九月二十二日退任)
邵平先生(於二零一八年六月四日辭任)

審核委員會之主要職責是管理本公司及其外聘核數師之關係以及監控審核範圍及流程；檢討及監督財務報告程序、內部控制系統及風險管理以及向董事會提供意見及建議。審核委員會之職責範圍符合企業管治守則之規定可於本公司網站查閱。

審核委員會於截至二零一八年三月三十一日止年度曾舉行五次會議，以就聘任及續聘核數師作出推薦建議、審閱本集團截至二零一七年三月三十一日止年度之年度業績以及本集團截至二零一七年九月三十日止六個月之中期業績，並與本公司核數師討論有關內部控制程序及財務申報系統、核數師之獨立性、核數師之酬金及檢討本集團風險管理及內部控制系統。審核委員會各成員之個別出席情況載列如下：

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Corporate Governance Functions

As at 31 March 2018, no corporate governance committee has been established. During the year ended 31 March 2018, the Board, with the help of the Audit Committee, was responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties below:

- developing and reviewing the Group's policies and practices on corporate governance and making recommendations;
- reviewing and monitoring the training and continuous professional development of the directors and senior management of the Company;
- reviewing and monitoring the Group's policies and practices on compliance with all applicable legal and regulatory requirements;
- developing, reviewing and monitoring any codes of conduct and compliance manuals applicable to employees and directors of the Group; and
- reviewing the Group's compliance with the CG Code and disclosure requirements in the Corporate Governance Report.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES ON THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2018.

The Board is responsible for to prepare balanced, clear and understandable financial statements for each financial period which give a true and fair view of the state of affairs of the Group and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The Directors are responsible for ensuring that (i) appropriate accounting policies are selected and applied consistently, (ii) judgements and estimates made are prudent and reasonable and (iii) the financial statements are prepared on a going concern basis.

The responsibility of external auditor of the Company is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by the external auditors of the Company about their reporting responsibility is set out under the section headed "Independent Auditor's Report" of this annual report.

企業管治職能

於二零一八年三月三十一日，本公司並無成立企業管治委員會。於截至二零一八年三月三十一日止年度，董事會於審核委員會的幫助下負責釐定本公司企業管治政策及執行下列企業管治職責：

- 制定及檢討本集團企業管治政策及常規並提供推薦建議；
- 檢討及監察本公司董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本集團在遵守所有適用法律及監管規定方面之政策及常規；
- 制定、檢討及監察本集團僱員及董事適用之任何操守準則及合規手冊；及
- 檢討企業管治報告中本集團遵守企業管治守則及披露規定之情況。

董事及核數師就財務報表須承擔之責任

董事知悉彼等有責任編製本公司截至二零一八年三月三十一日止年度之財務報表。

董事會負責為每個財政期間編製不偏不倚、清晰明瞭及淺顯易懂之財務報表，以真實及公平地反映本集團事務狀況及其他根據上市規則及其他法定及監管要求規定須予披露事項。董事負責確保(i)已選擇適當的會計政策並得到貫徹應用；(ii)審慎合理地判斷及估計及(iii)以持續經營為依據編製財務報表。

本公司外聘核數師之職責是根據其審核，對董事會編製之綜合財務報表形成獨立意見，並向本公司股東匯報意見。本公司外聘核數師關於其報告職責的聲明載於本年度報告「獨立核數師報告」一節。

Corporate Governance Report

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining sound and effective risk management and internal control systems of the Group to safeguard shareholders' investment and the Group's assets. No risk management committee has been established and the Board, with the help of the Audit Committee, reviews the overall effectiveness and oversees the management of the Group in the design, implementation and monitoring of the risk management and internal control systems of the Group. The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

The Board continuously monitors the Group's risk management framework, review the Group significant risks and conducts an annual review of the effectiveness of the risk management system. The Board determines the nature and extent of significant risks it is willing to take in achieving the strategic objectives of the Group. The Group's risk management and internal control systems include, among others, the relevant financial, operational and compliance control and risk management procedures or policies, a well-established organizational structure with a clearly defined line of responsibilities and authorities. Each department is accountable for its daily operations and is required to implement the policies adopted from the Board from time to time. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each department. The management had reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems during the year ended 31 March 2018.

The Company does not have internal audit department. During the year ended 31 March 2018, Directors, through the Audit Committee with the help of external consulting firm, have reviewed the effectiveness of the internal control system of the Group. The Company has engaged an external consulting firm to conduct a review of the effectiveness of the system of internal control of the major operating subsidiaries of the Group. Areas for improvement have been identified and appropriate measures have been taken to provide assurance that key operational risks are identified and managed.

風險管理及內部控制

董事會須負責維持本集團良好有效之風險管理及內部控制系統，以保障股東投資及本集團資產。本公司並無成立風險管理委員會，董事會於審核委員會的幫助下對本集團風險管理及內部控制系統的設計、實施和監控管理進行整體效率檢討及監督。風險管理及內部控制系統旨在提供合理（而非絕對）之保證，確保不出現重大失實陳述或損失，及管理而非消除營運系統失效之風險並達成本集團之業務目標。

董事會持續監控本集團之風險管理框架，檢討本集團之重大風險，並對風險管理系統的有效性進行年度檢討。董事會確定了為實現本集團戰略目標而願意承受之重大風險的性質及範圍。本集團的風險管理及內部控制系統包括（其中包括）相關的財務、運營及合規監控以及風險管理程序或政策，具有明確界定責任及權限的完善的組織結構。各部門對其日常業務負責並要求實施董事會不時採納之政策。每年自我評估，以確保各部門適當遵守監控政策。管理層已向董事會及審核委員會匯報了截至二零一八年三月三十一日止年度風險管理及內部控制系統之有效性。

本公司並無內部審核部門。截至二零一八年三月三十一日止年度，在外聘顧問公司的幫助下，董事通過審核委員會已檢討本集團內部控制系統之有效性。本公司已委任外聘顧問公司，以檢討本集團主要營運附屬公司內部控制系統之有效性。已識別待改善之處並採取合適措施以保證能識別及管理主要營運風險。

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企業管治報告

The Company has an established insider information policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

The Board with the help of Audit Committee and the external consulting firm, have reviewed the effectiveness of the risk management and internal control systems of the Group for the year ended 31 March 2018, which covered all material controls, including financial, operational and compliance controls and risk management of the Group and deemed them effective and adequate, despite having identified areas of improvement.

AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu resigned as the auditor of the Company with effect from 19 March 2018 and BDO Limited ("BDO") was appointed by the Board as auditor of the Company with effect from 19 March 2018 to fill the casual vacancy so arisen.

For the year ended 31 March 2018, the remuneration paid or payable to Deloitte Touche Tohmatsu and BDO in respect of audit services and non-audit services are as follows:

Nature of services 服務性質	Name of auditor 核數師名稱	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services in relation to annual results 有關全年業績的核數服務	BDO 香港立信德豪	1,700
Review of interim financial statement 審閱中期財務報表	Deloitte Touche Tohmatsu 德勤•關黃陳方會計師行	650
		2,350

本公司制定了內幕信息政策，為本公司董事、高級職員、高級管理層及有關僱員於處理機密信息、監控信息披露及回覆詢問提供總體指導。

董事會於審核委員會及外聘顧問公司的幫助下，檢討了本集團截至二零一八年三月三十一日止年度風險管理及內部控制系統之有效性，其涵蓋了所有重大監控，包括本集團的財務、營運及合規監控以及風險管理，並認為雖然尚有待改善之處，但有關系統為有效且足夠。

核數師酬金

德勤•關黃陳方會計師行辭任本公司核數師，自二零一八年三月十九日起生效，香港立信德豪會計師事務所有限公司（「香港立信德豪」）獲董事會委任為本公司核數師，由二零一八年三月十九日起生效，以填補因此產生的臨時空缺。

截至二零一八年三月三十一日止年度，就核數服務及非核數服務已付或應付德勤•關黃陳方會計師行及香港立信德豪的薪酬如下：

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

Mr. Chung Yau Tong (“Mr. Chung”) was appointed as the company secretary of the Company since 1 January 2008. Mr. Chung is a full time employee of the Company and has day-to-day knowledge of the Company’s affairs. Mr. Chung had complied with Rule 3.29 of the Listing Rules for the year and had taken not less than 15 hours of relevant professional training for the year under review.

SHAREHOLDERS’ RIGHTS

Procedures for convening a special general meeting by shareholders and putting forward proposals at shareholders’ meetings

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the “Eligible Shareholder(s)”) shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the “Company Secretary”) deposited at the head office and principal place of business of the Company in Hong Kong at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, including making proposals or moving a resolution at a special general meeting.

Eligible Shareholders who wish to convene a special general meeting for the purpose of making proposals or moving a resolution at a special general meeting must deposit a written requisition (the “Requisition”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong.

The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene a special general meeting, the agenda proposed to be included the details of the business(es) proposed to be transacted in the special general meeting, signed by the Eligible Shareholder(s) concerned.

If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene a special general meeting, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with bye-laws, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

公司秘書

鍾有棠先生（「鍾先生」）自二零零八年一月一日起獲委任為本公司之公司秘書。鍾先生為本公司之全職僱員，擁有本公司事務日常運作之知識。年內，鍾先生已遵守上市規則第3.29條規定，於回顧年度參加不少於15小時之專業相關培訓。

股東權利

股東召開股東特別大會之程序及於股東大會上提出建議

任何一名或多名於遞交要求日期持有不少於附帶權利於本公司股東大會上投票之本公司繳足股本十分之一之股東（「合資格股東」），於任何時間均有權透過向董事會或本公司之公司秘書（「公司秘書」）發出書面要求（寄至本公司總辦事處及香港主要營業地點，地址為香港灣仔港灣道26號華潤大廈23樓2310室），要求董事會召開股東特別大會，以處理有關要求中指明的任何事項，包括於股東特別大會上提出建議或動議決議案。

有意召開股東特別大會以於股東特別大會上提出建議或動議決議案之合資格股東必須將經有關合資格股東簽署之書面要求（「要求書」）遞交至本公司之香港主要營業地點。

要求書必須清楚列明有關合資格股東之姓名、其於本公司所持之股權、召開股東特別大會之原因及於股東特別大會所建議處理事項之詳情，並必須由有關合資格股東簽署。

倘董事會未能在要求書遞交後21日內向有關合資格股東知會任何相反結果及未能召開股東特別大會，則有關合資格股東可根據公司細則自行召開股東特別大會，而因董事會未能召開該大會而致令有關合資格股東產生之一切合理費用，須由本公司償付予有關合資格股東。

Corporate Governance Report

企業管治報告

Making enquiry to the Board

Shareholders of the Company may submit their enquiries and concerns to the Board in writing by addressing them to the Board by post or delivery to the principal place of business of the Company in Hong Kong at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

CONSTITUTIONAL DOCUMENTS

The bye-laws of the Company are published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Company. There was no change to the bye-laws of the Company during the year.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

Major channels to communicate information to Shareholders and the investors include: the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, publication of all disclosed information submitted to the Stock Exchange on the websites of the Company and Stock Exchange. The Company will continuously ensure the effectiveness and timeliness of information disclosure to Shareholders and the investors. The Board welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders’ meetings to communicate any concerns they might have with the Board or the management directly.

Shareholders of the Company and investors can mail any enquiries, comments, suggestions and recommendations to the principal place of business of the Company in Hong Kong at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, the Board or their delegates will reply and response to you promptly.

向董事會提出查詢

本公司股東可以書面形式將向董事會提交之查詢及關注之事項郵寄至董事會或遞交至本公司位於香港之主要營業地點，地址為香港灣仔港灣道26號華潤大廈23樓2310室。

憲章文件

本公司的公司細則已於香港聯合交易所有限公司（「聯交所」）及本公司之網站登載。年內，本公司之公司細則並無變動。

與股東及投資者之交流

向股東及投資者傳遞信息之主要管道包括：本公司財務報告（中期報告和年報）、股東週年大會及可能召開之其他股東大會，在本公司及聯交所網站刊登所有呈上聯交所之披露資訊。本公司將繼續確保有效而及時地向股東及投資者披露資料。董事會亦歡迎股東就影響本集團之事項提出意見，並鼓勵彼等出席股東大會，直接向董事會或管理層反映彼等關注之事項。

本公司股東及投資者可郵寄任何查詢、意見、建議及推薦意見至本公司位於香港之主要營業地點，地址為香港灣仔港灣道26號華潤大廈23樓2310室。董事會或其授委代表將儘快回覆閣下。

Environmental, Social and Governance Report

環境、社會及管治報告

I. PREAMBLE

International Business Settlement Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) stringently adhere to their environmental and social responsibilities.

The Group has developed its sustainability strategy with aims to create sustainable values to its stakeholders, and to continue to lower the Group’s impact on the environment. In order to carry out the Group’s sustainability strategy from top to bottom, the Board of Directors (the “Board”) of the Company has ultimate responsibility for ensuring the effectiveness of the Group’s environmental, social and governance (“ESG”) policies. The Board has established dedicated teams to manage ESG issues within each business division of the Group. Designated staff has been assigned to enforce and supervise the implementation of the relevant ESG policies. The Group is also committed to constantly reviewing and adjusting the Group’s sustainability policies to satisfy the ever-changing needs of its stakeholders. Details of its management approach in both the environmental and social aspect can be found throughout different sections of this ESG Report. The Group believes sustainability is essential to the development of the Group’s overall long-term success.

The Group is pleased to present its second ESG Report to demonstrate the Group’s approach and performance in terms of sustainable development for the year ended on 31 March 2018. This ESG report is prepared in compliance with the ESG Reporting Guide as set out in Appendix 27 of the Listing Rules.

II. REPORTING PERIOD AND SCOPE OF THE REPORT

This ESG report covers environmental and social performance within the operational boundaries of the Group that include the Group’s business segments of property development, international business settlement (“IBS”) and financing business in the People’s Republic of China (the “PRC”), Hong Kong, Kyrgyzstan, and Lithuania. For corporate governance section, please refer to page 22 to 38 of the Group’s 2017/18 Annual Report. The reporting period of this ESG report is for the financial year 2018 (“FY2018”), from 1 April 2017 to 31 March 2018.

I. 緒言

國際商業結算控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」)嚴格履行環境及社會責任。

本集團已制定可持續性策略，旨在為持份者創造可持續價值，並不斷降低本集團對環境的影響。為從上到下實施本集團的可持續性策略，本公司董事會(「董事會」)最終負責確保本集團環境、社會及管治政策的有效性。董事會成立了專職團隊處理本集團各業務部門的環境、社會及管治事宜，並指派員工專責執行及監督相關環境、社會及管治政策的實施。本集團亦致力於不斷檢討及調整本集團的可持續性政策，以滿足不斷變化的持份者需求。有關本集團在環境及社會方面的管理方針載於本環境、社會及管治報告的不同章節。本集團相信可持續發展對本集團的整體長期成功至關重要。

本集團欣然呈列第二份環境、社會及管治報告，以展示本集團於截至二零一八年三月三十一日止年度的可持續發展方針及表現。本環境、社會及管治報告乃遵照上市規則附錄二十七所載的環境、社會及管治報告指引編製。

II. 報告期間及報告範圍

本環境、社會及管治報告涵蓋本集團營運範圍內的環境及社會表現，有關營運範圍包括本集團位於中華人民共和國(「中國」)、香港、吉爾吉斯斯坦及立陶宛的物業開發、國際商業結算及融資業務業務分部。有關企業管治部分，請參閱本集團2017/18年報第22至38頁。本環境、社會及管治報告的報告期為自二零一七年四月一日至二零一八年三月三十一日的二零一八財政年度(「二零一八財年」)。

Environmental, Social and Governance Report

環境、社會及管治報告

III. STAKEHOLDER ENGAGEMENT

With the goal to strengthen the sustainability approach and performance of the Group, the Group puts tremendous effort into listening to both its internal and external stakeholders. The Group actively collects feedback from its stakeholders to maintain a high standard of sustainability within the Group, while also building a trustful and supporting relationship with them. The Group connects with its stakeholders through their preferred communication channels as listed in the table below.

Table 1 Communication with Stakeholders

Stakeholders 持份者	Expectations and concerns 預期及關注點	Communication Channels 溝通渠道
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none">– Compliance with laws and regulations – 遵守法律法規– Sustainable development – 可持續發展	<ul style="list-style-type: none">– Supervision on complying with local laws and regulations – 對遵守地方法律法規情況的監督– Routine reports and taxes paid – 常規報告及已繳稅項
Shareholders 股東	<ul style="list-style-type: none">– Return on investments – 投資回報– Corporate governance – 企業管治– Business compliance – 業務合規	<ul style="list-style-type: none">– Regular reports and announcements – 定期報告及公告– Regular general meetings – 定期股東大會– Official Company website – 公司官方網站

III. 持份者參與

為加強本集團的可持續發展方針及表現，本集團投入大量資源聽取內部及外部持份者的意見。本集團積極收集持份者的反饋，以於本集團內維持高水準的可持續發展，同時亦與其建立相互信任及支持的關係。本集團通過下表所列持份者首選的溝通渠道聯繫持份者。

表1與持份者溝通

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Expectations and concerns 預期及關注點	Communication Channels 溝通渠道
Employees 僱員	<ul style="list-style-type: none"> - Employees' compensation and benefits 僱員薪酬及福利 - Career development 職業發展 - Health and safety in the working environment 工作環境健康及安全 	<ul style="list-style-type: none"> - Performance reviews 績效檢討 - Regular meetings and trainings 定期會議及培訓 - Emails, notice boards, hotline, caring activities with management 電郵、公告欄、熱線、管理層關愛活動
Customers 客戶	<ul style="list-style-type: none"> - High quality products and services 高品質產品及服務 - Protect customers' rights 保護客戶權利 	<ul style="list-style-type: none"> - Customer satisfaction survey 客戶滿意度調查 - Face-to-face meetings and on-site visits 面對面會議及現場拜訪 - Customer service hotline and email 客戶服務熱線及電郵

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Stakeholders 持份者	Expectations and concerns 預期及關注點	Communication Channels 溝通渠道
Suppliers 供應商	<ul style="list-style-type: none">- Fair and open procurement 公平公開採購- Win-win cooperation 雙贏合作	<ul style="list-style-type: none">- Open tendering 公開招標- Suppliers' satisfactory assessment 供應商滿意度評估- Face-to-face meetings and on-site visits 面對面會議及現場拜訪
General public 公眾	<ul style="list-style-type: none">- Involvement in communities 社區參與- Business compliance 業務合規- Environmental protection awareness 環保意識	<ul style="list-style-type: none">- Media conferences and responses to enquiries 媒體會議及對查詢的回應

Materiality Assessment

The Group undertakes annual review in identifying and understanding its stakeholders' main concerns and material interests for the ESG Report. In FY2018, the Group engaged its stakeholders to conduct a materiality assessment survey. With respect to this ESG Report, the Group identified "air and greenhouse gas emissions", "product quality control and management", and "preventing bribery, extortion, fraud and money laundering" as issues of high importance to both the Group and its stakeholders. This review helped the Group in prioritising its sustainability issues and highlighting the material and relevant aspects, so as to align them with stakeholders' expectations.

重要性評估

本集團進行年度檢討，以確定及了解持份者對環境、社會及管治報告的主要關注點及重大利益事項。於二零一八年財年，本集團邀請持份者一同參與重要性評估調查。就本環境、社會及管治報告而言，本集團已確認將「大氣及溫室氣體排放」、「產品質量控制及管理」以及「防賄賂、勒索、欺詐及洗錢」列為對本集團及其持份者均極為重要的事項。該檢討幫助本集團確定可持續性事項的優先順序，並突出重大及相關方面，以使其與持份者的預期一致。

Environmental, Social and Governance Report

環境、社會及管治報告

IV. ENVIRONMENTAL SUSTAINABILITY

The Group is committed to ensuring long-term sustainability to the environment and community where the Group operates. The Group stringently controls its emissions and consumption of resources, and complies with all relevant environmental laws and regulations in the PRC and other areas where the Group operates in its daily operations. All offices and construction sites of the Group have implemented effective energy conservation measures to reduce emissions and resource consumption.

This section will primarily disclose the Group's policies, practices and quantitative data on emissions, use of resources, and environmental and natural resources during FY2018.

A.1. Emissions

The Group has complied with all relevant local environmental laws as set out in the country where the Group operates. In FY2018, the Group found no disregard to influential laws relevant to exhaust gas or greenhouse gas emissions, water or land discharging and hazardous or non-hazardous wastes.

In FY2018, the Group's greenhouse gas ("GHG") emissions for Scope 1 (Direct Emissions), Scope 2 (Energy Indirect Emission), and Scope 3 (Other Indirect Emissions) were 19 tonnes carbon dioxide equivalent ("CO₂e"), 173 tonnes CO₂e, and 23 tonnes CO₂e respectively. The Group's total GHG emissions amounted to 215 tonnes CO₂e, and the GHG intensity for the Group was 0.40 tonnes CO₂e/HKD Million. Other than GHG emissions, the Group also emitted 7 tonnes of non-hazardous solid wastes (with an intensity of 0.01 tonnes/HKD Million), and 960 tonnes of non-hazardous wastewater (with an intensity of 1.77 tonnes/HKD Million) in its operation. Due to the nature of the Group's operation, the Group did not generate any hazardous waste and only an insignificant amount of air pollutants was produced in FY2018. The Group's total emissions are summarised in Table 2 below.

IV. 環境可持續發展

本集團致力確保環境與其經營所處社區的長期可持續發展。本集團於日常經營過程中嚴格控制排放及資源耗用並遵守中國及其經營所處其他地區的所有相關環保法律法規。本集團所有辦公室及建築工地均已實行有效的節能措施，以降低排放及資源耗用。

本節將主要披露本集團於二零一八財年有關排放、資源使用以及環境及天然資源使用的政策、慣例及定量數據。

A.1. 排放物

本集團已遵守本集團經營所在國家的所有相關地方環保法律。於二零一八財年，本集團並無違反有關廢氣或溫室氣體排放、水或土地污染以及有害或無害廢棄物的重要法律。

於二零一八財年，本集團的範圍一（直接排放）、範圍二（能源間接排放）及範圍三（其他間接排放）溫室氣體排放量分別為19噸二氧化碳當量、173噸二氧化碳當量及23噸二氧化碳當量。本集團的溫室氣體排放總量為215噸二氧化碳當量，而本集團的溫室氣體密度為0.40噸二氧化碳當量／百萬港元。除溫室氣體排放外，本集團亦於營運中製造7噸無害固體廢物（密度為0.01噸／百萬港元）及960噸無害廢水（密度為1.77噸／百萬港元）。由於本集團的業務性質，本集團於二零一八財年並無產生任何有害廢物，僅產生少量空氣污染物。本集團的總排放量於下表2概述。

Environmental, Social and Governance Report

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Table 2 The Group's Total Emissions by Category in FY2018

表2本集團於二零一八財年按類別劃分的總排放量

Emissions Category	Key Performance Indicator (KPI)	Unit	Amount	Intensity* (Unit/HKD Million) 密度* (單位/百萬元)
排放物類別	關鍵績效指標	單位	數量	
GHG Emissions 溫室氣體排放	Scope 1 (Direct Emission) 範圍一(直接排放)	tonnes CO ₂ e 噸二氧化碳當量	19	–
	Scope 2 (Energy Indirect Emission) 範圍二(能源間接排放)	tonnes CO ₂ e 噸二氧化碳當量	173	–
	**Scope 3 (Other Indirect Emission) **範圍三(其他間接排放)	tonnes CO ₂ e 噸二氧化碳當量	23	–
	Total (Scope 1 & 2 & 3) 總計(範圍一及二及三)	tonnes CO ₂ e 噸二氧化碳當量	215	0.40
Non-hazardous Waste 無害廢物	Solid Waste 固體廢物	tonnes 噸	7	0.01
	Wastewater 廢水	tonnes 噸	960	1.77

* Intensity was calculated by dividing the amount by the Group's FY2018 revenue of approximately HK\$543.3 million

* 密度按有關數量除以本集團於二零一八財年的收入約543.3百萬元計算

** The Group's Scope 3 (Other Indirect Emissions) includes only paper waste disposed at landfills

** 本集團的範圍三(其他間接排放)僅包括於填埋場處置的紙張廢物

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IBS and Financing Business

Emissions from the Group's IBS & financing business segment include greenhouse gases, municipal solid waste and municipal wastewater. In FY2018, the main source of GHG emissions for these business segments came from the use of electricity. Specific measures taken to reduce electricity consumption in the office, and thus GHG emissions from this business segment, are further described in A.2. Use of Resources.

The Group is committed to environmental protection in its daily operations in the office. To reduce the amount of municipal solid waste generated, the Group has implemented the following practices:

- Separate and recycle solid waste;
- Encourage employees to reduce use of disposable items such as plastic tableware; and
- Advocate office stationeries reuse.

Any non-recyclable municipal solid wastes are collected and disposed of by the property management.

Since the amount of wastewater generated highly depends on the amount of water used, the Group has adopted specific measures to reduce water consumption, which are further described in A.2. Use of Resources. Municipal wastewater is directly discharged into the property sewage system.

Property Development

In the property development business, the Group is very prudent in controlling all discharges. Emissions from the property development process include air & GHG, wastewater, solid waste, and noise. The Group established various measures to control and manage air & GHG, wastewater, solid waste and noise emissions during the year under review.

國際商業結算及融資業務

本集團的國際商業結算及融資業務分部的排放物包括溫室氣體、城市固體廢物及城市廢水。於二零一八財年，該業務分部的溫室氣體排放主要來自用電。本集團已採取特定措施減少辦公室的用電量，因而減少該業務分部的溫室氣體排放，更多詳情載於A.2. 資源使用。

本集團致力於辦公室日常營運中保護環境。為減少製造的城市固體廢物量，本集團已實施以下常規：

- 分隔及回收固體廢物；
- 鼓勵僱員減少使用用完即棄物品，例如塑料餐具；及
- 支持重用辦公文具。

任何不可回收的城市固體廢物由物業管理層收集及處置。

由於所產生廢水量非常視乎耗水量，本集團已採納特定措施減少耗水量，更多詳情載於A.2. 資源使用。城市廢水直接排放至物業的污水處理系統。

物業開發

就物業開發業務而言，本集團非常審慎地控制所有排放。物業開發過程中產生的排放物包括大氣及溫室氣體、廢水、固體廢物及噪音。於回顧年度，本集團制定各種措施控制及管理大氣及溫室氣體、廢水、固體廢物及噪音排放。

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Air & Greenhouse Gas Emissions

Air and GHG emissions mainly come from the use of gasoline and electricity in vehicles and machineries. The Group has implemented internal policies, further described in A.2. Use of Resources, to reduce energy use and thus the GHG emissions.

Wastewater

The wastewater generated at the construction sites are treated in the self-built septic tank before being discharged into the municipal sewage pipe network. The Group is committed to maximising the usage efficiency of water resources at all stages.

Solid Waste

The Group has classified solid wastes generated at the construction site, including land excavation waste, broken bricks, mortar, and concrete. To reduce solid waste emissions, the Group uses land excavation waste to backfill where in need and eco-friendly building materials to reduce unnecessary waste generation.

Noise

In FY2018, the Group did not receive negative complaint on noise nuisance from its surrounding residents. As listed below, the Group has taken necessary measures to mitigate the noise generated:

- Conduct real-time monitoring and control of noise in the construction site to ensure its compliance with national standards;
- Regulate certain operating periods for the use of equipment/ machineries;
- Purchase and use the equipment with low noise and low vibration; and
- Take effective measures to control the noise level around construction sites, including the installation of noise insulation and vibration isolation facilities.

During the year under review, the Group was not in violation of any relevant laws and regulations, which have a significant impact on the Group, related to emissions.

大氣及溫室氣體排放

大氣及溫室氣體排放主要來自車輛及機器使用的汽油及電。本集團已實施內部政策以減少能源使用，因而減少溫室氣體排放，更多詳情載於A.2.資源使用。

廢水

建築工地產生的廢水於自建的化糞池內處理，然後排入市政污水管網。本集團致力於在所有階段將水資源的利用效率最大化。

固體廢物

本集團已將建築工地產生的固體廢物進行了分類，包括挖土棄渣、碎磚、砂漿及混凝土。為減少固體廢物排放，本集團於需要時使用挖土棄渣進行回填並使用環保建築材料，以減少不必要的廢物產生。

噪音

於二零一八財年，本集團未曾收到任何有關噪音危害周邊居民的負面投訴。如下文所列，本集團已採取必要的防噪措施：

- 實時監測及控制建築工地的噪音，以確保符合國家標準；
- 規範使用設備／機器的若干操作期間；
- 採購及使用噪音低且震動小的設備；及
- 採取有效措施控制建築工地周圍的噪音水平，包括安裝隔音防震設施。

於回顧年度，本集團並無違反有關排放物的任何相關法律法規而對本集團產生重大影響。

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A.2. Use of Resources

The Group complied with the relevant laws and regulations in relation to the Group's use of resources during the year under review. In FY2018, the resources consumed by the Group were electricity, gasoline, diesel, water, paper, and construction raw materials. Given the nature of its business operation, the Group did not consume any packaging materials during the reporting period.

Table 3 The Group's Total Use of Resources by Category in FY2018

Use of Resources	Key Performance Indicator (KPI)	Unit	Amount	Intensity* (Unit/HKD Million) 密度* (單位/百萬港元)
資源使用	關鍵績效指標	單位	數量	
Energy 能源	Electricity 電力	kWh'000 千個千瓦時	308.7	0.57
	Gasoline 汽油	litres 升	7,523.6	13.85
	Diesel 柴油	litres 升	500	0.92
Water 水	Water 水	m ³ 立方米	7,630.1	14.04
Paper 紙	Paper 紙	tonnes 噸	4.7	0.01

* Intensity was calculated by dividing the amount by the Group's FY2018 revenue of approximately HK\$543.3 million

A.2. 資源使用

於回顧年度，本集團就本集團的資源使用遵守相關法律及法規。於二零一八財年，本集團耗用的資源為電力、汽油、柴油、水、紙張及建築原材料。鑒於其業務營運的性質，本集團於報告期間並無消耗任何包裝材料。

表3本集團於二零一八財年按類別劃分的資源用量總計

* 密度按有關數量除以本集團於二零一八財年的收入約543.3百萬港元計算

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Electricity

The Group's electricity consumption comes from regular operation of the office and construction sites. In FY2018, the total electricity consumption of the Group was 308.7 kWh'000 (with an intensity of 0.57 kWh'000/HKD Million). All subsidiaries of the Group stringently complied with the Group's policy of saving energy. To reduce the electricity consumption, the Group has conducted the following practices:

- Hold regular education on saving electricity among the employees;
- Put up signs next to the switches, computers and air conditioners to remind employees to turn them off when possible;
- Turn on the air conditioners only when necessary;
- Replace the traditional bulbs with LED energy-saving bulbs in offices; and
- Adopt more energy-efficient mechanical equipment.

Gasoline and diesel

The Group consumes gasoline and diesel for transportation. In FY2018, the amount of gasoline and diesel consumed by the Group were 7,523.6 litres (with an intensity of 13.85 litres/HKD Million) and 500 litres (with an intensity of 0.92 litres/HKD Million) respectively. The Group encourages energy-saving practices through simple measures, such as making use of telephone conferences instead of physical meetings to avoid unnecessary travelling and replacing highly polluting vehicles with more environmentally-friendly ones.

電力

本集團的用電量來自辦公室及建築工地的日常運作。於二零一八財年，本集團的總耗電量為308.7千個千瓦時（密度為0.57千個千瓦時／百萬港元）。本集團的所有附屬公司嚴格遵守本集團的節能政策。為減少耗電量，本集團已採取了以下措施：

- 定期為僱員舉辦有關節約用電的教育活動；
- 在電源開關、電腦及空調旁設置標識，以提醒僱員在適當時候關閉這些電器；
- 僅在必要時打開空調；
- 以LED節能燈替代辦公室中的傳統燈泡；及
- 採用更節能的機械設備。

汽油及柴油

本集團耗用汽油及柴油作運輸用途。於二零一八財年，本集團耗用的汽油及柴油量分別為7,523.6升（密度為13.85升／百萬港元）及500升（密度為0.92升／百萬港元）。本集團鼓勵通過簡單的措施節約能源的做法，如採用電話會議代替現場會議，以避免不必要的旅行及用更環保的車輛替換高污染車輛。

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Water

The Group educates its employees on saving water all the time. In FY2018, the Group did not face any problem in sourcing water, and the Group's total water consumption was 7,630.1 m³ (with an intensity of 14.04 m³/HKD Million). To reduce the water consumption, the Group has conducted the following practices:

- Place "Saving Water Resource" posters in prominent places to encourage water conservation;
- Adopt water-saving equipment instead of traditional one;
- Require employees to strictly comply with company's water saving policy;
- Strengthen the inspection and maintenance on water tap, water pipelines and water storage;
- Use groundwater as greening water and road cleaning water; and
- Harvest rainwater for building and maintenance in the construction site.

Paper

Paper is mainly consumed by the Group in its offices. In FY2018, the amount of paper consumed by the Group was 4.7 tonnes (with an intensity of 0.01 tonnes/HKD million). The Group has adopted the following practices to reduce the consumption:

- Use electronic devices and digital methods such as email and online meetings;
- Choose the suppliers with more environmentally friendly paper source, so as to indirectly reduce the amount of trees losses while consuming the same amount of paper;
- Transform into paperless office, and disseminate information by electronic means (i.e. via email or e-bulletin boards) as much as possible;

水

本集團一直教導僱員節約用水。於二零一八財年，本集團在採水方面並無困難，且本集團的總耗水量為7,630.1立方米（密度為14.04立方米／百萬港元）。為減少耗水量，本集團已採取以下措施：

- 在當眼地方張貼「節省水資源」海報以鼓勵保護水資源；
- 採用節水設備以取代傳統設備；
- 要求僱員嚴格遵守公司的節水政策；
- 加強巡查及維修水龍頭、水管及蓄水設備；
- 使用地下水作為綠化水及道路清潔用水；及
- 收集雨水作建築工地的建造及維護之用。

紙

本集團主要於辦公室消耗紙張，於二零一八財年，本集團的耗紙量為4.7噸（密度為0.01噸／百萬港元）。本集團已採納以下常規減少消耗：

- 使用電子設備及數字化方法，如電郵及線上會議；
- 選擇更環保的紙源供應商，在使用相同數量紙張的情況下，間接減少樹木消耗量；
- 轉型為無紙化辦公，盡可能以電子方式（即通過電子郵件或電子公告欄）傳遞資訊；

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- Promote the idea of “Think before print” by using posters and stickers in the offices to remind the staff to avoid unnecessary printings;
- Place boxes and trays beside photocopiers as containers to collect single-sided paper for reuse and used paper for recycling; and
- Make use of the back of old single-sided documents for printing or as draft paper.

Construction Raw Materials

Construction raw material are mainly consumed by the Group in the property development business, including steel, concrete, masonry materials, and stone. To conserve raw materials and improve its utilisation efficiency, the Group has conducted the following practices:

- Choose aerated blocks to reduce the weight of the wall;
- Adopt new polymer waterproofing membrane to prevent water penetration;
- Use hollow glass tiles for insulation;
- Optimise construction plan and construction techniques to improve material utilisation; and
- Establish the material management system for material selection.

- 推行「印前三思」的理念，在辦公室使用海報及便利貼提醒員工避免不必要的列印；
- 在複印機旁放置箱及盤，收集單面印刷的紙張以供再利用及收集用完的紙張以供回收；及
- 使用舊的單面印刷文件的背面進行列印或作為草稿紙。

建築原材料

本集團主要在物業開發業務中消耗建築原材料，包括鋼材、混凝土、砌築材料及石材。為節約原材料及提高其使用效率，本集團已採取了以下措施：

- 使用氣磚以減輕牆體的重量；
- 採用新型高分子防水膜以防止水滲透；
- 使用中空玻璃磚作隔絕用途；
- 優化建造方案及建造技術以提高材料使用率；及
- 建立材料管理系統，作材料篩選之用。

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A.3. The Environment and Natural Resources

The Group is committed to protecting the environment where the Group operates. The Group has taken effective measures to reduce electricity consumption, and thus the overall GHG emissions.

For the Group's property development business, the Group has established policies to protect the environment during its operations and commits to be in full compliance with the relevant laws and regulations including the Environmental Impact Assessment Law of the People's Republic of China (《中華人民共和國環境影響評價法》) and the Regulations on Environmental Protection of Construction Projects (《建設項目環境保護管理條例》). The Group has embedded the concept of green building into its construction projects in order to build more eco-friendly and sustainable housing estate through its exceptional design and adoption of landscaping within the property boundary.

A.3. 環境及天然資源

本集團致力於保護運營所在地的環境。本集團已採取有效措施降低電力消耗，因而降低整體溫室氣體排放。

就本集團的物業開發業務而言，本集團已制定政策在營運過程中保護環境，並承諾全面遵守相關法律法規，包括《中華人民共和國環境影響評價法》及《建設項目環境保護管理條例》。本集團已將其綠色建築理念融入工程項目，藉特殊的設計及在物業範圍內採用景觀綠化建造對生態更為友好且可持續的屋邨。

V. SOCIAL SUSTAINABILITY EMPLOYMENT AND LABOUR PRACTICES

B.1. Employment

The Group treasures talent as it is the most valuable asset and key for driving the success and maintaining sustainability of the corporation. The Group aims to provide them with a safe and suitable platform for developing career paths and advancement.

The Group's human resources policies strictly adhere to the applicable employment laws and regulations in Hong Kong and PRC, including the Employment Ordinance (Chapter 57 of The Laws of Hong Kong) and the Labour Law of the PRC (《中華人民共和國勞動法》). The Group also complies with the employees' social security schemes that are enforced by the local government to provide employee various benefits. The Group's employee benefits include performance bonus, medical scheme, mandatory provident fund for Hong Kong employees, social insurance packages for the PRC employees and education subsidy to encourage continuous professional development of staff.

V. 社會可持續發展 僱傭及勞工慣例

B.1. 僱傭

本集團視人才為企業走向成功及維持可持續發展的最寶貴資產及關鍵。本集團致力於向員工提供安全及合適的平台以供其發展職業道路及自我提升。

本集團的人力資源政策嚴格遵守香港及中國的適用僱傭法律及法規，包括僱傭條例（香港法例第57章）及《中華人民共和國勞動法》等。本集團亦遵守地方政府實施以為僱員提供各種福利的僱員社會保險計劃。本集團的僱員福利包括績效花紅、醫療保險、為香港僱員設立強制性公積金、為中國僱員設立社會保險計劃，以及為員工提供教育資助以鼓勵持續專業進修。

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The human resources representative reviews and updates the relevant company policies such as Employee Handbook regularly in accordance with the latest laws and regulations. The Group is also in full compliance with the regulations for minimum wages and working hours in local operating regions.

To attract high-calibre workforce, the Group offers competitive and fair remuneration and benefits based on individuals' past performance, personal attributes and job experiences. The Group also makes reference to market benchmarks. Talent acquisition is vital to its business future development. In order to retain talents, the Group constantly reviews its compensation package and performs probationary and regular evaluations according to the performance of employee, salary structure, market movement and profitability of the Group to determine the staff salary adjustment. This ensures that employees are recognised by the Group appropriately with regard to their working efforts and contributions. Meanwhile, any termination of employment contract would be based on reasonable and lawful grounds. The Group strictly prohibits any kinds of unfair or unreasonable dismissals.

The Group determines working hours and rest period for employees and makes sure that they are in line with local employment laws and employment contracts with employees. In addition to statutory holidays stipulated by the employment law of the local government such as the basic paid annual leave, employees may also be entitled to additional leave such as marriage leave, maternity leave and bereavement leave.

人力資源代表根據最新法律法規定期審閱及更新相關公司政策，如員工手冊。本集團亦完全遵守地方運營區域有關最低工資及工作時數的規定。

為吸引優秀員工，本集團基於個人過往表現、個人品德及工作經驗提供具競爭力及公平的薪酬及福利。本集團亦參考市場指標。人才招募是其未來業務發展的關鍵。為挽留人才，本集團根據僱員表現、薪酬結構、市場變動及本集團盈利狀況不時檢討其薪酬待遇及進行試用期及定期評估，以釐定員工薪酬調整，確保僱員的努力及貢獻獲得本集團適當肯定。此外，任何僱傭合約的終止將以合理及合法理由為依據。本集團堅決禁止任何類型的不公平或不合理的解僱行為。

本集團釐定僱員的作息時間並確保有關時間符合當地僱傭法律及與僱員訂立的僱傭合約。除當地政府僱傭法律所載列的法定假期（如基本有薪年假）外，僱員亦有權享有額外休假（如婚假、待產假及喪假）。

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As an equal opportunity employer, the Group is committed to creating a fair, respectful and diverse working environment by promoting anti-discrimination and equal opportunity in all human resources and employment decisions. In other words, training and promotion opportunities, dismissals and retirement policies are based on factors irrespective of their age, sex, marital status, pregnancy, family status, disability, race, colour, descent, national or ethnic origins, nationality, religion or any other non-job related factors in all business units. The equal opportunities policy allows zero tolerance to any workplace discrimination, harassment or vilification in accordance to local ordinances and regulations such as Hong Kong's Disability Discrimination Ordinance (Chapter 487 of The Laws of Hong Kong) and Sex Discrimination Ordinance (Chapter 480 of The Laws of Hong Kong). The Group has set up the equal opportunities policies in the Employee Handbook to promote a more diverse environment in the working place.

In terms of internal coaching and communication, an effective two-way communication between general staff and managerial staff is highly encouraged. Employees maintain timely and smooth communication with the management, colleagues and partners of the companies within the Group through the email, training, social networks, and meetings. The interactive communication to large extent makes for the Group's decision-making process, thereby building a barrier-free employer-employee relationship. In addition, the Group hosted a series of activities for its employees in FY2018 such as festival gatherings, outing, sport competition and birthday celebration. These events helped employees to relieve stress, and served to exemplify the Group's corporate culture of the spirit of solidarity and cohesion among its employees.

作為平等機會僱主，本集團致力在人力資源及僱傭決策方面推動反歧視及平等機會而創造公平、相互尊重及多樣化的工作環境。換言之，所有業務單位的培訓及升職機會、解僱及退休政策乃基於無關年齡、性別、婚姻狀況、懷孕、家庭條件、殘疾、種族、膚色、世系、民族或族裔、國籍、宗教的因素或任何其他非工作相關因素而定。根據地方條例及法規（如香港法例第487章香港殘疾歧視條例及香港法例第480章性別歧視條例），平等機會政策不容忍任何工作區域歧視、騷擾或傷害。本集團已在員工手冊內制定平等機會政策，以在工作場所促創更加多樣化的環境。

就內部指導及溝通而言，本集團極為鼓勵一般員工及管理層員工之間的有效雙向溝通。僱員透過電子郵件、培訓、社交網絡及會議與管理層、同事及本集團旗下公司的合作夥伴保持及時順暢溝通。相互溝通在在很大程度上有利於本集團的決策程序，因而在僱主僱員間達致無障礙的關係。此外，本集團於二零一八財年舉辦一系列僱員活動，如節日聚會、遠足、體育比賽及生日慶典。該等活動有助僱員釋放壓力，體現本集團僱員間的團結精神及凝聚力的企業文化。

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B.2. Health and Safety

To provide and maintain a good working condition and a safe and healthy working environment, the safety and health policies implemented by the Group are in line with various laws and regulations stipulated by the Government of Hong Kong and PRC, including Hong Kong's Occupational Safety and Health Ordinance (Chapter 509 of The Laws of Hong Kong) and the Occupational Disease Prevention Law in PRC (《中華人民共和國職業病防治法》).

Employees shall always be alert for the fire prevention and take all reasonable precautions to avoid theft or loss of the Group's properties. Emergency exits are unobstructed and unlocked from the inside at all times in working place during working hours. Construction sites and offices have well-stocked, unlocked first aid stations. In addition, the Group has established a comprehensive mechanism with an aim to maintain a clean, tidy, smoke-free, non-toxic, non-hazardous, healthy and safe working environment. The specific measures are listed as below:

- Prohibit smoking and drinking liquor in workplace;
- Carry out the cleaning of air-conditioning systems; and
- Conduct safety inspection and emergency response drill at regular intervals.

Besides, the Group held a number of occupational health trainings to enhance the employees' awareness of health and safety in FY2018. The Group targets to create an accident-free workplace environment.

B.2. 健康及安全

為提供及維持良好的工作條件及安全健康的工作環境，本集團實施的安全健康政策符合香港及中國政府制定的多項法律及法規（包括香港的職業安全及健康條例（香港法例第509章）及《中華人民共和國職業病防治法》等）。

僱員應時刻警惕防火，並採取一切預防措施，以免招致本集團財產的失竊或損失。於工作時間內，工作地點的緊急出口在任何時候皆暢通無阻且無上鎖。建築工地及辦公室均設有開放的急救站點並備有足夠藥物。此外，本集團已設立一個全面機制，旨在維持清潔、整齊、無煙、無毒、無害、健康及安全的工作環境。具體措施如下：

- 嚴禁於工作場所抽煙及喝酒；
- 清潔空調系統；及
- 定期進行安全檢查及應急演習。

此外，本集團於二零一八財年舉辦多場職業健康培訓以提高僱員的健康及安全意識。本集團旨在實現無意外工作環境。

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B.3. Development and Training

The Group offers different training and development opportunities to staff in order to strengthen their work-related skills and knowledge, thereby improving operational efficiency.

For new hires, the Group provides on-the-job trainings, making them better understand the corporate history and culture, Group's internal policies and its business development. For experienced staff, the Group provides relevant trainings according to their roles and positions. For example, the Group has arranged training courses for its directors with topics of internal control, risk control management and business compliance updates. The Group aims to foster a learning culture that could strengthen employees' professional knowledge, and meanwhile, benefit the Group as employees are expected to achieve desired results after receiving appropriate training.

Besides, the Group encourages employees to attend external training for enhancing their competitiveness and expanding their capacity through continuous learning. The Group may provide financial support to eligible employees for attending external seminars, programs or courses that could directly and effectively expand their skill-sets related to their current job requirements.

B.4. Labour Standards

The Group strictly abides by the Employment Ordinance of Hong Kong (Chapter 57 of The Laws of Hong Kong), the Labour Law of the PRC (《中華人民共和國勞動法》), and other related labour laws and regulations in operating regions to prohibit any child and forced labour employment.

The Group has formulated internal policies such as "The Prohibition of Child Labour Policy and Remedial Procedures". To combat against illegal employment on child labour, underage workers and forced labour, prior to confirmation of employment, the Group's human resources staff requires job applicants to provide valid identity documents to ensure that the applicants are lawfully employable. The human resources department is responsible to monitor, update and ensure the compliance of current corporate policies with latest and relevant laws and regulations that prohibit child labour and forced labour.

B.3. 發展及培訓

本集團為員工提供不同的培訓及發展機會，以提升工作技能及知識，因而提高運營效率。

對於新入職僱員而言，本集團提供在職培訓，以令其更好地瞭解公司歷史文化、集團內部政策及業務發展。對於有經驗的僱員而言，本集團根據其角色及職位提供相關培訓。例如，本集團已為其董事安排培訓課程，主題包括內部控制、風險控制管理及業務合規的最新資料。本集團力圖營造可增強僱員專業知識的學習文化氛圍，同時，預期僱員在接受適當培訓後將取得預期效果，進而令本集團受益。

此外，本集團鼓勵僱員參與外部培訓，以透過不斷學習提升彼等的競爭力及拓展能力。本集團可向合資格僱員提供財務援助，以參加能夠直接有效擴大其現時工作要求有關的技能組合的外部研討會、計劃或課程。

B.4. 勞工準則

本集團嚴格遵守香港僱傭條例（香港法例第57章）、《中華人民共和國勞動法》及運營地區的其他相關勞動法律法規，以禁止任何童工及強迫勞動僱傭。

本集團已制定內部政策，如「禁止僱用童工政策及補救措施程序」。為打擊非法僱用童工、未成年工及強迫勞工，於確認僱用前，本集團人力資源部門員工會要求應徵者提供有效身份證明文件，確保應徵者可合法受聘。人力資源部負責監督及更新現行公司政策並確保有關政策符合禁止童工及強迫勞工的最新相關法例及法規。

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OPERATING PRACTICES

B.5. Supply Chain Management

As a socially responsible enterprise, it is critical and vital to maintain and manage a sustainable and reliable supply chain. Each of the operating subsidiaries monitors the quality of suppliers and supply chain practice on a strict and continuous basis.

International Business Settlement

The main suppliers of IBS Segment are the technical supports service providers. In selecting suppliers, comprehensive assessment in public tendering process is performed under principles of openness, fairness and impartiality. Selection criteria is strictly formulated by the Group, including but not limited to reputation in the industry, technical capabilities, professional qualifications, financial position, prices and service quality. The Group normally executes a contract with the selected supplier and places orders on a project basis. To avoid any disruptions to the supply chain, the Group tries to have at least two suppliers for each of the supplied services. The Group was in close dialogues with its suppliers, and meetings are periodically held to share market information or perform product updates.

The Group expects that its selected suppliers are in strict compliance with applicable local environmental laws, ordinances and regulations. With a reliable and effective supplier selection mechanism, the Group is committed to conducting business with the suppliers that are socially and environmentally responsible to meet the ethical expectations. Given the firm and stable relationship between the Group and its suppliers, the Group can be quickly informed of the suppliers' situation through internet, phone calls, and other communication means.

營運慣例

B.5. 供應鏈管理

作為一家負有社會責任的企業，維持及管理可持續及可靠的供應鏈至關重要。各營運附屬公司嚴格持續監察供應商的質量及供應鏈慣例。

國際商業結算

國際商業結算分部的主要供應商為技術支援服務供應商。於選擇供應商時，在公開、公平及公正的原則下於公開招標過程中進行全面評估。本集團嚴格制定選擇標準，包括但不限於業內聲譽、技術能力、專業資格、財務狀況、價格及服務質量等。本集團一般與經甄選的供應商簽約，並按項目基準下單。為防止對供應鏈造成任何干擾，本集團會盡力就每項供應服務與至少兩名供應商維持合作。本集團與供應商維持緊密對話，並定期舉行會議，以分享市場資訊或進行產品更新。

本集團希望其甄選的供應商嚴格遵守適用地方環境法律、條例及法規經營業務。通過可靠且有效的供應商甄選機制，本集團致力於與履行社會及環境責任的供應商進行業務往來，以符合其道德期望。鑒於本集團與其供應商關係穩固，本集團能夠通過互聯網、手機及其他通訊方式迅速知悉供應商的狀況。

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Property Development

For property development business, the Group generally outsources construction works to independent construction companies that specialise in different aspects of property development. The property development company of the Group oversees the procurement of construction materials, and is also responsible for finding relevant supplier/contractors through public tendering and strategic cooperation.

The Group performs site inspections on completed projects by potential suppliers/contractors to assess their technical capability. The Group firmly believes that to accomplish the project successfully, it is important to ensure that selected suppliers/contractors fully meet the national or industry standards and the specifications required in each development project. The Group necessitates selected suppliers/contractors to show their relevant qualifications and certificates to prove they have the capacity to meet the technical requirements, have a good track record, and are socially and environmentally responsible. The Group generally chooses suppliers/contractors according to the rank of bidding rating. Once the eligible tender is selected, the property development company needs to work closely with the selected suppliers/contractors in the execution of the development plans as well as oversee the quality and timetable for the completion of each project. If any goods and services of the selected suppliers/contractors fail to meet the requirements of the property development company, they may lose the chance to participate in the next bidding.

The suppliers/contractors are subject to the Group's ongoing quality control procedures at different stages of the construction process, which includes testing on the quality of the supplied materials. For example, suppliers/contractors are required to obtain an acceptance from the Electric Power Supply Bureau as an evaluation of standard in power supply, and another acceptance from the Institute of Quality Inspection and Construction Bureau as evaluation of standard in construction projects.

物業開發

就物業開發業務而言，本集團一般將建築工程外包予專注於物業開發不同方面的獨立建築公司。本集團的物業開發公司監管建築材料採購，亦負責透過公開招標及戰略合作物色適合供應商／承包商。

本集團就潛在供應商／承包商的已竣工項目進行實地檢驗，以評估其技術能力。本集團堅信為順利完成項目，確保被甄選的供應商／承包商完全符合各發展項目所需的國家或行業標準及規範至關重要。本集團要求被甄選的供應商／承包商出示其相關資格及證書，以證明其有能力達到技術要求，擁有良好的往績記錄以及對社會及環境負責。本集團一般按照競標評分排名選擇供應商／承包商。一旦選定合資格投標人後，物業開發公司執行發展規劃時需與甄選供應商／承包商緊密合作，監管各項目的竣工質量及時間。若任何甄選供應商／承包商的任何貨品及服務不符合物業開發公司的要求，其可能失去參與下一次競標的機會。

供應商／承包商亦須在建造流程的各階段遵守本集團的持續質量控制程序，包括檢驗供應材料質量。例如，供應商／承包商須通過供電局驗收送電，作為供電評估標準，並通過質檢站及工程局驗收合格，作為工程項目評估標準。

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B.6. Product Responsibility

International Business Settlement & Financing Business

Upholding the core value of “Let’s write the future together”, the Group grasps the trend on Fintech by building up the Next Generation Settlement Network (the “NGSN”) infrastructure worldwide. NGSN provides cross-border platform for settlement in a fast-paced, convenient, efficient, safe way between countries. With regard to the operational safety, advertising and labelling of the services, the Group is strictly in compliance with the relevant rules and regulations in PRC, such as the Production Safety Law of the PRC (《中華人民共和國安全生產法》) and the Advertising Law of the PRC (《中華人民共和國廣告法》).

NGSN is an innovated platform. The operation and maintenance team of the Group is responsible for business operations and system maintenance to ensure system safety in the public use. During the research and development process, the Group follows the internal manuals such as IT development standard manual. There are clear definitions and test criteria for each stage of development. Through trial testing and based on the test results, the Group monitors the system to ensure that it is running properly and in a good condition under a simulated production environment.

Meanwhile, the Group holds regular project meetings to assess and review the progress and to identify and resolve any problems, issues, bugs and technical errors which may arise during the course of the services. In order to infallibly ensure service safety to the public, engineers in the Group conduct comprehensive quality control assessments during its daily maintenance and system upgrades which would establish a back-off mechanism by maintaining the original system in the adoption period. The Group may also deploy technical staff to provide on-site support to customers when necessary.

B.6. 產品責任

國際商業結算及融資業務

秉承「讓我們共同書寫未來」的核心價值，本集團通過在全球建立全球清算網絡 (Next Generation Settlement Network) (「NGSN」) 基礎設施把握金融科技的趨勢。NGSN提供跨界平台，便於在國與國之間以快捷、方便、高效及安全的方式進行結算。就服務的操作安全、廣告及標籤而言，本集團嚴格遵守中國的有關規則及法規，如《中華人民共和國安全生產法》及《中華人民共和國廣告法》。

NGSN為創新平台。本集團的經營及維護團隊負責業務經營及系統維護以確保公共使用方面的系統安全。於研發過程中，本集團遵從IT開發標準流程等內部手冊。各發展階段均有明確的界定及測試標準。透過試驗測試及根據測試結果，本集團監控系統以確保其在模擬生產環境下正常運行並處於良好狀況。

同時，本集團定期舉行項目會議，以評估及檢討項目進度，以及發現及解決服務過程中可能出現的任何問題、事項、漏洞及技術錯誤。為絕對確保向公眾提供的服務安全，本集團工程師於日常維護及系統升級過程中進行全面質量控制評估，在程式運用期間保持原有版本履歷，建立回退機制。本集團亦部署技術人員以便在需要時向客戶提供現場支援。

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The Group pays great attention to the main concern of its customers. Once the customer's complaint is received, a professional team would identify the fault and repair the relevant parts of the system in a timely manner. With such effective actions, the Group is committed to minimising any disruptions to customers' operations and completely eradicating the same system failure from occurring again according to internal procedures.

The Group commits to fully abide by the Consumer Protection Law of the PRC (《中華人民共和國消費者權益保護法》) and Hong Kong's Personal Data (Privacy) Ordinance (Chapter 486 of The Laws of Hong Kong) to ensure customers' rights are strictly protected. Information collected from customers would only be used for the purpose for which it has been collected. The Group prohibits the provision of information to a third party without authorisation. All collected personal data during the course of business are treated as confidential, kept securely, and accessible by designated personnel only. Security measures, such as encrypted customer database, granting access right, and checking login and log out operations to major servers, have been implemented in the data storage and transmission systems. The Group ensures that the customers and transactions data in NGSN are well protected from unauthorised collection, leakage or hacking, and abuse or misuse of personal information.

The Group is also committed to providing clear and well balanced information to its customers. The Group has established internal procedures for providing guidance on the handling and monitoring of the entire financial leasing process. Before lending or trading, the Group performs the KYC (Know Your Customer) procedure to gain an understanding of the customers' financial background and risk tolerant level before providing them with the suitable services. Customers that are interested in the Group's services are required to sign the client agreement, acknowledging the terms and conditions (such as interest rate, repayment date, total outstanding amount) and the associated risks. The Group ensures that customers read, are fully aware of and consent to all terms and conditions along with the associated risks and unpredictability before signing any contractual agreement.

本集團非常重視客戶的主要關注點。一旦收到客戶投訴，專業團隊會及時識別過失及修復系統的有關部分。通過該等有效行動，本集團致力於盡量降低對客戶業務造成的任何干擾，並根據內部程序徹底杜絕相同系統故障再次發生。

本集團致力於完全遵守《中華人民共和國消費者權益保護法》及香港個人資料(私隱)條例(香港法例第486章)等，以確保我們客戶的權利得到嚴格保護。所收集的客戶資料將僅用於收集資料之有關用途。本集團概不得在未獲事先授權之情況下向任何第三方提供資料。於業務過程中收集的所有個人資料均被視為保密資料，被妥善存置，並僅供指定人員取閱。本集團已於數據儲存及傳輸系統中實施保密措施，如加密客戶數據庫、授權隔離及檢查主服務器的登入登出操作。本集團確保NGSN中的客戶及交易數據受到妥當保護，防止個人資料遭未經授權收集、洩露或黑客入侵以及濫用或不當使用。

本集團亦致力於向客戶提供清晰對稱的資料。本集團已建立內部程序，為處理及監控整個融資租賃過程提供指引。於放貸或交易前，本集團會進行KYC (Know Your Customer) 程序，以在向客戶提供適合的服務之前了解客戶的財務背景及風險承受能力。對本集團服務有興趣的客戶須簽訂客戶協議書，確認有關條款及條件(如利率、還款日期、總未償還金額)及相關風險。在簽訂任何合約協議之前，本集團會確保客戶閱讀、完全知悉并同意所有條款及條件連同相關風險及不可預測性。

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Property Development

As a property developer, the business activities of the Group are extensively regulated by the policies, laws and regulations of the PRC Government including the Administrative Regulations on the Work Safety of Construction Projects (《建設工程安全生產管理條例》), the Construction Law of the PRC (《中華人民共和國建築法》) and the Regulations on the Quality Management of Construction Projects (《建設工程質量管理條例》).

The Group sets up the product quality targets, formulates the corresponding technical standards, and drafts construction plans at the preliminary stage of the project. Besides, the operation department shall regularly check whether the progress of the construction is in line with the project plan. When a material deviation is found, decisive measures shall be taken to adjust and coordinate the construction plan immediately.

The property development company has the responsibility for safety management throughout the whole process of construction and operation. The Group sets up the reporting mechanism and contingency plan for public emergencies in construction site, which ensures an efficient and timely safety incident reporting system. Besides, the Group carries out the necessary safety protection measures for special personnel and on-site workers such as organising physical examination for workers regularly to ensure worker's health. In addition, the Group insures against personal injury that may occur to its employees during the construction of the Groups' properties. The Group also purchases employee-related insurance, such as social welfare insurance, for its employees. The project manager and professional engineers carry out engineering inspection and appraise the work of contractors on the quality of different phases in construction regularly. The safety and quality of the Group's properties are monitored at all stages of construction to ensure that they meet the high standards and stringent requirements in place.

物業開發

作為物業開發商，本集團的業務活動廣泛受中國政府的政策、法律及法規監管，包括《建設工程安全生產管理條例》、《中華人民共和國建築法》及《建設工程質量管理條例》等。

本集團於項目初期階段設立產品質量目標、制定相應技術標準及施工計劃草案。此外，營運部門須定期核查施工進度是否與項目計劃相符。當出現重大偏差時，須立即採取決定性措施調整及協調施工計劃。

物業開發公司須負責整個施工及運營過程中的安全管理工作。本集團就工地突發公共事件制定報告機制及應急計劃，確保高效且及時地安全事故報告制度。此外，本集團為特殊人員及現場工人採取必要的安全保護措施，如定期為工人組織身體檢查，以確保工人的健康。再者，本集團就其僱員於本集團物業施工過程中可能受到的人身傷害投購保險。本集團亦為其僱員投購社會福利保險等僱員相關保險。項目經理及專業工程師定期對各施工階段的質量進行工程檢查及評估承建商的工作。本集團物業的安全及質量於各個施工階段均受到監控，旨在確保符合現有的高標準及嚴格規定。

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The Group's after-sales services department in property development is set up for collecting the feedback from the market and providing immediate responses for inquiries through satisfaction surveys. With a variety of communication channels, the Group can obtain first-hand information and intimate knowledge from customers.

The Group has issued internal guideline to ensure that the marketing department provides accurate descriptions and information to customers and the Group complies with the relevant laws and regulations for local operations such as the Advertising Law of the PRC (《中華人民共和國廣告法》). Any misrepresentation or exaggeration of offerings made by the staffs in the Group is strictly prohibited. The Group has a legal counsel to review sales and marketing materials before releasing them to the public, which helps prevent any violation of local laws and regulations regarding advertisement.

B.7. Anti-corruption

To maintain a fair, ethical and efficient business and working environment, the Group strictly adheres to the local laws and regulations relating to anti-corruption and bribery irrespective of the area or country where the Group is conducting business such as the Anti-money Laundering Law of the PRC (《中華人民共和國反洗錢法》) and Hong Kong's Prevention of Bribery Ordinance (Chapter 201 of The Laws of Hong Kong).

The Group has strictly enforced the code of conduct to maintain a high standard of business ethics in staff handbook. The Group will not tolerate any form of corruption, suspected impropriety, misconduct or malpractice within the Group. All employees are expected to discharge their duties with integrity and self-discipline, and required to abstain from engaging bribery, extortion, fraud and money laundering activities or any activities which might exploit their positions against the Group's interests and affect their business decision or independent judgment in the course of business operations.

本集團設立物業開發的售後服務部，透過滿意度調查收集市場反饋並對查詢提供立即回應。透過多種溝通渠道，本集團可通過客戶取得第一手資料及詳細的知識。

本集團已發出內部指引，以確保營銷部為顧客提供準確的資料，及本集團遵守有關地方經營的相關法律及法規，例如《中華人民共和國廣告法》。嚴禁本集團員工作出任何失實陳述或誇大的廣告宣傳。本集團向公眾發佈銷售及營銷材料前，聘用法律顧問審閱有關材料，幫助防止違反地方有關廣告的法律及法規。

B.7. 反貪污

為維持公平、合乎道德及高效的業務及工作環境，本集團嚴格遵守當地與反腐敗及反賄賂有關的法律及法規（不因本集團經營業務所處地區或國家而異），如《中華人民共和國反洗錢法》及香港防止賄賂條例（香港法例第201章）等。

本集團已嚴格執行員工手冊中的行為守則，以維持高標準的商業道德水平。本集團不會容忍本集團內出現任何形式的腐敗、疑屬不正當行為、違法或違規行為。所有僱員需於履行其職責時恪守誠信及自律的原則，不得參與賄賂、勒索、欺詐及洗錢活動或利用其職務之便進行任何損害本集團利益及影響其於業務營運過程中的業務決策或獨立判斷的活動。

Environmental, Social and Governance Report

環境、社會及管治報告

Whistle-blowers can report to directors or their immediate supervisor for any suspected misconduct or malpractice. The management would conduct investigations on the matters and collect supporting evidence against any suspicious or illegal behaviour to protect the Group's interests. Where criminality is suspected, a report is made to the relevant regulators or law enforcement authorities when necessary.

During the year under review, the Group was not in violation of any of the relevant laws and regulations in relation to bribery, extortion, fraud and money laundering that have a significant impact on the Group.

COMMUNITY

B.8. Community Investment

The Group is highly aware of the importance of making a positive contribution to the communities where the Group operates and sees the interests of the communities as one of its social responsibilities. The Group is committed to promoting the economic development and living environment of the community, and sparing no effort to help individuals and organizations within the community. The Group is also keen to support social welfare activities and community care projects, and encourages its own employees to participate in these activities and projects as well.

The Group believes that the enterprise and communities, where the Group operates, are inseparable. To better fulfil its social responsibilities, the Group is committed to making contributions in the following areas:

- Actively cooperate with the work of the community to strengthen communication with local government and social organizations;
- Steadfastly promote social employment and contribute to alleviating unemployment; and
- Continuously protect the environment by effectively controlling the “three wastes” emissions and vigorously pursuing energy conservation.

舉報者可就可疑不當行為或違規行為向董事或其直屬上司報告。管理層將對有關事宜進行調查並就任何可疑或非法行為收集支持證據，以保護本集團的利益。如涉嫌犯罪，將於必要時向相關監管部門或執法部門報告。

於回顧年度，本集團並無違反任何有關賄賂、勒索、欺詐及洗錢的相關法律法規而對本集團產生重大影響。

社區

B.8. 社區投資

本集團深知對其經營所在社區作出正面貢獻的重要性，並將社區利益視作其社會責任之一。本集團致力推動社區經濟發展及居住環境，不留餘力幫助社區人士及組織。本集團亦積極支持社會福利活動及社區關懷項目，鼓勵旗下員工參與該等活動及項目。

本集團認為企業與本集團經營所在社區密不可分。為更好地履行社會責任，本集團致力於下列方面作出貢獻：

- 積極配合社區工作，以加強與地方政府及社會組織溝通；
- 堅定推動社會就業及舒緩失業情況；及
- 不斷保護環境，有效地控制「三廢」排放，且大力推行節能。

Directors' Report

董事會報告

The directors of the Company (the "Directors") are pleased to present their report and the audited consolidated financial statements of the Company for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements.

A review of the business of the Group during the year ended 31 March 2018, including an analysis of the Group's performance during the year using financial key performance indicators, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business are set out under the section headed "Management's Statement" in this annual report. This discussion forms part of this Directors' Report.

The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 6 to the consolidated financial statements.

The Company's environmental and social-related key performance indicators and policies, a discussion on the compliance with relevant laws and regulations which have a significant impact on the Company and the Company's relationship with its employees, suppliers and customers are provided in the section headed "Environmental, Social and Governance Report" in this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2018 and the Group's affairs as at that date are set out in the consolidated financial statement on pages 82 to 84.

The Directors do not recommend the payment of any dividend for the year ended 31 March 2018.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 12 to the consolidated financial statements.

本公司董事（「董事」）欣然提呈截至二零一八年三月三十一日止年度之董事會報告與本公司之經審核綜合財務報表。

主要業務及業務回顧

本公司為一間投資控股公司，其主要附屬公司之主要業務載於綜合財務報表附註38。

本集團於截至二零一八年三月三十一日止年度之業務回顧（包括運用財務關鍵表現指標對本集團於本年度表現之分析）、本集團面臨主要風險及不明朗因素之討論及有關本集團業務未來可能發展之提示，載於本年報「管理層報告」一節。此討論構成本董事會報告之一部分。

本集團於財政年度內之主要業務及經營地區之分析，載於綜合財務報表附註6。

本公司之環境及社會相關關鍵表現指標及政策、有關遵守對本公司有重大影響之相關法律法規之討論，以及本公司與其僱員、供應商及客戶之關係均載於本年報「環境、社會及管治報告」一節。

業績及分派

本集團截至二零一八年三月三十一日止年度之業績及本集團截至該日期之事務均載於第82至84頁之綜合財務報表。

董事建議不派付截至二零一八年三月三十一日止年度之任何股息。

物業、廠房及設備

有關本集團之物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註12。

Directors' Report

董事會報告

PROPERTIES FOR SALE

Details of completed properties for sale and properties under development for sale of the Group are set out in note 20 to the consolidated financial statements.

BORROWINGS

Particular of borrowings of the Group as at 31 March 2018 is set out in notes 23 and 25 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 26 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group during the year are set out on page 85 this annual report.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 March 2018, the Company has no distributable reserves. However, if necessary conditions for share premium reduction are met in accordance with applicable laws and the bye-laws of the Company, the Company's reserves available for distribution will become approximately HK\$1,360,684,000 (2017: HK\$1,680,491,000).

CONTINGENT LIABILITIES

Details of contingent liabilities of the Group are set out in note 31 to the consolidated financial statements.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 168 of this annual report.

待售物業

有關本集團之已落成待售物業及持作出售發展中物業之詳情均載於綜合財務報表附註20。

借款

有關本集團於二零一八年三月三十一日之借款詳情載於綜合財務報表附註23及25。

股本

有關本公司股本於本年度之變動詳情載於綜合財務報表附註26。

儲備

有關本集團儲備於本年度之變動詳情載於本年報第85頁。

本公司之可供分派儲備

於二零一八年三月三十一日，本公司並無可供分派儲備。然而，倘根據適用法律及本公司之公司細則滿足削減股份溢價的必要條件，本公司可供分派儲備將變為約1,360,684,000港元（二零一七年：1,680,491,000港元）。

或然負債

有關本集團或然負債之詳情載列於綜合財務報表附註31。

五年財務概要

本集團於過去五個財政年度之業績以及資產與負債之概要載於本年報第168頁。

Directors' Report

董事會報告

DIRECTORS

The directors of the Company during the year and up to the date of this annual report were as follows:

Executive Directors:

Yuen Leong	
Luan Li	
Hu Jianjun	(appointed on 22 August 2017)
Li Na	(resigned on 18 April 2017)
Luo Feng	(retired on 22 September 2017)

Independent non-executive Directors:

Yap Yung	
Zhang Guangsheng	
Chan Siu Tat	
Lam Man Kit, Dominic	(retired on 22 September 2017)
Shao Ping	(resigned on 4 June 2018)

Pursuant to bye-law 84(1) of the bye-laws of the Company, at each annual general meeting one-third of the directors of the Company for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Ms. Luan Li and Mr. Zhang Guangsheng will retire by rotation at the forthcoming annual general meeting of the Company.

Biographical details of Directors are set out on pages 19 to 21 of this annual report.

DIRECTOR'S REMUNERATION

The remuneration of the Directors is determined with reference to the Director's duties, responsibilities, performance and the results of the Group. Details of the remuneration of the Directors are set out in note 10 to the consolidated financial statements.

DIRECTOR'S SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting of the Company has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

董事

本公司年內及截至本年報日期之董事如下：

執行董事：

袁亮	
樂利	
胡建軍	(於二零一七年八月二十二日獲委任)
李娜	(於二零一七年四月十八日辭任)
羅峰	(於二零一七年九月二十二日退任)

獨立非執行董事：

葉勇	
張光生	
陳少達	
林文傑	(於二零一七年九月二十二日退任)
邵平	(於二零一八年六月四日辭任)

根據本公司細則之細則第84(1)條，於每屆股東週年大會上，當時三分之一本公司董事（或倘彼等人數並非三之倍數，則為最接近但不少於三分之一之人數）須輪值退任。因此，樂利女士及張光生先生將於本公司應屆股東週年大會上輪值退任。

董事履歷詳情載於本年報第19至21頁。

董事薪酬

董事薪酬乃經參考董事之職務、責任、表現及本集團之業績釐定。董事薪酬詳情載於綜合財務報表附註10。

董事之服務合約

擬於本公司應屆股東週年大會上膺選連任之董事概無簽訂任何本公司或其任何附屬公司不可於一年內免付補償（法定補償除外）而予以終止未到期之服務合約。

Directors' Report

董事會報告

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of its independent non-executive Directors, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered that all independent non-executive Directors are independent in accordance with the guidelines set out in the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PERMITTED INDEMNITY AND DIRECTORS' LIABILITIES INSURANCE

According to the bye-laws of the Company, the Directors and officers of the Company are entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate insurance covering the potential legal actions against its Directors and officers in connection with the discharge of their responsibilities throughout the year.

CHANGES OF INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed in the section headed "Biographical Details of Directors" in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules since the date of the 2017 interim report of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES AND CONFLICTS OF INTERESTS

During the year ended 31 March 2018, none of the directors of the Company or any of their respective associates have engaged in any business that competes or may compete with the businesses of the Group or have any other conflict of interests with the Group.

獨立非執行董事

本公司已收到其各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認。本公司認為，根據上市規則所載之指引，所有獨立非執行董事均為獨立人士。

董事之合約權益

本公司或其任何附屬公司並無訂有本公司董事於當中直接或間接擁有重大權益，並且於年終或年內任何時間有效之重大合約。

許可彌償及董事責任保險

根據本公司公司細則規定，董事及本公司高級職員均有權就其任期內或因執行其職務而可能遭致或發生與此相關之損失或責任從本公司資產中獲得賠償。本公司已安排合適保險，為董事及高級職員由於履行職務可能遭採取法律行動提供全年保障。

有關董事之資料變更

除本年報「董事履歷資料」一節所披露者外，自本公司二零一七年年中期報告之日期起根據上市規則第13.51(2)條第(a)至(e)段及第(g)段須予披露有關董事之資料並無任何變動。

董事於競爭業務之權益及利益衝突

截至二零一八年三月三十一日止年度，本公司董事或任何彼等各自之聯繫人概無從事與本集團業務存在競爭或可能存在競爭之任何業務或與本集團有任何其他利益衝突。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 March 2018, the interests and short positions of the directors and the chief executive and their associates in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (a) 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 under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(i) **Long position in shares and underlying shares of the Company**

Ordinary shares of HK\$0.001 each of the Company

董事於股份及相關股份之權益

於二零一八年三月三十一日，董事及最高行政人員以及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份中擁有：(a)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記入該條例所述登記冊之權益及淡倉；或(c)根據上市公司董事進行證券交易的標準守則規定須通知本公司及聯交所之權益及淡倉如下：

(i) **於本公司股份及相關股份之好倉**

本公司每股面值0.001港元之普通股

Name of Director	Capacity in which interests are held	Number of Shares interested	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比
董事姓名	持有權益之身份	擁有權益之股份數目	
Luan Li 樂利	Beneficial owner 實益擁有人	9,400,000	0.05%

Directors' Report

董事會報告

(ii) Long position in shares and underlying shares of the associated corporation

(ii) 於相聯法團股份及相關股份之好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Personal interest 個人權益	Number of ordinary shares (long positions) 普通股數目(好倉)	
			Total number of shares held in associated corporation 相聯法團持有之股份總數	Approximate percentage of issued share capital of associated corporation 佔相聯法團已發行股本之概約百分比
Yuen Leong 袁亮	Long Grand Limited (Note 1) 長鴻有限公司(附註1)	Beneficial owner 實益擁有人	300	30%

Notes:

- (1) Long Grand Limited is legally and beneficially owned as to 70% by Mr. Yam Yu and as to 30% by Mr. Yuen Leong. Long Grand Limited holds more than 50% of the issued share capital of the Company. Accordingly, by virtue of the SFO, (i) Long Grand Limited is an associated corporation of the Company and (ii) Mr. Yuen Leong is deemed to be interested in this associated corporation of the Company.

Save as disclosed above, as at 31 March 2018, none of the Directors and the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO), (a) 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 and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

SHARE OPTIONS

A share option scheme was adopted on 5 September 2014 by the Company. The share option scheme is designed to award employees for their performances and details of the share option scheme are set out in note 32 to the consolidated financial statements. During the year, no share options were granted.

附註:

- (1) 長鴻有限公司分別由任宇先生及袁亮先生合法及實益擁有70%及30%權益。長鴻有限公司持有本公司已發行股本之逾50%。因此，根據證券及期貨條例，(i)長鴻有限公司為本公司之相聯法團及(ii)袁亮先生被視為於本公司之該相聯法團擁有權益。

除上文所披露者外，於二零一八年三月三十一日，本公司董事及最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之該等條文彼等被當作或視作擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須記入該條例所述登記冊之權益或淡倉；或(c)根據上市公司董事進行證券交易的標準守則須通知本公司及聯交所之權益或淡倉。

購股權

本公司於二零一四年九月五日採納一項購股權計劃。購股權計劃之設立旨在獎勵表現優良之員工，且購股權計劃之詳情載於綜合財務報表附註32。年內，並無授出任何購股權。

Directors' Report

董事會報告

ARRANGEMENT FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, fellow subsidiaries or subsidiaries was a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

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

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 March 2018, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

董事收購股份或債券之安排

年內，本公司、其控股公司、同系附屬公司或附屬公司概無訂立任何安排，致使本公司之董事可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益。

管理合約

年內，本公司並無訂立或存在與本公司全部或大部分業務之管理及／或行政相關之合約。

主要股東之權益及淡倉

於二零一八年三月三十一日，根據本公司按證券及期貨條例第336條規定存置之權益登記冊所示，下列公司擁有本公司已發行股本5%或以上。

Name	Capacity in which interests are held	Number of Shares interested	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
名稱	持有權益之身份	擁有權益之股份數目	
Long Grand Limited (Note 1) 長鴻有限公司（附註1）	Beneficial owner 實益擁有人	10,347,283,880 (L)	50.92%
Yam Yu (Note 1) 任宇（附註1）	Interest in controlled corporation 於受控制法團之權益	10,347,283,880 (L)	50.92%
Power Trend Asset Holdings Limited (Note 2) Power Trend Asset Holdings Limited（附註2）	Beneficial owner 實益擁有人	2,540,190,000 (L)	12.50%
China Cinda Asset Management Co., Ltd. (Note 3)	Interest in controlled corporation 於受控制法團之權益	1,280,000,000 (L)	6.30%
中國信達資產管理股份有限公司 （附註3）	Interest in controlled corporation 於受控制法團之權益	640,000,000 (S)	3.15%

Directors' Report

董事會報告

Name	Capacity in which interests are held	Number of Shares interested	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
名稱	持有權益之身份	擁有權益之股份數目	
China Cinda (HK) Holdings Company Limited (Note 3)	Interest in controlled corporation 於受控制法團之權益	1,280,000,000 (L)	6.30%
中國信達(香港)控股有限公司(附註3)	Interest in controlled corporation 於受控制法團之權益	640,000,000 (S)	3.15%
China Cinda (HK) Asset Management Co., Limited (Note 3)	Interest in controlled corporation 於受控制法團之權益	640,000,000 (L)	3.15%
中國信達(香港)資產管理股份有限公司(附註3)	Interest in controlled corporation 於受控制法團之權益	640,000,000 (L)	3.15%
	Person having a security interest in shares 於股份中擁有證券權益之個人	640,000,000 (L)	3.15%
	Interest in controlled corporation 於受控制法團之權益	640,000,000 (S)	3.15%

(L) denotes long position
(S) denotes short position

(L) 指好倉
(S) 指淡倉

Notes:

附註:

- (1) Long Grand Limited is legally and beneficially owned as to 70% by Mr. Yam Yu and as to 30% by Mr. Yuen Leong. By virtue of Mr. Yam Yu's 70% direct interest in Long Grand Limited, Mr. Yam Yu is deemed or taken to be interested in the 10,347,283,880 shares held by Long Grand Limited for the purposes of the SFO.
- (2) Power Trend Asset Holdings Limited is legally and beneficially owned by Mr. Luo Feng who retired as an executive Director of the Company on 22 September 2017.
- (3) China Cinda Asset Management Co., Ltd. has 100% control of China Cinda (HK) Holdings Company Limited, which has 100% control of China Cinda (HK) Asset Management Co., Limited.

- (1) 長鴻有限公司分別由任宇先生及袁亮先生合法及實益擁有70%及30%權益。基於任宇先生於長鴻有限公司之70%直接權益，根據證券及期貨條例，任宇先生被視為或當作於長鴻有限公司持有之10,347,283,880股股份中擁有權益。
- (2) Power Trend Asset Holdings Limited由羅峰先生合法及實益擁有，羅峰先生已於二零一七年九月二十二日退任本公司執行董事。
- (3) 中國信達資產管理股份有限公司擁有中國信達(香港)控股有限公司之全部控制權，而中國信達(香港)控股有限公司擁有中國信達(香港)資產管理股份有限公司之全部控制權。

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 March 2018.

除上文所披露者外，本公司並無接獲有關於二零一八年三月三十一日本公司已發行股本中任何其他相關權益或淡倉之通知。

Directors' Report

董事會報告

CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, the Group entered into certain related party transactions which also constitute connected transactions as defined under the Listing Rules. Details of these transactions are set out in note 34 to the consolidated financial statements.

The Company has complied with the disclosure requirements, to the extent they are not waived by the Stock Exchange, in accordance with Chapter 14A of the Listing Rules with respect to the connected transactions entered into by the Group during the year ended 31 March 2018.

RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes operated by the Group are set out in note 33 to the consolidated financial statements.

LITIGATION AND ARBITRATION

As at the date of this annual report, there was no outstanding or pending litigation and arbitration for the Group.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer and five largest customers for the year ended 31 March 2018 accounted for approximately 1.17% (2017 restated: 2.72%) and 2.61% (2017 restated: 8.77%) respectively of the Group's total turnover for the year.

The Group's largest supplier and five largest suppliers for the year ended 31 March 2018 accounted for approximately 26.61% (2017: 23.85%) and 79.03% (2017: 87.01%) respectively of the Group's total purchases for the year.

According to the understanding of the Directors, none of the Directors, their associates or any shareholders of the Company who owned more than 5% of the Company's share capital had any interests in the five largest customers or suppliers at any time during the year.

關連及關連方交易

年內，本集團訂立若干關連方交易，該等交易同時構成上市規則所界定之關連交易。有關該等交易之詳情載於綜合財務報表附註34內。

就本集團於截至二零一八年三月三十一日止年度內訂立之關連交易而言，本公司已按照上市規則第十四A章遵守披露規定（以聯交所未有給予豁免者為限）。

退休福利計劃

本集團設立之退休福利計劃之詳情載於綜合財務報表附註33。

訴訟及仲裁

於本年報日期，本集團並無任何尚未了結或懸而未決之訴訟及仲裁事宜。

主要客戶及供應商

截至二零一八年三月三十一日止年度，本集團之最大客戶及五大客戶分別佔本集團本年度營業總額約1.17%（二零一七年（經重列）：2.72%）及2.61%（二零一七年（經重列）：8.77%）。

截至二零一八年三月三十一日止年度，本集團之最大供應商及五大供應商分別佔本集團本年度總採購額約26.61%（二零一七年：23.85%）及79.03%（二零一七年：87.01%）。

據董事所悉，本公司各董事、彼等之聯繫人或任何擁有本公司股本超過5%之股東於年內任何時間概無擁有任何五大客戶或供應商之權益。

Directors' Report

董事會報告

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company has not redeemed any of its securities during the year ended 31 March 2018, neither the Company nor any of its subsidiaries has purchased or, sold any of the Company's securities during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF

The Company is not aware of any relief on taxation available to the shareholders by reason of their holding of the Company's securities.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out under the section headed "Corporate Governance Report" of this annual report.

SUFFICIENCY OF 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 under the Listing Rules throughout the year ended 31 March 2018 and up to the date of this annual report.

EVENT AFTER REPORTING PERIOD

There were no major subsequent events since the year end date and up to the date of this annual report.

購買、出售或贖回本公司股份

於截至二零一八年三月三十一日止年度，本公司並無贖回任何其證券。年內，本公司或其任何附屬公司概無購買或出售本公司任何證券。

優先購買權

本公司之公司細則或百慕達法例並無有關優先購買權之條文，規定本公司須按比例向現有股東發售新股份。

稅項寬減

本公司並不知悉股東因彼等持有本公司證券而可獲得任何稅項寬減。

企業管治

有關本公司採納之企業管治常規之資料載於本年報「企業管治報告」一節。

足夠之公眾持股量

根據本公司可獲得而本公司董事亦知悉之公開資料，本公司於截至二零一八年三月三十一日止年度及直至本年報日期一直保持上市規則項下之足夠之公眾持股量。

報告期後事件

自年度結算日起及直至本年報日期止概無任何重大報告期後事件。

Directors' Report

董事會報告

AUDITOR

The consolidated financial statements of the Company for the year ended 31 March 2018 have been audited by BDO Limited ("BDO"). BDO were appointed as auditor of the Company on 19 March 2018 for the financial year ended 31 March 2018 upon the resignation of Deloitte Touche Tohmatsu who have acted as auditor of the Company for the preceding five financial years.

BDO will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of BDO as auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

International Business Settlement Holdings Limited

Yuen Leong

DIRECTOR

Hong Kong, 20 June 2018

核數師

香港立信德豪會計師事務所有限公司(「立信德豪」)已審核本公司截至二零一八年三月三十一日止年度之綜合財務報表。立信德豪於德勤·關黃陳方會計師行(曾於過去五個財政年度擔任本公司之核數師)辭任後於二零一八年三月十九日獲委任為本公司截至二零一八年三月三十一日止財政年度之核數師。

立信德豪將於應屆股東週年大會上退任並符合資格膺選連任。本公司將於應屆股東週年大會上提呈一項決議案，以建議重新委任立信德豪為本公司核數師。

代表董事會

國際商業結算控股有限公司

董事

袁亮

香港，二零一八年六月二十日

Independent Auditor's Report

獨立核數師報告



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TO THE SHAREHOLDERS OF INTERNATIONAL BUSINESS SETTLEMENT HOLDINGS LIMITED

(國際商業結算控股有限公司)

(incorporated in Bermuda with limited liability)

致國際商業結算控股有限公司列位股東

(國際商業結算控股有限公司)

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of International Business Settlement Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 82 to 167, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

本核數師(以下簡稱「我們」)已審計列載於82至167頁的國際商業結算控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一八年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment assessment of properties for sale

We identified the impairment assessment of properties for sale as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant management estimations involved in determining the net realisable value of properties for sale.

As disclosed in note 20 to the consolidated financial statements, the Group had properties for sale amounted to HK\$2,809,622,000 at 31 March 2018.

As discussed in note 5 to the consolidated financial statements, the properties for sale are stated at the lower of cost and net realisable value. The net realisable value is the estimated selling price less estimated selling expenses and estimated cost of completion, which are determined based on best available information and latest market conditions. Where there is any decrease in the estimated selling price arising from any changes to the property market conditions in the PRC, there may be write-down on the properties under development for sale and completed properties for sale.

The directors of the Company determined the net realisable value by reference to the independent valuation report prepared by an independent qualified professional valuer, for which significant management estimations are required in determining forecast selling price and cost of completion.

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

待售物業減值評估

我們將待售物業之減值評估識別為關鍵審核事項，原因為綜合財務報表的結餘整體重大，且釐定待售物業之可變現估值時涉及重大管理層判斷。

誠如綜合財務報表附註20所披露，於二零一八年三月三十一日，貴集團的待售物業價值為2,809,622,000港元。

如綜合財務報表附註5所討論，待售物業乃按成本及可變現淨值中較低者列賬。可變現淨值以估計售價減去估計銷售開支及竣工估計成本（乃根據最佳可得資料及最近期的市場狀況而定）得出。倘估計售價因中國物業市場有任何變動而減少，或會撇減持作出售發展中物業及已落成待售物業。

貴公司董事經參考獨立合資格專業估值師編製的獨立估值報告釐定可變現淨值，就此而言，管理層須就釐定預測售價及竣工成本作出重大估計。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment assessment of properties for sale (Continued)

How our audit addressed the key audit matter:

Our audit procedures in relation to directors' impairment assessment included:

- Understanding and evaluating the appropriateness of the provision policy adopted in relation to property for sale and assessing whether the provision policy is properly and consistently implemented;
- Assessing the competence, capabilities and objectivity of the independent qualified professional valuer;
- Discussing with the independent qualified professional valuer on the valuation process to understand the performance of property markets, significant assumptions and inputs adopted in the valuation and the management's critical judgmental areas;
- Evaluating the reasonableness of the methodologies adopted in the valuation models;
- Comparing the selling price estimated by the management of the Group to publicly available information and checking the pre-sale agreements entered into by the Group, on a sample basis; and
- Assessing the reasonableness of cost of completion by comparing the inputs to signed construction contracts and entity-specific historical information, on a sample basis.

Impairment assessment of intangible asset

As disclosed in note 13, the Group's intangible asset amounted to HK\$59,186,000 as at 31 March 2018, which was a settlement platform aimed at realising point-to-point, multi-currency and real-time fund settlement and clearing for cross border trading business and individuals around the world. We identified the impairment assessment of intangible asset as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant management estimations involved in determining the recoverable amount of the intangible asset.

關鍵審核事項 (續)

待售物業減值評估 (續)

我們於審核時如何處理關鍵審核事項：

有關董事進行減值評估的審核程序包括：

- 了解及評價有關待售物業所採納的撥備政策的合適性，評估撥備政策是否妥善制定及與過往年度所採納基準貫徹一致；
- 評估獨立合資格專業估值師的資歷、能力及客觀性；
- 就估值程序與獨立合資格專業估值師展開討論，以了解物業市場的表現、估值過程所採納的重大假設及使用的數據以及管理層的重大判斷領域；
- 評價估值模型所採納的方法是否合理；
- 將本集團管理層估計的售價與公開可得資料進行比較，並以抽樣基準核對本集團訂立的預售協議；及
- 按抽樣基準評估竣工成本的合理性，方法為簽訂建築合約的輸入數據與實體的特定過往資料作比較。

無形資產減值評估

誠如附註13所披露，於二零一八年三月三十一日，本集團的無形資產達59,186,000港元，該無形資產為一個結算平台，旨在為全球跨境貿易企業及個人實現全球範圍內點到點、多幣種、實時的資金清結算。我們將無形資產之減值評估識別為關鍵審核事項，原因為綜合財務報表的結餘整體重大，且釐定無形資產之可收回金額涉及重大管理層估計。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment assessment of intangible asset (Continued)

As discussed in note 5 to the consolidated financial statements, determining whether an intangible asset is impaired requires an estimation of the future cash flows expected to arise from the intangible asset and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

The directors of the Company determined the recoverable amount by reference to the independent valuation report prepared by an independent qualified professional valuer, for which significant management estimations are required in establishing cash flows forecast.

How our audit addressed the key audit matter:

Our audit procedures in relation to the directors' impairment assessment included:

- Assessing the competence, capabilities and objectivity of the independent qualified professional valuer;
- Discussing with the independent qualified professional valuer on the valuation process to understand the significant assumptions and inputs adopted in the valuation and the management's critical judgmental areas;
- Evaluating the reasonableness of the methodologies adopted in the valuation models;
- Evaluating the reasonableness of the assumptions and inputs adopted, including the discount rate applied by management; and
- Agreeing input data to supporting evidence including approved budget.

關鍵審核事項 (續)

無形資產減值評估 (續)

誠如綜合財務報表附註5所論述，釐定無形資產是否減值要求估計無形資產預期將產生的未來現金流量及適當的貼現率以計算其現值。倘實際的未來現金流量少於預期，則可能會產生重大減值虧損。

本公司董事乃經參考獨立合資格專業估值師編製的獨立估值報告後釐定可收回金額，而建立現金流量預測需作出重大管理層估計。

我們於審核時如何處理關鍵審核事項：

有關董事減值評估的審核程序包括：

- 評估獨立合資格專業估值師的資歷、能力及客觀性；
- 就估值程序與獨立合資格專業估值師展開討論，以了解估值過程所採納的重大假設及輸入數據以及管理層的重大判斷領域；
- 評價估值模型所採納方法是否合理；
- 評價所採納的假設及輸入數據的合理性，包括管理層應用的貼現率；及
- 同意輸入數據以支持包括核准預算在內的證據。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資訊

董事需對其他資訊負責。其他資訊包括刊載於 貴公司年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則和香港公司條例的披露要求編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

董事亦負責監督 貴集團的財務申報過程。就此而言，審核委員會協助董事履行其職責。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

核數師就審計綜合財務報表的責任

我們的目標為合理確定整體綜合財務報表是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向閣下（作為整體）按照百慕達1981年公司法第90條報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，我們運用專業判斷，於整個審核過程中抱持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

Independent Auditor's Report

獨立核數師報告

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

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 核數師就審計綜合財務報表的責任 (續)
- 瞭解與審計相關的內部控制，以設計適當的審計程式，但目的並非對 貴集團內部控制的有效性發表意見。
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
 - 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

BDO Limited

Certified Public Accountants

Chan Wing Fai

Practising Certificate Number P05443

Hong Kong, 20 June 2018

核數師就審計綜合財務報表的責任 (續)

我們與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現,包括我們於審核期間識別出內部監控的任何重大缺陷溝通。

我們亦向審核委員會提交聲明,說明我們已遵守有關獨立性的道德要求,並就所有被合理認為可能影響我們的獨立性的關係及其他事宜及相關防範措施(如適用)與審核委員會溝通。

我們從與董事溝通的事項中,決定哪些事項對本期綜合財務報表的審核工作最為重要,因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項,或於極罕有的情況下,我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露,否則我們會於核數師報告中描述此等事項。

香港立信德豪會計師事務所有限公司

執業會計師

陳永輝

執業證書編號: P05443

香港,二零一八年六月二十日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		NOTES 附註	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)
Revenue	收入	6	543,333	537,064
Cost of sales and services	銷售及服務成本		(498,265)	(492,761)
Gross profit	毛利		45,068	44,303
Other income, gains and losses	其他收入、收益及虧損	7	37,466	(8,645)
Selling expenses	銷售費用		(14,227)	(17,184)
Administrative and other expenses	行政及其他費用		(113,403)	(66,357)
Finance costs	融資成本	8	(15,992)	(33,206)
Loss before taxation	除稅前虧損		(61,088)	(81,089)
Income tax	所得稅	9	(4,082)	(4,752)
Loss for the year	年內虧損	10	(65,170)	(85,841)
Other comprehensive income for the year <i>Items that may be reclassified subsequently to profit or loss:</i>	年內其他全面收入 可能於其後重新分類至 損益之項目：			
Exchange differences arising on translation of financial statements of foreign operations	換算海外業務財務報表產生之 匯兌差額		21,244	8,292
Total comprehensive income for the year	年內全面收入總額		(43,926)	(77,549)
Loss for the year attributable to:	應佔年內虧損：			
– Owners of the Company	– 本公司擁有人		(67,640)	(78,467)
– Non-controlling interests	– 非控制權益		2,470	(7,374)
			(65,170)	(85,841)
Total comprehensive income attributable to:	應佔全面收入總額：			
– Owners of the Company	– 本公司擁有人		(48,641)	(69,536)
– Non-controlling interests	– 非控制權益		4,715	(8,013)
			(43,926)	(77,549)
Loss per share	每股虧損	11		
Basic and diluted (HK cents)	– 基本及攤薄 (港仙)		(0.33)	(0.40)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2018 於二零一八年三月三十一日

		NOTES 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	23,357	22,381
Intangible assets	無形資產	13	59,186	32,538
Interests in associates	於聯營公司之權益	14	–	–
Factoring receivables	應收保理款項	15	–	68,254
Finance lease receivables	融資租賃應收款項	16	–	283
Loan receivables	應收貸款	17	133,704	–
Deferred tax assets	遞延稅項資產	18	39,351	35,936
Deposits for purchase of equipment	購買設備之按金		–	50,743
			255,598	210,135
CURRENT ASSETS	流動資產			
Land development expenditure	土地開發支出	19	–	151,904
Properties for sale	待售物業	20	2,809,622	2,349,883
Trade and other receivables	應收貿易賬項及其他應收賬項	21	154,799	91,868
Factoring receivables	應收保理款項	15	123,150	31,710
Finance lease receivables	融資租賃應收款項	16	–	122
Loan receivables	應收貸款	17	18,571	–
Restricted bank deposits	有限制銀行存款	22	11,947	32,336
Bank balances and cash	銀行結存及現金	22	1,167,633	1,513,380
			4,285,722	4,171,203
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易賬項及其他應付賬項	23	934,063	475,735
Deposits received for sale of properties	銷售物業的已收按金	24	1,311,790	1,211,182
Borrowings	借款	25	813,590	885,699
Amount due to non-controlling interests	應付非控制權益款項	34	61,508	54,639
Amount due to an ultimate holding company	應付最終控股公司款項	34	2,304	2,309
Tax liabilities	稅項負債		18,604	19,713
			3,141,859	2,649,277
NET CURRENT ASSETS	流動資產淨值		1,143,863	1,521,926
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,399,461	1,732,061

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2018 於二零一八年三月三十一日

		NOTES 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Borrowings	借款	25	68,785	355,204
Deferred revenue	遞延收益		–	2,255
			68,785	357,459
NET ASSETS	資產淨值		1,330,676	1,374,602
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	26	20,319	20,319
Reserves	儲備		1,293,720	1,342,361
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,314,039	1,362,680
Non-controlling interests	非控制權益		16,637	11,922
TOTAL EQUITY	總權益		1,330,676	1,374,602

On behalf of the board of directors:

代表董事會：

Yuen Leong

DIRECTOR

袁亮
董事

Luan Li

DIRECTOR

樂利
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
		Share capital	Statutory reserve	Share premium	Contributed surplus	Capital redemption reserve	Translation reserve	Accumulated losses	Total		Total
		股本	法定盈餘儲備	股份溢價	實繳盈餘	儲備	換算儲備	累計虧損	總額	非控制權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
		(note 26)			(note 27)	(note a)					
		(附註26)			(附註27)	(附註a)					
At 1 April 2016	於二零一六年四月一日	19,039	216	7,423,879	51,655	3,781	3,657	(7,657,211)	(154,984)	19,935	(135,049)
Exchange difference arising on translation of financial statements of foreign operations	換算海外業務財務報表產生之匯兌差額	-	-	-	-	-	8,931	-	8,931	(639)	8,292
Loss for the year	年內虧損	-	-	-	-	-	-	(78,467)	(78,467)	(7,374)	(85,841)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	8,931	(78,467)	(69,536)	(8,013)	(77,549)
Transfer surplus to statutory reserve (note b)	轉撥至法定盈餘儲備(附註b)	-	632	-	-	-	-	(632)	-	-	-
Placing of new shares	配售新股	1,280	-	1,598,720	-	-	-	-	1,600,000	-	1,600,000
Share issue expense	股份發行開支	-	-	(12,800)	-	-	-	-	(12,800)	-	(12,800)
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	20,319	848	9,009,799	51,655	3,781	12,588	(7,736,310)	1,362,680	11,922	1,374,602
Exchange difference arising on translation of financial statements of foreign operations	換算海外業務財務報表產生之匯兌差額	-	-	-	-	-	18,999	-	18,999	2,245	21,244
Loss for the year	年內虧損	-	-	-	-	-	-	(67,640)	(67,640)	2,470	(65,170)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	18,999	(67,640)	(48,641)	4,715	(43,926)
Transfer surplus to statutory reserve (note b)	轉撥至法定盈餘儲備(附註b)	-	397	-	-	-	-	(397)	-	-	-
At 31 March 2018	於二零一八年三月三十一日	20,319	1,245	9,009,799	51,655	3,781	31,587	(7,804,347)	1,314,039	16,637	1,330,676

Note a: The capital redemption reserve represents amounts transferred from contributed surplus upon the repurchase of the Company's shares.

附註a: 資本贖回儲備指本公司股份於購回後轉撥自實繳盈餘之款項。

Note b: According to relevant laws and regulations of the People's Republic of China (the "PRC"), an entity established under the PRC Company Law is required to make an appropriation at 10 percent of the profit for the year as shown in the PRC statutory financial statements, prepared in accordance with the Generally Accepted Accounting Principles in the PRC, to the statutory reserve until the balance reached 50 percent of the registered capital of that entity. The reserve appropriated can only be used to make up losses or to increase the registered capital of that entity and is not distributable.

附註b: 根據中華人民共和國(「中國」)的有關法律及法規,根據中國公司法成立的公司每年須將按照中國公認會計原則編製的中國法定財務報表所示年度利潤的百分之十轉撥至法定盈餘儲備,直至其結餘達到公司註冊資本的百分之五十為止。轉撥儲備僅可用於彌補虧損或用作增加公司註冊資本,而不可用於分派。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		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)
CASH FLOWS FROM OPERATING ACTIVITIES			
經營業務所得之現金流量			
Loss for the year	年內虧損	(65,170)	(85,841)
Adjustments for:	調整以下項目：		
Income tax	所得稅	4,082	4,752
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,080	3,767
(Reversal of impairment loss)/impairment loss on land development expenditure	土地開發支出之(減值虧損 撥回)/減值虧損	(6,428)	11,511
(Reversal of allowance)/allowance for bad and doubtful debts	呆壞賬(撥備撥回)/撥備	(5,344)	3,809
Government grant recognised	已確認政府資助	(2,427)	-
Interest income	利息收入	(8,344)	(4,253)
Interest expenses	利息開支	15,992	33,206
		(60,559)	(33,049)
Decrease in land development expenditure	土地開發支出減少	165,301	96,089
Increase in properties for sales	待售物業增加	(151,706)	(5,971)
(Increase)/decrease in trade and other receivables	應收貿易賬項及其他應收 賬項(增加)/減少	(1,724)	46,549
(Increase)/decrease in factoring receivables	應收保理款項(增加)/減少	(13,587)	28,577
(Increase)/decrease in finance lease receivable	融資租賃應收款項(增加)/ 減少	(424)	135,416
Increase in loan receivables	應收貸款增加	(141,803)	-
Increase/(decrease) in trade and other payables	應付貿易賬項及其他應付 賬項增加/(減少)	420,039	(41,634)
(Decrease)/increase in deposit received for sale of properties	銷售物業的已收按金 (減少)/增加	(10,491)	143
Cash generated from operations	經營所得現金	205,046	226,120
Income taxes and land appreciation taxes paid, net	已付所得稅及土地增值稅，淨額	(15,698)	(10,499)
Government grant received	已收政府資助	68	-

Consolidated Statement of Cash Flows

綜合現金流量表

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

		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)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得之現金淨額	189,416	215,621
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得之現金流量		
Interest received	已收利息	8,344	4,253
Placement of restricted bank deposits	存入受限制銀行存款	(16,039)	(260,316)
Release of restricted bank deposits	解除受限制銀行存款	38,418	230,316
Purchases of property, plant and equipment	購買物業、廠房及設備	(6,099)	(73,895)
Purchases of intangible assets	購買無形資產	(26,648)	(7,715)
Proceeds from repayment of advances to third parties	償還第三方墊款之所得款項	4,717	3,459
Payment of consideration payables for acquisition of subsidiary	支付收購附屬公司之應付代價	-	(24,649)
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	投資活動所得／(所用)之現金淨額	2,693	(128,547)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得之現金流量		
Interest paid	已付利息	(124,432)	(119,707)
New borrowings raised	新籌集借款	67,124	114,927
Placing of new shares	配售新股	-	1,600,000
Share issue expense	股份發行開支	-	(12,800)
Repayment of borrowings	償還借款	(519,935)	(181,267)
Advance from/(repayment of) amount due to non-controlling interests	來自／(償還)應付非控股權益款項	1,887	(1,753)
Repayment of amount due to an ultimate holding company	償還應付最終控股公司款項	(5)	(42,127)
Advance from an ultimate holding company	來自最終控股公司之墊款	-	42,140
Advance from/(repayment of) amount due from third parties	來自／(償還)第三方之墊款	13,110	(8,072)
NET CASH (USED IN)/FROM FINANCING ACTIVITIES	融資活動(所用)／所得之現金淨額	(562,251)	1,391,341

Consolidated Statement of Cash Flows

綜合現金流量表

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

		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)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(370,142)	1,478,415
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等價物	1,513,380	36,567
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	現金及現金等價物匯率變動之影響	24,395	(1,602)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	年終之現金及現金等價物·以銀行結存及現金代表	1,167,633	1,513,380

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

International Business Settlement Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The immediate and ultimate holding company is Long Grand Limited, a company incorporated in British Virgin Islands (the “BVI”), which is owned by Mr. Yam Yu and Mr. Yuen Leong (a director of the Company) of 70% and 30%, respectively. Its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is at Room 2310, 23rd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The Company is an investment holding company. Detail of the principal activities of its subsidiaries are set out in note 38 to the consolidated financial statements.

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

(a) Adoption of new/revised HKFRSs – effective 1 April 2017

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

Except as explained below, the adoption of these new/revised HKFRSs has no material impact on the Group’s financial statements.

Amendments to HKAS 7 – Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The adoption of the amendments has led to the additional disclosure presented in the notes to the consolidated statement of cash flows, note 28. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for prior year.

1. 一般資料

國際商業結算控股有限公司（「本公司」）乃於百慕達註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。直接及最終控股公司為長鴻有限公司，其為於英屬處女群島（「英屬處女群島」）註冊成立之公司，分別由任宇先生及袁亮先生（本公司一名董事）擁有70%及30%。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及其主要營業地點為香港灣仔港灣道26號華潤大廈23樓2310室。

本公司為投資控股公司。其附屬公司主要業務的詳情載於綜合財務報表附註38。

2. 採納香港財務報告準則（「香港財務報告準則」）

(a) 採納新訂／經修訂香港財務報告準則—二零一七年四月一日生效

香港會計準則第7號（修訂本）	披露主動性
香港會計準則第12號（修訂本）	就未變現虧損確認遞延稅項資產
香港財務報告準則二零一四年至二零一六年週期之年度改進	香港財務報告準則第12號（修訂本），在其他主體權益之披露

除下文所述外，採納該等新訂／經修訂香港財務報告準則對本集團財務報表並無重大影響。

香港會計準則第7號（修訂本）—披露主動性

該等修訂引入一項額外披露，將使財務報表使用者能夠評估融資活動所產生之負債變動。

採納該等修訂本導致於綜合現金流量表附註中（附註28）呈列其他披露。為符合該等修訂之過渡指引，本集團並無披露過往年度之比較資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

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

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

HKFRS 9 Amendments to HKFRS 9	Financial Instruments ¹ Prepayment Features with Negative Compensation ²
HKFRS 15 Amendments to HKFRS 15	Revenue from Contracts with Customers ¹ Revenue from Contracts with Customers (Clarifications to HKFRS 15) ¹
HKFRS 16 HK(IFRIC)-Int 23	Leases ² Uncertainty over Income Tax Treatments ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted

The directors of the Company (the “Directors”) is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. Further details of the expected impacts are discussed below.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

以下可能與本集團綜合財務報表有關之新訂／經修訂香港財務報告準則已頒佈，但尚未生效及亦未經本集團提早採納。本集團目前擬於其生效日期應用此等變動。

香港財務報告準則第9號 香港財務報告準則第9號 （修訂本）	金融工具 ¹ 提早還款特性及負補償 ²
香港財務報告準則第15號 香港財務報告準則第15號 （修訂本）	來自客戶合約之收益 ¹ 來自客戶合約之收益 （釐清香港財務報告準則第15號） ¹
香港財務報告準則第16號 香港（國際財務報告詮釋委員會）－詮釋第23號	租賃 ² 所得稅處理之不確定性 ²
香港財務報告準則第10號及 香港會計準則第28號 （修訂本）	投資者及其聯營公司或 合營企業之間的 資產銷售或貢獻 ³

¹ 於二零一八年一月一日或之後開始之年度期間生效

² 於二零一九年一月一日或之後開始之年度期間生效

³ 該等修訂本原擬於二零一六年一月一日或之後開始的期間生效。生效日期現已延後／取消，惟該等修訂本仍可繼續提早應用

本公司董事（「董事」）正評估該等修訂本及新準則於初始採納期間之預期影響。預期影響之進一步詳情討論如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

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

HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第9號－金融工具

香港財務報告準則第9號引進金融資產分類及計量之新規定。在目的為持有資產以收取合約現金流量之業務模式內持有之債務工具（業務模式測試）以及具產生現金流量之合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流量特徵測試），一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流量以及出售金融資產，則符合合約現金流量特徵測試之債務工具按公允值計入其他全面收益計量。實體可於初步確認時作出不可撤銷之選擇，以按公允值計入其他全面收益計量並非持作買賣之股本工具。所有其他債務及股本工具按公允值計入損益計量。

香港財務報告準則第9號就並非按公允值計入損益計量之所有金融資產納入新設預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新設一般對沖會計規定，以令實體於財務報表內更能反映其風險管理活動。

香港財務報告準則第9號遵照香港會計準則第39號項下金融負債之確認、分類及計量規定，惟指定按公允值計入損益計量之金融負債除外，其負債信貸風險變動引致之公允值變動金額於其他全面收益確認，除非會產生或擴大會計錯配風險則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認金融資產及金融負債之規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

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

Amendments to HKFRS 9 – Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at FVTOCI if specified conditions are met, instead of at FVTPL.

In the opinion of the directors, based on the historical experience of the Group, the Group experienced bad debts on outstanding balances with customers and other debtors. Hence, the Directors anticipate that application of the new impairment requirements under HKFRS 9 may result in impairments on the Group’s financial assets recognised in earlier accounting period due to the expected loss impairment model.

HKFRS 15 – Revenue from Contracts with customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue 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 and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and related interpretations.

HKFRS 15 requires the application of a 5 steps 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 each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第9號之修訂－提早還款特性及負補償

該等修訂澄清，在附合特定條件之情況下，附帶負補償之預付金融資產可按攤銷成本或按公允值計入其他全面收益計量，而非以按公允值計入損益計量。

董事認為，根據本集團之過往經驗，本集團有客戶及其他債務人尚未償還結餘之壞賬。因此，董事預計，由於出現預計虧損減值模式，根據香港財務報告準則第9號應用新減值要求可能導致較早會計期間本集團金融資產中確認減值。

香港財務報告準則第15號－客戶合約收益

有關新訂準則設立單一收益確認框架。框架之主要原則為實體應確認收益，以說明實體按反映交換所承諾商品及服務預期所得代價金額向客戶轉讓該等商品或服務。香港財務報告準則第15號取代現有收益確認指引，包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號規定確認收益所應用之五個步驟：

- 第1步：識別與客戶所訂立之合約
- 第2步：識別合約之履約責任
- 第3步：釐定交易價格
- 第4步：分配交易價格至各履約責任
- 第5步：於履行各履約責任時確認收益

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則採取之方式之特定收益相關事宜之特定指引。有關準則亦顯著加強有關收益之定性及定量披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

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

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

Amendments HKFRS 15 – Revenue from Contracts with customers

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The Directors anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the Directors do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

HKFRS 16 – Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第15號的修訂本—來自與客戶合約的收益

香港財務報告準則第15號的修訂本包括澄清確定履約義務；應用委託人及代理人；知識產權許可；及過渡規定。

董事預期，日後應用香港財務報告準則第15號可能導致須作出更多披露，然而，董事預期應用香港財務報告準則第15號將不會對於相關報告期內確認之收益的時間及金額造成重大影響。

香港財務報告準則第16號—租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據前準則香港會計準則第17號分類為經營租賃之租賃。

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綜合財務報表附註

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

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

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

HKFRS 16 – Leases (Continued)

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As at 31 March 2018, the Group has non-cancellable operating lease commitments of HK\$14,280,000 as disclosed in note 29. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above.

HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

The Directors expect to adopt the interpretation from its effective date. The interpretation is not expected to have any significant impact on the Group’s consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第16號－租賃（續）

就出租人會計處理而言，香港財務報告準則第16號大致繼承了香港會計準則第17號之出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同之會計處理。

誠如附註29所披露，於二零一八年三月三十一日，本集團擁有不可撤銷經營租賃承擔14,280,000港元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低值或短期租賃。此外，應用新規定可能導致上文所述計量、呈列及披露發生變動。

香港（國際財務報告詮釋委員會）－詮釋第23號－所得稅處理之不確定性

該詮釋就如何反映所得稅會計處理方法之不確定性所產生的影響提供指引，以支持香港會計準則第12號所得稅之規定。根據該詮釋，實體須基於何種方法可以對不確定性最終結果作出較佳的預測，以決定是否分別或彙集考慮各項不確定稅項之處理方法。該實體亦須假定稅務機關將檢查其有權檢查的稅務金額，並在進行該等檢查時全面知悉所有相關資料。倘該實體確信稅務機關可接受不確定稅項處理，則該實體應按其稅務申報方式計量即期及遞延稅項。倘該實體確信稅務機關不接受不確定稅項處理，則採用「最可能金額」或「預期值」中能夠更佳預期不確定性最終結果的方法，以反映稅項釐定過程中的不確定性。

董事預期將自其生效日期起採納該詮釋。預期該詮釋將不會對本集團綜合財務報表產生任何重大影響。

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綜合財務報表附註

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

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

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

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The amendments are not expected to have any significant impact on the Group’s consolidated financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values, at the end of each reporting period, as explained in the accounting policies set out below.

(c) Functional and presentation currency

The functional currency of the Group is Renminbi (“RMB”), while the consolidated financial statements are presented in Hong Kong dollars (“HK\$”). As the Company is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the directors consider that it will be more appropriate to adopt Hong Kong dollars as the Group’s and the Company’s presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第10號及香港會計準則第28號（修訂本）－投資者及其聯營公司或合營企業之間的資產銷售或貢獻

該等修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

預期該等修訂將不會對本集團綜合財務報表造成重大影響。

3. 編製基準

(a) 合規聲明

本綜合財務報表乃根據所有適用香港財務報告準則、香港會計準則及詮釋（以下統稱「香港財務報告準則」）和香港公司條例的披露規定編製。此外，財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）所規定之適用披露事項。

(b) 計量基準及持續經營假設

本綜合財務報表乃按歷史成本法編製，惟於各報告期末按公允值計量之若干金融工具除外（見下文所載會計政策所述）。

(c) 功能及呈列貨幣

本集團的功能貨幣為人民幣（「人民幣」），而綜合財務報表乃以港元（「港元」）呈列。由於本公司在香港聯合交易所有限公司（「聯交所」）上市，故董事認為採用港元作為本集團及本公司之呈列貨幣較為合適。所有價值約整至最接近千位數（另有指示者除外）。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

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

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

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree, if any, is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

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

4. 主要會計政策

(a) 業務合併及綜合賬目基準

綜合財務報表包括本集團的財務報表。集團各成員公司間的交易與結餘連同未變現盈利乃於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，惟有關交易提供所轉讓資產減值之證據除外，在此情況下，虧損於損益中確認。

年內已收購或已出售之附屬公司業績分別自收購日期起或截至出售日期止（視情況而定）計入綜合損益及全其他面收益表。如有需要，會對附屬公司之財務報表作出調整，以令其會計政策與本集團旗下其他成員公司所採用之會計政策一致。

收購附屬公司或業務採用收購法列賬。一項收購之成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日之公允值總額計量。所收購可識別資產及所承擔負債則主要按收購當日公允值計量。本集團先前所持被收購方之股權（如有）以收購當日公允值重新計量，而所產生之收益或虧損則於損益內確認。本集團可按逐筆交易基準選擇按公允值或被收購方可識別的資產淨值之適當份額計量代表目前於附屬公司擁有權益之非控股權益。除非香港財務報告準則規定另一計量基準，否則所有其他非控制權益均按公允值計量。所產生之收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

收購方將予轉讓之任何或然代價均按收購日期之公允值確認。其後代價調整僅於計量期間（最長為收購日期起計12個月）內所取得有關於收購日期之公允值之新資料時，方會於商譽確認。分類為資產或負債之或然代價所有其他其後調整均於損益確認。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

(b) Subsidiaries

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

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. 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.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

4. 主要會計政策 (續)

(a) 業務合併及綜合賬目基準 (續)

倘本集團失去對附屬公司之控制權時，出售之損益乃按下列兩者之差額計算：(i)所收取代價之公允值與任何保留權益之公允值總額，與(ii)該附屬公司之資產（包括商譽）及負債與任何非控制權益過往之賬面值。先前就該附屬公司於其他全面收入確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後，現時於附屬公司之擁有權權益之非控制權益之賬面值為該等權益於初步確認時之款額加上非控股股東權益應佔權益其後變動之部份。即使會導致非控制權益出現虧絀結餘，全面收入總額乃歸屬於非控制權益。

(b) 附屬公司

附屬公司乃指本公司可對其行使控制權之被投資方。本公司於下述全部三個因素同時出現時對被投資方擁有控制權：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。倘有事實及情況顯示該等控制因素出現任何變動，則會重新評估控制權。

於本公司的財務狀況表內，於附屬公司的投資乃按成本扣除減值虧損（如有）呈列。附屬公司之業績由本公司根據已收及應收股息之基準列賬。

(c) 聯營公司

聯營公司為本集團對其擁有重大影響力，但並非附屬公司或合營安排的實體。重大影響力指有權力參與投資對象的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值會就本集團應佔聯營公司的資產淨值收購後的變動調整，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。

本集團與其聯營公司之間的交易產生的損益僅於不相關投資者於聯營公司擁有權益時方才確認。該等交易產生的投資者分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。若未變現虧損提供所轉讓資產減值的憑證，則會即時於損益確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Associates (Continued)

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

(d) Goodwill

Where the fair value of identifiable assets and liabilities exceeds the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see Note 4(q)), and whenever there is an indication that the CGU may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

4. 主要會計政策 (續)

(c) 聯營公司 (續)

就聯營公司已付高於已收購本集團應佔可識別資產、負債及或然負債公允值的任何溢價撥充資本，計入聯營公司的賬面值。如有聯營公司投資已經減值的客觀憑證，則按與其他非金融資產相同的方式就投資的賬面值進行減值測試。

於本公司之財務狀況表中，於聯營公司投資按成本減減值虧損（如有）列賬。聯營公司業績由本公司按年內已收及應收股息入賬。

(d) 商譽

倘可識別資產及負債之公允值高於已付代價之公允值、於被收購方任何非控股權益之金額及於收購日期收購方過往所持被收購方權益公允值之總和，則超出部分經重新評核後於收購日期在損益確認。

商譽按成本減減值虧損計量。就減值測試而言，因收購而產生之商譽獲分配至預期受惠於收購所產生協同效益之各個相關現金產生單位。現金產生單位為產生現金流量之最小可識別之資產類別，在很大程度上獨立於其他資產或資產類別所產生之現金流量。獲分配商譽之現金產生單位可通過比較其賬面值及其可收回金額（見附註4(q)），於每年及於有跡象顯示現金產生單位可能出現減值時測試減值。

就某財政年度內進行收購所產生之商譽而言，於該財政年度結束前就獲分配商譽之現金產生單位進行減值測試。倘現金產生單位之可收回金額少於單位賬面值，則首先將減值虧損分配至該單位所獲分配之任何商譽以減少其賬面值，其後以該單位內各資產賬面值為基準按比例分配至該單位之其他資產。然而，分配至各項資產之虧損將不會導致個別資產之賬面值減至低於其公允值減出售成本（若可計量）或使用價值（若可釐定）（取較高者）。商譽任何減值虧損於損益確認，不會於其後期間撥回。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Sales of goods

Revenue from sales of goods is recognised when goods are delivered and title has passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Consultancy service

Revenue from consultancy service is recognised when service are provided.

Platform fee income

Platform fee income is recognised when the platform related services are provided.

4. 主要會計政策 (續)

(e) 收入確認

收入按已收或應收代價公允值計量。收入已扣除估計客戶退貨、退款及其他類似津貼。

當收入數額能可靠地計量、而未來經濟利益可能流入本集團、且符合以下本集團各業務的特定準則時，本集團便會確認收入。

銷售貨品

來自貨品銷售之營業收入於貨品付運及所有權轉移並於下列所有條件達成時確認：

- 本集團已向買方轉讓貨品擁有權之重大風險及回報；
- 本集團並無對售出貨品保留與擁有權相關之持續管理參與，亦無保留售出貨品之實際控制權；
- 營業收入之金額能可靠地計量；
- 與交易有關之經濟利益很有可能流入本集團；及
- 就交易所產生或將產生之成本能可靠地計量。

顧問服務

來自顧問服務之收入於提供服務時確認。

平台費收入

平台費收入於提供平台相關服務時確認。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Revenue recognition (Continued)

Sales of properties

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposit and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on the initial recognition.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

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

Furniture and office equipment	3 to 5 years
Motor vehicles	4 years
Leasehold improvements	Shorter of the lease periods or 3 years

4. 主要會計政策 (續)

(e) 收入確認 (續)

銷售物業

於一般業務過程中銷售物業產生之收入於相關物業已落成且交付予買方時確認。於達至上述收入確認之標準前自買方收取之按金及分期付款項按流動負債計入綜合財務狀況表。

利息收入

利息收入按時間比例入賬，並參考尚未償還本金額及適用實際利率計算。適用實際利率指將估計未來所得現金按金融資產估計可使用年期準確折現至資產於初步確認時之賬面淨值之利率。

(f) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備的成本包括其購入價及收購該等項目的直接應佔成本。

其後成本僅會在項目相關的未來經濟利益可能會流入本集團及能可靠地計量項目成本時，方會計入資產賬面值或確認為獨立資產（視情況而定）。已更換部份的賬面值已取消確認。所有其他維修及保養均於其產生的財政期間於損益表確認為開支。

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本（扣除預計剩餘價值）撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。使用年期列示如下：

傢俬及辦公設備	三至五年
汽車	四年
租賃裝修	租賃期或三年 (以較短者為準)

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(g) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to 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. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

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.

4. 主要會計政策 (續)

(f) 物業、廠房及設備 (續)

物業、廠房及設備項目於出售後或預期不會因持續使用資產而帶來未來經濟利益時解除確認。物業、廠房及設備項目出售或報廢時產生之任何損益釐定為該資產出售所得款項與賬面值之差額，並於損益確認。

(g) 租賃

凡租賃條款規定擁有權之一切風險及回報大部分轉往承租人，即歸類為融資租賃。所有其他租賃乃分類為經營租賃。

本集團作為出租人

經營租賃的租金收入在相關租賃期內按直線法確認為損益。於經營租賃的磋商及安排中產生的初始直接成本計入租賃資產的賬面值，並在租賃期內按直線法確認為開支。

本集團作為承租人

根據經營租賃應付之租金總額根據直線法於租期內於損益確認。所收租賃優惠於租期內作為租金開支總額的一部分確認。

倘訂立經營租賃可以獲得租賃優惠，則該等優惠確認為負債。優惠整體利益以直線法沖減租金開支，惟另有方法能更有系統表示所租賃資產所得經濟效益消耗之時間模式，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets (other than goodwill)

Internally generated intangible assets (research and development costs)

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from development activities (or from development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefit;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment loss (if any), on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4. 主要會計政策 (續)

(h) 無形資產 (商譽除外)

內部產生之無形資產 (研發成本)

研究工作之支出在產生之年度確認為開支。

因內部開發活動 (或內部項目之開發階段) 而產生之無形資產，僅於顯示下列各項後才確認：

- 完成無形資產之技術可行性，以使該無形資產可供使用或銷售；
- 有意完成及使用或銷售該無形資產；
- 可使用或銷售該無形資產之能力；
- 該無形資產如何產生日後經濟利益；
- 具備充裕之技術、財務及其他資源，以完成開發工作及使用或銷售該無形資產；及
- 能夠可靠計量該無形資產於開發時之支出。

內部產生之無形資產初步確認金額為自無形資產首次符合上述確認標準日期起所產生之支出。倘並無可確認之內部產生無形資產，則開發支出於產生的期間於損益中確認。

於初步確認後，內部產生之無形資產按單獨收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損 (如有) 列賬。

無形資產於出售時或倘使用或出售預期不會產生任何日後經濟利益時終止確認。終止確認無形資產產生的盈虧乃按出售所得款項淨額與資產賬面值的差額計量，並於終止確認資產時於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets (other than goodwill) (Continued)

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible 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. Where 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.

Intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset 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 a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a prorata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

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 a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 主要會計政策 (續)

(h) 無形資產 (商譽除外) (續)

有形資產及無形資產 (商譽除外) 之減值虧損 (見上文有關商譽之會計政策)

於報告期末，本集團會審閱其有形資產之賬面值以確定有否任何跡象顯示該等資產已出現減值虧損。倘出現任何此類跡象，則估計該資產之可收回金額以釐定減值虧損之程度 (如有)。倘不能估計單一資產之可收回金額，則本集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理和一貫分配基準的情況下，企業資產亦會被分配到個別現金產生單位，否則或會被分配到可識別合理及一貫分配基準的最小的現金產生單位中。

尚不可使用的無形資產會至少每年及於有跡象顯示該等資產可能減值時進行減值測試。

可收回金額為公允值減出售成本及使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其現值，該折現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產的獨有風險。

倘資產 (或現金產生單位) 之可收回金額估計少於其賬面值，則資產 (或現金產生單位) 賬面值將撇減至其可收回金額。於分配減值虧損時，減值虧損首先分配至減少任何商譽賬面值 (倘適用)，其後基於各單位資產賬面值按比例分配至其他資產。資產之賬面值將不會減少至低於其公允值減出售成本 (倘可計量)、其使用價值 (倘可釐定) 及零之最高者。分配至資產的減值虧損數額按比例分配至單位的其他資產。減值虧損會即時於損益內確認。

倘減值虧損其後撥回，則資產 (或現金產生單位) 之賬面值須增加至其經修訂之估計可收回金額，但所增加之賬面值不可超過以過往年度假設資產 (或現金產生單位) 並無確認減值虧損而釐定之賬面值。減值虧損撥回後隨即於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Properties for sale

Completed properties and properties under development for sale in the ordinary course of business are included in current assets and stated at the lower of cost and net realisable value. Cost includes the cost of land, development expenditure, borrowing costs capitalised in accordance with the Group's accounting policy, and other attributable expenses.

Net realisable value represents the estimated selling price for properties for sale less all estimated costs of completion and costs necessary to make the sale.

(j) Land development expenditure

Land development expenditure is stated at cost less accumulated impairment loss. The cost includes expenditure directly attributable to the development of relevant projects such as road construction, demolition, resettlement work.

(k) Financial Instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The Group's financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary assets. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets.

4. 主要會計政策 (續)

(i) 待售物業

日常業務過程中之竣工物業及待售發展中物業計入流動資產，並按成本及可變現淨值中較低者列賬。成本包括土地成本、開發支出、根據本集團會計政策資本化之借款成本及其他應佔開支。

可變現淨值指待售物業之估計售價減所有估計竣工成本及必要銷售成本。

(j) 土地開發支出

土地開發支出以成本減累計減值虧損列賬。成本包括直接用於有關項目開發之支出，如道路建設、拆遷及安置費用。

(k) 金融工具

(i) 金融資產

本集團於初步確認時視乎收購資產的目的將金融資產分類。本集團的金融資產則初步按公允值加收購金融資產的應佔直接交易成本計量。按常規購買或出售的金融資產乃按交易日基準確認及取消確認。所謂按常規購買或出售，指根據合約購買或銷售金融資產，而該合約條款規定須一般按有關市場的規則或慣例所設時限內交付資產。

借款及應收賬項

此等資產乃指於活躍市場並無報價且具固定或可釐定付款金額的非衍生金融資產。該等資產乃主要透過向客戶提供的商品及服務（應收賬款）而產生，亦納入合約貨幣資產之其他類別。經初步確認後，該等資產採用實際利率法按攤銷成本減任何已確認減值虧損列賬。借款及應收賬項計入流動資產，惟於或預期將於報告期末後超過十二個月結算的金額則分類為非流動資產。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Financial Instruments (Continued)

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

For loans and receivables

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate, where the effect of discounting is material. The carrying amount of financial asset is reduced through the use of a provision account. When any part of financial asset is determined as uncollectible, it is written off against the provision account for the relevant financial asset.

(iii) Financial liabilities

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

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, amount due to non-controlling interests and amount due to ultimate holding company are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

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

(iv) Effective interest method

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

4. 主要會計政策 (續)

(k) 金融工具 (續)

(ii) 金融資產減值虧損

本集團於各報告期末評估金融資產有否出現減值的客觀跡象。倘有客觀證據顯示減值基於初步確認資產後發生一件或多件事件，而有關事件對金融資產估計未來現金流量的影響能夠可靠計量，即金融資產出現減值。減值證據可能包括：

- 債務人有重大財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金款項；
- 因債務人面臨財務困難而授予寬免；
- 債務人可能破產或進行其他財務重組。

就借款及應收賬項而言

當有客觀證據證明有關資產已出現減值時，則減值虧損會於損益中確認，而減值虧損按該資產之賬面值與按原實際利率貼現之估計未來現金流量現值之差額計量（如貼現影響重大）。金融資產之賬面值透過使用撥備賬扣減。當金融資產之任何部份被釐定為不可收回時，則與有關金融資產之撥備賬沖銷。

(iii) 金融負債

本集團按照產生負債目的對其金融負債進行分類。按攤銷成本列賬之金融負債初步會按公允值扣除所產生之直接應計成本計量。

按攤銷成本計量之金融負債

按攤銷成本計量之金融負債（包括應付貿易賬款及其他應付賬款、借款、應付非控制權益款項及應付最終控股公司款項）其後使用實際利率法按攤銷成本計量。有關利息開支於損益中確認。

當負債終止確認以及在攤銷過程中，收益或虧損於損益中確認。

(iv) 實際利率法

實際利息法為就有關期間計算一項金融資產或金融負債的攤銷成本及分配利息收入或利息開支的方法。實際利率指實際用於估計未來現金收入或付款按相關金融資產或負債的預計年期或較短期間（如適用）準確折算的利率。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Financial Instruments (Continued)

(v) Equity instruments

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

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

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

(l) 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 differs from profit 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.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases 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 the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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.

4. 主要會計政策 (續)

(k) 金融工具 (續)

(v) 股本工具

本公司所發行之股本工具以已收所得款項 (扣除直接發行費用) 入賬。

(vi) 取消確認

倘與金融資產相關的未來現金流的合約性權利到期或金融資產已轉讓及轉讓事項根據香港會計準則第39號符合取消確認標準，則本集團會取消確認金融資產。

金融負債乃於有關合約所訂明之責任獲解除、取消或屆滿時取消確認。

(l) 稅項

所得稅支出為應付即期稅項與遞延稅項之總和。

應付即期稅項乃按該年度之應課稅溢利計算。由於於其他年度內應課稅或可扣減之收支項目及毋須課稅或不可扣減之項目，應課稅溢利與綜合損益及其他全面收益表所報除稅前溢利不同。本集團即期稅項之負債以報告期末已制訂或實際採用之稅率計算。

遞延稅項按綜合財務報表中資產及負債之賬面值與計算應課稅溢利所採用之相應稅基兩者間之臨時差額確認。所有應課稅臨時差額一般確認為遞延稅項負債。倘應課稅溢利可能足以抵銷該等可扣減之臨時差額，則所有可扣減臨時差額一般須確認為遞延稅項資產。倘臨時差額乃因初次確認一項不影響應課稅溢利或會計溢利之交易之資產及負債 (業務合併除外) 而產生，則有關遞延稅項資產及負債不予確認。此外，倘臨時差額乃由初次確認商譽而產生，遞延稅項負債不予確認。

與附屬公司及聯營公司投資相關之應課稅臨時差額會確認為遞延稅項負債，惟倘本集團能夠控制有關臨時差額之撥回，而臨時差額在可見將來不可能撥回之情況則屬例外。對於與該等投資及權益有關之可扣減臨時差額產生之遞延稅項資產而言，只有在可能有足夠應課稅溢利可供動用臨時差額之利益，且該臨時差額預期將於可見將來撥回時，方會確認遞延稅項資產。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Taxation (Continued)

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 is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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.

Current and deferred tax are recognised in profit or loss, except when it relates 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, the tax effect is included in the accounting for the business combination.

(m) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 主要會計政策 (續)

(l) 稅項 (續)

遞延稅項資產之賬面值會於報告期末檢討，並於可能不再有足夠應課稅溢利可收回全部或部分資產時作出調減。

遞延稅項資產及負債按預期適用於負債清償或資產變現期間之稅率衡量，並以於報告期末已制定或已實質上制定之稅率（及稅法）為基準。

遞延稅項負債及資產之計算反映本集團預期會於報告期末收回或結算其資產及負債之賬面值之方式產生之稅務後果。

即期及遞延稅項乃於損益確認，惟與在其他全面收益或直接於權益內確認之項目有關者除外。在此情況下，即期及遞延稅項則會在其他全面收益或直接於權益內確認。就因對業務合併進行初始會計處理而產生之即期稅項或遞延稅項而言，稅務影響乃計入業務合併之會計處理內。

(m) 外幣

集團實體以其經營所在主要經濟環境之貨幣（「功能貨幣」）以外之貨幣進行之交易按交易發生時之通行匯率入賬。外幣貨幣資產及負債按報告期末通行之匯率換算。以外幣計值按公允值列賬之非貨幣項目按釐定公允值當日通行之匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不會重新換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Foreign currency (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

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

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

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

4. 主要會計政策 (續)

(m) 外幣 (續)

因結算貨幣項目及換算貨幣項目產生之匯兌差額乃於產生期間之損益中確認。因重新換算按公允值列賬之非貨幣項目而產生之匯兌差額乃計入期間之損益內，惟重新換算收益及虧損於其他全面收益中確認之非貨幣項目而產生之差額除外，於此等情況下，匯兌差額亦於其他全面收益中確認。

於綜合賬目時，海外業務的收入及開支項目按該年度的平均匯率換算為本集團之呈報貨幣（即港元）；惟於該期間匯率大幅波動之情況下除外，倘如此，則按於交易產生當時之相若匯率換算。海外業務的所有資產及負債於報告期末按當時匯率換算，產生之匯兌差額（如有）於其他全面收益中確認並於權益中累計為匯兌儲備（並歸屬於非控制權益（如適用））。於換算構成本集團於海外業務投資淨額一部份之長期貨幣項目時，於集團實體獨立財務報表之損益內確認的匯兌差額重新分類至其他全面收益並於權益中累計為匯兌儲備。

於出售海外業務時，截至出售日期在該業務匯兌儲備確認之累計匯兌差額重新分類至損益，作為出售時損益的一部份。

由收購海外業務產生之商譽及可識別收購資產公允值調整被視為該海外業務之資產及負債，並以二零零五年一月一日或之後的現行匯率換算。所產生之匯兌差額於匯兌儲備內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) 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.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(o) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply 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 revenue 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 receivables as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related cost are recognised in profit or loss in the period in which they become receivables.

4. 主要會計政策 (續)

(n) 借款成本

因收購、興建或生產合資格資產（即須相當長時間方可作擬定用途或出售之資產）而直接產生之借款成本歸入該等資產之成本，直至當資產基本上可作擬定用途或出售為止。

特定借款在未用作合資格資產的開支前進行的短期投資所賺取的投資收入，將從合資格撥充資本的借款成本扣除。

所有其他借款成本乃於產生期間於損益確認。

(o) 政府資助

在合理地保證本集團會遵守政府資助的附帶條件以及將會得到資助撥款後，政府資助方會予以確認。

政府資助乃於本集團確認相關成本（資助用以補償該成本）為開支期間內以系統基準於損益中確認。具體而言，該政府資助首要條款是本集團應購買、建造或以其他方式獲得非流動資產，其於綜合財務狀況表中確認為遞延收入，並於相關資產的可使用年期按有系統及合理基準轉撥至損益。

作為對已經產生的開支或虧損的補償或為向本集團提供即時財務支持且未來無相關成本而應收的政府資助，在開始應收期間於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised in an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

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

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- interests in associates;
- properties for sale; and
- investments in subsidiaries in the Company's statement of financial position

4. 主要會計政策 (續)

(p) 僱員福利

(i) 短期僱員福利

短期僱員福利指預計在僱員提供相關服務之年度報告期末後十二個月以前將全數結付之僱員福利 (離職福利除外)。短期僱員福利於僱員提供相關服務之年度內確認。

(ii) 界定供款退休計劃

對界定供款退休計劃之供款在僱員提供服務時於損益內確認為開支。

(iii) 離職福利

離職福利於本集團無法撤回提供有關福利及本集團確認重組成本 (涉及支付離職福利) 時 (以較早者為準) 確認。

(q) 資產 (不包括金融資產) 之減值

本集團於各報告期末審閱下列資產之賬面值, 以釐定是否有任何跡象表明該等資產已產生減值虧損或先前確認之減值虧損是否不復存在或可能已經減少:

- 物業、廠房及設備;
- 無形資產;
- 於聯營公司之權益;
- 待售物業; 及
- 本公司財務狀況表內於附屬公司之投資

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment of assets (other than financial assets) (Continued)

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or CGU (see Note 4(d)), 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 or CGU.

(r) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

4. 主要會計政策 (續)

(q) 資產 (不包括金融資產) 之減值 (續)

倘資產之可收回金額 (即公允值減出售成本和使用價值之較高者) 估計將低於其賬面值, 則該資產之賬面值將削減至其可收回金額。減值虧損即時於損益中確認, 除非相關資產根據其他香港財務報告準則以重估價值列賬, 在此情況下, 減值虧損乃按該香港財務報告準則作為重估減值處理。

倘減值虧損於其後撥回, 該資產之賬面值將增加至其可收回金額之經修訂估計, 惟增加後之賬面值不得超出倘過往年度並無就該資產確認減值虧損而原應釐定之賬面值。減值虧損之撥回即時於損益中確認, 除非相關資產根據其他香港財務報告準則以重估價值列賬, 在此情況下, 減值虧損之撥回乃按該香港財務報告準則作為重估增益處理。

使用價值乃根據預期將自資產或現金產生單位 (見附註4(d)) 產生之估計未來現金流量釐定, 使用可反映金錢時間值之現行市場評估以及對資產屬特定風險的稅前貼現率貼現至現值。

(r) 撥備及或然負債

當本集團因過往事件而須承擔法定或推定責任, 而該責任很可能導致經濟利益流出, 且其金額能夠合理地估計, 則就未確定時間或金額之負債確認撥備。

倘經濟利益需要外流之可能性不大, 或不能對金額作出可靠估計, 則有關責任會作為或然負債披露, 惟若經濟利益外流之可能性極低則作別論。就可能產生之責任而言, 如其存在僅能以一項或多項未來事件之發生或不發生來證實, 亦披露為或然負債, 除非經濟利益外流之可能性極低則作別論。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties

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

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

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

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

4. 主要會計政策 (續)

(s) 關連人士

(a) 倘適用下列任何情況，則該名人士或該名人士之近親家屬成員被視為與本集團有關連：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司主要管理人員。

(b) 倘適用下列任何情況，則該實體被視為與本集團有關連：

- (i) 該實體及本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司互相關連）。
- (ii) 一個實體為另一實體之聯繫人或合營企業（或為某一集團成員公司之聯繫人或合營企業，而該另一實體為此集團之成員公司）。
- (iii) 兩個實體皆為同一第三方之合營企業。
- (iv) 一個實體為第三方實體之合營企業而另一實體為該第三方實體之聯繫人。
- (v) 該實體為就本集團或與本集團有關聯實體之僱員福利而設之離職後福利計劃。
- (vi) 該實體受(a)所識別之人士控制或共同控制。
- (vii) 於(a)(i)所識別之人士對該實體有重大影響力，或為該實體（或該實體母公司）之主要管理人員。
- (viii) 向本集團或本集團母公司提供主要人員管理服務之實體或其所屬集團旗下任何成員公司。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties (Continued)

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

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

(t) Share-based payment transactions

(i) Equity-settled share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period or is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in share option reserve.

At the end of reporting period, the Group revises its estimates of the number of option that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

4. 主要會計政策 (續)

(s) 關連人士 (續)

某一人士之近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員，包括：

- (i) 該名人士之子女及配偶或家庭伴侶；
- (ii) 該名人士之配偶或家庭伴侶之子女；及
- (iii) 該名人士或該名人士之配偶或家庭伴侶之受供養人。

(t) 股份為基礎之付款交易

(i) 以權益方式結算及以股份為基礎之付款交易

倘所授購股權即時歸屬，參考購股權授出日期之公允值釐定所取得服務之公允值會於歸屬期間按直線法支銷，或會於授出日期悉數確認為開支，並於購股權儲備中作出相應增加。

於報告期末，本集團修訂其對預期將最終歸屬之購股權數目之估計。歸屬期內，修訂原始估計之影響（如有）於損益確認，以致累計費用反映經修訂估計，並對購股權儲備作出相應調整。

於購股權獲行使時，過往於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於購股權儲備確認之金額將轉撥至累計虧損。

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5. KEY SOURCES OF ESTIMATION

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

(a) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(i) Impairment of properties for sale

The Group's properties for sale are stated at the lower of cost and net realisable value with aggregate carrying amount of approximately HK\$2,809,622,000 as at 31 March 2018 (2017: HK\$2,349,883,000). The net realisable value is the estimated selling price less estimated selling expenses and estimated cost of completion (if any), which are determined based on best available information and latest market conditions. Where there is any decrease in the estimated selling price arising from any changes to the property market conditions in the PRC, there may be write-down on the properties under development for sale and completed properties for sale. Details of properties for sale is set out in note 20.

(ii) Impairment of intangible asset

The intangible asset is stated at cost less accumulated amortisation and accumulated impairment. Intangible asset not yet available for use is tested for impairment at least annually, and whenever there is an indication that they may be impaired. Determining whether intangible assets are impaired requires an estimation of the future cash flows expected to arise from the intangible asset and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

5. 估計之主要來源

估計及相關假設乃按持續基準審閱。倘就會計估計之修訂只影響修訂估計之期間，則有關修訂會在該期間確認；倘有關修訂影響即期及未來期間，則有關修訂會在修訂期間及未來期間確認。

(a) 估計不明朗因素之主要來源

除該等財務報表其他部分所披露的資料外，其他會引致下個財政年度資產及負債賬面值大幅調整之重大風險之估計不明朗因素主要來源如下：

(i) 待售物業之減值

於二零一八年三月三十一日，本集團之待售物業按成本與可變現淨值兩者中之較低值入賬，賬面總值約為2,809,622,000港元（二零一七年：2,349,883,000港元）。可變現淨值乃以估計售價減估計銷售費用及估計竣工成本（倘有）計算，並根據最可靠的資料及最新市況釐定。倘中國的物業市場狀況發生任何改變導致估計售價下降，或會就待售發展中物業及竣工待售物業作出撇減。待售物業之詳情載於附註20。

(ii) 無形資產之減值

無形資產以成本減累計攤銷及累計減值列賬。尚未可供使用之無形資產須至少每年進行減值測試（不論是否存在任何減值跡象）。釐定無形資產是否減值需要估計無形資產預期將產生的未來現金流量及適當的貼現率以計算其現值。倘實際的未來現金流量少於預期，則可能會產生重大減值虧損。

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5. KEY SOURCES OF ESTIMATION (Continued)

(a) Key sources of estimation uncertainty (Continued)

(iii) Net realisable value for properties for development, properties under development and completed properties for sale

Properties for development, properties under development and completed properties remaining unsold at the end of each reporting period are stated at the lower of cost and net realisable value. Net realisable value for properties for development and properties under development is determined by reference to management estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion. Net realisable value for completed properties for sale is determined by reference to management estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses. During the course of their assessment, the management will also make reference to property valuations conducted by independent qualified professional valuers based on comparable market prices. The management are required to revise these estimates if there is a change in market condition or demand. If actual market conditions are less favourable than those projected by management, additional adjustments to the value of properties for development, properties under development and completed properties for sale may be required. As at 31 December 2018, the carrying amounts of properties under development and completed properties for sale are HK\$2,140,397,000 (2017: HK\$1,916,449,000) and HK\$669,225,000 (2017: HK\$433,434,000) respectively.

5. 估計之主要來源 (續)

(a) 估計不明朗因素之主要來源 (續)

(iii) 可供發展物業、發展中物業及已竣工可出售物業之可變現淨值

於各報告期末可供發展物業、發展中物業及尚未出售的已竣工物業按成本與可變現淨值中的較低者入賬。可供發展物業及發展中物業的可變現淨值乃參考管理層根據當時市況對售價的估計，減適用的可變銷售支出及達至竣工所需預計成本釐定。已竣工可出售物業的可變現淨值乃參考管理層根據當時市況對售價的估計，減適用的可變銷售支出釐定。在評估過程中，管理層亦會參考獨立合資格專業估值師按可比較市場價格進行的物業估值。倘市況或需求有變，管理層須修訂該等估計。倘實際市況差於管理層所預計，則可能須對可供發展物業、發展中物業及已竣工可出售物業價值作出額外調整。於二零一八年十二月三十一日，發展中物業及已竣工可出售物業的賬面值分別為2,140,397,000港元（二零一七年：1,916,449,000港元）及669,225,000港元（二零一七年：433,434,000港元）。

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綜合財務報表附註

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

6. REVENUE AND SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by different business lines. In a manner consistent with the way in which information is reported internally to the Group's Executive Directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and performance assessment, the Group has identified the following reportable segments.

Property development	Developing and selling of commercial and residential properties, including undertaking of primary land development activities, in the PRC.
International business settlement ("IBS service")	Providing a fast, highly efficient and low cost financial expressway between different countries by connecting their central banks' real-time settlement and clearing system. Based on its unique block chain regional settlement circle technology, the Group is developing a multi-currency, internationalised and distributed global settlement platform, which aimed at realising point-to-point, "7X24" (i.e. 24 hours a day, 7 days a week), multi-currency and real-time fund settlement and clearing for cross border trading business and individuals around the world.
Financing business	Provision of finance through money lending services, finance leases, leasing, factoring and other related services.

6. 收入及分類呈報

本集團通過業務分類管理其業務，而業務分類由不同業務線組成，方式與向本集團執行董事（即主要營運決策者（「主要營運決策者」））內部呈報資料以用於資源分配及績效評估之方法一致。本集團已識別以下可呈報分類。

物業開發	在中國開發及銷售商業及住宅物業，包括在中國承接一級土地開發業務。
國際商業結算（「國際商業結算服務」）	通過與各國央行實時清算系統連接，為國與國之間提供一條快捷、高效及低成本的金融高速路。基於獨特的區塊鏈的區域清算環技術，本集團將開發一個多幣種、國際化、分佈式的全球清算平台，旨在為全球跨境貿易企業及個人實現全球範圍內點到點、「7X24」（即一天24小時，一週7天）、多幣種及實時的資金清結算。
融資業務	透過放債服務、融資租賃、租賃、保理及其他相關服務提供融資。

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6. REVENUE AND SEGMENT REPORTING (Continued)

Following the expansion of financing business in current reporting period, the CODM considered that the property development segment, international business settlement segment and financing business segment are the main businesses lines and reportable operating segments of the Group. Operations other than these three segments are not significant to the Group and presented as "Others" for reporting purpose.

As a result of above changes, certain prior year figures have been restated to conform with current year's presentation.

(a) Segment revenue and results

For the year ended 31 March 2018

6. 收入及分類呈報 (續)

於本報告期間擴大融資業務後，主要營運決策者認為，物業開發分類、國際商業結算分類以及融資業務分類為本集團的主要業務線及可呈報經營分類。除該三個分類以外的業務營運對本集團而言並不重大，故就呈報用途呈列為「其他」。

由於上述變動，若干過往年度數據已重列，以符合本年度呈列。

(a) 分類收入及業績

截至二零一八年三月三十一日止年度

		International				Total
		Property development	business settlement	Financing business	Others	
		物業開發	國際商業結算	融資業務	其他	總額
		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
REVENUE	收入					
External Sales and segment revenue	對外銷售及分類收入	531,663	–	11,670	–	543,333
Segment profit/(loss)	分類溢利/(虧損)	4,253	(56,986)	6,255	(721)	(47,199)
Unallocated corporate expenses	未分配公司費用					(22,233)
Bank interest income	銀行利息收入					8,344
Loss before taxation	除稅前虧損					(61,088)

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

6. REVENUE AND SEGMENT REPORTING (Continued)

(a) Segment revenue and results (Continued)

For the year ended 31 March 2017 (restated)

6. 收入及分類呈報 (續)

(a) 分類收入及業績 (續)

截至二零一七年三月三十一日止年度 (經重列)

		Property development 物業開發 HK\$'000 千港元	International business settlement 國際商業結算 HK\$'000 千港元	Financing business 融資業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
REVENUE	收入					
External Sales and segment revenue	對外銷售及分類 收入	518,132	4,320	14,612	–	537,064
Segment (loss)/profit	分類 (虧損) / 溢利	(39,557)	(26,207)	7,162	(1,272)	(59,874)
Unallocated corporate expenses	未分配公司費用					(25,468)
Bank interest income	銀行利息收入					4,253
Loss before taxation	除稅前虧損					(81,089)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 4. Segment results represent the results from each segment without allocation of central administration costs including directors' emoluments and interest income. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

營運及應呈報分類之會計政策與附註4所述之本集團之會計政策一致。分類業績指各分類之業績，並未計及分配中央行政費用（包括董事酬金及利息收入）。此為向主要營運決策者呈報資源分配及表現評估情況之方法。

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6. REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment assets and liabilities

6. 收入及分類呈報 (續)

(b) 分類資產及負債

		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)
ASSETS	資產		
Segment assets	分類資產		
Property development	物業開發	2,988,144	2,655,601
International business settlement	國際商業結算	105,948	54,745
Financing business	融資業務	275,886	151,733
Others	其他	965	857
Total segment assets	分類資產總額	3,370,943	2,862,936
Unallocated assets	未分配資產		
Bank balances and cash	銀行結存及現金	1,167,633	1,513,380
Other assets	其他資產	2,744	5,022
Total unallocated assets	未分配資產總額	1,170,377	1,518,402
Consolidated total assets	綜合資產總額	4,541,320	4,381,338
LIABILITIES	負債		
Segment liabilities	分類負債		
Property development	物業開發	(3,144,668)	(2,978,341)
International business settlement	國際商業結算	(59,274)	(17,083)
Financing business	融資業務	(691)	(4,016)
Others	其他	(763)	(692)
Total segment liabilities	分類負債總額	(3,205,396)	(3,000,132)
Unallocated liabilities	未分配負債		
Other liabilities	其他負債	(5,248)	(6,604)
Total unallocated liabilities	未分配負債總額	(5,248)	(6,604)
Consolidated total liabilities	綜合負債總額	(3,210,644)	(3,006,736)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than bank balances and cash and other assets not attributable to respective segments; and
- all liabilities are allocated to operating segments other than other payables not attributable to respective segments.

(c) Other segment information

For the year ended 31 March 2018

Amounts included in the measure of segment profit or loss or segment assets:

6. 收入及分類呈報 (續)

(b) 分類資產及負債 (續)

就監察分類表現及分類間資源分配而言：

- 所有資產已分配入營運分類（銀行結存及現金及不屬於各分類之其他資產除外）；及
- 所有負債已分配入營運分類（不屬於各分類之其他應付款項除外）。

(c) 其他分類資料

截至二零一八年三月三十一日止年度

計量分類溢利或虧損或分類資產時計入之款額：

		Property development	International business settlement	Financing business	Reportable segments' total	Others	Unallocated	Total
		物業開發	國際商業結算	融資業務	可呈報分類總額	其他	未分配	總計
		HK\$'000	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	千港元
Additions to property, plant and equipment	添置物業、廠房及設備	227	5,796	–	6,023	–	76	6,099
Additions to intangible assets	添置無形資產	–	26,648	–	26,648	–	–	26,648
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(130)	(5,980)	(161)	(6,271)	(3)	(806)	(7,080)
Reversal of impairment loss on land development expenditure	土地開發支出之減值虧損撥回	6,428	–	–	6,428	–	–	6,428
Reversal of impairment on trade and other receivables	應收貿易賬項及其他應收賬項減值撥回	5,344	–	–	5,344	–	–	5,344
Government grant	政府資助	–	–	2,427	2,427	–	–	2,427
Finance cost	融資成本	(15,992)	–	–	(15,992)	–	–	(15,992)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. REVENUE AND SEGMENT REPORTING (Continued)

(c) Other segment information (Continued)

For the year ended 31 March 2017

Amounts included in the measure of segment profit or loss or segment assets:

	Property development 物業開發 HK\$'000 千港元	International business settlement 國際 商業結算 HK\$'000 千港元	Financing business 融資業務 HK\$'000 千港元	Reportable segments' total 可呈報 分類總額 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to property, plant and equipment	–	23,104	–	23,104	–	48	23,152
Additions to deposits for purchase of equipment	–	–	50,743	50,743	–	–	50,743
Additions to intangible assets	–	7,715	–	7,715	–	–	7,715
Depreciation of property, plant and equipment	(111)	(1,829)	(153)	(2,093)	(8)	(1,666)	(3,767)
Impairment loss on land development expenditure	(11,511)	–	–	(11,511)	–	–	(11,511)
Impairment on trade and other receivables	(3,809)	–	–	(3,809)	–	–	(3,809)
Finance cost	(33,206)	–	–	(33,206)	–	–	(33,206)

Information about geographical areas

The Group's operations are principally located in the PRC (country of domicile). All revenue from external customers were generated from customers in the PRC. All non-current assets of the Group are mainly located in the PRC.

Information about major customers

The Group's customer base is diversified and none of the customers (2017: none) with whom transactions have exceeded 10% of the Group's revenue during the year ended 31 March 2018.

6. 收入及分類呈報 (續)

(c) 其他分類資料 (續)

截至二零一七年三月三十一日止年度

計量分類溢利或虧損或分類資產時計入之款額：

	Property development 物業開發 HK\$'000 千港元	International business settlement 國際 商業結算 HK\$'000 千港元	Financing business 融資業務 HK\$'000 千港元	Reportable segments' total 可呈報 分類總額 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Additions to property, plant and equipment	–	23,104	–	23,104	–	48	23,152
Additions to deposits for purchase of equipment	–	–	50,743	50,743	–	–	50,743
Additions to intangible assets	–	7,715	–	7,715	–	–	7,715
Depreciation of property, plant and equipment	(111)	(1,829)	(153)	(2,093)	(8)	(1,666)	(3,767)
Impairment loss on land development expenditure	(11,511)	–	–	(11,511)	–	–	(11,511)
Impairment on trade and other receivables	(3,809)	–	–	(3,809)	–	–	(3,809)
Finance cost	(33,206)	–	–	(33,206)	–	–	(33,206)

地理區域資料

本集團之業務主要位於註冊成立國家中國。所有來自外部客戶之收入均來自中國客戶。本集團所有非流動資產主要位於中國。

主要客戶資料

本集團之客戶基礎分散且截至二零一八年三月三十一日止年度並無與客戶之交易(二零一七年：無)超過本集團收入之10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

7. OTHER INCOME, GAINS AND LOSSES

7. 其他收入、收益及虧損

		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)
Interest income	利息收入	8,344	4,253
Government grant	政府資助	2,427	–
Net exchange gain	匯兌收益淨額	11,637	2,066
Reversal of impairment loss/(impairment loss) on land development expenditure	土地開發支出之減值虧損撥回/ (減值虧損)	6,428	(11,511)
Reversal of allowance/(allowance) for bad and doubtful debts	呆壞賬撥備撥回/(撥備)	5,344	(3,809)
Referral fee income	轉介費收入	2,478	–
Others	其他	808	356
		37,466	(8,645)

8. FINANCE COSTS

8. 融資成本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interests on	利息收入		
– bank borrowings	– 銀行借款	83,555	111,442
– other borrowings	– 其他借款	13,723	31,579
		97,278	143,021
Less: amounts capitalised in properties for sale	減：待售物業資本化數額	(81,286)	(109,815)
		15,992	33,206

Borrowing costs capitalised during the years ended 31 March 2018 and 2017 arose from borrowings specifically for the purpose of obtaining qualifying assets.

於截至二零一八年及二零一七年三月三十一日止年度之資本化借款成本乃於特定用作獲取合資格資產之借款中產生。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

9. INCOME TAX

9. 所得稅

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current tax in HK	香港之即期稅項	10	–
Current tax in PRC	中國之即期稅項		
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅（「企業所得稅」）	4,863	2,098
Over provision in respect of prior years	過往年度超額撥備	(895)	–
		3,978	2,098
PRC Land Appreciation Tax (“LAT”)	中國土地增值稅（「土地增值稅」）	204	(3,170)
		4,182	(1,072)
Deferred tax (Note 18)	遞延稅項（附註18）	(100)	5,824
Income Tax	所得稅	4,082	4,752

The provision for the Hong Kong Profits Tax of the subsidiaries established in HK is calculated at 16.5% of the estimated taxable profit for the year ended 31 March 2018 (2017: No provision for Hong Kong Profits Tax has been made as the income of the Group neither arises in nor is derived from HK).

截至二零一八年三月三十一日止年度，在香港成立附屬公司的香港利得稅撥備乃按估計應課稅溢利的16.5%計算（二零一七年：由於本集團的收入並非在香港產生，亦非來自香港，故並無計提香港利得稅）。

The PRC EIT is calculated on the applicable tax rate on assessable profits, if applicable. The applicable EIT rate for the Company's PRC subsidiaries during the year ended 31 March 2018 is 25% (2017: 25%).

中國企業所得稅按應課稅溢利之適用稅率計算（如適用）。截至二零一八年三月三十一日止年度，本公司中國附屬公司之適用企業所得稅稅率為25%（二零一七年：25%）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

9. INCOME TAX (Continued)

The income tax expense for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得稅 (續)

本年度之所得稅開支與綜合損益及其他全面收益表所載之除稅前虧損之對賬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(61,088)	(81,089)
Tax calculated at the domestic income tax rate of 25%	按本地所得稅稅率25%計算之稅項	(15,272)	(20,272)
Effect of difference tax rates of subsidiaries operating in other jurisdiction	於其他司法權區經營的附屬公司的稅率差額之影響	3,257	–
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	580	6,489
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(1)	(1)
Tax effect of tax loss not recognised	未確認稅項虧損之稅務影響	16,260	20,914
Over-provision in respect of prior years	過往年度之超額撥備	(895)	–
LAT	土地增值稅	204	(3,170)
Tax effect of LAT	土地增值稅之稅務影響	(51)	792
Income tax for the year	本年度之所得稅	4,082	4,752

The domestic income tax rate represents the tax rate in the jurisdiction where the operation of the Group is substantially based.

本地所得稅稅率指本集團主要營運所在司法權區之稅率。

The Group is required to prepay LAT and EIT in accordance with the relevant PRC tax rules in respect of pre-sale of property development projects. As at 31 March 2018, the amount of prepaid LAT and EIT in respect of deposits received for sales of properties amounted to approximately HK\$14,765,000 (2017: HK\$11,571,000), which has been presented as deduction against the tax liabilities of the respective subsidiary in the consolidated statement of financial position.

本集團須根據中國相關稅務規例，就預售物業發展項目預付土地增值稅及企業所得稅。於二零一八年三月三十一日，有關出售物業收取按金的已預付土地增值稅及企業所得稅金額約為14,765,000港元（二零一七年：11,571,000港元），並扣除各附屬公司於綜合財務狀況表之稅項負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

9. INCOME TAX (Continued)

At the end of the reporting period, the Group has the following unused tax losses that can be carried forward to future years. Their respective expiration years are as follows:

Expiry year	到期年份	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
2019	二零一九年	2,889	3,013
2020	二零二零年	46,218	2,889
2021	二零二一年	65,007	46,218
2022	二零二二年	41,849	65,007
No expiry date	無到期日	93,359	58,219
		249,322	175,346

10. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Directors' emoluments (Note (a))	董事酬金(附註(a))	4,188	3,322
Other staff salaries, wages and allowances	其他員工薪金、工資及津貼	36,550	25,012
Other staff retirement scheme contributions	其他員工之退休計劃供款	4,092	1,839
		44,830	30,173
Less: staff costs capitalised in properties for sale	減: 於待售物業資本化之員工成本	(1,890)	(2,462)
Total staff costs	員工成本總額	42,940	27,711

9. 所得稅(續)

於報告期末,本集團有下列可結轉至未來年度之未動用稅項虧損。彼等各自到期年份如下:

10. 本年度虧損

本年度虧損已扣除:

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

10. LOSS FOR THE YEAR (Continued)

10. 本年度虧損 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of inventories recognised as expenses	確認為開支的存貨成本	494,350	479,297
Auditor's remuneration	核數師酬金	1,700	1,800
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	7,080	3,767
Research and development expenses not capitalised	未撥充資本之研發開支	10,522	10,725
Rental expenses in respect of rented premises	有關租賃物業之租金開支	16,190	5,781

Notes:

附註:

(a) Information regarding directors' and chief executive's emoluments

(a) 有關董事及最高行政人員酬金之資料

Directors' and the chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

根據適用上市規則及公司條例披露之董事及最高行政人員年內酬金列載如下:

		Fees 袍金 HK\$'000 千港元	Salaries, wages and allowances 薪金、工資及 津貼 HK\$'000 千港元	Retirement scheme contributions 退休計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 March 2018		截至二零一八年三月三十一日止年度			
EXECUTIVE DIRECTORS		執行董事			
Yuen Leong	袁亮	–	780	–	780
Luan Li	樂利	–	960	18	978
Luo Feng (note (i))	羅峰 (附註(i))	–	461	–	461
Li Na (note (ii))	李娜 (附註(ii))	–	26	–	26
Hu Jianjun (note (iii))	胡建軍 (附註(iii))	–	735	12	747
Sub-total	小計	–	2,962	30	2,992
NON-EXECUTIVE DIRECTORS		非執行董事			
Lam Man Kit, Dominic (note (iv))	林文傑 (附註(iv))	96	–	–	96
Yap Yung	葉勇	200	–	–	200
Zhang Guangsheng	張光生	200	–	–	200
Chan Siu Tat (note (v))	陳少達 (附註(v))	200	–	–	200
Shao Ping (note (vi))	邵平 (附註(vi))	500	–	–	500
Sub-total	小計	1,196	–	–	1,196
Total	總計	1,196	2,962	30	4,188

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

10. LOSS FOR THE YEAR (Continued)

Notes: (Continued)

(a) Information regarding directors' and chief executive's emoluments (Continued)

10. 本年度虧損 (續)

附註: (續)

(a) 有關董事及最高行政人員酬金之資料 (續)

		Fees	Salaries, wages and allowances	Retirement scheme contributions	Total
		袍金	薪金、工資及津貼	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
For the year ended 31 March 2017	截至二零一七年三月三十一日止年度	千港元	千港元	千港元	千港元
EXECUTIVE DIRECTORS	執行董事				
Yuen Leong	袁亮	–	600	–	600
Luan Li	樂利	–	960	18	978
Luo Feng (note (i))	羅峰 (附註(i))	–	502	–	502
Li Na (note (ii))	李娜 (附註(ii))	–	314	–	314
Sub-total	小計	–	2,376	18	2,394
NON-EXECUTIVE DIRECTORS	非執行董事				
Lam Man Kit, Dominic (note (iv))	林文傑 (附註(iv))	200	–	–	200
Yap Yung	葉勇	200	–	–	200
Zhang Guangsheng	張光生	200	–	–	200
Chan Siu Tat (note (v))	陳少達 (附註(v))	105	–	–	105
Shao Ping (note (vi))	邵平 (附註(vi))	223	–	–	223
Sub-total	小計	928	–	–	928
Total	總計	928	2,376	18	3,322

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

10. LOSS FOR THE YEAR (Continued)

Notes: (Continued)

(a) Information regarding directors' and chief executive's emoluments (Continued)

Notes:

- (i) retired on 22 September 2017
- (ii) resigned on 18 April 2017
- (iii) appointed on 22 August 2017
- (iv) retired on 22 September 2017
- (v) appointed on 23 September 2016
- (vi) appointed on 21 October 2016 and resigned on 4 June 2018

The emoluments of executive directors disclosed above were mainly for services in connection with the management of affairs of the Company and the Group.

The non-executive directors' emoluments shown above were mainly for their services as the Directors of the Company or its subsidiaries.

(b) Employees' emoluments

The five highest paid individuals of the Group included three directors (2017: three directors), whose emoluments are disclosed above. The emoluments of the remaining two (2017: two) highest paid employees are as follows:

10. 本年度虧損 (續)

附註: (續)

(a) 有關董事及最高行政人員酬金之資料 (續)

附註:

- (i) 於二零一七年九月二十二日退任
- (ii) 於二零一七年四月十八日辭任
- (iii) 於二零一七年八月二十二日獲委任
- (iv) 於二零一七年九月二十二日退任
- (v) 於二零一六年九月二十三日獲委任
- (vi) 於二零一六年十月二十一日獲委任及於二零一八年六月四日辭任

上文披露之執行董事酬金乃主要涉及就本公司及本集團管理事務提供服務。

上文所示之非執行董事酬金乃主要涉及彼等作為本公司或其附屬公司之董事提供之服務。

(b) 僱員酬金

本集團五名最高薪人士包括三名(二零一七年: 三名)董事, 彼等之酬金已於上文披露。其餘兩名(二零一七年: 兩名)最高薪僱員之酬金如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, wages and allowances	薪金、工資及津貼	2,360	2,360
Retirement scheme contributions	退休計劃供款	36	36
		2,396	2,396

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

10. LOSS FOR THE YEAR (Continued)

Notes: (Continued)

- (b) Employees' emoluments (Continued)
Their emoluments were within the following bands:

		2018 二零一八年 number of employee 僱員人數	2017 二零一七年 number of employee 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		2	2

During the years ended 31 March 2018 and 2017, no emoluments were paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. No director had waived any emoluments during both years.

截至二零一八年及二零一七年三月三十一日止年度，本集團並無向董事或五名最高薪人士支付任何酬金，作為彼等加入或於加入本集團時之獎勵，或作為離職補償。於該兩個年度內均無任何董事放棄任何酬金。

11. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purposes of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔本年度虧損	(67,640)	(78,467)
Weighted average number of shares for the purposes of basic loss per share	用於計算每股基本虧損之股份加權平均數	20,319,072,320	19,389,757,252

No diluted earnings per share were presented as there were no potential ordinary shares in issue for both years.

10. 本年度虧損 (續)

附註：(續)

- (b) 僱員酬金 (續)
彼等之酬金介乎以下範圍：

		2018 二零一八年 number of employee 僱員人數	2017 二零一七年 number of employee 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		2	2

截至二零一八年及二零一七年三月三十一日止年度，本集團並無向董事或五名最高薪人士支付任何酬金，作為彼等加入或於加入本集團時之獎勵，或作為離職補償。於該兩個年度內均無任何董事放棄任何酬金。

11. 每股虧損

本公司擁有人應佔每股基本虧損乃按以下數據為基準計算：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purposes of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔本年度虧損	(67,640)	(78,467)
Weighted average number of shares for the purposes of basic loss per share	用於計算每股基本虧損之股份加權平均數	20,319,072,320	19,389,757,252

由於兩個年度並無潛在已發行普通股，故並無呈列每股攤薄盈利。

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

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Furniture and office equipment 傢私及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租約物業 裝修 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本				
At 1 April 2016	於二零一六年四月一日	2,314	2,528	4,315	9,157
Exchange adjustments	匯兌調整	(634)	(191)	(340)	(1,165)
Additions	添置	23,152	–	–	23,152
Disposals	出售	(211)	–	(16)	(227)
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日 及二零一七年四月一日	24,621	2,337	3,959	30,917
Exchange adjustments	匯兌調整	2,555	243	411	3,209
Additions	添置	6,099	–	–	6,099
At 31 March 2018	於二零一八年三月三十一日	33,275	2,580	4,370	40,225
DEPRECIATION AND IMPAIRMENT	折舊及減值				
At 1 April 2016	於二零一六年四月一日	1,820	1,237	2,361	5,418
Exchange adjustments	匯兌調整	(150)	(148)	(309)	(607)
Provided for the year	本年度撥備	1,983	409	1,375	3,767
Eliminated on disposals	出售之抵銷	(28)	–	(14)	(42)
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日 及二零一七年四月一日	3,625	1,498	3,413	8,536
Exchange adjustments	匯兌調整	693	176	383	1,252
Provided for the year	本年度撥備	6,066	440	574	7,080
At 31 March 2018	於二零一八年三月三十一日	10,384	2,114	4,370	16,868
CARRYING VALUES	賬面值				
At 31 March 2018	於二零一八年三月三十一日	22,891	466	–	23,357
At 31 March 2017	於二零一七年三月三十一日	20,996	839	546	22,381

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

13. INTANGIBLE ASSETS

The movements in intangible assets during the year is summarised as follows:

		HK\$'000 千港元
Transferred from deposits (Note 39)	轉撥自按金(附註39)	24,823
Additions	添置	7,715
As at 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	32,538
Additions	添置	26,648
As at 31 March 2018	於二零一八年三月三十一日	59,186

The Group paid to an independent software company to assist the Group in developing a settlement platform for connecting with the systems of the central banks and commercial banks of the countries along the “one belt and one road”. The platform is in the stage of testing in docking with banking system, in the view of the Directors, the platform will generate future economic benefits. The expected useful life of the platform is 10 years and the intangible assets will be amortised when it is ready for use.

13. 無形資產

於年內無形資產的變動概述如下：

本集團向一家獨立軟件公司付款以協助本集團開發與「一帶一路」沿線國家央行及商業銀行的系統對接之結算平台。該平台現處於測試對接銀行系統階段，董事認為，該平台將於未來產生經濟利益。平台之預期使用年期為10年，而當該無形資產準備使用時將予以攤銷。

14. INTERESTS IN ASSOCIATES

Cost of interest in associates	於聯營公司之權益之成本
Share of post-acquisition loss and other comprehensive income	應佔收購後虧損及其他全面收入

14. 於聯營公司之權益

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of interest in associates	56,648	56,648
Share of post-acquisition loss and other comprehensive income	(56,648)	(56,648)
	-	-

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14. INTERESTS IN ASSOCIATES (Continued)

During the year ended 31 March 2015, Fastmind Investments Limited and Acme Day Limited (“Mining Group”) made a loss due to (a) pre-operating loss: the Mining Group incurred expenses for preparing for commercial operations which will start after successful completion of the exploration and evaluation stages; and (b) impairment loss on intangible assets and property, plant and equipment, amounting to approximately HK\$24,236,000, mainly due to decrease in metals market prices by comparing to previous year. Interests in associates was fully impaired as at 31 March 2015 and no further share of the loss of the associates is recognised by the Group in both 2018 and 2017, accordingly.

As at 31 March 2018 and 2017, the Group had interests in the following associates through a non-wholly owned subsidiary:

Name of associates	Place of incorporation/ establishment/ operation	Issued and fully paid up share capital/ registered capital	Effective equity interest attributable to the Company as at 31 March 2018 and 2017 本公司於二零一八年及二零一七年三月三十一日應佔實際股本權益 %	Principal activities	Legal form
聯營公司名稱	註冊成立/成立/經營地點	已發行及悉數繳足股本/註冊資本		主要業務	法定形式
Fastmind Investments Limited 特穎投資有限公司	Hong Kong 香港	HK\$100 100港元	27	Investment holding of mining operation 採礦業務之投資控股	Private limited liability company 私人有限公司
Acme Day Limited 萃協有限公司	Hong Kong 香港	HK\$100 100港元	27	Investment holding of mining operation 採礦業務之投資控股	Private limited liability company 私人有限公司

During the year, the Group’s shareholding in Fastmind Investments Limited and Acme Day Limited had been pledged for a bank loan borrowed by Mining Group’s subsidiary company.

14. 於聯營公司之權益 (續)

截至二零一五年三月三十一日止年度，特穎投資有限公司及萃協有限公司（「採礦集團」）錄得虧損，由於(a)營運前虧損：採礦集團就其將在其成功完成開採及挖掘階段後開始籌備商業運營產生之開支；及(b)主要由於較過往年度金屬市場價格下跌導致之無形資產及物業、廠房及設備之減值虧損約24,236,000港元。於二零一五年三月三十一日，於聯營公司之權益已悉數減值，因此，本集團於二零一八年及二零一七年均無繼續確認應佔聯營公司之虧損。

於二零一八年及二零一七年三月三十一日，本集團透過一間非全資附屬公司擁有以下聯營公司的權益：

年內，本集團於特穎投資有限公司及萃協有限公司所持之股權已作為採礦集團附屬公司之一項銀行貸款之質押。

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15. FACTORING RECEIVABLES

15. 應收保理款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Carrying amount of factoring receivables	應收保理款項之賬面值	123,150	99,964
Less: amounts due within one year shown under current assets	減：流動資產項下所示之一年內到期之款項	(123,150)	(31,710)
		-	68,254

16. FINANCE LEASE RECEIVABLES

16. 融資租賃應收款項

		2018 二零一八年 Minimum lease receipts 應收 最低租金 HK\$'000 千港元	2018 二零一八年 Unearned finance lease income 未賺取 融資租賃收入 HK\$'000 千港元	2018 二零一八年 Present value of minimum lease receipts 應收 最低租金現值 HK\$'000 千港元	2017 二零一七年 Minimum lease receipts 應收 最低租金 HK\$'000 千港元	2017 二零一七年 Unearned finance lease income 未賺取 融資租賃收入 HK\$'000 千港元	2017 二零一七年 Present value of minimum lease receipts 應收 最低租金現值 HK\$'000 千港元
Finance lease receivables comprise:	融資租賃應收款項包括：						
Within one year	一年以內	-	-	-	187	(65)	122
In more than one year but not more than two years	一年以上兩年以下	-	-	-	187	(54)	133
In more than two years but not more than three years	兩年以上三年以下	-	-	-	187	(37)	150
		-	-	-	561	(156)	405

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17. LOAN RECEIVABLES

17. 應收貸款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Carrying amount of loan receivables	應收貸款之賬面值	152,275	–
Less: current portion included in current assets	減：計入流動資產之即期部分	(18,571)	–
Amounts due after one year included in non-current assets	計入非流動資產之一年後到期款項	133,704	–

As at 31 March 2018, loans receivable were secured by collaterals.

於二零一八年三月三十一日，應收貸款以抵押品擔保。

The customers are obliged to settle the amounts according to the terms set out in relevant contracts. Interest rates are offered based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collaterals as well as the general economic trends. The Group's loan principals charged interests at rate approximately 1.5% per quarter (2017: nil).

客戶須根據相關合約載列的條款結算有關款項。利率乃根據對多項因素的評估釐定，包括借款人的信譽及還款能力、抵押品及一般經濟趨勢。本集團的貸款本金按每季度約1.5%（二零一七年：零）的利率收取利息。

The Directors consider that the fair values of loan receivables are not materially different from their carrying amounts.

董事認為，應收貸款的公允值與其賬面值並無重大差異。

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17. LOAN RECEIVABLES (Continued)

A maturity profile of the loan receivables based on the maturity date at the end of reporting period is as follow:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	18,571	–
2 to 5 years	二至五年	89,887	–
Over 5 years	五年以上	43,817	–
		152,275	–

The ageing analysis of loan receivables based on the loan drawdown date at the end of reporting period is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 30 days	0至30日	3,694	–
181 to 360 days	181至360日	148,581	–
		152,275	–

As at 31 March 2018, all of the loan receivables were neither past due nor impaired. These balances related to customers that have good repayment record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

17. 應收貸款 (續)

於報告期末基於到期日的應收貸款到期情況如下：

於報告期末基於貸款提取日期的應收貸款的賬齡分析如下：

於二零一八年三月三十一日，所有應收貸款均尚未逾期且並無減值。該等結餘與在本集團擁有良好還款記錄的客戶有關。根據過往經驗，董事認為，由於信用質素並無任何重大變動及有關結餘仍被視為可完全收回，故無需就該等結餘計提減值撥備。

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18. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements during the current and prior year are as follow:

		LAT	Properties for sale	Profit sharing from land development expenditure	Others	Total
		土地增值稅	待售物業	支出溢利分成	其他	總計
		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
		(note (a))	(note (b))	(note (c))		
		(附註(a))	(附註(b))	(附註(c))		
At 31 March 2016	於二零一六年三月三十一日	–	5,361	42,723	(3,692)	44,392
(Charge)/credit to profit or loss	(扣除自)/計入損益	–	(5,141)	(5,090)	4,407	(5,824)
Exchange adjustments	匯兌調整	–	(220)	(2,544)	132	(2,632)
At 31 March 2017	於二零一七年三月三十一日	–	–	35,089	847	35,936
Credit/(charge) to profit or loss	計入/(扣除自)損益	3,365	–	(2,380)	(885)	100
Exchange adjustments	匯兌調整	149	–	3,128	38	3,315
At 31 March 2018	於二零一八年三月三十一日	3,514	–	35,837	–	39,351

Notes:

- (a) Balance represents taxable temporary difference arising from provision of LAT.
- (b) The amount as at 31 March 2016 mainly represents the deductible temporary difference arising from the impairment of properties for sale.

18. 遞延稅項

以下為於本年度及過往年度已確認主要遞延稅項資產(負債)以及有關變動:

附註:

- (a) 結餘指土地增值稅撥備產生之應課稅臨時差額。
- (b) 於二零一六年三月三十一日之金額主要指待售物業減值產生之可扣減臨時差額。

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18. DEFERRED TAXATION (Continued)

Notes: (Continued)

(c) Starting from 2010, 柳州正和樺桂置業集團有限公司 (Liuzhou Zhenghe Huagui Zhiye Group Company Limited*, “Liuzhou Zhenghe”) has been engaged in land development project and in previous years before Liuzhou Zhenghe was acquired by the Group, 4 parcels of land developed by Liuzhou Zhenghe were put on public auction and acquired by Liuzhou Zhenghe itself for property development purpose. Liuzhou Zhenghe shared the related profit with joint developer and paid tax on the shared profit. On the Group’s consolidation, this shared profit element was included in properties for sale and eliminated. The related tax paid on this shared profit was treated as deferred tax assets and will be released when the related properties are sold. As at 31 March 2018, the Group’s deferred tax assets arising from profit sharing of the primary land development project amounting to approximately HK\$35,837,000 (2017: HK\$35,089,000).

19. LAND DEVELOPMENT EXPENDITURE

During the year, land development cost amounted to approximately RMB140,285,000 (equivalent to approximately HK\$161,759,000) has been received and an impairment loss of HK\$6,428,000 previously recognised was reversed.

20. PROPERTIES FOR SALE

18. 遞延稅項

附註：(續)

(c) 自二零一零年起，柳州正和華桂置業集團有限公司（「柳州正和」）一直從事土地開發項目且在本集團收購柳州正和前數年，柳州正和開發的四幅土地推出作公開拍賣，並由其本身投得該等土地作物業開發用途。柳州正和與合作發展商分成相關溢利，並就分成溢利支付稅項。於本集團綜合賬目內，此分成溢利部分乃計入待售物業並獲抵銷。就此項分成溢利支付之相關稅項當做遞延稅項資產對待，並將於相關物業售出時解除。於二零一八年三月三十一日，本集團之一級土地開發項目溢利分成產生之遞延稅項資產約為35,837,000港元（二零一七年：35,089,000港元）。

19. 土地開發支出

於本年度內，土地開發成本約人民幣140,285,000元（相當於約161,759,000港元）已收回並撥回早前確認的減值虧損6,428,000港元。

20. 待售物業

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Completed properties for sale	已落成待售物業	669,225	433,434
Properties under development for sale	持作出售發展中物業	2,140,397	1,916,449
		2,809,622	2,349,883
Carrying amount of properties under development for sale expected to be completed:	預期落成之持作出售發展中物業之賬面值：		
– within one year	— 一年內	741,002	883,496
– after one year	— 一年後	1,399,395	1,032,953
		2,140,397	1,916,449

* The English name is for identification purpose only

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20. PROPERTIES FOR SALE (Continued)

As at 31 March 2018, certain properties for sale with carrying amount of approximately HK\$827,943,000 (2017: HK\$969,207,000) were pledged to secure certain bank borrowings granted to the Group.

During the year ended 31 March 2018 and 2017, there is no impairment recognised as the net realisable value is higher than carrying amount for both years.

20. 待售物業 (續)

於二零一八年三月三十一日，賬面值約827,943,000港元（二零一七年：969,207,000港元）之若干待售物業已予質押，作為本集團取得若干銀行借款之擔保。

截至二零一八年及二零一七年三月三十一日止年度，因可變現淨值高於兩個年度的賬面值，故並無確認減值。

21. TRADE AND OTHER RECEIVABLES

21. 應收貿易賬項及其他應收賬項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	應收貿易賬項	3,648	5,078
Less: allowance for bad and doubtful debts	減：呆壞賬撥備	–	(4,852)
		3,648	226
Other receivables and prepayments:	其他應收賬項及預付款項：		
Other deposits	其他按金	14,978	11,938
Prepayments for construction work	建築工程之預付款項	46,919	39,150
Other tax prepayment	其他稅項預付款項	35,954	26
Other receivables	其他應收賬項	21,281	8,875
Other prepayments	其他預付款項	7,389	1,207
Receivables for platform fee	平台費用應收款項	–	3,383
Amounts due from a third party	應收一名第三方款項	24,630	27,063
Total trade and other receivables	應收貿易賬項及其他應收賬項總額	154,799	91,868

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21. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables (net of allowance for bad and doubtful debts) of the Group presented based on the date of delivery of properties to the customers and the date the consultancy services provided at the end of the reporting period:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
91-180 days	91至180日	3,648	–
1-2 years	一至兩年	–	226
		3,648	226

Aging of trade receivables (net of allowance for bad and doubtful debts) which are past due but not impaired

21. 應收貿易賬項及其他應收賬項 (續)

於報告期末，本集團之應收貿易賬項（扣除呆壞賬撥備）之賬齡分析（按向客戶交付物業日期及提供顧問服務日期計算）呈列如下：

已逾期但尚未減值的應收貿易賬項（扣除呆壞賬撥備）賬齡如下

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
1-2 years	一至兩年	–	226

Movement in the allowance for bad and doubtful debts during the year in respect of trade receivables

年內有關應收貿易賬項之呆壞賬撥備變動

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	4,852	1,202
Impairment losses recognised	已確認減值虧損	–	3,809
Reversal of impairment loss previously recognised	撥回過往確認的減值虧損	(5,344)	–
Exchange adjustments	匯兌調整	492	(159)
		–	4,852

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22. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Restricted bank deposits

Restricted bank deposits amounting to approximately HK\$11,947,000 as at 31 March 2018 (2017: HK\$32,336,000) mainly represent the proceeds from pre-sale of properties with the restriction of use for settlement of construction costs for relevant property project, which will be released upon the completion of the relevant project.

The Group's restricted bank deposits carry interest at prevailing market rates which range from 0.3% to 0.35% per annum as at 31 March 2018 (2017: 0.3% to 0.35% per annum).

Bank balances and cash

As at 31 March 2018, bank balances and cash comprise cash held by the Group and short-term bank deposits which carry variable interest rates ranging from 0.01% to 0.38% (2017: 0.01% to 0.38%) per annum with an original maturity of three months or less.

At the end of the reporting period, included in the bank balances and cash are following amount denominated in currency other than the functional currency of the respective group entity:

22. 受限制銀行存款／銀行結存及現金 受限制銀行存款

於二零一八年三月三十一日，受限制銀行存款約11,947,000港元（二零一七年：32,336,000港元），主要指預售物業的所得款項，只限用於支付有關物業項目的建築成本，受限制存款將於有關項目竣工後獲解除。

於二零一八年三月三十一日，本集團受限制銀行存款按介乎0.3%至0.35%之現行市場年利率計息（二零一七年：年利率0.3%至0.35%）。

銀行結存及現金

於二零一八年三月三十一日，銀行結存及現金包括本集團所持有之現金及原定到期日為三個月或以下，浮動年利率介乎0.01%至0.38%（二零一七年：0.01%至0.38%）之短期銀行存款。

於報告期末，銀行結存及現金包括下列以各集團實體之功能貨幣以外之貨幣計值之款項：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$	港元	1,048,444	1,382,817
Euro ("EUR")	歐元（「歐元」）	16,925	3,027
United States Dollars ("USD")	美元（「美元」）	94	212
Kyrgyzstan Som ("KGS")	吉爾吉斯斯坦索姆（「索姆」）	115	—
		1,065,578	1,386,056

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23. TRADE AND OTHER PAYABLES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade payables	應付貿易賬項	8,680	13,712
Accrued construction cost to contractors	應付承包商之應計建築成本	803,459	355,239
Interest payable	應付利息	15,867	40,492
Amounts due to third parties	應付第三方款項	15,954	27,144
Other payables	其他應付賬項	57,490	5,793
Other tax payables	其他應付稅項	16,166	11,479
Bill payables	應付票據	–	16,914
Receipt in advance from customers	預收客戶款項	16,447	4,962
		934,063	475,735

The following is an aged analysis of the Group's trade payables presented based on the date of materials received at the end of the reporting period:

0-90 days	0至90日	8,680	13,712
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23. 應付貿易賬項及其他應付賬項

以下為本集團應付貿易賬項於報告期末根據已收取材料日期的賬齡分析：

24. DEPOSITS RECEIVED FOR SALE OF PROPERTIES

Considerations in respect of properties sold are received in accordance with the terms of the related sales and purchase agreements, certain portion are received on or before the date of delivery of the properties to customers which is recorded as deposits received for sale of properties.

As at 31 March 2018, the Group has received deposits of approximately HK\$781,091,000 (2017: HK\$725,889,000) in which the titles of the properties are not expected to be transferred to the customers within 12 months.

24. 待售物業所收按金

已售物業之代價乃根據相關買賣協議之條款收取，若干部分於向客戶交付物業當日或之前收取，其入賬列為待售物業所收按金。

於二零一八年三月三十一日，本集團已收取按金約781,091,000港元（二零一七年：725,889,000港元），當中預計物業所有權不會於十二個月內轉移予客戶。

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25. BORROWINGS

25. 借款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank borrowings, secured (Note (a))	有抵押銀行借款(附註(a))	724,922	902,613
Other borrowings, unsecured (Note (b))	無抵押其他借款(附註(b))	157,453	338,290
		882,375	1,240,903
Carrying amount of borrowings repayable:	按下列情況償還的借款賬面值：		
Within one year	一年內	813,590	885,699
More than one year, but not exceeding two years	超過一年，但不超過兩年	68,785	39,467
More than two years, but not exceeding five years	超過兩年，但不超過五年	-	315,737
		882,375	1,240,903
Less: amounts shown under current liabilities	減：流動負債項下顯示的款項	(813,590)	(885,699)
		68,785	355,204

All borrowings were fixed-rate borrowings and denominated in RMB during both years.

於兩個年度內，所有借款均為固定利率借款，且以人民幣計值。

The ranges of effective interest rates on the Group's fixed-rate borrowings are as follows:

有關本集團固定利率借款之實際利率之範圍如下：

		2018 二零一八年	2017 二零一七年
Effective interest rate	實際利率	3% – 24%	6% – 24%

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25. BORROWINGS (Continued)

Notes:

- (a) The followings show the carrying amounts of assets pledged to secure the bank borrowings provided to the Group:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Secured by:		
Properties for sale (Note 20)	827,943	969,207

In addition to the Group's own assets pledged, 廣西正和實業集團有限公司 (Guangxi Zhenghe Industrial Co., Ltd*), the former related party of Liuzhou Zhenghe and other related parties of former shareholder of Liuzhou Zhenghe had also pledged certain assets to banks to secure the borrowings granted to the Group.

- (b) As at 31 March 2018, the Group's other borrowing represent (i) an unsecured borrowing of HK\$123,150,000 (2017: HK\$315,737,000) provided by a third party with interest at a fixed rate of 5.00% (2017: 6.00%) per annum and repayable in July 2018; (ii) an unsecured borrowing of HK\$23,836,000 (2017: HK\$22,553,000) provided by another third party with interest at a fixed rate of 24% (2017: 24%) per annum and repayable in May 2018; and (iii) unsecured borrowings of HK\$10,467,000 (2017: nil) provided by another third parties with interest at a fixed rate of 18% (2017: nil) per annum and repayable in January 2019.

* The English name is for identification purpose only

25. 借款 (續)

附註:

- (a) 為本集團之銀行借款作擔保之已抵押資產的賬面值載列如下:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Secured by:		
Properties for sale (Note 20)	827,943	969,207

除本集團自身已抵押之資產外，廣西正和實業集團有限公司（柳州正和之前關聯人士）及柳州正和前股東之其他關聯人士亦向銀行抵押若干資產以為授予本集團之借款作擔保。

- (b) 於二零一八年三月三十一日，本集團其他借款指(i)一名第三方提供的無抵押借款123,150,000港元（二零一七年：315,737,000港元），該借款按固定年利率5.00%（二零一七年：6.00%）計息，須於二零一八年七月償還；(ii)另一名第三方提供的無抵押借款23,836,000港元（二零一七年：22,553,000港元），該借款按固定年利率24%（二零一七年：24%）計息，須於二零一八年五月償還；及(iii)另一名第三方提供的無抵押借款10,467,000港元（二零一七年：零），該借款按固定年利率18%計息，須於二零一九年一月償還。

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26. SHARE CAPITAL

26. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.001 each At 1 April 2016, 31 March 2017 and 2018	每股面值0.001港元之普通股 於二零一六年四月一日、 二零一七年及 二零一八年 三月三十一日	498,000,000,000	498,000
Non-voting convertible preference shares of HK\$0.001 each At 1 April 2016, 31 March 2017 and 2018	每股面值0.001港元之 無投票權可換股優先股 於二零一六年四月一日、 二零一七年及 二零一八年三月三十一日	2,000,000,000	2,000
		500,000,000,000	500,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.001 each At 1 April 2016	每股面值0.001港元之普通股 於二零一六年四月一日	19,039,072,320	19,039
Placing of new shares (note)	配售新股份(附註)	1,280,000,000	1,280
At 31 March 2017 and 31 March 2018	於二零一七年三月三十一日及 二零一八年三月三十一日	20,319,072,320	20,319

Note:

附註：

On 22 December 2016, a placement of 1,280,000,000 new shares at par value of HK\$0.001 each was completed. The placing price was HK\$1.25 per share. The difference between the placing price and the par value of the issued shares of HK\$1,585,920,000, after deducting of the related cost amounting to HK\$12,800,000, was recognised in the share premium account.

於二零一六年十二月二十二日，完成按每股面值0.001港元配售1,280,000,000股新股份。配售價為每股1.25港元。配售價與已發行股份面值1,585,920,000港元（經扣除相關成本12,800,000港元）之差額於股份溢價賬確認。

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27. CONTRIBUTED SURPLUS

The contributed surplus of the Group represents the difference between the nominal value of the shares and share premium of the then holding company and the nominal value of the Company's shares issued for the group reorganisation on 25 May 1993, together with the amounts transferred from share capital and share premium account as a result of the capital reduction taken place in August 2001, less dividends paid, amounts utilised on redemption of shares and amount eliminated against accumulated losses.

27. 實繳盈餘

本集團之實繳盈餘為當時控股公司之股份面值及股份溢價與本公司於一九九三年五月二十五日因集團重組而發行之股份面值之差額，連同因於二零零一年八月削減股本由股本及股份溢價賬轉撥之款項，減已派付股息、贖回股份所用款項與抵銷累計虧損之款項。

28. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

28. 綜合現金流量表附註

融資活動所產生負債之對賬如下：

		Borrowings	Interest payable	non-controlling interests	Amount due to ultimate holding company	Amounts due to third parties
		借款	應付利息	應付非控制權益款項	應付最終控股公司款項	應付第三方款項
		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
As at 1 April 2017	於二零一七年四月一日	1,240,903	40,492	54,639	2,309	27,144
Changes from cash flows:	現金流量產生之變動：					
New borrowings raised	新籌集借款	67,124	-	-	-	-
Interest paid	已付利息	-	(124,432)	-	-	-
Advances	墊款	-	-	1,887	-	-
Repayments	償還	(519,935)	-	-	(5)	(13,110)
Total changes from financing cash flows	融資現金流量變動總額	(452,811)	(124,432)	1,887	(5)	(13,110)
Interest incurred	已產生利息	-	97,278	-	-	-
Exchange adjustments	匯兌調整	94,283	2,529	4,982	-	1,920
As at 31 March 2018	於二零一八年三月三十一日	882,375	15,867	61,508	2,304	15,954

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29. OPERATING LEASE COMMITMENTS

The Group made minimum lease payments of approximately HK\$16,190,000 (2017: HK\$5,781,000) under operating leases during the year in respect of rented premises and office equipment.

As at 31 March 2018, the Group had commitments for future minimum lease payments of approximately HK\$14,280,000 (2017: HK\$3,520,000) under non-cancellable operating leases which fall due as follows:

29. 經營租約承擔

本集團於本年度根據租賃物業及辦公室設備之經營租約作出之最低租約付款約為16,190,000港元（二零一七年：5,781,000港元）。

於二零一八年三月三十一日，本集團根據不可撤銷經營租約而須於以下到期日支付之最低日後租金承擔約14,280,000港元（二零一七年：3,520,000港元）如下：

		2018 二零一八年	2018 二零一八年	2017 二零一七年	2017 二零一七年
		Rented premises 租賃物業	Office equipment 辦公室設備	Rented premises 租賃物業	Office equipment 辦公室設備
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	7,813	–	3,224	6
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)	6,467	–	290	–
		14,280	–	3,514	6

Leases are negotiated for a term of 1 to 3 years with fixed rentals.

租約協定為期一至三年，並已固定租金。

30. OTHER COMMITMENTS

30. 其他承擔

		2018 二零一八年	2017 二零一七年
		HK\$'000 千港元	HK\$'000 千港元
Commitments contracted for:	有關下列各項已訂約之承擔：		
– construction for properties for sale	– 建設待售物業	242,186	916,197
– development of settlement platform	– 開發結算平台	14,872	44,292
– purchase of equipment	– 購買設備	–	50,743
		257,058	1,011,232

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31. CONTINGENT LIABILITIES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Guarantees given to banks for mortgage facilities granted to purchasers of the Group's properties	就授予本集團物業買家之按揭融資向銀行提供之擔保	747,359	481,828

Note:

The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchaser to banks, the Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the dates of grant of the relevant mortgage loans and ends after the buyer obtained the individual property ownership certificate.

32. SHARE OPTION SCHEME

On 5 September 2014, pursuant to an ordinary resolution passed by the shareholders of the Company at the general meeting, the Company announced a share option scheme (the "Scheme") for the purpose of providing incentive to the employee or other individuals of the Group (the "Participants") and the Scheme will expire on 4 September 2024. Under the Scheme, the Directors is authorised to grant options at a consideration of HK\$1 per option to the Participants the Directors may determine in its absolute discretion, has made valuable contribution to the Group, to subscribe for shares in the Company.

The maximum number of shares which may be issuable under the Scheme cannot exceed 30% of the issued share capital of the Company.

The total number of shares issued and to be issued to each eligible Participants (including both exercised and outstanding options under the Scheme), within 12-month period cannot exceed 1% of the issued share capital of the Company as at the proposed date on which the option is being granted unless prior shareholders approval obtained.

The offer of a grant of share options may be accepted within 30 days from the date the offer together with the payment of nominal consideration of HK\$1 per option by the grantee.

31. 或然負債

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
就授予本集團物業買家之按揭融資向銀行提供之擔保	747,359	481,828

附註：

本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業買家所訂立之按揭貸款。根據擔保之條款，倘該等買家拖欠按揭款項，本集團須負責向銀行償還買家結欠之按揭貸款連同其應計利息及任何罰款，而本集團屆時有權接管有關物業之法定所有權。擔保期限由相關按揭貸款授出日期起計，並於買家取得個別房產證後結束。

32. 購股權計劃

於二零一四年九月五日，根據本公司股東於股東大會上通過之普通決議案，本公司宣佈一項購股權計劃（「計劃」），以向本集團的僱員或其他個人（「參與者」）提供獎勵，計劃將於二零二四年九月四日屆滿。根據計劃，董事獲授權按每份購股權1港元之代價向董事可全權酌情釐定、已向本集團作出重大貢獻的參與者授出購股權，以認購本公司股份。

根據計劃可發行之股份數目上限不得超過本公司已發行股本30%。

除非取得股東事先批准，於12個月期間內已發行及將向各合資格參與者發行（包括計劃項下之已行使及尚未行使購股權）之股份總數目，不得超過本公司於建議授出購股權當日已發行股本之1%。

授出購股權要約可於提呈日期起計30日內由承授人接納，並支付每份購股權1港元之名義代價。

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32. SHARE OPTION SCHEME (Continued)

The exercisable period of the option is determinable by the Directors at their discretion. The expiry date of the option may be determined by the Directors which shall not be later than the last day of the ten year period from the grant date.

The exercise price shall be determined by the Directors and shall be at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the grant date; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the grant date; and (c) the nominal value of a share of the Company.

No option has been granted since the adoption of the Scheme.

33. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under control of a trustee. The Group contributes lower of 5% of relevant payroll costs or HK\$1,500 per month per person to the MPF Scheme, which is matched by employees.

The employees of the Group in the PRC are members of state-managed retirement benefit schemes operated by the PRC Government. The PRC subsidiaries are required to contribute a certain percentage of payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the schemes is to make the required contributions under the schemes.

34. RELATED PARTY DISCLOSURES

(a) Name and relationship of related parties

Name 名稱	Relationship with the Company 與本公司之關係
Long Grand Limited 長鴻有限公司	Ultimate holding company 最終控股公司
Liuzhou Huagui Property Development Co., Ltd ("Liuzhou Huagui"*) 柳州華桂房地產開發有限公司 (「柳州華桂」)	Non-controlling owner of the Liuzhou Zhenghe 柳州正和之非控股擁有人

* The English name is for identification purpose only.

32. 購股權計劃 (續)

購股權行使期由董事酌情釐定。購股權屆滿日期由董事釐定，最遲為自授出日期起計十年期間之最後一日。

行使價由董事釐定及不得低於以下最高者：(a)於授出日期聯交所每日報價單所報之股份收市價；(b)於緊接授出日期前五個營業日聯交所每日報價單所報之平均股份收市價；及(c)本公司股份面值。

自採納計劃起，概無授出購股權。

33. 退休福利計劃

本集團為所有香港合資格僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開持有，並由信託人管理之基金保管。本集團須按有關薪金成本之5%或每人每月1,500港元(以較低者為準)向強積金計劃作出供款，而僱員亦須作出同等金額之供款。

本集團之中國僱員為中國政府設立之國家管理退休福利計劃之成員。中國附屬公司須向退休福利計劃作出佔薪金若干百分比之供款，作為提供福利之基金。根據計劃作出規定供款為本集團對此項計劃之唯一責任。

34. 關連人士披露

(a) 關連人士之名稱及關係

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34. RELATED PARTY DISCLOSURES (Continued)

(b) Amount due to non-controlling interests

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<i>Non-trade related, unsecured, interest-free and repayable on demand</i>	<i>非貿易相關、無抵押、免息及須按</i> 要求償還		
Liuzhou Huagui	柳州華桂	61,508	54,639

(c) Amount due to an ultimate holding company

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<i>Non-trade related, unsecured, interest-free and repayable on demand</i>	<i>非貿易相關、無抵押、免息及須按</i> 要求償還		
Long Grand Limited	長鴻有限公司	2,304	2,309

(d) Related parties transactions

Compensation of key management personnel

The remuneration of the Directors and other member of key management during the year were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short-term benefits	短期福利	6,518	6,083
Retirement benefit scheme contribution	退休福利計劃供款	66	72
		6,584	6,155

The remuneration of key management is determined having regard to the performance of individuals and market trends.

34. 關連人士披露 (續)

(b) 應付非控股權益之款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<i>Non-trade related, unsecured, interest-free and repayable on demand</i>	<i>非貿易相關、無抵押、免息及須按</i> 要求償還		
Liuzhou Huagui	柳州華桂	61,508	54,639

(c) 應付最終控股公司之款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<i>Non-trade related, unsecured, interest-free and repayable on demand</i>	<i>非貿易相關、無抵押、免息及須按</i> 要求償還		
Long Grand Limited	長鴻有限公司	2,304	2,309

(d) 關連人士交易

主要管理人員之報酬

董事及主要管理人員之其他成員年內之薪酬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short-term benefits	短期福利	6,518	6,083
Retirement benefit scheme contribution	退休福利計劃供款	66	72
		6,584	6,155

主要管理人員之薪酬乃參考個別人士之績效及市場趨勢釐定。

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35. CAPITAL RISK 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 borrowings as disclosed in note 25, offset by cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves. In managing the Group's capital structure, the management will also monitor the utilisation of bank and other borrowings to ensure compliance with financial covenants.

35. 資金風險管理

本集團管理其資金，以確保本集團內之實體將能夠以持續經營方式營運，同時亦透過達致債務與股本之間最佳之平衡而為股東爭取最大回報。本集團整體策略維持不變，與去年相同。

本集團之資本結構包括債務淨額（其中包括附註25披露之借款，被現金及現金等價物抵銷）以及本公司擁有人應佔權益（包括已發行股本及儲備）。為管理本集團之資本結構，管理層亦將監控銀行及其他借款之使用情況以確保遵守金融契約。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Borrowings	借款	882,375	1,240,903
Bank balances and cash	銀行結存及現金	(1,167,633)	(1,513,380)
Net cash	現金淨額	(285,258)	(272,477)
Equity attributable to the Company's owners	本公司擁有人應佔權益	1,314,039	1,362,680
Net debts to equity	淨債務權益	N/A不適用	N/A不適用

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the new shares issues and share buy-back as well as the issue of new debt.

董事每半年檢討資本結構。作為檢討之一部份，董事考慮資本之成本及與各類資本相關之風險。基於董事之推薦意見，本集團將透過發行新股份、股份回購以及發行新債券以平衡其整體資本結構。

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36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	借款及應收賬項 (包括現金及現金等價物)	1,519,542	1,849,474
Financial liabilities	金融負債		
Liabilities measured at amortised cost	按攤餘成本計量之負債	1,028,521	1,361,414

(b) Financial risk management objectives and policies

The Group's major financial instruments include factoring receivables, finance lease receivables, loan receivables, land development expenditure, trade and other receivables, bank balances and cash, restricted bank deposits, trade and other payables, amount due to non-controlling interests, amount due to an ultimate holding company, and borrowings. Details of these financial instruments are disclosed in respective notes.

The Directors monitor and manage the financial risks relating to the operations of the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The risks included market risk (including currency risks and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

36. 金融工具

(a) 金融工具類別

(b) 金融風險管理目標及政策

本集團之主要金融工具包括應收保理款項、融資租賃應收款項、應收貸款、土地開發支出、應收貿易賬項及其他應收賬項、銀行結存及現金、受限制銀行存款、應付貿易賬項及其他應付賬項、應付非控股權益款項、應付最終控股公司款項以及借款。此等金融工具詳情分別披露於各有關附註。

董事透過內部風險評估，按程度及影響幅度分析風險，監察及管理與本集團營運相關之財務風險。該等風險包括市場風險（包括貨幣風險及利率風險）、信貸風險及流動資金風險。下文載述減低風險之政策。董事負責管理及監察此等風險，以確保能適時及有效地採取適當措施。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Foreign currency risk management

The Group has foreign currency denominated bank balances which expose the Group to foreign currency risk.

The carrying amount of the Group's foreign currency denominated monetary assets/liabilities and inter-group foreign currency balances at the end of respective reporting periods are as follow:

		2018 二零一八年	2017 二零一七年
Assets	資產		
HK\$	港元	1,048,444	1,382,817
EURO ("EUR")	歐元(「歐元」)	16,925	3,027
United States Dollars ("USD")	美元(「美元」)	94	212
Kyrgyzstan Som ("KGS")	吉爾吉斯斯坦索姆(「索姆」)	115	-

The Group currently does not enter into any derivative contracts to minimize the currency risk exposure. However, the Directors will consider hedging significant currency risk should the need arise.

Sensitivity analysis

The Group is mainly exposed to the effects of fluctuation in HK\$, EUR, USD and KGS against RMB.

The following table details the Group's sensitivity to a 5% (2017: 5%) increase and decrease in the RMB against the relevant foreign currencies. 5% (2017: 5%) is the sensitivity rate used in Directors' assessment of the possible reasonably change in foreign exchange rates. The sensitivity analysis includes the Group's outstanding foreign currency denominated monetary items as well as inter-group foreign currency balances and adjusts their translation at the year end for a 5% (2017: 5%) change in foreign currency rates. A negative number indicates an increase in loss for the year where the RMB strengthens against the relevant currencies. For a 5% weakening of the RMB against the relevant currencies, there would be an equal and opposite impact on loss for the year.

36. 金融工具(續)

(b) 金融風險管理目標及政策(續)

(i) 外幣風險管理

本集團擁有以外幣計值之銀行結存，致使本集團承受外幣風險。

本集團以外幣計值之貨幣資產／負債及集團間外幣結餘於各報告期末之賬面值如下：

本集團目前並無訂立任何衍生合約以將貨幣風險降至最低。然而，董事將於有需要時考慮對沖重大貨幣風險。

敏感度分析

本集團主要受港元、歐元、美元及索姆兌人民幣之匯率波動影響。

下表詳述本集團對人民幣兌相關外幣升值及貶值5% (二零一七年：5%)之敏感度。5% (二零一七年：5%)為董事評估外匯匯率之可能合理變動時採用之敏感度比率。敏感度分析包括本集團以外幣計值之尚未支付之貨幣項目及集團間外幣結餘，並於年終換算時就外匯匯率之5% (二零一七年：5%)變動作出調整。倘人民幣兌相關貨幣升值，負數表示年度虧損增加。倘人民幣兌相關貨幣貶值5%，將對年度虧損造成對等及相反影響。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Foreign currency risk management (Continued)

Sensitivity analysis (Continued)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$ against RMB	港元兌人民幣	(52,422)	(69,141)
EUR against RMB	歐元兌人民幣	(846)	(151)
USD against RMB	美元兌人民幣	(5)	(11)
KGS against RMB	索姆兌人民幣	(6)	–

(ii) Interest rate risk management

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank and other borrowings (note 25).

As the bank balances and restricted bank deposit interest rates have limited fluctuation over the year, management of the Group are of the opinion that the Group's exposure to cash flow interest rate risk is minimal. Accordingly, no sensitivity analysis is presented on bank balances and restricted bank deposit.

(iii) Credit risk management

As at 31 March 2018 and 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantee provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position; and
- the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in note 31.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(i) 外幣風險管理 (續)

敏感度分析 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$ against RMB	港元兌人民幣	(52,422)	(69,141)
EUR against RMB	歐元兌人民幣	(846)	(151)
USD against RMB	美元兌人民幣	(5)	(11)
KGS against RMB	索姆兌人民幣	(6)	–

(ii) 利率風險管理

本集團承受有關固定利率銀行及其他借款(附註25)之公允值利率風險。

於年內，由於銀行結存及受限制銀行存款利率波動有限，本集團管理層認為本集團承受之現金流利率風險當屬最低。因此，並未呈列有關銀行結存及受限制銀行存款之敏感度分析。

(iii) 信貸風險管理

於二零一八年及二零一七年三月三十一日，本集團因交易對手及本集團提供之財務擔保未能履行責任而須承受之最高信貸風險(將致使本集團出現財務虧損)乃來自：

- 綜合財務狀況表所載相應已確認金融資產之賬面值；及
- 附註31披露之有關由本集團發行之財務擔保之或然負債數額。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk management (Continued)

In order to minimise the credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivables, as well as long-term receivables, at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade receivables with exposure spread over a number of customers.

The credit risk on liquid funds, restricted bank deposits are limited because the counterparties are reputable banks in Hong Kong and PRC.

Collaterals are obtained in respect of the Group's loan receivable which made up to approximately 181% (2017: nil) of the total loan receivables as at 31 March 2018. Such collaterals comprise growing trees and elevator pledged against the balances. As at 31 March 2018, the fair value of collaterals for the Group's loans receivables which are growing trees and elevator based on their prevailing market prices or valuation by income/market approach amounted to approximately HK\$276,373,000 (2017: nil).

For factoring receivables, the Group has a high concentration of credit risk as all receivables were due from six parties as at 31 March 2018. In order to minimise the credit risk, the Group obtained guarantees from related companies of the third parties, who agreed to provide guarantees of the factoring receivables to the Group in case of default. The Directors consider that both the third parties and its related companies have sufficient financial capacity to repay the factoring receivables.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(iii) 信貸風險管理 (續)

為將信貸風險減至最低，本集團已制定有關釐定信貸額度、信貸批准及其他監察程序之政策，以確保能跟進追收逾期債款。此外，本集團於報告期末審核各項個別應收貿易賬項及其他應收賬項及長期應收賬項之可收回數額，以確保為不可收回數額作出足夠之減值虧損。

就此而言，董事認為本集團之信貸風險已明顯減少。

本集團之應收貿易賬項並無重大信貸風險集中情況，其風險分散於多個客戶。

流動資金及受限制銀行存款之信貸風險有限，因為交易對手為香港及中國的知名銀行。

於二零一八年三月三十一日，本集團就應收貸款獲得抵押品，應收貸款佔應收貸款總額的約181%（二零一七年：零）。該等抵押品包括用作抵押餘額的樹木及電梯。於二零一八年三月三十一日，按其現行市價計算或按收入／市場法估值的以樹木及電梯為抵押品的本集團應收貸款公允值約為276,373,000港元（二零一七年：零）。

就應收保理款項而言，由於在二零一八年三月三十一日所有應收款項均來自六方，故本集團信貸風險集中度高。為降低信貸風險，本集團獲得第三方相關公司的擔保，其同意在出現違約的情況下就本集團的應收保理款項作出擔保。董事認為第三方及其相關公司均具備足夠的財務能力償還應收保理款項。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk management (Continued)

For properties for sale which are subject to pre-sales agreements, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's purchase deposit and sell the property to recover any amounts paid by the Group to the bank. In this regard, the Directors considers that the Group's credit risk is significantly reduced.

(iv) Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on borrowings as a significant source of liquidity. As at 31 March 2018, the Group has borrowings of approximately HK\$882,375,000 (note 25) (2017: HK\$1,240,903,000).

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(iii) 信貸風險管理 (續)

就受預售協議限制之待售物業而言，本集團一般就客戶為購買物業而進行融資所作出之按揭貸款之借款向銀行提供擔保，擔保金額最高為物業總購買價之70%。倘買方於擔保期間未能償還按揭款，則持有按揭之銀行可要求本集團償還未償還之貸款及任何相關應計利息。於該等情況下，本集團可沒收客戶之購買按金及出售物業，以收回本集團向銀行支付之任何款項。就此而言，董事認為本集團之信貸風險已明顯減少。

(iv) 流動資金風險管理

在管理流動資金風險方面，本集團監控及維持管理層認為足夠之現金及現金等價物水平，以為本集團之營運提供資金及減輕現金流波動之影響。管理層監控銀行借款之使用情況，同時確保遵守借款契諾。

本集團依賴借款作為流動資金之重要來源。於二零一八年三月三十一日，本集團之借款約為882,375,000港元（附註25）（二零一七年：1,240,903,000港元）。

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

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Liquidity risk management (Continued)

Liquidity table

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

		Weighted average interest rate 加權 平均利率 %	On demand or within 1 year 按要求或 1年以內 HK\$'000 千港元	1 to 2 years 1至2年 HK\$'000 千港元	2-5 years 2至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 非折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 March 2018	於二零一八年三月三十一日							
Non-derivative financial liabilities:	非衍生金融負債:							
Trade and other payables	應付貿易賬項及其他應付賬項	-	82,334	-	-	-	82,334	82,334
Amount due to an ultimate holding company	應付最終控股公司款項	-	2,304	-	-	-	2,304	2,304
Amount due to non-controlling interests	應付非控股權益款項	-	61,508	-	-	-	61,508	61,508
Borrowings, fixed rate	借款，按固定利率	9.31%	884,074	70,033	-	-	954,107	882,375
Financial guarantee contracts	財務擔保合約	-	747,359	-	-	-	747,359	-
			1,777,579	70,033	-	-	1,847,612	1,028,521

		Weighted average interest rate 加權 平均利率 %	On demand or within 1 year 按要求或 1年以內 HK\$'000 千港元	1 to 2 years 1至2年 HK\$'000 千港元	2-5 years 2至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 非折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 March 2017	於二零一七年三月三十一日							
Non-derivative financial liabilities:	非衍生金融負債:							
Trade and other payables	應付貿易賬項及其他應付賬項	-	63,563	-	-	-	63,563	63,563
Amount due to an ultimate holding company	應付最終控股公司款項	-	2,309	-	-	-	2,309	2,309
Amount due to non-controlling interests	應付非控股權益款項	-	54,639	-	-	-	54,639	54,639
Borrowings, fixed rate	借款，按固定利率	10.07%	983,650	39,800	355,204	-	1,378,654	1,240,903
Financial guarantee contracts	財務擔保合約	-	481,828	-	-	-	481,828	-
			1,585,989	39,800	355,204	-	1,980,993	1,361,414

The table includes both interest and principal cash flows.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

(iv) 流動資金風險管理 (續)

流動資金表

下表詳述本集團非衍生金融負債之餘下合約年期。該表乃根據本集團於可被要求償還金融負債之最早日期之金融負債按未折現現金流量編製。

該表包括利息及本金現金流量。

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37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 37. 本公司財務狀況表及儲備

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	393,631	276,631
Property, plant and equipment	物業、廠房及設備	98	615
Amount due from subsidiaries	應收附屬公司款項	226,707	289,132
		620,436	566,378
Current assets	流動資產		
Trade and other receivables	應收貿易賬項及其他應收賬項	2,458	1,991
Bank balances and cash	銀行結存及現金	768,045	1,141,256
		770,503	1,143,247
Current liabilities	流動負債		
Trade and other payable	應付貿易賬項及其他應付賬項	2,783	2,725
Amounts due to subsidiaries	應付附屬公司款項	1,068	–
Amount due to an ultimate holding company	應付最終控股公司款項	2,304	2,309
		6,155	5,034
Net current assets	流動資產淨值	764,348	1,138,213
Total assets less current liabilities and net assets	總資產減流動負債及資產淨值	1,384,784	1,704,591
Capital and reserves	股本及儲備		
Share capital (note 26)	股本(附註26)	20,319	20,319
Reserves	儲備	1,364,465	1,684,272
TOTAL EQUITY	權益總額	1,384,784	1,704,591

On behalf of the board of directors

代表董事會

Yuen Leong

Director

袁亮

董事

Luan Li

Director

樂利

董事

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

37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued) 37. 本公司財務狀況表及儲備 (續)

Reserves

儲備

		Share Capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2016	於二零一六年四月一日	19,039	7,423,879	3,781	(7,307,873)	138,826
Loss and total comprehensive income for the year	年內虧損及全面收入總額	-	-	-	(21,435)	(21,435)
Placing of new shares	配售新股	1,280	1,598,720	-	-	1,600,000
Share issue expenses	股份發行開支	-	(12,800)	-	-	(12,800)
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及 二零一七年四月一日	20,319	9,009,799	3,781	(7,329,308)	1,704,591
Loss and total comprehensive income for the year	年內虧損及全面收入總額	-	-	-	(319,807)	(319,807)
At 31 March 2018	於二零一八年三月三十一日	20,319	9,009,799	3,781	(7,649,115)	1,384,784

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(a) Subsidiaries of the Company

Particulars of subsidiaries of the Company are as follows:

38. 本集團主要附屬公司之詳情

(a) 本公司之附屬公司

本公司之附屬公司詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued/registered and paid-up share capital 已發行/註冊及 繳足股本	Attributable equity interests held by the Company 本公司持有應佔股權		Principal activities 主要業務	Legal form 法定形式
			2018 二零一八年	2017 二零一七年		
			<i>Directly held</i> 直接持有			
Surplus Rich Investments Limited	The BVI/ Hong Kong 英屬處女群島 /香港	US\$1 1美元	100%	100%	Management service to group companies 向集團公司提供管理服務	Private limited liability company 私人有限公司
Chaoyue Investment Holdings Limited 超越投資控股有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$1 1港元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
Successtime Limited 成泰有限公司	The BVI/ Hong Kong 英屬處女群島 /香港	US\$1 1美元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
Longday International Limited 朗日國際有限公司	The BVI/ Hong Kong 英屬處女群島 /香港	US\$1 1美元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
IBS Investment Limited 國際商業結算投資有限公司	Hong Kong/ Hong Kong 香港/香港	HK\$100 100港元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
Shanghai Jiajin Financing Lease Co., Ltd. * 上海加敬融資租賃有限公司	The PRC/ The PRC 中國/中國	RMB225,063,500 人民幣225,063,500元	100%	100%	Finance leasing 融資租賃	Domestic company with limited liability 境內有限公司
Rising Vast Limited 浩揚有限公司	The BVI/ Hong Kong 英屬處女群島 /香港	US\$1 1美元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(Continued)

(a) Subsidiaries of the Company (Continued)

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued/registered and paid-up share capital 已發行/註冊及 繳足股本	Attributable equity interests held by the Company		Principal activities 主要業務	Legal form 法定形式
			本公司持有應佔股權			
			2018 二零一八年	2017 二零一七年		
<i>Indirectly held</i> 間接持有						
Pride Delight Limited 傲欣有限公司	The BVI/ Hong Kong 英屬處女群島 /香港	US\$1 1美元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
Eagle Mountain Holdings Limited 鷹峰控股有限公司	The BVI/ Hong Kong 英屬處女群島 /香港	US\$100 100美元	90%	90%	Investment holding 投資控股	Private limited liability company 私人有限公司
United (Fujian) Corporate Management Limited * 聯和(福建)企業管理有限公司	The PRC/ The PRC 中國/中國	RMB12,500,000 人民幣12,500,000元	60%	60%	Consultancy service and trading of goods 顧問服務及商品貿易	Domestic company with limited liability 境內有限公司
Liuzhou Zhenghe Huagui Zhiye Group Company Limited * 柳州正和樺桂置業集團有限公司	The PRC/ The PRC 中國/中國	RMB200,000,000 人民幣200,000,000元	70%	70%	Property development 物業發展	Domestic company with limited liability 境內有限公司
Guangxi Zhenghuan Trading Co., Ltd. * 廣西正桓貿易有限公司	The PRC/ The PRC 中國/中國	RMB10,000,000 人民幣10,000,000元	70%	70%	Property development 物業發展	Domestic company with limited liability 境內有限公司
Guangxi Changhua Investment Co., Ltd. * 廣西昌樺投資有限公司	The PRC/ The PRC 中國/中國	RMB10,000,000 人民幣10,000,000元	70%	70%	Property development 物業發展	Domestic company with limited liability 境內有限公司
Guangxi Yizheng Trading Co., Ltd. * 廣西益正貿易有限公司	The PRC/ The PRC 中國/中國	RMB10,000,000 人民幣10,000,000元	70%	70%	Property development 物業發展	Domestic company with limited liability 境內有限公司
Liuzhou Hegui Property Development Co., Ltd. * 柳州和桂房地產開發有限公司	The PRC/The PRC 中國/中國	RMB85,000,000 人民幣85,000,000元	70%	70%	Property development 物業發展	Domestic company with limited liability 境內有限公司

38. 本集團主要附屬公司之詳情 (續)

(a) 本公司之附屬公司 (續)

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(Continued)

(a) Subsidiaries of the Company (Continued)

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued/registered and paid-up share capital 已發行/註冊及 繳足股本	Attributable equity interests held by the Company 本公司持有應佔股權		Principal activities 主要業務	Legal form 法定形式
			2018 二零一八年	2017 二零一七年		
<i>Indirectly held (Continued)</i> 間接持有 (續)						
Guangxi Zhenghe Cheng Property Management Ltd. *	The PRC/The PRC	RMB3,000,000	70%	70%	Property development	Domestic company with limited liability
廣西正和城物業服務有限公司	中國/中國	人民幣3,000,000元			物業發展	境內有限公司
Liuzhou Zhenghe Cheng Business Management Ltd. *	The PRC/The PRC	RMB3,000,000	70%	70%	Property development	Domestic company with limited liability
柳州正和城商業管理有限公司	中國/中國	人民幣3,000,000元			物業發展	境內有限公司
Jiahe Investment Management Co. Limited	Hong Kong/Hong Kong	HK\$100	100%	100%	Money lending	Private limited liability company
加和投資管理有限公司	香港/香港	100港元			借貸	私人有限公司
International Business Settlement Limited	Hong Kong/The PRC	HK\$10,000	100%	100%	IBS service	Private limited liability company
國際商業結算有限公司	香港/中國	10,000港元			國際商業結算服務	私人有限公司
Chongqing Globebill Company Limited	The PRC/The PRC	RMB10,000,000	100%	100%	IBS service	Domestic company with limited liability
錢寶跨境結算服務(重慶)有限公司	中國/中國	人民幣10,000,000元			國際商業結算服務	境內有限公司
"Globebill" Limited Liability Company	Kyrgyzstan/ Kyrgyzstan	KGS1,000,000	100%	100%	IBS service	Private limited liability company
	吉爾吉斯斯坦/ 吉爾吉斯斯坦	1,000,000索姆			國際商業結算服務	私人有限公司
IBS Kazakhstan Limited Liability Partnership	Kazakhstan/ Kazakhstan	KZT1,000,000	100%	100%	IBS service	Private limited liability company
	哈薩克斯坦/ 哈薩克斯坦	1,000,000堅戈			國際商業結算服務	私人有限公司
UAB "IBS" Lithuania	Lithuania/ Lithuania	EUR2,000,000	100%	100%	IBS service	Private limited liability company
	立陶宛/ 立陶宛	2,000,000歐元			國際商業結算服務	私人有限公司

38. 本集團主要附屬公司之詳情 (續)

(a) 本公司之附屬公司 (續)

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(Continued)

(a) Subsidiaries of the Company (Continued)

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Issued/registered and paid-up share capital 已發行/註冊及 繳足股本	Attributable equity interests held by the Company 本公司持有應佔股權		Principal activities 主要業務	Legal form 法定形式
			2018 二零一八年	2017 二零一七年		
<i>Indirectly held (Continued)</i> 間接持有 (續)						
Kwok Tin Enterprises Limited 國天企業有限公司	Hong Kong/Hong Kong 香港/香港	HK\$1 1港元	100%	100%	Investment holding 投資控股	Private limited liability company 私人有限公司
Fuzhou Guotian Enterprises Management Company Limited* 福州國天企業管理有限公司	The PRC/The PRC 中國/中國	RMB 1,000,000 人民幣1,000,000元	100%	100%	Investment holding 投資控股	Domestic company with limited liability 境內有限公司
Fuzhou Guoyi Enterprises Management Company Limited* 福州國一企業管理有限公司	The PRC/The PRC 中國/中國	RMB 1,000,000 人民幣1,000,000元	100%	100%	Investment holding 投資控股	Domestic company with limited liability 境內有限公司

* The English name is for identification purpose only

38. 本集團主要附屬公司之詳情 (續)

(a) 本公司之附屬公司 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(Continued)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group as at 31 March 2018 and 2017 that have material non-controlling interests.

Summarised consolidated financial information in respect of Liuzhou Zhenghe and its wholly owned subsidiaries, that has material non-controlling interests is set out below. The summarised consolidated financial information below represented amounts before intragroup eliminations.

38. 本集團主要附屬公司之詳情 (續)

(b) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列於二零一八年及二零一七年三月三十一日本集團擁有重大非控股權益之非全資附屬公司詳情。

柳州正和及其全資附屬公司擁有重大非控股權益，其綜合財務資料概述如下。以下綜合財務資料概要指集團內公司間對銷前的金額。

Names of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Ownership interests and rights held by non-controlling interests 非控股權益持有之 擁有權權益及權利		Total comprehensive income allocated to non-controlling interests 分配至非控股權益之 全面收入總額		Accumulated non-controlling interests 累計非控股權益	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
		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
Liuzhou Zhenghe and its subsidiaries 柳州正和及其附屬公司	The PRC/The PRC 中國/中國	30%	30%	4,513	(7,521)	14,948	10,435
Individually immaterial subsidiaries with non-controlling interests 個別屬不重大而擁有非控股權益之附屬公司				202	(492)	1,689	1,487
				4,715	(8,013)	16,637	11,922

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE GROUP

(Continued)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Liuzhou Zhenghe and its wholly-owned subsidiaries:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
For the year ended 31 March	截至三月三十一日止年度		
Revenue	收入	531,663	518,132
Profit/(loss) for the year	年內溢利／(虧損)	6,868	(22,838)
Total comprehensive income	全面收入總額	4,513	(2,286)
Profit/(loss) allocated to non-controlling interests	分配至非控股權益之溢利／(虧損)	2,060	(6,852)
Dividend paid to non-controlling interests	已付非控股權益之股息	-	-
Cash flows generated from operating activities	經營活動所得現金流量	284,857	32,278
Cash flows generated from/(used in) investing activities	投資活動所得／(所用)現金流量	22,606	(11,399)
Cash flows used in financing activities	融資活動所用現金流量	(238,639)	(18,707)
Effect of foreign exchange rate changes	外匯匯率變動之影響	3,521	(5,424)
Net cash inflows/(outflows)	現金流入／(流出)淨額	72,345	(3,252)
As at 31 March	於三月三十一日		
Current assets	流動資產	3,026,008	2,623,530
Non-current assets	非流動資產	39,778	37,167
Current liabilities	流動負債	(2,947,174)	(2,586,499)
Non-current liabilities	非流動負債	(69,785)	(39,467)
Net assets	資產淨值	48,827	34,731
Accumulated non-controlling interests	累計非控股權益	14,948	10,435

38. 本集團主要附屬公司之詳情 (續)

(b) 擁有重大非控股權益之非全資附屬公司之詳情 (續)

柳州正和及其全資附屬公司：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

39. ACQUISITION OF SUBSIDIARIES IN PRIOR YEAR

On 22 September 2016, the Group acquired International Business Settlement Limited (“IBS HK”) for a cash consideration of HK\$25,000,000. No material acquisition related costs were incurred in the acquisition. In the opinion of the Directors, the acquisition of IBS HK does not constitute a business combination but an acquisition of a settlement platform through acquisition of a subsidiary.

39. 上年度收購附屬公司

於二零一六年九月二十二日，本集團以現金代價25,000,000港元收購國際商業結算有限公司（「IBS HK」）。在收購過程中並無產生重大的收購相關成本。董事認為，收購IBS HK並不構成業務合併，而是通過收購附屬公司收購結算平台。

		HK\$'000 千港元
Assets acquired and liabilities recognised at the date of acquisition:	於收購日期所收購資產及所確認負債：	
Deposits paid for the development of settlement platform	就開發結算平台已付之按金	24,823
Bank balances and cash	銀行結存及現金	351
Other payables	其他應付賬項	(174)
		25,000
Consideration transferred:	已轉讓代價：	
Cash	現金	25,000
Net cash outflow on acquisition of a subsidiary:	收購一間附屬公司之現金流出淨額：	
Consideration paid in cash	以現金支付之代價	(25,000)
Bank balances and cash acquired	所收購之銀行結存及現金	351
		(24,649)

Based on the platform, the Group aimed at realising point-to-point, “7X24” (i.e. 24 hours a day, 7days a week), multi-currency and real-time fund settlement and clearing for cross border trading business and individuals around the world, by building financial infrastructure based on such platform and connecting with the systems of the central banks and commercial banks of the countries along the “one belt and one road”, so as to diversify the Group’s business.

基於該平台，本集團旨在建設基於有關平台的金融基礎設施，與「一帶一路」沿線國家央行及商業銀行的系統對接，為全球跨境貿易企業及個人實現全球範圍內點到點、「7X24」（即一天24小時，一週7天）、多幣種、實時的資金清結算，令本集團業務更多元化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

40. MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except as disclosed in Note 34 to the consolidated financial statements, no contracts of significance to which the Company's subsidiary or joint venture was a party and in which a director of the Company or an entity connected with a director had a material interest, whether directly or indirectly, subsisted during or at the end of the financial year.

41. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation due to the redefinition of operating segments by the CODM as mentioned in note 6. Please refer to the consolidated Income statement, the consolidated statement of cash flows, notes 6 and 7 for effects of restatement.

42. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board on 20 June 2018.

40. 董事於交易、安排或合約之重大權益

除綜合財務報表附註34披露者外，本公司的附屬公司或合營企業於本財政年度內或年底概無訂立本公司董事或董事的關連實體直接或間接於當中擁有重大權益的任何重大合約。

41. 比較數字

誠如附註6所述，由於主要營運決策者重新界定經營分部，若干比較數字已重新分類，以符合本年度的呈列方式。有關重述的影響，請參閱綜合收益表、綜合現金流量表、附註6及7。

42. 批准綜合財務報表

綜合財務報表已於二零一八年六月二十日獲董事會批准並授權刊發。

Five Years Financial Summary

五年財務概要

RESULTS

業績

		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	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	收入	543,333	537,064	176,996	2,424	3,007
Loss for the year attributable to Owners of the Company	應佔本年度虧損 本公司擁有人	(67,640)	(78,467)	(161,159)	(223,794)	(43,927)
Non-controlling interests	非控制權益	2,470	(7,374)	(56,775)	(4,647)	(4,574)
		(65,170)	(85,841)	(217,934)	(228,441)	(48,501)

ASSETS AND LIABILITIES

資產及負債

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Total assets	資產總額	4,541,320	4,381,338	3,038,073	3,317,253	236,204
Total liabilities	負債總額	(3,210,644)	(3,006,736)	(3,173,122)	(3,233,717)	(3,347)
NET ASSETS (LIABILITIES)	資產淨值(負債)	1,330,676	1,374,602	(135,049)	83,536	232,857
Equity attributable to owners of the Company	本公司擁有人應佔 權益	1,314,039	1,362,680	(154,984)	3,137	226,210
Non-controlling interests	非控制權益	16,637	11,922	19,935	80,399	6,647
TOTAL EQUITY (DEFICIENCY OF TOTAL EQUITY)	權益總額 (權益虧絀總額)	1,330,676	1,374,602	(135,049)	83,536	232,857



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