



KINGMAKER FOOTWEAR HOLDINGS LIMITED

信星鞋業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號：01170



ANNUAL REPORT **2018** 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mdm. Huang Hsiu-duan, Helen
Mr. Kimmel, Phillip Brian
Mr. Mumma, Adin David
Mr. Wong Hei-chiu

Non-executive Directors

Mr. Chan Ho-man, Daniel
Mr. Chow Wing-kin, Anthony, SBS, J.P.

Independent non-executive Directors

Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

COMPANY SECRETARY

Mr. Wong Hei-chiu

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

17th Floor
Empress Plaza
17-19 Chatham Road South
Tsimshatsui
Kowloon
Hong Kong

SOLICITORS

Guantao and Chow
Solicitors and Notaries

AUDITOR

Ernst & Young
Certified Public Accountants

董事會

執行董事

黃秀端女士
柯民佑先生
馬大衛先生
黃禧超先生

非執行董事

陳浩文先生
周永健先生，銀紫荊星章，太平紳士

獨立非執行董事

譚競正先生
戎子江先生
陳美寶女士

公司秘書

黃禧超先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港總辦事處及主要營業地點

香港
九龍
尖沙咀
漆咸道南17-19號
帝后廣場
17樓

律師

觀韜律師事務所
律師及公證人

核數師

安永會計師事務所
執業會計師

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Credit Agricole Corporate & Investment Bank
China Construction Bank (Asia) Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited

STOCK CODE

01170

WEBSITE

<http://www.irasia.com/listco/hk/kingmaker>

KEY DATES

Closure of Register of Members

Entitlement to attend and vote at the Annual General Meeting

17 August 2018 to 22 August 2018

Entitlement to the proposed final and special dividends

4 September 2018 to 6 September 2018

Annual General Meeting

22 August 2018

Proposed Payment Date of Final and Special Dividends

On or about 27 September 2018

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東183號
合和中心22樓

主要往來銀行

東方匯理銀行企業及投資銀行
中國建設銀行(亞洲)股份有限公司
中國工商銀行(亞洲)有限公司

股份代號

01170

網站

<http://www.irasia.com/listco/hk/kingmaker>

重要日期

暫停辦理股份過戶登記

獲得出席股東週年大會並於會上投票的資格

二零一八年八月十七日至二零一八年八月二十二日

擬派末期及特別股息的獲得資格

二零一八年九月四日至二零一八年九月六日

股東週年大會

二零一八年八月二十二日

建議派發末期及特別股息日期

二零一八年九月二十七日或該日前後

Financial Highlights

財務摘要

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	Change 變動
CONTINUING OPERATIONS	持續經營業務			
Revenue	收益	1,164,873	1,830,267	-36.4%
Gross profit	毛利	182,621	329,836	-44.6%
Gross profit margin	毛利率	15.7%	18.0%	-2.3 points 個百分點
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利			
Recurring profit#	經常性溢利#	80,714	145,488	-44.5%
Non-recurring profit/(loss)^	非經常性溢利/(虧損)^	176,546	(12,932)	
Total	總計	257,260	132,556	+94.1%
		HK cents 港仙	HK cents 港仙	
Basic earnings per share	每股基本盈利			
- For profit for the year	- 年內溢利	36.82	19.05	+93.3%
- For profit for the year from continuing operations	- 來自持續經營業務之年內溢利	36.51	21.51	+69.7%
		HK cents 港仙	HK cents 港仙	
Proposed dividends	擬派股息			
Interim dividend per share	每股中期股息	3.8	4.2	
Special dividend per share	每股特別股息	11.2	3.8	
Final dividend per share	每股末期股息	2.2	5.5	
Special dividend per share	每股特別股息	12.8	4.5	
Total dividends per share for the year	全年每股股息合計	30.0	18.0	+66.7%

Balance included profit for the year attributable to equity holders of the Company, excluding gain on disposal of subsidiaries from continuing operations and profit/(loss) for the year from discontinued operation

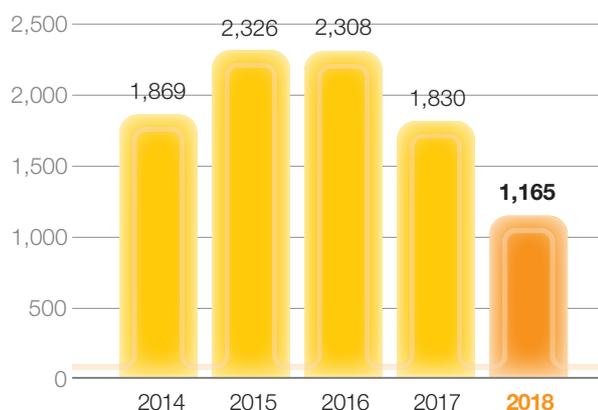
^ Balance included profit/(loss) for the year from discontinued operation and gain on disposal of subsidiaries from continuing operations

結餘包括本公司權益持有人應佔年度溢利，不包括來自持續經營業務之出售附屬公司之收益及來自已終止經營業務之年內溢利/(虧損)

^ 結餘包括來自已終止經營業務之年度溢利/(虧損)及來自持續經營業務之出售附屬公司之收益

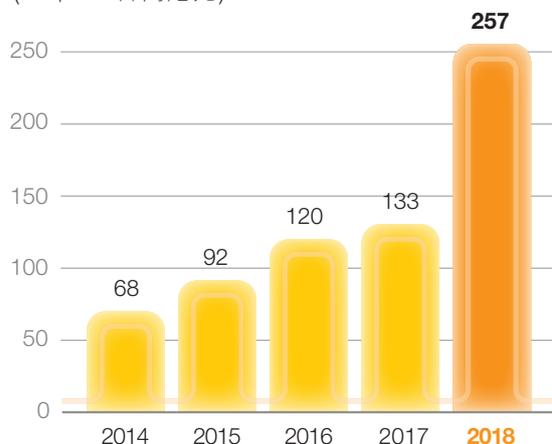
Turnover from Continuing Operations 來自持續經營業務之營業額

(HK\$ Mil 百萬港元)



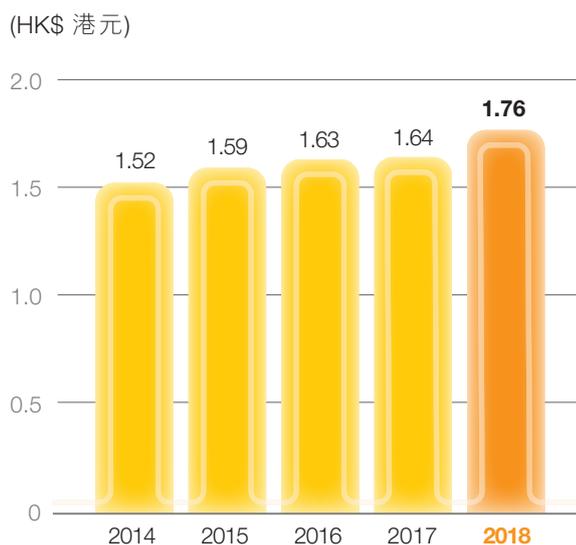
Profit for the Year Attributable to Equity Holders of the Company 本公司權益持有人應佔年度溢利

(HK\$ Mil 百萬港元)

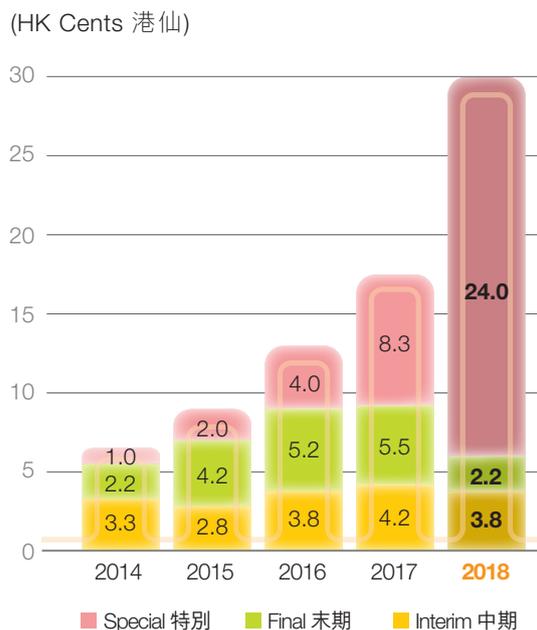


Financial Highlights 財務摘要

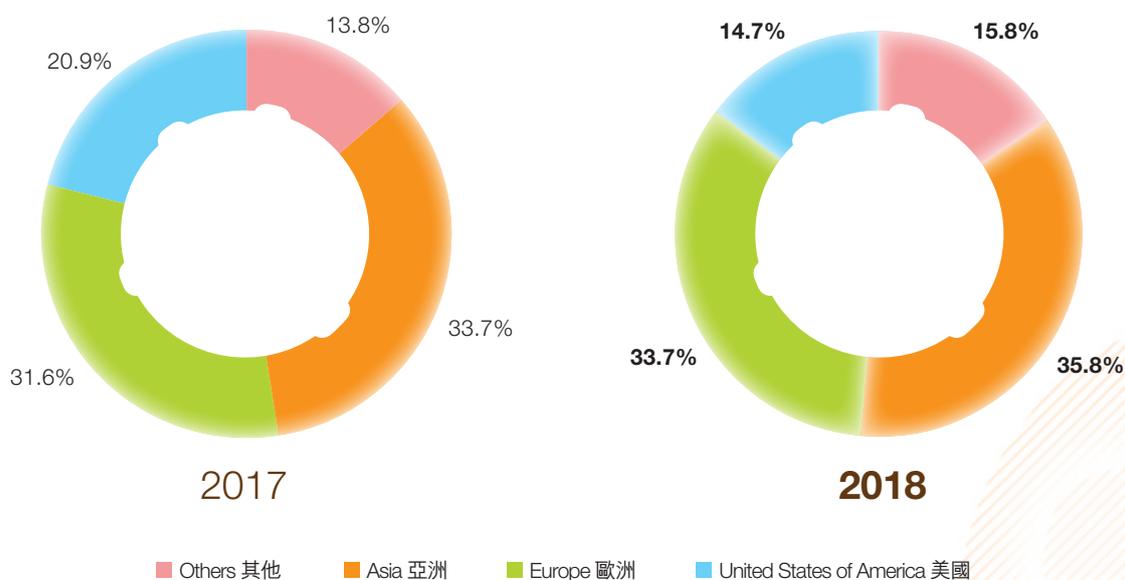
Net Asset Value Per Share Attributable to Equity Holders of the Company 本公司權益持有人應佔每股資產淨值



Dividend Per Share 每股股息



Revenue from continuing operations (by geographical) 來自持續經營業務之收益 (按地區劃分)



Chairman's Statement

主席報告

"In the past two years, our Group has focused on consolidating and renovating our production capabilities and facilities. We are now ready to rebuild our sales force and take further actions to capture new market trends and demands. Shareholders can expect to see the first stage of our transformation to play out over the next three to five years. We are of the view that our Group has the competence and right strategies to rebound from the trough."

Mr. Chan Ho Man, Daniel

Chairman

「在過去兩年，本集團專注於鞏固及翻新生產能力及設施。我們現正準備重建銷售隊伍並採取進一步行動，迎合新的市場趨勢及需求。預期股東可於未來三到五年內看到第一階段的轉型發揮作用。我們認為，本集團有能力，並有適當的策略能令業績從低位反彈。」

陳浩文

主席



MACROECONOMIC OVERVIEW

Notwithstanding the increase in our reported profit, retail sentiments have remained subdued in our major markets, in particular the United States (the "US") and the United Kingdom (the "UK"), as discussed in the interim report of the Company for the six months ended 30 September 2017 (the "Interim Report"). Weak market conditions continued to reflect in our clients' orders for the second half of fiscal 2017/18.

Looking back at 2017, it was a year full of surprises and unexpected political events. Despite maintaining moderate growth in 2017, the global economy was clouded by geopolitical instability.

Brexit was only one of the examples of the renegotiations happening around the world as a result of inward-looking policies. The ongoing trade disputes between the US and her many trading partners, including China, have raised concern over the prospects for global trade and an increase in trade barriers has weighted on the global economy.

宏觀經濟概覽

儘管本集團之報告盈利增加，但誠如本公司於截至二零一七年九月三十日止六個月的中期報告（「中期報告」）所述，我們主要市場（尤其是美國（「美國」）及英國（「英國」））的零售氣氛繼續受壓。疲弱的市場狀況繼續反映於二零一七／一八財政年度下半年的客戶訂單中。

回顧二零一七年，令人出乎意料的政治事件接二連三。儘管二零一七年保持溫和增長，但地緣政治的不穩定仍籠罩全球經濟。

內向型政策導致全球出現重新談判事例，英國脫歐僅是其中一個例子。美國與包括中國在內的眾多貿易夥伴之間的持續貿易爭端引起對全球貿易前景的擔憂，貿易壁壘的增加讓全球經濟負重前行。

Chairman's Statement

主席報告

In Asia, Japan continued to be caught in its lingering economic structural problems, while the US' withdrawal from the Trans-Pacific Partnership ("TPP") has posed further risks to the trading environment of the region.

In respect of the footwear industry, the US and UK markets recorded sluggish sales performance owing to weak store traffic and problems with inventory. The filing for bankruptcy protection by several footwear brands and retail chains also reflected the unfavorable market situation.

在亞洲，日本繼續深陷經濟結構性問題。同時，美國退出跨太平洋夥伴關係（「TPP」），為該地區的貿易環境帶來進一步的風險。

就鞋履業而言，因店鋪流量疲軟及庫存問題，美國及英國市場錄得低迷的銷售表現。多家鞋履品牌及零售連鎖提出破產保護申請亦反映了不利的市場狀況。

GROWTH STRATEGIES

Strategic goals:

1. Taking a prudent and proactive approach to growth.
2. Investing in technology and innovation to provide effective solutions to customers.
3. Asset enhancement.
4. Talent development.

Operational goals:

1. Seek an optimal scale to balance business volume and profitability, by focusing on high profit products with long-term growth potential.
2. Continue with the deployment of lean manufacturing and semi-automation in the southern Vietnam and Cambodia production bases.
3. Enforce stringent cost control measures in light of weak market conditions.
4. Attract, retain and engage talents from diverse backgrounds to strengthen the Group's professional management.

Financial goals:

1. Adopt prudent financial management.
2. Maintain a healthy financial position.
3. Improving the Return on Investment (ROI) in the long-term.
4. Maintain a broadly stable dividend policy while seeking to deliver higher payouts if deemed appropriate.

增長策略

戰略目標：

1. 採取審慎而積極的增長方針。
2. 投資於技術及創新，務求向客戶提供有效的解決方案。
3. 資產增值。
4. 人才發展。

業務目標：

1. 專注於具有長期增長潛力的高利潤產品，以尋求最佳規模以平衡業務量及盈利能力的發展。
2. 繼續於越南南部及柬埔寨生產基地部署精益生產及半自動化。
3. 鑒於市場狀況疲軟，實施嚴格的成本控制措施。
4. 吸引、挽留及聘用背景多元化的人才，以加強本集團的專業管理。

財務目標：

1. 採取審慎的財務管理。
2. 維持穩健的財政狀況。
3. 提高長期投資回報（ROI）。
4. 維持大致穩定的股息政策，同時在適當的時候爭取更高派息。

OUR MISSION 我們的宗旨

To partner with leading brands in making the best lifestyle products to meet and create consumer demand in footwear and related products.

與領先品牌合作製造時尚新穎的產品，以滿足及提高消費者對鞋履及相關產品的需求。

OUR VISION 我們的願景

To become the leading lifestyle footwear company trusted by premium brands for value creation and innovation.

成為獲高檔品牌信賴的主要時尚鞋履公司，追求創造價值及革新精神。

Look Forward to a Rebound

In spite of the continued challenging environment, our will remains strong to adopt appropriate and timely strategies to lead our Group to walk through this temporary shady moment. In the past two years, the Group has been focusing on consolidating and renovating its production capacities and facilities. We are now ready to rebuild our sales force and take further actions to transform Kingmaker's business in line with its strategy to capture new market trends and demands.

Shareholders can expect to see the first stage of this transformation to play out over the next three to five years as we plan to invest to respond to the strong "pull" from the market for our products. At the same time, we will embrace digitalization as the essential means to sustain our long-term competitiveness.

To maintain resilience amid lackluster market conditions, the Group will continue to uphold its core business strategic goals towards the pursuit of profit margin enhancement and shareholders' value.

展望業績回升

儘管本集團仍處於充滿挑戰的環境中，我們仍然堅定地採取適當及時的策略，帶領本集團渡過暫時的陰暗時刻。在過去兩年，本集團專注於鞏固及翻新其生產能力及設施。我們現正準備重建銷售隊伍並採取進一步行動，根據其策略實現信星業務的轉型，以迎合新的市場趨勢及需求。

我們計劃投資以回應市場對我們產品的強大「牽引力」，預期股東可於未來三到五年內看到第一階段的轉型發揮作用。同時，我們會致力實行數碼化，作為維持長期競爭力的重要方式。

為在低迷的市況中保持韌度，本集團將繼續秉持核心業務戰略目標，追求利潤率提升及股東價值。

Chairman's Statement

主席報告

A Prudent and Proactive Approach to Growth

We seek to grow by focusing on serving customers whose products are aligned to key underlying trends that drive long-term consumer demand.

As footwear fashion is in a constant state of flux and fluidity, it is imperative for the Group to proactively evaluate its existing customers as well as potential new customers. We therefore have to always take a step ahead of the worldwide trends and evaluate individual brand's business direction before sales problems emerge, thereby effectively managing our risks.

We seek to establish long-term partnership relationships with brands, and all new business starts on this premise. A prerequisite is for the brand to be able to provide a consistent order flow over the annual work cycle. Seasonal plans must also be provided in order to better manage our factories. New customers are evaluated on their potential growth and current financial stability. A series of check and evaluation processes also apply to the vetting of new customers.

In addition to serving major footwear brands, the Group's new concept line production setting can also accommodate smaller niche brands which represent the upcoming trend of the industry. These currently include German brand K1X and US brand McCubbin.

審慎及積極的增長方針

我們尋求透過專注於客戶產品以符合主流，並推動長期消費需求，從而實現增長。

鞋履之時尚不斷變化，本集團須積極評估現有客戶及潛在新客戶。因此，我們必須領先於全球趨勢，並在出現銷售問題前評估個別品牌的業務方向，從而有效管理風險。

我們尋求與多個品牌建立長期合作關係，且所有新業務均在此前提下開展，先決條件為該品牌在年度工作週期中能提供持續的訂單流。為更好地管理工廠，各品牌亦須提供季節計劃。我們對新客戶的潛在增長及現時財務穩定性進行評估，亦運用一系列檢查及評估流程審核新客戶。

除了為主要鞋履品牌提供服務，本集團的新概念小流水操作生產線亦可為一些潮流小眾品牌提供服務。該等小眾品牌目前包括德國品牌K1X及美國品牌McCubbin。

Chairman's Statement

主席報告

Investing in Technology and Innovation to Deliver Differentiation

At Kingmaker, the ultimate objective is to help customers to differentiate their products in the marketplace. It can also mean designing and delivering a solution that offers lower total transaction costs.

To achieve this goal, the transition from traditional production line setup to concept lines and more automation is underway.

進行技術及創新投資以達致差異化

信星之終極目標乃為幫助客戶打造與眾不同的產品，並實踐一套度身訂造降低交易總成本的解決方案。

為達致此目標，本集團正逐步從傳統生產線轉移至小流水操作概念，並引入更多自動化工序。



Compared to traditional line processing, the number of workers on a concept line can be significantly reduced. The design of a concept line allows us to improve our quality checks with immediate spotting and correction of errors. While traditional line processing allows us to count for output on certain days of each month, daily output of a concept line is more transparent. The concept line production method certainly enables faster shipment to customers.

與傳統生產線相比，每條小流水生產線所需的工人數量可大幅減少。小流水生產線的設計並可提升質檢效率，讓我們可即時發現及糾正錯誤。小流水生產線的日產量更為透明，而在傳統生產線的操作下，我們僅能於每個月的某些日子計算產量。小流水生產線的生產方法讓我們能更快地向客戶交付產品。



Innovation and digitalization will also be our main focuses, as they represent the means by which we can deliver quality products, while at the same time addressing increasingly short production lead times.

創新及數碼化亦將是我們的工作重心，因通過創新及數碼化，我們不但能交付優質產品，亦可應對日益縮短的生产交付時限。

Chairman's Statement

主席報告

We will therefore continue to explore and apply innovative technologies, including lean manufacturing and semi-automation processes to raise operational efficiency and reduce reliance on manual labor. We will also seek digitalization to achieve real-time monitoring and prompt reaction to various operational processes, from production planning to products delivery.

Other investments will include the establishment of an additional R&D center and factory equipment. These planned investments are estimated to aggregate to more than US\$10 million over the next few years.

Asset Enhancement to Improve Long Term Return on Investment

During the year, the Group has leased out its self-owned property in Shanghai to independent third parties. In Hong Kong, the Group will reorganize the office and warehouse, and seek to lease out some self-owned properties to independent third parties as soon as practicable. These will further generate yields on the assets.

As the investment properties now generate a stable rental income and return on investment (ROI), we have separated the operating results and position from the continuing operations to property investment held by the Group under the heading "Operating Segment Information". More importantly, this will provide a clearer picture to assess the overall financial performance and position of the Group.

The Group continues to explore and evaluate the potential value of the Zhuhai factory premises. Considering the development of the Greater Bay Area, the Group is formulating the development potential of this property and may include it in the asset enhancement program and transfer it to investment properties if appropriate.

因此，我們將開拓及應用創新技術，包括精實生產及半自動化操作，以提升運作效率及減少對勞工的依賴。我們亦將尋求數碼化技術以實現從生產規劃到產品交付過程中對各類操作的實時監控及迅速反應。

其他投資將包括增設研發中心及工廠設備。該等既定計劃投資，於未來數年估計將合共超過10,000,000美元。

進行資產增值以提高長期投資回報

年內，本集團將其於上海的自有物業出租予獨立第三方。本集團將重整香港的辦公室及倉庫，並尋求於切實可行情況下盡快出租部分自有物業予獨立第三方，從而進一步提升資產收益率。

由於投資物業目前產生穩定的租金收入及投資回報，我們已將來自持續經營業務與來自「營運分部資料」一段所載的本集團所持物業投資的經營業績及狀況區分。更為重要的是，其將為評估本集團的總體表現及狀況提供更為清晰的脈絡。

本集團持續探索及評估珠海工廠物業的潛在價值。考慮到大灣區的發展，本集團正評測該物業的發展潛力，並可能將其納入資產提升計劃及將其轉為投資物業（倘適合）。

Chairman's Statement

主席報告

Talent Development

We develop and retain a diverse and talented team of people who are committed to making our customers successful and to growing a world-class company that can share in that success.

We believe that to maintain Kingmaker's competitive edge, we must attract, select and retain motivated employees from a diverse range of backgrounds. To succeed, it requires more than ensuring competitive compensation, benefit and incentive structures. It means implementing a range of talent management programs designed to match the right people to the right jobs; and offering our employees rewarding work at different phases of their careers.

Succession Planning

As the Group's business grows, we continue to recruit and nurture young talents with a view to building a robust second-generation management team within the next three to five years. Another ongoing task is to train local staff members of various centers to take up local management roles in future.

The injection of new blood into management will not only lower the overall age profile of the executive team, but also ensure the smooth implementation of our long-term business development and facilities reengineering plans.

Our experienced senior management members, who are approaching their retirement ages, will gradually take up non-executive and mentoring roles to ensure a smooth transition.

I would like to thank Mr. Phillip Kimmel for his 24 years of contribution to the Group. During his tenure, he assisted the Group to build and maintain a strong client base and business network. After the forthcoming Annual General Meeting, he will be re-designated as a Non-executive Director with effect from 1 September 2018 and continue to serve our major customers and investment community.

With dedicated efforts, the Group is well on track to achieve its succession goals. I take pleasure to welcome Mr. Todd Wertz who will take up the role of Vice President of Marketing and Business Development.

人才發展

經選拔及培養的精英團隊致力於幫助客戶實現成功，並能助公司分享客戶成就，以發展為全球領先企業。

我們相信，為保持信星的競爭優勢，我們必須吸引、甄選及挽留具不同背景、表現積極的僱員。為獲得成功，我們須確保提供更具競爭力的薪酬、福利及獎勵待遇。此外，我們更須實施一系列人才管理計劃，以將合適的人才匹配至合適的崗位；並向處於職業生涯不同階段的僱員提供具成就感的工作。

繼任計劃

由於本集團業務增長，我們持續招聘及培養年輕人才，於未來三至五年內建立強大的第二代管理層隊伍。另一項持續的任務為培訓各中心的當地員工以於日後擔任當地管理職務。

為管理團隊注入新血不僅能降低執行團隊的整體年齡水平，更能確保順利實施長期業務發展及設施重建計劃。

經驗豐富的高級管理人員中，部分接近退休年齡，他們將逐步擔任非執行及導師職務以確保順利過渡。

本人謹此感謝柯民佑先生對本集團24年的貢獻。於其任期內，其協助本集團建立及維護強勁的客戶基礎及業務網絡。於舉行應屆股東週年大會後，其將自二零一八年九月一日起調任非執行董事並繼續為我們的主要客戶及投資界服務。

在全體同仁的不懈努力下，本集團穩步邁向成功。本人謹此熱烈歡迎文德光先生，彼將擔任市場推廣及業務發展副總裁職務。

OUTLOOK

Continuous rising costs and tightening human rights regulations will remain a major pressure for footwear manufacturers. Continuous economic development and an ageing population are also posing increasing recruitment difficulties for the industry.

In light of the prevailing uncertainty of the global economy, management continues to be cautious towards the market and operating environment in the coming year. Our long-term goals remain to pursue profit margin enhancement and shareholder value. To achieve these goals, we will remain selective in ongoing investments and capacity development, led by careful business portfolio planning.

Looking to the coming year, the global economy is not expected to show significant growth. Nevertheless, new trends in fashionable athleisure footwear are expected to bring this product category back to a growth track in fiscal 2018/19.

While we are cautiously optimistic about a rebound in the next financial year, we will stay alert to potential external risks that may have an impact on market demand. To maintain its cost advantage, tight cost control principles will continue to be applied to the corporate and manufacturing operations.

Despite some challenges in the macroeconomic environment, we are confident that the trend towards a healthy lifestyle will continue to drive demand for sportswear products.

Our manufacturing business will seek to capitalize on this trend.

前景

持續上升的成本及日益嚴苛的人權法規，仍將為鞋履製造商面臨的主要壓力。持續的經濟發展及人口老齡化問題，亦令業內招聘難度日益加劇。

鑒於全球經濟當前的不確定性，管理層對未來數年的市場及經營環境保持審慎態度。我們的長期目標仍為追求盈利率的提升及股東價值。為實現該等目標，我們將在審慎的業務組合規劃下，選擇性地進行投資及產能發展。

展望未來數年，預計全球經濟不會出現顯著增長。然而，時尚運動休閒型鞋履的新趨勢預期將於二零一八／一九財年令該類型回復增長。

儘管我們對未來財政年度的業績反彈保持審慎樂觀，我們對可能影響市場需求的潛在外部風險仍保持警惕。為維持成本優勢，我們將繼續在企業及生產運營中採用嚴格的成本控制原則。

儘管宏觀環境存在挑戰，我們仍充滿信心，相信健康生活方式新趨勢將繼續為鞋履產品帶來需求。

我們的製造業務將力圖抓住該趨勢。

Chairman's Statement

主席報告

Concluding Remarks

We are excited by the path of development of our business and are optimistic that the investments we are making will position Kingmaker for enduring success. The Board is of the view that the Group has the competence and right strategies to rebound from the trough.

The Group has a long track record of delivering results amid cyclical changes and macroeconomic challenges. Our time-proven business model will help the Group in bracing for the new challenges of tomorrow. It will also support our long-term mission of being a leading provider of footwear products in the Asia Pacific region.

Our strong customer relationships and renewed capability in serving customers' new product development requirements in today's challenging marketplace are favorable to our continued success.

We take pride in our loyal staff team, who have demonstrated resilience and adaptability to realize the Group's development blueprint, as well as the forward vision of our outstanding management team to ensure sustainable growth.

A strong financial position is central to the Group's success. We will continue to adopt prudent financial management to ensure the Group's healthy growth, while allowing us to invest in promising projects and to maintain a healthy dividend payout. With every plan and move, the Board upholds the principle of consistently creating shareholder value.

結語

本集團業務的發展歷程令人振奮，且我們對正在進行的投資表示樂觀，相信其將為信星帶來持久的成功。董事會認為本集團有能力，並有適當的策略能令業績從低位反彈。

面對週期性變化及宏觀經濟挑戰，我們擁有良好業績的長期往績記錄。行之有效的業務模式將幫助本集團迎接未來的新挑戰。這一能力將支持我們達致成為亞太地區鞋履產品領先供應商的長期使命。

在當前充滿挑戰的市場環境下，強勁的客戶關係，以及能滿足客戶新產品發展要求的更新能力，有利於我們的持續成功。

我們以忠誠的員工隊伍為榮，彼等已展示出充足的韌度及適應能力以實現本集團的發展藍圖。同時，傑出管理團隊的前瞻性眼光，確保了本集團的可持續增長。

穩健的財務狀況是本集團取得成功的關鍵。我們將繼續採取審慎的財務管理以確保本集團的穩健增長，同時讓我們可投資於具前景的項目及維持健康的股息派付率。每一項計劃及行動，董事會均會秉持為股東創造價值的一貫原則。

Chairman's Statement 主席報告

APPRECIATION

The continued progress of our businesses in the face of challenging market conditions validates the strength of the Group and the capabilities of our team. I wish to take the opportunity to thank my fellow directors, senior management and all staff members for their performance and service. I would also like to thank all our shareholders, suppliers, business partners and customers, whose support has contributed to our resilience over a period of macro challenges, business remodeling and production competence uplift.

By order of the Board
Chan Ho Man, Daniel
Chairman

Hong Kong, 28 June 2018

致謝

我們的業務在充滿挑戰的市場環境中持續進步，充分證實了本集團的實力及我們團隊的能力。本人藉此機會感謝各位董事、高級管理層人員以及全體員工的表現及服務。本人亦謹此向全體股東、供應商、業務夥伴及客戶表示由衷謝意，感謝彼等在我們面臨巨大挑戰、業務重整及生產能力提升的時期內所作出的貢獻，助集團保持強韌。

承董事會命
主席
陳浩文

香港，二零一八年六月二十八日

Management Discussion and Analysis

管理層討論及分析



FINANCIAL RESULTS

The Board is pleased to report the annual results of Kingmaker Footwear Holdings Limited (the “Company”) together with its subsidiaries (the “Group”) for the year ended 31 March 2018. Set out below are discussions on the various aspects of the Group’s financial results.

Turnover

During the year ended 31 March 2018, turnover from continuing operations thus decreased by 36.4% year on year to approximately HK\$1,165 million (2017: approximately HK\$1,830 million) while business volume (pairs) dropped by 41.2%.

The decline in turnover was mainly attributable to sluggish retail sales in the US and Europe, as reflected in slowed orders in particular during the second half of the financial year. Apart from the macroeconomic reasons, the decrease was also resulted from the Group’s more selective sales strategy after it undertook a re-evaluation of its business model, client and product mix. With this refined strategy, the Group aims to shift its focus onto products with higher profits and value in the long run. These have led to a decrease in the overall manufacturing scale of the Group.

財務業績

董事會欣然呈報信星鞋業集團有限公司(「本公司」)連同其附屬公司(「本集團」)截至二零一八年三月三十一日止年度的年度業績。以下所載為就本集團財務業績各方面的討論。

營業額

截至二零一八年三月三十一日止年度，來自持續經營業務的營業額按年下降36.4%至約1,165,000,000港元(二零一七年：約1,830,000,000港元)而業務量(雙數)下降41.2%。

營業額下降主要歸因於美國及歐洲零售業蕭條，其反映於訂單的放緩(尤其於本財政年度的下半年)。除卻宏觀經濟原因，該下降亦由於本集團於重新評估其業務模式、客戶及產品組合後，採取了更具選擇性的銷售模式。本集團旨在利用該精煉策略，將重心轉向利潤更高及具價值的產品。該等策略導致本集團整體製造規模下降。

Management Discussion and Analysis

管理層討論及分析

Gross Profit

As one of the measures to enhance production efficiency and to cope with the industry trend towards smaller batch sizes and more product styles, the Group expanded the conversion of traditional production lines into concept lines during the year. The setting up of the concept lines were also accompanied by further investments in lean manufacturing and process automation. While management is pleased to witness initial results of the concept lines in improving the speed, flexibility and efficiency of delivery, additional staff training and product development costs were inevitably incurred in the short term.

Other cost factors including increasing minimum wages in Vietnam, rising leather and other material costs, and the appreciation of the Renminbi and Vietnam Dong, also had a negative impact on the gross profit.

On the other hand, as a result of less labor input for each concept line and a reduced production scale, labor and salaries decreased significantly by approximately HK\$127 million. However, its proportion to turnover rose 0.7 percentage point to 20.9% (2017: 20.2%) owing to the significant drop in the topline. Subcontracting charges also decreased by 61.0% to approximately HK\$14 million (2017: approximately HK\$36 million), or 1.2% (2017: 1.9%) of turnover.

The gross profit margin dropped to approximately 15.7% (2017: approximately 18.0%) as a result of the above factors.

毛利

作為提升產品效能並應對趨於更小批量及更多產品類型的行業趨勢的策略之一，本集團於年內擴大了由傳統生產線向小流水生產線的轉移。小流水生產線的設立亦伴隨著對精實生產及操作自動化方面的進一步投資。儘管管理層欣然見證了小流水生產線於提升速度、靈活性及交付效率方面的初步成效，但短期內不可避免地產生額外的員工培訓及產品開發成本。

其他成本因素包括越南最低工資的增加、皮革及其他原料成本的上升，以及人民幣及越南盾的升值，亦對毛利產生負面影響。

另一方面，由於各小流水生產線所需的勞工減少及因縮減生產規模，勞工及薪金大幅下降約127,000,000港元。然而，由於年度總收入大幅下跌，勞工及薪金於營業額的佔比上升0.7個百分點至20.9%（二零一七年：20.2%）。分包費用亦下降61.0%至約14,000,000港元（二零一七年：約36,000,000港元），或佔營業額1.2%（二零一七年：1.9%）。

因上述因素，毛利率降至約15.7%（二零一七年：約18.0%）。



Management Discussion and Analysis

管理層討論及分析

Net Profit

The Group recorded a net profit from continuing operations attributable to equity holders of the Company of approximately HK\$257 million (2017: approximately HK\$133 million), representing a significant increase of 94.1% year on year. This was principally attributable to: (a) a non-recurring profit of approximately HK\$174 million from the net gain on disposal of Kingmaker Footwear (Zhong Shan) Co., Ltd., which was recognized and reflected in the interim results of the Group for the six months ended 30 September 2017; and (b) the writing back of an overprovision for prior years' income taxes in the amount of approximately HK\$40 million. Excluding the one-off items, recurring profit declined 44.5% year on year.

The net profit also took into account a share of losses of associates amounting to approximately HK\$11.6 million (2017: approximately HK\$1.2 million).

On a positive note, product mix enhancement efforts have yielded a 4.8% increase in the average selling price ("ASP"). Going forward the Group aims to move its ASP further up by engaging in the production of more higher-value products.

Earnings per share for the year increased by 93.3% year on year to approximately HK36.82 cents (2017: approximately HK19.05 cents).

純利

本集團錄得本公司權益持有人應佔來自持續經營業務的純利約257,000,000港元(二零一七年:約133,000,000港元),按年大幅上升94.1%。其主要歸因於:(a)來自出售順星製鞋(中山)有限公司的淨收益中的非經常性溢利約174,000,000港元,該溢利於截至二零一七年九月三十日止六個月之本集團中期業績中確認及反映;及(b)過往年度所得稅超額撥備之撥回約40,000,000港元。不計一次性項目,經常性溢利按年下降44.5%。

純利亦經計及聯營公司應佔虧損約11,600,000港元(二零一七年:約1,200,000港元)。

積極的方面,提升產品組合帶動平均售價(「平均售價」)上升4.8%。未來,本集團旨在從事更多高價值產品生產以進一步提升其平均售價。

年內每股盈利按年增加93.3%至約36.82港仙(二零一七年:約19.05港仙)。



Management Discussion and Analysis

管理層討論及分析

Key Financial Ratios

Healthy financial ratios were maintained during the year:

- Debtors' turnover increased to 37 days for the year ended 31 March 2018 (2017: 31 days);
- Stock turnover was 97 days (2017: 76 days) owing to a temporary holding of stock on customers' request;
- Creditor turnover increased to 82 days (2017: 79 days);
- Strong liquidity with net cash in hand of approximately HK\$804 million as at 31 March 2018 (2017: approximately HK\$776 million);
- Current and quick ratios were 2.4 and 2.1, respectively (2017: 2.1 and 1.8, respectively).

Final and Special Dividends

In anticipation of ongoing strong cash generated from the manufacturing and investment properties segments and considering the Group's healthy financial position, the Group pledges to continue its dividend policy of sharing results with shareholders.

Accordingly, the Board recommended the payment of a final dividend and special dividend of HK2.2 cents (2017: HK5.5 cents) and HK12.8 cents (2017: HK4.5 cents), respectively, which together with the interim dividend of HK3.8 cents (2017: HK4.2 cents) and special interim dividend of HK11.2 cents (2017: HK3.8 cents), represents a payout ratio of 81.5% (2017: 94.5%).

主要財務比率

本集團於年內維持穩健的財務比率：

- 截至二零一八年三月三十一日止年度，總收賬週轉天數增至37日（二零一七年：31日）；
- 因應客戶要求臨時持有存貨，故存貨週轉天數為97日（二零一七年：76日）；
- 應付賬款週轉天數增至82日（二零一七年：79日）；
- 於二零一八年三月三十一日，流動資金強勁，手頭淨現金為約804,000,000港元（二零一七年：約776,000,000港元）；
- 流動及速動比率分別為2.4及2.1（二零一七年：分別為2.1及1.8）。

末期及特別股息

鑒於預期製造分部及投資物業分部持續產生強勁現金流及考慮到本集團財務狀況穩健，本集團承諾將繼續採納與股東分享成果之股息政策。

因此，董事會建議分別派發末期股息及特別股息2.2港仙（二零一七年：5.5港仙）及12.8港仙（二零一七年：4.5港仙），連同中期股息3.8港仙（二零一七年：4.2港仙）及特別中期股息11.2港仙（二零一七年：3.8港仙），派息率為81.5%（二零一七年：94.5%）。



Management Discussion and Analysis

管理層討論及分析



OPERATIONAL REVIEW

We work alongside customers as their production partner, and provide a broad range of quality manufacturing solutions in support of the customers' brand building and enhancement efforts. We also provide a diversified operational platform to meet customers' risk management requirements.

Continuing Operations – Manufacturing Business

The Group operates two core manufacturing bases in southern Vietnam and Cambodia. Our production network also includes research and development (“R&D”) centers, located in southern Vietnam, Cambodia and the People's Republic of China (the “PRC”), as well as two outsole factories in southern Vietnam and Cambodia. In addition, the Group holds a 40% interest in a joint-venture factory in central Vietnam.

The relocation of production activities from our higher-cost base in Mainland China to more cost-effective sites in Southeast Asia has helped renew our cost competitiveness against rising manufacturing expenses and squeezing margins. Management believes the current geographical mix will enable the Group to maintain flexibility in adjusting its production to cope with clients' needs and market changes.

營運回顧

作為客戶的生產合作夥伴，我們與客戶共同努力，並為客戶提供廣泛的優質製造解決方案，以支持客戶於品牌建設及提升方面的努力。我們亦提供多元化的經營平台以滿足客戶於風險管理方面的要求。

持續經營業務－製造業務

本集團於越南南部及柬埔寨經營兩個核心生產基地。生產網絡亦包括位於越南南部、柬埔寨及中華人民共和國（「中國」）的研究開發（「研發」）中心，以及位於越南南部及柬埔寨的兩間鞋底生產廠房。此外，本集團持有位於越南中部的一間合營工廠的40%股權。

將生產活動由成本較高的中國內地遷往更具成本效益的東南亞，有助於在日益上升的製造開支及受壓的邊際利潤中重續我們的成本競爭力。管理層相信，目前的地區組合將確保本集團在調整生產時可保持靈活性，以應對客戶需要及市場變化。

Management Discussion and Analysis

管理層討論及分析

The relocation program has brought 88.9% of the Group's total production lines to bases in southern Vietnam and Cambodia, with 11.1% being retained in Mainland China. In the long run, it is expected that more than 90% of our production capacity will be located in Southeast Asia, where the Group can enjoy lower costs and more attractive tax and customs policies.

As at the year-end date, the Group had a combined production scale of 38 concept and traditional processing lines, aggregating to an annual capacity of around 12.3 million pairs, which were 70.0% utilized (2017: 85.0%).

In southern Vietnam, there were 21 concept lines and 5 traditional lines in operation, while in Cambodia we had expanded to 5 concept lines and 3 traditional lines. Upon successful trial of the concept lines during the year, we plan to set up additional concept lines in southern Vietnam and Cambodia in the coming years. By the end of year 2020, we expect to have an aggregate of 18 traditional lines and 32 concept lines mainly in Southeast Asia.

In terms of output, the Southeast Asian production base contributed 82.2% of total production (2017: 85.9%) in pairs of footwear, while Mainland China accounted for 17.8% (2017: 14.1%) of total production.

The geographical distribution of markets shifted as a result of the change in client portfolio. European markets' contribution increased to 33.7% (2017: 31.6%) whereas turnover from the US dropped to 14.7% (2017: 20.9%). Turnover generated from Asia and other areas increased to 35.8% and 15.8% respectively (2017: 33.7% and 13.8% respectively).

Premium casual footwear was still the major product category, accounting for 55.5% (2017: 52.8%) of turnover. Babies' and children's footwear and rugged products generated 18.2% (2017: 18.2%) and 15.5% (2017: 12.4%) of turnover respectively. The clearance sale effect on the athleisure product category, due to an over-expectation of demand back in 2015, continued to see its contribution reduced to 10.8% (2017: 16.6%).

遷移方案將本集團總生產線的88.9%帶往越南南部及柬埔寨基地，而11.1%留在中國內地。長期而言，預期超過90%的產能將建基於東南亞，由此本集團可享受更低的成本及更具吸引力的稅項及關稅政策。

於年結日，本集團的合併生產規模包含38條小流水概念生產線及傳統操作線，合共年產能為約12,300,000雙鞋履，使用率為70.0%（二零一七年：85.0%）。

本集團於越南南部運營21條小流水生產線及5條傳統生產線。而在柬埔寨，我們已擴建至5條小流水生產線及3條傳統生產線。於年內小流水生產線成功試產後，我們計劃未來幾年在越南南部及柬埔寨增設此等生產線。至二零二零年年底，我們預期將總共擁有18條傳統生產線及32條小流水生產線，主要位於東南亞。

就產出而言，以鞋履的雙數計，東南亞生產基地貢獻總產量的82.2%（二零一七年：85.9%），而中國內地佔總產量的17.8%（二零一七年：14.1%）。

因客戶組合的變化，市場地區分佈發生變動。歐洲市場貢獻增加至33.7%（二零一七年：31.6%），而來自美國的營業額降至14.7%（二零一七年：20.9%）。來自亞洲及其他地區的營業額分別增至35.8%及15.8%（二零一七年：分別為33.7%及13.8%）。

優質便服鞋仍為主要產品類別，佔營業額的55.5%（二零一七年：52.8%）。嬰幼兒鞋履及豪邁型產品分別佔營業額的18.2%（二零一七年：18.2%）及15.5%（二零一七年：12.4%）。由於客戶在二零一五年為需求作出過高預期，其後的清倉甩賣對運動便服鞋帶來影響，其貢獻繼續下降至10.8%（二零一七年：16.6%）。

Management Discussion and Analysis

管理層討論及分析

The Group was able to utilize its flexible production capability to cope with changing customer preferences. The ongoing strategy is to consistently shift to higher-profit products and brands. Management will cautiously monitor and adjust the client portfolio and product mix in order to maintain profitability and to capture market trends.

Major customers for the year included Asics, Clarks, KIX, Skechers and Wolverine, with the top five customers' aggregate contribution remaining quite stable at 93.7% (2017: 93.5%) of total turnover. With a flexible production setup and specialized services, the Group is confident of securing new customers and products targeting different market segments.

Key developments in the Group's production centers include:

Southern Vietnam

Our southern Vietnam production base has over the years successfully built a healthy client mix with balanced geographical distribution. The US' exit from TPP therefore had minimal impact on our business in southern Vietnam. Management will, however, maintain caution with regard to the development of recent protests in Vietnam.

Having completed the construction of new factories on an adjacent site, the Group has set up another manufacturing platform for upcoming new orders. As at 31 March 2018, the Group also completed in obtaining the land use right of another plot of land with a site area of 100,000 square meters located about half-an-hour's drive from the existing facilities. This new site will be reserved for future expansion purposes.

The southern Vietnam production base contributed 62.1% (2017: 58.4%) of total volume output.

Cambodia

Capacity in Cambodia underwent enhancement and improvement during the year with the setting up of more concept lines. The Group will seek to further improve the operational efficiency of the Cambodian factory, as this is a key to fulfilling future orders.

本集團能夠利用靈活的產能應對不斷變化的消費者喜好。現時策略是持續轉向利潤更高的產品及品牌。管理層將審慎監控及調整客戶及產品組合，以保持盈利能力及把握市場趨勢。

本年度之主要客戶包括Asics、Clarks、KIX、Skechers及Wolverine，五大客戶的合共貢獻仍相對穩定，佔總營業額的93.7%（二零一七年：93.5%）。擁有靈活的生產設置及專門服務，本集團對獲取不同市場分部的新客戶及產品充滿信心。

本集團生產中心的主要發展包括：

越南南部

過去數年，越南南部的生產基地已成功建立健康的客戶組合且地區分佈平衡。因此美國退出TPP對越南南部的業務產生極其微小的影響。然而，管理層將審慎注視越南抗議行動的發展。

於完成鄰近工地的新工廠建設後，本集團已為即將來臨的新訂單設立另一製造平台。於二零一八年三月三十一日，本集團亦完成取得另一幅距離現有工廠半小時車程，佔地面積為100,000平方米的地塊的土地使用權。該新地盤將預留作未來拓展用途。

越南南部生產基地貢獻總產量的62.1%（二零一七年：58.4%）。

柬埔寨

年內，隨著設立更多小流水生產線，柬埔寨的產能得到提升及改善。柬埔寨工廠為滿足未來訂單的關鍵，本集團將進一步改善其經營效能。

Management Discussion and Analysis

管理層討論及分析

It contributed 20.1% (2017: 20.8%) of total output in terms of pairs of footwear despite the removal of 2 of its production lines to southern Vietnam.

Mainland China

Our manufacturing activity in Mainland China is mainly based in Zhuhai in southern China. Despite a reduced scale, the proportionate contribution of this production base to the Group's overall output increased slightly owing to an upgrade to the facilities.

Management has continued to restructure and integrate resources in Mainland China to ensure a stable output of niche products to supplement the Southeast Asian centers. The center in Mainland China will also maintain its function as an R&D platform.

In line with our relocation program, management will continue to explore any feasible solutions to make good use of our remaining facilities in China.

Investment in associates

The operation of the 40%-held joint venture with Evervan Group ("Evervan") in central Vietnam commenced in March 2017. Evervan is a leading international footwear manufacturer. As at 31 March 2018, 3 production lines were in operation.

In view of the operating results and performance of the associates during the year, the business plan has lagged behind the original schedule. In the coming year, management will undertake a thorough review and will continue to monitor its performance, and in the event that its operating results deteriorate further, we may consider suspend our further capital investment.

A share of losses from associates amounting to approximately HK\$11.6 million (2017: approximately HK\$1.2 million) was incurred during the year.

As always, we will continue to be on the lookout for lucrative opportunities to further expand our business, with the ultimate aim of bringing greater value to our shareholders in the long run.

儘管已遷移兩條生產線至越南南部，就鞋履雙數而言，當地仍貢獻總產量的20.1%（二零一七年：20.8%）。

中國內地

我們於中國內地的生產活動主要位於中國南部的珠海。儘管規模縮減，因對設施進行了升級，該生產基地對本集團總產量的貢獻比例略微上升。

管理層繼續重組及整合於中國內地的資源，以確保提供穩定產量的小眾產品，為東南亞中心作補充。位於中國內地的中心亦保持其作為研發平台的功能。

與遷移方案一致，管理層將持續開拓任何可行解決方案以充分利用於中國的剩餘設施。

於聯營公司的投資

與榮誠集團（「榮誠」）成立的持有40%股權的合營企業於二零一七年三月開始在越南中部營業。榮誠為領先的國際鞋履製造商。於二零一八年三月三十一日，3條生產線已投入運營。

鑒於年內該聯營公司的經營業績及表現，業務計劃滯後於原定時間表。來年，管理層將進行徹底的檢討並將繼續監督其表現，及倘經營業績進一步惡化，我們可能考慮暫停進一步資本投資。

年內產生自聯營公司應佔虧損約11,600,000港元（二零一七年：約1,200,000港元）。

我們將一如既往地繼續物色具盈利的投資機會以進一步擴大業務，最終目標是長遠為股東創造更大價值。

Management Discussion and Analysis

管理層討論及分析

Discontinued Operation – Retailing Business

The retail unit gradually wound down its operation from September 2016 and all major retail operations were ceased as at 31 March 2017. During the year, the retailing unit recorded a gain on disposal of a subsidiary of approximately HK\$2.3 million (2017: HK\$Nil).

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group generally finances its operation by internally and generated cashflow and banking facilities provided by its bankers.

Prudent financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 31 March 2018, the Group's cash and cash equivalents were approximately HK\$804 million (2017: approximately HK\$776 million).

The Group is substantially debt-free. As at 31 March 2018, the Group had banking facilities amounted to an aggregate sum of approximately HK\$99 million (2017: approximately HK\$99 million) with various banks. Out of the trade and overdraft banking facilities of approximately HK\$99 million (2017: approximately HK\$99 million) in Hong Kong being granted to the Group, HK\$0 (2017: approximately HK\$0.8 million) had been utilized as at 31 March 2018.

已終止經營業務－零售業務

零售單元自二零一六年九月起逐步放緩其業務，及全部主要零售業務於二零一七年三月三十一日終止經營。年內，零售單元錄得出售一間附屬公司收益約2,300,000港元（二零一七年：零港元）。

財務回顧

流動資金及財務資源

本集團一般以內部產生之現金流量及其往來銀行提供之銀行信貸為其業務提供資金。

審慎的財務管理及選擇性投資，令本集團之財務狀況維持穩健。於二零一八年三月三十一日，本集團之現金及等同現金項目約為804,000,000港元（二零一七年：約776,000,000港元）。

本集團基本上並無債項。於二零一八年三月三十一日，本集團獲得多間銀行之信貸總額約為99,000,000港元（二零一七年：約99,000,000港元）。本集團獲授予之香港貿易及透支之銀行信貸約99,000,000港元（二零一七年：約99,000,000港元）當中，於二零一八年三月三十一日動用零港元（二零一七年：約800,000港元）。



Management Discussion and Analysis

管理層討論及分析

For the year ended 31 March 2018, the current ratio was approximately 2.40 (2017: approximately 2.07) based on current assets of approximately HK\$1,117 million and current liabilities of approximately HK\$465 million and the quick ratio was approximately 2.04 (2017: approximately 1.79).

As at 31 March 2018, the Group did not have any interest-bearing bank borrowings.

The Group will continue to maintain conservative cash flow management to sustain a strong cash position. Having considered the major expansion plans of the Group, including Vietnam and Cambodia in the next two to three years, the Directors are of the opinion that the Group has adequate liquidity to meet its current and future working capital requirements on its operations and expansion.

Foreign Exchange Risk Management

Most of the Group's assets and liabilities, revenue and expenditure are denominated in Hong Kong dollars, the RMB, the Vietnamese Dong ("VND") and the US dollars ("US\$"). It is the Group's policy to adopt a conservative approach on foreign exchange exposure management.

However, the Group will continue to monitor its foreign exchange exposure and market conditions to determine if any hedging is required. The Group generally finances its operation with internal resources and bank facilities provided by banks in Hong Kong. Interest rates of borrowings are fixed by reference to the Hong Kong Inter-Bank Offered Rate or the London Inter-Bank Offered Rate.

The Group's treasury policies are designed to mitigate the impact of fluctuations in foreign currency exchange rates arising from the Group's global operations and to minimise the Group's financial risks. As a measure of additional prudence, the Group cautiously uses derivatives financial instruments, principally forward currency contracts as appropriate for risk management purposes only, for hedging transactions and for managing the Group's receivables and payables.

截至二零一八年三月三十一日止年度，流動比率約為2.40(二零一七年：約2.07)，此乃按流動資產約1,117,000,000港元及流動負債約465,000,000港元之基準計算，而速動比率則約為2.04(二零一七年：約1.79)。

於二零一八年三月三十一日，本集團並無任何計息銀行借貸。

本集團將繼續維持保守之現金流量管理，以鞏固現金狀況。經考慮本集團於未來兩至三年包括在越南及柬埔寨進行之主要擴充計劃，董事認為本集團具備充足之流動資金以應付其目前及日後營運及拓展之營運資金需求。

外匯風險管理

本集團大部分之資產與負債及收益與開支以港元、人民幣、越南盾及美元計值。採用保守方法管理外匯風險乃本集團之政策。

然而，本集團將繼續監控其外匯風險及市場狀況，以確定是否需要採取對沖措施。本集團一般以內部資源及香港銀行所提供之銀行融資作為營運所需資金。借貸利率按香港銀行同業拆息率或倫敦銀行同業拆息率釐定。

本集團之財務政策旨在減輕本集團環球業務所帶來之外幣匯率波動之影響，以及將本集團之財務風險降至最低。本集團採用一項更為審慎之措施，審慎運用衍生金融工具（主要為遠期貨幣合約（如適用）僅作風險管理之用）以作對沖交易及管理本集團應收賬項及應付賬項之用。

Management Discussion and Analysis

管理層討論及分析

The exposure to foreign currency of the Group mainly arose from the net cash flows and the net working capital translation of its PRC and Vietnam subsidiaries. The management of the Group will actively hedge the foreign currency exposures through natural hedges, forward contracts and options, if consider necessary. The management of currency risk is centralised in the headquarter of the Group in Hong Kong.

Capital Structure

Shareholders' equity increased to approximately HK\$1,221 million as at 31 March 2018 (2017: approximately HK\$1,146 million). As at 31 March 2018, the Group did not have any interest-bearing bank borrowings (2017: nil), resulting nil% (2017: nil%) of the shareholders equity.

Purchase, Redemption or Sale of Listed Securities

During the year, the Company repurchased and cancelled 8,274,000 of its ordinary shares of HK\$0.10 each on the Stock Exchange at an aggregate consideration of approximately HK\$18,566,000 excluding transaction cost. The repurchase of the Company's shares during the year was effected by the Board, pursuant to the repurchase mandate granted by the shareholders, with a view to benefit shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

本集團面臨之外匯風險主要來自其中國及越南附屬公司之現金流量淨額及營運資金淨額之換算。本集團管理層將積極透過自然對沖、遠期合約及期權方式（倘必要）對沖外匯風險。貨幣風險集中由本集團之香港總部管理。

股本架構

股東權益增加至二零一八年三月三十一日約1,221,000,000港元（二零一七年：約1,146,000,000港元）。於二零一八年三月三十一日，本集團並無任何計息銀行借貸（二零一七年：零），因而佔股東權益比例為零%（二零一七年：零%）。

購買、贖回或出售上市證券

年內，本公司於聯交所購回及註銷8,274,000股每股面值0.10港元之普通股，總代價（不包括交易成本）約18,566,000港元。年內，董事會根據股東授予之購回授權購回本公司股份，旨在藉此提高本公司每股資產淨值及每股盈利而使股東整體獲益。



Management Discussion and Analysis

管理層討論及分析

Details of the shares repurchase during the year under review are as follows:

於回顧年度股份購回之詳情如下：

Month/Year 年／月	Number of shares repurchased 購回之股份數目	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate consideration (excluding transaction cost) 總代價 (不包括交易成本) HK\$'000 千港元
July 2017 二零一七年七月	230,000	2.33	2.31	534
August 2017 二零一七年八月	2,172,000	2.42	2.32	5,183
September 2017 二零一七年九月	384,000	2.48	2.46	950
January 2018 二零一八年一月	1,068,000	2.13	2.08	2,252
February 2018 二零一八年二月	3,254,000	2.22	2.09	7,020
March 2018 二零一八年三月	1,166,000	2.28	2.20	2,627
Total 總計	8,274,000			18,566

The premium paid on the repurchase of the shares of approximately HK\$17,739,000 has been debited to the share premium account. An amount equivalent to the par value of the shares cancelled has been transferred from the retained profits of the Company to the capital redemption reserve.

購回股份時已付之溢價約17,739,000港元已自股份溢價賬扣除。本公司亦已將相等於註銷股份面值之金額自本公司保留溢利轉撥至股本贖回儲備。

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

除上文所披露者外，本公司或其任何附屬公司年內概無購買、贖回或出售本公司之任何上市證券。

Management Discussion and Analysis

管理層討論及分析

EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries in Hong Kong, Taiwan, the PRC, Vietnam and Cambodia, employed approximately 9,700 employees as at 31 March 2018. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Share options and awarded shares may also be granted in accordance to the terms of the Group's approved share option scheme and share award scheme, respectively.

僱員及薪酬政策

於二零一八年三月三十一日，本集團（包括其於香港、台灣、中國、越南及柬埔寨之附屬公司）共聘用約9,700名員工。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及員工個別之表現為基準釐定。本集團亦可根據本集團批准之購股權計劃及股份獎勵計劃之條款分別授出購股權及獎勵股份。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE ESG REPORT

Kingmaker Footwear Holdings Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) is delighted to present its second Environmental, Social and Governance Report (the “**ESG Report**”). This ESG Report herein focuses on providing an overview of the environmental and social aspects of the Group, and outlines how we seek to continually improve our operational strategy in regard to our environment and society in order to cope with the global standards of sustainability.

During the process of the preparation of this ESG Report, the Group has conducted thorough review and evaluation of the existing Group’s policies and practices.

ESG Report Scope and Boundary

The ESG Report is prepared in accordance with the ESG Reporting Guide (the “**Guide**”) as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEX**”) (the “**Listing Rules**”).

In order to comply with the disclosure obligations of “comply or explain” provisions, this ESG Report has outlined the overall Group’s performance in environmental protection, human resources, operating practice and community involvement for the financial year from 1 April 2017 to 31 March 2018 (the “**Reporting Period**”).

關於ESG報告

信星鞋業集團有限公司(「**本公司**」)連同其附屬公司(「**本集團**」)欣然呈列其第二份環境、社會及管治報告(「**ESG報告**」)。本ESG報告專注於提供本集團環境及社會方面的概覽，以及概述我們如何尋求不斷改善我們在環境與社會方面的營運策略，以達到全球可持續發展標準。

在編製本ESG報告的過程中，本集團對其現有政策及實踐進行了全面的審視及評估。

ESG報告範圍及界限

ESG報告乃根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄二十七所載的環境、社會及管治報告指引(「**指引**」)編製。

為遵守「不遵守就解釋」條文的披露規定，本ESG報告概述了本集團於二零一七年四月一日至二零一八年三月三十一日止財政年度(「**報告期間**」)在環境保護、人力資源、營運慣例及社區參與方面的整體表現。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group acknowledges the importance of proper disclosure of business activities, believing it as the key to building trust with investors and shareholders. For instance, this ESG Report will highlight the following aspects:

- Emissions, use of resources and generation of waste;
- Employment and Labour Practices;
- Operating Practices; and
- Community Investment.

本集團認可妥當披露商業活動的重要性，並認為這是與投資者及股東建立信任的關鍵。例如，本ESG報告將突出以下方面：

- 排放、利用資源及產生廢棄物；
- 僱傭及勞工常規；
- 營運常規；及
- 社區投資。

OUR STAKEHOLDERS

As stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. The probable points of concern of the stakeholders and the way of our communication and responses are listed below.

我們的持份者

由於持份者在我們持續業務成功方面扮演重要角色，我們運用多種溝通渠道與持份者增進了解及交流。持份者的可能關注點以及我們的溝通及回應方式列示如下。

Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
HKEX 聯交所	Compliance with listing rules, and timely and accurate announcements. 遵守上市規則，及時準確地刊發公告。	Meetings, training, workshops, programs, website updates, and announcements. 會議、培訓、工作坊、計劃、網站更新及公告。
Government 政府	Compliance with laws and regulations, preventing tax evasion, and social welfare. 遵守法律及規例、防止逃稅及社會福利工作。	Interaction and visits, government inspections, tax returns and other information. 互動及拜訪、政府視察、納稅申報及其他資料。

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Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
Investors 投資者	Corporate governance, business strategies and performance, and investment returns. 企業管治、業務策略及表現，以及投資回報。	Briefing sessions and seminars, interviews, shareholders' meetings, issue of financial reports or operation reports for investors, media and analysts. 組織簡報會及研討會、訪談、股東大會、向投資者、媒體及分析員提供財務報告或營運報告。
Media & Public 媒體及公眾	Corporate governance, environmental protection, and human right. 企業管治、環保及人權。	Newsletters on the Company's website. 在本公司網站發佈快訊。
Suppliers 供應商	Payment schedule, and stable demand. 付款時間表及穩定需求。	Site visits. 實地拜訪。
Customers 客戶	Service quality, service delivery schedule, reasonable prices, service value, and personal data protection. 服務質素、服務提供計劃、合理價格、服務價值及個人數據保護。	After-sales services. 售後服務。
Employees 僱員	Rights and benefits of employees, compensation, training and development, work hours, and working environment. 僱員的權利及福利、補償、培訓與發展、工作時數及工作環境。	Union activities, training, interviews with employees, internal memos, and employee suggestion boxes. 工會活動、培訓、僱員訪談、存置內部備忘錄及設立僱員意見箱。
Community 社區	Community environment, employment opportunities, community development, and social welfare. 社區環境、僱傭機會、社區發展及社會福利。	Community activities, employee voluntary activities, and community welfare subsidies and donations. 社區活動、僱員義工活動、社區福利補貼及捐贈。

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PART A. ENVIRONMENTAL

Overview

With over three decades of operations, the Company has grown into a reputable manufacturer of footwear for famous brands including Asics, CAT, Clarks, Stride Rite, K1X and Skechers, and has operating factories and offices located in China, Vietnam, Cambodia, Taiwan, Macau and Hong Kong. Being one of the major footwear manufacturing groups in Asia, we recognize our corporate duties and obligations to protect the environment. As such, we have integrated the idea of sustainability into our day-to-day operations by implementing various measures to reduce carbon footprints and mitigate undesirable impacts on our environment.

We strive to work towards a 'green' and sustainable working environment by improving energy efficiency, addressing waste management, supporting environmental education and promoting the idea of recycling and reusing. The Group has established a set of management policies, mechanisms and measures on environmental protection and natural resources conservation to help ensure the operations of the Group is in line with the world-class environmental protection practices. Moreover, we have recruited third party professionals to conduct energy audit test in order to assess and evaluate our existing energy saving policies and to determine whether the adopted measures are adequate in terms of saving cost and energy as well as increasing productivity while meeting stakeholders' expectations.

A部. 環境

概覽

經過逾三十年的營運，本公司已成長為眾多著名品牌的鞋類製造商，包括Asics、CAT、Clarks、Stride Rite、K1X和Skechers，並在中國、越南、柬埔寨、台灣、澳門及香港設有工廠及辦事處。作為亞洲一家大型鞋類製造集團，我們認識到我們的企業職責及保護環境的義務。故此，我們將可持續發展理念與我們的日常營運相結合，通過實施多種措施減少碳足跡及減輕對環境造成的不良影響。

我們通過提高能源效率、解決廢棄物管理、支持環境教育以及推廣回收及再利用的理念，朝著「綠色」及可持續工作環境努力。本集團制定了一套有關環境保護及自然資源保護的管理政策、機制及措施，有助於確保本集團的業務營運符合世界級的環保實踐。此外，我們已聘請第三方專業人士進行能源審核測試，以評估及評價我們的現有節能策略，並確定所採取的措施在節省成本以及提高生產力的同時，亦能滿足持份者的期望。



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Since our major operating factories are located in Vietnam and Cambodia, this ESG Report will mainly focus on the environmental issues and relevant measures that are applicable to these two operating units. To achieve the environmental goals, the Group has implemented the following measures:

- Comply with all applicable environmental laws and regulations;
- Identify, assess and mitigate all potential environmental impacts associated with the Group's activities;
- Commit leadership and develop a strong culture of environmental stewardship within the entire workforce; and
- Make resources and systems available, with provision of necessary training to empower our employees to fulfill our environmental responsibilities.

Compliance and Grievance

During the Reporting Period, the Group complied with all relevant environmental laws and regulations that have a significant impact on us, including but not limited to, "Law on Environmental Protection and Natural Resources Management" in Cambodia and "Law on Environmental Protection" in Vietnam. No confirmed non-compliance incidents or grievances were noted by the Group in relation to environmental issues.

由於我們主要的營運工廠位於越南及柬埔寨，本ESG報告將著重關注適用於該兩個營運單位的環境問題及有關措施。為達致環境目標，本集團已實施下列措施：

- 遵守一切適用的環境法律及法規；
- 識別、評估及減輕與本集團活動有關之一切潛在環境影響；
- 在全體員工中保持領導力並發展強大的環境管理文化；及
- 開放資源及系統，以及提供必要的培訓，以便我們的員工能夠履行我們的環境責任。

合規及投訴

於報告期間，本集團遵守對我們有重大影響的所有有關環境法律及規例，包括但不限於柬埔寨的「環境及自然資源管理法」及越南的「環境保護法」。本集團並無得知在環境方面有確認的不合規事件或投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

Emissions

The Group's greenhouse gas ("GHG") emissions mainly resulted from three types of activities, including but not limited to, direct vehicle emissions, direct air-conditioning at offices and factories, and the use of purchased electricity. Direct GHG emissions are very subtle as the production process of footwear only includes, abrasive, gluing and drying, universal pressing and pressed lining, repairing, shading, labeling, inspection, and packaging; while other indirect emissions mainly arise from the use of business facilities. We have implemented various measures to ensure that the emissions are kept at the minimum, and to reduce the impact of our business activities caused to the environment.

排放

本集團的溫室氣體（「溫室氣體」）排放主要來自三類活動，其中包括但不限於車輛直接排放、辦公室及工廠的空調直接排放以及使用購買的電力。直接溫室氣體排放非常輕微，因為鞋類的生產過程僅包括研磨、粘合及乾燥、通用沖壓及壓襯、修補、著色、加標籤、檢驗及包裝；而其他間接排放主要來自使用之商業設施。我們已採取多項措施以確保排放保持在最低水平，從而減少我們的商業活動對環境造成的影響。

Data on Greenhouse Gas Emission for the Year ended 31 March 2018		Approximate Carbon emission (CO ₂) in kg 概約 碳排放（二氧化碳） 以千克計
有關溫室氣體排放的數據 截至二零一八年三月三十一日止年度		
Electricity consumption	電子消耗	9,143,000
Motor vehicles	汽車	231,000
Generator	發電機	37,000
Disposal of paper	處理紙張	21,000
Total emission of GHG	溫室氣體總排放	9,432,000

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Vehicles, forklifts and generators

10 motor vehicles are used to serve our management team members, guests and clients, and 3 forklifts are used for lifting and transporting heavy loads in Vietnam and Cambodia factories. In our business operations, employees are seldom required to travel to different locations for work.

All usage of fuel and mileage of the vehicles are recorded by drivers on a daily basis in order to monitor the usage of vehicles. Furthermore, all vehicles are under regular maintenance check to facilitate fuel consumption efficiency, ensure road safety and keep carbon dioxide emission at its minimum.

The total mileage travelled by the vehicles was approximately 470,000 kilometers. The total consumption of fuel for both vehicles and forklifts was approximately 87,000 litres; the total nitrogen oxides and sulphur oxides emissions were approximately 35,000 grams and approximately 1,000 grams respectively; while the total particle emission was approximately 3,000 grams; and the total carbon dioxide emission was approximately 231,000 kilograms.

Generators are used to support the operations in Cambodia. The total fuel consumption was approximately 14,000 litres, with a total carbon dioxide emission was approximately 37,000 kilograms. In order to help reduce the use of fuel and the emissions of greenhouse gases, all machines and equipment would be turned off when they are not in use.

車輛、叉車及發電機

越南及柬埔寨工廠使用10輛汽車接送我們的管理團隊成員、賓客及客戶，及使用3輛叉車起重及運輸重物。在我們的業務營運中，僱員很少需要前往不同地點工作。

司機每天會記錄車輛的所有燃料使用及里程情況，以監測車輛的使用情況。此外，所有車輛均會進行定期維護檢查，以便提高燃油消耗的效率、確保道路安全以及將二氧化碳排放量保持在最低水平。

汽車行駛總里程約470,000千米。汽車及叉車的燃料總消耗量約87,000升；氮氧化物及硫氧化物總排放總量分別約35,000克及約1,000克；而顆粒物排放總量約3,000克；以及二氧化碳總排放總量約231,000克。

柬埔寨使用發電機支持其運營。燃料總消耗量為約14,000升，而二氧化碳總排放總量約37,000克。為有助降低燃料的使用及溫室氣體的排放，所有不使用的機器及設備會關閉。

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Air-conditioning

In Vietnam and Cambodia factories, indoor temperature is maintained at 24 degrees Celsius or above to reduce unnecessary energy wastage. Air-conditioners are switched off when they are not in use. The Group has also put notices at prominent locations to raise employees' awareness of energy conservation.

Use of Resources

The Group always endeavors to promote sustainability and aim to cease resources wastage that provokes detrimental harm to the environment. Various measures have been implemented to attain the goal of using resources efficiently. These measures have been effectively communicated to all levels of staff, ensuring that all employees understand clearly the importance of conserving energy and make full use of the available resources during work.

Use of Resources Policy has been issued, and certain goals and plans have been made to save energy. We have also assigned a department responsible for energy management, which includes carrying out regular inspections and monitoring the usage of energy. We are aware of the significance of energy saving for the business and the society, and have made several investments on saving the use of energy and resources. The measures taken are as follows.

空調

越南及柬埔寨工廠的室內溫度維持在24攝氏度或以上，以減少不必要的能源浪費。空調在不使用時會關閉。本集團亦於顯眼的位置張貼通告，以提高員工的節能意識。

資源使用

本集團一向致力於提升可持續發展能力以及旨在杜絕資源浪費，以免對環境造成有害的損害。為達到高效使用資源的目標，我們實施了多項措施。該等措施已有效傳達至各級員工，確保全體僱員清楚明白節約能源的重要性並在工作中充分使用可用的資源。

本集團已發佈資源使用政策，並已制定若干節能目標及計劃。我們亦指派部門負責能源管理，其中包括開展定期檢查及監測能源的使用情況。我們意識到節能對於企業及社會的重要性，並已在節約能源及資源的使用方面作出數項投資。所採取的措施如下。

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Water Usage

Water usage arises from the production process of footwear and the daily use of water by employees at the offices during working hours. Monthly water consumption depends highly on the production volume of the month and has a slight fluctuation throughout the year.

At the factory in Vietnam, meters are installed to monitor the water consumption which makes analyzing the consumption index of each production stage easier. As for the Cambodia factory, it is convenient for the site to source natural water from wells in the nearby area.

In order to use water efficiently, the Group has installed automatic water saving taps in toilets and has placed written notices in conspicuous areas to remind staff to save resources. Moreover, we have also consulted third party professionals to evaluate the existing energy saving policies and suggest ways to improve our measures.

We would continue to put more efforts to reduce unnecessary water consumption. During the Reporting Period, the total consumption of water in Vietnam site was approximately 333,000 cubic meters, with a total of approximately 266,000 cubic meters of sewage discharged into pipes. There meters have not been installed in the Cambodia factory. During the Reporting Period, we complied with all relevant laws and regulations in relation to the discharge of sewage in Vietnam and Cambodia, and paid Vietnam Singapore Industrial Park in Vietnam and Manhattan Industrial Zone in Cambodia sewage fee to handle the waste water on our behalf. No confirmed non-compliance incidents or grievances were noted by the Group.

用水

用水需求來自鞋履的生產過程以及辦公室僱員日常用水。每月的用水量很大程度上取決於當月的產量，並且全年只有小幅波動。

越南工廠已安裝計量表以監測水消耗，從而更易於分析每個生產階段的消耗指數。至於柬埔寨工廠，從附近地區的井中採集天然水。

為高效利用水資源，本集團在廁所安裝了自動節水水龍頭，並在醒目的地方設置了書面告示，提醒員工節省資源。此外，我們亦諮詢第三方專業人士對現有節能策略進行評估，並建議改進措施的方法。

我們將繼續加大力度以減少不必要的用水量。於報告期間，越南工廠用水總量約333,000立方米，排入管道的污水總量約266,000立方米。柬埔寨工廠暫未安裝相關計量器。於報告期間，我們已遵守越南及柬埔寨有關污水排放的所有相關法律及法規，並向位於越南的越南新加坡工業園及柬埔寨的曼哈頓工業區支付相關的排污費，以作為協助我們處理廢水的費用。本集團並未發生經確認的不合規事件或投訴。



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Electricity and Energy Usage

In consideration of the potential environmental threats to the communities, the Group has made steady progress in reducing its carbon footprints across the business. The Group's electricity consumption for the Reporting Period was approximately 14,640,000 kWh, mainly arising from daily consumption by the offices and factories in Vietnam and Cambodia. Moreover, the Group has recruited third party consulting company to perform energy audit tests at the Vietnam factory and provide suggestions and comments on the existing policies for room of improvements in electricity and energy usage.

The following are the measures that the Group has implemented to preserve energy and electricity:

- Lighting, appliances, machines and equipment are turned off when they are not in use to reduce energy consumption;
- Air conditioners and lights are turned off during non-office hours, including lunch hours, and in idle rooms;
- Employees are required to put computers and other devices into sleep mode or turn them off when they are not in use (such as during customer visit and lunch time) during business hours;
- Regular maintenance of office equipment such as air conditioners, computers, lights, refrigerators, etc. to ensure they are operating efficiently;
- Printing machine in the office is set at energy-saving mode by default, and the sleep mode is automatically turned on, if not in use for a certain interval in time so as to reduce unnecessary energy consumption;
- Used printer cartridges are sent to the printing company for recycling; and
- Investment in technology is made to improve the efficient use of energy.

電力及能源使用

考慮到社區可能面臨的環境威脅，本集團在減少整個業務的碳足跡方面取得穩步進展。本集團於報告期間的用電量約14,640,000千瓦時，主要來自越南及柬埔寨的辦公室及工廠的日常消耗。此外，本集團已聘請第三方諮詢公司在越南工廠進行能源審核測試，並就現有電力及能源使用可改進空間的策略提出建議及意見。

以下為本集團所實施保護能源及電力的措施：

- 關閉未使用的照明、電器、機器及設備，以減少能耗；
- 關閉非辦公時間（包括午餐時間）及閒置房間的空調及照明；
- 僱員於營業時間須將電腦及其他設備在未使用時（如客戶造訪及午餐時間）轉入睡眠模式或關閉；
- 定期維護空調、電腦、照明及冰箱等辦公設備進行保養以確保其有效率運作；
- 辦公室的打印機默認設置為節能模式，倘於一段時間內不使用，睡眠模式會自動開啟，以減少不必要的能耗；
- 使用過的打印機墨盒將被送到印刷公司進行回收；及
- 投資技術以改善能源的有效利用。

Environmental, Social and Governance Report

環境、社會及管治報告

Packaging

In response to environmental protection, we have tried to minimize wastage of packaging materials to the greatest extent by reducing the use of new cartons through reusing and recycling old card boxes. The following table sets forth the total usage of boxes during the Reporting Period.

包裝

為應對環境保護，我們盡量減少包裝材料的浪費，最大限度地通過重複使用及回收舊紙盒減少新紙箱的使用。下表載列報告期間盒子的總用量。

Data on Packaging for the Year ended 31 March 2018 有關包裝的數據 截至二零一八年三月三十一日止年度		Approximate Data in (tonnes) 概約 數據（以噸計）
Shoe boxes	鞋盒	950
Carton boxes	紙盒	650
Total weight of packaging		1,600

Generation of Waste

The solid waste generated by the Group mainly arises from day-to-day operations, including, but not limited to, office-use paper, office waste and excessive materials generated during the production process. In order to alleviate the pressure on landfills and promote environmental friendliness, we have implemented various measures to encourage recycling of office supplies and other materials, and eliminating the over-consumption of unnecessary products; prioritizing reuse and recycling over disposal.

產生廢棄物

本集團產生的固體廢物主要由日常營運產生，包括但不限於辦公用紙、辦公室廢棄物及生產過程中所產生的廢棄物。為減輕對堆填區的壓力及促進環保意識，我們已實行多項措施，鼓勵回收辦公用品及其他物料，以杜絕過度消耗不必要用品；就處理而言優先重複使用及回收。

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Both hazardous and non-hazardous wastes are generated during the manufacturing processes. In order to reduce the production of solid waste, statistics of waste is recorded monthly in order to keep track of the volume of disposal of hazardous and non-hazardous wastes. Employees are always reminded to use resources carefully and avoid using excessive materials during the process of shoe-making. The total hazardous and non-hazardous wastes generated during the Reporting Period are stated as follows.

製造過程中會產生有害及無害廢棄物。為減少產生固體廢棄物，每月記錄廢棄物統計數據，以便跟踪有害及無害廢棄物的處置量。我們始終提醒僱員小心使用資源，避免在製鞋過程中使用過量的材料。報告期間內產生的有害廢棄物及無害廢棄物總量如下。

Total hazardous and non-hazardous waste generated for the Year ended 31 March 2018		Approximate Data (in kg)
產生的有害及無害廢棄物總量		概約
截至二零一八年三月三十一日止年度		數據（以千克計）
Non-hazardous waste	無害廢棄物	11,000
Hazardous waste	有害廢棄物	970,000
Total weight	總重量	981,000

The Group is highly concerned with the disposals of hazardous waste and full compliance with Part D of Article 36 Chapter V of the Vietnam Law on Environmental Protection and Law on Environmental Protection and Natural Resources Management of Cambodia. We have recruited licensed parties to handle all wastes generated during the manufacturing process. During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group in relation to waste disposal.

本集團高度關注有害廢棄物的處置，並全面遵守越南環境保護法V章第36條D部分及柬埔寨環境保護及自然資源管理法。我們已招募許可方處理製造過程中產生的所有廢棄物。於報告期間，本集團並未發現有關廢棄物處理被確認為不合規事件或被投訴。

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PART B. SOCIAL

Employment and Labour Practices

As getting the right person for the right job by understanding employees' personality traits and unique talents is the cornerstone to a company's success, we regard employees as one of the most valuable assets of the Group and aim at creating a working environment that encourages diversity and respect, enabling employees to exhibit individuality and creativity. As such, we offer attractive remuneration and provide many internal and external training opportunities to attract, motivate and retain the right people.

Compliance and Grievance

During the Reporting Period, we complied with all laws and regulations in relation to employment that have a significant impact on us. No confirmed non-compliance incidents or grievances were noted by the Group in relation to employment aspects.

Employment

The Group strictly complies with the requirements of the Employment Law in Vietnam and Cambodia as well as other relevant laws and regulations related to employment protection and benefits. We have a set of personnel policies and procedures that set out the Group's standard internal procedures relating to recruitment and promotion, working hours, holidays, equal opportunities, compensation and dismissal, diversity of the origins of our employees, anti-discrimination and other human resources treatments and benefits, etc., to provide a standardized and comprehensive guideline on work practice for employees.

In Vietnam and Cambodia factories, approximately 8,000 employees in the age from 18 to 45 are employed. We welcome industrial experts to join our team, add value to our pool of professional expertise of the industry, and bring in innovative ideas.

B部. 社會

僱傭及勞工常規

通過了解僱員的人格特質及獨特才能，為合適的工作尋找合適人選是公司成功的基石，我們將員工視為本集團最寶貴的資產之一，旨在創造鼓勵多元化及尊重工作的環境，讓員工展現個性及創造力。因此，我們提供具吸引力的薪酬，並提供多項內部及外部培訓機會，以吸引、激勵及挽留合適的人才。

合規及投訴

於報告期間，我們已遵守對我們有重大影響，有關僱傭的一切法律及法規。本集團並未就僱傭方面發現已確認的不合規事件或投訴。

僱傭

本集團嚴格遵守越南及柬埔寨的僱傭法以及僱傭保護及福利有關的其他相關法律及法規。我們設有一套人事政策及程序，當中載列本集團有關招聘及晉升、工作時間、假期、平等機會、補償及解僱、僱員來源多元化、反歧視及其他人力資源待遇及福利的標準內部程序等，為員工的工作實踐提供標準化及全面的指引。

在越南及柬埔寨的工廠，約8,000名受聘僱員的年齡介乎18至45歲。我們歡迎行業專才加入我們的團隊，為我們行業的專業知識庫增值，激發新的創新理念。

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環境、社會及管治報告

Attract and retain talents

Our remuneration policies are in line with prevailing market practices and are determined on the basis of competency, qualifications and experience of the individual employees. Management has been constantly reviewing the employees' remuneration packages and promotion opportunities. Adjustments are made, usually annually, to conform to the market standard in order to retain talents and ensure the offer is competitive as compared to the rivals in the industry. A standard package includes basic salary and variable incentive-based remunerations which are distributed in accordance with the individual employee's performance. Share options and awarded shares may also be granted in accordance with the terms of the Group's approved share option scheme and share award scheme.

Anti-discrimination and equal opportunities

The Group strives to create a fair and impartial working environment where all employees are treated equally and respectfully, and are entitled to equal opportunity in terms of treatment and promotion. Any kind of discrimination or harassment based on the employees' gender, age, marital status, race, sexual orientation and religion at our workplace is strictly prohibited.

We always listen and respond to the requests from our employees. It is the goal of the Group to create a friendly and peaceful working environment. We encourage our employees to provide feedback in relation to any employment-related matters, especially when they encounter any unpleasant or undesired treatments from colleagues or senior management. Employees may lodge their complaints in writing form and place them in the suggestion box at the office building. The Human Resources Department is responsible for handling all cases and conducts investigations. If any unfair treatments and harassments are found and confirmed, the Group will issue a warning in writing form to the employee who has done the wrongdoing and may dismiss him or her depending on the seriousness of the incident.

吸引及挽留人才

我們的薪酬政策與通行市場慣例一致，並根據個別僱員的能力、資歷及經驗而釐定。管理層一直不斷檢討僱員的薪酬組合以及晉升機會。通常每年進行一次調整以符合市場標準以留住人才，並確保開出的條件與業內競爭對手相比具有競爭力。標準薪酬組合包括基本薪資及根據僱員個人表現分派的可變獎勵薪酬。購股權及獎勵股份亦可根據本集團批准的購股權計劃及股份獎勵計劃的條款授出。

反歧視及平等機會

本集團致力於創造公平公正的工作環境，讓所有僱員得到平等及尊重的待遇，並有權享有平等的待遇及晉升機會。工作場所嚴禁任何基於僱員性別、年齡、婚姻狀況、種族、性取向及宗教信仰的歧視或騷擾。

我們始終傾聽並回應僱員的要求。本集團的目標是營造友善和平的工作環境。我們鼓勵僱員就任何與僱傭相關的事宜提供反饋，特別是當他們遇到來自同事或高級管理層的任何不愉快或不想要的對待時。僱員可以書面形式提出投訴，並將其投入辦公樓的建議箱內。人力資源部負責處理所有事件並進行調查。倘發現並確認任何不公平的對待及騷擾，本集團將以書面形式向作出錯誤行為的僱員發出警告，並可視事件的嚴重性而將其解僱。

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Welfare and benefits

To increase the employees' sense of belonging, we offer various welfare and benefits to our employees. For instance, employees are entitled to extra number of days of paid leave according to their job level, in addition to all public holidays and minimum number of days of paid leave in accordance with the Employment Law. Moreover, we also conduct a series of activities every year to promote our Group's corporate culture to our employees. During the Reporting Period, we organized an annual dinner and several gatherings for employees to mingle and have fun.

As most of our employees are female, the Group does its best to ensure its female staff are feeling comfortable and happy while working with us. During the Reporting Period, the Group organized a wide range of activities including training related to reproductive health care, health care of women, health and welfare of pregnant women and many more health related topics.

In addition, 6 months of paid maternity leave are offered to all pregnant employees of Vietnam factory to ensure that their job positions are available when they return from their maternity leave. As stipulated in our staff handbook, supports should be offered to pregnant staff. At the Vietnam office and factory, labels are provided to pregnant workers in order to remind other staff to provide special assistance to them when needed. Last but not least, employees who have children aged between 1 and 6 years old are entitled to subsidies if they are living in Binh Duong Province in Vietnam.

福利及利益

為增加僱員的歸屬感，我們為僱員提供各種福利及利益。例如，除所有公眾假期及根據僱傭法規定的帶薪假期的最少天數外，僱員有權根據其工作水平獲得額外的帶薪假期天數。此外，我們每年亦會舉辦一系列活動，向僱員推廣本集團的企業文化。於報告期間，我們舉辦了年度晚宴及多場聚會，讓僱員交流玩樂。

由於我們大部分員工均為女性，本集團盡最大努力確保女性員工在與我們共事時感到舒適及快樂。於報告期間，本集團組織了廣泛的活動，包括有關生殖保健、婦女保健、孕婦健康及福利相關的培訓以及更多與健康相關的課題。

此外，我們為在越南工廠的所有懷孕的僱員提供6個月的帶薪產假，並確保彼等從產假回來時可以回歸工作崗位。正如我們的員工手冊所規定，應向懷孕的僱員提供支持。在越南辦公室及工廠，我們會為懷孕工人提供標籤，以提醒其他員工在需要時向彼等提供特別幫助。最後同樣重要的是，擁有1至6歲子女的僱員如在越南平陽省生活，則有權獲得補貼。



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Health and Safety

We aim to provide a safe and healthy working environment to our employees, and encourage them to achieve a balance between work and a healthy lifestyle. The Group complies with the relevant laws and regulations in relation to safety, as well as hygiene and health.

As working in a manufacturing factory may expose our employees to occupational hazards, we have established a “Labour Safety Policy” which clearly details all the appropriate practices and requirements in order to protect the safety of our employees. For instance, workers are required to wear earplugs during trimming and wear gloves during the process of gluing. While using dusting machines, workers are required to wear masks. The Group has also established a “Work Safety and Health Policy” to make sure that all staff are able to receive proper care and medical treatments in the case of injury.



Furthermore, the Vietnam factory has a “Safety Improvement Team” to conduct random check on workers to ensure that they are wearing proper work gear at work.

In addition, the Group has implemented the following policies in order to create and maintain a good, comfortable, safe and healthy work environment for its employees:

- Keep all emergency exits in the workplace unobstructed;
- Provide sufficient light at the workplace;
- Ensure that all devices, machines and working equipment are safe;
- Carry out regular repair and maintenance work on all devices and machines used in the workplace;
- Maintain high standard of hygiene in the workspace;
- Prohibit smoking in the workplace; and
- Conduct regular safety inspections and fire drills.

健康與安全

我們旨在為僱員提供安全及健康的工作環境，並鼓勵員工在工作與健康生活方式之間取得平衡。本集團遵守有關安全、衛生及健康的相關法律及法規。

由於在製造工廠工作，我們的僱員可能面臨職業危害，故我們設立「勞工安全政策」，明確詳述所有適當的慣例及要求，以保護僱員的安全。例如，工人須在修剪過程中佩戴耳塞以及在粘合過程中戴上手套。在使用除塵器時，工人需要佩戴口罩。本集團亦制定「工作安全及健康政策」，確保所有員工在受傷情況下均能獲得妥當的護理及醫療救治。

此外，越南工廠設有「安全改進團隊」對工人進行隨機檢查，以確保員工在工作時穿戴適當的工作裝備。

另外，本集團已實施下列政策以為我們的僱員創造及維持良好、舒適、安全及健康的工作環境：

- 保持工作場所內所有緊急出口暢通無阻；
- 在工作場所提供充足照明；
- 確保所有設備、機器及工作設備安全；
- 對工作場地的所有設備及機器進行定期維修及保養；
- 在工作場地維持高標準的衛生；
- 禁止在工作場所吸煙；及
- 進行定期的安全檢查及消防演練。

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Development and Training

The Group believes that investing in employees through training will help promote job satisfaction, work motivation and staff loyalty; therefore we offer opportunities that foster our employees' leadership skills and professional development. An annual training schedule is in place to ensure our employees are offered with training during the year in order to get updated with information, knowledge and skills required at work. All new joiners would receive induction training on their first day of employment. The total number of training hours for the Reporting Period was approximately 182,000 hours. The average number of training hours completed by each male and female employee were approximately 300 and 380 hours respectively.

The Group's professional training programs cover a wide range of specialties; some are on human rights, while some are on safety and skills applicable to work. Moreover, employees are also encouraged to attend external training courses and seminars that help them gaining knowledge in the fast changing business world. Any fees incurred for the courses or seminars are sponsored by the Group.

發展及培訓

本集團相信，透過培訓投資於僱員，將提高工作滿意度、工作動力及員工的忠誠度。故此，我們向僱員提供機遇，培養彼等的領導技能及專業發展。我們制定了年度培訓計劃，以確保我們的僱員在年內獲得培訓，以更新工作所需的信息、知識及技能。所有新入職員工於受僱首日即接受入職培訓。報告期間培訓小時總數為約182,000小時。平均每名男性及女性僱員完成的培訓小時數分別為約300小時及380小時。

本集團的專業培訓計劃涵蓋多種專業；一部分有關人權知識，而一部分有關適用於工作的安全及技能。另外，我們亦鼓勵僱員參加外部培訓課程及研討會，以幫助彼等在急速轉變的商業世界獲得新知識。課程或研討會所產生的任何費用均由本集團資助。



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Labour Standards

The Group is committed to complying with the laws and regulations applicable to the various production bases, as well as the relevant international human rights conventions relating to employees' protection and prevention of child and forced labour. Every employment is subject to a stringent internal review process that involves a well-established monitoring procedure verifying a candidate's personal information in order to avoid misrepresentation and any form of child labour. For instance, the staff member responsible for recruitment collects the identity proof from the candidates to ensure that the age of the candidates fulfils the requirements as stipulated by the law.

The employment of forced and child labour is strictly prohibited. At Vietnam, the law allows younger generation aged 15 or above to work. As such, the Group has established a policy for young employees (15 to 18 years old) to provide guidance on the arrangement of welfare and work allocations. We strictly follows the relevant laws and regulations, and provide adequate protection for our employees. Employees' rest time is well respected by the Group, and any arrangement of overtime work must be agreed by the employees voluntarily in advance in order to prevent forced overtime work.

If any employment of child or forced labour is discovered, we will immediately terminate the employment concerned. During the Reporting Period, all employees were legally and properly employed in accordance with the requirements of all applicable laws and regulations.

勞工準則

本集團致力於遵守各生產基地適用的法律法規及有關僱員保護、防止童工及強迫勞工的國際人權公約。每次僱傭均須遵守嚴格的內部覆核過程，當中涉及目的為核實有關應聘者個人資料的明確監察程序，以避免失實陳述及任何形式的童工。例如，負責招聘的工作人員收集應聘者的身份證明，以確保應聘者的年齡符合法律規定的要求。

本集團嚴格禁止強迫勞工及童工行為。在越南，法律允許15歲或以上的更年輕一代參加工作。故此，本集團為年輕僱員（15至18歲）制定了一項政策，以就福利及工作分配的安排提供指引。我們嚴格遵循相關法律法規，並為我們的僱員提供充分保障。本集團充分尊重僱員的休息時間。為防止強制加班，任何加班安排須經僱員自願同意。

倘發現任何僱傭童工或強迫勞工的行為，我們將立即終止相關僱傭。於報告期間，所有僱員均合法及根據所有適用法律及法規的規定妥為僱用。



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OPERATING PRACTICES

Supply Chain Management

We believe that building a sustainable supply chain and promoting interaction and communication with suppliers can strengthen the confidence of our customers and other stakeholders. Therefore, we only maintain a long-term relationship with credible, reputable, and qualified suppliers of high quality products and services.

Although most of the suppliers are designated by our customers, in order to control the quality of the materials more effectively, we have an internal mechanism to assess and evaluate our suppliers. We evaluate their background, qualifications, expertise, experience, financial status, and professionalism, etc. Moreover, social and environmental aspects are also important criteria for supplier selection. Approved suppliers are reviewed regularly to ensure the quality of the services and products purchased is up to standard.

Product Responsibility

We strictly comply with laws and regulations in regard to product responsibility in the PRC, Vietnam, Cambodia, Taiwan, Macau and Hong Kong that have a significant impact on us, including, but not limited to, the Consumer Protection Law of China, China's Law of Tort, the Trade Description Ordinance and the Sale of Goods Ordinance in Hong Kong, and Law on Protection of Consumer Rights in Vietnam. During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group in relation to copyright infringement.

Our primary focus is to provide high quality services and products to our customers. In order to build customer trust and loyalty, the Group has established relevant policies which cover service quality, intellectual property and privacy protection. At our factory in Vietnam, we have a product quality inspection team that monitors product quality and ensures the quality of products is meeting our customers' expectations. We also welcome our customer's quality control teams to come to our factories to conduct quality inspections.

營運慣例

供應鏈管理

我們相信，建設可持續的供應鏈並促進與供應商間的互動及溝通可增強我們客戶及其他持份者的信心。因此，我們僅與信譽良好、聲譽卓著及產品及服務優質的合資格的供應商維持長期業務關係。

儘管大部分供應商乃由我們客戶指定，以更有效地控制材料的質素，但我們設有內部機制以評價及評估我們的供應商。我們會評估供應商的背景、資質、專業知識、經驗、財務狀況及專業水準等。此外，社會及環境方面亦是甄選供應商的重要標準。本集團將定期審閱獲認可的供應商，以確保所購服務及產品的質素符合標準。

產品責任

我們嚴格遵守中國、越南、柬埔寨、台灣、澳門及香港關於產品責任，且對我們有重大影響的有關法律及法規，包括但不限於中國消費者權益保護法、侵權責任法、香港商品說明條例與貨品售賣條例，以及越南消費者權益保護法。於報告期間內，本集團並無得知在侵犯版權方面有確認的不遵守事件或投訴。

我們主要集中於向我們的客戶提供高質素的服務及產品。為建立客戶信任及忠誠度，本集團已制定涵蓋服務質素、知識產權及私隱保護的相關政策。於越南工廠，我們設立產品質檢團隊，監控產品質量並確保產品質素符合我們的客戶預期。我們亦歡迎我們客戶的質素控制團隊造訪我們的工廠，以進行質素檢查。

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During the Reporting Period, we did not make any advertisements relating to products and services provided. In case we do make any advertisements, we will adhere to all relevant laws and regulations in relation to advertising and labelling of products that have a significant impact on us to ensure that we do not convey false or misleading message in relation to our products.

If customers are not pleased with the products or service quality, they may lodge a formal complaint and we would respond promptly, conduct internal investigations and search for solutions to settle the issue. Our management would contact the customers (i.e. brand owners) regarding the issues directly.

In respect of privacy and confidentiality protection, the Group's employees are obligated to retain in confidence all information obtained during the course of their employment, including, but not limited to, trade secrets, know-how, customer's information and personal data, supplier information and other confidential information. We also maintain information technology systems with high level of security to prevent unauthorized access to confidential information. Fingerprint identification facilities are installed at the show room to allow only a small number of authorized employees to enter into the show room.

Anti-corruption

The Group strictly prohibits corruption and bribery committed by its employees. In the case of conflict of interests, employees must declare the concerns to management. In the case of suspected corrupt practices, those should be reported to the management. Employees are strictly prohibited to use business opportunities, power and/or occupational position for obtaining personal interests or benefits. During the Reporting Period, no report of any corruption or bribery behavior was noted by within the Group.

To prevent any corruption or bribery behaviour within the Group, we brief newly joined employees on our anti-corruption practices that we do not tolerate any form of corruption and will take the most serious view of any attempt to commit corrupt practices.

於報告期間內，我們並無刊登有關所提供產品及服務的任何廣告。倘我們確有刊登任何廣告，我們將遵守所有與對我們有重大影響的產品廣告及標籤有關的相關法律及法規，以確保不會傳遞任何有關我們產品的虛假或誤導信息。

倘客戶對產品或服務質素並不滿意，客戶或會提出正式投訴，而我們會迅速回應、開展內部調查與研究以尋求解決問題的解決方案。我們的管理層會就該等事宜直接聯繫客戶（即品牌擁有人）。

保護私隱及機密方面，本集團僱員有義務保密供職期間獲取之一切資料，包括但不限於商業秘密、專有技術、客戶資料及個人數據、供應商資料以及其他機密資料。我們亦已建立高安全級別的信息技術系統，以防止未經授權獲取機密資料。展廳內已安裝指紋識別設備，僅少數授權僱員獲准進入展廳。

反貪污

本集團嚴格禁止僱員貪污及行賄。一旦出現利益衝突，僱員必須向管理層申報衝突事宜。一旦涉嫌貪污行為，應向管理層舉報。僱員嚴禁使用商機、權力及／或職位牟取私利。於報告期間內，本集團並不知悉任何有關貪污或行賄行為的舉報。

為預防本集團內的任何貪污或行賄行為，我們向新加入的僱員簡要介紹我們的反貪污慣例，即我們絕不容忍任何形式的貪污，並將對任何貪污企圖進行最嚴肅處理。

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Community Investment

We understand the importance of giving back to the society. Therefore, we encourage our employees to take part in community services so as to contribute to a more sustainable and harmonious society. In particular, we are devoted to helping the orphans through making donations to charitable bodies, building primary schools and participating in school visits.

Our employees are committed to caring for the elderly, women, children and other vulnerable groups by organizing different voluntary activities, such as inviting children with special education needs to visit the Company, organizing parties and giving out presents to children.

During the Reporting Period, the Group made donations to help the poor and disadvantaged groups in the society for a good cause with an approximate amount of HKD592,000. Second-hand clothes and stationery were also donated to the people in need.

社區投資

我們明白回饋社會的重要性。因此，我們鼓勵僱員參與社區服務，為建立一個更可持續更和諧的社會作出貢獻。具體而言，我們致力於透過向慈善機構捐款、建立小學及參與校訪幫助孤兒。

我們的僱員致力於透過組織不同的志願活動關愛長者、婦女、兒童及其他弱勢群體，如邀請有特殊教育需求的兒童參觀本公司、組織聚會及向兒童分發禮物。

於報告期間內，本集團為公益事業捐款592,000港元以幫助社會上的貧困及弱勢群體，亦向有需要人士捐贈二手衣物及文具。



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company has established a formal and transparent procedure to protect the interests of the shareholders of the Company. The Board is committed to ensuring the self-regulatory practices exist to protect the interests of the shareholders of the Company. These include a Board with high caliber members, Board Committees and effective internal audit and good systems of internal controls. The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, sustainable business growth and enhancing shareholders' value. The Company regularly reviews the corporate governance procedures and developments of the Company. The corporate governance duties have been delegated by the Board to the audit committee of the Company. The primary duties of the audit committee in relation to corporate governance include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board, so as to enhance and to ensure the corporate governance practices of the Company are in line with the relevant requirements. The Company applied the principles and complied with all the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the period under review.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms without deviation from the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules. Having made specific enquiry with all Directors, the Directors have complied with such code of conduct and the required standard of dealings in the Model Code and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2018.

企業管治常規

本公司已制訂正式及透明之程序，以保障本公司股東之利益。董事會致力確保具備自我規管常規，以保障本公司股東利益。有關常規包括由資深專業成員組成之董事會、董事委員會、有效內部審核及優良內部監控制度。本公司董事會及管理層致力於維持良好的企業管治常規及程序。本公司深信良好的企業管治能為有效的管理、健全的公司文化、可持續的業務發展及股東價值的提升確立框架。本公司會定期檢討本公司之企業管治程序及發展。董事會已委派本公司審核委員會處理本公司之企業管治事項。審核委員會有關企業管治之主要職責包括制訂及檢討本公司之企業管治政策及常規及向董事會作出建議，藉此提升本公司之企業管治常規及確保其符合相關條款。本公司於整個回顧期間採用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「企業管治守則」）所有守則條文之原則，並遵守該等守則條文。

董事進行證券交易

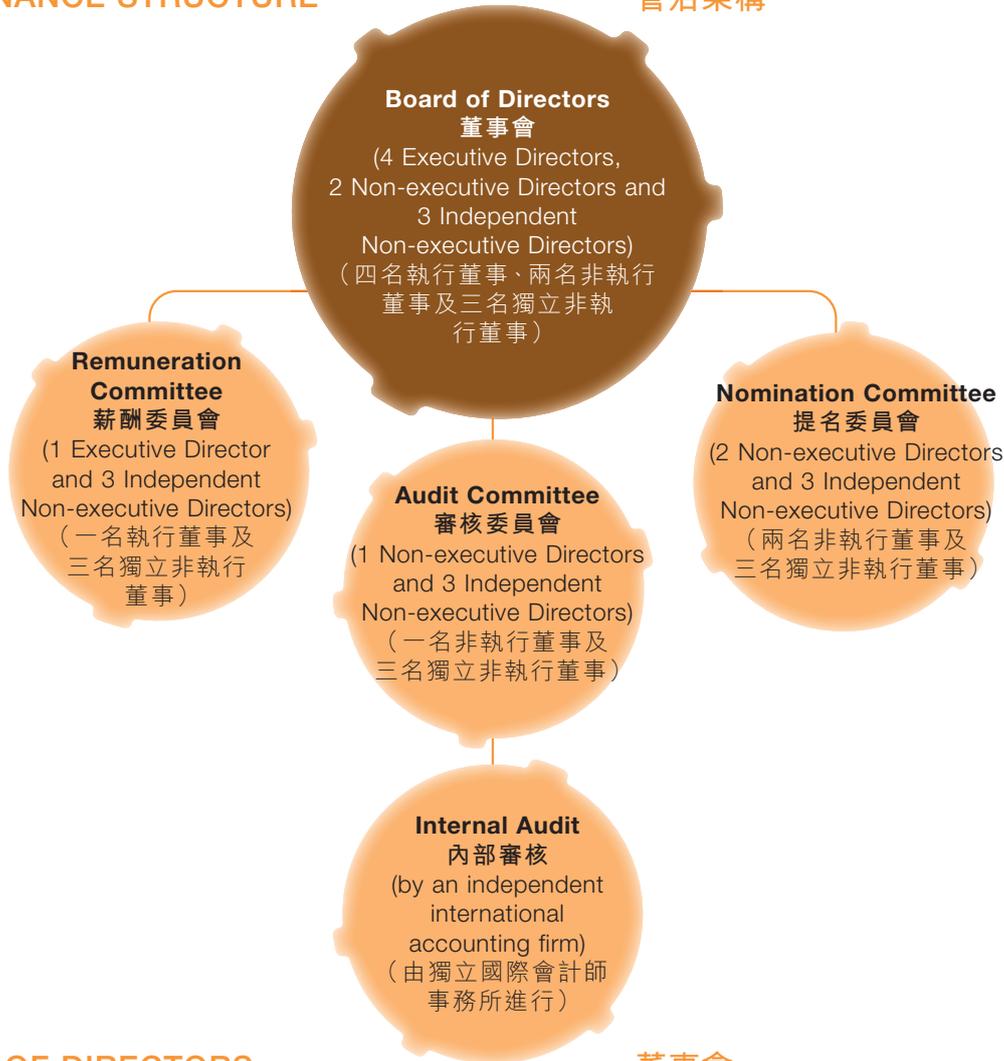
本公司已採納一套董事進行證券交易之行為守則，其條款並未偏離上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）所載之規定買賣標準。在向所有董事作出具體查詢後，董事於截至二零一八年三月三十一日止年度內均已遵守該行為守則及標準守則所規定之買賣標準以及其本身就董事進行證券交易之行為守則。

Corporate Governance Report

企業管治報告

GOVERNANCE STRUCTURE

管治架構



BOARD OF DIRECTORS

The duty of the Board is to manage the Group in a responsible and effective manner and every Director has to carry out his/her duty in good faith and achieve the standard of any prevailing applicable laws and regulations and act in the best interests of the Company and its shareholders. During the year under review, the members of the Board included:

Executive Directors:

Mdm. Huang Hsiu-duan, Helen
Mr. Kimmel, Phillip Brian
Mr. Mumma, Adin David
Mr. Wong Hei-chiu

董事會

董事會之職責乃以盡責之態度及有效之方式管理本集團，而董事均須摯誠履行其職務，達致通行適用法例及法規之標準，行事時須以本公司及其股東之最佳利益為先。於回顧年內，董事會之成員包括：

執行董事：

黃秀端女士
柯民佑先生
馬大衛先生
黃禧超先生

Corporate Governance Report

企業管治報告

Non-executive Directors:

Mr. Chow Wing-kin, Anthony, SBS, J.P.

Mr. Chan Ho-man, Daniel

Independent non-executive Directors:

Mr. Tam King-ching, Kenny

Mr. Yung Tse-kwong, Steven

Ms. Chan Mei-bo, Mabel

The Directors' biographies and the relationship among the Board members, if any, are set out in "Directors and Senior Management Profiles" of this annual report. Save as disclosed in the "Directors and Senior Management Profiles", there is no financial, business, family or other material/relevant relationship(s) among the Directors.

Directors' Attendance Records

The records of attendance of individual Directors at the Board meetings and annual general meeting, and relevant committee members at Board committee meetings held during the year under review are set out in the following table:

非執行董事:

周永健先生，銀紫荊星章，太平紳士

陳浩文先生

獨立非執行董事:

譚競正先生

戎子江先生

陳美寶女士

董事履歷及董事會成員間之關係(如有)載於本年報「董事及高層管理人員履歷」。除「董事及高層管理人員履歷」所披露者外，董事之間並無任何財務、業務、家族或其他重大／有關關係。

董事出席會議紀錄

下表載列各董事於回顧年度內舉行之董事會會議及股東週年大會，以及相關委員會成員於回顧年度內舉行之董事委員會會議之出席紀錄：

Name of Directors 董事姓名	Board 董事會	Number of Meetings Attended/Held 出席／舉行會議次數			
		Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Annual General Meeting 股東週年大會
Executive Directors 執行董事					
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	4/4	N/A不適用	N/A不適用	1/1	1/1
Mr. Kimmel, Phillip Brian 柯民佑先生	4/4	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Mumma, Adin David 馬大衛先生	4/4	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Wong Hei-chiu 黃禧超先生	4/4	N/A不適用	N/A不適用	N/A不適用	1/1
Non-executive Directors 非執行董事					
Mr. Chow Wing-kin, Anthony, SBS, J.P. 周永健先生，銀紫荊星章，太平紳士	4/4	2/2	1/1	N/A不適用	1/1
Mr. Chan Ho-man, Daniel 陳浩文先生	4/4	N/A不適用	1/1	N/A不適用	1/1
Independent non-executive Directors 獨立非執行董事					
Mr. Tam King-ching, Kenny 譚競正先生	4/4	2/2	1/1	1/1	1/1
Mr. Yung Tse-kwong, Steven 戎子江先生	4/4	2/2	1/1	1/1	1/1
Ms. Chan Mei-bo, Mabel 陳美寶女士	4/4	2/2	1/1	1/1	1/1

Corporate Governance Report

企業管治報告

Apart from the above regular Board meetings of the year, the Board will meet on other occasions when a Board level decision on a particular matter is required. The Directors receive details of agenda items for decision and minutes of committee meetings in advance of each Board meeting. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim financial statements for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

The Board is responsible for determining the corporate strategic development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters and material transactions of the Group.

The Board delegates the day-to-day operations to general managers and department heads who are responsible for different business functional units of the operations of the Group.

Besides, to assist the Board in discharge of its duty, the Board established the audit committee, remuneration committee and nomination committee and their scope of duties and terms of reference were discussed and approved in the Board meetings.

Non-executive Directors

All the non-executive Directors were appointed for a specific term of three years that are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the bye-laws of the Company.

Independent non-executive Directors

The Board has received from each of the independent non-executive Directors a written annual confirmation of their independence and satisfied that their independence up to the date of this report is in accordance with the Listing Rules.

除上述定期董事會會議外，董事會會於有需要就特定事項作出決策之其他情況下會晤。董事於每次董事會會議舉行前均會接獲有待決定之詳細議程項目及委員會會議記錄。董事會負責決定或考慮公司策略、年度及中期業績、董事委任、繼任計劃、風險管理、主要收購、出售及資本交易，以及其他重大營運及財務事宜。董事會特別委派管理層處理之重大公司事項包括：編製年度及中期財務報表，供董事會於公佈前批准；執行董事會採取之業務策略及措施；實行足夠之內部監控制度及風險管理程序；及遵守有關法定規定、規則及法規。

董事會負責決定公司策略發展，並確保妥善監察業務運作。董事會保留本集團一切政策事宜及重大交易之決定權。

董事會委派總經理及負責本集團不同業務營運職能之部門主管處理日常運作。

此外，為協助董事會履行其職責，董事會成立審核委員會、薪酬委員會及提名委員會，並於董事會會議上商討及批准各委員會之職責範圍及職權範圍。

非執行董事

全體非執行董事按特定任期三年獲委任，須根據本公司之公司細則於本公司股東週年大會上輪值告退及重選。

獨立非執行董事

董事會已接獲各獨立非執行董事有關其獨立性之年度書面確認書，並信納彼等於截至本報告日期具有上市規則所規定之獨立性。

Corporate Governance Report

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to code provision A.6.5 of the CG Code, Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year under review, relevant materials on legislative and regulatory updates were circulated to all Directors, namely Mdm. Huang Hsiu-duan, Helen, Mr. Kimmel, Phillip Brian, Mr. Mumma, Adin David, Mr. Wong Hei-chiu, Mr. Chow Wing-kin, Anthony, Mr. Chan Ho-man, Daniel, Mr. Tam King-ching, Kenny, Mr. Yung Tse-kwong, Steven and Ms. Chan Mei-bo, Mabel, as to keep them abreast of any changes to the regulations and disclosure obligations. Mdm. Huang Hsiu-duan, Helen, Mr. Kimmel, Phillip Brian, Mr. Mumma, Adin David, Mr. Wong Hei-chiu and Mr. Chan Ho-man, Daniel also attended relevant training courses on management, duties and responsibilities of a director and/or other topics organized by external professional bodies during the year under review to develop and refresh their knowledge and skills.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has subscribed an insurance policy since 2000 with an aim to indemnify its Directors and senior executives from any losses, claims, damages, liabilities and expenses arising from, including but not limited to, any proceedings brought against them during the performance of their duties pursuant to their respective service agreements entered into with the Company.

持續專業發展

根據企業管治守則之守則條文第A.6.5條，董事均須參與持續專業發展以增長及更新其知識及技能。此為確保彼等對董事會之貢獻保持瞭解及與之相關。於回顧年度內，與法律及法規更新的相關資料已發送給全體董事（即黃秀端女士、柯民佑先生、馬大衛先生、黃禧超先生、周永健先生、陳浩文先生、譚競正先生、戎子江先生及陳美寶女士），令彼等掌握關於法規及披露責任之任何變更。黃秀端女士、柯民佑先生、馬大衛先生、黃禧超先生及陳浩文先生於回顧年度內亦參加了由外部專業機構主辦與管理、董事的職能及責任相關及／或其他課題的培訓課程，以發展並更新其知識及技能。

董事及行政人員的責任保險

本公司自二零零零年起已投購保險，旨在彌償其董事及高級行政人員的任何損失、索償、損害、責任及開支，包括但不限於因董事及行政人員根據各自與本公司訂立的服務協議履行其職責時而被提出的任何訴訟。

Corporate Governance Report

企業管治報告

PROCEEDINGS OF BOARD MEETINGS AND BOARD COMMITTEE MEETINGS

The Board considers that all meetings should be properly convened. With the assistance of the Company Secretary, the Chairman of the Board takes the lead to ensure that Board meetings and Board committee meetings are convened in accordance with the requirements set out in the bye-laws of the Company, the terms of reference of the respective Board committees and the Listing Rules.

In convening Board meetings, the Chairman is responsible for drawing up and approving the agenda for each meeting after consultation with all the Directors and the Company Secretary. Prior notice of each regular Board meeting is given to all the Directors at least 14 days in advance.

Board meetings are held at least four times a year. In addition, special Board meetings are held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of all the Directors.

Dates of regular Board meetings are scheduled in advance to provide sufficient notice to give all the Directors an opportunity to attend. For special Board meetings, reasonable notice is given.

The Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable rules and regulations are followed.

The minutes of Board meetings record in sufficient detail the matters considered by the Board, including all concerns raised by the Directors and dissenting views expressed. The minutes of all Board meetings and Board committee meetings are kept by the Company Secretary and are available for inspection by any Director, auditors or any relevant eligible parties who can have access to such minutes.

董事會會議及董事委員會會議程序

董事會認為所有會議均應按妥善的方式召開。在公司秘書的協助下，董事會主席領導董事會以確保董事會會議及董事委員會會議均按載於本公司公司細則、各董事委員會的職權範圍及上市規則的要求召開。

於召開董事會會議時，主席負責在向全體董事及公司秘書作出諮詢後，草擬及批准每次會議的議程。每次召開定期董事會會議時，全體董事獲發出最少14天的預先通知。

董事會會議每年召開至少四次。此外，會在有需要時召開董事會特別會議。此等董事會會議均由全體董事親身出席，或透過其他電子通訊方法積極參與。

董事會定期會議的日期均預先訂定以發出充足通知，讓所有董事皆有機會騰空出席。至於董事會特別會議，則發出合理通知召開。

所有董事均可獲得公司秘書的意見和服務，以確保董事會程序及所有適用規則及規例均獲得遵守。

董事會的會議記錄已充份記錄董事會所考慮事宜的詳情，其中包括由董事提出的所有關注事項及發表的反對意見。所有董事會會議及董事委員會會議記錄均由公司秘書保存，任何董事、核數師或任何合資格取得該等會議記錄的有關人士均可查閱。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS

Under the code provision B.1.1 of the CG Code, the Company should establish a remuneration committee (the “Remuneration Committee”) with specific written terms of reference which deal clearly with its authority and duties.

The principal role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors and independent non-executive Directors.

During the year, the Remuneration Committee consisted of an executive Director and three independent non-executive Directors as set out below:

Mr. Yung Tse-kwong, Steven (*Chairman*)
Mdm. Huang Hsiu-duan, Helen
Mr. Tam King-ching, Kenny
Ms. Chan Mei-bo, Mabel

The Remuneration Committee has considered and reviewed the remuneration packages of the Directors with reference to the factors including salaries paid by comparable companies, time commitment and responsibilities of the Directors and employment conditions elsewhere in the Group. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management. The Remuneration Committee considers that the remuneration packages of the Directors are fair and reasonable and has recommended the same for approval by the Board. Details of the emolument policy of the Directors are set out on page 86 of this report.

董事薪酬

根據企業管治守則之守則條文第B.1.1條，本公司應設立具有明確成文職權範圍之薪酬委員會（「薪酬委員會」）；有關職權範圍應清楚說明委員會之權限及職責。

薪酬委員會之主要職責及職能包括釐定本公司各執行董事及高級管理層之特定薪酬組合（包括實物利益、退休金權利及補償金，如因離職或終止委任而招致損失之補償），及就非執行董事及獨立非執行董事之薪酬向董事會作出建議。

於本年度，薪酬委員會由下列一名執行董事及三名獨立非執行董事組成：

戎子江先生（主席）
黃秀端女士
譚競正先生
陳美寶女士

薪酬委員會參照可資比較公司提供之薪金、董事投入之時間及其職責及本集團其他部門之僱傭條件等多項因素，考慮及檢討董事之薪酬組合。薪酬委員會在其採納之運作模式中擔任董事會之顧問角色，董事會保留最終批准各執行董事及高級管理層人士薪酬待遇之權力。薪酬委員會認為，董事之薪酬組合屬公平合理，並已向董事會建議通過。董事之酬金政策詳情載於本報告第86頁。

Corporate Governance Report

企業管治報告

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (excluding Directors) by band for the year ended 31 March 2018 is set out below:

根據企業管治守則之守則條文第B.1.5條，截至二零一八年三月三十一日止年度，高級管理層成員（不包括董事）酬金分級載列如下：

Remuneration band	Number of individuals	酬金分級	人數
HK\$0 to HK\$500,000	1	0港元至500,000港元	1
HK\$500,001 to HK\$1,000,000	3	500,001港元至1,000,000港元	3
HK\$1,000,001 to HK\$1,500,000	1	1,000,001港元至1,500,000港元	1
HK\$2,000,000 to HK\$2,500,000	1	2,000,000港元至2,500,000港元	1

NOMINATION COMMITTEE

The principal role and function of the Nomination Committee include to review the structure, size and composition of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes. The Board considers the past performance and qualification of the candidates for Directors, general market conditions and the Company's bye-laws in selecting and recommending candidates for directorship.

The Company has adopted the board diversity policy with effect from 1 September 2013. The policy sets out the approach to achieve diversity on the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. In determining the Board's composition, the Nomination Committee will consider board diversity in terms of, among other things, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on merit, and candidates will be considered against appropriate objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee will monitor the implementation of the diversity policy and review the same as appropriate.

提名委員會

提名委員會之主要職責及職能包括定期檢討董事會之架構、規模及組成，並就任何建議變更向董事會作出建議。董事會考慮候任董事人選之過往表現及資格、整體市況以及本公司有關甄選及推薦候任董事人選之公司細則。

自二零一三年九月一日起，本公司已採納董事會成員多元化政策。該政策載列董事會為達致成員多元化而採取之方針。本公司明白並深信董事會成員多元化對提升本公司表現質素裨益良多。於釐定董事會組成時，提名委員會將會從以下方面考慮董事會成員多元化，其中包括性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並於考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。提名委員會將監察多元化政策之實施並於適當時作出檢討。

Corporate Governance Report

企業管治報告

During the year, the Nomination Committee consisted of two non-executive Directors and three independent non-executive Directors as set out below:

Mr. Chan Ho-man, Daniel (*Chairman*)
Mr. Chow Wing-kin, Anthony, SBS, J.P.
Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

The Nomination Committee considered and resolved that all the existing Directors shall be recommended to be retained by the Company. Further, in accordance with the Company's by-laws and as resolved by the Nomination Committee, Mr. Kimmel, Phillip Brian, Mr. Wong Hei Chiu and Mr. Tam King Ching, Kenny will retire from office by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

AUDIT COMMITTEE

As required by Rule 3.21 of the Listing Rules, the Company has established an audit committee (the "Audit Committee") with written terms of reference, which deals clearly with its authority and duties. Its principal duties are to review and supervise the Group's financial reporting process and internal control systems.

During the financial year ended 31 March 2018, the Audit Committee consisted of a non-executive Director and three independent non-executive Directors as set out below:

Mr. Tam King-ching, Kenny (*Chairman*)
Mr. Chow Wing-kin, Anthony, SBS, J.P.
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

During the year under review, the Audit Committee reviewed the Group's consolidated financial statements, interim and annual reports, the accounting principles and practices adopted and internal control systems. The Audit Committee also reviewed and approved the external auditor's remuneration and terms of engagement and recommended the Board for re-appointment of the external auditor.

於本年度，提名委員會由下列兩名非執行董事及三名獨立非執行董事組成：

陳浩文先生 (*主席*)
周永健先生，銀紫荊星章，太平紳士
譚競正先生
戎子江先生
陳美寶女士

提名委員會考慮及議決建議本公司留任全體現任董事。此外，根據本公司之公司細則，並如提名委員會所議決，柯民佑先生、黃禧超先生及譚競正先生將於應屆股東週年大會上輪值退任，並符合資格及願意於應屆股東週年大會上膺選連任。

審核委員會

如上市規則第3.21條所規定，本公司已成立審核委員會（「審核委員會」），並以書面清晰訂明其職權範圍。其主要職責為審閱及監督本集團之財務申報程序及內部監控制度。

截至二零一八年三月三十一日止財政年度，審核委員會由下列一名非執行董事及三名獨立非執行董事組成：

譚競正先生 (*主席*)
周永健先生，銀紫荊星章，太平紳士
戎子江先生
陳美寶女士

於回顧年內，審核委員會已審閱本集團之綜合財務報表、中期及年度報告、採納之會計原則及慣例以及內部監控系統。審核委員會亦已檢討及批准外聘核數師之薪酬及聘用條款，並已向董事會建議重新委任外聘核數師。

Corporate Governance Report

企業管治報告

The Audit Committee is also responsible for performing the corporate governance duties, including:

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

The Group's audited consolidated financial statements for the year ended 31 March 2018 have been reviewed by the Audit Committee, which was of the opinion that the preparation of the consolidated financial statements complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

The Audit Committee considered that the existing proposed terms in relation to the appointment of the Group's external auditor are fair and reasonable.

AUDITOR'S REMUNERATION

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Group. During the year under review, the fees payable to the Company's external auditor for audit services and non-audit services were HK\$2,130,000 and HK\$522,000, respectively. The non-audit services relate primarily to tax compliance and consultancy services.

審核委員會亦負責履行企業管治職責，包括：

- 制訂及檢討本公司之企業管治政策及常規以及向董事會作出建議；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊（如有）；及
- 檢討本公司遵守企業管治守則之情況以及於本企業管治報告內之披露。

審核委員會已審閱本集團截至二零一八年三月三十一日止年度之經審核綜合財務報表，認為綜合財務報表之編製方式符合適用會計準則、上市規則及法律規定，並已作出足夠披露。

審核委員會認為，有關委聘本集團外聘核數師之現有建議條款屬公平合理。

核數師薪酬

審核委員會負責考慮委聘外聘核數師，及檢討其履行之任何非審核職能，包括有關非審核職能會否對本集團造成任何潛在重大不利影響。於回顧年度內，就核數服務及非核數服務應付予本公司之外聘核數師之費用分別為2,130,000港元及522,000港元。非核數服務主要與稅務合規及諮詢服務有關。

Corporate Governance Report

企業管治報告

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements for each financial year, which give a true and fair view of the financial position of the Company and its subsidiaries as at the end of the reporting period and of their financial performance and cash flows for that year in accordance with Hong Kong Financial Reporting Standards and in compliance with relevant law and disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules. The Directors have prepared the financial statements for the year ended 31 March 2018 on a going concern basis. The Directors are responsible for keeping proper accounting records which reflect the financial position of the Group with reasonable accuracy at any time.

The Directors' responsibilities and the responsibilities of the independent auditor with respect to the consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2018 are set out on pages 93 to 101 of this report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board recognizes its responsibility for maintaining an adequate and sound enterprise risk management and internal control system and through the Audit Committee and, if necessary, an external independent professionals to provide internal control services, conducts reviews on the effectiveness of these systems at least annually, covering material controls, including financial, operational, compliance and strategic risk control functions. The Board understands that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事及核數師於財務報表之責任

董事確認，彼等須根據香港財務報告準則就各個財政年度編製財務報表，有關財務報表須真實及公平地反映本公司及其附屬公司於報告期末之財務狀況，以及其於有關年度之財務業績及現金流，並須符合香港公司條例及上市規則之相關法例及披露規定。董事已按持續經營基準編製截至二零一八年三月三十一日止年度之財務報表。董事亦負責保存適當之會計記錄，以反映本集團於任何時間之合理而準確之財務狀況。

董事及獨立核數師就本公司及其附屬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之責任載於本報告第93至101頁。

風險管理及內部監控

董事會知悉其維持適當及良好的企業風險管理及內部監控系統的責任並透過審核委員會及(如需要)外部獨立專業人士提供內部監控服務，至少每年檢討該等系統的有效性，內容涵蓋重大監控，包括財務、營運、合規及策略風險監控職能。董事會明白有系統旨在管理而非消除未能達成業務目標的風險，旨在提供合理的保證而並非絕對保證能夠避免出現重大錯誤陳述或損失。

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During the year under review, the Board, through the Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues identified to the Board.

During the year under review, the Company appointed Baker Tilly Hong Kong Risk Assurance Limited ("Baker Tilly"), an external independent professionals to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by Baker Tilly to enhance the risk management and internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of Baker Tilly as well as the comments of the Audit Committee, the Board considered the internal control and risk management systems effective and adequate.

於回顧年度內，董事會透過審核委員會，對本集團風險管理及內部監控系統的設計及實施成效進行年度檢討，涵蓋所有重大監控，包括財務、營運及合規監控，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源，員工資歷及經驗，培訓方案及預算。就此而言，審核委員會向董事會通報識別的任何重大事項。

於回顧年度內，本公司委任外部獨立專業人士天職香港內控及風險管理有限公司（「天職」）以：

- 通過一系列研討會及訪談，協助識別及評估本集團的風險；及
- 獨立進行內部監控審查及評估本集團的風險管理及內部監控系統的效用。

獨立審閱及評估的結果已向審核委員會及董事會報告。此外，董事會採納了天職建議的內部監控及風險管理措施的改進，以加強本集團的風險管理及內部監控系統以及減少本集團的風險。根據天職的調查結果及建議以及審核委員會的意見，董事會認為內部監控及風險管理系統有效且充分。

Corporate Governance Report

企業管治報告

Our Enterprise Risk Management Framework

The Group established its enterprise risk management framework during the year. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritized and allocated treatments. Our risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee that oversight risk management and internal audit functions.

Principal Risks

During the year ended 31 March 2018, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

Risk Areas	Principal Risks
Strategic Risks	Risk of economic recession Unstable political environment of some of the countries where we operate our production plants
Operational Risks	No significant risks identified
Financial Risks	Risk of inflation/deflation
Compliance Risks	No significant risks identified

我們的企業風險管理框架

本集團於年內建立了企業風險管理框架。雖然董事會有整體責任確保維持良好有效的內部監控，但管理層負責設計及實施內部監控系統，以管理本集團面臨的各種風險。

通過風險識別及評估過程，風險被識別、評估、確定優先次序並進行分配處理。我們的風險管理框架遵循COSO企業風險管理—綜合框架，允許董事會及管理層有效地管理本集團的風險。董事會透過審核委員會收取定期報告，監督風險管理及內部審核職能。

主要風險

截至二零一八年三月三十一日止年度，本集團識別及將下列主要風險分類為戰略風險、營運風險、財務風險及合規風險。

風險領域	主要風險
戰略風險	經濟衰退的風險 我們經營我們的生產廠房所在的若干國家的政治環境不穩定
營運風險	未識別出重大風險
財務風險	通脹／通縮風險
合規風險	未識別出重大風險

Risk Control Mechanism

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by Baker Tilly. The Group adopts risk management policy and procedure (the “Risk Management Policy”) and maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

Our risk management activities are performed by management on an ongoing process. The effectiveness of our risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

風險監控機制

本集團採用「三線防守」企業管治結構，由營運管理層執行經營管理及監控，加上財務及合規團隊開展的風險管理監督，以及由天職外包及執行的獨立內部審核。本集團採納風險管理政策及程序（「風險管理政策」）並維繫風險記錄，以監察本集團所有已識別的主要風險之動向。風險記錄為董事會、審核委員會及管理層提供其主要風險組合並記錄管理層為緩解相關風險所採取行動。本集團至少每年根據各風險發生的可能性和對本集團的潛在影響進行評估。在執行年度風險評估之後，管理層（作為風險所有者）將至少每年更新風險記錄，增加新風險及／或刪除現有風險（如適用）。審核流程可確保本集團主動管理其面臨的風險，即所有風險所有者都可以取得風險記錄，並且了解並警惕其責任領域的風險，以便彼等有效率地採取後續行動。

我們的風險管理活動由管理層持續進行。我們的風險管理框架的有效性將至少每年進行一次評估，並定期舉行管理層會議以更新風險監測工作的進展。管理層致力於確保風險管理構成日常業務運營流程的一部分，以便有效地統一風險管理與公司目標。

Corporate Governance Report

企業管治報告

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the directors will continue to review at least annually the need for an internal audit function.

Disclosure of Inside Information

The Group has established internal control procedures for the handling and dissemination of inside information in order to comply with Chapter 13 of the Listing Rules as well as Part XIVA of the Securities and Futures Ordinance ("SFO"). The internal control mechanism includes information flow and reporting processes, confidentiality arrangements, disclosure procedures, and staff training arrangements, etc.

INVESTOR RELATIONS

The Company continues to promote and enhance investor relations and communications with its investors. An intensive communications channel has been maintained with the media, analysts and fund managers through one-on-one meeting, road shows and conferences. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's development.

本公司將繼續聘請外部獨立專業人士每年審閱本集團的內部監控及風險管理系統，並進一步加強本集團的內部監控及風險管理系統（如適用）。

本集團目前尚無內部審核職能。董事已檢討內部審核職能的需要，並認為鑑於本集團業務規模、性質及複雜程度，任命外部獨立專業人士執行內部審核職能將更具成本效益以滿足本集團需求。然而，董事會將繼續每年至少檢討一次內部審核職能的需要。

內幕消息披露

本集團已就處理及發佈內幕消息制訂內部監控程序，以遵守上市規則第13章以及證券及期貨條例（「證券及期貨條例」）第XIVA部。內部控制機制包括消息流向與申報流程、保密安排、披露程序及員工培訓安排等。

投資者關係

本公司繼續提倡及提升投資者關係及與其投資者之通訊。本公司通過與傳媒、分析員及基金經理舉行個別會議、舉辦路演及研討會，從而維持廣泛之通訊渠道，並委派高級管理層與機構投資者及分析員維持定期會晤，從而向彼等提供有關本公司發展之最新消息。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company sets high priority in communicating with shareholders and investors. Regular meetings with institutional shareholders and general presentation of financial results are made when financial results are announced. The Company also provides extensive information in its annual report, interim report and announcements.

The Board endeavours to maintain an ongoing dialogue with shareholders. All directors are encouraged to attend the general meetings to have personal communication with shareholders. In annual general meeting, the chairman of the Board and the chairman of each committee are required to attend and answer questions from shareholders in respect of the matters that they are responsible and accountable for. In addition, a representative of the Company's external auditors is requested to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, accounting policies and auditor independence.

The Company's annual general meeting ("AGM") and special general meeting ("SGM") provide good opportunities for shareholders to express their views and ask Directors and management questions regarding the Company. All shareholders of the Company receive the annual report, circulars and notices of AGM and SGM and other corporate communications. Separate resolutions are required at general meetings on each distinct issue. Each shareholder is permitted to appoint a proxy to attend and vote in his stead.

與股東之通訊

本公司特別重視與股東及投資者之通訊。公佈財務業績時，本公司會與機構股東舉行例會及總體財務業績發佈會。本公司亦會於其年報、中期報告及公佈中提供大量資料。

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並與股東進行個人溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。此外，本公司外聘核數師之代表須出席股東週年大會，回答有關進行審計、核數師報告之編製及內容、會計政策及核數師獨立性之提問。

藉本公司股東週年大會（「股東週年大會」）及股東特別大會（「股東特別大會」），股東可表達彼等對本公司之意見及向董事及管理層提問。本公司全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

Corporate Governance Report

企業管治報告

PROCEDURES FOR SHAREHOLDERS TO NOMINATE A DIRECTOR, MAKE PROPOSALS AND CONVENE GENERAL MEETINGS

Pursuant to the Bye-laws of the Company, if a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the shareholder himself/herself) for election as a director of the Company, the shareholder must deposit a written notice to the principal place of business of the Company in Hong Kong for the attention of the company secretary of the Company. Details for nominating candidates to stand for election as a director are set out in the Corporate Governance section of the Company website.

(i) Any one or more shareholders holding not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders may submit a written request to make proposals or move a resolution at a general meeting; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. Such request must be deposited at the principal place of business of the Company in Hong Kong, for the attention of the company secretary of the Company, not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than one week before the meeting in the case of any other requisition. Details of the requirements and procedures for making proposals or moving a resolution at a general meeting are set out in the Corporate Governance section of the Company website.

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office and at its principal place of business in Hong Kong, for the attention of the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Details of the requirements and procedures for convening general meetings are set out in the Corporate Governance section of the Company website.

股東提名董事、作出提議及召開股東大會之程序

根據本公司之公司細則，倘正式合資格出席因處理委任／選舉董事而召開之股東大會並於會上投票之股東希望提名某一人士（股東本身除外）參選本公司董事，其必須將書面通知呈遞至本公司位於香港之主要營業地點，以供本公司之公司秘書垂注。提名候選人參選董事之詳情載於本公司網站之企業管治部分。

(i)持有有權於股東大會上投票之全體股東之總投票權不少於二十分之一之一名或多名股東；或(ii)不少於100名股東，可提呈於股東大會上作出動議或決議案之書面要求，或就於特定股東大會上擬提出之決議案所述之事項或將處理之事務作出不超過1,000字之陳述。有關要求必須於大會舉行前六週（倘要求獲提供決議案通知）或股東大會舉行前一週（倘為任何其他要求）呈遞至本公司香港主要營業地點，致本公司之公司秘書。有關在股東大會上提出動議或議案之規定及程序之詳情載於本公司網站企業管治部分。

於遞呈要求當日持有不少於附有本公司股東大會投票權之本公司繳足股本十分之一之一名或多名股東，可隨時向本公司註冊辦事處及香港主要營業地點發出書面要求，致董事會或本公司之公司秘書，要求董事會召開股東特別大會，處理有關要求所指明任何事項的相關議程。有關召開股東大會之規定及程序之詳情載於本公司網站企業管治部分。

Corporate Governance Report

企業管治報告

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send their enquiries and concerns to the Board of the Company by addressing them to the principal place of business of the Company in Hong Kong at 17th Floor, Empress Plaza, 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong by post or by email to kingmkra@netvigator.com for the attention of the company secretary of the Company.

Upon receipt of the enquiries, the company secretary will forward:

1. communications relating to matters within the Board's purview to the executive Directors of the Company;
2. communications relating to matters within a Board committee's area of responsibility to the chairman of the appropriate committee; and
3. communications relating to ordinary business matters, such as suggestions, inquiries and complaints, to the appropriate management of the Company.

VOTING BY POLL

Pursuant to the Listing Rules, all voting at the Company's general meetings shall be conducted by poll. The Company's bye-laws have set out the procedures and requirements of voting by poll. Such voting procedure would be explained by the Chairman at the commencement of the general meeting of shareholders.

CODE OF CONDUCT

To enhance the standards of employees, the Company has set out standards of professional and ethical conduct for all employees of the Group. The employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

CONCLUSION

The Company will continue its enduring effort in reviewing the corporate governance practices from time to time and will try its best in maintaining, strengthening and improving the standard and quality of the Company's corporate governance to meet with the continuous changing environment and for the benefit of the shareholders.

向董事會查詢之程序

股東可向本公司董事會寄發查詢及關注事宜，以郵寄方式寄往本公司於香港之主要營業地點（地址為香港九龍尖沙咀漆咸道南17-19號帝后廣場17樓），或電郵至kingmkra@netvigator.com，收件人為本公司之公司秘書。

收到查詢後，公司秘書將轉發：

1. 與董事會職權範圍內有關事宜之通訊予本公司執行董事；
2. 與董事委員會職權範圍內有關事宜之通訊予相關委員會主席；及
3. 與日常事務有關事宜（如建議、查詢及投訴）之通訊予本公司相關管理層。

以投票方式表決

根據上市規則，本公司股東大會上之所有表決須以投票方式進行。本公司之公司細則已載列以投票方式表決之程序及規定。於股東大會開始時主席亦會闡釋該等表決程序。

行為守則

為提升僱員水準，本公司已為本集團所有僱員制訂專業及操守標準。各級僱員均須本著誠實、勤奮及盡責之態度行事。

結論

本公司將繼續致力不時檢討其企業管治常規，盡力維持、鞏固及改善本公司企業管治標準及質素，以迎合瞬息萬變之環境及照顧股東利益。

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Huang Hsiu-duan, Helen 黃秀端	61	Executive director and Chief Executive Officer 執行董事及行政總裁	37	<p>Madam Huang is a co-founder of the Group. She is also a member of the Remuneration Committee of the Company and serves as a director for the subsidiaries of the Company. She is responsible for formulating the overall business strategies and future development plans for the Group, the purchasing function and human resources management of the Group. Madam Huang has more than 41 years' experience in the footwear industry. Madam Huang is the mother of Ms. Chen Zi-yun, Fiona Apple and Mr. Chen Yi-wu, Ares.</p> <p>黃女士為本集團創辦人之一。彼亦為本公司薪酬委員會成員並於本公司多家附屬公司擔任董事。負責制定本集團整體業務策略及未來發展計劃、本集團採購及人力資源管理。黃女士具有逾41年製鞋業經驗。黃女士為陳子芸小姐及陳奕舞先生之母親。</p>
Kimmel, Phillip Brian 柯民佑	66	Executive director 執行董事	24	<p>Mr. Kimmel has been with the Group since 1994. He is responsible for the Group's sales and marketing, customer relations. Mr. Kimmel has more than 42 years' extensive experience in the footwear industry. He holds a Bachelor's degree from the University of Southern California and a Master's degree from the University of Washington in China Regional Studies.</p> <p>柯先生於一九九四年加入本集團。主要負責本集團之營銷推廣及客戶關係事宜。柯先生在製鞋業有超過42年之豐富經驗。彼擁有美國南加州大學學士學位及華盛頓大學中國研究碩士學位。</p>
Mumma, Adin David 馬大衛	68	Executive director 執行董事	2	<p>Mr. Mumma is also an executive vice president of the Group. He is in charge of the Group's production and customer relations. Mr. Mumma has over 35 years' experience in the footwear industry. Since 2000, he has started to provide advice to the Company including the feasibility studies on new projects, organizational structure, transition to lean manufacturing system and labour matters. Mr. Mumma holds a bachelor's degree of Arts from the Millersville State College in 1971.</p> <p>馬先生亦為本集團執行副總裁。彼現負責本集團的生產及客戶關係工作。馬先生擁有逾35年製鞋業經驗。彼自二零零零年以來一直就新項目可行性研究、組織架構、過渡至精益生產系統及勞工事宜向本公司提供建議。馬先生於一九七一年獲Millersville State College頒發文學學士學位。</p>

Directors and Senior Management Profiles 董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Wong Hei-chiu 黃禧超	51	Executive director 執行董事	10	<p>Mr. Wong is also the chief financial officer of the Group and company secretary of the Company. Mr. Wong is responsible for the supervision and management of the Group's overall financial matters and investor relations. Mr. Wong holds an Executive Master's degree in business administration from The Chinese University of Hong Kong and a Bachelor's degree in business administration from Lingnan University, Hong Kong. He is a Certified Public Accountant (Practising), a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Wong is also a fellow member of the Hong Kong Institute of Directors.</p> <p>黃先生亦為本集團之首席財務官兼本公司之公司秘書。黃先生負責監督及管理本集團之整體財務事宜及投資者關係。黃先生持有香港中文大學EMBA碩士學位及香港嶺南大學商業管理學士學位。彼為執業會計師，乃英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。黃先生亦為香港董事學會資深會員。</p> <p>Mr. Wong has over 27 years of corporate finance and financial management experience in Hong Kong and the PRC. Mr. Wong is an independent non-executive director of Vico International Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange and Prosperous Printing Company Limited, whose shares are listed on the GEM of the Stock Exchange. He was an independent non-executive director of Hong Wei (Asia) Holdings Company Limited, whose shares are listed on the GEM of the Stock Exchange from December 2013 to June 2016. Prior to joining the Group in 2008, Mr. Wong has worked as the group financial controller and company secretary in a Hong Kong listed electronics manufacturing company for over 8 years; and as the finance director and company secretary in another Hong Kong listed wholesale and distribution company for over 4 years.</p> <p>黃先生在香港及中國積累逾27年企業財務及財務管理方面之經驗。黃先生為股份於聯交所主板上市之域高國際控股有限公司及股份於聯交所GEM上市之萬里印刷有限公司之獨立非執行董事。自二零一三年十二月至二零一六年六月，彼亦為鴻偉（亞洲）控股有限公司（一間於聯交所GEM上市之公司）之獨立非執行董事。黃先生於二零零八年加入本集團前，曾於一間在香港上市之電子製造公司擔任集團財務總監及公司秘書逾8年；並曾於另一間在香港上市之批發及分銷公司擔任財務董事及公司秘書逾4年。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chow Wing-kin, Anthony, SBS, J.P. 周永健 銀紫荊星章·太平紳士	68	Non-executive director 非執行董事	24	<p>Mr. Chow serves as a member of the Nomination Committee and the Audit Committee of the Company. 周先生為本公司提名委員會及審核委員會之成員。</p> <p>Mr. Chow is a solicitor admitted to practise in Hong Kong and England and Wales. He has been a practising solicitor in Hong Kong for over 38 years and is currently a senior consultant of the law firm Messrs. Guantao & Chow Solicitors and Notaries. His principal areas of practice include corporate and commercial, property law, probate and civil litigation. Mr. Chow is a China-Appointed Attesting Officer and member of South China International Economic and Trade Arbitration Commission. He is the Deputy Chairman of the board of stewards of The Hong Kong Jockey Club. He is also an independent non-executive director of MTR Corporation Limited, Ping An Healthcare and Technology Company Limited and S.F. Holdings Co., Ltd. (formerly known as Maanshan Dingtai Rare Earth & New Materials Co., Ltd), all of which are listed on the Main Board of the Hong Kong Stock Exchange and Shenzhen Stock Exchange respectively. Mr. Chow is the Chairman of the Process Review Panel of Financial Reporting Council and a member of The Exchange Fund Advisory Committee and The EFAC Governance Subcommittee of Hong Kong Monetary Authority. Mr. Chow was a non-executive director of Asia Allied Infrastructure Holdings Limited (formerly known as China City Construction Group Holdings Limited) during the period from February 2015 to October 2016 and an independent non-executive director of Link Asset Management Limited as manager of Link Real Estate Investment Trust during the period from May 2006 to May 2015 and Fountain Set (Holdings) Limited during the period from September 2004 to June 2016, all of which are listed on the Main Board of the Stock Exchange. He is the former president of the Law Society of Hong Kong and was the chairman of the Process Review Panel for the Securities and Futures Commission.</p> <p>周先生分別於香港、英格蘭及威爾斯獲認可為執業律師。彼於香港擔任執業律師逾38年，現為觀韜律師事務所（香港）之高級顧問。彼之主要執業範圍包括公司法及商業法、產權法、遺產事務及民事訴訟。周先生為中國委託公證人及華南國際經濟貿易仲裁委員會委員。彼為香港賽馬會董事局副主席。彼亦為香港鐵路有限公司、平安健康醫療科技有限公司及順豐控股股份有限公司（前稱馬鞍山鼎泰稀土新材料股份有限公司）之獨立非執行董事（分別於聯交所主板及深圳交易所上市之公司）。周先生為財務匯報局程序覆檢委員會主席以及香港金融管理局外匯基金諮詢委員會及外匯基金諮詢委員會轄下的管治委員會之委員。於二零一五年二月至二零一六年十月期間，周先生為亞洲聯合基建控股有限公司（前稱中國城建集團股份有限公司）之非執行董事，於二零零六年五月至二零一五年五月期間及於二零零四年九月至二零一六年六月期間，周先生分別為領展資產管理有限公司（作為領展房地產投資信託基金之管理人）及福田實業（集團）有限公司之獨立非執行董事（三間均為於聯交所主板上市之公司）。彼為香港律師會前任會長及證券及期貨事務監察委員會程序覆檢委員會主席。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Ho-man, Daniel 陳浩文	63	Non-executive director and Chairman 非執行董事兼主席	22	<p>Mr. Chan has been with the Group since 1996. He is responsible for formulate, advising the management on the corporate strategy and policy development. Mr. Chan also serves as the Chairman of the Nomination Committee.</p> <p>陳先生於一九九六年加入本集團。負責制定就企業策略及政策發展並就此向管理層提供意見。陳先生亦擔任提名委員會主席。</p> <p>Mr. Chan is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chan is also the company secretary of Kin Yat Holdings Limited, a company listed on the Main Board of the Stock Exchange. Mr. Chan has more than 39 years' accounting and corporate finance experience in Hong Kong.</p> <p>陳先生為英國特許公認會計師公會資深會員及香港會計師公會會員。陳先生亦為建溢集團有限公司之公司秘書，該公司於聯交所主板上市。陳先生具有逾39年香港會計及公司財務經驗。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Tam King-ching, Kenny 譚競正	69	Independent non-executive director 獨立非執行董事	24	<p>Mr. Tam serves as the Chairman of the Audit Committee, and a member of each of the Nomination Committee and Remuneration Committee of the Company. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of Chartered Professional Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Restructuring and Insolvency Faculty Executive Committee and the Insolvency SD Vetting Committee in the Hong Kong Institute of Certified Public Accountants. He is a past president of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of eight other listed companies on the Main Board of the Stock Exchange, namely, Shougang Concord Grand (Group) Limited, CCT Fortis Holdings Limited, Starlite Holdings Limited, Hong Kong Shanghai Alliance Holdings Limited (formerly Van Shung Chong Holdings Limited), BeijingWest Industries International Limited, West China Cement Limited, CCT Land Holdings Limited and Wisdom Education International Holdings Company Limited.</p> <p>譚先生為本公司審核委員會之主席，提名委員會及薪酬委員會之成員。彼為香港執業會計師。彼為香港會計師公會之資深會員及加拿大安大略省特許專業會計師公會會員。譚先生為香港會計師公會重整及破產管理專項學會執行委員會及破產重整專項資格核准委員會委員。彼為香港華人會計師公會前任會長。譚先生亦出任其他八間於聯交所主板上市之公司（即首長四方（集團）有限公司、中建富通集團有限公司、星光集團有限公司、滬港聯合控股有限公司（前稱萬順昌集團有限公司）、京西重工國際有限公司、中國西部水泥有限公司、中建置地集團有限公司及睿見教育國際控股有限公司）之獨立非執行董事。</p>

Directors and Senior Management Profiles 董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Yung Tse-kwong, Steven 戎子江	68	Independent non-executive director 獨立非執行董事	13	<p>Mr. Yung serves as the Chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Yung was the former Chief Executive Officer of Imagi International Holdings Limited and was the former Chairman of Clear Media Limited, both of which are listed on the Main Board of the Stock Exchange. As Managing Partner of Glocal LLC, Mr. Yung has over 37 years' management experience from leading multinational companies in the media, entertainment, consumer and retail industries. Mr. Yung began his career as a producer with Hong Kong Commercial Broadcasting Company Limited and has since held various senior management positions at The Coca-Cola Company in the United States of America and Asia, served as Regional Managing Director of AC Nielsen China, Hong Kong, Taiwan and Korea and as President of Nielsen Media International. He had been a director of the Cable and Satellite Broadcasting Association of Asia (CASBAA), and is currently a Director of the Child Development Matching Fund.</p> <p>戎先生為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。戎先生為意馬國際控股有限公司之前任行政總裁，並為白馬戶外媒體有限公司之前任主席，兩者均於聯交所主板上市。作為Glocal LLC之管理合夥人，戎先生擁有超過37年於領先跨國企業，包括媒體、娛樂、消費及零售業務之管理經驗。戎先生的職途始於香港商業廣播有限公司，當時擔任監製一職，隨後曾於美國及亞洲地區可口可樂公司任職多個高級管理職位，擔任尼爾森之地區董事長專責中國、香港、台灣及韓國，及Nielsen Media International之總裁。彼曾任Cable and Satellite Broadcasting Association of Asia (CASBAA)董事，現為兒童發展配對基金董事。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Mei-bo, Mabel 陳美寶	46	Independent non-executive director 獨立非執行董事	7	Ms. Chan serves as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Ms. Chan is the founder of Mabel Chan & Co, Certified Public Accountants (Practicing) and became the deputy managing partner of Grant Thornton Limited in 2015. Ms. Chan has over 25 years' experience in professional accounting field in Hong Kong. She holds a master degree of business administration from the Hong Kong University of Science and Technology in 2000 and a degree of Bachelor of Arts (Hons) in accountancy from City Polytechnic of Hong Kong (now known as City University of Hong Kong) in 1993. Ms. Chan is a Certified Public Accountant (Practicing) in Hong Kong, a fellow member of The Association of Chartered Certified Accountants, a council member and an associate member of The Hong Kong Institute of Certified Public Accountants, and an associate member of The Institute of Chartered Accountants in England and Wales. Ms. Chan is a certified tax adviser and a member of The Taxation Institute of Hong Kong in 2010. She is the immediate past president of Hong Kong Institute of Certified Public Accountants, the past president of The Society of Chinese Accountants and Auditors, past president and council member of the Association of Women Accountants (Hong Kong), and a member of The Hong Kong Institute of Directors. Ms. Chan is also a member of the Barristers Disciplinary Tribunal Panel, a member of Appeal Panel (Housing), a member of the CreateSmart Initiative Vetting Committee appointed by the Secretary for Commerce and Economic Development of Hong Kong and a member of the Council of the Hong Kong Baptist University.

Directors and Senior Management Profiles 董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
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陳女士為本公司審核委員會、提名委員會及薪酬委員會之成員。陳女士為陳美寶會計師事務所的創辦人，並於二零一五年成為致同(香港)會計師事務所有限公司副管理合夥人。陳女士於香港之專業會計方面擁有逾25年經驗。彼於二零零零年獲得香港科技大學工商管理碩士學位，並於一九九三年獲香港城市理工學院(現時稱為香港城市大學)頒授文學學士(榮譽)學位，主修會計。陳女士為香港執業會計師、英國特許公認會計師公會之資深會員、香港會計師公會會員理事及會員，以及英格蘭和威爾斯特許會計師公會會員。陳女士於二零一零年為香港稅務學會註冊稅務師及會員。彼為香港會計師公會前任會長、香港華人會計師公會的前會長、香港女會計師協會的前會長及理事及香港董事學會會員。陳女士亦為大律師紀律審裁團成員、上訴委員會(房屋)的成員、香港商務及經濟發展局局長委任的創意智優計劃審核委員會的成員及香港浸會大學理事。

Ms. Chan currently serves as an independent non-executive director of another listed company on the Main Board of the Stock Exchange, namely Bank of Zhengzhou Co., Ltd. Ms. Chan was an independent non-executive director of a listed company on the Main Board of the Stock Exchange, namely China Weaving Materials Holdings Limited during the period from December 2011 to December 2014 and of another listed company on the GEM of the Stock Exchange, namely South China Assets Holdings Limited during the period from May 2013 to March 2017.

陳女士現時擔任於聯交所主板上市的另一間公司(即鄭州銀行股份有限公司)的獨立非執行董事。陳女士為一間於聯交所主板上市之公司的獨立非執行董事，即於二零一一年十二月至二零一四年十二月期間為中國織材控股有限公司的獨立非執行董事，並於二零一三年五月至二零一七年三月期間在聯交所創業板上市的另一間公司(即南華資產控股有限公司)擔任獨立非執行董事。

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Hong Kong Office 香港辦事處				
Lai Chi-hang, David 黎志恆	51	Group financial controller 集團財務總監	25	Mr. David Lai has been with the Group since 1993. He is responsible for the Group's accounting and financial management. Mr. Lai holds a Master's degree in business administration from University of Wales. He has more than 29 years' experience in auditing, financial accounting and financial management. 黎志恆先生於一九九三年加入本集團。負責本集團之會計及財務管理。黎先生持有威爾斯大學工商管理碩士學位，具有超過29年核數、財務會計及財務管理經驗。
PRC base 中國大陸區				
Yang Mu Lang 楊木龍	57	Senior manager 執行協理	14	Mr. Yang Mu Lang has been with the Group since 2004. He is in charge of the factory operation in Zhuhai. Mr. Yang has more than 34 years' experience in footwear factory. 楊木龍先生於2004年加入本集團，主要負責珠海廠之營運。楊先生在製鞋廠有超過34年之經驗。
South Asia base 南亞區				
Hsu Ming-hsien, Jack 許明顯	59	Vice general manager 副總經理	14	Mr. Jack Hsu has been with the Group since 2004. He is in charge of the factory production in Vietnam and also factory operations in Cambodia. Mr. Hsu has more than 36 years' experience in the footwear industry. 許明顯先生於二零零四年加入本集團。主要負責越南廠之生產事宜及兼管柬埔寨廠之營運。許先生在製鞋業有超過36年之經驗。

Directors and Senior Management Profiles 董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Wertz Todd Anthony 文德光	49	Vice President, Marketing and Business development 市場推廣及業務發展副總裁	N/A 不適用	<p>Mr. Todd Wertz joined the Group in January 2018. He is responsible for the Group's sales and marketing and business development. Mr. Wertz has over 25 years' experience in the footwear industry. Prior joining the Group, Mr. Wertz served as a Regional President (Asia) in K-Swiss International Manufacturing Limited ("K-Swiss") from 1998 to 2017. He was mainly responsible for the establishment of legal entities and standard operating procedures for quality control, in charge of the manufacturing and supply chain management within APAC, including Vietnam, Indonesia, Hong Kong, Thailand, China and Taiwan; and the management of planning and operations with OEM factories. Before joining K-Swiss, Mr. WERTZ served as a sales manager in Trust Leather Company and as a SMU manager in K-Swiss International from 1992 to 1993 and from 1993 to 1994 respectively. From 1995 to 1998, he served as a Line Planner and Finished Goods Buyer in Pearl Izumi. In 2017, Mr. WERTZ also established Lysi Solutions to act as OEM sourcing strategist and turnaround specialist on helping companies to optimize their supply chains, quality enhancement, software integration management, corporate trainings and providing profitability solutions.</p> <p>文德光先生於二零一八年一月加入本集團，主要負責本集團的銷售、市場推廣及業務發展。文先生於鞋履行業擁有逾25年經驗。彼在加入本集團前，於一九九八年至二零一七年擔任K-Swiss International Manufacturing Limited (「K-Swiss」)的區域總裁(亞洲)。文先生主要負責成立法律實體及制訂質量控制的標準操作程序，並負責亞太地區的製造及供應鏈管理，包括越南、印尼、香港、泰國、中國及台灣；以及負責管理OEM工廠的規劃及營運。彼在加入K-Swiss前，分別於一九九二年至一九九三年及一九九三年至一九九四年擔任Trust Leather Company的銷售經理及K-Swiss International的SMU經理。彼曾於一九九五年至一九九八年於Pearl Izumi 擔任生產線規劃師及成品採購員。二零一七年，文先生還成立了Lysi Solutions，並擔任OEM採購策略師及企業再造專家，以協助企業優化其供應鏈、提升質量、管理軟件集成、企業培訓及提供盈利解決方案。</p> <p>Mr. WERTZ holds a bachelor degree of Arts in International Relations from the University of Colorado in 1991. He also studied in Tunghai University for several intensive Mandarin Chinese language study programs.</p> <p>文先生於一九九一年獲得科羅拉多大學國際關係文學學士學位。彼曾於東海大學修讀多項普通話漢語學習精研課程。</p>

Directors and Senior Management Profiles

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chen Zi-yun, Fiona Apple 陳子芸	35	Assistant to Chief Executive Officer 行政總裁助理	11	<p>Ms. Fiona Apple Chen has been with the Group since 2007. She was previously the Managing Director and was in charge of the Group's retailing business. She assists the Chief Executive Officer for the implementation of corporate strategies and coordination among different departments and business units of the Group. She is responsible for the overall administration and management information systems of the Group and oversees the Group's business operation in Taiwan. She also serves as a director for the subsidiaries of the Company. She holds a Bachelor's degree from National Taiwan University in International Business. After graduation, she studied footwear design at De Montfort University, the United Kingdom. Ms. Chen is a daughter of Madam Huang Hsiu-duan, Helen and a sister of Mr. Chen Yi-wu Ares.</p> <p>陳子芸小姐自二零零七年加入本集團。彼先前為董事總經理，負責本集團的零售業務。彼現協助行政總裁落實企業戰略及各部門與本集團業務單位之間的協調。彼負責本集團的整體行政與管理資訊系統及監管本集團台灣的業務營運。彼亦於本公司多家附屬公司擔任董事。彼擁有國立台灣大學學士學位，主修國際商務。畢業後，彼在英國De Montfort University繼續深造，主修鞋類設計。陳小姐為黃秀端女士之女兒，並為陳奕舞先生的姐姐。</p>
Chen Yi-wu, Ares 陳奕舞	26	Vice president 副總裁	2	<p>Mr. Ares Chen joined the Group in 2016. Mr. Chen assists the Chief Executive Officer for the Group's production and customer relations. He holds a bachelor's degree of Arts in Economics from Tamkang University. After graduation, he continues to further his studies a master's degree in Business Psychology at University of Leeds, United Kingdom. Mr. Chen is the son of Madam Huang Hsiu-duan, Helen and a brother of Ms. Chen Zi-yun, Fiona Apple.</p> <p>陳奕舞先生於二零一六年加入本集團。陳先生協助行政總裁管理本集團的生產及客戶關係。彼持有淡江大學經濟學學士學位。畢業後，彼於英國利茲大學繼續攻讀商業心理學碩士學位。陳先生為黃秀端女士之子，並為陳子芸小姐的弟弟。</p>

Report of the Directors

董事會報告

The directors (the “Directors”) of the Company present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 39 to the financial statements. There were no significant changes in the nature of the principal activities of the Group during the year.

BUSINESS REVIEW

A discussion and analysis of the activities of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business, a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2018, and an indication of likely future development in the Group’s business, are provided in the sections headed “Chairman’s Statement”, “Management Discussion and Analysis”, and “Environmental, Social and Governance Report” set out on pages 6 to 67 of this annual report.

For the year ended 31 March 2018 and up to the date of this report, to the best knowledge of the Directors, the Group complied with applicable laws, rules and regulations in all material respects.

RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 March 2018 and the Group’s financial position at that date are set out in the financial statements on pages 102 to 247.

本公司董事（「董事」）謹此提呈董事會報告及本公司與本集團截至二零一八年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務詳情載於財務報表附註39。本集團主要業務之性質在本年度並無重大變動。

業務回顧

香港公司條例附表五所規定之本集團活動之討論與分析，包括對業務之中肯審閱、本集團面臨的主要風險和不明朗因素之討論、在二零一八年財政年度完結後發生並對本集團有影響的重大事件的詳情及本集團業務日後可能發展的指標，載於本年度報告第6至67頁的「主席報告」、「管理層討論及分析」和「環境、社會及管治報告」各節內。

於截至二零一八年三月三十一日止年度及直至本報告日期，就董事所知，本集團於所有重大方面遵守適用法律、規則及法規。

業績及股息

本集團於截至二零一八年三月三十一日止年度之溢利及本集團於該日之財務狀況載於財務報表第102至247頁。

Report of the Directors

董事會報告

An interim dividend of HK3.8 cents per ordinary share and a special dividend of HK11.2 cents per ordinary share were paid on 31 January 2018. The Directors recommend the payment of a final dividend of HK2.2 cents per ordinary share and a special dividend of HK12.8 cents per ordinary share in respect of the year to shareholders on the register of members on 6 September 2018. Details are set out in note 13 to the financial statements. Subject to the passing of the relevant resolution at the forthcoming annual general meeting of the Company, such dividends will be payable on or about 27 September 2018 in cash in Hong Kong dollars.

CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held on Wednesday, 22 August 2018. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 17 August 2018 to Wednesday, 22 August 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 16 August 2018.

Entitlement to the proposed final and special dividends

The record date for entitlement to the proposed final and special dividends is Thursday, 6 September 2018. For determining the entitlement to the proposed final and special dividends, the register of members of the Company will be closed from Tuesday, 4 September 2018 to Thursday, 6 September 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final and special dividends, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, for registration not later than 4:30 p.m. on Monday, 3 September 2018.

本集團已於二零一八年一月三十一日派付中期股息每股普通股3.8港仙及特別股息每股普通股11.2港仙。董事建議派發本年度末期股息每股普通股2.2港仙及特別股息每股普通股12.8港仙予於二零一八年九月六日名列股東名冊之股東。詳情載於財務報表附註13。待於本公司應屆股東週年大會上通過有關決議案後，有關股息將於二零一八年九月二十七日或該日前後以港元現金派發。

暫停辦理股份過戶登記

出席股東週年大會並於會上投票的資格

本公司股東週年大會謹訂於二零一八年八月二十二日（星期三）舉行。為釐定出席股東週年大會並於會上投票的資格，本公司將由二零一八年八月十七日（星期五）至二零一八年八月二十二日（星期三）（包括首尾兩日）暫停辦理股東登記手續，於此期間不會辦理任何股份過戶手續。為符合資格出席股東週年大會並於會上投票，所有填妥之股份過戶文件連同有關股票，須不遲於二零一八年八月十六日（星期四）下午四時三十分，送達本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東183號合和中心22樓，以辦理登記手續。

擬派末期及特別股息的資格

獲派擬派末期及特別股息之記錄日期為二零一八年九月六日（星期四）。為釐定獲派擬派末期及特別股息的資格，本公司將由二零一八年九月四日（星期二）至二零一八年九月六日（星期四）（包括首尾兩日）暫停辦理股東登記手續，於此期間不會辦理任何股份過戶手續。為符合資格獲派擬派末期及特別股息，所有填妥之股份過戶文件連同有關股票，須不遲於二零一八年九月三日（星期一）下午四時三十分，送達本公司之香港股份過戶登記分處卓佳登捷時有限公司，以辦理登記手續。

Report of the Directors

董事會報告

SUMMARY OF FINANCIAL INFORMATION

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

Results

財務資料概要

本集團於過往五個財政年度之業績及資產與負債之概要載列如下。本概要並非經審核財務報表之一部分。

業績

Year ended 31 March 截至三月三十一日止年度

	2018	2017	2016	2015	2014
	二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
	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
CONTINUING OPERATIONS 持續經營業務					
REVENUE 收益	1,164,873	1,830,267	2,308,161	2,326,399	1,868,663
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS					
來自持續經營業務之除稅前溢利	227,629	163,083	152,797	124,952	109,281
Income tax credit/(expense) 所得稅抵免/(開支)	25,634	(14,631)	(12,743)	(12,853)	(13,515)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS					
來自持續經營業務之年內溢利	253,263	148,452	140,054	112,099	95,766
DISCONTINUED OPERATION 已終止經營業務					
Profit/(loss) for the year from discontinued operation					
來自已終止經營業務之年內溢利/(虧損)	2,165	(17,099)	(20,682)	(22,785)	(28,174)
PROFIT FOR THE YEAR 年內溢利					
	255,428	131,353	119,372	89,314	67,592
Attributable to: 下列各項應佔:					
Equity holders of the Company 本公司權益持有人	257,260	132,556	120,205	92,480	67,592
Non-controlling interests 非控股權益	(1,832)	(1,203)	(833)	(3,166)	-
	255,428	131,353	119,372	89,314	67,592

Report of the Directors

董事會報告

Assets and liabilities

資產及負債

	As at 31 March 於三月三十一日				
	2018	2017	2016	2015	2014
	二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
	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
PROPERTY, PLANT AND EQUIPMENT 物業、廠房及設備	278,740	338,037	523,592	522,949	453,019
PREPAID LAND LEASE PAYMENTS 預付土地租賃款項	91,048	51,587	86,579	78,159	55,321
INVESTMENT PROPERTIES 投資物業	197,718	136,484	123,247	115,692	110,694
DEPOSITS 按金	-	3,916	22,440	24,793	21,625
INVESTMENTS IN ASSOCIATES 聯營公司投資	45,930	57,558	-	-	-
INVESTMENTS IN CLUB MEMBERSHIPS 會所會籍投資	858	870	887	906	925
AVAILABLE-FOR-SALE INVESTMENTS 可供出售投資	-	530	489	892	1,490
CURRENT ASSETS 流動資產	1,116,529	1,152,205	1,078,747	1,015,636	937,624
TOTAL ASSETS 總資產	1,730,823	1,741,187	1,835,981	1,759,027	1,580,698
CURRENT LIABILITIES 流動負債	(464,510)	(556,115)	(664,684)	(622,281)	(519,405)
NON-CURRENT LIABILITIES 非流動負債	(25,059)	(19,877)	(16,878)	(20,228)	(18,942)
TOTAL LIABILITIES 總負債	(489,569)	(575,992)	(681,562)	(642,509)	(538,347)
NON-CONTROLLING INTERESTS 非控股權益	(20,380)	(19,638)	(22,324)	(19,335)	-
	1,220,874	1,145,557	1,132,095	1,097,183	1,042,351

Report of the Directors

董事會報告

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year, together with the reasons therefor, are set out in notes 27 and 28 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year, the Company repurchased and cancelled its 8,274,000 shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The directors considered that the share repurchases are beneficial to the shareholders of the Company who retain their investments in the Company. Details of the share repurchases are set out below:

股本及購股權

年內，本公司股本及購股權變動之詳情及理由分別載於財務報表附註27及28。

優先購買權

本公司之公司細則或百慕達一九八一年公司法概無有關優先購買權之規定，故本公司毋須按比例向現有股東發行新股。

購買、贖回或出售本公司之上市證券

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回及註銷其8,274,000股股份。董事認為，股份購回對保留於本公司之投資之股東有利。股份購回之詳情載列如下：

Month/Year 月／年	Number of shares repurchased 購回之股份數目	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregate consideration (excluding transaction cost) 代價總額 (不包括交易成本) HK\$'000 千港元
July 2017 二零一七年七月	230,000	2.33	2.31	534
August 2017 二零一七年八月	2,172,000	2.42	2.32	5,183
September 2017 二零一七年九月	384,000	2.48	2.46	950
January 2018 二零一八年一月	1,068,000	2.13	2.08	2,252
February 2018 二零一八年二月	3,254,000	2.22	2.09	7,020
March 2018 二零一八年三月	1,166,000	2.28	2.20	2,627
Total 總計	8,274,000			18,566

Report of the Directors

董事會報告

Further details of these transactions are set out in note 27 to the financial statements.

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

DISTRIBUTABLE RESERVES

As at 31 March 2018, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$475,608,000, of which HK\$15,257,000 and HK\$88,768,000 have been proposed as a final dividend and a special dividend, respectively, for the year after the reporting period. In addition, the Company's share premium account, in the amount of HK\$104,782,000, may be distributed in the form of fully paid bonus shares.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$592,000.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group's sales to the five largest customers accounted for 93.7% of the total sales for the year and sales to the largest customer included therein amounted to 33.7%. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

None of the directors of the Company or any of their close associates or any shareholders of the Company (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

該等交易之進一步詳情載於財務報表附註27。

除上文所披露者外，本公司或其任何附屬公司於年內概無購買、贖回或出售本公司之任何上市證券。

可供分派儲備

根據百慕達一九八一年公司法計算，於二零一八年三月三十一日，本公司可供分派之儲備總額為475,608,000港元，其中15,257,000港元及88,768,000港元分別為年內報告期結束後擬派末期股息及特別股息。此外，本公司之股份溢價賬為104,782,000港元，可以繳足紅股之方式分派。

慈善捐款

年內，本集團作出慈善捐款合共592,000港元。

主要客戶及供應商

於回顧年度內，本集團對五大客戶之銷售額佔本年度總銷售額93.7%，而其中本集團對最大客戶之銷售額則佔33.7%。本集團向五大供應商之採購額佔本年度總採購額少於30%。

本公司董事、其任何緊密聯繫人或就董事所知擁有本公司已發行股本5%以上之任何本公司股東均無擁有本集團五大客戶及供應商之任何實益權益。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Mdm. Huang Hsiu-duan, Helen
Mr. Kimmel, Phillip Brian
Mr. Mumma, Adin David
Mr. Wong Hei-chiu

Non-executive Directors:

Mr. Chan Ho-man, Daniel
Mr. Chow Wing-kin, Anthony, SBS, J.P.

Independent Non-executive Directors:

Mr. Tam King-ching, Kenny
Mr. Yung Tse-kwong, Steven
Ms. Chan Mei-bo, Mabel

Pursuant to bye-law 87 of the bye-laws of the Company, Mr. Kimmel, Phillip Brian, Mr. Wong Hei-chiu and Mr. Tam King-ching, Kenny will retire from office by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

董事

年內及截至本報告當日本公司之董事如下：

執行董事：

黃秀端女士
柯民佑先生
馬大衛先生
黃禧超先生

非執行董事：

陳浩文先生
周永健先生，銀紫荊星章，太平紳士

獨立非執行董事：

譚競正先生
戎子江先生
陳美寶女士

根據本公司之公司細則第87條規定，柯民佑先生、黃禧超先生及譚競正先生將於應屆股東週年大會上輪值退任，並符合資格及願意膺選連任。

Report of the Directors

董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' remuneration is recommended by the Remuneration Committee and subject to approval by the Company's board of Directors with reference to Directors' duties, responsibilities and performance and the results of the Group.

PERMITTED INDEMNITY PROVISION

According to the bye-laws of the Company, the Directors for the time being of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about, the execution of their duty in their respective offices. The Company has maintained appropriate directors liability insurance in respect of legal action against the Directors during the year ended 31 March 2018.

MANAGEMENT CONTRACTS

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

董事之服務合約

於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司一年內不作賠償（法定賠償除外）則不得終止之服務合約。

董事酬金

董事酬金由薪酬委員會建議，並須待本公司董事會參考董事職責、責任及表現，以及本集團業績而批准釐定。

獲准許的彌償保證條文

根據本公司之公司細則，本公司當時之董事可從本公司的資產及利潤獲得彌償，該等人士或任何該等人士因執行各自的職務時因所作出、發生的作為或不作為而招致或蒙受或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免於就此受任何損害。於截至二零一八年三月三十一日止年度，本公司已為針對董事的法律訴訟投購適當的董事責任保險。

管理合約

年內概無訂立或存有任何有關本公司整體或任何重大業務部分之管理及行政合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

The related party transactions as set out in note 33 to the financial statements constitute connected transactions of the Company exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the applicable disclosure requirements of Chapter 14A of the Listing Rules. Apart from those contracts disclosed in note 33 to the financial statements, no Director nor a connected entity of a Director had a material beneficial interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2018, the interests and short positions of the Directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

董事於交易、安排或合約之權益

財務報表附註33載列之關聯方交易構成本公司之關連交易，但獲豁免遵守上市規則第14A章所載有關申報、公佈及獨立股東批准之規定。本公司確認已遵守上市規則第14A章之適用披露規定。除財務報表附註33所披露者外，年內，各董事或董事之關連人士在本公司或其任何附屬公司所訂立且與本集團業務有重大關係之交易、安排或合約中，並無直接或間接擁有重大實益權益。

董事於股份及相關股份所擁有之權益及淡倉

於二零一八年三月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊所示，董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股本及相關股份中擁有權益及淡倉，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

Report of the Directors

董事會報告

Long positions in ordinary shares of the Company: 本公司普通股之好倉：

Name of director 董事姓名	Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質				Total 總計	Percentage of the Company's issued shares 佔本公司已發行股份之百分比
	Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或未成年子女	Through controlled corporation 透過受控制公司			
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	500,000	–	298,467,541 (Note 1) (附註1)	298,967,541	43.11%	
Mr. Kimmel Phillip Brian 柯民佑先生	1,700,000	–	–	1,700,000	0.25%	
Mr. Chan Ho-man, Daniel 陳浩文	5,290,000	–	–	5,290,000	0.76%	
Mr. Wong Hei-chiu 黃禧超先生	2,875,000	–	–	2,875,000	0.41%	
Mr. Chow Wing-kin, Anthony, SBS, J.P. 周永健先生，銀紫荊星章，太平紳士	3,088,000	–	–	3,088,000	0.45%	
Mr. Tam King-ching, Kenny 譚競正先生	510,000	–	–	510,000	0.07%	
Mr. Yung Tse-kwong, Steven 戎子江先生	1,900,000	–	–	1,900,000	0.27%	

Note:

附註

1. These shares comprised (a) 263,960,041 shares held by King Strike Limited, which was owned by Mdm. Huang Hsiu-duan as to 38.04%; and (b) 34,507,500 shares held by Fat Tat Assets Limited, which was wholly-owned by Mdm. Huang Hsiu-duan, Helen.

1. 此等股份包括(a)由King Strike Limited (由黃秀端女士擁有38.04%)持有的263,960,041股股份；及(b)由Fat Tat Assets Limited (由黃秀端女士全資擁有)持有的34,507,500股股份。

Report of the Directors

董事會報告

Long positions in share options of the Company:

本公司購股權之好倉：

Name of Director 董事姓名	Number of options directly beneficially owned 直接實益擁有之購股權數目
Executive Directors: 執行董事：	
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	150,000
Mr. Kimmel, Phillip Brian 柯民佑先生	1,200,000
Mr. Mumma, Adin David 馬大衛先生	650,000
Mr. Wong Hei-chiu 黃禧超先生	500,000
Non-executive Directors: 非執行董事：	
Mr. Chow Wing-kin, Anthony, SBS, J.P. 周永健先生，銀紫荊星章，太平紳士	240,000
Mr. Chan Ho-man, Daniel 陳浩文先生	300,000
Independent Non-executive Directors: 獨立非執行董事：	
Mr. Tam King-ching, Kenny 譚競正先生	1,320,000
Mr. Yung Tse-kwong, Steven 戎子江先生	450,000
Ms. Chan Mei-bo, Mabel 陳美寶女士	1,140,000
	5,950,000

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

除上述者外，若干董事純粹為符合公司股東最低數目規定而代本公司持有若干附屬公司之非實益個人股權。

Save as disclosed above, as at 31 March 2018, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年三月三十一日，概無董事登記擁有根據證券及期貨條例第352條須予登記，或根據標準守則須知會本公司及聯交所之本公司或其任何相聯法團股份、相關股份或債券之權益或淡倉。

Report of the Directors

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed in the share option scheme disclosures in note 28 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are disclosed in note 28 to the financial statements.

SHARE AWARD SCHEME

Details of the Company's share award scheme are disclosed in note 28 to the financial statements. No shares were awarded under the share award scheme for the year ended 31 March 2018.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme and share award scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

董事購買股份或債券之權利

除財務報表附註28所披露有關購股權計劃之資料外，於年內任何時間，各董事或彼等各自之配偶或未成年子女並無獲授或行使任何可藉購入本公司股份或債券而獲益之權利；或本公司或其任何附屬公司亦無參與任何安排，致使董事可購買任何其他法人團體之該等權利。

購股權計劃

本公司購股權計劃之詳情於財務報表附註28中披露。

股份獎勵計劃

本公司股份獎勵計劃之詳情於財務報表附註28中披露。於截至二零一八年三月三十一日止年度，概無根據股份獎勵計劃獎勵任何股份。

股票掛鈎協議

除本公司的購股權計劃及股份獎勵計劃外，於年內或年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何協議將會或可導致本公司發行股份。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

主要股東及其他人士於股份及相關股份所擁有之權益

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

於二零一八年三月三十一日，以下本公司已發行股本及購股權5%或以上權益已記錄於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

Long positions:

好倉：

Name 名稱	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
King Strike Limited (Note 1) (附註1)	Beneficially owned 實益擁有	263,960,041	38.06
Aggregate of Standard Life Aberdeen Plc affiliated investment management (Note 2) (附註2)	Investment Manager 投資經理	51,900,000	7.48
Mr. David Michael Webb (Note 3) David Michael Webb先生(附註3)	Beneficially owned/ Through control corporation 實益擁有/ 透過受控法團	41,970,000	6.05
HSBC Global Asset Management (Hong Kong) Limited (Note 4) 滙豐環球投資管理(香港)有限公司(附註4)	Investment Manager 投資經理	42,138,000	6.08

Notes:

附註：

- King Strike Limited was owned by Mdm. Huang Hsiu-duan, Helen and her four children as to 38.04% and in aggregate 61.96%, respectively.
- The 51,900,000 shares were held in the capacity as an investment manager by Aggregate of Standard Life Aberdeen plc affiliated investment management.

- King Strike Limited分別由黃秀端女士擁有38.04%及其四名子女合共擁有61.96%。
- Aggregate of Standard Life Aberdeen plc affiliated investment management作為投資經理持有51,900,000股股份。

Report of the Directors

董事會報告

3. Mr. David Michael Webb is interested in a total of 41,970,000 shares, comprising 14,614,002 shares held by him as beneficial owner and 27,355,998 shares held by Preferable Situation Assets Limited, the entire share capital of which is owned by Mr. David Michael Webb.
4. The 42,138,000 shares were held in the capacity as an investment manager by HSBC Global Asset Management (Hong Kong) Limited.

Save as disclosed above, as at 31 March 2018, no person, other than the Directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

AUDITOR

Ernst & Young retire and a resolution for the re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Chan Ho-man, Daniel

Chairman

Hong Kong
28 June 2018

3. David Michael Webb先生於合共41,970,000股股份（包括其本身實益擁有的14,614,002股股份及 Preferable Situation Assets Limited（其全部已發行股本由David Michael Webb先生擁有）擁有的27,355,998股股份）中擁有權益。
4. 滙豐環球投資管理（香港）有限公司作為投資經理持有42,138,000股股份。

除上文所披露者外，於二零一八年三月三十一日，除本公司董事（其所持權益載於上文「董事於股份及相關股份所擁有之權益及淡倉」一節）外，並無人士登記擁有根據證券及期貨條例第336條須予登記之本公司股份或相關股份之權益或淡倉。

足夠之公眾持股量

根據本公司可公開取得之資料，以及就董事所知，於本報告日期，公眾人士持有之本公司已發行股份總數不少於25%。

核數師

安永會計師事務所任滿退任，有關續聘安永會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

陳浩文

主席

香港
二零一八年六月二十八日

Independent Auditor's Report 獨立核數師報告



To the shareholders of
Kingmaker Footwear Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Kingmaker Footwear Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 102 to 247, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss, the consolidated statement of 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.

致全體股東
信星鞋業集團有限公司
(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第102至247頁的信星鞋業集團有限公司(「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表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，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，並已根據香港《公司條例》的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

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。

關鍵審計事項

關鍵審計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。就以下各事項而言，我們是在該背景下提供我們在審計中處理該事項的方式。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部分所述的責任，包括與該等事項相關之責任。據此，我們的審計包括執行程序，以應對我們對綜合財務報表重大錯誤陳述風險的評估。我們的審計程序（包括為處理下列事項而採取的程序）的結果，為我們就隨附的綜合財務報表發表的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Provision for inventories

As at 31 March 2018, the Group had net inventories of HK\$170 million, representing 15% and 10% of the Group's total current assets and total assets, respectively. The estimation of the inventory provision requires significant management judgement, which includes judgement about the recoverability of the cost of inventories, the nature and condition of inventories, the marketability of finished goods and the future usage of raw materials.

Related disclosures are included in notes 3, 7 and 20 to the financial statements.

關鍵審計事項

存貨撥備

於二零一八年三月三十一日，貴集團擁有存貨淨額170,000,000港元，分別相當於貴集團流動資產總額及總資產的15%及10%。存貨撥備的估計需要管理層作出重大判斷，包括對存貨成本的可收回性、存貨的性質和狀況、製成品的市場和原材料的未來使用情況的判斷。

相關披露載於財務報表附註3、7及20。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We tested the ageing analysis of the Group's inventories. We recalculated the inventory provision based on management's estimate and assessed the assumptions being used in the inventory provision calculation by reviewing the basis, the rationale and the consistency of the inventory provision estimate. We assessed obsolescence provisions by considering the inventory level against historical inventory turnover days and substantively checked to both past and subsequent sales and usage information on selected inventory samples. We also discussed with management on any inventory items with potential obsolescence problem.

我們的審計如何處理關鍵審計事項

我們已對貴集團存貨的賬齡分析進行測試。我們基於管理層估計對存貨撥備作出重新計量，評估了存貨撥備計算使用的假設，方法為檢討存貨撥備估計的基準、理由和一致性。我們透過將存貨水平與歷史存貨週轉天數進行考慮以評估報廢撥備，並查核過往及後續選定存貨樣品之銷售及使用數據。我們亦與管理層就存在的潛在存貨報廢問題進行討論。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Estimation of fair value of investment properties

As at 31 March 2018, the Group's investment properties amounted to HK\$198 million, representing 32% of the Group's total non-current assets and 11% of the Group's total assets. Management appointed an external valuer to determine the fair value of the Group's investment properties twice a year. The valuation of the investment properties at fair value was highly dependent on estimates and assumptions, such as those relating to the rental value, rental growth rate, market yield, market knowledge and historical transactions.

Related disclosures are included in notes 3 and 16 to the financial statements.

關鍵審計事項

投資物業公平值的估計

於二零一八年三月三十一日，貴集團的投資物業達198,000,000港元，分別相當於貴集團非流動資產總額及總資產的32%及11%。管理層已委任外部估值師每年兩次釐定貴集團投資物業的公平值。投資物業的公平值估值高度倚賴估計和假設，例如與租金價格、租金增長率、市場收益率、市場通識及歷史交易有關之估計及假設。

相關披露載於財務報表附註3及16。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We involved our internal valuation specialists to assist us in assessing the assumptions and estimates made by management and the external valuer in the valuation methodology about the property related data supporting the fair value of the investment properties. We considered the competence, capabilities and objectivity of the external valuer. We also assessed the disclosures relating to the significant assumptions.

我們的審計如何處理關鍵審計事項

我們的內部估值專家參與協助評估管理層及外部估值師在有關物業相關數據估值方法中作出的假設及估計，以支持投資物業公平值。我們已考慮外部估值師的資歷、能力及客觀性。我們亦對有關重大假設的披露進行評估。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

Key audit matter

Tax

As at 31 March 2018, the Group had tax payable of HK\$165 million and deferred tax liabilities of HK\$24 million, representing 39% of the Group's total liabilities in aggregate. Management is required to make judgement and estimates in relation to tax risks when determining the tax provision. The Group operates in a number of tax jurisdictions. Due to the complexity of local and international tax legislation, judgements have to be made by management on the tax treatment on transactions in advance of the ultimate tax determination being certain. Where the amount of tax payable or recoverable is uncertain, the Group estimates provision based on management's judgement of the probable amount of the liability, or expected amounts recoverable, which may be materially different from the estimated provision.

Related disclosures are included in notes 3, 10 and 26 to the financial statements.

關鍵審計事項

稅項

於二零一八年三月三十一日，貴集團擁有應付稅項165,000,000港元及遞延稅項負債24,000,000港元，合共相當於貴集團總負債之39%。計提稅務撥備要求管理層就稅務風險作出判斷及估計。貴集團於多個稅務司法權區經營業務。由於當地和國際稅務立法的複雜性，在最終稅務確定前，管理層須就交易之稅務處理作出判斷。倘應付稅項或可收回稅項金額不確定，貴集團會依據管理層對負債估計金額或預計可收回金額的判斷估計撥備，其可能與估計撥備有重大差異。

相關披露載於財務報表附註3、10及26。

關鍵審計事項 (續)

How our audit addressed the key audit matter

We involved our tax specialists to review the tax provision of the Group. We assessed management's judgements in respect of estimates of tax exposures by considering the associated fact pattern and the Group's correspondence with relevant tax authorities and recent developments in the tax jurisdictions which may have an impact on existing tax exposures.

我們的審計如何處理關鍵審計事項

我們的稅務專家參與審閱貴集團之稅務撥備。我們已對管理層就估計稅務風險作出的判斷進行評估，方法為考慮相關的事實模式、貴集團與有關稅務機關的通訊及可能對現有稅務風險產生影響的稅務司法權區的近期發展情況。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

年報所載的其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的信息，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信息，我們亦不對該等其他信息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信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了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。倘若我們基於已執行的工作，認為其他信息存在重大錯誤陳述，我們須報告該事實。我們就此並無任何報告。

董事對綜合財務報表須承擔的責任

貴公司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》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，貴公司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，除非貴公司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。

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。

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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據百慕達公司法（一九八一年）第90條，我們僅向閣下（作為整體）報告，除此之外，本報告不可作其他用途。我們不會就本報告內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。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，設計及執行審計程序以應對這些風險，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。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report

獨立核數師報告

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

- 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承擔的責任 (續)

- 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，則我們應當發表非無保留意見。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信息獲取充足、適當的審計憑證，以便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 Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

核數師就審計綜合財務報表承擔的責任 (續)

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人為鍾育文。

Ernst & Young

Certified Public Accountants

22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

28 June 2018

安永會計師事務所

執業會計師

香港
中環
添美道1號
中信大廈22樓

二零一八年六月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

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
CONTINUING OPERATIONS 持續經營業務			
REVENUE 收益	5	1,164,873	1,830,267
Cost of sales 銷售成本		(982,252)	(1,500,431)
Gross profit 毛利		182,621	329,836
Other income and gains, net 其他收入及收益淨額	5	29,167	12,192
Distribution and selling expenses 分銷及銷售開支		(26,084)	(53,573)
Administrative expenses 行政開支		(120,819)	(128,339)
Finance costs 融資成本	6	(9)	(4)
Share of losses of associates 應佔聯營公司虧損		(11,628)	(1,196)
Gain on disposal of subsidiaries 出售附屬公司之收益	30	174,381	4,167
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS 來自持續經營業務之除稅前溢利	7	227,629	163,083
Income tax credit/(expense) 所得稅抵免/(開支)	10	25,634	(14,631)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS 來自持續經營業務之年內溢利		253,263	148,452
DISCONTINUED OPERATION 已終止經營業務			
Profit/(loss) for the year from discontinued operation 來自已終止經營業務之年內溢利/(虧損)	11	2,165	(17,099)
PROFIT FOR THE YEAR 年內溢利		255,428	131,353
Attributable to: 下列各項應佔:			
Equity holders of the Company 本公司權益持有人		257,260	132,556
Non-controlling interests 非控股權益		(1,832)	(1,203)
		255,428	131,353

Consolidated Statement of Profit or Loss

綜合損益表

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
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益持有人應佔每股盈利			
	12		
Basic 基本			
- For profit for the year 一年內溢利		HK36.82 cents 港仙	HK19.05 cents港仙
- For profit from continuing operations - 來自持續經營業務之溢利			
		HK36.51 cents 港仙	HK21.51 cents港仙
Diluted 攤薄			
- For profit for the year 一年內溢利		HK36.66 cents 港仙	HK18.94 cents港仙
- For profit from continuing operations - 來自持續經營業務之溢利			
		HK36.36 cents 港仙	HK21.38 cents港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

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
PROFIT FOR THE YEAR 年內溢利		255,428	131,353
OTHER COMPREHENSIVE INCOME/(EXPENSE) 其他全面收益／(開支)			
Other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods: 期後重新分類至損益表之其他全面收益／(開支)：			
Available-for-sale investment revaluation reserve: 可供出售投資重估儲備：			
Changes in fair value 公平值變動	19	82	41
Reclassification adjustments for gains on disposal included in the consolidated statement of profit or loss 計入綜合損益表之出售收益之重新分類調整		(540)	–
		(458)	41
Exchange differences: 匯兌差額：			
Exchange differences on translation of foreign operations 換算海外經營業務之匯兌差額		25,820	(25,475)
Reclassification adjustment for a foreign operation disposed of during the year 年內出售的海外經營業務之重新分類調整	30	(22,441)	7,279
		3,379	(18,196)
Net other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods 期後重新分類至損益表之其他全面收益／(開支)淨額		2,921	(18,155)

Consolidated Statement of Comprehensive Income

綜合全面收益表

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
Other comprehensive income/(expense) not to be reclassified to profit or loss in subsequent periods: 期後不會重新分類至損益表之其他全面收益／(開支)：			
Asset revaluation reserve: 資產重估儲備：			
Gain on revaluation of buildings 重估樓宇之收益	14	4,567	17,313
Income tax effect 所得稅影響	26	-	(4,328)
		4,567	12,985
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods 期後不會重新分類至損益表之其他全面收益淨額		4,567	12,985
OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR 年度其他全面收益／(開支)		7,488	(5,170)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR 年度全面收益總額		262,916	126,183
Attributable to: 下列各項應佔：			
Equity holders of the Company 本公司權益持有人		264,748	127,386
Non-controlling interests 非控股權益		(1,832)	(1,203)
		262,916	126,183

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2018 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	14	278,740	338,037
Prepaid land lease payments 預付土地租賃款項	15	91,048	51,587
Investment properties 投資物業	16	197,718	136,484
Deposits 按金	17	–	3,916
Investments in associates 聯營公司投資	18	45,930	57,558
Investments in club memberships 會所會籍投資		858	870
Available-for-sale investments 可供出售投資	19	–	530
Total non-current assets 非流動資產總額		614,294	588,982
CURRENT ASSETS 流動資產			
Inventories 存貨	20	169,945	158,673
Accounts and bills receivable 應收賬項及票據	21	95,886	141,459
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項		13,437	8,410
Due from an associate 應收聯營公司款項	18	31,633	11,116
Tax recoverable 可收回稅項		1,336	207
Cash and cash equivalents 現金及等同現金項目	22	804,292	775,816
Total current assets 流動資產總額		1,116,529	1,095,681
Assets of disposal groups classified as held for sale 出售集團分類為持作出售之資產	11	–	56,524
Total current assets 流動資產總額		1,116,529	1,152,205
CURRENT LIABILITIES 流動負債			
Accounts and bills payable 應付賬項及票據	23	132,959	148,822
Accrued liabilities and other payables 應計負債及其他應付賬項		165,304	192,067
Tax payable 應付稅項		165,320	197,684
Derivative financial instruments 衍生金融工具	24	927	–
Total current liabilities 流動負債總額		464,510	538,573
Liabilities directly associated with the assets classified as held for sale 與分類為可供出售資產直接有關之負債	11	–	17,542
Total current liabilities 流動負債總額		464,510	556,115

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2018 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
NET CURRENT ASSETS 流動資產淨值		652,019	596,090
TOTAL ASSETS LESS CURRENT LIABILITIES 資產總額減流動負債		1,266,313	1,185,072
NON-CURRENT LIABILITIES 非流動負債			
Deposit received 已收按金		1,348	–
Deferred tax liabilities 遞延稅項負債	26	23,711	19,877
Total non-current liabilities 非流動負債總額		25,059	19,877
Net assets 資產淨值		1,241,254	1,165,195
EQUITY 權益			
Equity attributable to equity holders of the Company 本公司權益持有人應佔權益			
Issued share capital 已發行股本	27	69,350	69,969
Reserves 儲備	29	1,151,524	1,075,588
		1,220,874	1,145,557
Non-controlling interests 非控股權益		20,380	19,638
Total equity 權益總額		1,241,254	1,165,195

Chan Ho-man, Daniel 陳浩文
Director 董事

Wong Hei-chiu 黃禧超
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to equity holders of the Company
本公司權益持有人應佔

	Issued share capital	Share premium account	Capital redemption reserve	Share option reserve	Exchange fluctuation reserve	Asset revaluation reserve	Available-for-sale investment revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
	已發行股本	股份溢價賬	股本贖回儲備	購股權儲備	匯兌波動儲備	資產重估儲備	可供出售投資重估儲備	保留溢利	合計	非控股權益	權益總額
	HK\$'000	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	千港元
At 1 April 2016 於二零一六年四月一日	69,584	113,001	4,966	7,769	54,638	30,237	417	851,483	1,132,095	22,324	1,154,419
Profit for the year 年內溢利	-	-	-	-	-	-	-	132,556	132,556	(1,203)	131,353
Changes in fair value of available-for-sale investments 可供出售投資之公平值變動	-	-	-	-	-	-	41	-	41	-	41
Exchange differences related to foreign operations 與海外經營業務有關之匯兌差額	-	-	-	-	(18,196)	-	-	-	(18,196)	-	(18,196)
Changes in fair value of building recognised directly in equity, net of tax 直接於權益確認之樓宇之公平值變動，扣除稅項	-	-	-	-	-	12,985	-	-	12,985	-	12,985
Total comprehensive income/ (expense) for the year 年度全面收益／(開支)總額	-	-	-	-	(18,196)	12,985	41	132,556	127,386	(1,203)	126,183
Issue of shares (note 27) 發行股份(附註27)	726	11,993	-	(1,717)	-	-	-	-	11,002	-	11,002
Shares repurchased (note 27) 購回股份(附註27)	(341)	(5,935)	341	-	-	-	-	(341)	(6,276)	-	(6,276)
Final 2016 dividend declared and paid (note 13) 已宣派及派付之二零一六年度末期股息(附註13)	-	-	-	-	-	-	-	(36,072)	(36,072)	-	(36,072)
Special 2016 dividend declared and paid (note 13) 已宣派及派付之二零一六年度特別股息(附註13)	-	-	-	-	-	-	-	(27,747)	(27,747)	-	(27,747)
Interim 2017 dividend paid (note 13) 已派付二零一七年度中期股息(附註13)	-	-	-	-	-	-	-	(29,375)	(29,375)	-	(29,375)
Special 2017 dividend paid (note 13) 已派付二零一七年度特別股息(附註13)	-	-	-	-	-	-	-	(26,578)	(26,578)	-	(26,578)
Dividend paid to non-controlling shareholders 向非控股股東派付股息	-	-	-	-	-	-	-	-	-	(1,483)	(1,483)
Recognition of equity-settled share-based payments (note 28) 確認以權益結算以股份支付之款項(附註28)	-	-	-	1,122	-	-	-	-	1,122	-	1,122
As 31 March 2017 於二零一七年三月三十一日	69,969	119,059*	5,307*	7,174*	36,442*	43,222*	458*	863,926*	1,145,557	19,638	1,165,195

Consolidated Statement of Changes in Equity

綜合權益變動表

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

	Attributable to equity holders of the Company 本公司權益持有人應佔										
	Issued share capital	Share premium account	Capital redemption reserve	Share option reserve	Exchange fluctuation reserve	Asset revaluation reserve	Available-for-sale investment revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
	已發行股本	股份溢價賬	股本贖回儲備	購股權儲備	匯兌波動儲備	資產重估儲備	可供出售投資重估儲備	保留溢利	合計	非控股權益	權益總額
	HK\$'000	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	千港元
At 1 April 2017 於二零一七年四月一日	69,969	119,059*	5,307*	7,174*	36,442*	43,222*	458*	863,926*	1,145,557	19,638	1,165,195
Profit for the year 年內溢利	-	-	-	-	-	-	-	257,260	257,260	(1,832)	255,428
Available-for-sale investment revaluation reserve arising from changes in fair value and reclassification adjustments for gains on disposal 公平值變動及出售收益之重新分類調整產生之可供出售投資重估儲備	-	-	-	-	-	-	(458)	-	(458)	-	(458)
Exchange differences related to foreign operations 與海外經營業務有關之匯兌差額	-	-	-	-	3,379	-	-	-	3,379	-	3,379
Changes in fair value of building recognised directly in equity, net of tax 直接於權益確認之樓宇之公平值變動，扣除稅項	-	-	-	-	-	4,567	-	-	4,567	-	4,567
Total comprehensive income/(expense) for the year 年度全面收益/(開支)總額	-	-	-	-	3,379	4,567	(458)	257,260	264,748	(1,832)	262,916
Issue of shares (note 27) 發行股份(附註27)	208	3,462	-	(711)	-	-	-	-	2,959	-	2,959
Shares repurchased (note 27) 購回股份(附註27)	(827)	(17,739)	827	-	-	-	-	(827)	(18,566)	-	(18,566)
Loans from non-controlling interests 非控股權益貸款	-	-	-	-	-	-	-	-	-	3,822	3,822
Final 2017 dividend declared and paid (note 13) 已宣派及派付之二零一七年度末期股息(附註13)	-	-	-	-	-	-	-	(38,434)	(38,434)	-	(38,434)
Special 2017 dividend declared and paid (note 13) 已宣派及派付之二零一七年度特別股息(附註13)	-	-	-	-	-	-	-	(31,446)	(31,446)	-	(31,446)
Interim 2018 dividend paid (note 13) 已派付二零一八年度中期股息(附註13)	-	-	-	-	-	-	-	(26,562)	(26,562)	-	(26,562)
Special 2018 dividend paid (note 13) 已派付二零一八年度特別股息(附註13)	-	-	-	-	-	-	-	(78,287)	(78,287)	-	(78,287)
Dividend paid to non-controlling shareholders 向非控股股東派付股息	-	-	-	-	-	-	-	-	-	(1,248)	(1,248)
Recognition of equity-settled share-based payments (note 28) 確認以權益結算以股份支付之款項(附註28)	-	-	-	905	-	-	-	-	905	-	905
At 31 March 2018 於二零一八年三月三十一日	69,350	104,782*	6,134*	7,368*	39,821*	47,789*	-*	945,630*	1,220,874	20,380	1,241,254

* These reserve accounts comprise the consolidated reserves of HK\$1,151,524,000 (2017: HK\$1,075,588,000) in the consolidated statement of financial position.

* 該等儲備賬組成綜合財務狀況表之綜合儲備1,151,524,000港元(二零一七年:1,075,588,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

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
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動之現金流量			
Profit before tax 除稅前溢利			
From continuing operations 來自持續經營業務		227,629	163,083
From discontinued operation 來自已終止經營業務		2,165	(17,099)
Adjustments for: 經調整:			
Finance costs 融資成本	6	9	4
Depreciation 折舊	14	37,888	55,255
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	15	1,758	2,325
Write-off of provision for inventories 撇銷存貨撥備	7	(6,186)	(11,724)
Loss/(gain) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目虧損/(收益)淨額	7	1,714	(1,308)
Gain on disposal of subsidiaries 出售附屬公司之收益	30	(176,663)	(4,167)
Gain on disposal of available-for-sale investments 出售可供出售投資之收益	7	(540)	-
Amortisation of a club membership 會所會籍攤銷	7	12	17
Fair value losses/(gains) on revaluation of investment properties 重估投資物業之公平值虧損/(收益)	16	(5,449)	1,703
Impairment of property, plant and equipment 物業、廠房及設備減值	14	9,221	1,609
Write-off of items of property, plant and equipment 撇銷物業、廠房及設備項目	14	765	600
Interest income 利息收入		(15,562)	(9,351)
Dividend income 股息收入	7	(20)	(20)
Equity-settled share option expense 以權益結算之購股權開支	7	905	1,122
Share of losses of associates 應佔聯營公司虧損		11,628	1,196
Effect of foreign exchange rate changes 匯率變動之影響		4,180	(1,895)
		93,454	181,350
Decrease/(increase) in inventories 存貨減少/(增加)		(5,086)	86,899
Decrease in accounts and bills receivable 應收賬項及票據減少		45,122	23,443
Increase in prepayments, deposits and other receivables 預付款項、按金及其他應收賬項增加		(4,382)	(5,182)
Decrease in accounts and bills payable 應付賬項及票據減少		(16,327)	(77,528)
Decrease in accrued liabilities and other payables 應計負債及其他應付賬項減少		(61,866)	(32,422)
Increase in deposit received 已收按金增加		1,348	-
Increase/(decrease) in derivative financial liabilities 衍生財務負債增加/(減少)		927	(519)

Consolidated Statement of Cash Flows

綜合現金流量表

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
Cash generated from operations 經營所得現金		53,190	176,041
Interest received 已收利息		15,562	9,351
Interest paid 已付利息		(9)	(4)
Hong Kong profits tax paid 已付香港利得稅		(1,681)	(532)
Overseas taxes refunded/(paid) 已收回/(已付)海外稅項		(4,496)	689
Dividends paid 已付股息		(174,729)	(119,772)
Net cash flows from/(used in) operating activities 經營活動提供/(所用)之現金流量淨額		(112,163)	65,773
CASH FLOWS FROM INVESTING ACTIVITIES			
投資活動之現金流量			
Dividend received 已收股息		20	20
Purchases of items of property, plant and equipment 購置物業、廠房及設備項目	14, 36	(25,942)	(34,130)
Proceeds from disposal of items of property, plant and equipment 出售物業、廠房及設備項目所得款項		2,897	2,447
Proceeds from disposal of available-for-sale investments 出售可供出售投資所得款項		612	-
Disposal of subsidiaries 出售附屬公司	30	190,964	89,578
Capital contribution to an associate 向聯營公司注資		-	(30)
Increase in an amount due from an associate 應收聯營公司款項增加		(20,517)	(11,116)
Increase in time deposits with original maturity of over three months when acquired 於收購時原定到期日逾三個月之定期存款增加		(113,215)	(111,637)
Net cash flows from/(used in) investing activities 投資活動提供/(所用)之現金流量淨額		34,819	(64,868)

Consolidated Statement of Cash Flows

綜合現金流量表

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
CASH FLOWS FROM FINANCING ACTIVITIES			
融資活動之現金流量			
Issue of shares 發行股份	27	2,959	11,002
Repurchase of shares 購回股份	27	(18,566)	(6,276)
Dividend paid to non-controlling interests 向非控股權益派付股息		(1,248)	(1,483)
Increase in loans from non-controlling interests 非控股權益貸款增加		3,822	–
Net cash flows from/(used in) financing activities 融資活動提供/(所用)之現金流量淨額		(13,033)	3,243
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
現金及等同現金項目增加/(減少)淨額			
Cash and cash equivalents at beginning of year 年初之現金及等同現金項目		206,870	203,968
Effect of foreign exchange rate changes, net 匯率變動之影響淨額		1,210	(1,246)
CASH AND CASH EQUIVALENTS AT END OF YEAR 年終之現金及等同現金項目		117,703	206,870
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及等同現金項目結餘之分析			
Cash and bank balances 現金及銀行結餘	22	81,353	101,923
Time deposits with original maturity of less than three months when acquired 於收購時原定少於三個月到期之定期存款	22	36,350	101,689
Cash and cash equivalents attributable to disposal groups classified as held for sale 出售集團應佔分類為持作出售之現金及等同現金項目	11	–	3,258
Cash and cash equivalents as stated in the consolidated statement of cash flows 綜合現金流量表列示之現金及等同現金項目		117,703	206,870

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

1. CORPORATE AND GROUP INFORMATION

Kingmaker Footwear Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the manufacture and trading of footwear and property investment. Particulars of the Company's principal subsidiaries are detailed in note 39 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, available-for-sale investments and derivative financial instruments which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 2.4. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料

信星鞋業集團有限公司為於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

年內，本集團從事製造及買賣鞋類以及物業投資。本公司主要附屬公司之詳情載於財務報表附註39。

2.1 編製基準

此等財務報表已根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」，其包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港普遍採納之會計原則以及香港公司條例之披露規定編製。財務報表乃根據歷史成本法而編製，惟投資物業、可供出售投資及衍生金融工具則按公平值計量。誠如附註2.4進一步所述，持作出售集團以其賬面值與公平值減銷售成本之較低者列賬。此等財務報表以港元（「港元」）呈列，除另有註明者外，所有款項已四捨五入至最接近之千位數。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 編製基準 (續)

綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一八年三月三十一日止年度之財務報表。附屬公司乃本公司直接或間接控制之實體(包括結構性實體)。當本集團對參與投資對象業務之浮動回報承擔風險或享有權利以及能透過對投資對象之權力(即本集團獲賦予現有能力以主導投資對象相關活動之既存權利)影響該等回報時,即取得控制權。

倘本公司直接或間接對投資對象沒有大多數投票權或類似之權利,本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象其他投票持有人之合約安排;
- (b) 其他合約安排所產生之權利;及
- (c) 本集團之投票權及潛在投票權。

附屬公司與本公司之財務報表之報告期間相同,並採用一致之會計政策編製。附屬公司之業績由本集團獲得控制權當日起作綜合入賬,並繼續入賬直至有關控制權終止當日為止。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準 (續)

綜合賬目基準 (續)

損益及其他全面收益之各組成部分歸屬於本公司權益持有人及非控股權益，即使此舉將導致非控股權益出現虧絀結餘。所有集團內公司間之資產及負債、權益、收入、開支以及與本集團成員公司間之交易有關之現金流量均於綜合賬目時悉數對銷。

倘事實及情況反映上文所述三項控制權因素之其中一項或多項有變，則本集團會重估是否仍然控制投資對象。附屬公司擁有權益之變動（並無失去控制權），於入賬時列作權益交易。

倘本集團失去對附屬公司之控制權，則終止確認(i)該附屬公司之資產（包括商譽）及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值，(ii)所保留任何投資之公平值及(iii)任何因此於損益內產生之盈餘或虧絀。先前於其他全面收益內確認之本集團應佔部分按猶如本集團已直接出售相關資產或負債所規定之相同基準重新分類至損益或保留溢利（如適當）。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
Amendments to HKFRS 12 included in <i>Annual Improvements to HKFRSs 2014-2016 Cycle</i>	<i>Disclosure of Interests in Other Entities: Clarification of the Scope of HKFRS 12</i>

Other than as explained below regarding the impact of amendments to HKFRS 12, the adoption of the above revised standards has had no significant financial effect on these financial statements.

The nature and the impact of the amendments are described below:

Amendments to HKFRS 12 clarify that the disclosure requirements in HKFRS 12, other than those disclosure requirements in paragraphs B10 to B16 of HKFRS 12, apply to an entity's interest in a subsidiary, a joint venture or an associate, or a portion of its interest in a joint venture or an associate that is classified as held for sale or included in a disposal group classified as held for sale. The amendments have had no impact on the Group's financial statements as the Group's subsidiaries classified as disposal groups held for sale are wholly-owned subsidiaries and so no additional information is required to be disclosed.

2.2 會計政策及披露之變更

本集團已於本年度財務報表中首次採納以下經修訂香港財務報告準則。

香港會計準則 第7號之修訂	<i>披露計劃</i>
香港會計準則 第12號之修訂	<i>就未變現虧損確認 遞延稅項資產</i>
收錄於香港財務 報告準則 二零一四年至 二零一六年週期 之年度改進的 香港財務報告 準則第12號 之修訂	<i>在其他實體中權益的披露： 對香港財務報告準則 第12號範圍的澄清</i>

除下文就香港財務報告準則第12號之修訂的影響的解釋外，採納以上經修訂準則對該等財務報表概無產生重大財務影響。

該等修訂的性質及影響概述如下：

香港財務報告準則第12號之修訂釐清香港財務報告準則第12號之披露規定（香港財務報告準則第12號第B10至B16段之披露規定除外）適用於實體於附屬公司、合營企業或聯營公司的權益，或其於分類為持作出售或列於分類為持作出售的出售組別的合營企業或聯營公司的權益。由於分類為持作出售的出售組別的本集團附屬公司為全資附屬公司，故該等修訂對本集團的財務報表並無影響，及因此概無其他資料須予披露。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions¹</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts¹</i>
HKFRS 9	<i>Financial Instruments¹</i>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation²</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
HKFRS 15	<i>Revenue from Contracts with Customers¹</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers¹</i>
HKFRS 16	<i>Leases²</i>
HKFRS 17	<i>Insurance Contracts³</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement²</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures²</i>
Amendments to HKAS 40	<i>Transfers of Investment Property¹</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration¹</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments²</i>
Annual Improvements 2014-2016 Cycle	<i>Amendments to HKFRS 1 and HKAS 28¹</i>
Annual Improvements 2015-2017 Cycle	<i>Amendments to a number of HKFRSs²</i>

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於此等財務報表中應用以下已頒佈但尚未生效的新增及經修訂香港財務報告準則。

香港財務報告準則第2號之修訂	以股份支付之交易之分類及計量 ¹
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約 ¹
香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第9號之修訂	提早還款特性及負補償 ²
香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第15號	來自客戶合約之收入 ¹
香港財務報告準則第15號之修訂	對香港財務報告準則第15號來自客戶合約之收入之澄清 ¹
香港財務報告準則第16號	租約 ²
香港財務報告準則第17號	保險合約 ³
香港會計準則第19號之修訂	計劃修訂、削減或結算 ²
香港會計準則第28號之修訂	聯營公司及合營企業之長期權益 ²
香港會計準則第40號之修訂	轉移投資物業 ¹
香港(國際財務報告詮釋委員會)–詮釋第22號	外幣交易及預收/預付代價 ¹
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性 ²
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1號及香港會計準則第28號之修訂 ¹
二零一五年至二零一七年週期之年度改進	修訂多項香港財務報告準則 ²

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- 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 Effective for annual periods beginning on or after 1 January 2021
- 4 No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 April 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 April 2018. During the year, the Group has performed an assessment of the impact of the adoption of HKFRS 9. The Group does not expect that the adoption of HKFRS 9 will have a significant impact on its results of operations and financial position.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

- 1 於二零一八年一月一日或之後開始的年度期間生效
- 2 於二零一九年一月一日或之後開始的年度期間生效
- 3 於二零二一年一月一日或之後開始的年度期間生效
- 4 尚未釐定強制生效日期，但可予以採納

預期將適用於本集團的該等香港財務報告準則的進一步資料說明如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，彙集金融工具項目之所有階段，以代替香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團將自二零一八年四月一日起採納香港財務報告準則第9號。本集團將不會重列比較資料，並將確認對二零一八年四月一日之年初權益結餘作出之任何過渡調整。於年內，本集團已評估採納香港財務報告準則第9號之影響。本集團預期採納香港財務報告準則第9號將不會對其經營業績及財務狀況產生重大影響。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 15, issued in July 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group has assessed the impact of this standard and expects that the standard will not have a significant impact, when applied, on its results of operations and financial position.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

於二零一四年七月頒佈之香港財務報告準則第15號建立全新之五個步驟模式，將自客戶合約產生之收入列賬。根據香港財務報告準則第15號，收入按反映實體預期就向客戶轉讓貨物或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收入提供更具結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收入總額、有關履行責任之資料、不同期間合約資產及負債賬目結存之變動以及主要判斷及估計。該準則將取代香港財務報告準則項下目前所有收入確認規定。在首次應用該準則時須作出全面追溯應用或經修訂追溯採納。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號修訂本，以解決識別履行義務、主體與代理的應用指引、知識產權許可及過渡等執行問題。修訂本亦旨在幫助實體採用香港財務報告準則第15號時能確保更一致應用，並降低應用此標準時的成本及複雜性。本集團已評估該準則的影響，並預期該準則在應用時不會對其經營業績及財務狀況產生重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 April 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 31(b) to the financial statements, at 31 March 2018, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$4,035,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

於二零一六年五月頒佈之香港財務報告準則第16號取代香港會計準則第17號租賃、香港（國際財務報告詮釋委員會）－詮釋第4號釐定安排是否包括租賃、香港（準則詮釋委員會）－詮釋第15號經營租賃－優惠以及香港（準則詮釋委員會）－詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選租賃確認豁免－低價值資產租賃及短期租賃。於租賃開始日期，承租人將於租賃期支付租賃款項確認為負債（即租賃負債），而相關資產使用權將確認為資產（即使用權資產）。除非使用權資產符合香港會計準則第40號投資物業的定義，或與重估模式適用之物業、廠房及設備類別有關，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會因反映租賃負債利息而增加，亦將因支付租賃款項而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。一般而言，承租人將確認租賃負債重新計量的數額為對使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號項下出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號內相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號較香港會計準則第17號要求承租人及出租人作出更廣泛之披露。承租人可選擇使用全面追溯應用或經修訂追溯應用該準則。本集團預期將自二零一九年四月一日起採納香港財務報告準則第16號。本集團目前正在評估採納香港財務報告準則第16號後之影響，並且正考慮會否選擇利用現有可行權宜方式，以及將會採納之過渡方式及寬免。誠如財務報表附註31(b)所披露，於二零一八年三月三十一日，本集團根據多項不可撤銷經營租賃之未來最低租賃付款總額為約4,035,000港元。於採納香港財務報告準則第16號後，當中所列若干金額或需被確認為新使用權資產及租賃負債。然而，本集團須作進一步分析，以確定將予確認之新使用權資產及租賃負債之金額（包括但不限於有關租賃低價值資產及短期租賃之任何金額）、經選定之其他可行權宜措施及寬免及於採納該準則日期前訂立之新租賃。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group is in the process of making an assessment of the impact of other aforementioned new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

本集團現正就首次採納其他上述新增及經修訂香港財務報告準則之影響作出評估，惟尚未能確定該等新增及經修訂香港財務報告準則會否對其經營業績及財務狀況構成任何重大影響。

2.4 重大會計政策概要

於聯營公司及合營企業的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益的實體，且可對其發揮重大影響力。重大影響力指的是參與投資對象的財務和經營決策的權力，但不是控制或共同控制這些決策的權力。

合營企業指一種合營安排，對安排擁有共同控制權之訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates and joint ventures (continued)

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 重大會計政策概要 (續)

於聯營公司及合營企業的投資 (續)

本集團於聯營公司及合營企業的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。倘出現任何不相符的會計政策，即會作出調整加以修正。本集團應佔聯營公司或合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司或合營企業的權益直接確認變動，則本集團會於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司或合營企業間交易的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司或合營企業所產生的商譽已計入作本集團於聯營公司或合營企業投資的一部分。

倘於聯營公司之投資變成於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司之重大影響力或對合營企業之共同控制權後，本集團按其公平值計量及確認任何剩餘投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement

The Group measures its investment properties, available-for-sale investments and derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策概要 (續)

公平值計量

本集團於各報告期末按公平值計量其投資物業、可供出售投資及衍生金融工具。公平值乃市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易於資產或負債主要市場或（在無主要市場情況下）於資產或負債最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會假設以彼等最佳經濟利益行事而計量。

非財務資產之公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途之其他市場參與者所產生之經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值之估值方法，盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | – | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 重大會計政策概要 (續)

公平值計量 (續)

所有載於財務報表計量或披露之資產及負債乃基於對公平值計量整體而言屬重大之最低層輸入數據按以下公平值等級分類：

- | | | |
|-----|---|--------------------------------------|
| 第一級 | – | 基於相同資產或負債於活躍市場之報價(未經調整) |
| 第二級 | – | 基於對公平值計量而言屬重大之可觀察(直接或間接)最低層輸入數據之估值方法 |
| 第三級 | – | 基於對公平值計量而言屬重大之不可觀察最低層輸入數據之估值方法 |

就按經常性基準於本財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大之最低層輸入數據)確定是否發生不同等級轉移。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 重大會計政策概要 (續)

非財務資產減值

倘若出現任何減值跡象，或當有需要為資產（不包括存貨、財務資產、投資物業及分類為持作出售出售集團）進行每年減值測試，則會估計資產的可收回金額。除非某類資產產生之現金流量不能很大程度上獨立於其他資產或多項資產所產生之現金流量（在此情況下，可收回金額按資產所屬之現金產生單位釐定），否則資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者計算，並按個別資產釐定。

僅於資產的賬面值超過可收回金額時，減值虧損方予確認。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量的現值，而該貼現率反映當時市場對貨幣之時間價值之評估及該項資產的特有風險。減值虧損在其於符合減值資產功能的開支類別中所產生期間計入損益表。

於各報告期末，將評定是否有跡象顯示先前確認之減值虧損不再存在或減少。倘出現該等跡象，則會估計可收回金額。先前確認之資產（商譽除外）減值虧損，只會在用以釐定資產之可收回金額之估計有所改變時撥回，惟撥回之金額不得超過該項資產倘於過往年度未獲確認減值虧損而釐定的賬面值（經扣除任何折舊）。所撥回之減值虧損，乃於撥回期間計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備（在建工程除外）乃按成本減累計折舊及任何減值虧損列賬。倘物業、廠房及設備項目歸類為持作出售或屬於歸類為持作出售之出售組合，則不予折舊而根據香港財務報告準則第5號入賬，詳情請參閱「持作出售之非流動資產及出售組合」之會計政策。物業、廠房及設備項目之成本，包括其購買價及使該項資產達至其營運狀態及地點以用於其擬定用途之任何直接應佔成本。物業、廠房及設備項目於運作後所產生之支出，包括維修及保養費乃通常於產生時計入該期間之損益表內。如符合確認條件，則有關主要查驗之支出乃於資產之賬面值中資本化為重置。倘物業、廠房及設備之重要部分須不時重置，則本集團將確認該等部分為擁有特定使用年期之獨立資產，並將該等資產進行相應折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Freehold land	Not depreciated
Leasehold land under finance leases	Over the lease term
Buildings	5%
Leasehold improvements	Over the shorter of the lease terms and 10% to 25%
Machinery, furniture, equipment and motor vehicles	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

折舊乃採用直線法於每項物業、廠房及設備項目估計可使用年限內將其成本撇銷至其剩餘價值。為此目的所使用的主要年率如下：

永久業權土地	不計算折舊
融資租約之租賃土地	按租約年期
樓宇	5%
租賃物業裝修	按租期及10%至25% (以較短者為準)
機器、傢具、設備及汽車	10%至25%

當一項物業、廠房及設備項目的各部分有不同的可使用年期，該項目各部分的成本按合理基礎分配，而每部分將作個別折舊。

剩餘價值、可使用年期和折舊方法至少於各財政年度末進行檢討和修正（如適合）。

一項物業、廠房及設備項目（包括初步獲確認的任何重要部分）於出售時或預計經其使用或出售而不再產生日後經濟效益時，將被取消確認。於年內被取消確認的資產因其出售或報廢並在損益表被確認的任何收益或虧損乃有關資產的出售所得款項淨額與賬面值的差額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Construction in progress represents the costs incurred in connection with the construction of property, plant and equipment less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investments in club memberships

The useful lives of club memberships are assessed to be either finite or indefinite. Club memberships with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the club memberships may be impaired. The amortisation period and the amortisation method for club memberships with a finite useful life are reviewed at least at each financial year end.

Club memberships with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such club memberships are not amortised. The useful life of a club membership with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

在建工程指興建物業、廠房和設備產生之相關成本扣除任何減值虧損，且不會予以折舊。成本包括建築期間之直接建築成本。在建工程於完工並投入使用後重新列入物業、廠房及設備之適當類別。

會所會籍投資

會所會籍之可使用年期評估為有限或無限。年期有限之會所會籍其後於可使用年期內攤銷，並評估是否有跡象顯示會所會籍可能出現減值。可使用年期有限之會所會籍之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

無限可使用年期之會所會籍於每年按個別或於現金產生單位作減值測試。該等會所會籍不予攤銷。具無限年期之會所會籍之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如不可靠，則可使用年期之評估自此由按無限年期更改為有限年期按前瞻基準列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is dealt with as movements in the asset revaluation reserve.

2.4 重大會計政策概要 (續)

投資物業

投資物業是指在持有以賺取租金收入及／或資本增值而非用作生產、提供貨品、服務、行政用途或在日常業務過程中持作銷售之土地和樓宇之權益。該等物業初始時按成本（包括交易成本）計量。於初始確認後，該等投資物業於報告期末以反映市況之公平值列賬。

投資物業公平值的變動產生之收益或虧損於其產生當年之損益表中列賬。

任何投資物業因被棄用或出售而產生之收益或虧損於被棄用或出售當年之損益表中確認。

倘投資物業轉撥為自置物業，進行後續會計處理之物業之被視作成本為其改變用途之日的公平值。倘本集團所佔用之自置物業變為投資物業，則按「物業、廠房及設備及折舊」所述政策將截至改變用途當日之相關物業入賬，而該日相關物業賬面值與公平值之任何差額將於資產重估儲備變動中處理。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

2.4 重大會計政策概要 (續)

持作出售之非流動資產及出售組合

倘非流動資產及出售組合的賬面值主要透過銷售交易而非持續使用收回，則歸類為持作出售。在此情況下，資產或出售組合須可按現狀即時出售，惟須符合出售該等資產或出售組合的慣常條款及出售須具十分把握。歸類為出售組合的附屬公司所有資產及負債重新分類為持作出售，而不論出售後本集團有否保留所持前附屬公司的非控股權益。

歸類為持作出售的非流動資產及出售組合（投資物業及金融資產除外）按賬面值與公平值減銷售成本之較低者計算。歸類為持作出售的物業、廠房及設備與無形資產不予折舊或攤銷。

投資及其他財務資產

初步確認及計量

財務資產於初始確認時按適用情況分類為按公平值計入損益之財務資產、貸款及應收款項以及可供出售財務投資，或指定為有效對沖之對沖工具之衍生工具。財務資產於初始確認時以公平值加收購該財務資產時應佔之交易成本計量，惟透過損益以公平值列賬之財務資產則除外。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

初步確認及計量 (續)

所有一般買賣之財務資產概於交易日(即本集團承諾購買或出售該資產之日期)予以確認。一般買賣乃指按照市場一般規定或慣例在一定期間內交付資產之財務資產買賣。

其後計量

財務資產之其後計量取決於其以下分類：

透過損益以公平值列賬之財務資產

透過損益以公平值列賬之財務資產包括持作買賣之財務資產及透過損益按公平值計算並於初始確認時獲指定之財務資產。財務資產如以短期賣出為目的而收購，則分類為持作買賣之財務資產。根據香港會計準則第39號所定義，包括個別嵌入式衍生工具在內之衍生工具亦分類為持作買賣，除非其已被指定為有效對沖工具。

以公平值計入損益之金融資產按公平值於財務狀況報表入賬，公平值正淨變動於損益表呈列為其他收入及收益，而公平值負淨變動則呈列為融資成本。該等公平值變動淨額並不包括任何於該等財務資產賺取之股息或利息，該等股息根據下文「收益確認」所載之政策確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in expenses.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

其後計量 (續)

透過損益以公平值列賬之財務資產 (續)

透過損益按公平值計算並於初始確認時獲指定之財務資產，將於初始確認之日期並僅於符合香港會計準則第39號之準則時獲確認。

倘主合約之嵌入式衍生工具之經濟特性及風險並非與主合約密切相關及主合約並非持作交易用途或指定按公平值於損益表列賬，主合約之嵌入式衍生工具乃入賬列作獨立衍生工具並按公平值入賬。該等嵌入式衍生工具乃按公平值計量，而公平值之變動於損益表確認。倘合約條款有所變動而導致合約項下所須現金流量有重大修改或對按公平值於損益類別列賬之財務資產重新分類，方會進行重新評估。

貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價之非衍生性質之財務資產。初步計量後，該等資產其後運用實際利率方法計算按攤銷成本減去任何減值撥備計量。攤銷成本考慮到收購之任何折讓或溢價後計算，並包括屬於實際利率組成部分之費用及成本。實際利率之攤銷將計入損益表。減值所產生之虧損於損益表之開支項下確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Dividends earned whilst holding the available-for-sale financial investments are reported as dividend income and are recognised in the statement of profit or loss as other income in accordance with the policy set out for “Revenue recognition” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

其後計量 (續)

可供出售財務投資

可供出售財務投資指上市股本投資之非衍生財務資產。分類為可供出售股本投資指既未分類為持作買賣亦未指定按損益釐定公平值之投資。

在初始確認後，可供出售財務投資其後按公平值計量，未變現收益或虧損於可供出售投資估值儲備中確認為其他全面收益，直至該投資終止確認時，則會將累計損益於損益表內確認為其他收入；或直至該投資釐定為出現減值時，則會將累計損益自可供出售投資重估儲備重新分類至損益表內之其他收益或虧損。持有可供出售財務投資所得股息呈報為股息收入，並根據下文「收益確認」所載之政策於損益表中確認為其他收入。

倘非上市股本投資之公平值不能可靠地計量，原因是(a)合理公平值估計之範圍變動對投資而言屬重大；或(b)該範圍內多項估計之可能性，不能合理估計以及用於估計公平值時，則該等投資以成本減任何減值虧損列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments (continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

其後計量 (續)

可供出售財務投資 (續)

本集團在評估其可供出售財務資產時，會考慮在近期出售資產之能力及意向是否仍屬恰當。倘在罕有情況下，本集團因市場不活躍而無法買賣該等財務資產，倘管理層有能力及意向將該等資產持有至可預見未來或持有至到期為止，本集團可能會選擇將該等財務資產重新分類。

對於重新分類被剔除可供出售類別外之財務資產，其於重新分類日期之公平賬面值將成為其新攤銷成本，而有關該資產之任何先前的收益或虧損已於權益確認且於投資之餘下期限內採用實際利率在損益表中攤銷。新攤銷成本與到期金額之間之任何差額亦於資產之餘下年期內採用實際利率攤銷。倘該資產其後釐定為減值，則於股本列值之賬項被重新分類至損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要 (續)

取消確認財務資產

財務資產 (或倘適用, 一項財務資產之一部分或一組同類財務資產之一部分) 在下列情況將取消確認 (即自本集團之綜合財務狀況表內移除) :

- 收取該項資產所得現金流量之權利已經屆滿; 或
- 本集團轉讓收取該項資產所得現金流量之權利, 或已根據一項「轉付」安排, 在未有對第三方造成嚴重延緩之情況, 已承擔全數支付所收取現金流量之責任; 及不論(a)本集團已轉讓該項資產之絕大部分風險及回報; 或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報, 但已轉讓該項資產之控制權。

本集團凡轉讓其收取該項資產所得現金流量之權利或訂立轉付安排, 本集團將評估有否保留擁有該資產之風險及回報以及其程度。當無轉讓或保留該項資產之絕大部分風險及回報, 且並無轉讓該項資產之控制權, 本集團繼續以其持續參與程度為限確認所轉讓之資產。在該情況下, 本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留權利及責任之基準計量。

倘為就所轉讓資產提供擔保之形式持續參與有關資產, 則該已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限 (以較低者為準) 計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 重大會計政策概要 (續)

財務資產減值

本集團於各報告期末評估是否有客觀證據表明一項財務資產或一組財務資產出現減值。倘於初步確認資產後發生一項或多項事件對該項或該組財務資產能可靠估計之估計未來現金流量造成影響，則存在減值。減值證據包括債務人或一組債務人遇到重大財務困難、違約或拖欠利息或本金、可能宣佈破產或進行其他財務重組，及有可觀測數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本入賬之財務資產

就按攤銷成本入賬之財務資產而言，本集團首先對具個別重要性之財務資產進行個別評估，評估個別資產是否存在減值，或對非具個別重要性之財務資產進行共同評估。倘本集團認為經個別評估之財務資產（無論具有重要性與否）並無存在客觀減值證據，則會將該資產歸入一組具有相若信貸風險特性之財務資產內，然後共同評估減值。個別評估減值及為其確認或繼續確認減值虧損之資產，不包括在共同評估減值之內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

2.4 重大會計政策概要 (續)

財務資產減值 (續)

按攤銷成本入賬之財務資產 (續)

任何已識別之減值虧損金額按資產之賬面值與估計未來現金流量之現值(不包括尚未產生之日後信貸虧損)之間之差額計算。估計未來現金流量之現值按財務資產原有實際利率(即初步確認時之實際利率)折現。

資產賬面值通過使用撥備賬調減，而虧損於損益表中確認。利息收入於減少後賬面值中採用計量減值虧損時用以折現未來現金流量之利率持續累計。當預期將來並不可能收回時，貸款與應收賬款連同任何相關之撥備應被撇銷，而所有抵押品已被本集團變現或轉撥。

倘於其後期間估計減值虧損金額增加或減少，且此增加或減少因與確認減值後發生之事項有關，則先前確認之減值虧損將會透過調整撥備賬予以增加或減少。倘撇減稍後回撥，則回撥計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 重大會計政策概要 (續)

財務資產減值 (續)

可供出售財務投資

就可供出售財務投資而言，本集團於各報告期末評估有否客觀證據顯示一項投資或一組投資出現減值。

倘一項可供出售資產出現減值，其成本（扣除任何本金付款及攤銷）與其現行公平值之差額減去前在損益表中確認之任何減值虧損之金額，自其他全面收益移除並在損益表中確認。

倘股本投資被列作可供銷售類別，則客觀證據將包括該項投資之公平值大幅或長期下跌至低於其成本值。「大幅」是相對於投資之原始成本評估，而「長期」則相對於公平值低於原始成本之時期而評估。倘有減值證據，則累計虧損（按收購成本與現時公平值之差額減去該項投資前在損益表內確認之任何減值虧損計量）將從其他全面收益中移除，並於損益表內確認。分類作可供銷售之股本工具之減值虧損不會透過損益表回撥，而其公平值於減值後之增加部分直接於其他全面收益中確認。

釐定何為「大幅」或「長期」需作出判斷。於作出此判斷時，本集團評估（其中包括）投資之公平值較其成本低之期間或程度。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include accounts and bills payable, other payables, amounts due to non-controlling interests and derivative financial instruments.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss.

2.4 重大會計政策概要 (續)

財務負債

初步確認及計量

財務負債於初步確認時可分類為按損益釐定公平值之財務負債、貸款及借貸，或指定為有效對沖之對沖工具之衍生工具（倘適用）。

所有財務負債初步按公平值確認及倘為貸款及借貸，則扣除直接應佔交易成本。

本集團之財務負債包括應付賬項及票據、其他應付賬項、應付非控股權益款項及衍生金融工具。

其後計量

財務負債之其後計量取決於其以下分類：

貸款及借貸

於初步確認後，附息貸款及借貸隨後以實際利率法按攤銷成本計量，倘折現之影響並不重大，於該情況下則按成本列賬。當取消確認負債時，收益及虧損以實際利率按攤銷過程於損益表內確認。

計算攤銷成本時會計及收購所產生之任何折現或溢價，以及作為實際利率一部分之費用或成本。實際利率攤銷已計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 重大會計政策概要 (續)

財務負債 (續)

其後計量 (續)

財務擔保合約

本集團所發行的財務擔保合約指明因債務人未能根據債務工具的條款於到期時付款而須就持有人所招致的損失向其付款以補償持有人的合約。一份財務擔保合約初步計量按其公平值並就發出該等財務擔保合約直接相關的交易成本進行調整後，確認為負債。初步確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i)於報告期末對履行現有義務所需支出的最佳估計金額；及(ii)初步確認的金額減(倘適用)累計攤銷額。

取消確認財務負債

當負債責任獲解除或註銷或屆滿時，即取消確認財務負債。

倘現有財務負債被來自同一借方但不同條款之另一筆財務負債替代，或現有負債之條款被大幅修訂，此變動或修訂被視作取消確認原來負債並確認新負債，而各賬面金額間之差額則於損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, e.g., forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

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

2.4 重大會計政策概要 (續)

抵銷金融工具

當具法定權利抵銷已確認金額及計劃以淨額結算，或同時變賣資產以清償負債，財務資產與財務負債可互相抵銷，並在財務狀況表內以淨額列示。

衍生金融工具

初步確認及其後計量

本集團利用衍生金融工具（例如遠期貨幣合約）對沖外匯風險。該等衍生金融工具初步以訂立衍生合約當日以公平值確認，並隨後以公平值重新計量。倘公平值為正數，衍生工具以資產入賬，而倘公平值為負數，則以負債入賬。

衍生工具之公平值變動所產生之任何盈虧乃直接計入損益表，惟現金流對沖之實際部分除外，其於其他全面收益確認及其後於對沖項目影響損益時重新分類至損益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivative financial instruments (continued)

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 重大會計政策概要 (續)

衍生金融工具 (續)

流動與非流動分類對比

並無指定為有效對沖工具之衍生工具乃根據對事實及情況之評估 (即相關合約現金流量) 分類為流動或非流動, 或分開為流動或非流動部分。

- 倘本集團預期持有衍生工具作為經濟對沖 (而並無應用對沖會計處理方法) 至超過報告期末後十二個月期間, 該衍生工具乃與相關項目之分類一致分類為非流動 (或分開為流動及非流動部分)。
- 與主合約並非密切聯繫之嵌入式衍生工具乃與主合約之現金流量一致分類。
- 指定為及為有效對沖工具之衍生工具乃與相關對沖項目之分類一致分類。衍生工具僅於可作出可靠分配時分開為流動部分及非流動部分。

存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據先入先出法計算, 就在製品及製成品而言, 成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時預期所產生之任何估計成本計算。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要 (續)

撥備

倘因過往事件而產生之現時責任(法律或推定)，且將來極可能需有資源流出以應付有關責任時，則確認撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大時，所確認撥備之數額乃為預期須履行有關責任之未來開支於報告期末之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益表中。

所得稅

所得稅包括即期及遞延稅項。有關損益表外確認項目的所得稅，於其他全面收益或直接於權益內確認。

即期稅項資產及負債乃根據於報告期末已頒佈或實際上已頒佈的稅率(及稅法)，並考慮本集團業務所在國家的現有詮釋及慣例，按預期可獲稅務當局退回或支付予稅務當局之金額計算。

遞延稅項為就財務申報而言，於報告期末就資產與負債之稅基與彼等賬面值差額之所有暫時差額，利用負債法作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項負債就所有應課稅暫時差額予以確認，惟以下情況除外：

- 倘遞延稅項負債是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司及聯營公司之投資有關之應課稅暫時差額而言，可以控制撥回暫時差額之時間及可能不會在可見將來撥回暫時差額。

遞延稅項資產乃就所有可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損而確認。於可能獲得應課稅溢利作為抵銷，以動用該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況下，均確認為遞延稅項資產，惟以下情況除外：

- 倘與可扣稅暫時差額有關之遞延稅項資產是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司及聯營公司之投資有關之可予扣減暫時差額而言，僅於暫時差額可能會在可見將來撥回及將有應課稅溢利作為抵銷，以動用暫時差額時，才確認遞延稅項資產。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產之賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認之遞延稅項資產乃於各報告期末重新評估，並於應課稅溢利足以可收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃根據於報告期末已實施或已大致上已實施之稅率（及稅務法例），按變現資產或清償負債之期間預期適用之稅率予以計量。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

庫存股份

購回及持有本公司或本集團本身股本工具（庫存股份）乃按成本直接於權益中確認。不會於損益表確認因購買、出售、發行或註銷本集團本身股本工具之盈虧。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 重大會計政策概要 (續)

租約

將資產擁有權(法定所有權除外)所附帶之絕大部分回報與風險轉予本集團之租約均入賬為融資租約。當融資租約開始時,租賃之資產成本乃按最低租約款項之現值撥充資本,並連同責任(不包括利息部分)入賬,以反映購買與融資情況。按資本融資租約所持有之資產(包括融資租約項下之預付土地租賃款項)列入物業、廠房及設備內,並按資產租約年期及估計可使用年期兩者中較低者折舊。該等租約之融資成本乃於損益表內扣除,以便於租約年期按固定比率扣除費用。

經營租約乃指資產擁有權所涉之絕大部分回報及風險仍屬於出租者之租約。倘本集團為出租者,本集團根據經營租約所租賃之資產乃計入非流動資產,經營租約之應收租金乃於租約期內以直線法形式計入損益表。倘本集團乃承租者,經營租約之應付租金均按照租約年期以直線法自損益表扣除。

經營租約之預付土地租賃款項,初步以成本列賬,並隨後於租期內以直線法確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 重大會計政策概要 (續)

股息

末期股息於股東大會上獲股東批准後確認為負債。建議末期息披露於財務報表附註。

因本公司組織章程大綱及章程細則授權董事宣派中期股息，故同時建議並宣派中期股息。因此，中期股息在建議並宣派時即確認為負債。

外幣

該等財務報表以港元呈列，該貨幣為本公司之功能貨幣。本集團內各實體自行釐定本身之功能貨幣，各實體列入財務報表之項目均以有關實體之功能貨幣計量。本集團之實體錄得之外幣交易初步按其各自的交易日期適用的功能貨幣匯率列賬。以外幣計值的貨幣資產與負債按於報告期末適用的功能貨幣匯率換算。結算或換算貨幣項目產生的差額均於損益表確認。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 重大會計政策概要 (續)

外幣 (續)

按外幣歷史成本計量的非貨幣項目按首次交易日期的匯率換算。按外幣公平值計量的非貨幣項目採用釐定公平值當日的匯率換算。換算按公平值計量的非貨幣項目所產生之損益根據確認該項目公平值變動所產生之損益而衡量（即該項目公平值損益於其他全面收益或損益確認之換算差額，亦各自於其他全面收益或損益確認）。

若干海外附屬公司的功能貨幣並非港元。於報告期末，該等實體的資產與負債按報告期末的現行匯率換算為港元，其損益表則按本年度的加權平均匯率換算為港元。因此而產生的匯兌差額於其他全面收益確認及於匯兌波動儲備累計。出售外國經營業務時，有關該項外國業務之其他全面收益之組成部分於損益表中確認。

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財務報表附註

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) interest income, on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (d) dividend income, when the shareholder's right to receive payment has been established.

2.4 重大會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流量日期之適用匯率換算為港元。海外附屬公司於整個年度內產生之經常性現金流量乃以年內之加權平均匯率換算為港元。

收益確認

收益於本集團將可能獲得經濟利益及該收益能可靠地計算時按下列基準確認入賬：

- (a) 出售貨品所得收益於所有權之絕大部分風險及回報已轉歸予買方後確認入賬，惟本集團須對該等貨品已再沒有參與任何涉及所有權之管理，亦對已售貨品再無任何有效控制權；
- (b) 租金收入根據租約年期按時間比例入賬；
- (c) 利息收入以實際利率法按應計基準確認，實際利率乃將金融工具預計年期內或較短期間（如適用）的估計未來現金收入準確貼現至財務資產賬面淨值之利率；及
- (d) 股息收入於股東獲得收款之權利確立時入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (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 parent of the Group.

2.4 重大會計政策概要 (續)

關連人士

在下列情況下，一方將被視為與本集團有關：

- (a) 一方為一名人士或該人士的家族近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層人員的其中一名成員；

或

- (b) 一方為實體，且符合下列任何條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
 - (vi) 該實體受(a)項定義的人士控制或共同控制；
 - (vii) 於(a)(i)項定義的人士對該實體有重大影響或屬該實體（或該實體的母公司）主要管理層人員；及
 - (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團母公司提供主要管理層人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 28 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 重大會計政策概要 (續)

以股份支付的款項

本公司設有購股權計劃及股份獎勵計劃，為所有對本集團成功經營之業務作出貢獻之合資格參與者提供鼓勵和獎賞。本集團的僱員（包括董事）會收取以股份支付的酬金，而僱員會提供服務作為權益工具之代價（「以權益結算之交易」）。

與僱員進行之以權益結算之交易的成本，乃參照授出日期的公平值而計量。公平值乃由外聘估值師以適合之定價模式釐定。進一步詳情載於財務報表附註28。

以權益結算之交易的成本，連同在績效及／或服務條件獲達成之期間內權益相應增加部分於僱員福利開支內確認。在歸屬日期前，各報告期末確認的以權益結算之交易的累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬的權益工具數目的最佳估計。在某一期間內在損益表內之扣除或進賬，乃反映累計開支於期初與期末確認時的變動。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 重大會計政策概要 (續)

以股份支付的款項 (續)

釐定獎勵之授出日公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部分。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中亦不包含服務及／或表現條件時乃即時支銷該獎勵。

因未能達至非市場表現及／或服務條件而導致最終並無歸屬之獎勵並不會確認支銷。倘獎勵包括一項市場或非歸屬條件，無論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘若以權益結算之獎勵的條款有所變更（倘獎勵的原有條款獲達成），所確認的開支最少須達到猶如條款並無任何變更的水準。此外，倘若按變更日期計量，任何變更導致以股份支付的款項的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

2.4 重大會計政策概要 (續)

以股份支付的款項 (續)

倘若以權益結算之獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的獎勵的開支，均應立刻確認。此包括非歸屬條件於本集團或僱員控制範圍內未能達成的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則一如前段所述，已註銷的獎勵及新獎勵均應被視為原獎勵的變更。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

其他僱員福利

退休福利計劃

本集團已遵照強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃（「強積金計劃」）之僱員管理強積金計劃。供款乃按僱員基本薪金某個百分比作出，並於根據強積金計劃之規則應付時自損益表扣除。強積金計劃之資產與本集團之資產分開，由獨立管理之基金持有。本集團之僱主一旦就強積金計劃作出供款，有關供款將悉數歸予該僱員所有。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Retirement benefit schemes (continued)

The employees of the Group's subsidiaries which operate in Vietnam, Cambodia and Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and the Group recognises restructuring costs involving the payment of termination benefits.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

2.4 重大會計政策概要 (續)

其他僱員福利 (續)

退休福利計劃 (續)

本集團於越南、柬埔寨及中國內地經營的附屬公司之僱員為需要參加地方市政府運作之中央退休金計劃之成員。該等附屬公司須按工資若干百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃規則應付時自損益表扣除。

終止受僱福利

終止受僱福利於本集團不再可撤回該等福利要約時及本集團確認涉及支付終止受僱福利之重組成本時(以較早者為準)確認。

現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目乃指手頭現金及活期存款及可隨時轉換為已知金額現金之短期高流動性投資，該等投資之價值轉變風險較低，並為較短期之投資項目（一般為於購入日期起計三個月內到期），並已減去須於要求時償還並構成本集團現金管理之主要部分之銀行透支。

就綜合財務狀況表而言，現金及等同現金項目乃指用途不受限制之手頭現金及銀行存款（包括定期存款）。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

3. 重大會計判斷及估計

編製本集團財務報表需要管理層作出會影響所呈報收入、費用、資產及負債之金額及其隨附之披露以及或然負債披露之判斷、估計及假設。由於有關該等假設及估計之不確定因素，可能導致須就日後受影響之資產或負債之賬面值作出重大調整。

判斷

於應用本集團會計政策之過程中，除有關估計者外，管理層曾作出以下對財務報表之確認數額有最重大影響之判斷：

經營租約承擔 – 本集團作為出租人

本集團就其投資物業組合訂立商業物業租賃，並決定保留根據經營租約租出之該等物業擁有權之所有重大風險及回報。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計 (續)

判斷 (續)

投資物業及自置物業兩者間之分類

本集團決定其物業是否屬投資物業，並制定有關判斷標準。投資物業為持作賺取租金收入或資本增值（或上述兩者）之物業。因此，本集團對物業可否產生現金流量之評估，大致上獨立於本集團持有之其他資產。若干物業包含部分持作賺取租金收入或資本升值及部分持作生產，或提供商品或服務，或作行政用途。如該等部分可獨立出售（或獨立以融資租約形式出租），本集團會將該等部分分別入賬。倘該等部分不可獨立出售，該物業（僅在物業之極少部分持作生產，或提供商品或服務，或作行政用途之情況下）則列作投資物業。輔助服務是否因重要而使物業不被列為投資物業乃按個別物業基準作出判斷。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for inventories

The estimation of the inventory provision requires significant management judgement, which includes judgement about the recoverability of the cost of inventories, the nature and condition of inventories, the marketability of finished goods and the future usage of raw materials. Further details are included in note 20 to the financial statements.

Impairment of accounts receivable

The Group provides for impairment of accounts receivable based on an assessment of the recoverability of accounts receivable. Allowances are applied to accounts and bills receivable where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, the differences will have an impact on the carrying value of the receivables and doubtful debt expenses/write-back in the period in which the estimate has been changed. Further details are included in note 21 to the financial statements.

3. 重大會計判斷及估計 (續)

不確定因素之估計

於報告期末有關未來之主要假設及其他不確定因素估計之主要來源，具有導致下個財政年度之資產及負債賬面值出現重大調整之重大風險，詳情於下文討論。

存貨撥備

存貨撥備的估計需要管理層作出重大判斷，包括對存貨成本的可收回性、存貨的性質和狀況、製成品的市場和原材料的未來使用情況的判斷。進一步詳情載於財務報表附註20。

應收賬項減值

本集團根據應收賬項之可收回程度評估作出應收賬項減值準備。倘發生事件或情況改變顯示該等結餘有可能不能收回時，則會就應收賬項及應收票據撥備。識別呆賬需作出判斷和估計。倘日後之實際結果或預期與原來估計有別，該等差額將對該估計改變之期間內之應收賬項賬面值及呆賬開支／撥回構成影響。進一步詳情載於財務報表附註21。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimation of fair value of investment properties

The best evidence of fair value is current prices in an active market for properties in the same location and condition and subject to similar lease and other contracts. In the absence of such information, the Group considers information from a variety of sources. The valuation of the investment properties at fair value was highly dependent on estimates and assumptions, such as those relating to the rental value, rental growth rate, market yield, market knowledge and historical transactions.

Further details, including the key assumptions used for fair value measurement, a sensitivity analysis and the carrying amount of investment properties, are given in note 16 to the financial statements.

3. 重大會計判斷及估計 (續)

不確定因素之估計 (續)

投資物業公平值估計

公平值的最佳證據是在相同地點及狀況下，擁有相似租賃及其他合約的物業，在活躍市場的現時價格。沒有該等資料情況下，本集團考慮不同來源的資料，投資物業的公平值估值高度倚賴估計和假設，例如與租金價格、租金增長率、市場收益率、市場通識及歷史交易有關的估計及假設。

進一步詳情（包括公平值計量所用之主要假設、敏感度分析及投資物業之賬面值）載於財務報表附註16。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Tax

The Group is subject to income taxes in several tax jurisdictions. Due to the complexity of local and international tax legislation, judgements have to be made by management on the tax treatment on transactions in advance of the ultimate tax determination being certain. Where the amount of tax payable or recoverable is uncertain, the Group estimates provision based on management's judgement of the probable amount of the liability, or expected amounts recoverable, which may be materially different from the estimated provision. Further details are included in note 10 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their business activities and has two reportable operating segments as follows:

- (a) manufacturing and sale of footwear products; and
- (b) property investment.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax from continuing operations. The adjusted profit/(loss) before tax from continuing operations is measured consistently with the Group's profit/(loss) before tax from continuing operations except that interest income, finance costs and other unallocated income and gains/(losses), net and unallocated expenses are excluded from the measurement.

3. 重大會計判斷及估計 (續)

不確定因素之估計 (續)

稅項

本集團於若干稅務司法權區內繳納所得稅。由於地方及國際稅收立法的複雜性，管理層必須於最終稅收決定確定之前對交易的稅務處理作出判斷。當應付稅項或可收回稅項金額不確定時，本集團根據管理層對可能的負債金額或預計可收回金額的判斷估計撥備，其可能與估計撥備有重大不同。進一步詳情載於財務報表附註10。

4. 營運分部資料

由於管理需要，本集團根據業務活動劃分業務單元及擁有下列兩個可報告經營分部：

- (a) 生產及銷售鞋類產品；及
- (b) 物業投資。

管理層個別監控本集團營運分類之業績，以便作出有關資源分配及表現評估之決定。評估分類表現乃根據可報告分類之溢利／（虧損）（為來自可持續經營之經調整除稅前溢利／（虧損）之計量）。來自可持續經營之經調整除稅前溢利／（虧損）的計量方式與本集團來自可持續經營之除稅前之溢利／（虧損）的計量方式一致，惟利息收入、融資成本及其他未分配收入及收益／（虧損）淨額及未分配開支除外。

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財務報表附註

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4. OPERATING SEGMENT INFORMATION

(continued)

Segment assets exclude unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The following tables present revenue, results and certain assets, liabilities and expenditure information for the Group's operating segments for the years ended 31 March 2018 and 2017.

4. 營運分部資料 (續)

分類資產不包括未分配資產，因該等資產乃以集團基準管理。

分類負債不包括未分配負債，因該等負債乃以集團基準管理。

分類業務間之銷售及轉讓乃參考向第三方銷售時之售價按當時之市價進行交易。

下表呈列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經營分部的收益、業績及若干資產、負債及開支資料。

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Segment revenue 分部收益						
Sales to external customers 銷售予外界客戶	1,164,873	1,830,267	-	-	1,164,873	1,830,267
Intersegment sales 分部間銷售	-	1,451	-	-	-	1,451
	1,164,873	1,831,718	-	-	1,164,873	1,831,718
Elimination of intersegment sales 對銷分部間銷售					-	(1,451)
Revenue from continuing operations 來自持續經營業務的收益					1,164,873	1,830,267
Rental income 租金收入	-	-	10,539	8,608	10,539	8,608

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財務報表附註

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4. OPERATING SEGMENT INFORMATION

(continued)

4. 營運分部資料 (續)

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Segment results 分部業績	209,991	162,168	12,317	5,079	222,308	167,247
Unallocated income and gains/(losses), net 未分配收入及收益/ (虧損)淨額					4,439	(1,283)
Interest income 利息收入					15,562	9,278
Unallocated expenses 未分配開支					(14,671)	(12,155)
Finance costs 融資成本					(9)	(4)
Profit before tax from continuing operations 來自持續經營業務的除稅前溢利					227,629	163,083
Income tax credit/(expense) 所得稅抵免/(開支)					25,634	(14,631)
Profit for the year from continuing operations 來自持續經營業務的年度溢利					253,263	148,452

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財務報表附註

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4. OPERATING SEGMENT INFORMATION (continued)

4. 營運分部資料 (續)

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Assets and liabilities 資產及負債						
Segment assets 分部資產	717,148	717,469	197,718	136,484	914,866	853,953
Assets of disposal groups classified as held for sale 分類為持作出售出售集團之資產	-	51,236	-	-	-	51,236
Unallocated assets 未分配資產					815,957	830,710
Assets related to discontinued operation 與已終止經營業務有關之資產					-	5,288
Total assets 資產總值					1,730,823	1,741,187
Segment liabilities 分部負債	294,270	335,316	1,878	892	296,148	336,208
Liabilities directly associated with the assets classified as held for sale 與分類為持作出售資產 直接有關之負債	-	15,980	-	-	-	15,980
Unallocated liabilities 未分配負債					193,421	222,242
Liabilities related to discontinued operation 與已終止經營業務有關之負債					-	1,562
Total liabilities 負債總額					489,569	575,992

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財務報表附註

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4. OPERATING SEGMENT INFORMATION

(continued)

4. 營運分部資料 (續)

	Manufacturing and sale of footwear products 製造及銷售鞋類產品		Property investment 物業投資		Consolidated 綜合	
	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other segment information 其他分部資料						
Depreciation: 折舊:						
Segment 分部	35,432	51,450	-	-	35,432	51,450
Unallocated 未分配					2,456	3,805
					37,888	55,255
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	1,758	2,325	-	-	1,758	2,325
Capital expenditure 資本開支	59,204	20,864	-	-	59,204	20,864
Share of losses of associates 應佔聯營企業虧損	11,628	1,196	-	-	11,628	1,196
Impairment of property, plant and equipment 物業、廠房及設備減值	9,221	1,609	-	-	9,221	1,609
Fair value losses/(gains) on revaluation of investment properties 重估投資物業之公平值虧損/ (收益)	-	-	(5,449)	1,703	(5,449)	1,703
Gain on disposal of subsidiaries 出售附屬公司之收益	(174,381)	(4,167)	-	-	(174,381)	(4,167)

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

Geographical information

(a) Revenue from external customers

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
The United States of America 美利堅合眾國	171,265	382,199
Europe 歐洲	392,686	578,227
Asia 亞洲	417,135	616,841
Others 其他	183,787	253,000
	1,164,873	1,830,267

The revenue information of continuing operations above is based on the locations of the customers.

(b) Non-current assets

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong 香港	23,097	24,541
Mainland China 中國內地	250,875	228,033
Cambodia 柬埔寨	100,814	109,663
Vietnam 越南	191,896	166,264
Others 其他	824	1,523
	567,506	530,024

The non-current assets information of continuing operations above is based on the locations of the assets and excludes financial instruments, club memberships and investments in associates.

4. 營運分部資料 (續)

地區資料

(a) 來自外界客戶的收益

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	171,265	382,199
	392,686	578,227
	417,135	616,841
	183,787	253,000
	1,164,873	1,830,267

上述持續經營業務的收益資料以客戶所在地為依據。

(b) 非流動資產

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	23,097	24,541
	250,875	228,033
	100,814	109,663
	191,896	166,264
	824	1,523
	567,506	530,024

上述持續經營業務的非流動資產資料以資產所在地為依據，且未計及金融工具、會所會籍及於聯營公司投資。

Notes to Financial Statements

財務報表附註

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4. OPERATING SEGMENT INFORMATION

(continued)

Information about major customers

Revenue from continuing operations derived from the manufacturing and sale of footwear products business with over 10% of the total revenue from continuing operations of the Group during the years ended 31 March 2018 and 2017 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
Customer A 客戶A	391,980	467,716
Customer B 客戶B	253,829	584,265
Customer C 客戶C	228,670	315,475
Customer D 客戶D	193,482	244,842
	1,067,961	1,612,298

The above amounts include sales to a group of entities which are known to be under common control with these customers.

主要客戶資料

截至二零一八年及二零一七年三月三十一日止年度內，佔本集團來自持續經營業務的總收益超過10%之生產及銷售鞋履產品所產生之來自持續經營業務的收益如下：

上述金額包括向一組實體（該等實體受上述客戶共同控制）的銷售額。

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the aggregate of the net invoiced value of goods sold, after allowances for returns and trade discounts, and after eliminations of intra-group transactions.

5. 收益、其他收入及收益淨額

收益指扣除退貨及貿易折扣後所出售貨品之發票淨值總和，並已抵銷集團內公司間之交易。

Notes to Financial Statements

財務報表附註

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5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

An analysis of revenue, other income and gains, net from continuing operations is as follows:

5. 收益、其他收入及收益淨額 (續)

來自持續經營業務之收益、其他收入及收益淨額分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue 收益		
Sale of goods 出售貨品	1,164,873	1,830,267
Other income and gains, net 其他收入及收益淨額		
Bank interest income 銀行利息收入	14,865	7,944
Interest income from accounts receivable 應收賬項之利息收入	697	1,334
Fair value losses on derivative financial instruments 衍生金融工具之公平值虧損	(7,598)	(530)
Gain/(loss) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目之收益／(虧損)淨額	(1,714)	1,308
Gain on disposal of available-for-sale investments 出售可供出售投資之收益	540	-
Impairment of property, plant and equipment 物業、廠房及設備減值	(9,221)	(1,609)
Impairment of other receivables 其他應收賬項減值	(61)	(921)
Write-off of items of property, plant and equipment 物業、廠房及設備項目撇銷	(765)	(27)
Fair value gains/(losses) on revaluation of investment properties 重估投資物業之公平值收益／(虧損)	5,449	(1,703)
Gross rental income 租金收入總額	10,539	8,608
Foreign exchange differences, net 匯兌差額淨值	11,995	(6,487)
Dividend income 股息收入	20	20
Others 其他	4,421	4,255
	29,167	12,192

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

6. FINANCE COSTS

An analysis of finance costs from continuing operations 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
Interest on bank loans 銀行貸款之利息	9	4

6. 融資成本

來自持續經營業務之融資成本分析如下：

7. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

	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 sold 銷售存貨成本	617,399	940,490
Depreciation 折舊	37,888	55,148
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	1,758	2,325
Write-back of provision for inventories* 存貨撥備撥回*	(6,186)	(11,724)
Minimum lease payments under operating leases 經營租約項下之最低應付租金	2,268	2,353
Loss/(gain) on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目虧損／(收益)淨額	1,714	(1,308)
Write-off of items of property, plant and equipment 物業、廠房及設備項目撇銷	765	27
Gain on disposal of available-for-sale investments 出售可供出售投資之收益	(540)	-
Gain on disposal of subsidiaries (note 30) 出售附屬公司之收益(附註30)	(174,381)	(4,167)
Auditor's remuneration 核數師酬金	2,130	2,069
Employee benefit expense (including directors' remuneration (note 8)): 僱員福利開支(包括董事酬金(附註8)):		
Wages and salaries 工資及薪金	314,867	455,162
Equity-settled share option expense 以權益結算之購股權開支	905	1,122
Pension scheme contributions 退休金計劃供款	32,497	51,195
	348,269	507,479

7. 除稅前溢利

本集團來自持續經營業務之除稅前溢利乃經扣除／(計入)以下項目：

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31 March 2018 二零一八年三月三十一日

7. PROFIT BEFORE TAX (continued)

7. 除稅前溢利 (續)

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Amortisation of a club membership** 會所會籍攤銷**	12	17
Fair value losses on derivative financial instruments 衍生金融工具之公平值虧損	7,598	530
Fair value losses/(gains) on revaluation of investment properties 重估投資物業之公平值虧損/(收益)	(5,449)	1,703
Impairment of property, plant and equipment 物業、廠房及設備減值	9,221	1,609
Impairment of other receivables 其他應收賬項減值	61	921
Bank interest income 銀行利息收入	(14,865)	(7,944)
Interest income from accounts receivable 應收賬項之利息收入	(697)	(1,334)
Foreign exchange differences, net 匯兌差額淨值	(11,995)	6,487
Dividend income 股息收入	(20)	(20)
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties 賺取租金之投資物業所產生之直接經營開支(包括維修及保養)	3,670	1,826

Cost of sales includes HK\$276,468,000 (2017: HK\$417,637,000) relating to direct staff costs and depreciation of manufacturing facilities, which are also included in the respective total amounts disclosed above for each of these types of expenses.

銷售成本包括關於直接員工成本及製造設施折舊共276,468,000港元(二零一七年: 417,637,000港元),其亦已包含於以上披露相關總額之各類開支內。

* Write-back of provision for inventories is included in "Cost of sales" in the consolidated statement of profit or loss.

* 存貨撥備撥回已計入綜合損益表之「銷售成本」內。

** Amortisation of a club membership is included in "Administrative expenses" in the consolidated statement of profit or loss.

** 會所會籍攤銷已計入綜合損益表之「行政開支」內。

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財務報表附註

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8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事酬金

年內·董事酬金按照上市規則·香港公司條例第383(1)(a)·(b)·(c)及(f)條及《公司(披露董事利益資料)規例》第2部披露如下:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Fees 袍金		
– Independent non-executive directors – 獨立非執行董事	576	558
– Non-executive directors – 非執行董事	912	876
	1,488	1,434
Other emoluments: 其他酬金:		
Salaries, allowances and benefits in kind 薪金·津貼及實物利益	5,921	6,479
Discretionary bonuses 酌定獎金	7,418	2,460
Pension scheme contributions 退休金計劃供款	36	36
Equity-settled share option expense 以權益結算之購股權開支	468	456
	13,843	9,431
	15,331	10,865

During the year and in prior years, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 28 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

於本年度及於過往年度內·若干董事在本公司購股權計劃之下·根據其對本集團之服務獲授予購股權·進一步詳情載於財務報表附註28。在歸屬期內已於損益表確認之該等購股權之公平值於授出日期釐定·而包含於本年度財務報表之數額則載於以上董事酬金披露部分內。

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財務報表附註

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8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Fees	Allowances and benefits in kind	Equity-settled share option expense	Total remuneration
	袍金	津貼及實物利益	以權益結算之購股權開支	酬金總額
2018 二零一八年	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Tam King-ching, Kenny 譚競正先生	192	32	34	258
Mr. Yung Tse-kwong, Steven 戎子江先生	192	32	34	258
Ms. Chan Mei-bo, Mabel 陳美寶女士	192	32	34	258
	576	96	102	774

	Fees	Equity-settled share option expense	Total remuneration
	袍金	以權益結算之購股權開支	酬金總額
2017 二零一七年	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Tam King-ching, Kenny 譚競正先生	186	45	231
Mr. Yung Tse-kwong, Steven 戎子江先生	186	45	231
Ms. Chan Mei-bo, Mabel 陳美寶女士	186	45	231
	558	135	693

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

8. 董事酬金 (續)

(a) 獨立非執行董事

年內支付予獨立非執行董事之袍金如下：

年內並無其他應付獨立非執行董事之酬金(二零一七年：無)。

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8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金 (續)

(b) Executive directors and non-executive directors

(b) 執行董事及非執行董事

	Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary bonuses 酌定獎金	Pension scheme contributions 退休金計劃供款	Equity-settled share option expense 以權益結算之購股權開支	Total remuneration 酬金總額
2018 二零一八年	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
Executive directors: 執行董事:						
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	-	1,191	2,292	-	18	3,501
Mr. Kimmel, Phillip Brian 柯民佑先生	-	1,726	1,192	-	64	2,982
Mr. Mumma, Adin David 馬大衛先生	-	1,484	1,170	-	99	2,753
Mr. Wong Hei-chiu 黃禧超先生	-	1,392	1,464	18	91	2,965
	-	5,793	6,118	18	272	12,201
Non-executive directors: 非執行董事:						
Mr. Chan Ho-man, Daniel 陳浩文先生	720	-	1,300	18	60	2,098
Mr. Chow Wing-kin, Anthony, SBS, JP 周永健先生, 銀紫荊星章, 太平紳士	192	32	-	-	34	258
	912	32	1,300	18	94	2,356
	912	5,825	7,418	36	366	14,557

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8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors (continued)

	Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Discretionary bonuses 酌定獎金	Pension scheme contributions 退休金計劃供款	Equity-settled share option expense 以權益結算之購股權開支	Total remuneration 酬金總額
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
Executive directors: 執行董事:						
Mr. Chen Ming-hsiung, Mickey ^ 陳敏雄先生^	-	886	-	-	-	886
Mdm. Huang Hsiu-duan, Helen * 黃秀端女士*	-	1,116	292	-	77	1,485
Mr. Kimmel, Phillip Brian 柯民佑先生	-	1,901	624	-	77	2,602
Mr. Mumma, Adin David ** 馬大衛先生**	-	1,280	780	-	-	2,060
Mr. Wong Hei-chiu 黃禧超先生	-	1,296	464	18	61	1,839
	-	6,479	2,160	18	215	8,872
Non-executive directors: 非執行董事:						
Mr. Chan Ho-man, Daniel 陳浩文先生	690	-	300	18	61	1,069
Mr. Chow Wing-kin, Anthony, SBS, JP 周永健先生, 銀紫荊星章, 太平紳士	186	-	-	-	45	231
	876	-	300	18	106	1,300
	876	6,479	2,460	36	321	10,172

^ Mr. Chen Ming-hsiung, Mickey, who was also the chief executive of the Group, passed away on 14 April 2016.

* Mdm. Huang Hsiu-duan, Helen was appointed the chief executive of the Group on 29 June 2016.

** Mr. Mumma, Adin David was appointed as executive director on 1 October 2016.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2017: Nil).

8. 董事酬金 (續)

(b) 執行董事及非執行董事 (續)

^ 陳敏雄先生亦為本集團行政總裁, 於二零一六年四月十四日辭世。

* 黃秀端女士於二零一六年六月二十九日獲委任為本集團行政總裁。

** 馬大衛先生於二零一六年十月一日獲委任為執行董事。

董事概無於年內訂立任何安排放棄或同意放棄任何酬金 (二零一七年: 無)。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2017: four) directors of the Company, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one highest paid employee who is not a director are as follows:

9. 五名最高薪僱員

年內五名最高薪僱員包括本公司四名(二零一七年:四名)董事,其酬金詳情載於上文附註8。本年度其餘一名非董事之最高薪僱員之酬金詳情如下:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowance and benefits in kind 薪金、津貼及實物利益	798	491
Discretionary bonus 酌定獎金	1,399	595
Equity-settled share option expense 以權益結算之購股權開支	74	61
	2,271	1,147

The remuneration of the remaining one (2017: one) non-director highest paid employee fell within the band of HK\$2,000,001 to HK\$2,500,000 (2017: HK\$1,000,001 to HK\$1,500,000).

其餘一名(二零一七年:一名)非董事之最高薪僱員之酬金組別介乎2,000,001港元至2,500,000港元(二零一七年:介乎1,000,001港元至1,500,000港元)。

During the year and in prior years, share options were granted to a non-director highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 28 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director highest paid employee's remuneration disclosures.

於年內及過往年度,一名非董事之最高薪僱員就其向本集團提供之服務獲授購股權,進一步詳情於財務報表附註28中披露。該等購股權之公平值於歸屬期間在損益表確認,並於授出日期釐定,而包含於本年度財務報表之數額則載於以上非董事之最高薪僱員之酬金披露部分內。

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財務報表附註

31 March 2018 二零一八年三月三十一日

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

10. 所得稅

香港利得稅乃根據年內於香港賺取之估計應課稅溢利按16.5% (二零一七年: 16.5%) 之稅率撥備。其他地區有關應課稅溢利之稅項乃按本集團經營業務所在國家/司法權區之當時稅率計算。

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current – Hong Kong 即期稅項 – 香港		
Charge for the year 本年度稅項支出	357	847
Under/(over) provision in prior years 過往年度撥備不足 / (超額撥備)	(20)	585
Current – Elsewhere 即期稅項 – 其他地區		
Charge for the year 本年度稅項支出	12,785	32,394
Overprovision in prior years 過往年度超額撥備	(40,438)	(18,914)
Deferred (note 26) 遞延 (附註26)	1,682	(281)
Total tax charge/(credit) for the year from continuing operations 來自持續經營業務的本年度稅項支出 / (抵免) 總額	(25,634)	14,631
Total tax position for the year from discontinued operation 來自已終止經營業務的本年度納稅總額	–	–
	(25,634)	14,631

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense/(credit) at the effective tax rate is as follows:

10. 所得稅 (續)

按本公司及其大部分附屬公司所在國家／司法權區之法定稅率計算適用於除稅前溢利之稅項支出與按實際稅率計算之稅項支出／(抵免)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
Profit before tax from continuing operations 來自持續經營業務之除稅前溢利	227,629	163,083
Profit before tax from discontinued operation 來自已終止經營業務之除稅前溢利	2,165	(17,099)
	229,794	145,984
Tax at the applicable tax rates 按適用稅率計算之稅項	39,543	28,832
Adjustments to tax charge in respect of prior years 過往年度稅項開支之調整	(40,458)	(18,329)
Losses attributable to associates 聯營公司應佔虧損	1,977	203
Income not subject to tax 毋須課稅收入	(30,547)	(268)
Expenses not deductible for tax 不可扣稅之開支	4,800	3,751
Tax losses not recognised 未確認稅項虧損	-	442
Tax losses utilised from prior years 動用往年稅項虧損	(949)	-
Tax charge/(credit) at the Group's effective rate 按本集團實際稅率計算之稅項支出／(抵免)	(25,634)	14,631
Tax charge/(credit) from continuing operations at the effective rate 按實際稅率計算之來自持續經營業務之稅項支出／(抵免)	(25,634)	14,631
Tax position from discontinued operation at the effective rate 按實際稅率計算之來自已終止經營業務的納稅額	-	-

The share of tax attributable to associates amounting to Nil (2017: Nil) is included in "Share of losses of associates" in the consolidated statement of profit or loss.

聯營公司應佔稅項為零(二零一七年:零)載於綜合損益表(「聯營公司應佔虧損」)。

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財務報表附註

31 March 2018 二零一八年三月三十一日

10. INCOME TAX (continued)

The applicable tax rate is calculated based on the Hong Kong profits tax rate of 16.5% (2017: 16.5%), the Vietnam Corporate Tax rates of 15% to 20% (2017: 15% to 22%), the Cambodia Corporate Tax rate of 20% (2017: 20%), the Taiwan Corporate Tax rate of 17% (2017: 17%), the Corporate Income Tax rate in Mainland China of 25% (2017: 25%) and the respective tax holidays granted to the subsidiaries of the Group in Vietnam and Cambodia.

Pursuant to the Corporate Income Tax Law of the People's Republic of China ("PRC"), a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

In addition, pursuant to Cambodian withholding tax regulations, a 14% withholding tax is levied on dividends declared to non-resident shareholders. Therefore, the Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Cambodia in respect of earnings generated.

10. 所得稅 (續)

適用稅率根據香港利得稅稅率16.5% (二零一七年: 16.5%)、越南企業稅稅率15%至20% (二零一七年: 15%至22%)、柬埔寨企業稅稅率20% (二零一七年: 20%)、台灣企業稅稅率17% (二零一七年: 17%)、中國內地企業所得稅稅率25% (二零一七年: 25%)及本集團於越南及柬埔寨之附屬公司所獲有關免稅期計算。

根據中國企業所得稅法，於中華人民共和國(「中國」)內地成立之外資企業向外國投資者宣派之股息將被徵收10%預扣稅。該規定於二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後產生之盈利。倘中國內地與外國投資者所屬司法權區之間訂立稅務條約，則可應用較低之預扣稅率。就本集團而言，適用稅率為5%及10%。本集團因而須就於中國內地成立之附屬公司就二零零八年一月一日產生之盈利所派發之股息繳納預扣稅項。

此外，根據柬埔寨預扣稅條例，向非本地居民股東宣派之股息將被徵收14%預扣稅。因此，本集團須就於柬埔寨成立之附屬公司產生之盈利所派發之股息繳納預扣稅。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

10. INCOME TAX (continued)

At 31 March 2018, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China and Cambodia. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with undistributed profit on Mainland China and Cambodia subsidiaries for which deferred tax liabilities have not been recognised totalled approximately HK\$55,999,000 (2017: HK\$48,826,000) at 31 March 2018.

The Group has estimated tax losses of approximately HK\$76,870,000 (2017: HK\$82,662,000) arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is considered not probable that the Group can utilise these losses in the foreseeable future.

10. 所得稅 (續)

於二零一八年三月三十一日，並無就本集團於中國內地及柬埔寨成立之附屬公司應繳納預扣稅之未匯出盈利之應付預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零一八年三月三十一日，就中國內地及柬埔寨之附屬公司之未確認遞延稅項負債之未分派溢利相關之暫時性差額合共約55,999,000港元（二零一七年：48,826,000港元）。

本集團估計於香港產生之稅項虧損約為76,870,000港元（二零一七年：82,662,000港元），該等虧損可無限期用作抵銷錄得虧損之公司日後應課稅溢利。由於該等附屬公司一直錄得虧損，且本集團在可見將來使用該等虧損之可能性不大，故並無就有關虧損確認遞延稅項資產。

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(a) Discontinued operation

On 29 August 2016, the Company announced the decision of its board of directors to wind down, discontinue or sell its retailing and wholesaling business (the “Retailing and Wholesaling Business”). The Group has decided to cease the Retailing and Wholesaling Business because it plans to focus its resources on its manufacturing and sale of footwear products business. As at 31 March 2017, the Retailing and Wholesaling Business was classified as a disposal group held for sale and as a discontinued operation. With the Retailing and Wholesaling Business being classified as a discontinued operation, the retailing and wholesaling business is no longer included in the note for operating segment information.

On 28 May 2017, the Group entered into a sale and purchase agreement with an independent third party to dispose of its 100% equity interest of 上海君勳如舞國際貿易有限公司, a wholly-owned subsidiary of the Company, at a cash consideration of RMB2,962,000, equivalent to HK\$3,380,000. The disposal was completed during the year ended 31 March 2018.

11. 已終止經營業務及持作出售出售集團

(a) 已終止經營業務

於二零一六年八月二十九日，本公司公佈其董事會縮減、終止經營或出售其零售及批發業務（「零售及批發業務」）之決定。本集團已決定終止經營零售及批發業務，因其計劃集中資源於生產及銷售鞋類產品業務。於二零一七年三月三十一日，零售及批發業務已分類為持作出售出售集團及已終止經營業務。隨著零售及批發業務被分類為已終止經營業務，零售及批發業務不再列入經營分類資料附註。

於二零一七年五月二十八日，本集團與一名獨立第三方訂立買賣協議，以出售其於上海君勳如舞國際貿易有限公司（本公司之全資附屬公司）之全部股權，現金代價為人民幣2,962,000元（相當於3,380,000港元）。該出售已於截至二零一八年三月三十一日止年度完成。

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(a) Discontinued operation (continued)

The results of the Retailing and Wholesaling Business for the year ended 31 March 2018 are presented below:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue 收益	-	23,099
Cost of sales 銷售成本	-	(9,056)
Gross profit 毛利	-	14,043
Other losses, net 其他虧損淨額	(32)	(78)
Distribution and selling expenses 分銷及銷售開支	-	(22,733)
Administrative expenses 行政開支	(85)	(8,331)
Loss before tax from discontinued operation 來自已終止經營業務之除稅前虧損	(117)	(17,099)
Income tax expense 所得稅開支	-	-
Loss for the year before gain on disposal of a subsidiary 本年度虧損(不計出售一間附屬公司收益)	(117)	(17,099)
Gain on disposal of a subsidiary (note 30(a)) 出售一間附屬公司收益(附註30(a))	2,282	-
Profit/(loss) for the year from discontinued operation 來自已終止經營業務之年度溢利/(虧損)	2,165	(17,099)

11. 已終止經營業務及持作出售出售集團(續)

(a) 已終止經營業務(續)

截至二零一八年三月三十一日止年度零售及批發業務之業績呈列如下：

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(a) Discontinued operation (continued)

The major classes of assets and liabilities of the Retailing and Wholesaling Business are as follows:

11. 已終止經營業務及持作出售出售集團 (續)

(a) 已終止經營業務 (續)

零售及批發業務的主要資產及負債類別如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<i>Assets 資產</i>		
Accounts and bills receivable 應收賬項及票據	-	647
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項	-	568
Cash and cash equivalents 現金及等同現金項目	-	4,073
Assets classified as held for sale 分類為持作出售之資產	-	5,288
<i>Liabilities 負債</i>		
Accounts and bills payable 應付賬項及票據	-	(464)
Accrued liabilities and other payables 應計負債及其他應付賬項	-	(1,098)
Liabilities directly associated with the assets classified as held for sale 與分類為可供出售資產直接有關之負債	-	(1,562)
Net assets directly associated with the disposal group 與出售集團直接有關之資產淨值	-	3,726

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(a) Discontinued operation (continued)

The net cash flows incurred by the Retailing and Wholesaling Business are as follows:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Operating activities 經營活動	(7,071)	(4,525)
Investing activities 投資活動	5,520	2,243
Net cash outflow 現金流量淨額	(1,551)	(2,282)
Earnings/(loss) per share: 每股盈利/(虧損):		
Basic, from discontinued operation 基本, 來自已終止經營業務	HK0.31 cents港仙	HK(2.46) cents港仙
Diluted, from discontinued operation 攤薄, 來自已終止經營業務	HK0.31 cents港仙	HK(2.46) cents港仙

No adjustment has been made to the basic loss per share amounts from discontinued operation presented for the year ended 31 March 2017 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

11. 已終止經營業務及持作出售出售集團 (續)

(a) 已終止經營業務 (續)

零售及批發業務之現金流量淨額如下:

並無就截至二零一七年三月三十一日止年度呈報的來自已終止經營業務之每股基本虧損金額作出攤薄調整, 原因是尚未行使購股權對所呈報的每股基本虧損金額具有反攤薄影響。

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(a) Discontinued operation (continued)

The calculations of basic and diluted earnings/(loss) per share from discontinued operation are based on:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit/(loss) 盈利／（虧損）		
Profit/(loss) attributable to ordinary equity holders of the parent from discontinued operation 來自已終止經營業務之母公司普通權益持有人應佔盈利／（虧損）	2,165	(17,099)

Number of shares

股份數目

	2018 二零一八年	2017 二零一七年
Shares 股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation (note 12) 就計算每股基本盈利為目的之於年內發行之普通股加權平均數（附註12）	698,709,631	695,673,705
Weighted average number of ordinary shares used in the diluted earnings per share calculation (note 12) 就計算每股攤薄盈利為目的之普通股加權平均數（附註12）	701,663,133	699,920,106

Details of the disposal of the Retailing and Wholesaling Business were disclosed in note 30(a) to the financial statements.

11. 已終止經營業務及持作出售出售集團（續）

(a) 已終止經營業務（續）

來自已終止經營業務之每股基本與攤薄盈利／（虧損）乃按以下計算：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit/(loss) 盈利／（虧損）		
Profit/(loss) attributable to ordinary equity holders of the parent from discontinued operation 來自已終止經營業務之母公司普通權益持有人應佔盈利／（虧損）	2,165	(17,099)

Number of shares

股份數目

	2018 二零一八年	2017 二零一七年
Shares 股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation (note 12) 就計算每股基本盈利為目的之於年內發行之普通股加權平均數（附註12）	698,709,631	695,673,705
Weighted average number of ordinary shares used in the diluted earnings per share calculation (note 12) 就計算每股攤薄盈利為目的之普通股加權平均數（附註12）	701,663,133	699,920,106

出售零售及批發業務之詳情披露於財務報表附註30(a)。

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(b) Disposal group held for sale

On 28 December 2016, the Group entered into a sale and purchase agreement with an independent third party, Talent Union (Hong Kong) Investments Limited (the "Purchaser"), to dispose of 100% equity interest of Kingmaker Footwear (Zhong Shan) Co., Ltd. ("Kingmaker Zhong Shan"), a wholly-owned subsidiary of the Group which held the site and manufacturing facilities in Zhongshan, at a cash consideration of RMB168,000,000, equivalent to HK\$187,584,000.

As at 31 March 2017, the disposal of Kingmaker Zhong Shan was not completed and subject to the fulfilment of condition precedent. Kingmaker Zhong Shan was classified as a disposal group held for sale as at 31 March 2017.

During the year ended 31 March 2018, condition precedent was fulfilled and the disposal of Kingmaker Zhong Shan was completed.

11. 已終止經營業務及持作出售出售集團 (續)

(b) 持作出售出售集團

於二零一六年十二月二十八日，本集團與一名獨立第三方匯駿（香港）投資有限公司（「買方」）訂立買賣協議，以出售在中山持有地段及生產設施的本集團全資附屬公司順星製鞋（中山）有限公司（「順星中山」）之全部股權，現金代價為人民幣168,000,000元，相當於約187,584,000港元。

於二零一七年三月三十一日，順星中山之出售並未完成及須待先決條件達成。順星中山於二零一七年三月三十一日分類為持作出售出售集團。

截至二零一八年三月三十一日止年度，先決條件已獲達成，順星中山之出售已完成。

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財務報表附註

31 March 2018 二零一八年三月三十一日

11. DISCONTINUED OPERATION AND DISPOSAL GROUPS HELD FOR SALE

(continued)

(b) Disposal group held for sale (continued)

The major classes of assets and liabilities of Kingmaker Zhong Shan classified as held for sale as at 31 March 2017 are as follows:

	HK\$'000 千港元
<i>Assets 資產</i>	
Property, plant and equipment 物業、廠房及設備	43,441
Prepaid land lease payments 預付土地租賃款項	7,440
Cash and cash equivalents 現金及等同現金項目	355
<hr/>	
Assets of a disposal group classified as held for sale 分類為持作出售出售集團之資產	51,236
<hr/>	
<i>Liabilities 負債</i>	
Accrued liabilities and other payables 應計負債及其他應付賬項	(6,998)
Tax payable 應付稅項	(8,982)
<hr/>	
Liabilities directly associated with the assets classified as held for sale 與分類為持作出售資產直接有關之負債	(15,980)
<hr/>	
Net assets directly associated with the disposal group 與出售集團直接有關之資產淨值	35,256
<hr/>	

Details of the disposal of Kingmaker Zhong Shan were disclosed in note 30(b) to the financial statements.

11. 已終止經營業務及持作出售出售集團 (續)

(b) 持作出售出售集團 (續)

順星中山於二零一七年三月三十一日分類為持作出售的主要資產及負債類別如下：

出售順星中山之詳情披露於附註30(b)。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

12. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK\$257,260,000 (2017: HK\$132,556,000), and the weighted average number of ordinary shares of 698,709,631 (2017: 695,673,705) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK\$257,260,000 (2017: HK\$132,556,000) and 701,663,133 (2017: 699,920,106) ordinary shares, being the weighted average number of ordinary shares in issue during the year, adjusted for the effects of the potentially dilutive ordinary shares outstanding during the year.

12. 本公司權益持有人應佔每股盈利

每股基本盈利金額乃根據本公司權益持有人應佔年度溢利257,260,000港元(二零一七年: 132,556,000港元)及年內已發行普通股加權平均數698,709,631股(二零一七年: 695,673,705股)計算。

每股攤薄盈利金額乃根據本公司權益持有人應佔年度溢利257,260,000港元(二零一七年: 132,556,000港元)及經年內已發行潛在攤薄普通股之影響作出調整後之年內已發行普通股加權平均數701,663,133股(二零一七年: 699,920,106股)計算。

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Earnings 盈利		
Profit/(loss) attributable to equity holders of the Company: 本公司權益持有人應佔溢利/(虧損):		
From continuing operations 來自持續經營業務	255,095	149,655
From discontinued operation 來自已終止經營業務	2,165	(17,099)
	257,260	132,556

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財務報表附註

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12. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

(continued)

12. 本公司權益持有人應佔每股盈利 (續)

	Number of shares 股份數目	
	2018 二零一八年	2017 二零一七年
Shares 股份		
Weighted average number of ordinary shares used in calculating the basic earnings per share 就計算每股基本盈利為目的之普通股加權平均數	698,709,631	695,673,705
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all dilutive options in issue during the year 年內視作因行使全部已發行可攤薄購股權而假設無償發行之普通股加權平均數	2,953,502	4,246,401
Weighted average number of ordinary shares used in calculating the diluted earnings per share 就計算每股攤薄盈利為目的之普通股加權平均數	701,663,133	699,920,106

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

13. DIVIDENDS

13. 股息

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Dividends paid during the year 年內已派付股息		
Final in respect of the financial year ended		
31 March 2017 – HK5.5 cents per ordinary share (2017: final dividend of HK5.2 cents per ordinary share, in respect of the financial year ended 31 March 2016) 就截至二零一七年三月三十一日止財政年度的末期股息 — 每股普通股5.5港仙 (二零一七年: 就截至二零一六年 三月三十一日止財政年度, 末期股息每股普通股5.2港仙)	38,434	36,072
Special in respect of the financial year ended		
31 March 2017 – HK4.5 cents per ordinary share (2017: special dividend of HK4.0 cents per ordinary share, in respect of the financial year ended 31 March 2016) 就截至二零一七年三月三十一日止財政年度的特別股息 — 每股普通股4.5港仙 (二零一七年: 就截至二零一六年 三月三十一日止財政年度, 特別股息每股普通股4.0港仙)	31,446	27,747
Interim – HK3.8 cents (2017: HK4.2 cents) per ordinary share 中期股息 — 每股普通股3.8港仙 (二零一七年: 4.2港仙)	26,562	29,375
Special – HK11.2 cents (2017: HK3.8 cents) per ordinary share 特別股息 — 每股普通股11.2港仙 (二零一七年: 3.8港仙)	78,287	26,578
	174,729	119,772
Proposed final dividend 擬派末期股息		
HK2.2 cents (2017: HK5.5 cents) per ordinary share 每股普通股2.2港仙 (二零一七年: 5.5港仙)	15,257	38,483
Proposed special dividend 擬派特別股息		
HK12.8 cents (2017: HK4.5 cents) per ordinary share 每股普通股12.8港仙 (二零一七年: 4.5港仙)	88,768	31,486
	104,025	69,969

The proposed final dividend and the proposed special dividend for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the dividends payable.

本年度擬派末期股息及擬派特別股息須經本公司股東於即將舉行之股東週年大會上批准後, 方可作實。該等財務報表並無反映應付股息。

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財務報表附註

31 March 2018 二零一八年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、設備、租賃物業裝修及汽車	Total
	土地及樓宇	在建工程		合計
31 March 2018	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一八年三月三十一日	千港元	千港元	千港元	千港元
Cost: 成本:				
At beginning of year 於年初	377,838	54,919	377,774	810,531
Additions 添置	124	1,005	22,991	24,120
Disposals 出售	-	-	(35,620)	(35,620)
Write-off 撇減	-	-	(2,876)	(2,876)
Transfers 轉撥	44,457	(44,457)	-	-
Transfer to investment properties (note 16) 轉入投資物業(附註16)	(64,623)	-	-	(64,623)
Exchange realignment 外匯調整	10,486	339	12,411	23,236
At 31 March 2018 於二零一八年三月三十一日	368,282	11,806	374,680	754,768

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財務報表附註

31 March 2018 二零一八年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

14. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles	Total
	土地及樓宇	在建工程	機器、傢具、 設備、租賃物業 裝修及汽車	合計
31 March 2018 (continued)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一八年三月三十一日 (續)	千港元	千港元	千港元	千港元
Accumulated depreciation and impairment:				
累計折舊及減值：				
At beginning of year 於年初	177,361	–	295,133	472,494
Depreciation provided during the year				
年內計提折舊	16,604	–	21,284	37,888
Impairment provided during the year				
年內計提減值	9,221	–	–	9,221
Disposals 出售	–	–	(31,009)	(31,009)
Write-off 撇減	–	–	(2,111)	(2,111)
Transfer to investment properties (note 16)				
轉入投資物業 (附註16)	(29,796)	–	–	(29,796)
Exchange realignment 外匯調整	8,318	–	11,023	19,341
At 31 March 2018				
於二零一八年三月三十一日	181,708	–	294,320	476,028
Net book value: 賬面淨值：				
At 31 March 2018				
於二零一八年三月三十一日	186,574	11,806	80,360	278,740

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

14. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles	Total
	土地及樓宇	在建工程	機器、傢具、 設備、租賃物業 裝修及汽車	合計
31 March 2017	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一七年三月三十一日	千港元	千港元	千港元	千港元
Cost: 成本:				
At beginning of year 於年初	583,846	58,187	502,800	1,144,833
Additions 添置	2,163	10,742	7,959	20,864
Disposals 出售	–	–	(74,659)	(74,659)
Write-off 撇減	–	–	(7,520)	(7,520)
Disposal of subsidiaries (note 30)				
出售附屬公司 (附註30)	(66,934)	–	(30,015)	(96,949)
Transfers 轉撥	13,811	(13,811)	–	–
Transfer to investment properties (note 16)				
轉入投資物業 (附註16)	(17,387)	–	–	(17,387)
Assets included in a disposal group classified as held for sale (note 11)				
計入分類為持作出售之出售集團資產 (註11)	(114,286)	–	(3,927)	(118,213)
Exchange realignment 外匯調整	(23,375)	(199)	(16,864)	(40,438)
At 31 March 2017				
於二零一七年三月三十一日	377,838	54,919	377,774	810,531

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

14. 物業、廠房及設備 (續)

	Land and buildings	Construction in progress	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、 設備、租賃物業 裝修及汽車	Total
	土地及樓宇	在建工程	裝修及汽車	合計
31 March 2017 (continued)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零一七年三月三十一日 (續)	千港元	千港元	千港元	千港元
Accumulated depreciation and impairment:				
累計折舊及減值：				
At beginning of year 於年初	252,704	–	368,537	621,241
Depreciation provided during the year				
年內計提折舊	25,048	–	30,207	55,255
Impairment provided during the year				
年內計提減值	–	–	1,609	1,609
Disposals 出售	–	–	(73,520)	(73,520)
Write-off 撇減	–	–	(6,920)	(6,920)
Disposal of subsidiaries (note 30)				
出售附屬公司 (附註30)	(4,283)	–	(6,434)	(10,717)
Transfer to investment properties (note 16)				
轉入投資物業 (附註16)	(12,295)	–	–	(12,295)
Assets included in a disposal group classified as held for sale (note 11)				
計入分類為持作出售之出售集團資產 (附註11)	(70,845)	–	(3,927)	(74,772)
Exchange realignment 外匯調整	(12,968)	–	(14,419)	(27,387)
At 31 March 2017				
於二零一七年三月三十一日	177,361	–	295,133	472,494
Net book value: 賬面淨值：				
At 31 March 2017				
於二零一七年三月三十一日	200,477	54,919	82,641	338,037

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財務報表附註

31 March 2018 二零一八年三月三十一日

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

During the year ended 31 March 2018, certain buildings with carrying amounts of HK\$436,000 (2017: HK\$5,092,000) were transferred to investment properties at fair value of HK\$5,003,000 (2017: HK\$22,405,000) based on valuation by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers. Accordingly, a gain on revaluation of HK\$4,567,000 (2017: HK\$17,313,000) was recorded in the asset revaluation reserve.

During the year ended 31 March 2018, a building with carrying amount of HK\$43,612,000 (2017: Nil) was transferred to investment property at fair value of HK\$34,391,000 (2017: Nil) based on valuation by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers. Accordingly, an impairment loss of HK\$9,221,000 (2017: Nil) was recorded in the consolidated statement of profit or loss.

During the year ended 31 March 2017, furniture, equipment and leasehold improvements for manufacturing and sale of footwear products business of HK\$1,609,000 were fully impaired as the Group restructured the operation to which the property, plant and equipment belong.

14. 物業、廠房及設備 (續)

截至二零一八年三月三十一日止年度，根據獨立專業合資格估值師嘉漫(香港)有限公司的估值後，賬面值為436,000港元(二零一七年：5,092,000港元)的若干樓宇乃按5,003,000港元(二零一七年：22,405,000港元)的公平值轉入投資物業。因此，就重估於資產重估儲備確認收益4,567,000港元(二零一七年：17,313,000港元)。

截至二零一八年三月三十一日止年度，根據獨立專業合資格估值師嘉漫(香港)有限公司的估值後，賬面值為43,612,000港元(二零一七年：零)的一幢樓宇乃按34,391,000港元(二零一七年：零)的公平值轉入投資物業。因此，於綜合損益表中錄得減值虧損9,221,000港元(二零一七年：零)。

於截至二零一七年三月三十一日止年度，製造及銷售鞋類產品業務的傢具、設備及租賃物業裝修1,609,000港元，因本集團調整物業、廠房及設備所屬的營運而悉數減值。

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財務報表附註

31 March 2018 二零一八年三月三十一日

15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款項

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Carrying amount at beginning of year 於年初之賬面值	53,329	89,038
Additions 添置	35,084	-
Transfer from deposit (note 17) 轉撥自按金 (附註17)	3,916	-
Amortised during the year 於年內攤銷	(1,758)	(2,325)
Disposal of subsidiaries (note 30) 出售附屬公司 (附註30)	-	(23,078)
Assets included in disposal group held for sale (note 11) 計入持作出售之出售集團資產 (附註11)	-	(7,440)
Exchange realignment 外匯調整	2,296	(2,866)
Carrying amount at 31 March 於三月三十一日之賬面值	92,867	53,329
Current portion included in prepayments, deposits and other receivables 列入預付款項、按金及其他應收款項之即期部分	(1,819)	(1,742)
Non-current portion 非即期部分	91,048	51,587

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財務報表附註

31 March 2018 二零一八年三月三十一日

16. INVESTMENT PROPERTIES

16. 投資物業

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Fair value at beginning of year 於年初之公平值	136,484	123,247
Fair value gains/(losses) on revaluation 重估公平值收益／(虧損)	5,449	(1,703)
Transfer from property, plant and equipment (note 14) 轉撥自物業、廠房及設備(附註14)	39,394	22,405
Exchange realignment 外匯調整	16,391	(7,465)
Fair value at 31 March 於三月三十一日之公平值	197,718	136,484

The Group has determined that the investment properties consist of two classes of assets, i.e., commercial and industrial, based on the nature, characteristics and risks of each property.

The Group's investment properties were revalued on 31 March 2018 based on valuations performed by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers, at HK\$197,718,000 (2017: HK\$136,484,000). There has been no change from the valuation technique used in prior years.

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria of an external valuer include market knowledge, reputation, independence and whether professional standards are maintained. The Group discusses with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31 to the financial statements.

本集團已決定根據各物業之性質、特點及風險將該等投資物業分類為兩類資產(即商業物業及工業物業)。

於二零一八年三月三十一日，本集團之投資物業由獨立專業合資格估值師嘉漫(香港)有限公司進行估值，並重估為197,718,000港元(二零一七年：136,484,000港元)。過往年度所使用之估值方法並無變動。

每年，本集團委聘外聘估值師負責對本集團之物業進行外部估值。外聘估值師之甄選準則包括市場知識、聲譽、獨立性及是否可保持專業標準。本集團每年兩次於中期及年度財務報告期間進行估值時與估值師對估值假設及估值結果進行討論。

該等投資物業乃根據經營租約租予第三方，進一步概要詳情載於財務報表附註31。

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財務報表附註

31 March 2018 二零一八年三月三十一日

16. INVESTMENT PROPERTIES (continued)

Fair value hierarchy

The fair values of the Group's investment properties as at 31 March 2018 and 31 March 2017 are estimated by using significant unobservable inputs and the fair value measurements are categorised under Level 3.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2017: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

16. 投資物業 (續)

公平值層級

於二零一八年三月三十一日及二零一七年三月三十一日，本集團之投資物業之公平值乃使用重大不可觀察輸入數據估計及公平值計量分類至第三級。

年內，第一級與第二級之間概無轉換公平值計量，亦無轉入第三級或自第三級轉出（二零一七年：無）。

於公平值層級第三級內分類之公平值計量對賬：

	Commercial properties 商業物業	Industrial properties 工業物業	Total 合計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Carrying amount at 1 April 2016 於二零一六年四月一日之賬面值	9,292	113,955	123,247
Fair value losses on revaluation recognised in profit or loss 於損益中確認之重估公平值虧損	(167)	(1,536)	(1,703)
Transfer from property, plant and equipment (note 14) 轉撥自物業、廠房及設備（附註14）	-	22,405	22,405
Exchange realignment 外匯調整	(579)	(6,886)	(7,465)
Carrying amount 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之賬面值	8,546	127,938	136,484
Fair value gains on revaluation recognised in profit or loss 於損益中確認之重估公平值收益	3,997	1,452	5,449
Transfer from property, plant and equipment (note 14) 轉撥自物業、廠房及設備（附註14）	34,391	5,003	39,394
Exchange realignment 外匯調整	2,201	14,190	16,391
Carrying amount at 31 March 2018 於二零一八年三月三十一日之賬面值	49,135	148,583	197,718

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財務報表附註

31 March 2018 二零一八年三月三十一日

16. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

Class of property 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均	
			2018 二零一八年	2017 二零一七年
Commercial properties 商業物業	Market comparable method 市場比較法	Gross unit rate per square metre 每平方米總單位價值	HK\$31,000 to HK\$46,000 31,000港元至46,000港元	HK\$26,000 26,000港元
Industrial properties 工業物業	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre and per month) 估計租金價值 (每平方米及每月) Rental growth rate 租金增長率 Market yield 市場收益率	HK\$7 to HK\$25 7港元至25港元 1% 8%	HK\$6 to HK\$18 6港元至18港元 1% 8%

A significant increase/(decrease) in the gross unit rate per square metre, estimated rental value (per square metre and per month) and rental growth rate in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the market yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

16. 投資物業 (續)

公平值層級 (續)

以下為投資物業估值所使用之估值方法及主要入值之概要：

當每平方米總單位價值、估計租金價值 (每平方米及每月) 及租金增長率大幅單獨上升 / (下跌) 將導致投資物業之公平值大幅上升 / (下跌)。當市場收益率單獨大幅單獨上升 / (下跌) 時，會導致投資物業之公平值大幅下跌 / (上升)。

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17. DEPOSITS

As at 31 March 2017, included in the deposits were deposits of HK\$3,916,000 for the lease of a parcel of land in Vietnam. Pursuant to the letter of offer entered into between the Group and an independent third party on 30 April 2015, the Group would lease the parcel of land in Vietnam until 2058 at a consideration of approximately US\$5,000,000 (approximately HK\$39,000,000), subject to adjustment based on the actual area of the land pursuant to the final survey. Further details of the transaction were disclosed in the Company's announcement dated 30 April 2015. On 31 March 2018, a land use right lease agreement was signed by the Group and the right for use of the parcel of land was granted to the Group. Accordingly, deposits of HK\$3,916,000 were transferred to prepaid land lease payments during the year ended 31 March 2018 (note 15).

17. 按金

於二零一七年三月三十一日，按金包含租賃越南一幅土地之3,916,000港元按金。根據本集團與獨立第三方於二零一五年四月三十日訂立之要約函，本集團將租賃越南一幅土地，直至二零五八年，代價約5,000,000美元（約39,000,000港元），惟可根據最終勘測之土地實際面積作出調整。該交易之進一步詳情已於本公司日期為二零一五年四月三十日之公佈內披露。於二零一八年三月三十一日，本集團簽訂一份土地使用權租賃協議及地塊之使用權已授予本集團。因此，按金3,916,000港元已轉為截至二零一八年三月三十一日止年度之預付土地租賃款項（附註15）。

18. INVESTMENTS IN ASSOCIATES

18. 聯營公司投資

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of net assets 應佔資產淨值	45,930	57,558

The amount due from an associate is unsecured, interest-free and has no fixed terms of repayment.

應收一家聯營公司款項無抵押、免息及並無預付款項固定條款。

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18. INVESTMENTS IN ASSOCIATES (continued)

The particulars of the Group's principal associates are as follows:

18. 聯營公司投資 (續)

本集團主要聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group 本公司擁有權益百分比	Principal activities
名稱	已發行股份持有詳情	註冊及營業地點		主要業務
Alliance Investment Development Limited ("Alliance Investment")	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股
Star Praised Limited	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股
Kingmaker III (Vietnam) Footwear Co., Ltd.	Registered capital of US\$11,779,549 註冊資本 11,779,549美元	Vietnam 越南	40	Footwear manufacturing 製造鞋類產品
Empress Choice Limited	Ordinary shares 普通股	British Virgin Islands 英屬維爾京群島	40	Investment holding 投資控股

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18. INVESTMENTS IN ASSOCIATES (continued)

18. 聯營公司投資 (續)

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group 本公司擁有權益百分比	Principal activities
名稱	已發行股份持有詳情	註冊及營業地點		主要業務
Maystar (Vietnam) Footwear Co., Ltd.	Registered capital of US\$3,600,000 註冊資本 3,600,000美元	Vietnam 越南	40	Footwear manufacturing 製造鞋類產品
Ally Power Developments Ltd.	Ordinary share 普通股	British Virgin Islands 英屬維爾京群島	40	Trading of footwear products 鞋類產品貿易
Ally Team (China) Ltd.	Ordinary shares 普通股	Hong Kong 香港	40	Investment holding 投資控股
Guangzhou Able Team Trading Ltd.	Registered capital of US\$1,000,000 註冊資本 1,000,000美元	PRC 中國	40	Trading of footwear products 鞋類產品貿易

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18. INVESTMENTS IN ASSOCIATES (continued)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of the associates' loss for the year 應佔聯營公司年內虧損	(11,628)	(1,196)
Share of the associates' other comprehensive income/(expenses) 應佔聯營公司其他全面收入／(開支)	-	-
Share of the associates' total comprehensive income/(expenses) 應佔聯營公司全面收入／(開支)總額	(11,628)	(1,196)
Aggregate carrying amount of the Group's investments in the associates 本集團於聯營公司之投資之賬面總值	45,930	57,558

19. AVAILABLE-FOR-SALE INVESTMENTS

Listed equity investments, at fair value
上市股本投資，按公平值

During the year, the fair value gain in respect of the Group's available-for-sale equity investments recognised in other comprehensive income amounted to HK\$82,000 (2017: HK\$41,000).

The fair values of the listed equity investments were based on quoted market prices.

18. 聯營公司投資 (續)

下表列示本集團於個別而言並不重大之聯營公司之合併財務資料：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of the associates' loss for the year 應佔聯營公司年內虧損	(11,628)	(1,196)
Share of the associates' other comprehensive income/(expenses) 應佔聯營公司其他全面收入／(開支)	-	-
Share of the associates' total comprehensive income/(expenses) 應佔聯營公司全面收入／(開支)總額	(11,628)	(1,196)
Aggregate carrying amount of the Group's investments in the associates 本集團於聯營公司之投資之賬面總值	45,930	57,558

19. 可供出售投資

Listed equity investments, at fair value
上市股本投資，按公平值

於年內，於其他全面收入確認之本集團可供出售股本投資之公平值收益為82,000港元（二零一七年：41,000港元）。

上市股本投資之公平值乃按市場報價計算。

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20. INVENTORIES

20. 存貨

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Raw materials 原材料	90,541	77,350
Work in progress 在製品	14,138	15,072
Finished goods 製成品	65,266	66,251
	169,945	158,673

21. ACCOUNTS AND BILLS RECEIVABLE

21. 應收賬項及票據

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Accounts and bills receivable 應收賬項及票據	95,886	141,459

The Group's accounts and bills receivable mainly related to a few recognised and creditworthy customers. Payment terms with customers are largely on credit. Invoices are normally payable within 90 days of issuance, except for certain well-established customers, where the terms are extended to 180 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by the Group's senior management. Accounts receivable are non-interest-bearing, except for a balance due from a customer of approximately HK\$28,490,000 (2017: HK\$65,480,000) which bears interest at 0.25% (2017: 0.25%) for a fixed period of 60 days.

本集團之應收賬項及票據主要跟少數知名及有信譽之客戶有關。給予客戶之付款條款主要為信貸方式。除與本集團關係良好之若干客戶可於發出發票180日內還款外，一般客戶之還款期為90日。本集團厲行嚴格控制未收回之應收賬項，以減低信貸風險。逾期未付款項由本集團高級管理層定期審核。應收賬項不計息，惟一位客戶欠付之餘額約28,490,000港元（二零一七年：65,480,000港元）按0.25厘之息率計息（二零一七年：0.25厘），固定還款期為60日。

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21. ACCOUNTS AND BILLS RECEIVABLE

(continued)

An ageing analysis of the accounts and bills receivable as at the end of the reporting period, based on the date of goods delivered, 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
Within 90 days 90日內	95,515	141,441
Between 91 and 180 days 91日至180日	366	13
Between 181 and 365 days 181日至365日	1	5
Over 365 days 365日以上	4	-
	95,886	141,459

The ageing analysis of accounts and bills receivable that are not considered to be impaired 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
Neither past due nor impaired 未逾期或未出現減值	84,133	127,640
Less than 90 days past due 逾期少於90日	11,685	13,802
Over 90 days past due 逾期超過90日	68	17
	95,886	141,459

Receivables that were neither past due nor impaired relate to a few recognised and creditworthy customers for whom there was no recent history of default.

21. 應收賬項及票據 (續)

以貨物交付日期為基準，應收賬項及票據於報告期末之賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 90 days 90日內	95,515	141,441
Between 91 and 180 days 91日至180日	366	13
Between 181 and 365 days 181日至365日	1	5
Over 365 days 365日以上	4	-
	95,886	141,459

並未視為出現減值之應收賬項及票據之賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired 未逾期或未出現減值	84,133	127,640
Less than 90 days past due 逾期少於90日	11,685	13,802
Over 90 days past due 逾期超過90日	68	17
	95,886	141,459

並無逾期或減值之應收款項涉及少數知名及具信譽之客戶，彼等近期並無拖欠付款記錄。

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21. ACCOUNTS AND BILLS RECEIVABLE

(continued)

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company 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. The Group does not hold any collateral or other credit enhancements over these balances.

21. 應收賬項及票據 (續)

已逾期但並無列作減值之應收款項，涉及若干與本集團關係良好之獨立客戶。據以往經驗，本公司董事們認為，並無需要就該等結餘作出減值撥備，原因為信貸質素並無重大變化，而結餘仍被視作可全數追回。本集團並無就該等結餘持有任何抵押品或其他信貸提升安排。

22. CASH AND CASH EQUIVALENTS

22. 現金及等同現金項目

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances 現金及銀行結餘	81,353	101,923
Time deposits with original maturity of less than three months 原定到期日少於三個月之定期存款	36,350	101,689
Time deposits with original maturity of over three months when acquired 於收購時原定到期日逾三個月之定期存款	686,589	572,204
Cash and cash equivalents 現金及等同現金項目	804,292	775,816

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22. CASH AND CASH EQUIVALENTS (continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$11,480,000 (2017: HK\$11,185,000). RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one week and one year depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates.

The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

22. 現金及等同現金項目 (續)

於報告期末，本集團以人民幣計算之現金及銀行結餘約達11,480,000港元（二零一七年：11,185,000港元）。人民幣不得自由兌換為其他貨幣。然而，根據中國內地外匯管制條例及結匯、售匯及付匯管理規定，本集團可在獲准進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率之浮動利率計息。定期存款之期限由一週至一年不等，視乎本集團之即時現金需求而定，按有關定期存款利率計息。

銀行結餘及定期存款存置在信譽良好之銀行，近期並無拖欠。

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23. ACCOUNTS AND BILLS PAYABLE

An ageing analysis of the accounts and bills payable as at the end of the reporting period, based on the date of goods received, 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
Within 90 days 90日內	115,162	129,954
Between 91 and 180 days 91日至180日	13,201	14,757
Between 181 and 365 days 181日至365日	220	547
Over 365 days 365日以上	4,376	3,564
	132,959	148,822

The accounts payable are non-interest-bearing and are normally settled on 90-day terms.

23. 應付賬項及票據

以收訖貨物日期為基準，應付賬項及票據於報告期末之賬齡分析如下：

應付賬項不計息，且一般須於90日期限內清付。

24. DERIVATIVE FINANCIAL INSTRUMENTS

	2018 二零一八年		2017 二零一七年	
	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
Forward currency contracts 遠期外幣合約	-	927	-	-

The carrying amounts of forward currency contracts were the same as their fair values. The above transactions involving derivative financial instruments were with a creditworthy bank with no recent history of default.

24. 衍生金融工具

遠期外幣合約之賬面值與其公平值相同。上述涉及衍生金融工具之交易乃與近期並無違約記錄之具信譽銀行進行。

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24. DERIVATIVE FINANCIAL INSTRUMENTS

(continued)

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Net fair value losses on non-hedging currency derivatives amounting to HK\$7,598,000 were charged to the statement of profit or loss (2017: HK\$530,000) (note 7).

The fair values of derivative financial instruments are based on quoted prices.

25. BANKING FACILITIES

As at 31 March 2018, the Group had available banking facilities amounting to HK\$99,000,000 (2017: HK\$99,000,000) of which nil (2017: HK\$805,000) was utilised. The banking facilities were supported by corporate guarantees executed by the Company.

24. 衍生金融工具 (續)

本集團已訂立多項遠期貨幣合約管理其未能符合以對沖會計法處理之外匯風險。非對沖貨幣衍生工具之公平值虧損淨額為7,598,000港元(二零一七年: 530,000港元)已於年內計入損益表中(附註7)。

衍生金融工具之公平值乃按報價計算。

25. 銀行融資

於二零一八年三月三十一日,本集團有可動用銀行融資共99,000,000港元(二零一七年: 99,000,000港元),其中已動用零港元(二零一七年: 805,000港元)。銀行融資由本公司提供公司擔保。

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26. DEFERRED TAX LIABILITIES

26. 遞延稅項負債

	Revaluation of buildings and investment properties 樓宇及 投資物業重估值 HK\$'000 千港元
At 1 April 2016 於二零一六年四月一日	16,878
Deferred tax debited to the consolidated statement of profit or loss during the year (note 10) 年內計入綜合損益表之遞延稅項(附註10)	(281)
Deferred tax charged to equity during the year 年內計入權益之遞延稅項	4,328
Exchange realignment 外匯調整	(1,048)
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	19,877
Deferred tax charged to the consolidated statement of profit or loss during the year (note 10) 年內計入綜合損益表之遞延稅項(附註10)	1,682
Exchange realignment 外匯調整	2,152
At 31 March 2018 於二零一八年三月三十一日	23,711

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27. SHARE CAPITAL

Shares

27. 股本

股份

	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股數目		HK\$'000 千港元	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
Authorised: 法定：				
Balance at beginning and end of year 年初及年終結餘	1,000,000,000	1,000,000,000	100,000	100,000
Issued and fully paid: 已發行及繳足：				
Balance at beginning of year 年初結餘	699,693,445	695,842,445	69,969	69,584
Share options exercised (note (a)) 已行使購股權 (附註(a))	2,082,000	7,257,000	208	726
Repurchased (note (b)) 購回 (附註(b))	(8,274,000)	(3,406,000)	(827)	(341)
Balance at end of year 年終結餘	693,501,445	699,693,445	69,350	69,969

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27. SHARE CAPITAL (continued)

Shares (continued)

During the year, the movements in share capital were as follows:

- (a) The subscription rights attaching to 150,000 (2017: 305,000), 210,000 (2017: 669,000), 500,000 (2017: 1,660,000), 850,000 (2017: 2,337,000) and 372,000 (2017: 2,286,000) share options were exercised at the subscription prices of HK\$0.972, HK\$1.196, HK\$1.58, HK\$1.25 and HK\$1.908 per share, respectively. These resulted in the issue of 2,082,000 (2017: 7,257,000) shares of HK\$0.1 each and a total cash consideration, before expenses, of approximately HK\$2,959,000 (2017: HK\$11,002,000). An amount of HK\$711,000 (2017: HK\$1,717,000) was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (b) During the year, the Company repurchased its 8,274,000 (2017: 3,406,000) ordinary shares at prices ranging from HK\$2.08 to HK\$2.48 per share at a total consideration of approximately HK\$18,566,000 (2017: HK\$6,276,000). 8,274,000 (2017: 3,406,000) repurchased ordinary shares were cancelled during the year. Details of the repurchases are disclosed under the heading of "Purchase, redemption or sale of the Company's listed securities" in the Report of the Directors. The premium of approximately HK\$17,739,000 (2017: HK\$5,935,000) paid on the repurchase of these shares was debited to the share premium account and an amount of HK\$827,000 (2017: HK\$341,000) was transferred from retained profits of the Company to the capital redemption reserve.

27. 股本 (續)

股份 (續)

年內，股本之變動如下：

- (a) 附於150,000份(二零一七年：305,000份)、210,000份(二零一七年：669,000份)、500,000份(二零一七年：1,660,000份)、850,000份(二零一七年：2,337,000份)及372,000份(二零一七年：2,286,000份)購股權上之認購權分別按照每股0.972港元、1.196港元、1.58港元、1.25港元及1.908港元之認購價獲行使。因此發行2,082,000股(二零一七年：7,257,000股)每股面值0.1港元之股份，未扣除費用之總現金代價約為2,959,000港元(二零一七年：11,002,000港元)。購股權獲行使後，購股權儲備中711,000港元(二零一七年：1,717,000港元)轉撥至股份溢價賬。
- (b) 於本年度，本公司以每股2.08港元至2.48港元之價格購回其8,274,000股普通股(二零一七年：3,406,000股)，總代價約為18,566,000港元(二零一七年：6,276,000港元)。所購回之8,274,000股普通股(二零一七年：3,406,000股)已於本年度註銷。購回之詳情於董事會報告內「購買、贖回或出售本公司之上市證券」一段披露。就購回該等股份所支付之溢價約17,739,000港元(二零一七年：5,935,000港元)已自股份溢價賬中扣除，並已從本公司保留溢利轉撥827,000港元(二零一七年：341,000港元)至資本贖回儲備。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

Share option scheme

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Share Option Scheme included the Company’s directors (including independent non-executive directors), other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, and any shareholder of the Group. The Share Option Scheme became effective on 29 August 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date and will expire in 2021.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group may not exceed 30% of the shares of the Company in issue at any time. Unless approved by the shareholders of the Company in a general meeting, the maximum number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue as at the date of grant.

28. 購股權計劃及股份獎勵計劃

購股權計劃

本公司設立購股權計劃（「購股權計劃」），旨在鼓勵及嘉獎為本集團業務成功作出貢獻之合資格參與者。購股權計劃之合資格參與者包括本公司之董事（包括獨立非執行董事）、本集團之其他僱員、本集團之貨品或服務供應商、本集團之客戶、向本集團提供研究、開發或其他技術支持之任何人士或實體及本集團任何股東。購股權計劃於二零一一年八月二十九日生效，而除已註銷或修訂外，將於該日起計有效十年，並於二零二一年到期。

因行使根據購股權計劃及本集團採納的任何其他購股權計劃授出而尚未行使其所有購股權而可發行之股份總數，不得超過本公司任何時間已發行股份之30%。除非經本公司股東於股東大會上批准，否則於截至授出日期止任何12個月期間因行使根據購股權計劃及本公司任何其他購股權計劃授出之購股權（包括已行使、註銷及尚未行使之購股權）而向每名合資格參與者發行及可發行之股份總數，不得超過本公司於授出日期已發行股份之1%。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or any independent non-executive director of the Company, or to any of their associates in excess of 0.1% of the shares of the Company in issue on that date and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in a general meeting.

The period within which the options must be exercised will be determined by the board of directors of the Company at its absolute discretion. This period will expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 28 days from the date of offer, and the amount payable on acceptance of an offer is HK\$1.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average of closing prices of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share of the Company on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

向本公司之董事、行政總裁、主要股東或彼等任何聯繫人授出購股權必須經本公司獨立非執行董事事先批准。此外，於任何12個月期間，倘向本公司其中一名主要股東、獨立非執行董事或彼等任何聯繫人授出涉及超過本公司於該日已發行股份0.1%而總值超過5百萬港元（根據本公司於授出日期之股份價格計算）之購股權，則本公司須事先於股東大會獲得股東批准。

購股權須予行使之期間由本公司董事會全權決定。該期間將不遲於授出購股權當日起10年後屆滿。於授出購股權時，本公司可指定購股權行使前須持有之最短期限。建議授出之購股權可於建議授出日期起計28天內接納，且接納授出建議時須繳付1港元之代價。

於購股權獲行使時將發行之本公司股份之認購價，不得低於(i)本公司股份於授出日期在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份於授出日期之面值三者中之較高者。

購股權並未賦予持有人收取股息或於股東大會上投票之權利。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

The following share options were outstanding under the Share Option Scheme during the year:

Name or category of participants	Number of share options 購股權數目					At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之 行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 於購股權 授出日期之 本公司股價*** HK\$港元 per share每股
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year	At 31 March 2018					
參與者姓名或類別	於二零一七年 四月一日	年內授出	年內行使	年內喪失	於二零一八年 三月三十一日	購股權之授出日期*	購股權之行使期間			
Directors 董事										
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
Mr. Kimmel, Phillip Brian 柯民佑先生	240,000	-	(200,000)	-	40,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57	
	180,000	-	-	-	180,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57	
	180,000	-	-	-	180,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57	
	200,000	-	(200,000)	-	-	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25	
	150,000	-	(150,000)	-	-	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25	
	150,000	-	(150,000)	-	-	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25	
	200,000	-	-	-	200,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90	
	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90	
	150,000	-	-	-	150,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90	
	-	120,000	-	-	120,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12	
	-	90,000	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12	
	-	90,000	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12	

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

下列購股權為年內購股權計劃下未行使之購股權：

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價** HK\$港元 per share每股	授出日期之本公司股價*** HK\$港元 per share每股
Directors (continued) 董事 (續)									
Mr. Mumma, Adin David 馬大衛先生	-	260,000	-	-	260,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	195,000	-	-	195,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	195,000	-	-	195,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
Mr. Wong Hei-chiu 黃禧超先生	120,000	-	(120,000)	-	-	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	200,000	-	-	200,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	150,000	-	-	150,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	150,000	-	-	150,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間		
Directors (continued) 董事 (續)									
Mr. Chow Wing-kin, Anthony, SBS, JP 周永健先生· 銀紫荊星章·太平紳士	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	60,000	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
Mr. Chan Ho-man, Daniel 陳浩文先生	120,000	-	(120,000)	-	-	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	120,000	-	-	120,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	90,000	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	90,000	-	-	90,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價** HK\$港元 per share每股	授出日期之本公司股價*** HK\$港元 per share每股
Directors (continued) 董事 (續)									
Mr. Tam King-ching, Kenny 譚競正先生	90,000	-	-	-	90,000	13 January 2012 二零一二年一月十三日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	0.972	0.95
	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	1.196	1.19
	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19
	120,000	-	-	-	120,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57
	120,000	-	-	-	120,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	60,000	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options** 購股權之行使價** HK\$港元 per share每股	Price of the Company's shares at grant date of options*** 授出日期之本公司股價*** HK\$港元 per share每股
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間		
Directors (continued) 董事 (續)									
Mr. Yung Tse-kwong, Steven 戎子江先生	120,000	-	(120,000)	-	-	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57
	90,000	-	(90,000)	-	-	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57
	90,000	-	(90,000)	-	-	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	60,000	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價**	授出日期之本公司股價***
								HK\$港元 per share每股	HK\$港元 per share每股
Directors (continued) 董事 (續)									
Ms. Chan Mei-bo, Mabel 陳美寶女士	60,000	-	(60,000)	-	-	13 January 2012 二零一二年一月十三日	13 January 2012 to 28 August 2021 二零一二年一月十三日至二零二一年八月二十八日	0.972	0.95
	45,000	-	(45,000)	-	-	13 January 2012 二零一二年一月十三日	1 January 2013 to 28 August 2021 二零一三年一月一日至二零二一年八月二十八日	0.972	0.95
	45,000	-	(45,000)	-	-	13 January 2012 二零一二年一月十三日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	0.972	0.95
	120,000	-	(120,000)	-	-	15 January 2013 二零一三年一月十五日	15 January 2013 to 28 August 2021 二零一三年一月十五日至二零二一年八月二十八日	1.196	1.19
	90,000	-	(90,000)	-	-	15 January 2013 二零一三年一月十五日	1 January 2014 to 28 August 2021 二零一四年一月一日至二零二一年八月二十八日	1.196	1.19
	90,000	-	-	-	90,000	15 January 2013 二零一三年一月十五日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.196	1.19
	120,000	-	-	-	120,000	16 January 2014 二零一四年一月十六日	16 January 2014 to 28 August 2021 二零一四年一月十六日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2015 to 28 August 2021 二零一五年一月一日至二零二一年八月二十八日	1.580	1.57
	90,000	-	-	-	90,000	16 January 2014 二零一四年一月十六日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.580	1.57
	120,000	-	-	-	120,000	19 January 2015 二零一五年一月十九日	19 January 2015 to 28 August 2021 二零一五年一月十九日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2016 to 28 August 2021 二零一六年一月一日至二零二一年八月二十八日	1.250	1.25
	90,000	-	-	-	90,000	19 January 2015 二零一五年一月十九日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.250	1.25
	120,000	-	-	-	120,000	22 January 2016 二零一六年一月二十二日	22 January 2016 to 28 August 2021 二零一六年一月二十二日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2017 to 28 August 2021 二零一七年一月一日至二零二一年八月二十八日	1.908	1.90
	90,000	-	-	-	90,000	22 January 2016 二零一六年一月二十二日	1 January 2018 to 28 August 2021 二零一八年一月一日至二零二一年八月二十八日	1.908	1.90
	-	60,000	-	-	60,000	19 January 2018 二零一八年一月十九日	19 January 2018 to 28 August 2021 二零一八年一月十九日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2019 to 28 August 2021 二零一九年一月一日至二零二一年八月二十八日	2.170	2.12
	-	45,000	-	-	45,000	19 January 2018 二零一八年一月十九日	1 January 2020 to 28 August 2021 二零二零年一月一日至二零二一年八月二十八日	2.170	2.12
	5,200,000	2,350,000	(1,600,000)	-	5,950,000				

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

Name or category of participants	Number of share options 購股權數目				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價**	授出日期之本公司股價***
								HK\$港元 per share每股	HK\$港元 per share每股

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Name or category of participants	Number of share options				At 31 March 2018	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares at grant date of options***
	At 1 April 2017	Granted during the year	Exercised during the year	Forfeited during the year					
參與者姓名或類別	於二零一七年四月一日	年內授出	年內行使	年內喪失	於二零一八年三月三十一日	購股權之授出日期*	購股權之行使期間	購股權之行使價**	授出日期之本公司股價***
								HK\$港元 per share每股	HK\$港元 per share每股
Other employees									
其他僱員									
In aggregate	40,000	-	-	-	40,000	13 January 2012	13 January 2012 to 28 August 2021	0.972	0.95
合共	30,000	-	-	-	30,000	13 January 2012	13 January 2013 to 28 August 2021	0.972	0.95
	30,000	-	-	-	30,000	13 January 2012	1 January 2014 to 28 August 2021	0.972	0.95
	112,000	-	-	-	112,000	15 January 2013	15 January 2013 to 28 August 2021	1.196	1.19
	110,000	-	-	-	110,000	15 January 2013	1 January 2014 to 28 August 2021	1.196	1.19
	288,000	-	-	-	288,000	15 January 2013	1 January 2015 to 28 August 2021	1.196	1.19
	15,000	-	-	-	15,000	15 January 2013	1 January 2016 to 28 August 2021	1.196	1.19
	640,000	-	-	(340,000)	300,000	16 January 2014	16 January 2014 to 28 August 2021	1.580	1.57
	480,000	-	-	(255,000)	225,000	16 January 2014	1 January 2015 to 28 August 2021	1.580	1.57
	480,000	-	-	(255,000)	225,000	16 January 2014	1 January 2016 to 28 August 2021	1.580	1.57
	740,000	-	(140,000)	(260,000)	340,000	19 January 2015	19 January 2015 to 28 August 2021	1.250	1.25
	555,000	-	(105,000)	(195,000)	255,000	19 January 2015	1 January 2016 to 28 August 2021	1.250	1.25
	615,000	-	(105,000)	(195,000)	315,000	19 January 2015	1 January 2017 to 28 August 2021	1.250	1.25
	724,000	-	-	(80,000)	644,000	22 January 2016	22 January 2016 to 28 August 2021	1.908	1.90
	630,000	-	(12,000)	(60,000)	558,000	22 January 2016	1 January 2017 to 28 August 2021	1.908	1.90
	1,128,000	-	(120,000)	(60,000)	948,000	22 January 2016	1 January 2018 to 28 August 2021	1.908	1.90
	-	740,000	-	-	740,000	19 January 2018	19 January 2018 to 28 August 2021	2.170	2.12
	-	555,000	-	-	555,000	19 January 2018	1 January 2019 to 28 August 2021	2.170	2.12
	-	555,000	-	-	555,000	19 January 2018	1 January 2020 to 28 August 2021	2.170	2.12
	6,617,000	1,850,000	(482,000)	(1,700,000)	6,285,000				
	11,817,000	4,200,000	(2,082,000)	(1,700,000)	12,235,000				

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

Notes to the reconciliation of share options outstanding during the year:

- * The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options.

The weighted average share price at the date of exercise for share options exercised during the year was HK\$2.42 per share (2017: HK\$2.16 per share).

The 2,082,000 (2017: 7,257,000) share options exercised during the year resulted in the issue of 2,082,000 (2017: 7,257,000) ordinary shares of the Company and new share capital of approximately HK\$208,000 (2017: HK\$726,000) and share premium of approximately HK\$2,751,000 (2017: HK\$10,276,000), as further detailed in note 27 to the financial statements. An amount of HK\$711,000 (2017: HK\$1,717,000) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

年內未行使購股權對賬表附註：

- * 購股權之歸屬期自授出日期起至開始行使日期止。
- ** 購股權之行使價或因供股或紅股發行之調整或其他本公司股本之類似變動而更改。
- *** 上述於購股權授出日期之本公司股份價格乃緊接購股權授出日期前一個交易日之聯交所收市價。

年內於購股權行使日期之加權平均股價為每股2.42港元(二零一七年：每股2.16港元)。

年內獲行使之2,082,000份購股權(二零一七年：7,257,000份)導致發行2,082,000股(二零一七年：7,257,000股)本公司普通股以及新股本約208,000港元(二零一七年：726,000港元)及股份溢價約2,751,000港元(二零一七年：10,276,000港元)，進一步詳情載於財務報表附註27。金額711,000港元(二零一七年：1,717,000港元)已於行使購股權時由購股權儲備轉讓至股份溢價賬。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

As at the end of the reporting period, the Company had 190,000, 795,000, 1,750,000, 1,510,000, 3,790,000 and 4,200,000 share options with exercise prices of HK\$0.972, HK\$1.196, HK\$1.58, HK\$1.25, HK\$1.908 and HK\$2.17 per share, respectively, outstanding under the Share Option Scheme, which altogether represented approximately 1.8% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 12,235,000 additional ordinary shares of the Company and additional issued share capital of approximately HK\$1,224,000 and share premium of approximately HK\$20,909,000 (before issue expenses).

As at the date of this report, the number of securities of the Company available for issue under the Share Option Scheme was approximately 23,003,000, representing approximately 3.3% of the issued share capital of the Company as at the date of this report. No share options were cancelled for the years ended 31 March 2018 and 2017.

During the year ended 31 March 2018, 4,200,000 (2017: Nil) share options were granted and their fair value was estimated at approximately HK\$1,644,000 (2017: Nil). The Group recognised share option expense of HK\$905,000 (2017: HK\$1,122,000) during the year.

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

於報告期末，本公司根據購股權計劃授出而尚未行使之購股權共有190,000份、795,000份、1,750,000份、1,510,000份、3,790,000份及4,200,000份，而行使價分別為每股0.972港元、1.196港元、1.58港元、1.25港元、1.908港元及2.17港元，合共佔本公司當日已發行股份約1.8%。根據本公司現時股本架構，全面行使尚未行使購股權將導致額外發行12,235,000股本公司普通股，而額外已發行股本及股份溢價則分別約1,224,000港元及約20,909,000港元（未扣除發行費用）。

於本報告日期，本公司根據購股權計劃可供發行之證券數目約為23,003,000股，相當於本公司於本報告日期之已發行股本約3.3%。截至二零一八年及二零一七年三月三十一日止年度概無購股權獲註銷。

於截至二零一八年三月三十一日止年度，4,200,000份購股權（二零一七年：無）已獲授出，其公平值估計約1,644,000港元（二零一七年：無）。年內，本集團已確認購股權開支為905,000港元（二零一七年：1,122,000港元）。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share option scheme (continued)

The fair value of share options granted during the year ended 31 March 2018 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the respective model used for the year ended 31 March 2018:

Date of share options granted:	19 January 2018
Volatility (%):	35.068
Risk-free interest rate (%):	1.526
Expected life of options (year):	3.61
Dividend yield (%):	4.04

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Share award scheme

A share award scheme (the “Share Award Scheme”) was adopted by the board of directors (the “Board”) of the Company on 3 June 2010 (the “Adoption Date”). The specific objectives of the Share Award Scheme are to recognise the contributions of certain employees of any member of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

28. 購股權計劃及股份獎勵計劃 (續)

購股權計劃 (續)

截至二零一八年三月三十一日止年度授出的購股權公平值乃於授出日期使用二項式估計，已考慮授出購股權之條款及條件。下表列出就於截至二零一八年三月三十一日止年度各自所使用之模式之輸入資料：

授出購股權日期：	二零一八年一月十九日
波幅(%)：	35.068
無風險利率(%)：	1.526
購股權之預期年期(年)：	3.61
股息率(%)：	4.04

購股權之預期年期乃按照歷史數據計算，但未必能顯示可能出現之行使模式。預期波幅反映有關歷史波幅顯示未來趨勢之假設，但未來趨勢未必與實際結果相同。

股份獎勵計劃

本公司董事會（「董事會」）於二零一零年六月三日（「採納日期」）採納一項股份獎勵計劃（「股份獎勵計劃」）。股份獎勵計劃之特定目標為表揚若干本集團任何成員公司之僱員作出之貢獻並給予獎勵，務求挽留該等僱員繼續為本集團之持續營運及發展效力，並吸引合適人員推動本集團之進一步發展。

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28. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (continued)

Share award scheme (continued)

The Board may, from time to time, at its sole discretion select any employee (the "Selected Employee") of any member of the Group for participation in the Share Award Scheme and determine the number of awarded shares to be awarded to the Selected Employees by taking into consideration matters including (without limitation) the general financial condition of the Group and the rank and performance of the relevant Selected Employee. The Board is entitled to impose any conditions (including a period of continued service within the Group after the date of the final approval by the Board of the total amount of shares to be awarded to the relevant Selected Employee on a single occasion pursuant to the Share Award Scheme), as it deems appropriate in its absolute discretion with respect to the entitlement of the Selected Employee to the awarded shares.

The Board shall not make any further award of awarded shares which will result in the nominal value of the shares awarded by the Board under the Share Award Scheme exceeding 10% of the issued share capital of the Company from time to time. The maximum number of shares which may be awarded to the Selected Employee under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

The Share Award Scheme shall terminate on the earlier of the 10th anniversary date of the Adoption Date and such date of early termination as determined by the Board.

Details of the Share Award Scheme are set out in the Company's announcement dated 3 June 2010.

No shares were awarded under the Share Award Scheme for the years ended 31 March 2018 and 2017.

28. 購股權計劃及股份獎勵計劃 (續)

股份獎勵計劃 (續)

董事會可不時全權酌情挑選本集團任何成員公司之任何僱員(「選定僱員」)參與股份獎勵計劃,並經考慮包括(但不限於)本集團之整體財政狀況及相關選定僱員之職級及表現等事項後釐定授予選定僱員之獎勵股份數目。董事會可全權酌情在其認為合適之情況下就選定僱員所享有之獎勵股份權利施加任何條件(包括於根據股份獎勵計劃於單一事件情況下董事會決定獎勵相關選定僱員的獎勵股份總額的最終批准日期後繼續為本集團服務之期限)。

倘若進一步授出獎勵股份將使董事會根據股份獎勵計劃授出的股份面值超過本公司不時已發行股本的10%,則不得進一步授出。根據股份獎勵計劃授予選定僱員的股份數目最高不得超過本公司不時已發行股本的1%。

股份獎勵計劃須於採納日期第十週年之日或董事會決定提早終止之日期(以較早者為準)終止。

股份獎勵計劃之詳情載於本公司日期為二零一零年六月三日之公佈。

截至二零一八年及二零一七年三月三十一日止年度概無根據股份獎勵計劃授出任何股份。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

29. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

29. 儲備

本集團於本年度及過往年度之儲備數額及其變動載於財務報表之綜合權益變動表。

30. DISPOSAL OF SUBSIDIARIES

(a) For the year ended 31 March 2018

Disposal of 上海君勳如舞國際貿易有限公司

30. 出售附屬公司

(a) 截至二零一八年三月三十一日止年度

出售上海君勳如舞國際貿易有限公司

	HK\$'000 千港元
Net assets disposed of: 所出售資產淨值：	
Accounts receivable 應收賬項	1,098
Inventories 存貨	-
	1,098
Gain on disposal of a subsidiary (note 11) 出售一間附屬公司之收益(附註11)	2,282
	3,380
Satisfied by: 以下列方式支付：	
Cash consideration 現金代價	3,380

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

30. DISPOSAL OF SUBSIDIARIES (continued)

(a) For the year ended 31 March 2018 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	HK\$'000 千港元
Cash consideration and net inflow of cash and cash equivalents in respect of the disposal of a subsidiary 有關出售一間附屬公司之現金代價以及現金及現金等價物流入淨額	3,380

(b) For the year ended 31 March 2018

Disposal of Kingmaker Zhong Shan

	HK\$'000 千港元
Net assets disposed of: 所出售資產淨值:	
Property, plant and equipment 物業、廠房及設備	43,441
Prepaid land lease payments 預付土地租賃款項	7,440
Accrued liabilities and other payables 應計負債及其他應付賬項	(6,255)
Tax payables 應付稅項	(8,982)
	35,644
Exchange fluctuation reserve 匯兌波動儲備	(22,441)
Gain on disposal of a subsidiary 出售一間附屬公司之收益	174,381
	187,584
Satisfied by: 以下列方式支付:	
Cash consideration 現金代價	187,584

30. 出售附屬公司 (續)

(a) 截至二零一八年三月三十一日止年度 (續)

就出售一間附屬公司作出之現金及現金等價物流入淨額分析如下:

(b) 截至二零一八年三月三十一日止年度

出售順星中山

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

30. DISPOSAL OF SUBSIDIARIES (continued)

(b) For the year ended 31 March 2018 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	HK\$'000 千港元
Cash consideration and net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	
有關出售一間附屬公司之現金代價以及現金及現金等價物流入淨額	187,584

(c) For the year ended 31 March 2017

On 9 January 2017, the Group entered into a joint venture agreement with an independent third party, Vast King International Holdings Limited, to establish Alliance Investment with a registered capital of US\$28,120,000. Pursuant to the agreement, the Group transferred its entire equity interests in Star Praised Limited and its subsidiary (the "Star Praised Group") and Empress Choice Limited and its subsidiary (the "Empress Choice Group") to Alliance Investment at a cash consideration of approximately US\$20,000,000 (subject to adjustment), of which approximately US\$8,000,000 was used for paying up the Group's 40% equity interests in Alliance Investment. The difference between the final adjusted consideration amount and US\$8,000,000 was paid by Alliance Investment to the Group in cash. Vast King International Holdings Limited subscribed for 60% equity interests in Alliance Investment at cash consideration of approximately US\$12,000,000. On 1 March 2017, the Star Praised Group and the Empress Choice Group ceased to be the Group's subsidiaries and became associates.

30. 出售附屬公司 (續)

(b) 截至二零一八年三月三十一日止年度 (續)

就出售一間附屬公司作出之現金及現金等價物流入淨額分析如下：

(c) 截至二零一七年三月三十一日止年度

於二零一七年一月九日，本集團與獨立第三方Vast King International Holdings Limited訂立合營協議，以成立Alliance Investment，註冊資本為28,120,000美元。根據協議，本集團將按現金代價約20,000,000美元（可予調整）向Alliance Investment轉讓其於Star Praised Limited及其附屬公司（「Star Praised集團」）以及Empress Choice Limited及其附屬公司（「Empress Choice集團」）之全部股權，當中約8,000,000美元用作支付本集團於Alliance Investment之40%股權。最終經調整代價金額與8,000,000美元之差額將由Alliance Investment以現金向本集團支付。Vast King International Holdings Limited以現金代價約12,000,000美元認購Alliance Investment之60%股權。於二零一七年三月一日，Star Praised集團及Empress Choice集團不再為本集團之附屬公司，而成為聯營公司。

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財務報表附註

31 March 2018 二零一八年三月三十一日

30. DISPOSAL OF SUBSIDIARIES (continued)

(c) For the year ended 31 March 2017 (continued)

30. 出售附屬公司 (續)

(c) 截至二零一七年三月三十一日止年度
(續)

	Notes 附註	HK\$'000 千港元
Net assets disposed of: 所出售資產淨值：		
Property, plant and equipment 物業、廠房及設備	14	86,232
Prepaid land lease payments 預付土地租賃款項	15	23,078
Deposits paid for the lease of a parcel of land 租賃一幅地塊之已付按金		27,546
		136,856
Exchange fluctuation reserve 匯兌波動儲備		7,279
Gain on disposal of subsidiaries 出售附屬公司之收益		4,167
		148,302
Satisfied by: 以下列方式支付：		
Investments in associates 聯營公司投資		58,724
Cash consideration 現金代價		89,578
		148,302

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

30. DISPOSAL OF SUBSIDIARIES (continued)

(c) For the year ended 31 March 2017 (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	HK\$'000 千港元
Cash consideration and net inflow of cash and cash equivalents in respect of the disposal of subsidiaries 有關出售附屬公司之現金代價以及現金及現金等價物流入淨額	89,578

31. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 16) under operating lease arrangements, with leases negotiated for terms ranging from two to seven years. The terms of the leases generally also required the tenants to pay security deposits.

As at the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

30. 出售附屬公司 (續)

(c) 截至二零一七年三月三十一日止年度 (續)

就出售附屬公司作出之現金及現金等價物流入淨額分析如下：

31. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排出租其投資物業(附註16)，租約議訂之租期介乎兩年至七年。租約條款一般亦要求租戶支付保證金。

於報告期末，本集團根據與租戶訂立之不可撤銷經營租約之未來最低租約收款總額之到期情況如下：

	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	7,687	3,712
In the second to fifth years, inclusive 第二至第五年(包括首尾兩年)	8,697	-
After five years 五年後	1,165	-
	17,549	3,712

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

31. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee

The Group leases certain of its land and buildings under operating lease arrangements, with leases negotiated for terms ranging from one to four years.

As at the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	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	1,642	1,426
In the second to fifth years, inclusive 第二至第五年(包括首尾兩年)	2,393	32
	4,035	1,458

32. COMMITMENTS

In addition to the operating lease commitments detailed in note 31(b) above, the Group had contracted for the following capital commitments:

- (i) As at the end of the reporting period, the Group had commitments in respect of management fees payable in relation to certain land in Vietnam falling due as follows:

	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	1,322	566
In the second to fifth years, inclusive 第二至第五年(包括首尾兩年)	5,286	2,263
After five years 五年後	38,203	13,531
	44,811	16,360

31. 經營租約安排 (續)

(b) 作為承租人

本集團根據經營租約安排租賃其若干土地及樓宇，租約議訂之租期介乎一至四年。

於報告期末，本集團根據不可撤銷經營租約之未來最低租約付款總額之到期情況如下：

32. 承擔

除上文附註31(b)所詳述之經營租約承擔外，本集團亦就下列資本承擔訂立合約：

- (i) 於報告期末，本集團於下列期限到期應付之有關若干越南土地之管理費承擔如下：

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

32. COMMITMENTS (continued)

- (ii) As at the end of the reporting period, the Group had capital commitments in respect of property, plant and equipment as follows:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contracted but not provided for 已訂約但未撥備：		
– construction of factory buildings – 廠房大廈工程	1,755	7,020
– purchase of software – 購買軟件	117	546
	1,872	7,566

32. 承擔 (續)

- (ii) 於報告期末，本集團有關物業、廠房及設備之資本承擔如下：

- (iii) Other commitments

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contracted but not provided for 已訂約但未撥備		
– establishment of production plants in Mainland China – 於中國內地設立生產廠房	132,846	132,846
– lease of parcels of land in Vietnam – 租賃越南土地地塊	–	35,084
	132,846	167,930

- (iii) 其他承擔

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

33. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, during the year, the Group paid rental expenses of HK\$1,013,000 (2017: HK\$950,000) to Kingmaker Footwear Company Limited, a related company of which Mdm. Huang Hsiu-duan, Helen, director and shareholder of the Company, is also director and shareholder. During the year ended 31 March 2017, the Group paid rental expenses of HK\$4,000 to Mr. Chen Yi-wu, the son of Mdm. Huang Hsiu-duan, Helen.

The rental expenses were determined with reference to the market conditions existing at the time when the respective rental agreements were entered into.

The related party transactions above also constitute connected transactions as defined in Chapter 14A of the Listing Rules.

- (b) Compensation of key management personnel of the Group:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short term employee benefits 短期僱員福利	19,842	13,419
Post-employment benefits 僱用後福利	72	72
Equity-settled share option expense 以權益結算之購股權開支	571	543
Total compensation paid to key management personnel 支付給關鍵管理人員的報酬合計	20,485	14,034

Further details of directors' emoluments are included in note 8 to the financial statements.

33. 關聯方交易

- (a) 除此等財務報表其他部分所詳述之交易外，本集團於年內曾向關聯公司信星製鞋股份有限公司支付租金費用1,013,000港元（二零一七年：950,000港元），而本公司董事兼股東黃秀端女士亦為該公司董事兼股東。於截至二零一七年三月三十一日止年度，本集團已向黃秀端女士之子陳奕舞先生支付租金費用4,000港元。

該等租金費用乃參考訂立有關租賃協議當時之市況而釐定。

上述關聯方交易亦構成上市規則第14A章所定義之關連交易。

- (b) 本集團關鍵管理人員的報酬：

有關董事酬金之其他詳情載於財務報表附註8。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018

Financial assets

34. 按類別劃分之金融工具

各類別金融工具於報告期末之賬面值如下：

二零一八年

財務資產

	Loans and receivables 貸款及應收款項 HK\$'000 千港元
Accounts and bills receivable 應收賬項及票據	95,886
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	6,435
Due from an associate 應收一間聯營公司款項	31,633
Cash and cash equivalents 現金及等同現金項目	804,292
	938,246

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

34. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Financial liabilities

34. 按類別劃分之金融工具 (續)

財務負債

	Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元	Financial liabilities at fair value through profit or loss held for trading 透過損益以公平值列賬之持作交易財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accounts and bills payable 應付賬項及票據	132,959	-	132,959
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	102,902	-	102,902
Derivative financial instruments 衍生金融工具	-	927	927
	235,861	927	236,788

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

34. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

34. 按類別劃分之金融工具 (續)

2017

二零一七年

Financial assets

財務資產

	Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Available- for-sale financial assets 可供出售 財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments 可供出售投資	–	530	530
Accounts and bills receivable 應收賬項及票據	141,459	–	141,459
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	4,457	–	4,457
Due from an associate 應收一間聯營公司款項	11,116	–	11,116
Cash and cash equivalents 現金及等同現金項目	775,816	–	775,816
	932,848	530	933,378

Financial liabilities

財務負債

	Financial liabilities at amortised cost 按攤銷成本計值 之財務負債 HK\$'000 千港元
Accounts and bills payable 應付賬項及票據	148,822
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	101,239
	250,061

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

35. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

Fair value measurement using 公平值計量所使用			
Quoted prices in active markets (Level 1) 於活躍市場之 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入 數據 (第二級) HK\$'000 千港元		Total 合計 HK\$'000 千港元
31 March 2017: 二零一七年三月三十一日:			
Available-for-sale investments: 可供出售投資:			
Listed investments 上市投資	530	-	530

The Group did not have any financial assets measured at fair value as at 31 March 2018.

35. 金融工具之公平值層級

下表列示本集團金融工具之公平值計量層級:

按公平值計值之資產:

Fair value measurement using 公平值計量所使用			
Quoted prices in active markets (Level 1) 於活躍市場之 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入 數據 (第二級) HK\$'000 千港元		Total 合計 HK\$'000 千港元
31 March 2017: 二零一七年三月三十一日:			
Available-for-sale investments: 可供出售投資:			
Listed investments 上市投資	530	-	530

截至二零一八年三月三十一日，本集團並無以公平值計值之金融資產。

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財務報表附註

31 March 2018 二零一八年三月三十一日

35. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value:

	Fair value measurement using 公平值計量所使用		
	Quoted prices in active markets (Level 1) 於活躍市場之 報價(第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入 數據(第二級) HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2018: 二零一八年三月三十一日:			
Derivative financial instruments 衍生金融工具	-	927	927

The Group did not have any financial liabilities measured at fair value as at 31 March 2017.

During the year, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3 for both financial assets and financial liabilities (2017: Nil).

36. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

As at 31 March 2018, payables for additions of items of property, plant and equipment and prepaid land lease payments of HK\$24,045,000 (2017: HK\$25,867,000) and HK\$35,084,000 (2017: Nil), respectively, were not yet settled.

35. 金融工具之公平值層級(續)

按公平值計值之負債:

截至二零一七年三月三十一日，本集團並無以公平值計值之金融負債。

年內，財務資產及財務負債概無任何公平值計量方式於第一級及第二級之間轉換，亦無轉入或轉出第三級者(二零一七年：無)。

36. 綜合現金流量表附註

主要非現金交易

於二零一八年三月三十一日，添置物業、廠房及設備項目應付賬項24,045,000港元(二零一七年：25,867,000港元)及預付土地租賃款項35,084,000港元(二零一七年：無)仍未清付。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise cash and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts and bills receivable, other receivables, accounts and bills payable and other payables, which arise directly from its operations.

The Group also entered into derivative transactions, including principally forward currency contracts. The purpose was to manage the currency risks arising from the Group's operations. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group has no material interest-bearing borrowings and believes its exposure to cash flow interest rate risk is minimal.

37. 財務風險管理目標及政策

本集團之主要金融工具，除衍生工具外，包括現金及定期存款。該等金融工具之主要用途在於為本集團業務集資。本集團有多項由經營直接產生之其他財務資產及負債，如應收賬項及票據、其他應收賬項，以及應付賬項及票據及其他應付賬項等。

本集團亦訂立衍生工具交易，主要包括遠期貨幣合約。訂立有關交易之目的為管理本集團業務所產生之貨幣風險。於整個回顧年度內，本集團之政策為不從事金融工具之買賣，而此亦為其一貫政策。

本集團之金融工具所產生的主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會已審閱並同意管理各項風險之政策，政策之概要如下。

利率風險

本集團並無重大計息借貸，並相信其所承受之現金流利率風險極微。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars, Renminbi or United States dollars. Given that the Hong Kong dollar is pegged to the United States dollar, the Group does not have a foreign currency hedging policy on it. However, considering the fluctuation of RMB, the Group has entered into forward currency contracts to manage the foreign currency risk arising from the Group's operations. Moreover, the majority of the Group's operating assets are located in Mainland China and denominated in RMB. As the Group's financial statements are reported in Hong Kong dollars, there will be a translation credit/(charge) to the exchange fluctuation reserve as a result of the RMB appreciation/(depreciation).

The following table demonstrates the sensitivity as at the end of the reporting period to a reasonably possible change in the RMB and VND exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities and forward currency contracts).

37. 財務風險管理目標及政策 (續)

外匯風險

本集團之貨幣資產、負債及交易主要以港元、人民幣或美元計值。鑒於港元與美元掛鈎，本集團並無就此採用外匯對沖政策。然而，考慮到人民幣波動，本集團已訂立遠期貨幣合約以管理本集團業務所產生之外匯風險。此外，本集團大部分業務資產均位於中國內地，並以人民幣計值。由於本集團之財務報表以港元作報告單位，故人民幣升值／（貶值）將對匯兌波動儲備產生換算收益／（開支）。

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利（因貨幣資產及負債，及遠期貨幣合約之公平值變動）對報告期末人民幣及越南盾匯率可能合理出現之變動之敏感度。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

37. 財務風險管理目標及政策 (續)

外匯風險 (續)

	Increase/ (decrease) in exchange rate 匯率 上升 / (下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加 / (減少) HK\$'000 千港元
2018 二零一八年		
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	5	538
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值	(5)	(538)
If Hong Kong dollar weakens against VND 倘港元兌越南盾貶值	5	(1,383)
If Hong Kong dollar strengthens against VND 倘港元兌越南盾升值	(5)	1,383
2017 二零一七年		
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	5	226
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值	(5)	(226)
If Hong Kong dollar weakens against VND 倘港元兌越南盾貶值	5	(3,028)
If Hong Kong dollar strengthens against VND 倘港元兌越南盾升值	(5)	3,028

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財務報表附註

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been attached with a trading limit and any excess to the limit must be approved by the general manager of the operation unit. Under the tight control of the credit term and detailed assessment of the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, other receivables and an amount due from an associate, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

At the end of the reporting period, the Group had certain concentrations of credit risk as 30% (2017: 46%) and 82% (2017: 85%) of the Group's accounts and bills receivable were due from the Group's largest customer and the five largest customers, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts and bills receivable are disclosed in note 21 to the financial statements.

None of the Group's other receivables is either past due or impaired. The financial assets are included in other receivables for which there was no recent history of default.

37. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與具知名度及信譽良好之客戶進行交易。本集團之政策為所有欲以信貸條款進行貿易之客戶均須經信貸核實過程。此外，應收賬項結餘會以持續基準及獨立基準監察。各客戶均有買賣限額，而超逾限額之買賣必須經由營運單位總經理批准。由於實施嚴格之信貸條款限制及對每名客戶進行詳細之信貸評審，本集團所承受之壞賬風險維持於低水平。

本集團其他財務資產（包括現金及等同現金項目、其他應收賬項及應收一間聯營公司款項）之信貸風險乃來自對方違約，而所承受之最大風險相當於該等工具之賬面值。

於報告期末，本集團來自本集團最大客戶及五大客戶之應收賬項及票據承受若干信貸集中風險分別為30%（二零一七年：46%）及82%（二零一七年：85%）。

有關本集團就應收賬項及票據所承受之信貸風險之進一步量化數據於財務報表附註21中披露。

本集團之其他應收賬項並無逾期或出現減值。計入其他應收賬項之財務資產近期概無違約記錄。

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財務報表附註

31 March 2018 二零一八年三月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., accounts and bills receivable) and the projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through maintaining sufficient cash and available banking facilities. The directors have reviewed the Group's working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk. The maturity of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was less than one year.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 2017.

37. 財務風險管理目標及政策 (續)

流動資金風險

本集團採用經常性流動資金規劃工具監察資金短缺之風險。該工具會考慮其金融工具及財務資產(如應收賬項及票據)之到期情況,以及來自經營業務之預期現金流。

本集團透過維持充足現金及備用銀行信貸,保持資金持續性及靈活性之間的平衡。董事已審閱本集團之營運資金及資本開支需求,並釐定本集團並無重大流動資金風險。本集團的財務負債於報告期末根據非貼現合約付款作出之到期日少於一年。

資本管理

本集團管理資本之主要目標為保障本集團以持續基準經營之能力,以及維持健康的資本比率,為業務提供支持。

本集團因應經濟狀況變動管理其資本架構及對其作出調整。為維持或調整資本架構,本集團可能需調整支付予股東之股息、向股東退還資本或發行新股。於截至二零一八年及二零一七年三月三十一日止年度,有關管理資本之目的、政策或程序並無變動。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38. 本公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

	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	81,340	81,340
Total non-current assets 非流動資產總額	81,340	81,340
CURRENT ASSETS 流動資產		
Due from subsidiaries 應收附屬公司款項	582,784	483,011
Cash and cash equivalents 現金及等同現金項目	841	736
Total current assets 流動資產總額	583,625	483,747
CURRENT LIABILITIES 流動負債		
Accrued liabilities and other payables 應計負債及其他應付賬項	1,723	1,647
Total current liabilities 流動負債總額	1,723	1,647
NET CURRENT ASSETS 流動資產淨值	581,902	482,100
Net assets 資產淨值	663,242	563,440
EQUITY 權益		
Issued share capital 已發行股本	69,350	69,969
Reserves (note) 儲備 (附註)	593,892	493,471
Total equity 權益總額	663,242	563,440

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium account 股份溢價賬 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2016 於二零一六年四月一日	113,001	4,966	66,982	7,769	235,770	428,488
Profit for the year and total comprehensive income for the year 年內溢利及本年度全面收益總額	-	-	-	-	179,292	179,292
Issue of shares 發行股份	11,993	-	-	(1,717)	-	10,276
Shares repurchased 購回股份	(5,935)	341	-	-	(341)	(5,935)
Final 2016 dividend declared and paid 已宣派及派付二零一六年末期股息	-	-	-	-	(36,072)	(36,072)
Special 2016 dividend declared and paid 已宣派及派付二零一六年特別股息	-	-	-	-	(27,747)	(27,747)
Interim 2017 dividend paid 已派付二零一七年年中期股息	-	-	-	-	(29,375)	(29,375)
Special 2017 dividend paid 已派付二零一七年特別股息	-	-	-	-	(26,578)	(26,578)
Recognition of equity-settled share-based payments 確認以權益結算以股份支付之款項	-	-	-	1,122	-	1,122
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	119,059	5,307	66,982	7,174	294,949	493,471
Profit for the year and total comprehensive income for the year 年內溢利及本年度全面收益總額	-	-	-	-	289,233	289,233
Issue of shares 發行股份	3,462	-	-	(711)	-	2,751
Shares repurchased 購回股份	(17,739)	827	-	-	(827)	(17,739)
Final 2017 dividend declared and paid 已宣派及派付二零一七年末期股息	-	-	-	-	(38,434)	(38,434)
Special 2017 dividend declared and paid 已宣派及派付二零一七年特別股息	-	-	-	-	(31,446)	(31,446)
Interim 2018 dividend paid 已派付二零一八年年中期股息	-	-	-	-	(26,562)	(26,562)
Special 2018 dividend paid 已派付二零一八年特別股息	-	-	-	-	(78,287)	(78,287)
Recognition of equity-settled share-based payments 確認以權益結算以股份支付之款項	-	-	-	905	-	905
At 31 March 2018 於二零一八年三月三十一日	104,782	6,134	66,982	7,368	408,626	593,892

附註：

本公司儲備概述如下：

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in September 1994, over the nominal value of the Company's shares issued in exchange therefor.

本公司之繳入盈餘乃指根據一九九四年九月本集團重組時所收購附屬公司股份之公平價值超逾本公司為交換該等資產而發行股份之面值之差額。

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2018 are as follows:

39. 主要附屬公司詳情

於二零一八年三月三十一日，本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營地點	Issued share/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司 持股百分比	Principal activities 主要業務
Directly held 直接持有				
MJ Haig Industries Limited * 美星國際股份有限公司*	British Virgin Islands/Taiwan 英屬維爾京群島／ 台灣	Ordinary US\$10,000 普通股 10,000美元	100	Sourcing of raw materials for footwear 採購鞋類產品原料
Ready Luck Limited *	British Virgin Islands 英屬維爾京群島	Ordinary US\$5,000 普通股 5,000美元	100	Investment holding 投資控股
Indirectly held 間接持有				
Discovery Star Development Limited 愉星發展有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2港元	100	Property holding 持有物業
Kingmaker (Vietnam) Footwear Co., Ltd. 順星製鞋(越南)有限公司	Vietnam 越南	US\$15,000,000 15,000,000美元	100	Footwear manufacturing 製造鞋類產品

Notes to Financial Statements

財務報表附註

31 March 2018 二零一八年三月三十一日

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

39. 主要附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營地點	Issued share/ registered capital 已發行股份／ 註冊資本	Percentage of equity attributable to the Company 本公司 持股百分比	Principal activities 主要業務
Indirectly held (continued) 間接持有 (續)				
Maystar Footwear Company Limited * 美星製鞋有限公司*	PRC/ Mainland China 中國／中國內地	US\$43,000,000 (Note (a)) 43,000,000美元 (附註(a))	100	Footwear manufacturing and property holding 製造鞋類產品及 持有物業
Miri International Limited 盛星國際貿易股份有限公司	Hong Kong 香港	Ordinary HK\$2 普通股 2港元	100	Investment holding and provision of administrative services 投資控股及 提供行政服務
Profit Success Investment Limited 利運成投資有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股 1,000港元	100	Investment holding 投資控股
King Senses Enterprises Limited 君信企業有限公司	Hong Kong 香港	Ordinary HK\$1 普通股 1港元	100	Investment holding 投資控股
Kingstar (Jiangxi) Footwear Limited * 信星(江西)鞋業有限公司*	PRC/ Mainland China 中國／中國內地	US\$11,920,000 (Note (a)) 11,920,000美元 (附註(a))	100	Property holding 持有物業

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財務報表附註

31 March 2018 二零一八年三月三十一日

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

39. 主要附屬公司詳情 (續)

Name	Place of incorporation/ registration and operations	Issued share/ registered capital	Percentage of equity attributable to the Company	Principal activities
名稱	註冊成立／註冊及 經營地點	已發行股份／ 註冊資本	本公司 持股百分比	主要業務
Indirectly held (continued)				
間接持有 (續)				
Kingmaker (Cambodia) Footwear Co., Ltd.	Kingdom of Cambodia 柬埔寨王國	Ordinary US\$10,000,000 普通股 10,000,000美元	100	Footwear manufacturing 製造鞋類產品
Opal Star International Holdings Limited * 寶星國際控股有限公司*	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股 1美元	100	Investment holding 投資控股
上海信星商貿有限公司 *	PRC/ Mainland China 中國／中國內地	US\$9,000,000 (Note (a)) 9,000,000美元 (附註(a))	100	Property holding 持有物業
King Eternal Investments Limited *	British Virgin Islands 英屬維爾京群島	Ordinary US\$100 普通股 100美元	51	Investment holding 投資控股
King Riches Limited 景鑫有限公司	British Virgin Islands/ Mainland China 英屬維爾京群島／ 中國內地	Ordinary US\$1 普通股 1美元	100	Trading of footwear products 買賣鞋類產品

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財務報表附註

31 March 2018 二零一八年三月三十一日

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

39. 主要附屬公司詳情 (續)

Name	Place of incorporation/ registration and operations	Issued share/ registered capital	Percentage of equity attributable to the Company	Principal activities
名稱	註冊成立／註冊及 經營地點	已發行股份／ 註冊資本	本公司 持股百分比	主要業務
Indirectly held (continued) 間接持有 (續)				
Sanford Resources Macau Commercial Offshore Limited	Macau 澳門	Ordinary MOP100,000 普通股 100,000澳門元	100	Trading of footwear products 買賣鞋類產品
Yingfeng Industrial (Hongkong) Co., Limited 迎豐實業(香港)有限公司	Hong Kong 香港	Ordinary US\$20,409 普通股 20,409美元	51	Investment holding 投資控股

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財務報表附註

31 March 2018 二零一八年三月三十一日

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Note:

(a) These subsidiaries are registered as wholly-foreign-owned enterprises under the law of the PRC.

* Subsidiaries whose statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

40. COMPARATIVE FINANCIAL INFORMATION

Certain comparative amounts have been re-presented to conform with the current year's presentation. In the opinion of the directors of the Company, this presentation would better reflect the financial position of the Group.

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 June 2018.

39. 主要附屬公司詳情 (續)

附註：

(a) 該等附屬公司根據中國法律註冊為外商獨資企業。

* 附屬公司的法定財務報表並非由香港安永會計師事務所或安永會計師全球網絡之會員公司審核。

董事認為，上表所列公司為影響本年度業績或組成本集團資產淨值重大部分之本公司主要附屬公司。董事認為載列其他附屬公司詳情將使資料過於冗長。

40. 比較財務資料

為與本年度的呈報保持一致，部分比較數字已獲重新呈列。本公司董事認為，此呈報將更能反映本集團的財務狀況。

41. 財務報表之批准

財務報表已於二零一八年六月二十八日獲董事會批准及授權發佈。

Particulars of Investment Properties Held by the Group

本集團持有之投資物業詳情

Location	地點	Group's interest 本集團之權益	Approximate gross floor area (sq. m) 概約總建築面積 (平方米)	Existing use 現時用途	Term of lease 租期
Whole of Block A, Levels 1, 3-7 Block B and whole of Block C situated at No.1 Cuizhu Street, Cui Zhu Industrial Zone, Qianshan District, Zhuhai City, Guangdong Province, The PRC	中國 廣東省 珠海市 前山區 翠珠工業區 翠珠路1號 甲棟全棟·乙棟1, 3-7樓 及丙棟全棟	100%	39,025	Industrial 工業	Medium 中期
Whole of composite building, Levels 1-7 situated at No. 1 Cuizhu Street, Chi Zhu Industrial Zone, Qianshan District, Zhuhai City, Guangdong Province, The PRC	中國 廣東省 珠海市 前山區 翠珠工業區 翠珠路1號 綜合樓全棟1-7樓	100%	9,225.72	Industrial 工業	Medium 中期
Whole of Blocks 1-7 Industrial Park of Yifeng County, Yifeng County, Yichun Shi, Jiangxi Province, The PRC	中國 江西省 宜春市 宜豐縣 宜豐工業園 1-7座全棟	100%	22,874	Industrial 工業	Medium 中期
Unit Nos. 1401, 1414, 1415 and 1416 on Level 14, Metro Plaza, Nos. 183-187 Tianhe North Road, Tianhe District, Guangzhou, Guangdong Province, The PRC	中國 廣東省 廣州 天河區 天河北路183-187號 大都會廣場14樓 1401·1414·1415 及1416室	100%	330.18	Commercial 商業	Medium 中期
Whole of Level 20, Asia Mansion, Nos. 663-669 Jiu Jiang Road, Huangpu District, Shanghai, The PRC	中國 上海市 黃浦區 九江路663-669號 亞洲大廈20樓全層	100%	851.16	Commercial 商業	Medium 中期



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