

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

The principal activity of Stelux Holdings International Limited (the “Company”) is investment holding. The activities of its principal subsidiaries are shown in Note 37 to the consolidated financial statements.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton, HM12, Bermuda.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Company and its subsidiaries (together, the “Group”).

2.1 Basis of preparation

(a) *Compliance with HKFRS and HKCO*

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

(b) *Historical cost convention*

The financial statements have been prepared on a historical cost basis, except for the available-for-sale financial assets and investment property, which are measured at fair value.

1 一般資料

寶光實業(國際)有限公司(「本公司」)的主要業務為投資控股，其主要附屬公司的業務載於綜合財務報表附註37。

本公司為於百慕達註冊成立之有限公司，其註冊地址為Canon’s Court, 22 Victoria Street, Hamilton, HM12, Bermuda。

本公司的股份於香港聯合交易所有限公司上市。

除另有註明者外，本綜合財務報表乃以港幣計值。

2 主要會計政策概要

此附註提供編製本綜合財務報表所採用的主要會計政策清單。除另有註明者外，否則該等政策已於呈報年間貫徹應用。本財務報表適用於本公司及其子公司(統稱“本集團”)。

2.1 編製基準

(a) *遵守香港財務報告準則及香港《公司條例》*

本公司綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及香港《公司條例》第622條規定編製。

(b) *歷史成本常規*

本公司的綜合財務報表乃按歷史成本常規法編製，惟可供出售財務資產及投資物業按公平值計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) *New and amended standards adopted by the Group*

The Group has applied the following standards, amendments to standards and annual improvements for the first time for their annual reporting period commencing 1 April 2017:

HKAS 7 (Amendments)	Disclosure initiative
HKAS 12 (Amendments)	Recognition of deferred tax assets for unrealised losses
HKFRSs (Amendments)	Annual improvements to HKFRSs 2014-2016 cycle in relation to HKFRS 12 "Disclosure of interest in other entities"

The adoption of these amendments did not have any impact on the amounts recognised in prior periods.

(d) *New standards, amendments to standards and interpretations not yet adopted*

HKFRS 1 (Amendments)	First time adoption of HKFRS ¹
HKFRS 2 (Amendments)	Classification and measurement of share-based payment transaction ¹
HKFRS 4 (Amendments)	Applying HKFRS 9 "Financial instruments" with HKFRS 4 "Insurance contracts" ¹
HKFRS 9	Financial instruments ¹

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) *本集團採納的新訂及經修訂準則*

本集團已於2017年4月1日開始之年度報告期間首次應用以下準則、準則修訂本及年度改進：

香港會計準則第7號 (修訂本)	披露計劃
香港會計準則第12號 (修訂本)	對未實現損失確認遞延稅項資產
香港財務報告準則 (修訂本)	2014年至2016年週期之香港財務報告準則年度改進－有關香港會計準則第12號「於其他實體的權益披露」

採納該等修訂本並無對過往期間所確認之數額造成任何影響。

(d) *尚未採納的新訂準則、準則修訂本及詮釋*

香港財務報告準則第1號 (修訂本)	首次採用香港財務報告準則 ¹
香港財務報告準則第2號 (修訂本)	以股份為基礎支付的交易之分類和計量 ¹
香港財務報告準則第4號 (修訂本)	與香港財務報告準則第4號「保險合同」一併應用的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	金融工具 ¹

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

(d) New standards, amendments to standards and interpretations not yet adopted (Continued)

HKFRS 9 (Amendments)	Prepayment features with negative compensation ²
HKFRS 15	Revenue from contracts with customers ¹
HKFRS 15 (Amendments)	Clarification to HKFRS 15 ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance contracts ³
HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate or joint venture ⁴
HKAS 28 (Amendments)	Investments in associates and joint ventures ¹
HKAS 28 (Amendments)	Long-term interests in associates and joint ventures ²
HKAS 40 (Amendments)	Transfers of investment property ¹
HK (IFRIC) 22	Foreign currency transactions and advance consideration ¹
HK (IFRIC) 23	Uncertainty over income tax treatments ²
HKFRSs (Amendments)	Annual improvements to HKFRSs 2015-2017 cycle ²

¹ Effective for financial years beginning on or after 1 April 2018

² Effective for financial years beginning on or after 1 April 2019

³ Effective for financial years beginning on or after 1 April 2021

⁴ No mandatory effective date yet determined

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(d) 尚未採納的新訂準則、準則修訂本及詮釋 (續)

香港財務報告準則第9號(修訂本)	具有負補償的提前還款特性 ²
香港財務報告準則第15號	客戶合約收益 ¹
香港財務報告準則第15號(修訂本)	香港財務報告準則第15號之澄清 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ³
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合資企業之間的資產出售或注資 ⁴
香港會計準則第28號(修訂本)	於聯營公司或合資企業之投資 ¹
香港會計準則第28號(修訂本)	於聯營公司或合資企業之長期權益 ²
香港會計準則第40號(修訂本)	轉讓投資物業 ¹
香港(國際財務報告詮釋委員會) – 詮釋第22號	外匯交易及預付代價 ¹
香港(國際財務報告詮釋委員會) – 詮釋第23號	不確定性的稅務處理 ²
香港財務報告準則(修訂本)	2015年至2017年週期之香港財務報告準則年度改進 ²

¹ 於2018年4月1日或以後開始的財務期間生效

² 於2019年4月1日或以後開始的財務期間生效

³ 於2021年4月1日或以後開始的財務期間生效

⁴ 生效日期有待確定

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

Certain new standards, amendments to standards and interpretations have been published that are not mandatory for 31 March 2018 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

HKFRS 9 "Financial Instruments"

Nature of change

HKFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

Impact

The Group has reviewed its financial assets and liabilities and is expecting the following impact from the adoption of the new standard on 1 April 2018.

The financial assets held by the Group include equity instruments currently classified as available-for-sale ("AFS") for which fair value through other comprehensive income ("FVOCI") election is available.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

若干新訂準則、準則修訂本及詮釋經已頒佈，惟於2018年3月31日之報告期間毋須強制採納，亦未獲本集團提早採納。本集團對該等新訂準則、準則修訂本及詮釋之影響評估載列如下。

香港財務報告準則第9號「金融工具」

變動性質

香港財務報告準則第9號處理金融資產及金融負債之分類、計量及取消確認，並引入對沖會計處理之新規則及金融資產之新減值模式。

影響

本集團已審閱其金融資產及負債，並預期於2018年4月1日採納新訂準則會產生以下影響。

本集團持有之金融資產包括現時按公平值計入損益且分類為可供出售的財務資產之權益投資。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

HKFRS 9 “Financial Instruments” (Continued)

Impact (Continued)

Based on an analysis of the Company’s financial instruments as at 31 March 2018, the directors of the Company expect the adoption of HKFRS 9 will allow the Company make an irrevocable selection to present the change in fair value through OCI or profit or loss for the available-for-sale financial asset (“AFS”) currently measured at fair value through OCI. Other than this, the directors do not expect to have a significant impact on the classification and measurement of the Company’s other financial assets and financial liabilities.

There will be no impact on the Group’s accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 “Financial Instruments: Recognition and Measurement” and have not been changed.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第9號「金融工具」(續)

影響 (續)

基於截至2018年3月31日本公司對金融工具的分析，本集團預計採納香港財務報告準則第9號將允許本公司以不可撤銷的方式選擇對於目前以公平值計量且於其他綜合收益表中計量的可供出售財務資產，於其他綜合收益表或收益表計量。除此之外，本集團預計新指引對本公司其他金融資產和金融負債的分類和計量並無重大影響。

由於新規定僅影響指定按公平值計入損益之金融負債之會計處理，而本集團並無任何有關負債，故將不會對本集團就金融負債之會計處理構成影響。取消確認規則已由香港會計準則第39號「金融工具：確認及計量」轉移，且並無更改。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.1 Basis of preparation** *(Continued)*

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

HKFRS 9 “Financial Instruments” *(Continued)*

Impact (Continued)

The new impairment model requires the recognition of impairment provisions based on expected credit losses (“ECL”) rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at FVOCI, contract assets under HKFRS 15 “Revenue from Contracts with Customers”, lease receivables, loan commitments and certain financial guarantee contracts. Based on the assessments undertaken to date, the Group expects it may result in earlier recognition of credit losses but the impact is not expected to be material.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group’s disclosures about its financial instruments particularly in the year of the adoption of the new standard.

Date of adoption by Group

Must be applied for financial years commencing on or after 1 April 2018. The Group will apply the new rules retrospectively from 1 April 2018, with the practical expedients permitted under the standard. Comparatives for 2017 will not be restated.

2 主要會計政策概要 (續)**2.1 編製基準 (續)**

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第9號「金融工具」 *(續)*

影響 (續)

新減值模式規定根據預期信貸虧損(「預期信貸虧損」)確認減值撥備，而非如香港會計準則第39號僅於產生信貸虧損時方予以確認。其適用於按攤銷成本分類之金融資產、按公平值計入其他全面收益之債務工具、香港財務報告準則第15號「來自客戶合約的收入」項下之合約資產、租賃應收款項、貸款承擔及若干金融擔保合約。根據至今已進行之評估，本集團預期其可能導致提早確認信貸虧損，但預計對本集團不會有重大影響。

新訂準則亦引入擴大披露規定及呈列方式變動。預期該等規定及變動將改變本集團有關其金融工具(尤其是於採納新訂準則之年度)之披露事項之性質及範圍。

本集團之採納日期

新訂準則必須於2018年4月1日或之後開始之財政年度應用。本集團將自2018年4月1日起追溯應用新規則，以及該準則項下所允許的可行權宜處理。2017年的比較將不予重列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

HKFRS 15 “Revenue from Contracts with Customers”

Nature of change

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts and the related literature.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer.

The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Impact

The Group has performed a preliminary assessment and expect that the application of HKFRS 15 would not result in any significant impact on the Group’s financial position and results of operations based on the current business model. Meanwhile, there will be additional disclosure requirements under HKFRS 15 upon its adoption.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第15號「來自客戶合約的收入」

變動性質

香港會計師公會已頒佈確認收入之新訂準則。該準則將取代香港會計準則第18號「涵蓋貨品及服務合約」及香港會計準則第11號「涵蓋建築合約及相關文獻」。

新訂準則乃基於貨品或服務控制權轉移至客戶時確認收入的原則。

該準則允許在採納時採用全面追溯法或修改追溯法。

影響

本集團管理層已進行初步評估，並預期根據目前之業務模式，應用香港財務報告準則第15號將不會對本集團之財務狀況及營運業績造成任何重大影響。同時，於採納後，香港財務報告準則第15號項下將會有額外披露規定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*2.1 Basis of preparation *(Continued)*

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Date of adoption by Group

It is mandatory for financial years commencing on or after 1 April 2018. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 April 2018 and that comparatives will not be restated.

HKFRS 16 “Leases”

Nature of change

It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

Impact

The standard will affect primarily the accounting for the Group’s operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$1,059,414,000.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第15號「來自客戶合約的收入」(續)

本集團之採納日期

該新訂準則於2018年4月1日或之後開始之財政年度強制生效。本集團擬於採納該準則時採用修改追溯法，即表示採納的累計影響將於2018年4月1日於保留盈利確認且該比較將不予重列。

香港財務報告準則第16號「租賃」

變動性質

其將導致絕大部分租賃於資產負債表確認，此乃由於經營租賃與融資租賃之間的區別被移除。根據新訂準則，一項資產（使用租賃項目的權利）及支付租金的金融負債須予確認。唯一的例外情況為短期及低價值租賃。

出租人會計處理將無重大變動。

影響

該準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團之不可撤銷經營租賃承擔為港幣1,059,414,000元。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- (d) *New standards, amendments to standards and interpretations not yet adopted (Continued)*

HKFRS 16 “Leases” (Continued)

Impact (Continued)

However, the Group has not yet assessed what other adjustments, if any, are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

Date of adoption by Group

It is mandatory for financial years commencing on or after 1 April 2019. At this stage, the Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are no other standards, amendments to standards and interpretations that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第16號「租賃」(續)

影響 (續)

然而，本集團尚未評估須作出何種其他調整(如有)，例如，由於租賃期的釋義變動以及可變租賃付款與續租及終止選擇權的不同處理。因此，尚未能估計於採納新訂準則時必須確認的使用權資產及租賃負債金額以及其將可能如何影響本集團的損益與未來現金流量分類。

本集團之採納日期

該新訂準則於2019年4月1日或之後開始之財政年度強制生效。於此階段，本集團不擬於其生效日期前採納該準則。本集團擬應用簡化過渡法，且將不會重列首次採納之上一年度比較金額。

概無其他尚未生效且預期將對實體於目前或未來報告期間及對可見未來交易造成重大影響的其他準則、準則修訂本及詮釋。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.2 Restatements due to Discontinued Operations**

The presentation of comparative information in respect of the consolidated income statement and consolidated statement of comprehensive income for the year ended 31 March 2017 has been restated in order to disclose the Discontinued Operations separately from Continuing Operations.

As the restatements do not affect the consolidated balance sheet, it is not necessary to disclose comparative information as at 1 April 2016.

2.3 Principles of consolidation*(a) Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要 (續)**2.2 因終止營運業務而重列**

截至2017年3月31日止年度，就綜合收益表及綜合全面收益表呈列比較資料已予重列，以將終止營運業務與持續營運業務分開披露。

由於重列不會影響綜合資產負債表，故於2016年4月1日並無披露比較資料。

2.3 綜合基準*(a) 附屬公司*

附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。附屬公司之賬目自控制權轉讓予本集團之日起全面綜合入賬，並自該控制權終止之日停止綜合計入賬目。

本集團採用收購法為業務合併入賬。

本集團內公司之間的交易、交易的結餘及未實現收益予以對銷。除非交易提供所轉讓資產減值之證據，否則未實現虧損亦予以對銷。附屬公司的會計政策已作出必要變動，以確保與本集團採用的政策貫徹一致。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*2.3 Principles of consolidation *(Continued)*(a) *Subsidiaries (Continued)*

Non-controlling interests in the results and equity of subsidiaries are shown separately in the income statement and statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(b) *Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the income statement. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2 主要會計政策概要 (續)

2.3 綜合基準 (續)

(a) 附屬公司 (續)

附屬公司業績及權益之非控制性權益分別於綜合收益表、綜合全面收益表、權益變動表及資產負債表分開呈列。

(b) 控制性權益變動

本集團視與非控制性權益進行而並無導致失去控制權之交易為與本集團權益擁有人的交易。控制性權益變動導致控股權益及非控股權益賬面值之間的調整，以反映其於附屬公司之相對權益。對非控制性權益之調整金額與已付或已收任何代價之間的任何差額在本公司擁有人應佔權益內的獨立儲備中確認。

本集團因失去控制權、共同控制權或重大影響力而就終止一項投資之綜合入賬或權益入賬時，於實體之任何保留權益重新計量至其公平值，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或財務資產之保留權益，此公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額按適用香港財務報告準則之規定／許可條文重新分類至損益或轉撥至另一類股權。倘合營企業或聯營公司的控制性權益有所減少但仍保留共同控制權或重大影響力，則過往在其他全面收益確認的按比例應佔金額會在適當時重新分類至損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.4 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 主要會計政策概要 (續)

2.4 業務合併

本集團採用收購法為所有合併業務合併入賬(包括收購部份權益或其他資產)。收購一間附屬公司之轉讓代價包括：

- 所轉讓資產的公平價值
- 對被收購方前擁有人所產生的負債
- 本集團所發行股本權益的公平價值計算
- 因或然代價安排所產生的任何資產或負債的公平值；及
- 附屬公司任何先前的股權的公平價值

在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債(除少數例外情況外)，均於收購當日按其公平值作初步計量。本集團確認所收購非控股權益實體按公平值或按非控股權益被收購實體的可識別資產淨值比例入賬。

收購相關成本於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.4 Business combinations (Continued)

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the income statement as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in the consolidated income statement.

2.5 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

2 主要會計政策概要 (續)

2.4 業務合併 (續)

- 所轉讓代價、
- 被收購方之任何非控股權益金額，及
- 任何先前於被收購方之股權於收購日期之公平價值

高於所收購可辨認資產淨值之公平價值時，其差額以商譽列賬。如轉讓代價、已確認非控股權益及先前持有之權益計量總額低於所收購附屬公司資產淨值之公平價值，其差額將直接於收益表中確認。

或然代價分類為權益或金融負債。分類為金融負債的金額其後按公平價值重新計量，並於綜合收益表確認公平價值變動。

倘業務合併分階段達成，收購方以往持有之被收購方股權在列入收益表時乃按收購日期之公平價值重新計量，因重新計量而產生的任何收益或虧損於綜合收益表內確認。

2.5 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本亦包括投資的直接應佔成本。本公司將附屬公司的業績根據已收及應收股息入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.5 Separate financial statements** *(Continued)*

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.

2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Company has appointed the executive directors as the chief operating decision makers to review the operating results of the Group on a consolidated basis, and makes strategic decisions.

2.7 Foreign currency translation*(a) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in HK\$, which is the functional currency of the Company and presentation currency of the Group.

2 主要會計政策概要 (續)**2.5 獨立財務報表 (續)**

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或倘該等投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值,則於收到該等股息時須對該等投資進行減值測試。

2.6 分部報告

營運分部之報告方式,與向主要營運決策者提供內部報告之方式一致。

本公司已委任行政董事為首席經營決策者,其會按綜合基準審閱本集團的營運業績,並作出策略性決定。

2.7 外幣換算*(a) 功能及呈報貨幣*

本集團旗下每個實體之財務報表所包括之項目,均以該實體之主要營運地區之貨幣計算,此為功能貨幣。本綜合財務報表乃以港幣呈報,港幣為本公司之功能及呈報貨幣。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in the consolidated income statement. All foreign exchange gains and losses are presented in the consolidated income statement within “other gains, net”.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss. For example, translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(b) 交易及結餘

外幣交易均按交易當日或項目重新估值採用估值日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於綜合收益表確認。所有匯兌損益均在綜合收益表「其他收益，淨額」內列示。

按公平值以外幣計量的非貨幣項目使用釐定公平值當日的匯率換算。有關按公平值列賬之資產及負債之換算差額均呈報為公平值收益或虧損的一部分。舉例而言，非貨幣性資產及負債（如按公平值透過損益列賬之證券）之換算差額在損益內確認為公平值收益或虧損的一部分，而非貨幣資產（如分類為可供出售財務資產之證券）的換算差額則在其他全面收益內確認。

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體（全部均非高通漲經濟之貨幣）之業績及財務狀況，按以下方式換算為呈報貨幣：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*2.7 Foreign currency translation *(Continued)**(c) Group companies (Continued)*

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(c) 集團旗下公司 (續)

- 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- 各收益表之收入及支出，按平均匯率換算，惟此平均值並非交易當日現行匯率具累積效果之合理約數除外。在此情況下，收入及支出於交易日期換算；及
- 所有匯兌差額於其他全面收益表中確認。

於綜合入賬時，換算任何海外實體淨投資以及借款所產生之匯兌差額均在其他全面收益中確認。當出售海外業務或償還組成淨投資一部分的任何借款時，相關匯兌差額會於出售時重新分類至損益，作為收益或虧損的一部分。

收購一間海外實體所產生之商譽及公允值調整被視作海外實體之資產及負債，並按期末匯率換算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to the consolidated income statement.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are reattributed to non-controlling interests and are not recognised in the consolidated income statement.

2.8 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(d) 出售海外業務及部分出售

於出售一項海外業務時(即出售本集團於海外業務所持全部權益,或涉及失去(包括一項海外業務)附屬公司之控制權之出售),就公司權益持有人應佔該項業務而在權益中累計之匯兌差額均重新分類至收益表。

在部分出售不致令本集團失去對海外業務附屬公司控制權之情況,按比例分佔之累計匯兌差額重新歸屬非控股性權益而不在收益表中確認。

2.8 物業、機器及設備

物業、機器及設備按歷史成本減累積折舊及累積減值虧損入賬。歷史成本包括直接歸屬於該收購項目的支出。

當與項目有關之未來經濟利益可能流入本集團,以及項目成本能可靠計算時,其後成本才會計入資產之賬面值或確認為獨立資產(視適用情況而定)。計入為獨立資產的已更換零件之賬面值於置換時被終止確認。所有其他維修及保養費用於產生財政期間於綜合收益表扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.8 Property, plant and equipment (Continued)

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
Buildings	Lesser of the unexpired lease term or 20 to 50 years
Equipment and leasehold improvements	3 to 10 years or over the lease term
Furniture and fixtures	3 to 15 years
Motor vehicles	4 to 5 years

No depreciation is provided on freehold land. Freehold land is stated at cost less accumulated impairment loss, if any.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement within "Other gains, net".

2 主要會計政策概要 (續)

2.8 物業、機器及設備 (續)

租賃土地分類為融資租賃，並當土地權益可用作其擬定用途時開始攤銷。其他資產之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用年率如下：

租賃土地(分類為融資租賃)	未屆滿租期或使用年限(以較短者為準)
樓宇	未屆滿租期或20至50年(以較短者為準)
設備及租賃權益改良	3至10年或租賃期
傢俬及裝修	3至15年
汽車	4至5年

永久業權之土地無須折舊。永久業權之土地以成本減累計減值虧損(如有)入賬。

資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額(附註2.11)。

出售之損益按比較所得款項與賬面值釐定，並計入綜合收益表「其他收益，淨額」內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.9 Investment properties**

Investment properties, principally leasehold land and buildings, are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at fair value at the date of transfer from property, plant and equipment. Differences between the costs and fair values of the properties are recognised in revaluation reserve. Subsequently, they are carried at fair value. Changes in fair values are presented in consolidated income statement as part of other income.

2.10 Intangible assets*(a) Goodwill*

Goodwill is measured as described in Note 2.11. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

2 主要會計政策概要 (續)**2.9 投資物業**

投資物業指本集團為獲得長期租金收益，但並不由本集團佔用而持有之物業。投資物業在由物業、機器及設備轉入日期按公平值在列賬。物業的成本與公平值之間的差額確認為重估儲備。隨後，其以公平價值呈示。公平價值之變動在綜合收益表中列示為其他收入的一部分。

2.10 無形資產*(a) 商譽*

商譽按附註2.11所述計量。收購附屬公司之商譽計入無形資產。商譽不予攤銷，惟會每年進行減值測試，或倘出現事件或情況轉變顯示可能出現減值時，則更頻密地進行測試，且按成本減累計減值虧損列賬。出售實體之收益及虧損包括有關已售實體的商譽賬面值。

商譽就減值測試目的分配至現金產生單位。分配乃對該等預期將受惠於產生商譽的業務合併的現金產生單位或現金產生單位組別作出。該等單位或單位組別乃按就內部管理目的監察商譽的最低層級識別，即經營分部。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.10 Intangible assets** *(Continued)**(b) Trademarks*

Separately acquired trademarks are shown at historical cost. Trademarks have an indefinite useful life and are not amortised but tested annually for impairment.

(c) Technical know-how

Technical know-how acquired in a business combination is recognised at fair value at the acquisition date. The technical know-how has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of 30 years.

2.11 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 主要會計政策概要 (續)**2.10 無形資產 (續)***(b) 商標*

單獨購入的商標按歷史成本列賬。商標具有無限使用年期，且毋須攤銷，但須每年就減值進行測試。

(c) 專業技術

在業務合併中取得的專業技術於收購日期按公平值確認。專業技術具有使用期限，並按成本減累計攤銷列賬。攤銷乃使用直線法按預期專業技術的三十年使用期計算。

2.11 非財務資產減值

沒有確定可使用年期之商譽及無形資產毋須攤銷，但每年或於發生事件或情況改變顯示其或已減值時則更頻密地就減值進行測試。當有事件出現或情況改變顯示賬面值可能無法收回時會測試其他資產是否有減值。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識別現金流入之最低層次組合，即與其他資產或資產組合之現金流入大致獨立者（現金產生單位）。非財務資產（除商譽外）若已減值，則須在各報告期間期末評估資產有否減值轉撥之可能性。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Non-current assets (or Disposal groups) held for sale and Discontinued Operations

Non-current assets (or Disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs of disposal, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or Disposal group) to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of an asset (or Disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or Disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a Disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a Disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a Disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a Disposal group classified as held for sale are presented separately from other liabilities in the consolidated balance sheet.

2 主要會計政策概要 (續)

2.12 持作可供出售的非流動資產 (或出售集團) 及終止營運業務

倘非流動資產 (或出售集團) 的賬面值主要透過銷售交易而非持續使用收回且有關銷售被認定為極有可能發生，則分類為持作可供出售。其按賬面值與公平值扣除銷售成本兩者的較低者計量，本規定明確豁免的遞延稅項資產、僱員福利產生的資產、財務資產、以公平值列賬的投資物業及保險合約項下的合約權利等資產除外。

減值虧損乃按資產 (或出售集團) 初始或其後撇減至公平值扣除銷售成本確認。收益乃按公平值扣除資產 (或出售集團) 的銷售成本的其後增加確認，惟不超過先前確認的累計減值虧損。先前並未確認的收益或虧損乃按非流動資產 (或出售集團) 的銷售日期於終止確認日期確認。

非流動資產 (包括屬出售集團部分者) 在分類為持作可供出售時不予折舊或攤銷。分類為持作可供出售的出售集團負債應佔的利息及其他開支將繼續予以確認。

分類為持作可供出售的非流動資產及分類為持作可供出售的出售集團資產於資產負債表內與其他資產分開呈列。分類為持作可供出售的出售集團負債於綜合資產負債表內與其他負債分開呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.12 Non-current assets (or Disposal groups) held for sale and Discontinued Operations** *(Continued)*

A Discontinued Operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of Discontinued Operations are presented separately in the consolidated income statement.

2.13 Financial assets*(a) Classification*

The Group classifies its financial assets in the following categories:

- loans and receivables, and
- available-for-sale financial assets.

The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. The Group's loans and receivables comprise of trade and other receivables and bank balances and cash.

2 主要會計政策概要 (續)**2.12 持作可供出售的非流動資產 (或出售集團) 及終止營運業務 (續)**

終止營運業務為已出售或分類為持作可供出售及代表一項按業務或地區劃分的獨立主要業務的實體的組成部分，為出售按業務或地區劃分的該獨立主要業務的單一統籌計劃的一部分，或為一間專為轉售目的而收購的附屬公司。終止營運業務的業績於綜合收益表中單獨呈列。

2.13 財務資產*(a) 分類*

本集團按以下類別將其財務資產分類：

- 貸款及應收款；及
- 可供出售財務資產。

分類視乎收購投資之目的而定。管理層於初步確認投資時將其分類。

(i) 貸款及應收款

貸款及應收款為具有固定或可予釐定付款且並無活躍市場報價的非衍生財務資產。倘預期於一年或以下收取款項，則被分類為流動資產，否則呈列為非流動資產。本集團的貸款及應收款包括貿易及其他應收賬款，以及現金及現金等價物。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.13 Financial assets (Continued)

(a) Classification (Continued)

(ii) Available-for-sale financial assets

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified into any of the other categories (at fair value through profit or loss, loans and receivables or held-to-maturity investments) are also included in the available-for-sale category.

The financial assets are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

(b) Reclassification

The Group may choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset is no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables are permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that is unusual and highly unlikely to recur in the near term. In addition, the Group may choose to reclassify financial assets that would meet the definition of loans and receivables out of the held for trading or available-for-sale categories if the Group has the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(a) 分類 (續)

(ii) 可供出售財務資產

倘並無固定到期日及固定或可予釐定付款，且管理層擬中長期內持有，則投資會指定為可供出售財務資產。並非分類至任何其他類別（按公允值透過損益、貸款及應收款或持至到期投資）的財務資產亦納入可供出售類別。

除非到期或管理層擬於報告期間期末起計12個月內出售，否則財務資產會呈列為非流動資產。

(b) 重新分類

倘財務資產不再就於短期內出售為目的而持有，本集團可選擇自持作買賣類別重新分類非衍生買賣財務資產。貸款及應收款以外的財務資產僅在產生自不尋常且於短期內極不可能再度發生的事件的罕見情況下，方會獲准自持作買賣類別重新分類。此外，倘本集團於重新分類日期有意圖及能力於可見將來持有該等財務資產或直至到期日，本集團可選擇自持作買賣或可供出售類別重新分類符合貸款及應收款定義之財務資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*2.13 Financial assets *(Continued)**(b) Reclassification (Continued)*

Reclassifications are made at fair value as of the reclassification date. Fair value becomes the new cost or amortised cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date are subsequently made. Effective interest rates for financial assets reclassified to loans and receivables are determined at the reclassification date. Further increases in estimates of cash flows adjust effective interest rates prospectively.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to consolidated income statement as gains and losses from investment securities.

(d) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(b) 重新分類 (續)

重新分類乃於重新分類日期按公平值作出。公平值會成為新成本或攤銷成本(按適用者)，且其後不會撥回重新分類日期前記賬之公平值收益或虧損。重新分類至貸款及應收款以及持至到期類別的財務資產的實際利率於重新分類日期釐定。現金流量估計的進一步增加會預先對實際利率作出調整。

(c) 確認及終止確認

常規買賣財務資產於交易日期確認，即本集團承擔購買或出售資產當日。財務資產於自財務資產收取現金流量的權利已經屆滿或轉移，且本集團已經轉移擁有權的絕大部分風險及回報時終止確認。

當出售分類為可供出售證券時，於其他全面收益中確認的累計公允值調整會重新分類至損益，作為投資證券的收益或虧損。

(d) 計量

於初步確認時，本集團按其公平值另加(就並非按公平值透過損益列賬之財務資產而言)直接歸屬於收購財務資產的交易成本計量財務資產。按公允值透過損益列賬之財務資產之交易成本會在損益中支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial assets (Continued)

(d) Measurement (Continued)

Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Available-for-sale financial assets are subsequently carried at fair value. Gains or losses arising from changes in the fair value are recognised in other comprehensive income.

Dividends on available-for-sale equity instruments are recognised in the income statement as part of revenue from Continuing Operations when the Group's right to receive payments is established.

Interest on available-for-sale securities and loans and receivables calculated using the effective interest method is recognised in the income statement as part of revenue from Continuing Operations.

Details on how the fair value of financial instruments is determined are disclosed in Note 3.3(a).

2.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(d) 計量 (續)

貸款及應收款其後使用實際利率法按攤銷成本列賬。

可供出售財務資產及按公平值透過損益列賬之財務資產其後按公平值列賬。

當本集團確立收取付款的權利時，按公平值透過損益列賬之財務資產及可供出售股本投資之股息均在損益中確認為持續營運業務收入的一部分。

按公平值透過損益列賬之財務資產之利息收入計入收益。可供出售證券以及貸款及應收款使用實際利率法計算之利息在綜合收益表中確認為持續營運業務收入的一部分。

有關如何釐定金融工具公平值的詳情披露於附註3.3(a)。

2.14 抵銷金融工具

當本集團具有抵銷已確認金額之合法強制執行權，而有關方面擬按淨額基準結算或同時變現資產和結算負債時，財務資產與負債將會互相抵銷，並在綜合資產負債表報告其淨額。本集團亦已經訂立不符合抵銷準則之安排，惟仍然容許在若干情況下抵銷相關金額，如破產或終止合約。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.15 Impairment of financial assets

The Group assesses at each of the balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Assets carried at amortised cost

For loans and receivables, the amount of the loss 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 been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.15 財務資產減值

本集團於各報告期間期末對個別或一組財務資產是否存在減值的客觀證據進行評估。當有客觀減值證據表明財務資產在初步確認後因發生一項或多項事件(「損失事件」)，且該等損失事件對可靠估計該項財務資產或該組財務資產的預計未來現金流量產生影響時，則該項或該組財務資產方會被認定為已發生減值並出現減值虧損。

按攤銷成本列賬的資產

就貸款及應收款而言，虧損金額將按照該資產的賬面金額與該財務資產按原來實際利率貼現後的預計未來現金流量(不包括尚未發生的未來信用虧損)的現值之間的差額進行計量。該資產的賬面金額會減少，虧損金額確認於損益內。

如果在以後期間，減值虧損的金額減少，且該減少與確認減值後發生的事件有客觀關聯(例如債務人信用評級的改善)，則之前已確認的減值虧損將予回撥並於綜合收益表內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.15 Impairment of financial assets** *(Continued)**Assets classified as available-for-sale*

If there is objective evidence of impairment for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the consolidated income statement – is removed from equity and recognised in the income statement.

Impairment losses on equity instruments that were recognised in the consolidated income statement are not reversed through income statement in a subsequent period.

2.16 Stocks

Raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and subcontracting fee. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provision for stocks are recognised in the consolidated income statement within “other operating expenses”.

2 主要會計政策概要 (續)**2.15 財務資產減值 (續)***分類為可供出售的資產*

倘存在可供出售財務資產的客觀減值證據，累計虧損（即收購成本與當前公平值減財務資產先前於損益確認之任何減值虧損的差額）自權益轉撥至損益確認。

在損益中確認的股本工具的減值虧損於其後期間不會透過損益撥回。

2.16 存貨

原材料、在製品及製成品按成本與可變現淨值之較低者列賬。成本包括直接材料及直接勞工。成本按加權平均成本獲分配至個別存貨項目。已購買存貨成本於扣除回扣及折扣後釐定。可變現淨值為日常業務過程中的估計售價，減去估計完成成本及進行銷售所需的估計成本。存貨撥備於綜合收益表內「其他營運支出」內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.17 Trade and other receivables**

Trade receivables are amounts due from customers for good sold in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See Note 2.13 for further information about the Group's accounting for trade and other receivables and Note 2.15 for a description of the Group's impairment policies.

2.18 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated balance sheet.

2.19 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要 (續)**2.17 貿易及其他應收賬款**

應收賬款是由本集團於日常業務過程中銷售商品而應向客戶收取的款項。倘應收賬款預計將在一年或以內收回(若更長則在業務正常經營週期內)，則為流動資產。否則，在非流動資產中列報。

貿易及其他應收賬款初步按公平值確認，其後使用實際利率法計量攤銷成本並扣除減值撥備。有關本集團貿易及其他應收賬款的會計處理及本集團減值政策的進一步資料，請參閱附註2.13及附註2.15。

2.18 現金及現金等值物

就於綜合現金流量表呈列而言，現金及現金等值物包括手頭現金、隨時可用於提取之金融機構存款、其他短期、高流通性投資(原到期日為三個月或以下，可即時轉換為已知現金金額且面臨的價值變動風險並不重大)以及銀行透支。銀行透支在綜合資產負債表內流動負債中的借款內列示。

2.19 股本

普通股被列為權益。

直接歸屬於發行新股或認股權之新增成本在權益中列為所得款項之減少(扣除稅項)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.20 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.21 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the income statement as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2 主要會計政策概要 (續)**2.20 貿易及其他應付賬款**

該等款項指於財政年度結束前就已提供予本集團的貨品及服務而尚未付款的負債。除非付款於報告期後12個月內尚未到期，應付賬款及其他應付款均呈列為流動負債。其初步按公允價值確認，並於其後使用實際利率法按攤銷成本計量。

2.21 貸款

借款初步按公允價值並扣除產生之交易成本確認。借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之任何差額利用實際利息法於借款期間內在損益確認。倘部分或全部融資將會可能被提取，成立貸款融資的已付費用確認為貸款的交易成本。在此情況下，有關費用遞延至提取發生時。倘並無部分或全部融資將被提取的憑證，有關費用則資本化為流動資金服務的預付款並於該融資相關的期間攤銷。

當合約指定的責任獲解除、取消或屆滿時，則自綜合資產負債表移除借款。已經終絕或轉移至另一方的財務負債的賬面值與已付代價之間的差額(包括任何非現金已轉移資產或已承擔負債)於綜合收益表內確認為其他收入或財務成本。

除非本集團擁有無條件權利將負債之結算延至報告期間後最少十二個月，否則借款分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.22 Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.23 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要 (續)**2.22 貸款成本**

可直接歸屬收購、建造或生產合資格資產之一般及特定貸款成本，於需要完成及準備資產作其擬定用途或銷售的期間內資本化。合資格資產為需要大量時間準備方可作擬定用途或銷售的資產。

在特定貸款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之貸款成本中扣除。

所有其他借貸成本於其發生期間的收益表內確認。

2.23 當期及遞延所得稅

期間所得稅開支或抵免為按照各司法權區之適用所得稅稅率就當期應課稅收入應付之稅項，並就暫時差額及未動用稅項虧損應佔之遞延稅項資產及負債之變動作出調整。

(a) 當期所得稅

當期所得稅費用乃根據報告期間期末於公司之附屬公司及聯營公司經營及產生應課稅收入所在國家已實行或大致已實行之稅法計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*2.23 Current and deferred income tax *(Continued)**(b) Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策概要 (續)

2.23 當期及遞延所得稅 (續)

(b) 遞延所得稅

遞延所得稅利用負債法就資產和負債之稅基與在綜合財務報表之賬面值產生之暫時差異悉數計提撥備。然而，若遞延所得稅負債來自商譽之初步確認，則不予確認。若遞延所得稅來自在交易（不包括業務合併）中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅收益或虧損，則亦不作記賬。遞延所得稅採用在報告期間期末前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

有關投資物業而按公允值計量之遞延稅項負債乃假設將完全透過銷售收回物業而釐定。

遞延稅項資產僅就可能未來應課稅金額而就此可使用該等暫時差異及虧損而確認。

倘公司能夠控制暫時差額之撥回時間且將不可能於可見將來撥回該等差額，遞延稅項負債及資產不會確認海外業務投資之賬面值與稅基之間的暫時差額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.23 Current and deferred income tax** *(Continued)**(b) Deferred income tax (Continued)*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.24 Employee benefits*(a) Pension obligations*

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group mainly has defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

2 主要會計政策概要 (續)**2.23 當期及遞延所得稅 (續)***(b) 遞延所得稅 (續)*

當有合法可強制執行權利抵銷即期稅項資產及負債及當遞延稅項結餘乃關於同一稅務機關時，則會抵銷遞延稅項資產及負債。倘實體有合法可強制執行權利抵銷且擬按淨額基準結算或同時變現資產及結清負債，則會抵銷即期稅項資產及稅項負債。

當期及遞延稅項在損益中確認，惟倘其與在其他全面收益或直接於權益確認的項目相關則除外。在該情況下，亦分別會在其他全面收益或直接於權益內確認稅項。

2.24 僱員福利*(a) 退休計劃責任*

集團公司營辦不同的退休金計劃。該等計劃一般是通過向保險公司或由信託管理的退休金作出供款而撥付。本集團主要設有界定供款計劃。

界定供款計劃為本集團須向獨立實體支付固定供款之退休金計劃。倘基金之資產於本期間或過往期間並不足以向全體僱員支付所有與僱員服務有關之福利，則本集團概無任何法律或推定責任支付額外供款。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Employee benefits (Continued)

(a) Pension obligations (Continued)

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2 主要會計政策概要 (續)

2.24 僱員福利 (續)

(a) 退休計劃責任 (續)

本集團按強制、合約或自願基準向公眾或私人管理之退休金計劃供款。本集團於支付供款後，再無其他付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以退回現金或可扣減日後付款金額為限。

(b) 利潤分享及花紅計劃

本集團根據一項公式(已計及於作出若干調整後本公司權益持有人之應佔溢利)就花紅及利潤分享確認負債及支出。當負有合約上之責任或當以往慣例造成推定性責任時，本集團須確認撥備。

(c) 終止福利

終止福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取這些福利時支付。本集團按以下日期(以較早者為準)確認離職福利：(a) 於本集團不能取消提供該等福利時；及(b) 實體確認任何屬香港會計準則第37號範疇內及涉及終止服務權益付款之有關重組成本當日。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在報告期末後超過十二個月到期支付的福利應貼現為現值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.24 Employee benefits** *(Continued)**(d) Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.25 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2 主要會計政策概要 (續)**2.24 僱員福利 (續)***(d) 僱員應有假期*

僱員在年假及長期服務休假的權利在僱員應享有時確認。本集團為截至結算日止僱員已提供服務而產生的休假及長期服務假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認，於離職時確認。

2.25 撥備

當集團因已發生的事件須承擔現有的法律性或推定性的責任，而解除責任時有可能消耗資源，且責任金額能夠可靠地作出估算，則需確認撥備。未來經營虧損不會被確認為撥備。

如有多項類似義務，則履行時要求資源流出的可能性應通過總體考慮該類義務來確定。即使就該類義務中某個項目而言，資源流出的可能性很低，仍須確認撥備。

撥備乃按預期需用作清償責任開支以稅前比率計算之現值計量，其反映當時市場對貨幣之時間值及該責任之特定風險之評估。因時間之流逝而增加之撥備確認為利息開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.26 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Sales of goods-retail

Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by credit card.

(b) Sales of goods-wholesale and trading

Sales of goods are recognised when the Group has delivered products to the customer, the customer has accepted the product and collectability of the related receivables is reasonably assured.

(c) Building management fee income

Building management fee income is recognised when the services are rendered.

2 主要會計政策概要 (續)

2.26 收入確認

收入按已收或應收之代價之公平值計量。披露為收入之金額已扣除退貨、貿易備抵、回扣及代表第三方收取之金額。

當收入之金額能夠可靠計量；當未來經濟利益有可能流入實體；及當本集團每項活動均符合下文所述之具體條件時，本集團將確認收入。本集團經考慮客戶類別、交易類別及各項安排之細節後，按照過往業績進行估計。

(a) 貨品銷售－零售

貨品銷售在集團實體已將貨品售予顧客後確認。零售通常以現金或信用卡付款。

(b) 貨品銷售－批發及貿易

貨品銷售在本集團已將貨品交付予顧客，顧客接收產品後，以及有關應收款的收回可合理確保時確認。

(c) 物業管理費收入

物業管理費收入於有關服務提供後確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.27 Interest income**

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

2.28 Dividend income

Dividends are recognised as revenue when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits. However, the investment may need to be tested for impairment as a consequence.

2.29 Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

2 主要會計政策概要 (續)**2.27 利息收入**

利息收入採用實際利息法確認。倘應收款出現減值，本集團會將賬面值減至其可收回金額（即估計未來現金流量按該工具之原定實際利率貼現），並繼續將貼現金額回轉並確認為利息收入。減值貸款之利息收入按原定實際利率確認。

2.28 股息收入

股息在確立收取付款的權利時確認為收入，即便自收購前利潤派付亦適用。然而，投資可能因而需要進行減值測試。

2.29 租賃

倘本集團（作為承租人）擁有擁有權的絕大部分風險及回報，則物業、廠房及設備的租約均分類為融資租約。融資租約於租約開始時按租賃物業的公允值或（倘屬較低）最低租賃付款之現值資本化。相應租金責任（扣除財務支出）計入其他短期及長期應付款。各租賃付款會在負債及財務成本之間分配。財務成本在租賃期內在損益中扣除，以就各期間的負債剩餘結餘產生固定定期利率。根據融資租約所得之物業、廠房及設備會於資產的可使用年期或（倘不可合理確定本集團將於租賃期末取得擁有權）資產的可使用年期與租賃期間之較短者予以折舊。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases (Continued)

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2.30 Dividends distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's principal financial instruments comprise bank borrowings. The main purpose of net debt is to raise finance for the Group's Operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its Operations. The Group's overall risk management policies focus on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by management under the policies approved by the Board of Directors and it identifies, evaluates and monitors financial risks in close co-operation with the Group's operating units.

2 主要會計政策概要 (續)

2.29 租賃 (續)

擁有權之重大部分風險及回報並無轉移至本集團(作為承租人)的租約分類為營業租約。根據營業租約作出的付款(扣除自出租人收取的任何獎勵)於租約期間按直線法於損益中扣除。

本集團屬出租人的營業租約的租金收入於租賃期間內按直線法確認於收入。相關租賃資產按其性質計入綜合資產負債表。

2.30 股息分派

在獲本公司股東或董事(倘合適)批准分派股息之期間內,分派予本公司股東之股息於本集團之綜合財務報表內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團之主要金融工具包括銀行貸款。此等金融工具之主要用途乃為本集團之業務籌集資金。本集團有若干其他財務資產及負債來自其經營業務直接產生,例如貿易及其他應收賬款及貿易及其他應付賬款。本集團之整體風險管理政策針對金融市場之難以預測性,並尋求減低對本集團財務表現構成之潛在不利影響。風險管理乃由管理層根據董事會批核之政策進行,而管理層與本集團之營運單位緊密合作,以識別、評估及監察財務風險。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.1 Financial risk factors (Continued)**

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate 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.

(a) Foreign exchange risk

The Group mainly operates in Hong Kong, China and a number of countries in South East Asia. Retail sales transactions are mostly denominated in the functional currencies of respective group entities. The Group's exposure to foreign exchange risk mainly arises from commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group considers its foreign currency exposure as mainly arising from the exposure of the Singapore dollar, Malaysian ringgit, Thai baht and Renminbi against the Hong Kong dollar. The Group regularly monitors its exposures to foreign currency transactions.

The details of the currencies in which the Group's bank loans are denominated are set out in Note 27 to the consolidated financial statements. The Group's bank loans are principally denominated in the functional currency of the relevant group entity. Management does not anticipate any significant foreign exchange risk associated with the Group's borrowings.

3 財務風險管理 (續)**3.1 財務風險因素 (續)**

本集團經營活動面對各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

(a) 外匯風險

本集團主要於香港、中國及若干東南亞國家經營業務。而零售交易大部分乃以集團實體的功能貨幣計值。本集團主要承受來自以集團實體的功能貨幣以外貨幣計值的商業交易，已確認資產及負債的外匯風險。本集團認為其外幣風險主要來自新加坡元、馬來西亞令吉、泰銖及人民幣兌港幣的風險。本集團定期監控其外幣交易風險。

本集團的銀行貸款的計值貨幣詳情載於賬目附註27。本集團的銀行貸款主要以本集團相關實體的功能貨幣計值。管理層並不預期有關本集團貸款的任何重大外匯風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Foreign exchange risk (Continued)

The approximate impact to the Group's loss before tax that might be resulted from the reasonable possible changes in the foreign exchange rates against the Hong Kong dollar to which the Group has significant exposure at 31 March 2018 is summarised below. The analysis includes balances between group companies where the balances are denominated in a currency other than the functional currencies of the lending or the borrowing entities.

		2018		2017	
		(Increase)/ decrease in loss before income tax from Continuing Operations 持續營運業務			
		Increase in foreign exchange rate	除稅前虧損的 增加(增加)/減少	Increase in foreign exchange rate	Decrease in loss before income tax
		HK\$'000 港幣仟元		HK\$'000 港幣仟元	
Singapore dollar	新加坡元	5%	(173)	5%	3,345
Malaysian ringgit	馬來西亞令吉	5%	(91)	5%	1,602
Thai baht	泰銖	5%	338	5%	680
Renminbi	人民幣	5%	7,934	5%	8,754
Swiss franc	瑞士法郎	5%	8,765	5%	8,133

Decrease in the above foreign exchange rates by 5% (2017: 5%) would affect the loss before income tax by the same amount but in the opposite direction.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 外匯風險 (續)

於2018年3月31日，因本集團主要面臨的港幣外匯匯率的合理可能變動而導致的對本集團的稅前虧損概約影響概要如下。該分析包括集團公司之間的結餘，而該結餘乃以除借貸實體的功能貨幣外的貨幣計值。

上述外匯匯率減少5% (2017年：5%) 將對除稅前虧損產生相同金額但相反方向的影響。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets other than bank balances, details of which have been disclosed in Note 21. The Group's exposure to changes in interest rates is mainly attributable to its bank loans. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. Details of the Group's bank borrowings are disclosed in Note 27(a) to the consolidated financial statements. The Group's policy is to obtain the most favorable interest rates available.

The Group has not used any interest rate swaps to hedge its exposure to cash flow interest rate risk.

At 31 March 2018, if interest rates of bank borrowings at variable rates had been 50 basis points (2017: 50 basis points) higher/lower with all other variables held constant, loss for the year would have been HK\$5,079,000 (2017: HK\$4,429,000) higher/lower, mainly as a result of higher/lower interest expense.

(c) Credit risk

The Group's maximum exposure to credit risk which cause a financial loss to the Group due to failure to perform an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets (mainly include deposits with banks and trade and other receivables) as stated in the consolidated balance sheet.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 利率風險

由於本集團並無重大計息資產除銀行結餘外，有關詳情已披露於附註21，故本集團之收入及營運現金流量大致上不受市場利率變動影響。本集團面對的利率變動風險主要來自其銀行貸款。按浮動利率授出的銀行貸款使本集團承受現金流量利率風險。有關本集團銀行借貸的詳情披露於綜合財務報表附註27(a)。本集團的政策乃為公司爭取最有利之利率。

本集團並無使用任何利率掉期對沖現金流量利率風險。

於2018年3月31日，倘貸款利率上升／降低50個(2017年：50個)基點而其他因素保持不變，除所得稅前虧損將上升／降低港幣5,079,000元(2017年：港幣4,429,000元)，主要是由於浮動利率借貸利息開支上升／降低所致。

(c) 信貸風險

本集團因交易對手方未能履行責任引致財務虧損所承擔之最大信貸風險來自綜合資產負債表所載各已確認財務資產之賬面值，主要包括銀行存款以及貿易及其他應收賬款。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

Bank balances are deposited in banks with sound credit ratings to mitigate the risk arising from banks. The Group has no significant concentration of credit risk with any single counterparty or group of counterparties. The Group also has policies in place to assess the credit worthiness of customers to ensure that sales of products are made to wholesale customers with an appropriate credit history. Besides, management of the Group monitors its credit risk on an ongoing basis by reviewing the debtors' aging to minimise its exposure to credit risk.

Sales to retail customers are made in cash or via major credit cards.

Rental deposits are mainly placed with various landlords in countries where the Group operates and are due to refund upon the expiry of the tenancy agreements and handover of the leased premises. During the year, the Group did not experience any defaults by the landlords.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of banking facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, management aims to maintain flexibility in funding by keeping credit lines available and to maintain a balance between continuity of funding and flexibility through the use of banking facilities in order to meet its liquidity requirements both in the short term and long term.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

銀行結餘存放於信貸評級良好的銀行以減低銀行產生的風險。本集團並無與任何單一交易對手方或一組交易對手方有關的任何重大信貸集中風險。本集團亦已訂有政策評估客戶之信貸記錄，以確保產品乃向信貸紀錄良好之批發客戶銷售。此外，本集團管理層通過檢討應收賬款的賬齡以持續監察及減低其信貸風險。

對零售顧客之銷售以現金支付或透過主要信用卡進行。

租金按金主要給予本集團有經營業務的國家的多名業主，並於租賃協議屆滿及交還租賃物業時可予退還。年內，本集團並無遭遇重大業主違約事件。

(d) 流動資金風險

審慎之流動資金風險管理代表維持足夠之現金及透過獲取足夠之已承諾信貸額度獲得足夠之資金。由於相關業務活躍多變，故管理層旨在維持充裕信貸融資，以保持資金之靈活彈性及透過使用銀行之信貸在資金之持續性及靈活性之間取得平衡，以配合其短期及長期資金需求。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Repayable on demand/ within 1 year 應要求償還/ 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2018	於2018年3月31日				
Bank borrowings (Note (a))	銀行貸款(附註(a))	941,526	1,859	1,888	13,178
Finance lease	融資租賃	65	59	-	-
Trade and other payables	貿易及其他應付賬款	342,650	-	-	-
		1,284,241	1,918	1,888	13,178
At 31 March 2017	於2017年3月31日				
Bank borrowings (Note (a))	銀行貸款(附註(a))	1,106,511	1,551	1,579	12,790
Finance lease	融資租賃	60	60	55	-
Trade and other payables	貿易及其他應付賬款	571,749	-	-	-
		1,678,320	1,611	1,634	12,790

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 流動資金風險(續)

下表顯示本集團及本公司之財務負債，按照相關到期組別，根據由結算日至合約到期日的剩餘時間進行分析。於表內披露的金額為未折現的現金流量。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

Note:

- (a) Certain borrowings contain a repayment on demand clause which can be exercised at the bank's sole discretion. The analysis below shows the cash outflows based on the scheduled repayment. The amount includes interest payments computed using contractual rates. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Within 1 year 1年以下 HK\$'000 港幣仟元	Between 1 and 2 years 1至2年內 HK\$'000 港幣仟元	Between 2 and 3 years 2至3年內 HK\$'000 港幣仟元	Over 3 years 3年以上 HK\$'000 港幣仟元
At 31 March 2018 於 2018年3月31日	319,220	82,690	70,014	542,964
At 31 March 2017 於 2017年3月31日	327,788	126,855	132,842	596,836

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

附註：

- (a) 若干貸款載有應要求償還的條文，可按銀行全權酌情行使。以下分析顯示根據計劃還款的現金流出。有關金額包括使用合約利率計算的利息付款。董事認為，有關貸款將根據貸款協議所載的計劃還款日期償還。

3.2 資本風險管理

本集團的資本管理目標是保障本集團能繼續營運以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本之能力。

為了維持或調整資本結構，本集團可能會調整支付股東的股息數額、向股東返還資本、發行新股或出售資產以減低債務。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management (Continued)

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as 'shareholders' funds' as shown in the consolidated balance sheet.

The gearing ratios at 31 March 2018 and 2017 were as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Borrowings (Note 27)	貸款 (附註 27)	934,409	1,097,355
Less: Cash and cash equivalents (Note 21)	減：現金及現金等值物 (附註 21)	(246,278)	(533,774)
Net debt	淨債務	688,131	563,581
Shareholders' funds	股東資金	1,020,590	919,079
Gearing ratio	借貸比率	67%	61%

3.3 Fair value estimation

(a) Financial assets and liabilities

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

3 財務風險管理 (續)

3.2 資本風險管理 (續)

與業內其他公司作法一致，本集團以借貸比率作為監控資本的基準。借貸比率按淨債務除以資本總額計算。淨債務按貸款總額(包括綜合資產負債表所示之流動及非流動貸款以及可換股債券)減現金及現金等值物計算。資本總額計算為綜合資產負債表所示的「股東資金」。

於2017年及2018年3月31日之借貸比率載列如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Borrowings (Note 27)	貸款 (附註 27)	934,409	1,097,355
Less: Cash and cash equivalents (Note 21)	減：現金及現金等值物 (附註 21)	(246,278)	(533,774)
Net debt	淨債務	688,131	563,581
Shareholders' funds	股東資金	1,020,590	919,079
Gearing ratio	借貸比率	67%	61%

3.3 公平值估計

(a) 財務資產及負債

(i) 公平值架構

本節闡述釐定於財務報表內按公平值確認及計量的金融工具之公平值時所作判斷及估計。為得出釐定公平值所用輸入數據的可信程度指標，本集團根據會計準則將其金融工具分為三層。各層級之說明如下表所示。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

		Level 1 第1層 HK\$'000 港幣仟元	Level 2 第2層 HK\$'000 港幣仟元	Level 3 第3層 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
Recurring fair value measurements At 31 March 2018	經常性公平值計量 於2018年3月31日				
Financial assets	財務資產				
Available-for-sale financial assets	可供出售財務資產				
– unlisted equity securities	– 非上市股本證券	–	–	12,374	12,374
Recurring fair value measurements At 31 March 2017	經常性公平值計量 於2017年3月31日				
Financial assets	財務資產				
Available-for-sale financial assets	可供出售財務資產				
– unlisted equity securities	– 非上市股本證券	–	–	11,233	11,233

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

Level 1 The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(i) 公平值架構 (續)

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

第1層 在活躍市場(如公開買賣衍生工具、貿易及可供出售證券)買賣的金融工具的公平值按報告期末的市場報價列賬。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

Level 2 The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(ii) Valuation techniques used to determine fair values

The valuation of available-for-sale financial assets was determined using dividend growth model.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(i) 公平值架構 (續)

第2層 並非於活躍市場(如場外衍生工具)買賣的金融工具的公平值採用估值技術釐定，該等估值技術盡量利用可觀察市場數據而極少依賴實體的特定估計。倘計算工具公平值所需全部重大輸入數據均為可觀察數據，則該工具會被列入為第2層。

第3層 如一項或多項重大輸入數據並非根據可觀察市場數據得出，則該工具會被列入為第3層。非上市股本證券即屬此情況。

(ii) 釐定公平值所用的估值技術

可供出售的財務資產估值通過使用貼現現金流量預測釐定。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

- (iii) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 item for the years ended 31 March 2017 and 31 March 2018 for recurring fair value measurements:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Available-for-sale financial assets	可供出售財務資產		
At 1 April	於4月1日	11,233	12,129
Revaluation surplus/(deficit) transfer to equity	重估盈餘/(虧損)轉撥入權益	1,141	(896)
At 31 March	於3月31日	12,374	11,233

- (iv) Valuation inputs and relationships to fair value

The most significant unobservable input is the rate of return on the investment of 25% (2017: 22%). The lower the rate of return, the lower the fair value of the available-for-sale financial assets.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

- (iii) 按重大不可觀察輸入數據 (第三層級) 的公平值計量

下表呈列截至2017年3月31日及2018年3月31日止年度經常性公平值計量之第3層項目的變動：

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
At 1 April	11,233	12,129
Revaluation surplus/(deficit) transfer to equity	1,141	(896)
At 31 March	12,374	11,233

- (iv) 估值輸入數據及與公平值的關係

最重大不可觀察輸入數據為投資回報率：25% (2017年：22%)。回報率越低，可供出售財務資產公平值越低。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(v) Valuation processes

The finance department of the Group includes a team that performs the valuations of non-property items required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (“CFO”) and the audit committee (“AC”). Discussions of valuation processes and results are held between the CFO and AC at least once every six months, in line with the Group’s half-yearly reporting periods.

The main level 3 inputs used by the Group are derived and evaluated as follows:

- Earnings growth factor for unlisted equity securities are estimated based on historical dividend payout ratio.

(b) Non-financial assets and liabilities

(i) Fair value hierarchy

This note explains the judgements and estimates made in determining the fair values of the non-financial assets that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its non-financial assets and liabilities into the three levels prescribed under the accounting standards. An explanation of each level is provided in Note 3.3(a).

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(v) 估值程序

本集團財務部設有一個小組，專責就財務報告目的對非財產性項目估值，包括第3層公平值。此小組直接向首席財務官(CFO)和審核委員會(AC)匯報。為配合本集團的半年報告期，CFO、AC、估值小組與估值師最少每六個月開會一次，討論估值流程和相關結果。

本集團使用的主要第3層輸入數據從下列資訊中取得和評估：

- 根據過往派息率估計未上市股本證券的盈利增長因子。

(b) 非財務資產及負債

(i) 公平值架構

本附註闡述釐定於財務報表內按公平值確認及計量的非財務資產之公平值時所作判斷及估計。為得出釐定公平值所用輸入數據的可信程度指標，本集團根據會計準則將其非財務資產及負債分為三層。各層之說明列載於附註3.3(a)。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) Non-financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

	Level 1 第1層 HK\$'000 港幣仟元	Level 2 第2層 HK\$'000 港幣仟元	Level 3 第3層 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 31 March 2018 and on the date of transfer Investment property				
於2018年3月31日 及轉讓日期 投資物業	-	-	230,000	230,000
Total non-financial assets	-	-	230,000	230,000
非財務資產總額				

No non-financial assets or liabilities was measured at fair value as at 31 March 2017

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

(ii) Valuation techniques used to determine level 3 fair values and valuation processes

The fair value of the investment property is arrived at on the basis of valuation carried out by CS Surveyors Limited ("CS"), an independent valuer which is not related to the Group. The Group's finance department reviews the valuations performed by CS for financial reporting purpose. These valuation results are then reported to the Group's management for discussions and review in relation to the valuation processes and the reasonableness of valuation results.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

(i) 公平值架構 (續)

	Level 1 第1層 HK\$'000 港幣仟元	Level 2 第2層 HK\$'000 港幣仟元	Level 3 第3層 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
At 31 March 2018 and on the date of transfer Investment property				
於2018年3月31日 及轉讓日期 投資物業	-	-	230,000	230,000
Total non-financial assets	-	-	230,000	230,000
非財務資產總額				

概無非財務資產或負債於2017年3月31日以公平值計量。

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

(ii) 釐定第3層公平值及估值程序所用的估值技術

投資物業的公平值乃按由與本集團並無關聯的獨立估值師忠誠測量行有限公司(「忠誠」)進行的估值而達成。為編製財務報表，本集團財務部審閱忠誠所進行的估值。有關估值結果會向本集團管理層報告，以就估值程序及估值結果的合理性作出討論及審閱。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) Non-financial assets and liabilities (Continued)

- (ii) Valuation techniques used to determine level 3 fair values and valuation processes (Continued)

The fair value of the investment properties were arrived by using direct comparison method based on market observable transactions of similar properties in the similar conditions and locations of the subject properties and adjusted to reflect the conditions of the subject properties including property size and property floor level. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

- (iii) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in level 3 items for the year ended 31 March 2018 for recurring fair value measurements:

		Investment property 投資物業 HK\$'000 港幣仟元
At 1 April 2017	於2017年4月1日	–
Transfer from property, plant and equipment	轉自物業、 機器及設備	230,000
Change in fair value	公平值變動	–
At 31 March 2018	於2018年3月31日	<u>230,000</u>

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

- (ii) 釐定第3層公平值及估值程序所用的估值技術 (續)

投資物業的公平值乃根據與目標物業的狀況及位置相若的類似物業的(經對物業面積及物業樓層等作出調整以反映目標物業之狀況)可觀察市場交易使用直接比較法達致。於估計物業的公平值時，物業的最高及最佳用途為目前用途。

- (iii) 在公平值計量中使用的重大不可觀察輸入數據(第3層)

下表呈列截至2018年3月31日止年度經常性公平值計量之第3層項目的變動：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) Non-financial assets and liabilities (Continued)

(iv) Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements. See (ii) above for the valuation techniques adopted.

HK\$'000	Valuation technique(s) and key input(s)	Significant unobservable input(s) 重大不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據之範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
At 31 March 2018 and on the date of transfer 於2018年3月31日及轉讓日期				
<u>230,000</u>	Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions of the subject property. The key inputs are: 1) Property size 2) Unit rate 根據類似物業的可觀察市場交易使用直接比較法，並經調整以反映目標物業的狀況。 關鍵輸入數據為： 1) 物業面積 2) 單位價格	1) Unit rate 2) Location 3) Frontage 4) Size 1) 單位價格 2) 位置 3) 朝向 4) 面積	From HK\$295,000 to HK\$312,000 per square feet 每平方呎由295,000港元至312,000港元	1) The higher the unit rate, the higher the fair value 2) The larger the shop frontage, the higher the fair value 3) The larger the size, the higher the fair value 1) 單位價格越高，公平值越高 2) 舖面越大，公平值越高 3) 面積越大，公平值越高

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

(iv) 估值輸入數據及與公平值的關係

下表概述經常性第3層公平值計量所用重大不可觀察輸入數據的量化資料。請參閱上文(ii)了解所採用估值技術。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Net realisable value of stocks

Net realisable value of stocks is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations at the balance sheet date.

(b) Impairment of property, plant and equipment

The Group assesses at least annually whether property, plant and equipment exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgements and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

4 關鍵會計估計及判斷

編製財務報表需要使用會計估計，而會計估計按定義極少與有關實際結果相同。管理層亦需要在應用本集團會計政策過程中行使判斷。

估計和判斷會作持續評估，並以過往經驗和其他因素作為基礎，包括在有關情況下相信屬合理而對實體可能造成財務影響之未來事件預期。

(a) 存貨的可變現淨值

存貨之可變現淨值乃在日常業務進行中之估計售價，減去估計完成成本及銷售開支。該等估計乃以現有市況及製造與銷售同類產品之歷來經驗為基準進行。由於客戶品味和競爭對手行動的變化而導致嚴重的行業周期變化，其可能會發生顯著變化。管理層將於各報告期間期末重新評估有關估計。

(b) 物業、機器及設備的減值

本集團會至少每年評估物業、機器及設備是否存在任何減值跡象。可收回金額按照使用價值計算而釐定。使用價值計算包括對持續使用該資產於未來所得之現金流入及流出，以及按適當貼現率折現現金流量。對將產生之現金流量、及選擇適用市場該等計算需要應用判斷及估計。管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致重大額外的減值。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Impairment of technical know-how

The Group reviews technical know-how for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount, and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of recoverable amount, which is based on management's estimate with best information available. The Group derives the required cash flow estimates from historical experience and internal business plans. To determine recoverable amount, the Group uses cash flow estimates discounted at an appropriate discount rate and independent appraisals, as appropriate. Information about the valuation assumptions used in determining recoverable amount is provided in Note 16.

(d) Impairment of goodwill and trademarks

The Group tests at least annually whether goodwill and trademarks have suffered any impairment. The recoverable amounts have been determined based on higher of value-in-use calculations and fair value less costs of disposal. These calculations require the use of judgments and estimates.

(e) Deferred income tax

The Group's management determines the amount of deferred tax asset to be recognised by estimating the amount of future profit available to utilise the tax losses or certain temporary differences in the relevant tax jurisdiction and entity. The estimate is based on the projected profit in respective jurisdiction and entity and the Group uses its judgement to make assumptions that are mainly based on market conditions existing on balance sheet date. It could change as a result of the uncertainties in the market conditions.

4 關鍵會計估計及判斷 (續)

(c) 專業技術的減值

當事件發生或情況變動顯示相關賬面值或不能被收回時，本集團審閱專業技術的減值。釐定是否有減值一般須作出各種估計及假設，包括釐定直接與潛在減值資產有關的現金流量、將產生的現金流量的可使用年期、有關金額及該資產的剩餘價值(如有)。因此，計量減值虧損須釐定可收回金額，有關金額乃由管理層根據可得最佳資料估計。本集團根據過往經驗及內部業務計劃得出所需現金流量估計。為釐定可收回金額，本集團使用按適當貼現率貼現的現金流量估計及獨立估價(按適用者)。有關估計可收回金額所用估值假設的資料載於附註16。

(d) 商譽及商標的減值

本集團每年測試商譽及商標是否出現減值。可收回金額按照使用價值計算及按公平值減去銷售成本的較高者而釐定。此等計算需要利用判斷及估計。

(e) 遞延所得稅

本集團管理層決定將遞延稅項資產數額，按估計日後可動用有關稅務司法權區及公司稅務虧損的溢利確認。該估計乃根據各司法權區及實體的預測溢利作出，而本集團則以該判斷及主要根據結算日當時市況作出假設。該估計或會因市況不明朗而更改。

5 SEGMENT INFORMATION

The chief operating decision-makers have been identified as the executive directors. The executive directors review the Group's financial information mainly from product and geographical perspectives. From a geographical perspective, management mainly assesses the performance of watch and optical operations in (i) Hong Kong, Macau and Mainland China and (ii) rest of Asia.

Revenue represents sales of goods. Sales between operating segments are carried out on terms equivalent to those prevailing in arm's length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax ("EBIT"). This measurement basis excludes unallocated income and net corporate expenses.

The optical retail segment and certain subsidiaries under wholesale trading segment (the "Disposal group") were discontinued and were classified as held for sale as at balance sheet date. Information about this discontinued segment is provided in Note 25. The comparative figures in the consolidated income statement have been restated to re-present the results of Disposal group as Discontinued Operations.

Unallocated income represents dividend income from investment. Net corporate expenses mainly represent corporate staff costs and provision for senior management bonus. Unallocated assets represent property, plant and equipment at corporate level, available-for-sale financial assets, deferred tax assets and bank balances and cash. Unallocated liabilities represent other payables and accruals at corporate level, borrowings, deferred tax liabilities and income tax payable.

5 分部資料

本集團之首席運營決策者為行政董事。行政董事主要從產品及地區角度審閱本集團之財務資料。管理層主要從地區角度評核(i) 香港、澳門及中國大陸和(ii) 亞洲其餘地區之鐘錶及眼鏡業績。

收入為貨品銷售。營運分部間之銷售按相等於現行按公平原則進行的交易之條款進行。行政董事按除利息及稅項前經調整盈利(EBIT)評核營運分部之業績，計算該盈利時不包括未分配收入及集團行政淨支出。

眼鏡零售業務分部及眼鏡批發業務分部「出售集團」於資產負債表日被分類為終止營運業務。有關此已終止分部的資料載於附註25。綜合收益表中的比較數字已重列，以重新呈列已終止營運的眼鏡零售業務及批發業務分部。

未分配收入為投資的股息收入。集團行政淨支出主要為集團層面的員工成本及高級管理層花紅撥備。未分配資產為集團層面的物業、機器及設備、可供出售財務資產、遞延稅項資產以及銀行結餘及現金。未分配負債為集團層面的應付賬款及應計費用、借貸、遞延稅項負債及應付所得稅。

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

For the year ended 31 March 2018

截至2018年3月31日止年度

		Continuing Operations 持續營運業務				Discontinued Operations 終止營運業務				
		Watch retail 鐘錶零售				Optical retail 眼鏡零售				
		Hong Kong, Macau and			Hong Kong, Macau and					
		Mainland China	Rest of Asia	Wholesale Trading	Sub-total	Mainland China	Rest of Asia	Wholesale Trading	Sub-total	Total
		香港、 澳門及 中國大陸	亞洲 其餘地區	批發 業務	小計	香港、 澳門及 中國大陸	亞洲 其餘地區	批發 業務	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元
Revenues	收入									
Gross segment	分部總額	884,101	343,718	398,410	1,626,229	1,063,450	190,575	21,659	1,275,684	2,901,913
Inter-segment	分部間	-	-	(117,107)	(117,107)	-	-	(4,707)	(4,707)	(121,814)
		<u>884,101</u>	<u>343,718</u>	<u>281,303</u>	<u>1,509,122</u>	<u>1,063,450</u>	<u>190,575</u>	<u>16,952</u>	<u>1,270,977</u>	<u>2,780,099</u>
Segment results	分部業績	<u>(52,955)</u>	<u>4,231</u>	<u>(4,573)</u>	<u>(53,297)</u>	<u>49,464</u>	<u>(13,140)</u>	<u>2,244</u>	<u>38,568</u>	<u>(14,729)</u>
Unallocated income	未分配收入				3,599				-	3,599
Net corporate expenses	集團行政淨支出				(50,387)				(33,006)	(83,393)
Operating (loss)/gain	營業(虧損)/溢利				(100,085)				5,562	(94,523)
Finance costs	財務成本				(23,309)				(2,219)	(25,528)
(Loss)/profit before income tax	除所得稅前(虧損)/ 溢利				(123,394)				3,343	(120,051)
Income tax expense	所得稅支出				(22,454)				(7,807)	(30,261)
Loss for the year	年度虧損				<u>(145,848)</u>				<u>(4,464)</u>	<u>(150,312)</u>

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2018

5 分部資料(續)

截至2018年3月31日止年度

		Continuing Operations 持續營運業務					Discontinued Operations 終止營運業務				
		Watch retail 鐘錶零售		Optical retail 眼鏡零售			Watch retail 鐘錶零售		Optical retail 眼鏡零售		
		Hong Kong, Macau and		Wholesale Trading	Unallocated	Sub-total	Hong Kong, Macau and		Wholesale Trading	Sub-total	Total
		Mainland China	Rest of Asia				Mainland China	Rest of Asia			
		香港、 澳門及 中國大陸	亞洲 其餘地區	批發 業務	未分配	小計	香港、 澳門及 中國大陸	亞洲 其餘地區	批發 業務	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元
Capital expenditure	資本性開支	(35,422)	(12,764)	(1,273)	(8,942)	(58,401)	(42,201)	(7,960)	(2)	(50,163)	(108,564)
Depreciation	折舊	(18,052)	(10,426)	(2,536)	(13,438)	(44,452)	(31,113)	(10,897)	(73)	(42,083)	(86,535)
Amortisation of prepayment of lease premium	攤銷預付租賃地價 of lease premium	-	(2,822)	-	-	(2,822)	-	(3,085)	-	(3,085)	(5,907)
Amortisation of intangible assets	攤銷無形資產	-	-	(2,376)	-	(2,376)	-	-	-	-	(2,376)
Write back/(provision) for stocks	存貨撥回/(撥備)	6,499	6,684	(32,108)	-	(18,925)	(5,204)	10	963	(4,231)	(23,156)
Impairment of property, plant and equipment	物業、機器及設備減值	(3,195)	(351)	-	-	(3,546)	(5,120)	(2,271)	-	(7,391)	(10,937)
Impairment of intangible assets	無形資產減值	-	-	(30,273)	-	(30,273)	-	-	-	-	(30,273)
Utilisation/(provision) for onerous contracts	有法律義務合約的 撥回/(撥備)	23,097	-	-	-	23,097	2,575	(637)	-	1,938	25,035
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in prior years	重計遞延應付代價收入 (有關以前年度收購 一間子公司)	-	-	10,000	-	10,000	-	-	-	-	10,000

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5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2017 (Restated)

5 分部資料(續)

截至2017年3月31日止年度(重列)

		Continuing Operations 持續營運業務				Discontinued Operations 終止營運業務				
		Watch retail 鐘錶零售			Optical retail 眼鏡零售					
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 其餘地區	Wholesale Trading 批發 業務	Sub-total 小計	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 其餘地區	Wholesale Trading 批發 業務	Sub-total 小計	Total 總計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Revenues	收入									
Gross segment	分部總額	964,464	360,831	535,248	1,860,543	1,001,191	197,127	21,841	1,220,159	3,080,702
Inter-segment	分部間	-	-	(225,680)	(225,680)	-	-	(4,612)	(4,612)	(230,292)
		<u>964,464</u>	<u>360,831</u>	<u>309,568</u>	<u>1,634,863</u>	<u>1,001,191</u>	<u>197,127</u>	<u>17,229</u>	<u>1,215,547</u>	<u>2,850,410</u>
Segment results	分部業績	<u>(107,097)</u>	<u>(11,475)</u>	<u>21,483</u>	<u>(97,089)</u>	<u>28,620</u>	<u>(31,571)</u>	<u>805</u>	<u>(2,146)</u>	<u>(99,235)</u>
Unallocated income	未分配收入				1,938				-	1,938
Net corporate	集團行政淨									
income/(expenses)	收入/(支出)				15,713				(33,685)	(17,972)
Operating loss	營業虧損				(79,438)				(35,831)	(115,269)
Finance costs	財務成本				(56,671)				(3,084)	(59,755)
Loss before income tax	除所得稅前虧損				(136,109)				(38,915)	(175,024)
Income tax credit/(expense)	所得稅抵扣/(支出)				3,642				(6,331)	(2,689)
Loss for the year	年度虧損				<u>(132,467)</u>				<u>(45,246)</u>	<u>(177,713)</u>

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5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2017 (Restated)

5 分部資料(續)

截至2017年3月31日止年度(重列)

		Continuing Operations 持續營運業務					Discontinued Operations 終止營運業務					Total
		Watch retail 鐘錶零售		Wholesale 批發 業務	Unallocated 未分配	Sub-total 小計	Optical retail 眼鏡零售			Sub-total 小計		
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸	Rest of Asia 其餘地區				Trading		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸		Rest of Asia 其餘地區	Wholesale 批發 業務
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	
Capital expenditure	資本性開支	(14,196)	(10,665)	(3,265)	(3,992)	(32,118)	(32,664)	(13,807)	(115)	(46,586)	(78,704)	
Depreciation	折舊	(21,794)	(12,446)	(2,369)	(12,679)	(49,288)	(33,983)	(11,247)	(125)	(45,355)	(94,643)	
Amortisation of prepayment of lease premium	攤銷預付租賃地價 of lease premium	-	(2,960)	-	-	(2,960)	-	(2,835)	-	(2,835)	(5,795)	
Amortisation of intangible assets	攤銷無形資產	-	-	(2,311)	-	(2,311)	-	-	-	-	(2,311)	
(Provision)/write back of stocks	存貨(撥備)/撥回	(10,772)	3,297	(11,214)	-	(18,689)	(4,715)	35	-	(4,680)	(23,369)	
Impairment of property, plant and equipment	物業、機器及設備減值	(3,643)	(1,264)	-	-	(4,907)	(2,820)	(1,734)	-	(4,554)	(9,461)	
Impairment of intangible assets	無形資產減值	-	-	(3,736)	-	(3,736)	-	-	-	-	(3,736)	
Provision for onerous contracts	有法律義務合約的撥備	(17,713)	(827)	-	-	(18,540)	(3,271)	(2,084)	-	(5,355)	(23,895)	

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5 SEGMENT INFORMATION (Continued)

As at 31 March 2018

5 分部資料 (續)

於2018年3月31日

		The Group other than Disposal group 出售集團以外的集團				Disposal group (as reclassified to assets classified as held for sale and liabilities associated with assets classified as held for sale) 出售集團(重新分類為持作可供出售資產與持作可供出售資產相關的負債)				
		Watch retail 鐘錶零售				Optical retail 眼鏡零售				
		Hong Kong, Macau & Mainland China 香港、 澳門及 中國大陸	Rest of Asia 其餘地區	Wholesale Trading 批發 業務	Sub-total 小計	Hong Kong, Macau & Mainland China 香港、 澳門及 中國大陸	Rest of Asia 其餘地區	Wholesale Trading 批發 業務	Sub-total 小計	Total 總計
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Segment assets	分部資產	564,864	175,937	549,535	1,290,336	334,994	105,917	17,223	458,134	1,748,470
Unallocated assets	未分配資產				746,747				156,722	903,469
Total assets	總資產				2,037,083				614,856	2,651,939
Segment liabilities	分部負債	240,357	41,372	50,408	332,137	189,083	24,600	936	214,619	546,756
Unallocated liabilities	未分配負債				994,598				81,802	1,076,400
Total liabilities	總負債				1,326,735				296,421	1,623,156

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財務報表附註

5 SEGMENT INFORMATION (Continued)

As at 31 March 2017

5 分部資料(續)

於2017年3月31日

		Watch retail 鐘錶零售		Optical retail 眼鏡零售			Total
		Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元	Hong Kong, Macau and Mainland China 香港、 澳門及 中國大陸 HK\$'000 港幣仟元	Rest of Asia 亞洲 其餘地區 HK\$'000 港幣仟元	Wholesale Trading 批發業務 HK\$'000 港幣仟元	
Segment assets	分部資產	680,919	167,066	331,699	112,898	490,313	1,782,895
Unallocated assets	未分配資產						865,336
Total assets	總資產						<u>2,648,231</u>
Segment liabilities	分部負債	289,455	35,733	156,745	23,918	70,537	576,388
Unallocated liabilities	未分配負債						1,145,684
Total liabilities	總負債						<u>1,722,072</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue by geographical area is as follows:

Continuing Operations

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	751,520	852,079
Macau	澳門	119,501	117,802
Mainland China	中國大陸	146,318	153,757
Rest of Asia	亞洲其餘地區	489,864	508,669
Europe	歐洲	1,919	2,556
		1,509,122	1,634,863

Discontinued Operations

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	824,810	784,445
Macau	澳門	58,452	63,240
Mainland China	中國大陸	191,013	164,558
Rest of Asia	亞洲其餘地區	196,702	203,304
		1,270,977	1,215,547

5 分部資料 (續)

按地區分析集團收入如下：

持續營運業務

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	751,520	852,079
Macau	119,501	117,802
Mainland China	146,318	153,757
Rest of Asia	489,864	508,669
Europe	1,919	2,556
	1,509,122	1,634,863

終止營運業務

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	824,810	784,445
Macau	58,452	63,240
Mainland China	191,013	164,558
Rest of Asia	196,702	203,304
	1,270,977	1,215,547

5 SEGMENT INFORMATION (Continued)

An analysis of the Group's segments results by geographical area is as follows:

Continuing Operations

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	7,501	(24,048)
Macau	澳門	22,524	17,937
Mainland China	中國大陸	(59,444)	(79,668)
Rest of Asia	亞洲其餘地區	22,967	8,709
Europe	歐洲	(46,845)	(20,019)
		(53,297)	(97,089)

Discontinued Operations

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	70,345	62,707
Macau	澳門	11,536	2,020
Mainland China	中國大陸	(29,546)	(34,216)
Rest of Asia	亞洲其餘地區	(13,767)	(32,657)
		38,568	(2,146)

5 分部資料 (續)

按地區分析集團分部業績如下：

持續營運業務

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	7,501	(24,048)
Macau	澳門	22,524	17,937
Mainland China	中國大陸	(59,444)	(79,668)
Rest of Asia	亞洲其餘地區	22,967	8,709
Europe	歐洲	(46,845)	(20,019)
		(53,297)	(97,089)

終止營運業務

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Hong Kong	香港	70,345	62,707
Macau	澳門	11,536	2,020
Mainland China	中國大陸	(29,546)	(34,216)
Rest of Asia	亞洲其餘地區	(13,767)	(32,657)
		38,568	(2,146)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

An analysis of the Group's non-current assets (other than financial instruments and deferred tax assets) by geographical area is as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Hong Kong	香港	365,919	216,084
Macau	澳門	158,675	161,999
Mainland China	中國大陸	18,525	56,007
Rest of Asia	亞洲其餘地區	106,630	154,310
Europe	歐洲	43,646	75,384
		693,395	663,784

5 分部資料 (續)

按地區分析集團非流動資產(金融工具及遞延稅項資產除外)如下:

6 OTHER GAINS, NET

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Loss on disposal of property, plant and equipment, net	出售物業、機器及設備的虧損，淨額	(786)	(2,399)
Exchange gains/(losses), net	匯兌收益/(虧損)，淨額	12,033	(12,204)
Gain on redemption of convertible bonds	贖回可換股債券的收益	-	75,901
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in prior years	重計遞延應付代價收入 (有關以前年度收購一間子公司)	10,000	-
		21,247	61,298

6 其他收益，淨額

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財務報表附註

7 OTHER INCOME

7 其他收入

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Building management fee income	樓宇管理費收入	2,340	2,340
Rental income	租金收入	2,729	648
Dividend income from investments	投資股息收入	3,599	1,938
Interest income	利息收入	1,180	2,428
Sundries	雜項	5,271	7,688
		15,119	15,042

8 EXPENSES BY NATURE

8 按性質列示的費用

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Cost of stocks sold and raw materials consumed	出售存貨成本及原材料消耗	740,468	759,648
Amortisation of intangible assets (Note 16)	攤銷無形資產(附註16)	2,376	2,311
Amortisation of prepayment of lease premium	攤銷預付租賃地價	2,822	2,960
Depreciation charge of property, plant and equipment	物業、機器及設備的折舊		
– Owned	– 自置	44,397	49,234
– Leased	– 租賃	55	54
Impairment loss of property, plant and equipment	物業、機器及設備減值	3,546	4,907
Impairment loss of intangible assets (Note 16)	無形資產減值(附註16)	30,273	3,736
(Utilisation)/provision for onerous contracts	有法律義務合約的(撥回)/撥備	(23,097)	18,540
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	3,148	3,712
– Non-audit services	– 非核數服務	1,585	887
Operating leases on buildings	樓宇營業租賃	333,042	386,566
Provision for stocks	存貨準備	18,925	18,689
(Write back)/provision for bad debt	壞賬準備(撥回)/撥備	(64)	750
Donations	捐款	615	932
Employee benefit expenses (Note 9)	僱員福利支出(附註9)	324,122	359,812
Others	其他	163,360	177,903
Total cost of sales, selling expenses, general and administrative expenses and other operating expenses	銷售成本、銷售支出、一般及行政支出及其他營運支出總額	1,645,573	1,790,641

9 EMPLOYEE BENEFIT EXPENSES

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
			(Restated)
			(重列)
Salaries and allowances	薪金及津貼	298,328	322,052
Pension contributions less forfeiture utilised (Note a)	退休金供款(扣除已被動用的沒收供款)(附註a)	23,070	33,716
Termination benefits	終止福利	1,631	1,471
Unutilised annual leave	未被動用的年假	(2,125)	339
Other allowances	其他津貼	3,218	2,234
		324,122	359,812

(a) Pensions-defined contribution plans

The Group operated a retirement scheme under Occupation Retirement Scheme Ordinance (“ORSO scheme”) up to 30 November 2000 for employees in Hong Kong. With effect from 1 December 2000, a mandatory provident fund (“MPF”) scheme is set up which is available to eligible employees of the Group, including executive directors. No further employees and contributions have been added to the ORSO scheme after the set up of MPF. Contributions to the MPF scheme by the Group and employees are calculated at rates specified in the rules of the MPF scheme. The assets of the MPF scheme and ORSO scheme are held separately from those of the Group in an independently administered fund.

For subsidiaries outside Hong Kong, contributions to the local pension schemes are made by the Group and relevant employees, which are calculated at rates specified in the rules of the local pension schemes. The assets of the pension scheme are held separately from those of the Group in an independently administered fund.

Forfeited contributions totalling HK\$2,583,000 for the year ended 31 March 2018 (2017: HK\$1,230,000) arising from employees leaving the ORSO scheme of the Continuing Operations, were utilised to offset contributions during the year.

9 僱員福利支出

(a) 退休金－定額供款計劃

直至2000年11月30日為止，本集團根據職業退休計劃條例為香港區僱員提供退休計劃。自2000年12月1日起，本集團設立強制性公積金計劃（「強積金計劃」），本集團的合資格僱員（包括行政董事）均有權參與。本集團及僱員向強積金計劃作出的供款乃依據強積金計劃規則所規定的水平計算。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金負責管理。

就香港以外的附屬公司而言，本集團及僱員對當地退休金計劃作出的供款，乃按當地退休金計劃規則所規定的水平計算。退休金計劃之資產與本集團之資產分開持有，並由獨立管理基金負責管理。

截至2018年3月31日止年度內，持續營運業務僱員離職時被沒收之職業退休計劃供款總額港幣2,583,000元（2017年：港幣1,230,000元），已被動用以抵銷年內供款。

9 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2017: two) directors whose emoluments are reflected in the analysis shown in Note 32.

The emoluments payable to the remaining three (2017: three) individuals during the year are as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Basic salaries, allowance and benefits in kind	基本薪金，津貼及實物利益	3,912	3,890
Performance bonus	表現花紅	4,925	4,602
Contributions to pension plans	退休金計劃的供款	171	176
		9,008	8,668

The emoluments fell within the following bands:

		2018 Number of individuals 人數	2017 Number of individuals 人數
Emolument bands (in HK dollars)	薪酬組別 (港幣)		
HK\$2,500,001 to HK\$3,000,000	港幣 2,500,001 元至港幣 3,000,000 元	1	2
HK\$3,000,001 to HK\$3,500,000	港幣 3,000,001 元至港幣 3,500,000 元	2	1
		3	3

(c) Senior management emoluments

The emoluments fell within the following bands:

		2018 Number of individuals 人數	2017 Number of individuals 人數
Emolument bands (in HK dollars)	薪酬組別 (港幣)		
HK\$3,000,001 to HK\$3,500,000	港幣 3,000,001 元至港幣 3,500,000 元	1	-

9 僱員福利支出 (續)

(b) 五位最高薪酬人士

本年度本集團五名最高薪酬人士包括二名(2017年：二名)董事，其薪酬詳情已於附註32分析中反映。

於年內應付予其餘三名(2017年：三名)人士之酬金如下：

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Basic salaries, allowance and benefits in kind	3,912	3,890
Performance bonus	4,925	4,602
Contributions to pension plans	171	176
	9,008	8,668

介於下列酬金組別人士如下：

	2018 Number of individuals 人數	2017 Number of individuals 人數
Emolument bands (in HK dollars)		
HK\$2,500,001 to HK\$3,000,000	1	2
HK\$3,000,001 to HK\$3,500,000	2	1
	3	3

(c) 高級管理人員酬金

介於下列酬金組別人士如下：

	2018 Number of individuals 人數	2017 Number of individuals 人數
Emolument bands (in HK dollars)		
HK\$3,000,001 to HK\$3,500,000	1	-

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10 FINANCE COSTS

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Interest on borrowings and overdrafts	銀行貸款及透支利息	23,302	15,454
Borrowing cost on convertible bonds	可換股債券借貸費用	-	41,210
Interest on finance leases	融資租賃利息	7	7
		23,309	56,671

10 財務成本

11 INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits for the year ended 31 March 2018 less relief for available tax losses. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the territories in which the Group operates.

The amount of income tax charged to the consolidated income statement represents:

11 所得稅支出/(抵扣)

截至2018年3月31日止年度香港利得稅乃根據已沖銷可動用稅項損失的估計應課稅溢利按稅率16.5%(2017年: 16.5%)計算。海外利得稅乃根據年內估計應課稅溢利按本集團經營地區的適用稅率計算。

已計入綜合收益表的所得稅包括:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
Current income tax	本期所得稅		
– Hong Kong profits tax	– 香港利得稅	6,242	9,012
– Overseas profits tax	– 海外利得稅	5,532	5,680
– Over provision in respect of prior years	– 過往年度撥備過多	(76)	(184)
		11,698	14,508
Deferred income tax expense/(credit) (Note 28)	遞延所得稅支出/(抵扣) (附註28)	18,563	(11,819)
Income tax expense	所得稅支出	30,261	2,689
Income tax expense/(credit) is attributable to:	以下應佔所得稅支出/(抵扣)		
– Loss from Continuing Operations	– 持續營運業務	22,454	(3,642)
– Loss from Discontinued Operations	– 終止營運業務	7,807	6,331
		30,261	2,689

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INCOME TAX EXPENSE/(CREDIT) (Continued)

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the applicable tax rate, being the weighted average of tax rates prevailing in the territories in which the Group operates, as follows:

11 所得稅支出／(抵扣)(續)

本集團按其除所得稅前虧損而計算的稅項，與按其於各營運地區的適用稅率(加權平均率)而計算的理論稅項有差別，詳情如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Loss from Continuing Operations before income tax expense	持續營運業務除所得稅前虧損	(123,394)	(136,109)
Profit/(loss) from Discontinued Operations before income tax expense	終止營運業務除所得稅前盈利／(虧損)	3,343	(38,915)
		(120,051)	(175,024)
Theoretical tax at weighted average rate of 25.47% (2017: 23.07%)	按加權平均率25.47% (2017年：23.07%) 而計算的理論稅項	(30,578)	(40,380)
Income not subject to tax	無需課稅的收入	(5,472)	(17,901)
Expenses not deductible for tax purpose	不可扣稅的開支	18,544	17,484
Recognition of temporary differences not previously recognised	確認往年未被確認的暫時性差額	6,152	-
Utilisation of previously unrecognised tax losses	使用往年未確認的稅項虧損	(3,233)	(2,214)
Tax losses not recognised	未確認的稅項虧損	44,852	45,703
Over provisions in respect of prior years	過往年度撥備過多	(76)	(184)
Others	其他	252	181
Tax reduction	所得稅減免	(180)	-
Income tax expense	所得稅支出	30,261	2,689

The weighted average applicable tax rate was 25.47% (2017: 23.07%). The increase is caused by a change in the distribution of profitability of the Group's subsidiaries in the respective countries.

加權平均適用稅率為25.47% (2017年：23.07%)。增加乃由於本集團於各個國家的附屬公司的溢利分配變動所致。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 LOSS PER SHARE

Basic

Basic loss per share is calculated by dividing the Group's loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

12 每股虧損

基本

每股基本虧損以年內本公司權益持有人應佔虧損除以已發行普通股加權平均數而計算。

		2018	2017 (Restated) (重列)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (以仟股計)	1,046,474	1,046,474
Loss from Continuing Operations attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔持續營運業務的虧損 (港幣仟元)	(146,113)	(132,675)
Loss from Discontinued Operations attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔終止營運業務的虧損 (港幣仟元)	(4,464)	(45,246)
Loss attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔虧損 (港幣仟元)	(150,577)	(177,921)
Basic loss per share from Continuing Operations (HK cents)	持續營運業務每股基本虧損 (港仙)	(13.96)	(12.68)
Basic loss per share from Discontinued Operations (HK cents)	終止營運業務每股基本虧損 (港仙)	(0.43)	(4.32)
Basic loss per share (HK cents)	每股基本虧損 (港仙)	(14.39)	(17.00)

Diluted

Diluted loss per share for the year ended 31 March 2018 equal the basic loss per share as there were no potentially dilutive ordinary shares outstanding as at 31 March 2018.

Diluted loss per share for the year ended 31 March 2017 equal the basic loss per share as the conversion of convertible bonds was anti-dilutive.

攤薄

截至2018年3月31日止年度，每股攤薄虧損等於每股基本虧損，因為於2018年3月31日並無潛在攤薄普通股。

截至2017年3月31日止年度，每股攤薄虧損等於每股基本虧損，因為兌換可換股債券造成反攤薄所致。

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、機器及設備

		Land and buildings	Equipment, leasehold improvements and others 設備、 租賃權益 改良及其他	Total
		土地及樓宇	改良及其他	總額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Year ended 31 March 2017	截至2017年3月31日止年度			
Opening net book amount	年初賬面淨額	296,686	154,506	451,192
Additions	添置	–	67,460	67,460
Disposals/write off	出售/撇賬	–	(4,611)	(4,611)
Depreciation	折舊	(8,080)	(86,563)	(94,643)
Impairment loss (Note (c))	減值(附註(c))	–	(9,461)	(9,461)
Exchange differences	匯兌差額	(2,529)	(4,195)	(6,724)
Closing net book amount	年終賬面淨額	286,077	117,136	403,213
At 31 March 2017	於2017年3月31日			
Cost	成本	446,485	709,383	1,155,868
Accumulated depreciation and impairment loss	累計折舊及減值	(160,408)	(592,247)	(752,655)
Net book amount	賬面淨額	286,077	117,136	403,213

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT (Continued)

13 物業、機器及設備 (續)

		Land and buildings	Equipment, leasehold improvements and others	Total
		土地及樓宇	設備、租賃權益改良及其他	總額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Year ended 31 March 2018	截至2018年3月31日止年度			
Opening net book amount	年初賬面淨額	286,077	117,136	403,213
Additions	添置	–	107,550	107,550
Disposals/write off	出售/撇賬	–	(3,691)	(3,691)
Depreciation	折舊	(7,563)	(78,972)	(86,535)
Impairment loss (Note (c))	減值(附註(c))	–	(10,937)	(10,937)
Revaluation upon transfer to investment property	轉至投資物業重估收益	201,644	–	201,644
Transfer to investment property	轉至投資物業	(230,000)	–	(230,000)
Transfer to assets classified as held for sale	轉至分類為持作可供出售資產	(13,055)	(58,461)	(71,516)
Exchange differences	匯兌差額	4,737	8,307	13,044
Closing net book amount	年終賬面淨額	241,840	80,932	322,772
At 31 March 2018	於2018年3月31日			
Cost	成本	361,690	408,104	769,794
Accumulated depreciation and impairment loss	累計折舊及減值	(119,850)	(327,172)	(447,022)
Net book amount	賬面淨額	241,840	80,932	322,772

Notes:

- (a) Equipment, leasehold improvements and others include the following amounts where the Group is a lessee under a finance lease (refer to Note 27 for further details):

附註：

- (a) 融資租賃下本集團作為承租人的設備、租賃權益改良及其他金額如下(詳情載於附註27)：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Leased equipment, leasehold improvements and others	租賃設備、租賃權益改良及其他		
Cost	成本	224	208
Accumulated depreciation	累計折舊	(115)	(53)
Net book amount	賬面淨值	109	155

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT (Continued)

- (b) Depreciation expense of HK\$27,956,000 (2017: HK\$33,866,000) has been charged in selling expenses, HK\$16,496,000 (2017: HK\$15,422,000) has been charged in general and administrative expenses and HK\$42,083,000 (2017: HK\$45,355,000) has been charged in loss for the year from Discontinued Operations.
- (c) The Group regards its individual retail stores as separately identifiable CGUs. It assessed the recoverable amounts of the CGUs with reference to their value-in-use. During the year ended 31 March 2018, an impairment provision of HK\$3,546,000 from Continuing Operations and HK\$7,391,000 from Discontinued Operations (2017: HK\$9,461,000) were made as their carrying values are not expected to be fully recoverable. Impairment loss was included in other operating expenses in the consolidated income statement.

14 INVESTMENT PROPERTY

At beginning of the year	於年初	
Transfer from property, plant and equipment (Note 13)	自物業、機器及設備轉入(附註13)	
At end of the year	於年終	

During the year, the Group transferred an owner occupied property to investment property.

The investment property was revalued by independent professionally qualified valuer as at 31 October 2017 when it was transferred from property, plant and equipment, and 31 March 2018.

(i) Amount recognised in statement of profit or loss for investment property

Rental income	租金收入	
Direct operating expenses from property which generated rental income	產生租金收入的物業之直接營運支出	

13 物業、機器及設備(續)

- (b) 折舊費用港幣27,956,000元(2017年:港幣33,866,000元)已計入銷售支出、港幣16,496,000元(2017年:港幣15,422,000元)已計入一般及行政支出及港幣42,083,000元(2017年:港幣45,355,000元)已計入年內終止營運業務的虧損。
- (c) 本集團視其個別零售店舖為獨立可識別現金產生單位。而評估可收回之現金產生單位是經參考若干物業及設備的使用價值,截至2018年3月31日,因預期無法悉數收回其賬面值,故就其作出減值撥備,持續營運業務港幣3,546,000元及終止營運業務港幣7,391,000元(2017年:港幣9,461,000元)。減值虧損計入綜合收益表的其他營運支出。

14 投資物業

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
At beginning of the year	–	–
Transfer from property, plant and equipment (Note 13)	230,000	–
At end of the year	230,000	–

本集團於年內將一個自用物業轉至投資物業。

該投資物業於2017年10月31日自物業、機器及設備轉入時及於2018年3月31日由獨立專業合資格估值師重新估值。

(i) 投資物業於損益表中確認的金額

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Rental income	2,032	–
Direct operating expenses from property which generated rental income	(443)	–
	1,589	–

14 INVESTMENT PROPERTY (Continued)

(ii) Leasing arrangements

Minimum lease payments receivable on leases of the investment property are set out in Note 31(b).

(iii) Contractual obligations

Refer to Note 30 for information on non-current assets pledged as security by the Group.

15 PREPAYMENT OF LEASE PREMIUM

At beginning of the year	於年初
Additions	添置
Amortisation	攤銷
Transfer to assets classified as held for sale	轉至分類為持作 可供出售資產
Exchange differences	匯兌差額
Disposal	出售
At end of the year	於年終

Amortisation for prepayment of lease premium for premises was included in selling expenses in the consolidated income statement.

14 投資物業 (續)

(ii) 租賃安排

投資物業應收最低租賃款項載於附註31(b)。

(iii) 合同義務

本集團作為抵押擔保的非流動資產信息載於附註30。

15 預付租賃地價

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
At beginning of the year	31,282	29,777
Additions	1,015	8,614
Amortisation	(5,907)	(5,795)
Transfer to assets classified as held for sale	(14,343)	–
Exchange differences	3,278	718
Disposal	(1,059)	(2,032)
At end of the year	14,266	31,282

物業預付租賃地價的攤銷於綜合收益表內計入銷售支出中。

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16 INTANGIBLE ASSETS

16 無形資產

		Goodwill 商譽	Trademarks 商標	Technical know-how 專業技術	Total 總額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
Year ended 31 March 2017	截至2017年3月31日止年度				
Opening net book amount	年初賬面淨值	9,882	51,744	42,574	104,200
Additions	添置	–	2,630	–	2,630
Amortisation (Note 8)	攤銷(附註8)	–	–	(2,311)	(2,311)
Impairment loss (Note 8)	減值(附註8)	–	–	(3,736)	(3,736)
Exchange differences	匯兌差額	9	(588)	(505)	(1,084)
Closing net book amount	年終賬面淨額	9,891	53,786	36,022	99,699
At 31 March 2017	於2017年3月31日				
Cost	成本	9,891	83,567	74,120	167,578
Accumulated amortisation and impairment loss	累計攤銷及減值	–	(29,781)	(38,098)	(67,879)
Net book amount	賬面淨額	9,891	53,786	36,022	99,699
Year ended 31 March 2018	截至2018年3月31日止年度				
Opening net book amount	年初賬面淨值	9,891	53,786	36,022	99,699
Amortisation (Note 8)	攤銷(附註8)	–	–	(2,376)	(2,376)
Impairment loss (Note 8)	減值(附註8)	–	–	(30,273)	(30,273)
Exchange differences	匯兌差額	882	892	612	2,386
Closing net book amount	年終賬面淨額	10,773	54,678	3,985	69,436
At 31 March 2018	於2018年3月31日				
Cost	成本	10,773	84,584	75,195	170,552
Accumulated amortisation and impairment loss	累計攤銷及減值	–	(29,906)	(71,210)	(101,116)
Net book amount	賬面淨額	10,773	54,678	3,985	69,436

16 INTANGIBLE ASSETS (Continued)

Impairment test for technical know-how

In order to secure the supply of mechanical movements in the future, the Group acquired CATENA SA, a Swiss watch movement manufacturer, and recognised an identified technical know-how of HK\$70,816,000 in 2015. In the light of the overall downward trend in market prices of the Swiss-made mechanical watch movements, management has performed an impairment assessment for the technical know-how as at 31 March 2018, taking into account the current market condition and production plan of CATENA SA.

For the purpose of the impairment test, management prepared its cash flow projections to determine the recoverable amount.

The recoverable amount of the technical know-how is determined in the higher of value-in-use and fair value less costs of disposal. Management engaged an independent external valuer in determining the recoverable amount of the technical know-how using the value-in-use calculations based on discount cash flow approach and various key assumptions and estimate including:

1. Growth rate used to extrapolate cash flows beyond the seven-year budget period of 1%.
2. Growth rate used within the seven-year budget period of 8.6%.
3. Pre-tax discount rate applied to cash flow projections of 13.7%. The discount rate used reflects specific risk related to the Group's watch movement manufacturing business.

Based on the result of the impairment assessment, the Group has made an impairment loss of HK\$30,273,000 (2017: HK\$3,736,000) for the year ended 31 March 2018.

Should there be any 2% decrease in growth rate and within the seven-year budget period, it would cause the carrying value of the technical know-how of HK\$3,985,000 to be fully impaired.

16 無形資產 (續)

專業技術的減值測試

為確保日後的鐘錶零件供應，本集團於2015年收購瑞士鐘錶生產商CATENA SA，並確認可識別專業技術為港幣70,816,000元。鑑於總體瑞士製造的手錶機芯的市場價格下滑趨勢，管理層已於2018年3月31日就專業技術進行減值評估，並已計及現行市況及CATENA SA的生產計劃。

就減值評估目的而言，管理層編制現金流量預測以確定可收回金額。

專業技術的可收回金額乃根據使用價值及公平價值減去出售成本兩者中的較高者計算釐定。管理層委聘獨立外部估值師根據折現現金流量及各種關鍵假設及估計，釐定專業技術使用價值計算的可收回金額，包括：

1. 用作推斷超過七年預算期的現金流增長率為1%。
2. 用於七年預算期內使用價值之計算增長率為8.6%
3. 應用於現金流預測的除稅前折讓率為13.7%。所用折讓率反映有關本集團鐘錶零件生產業務的特定風險。

根據減值測試的結果，本集團於截至2018年3月31日止年度的減值費用為港幣30,273,000元(2017年：港幣3,736,000元)。

若用於七年預算期內使用價長之計算增長率下降2%，將導致賬面值港幣3,985,000元的專業技術全部減值。

16 INTANGIBLE ASSETS (Continued)

Impairment test for trademarks

Management tests annually whether the trademarks suffered any impairment by considering the economic benefit generated from the trademarks. The recoverable amount is determined based on value-in-use calculation. This calculation use pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budget based on past performance and its expectations for the market development.

The key assumptions used for value-in-use calculation are as follows:

1. Growth rate used to extrapolate cash flows beyond the five-year budget period of 1%.
2. Growth rate used within the five-year budget period ranged from 2% to 4% which was considered reasonable with reference to subsequent sales growth rate.
3. Pre-tax discount rate applied to cash flow projections of 14%. The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of trademarks to exceed the recoverable amount significantly.

No impairment provision on trademarks was made during the year ended 31 March 2018 (2017: nil).

16 無形資產 (續)

商標減值測試

管理層考慮到商標產生的經濟利益，每年測試商標是否受到任何減值。可回收金額根據使用價值之計算而釐定。該等計算採用根據管理層就涵蓋五年期間之財政預算作出之稅前現金流量預測。本集團管理層根據過往表現及其對市場發展之預期而釐定財政預算。

用於使用價值之計算的主要假設包括：

1. 用作推斷超過五年預算期的現金流增長率為1%。
2. 根據後續銷售增長率的合理考慮，用作推斷五年預算期內的增長率介於2%至4%之間。
3. 用於現金流預測的除稅前貼現率為14%。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商標的賬面值大幅超過可收回金額。

截至2018年3月31日止年度，並無就商標作出減值撥備(2017年：無)。

16 INTANGIBLE ASSETS (Continued)

Impairment test for goodwill

Goodwill is allocated to the Group's CGUs identified according to business segment. The goodwill is attributable to the watch wholesale trading operations.

The recoverable amount of a CGU is determined based on value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets performed by management covering a five-year period. Management determined the financial budgets based on past performance and its expectations for the market development. Cash flows beyond the five year period are extrapolated using the estimated growth rate stated below.

The key assumptions used for value-in-use calculation are as follows:

1. Growth rate used to extrapolate cash flows beyond the five-year budget period of 0%.
2. Growth rate used within the five-year budget period of 0% which does not exceed historical growth rate.
3. Pre-tax discount rate applied to cash flow projections of 14%. The discount rate used reflects specific risks related to the Group.

Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

During the year ended 31 March 2018, there was no impairment on the CGUs containing goodwill with indefinite useful lives (2017: nil).

16 無形資產 (續)

商譽減值測試

商譽根據業務分部分配至本集團可識別的現金產生單位。商譽來自鐘錶批發貿易業務。

現金產生單位的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層批核的五年期財政預算。管理層依據過往表現及其對市場發展的預期制定財政預算。超越該五年期的現金流量採用以下所述的估計增長率作出推算。

計算使用價值的主要假設如下：

1. 用以推算超過五年預算期的現金流量所使用的增長率為0%。
2. 用作推斷五年預算期內的增長率為0%，並不超出過往的增長率。
3. 用於現金流量預測的稅前貼現率為14%。該貼現率反映了與本集團有關的特定風險。

管理層認為，上述任何主要假設的任何合理可預見變動，將不會導致商譽的賬面值大幅超過可收回金額。

截至2018年3月31日止年度內，現金產生單位所含具無限使用壽命的商譽並無減值(2017年：無)。

17 AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets include the following:

Non-current assets	非流動資產
Unlisted equity securities	非上市股本證券

The amounts represent unlisted equity investment in an entity incorporated in Liechtenstein and are denominated in Swiss francs.

(a) Impairment indicators for available-for-sale financial assets

An equity security is considered to be impaired if there has been a significant or prolonged decline in the fair value below its cost. See Note 2.15 for further details about the Group's impairment policies for financial assets.

(b) Amounts recognised in other comprehensive income

Revaluation of available-for-sale financial assets resulting from the change in fair value of available-for-sale financial assets of HK\$1,141,000 (2017: HK\$896,000) is recognised in other comprehensive income.

(c) Fair value and impairment

Information about the methods and assumptions used in determining fair value is provided in Note 3.3. None of the available-for-sale financial assets are impaired.

17 可供出售的財務資產

可供出售財務資產包括以下：

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
<u>12,374</u>	<u>11,233</u>

該金額乃指以瑞士法郎計值的一間位於列支敦士登登記註冊成立的公司的非上市股本投資。

(a) 可供出售的財務資產的減值指標

如果其公平值大幅度或長期地低於其成本，則導致該股本投資減值。有關本集團財務資產減值政策的進一步詳情，請參閱附註2.15。

(b) 在其他全面收益表內確認的金額

重估可供出售的財務資產的公平值變動港幣1,141,000元(2017年：港幣896,000元)，於其他全面收益中確認。

(c) 公平值及減值

有關釐定公平值所用方法及假設的資料詳情載於附註3.3。所有可供出售的財務資產均無作出減值撥備。

18 FINANCIAL INSTRUMENTS BY CATEGORY

18 金融工具分類

		Loans and receivables 貸款及 應收賬款 HK\$'000 港幣仟元	Available-for- sale financial assets 可供出售的 財務資產 HK\$'000 港幣仟元	Total 總計 HK\$'000 港幣仟元
Assets as per consolidated balance sheet	綜合資產 負債表內資產			
At 31 March 2018	於 2018 年 3 月 31 日			
Available-for-sale financial assets	可供出售的財務資產	–	12,374	12,374
Trade and other receivables	貿易及其他應收賬款	387,545	–	387,545
Cash and cash equivalents	現金及現金等值物	246,728	–	246,728
Total	總計	634,273	12,374	646,647
At 31 March 2017	於 2017 年 3 月 31 日			
Available-for-sale financial assets	可供出售的財務資產	–	11,233	11,233
Trade and other receivables	貿易及其他應收賬款	528,124	–	528,124
Cash and cash equivalents	現金及現金等值物	533,774	–	533,774
Total	總計	1,061,898	11,233	1,073,131

18 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

18 金融工具分類 (續)

Liabilities as per consolidated balance sheet	綜合資產 負債表內負債	Financial liabilities at amortised cost 以攤銷成本 計量的財務負債 HK\$'000 港幣仟元
At 31 March 2018	於2018年3月31日	
Borrowings	貸款	934,409
Trade and other payables	貿易及其他應付賬款	342,650
Total	總計	<u>1,277,059</u>
At 31 March 2017	於2017年3月31日	
Borrowings	貸款	1,097,355
Trade and other payables	貿易及其他應付賬款	571,749
Total	總計	<u>1,669,104</u>

19 STOCKS

19 存貨

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Raw materials	原材料	141,611	155,669
Work-in-progress	在製品	14,237	9,981
Finished goods	製成品	723,152	985,848
		879,000	1,151,498
Less: Provision for stocks	減：存貨撥備	(208,137)	(224,994)
		<u>670,863</u>	<u>926,504</u>

The cost of stocks sold recognised as expense and included in cost of sales for Continuing Operations amounted to HK\$740,468,000 (2017: HK\$759,648,000) during the year ended 31 March 2018. Provision for stocks amounted to HK\$18,925,000 (2017: HK\$18,689,000) which were recognised as an expense during the year ended 31 March 2018 and included within "other operating expenses" in the consolidated income statement.

於截至2018年3月31日止年度已確認為開支並計入持續營運業務的銷售成本內的存貨成本為港幣740,468,000元(2017年：港幣759,648,000元)。於截至2018年3月31日止年度已確認為開支並計入綜合收益表「其他營運支出」內的存貨撥備為港幣18,925,000元(2017年：港幣18,689,000元)。

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20 TRADE AND OTHER RECEIVABLES

20 貿易及其他應收賬款

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Trade receivables, gross	應收貿易賬款，總額	246,450	252,701
Less: provision for impairment of trade receivables (Note (b))	減：應收貿易賬款的 減值撥備(附註(b))	(933)	(1,253)
Trade receivables, net (Note (a))	應收貿易賬款，淨額(附註(a))	245,517	251,448
Deposits	按金	109,015	236,473
Other receivables	其他應收賬款	33,013	40,203
Prepayment	預付款項	21,078	26,458
		408,623	554,582
Less: non-current portion	減：非流動部份	(56,921)	(129,590)
Current portion	流動部份	351,702	424,992

At 31 March 2018 and 2017, the ageing analysis of the trade receivables based on invoice date were as follows:

於2018年3月31日及2017年3月31日，按發票日期分析的應收貿易賬款賬齡如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
0-60 days	0-60天	53,825	48,458
Over 60 days	60天以上	192,625	204,243
		246,450	252,701

Notes:

- (a) The Group engages designated import and export agents for the importation of products from the subsidiaries in Hong Kong to the subsidiaries in the Mainland China. The balances due from and due to the import and export agents are settled on a back-to-back basis, and hence, there are no fixed terms of settlement for such balances. The Group's trade receivables and trade payables include balances due from and due to the import and export agents of HK\$174,961,000 (2017: HK\$175,081,000).

Other than the balances due from the import and export agents, the Group allows an average credit period of 60 days from the invoice date to its trade receivables.

附註：

- (a) 本集團透過指定的進出口代理，將香港附屬公司的產品運往內地的附屬公司。應收及應付進出口代理的結餘乃按同等的對應金額結算，因此，該等結餘之結算並無固定年期。本集團應收賬款及應付賬款包括應收及應付進出口代理的結餘為港幣174,961,000元(2017年：港幣175,081,000元)。

除應收及應付進出口代理的結餘外，本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

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財務報表附註

20 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

Balances that are neither past due nor impaired relate to a number of independent customers whom there was no relevant history of default.

Included in the Group's trade receivables were debtors with a carrying amount of HK\$20,898,000 (2017: HK\$24,170,000) which were past due but not impaired. The ageing analysis of these trade receivables based on due dates is as follows:

Overdue:	逾期：
Within 1 year	1年內
1-2 years	1-2年
2-3 years	2-3年
Over 3 years	超過3年

Trade receivables that were past due but not impaired relate to a number of independent customers for whom there is no recent history of default. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully receivable. The Group does not hold any collateral over these balances.

(b) As at 31 March 2018, trade receivables with carrying amount of HK\$933,000 (2017: HK\$1,253,000) was past due and impaired. Movements on the provision for impairment of trade receivables are as follows:

At 1 April	於4月1日
(Write back)/provision for bad debt	壞賬減值撥備(撥回)/撥備
Transferred to assets classified as held for sale	轉至分類為持作可供出售的資產
Exchange differences	匯兌差額
At 31 March	於3月31日

20 貿易及其他應收賬款(續)

附註：(續)

(a) (續)

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

本集團的應收貿易賬款包括賬面值為港幣20,898,000元(2017年：港幣24,170,000元)的應收款項，有關款項已逾期但尚未減值。該等應收貿易賬款按到期日之賬齡分析如下：

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
20,091	21,968
642	1,922
165	47
-	233
20,898	24,170

逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貸質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

(b) 於2018年3月31日，賬面值為港幣933,000元(2017年：港幣1,253,000元)的應收貿易賬款已逾期並作出減值撥備。應收貿易賬款的減值撥備變動如下：

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
1,253	549
(209)	750
(226)	-
115	(46)
933	1,253

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財務報表附註

20 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(b) (Continued)

The creation and release of provision for impaired receivables have been included in other operating expenses in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

- (c) Trade and other receivables included amount due from related companies of HK\$5,479,000 (2017: HK\$5,871,000). Details of amounts due from related companies are disclosed in Note 32.
- (d) An analysis of trade and other receivables by currency is as follows:

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	271,868	357,853
Renminbi	人民幣	48,781	70,601
Singapore dollars	新加坡元	23,104	33,344
Malaysian ringgit	馬來西亞令吉	37,604	41,848
Thai bahts	泰銖	4,741	11,449
Swiss francs	瑞士法郎	4,434	3,204
Others	其他	18,091	36,283
		408,623	554,582

21 CASH AND CASH EQUIVALENTS

Cash at banks 銀行現金
 Cash on hand 手頭現金

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Cash at banks	銀行現金	238,440	522,488
Cash on hand	手頭現金	7,838	11,286
		246,278	533,774

20 貿易及其他應收賬款 (續)

附註：(續)

(b) (續)

新增及撥回之應收款項的減值撥備已計入綜合收益表的「其他營運支出」內。計入撥備賬的金額一般於預期不可再收回額外現金時撇銷。

- (c) 貿易及其他應收賬款包括應收關聯公司的款項港幣5,479,000元(2017年：港幣5,871,000元)。應收關聯公司款項詳情於附註32披露。
- (d) 貿易及其他應收賬款按貨幣分析如下：

21 現金及現金等值物

Cash at banks 銀行現金
 Cash on hand 手頭現金

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21 CASH AND CASH EQUIVALENTS (Continued)

An analysis of cash and cash equivalents by currency is as follows:

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	30,957	184,134
Renminbi	人民幣	30,318	70,689
Singapore dollars	新加坡元	51,354	63,173
Malaysian ringgit	馬來西亞令吉	46,995	67,290
Thai bahts	泰銖	75,564	110,497
Swiss francs	瑞士法郎	5,669	6,079
Others	其他	5,421	31,912
		246,278	533,774

The above balance mainly represent cash at banks. Bank balances are deposited in banks with sound credit ratings to mitigate the risk arising from banks.

The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC is subject to the rules and regulations of exchange controls promulgated by the PRC government.

22 SHARE CAPITAL

21 現金及現金等值物 (續)

現金及現金等值物按貨幣分析如下：

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Hong Kong dollars	港幣	30,957	184,134
Renminbi	人民幣	30,318	70,689
Singapore dollars	新加坡元	51,354	63,173
Malaysian ringgit	馬來西亞令吉	46,995	67,290
Thai bahts	泰銖	75,564	110,497
Swiss francs	瑞士法郎	5,669	6,079
Others	其他	5,421	31,912
		246,278	533,774

上述餘額主要為銀行現金。銀行存款餘額為存放於信用評級良好的銀行存款，以減低風險。

將人民幣兌換為外幣及將人民幣匯出中國須受中國政府頒佈的外匯管控制度及條例規限。

22 股本

		Number of shares	HK\$'000
		of HK\$0.1 each	
		每股面值港幣	港幣仟元
		0.1 元的股份數目	港幣仟元
Authorised:	法定股本：		
At 1 April 2016,	於2016年4月1日、		
31 March 2017 and 2018	2017年及2018年3月31日	<u>1,600,000,000</u>	<u>160,000</u>
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2016,	於2016年4月1日、		
31 March 2017 and 2018	2017年及2018年3月31日	<u>1,046,474,025</u>	<u>104,647</u>

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23 RESERVES

23 儲備

		Share premium	Revaluation reserve	Exchange reserve	Convertible bonds reserve	Property, plant and equipment revaluation reserve	Retained earnings	Total
		股份溢價	重估儲備	匯兌儲備	可換股 債券儲備	物業、機器及 設備重估儲備	保留盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元	港幣仟元
At 1 April 2016	於2016年4月1日	1,977	9,878	(41,726)	77,090	-	1,077,937	1,125,156
Loss for the year	年內虧損	-	-	-	-	-	(177,921)	(177,921)
Exchange differences of translation of foreign operations	海外業務的匯兌差額	-	-	(54,817)	-	-	-	(54,817)
Change in fair value of available- for-sale financial assets (Note 17)	可供出售的財務資產 公平值變動(附註17)	-	(896)	-	-	-	-	(896)
Release of convertible bonds reserve upon redemption	贖回後撥回可換股 債券儲備	-	-	-	(77,090)	-	-	(77,090)
At 31 March 2017	於2017年3月31日	1,977	8,982	(96,543)	-	-	900,016	814,432
At 1 April 2017	於2017年4月1日	1,977	8,982	(96,543)	-	-	900,016	814,432
Loss for the year	年內虧損	-	-	-	-	-	(150,577)	(150,577)
Exchange differences of translation of foreign operations	海外業務的匯兌差額	-	-	32,107	-	-	-	32,107
Change in fair value of available- for-sale financial assets (Note 17)	可供出售的財務資產 公平值變動(附註17)	-	1,141	-	-	-	-	1,141
Other comprehensive income arising from Discontinued Operations	終止營運業務產生的 其他全面收益	-	-	17,196	-	-	-	17,196
Revaluation gain on transfer of property, plant and equipment to investment property (Note 13)	將物業、機器及設備 轉至投資物業的重估 收益(附註13)	-	-	-	-	201,644	-	201,644
At 31 March 2018	於2018年3月31日	1,977	10,123	(47,240)	-	201,644	749,439	915,943

24 DIVIDENDS

The directors did not recommended the declaration and payment of any interim or final dividends in respect of the years ended 31 March 2018 and 2017.

A conditional special distribution in cash of HK\$0.19 dollars per share was proposed by the Board of Directors on 23 January 2018 relating to the disposal of the Optical Business and approved by the shareholders in the special general meeting on 19 April 2018. This proposed special distribution, amounting to HK\$198,830,000, is conditional upon the approval of the disposal of the Optical Business by the shareholders and has not been recognised as a liability in the consolidated financial statements.

25 ASSETS CLASSIFIED AS HELD FOR SALE, LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS**(a) Assets classified as held for sale and liabilities directly associated with assets classified as held for sale**

On 26 January 2018, the Group entered into a share purchase agreements with a related party for disposal of shares in the group of its entire optical retail and wholesale business (the "Disposal"). The Disposal was communicated to shareholders on 22 March 2018 through a circular. The disposal was subsequently approved by the shareholders in the special general meeting. The completion of the Disposal took place on 1 June 2018. Assets and liabilities of the Disposal group were classified as held for sale as at 31 March 2018.

24 股息

董事會不建議宣派截至2018年3月31日及2017年3月31日止年度的中期或末期股息。

董事會於2018年1月23日就出售眼鏡業務建議作出有條件特別分派每股股份現金19港仙，並已於2018年4月19日的股東特別大會上獲股東批准。建議特別分派總額為港幣198,830,000元，須待股東批准出售眼鏡業務後方可作實，且於綜合財務報表內並不確認為一項負債。

25 分類為持作可供出售的資產、與分類為持作可供出售的資產直接相關的負債及終止營運業務**(a) 分類為持作可供出售的資產及與分類為持作可供出售的資產直接相關的負債**

於2018年1月26日，本集團與一位關聯方訂立購股協議，出售其全部眼鏡零售及批發業務（「出售事項」）。就出售事項已於2018年3月22日向股東寄發通函。出售事項隨後於股東特別大會上獲股東批准。出售事項已於2018年6月1日完成。出售集團的資產及負債於2018年3月31日乃分類為持作可供出售。

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25 ASSETS CLASSIFIED AS HELD FOR SALE, LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS
(Continued)

(a) Assets classified as held for sale and liabilities directly associated with assets classified as held for sale
(Continued)

The following assets and liabilities were reclassified as held for sale as at 31 March 2018:

25 分類為持作可供出售的資產、與分類為持作可供出售的資產直接相關的負債及終止營運業務 (續)

(a) 分類為持作可供出售的資產及與分類為持作可供出售的資產直接相關的負債 (續)

以下的資產及負債於2018年3月31日已重新分類為持作可供出售：

		2018 HK\$'000 港幣仟元
Assets classified as held for sale	分類為持作可供出售的資產	
Property, plant and equipment	物業、機器及設備	71,516
Prepayment of lease premium	預付租賃地價	14,343
Non-current deposits and prepayments	非流動按金及預付款項	55,369
Deferred tax assets	遞延稅項資產	9,427
Stocks	存貨	215,622
Trade and other receivables (Note (i))	貿易及其他應收賬款 (附註 (i))	101,284
Cash and cash equivalents	現金及現金等價物	143,084
Income tax recoverable	可收回所得稅	4,211
Total assets of the Disposal group held for sale	出售集團持作可供出售的資產總額	<u>614,856</u>
Liabilities directly associated with assets classified as held for sale	與分類為持作可供出售的資產直接相關的負債	
Deferred tax liabilities	遞延稅項負債	920
Trade and other payables (Note (ii))	貿易及其他應付賬款 (附註 (ii))	214,619
Borrowings	貸款	80,882
Total liabilities of the Disposal group held for sale	出售集團持作可供出售的負債總額	<u>296,421</u>

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25 ASSETS CLASSIFIED AS HELD FOR SALE, LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS
(Continued)

(a) Assets classified as held for sale and liabilities directly associated with assets classified as held for sale
(Continued)

Notes:

- (i) At 31 March 2018, the ageing analysis of the trade receivables based on invoice date were as follows:

0-60 days	0-60 天
Over 60 days	60 天以上

The Group allows an average credit period of 60 days from the invoice date to its trade receivables.

Balances that are neither past due nor impaired relate to a number of independent customers whom there was no relevant history of default.

Included in the Group's trade receivables were debtors with a carrying amount of HK\$9,160,000 which were past due but not impaired. The ageing analysis of these trade receivables based on due dates is as follows:

Overdue:	逾期：
Within 1 year	1 年內
1-2 years	1-2 年內
2-3 years	2-3 年內
Over 3 years	3 年以上

25 分類為持作可供出售的資產、與分類為持作可供出售的資產直接相關的負債及終止營運業務 (續)

(a) 分類為持作可供出售的資產及與分類為持作可供出售的資產直接相關的負債 (續)

附註：

- (i) 於2018年3月31日，按發票日期分析的應收貿易賬款賬齡如下：

2018
HK\$'000
港幣仟元

18,596
9,218

27,814

本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

本集團的應收貿易賬款包括賬面值為港幣9,160,000元的應收款項，有關款項已逾期但尚未減值。該等應收貿易賬款按到期日之賬齡分析如下：

2018
HK\$'000
港幣仟元

9,038

84

31

7

9,160

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25 ASSETS CLASSIFIED AS HELD FOR SALE, LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)

(a) Assets classified as held for sale and liabilities directly associated with assets classified as held for sale (Continued)

Notes: (Continued)

(i) (Continued)

Trade receivables that were past due but not impaired relate to a number of independent customers for whom there is no recent history of default. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully receivable. The Group does not hold any collateral over these balances.

(ii) At 31 March 2018, the ageing analysis of the trade payables based on invoice date were as follows:

0-60 days	0-60天
Over 60 days	60天以上

(b) Discontinued Operations

(i) Description

Upon the classification of the assets and liabilities of Disposal group as held for sale, the Disposal group is reported in the current period as a Discontinued Operations. Financial information relating to the Discontinued Operations for the year is set out below.

25 分類為持作可供出售的資產、與分類為持作可供出售的資產直接相關的負債及終止營運業務 (續)

(a) 分類為持作可供出售的資產及與分類為持作可供出售的資產直接相關的負債 (續)

附註：(續)

(i) (續)

逾期但未減值的應收貿易賬款與多名獨立客戶有關，彼等近期並無拖欠還款記錄。根據過往經驗，鑒於有關應收賬項的信貨質素並沒有重大改變，欠款仍視為可以全數收回，因此管理層相信無需作出減值撥備。本集團並無就該等欠款持有任何抵押。

(ii) 於2018年3月31日，按發票日期分析的應付貿易賬款賬齡如下：

2018
HK\$'000
港幣千元

73,656
4,363

78,019

(b) 終止營運業務

(i) 概況

於出售集團的資產及負債分類為持作可供出售後，出售集團於本期間以終止營運業務列報。本年度有關終止營運業務的財務資料載列如下。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 ASSETS CLASSIFIED AS HELD FOR SALE, LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE AND DISCONTINUED OPERATIONS
(Continued)

(b) Discontinued Operations (Continued)

(ii) Financial performance and cash flow information

The financial performance and cash flow information presented are for the year ended 31 March 2018 and 2017.

25 分類為持作可供出售的資產、與分類為持作可供出售的資產直接相關的負債及終止營運業務(續)

(b) 終止營運業務(續)

(ii) 財務表現及現金流量信息

截至2018年3月31日及2017年3月31日止年度之財務表現資料及現金流量信息。

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Revenue (Note 5)	收入(附註5)	1,270,977	1,215,547
Other gains/(losses), net	其他收益/(虧損), 淨額	4,803	(5,813)
Other income	其他收入	14,324	11,358
Expenses	支出	<u>(1,286,761)</u>	<u>(1,260,007)</u>
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	3,343	(38,915)
Income tax expense	所得稅支出	<u>(7,807)</u>	<u>(6,331)</u>
Loss from Discontinued Operations	終止營運業務的虧損	(4,464)	(45,246)
Exchange differences on translation of Discontinued Operations	終止營運業務的匯兌差額	17,262	(162)
Total comprehensive income/(loss) from Discontinued Operations	終止營運業務的全面收益/(虧損)總額	<u>12,798</u>	<u>(45,408)</u>
Net cash inflow from operating activities	營運活動所得現金淨額	100,227	55,328
Net cash outflow from investing activities	投資活動所用現金淨額	(48,791)	(45,988)
Net cash outflow from financing activities	融資活動所用現金淨額	(28,782)	(6,761)
Net increase in cash and cash equivalents	現金及現金等值物之增加淨額	<u>22,654</u>	<u>2,579</u>

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

26 TRADE AND OTHER PAYABLES

26 貿易及其他應付賬款

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Trade payables	應付貿易賬款	221,776	313,182
Other payables	其他應付賬款	12,018	87,487
Accruals	應計費用	122,550	169,714
Provision for onerous contracts	有法律義務合約撥備款項	13,309	41,522
Total trade and other payables	貿易及其他應付賬款總額	369,653	611,905

Trade payables are unsecured and usually paid within 30 days of recognition.

應付貿易賬款為無抵押，通常於確認後30日內支付。

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

由於其短期性質，應付貿易賬款及其他應付賬款的賬面值與其公平值相同。

At 31 March 2018 and 2017, the ageing analysis of the trade payables based on invoice date were as follows:

於2018年3月31日及2017年3月31日，按發票日期分析的應付貿易賬款賬齡如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
0-60 days	0-60天	44,007	125,986
Over 60 days	60天以上	177,769	187,196
		221,776	313,182

Notes:

附註：

- (a) Trade and other payable includes amounts due to related companies of HK\$2,968,000 (2017: HK\$7,334,000). Details of amounts due to related companies are disclosed in Note 32.
- (b) An analysis of trade and other payables by currency is as follows:

- (a) 貿易及其他應付賬款包括應付關聯公司款項港幣2,968,000元(2017年：港幣7,334,000元)。應付關聯公司款項詳情於附註32披露。
- (b) 貿易及其他應付賬款按貨幣分析如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Hong Kong dollars	港幣	271,448	442,120
Renminbi	人民幣	22,010	59,673
Singapore dollars	新加坡元	8,280	20,586
Malaysian ringgit	馬來西亞令吉	19,752	19,857
Thai bahts	泰銖	23,150	26,272
Swiss francs	瑞士法郎	8,712	4,757
US dollars	美元	12,111	22,295
Others	其他	4,190	16,345
		369,653	611,905

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財務報表附註

27 BORROWINGS

27 貸款

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Bank overdrafts	銀行透支	6,365	–
Bank borrowings, secured (Note (a))	銀行貸款，抵押 (附註(a))	927,935	1,097,200
Obligations under finance leases (Note (b))	融資租賃承擔 (附註(b))	109	155
		934,409	1,097,355
Current portion	流動部份	(918,926)	(1,082,645)
Non-current portion	非流動部份	15,483	14,710

(a) Bank borrowings, secured

(a) 銀行貸款，抵押

The Group's bank borrowings are repayable as follows:

本集團銀行貸款的須償還情況如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Repayable on demand and within 1 year	應要求償還及一年之內	912,504	1,082,592
Between 1 and 2 years	1至2年	1,485	1,233
Between 2 and 5 years	2至5年	4,855	4,034
Over 5 years	5年以上	9,091	9,341
		927,935	1,097,200

The carrying amounts of assets pledged as security for borrowings are disclosed in Note 30.

已抵押給銀行以獲取銀行信貸的資產賬面值於附註30披露。

An analysis of the carrying amount of the Group's bank borrowings by currency is as follows:

本集團銀行貸款賬面值按貨幣分析如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Hong Kong dollars	港幣	911,082	1,081,411
Malaysian ringgit	馬來西亞令吉	16,853	15,789
		927,935	1,097,200

27 BORROWINGS (Continued)

(a) Bank borrowings, secured (Continued)

As at 31 March 2018, weighted average effective interest rate per annum for bank borrowings was 2.42% (2017: 2.09%).

As at 31 March 2018, the carrying amounts of current bank borrowings approximate their fair values.

(b) Obligations under finance leases

The obligations under finance leases are payable as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Within 1 year	1年之內	65	60
Between 1 and 2 years	1至2年	59	60
Between 2 and 5 years	2至5年	–	55
		124	175
Future finance charges on finance leases	融資租賃的未來財務支出	(15)	(20)
Present value of finance lease liabilities	融資租賃負債的現值	109	155

The present value of finance lease liabilities is analysed as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Within 1 year	1年之內	57	53
Between 1 and 2 years	1至2年	52	53
Between 2 and 5 years	2至5年	–	49
		109	155

The carrying amount of obligations under finance leases is denominated in Singapore dollars.

27 貸款 (續)

(a) 銀行貸款，抵押 (續)

於2018年3月31日，銀行貸款的加權平均實際年利率為2.42厘(2017年：2.09厘)。

於2018年3月31日，銀行貸款的賬面值與公平值相若。

(b) 融資租賃承擔

融資租賃承擔的須償還情況如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Within 1 year	1年之內	65	60
Between 1 and 2 years	1至2年	59	60
Between 2 and 5 years	2至5年	–	55
		124	175
Future finance charges on finance leases	融資租賃的未來財務支出	(15)	(20)
Present value of finance lease liabilities	融資租賃負債的現值	109	155

融資租賃負債的現值分析如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Within 1 year	1年之內	57	53
Between 1 and 2 years	1至2年	52	53
Between 2 and 5 years	2至5年	–	49
		109	155

融資租賃承擔的賬面淨值以新加坡元計價。

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28 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities (to be recovered/settled after more than one year) is as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Deferred tax assets	遞延稅項資產	62,471	87,944
Deferred tax liabilities	遞延稅項負債	(7,064)	(7,474)
Net deferred tax assets	遞延稅項資產淨額	<u>55,407</u>	<u>80,470</u>

The gross movement on the deferred tax accounts is as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
At beginning of the year	於年初	80,470	68,820
(Charged)/credited to income statement	(扣除自)/計入收益表	(18,563)	11,819
Transfer to assets classified as held for sale and liabilities directly associated with assets classified as held for sale	轉至分類為持作可供出售資產及與分類為持作可供出售資產直接相關的負債	(8,507)	-
Exchange differences	匯兌差額	2,007	(169)
At end of the year	於年終	<u>55,407</u>	<u>80,470</u>

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

28 遞延所得稅

遞延稅項資產及遞延稅項負債(在一年後回收/結算)分析如下:

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
遞延稅項資產	62,471	87,944
遞延稅項負債	(7,064)	(7,474)
遞延稅項資產淨額	<u>55,407</u>	<u>80,470</u>

遞延稅項賬目的變動如下:

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
於年初	80,470	68,820
(扣除自)/計入收益表	(18,563)	11,819
轉至分類為持作可供出售資產及與分類為持作可供出售資產直接相關的負債	(8,507)	-
匯兌差額	2,007	(169)
於年終	<u>55,407</u>	<u>80,470</u>

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下:

28 DEFERRED INCOME TAX (Continued)

Deferred tax assets

28 遞延所得稅 (續)

遞延稅項資產

		Depreciation allowances	Provision for unrealised profit in stocks 存貨中未變現溢利的準備	Tax losses	Other provisions	Other temporary differences	Total
		折舊準備 HK\$'000 港幣仟元	未變現溢利的準備 HK\$'000 港幣仟元	稅項虧損 HK\$'000 港幣仟元	其他撥備 HK\$'000 港幣仟元	其他暫時性差額 HK\$'000 港幣仟元	總計 HK\$'000 港幣仟元
At 1 April 2016	於2016年4月1日	9,591	17,637	26,078	19,348	10,053	82,707
(Credited)/(charged) to income statement	(計入)/(扣除自)收益表	117	(2,079)	11,664	360	1,299	11,361
Exchange differences	匯兌差額	10	(332)	-	(30)	85	(267)
At 31 March 2017	於2017年3月31日	9,718	15,226	37,742	19,678	11,437	93,801
At 1 April 2017	於2017年4月1日	9,718	15,226	37,742	19,678	11,437	93,801
Charged to income statement	扣除自收益表	(1,016)	(2,655)	(5,648)	(6,204)	(5,024)	(20,547)
Transfer to assets classified as held for sale	轉至分類為持作可供出售的資產	(4,583)	(1,639)	(452)	(1,322)	(1,431)	(9,427)
Exchange differences	匯兌差額	49	1,014	-	256	1,059	2,378
At 31 March 2018	於2018年3月31日	4,168	11,946	31,642	12,408	6,041	66,205

28 DEFERRED INCOME TAX (Continued)

28 遞延所得稅 (續)

Deferred tax liabilities

遞延稅項負債

		Depreciation allowances	Other temporary differences	Identified intangible assets	Total
		折舊準備	其他暫時性差額	已識別無形資產	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
At 1 April 2016	於2016年4月1日	7,859	942	5,086	13,887
Charged/(credited) to income statement	扣除自/(計入)收益表	214	–	(672)	(458)
Exchange differences	匯兌差額	(98)	–	–	(98)
At 31 March 2017	於2017年3月31日	7,975	942	4,414	13,331
At 1 April 2017	於2017年4月1日	7,975	942	4,414	13,331
Charged/(credited) to income statement	扣除自/(計入)收益表	3,542	(942)	(4,584)	(1,984)
Transfer to liabilities directly associated with assets classified as held for sale	轉至與分類為持作可供出售資產直接相關的負債	(920)	–	–	(920)
Exchange differences	匯兌差額	201	–	170	371
At 31 March 2018	於2018年3月31日	10,798	–	–	10,798

Out of the total unrecognised tax losses of HK\$1,011,552,000 (2017: HK\$1,169,497,000) carried forward, an amount of HK\$577,842,000 (2017: HK\$656,823,000) can be carried forward indefinitely. The remaining HK\$433,710,000 (2017: HK\$512,674,000) will expire in the following years:

所結轉以抵銷未來應課稅之未確認稅項虧損總額為港幣1,011,552,000元(2017年:港幣1,169,497,000元),其中港幣577,842,000元(2017年:港幣656,823,000元)可無限期結轉,其餘港幣433,710,000元(2017年:港幣512,674,000元)將在下列期限屆滿:

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
In the first year	第1年	80,196	61,506
In the second year	第2年	80,097	103,803
In the third year	第3年	96,611	115,251
In the fourth year	第4年	98,382	116,403
In the fifth to tenth years inclusive	第5年至第10年(包括首尾兩年)	78,424	115,711
		433,710	512,674

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29 CONSOLIDATED CASH FLOW INFORMATION

29 綜合現金流量表附註

(a) Reconciliation of loss before income tax to cash generated from operations:

(a) 除所得稅前虧損與營運活動所得現金兩者的對賬：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
(Loss)/profit before income tax from	除所得稅前(虧損)/溢利		
Continuing Operations	持續營運業務	(123,394)	(136,109)
Discontinued Operations	終止營運業務	3,343	(38,915)
Loss before income tax including Discontinued Operations	包括終止營運業務的 除稅前虧損	(120,051)	(175,024)
Adjustment for	調整		
Depreciation charge	折舊	86,535	94,643
Amortisation of intangible assets	攤銷無形資產	2,376	2,311
Amortisation of prepayment of lease premium	攤銷預付租賃地價	5,907	5,795
Loss on disposal of property, plant and equipment	出售物業、機器及 設備的虧損	2,966	3,758
Provision of stocks	存貨撥備	23,156	23,369
(Write back)/provision for bad debt	壞賬準備(撥回)/撥備	(209)	750
Impairment loss of property, plant and equipment	物業、機器及設備減值	10,937	9,461
Impairment loss of intangible assets	無形資產減值	30,273	3,736
(Utilisation)/provision for onerous contracts	有法律義務合約的 (撥回)/撥備	(25,035)	23,895
Expenses on convertible bonds	發行可換股債券費用	-	9,302
Interest income	利息收入	(1,441)	(2,827)
Finance costs	財務成本	25,528	59,755
Dividend income	股息收入	(3,599)	(1,938)
Gain on redemption of convertible bonds	贖回後撥回可換股債券儲備	-	(77,090)
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in prior years	重計遞延應付代價 (有關以前年度收購 一間子公司)	(10,000)	-
Operating profit/(loss) before working capital changes	除營運資金轉變前的經營 溢利/(虧損)	27,343	(20,104)
Decrease in stocks	存貨減少	53,287	123,986
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款 (增加)/減少	(2,657)	12,663
(Decrease)/increase in trade and other payables	貿易及其他應付賬款 (減少)/增加	(2,404)	6,330
Cash generated from operations	營運活動所得現金	75,569	122,875

29 CONSOLIDATED CASH FLOW INFORMATION
(Continued)

(b) Net debt reconciliation

This section sets out an analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

29 綜合現金流量表附註(續)

(b) 債務淨額對賬

本節載列各所示年度融資活動產生的債務及融資活動所產生債務變動的分析：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Borrowings (excluding bank overdrafts)	貸款 (不包括銀行透支)	1,008,926	1,097,355
		Convertible bonds 可換股債券 HK\$'000 港幣仟元	Borrowings 貸款 HK\$'000 港幣仟元
		Total 總計 HK\$'000 港幣仟元	
1 April 2016	於2016年4月1日	446,424	674,487
Interest accrued	應計利息	41,210	-
Cash flows	現金流量	(488,823)	425,029
Exchange differences	匯兌差額	-	(2,161)
Other movements	其他變動	1,189	-
31 March 2017	於2017年3月31日	-	1,097,355
Cash flows	現金流量	-	(90,758)
Exchange differences	匯兌差額	-	2,329
31 March 2018	於2018年3月31日	-	1,008,926

30 ASSETS-PLEGDED AS SECURITY

The carrying amounts of assets pledged as security for borrowings are:

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Property, plant and equipment	物業、機器及設備	222,711	272,796
Investment property	投資物業	230,000	–
Property, plant and equipment included in assets classified as held for sale	分類為持作可供出售的資產內的物業、機器及設備	4,526	–
		<u>457,237</u>	<u>272,796</u>

31 COMMITMENTS

- (a) Non-cancellable operating leases (where the Group is the lessee)

The Group leases certain stores under non-cancellable operating leases expiring within 2 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated. Lease payments are based on the higher of a minimum guaranteed rent or a sales level based rent.

30 資產抵押

抵押予銀行以獲取銀行信貸的資產賬面值如下：

		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
Property, plant and equipment	物業、機器及設備	222,711	272,796
Investment property	投資物業	230,000	–
Property, plant and equipment included in assets classified as held for sale	分類為持作可供出售的資產內的物業、機器及設備	4,526	–
		<u>457,237</u>	<u>272,796</u>

31 承擔

- (a) 不可撤銷的營業租賃(本集團作為承租人)

本集團若干店舖根據2至5年內到期不可撤銷的營業租賃進行租賃。該等租賃有不同租期、調整租金條款及續租權利。若干店舖的營業租賃租金乃按最低保證租金或銷售額租金(以較高者為準)計算。

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

31 COMMITMENTS (Continued)

- (a) Non-cancellable operating leases (where the Group is the lessee) (Continued)

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應付租金總額如下：		
Not later than one year	1年內	611,562	524,186
Later than one year but not later than five years	1年後但5年內	443,790	347,852
Later than five years	5年以上	4,062	4,624
		1,059,414	876,662

- (b) Non-cancellable operating leases (where the Group is the lessor)

Minimum lease payments receivable on leases of certain land and buildings are as follows:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
<i>Investment properties</i>	<i>投資物業</i>		
Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：		
Not later than one year	1年內	4,720	-
Later than one year but not later than five years	1年後但5年內	8,024	-
		12,744	-

31 承擔 (續)

- (a) 不可撤銷的營業租賃(本集團作為承租人)(續)

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應付租金總額如下：		
Not later than one year	1年內	611,562	524,186
Later than one year but not later than five years	1年後但5年內	443,790	347,852
Later than five years	5年以上	4,062	4,624
		1,059,414	876,662

- (b) 不可撤銷的營業租賃(本集團作為出租人)

若干土地及樓宇租賃下的未來最低應收租金總額如下：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
<i>Investment properties</i>	<i>投資物業</i>		
Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收租金總額如下：		
Not later than one year	1年內	4,720	-
Later than one year but not later than five years	1年後但5年內	8,024	-
		12,744	-

31 COMMITMENTS (Continued)

- (b) Non-cancellable operating leases (where the Group is the lessor) (Continued)

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Properties	物業		
Commitments for minimum lease payments receivable in relation to non-cancellable subleases of operating leases are payable as follows:	本集團在不可撤銷營業租賃下的未來最低應收分租租金總額如下：		
Not later than one year	1年內	1,201	1,091
Later than one year but not later than five years	1年後但5年內	214	1,093
		1,415	2,184

32 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

As at 31 March 2018, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C. C. Wong is a beneficiary of the Trust and was therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.

31 承擔 (續)

- (b) 不可撤銷的營業租賃 (本集團作為出租人) (續)

32 有關聯人士交易

有關聯人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有關聯人士。

於2018年3月31日，義興有限公司通過其附屬公司 Active Lights Company Limited 持有本公司 855,200 股股份。Klayze Holdings Limited 以作為一項酌情信託 (「信託」) 之受託人身份持有義興有限公司全部已發行普通股之 55% 權益。黃創增先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司 855,200 股股份權益。

32 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties

Save as disclosed in Notes 20, 26 and 36, the following is a summary of the significant related party transactions carried out in the normal course of the Group's business:

(i) Provision of services to a related company

Building management fee income from a related company	向一家有關聯公司收取物業管理收入
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A wholly-owned subsidiary of the Group entered into a renewal agreement with Mengiwa Property Investment Limited ("MPIL"), a wholly-owned subsidiary of Yee Hing, for the provision of the following services for the period from 1 April 2016 to 31 March 2019:

- (a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
- (b) property agency liaison and tenancy management;
- (c) management of the property manager of Stelux House; and
- (d) other miscellaneous administrative services.

The fee for the provision of the above services was agreed at HK\$195,000 per calendar month during the agreement period.

32 有關聯人士交易 (續)

(a) 與有關聯人士進行之重大交易

除附註20、26及36所披露者外，下列為本集團與有關聯人士之間所進行的重大交易概要，該等交易乃於本集團日常業務中進行：

(i) 向一家有關聯公司提供服務

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
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2,340	2,340
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本集團全資附屬公司與義興全資附屬公司明華物業投資有限公司(「明華」)就於2016年4月1日至2019年3月31日期間提供以下服務訂立協議：

- (a) 明華與第三方不時訂立的合約下之合約行政；
- (b) 物業代理洽商及租賃管理；
- (c) 管理寶光商業中心物業管理公司；及
- (d) 其他行政服務。

於服務協議年期內，提供上述服務的有關費用為每個曆月港幣195,000元。

32 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties
(Continued)

(ii) Purchases of services from related companies

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Rental expense to related companies (note a)	16,304	17,521
	16,304	17,521

Notes:

- (a) During the year, certain subsidiaries of the Group have entered into tenancy agreements with the following related parties for office premises, warehouses, showroom and car-parking spaces:

		Rental expense for the year 年度租金支出	
		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
MPIL	明華	13,824	14,721
Other related parties	其他有關聯人士	2,480	2,800
		16,304	17,521

32 有關聯人士交易 (續)

(a) 與有關聯人士進行之重大交易 (續)

(ii) 向有關聯公司購買服務

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Rental expense to related companies (note a)	16,304	17,521
	16,304	17,521

附註：

- (a) 年內，本集團若干附屬公司與下列有關聯人士訂立租賃協議，以租用辦公物業、倉庫、陳列室及停車位：

32 RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

Year-end balances arising from service income and rental expenses are as follow:

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Trade and other receivables (Note 20)	貿易及其他應收賬款 (附註20)	<u>5,479</u>	<u>5,871</u>
Trade and other payables (Note 26)	貿易及其他應付賬款 (附註26)	<u>(2,968)</u>	<u>(7,334)</u>
Trade and other payables included in liabilities directly associated with assets classified as held for sale	貿易及其他應付賬款 (包括與分類為持作可供出售資產相關的負債)	<u>(1,258)</u>	-

The balances due from/to related companies are unsecured, interest-free and repayable on demand.

服務收入及租金支出產生的年終結餘如下：

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
	<u>5,479</u>	<u>5,871</u>
	<u>(2,968)</u>	<u>(7,334)</u>
	<u>(1,258)</u>	-

應收及應付關聯公司間的款項為無抵押、免息及應要求償還。

(c) Key management compensation

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	<u>11,780</u>	14,406
Other long-term benefits	其他長期福利	<u>123</u>	123
		<u>11,903</u>	<u>14,529</u>

(c) 主要管理層報酬

33 POST BALANCE SHEET DATE EVENT

Except as disclosed in Note 25 above, the following significant event has taken place after 31 March 2018.

Subsequent to the year ended 31 March 2018, the Group obtained renewed banking facilities for Continuing Operations.

33 結算日後事項

除上文附註25所披露外，於2018年3月31日後有以下重要事件。

於截至2018年3月31日止年度之後，本集團為持續營運業務獲得銀行融資續期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 CONTINGENT LIABILITIES

In April 2018, a third party filed a legal claim against one of the subsidiaries (the "Subsidiary") of the Group for outstanding services fees plus interest and surcharges. Based on the legal opinion provided by the Subsidiary's external legal counsel, the directors are of the opinion that the outcome of this claim will not have a material adverse effect on the Group's financial position or the results of its operations.

34 或然負債

於2018年4月，一位第三方對本集團一家附屬公司（「該附屬公司」）就未償付服務費連同利息及附加費用提出法律申索。根據該附屬公司的外聘法律顧問提供的法律意見，董事認為是項申索的結果不會對本集團的財政狀況或經營業績帶來重大不利影響。

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

35 公司資產負債及儲備變動表

公司資產負債表

		As at 31 March 於3月31日	
		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Investment in a subsidiary	附屬公司投資	37	-
		-	-
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	b	389,651
Trade and other receivables	貿易及其他應收賬款		301,403
Cash and cash equivalents	現金及現金等值物		142
			1,719
		389,930	303,264
Total assets	資產總額	389,930	303,264
EQUITY	股權		
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備		
Share capital	股本		104,647
Reserves	儲備	a	233,634
Total equity	權益總額	338,281	219,981

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE
COMPANY (Continued)

35 公司資產負債及儲備變動表 (續)

Balance sheet of the Company (Continued)

公司資產負債表 (續)

		As at 31 March 於3月31日	
		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
LIABILITIES	負債	Note	
		附註	
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付賬款		5
Amount due to a subsidiary	應付附屬公司款項	b	5,500
Borrowings	貸款		77,778
			<u>51,649</u>
Total liabilities	負債總額		<u>83,283</u>
Total equity and liabilities	權益及負債總額		<u>389,930</u>

Joseph C.C. Wong
黃創增
Chairman and
Chief Executive Officer
主席及行政總裁

Wallace Kwan Chi Kin
關志堅
Executive Director and
Chief Financial Officer
行政董事及
首席財務總裁

The balance sheet of the Company was approved by the Board of Directors on 21 June 2018 and was signed on its behalf.

董事會在2018年6月21日批准並簽署了本公司資產負債表。

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Notes:

(a) Reserve movement of the Company

		Share premium	Convertible bonds reserve	Retained earnings	Total
		股本溢價	可換股債券儲備	保留盈利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣仟元	港幣仟元	港幣仟元	港幣仟元
At 1 April 2016	於2016年4月1日	1,977	77,090	79,568	158,635
Profit for the year	年內溢利	-	-	33,789	33,789
Release of convertible bonds reserve upon redemption	贖回後撥回可換股債券儲備	-	(77,090)	-	(77,090)
At 31 March 2017	於2017年3月31日	1,977	-	113,357	115,334
At 1 April 2017	於2017年4月1日	1,977	-	113,357	115,334
Profit for the year	年內溢利	-	-	118,300	118,300
At 31 March 2018	於2018年3月31日	1,977	-	231,657	233,634

(b) Amounts due from/to subsidiaries

The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand. The carrying amounts of these balances approximate their fair values.

35 公司資產負債及儲備變動表 (續)

附註：

(a) 公司儲備變動

(b) 應收及應付附屬公司款項

應收及應付附屬公司的款項為無抵押、免息及應要求償還。其餘額的賬面價值接近其公平值。

36 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

For the year ended 31 March 2018:

36 董事福利及權益

(a) 董事酬金

本公司各董事酬金如下：

截至2018年3月31日：

Name	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking; 本公司或其附屬公司已付董事或董事應收薪酬：					Emoluments paid or receivable in respect of director's other services in connection with the management of the Company or its subsidiary undertaking; 本公司或其附屬公司已支付或應收董事的其他管理服務的酬金		Total 總額
	Fees	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus ⁱ	Remunerations paid or receivable in respect of office as director	已支付或應收董事酬金	其他管理服務的酬金	
姓名	袍金 HK\$'000 港幣千元	基金薪金、津貼及實物利益 HK\$'000 港幣千元	退休金 供款計劃 HK\$'000 港幣千元	酌情花紅 ⁱ HK\$'000 港幣千元	董事應收酬金 HK\$'000 港幣千元	服務酬金 HK\$'000 港幣千元	總額 HK\$'000 港幣千元	
Joseph C. C. Wong (ii) 黃創增(ii)	100	2,937	105	5,497	-	-	8,639	
Kwan Chi Kin, Wallace 關志堅	80	1,507	18	2,443	-	-	4,048	
Sakorn Kanjanapas (iv) 黃創江(iv)	2	-	-	-	-	-	2	
Kwong Yi Hang, Agnes 鄺易行	135	-	-	-	-	-	135	
Wu Chun Sang 胡春生	135	-	-	-	-	-	135	
Wu Chi Man, Lawrence 胡志文	135	-	-	-	-	-	135	
	587	4,444	123	7,940	-	-	13,094	

36 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

36 董事福利及權益 (續)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

For the year ended 31 March 2017:

截至2017年3月31日：

Name	Fees	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus ⁱ	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking: 本公司或其附屬公司已付董事或董事應收薪酬：		Total
					Remunerations paid or receivable in respect of office as director	Emoluments paid or receivable in respect of other services in connection with the management of the Company or its subsidiary undertaking	
姓名	袍金	基金薪金、津貼及實物利益	退休金供款計劃	酌情花紅 ⁱ	已支付或就該接受為董事應收酬金	本公司或其附屬公司就董事的其他管理服務的酬金	總額
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Joseph C. C. Wong (ii)	黃創增 (ii)	100	2,936	105	7,356	-	10,497
Kwan Chi Kin, Wallace	關志堅	80	1,506	18	1,943	-	3,547
Sakorn Kanjanapas (iv)	黃創江 (iv)	80	-	-	-	-	80
Mary Ma (iii)	馬雪征 (iii)	-	-	-	-	-	-
Alex Wong (iii)	黃宇錚 (iii)	-	-	-	-	-	-
Kwong Yi Hang, Agnes	鄺易行	135	-	-	-	-	135
Wu Chun Sang	胡春生	135	-	-	-	-	135
Wu Chi Man, Lawrence	胡志文	135	-	-	-	-	135
		665	4,442	123	9,299	-	14,529

- i Discretionary bonus represents the amount paid during the year.
- ii Mr. Joseph C. C. Wong is also the Chief Executive Officer of the Group.
- iii Ms Ma Xuezheng, Mary and Mr. Wong Yu Tsang, Alex have resigned on 15 September 2016.
- iv Mr. Sakorn Kanjanapas has passed away on 8 April 2017.

- i 酌情花紅指年內已付的金額。
- ii 黃創增先生亦是本集團行政總裁。
- iii 馬雪征女士及黃宇錚先生已於2016年9月15日辭任。
- iv 黃創江先生於2017年4月8日辭世。

36 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

During the year ended 31 March 2018 and 2017, none of the directors waived their emoluments, except Ms. Mary Ma and Mr. Alex Wong waived emoluments of HK\$80,000 each for the year ended 31 March 2017.

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2017: nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2018, the Company did not pay consideration to any third parties for making available directors' services (2017: nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 March 2018, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and connected entities with such directors (2017: nil).

(e) Directors' material interests in transactions, arrangements or contracts

Except as disclosed in Notes 25 and 32, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

36 董事福利及權益 (續)

(a) 董事酬金 (續)

截至2017年3月31日及2018年3月31日止年度，概無任何董事放棄酬金，除馬雪征女士和黃宇錚先生各於截至2017年3月31日止年度放棄袍金港幣80,000元外。

(b) 董事退休福利及離職福利

年內，概無董事已收取或將收取任何退休福利及離職福利(2017年：無)。

(c) 就獲取董事服務向第三方支付之代價

截至2018年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2017年：無)。

(d) 有關以董事、該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易之資料

截至2018年3月31日止年度，概無以董事、或該等董事之受控制法團及關聯實體為受益人之貸款、準貸款及其他交易安排(2017年：無)。

(e) 董事在交易、協議或合同之重大利益

除附註25及32所披露者外，本年度內或年結時，本公司並無簽訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大利益之重要交易、協議或合同。

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37 PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March:

37 主要附屬公司

截至3月31日，主要附屬公司如下：

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2018	2017
Investment 投資						
Stelux Holdings International Group (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100 ^a
Stelux Holdings Limited 寶光實業(集團)有限公司	Hong Kong 香港	Investment holding 投資控股	1,000	HK\$1 港幣1元	100	100
Stelux Investments and Properties (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Thong Sia (BVI) Company Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	1	US\$1 1美元	100	100
Property 物業						
City Chain Properties Limited 時間廊物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Fulani Investment Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Optical 88 Properties Limited 眼鏡88物業有限公司	Hong Kong 香港	Property investment 物業投資	2	HK\$1 港幣1元	100	100
Oswald Property Management Company Limited	Hong Kong 香港	Property investment 物業投資	2	HK\$100 港幣100元	100	100
Stelux Properties Agency Limited 寶光地產代理有限公司	Hong Kong 香港	Property agency and management 物業代理及管理	2	HK\$1 港幣1元	100	100
Stelux Properties Limited 寶光地產有限公司	Hong Kong 香港	Property management 物業管理	500	HK\$100 港幣100元	100	100

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37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司(續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2018	2017
Retailing and trading 零售及貿易						
City Chain Company Limited 時間廊鐘錶有限公司	Hong Kong 香港	Watch retailing 鐘錶零售	250,000	HK\$100 港幣100元	100	100
City Chain (M) Sdn Bhd	Malaysia 馬來西亞	Watch retailing 鐘錶零售	3,333,333	RM1 1令吉	100	100
City Chain (Macau) Company Limited 時間廊鐘錶(澳門)有限公司	Macau 澳門	Watch retailing 鐘錶零售	2	MOP5,000 澳門葡幣 5,000元	100	100
City Chain Stores (S) Pte Limited	Singapore 新加坡	Watch retailing 鐘錶零售	1,800,000	S\$1 新加坡幣1元	100	100
City Chain (Thailand) Company Limited	Thailand 泰國	Watch retailing 鐘錶零售	200,000 210,000 ^b	Baht100 100泰銖 Baht100 100泰銖	100	100
Optical 88 Limited 眼鏡88有限公司	Hong Kong 香港	Optical products 光學產品	33,379,940	HK\$1 港幣1元	100	100
Optical 88 Eyecare (M) Sdn Bhd	Malaysia 馬來西亞	Optical products 光學產品	1,428,572	RM1 1令吉	100	100
Optical 88 (Macau) Limited 眼鏡88(澳門)有限公司	Macau 澳門	Optical products 光學產品	2	MOP5,000 澳門葡幣 5,000元	100	100
Optical 88 (S) Pte Limited	Singapore 新加坡	Optical products 光學產品	500,000	S\$1 新加坡幣1元	100	100
Optical 88 (Thailand) Company Limited	Thailand 泰國	Optical products 光學產品	245,000 255,000 ^b	Baht10 10泰銖 Baht10 10泰銖	100	100
EGG Optical Boutique Limited 一隻隻眼鏡有限公司	Hong Kong 香港	Optical products 光學產品	10,000,000	HK\$1 港幣1元	100	100
Pronto Watch S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	100	SFr1,000 1,000瑞士 法郎	100	100

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37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Particulars of share capital issued 已發行股本		Percentage of equity attributable to the Group 集團所佔權益的百分比	
			Number 股數	Value 每股面值	2018	2017
Retailing and trading (Continued) 零售及貿易 (續)						
Solvil et Titus S.A.	Switzerland 瑞士	Watch distribution 鐘錶分銷	300	SFr1,000 1,000 瑞士法郎	100	100
Stelux International Licensing Limited	Bahamas 巴哈馬	Trademark holding and licensing 商標持有及特許經營	2	US\$1 1 美元	100	100
Stelux Watch Limited 寶光鐘錶有限公司	Hong Kong 香港	Watch supply chain management 鐘錶供應鏈管理	1,000,000	HK\$1 港幣 1 元	100	100
Thong Sia Watch Company Limited 通城鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	80,000	HK\$10 港幣 10 元	100	100
Thong Tai Watch Company Limited 通泰鐘錶有限公司	Hong Kong 香港	Watch distribution 鐘錶分銷	2,000	HK\$1,000 港幣 1,000 元	100	100
Thong Sia Company (Singapore) Pte Limited	Singapore 新加坡	Watch distribution 鐘錶分銷	2,000,000	S\$1 新加坡幣 1 元	100	100
Thong Sia Sdn Bhd	Malaysia 馬來西亞	Watch distribution 鐘錶分銷	1,000,000	RM1 1 令吉	97.6	97.6
Thong Sia (Thailand) Limited	Thailand 泰國	Watch retailing and distribution 鐘錶零售及分銷	20,000	Baht100 100 泰銖	100	100
Thong Sia Optics (Hong Kong) Company Limited	Hong Kong 香港	Optical distribution 眼鏡分銷	5,000	HK\$1,000 港幣 1,000 元	100	100
Universal Geneve S.A.	Switzerland 瑞士	Watch supply chain management and distribution 鐘錶供應鏈管理及分銷	5,000	SFr1,000 1,000 瑞士法郎	100	100
Catena S.A.	Switzerland 瑞士	Manufacture of watch movements 手錶機芯製造商	1,016,667	SFr1 1 瑞士法郎	100 ^e	100 ^e

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37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比	
				2018	2017
Retailing and trading (Continued)					
零售及貿易 (續)					
Stelux Thong Sia (Guangdong) Trading Limited 寶光通城(廣東)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	HK\$201,400,000 港幣201,400,000元	100	100
Stelux Thong Sia (Beijing) Trading Limited 寶光通城(北京)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	US\$20,500,000 20,500,000美元	100	100
Stelux Thong Sia (Shanghai) Trading Limited 寶光通城(上海)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	US\$16,000,000 16,000,000美元	100	100
Baoqing (Chongqing) Trading Limited 寶慶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Watch retailing, trading and related services 鐘錶零售、貿易及 相關服務	HK\$43,000,000 港幣43,000,000元	100	100
Baoshi (Guangdong) Company Limited 寶視(廣東)視光眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及 相關服務	HK\$235,890,000 港幣235,890,000元	100	100

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37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

	Place of incorporation/ operation 註冊成立/經營地	Principal activities 主要業務	Paid-up capital 繳足資本	Percentage of equity attributable to the Group 集團所佔權益的百分比	
				2018	2017
Retailing and trading (Continued)					
零售及貿易 (續)					
Baoshi (Beijing) Company Limited 寶光寶視(北京)眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及 相關服務	HK\$48,000,000 港幣48,000,000元	100	100
Baoshi (Shanghai) Company Limited 寶視(上海)眼鏡有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及 相關服務	RMB29,038,081 人民幣29,038,081元	100	100
Shibao (Chongqing) Trading Limited 視寶(重慶)商貿有限公司	People's Republic of China/ Mainland China (foreign- invested commercial enterprise) 中國/中國大陸(外商投資商 業企業)	Retailing, trading and related optical services 眼鏡產品零售、貿易及 相關服務	HK\$19,000,000 港幣19,000,000元	100	100
a	Directly held subsidiary		a	直接擁有的附屬公司	
b	Non-redeemable preference shares		b	不可贖回優先股	
c	100% equity interest included 88% of equity interest and a right to purchase 12% of equity interest		c	100% 權益包括 88% 股權及以買入認購權 購買 12% 股權	