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## EASYKNIT INTERNATIONAL HOLDINGS LIMITED

### 永義國際集團有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號:1218)

### ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2020

### 截至2020年3月31日 止年度之 全年業績公佈

The board of directors (the “**Board**”) of Easyknit International Holdings Limited (the “**Company**”) is pleased to announce the audited annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2020 together with comparative figures. These annual results have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

永義國際集團有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2020年3月31日止年度之經審核全年業績連同比較數字。本全年業績已由本公司之審核委員會(「審核委員會」)審閱。

### FINAL RESULTS

### 全年業績

For the year ended 31 March 2020, the Group’s revenue amounted to approximately HK\$63,633,000 (2019: HK\$830,347,000), representing a decrease of approximately HK\$766,714,000 or approximately 92.3% as compared to last year. The loss for the year attributable to the Company’s owners was approximately HK\$297,755,000 as compared to a profit of approximately HK\$315,959,000 last year. The increase in loss during the year was mainly attributable to, among other things, (i) loss on changes in fair value of investment properties; (ii) write-down on properties held for development for sale; (iii) decrease in revenue generated from the sales of properties since the Group did not roll out new properties during the year; and (iv) increase in impairment loss on financial assets. This year’s gross profit margin was approximately 96.2%, compared to last year of approximately 42.6%, there was an increase of approximately 53.6%.

截至2020年3月31日止年度，本集團營業額達約63,633,000港元(2019年：約830,347,000港元)，較去年減少約766,714,000港元或約92.3%。本公司股東應佔本年度虧損約為297,755,000港元，而去年則為溢利約315,959,000港元。年內虧損增加主要歸因於(其中包括)(i)投資物業公平值變動虧損；(ii)持作出售發展物業之減值；(iii)出售物業收入減少(因本集團於本年度沒有推出新銷售物業)；及(iv)金融資產之減值虧損增加等所引致。今年毛利率錄得約96.2%，較去年約42.6%上升約53.6%。

\* for identification purposes only

\* 僅供識別

The basic and diluted loss per share amounted to HK\$3.26 for the year ended 31 March 2020, as compared with earnings per share of HK\$3.52 for last year.

## FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2020 (2019: HK5 cents per share).

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

During the year, the Group was principally engaged in property development, property investment, securities investment and loan financing businesses. The review of each business segment of the Group is set out below.

#### (i) Property Development

One of the core businesses of the Group is property development. The Group has extensive experience in property redevelopment, in particular, acquisition of old buildings for renewal and redevelopment. As the Group did not roll out new properties during the year, there was no revenue recorded from the property development segment for the year (2019: HK\$755,880,000). Below are the existing major projects of the Group:

##### 1. *Project Waterloo*

The Group, through its wholly-owned subsidiary, owns the site at Nos. 93, 93A, 95 and 95A Waterloo Road, Kowloon, Hong Kong (also known as the Remaining Portion of Section C of Kowloon Inland Lot No. 2145) which has a site area of approximately 9,800 sq. ft. (the “**Waterloo Site**”).

The Waterloo Site is being developed into a luxurious residential accommodation with club house facilities and car parks, and the estimated gross floor area is approximately 48,977 sq. ft. The development works are in progress and are expected to be completed in mid 2022.

截至2020年3月31日止年度，每股基本及攤薄虧損為3.26港元，而去年則為每股盈利3.52港元。

## 末期股息

董事會不建議派發截至2020年3月31日止年度末期股息(2019年：每股5港仙)。

## 管理層討論及分析

### 業務回顧

於本年度，本集團主要從事物業發展、物業投資、證券投資及貸款融資業務。本集團各業務分部回顧載於下文。

#### (i) 物業發展

本集團的核心業務之一是物業發展。本集團在物業重建方面擁有豐富經驗，尤其是收購舊樓以進行翻新及重建。由於本集團於本年度沒有推出新銷售物業，於本年度，物業發展分部並無錄得營業額(2019：755,880,000港元)。以下是本集團現時主要項目：

##### 1. *窩打老道項目*

本集團透過其全資附屬公司擁有香港九龍窩打老道93、93A、95及95A號(也被稱為九龍內地段第2145號C分段的餘段)，地盤總面積約9,800平方呎(「**窩打老道地盤**」)。

窩打老道地盤將發展成為具有會所設施及停車場的豪華住宅，估計總建築面積約為48,977平方呎。建築工程正在進行中，預期將於2022年中完成。

## 2. *Chatham Road North*

The Company, through its wholly-owned subsidiary, holds more than 80% of the properties at Nos. 470, 472, 474, 476 and 478 Chatham Road North, Kowloon, Hong Kong (“**Chatham Road North**”). The total site area of Chatham Road North is approximately 4,653 sq. ft. On 29 November 2018, the Company filed an application to the Lands Tribunal for an order to auction all the undivided shares of Chatham Road North (including those owned by the Group) for the purposes of redevelopment.

If the Group successfully acquires all the remaining units, the Chatham Road North site will be 100% owned by the Group and will be developed into a composite building with residential and commercial use. The estimated gross floor area after redevelopment is expected to be approximately 41,597 sq. ft.

Details of Chatham Road North are set out in the announcements of the Company dated 16 May 2018, 8 June 2018 and 30 November 2018 respectively and the circular of the Company dated 25 June 2018.

## 3. *Inverness Road Property – “Ayton”*

“Ayton” is a residential building on Inverness Road, Kowloon, Hong Kong (also known as New Kowloon Inland Lot No. 6573) developed by the Group. It consists of two 8-storey residential blocks comprising 60 residential units, 29 car parking spaces and 3 motor parking spaces. The total saleable area of approximately 40,742 sq. ft. The Group has launched its first phase of the sale of “Ayton” in May 2020.

## 2. 漆咸道北

本公司透過其全資附屬公司擁有香港九龍漆咸道北470號、472號、474號、476號及478號(「漆咸道北」)超過80%物業的權益。漆咸道北總地盤面積約為4,653平方呎。於2018年11月29日，本公司向土地審裁處提出申請，作出一項為重新發展而拍賣漆咸道北之所有不可分割份數(包括本集團擁有者)的命令。

倘本集團成功收購所有剩餘單位，本集團將擁有漆咸道北地盤100%，並計劃將其發展成為一個住宅及商業用途的綜合發展項目。重建後預計的總樓面面積約為41,597平方呎。

有關漆咸道北之詳情分別載於本公司日期為2018年5月16日、2018年6月8日及2018年11月30日的公佈以及本公司日期為2018年6月25日的通函。

## 3. 延文禮士道物業 – 「雋睿」

「雋睿」是由本集團發展位於香港九龍延文禮士道的住宅物業(亦稱為新九龍內地段第6573號)。該物業為兩幢8層高的住宅包含60個住宅單位、29個車位及3個電單車車位。其總銷售面積約為40,742平方呎。本集團已於2020年5月開始第一階段出售「雋睿」。

## (ii) Property Investment

Another core business of the Group is property investment. The Group's investment properties comprise residential, commercial and industrial properties in Hong Kong.

During the year, the total rental income of the Group was approximately HK\$38,957,000 (2019: approximately HK\$54,892,000), representing an approximately 29.0% decrease over the last year. The decrease in rental income was primarily due to the disposal of Easy Tower (an industrial building located at No. 609 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong) which was completed on 8 March 2019, as well as the adjustment of rent for the shop spaces at Fa Yuen Plaza, No. 19 Fa Yuen Street, Mong Kok, Kowloon, Hong Kong. Details of the disposal of Easy Tower are disclosed in the announcement of the Company dated 21 November 2018 and the circular of the Company dated 12 February 2019.

As at 31 March 2020, the occupancy rate of commercial units and industrial units of the Group's investment properties were 99% and 77% respectively. Income from building management for the year amounted to approximately HK\$1,189,000, an increase of approximately HK\$205,000 compared to last year (2019: approximately HK\$984,000). A loss on changes in fair value of investment properties of approximately HK\$196,888,000 (2019: gain of approximately HK\$126,430,000) was recognized during the year. The overall results for the property investment segment was approximately a loss of HK\$178,691,000 for the year (2019: profit of HK\$162,264,000), representing a decrease of approximately HK\$340,955,000 compared to last year.

## (iii) Securities Investment

The Group maintains a portfolio comprising blue-chip stocks and top-tier investments products which generate high yield in Hong Kong. The Group takes into account the following criteria when determining whether to take up an investment opportunity: (i) potential return on investment in terms of capital appreciation and dividend payment for the targeted holding period; (ii) risks exposure in comparison with the Group's risk tolerance level at the prevailing time; and (iii) diversification of the existing investment portfolio.

## (ii) 物業投資

本集團的另一項核心業務為物業投資。本集團的投資物業包括位於香港的住宅、商業及工業物業。

於年內，本集團錄得租金收入總額約38,957,000港元(2019年：約54,892,000港元)，較去年減少約29.0%。物業租金收入減少主要是因為於2019年3月8日完成出售永義廣場(一棟位於九龍長沙灣大南西街609號之工業大廈)，以及對花園廣場(九龍旺角花園街19號)商舖租金的調整。出售永義廣場的詳情分別載於本公司日期為2018年11月21日的公佈和公司日期為2019年2月12日的通函。

於2020年3月31日，本集團投資物業中之商業物業及工業單位的出租率分別為99%及77%。本年度的物業管理收入約為1,189,000港元，較去年上升約205,000港元(2019：約984,000港元)。本集團於年內錄得投資物業公平值變動虧損約196,888,000港元(2019年：收益約126,430,000港元)。於本年度物業投資分部的整體業績的虧損約為178,691,000港元(2019：溢利約為162,264,000港元)，較去年減少約340,955,000港元。

## (iii) 證券投資

本集團持有的投資組合包括在香港的藍籌股及高收益的一級投資產品。本集團在決定是否承攬投資項目時會考慮以下準則：(i)投資項目在目標持有期間於資本增值及股息派付方面的投資回報潛力；(ii)當時與本集團風險承受程度相比下的風險承擔；及(iii)現有投資組合的多元化。



During the year, the Group had several major acquisitions and disposals of securities investments which were as follows:

### **1. Purchases of CCB ELNs**

On 15 May 2019 and 8 July 2019, the Company, through its wholly-owned subsidiary, purchased the equity-linked notes (“ELNs”) of China Construction Bank Corporation (“CCB”) (stock code: 939) in the principal amounts of HK\$10,000,000 and HK\$14,000,000 respectively. The coupon rate for these ELNs was 15% per annum and through such purchases, the Group received the total interest income of approximately HK\$475,000 during the year under review. Details of the purchases can be found in the announcements of the Company dated 20 May 2019 and 11 July 2019 respectively.

### **2. Disposals of HSBC Shares**

During the period from 27 August 2019 to 30 August 2019, the Company, through its wholly-owned subsidiary, on-market disposed of in aggregate 631,700 shares of HSBC Holdings plc (“HSBC”) (stock code: 5). The aggregate selling price was approximately HK\$35,452,000 (excluding transaction costs) and the average selling price (excluding transaction costs) was approximately HK\$56.121 per HSBC shares. The Group recorded a loss of approximately HK\$4,567,000 through such disposals, which was calculated on the basis of the difference between the book value of the HSBC shares disposed by the Group as at 31 July 2019 and the aggregate gross sales proceeds (excluding transaction costs). After the disposals, the Group no longer owns any HSBC shares. Details of the disposals can be found in the announcement of the Company dated 30 August 2019.

於本年度，本集團在證券投資方面進行了以下幾項主要收購及出售：

### **1. 購入建設銀行股票掛鈎票據**

本公司透過其全資附屬公司於2019年5月15日及2019年7月8日分別購入本金金額為10,000,000港元及14,000,000港元之中國建設銀行股份有限公司(「建設銀行」)(股份代號：939)之股票掛鈎票據(「股票掛鈎票據」)。該等股票掛鈎票據之票面年利率為每年15%，透過該等購入，本集團於回顧年度內獲得總利息收入約為475,000港元。有關購入之詳情請參閱本公司日期分別為2019年5月20日和2019年7月11日的公佈。

### **2. 出售匯豐控股股份**

本公司透過其全資附屬公司於2019年8月27日至2019年8月30日期間於公開市場出售合共631,700股匯豐控股有限公司(「匯豐控股」)(股份代號：5)之股份。總售價約為35,452,000港元(未計交易費用)，而每股匯豐控股股份平均售價(未計交易費用)約為56.121港元。本集團透過該等出售事項錄得虧損約4,567,000港元，乃根據本集團於2019年7月31日之匯豐控股股份賬面值與總銷售所得款項總額(未計交易費用)之間之差額計算。於出售事項後，本集團不再擁有任何匯豐控股股份。有關出售之詳情請參閱本公司日期為2019年8月30日的公佈。

### 3. Subscription of Convertible Note

The Company, through Goodco Development Limited (“**Goodco**”) (a wholly-owned subsidiary of the Company), as subscriber, entered into a subscription agreement dated 17 June 2019 with Eminence Enterprise Limited (“**Eminence**”) (stock code: 616), as issuer, relating to the issue by Eminence to Goodco a convertible note in the principal amount of HK\$70,000,000, conferring Goodco the rights to convert at any time before 28 August 2024 the principal amount into the shares of Eminence (“**Eminence Share(s)**”) at a conversion price which is currently HK\$0.91 per Eminence Share (after adjustment). The completion took place on 28 August 2019. If the conversion rights attaching to the convertible note are exercised in full at the conversion price of HK\$0.91 per Eminence Share, a total of up to 76,923,076 Eminence Shares will be allotted and issued to Goodco. During the year, no exercise of the conversion rights under such convertible note was made and the outstanding principal amount held by Goodco as at 31 March 2020 was HK\$70,000,000. As at 31 March 2020, the Group received a total interest income of approximately HK\$1,248,000 from such convertible note. Details of the issue of the convertible note are set out in the joint announcement of the Company and Eminence dated 17 June 2019 and the circular of Eminence dated 2 August 2019.

### 3. 認購可換股票據

本公司(透過本公司之全資附屬公司佳豪發展有限公司(「佳豪」),作為認購方)與高山企業有限公司(「高山」)(股份代號:616)(作為發行人)訂立日期為2019年6月17日之認購協議,內容有關高山向佳豪發行本金金額為70,000,000港元之可換股票據,佳豪有權以每股0.91港元(經調整)之現時兌換價兌換高山股份(「高山股份」),授予在2024年8月28日之前任何時間兌換為高山股份的權利。上述於2019年8月28日完成。倘可換股票據附帶之兌換權按兌換價每股0.91港元高山股份獲悉數行使後,高山將配發及發行最多合共76,923,076股高山股份予佳豪。於年內,佳豪所持有之可換股票據之兌換權沒有被行使,因此截止2020年3月31日之未償還本金金額為70,000,000港元。截止2020年3月31日,本集團從該可換股票據獲得總利息收入約為1,248,000港元。發行可換股票據之詳情載於本公司及高山日期為2019年6月17日之聯合公佈及高山日期為2019年8月2日之通函。

#### 4. Acquisitions of Eminence Shares

Eminence was an associate of the Group during the year. During the period from 12 February 2020 to 2 March 2020, the Company, through Ace Winner Investment Limited (“**Ace Winner**”) (a wholly-owned subsidiary of the Company), acquired on-market a total of 71,055,000 Eminence Shares, representing approximately 7.63% of the then total issued share capital of Eminence. The aggregate purchase price was approximately HK\$39,266,350 (exclusive of transaction costs) and the average purchase price per Eminence Share (exclusive of transaction costs) was approximately HK\$0.553. Through such acquisitions, Ace Winner became a substantial shareholder of Eminence. As at 31 March 2020, the Group, through Ace Winner, Landmark Profits Limited (“**Landmark Profits**”) and Goodco (all of which are wholly-owned subsidiaries of the Company), holds a total of 255,887,665 Eminence Shares, representing approximately 27.47% of the total issued share capital of Eminence. As the fair value of the net assets attributable to Eminence Shares acquired by Ace Winner was higher than the aggregate purchase price, the Group recorded a gain on bargain purchase of additional interests in associates of approximately HK\$200,462,000. Details of the acquisitions can be found in the announcements of the Company dated 13 February 2020 and 21 February 2020 respectively and the circular of the Company dated 5 March 2020.

As at 31 March 2020, the Group recorded a loss in fair value of financial assets at fair value through profit or loss of approximately HK\$28,824,000 (2019: loss of approximately HK\$21,794,000). As a result, the Group reported a segment loss of approximately HK\$24,385,000 (2019: loss of approximately HK\$19,575,000) during the year under review. The Group received dividend income from the listed securities of approximately HK\$2,282,000 (2019: HK\$7,409,000) during the year under review.

The Group considers the prospects in respect of the listed shares investments are healthy. The Board understands that the performance of the investments may be affected by volatility in the Hong Kong stock market and subject to other external factors. Accordingly, the Group will continue to maintain a diversified portfolio of investments in different segments of markets to minimize the possible financial risks. The Group will also closely monitor the performance and progress of the investment portfolio from time to time.

#### 4. 購入高山股份

於年內，高山為本集團之聯營公司。本公司透過運榮投資有限公司（「**運榮**」）（本公司之全資附屬公司）於2020年2月12日至2020年3月2日期間在公開市場購入共71,055,000股高山股份，佔高山已發行股本總額約7.63%。總購入價約為39,266,350港元（未計及交易費用）而每股高山股份平均購入價約為0.553港元（未計及交易費用）。透過該等購入，運榮成為高山之主要股東。截至2020年3月31日，本集團透過運榮、Landmark Profits Limited（「**Landmark Profits**」）和佳豪（均為本公司之全資附屬公司）持有合共255,887,665股高山股份，佔高山已發行股本總數約27.47%。由於運榮收購的高山股份之相關淨資產的公平值高於總購入價，因此本集團錄得於收購額外聯營公司權益時之議價收購收益約為200,462,000港元。有關購入之詳情請參閱本公司日期分別為2020年2月13日和2020年2月21日的公佈及本公司日期為2020年3月5日之通函。

於2020年3月31日，本集團錄得按公平值計入損益之金融資產之公平值虧損約為28,824,000港元（2019年：虧損約21,794,000港元）。因此，於回顧年度內，本集團錄得分部虧損約為24,385,000港元（2019年：虧損約為19,575,000港元）。於回顧年度內，本集團從上市證券中獲得股息收入約為2,282,000港元（2019：7,409,000港元）。

本集團認為有關上市證券投資的前景屬健康。董事會明白投資表現可能受到香港股市波動及其他外部因素影響。因此，本集團將繼續維持同市場分部的多元化投資組合，以盡量降低潛在的金融風險。本集團亦將不時密切監察投資組合的表現及進展。

As at 31 March 2020, the Group's investment in equity securities listed in Hong Kong amounted to approximately HK\$61,411,000 (2019: approximately HK\$105,666,000). It was derived from (i) a conversion of equity-linked investments of approximately HK\$25,566,000; (ii) net disposal of securities of approximately HK\$74,978,000; (iii) net acquisition of securities of approximately HK\$3,529,000; and (iv) net decrease in the market value of securities investments of approximately HK\$13,314,000 during the year under review. As at 31 March 2020, the Group's investment portfolio comprises 6 (2019: 5) equity securities which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Group's significant securities investments as at 31 March 2020 were as below:

Company name (stock code)	Number of shares held	Approx. % held to the total issued share capital of the company/ investment 估公司 已發行 總股本/投資 總額之持股 概約百分比 %	Investment cost/cost of acquisition 投資成本/ 收購成本 HK\$'000 千港元	Dividend income for the year ended 31 March 2020 截至2020年 3月31日 止年度之 股息收入 HK\$'000 千港元	Fair value gain/(loss) for the year ended 31 March 2020 截至2020年 3月31日 止年度之 公平值 收益/(虧損) HK\$'000 千港元	Fair value at 31 March 2020 於2020年 3月31日之 公平值 HK\$'000 千港元	Approx. % of total assets of the Group at 31 March 2020 於2020年 3月31日 估本集團 總資產之 概約百分比 %
Best Food Holding Company Limited (1488) 百福控股有限公司 (1488)	17,364	1.10	21,837	-	(8,824)	12,155	1.27
Other listed shares* 其他上市股份*	10,306	-	56,715	2,282	(4,490)	49,256	1.02
Grand total: 總計:			78,552	2,282	(13,314)	61,411	2.29

\* Other listed shares included 5 companies whose shares are listed on the Main Board of the Stock Exchange.

於2020年3月31日，本集團投資於香港上市之證券金額約達61,411,000港元(2019:約105,666,000港元)。此乃源於本回顧年度內(i)股票掛鈎投資的轉換約25,566,000港元；(ii)出售證券淨額約為74,978,000港元；(iii)(ii)購入證券淨額約為3,529,000港元；及(iv)證券投資市金額淨減少約13,314,000港元。於2020年3月31日，本集團之投資組合包括6隻(2019:5隻)於香港聯合交易所有限公司(「聯交所」)主板上市的證券。

於2020年3月31日，本集團之重大證券投資如下：

\* 其他上市股份包括5間在聯交所主板上市的公司股份。



#### (iv) Loan Financing

For the year ended 31 March 2020, the Group recorded interest income from the loan financing business amounting to approximately HK\$23,487,000 (2019: approximately HK\$18,591,000), representing approximately 26.3% increase comparing to last year. Loss derived from loan financing business was approximately HK\$22,279,000 for the year ended 31 March 2020 (2019: profit of approximately HK\$14,889,000). The carrying amount of loans receivable as at 31 March 2020 was approximately HK\$236,751,000 (2019: approximately HK\$206,674,000). At 31 March 2020, the net impairment allowance recognized in profit or loss amounted to approximately HK\$29,256,000 (2019: approximately HK\$273,000) in its loan financing business.

Below were the major transactions of the Group on loan financing business during the year:

##### 1. Co-lending Agreement

On 18 June 2019, Planetic International Limited (“**Planetic**”), a wholly-owned subsidiary of the Company, entered into a co-lending agreement with STI Partners Limited (“**STI**”) and China Yinsheng Finance Limited (“**China Yinsheng**”), pursuant to which, inter alia, Planetic, STI and China Yinsheng, as co-lenders, agreed to enter into a loan agreement with an independent third party, as borrower, and make available to the borrower, an aggregate loan of HK\$64,000,000 (of which HK\$45,000,000 was from Planetic) for a period of twelve (12) months from the drawdown date. The interest rate charged by Planetic was 8.50% per annum. Such loan was secured by charge on properties of the borrower. For the year under review, the Group received a total interest income from such lending of approximately HK\$3,088,000. Further information can be found in the announcement of the Company dated 18 June 2019.

#### (iv) 貸款融資

截至2020年3月31日止年度，本集團錄得來自貸款融資業務之利息收入約23,487,000港元(2019年：約18,591,000港元)，與去年相比增加約26.3%。截至2020年3月31日止年度，來自貸款融資業務之虧損約為22,279,000港元(2019年：溢利約14,889,000港元)。於2020年3月31日，應收貸款之金額約為236,751,000港元(2019年：約206,674,000港元)。於2020年3月31日，就貸款融資業務於損益確認之淨減值撥備約為29,256,000港元(2019年：約273,000港元)。

以下是本集團貸款融資業務於本年度的主要交易：

##### 1. 共同借貸協議

於2019年6月18日，Planetic International Limited(「**Planetic**」)(本公司之全資附屬公司)與STI Partners Limited(「**STI**」)及中國銀盛財務有限公司(「**中國銀盛**」)訂立共同借貸協議，據此(其中包括)Planetic、STI及中國銀盛(為共同貸款人)同意與一名獨立第三方(為借款人)簽訂貸款協議並向借款人提供合共64,000,000港元之貸款(Planetic佔當中之45,000,000港元)，貸款期為自提取日期起計十二(12)個月。Planetic所收取之年利率為8.50厘。該貸款以借款人的物業作抵押。於回顧年內，本集團從該貸款獲得總利息收入約3,088,000港元。詳細請參閱本公司日期為2019年6月18日之公佈。

## 2. Sale of Junior Notes

Charming Flash Limited (“**Charming Flash**”) (a wholly-owned subsidiary of the Company), as subscriber, entered into a junior notes subscription agreement dated 31 October 2018 with Golden Glow Limited (the “**Issuer**”), as issuer, pursuant to which Charming Flash subscribed for the junior notes (the “**Junior Notes**”) issued by the Issuer in the amount of US\$4,500,000 (equivalent to approximately HK\$35,100,000) at an interest rate of 14.65% per annum.

Charming Flash later entered into a tripartite agreement (the “**Tripartite Agreement**”) dated 20 February 2020 with Green Heyday Limited (“**Green Heyday**”) and the Issuer, under which Charming Flash agreed to sell and Green Heyday agreed to acquire, the Junior Notes at the consideration of US\$4,700,000 (equivalent to approximately HK\$36,660,000). The consideration will be paid by three (3) instalments. Charming Flash will have all rights attached or accruing to the Junior Notes, including the rights to receive all payments, dividends and distributions from the Junior Notes, until such time as it receives full payment of the consideration from Green Heyday and completes the sale and purchase of the Junior Notes under the Tripartite Agreement. As at 31 March 2020, US\$2,000,000 (equivalent to approximately HK\$15,480,000) of consideration had been received. The Company is expected to recognize a gain of approximately US\$200,000 (equivalent to approximately HK\$1,560,000) from the sale, which is calculated on the basis of the difference between the face value of the Junior Notes of US\$4,500,000 (equivalent to approximately HK\$35,100,000) as at 20 February 2020 and the consideration of US\$4,700,000 (equivalent to approximately HK\$36,660,000). For the year under review, the Group received a total interest income from the Junior Notes of approximately HK\$1,201,000.

Further information can be found in the announcements of the Company dated 11 August 2017, 2 November 2018 and 20 February 2020 respectively.

## 2. 出售次級票據

Charming Flash Limited (「**Charming Flash**」) (本公司之全資附屬公司，作為認購方)與Golden Glow Limited (「**Golden Glow**」) (作為發行人)訂立日期為2018年10月31日之次級票據認購協議，據此，Charming Flash認購由發行人發行之價值4,500,000美元(相當於約35,100,000港元)之次級票據(「**次級票據**」)，年利率為14.65厘。

Charming Flash其後與Green Heyday Limited (「**Green Heyday**」)及發行人簽訂日期為2020年2月20日之三方協議(「**三方協議**」)，據此，Charming Flash同意按代價4,700,000美元(相當於約36,660,000港元)出售而Green Heyday同意收購次級票據。代價將分三(3)期支付。Charming Flash將擁有次級票據之所有或應計權利，包括收取次級票據之所有款項、股息和紅利之權利，直到其從Green Heyday獲得全部代價的款項並根據三方協議完成買賣次級票據。截至2020年3月31日，2,000,000美元(相當於約15,480,000港元)之代價經已收取。本公司預期將從該出售錄得約200,000美元(相當於約1,560,000港元)之收益，金額乃按於2020年2月20日次級票據的面值約4,500,000美元(相當於約35,100,000港元)及代價4,700,000美元(相當於約36,660,000港元)之差額計算。於回顧年內，本集團從該次級票據獲得總利息收入約1,201,000港元。

詳情請參閱本公司日期分別為2017年8月11日、2018年11月2日及2020年2月20日之公佈。

### 3. *Default of Loan Agreement*

Great Sail Global Limited (a wholly-owned subsidiary of the Company) (“**Great Sail**”), as lender, entered into a facility agreement dated 16 November 2016 (the “**2016 Facility Agreement**”) with Fortunate Gravity Hongkong Limited (“**Fortunate Gravity**”), as borrower, in relation to the granting of a loan in the principal amount of HK\$100,000,000 (the “**2016 Loan**”) from Great Sail to Fortunate Gravity. The 2016 Facility Agreement was supplemented and amended by supplemental agreements and consent letters. The 2016 Loan was secured by share charges and personal guarantee.

Great Sail later entered into a loan agreement dated 19 December 2018 (the “**Loan Agreement**”) with Fortunate Gravity, under which Great Sail granted to Fortunate Gravity a loan in the principal amount of HK\$40,000,000 (the “**2018 Loan**”) which was exclusively for the repayment of the outstanding principal amount under the 2016 Facility Agreement which was HK\$40,000,000 as at the date of signing of the Loan Agreement. The loan period was for a period of twelve (12) months from the date of drawdown. The 2018 Loan was secured by share charges and personal guarantee.

Great Sail later entered into an amendment agreement dated 5 February 2020 (the “**Amendment Agreement**”) with Fortunate Gravity, the shareholders of Fortune Gravity and Wang Jie, as guarantor, pursuant to which, inter alia, Great Sail conditionally agreed to amend the Loan Agreement and extend the maturity date of the 2018 Loan under the Loan Agreement for a period of twelve (12) months from 19 December 2019 up to 18 December 2020. The interest rate of the 2018 Loan under the Amendment Agreement was 16% per annum and as per the confirmatory share charges and confirmatory guarantee dated 5 February 2020, inter alia, the 2018 Loan will continue to be secured by the share charges and personal guarantee.

### 3. *貸款協議之違約*

偉帆環球有限公司(「**偉帆**」)(本公司之全資附屬公司，作為貸款人)與Fortunate Gravity Hongkong Limited(「**Fortunate Gravity**」，作為借款人)訂立日期為2016年11月16日之融資協議(「**2016 融資協議**」)，內容有關偉帆向Fortunate Gravity授出本金金額為100,000,000港元之貸款(「**2016 貸款**」)。2016融資協議經補充協議及同意書作出補充和修訂。2016貸款由股份押記及個人擔保書作擔保。

偉帆其後與Fortunate Gravity訂立日期為2018年12月19日之貸款協議(「**貸款協議**」)，據此偉帆向Fortunate Gravity授予40,000,000港元之貸款(「**2018 貸款**」)，並僅用於償還2016融資協議下未償還之本金金額(於簽署貸款協議之日，未償還之本金金額為40,000,000港元)。貸款期限自提取日期起為期十二(12)個月。2018貸款由股份押記及個人擔保書作擔保。

偉帆其後與Fortunate Gravity、Fortunate Gravity之股東及王潔(作為擔保人)訂立2020年2月5日之修訂協議(「**修訂協議**」)，據此(除其他外)，偉帆有條件地同意修訂貸款協議及延長貸款協議項下之2018貸款到期日十二(12)個月，由2019年12月19日至2020年12月18日。修訂協議項下的2018貸款利率為每年16厘，而根據日期為2020年2月5日確認股份押記及確認擔保書(除其他外)，2018貸款將繼續由股份押記及個人擔保書作擔保。

However, as Fortunate Gravity failed to pay the due interest on 28 February 2020, an event of default had occurred under the Loan Agreement (as amended by the Amendment Agreement) and on 12 March 2020, Great Sail initiated the process of enforcement of the share charges and enforcement of its rights generally under the Loan Agreement (as amended by the Amendment Agreement).

Further information can be found in the announcements of the Company dated 17 November 2016, 16 November 2017, 14 February 2018, 14 August 2018, 17 September 2018, 20 December 2018, 5 February 2020, 11 February 2020, 12 March 2020 and 16 March 2020 respectively and the circulars of the Company dated 8 December 2016 and 7 December 2017 respectively.

然而，由於Fortunate Gravity沒有支付於2020年2月28日到期之應付利息，於貸款協議(經修訂協議修訂)下之違約事件已發生，偉帆並於2020年3月12日啟動執行股份押記及執行其於貸款協議(經修訂協議修訂)下之一般權利的程序。

詳情請參閱本公司日期分別為2016年11月17日、2017年11月16日、2018年2月14日、2018年8月14日、2018年9月17日、2018年12月20日、2020年2月5日、2020年2月11日、2020年3月12日及2020年3月16日之公佈及本公司日期分別為2016年12月8日及2017年12月7日之通函。

## FINANCIAL REVIEW

## 財務回顧

		Year ended 31 March 截至3月31日止年度		
		2020 2020年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	Change 變動 HK\$'000 千港元
Revenue	營業額	63,633	830,347	(766,714)
Gross profit	毛利	61,206	353,892	(292,686)
Gross profit margin	毛利率	96.2%	42.6%	53.6%
Distribution and selling expenses	經銷成本	(13,009)	(53,044)	40,035
Administrative expenses	行政開支	(57,305)	(60,226)	2,921
Finance costs	融資成本	(23,622)	(23,043)	(579)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(298,936)	354,985	(653,921)
Taxation charge	稅項開支	877	(39,171)	40,048
(Loss)/profit for the year	本年度(虧損)/溢利	(298,059)	315,814	(613,873)
(Loss)/profit for the year attributable to shareholders of the Company	本公司股東應佔 本年度(虧損)/溢利	(297,755)	315,959	(613,714)
Net profit/(loss) margin	淨利/(虧損)率	(468.4%)	38.0%	(506.4%)
(Loss)/earnings per share Basic and diluted	每股(虧損)/盈利 基本及攤薄	<u>HK\$(3.26)港元</u>	<u>HK\$3.52港元</u>	<u>HK\$(6.78)港元</u>



## Revenue

For the year ended 31 March 2020, the Group's revenue decreased by approximately 92.3% to approximately HK\$63,633,000 as compared with last year of approximately HK\$830,347,000 which was mainly due to a decrease in rental income as well as revenue from property sales as the Group did not roll out new properties during the year.

## Gross Profit/Margin

Gross profit of the Group for the year ended 31 March 2020 was approximately HK\$61,206,000, representing a decrease of approximately 82.7% or approximately HK\$292,686,000 as compared to approximately HK\$353,892,000 in 2019. Gross profit margin for the year reached approximately 96.2% (2019: approximately 42.6%), representing an increase of approximately 53.6% over the last financial year.

## Loss before Taxation

Loss before taxation of the Group for the year ended 31 March 2020 was approximately HK\$298,936,000, as compared with profit before taxation of HK\$354,985,000 last year.

Distribution and selling expenses of the Group decreased from approximately HK\$53,044,000 to approximately HK\$13,009,000, a decrease of approximately 75.5% as compared with last year.

Administrative expenses of the Group were approximately HK\$57,305,000, a decrease of approximately 4.9% over last year of approximately HK\$60,226,000.

During the year under review, there was a loss on changes in fair value of investment properties amounting to approximately HK\$196,888,000 (2019: gain of approximately HK\$126,430,000).

Finance costs of the Group for the year was approximately HK\$23,622,000, representing an increase of approximately HK\$579,000 or approximately 2.5% from approximately HK\$23,043,000 in 2019.

## Loss for the Year and Loss per Share

Loss for the year ended 31 March 2020 was approximately HK\$298,059,000 (2019: profit of approximately HK\$315,814,000). Net loss margin of this year was approximately 468.4% as compared to the net profit margin of approximately 38.0% of last year.

## 營業額

截至2020年3月31日止年度，本集團之營業額較去年之營業額約830,347,000港元，減少約92.3%至約63,633,000港元，主要是由於租金收入減少及因本集團於本年度沒有推出新銷售物業而令物業銷售減少所致。

## 毛利／毛利率

本集團於截至2020年3月31日止年度之毛利約為61,206,000港元，較2019年約353,892,000港元減少約82.7%或約292,686,000港元。本年度之毛利率約為96.2% (2019年：約42.6%)，較上個財政年度增加約53.6%。

## 除稅前虧損

本集團於截至2020年3月31日止年度之除稅前虧損約為298,936,000港元，而去年除稅前溢利則約為354,985,000港元。

本集團之經銷成本由約53,044,000港元減少至約13,009,000港元，較去年減少約75.5%。

本集團之行政開支約為57,305,000港元，較去年約60,226,000港元略減少約4.9%。

於回顧年度內，投資物業公平值變動產生虧損約196,888,000港元(2019年：收益約126,430,000港元)。

本集團之本年度融資成本約為23,622,000港元，相比2019年約23,043,000港元增加約579,000港元或約2.5%。

## 本年度虧損及每股虧損

截至2020年3月31日止年度，虧損約為298,059,000港元(2019年：溢利約315,814,000港元)。本年度淨虧損率約為468.4%，而去年則為淨溢利率約38.0%。

For the year ended 31 March 2020, the taxation credit was approximately HK\$877,000 (2019: taxation charge of approximately HK\$39,171,000).

Basic and diluted loss per share for the year ended 31 March 2020 was approximately HK\$3.26 as compared to basic and diluted earnings per share of approximately HK\$3.52 in last year.

### Liquidity and Financial Resources

The Group financed its operations through internally generated cash flow and bank borrowings. As at 31 March 2020, the Group's bank borrowings amounted to approximately HK\$1,428,186,000 (2019: approximately HK\$1,285,984,000). The gearing ratio of the Group, calculated as a ratio of total bank borrowings to total equity, for the year was approximately 0.44 (2019: approximately 0.36).

As at 31 March 2020, the Group has net current assets of approximately HK\$1,549,088,000 (2019: approximately HK\$1,690,736,000). Current ratio was approximately 2.5 (2019: approximately 2.8). The bank balances and cash as at 31 March 2020 was approximately HK\$117,920,000, representing a decrease of approximately 38.5% or approximately HK\$73,750,000, compared to last year of approximately HK\$191,670,000.

### Capital Structure

As at 31 March 2020, the total number of issued ordinary shares of the Company (the "Shares") was 91,320,403 Shares (31 March 2019: 91,320,403 Shares), and the nominal value per Share was HK\$0.1. The total share capital of the Company was therefore approximately HK\$9,132,000 (31 March 2019: approximately HK\$9,132,000).

### Charges of Assets

As at 31 March 2020, bank loans amounting to approximately HK\$1,428,186,000 (2019: approximately HK\$1,285,984,000) which were secured by leasehold properties, investment properties, properties held for development for sale, properties held for sale, life insurance policy, listed equity securities in Hong Kong, perpetual bonds and debt instruments at fair value through other comprehensive income of the Group having a net book value of approximately HK\$3,480,944,000 (2019: approximately HK\$3,064,625,000). In addition, 71,500,000 Eminence Shares with fair value of HK\$33,041,000 (2019: nil) held by a subsidiary of the Group is pledged to a bank.

截至2020年3月31日止年度，稅項計入約877,000港元(2019年：稅項開支約39,171,000港元)。

截至2020年3月31日止年度，每股基本及攤薄虧損約為3.26港元而去年則為每股基本及攤薄盈利約為3.52港元。

### 流動資金及財務資源

本集團透過內部產生的現金流及銀行借貸為其營運提供資金。於2020年3月31日，本集團之銀行借貸約為1,428,186,000港元(2019年：約1,285,984,000港元)。於本年度，本集團的資產負債比率(即銀行借貸總額佔權益總額之百分比)約為0.44(2019年：約0.36)。

於2020年3月31日，本集團之流動資產淨值約為1,549,088,000港元(2019年：約1,690,736,000港元)。流動比率約為2.5(2019年：約2.8)。於2020年3月31日，銀行結餘及現金約為117,920,000港元，較去年約191,670,000港元減少約38.5%或約73,750,000港元。

### 股本結構

於2020年3月31日，本公司已發行普通股股份(「股份」)總數為91,320,403股(2019年3月31日：91,320,403股)，而每股面值為0.1港元。因此，本公司的總股本約為9,132,000港元(2019年3月31日：約9,132,000港元)。

### 資產抵押

於2020年3月31日，銀行貸款約1,428,186,000港元(2019年：約1,285,984,000港元)乃以本集團賬面淨值約為3,480,944,000港元(2019年：約3,064,625,000港元)之出租物業、投資物業、持作出售發展物業、持作出售物業、人壽保單、香港上市之股票證券、永久債券以及按公平值計入其他綜合收益之債務票據作為抵押。此外，本公司之附屬公司所持有之71,500,000股高山股份(2019年：無)(其公平值為33,041,000港元)已抵押給銀行。

## Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in Hong Kong dollars. During the year, the Group did not have significant exposure to fluctuations in exchange rates and thus, no financial instrument for hedging purposes was employed. The directors of the Company (the "Directors") considered the risk of exposure to the currency fluctuation to be minimal.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES OR ASSOCIATED COMPANIES

Save as disclosed above, the Group had no material acquisition or disposal of subsidiaries or associates during the year ended 31 March 2020.

## Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 March 2020 (2019: nil).

## Capital Expenditure

For the year ended 31 March 2020, the Group invested approximately HK\$32,000 (2019: approximately HK\$232,000) on the acquisition of property, plant and equipment, and spent approximately HK\$3,128,000 (2019: approximately HK\$4,743,000) on additions of investment properties.

## Capital Commitments

As at 31 March 2020, the Group had no capital commitments in respect of capital expenditure contracted for but not provided (2019: nil).

## PROPOSED SPIN-OFF

On 12 May 2017, the Company submitted a spin-off and separate listing proposal of the Group's residential property business (the "Proposed Spin-off") to the Stock Exchange and on 24 October 2017, the Stock Exchange agreed that the Company may proceed with the Proposed Spin-off. However, on 29 March 2019, the Company received a letter from the Stock Exchange rejecting the Proposed Spin-off on the basis that the Company did not satisfy certain requirements of Practice Note 15 of the Rules Governing the Listing of Securities on the Stock Exchange as introduced in February 2018. After several rounds of review, appeals and hearings, the Listing Committee on 13 August 2019 upheld its decision of rejecting the Proposed Spin-off. As such, the Company decided not to further appeal nor proceed with the Proposed Spin-off.

## 外匯波動之風險

本集團之收入與支出以港元為主。於年內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。本公司董事（「董事」）認為承受兌換率波動之風險極微。

## 附屬公司或聯營公司的重大收購及出售

除上文所披露者外，於截至2020年3月31日止年度內，本集團並無任何附屬公司或聯營公司的重大收購或出售。

## 或然負債

於2020年3月31日，本集團並無任何重大或然負債(2019年：無)。

## 資本開支

截至2020年3月31日止年度，本集團已投資約32,000港元(2019年：約232,000港元)於購買物業、廠房及設備，且已動用約3,128,000港元(2019年：約4,743,000港元)於增置投資物業。

## 資本承擔

於2020年3月31日，本集團並無已訂約但未撥備之資本性開支的資本承擔(2019年：無)。

## 建議分拆

於2017年5月12日，本公司向聯交所呈交分拆及將住宅物業業務分開上市之建議（「建議分拆」），而聯交所於2017年10月24日同意本公司可進行建議分拆。可是，本公司於2019年3月29日收到由聯交所發出之信件拒絕建議分拆，原因是本公司未能符合於2018年2月引入的聯交所證券上市規則第15項應用指引有關分拆上市之若干要求。本公司經過多輪覆核、上訴及聆訊，上市委員會於2019年8月13日決定維持不接納建議分拆之決定。故此，本公司決定不再提出進一步上訴及建議分拆。



For further details, please refer to the Company's announcements dated 27 October 2017, 9 April 2019, 17 May 2019, 24 May 2019 and 14 August 2019 respectively.

## **FULL ACCEPTANCE OF ALLOTMENT UNDER THE RIGHTS ISSUE OF EMINENCE**

On 4 November 2019, the Company, through its wholly-owned subsidiaries, Landmark Profits and Goodco, owned 739,330,692 Eminence Shares. Goodco had irrevocably undertaken to Eminence that it would not exercise any conversion rights under, or transfer, the convertible notes held by it before close of business on the record date. Each of Landmark Profits and Goodco had irrevocably undertaken to Eminence and the underwriter that Eminence Shares beneficially owned by it would not be disposed of or transferred from the date of the undertakings (i.e. 4 November 2019) before close of business on the record date, that the rights shares to be allotted in respect of those consolidated shares would be taken up in full, representing a total of 147,866,132 rights shares and it would not apply for any excess rights shares. Further information can be found in the Company's joint announcement with Eminence dated 6 November 2019 (as supplemented by a further announcement dated 18 November 2019).

## **EMPLOYEES**

As at 31 March 2020, the Group had 32 employees (2019: 33). Staff costs (including Directors' emoluments) amounted to approximately HK\$30,600,000 for the year under review (2019: approximately HK\$63,647,000). The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group has set out the Mandatory Provident Fund Scheme for Hong Kong's employees. The Group has a share option scheme to motivate employees.

## **EVENTS AFTER REPORTING PERIOD**

(1) On 21 May 2020, the Company, through Ace Winner, a wholly-owned subsidiary of the Company, purchased an ELN of CCB for a principal amount of HK\$50,000,000 (exclusive of transaction costs). The coupon rate is 15% per annum, issue price is HK\$6.270 per CCB share, strike price is HK\$5.806 per CCB share. The first valuation date is 6 July 2020, the final valuation date is 4 August 2020 and the maturity date is 11 August 2020. Details can be found in the announcement of the Company dated 22 May 2020.

詳細資料請參閱本公司日期分別為2017年10月27日、2019年4月9日、2019年5月17日、2019年5月24日及2019年8月14日之公佈。

## **悉數接納高山供股下的配額**

於2019年11月4日，本公司透過其全資附屬公司Landmark Profits及佳豪擁有739,330,692股高山股份。佳豪已向高山作出不可撤回承諾，其於記錄日期營業時間結束前不會行使佳豪擁有之可換股票據下的任何換股權或轉讓該等可換股票據。Landmark Profits及佳豪各自已不可撤回地向高山及包銷商承諾，自承諾之日(即2019年11月4日)起於記錄日期營業時間結束前不會出售或轉讓彼等實益擁有的高山股份、將悉數承購就該等合併股份而將予配發的供股股份(相當於合共147,866,132股供股股份)，及不會申請任何額外供股股份。詳情載列於本公司與高山日期為2019年11月6日之聯合公佈(其後於日期為2019年11月18日之公佈作補充)。

## **僱員**

於2020年3月31日，本集團共有32名員工(2019年：33名)。於回顧年度內，員工成本(包括董事袍金)約為30,600,000港元(2019年：約63,647,000港元)。本集團根據僱員之表現、經驗及現行業內慣例而釐定彼等之薪酬。本集團已為香港僱員設立強制性公積金計劃。本集團設有一項購股權計劃，以鼓勵優秀員工。

## **報告期間後之事項**

(1) 於2020年5月21日本公司透過運榮(本公司之全資附屬公司)購入本金金額為50,000,000港元(未計及交易費用)之建設銀行之股票掛鈎票據。票面年利率為15%、發行價為每股建設銀行股份6.270港元及履約價格為每股建設銀行股份5.806港元。第一估值日為2020年7月6日、最後估值日為2020年8月4日而到期日為2020年8月11日。詳情請參閱本公司日期為2020年5月22日之公佈。



(2) The outbreak of coronavirus disease 2019 (“**COVID-19**”) has a severe negative impact on the retail property market in Hong Kong. The fair value of the Group’s investment properties which are mainly comprised of commercial properties is expected to decrease in 2020. Besides, the fair value of the residential and commercial properties held by the Group’s associates, Eminence, for leasing are also affected if the rental income for the residential and commercial properties by the associates will be reduced in 2020.

Given the unpredictability of future development of COVID-19, the impacts to the Group cannot be reliably quantified or estimated at the date of issuing the consolidated financial statement. The Company will continue to closely monitor the situation. The actual financial effects, if any, will be reflected in the Group’s future financial statements.

## PROSPECTS

Although uncertainties in the global economic outlook have been caused by the softening global economic growth, trade war between US and China and outbreak of COVID-19, the Group maintains a cautiously optimistic view on the property market and will devote resources and efforts in increasing and replenishing its land bank for development.

The Group will continue to adopt a prudent approach on acquiring and disposing properties. In addition, the Group will continue to look for potential investment properties for recurring income and capital appreciation, at the same time expanding its loan financing business for the growth of its stable recurring income.

These strategies are intended to enable the Group to maintain its competitiveness thereby ensuring the Group’s sustainability and securing the Shareholders’ benefits.

## CORPORATE GOVERNANCE

The Company’s corporate governance practices are based on the principles and the code provisions as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. During the year, the Company has fully complied with the code provisions of the CG Code, except for the deviations disclosed herein.

(2) 2019冠狀病毒病(「**2019冠狀病毒病**»)的爆發對香港的零售房地產市場造成了嚴重的負面影響。本集團投資物業(主要包括商業物業)的公平值預期於2020年減值。此外，倘若聯營公司持有的住宅和商業物業的租金收入將於2020年減少，本集團之聯營公司高山持有的住宅和商業物業作出租之用的公平值亦受到影響。

鑑於2019冠狀病毒病未來發展的不可預測性，本集團在發佈綜合財務報表之日無法可靠地量化或估計其對本集團的影響。本公司將繼續密切監察有關情況。實際財務影響(如有)將反映在本集團的未來財務報表中。

## 展望

儘管由於環球經濟增長放緩、中美貿易戰及2019冠狀病毒病爆發帶來環球經濟不明朗，本集團對房地產市場保持謹慎樂觀的態度，並將投入資源及努力增加及補充其土地儲備以促進發展。

本集團將繼續採取審慎的方法收購及出售物業。此外，本集團將繼續尋找潛在投資物業作經常性收入及資本增值，同時擴大其貸款融資業務以促進本集團的穩定經常性收入增長。

該等策略旨在使本集團維持其競爭力，從而確保本集團的可持續發展及確保股東利益。

## 企業管治

本公司企業管治常規乃依據聯交所證券上市規則(「**上市規則**»)附錄十四所載企業管治守則(「**企業管治守則**»)之原則及守則條文。於年內，本公司已完全遵守企業管治守則之守則條文，惟本報告所披露之偏離情況除外。

### Code Provision A.1.1

*The board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals.*

Code provision A.1.1 of the CG Code stipulates that the Board should meet regularly and the Board meeting should be held at least four (4) times a year at approximately quarterly intervals. During the year ended 31 March 2020, a total of four (4) Board meetings (including two (2) regular Board meetings with at least 14 days' prior notice being given to all the Directors) were held due to the social unrest in Hong Kong and the outbreak of COVID-19. During this period, written resolutions of the Directors were circulated and passed for approving significant matters. The Directors were provided with all relevant information in advance to enable them to make informed decisions. The Company will consider holding more regular Board meetings in the coming year if the situation allows to meet code provision A.1.1 of the CG Code.

### Code Provision A.2.1

*The roles of chairman and chief executive should be separate and should not be performed by the same individual*

Under code provision A.2.1 of the CG Code provides that the roles of chairman and chief executive of the Company (the “**Chief Executive**”) should be separate and should not be performed by the same individual. Mr. Tse Wing Chiu Ricky serves as the president of the Company (the “**President**”) as well as the Chief Executive and this dual leadership role has been adopted by the Company for a number of years. Such deviation is deemed appropriate as it is considered to be more efficient to have one single person to be the President as well as to discharge the executive functions of the Chief Executive thereby enabling more effective planning and better execution of long-term strategies. The Board believes that the balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high calibre individuals, with half of them being independent non-executive Directors. The Company will review the current structure when and as it becomes appropriate.

### 守則條文第A.1.1條

董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次。

企業管治守則條文第A.1.1條規定董事會應定期舉行會議，而每年應最少舉行四(4)次董事會會議，大約每季舉行一次。於2020年3月31日止年度，因香港的社會動盪和2019冠狀病毒病的爆發，本公司合共只舉行四(4)次董事會會議(包括兩(2)次董事會定期會議，而全體董事均於會議舉行前最少14天接獲通告)。在這期間，就批准重大事項之董事會書面決議案亦經已傳閱並獲得通過。董事獲提前提供一切相關資料，以便作出知情決定。如果情況許可，本公司將考慮在來年舉行更多的董事會定期會議以符合企業管治守則條文第A.1.1條之規定。

### 守則條文第A.2.1條

主席與行政總裁之角色應有區分，並不應由一人同時兼任

根據企業管治守則第A.2.1條守則條文之規定，本公司之主席與行政總裁(「**行政總裁**」)之角色應有區分，並不應由一人同時兼任。謝永超先生同時擔任本公司主席(「**主席**」)及首席行政總裁，而此雙角色領導模式於本公司推行已久且行之有效。此偏離情況被視為恰當，原因是由同一人擔任主席兼履行首席行政總裁的執行職能被視為更具效率，能提高長遠策略的有效規劃及執行表現。董事會認為董事會成員不乏經驗豐富及具才幹之人士(其中半數為獨立非執行董事)，其營運及管治足以確保權力及職能平衡。本公司將於適當時檢討現行架構。

## Code Provision C.2.5

*The issuer should have an internal audit function*

Code provision C.2.5 of the CG Code provides that the Group should have an internal audit function. The Group does not have an internal audit function. During the year ended 31 March 2020, the Board reviewed the effectiveness of the internal control system of the Group and there were no major issues but areas for improvement have been identified by the Audit Committee and appropriate measures have been taken. In addition, the Board was of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed annually.

## COMPLIANCE WITH MODEL CODE OF THE LISTING RULES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions.

Having made specific enquiries by the Company, the Directors have confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 March 2020.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year.

## PUBLIC FLOAT

As at the date of this announcement, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company maintains a sufficient public float with more than 25% of the issued Shares being held by the public.

## 守則條文第C.2.5條

*發行人應設立內部審核功能*

企業管治守則第C.2.5條守則條文規定本集團應設立內部審核功能。本集團沒有設立內部審核功能。於2020年3月31日之年度，董事會已對本集團內部監控制度的有效性進行了檢討，並沒有發現重大問題，但審核委員會已經確定有待改進的範疇，並採取了適當措施。此外，董事會認為，鑑於本集團業務規模、性質及複雜性，本集團目前並無設立內部審核功能的急切需要。本集團將每年審查上述情況。

## 遵守上市規則之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。

經本公司作出具體查詢後，董事已確認於截至2020年3月31日止年度內彼等已遵守標準守則載列的規定標準。

## 購買、出售及贖回本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 公眾持股量

於本公佈日期，就本公司所得公開資料及董事所知悉，本公司之已發行及流通股份逾25%是由公眾人士持有，公眾持有股份之數量維持足夠。



## AUDIT COMMITTEE

The Company has an audit committee in compliance with the requirement of the Listing Rules and the CG Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The principal responsibilities of the Audit Committee is to review and supervise the financial reporting process and risk management and internal control systems of the Group. The Audit Committee comprises three (3) independent non-executive Directors as at 31 March 2020. The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 March 2020.

## PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement has been published on the Company's website at [www.easyknit.com](http://www.easyknit.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) respectively. The annual report of the Company for the year ended 31 March 2020 containing all information required by the Listing Rules will be despatched to the Shareholders and published on the respective websites of the Stock Exchange and the Company in early July 2020.

## ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company (the "2020 AGM") will be held on Thursday, 6 August 2020. A circular containing the notice of the 2020 AGM and information regarding, inter alia, re-election of Directors, general mandates to issue and buy-back Shares, and proposed adoption of "永義國際集團有限公司" as the secondary name of the Company will be published and despatched to the Shareholders in early July 2020.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility of the Shareholders to attend and vote at the 2020 AGM, the register of members of the Company will be closed from Monday, 3 August 2020 to Thursday, 6 August 2020, both dates inclusive. During such period, no share transfers will be registered for the purpose of ascertaining Shareholders' entitlement for attending and voting at the 2020 AGM. In order to qualify to attend and vote at the 2020 AGM, all transfers of the Shares forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 31 July 2020, for registration.

## 審核委員會

本公司設有符合上市規則及上市規則附錄十四所載之《企業管治守則》及《企業管治報告》規定成立審核委員會。審核委員會主要職責為審閱和監督本集團財務匯報過程與風險管理及內部監控制度。於2020年3月31日，審核委員會由三(3)名獨立非執行董事組成。審核委員會已審閱本集團截至2020年3月31日止年度之經審核財務報表。

## 刊發年度業績公佈及年度報告

本公佈已分別登載於本公司網站 [www.easyknit.com](http://www.easyknit.com) 及聯交所網站 [www.hkexnews.hk](http://www.hkexnews.hk)。載有上市規則所規定一切資料之本公司截止2020年3月31日止年度報告將於2020年7月初寄送予股東，並分別刊載於本公司及聯交所的網站。

## 股東週年大會

本公司應屆股東週年大會("2020年股東週年大會")將於2020年8月6日(星期四)舉行。載有2020年股東週年大會通告及(其中包括)重選退任董事、發行股份及購回股份之一般授權及建議採納中文名稱「永義國際集團有限公司」為本公司第二名稱之通函，將於2020年7月初刊載及寄送予股東。

## 暫停辦理股份過戶登記

為確認股東出席2020年股東週年大會並在會上投票的資格，本公司將於2020年8月3日(星期一)至2020年8月6日(星期四)(包括首尾兩日)暫停辦理本公司股份過戶登記手續。在該期間將不會辦理股份過戶登記，以確定有權出席2020年股東週年大會並於會上投票的股東。為符合資格出席2020年股東週年大會並於會上投票，所有股份過戶文件連同相關股票須最遲於2020年7月31日(星期五)下午4時30分前，交回本公司於香港之股份登記及過戶分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓作登記。



## ACKNOWLEDGEMENT

The Board would like to offer its sincere gratitude to the management team and all other employees for their hard work and dedications. Their excellence and commitment are of vital importance in enhancing the Company's growth.

Finally, the Board would like to take this opportunity to thank the Shareholders and all other stakeholders of the Company for their continuous support and confidence in the Company.

By Order of the Board  
**EASYKNIT INTERNATIONAL HOLDINGS LIMITED**  
**TSE Wing Chiu Ricky**  
*President and Chief Executive Officer*

Hong Kong, 3 June 2020

*As at the date hereof, the Board comprises Mr. Tse Wing Chiu Ricky, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy as executive Directors; and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive Directors.*

*In case of any inconsistency, the English version of this announcement shall prevail over the Chinese version.*

## 致謝

董事會謹向管理層團隊及所有其他僱員的努力及熱誠致以真誠的謝意。彼等的卓越表現及奉獻對促進本公司的發展起著關鍵作用。

最後，董事會藉此機會感謝股東及本公司所有其他利益相關者一直以來對本公司的鼎力支持及信任。

承董事會命  
**永義國際集團有限公司**  
主席兼首席行政總裁  
謝永超

香港，2020年6月3日

於本公佈日期，董事會成員包括執行董事謝永超先生、雷玉珠女士及官可欣女士；及獨立非執行董事徐震港先生、莊冠生先生及韓譚春先生。

本公佈中、英文版如有任何歧義，概以英文版為準。

**CONSOLIDATED STATEMENT OF PROFIT  
OR LOSS AND OTHER COMPREHENSIVE  
INCOME**

For the year ended 31 March 2020

**綜合損益及其他全面收益表**

截至2020年3月31日止年度

			2020 HK\$'000 千港元	2019 HK\$'000 千港元
Revenue	營業額			
Rental income	租金收入		38,957	54,892
Interest income from loan financing	來自貸款融資利息收入		23,487	18,591
Building management	樓宇管理		1,189	984
Property sales	物業銷售		-	755,880
Total revenue	總營業額	3	63,633	830,347
Cost of properties sold and services rendered	銷售物業及提供服務成本		(2,427)	(476,455)
Gross profit	毛利		61,206	353,892
Other income, gains and losses	其他收入，收益及虧損		11,009	17,511
Distribution and selling expenses	經銷成本		(13,009)	(53,044)
Administrative expenses	行政開支		(57,305)	(60,226)
(Loss) gain on changes in fair value of investment properties	投資物業之公平值變動(虧損) 收益		(196,888)	126,430
Write-down on properties held for sale	持作出售物業之減值		(578)	-
Write-down on properties held for development for sale	持作出售發展物業之減值		(28,573)	-
Loss on changes in fair value of financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益之金融資產之公平值變動虧損		(28,824)	(21,794)
Release on disposal of debt instruments at fair value through other comprehensive income ("FVTOCI")	解除出售按公平值計入其他全面收益之債務工具		1,051	58
(Impairment loss) reversal of impairment loss on financial assets:	金融資產之減值(虧損) 撥回：			
- Loans receivable, net	- 淨應收貸款		(29,256)	(273)
- Debt instruments at FVTOCI	- 按公平值計入其他全面收益之債務工具		(126)	(1,505)
- Other debt instrument at amortised cost	- 按攤銷成本計量之其他債務工具		(4,353)	(3,523)
- Other receivables	- 其他應收款項		(1,819)	-
Share of results of associates	聯營公司權益分佔業績		(55,676)	12,593
Loss on deemed partial disposal of equity interests in associates	於視為出售聯營公司部份股權權益時之虧損		(130,957)	-
Gain on bargain purchase of additional interests in associates	於收購額外聯營公司權益時之議價收購收益		200,462	-
Share of results of a joint venture	一間合營公司權益分佔業績		(1,678)	(4)
Gain on disposal of a subsidiary	出售一間附屬公司之收益		-	7,913
Finance costs	融資成本	5	(23,622)	(23,043)
(Loss) profit before taxation	除稅前(虧損)溢利	6	(298,936)	354,985
Taxation	稅項	7	877	(39,171)
(Loss) profit for the year	本年度(虧損)溢利		(298,059)	315,814

	Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>Other comprehensive (expense) income</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive (expense) income of associates:	其他全面(開支)收入 隨後可能重新分類至損益之項目：		
Share of translation reserve of associates	分佔聯營公司之其他全面(開支)收入：		
Share of FVTOCI reserve of associates	分佔聯營公司之匯兌儲備	(7,965)	(6,527)
	分佔聯營公司之按公平值計入其他全面收益儲備	(985)	189
Reclassification of translation reserve to profit or loss upon deemed partial disposal of interests in associates without loss of significant influence	於沒有失去重大影響之視為出售聯營公司部分權益時重新分類至損益之匯兌儲備	1,350	-
Reclassification of FVTOCI reserve to profit or loss upon deemed partial disposal of interests in associates without loss of significant influence	於沒有失去重大影響之視為出售聯營公司部分權益時重新分類至損益之按公平值計入其他全面收益儲備	(36)	-
		<b>(7,636)</b>	<b>(6,338)</b>
Release on disposal of debt instruments at FVTOCI	解除出售按公平值計入其他全面收益之債務工具	(1,051)	191
Change in fair value of debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具之公平值變動	(343)	-
Impairment loss on debt instruments at FVTOCI included in profit or loss, net	按公平值計入其他全面收益之債務工具之淨減值虧損包括在損益中	126	1,505
		<b>(8,904)</b>	<b>(4,642)</b>
Other comprehensive expense for the year	本年度之其他全面開支		
Total comprehensive (expense) income for the year	本年度之全面(支出)收入總額	<b>(306,963)</b>	311,172
(Loss) profit for the year attributable to:	本年度(虧損)溢利分佔：		
Owners of the Company	本公司股東	(297,755)	315,959
Non-controlling interest	非控股權益	(304)	(145)
		<b>(298,059)</b>	<b>315,814</b>
Total comprehensive (expense) income for the year attributable to:	本年度全面(開支)收入分佔：		
Owners of the Company	本公司股東	(306,659)	311,317
Non-controlling interest	非控股權益	(304)	(145)
		<b>(306,963)</b>	<b>311,172</b>
Basic and diluted (loss) earnings per share	每股基本及攤薄(虧損)盈利	9 <b>HK\$(3.26)港元</b>	HK\$3.52港元

**CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION**

At 31 March 2020

**綜合財務狀況表**

於2020年3月31日

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		79,146	83,770
Right-of-use assets	使用權資產		1,231	–
Investment properties	投資物業		1,265,040	1,458,800
Interests in associates	聯營公司權益		788,883	671,921
Interest in a joint venture	一間合營公司權益		62	1,740
Financial assets at FVTPL	按公平值計入損益之 金融資產		100,162	79,000
Debt instruments at FVTOCI	按公平值計入其他全面 收益之債務工具		25,700	34,614
Other debt instrument at amortised cost	按攤銷成本計量之其他 債務工具		15,215	31,712
Loans receivable	應收貸款	10	13,278	27,785
Intangible asset	無形資產		500	500
Deferred tax assets	遞延稅項資產		2,632	–
Deposits	按金		205	205
			<b>2,292,054</b>	<b>2,390,047</b>
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業		1,984,981	1,932,432
Properties held for sale	持作出售物業		118,603	119,181
Financial assets at FVTPL	按公平值計入損益之 金融資產		72,696	105,666
Debt instruments at FVTOCI	按公平值計入其他全面 收益之債務工具		3,843	11,762
Trade and other receivables	貿易及其他應收款項	11	9,199	96,811
Tax recoverable	可收回稅項		530	331
Loans receivable	應收貸款	10	223,473	178,889
Bank balances and cash	銀行結餘及現金		117,920	191,670
			<b>2,531,245</b>	<b>2,636,742</b>
Assets classified as held for sale	分類為持作出售之資產		<b>34,830</b>	–
			<b>2,566,075</b>	<b>2,636,742</b>



		<i>Note</i>	<b>2020</b>	2019
		<i>附註</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
			千港元	千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	12	52,162	41,932
Amount due to a non-controlling shareholder	應付一位非控股股東金額		90,348	101,009
Tax payable	應付稅項		50,351	50,514
Lease liabilities	租賃負債		851	–
Secured bank borrowings	有抵押銀行借貸		823,275	752,551
			<u>1,016,987</u>	<u>946,006</u>
Net current assets	流動資產淨額		<u>1,549,088</u>	1,690,736
Total assets less current liabilities	資產總額減流動負債		<u>3,841,142</u>	<u>4,080,783</u>
Non-current liabilities	非流動負債			
Secured bank borrowings	有抵押銀行借貸		604,911	533,433
Lease liabilities	租賃負債		410	–
			<u>605,321</u>	<u>533,433</u>
			<u>3,235,821</u>	<u>3,547,350</u>
Capital and reserves	資本及儲備			
Share capital	股本		9,132	9,132
Reserves	儲備		3,227,138	3,538,363
Equity attributable to owners of the Company	本公司之擁有人應佔權益		3,236,270	3,547,495
Non-controlling interest	非控股權益		(449)	(145)
			<u>3,235,821</u>	<u>3,547,350</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. GENERAL

Easyknit International Holdings Limited (the “**Company**”; the Company and its subsidiaries are collectively referred to as the “**Group**”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) which is also the functional currency of the Company.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

### New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time in the current year:

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

# 綜合財務報表附註

截至2020年3月31日止年度

## 1. 一般資料

永義國際集團有限公司(「**本公司**」；本公司及其附屬公司統稱為「**本集團**」)在百慕達註冊成立為受豁免之有限責任公司，其股份在香港聯合交易所有限公司(「**聯交所**」)主板上市。

綜合財務報表已按港元列值(「**HK\$**」)，亦為本公司之功能貨幣。

## 2. 應用新訂及經修訂香港財務報告準則

### 於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用下列由香港會計師公會(「**香港會計師公會**」)所頒佈之新訂及經修訂香港財務報告準則及詮釋：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定因素
香港財務報告準則之修訂本	香港財務報告準則2015年至2017年週期之年度改進
香港財務報告準則第9號之修訂本	具有負補償之預付特性
香港會計準則第19號之修訂本	計劃修訂、縮減或清償
香港會計準則第28號之修訂本	於聯營公司及合營企業之長期權益

Except as described below, the application of the new and amendments to HKFRSs and an interpretation in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2.1 HKFRS 16 "Leases"

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 "Leases" and the related interpretations.

### *Definition of a lease*

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 "Determining whether an Arrangement contains a Lease" and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

### *As a lessee*

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii). Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated.

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則及詮釋對本年度及過往年度本集團的財務狀況及表現及／或對該等綜合財務報表所載披露並無重大影響。

## 2.1 香港財務報告準則第16號「租賃」

本集團於本年度已首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號「租賃」及其相關詮釋。

### *租賃的定義*

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)-詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於2019年4月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

### *作為承租人*

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(2019年4月1日)確認。

於2019年4月1日，本集團確認增加之租賃負債，並透過應用香港財務報告準則第16.C8(b)(ii)號過渡條文按相當於相關租賃負債的金額確認使用權資產。初始應用之日之任何差異在期初累計利潤確認及不會在比較資料上調整。

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (ii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied by the relevant group entities is 4.7%.

於過渡過程中，在應用香港財務報告準則第16號項下經修改追溯法時，本集團已按個別租賃基準對先前根據香港會計準則第17號分類為經營租賃的租賃應用以下簡易實務處理方法(以與各自租賃合約有關者為限)：

- (i) 於首次應用日期計量使用權資產時撇除初始直接成本；及
- (ii) 基於在初始應用日期之事實及情況，事後釐定本集團附帶延期及終止選擇權之租賃之租賃年期。

就先前分類為經營租賃之租賃確認租賃負債時，本集團已應用於初始應用日期相關集團公司之遞增借貸利率。相關集團公司所應用之加權平均遞增借貸利率為4.7%。

		At 1 April 2019 於2019年 4月1日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 March 2019	於2019年3月31日已披露之經營租賃承擔	1,989
Add: Extension options reasonably certain to be exercised	加：延期之權利已合理地確認將會被生效	559
		2,548
Lease liabilities discounted at relevant incremental borrowing rates relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	於2019年4月1日應用香港財務報告準則第16號時確認與經營租賃有關的按相關遞增借款利率貼現的租賃負債	2,390
Analysed as:	分析為：	
Current	流動	1,235
Non-current	非流動	1,155
		2,390



The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:

使用權資產於2019年4月1日的賬面值包括以下各項：

		<b>Right-of-use assets 使用權資產 HK\$'000 千港元</b>
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號時確認與經營租賃有關的使用權資產	2,390
By class: Leasehold land and buildings	按類別： 租賃土地及樓宇	2,390

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

已對於2019年4月1日的綜合財務狀況表確認的金額作出以下調整。並無載入未受變動所影響的項目。

		<b>Carrying amounts previously reported at 31 March 2019</b>	<b>Adjustments</b>	<b>Carrying amounts under HKFRS 16 at 1 April 2019</b>
		先前於2019年 3月31日報告 的賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	香港財務報告 準則第16號下 於2019年 4月1日 的賬面值 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	—	2,390	2,390
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	—	1,235	1,235
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	—	1,155	1,155

*Note:* For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 March 2020, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 April 2019 as disclosed above.

附註：就呈報根據間接法截至2020年3月31日止年度的來自經營活動之現金流量而言，營運資金之變動根據上文所披露於2019年4月1日的期初綜合財務狀況表計算。

## *As a lessor*

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. However, the adjustment to present value is insignificant at the date of initial application, 1 April 2019.

The directors of the Company consider the application of HKFRS 16 as a lessor has had no material impact on the Group's consolidated financial statements for the year ended 31 March 2020 and the consolidated statement of financial position as at 31 March 2020.

## **2.2 Amendments to HKAS 28 “Long-term Interests in Associates and Joint Ventures”**

The amendments clarify that the Group applies HKFRS 9 “Financial Instruments”, including the impairment requirements, to long-term interests in an associate or joint venture to which the equity method is not applied that form part of the net investment in the investee. Furthermore, in applying HKFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by HKAS 28 “Investments in Associates and Joint Ventures” (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28). The application is not expected to have impact as the Group's exiting accounting policies are consistent with the requirements clarified by the amendments.

## **New and amendments to HKFRSs in issue but not yet effective**

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

## *作為出租人*

按照香港財務報告準則第16號之過渡條文，本集團無須於過渡期間就本集團為出租人之租賃作出任何調整，但會由初始應用日期起按照香港財務報告準則第16號將該等租賃入賬而比較資料不予重列。

在採用香港財務報告準則第16號之前，已收取的可退還租賃按金被視為香港會計準則第17號在貿易及其他應付款項下應用的租賃的權利和義務。根據香港財務報告準則第16號的租賃付款的定義，此類按金不是與使用權資產有關的付款，並已進行了調整以反映過渡時的折現效應。然而，在首次應用之日(2019年4月1日)，對現值的調整微不足道。

本公司董事認為，應用香港財務報告準則第16號作為出租人對本集團於截至2020年3月31日止年度之綜合財務報表及於2020年3月31日之綜合財務狀況表沒有重大影響。

## **2.2 香港會計準則第28號「於聯營公司及合營企業之長期權益」之修訂**

該等修訂釐清本集團將香港財務報告準則第9號「金融工具」應用於聯營公司或合營企業的長期權益，包括減值規定，其不應用權益法並構成於投資對象的投資淨額。此外，在應用香港財務報告準則第9號至長期權益時，本集團並無計及香港會計準則第28號「於聯營公司及合營企業的長期投資」所規定對賬面值的調整(即按照香港會計準則第28號產生自分配投資對象虧損或減值評估的長期權益賬面值的調整)。由於本集團現時之會計政策與該等修訂釐定之規定一致，因此並不預期該等應用有任何影響。

## **已頒佈但未仍未生效之新訂及經修訂香港財務報告準則**

本集團並無提前應用已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

### 3. REVENUE

Revenue represents the aggregate of the amounts received or receivable in respect of rental income and building management from property leasing, interest income from loan financing and property sales during the year.

Revenue from sales of properties was recognised at a point in time when the completed property was transferred to customers, being at the point that the customer obtained the control of the completed property and the Group had present right to payment and collection of the consideration was probable. The Group received deposits from customers pursuant to the payment terms of the sale and purchase agreement.

For building management services, the Group bills a fixed rate for services provided on a monthly basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value to the customers of Group's performance completed. The Group acts as principal and is primarily responsible for providing the building management services to the property owners, who simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs, the Group recognises the fee received or receivable from property owners as its revenue over time and all related building management costs as its cost of services. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Rental income and interest income from loan financing fall outside the scope of HKFRS 15 and the revenue from contracts with customers for the year ended 31 March 2020 amounted to HK\$1,189,000 (2019: HK\$756,864,000).

### 3. 營業額

營業額指年內來自出租物業租金收入及樓宇管理、來自貸款融資及物業銷售之已收或應收款項之總額。

物業銷售收益於已落成物業轉讓予客戶時確認，即客戶取得已落成物業的控制權且本集團擁有收取付款權利，並有可能收取代價。本集團根據買賣協議的付款條款向客戶收取按金。

就樓宇管理服務而言，本集團按月就所提供服務收取固定費用，並按本集團有權開具發票並直接對應於其對客戶的履約價值的金額確認收益。本集團作為委託人主要負責向業主提供樓宇管理服務，業主同時收取及消耗本集團履約提供的利益，因此本集團隨時間確認已收或應收業主費用為收益，以及所有相關樓宇管理成本為服務成本。本集團選擇採用可行權宜方法，以向客戶開具發票金額確認收益。根據香港財務報告準則第15號的允許，分配至該等未獲滿足合約的交易價格尚未披露。

租金收入及來自貸款融資的利息收入超出香港財務報告準則第15號的範圍，截至2020年3月31日止年度與來自客戶合約收益為1,189,000港元(2019年：756,864,000港元)。

#### 4. SEGMENT INFORMATION

Information reported to the Group's chief executive officer, being the chief operating decision maker (the "CODM"), for the purposes of resources allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in products and services.

The Group's operating and reportable segments under HKFRS 8 "Operating Segments" are (i) property investment, (ii) property development, (iii) investment in securities and (iv) loan financing.

##### (a) Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

*For the year ended 31 March 2020*

		Property investment 物業投資 HK\$'000 千港元 (note) (附註)	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
SEGMENT REVENUE	分類營業額					
External sales	外來銷售	<u>40,146</u>	<u>-</u>	<u>-</u>	<u>23,487</u>	<u>63,633</u>
RESULTS	業績					
Segment results	分類業績	<u>(178,691)</u>	<u>(57,687)</u>	<u>(24,385)</u>	<u>(22,279)</u>	<u>(283,042)</u>
Unallocated corporate income	無分配之公司收入					272
Unallocated corporate expenses	無分配之公司開支					(4,695)
Share of results of associates	聯營公司權益分佔業績					(55,676)
Share of results of a joint venture	一間合營公司權益分佔業績					(1,678)
Loss on deemed partial disposal of equity interests in associates	於視為出售聯營公司部份股權權益時之虧損					(130,957)
Gain on bargain purchase of additional interests in associates	於收購額外聯營公司權益時之議價收購收益					200,462
Finance costs	融資成本					<u>(23,622)</u>
Loss before taxation	除稅前虧損					<u>(298,936)</u>

#### 4. 分類資料

就資源分配及分部表現評估而言，呈報給本集團之主要經營決策者首席行政總裁(「主要經營決策者」)之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此組織本集團產品及服務之差異。

根據香港財務報告準則第8號「經營分類」，本集團之經營及呈報分部包括：(i)物業投資、(ii)物業發展、(iii)證券投資及(iv)貸款融資。

##### (a) 分類營業額及業績

按經營及呈報分部分析本集團之營業額及業績如下：

*截至2020年3月31日止年度*



		Property investment 物業投資 HK\$'000 千港元 (note) (附註)	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
SEGMENT REVENUE	分類營業額					
External sales	外來銷售	55,876	755,880	-	18,591	830,347
RESULTS	業績					
Segment results	分類業績	162,264	213,292	(19,575)	14,889	370,870
Unallocated corporate income	無分配之公司收入					264
Unallocated corporate expenses	無分配之公司開支					(5,695)
Share of results of associates	聯營公司權益分佔業績					12,593
Share of results of a joint venture	一間合營公司權益 分佔業績					(4)
Finance costs	融資成本					(23,043)
Profit before taxation	除稅前溢利					354,985

*Note:* Rental income generated from properties held for development for sale (included in property development segment) was included in property investment segment.

附註：來自持作出售發展物業之租金收入(包括在物業發展分類內)已包括在物業投資分類內。

Segment results represent the profit earned or loss incurred by each segment without allocation of results attributable to interests in associates and interest in a joint venture, finance costs and unallocated corporate income and expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

分類業績代表各分部賺取之溢利或虧損，當中沒有分配聯營公司權益分佔業績及一間合營公司權益分佔業績、融資成本及無分配之公司收入及開支。以此計量向主要經營決策者呈報，作為資源分配及表現評估之參考。

**(b) Segment assets and liabilities**

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

*At 31 March 2020*

		Property investment 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets	分類資產	<u>1,286,098</u>	<u>2,108,506</u>	<u>166,770</u>	<u>289,930</u>	3,851,304
Interests in associates	聯營公司權益					788,883
Interest in a joint venture	一間合營公司權益					62
Tax recoverable	可收回稅項					530
Bank balances and cash	銀行結餘及現金					117,920
Unallocated corporate assets	無分配之公司資產					<u>99,430</u>
Consolidated assets	綜合資產					<u>4,858,129</u>
LIABILITIES	負債					
Segment liabilities	分類負債	<u>10,472</u>	<u>112,198</u>	<u>1,884</u>	<u>18,026</u>	142,580
Secured bank borrowings	有抵押銀行借貸					1,428,186
Tax payable	應付稅項					50,351
Unallocated corporate liabilities	無分配之公司負債					<u>1,191</u>
Consolidated liabilities	綜合負債					<u>1,622,308</u>

**(b) 分類資產及負債**

按經營及呈報分部分分析本集團之資產及負債如下：

於2020年3月31日

At 31 March 2019

於2019年3月31日

		Property investment 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets	分類資產	<u>1,463,348</u>	<u>2,142,526</u>	<u>222,221</u>	<u>242,213</u>	4,070,308
Interests in associates	聯營公司權益					671,921
Interest in a joint venture	一間合營公司權益					1,740
Tax recoverable	可收回稅項					331
Bank balances and cash	銀行結餘及現金					191,670
Unallocated corporate assets	無分配之公司資產					<u>90,819</u>
Consolidated assets	綜合資產					<u>5,026,789</u>
LIABILITIES	負債					
Segment liabilities	分類負債	<u>18,117</u>	<u>118,679</u>	<u>286</u>	<u>4,544</u>	141,626
Secured bank borrowings	有抵押銀行借貸					1,285,984
Tax payable	應付稅項					50,514
Unallocated corporate liabilities	無分配之公司負債					<u>1,315</u>
Consolidated liabilities	綜合負債					<u>1,479,439</u>

For the purposes of monitoring segment performances and allocating resources between segments:

就監察分部表現及就分部間資源分配而言：

- all assets are allocated to operating and reportable segments other than interests in associates, interest in a joint venture, tax recoverable, bank balances and cash and assets used jointly by operating and reportable segments.
  - all liabilities are allocated to operating and reportable segments other than secured bank borrowings, tax payable and liabilities for which operating and reportable segments are jointly liable.
- 除聯營公司權益、一間合營公司權益、可收回稅項、銀行結餘及現金及經營及呈報分部共同使用之資產外，所有資產已分配至經營及呈報分部。
  - 除有抵押銀行借貸、應付稅項以及經營及呈報分部共同承擔之負債外，所有負債已分配至經營及呈報分部。

**(c) Other segment information****For the year ended 31 March 2020****(c) 其他分類資料****截至2020年3月31日止年度**

		Property investment 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Unallocated 無分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment assets or segment results:	已包含在分類資產或分類 業績計量之金額：						
Capital additions	資本增加	3,128	-	-	-	32	3,160
Depreciation of property, plant and equipment	物業、廠房及設備之 折舊	1,602	1,350	28	-	1,676	4,656
Depreciation of right-of-use assets	使用權資產之折舊	-	350	518	342	56	1,266
Loss on changes in fair value of investment properties	投資物業之公平值變動 虧損	196,888	-	-	-	-	196,888
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之 金融資產之公平值 變動虧損	-	-	28,824	-	-	28,824
Impairment loss on loans receivable, net	應收貸款之淨減值虧損	-	-	-	29,256	-	29,256
Impairment loss on debt instruments at FVTOCI	按公平值計入其他全面 收益之債務工具之 減值虧損	-	-	126	-	-	126
Impairment loss on other debt instrument at amortised cost	按攤銷成本計量之其他 債務工具之減值虧損	-	-	4,353	-	-	4,353
Impairment loss on other receivables	其他應收款項之減值虧損	-	-	-	1,819	-	1,819
Write-down on properties held for sale	持作出售物業之減值	-	578	-	-	-	578
Write-down on properties held for development for sale	持作出售發展物業之 減值	-	28,573	-	-	-	28,573



		Property investment 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Unallocated 無分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment assets or segment results:	已包含在分類資產或分類業績計量之金額：						
Capital additions	資本增加	4,815	827	-	-	-	5,642
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,644	1,373	80	-	1,578	4,675
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	125	-	-	-	-	125
Gain on changes in fair value of investment properties	投資物業之公平值變動收益	(126,430)	-	-	-	-	(126,430)
Loss on changes in fair value of financial assets at FVTPL	按公平值計入損益之金融資產之公平值變動虧損	-	-	21,794	-	-	21,794
Impairment loss on loans receivable, net	應收貸款之淨減值虧損	-	-	-	273	-	273
Impairment loss on debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具之減值虧損	-	-	1,505	-	-	1,505
Impairment loss on other debt instrument at amortised cost	按攤銷成本計量之其他債務工具之減值虧損	-	-	3,523	-	-	3,523
Gain on disposal of a subsidiary	出售一間附屬公司之收益	(7,913)	-	-	-	-	(7,913)

**(d) Geographical information**

The Group's operations are located in Hong Kong (place of domicile).

The Group's revenue from external customers based on location of its customers and information about the Group's non-current assets (excluding financial instruments and deferred tax assets), analysed by the geographical area in which the assets are located, are as follows:

**(d) 地區分類資料**

本集團之營運乃位於香港(定居地)。

按外來客戶之地區劃分本集團之營業額及按資產之所在地區劃分分析本集團之非流動資產(不包括金融工具及遞延稅項資產)之資料如下：

		Revenue from external customers 來自外來客戶之營業額		Carrying amounts of non-current assets 非流動資產之賬面值	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Hong Kong	香港	<u>63,633</u>	<u>830,347</u>	<u>2,135,067</u>	<u>2,216,936</u>

(e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

Customer A <sup>1</sup>	客戶A <sup>1</sup>
Customer B <sup>2</sup>	客戶B <sup>2</sup>
Customer C <sup>3</sup>	客戶C <sup>3</sup>

- <sup>1</sup> Revenue from property investment.  
<sup>2</sup> Revenue from loan financing.  
<sup>3</sup> Revenue from property development.  
<sup>4</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group.

5. FINANCE COSTS

Interest on lease liabilities
Interest on bank borrowings
Less: Amount capitalised in the cost of qualifying assets

(e) 主要客戶之資料

客戶於相關年度貢獻本集團總營業額超過10%以上之營業額如下：

	2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
	<b>25,215</b>	N/A不適用 <sup>4</sup>
	<b>6,412</b>	N/A不適用 <sup>4</sup>
	<b>—</b>	<b>680,685</b>

- <sup>1</sup> 來自物業投資之營業額。  
<sup>2</sup> 來自貸款融資之營業額。  
<sup>3</sup> 來自物業發展之營業額。  
<sup>4</sup> 相關營業額並無貢獻本集團總營業額超過10%以上。

5. 融資成本

	2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
	<b>105</b>	—
	<b>47,394</b>	34,058
	<b>(23,877)</b>	(11,015)
	<b>23,622</b>	<b>23,043</b>

## 6. (LOSS) PROFIT BEFORE TAXATION

## 6. 除稅前(虧損)溢利

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
(Loss) profit before taxation has been arrived at after charging:	除稅前(虧損)溢利已扣除：		
Directors' emoluments	董事酬金	7,142	41,554
Other staff costs, including retirement benefits scheme contributions	其他職工成本，包括退休福利計劃供款	<u>23,458</u>	<u>22,093</u>
Total staff costs	職工成本總額	<u>30,600</u>	<u>63,647</u>
Auditor's remuneration	核數師酬金	2,658	2,459
Cost of properties recognised as expense	已確認為開支之物業成本	-	473,671
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	4,656	4,675
Depreciation of right-of-use assets	使用權資產之折舊	1,266	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	125
and after crediting	並已計入：		
Dividend income from listed investments	來自上市投資之股息收入	2,282	7,409
Interest income from Other debt instrument at amortised cost	利息收入來自按攤銷成本計量之其他債務工具	5,391	2,153
Debt instruments at FVTOCI	按公平值計入其他全面收益之債務工具	1,979	1,240
Bank and others	銀行及其他	<u>1,825</u>	<u>5,943</u>

## 7. TAXATION

## 7. 稅項

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
The charge (credit) comprises:	開支(計入)包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年度開支	1,719	39,191
Under(over)provision for prior years	過往年度撥備不足(超額撥備)	<u>36</u>	<u>(20)</u>
Deferred tax	遞延稅項	1,755	39,171
		<u>(2,632)</u>	<u>-</u>
		<u>(877)</u>	<u>39,171</u>

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該條例草案」)而其引入利得稅兩級制。該條例草案於2018年3月28日經簽署生效，並於翌日在憲報刊登。根據利得稅兩級制，合資格法團就首港幣2,000,000元的應課稅溢利將按8.25%之稅率繳納稅項，並就超過港幣2,000,000元的應課稅溢利將按16.5%之稅率繳納稅項。本集團不符合利得稅兩級制資格的其他法團的溢利將繼續按16.5%之稅率繳納稅項。

本公司之董事認為利得稅兩級制所涉及之利得稅金額對於綜合財務報表並無重大影響。就兩個年度之香港利得稅乃根據估計應課稅溢利之16.5%計算。

## 8. DIVIDEND

## 8. 股息

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>Dividend recognised as distribution during the year</b>	<b>於年內已確認派發之股息</b>		
Final dividend paid of HK\$0.05 per share for financial year ended 31 March 2019 (2019: HK\$0.05 per share for financial year ended 31 March 2018)	截至2019年3月31日止財政年度之已付末期股息為每股0.05港元(2019年：截至2018年3月31日止財政年度為每股0.05港元)	<u>4,566</u>	<u>4,566</u>
<b>Dividend proposed</b>	<b>股息建議</b>		
Proposed final dividend of HK\$0.05 per share for financial year ended 31 March 2019 (2020: nil per share for financial year ended 31 March 2020)	截至2019年3月31日止財政年度建議之末期股息為每股0.05港元(2020年：截至2020年3月31日止財政年度每股為零)	<u>-</u>	<u>4,566</u>
The directors of the Company do not recommend any final dividend for the year ended 31 March 2020 (2019: HK\$0.05 per share).	截至2020年3月31日止年度本公司董事不建議任何股息(2019年：每股0.05港元)。		



## 9. BASIC AND DILUTED (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following data:

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
(Loss) earnings for the purpose of calculating basic and diluted earnings per share ((loss) profit for the year attributable to owners of the Company)	就計算每股基本及攤薄盈利而言之(虧損)盈利(本公司股東應佔本年度(虧損)溢利)	<u>(297,755)</u>	<u>315,959</u>
		2020	2019
Weighted average number of shares for the purpose of calculating basic and diluted (loss) earnings per share	就計算每股基本及攤薄(虧損)盈利而言之加權平均股份數目	<u>91,320,403</u>	<u>89,820,677</u>

The computation of diluted earnings per share did not assume the conversion of the associates' outstanding convertible notes and share options since their exercise would result in decrease in loss per share or increase in earnings per share for 2019.

每股攤薄盈利之計算並沒有假設兌換聯營公司尚未兌換之可換股票據及認股權因其行使於2019年會減少每股虧損或增加每股盈利。

The computation of diluted (loss) per share does not assume the conversion of the associate's outstanding convertible notes because the conversion price of those convertible notes was higher than the average market price for shares for 2020.

每股攤薄(虧損)之計算並沒有假設兌換聯營公司尚未兌換之可換股票據因其行使價於2020年較平均市場股價高。

## 10. LOANS RECEIVABLE

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
Fixed-rate loans receivable	定息應收貸款	260,358	200,091
Variable-rate loans receivable	浮息應收貸款	<u>9,379</u>	<u>10,313</u>
		269,737	210,404
Less: Impairment allowance	減：減值撥備	<u>(32,986)</u>	<u>(3,730)</u>
		<u>236,751</u>	<u>206,674</u>
Analysed as:	分析為：		
Current portion	流動部份	223,473	178,889
Non-current portion	非流動部份	<u>13,278</u>	<u>27,785</u>
		<u>236,751</u>	<u>206,674</u>
Secured	有抵押	101,835	113,580
Unsecured	無抵押	<u>134,916</u>	<u>93,094</u>
		<u>236,751</u>	<u>206,674</u>

## 10. 應收貸款

The movement of impairment allowance for loans receivable for the current year is as follows:

本年度內應收貸款之減值撥備之變動如下：

		<b>Impairment allowance for loans receivable under 12m ECL</b> <b>12個月預期信貸虧損項下應收貸款之減值撥備</b> <i>HK\$'000</i> 千港元
At 1 April 2018	於2018年4月1日	3,457
Changes due to loans receivable recognised as at 1 April 2018	於2018年4月1日已確認應收貸款所致的變動	
– Reversal upon settlement by other debt instrument at amortised cost	– 於償還按攤銷成本計量之其他債務工具之撥回	(783)
– Reversal (note (i))	– 撥回(附註(i))	(179)
Impairment loss recognised for new loans granted (note (ii))	就已授新貸款確認減值虧損(附註(ii))	1,235
		<u>273</u>
At 31 March 2019	於2019年3月31日	<u>3,730</u>
Changes due to loans receivable recognised as at 31 March 2019	於2019年3月31日已確認應收貸款所致的變動	
– Impairment loss recognised (note (i))	– 已確認減值虧損(附註(i))	27,365
– Reversal (note (i))	– 撥回(附註(i))	(1,229)
Impairment loss recognised for new loans granted (note (ii))	就已授新貸款確認減值虧損(附註(ii))	3,120
		<u>29,256</u>
		<u>32,986</u>

Notes:

附註：

- (i) The impairment loss net of reversal of HK\$26,136,000 (2019: reversal of HK\$179,000) was related to loans receivable with gross carrying amount of HK\$141,337,000 (2019: HK\$34,781,000).
- (ii) The impairment loss of HK\$3,120,000 (2019: HK\$1,235,000) was related to loans receivable with gross carrying amount of HK\$65,000,000 (2019: HK\$17,611,000) which are newly granted during the year.

- (i) 淨減值虧損撥回之26,136,000港元(2019年：撥回179,000港元)與賬面值為141,337,000港元(2019年：34,781,000港元)之應收貸款有關。
- (ii) 減值虧損之3,120,000港元(2019年：1,235,000港元)與賬面值為65,000,000港元(2019年：17,611,000港元)之已授新貸款有關。

At 31 March 2020, the range of interest rate on the Group's fixed-rate loans receivable is 2.3% to 16% (2019: 2.3% to 18%) per annum and the range of interest rate on the Group's variable-rate loans receivable is prime rate less 1% to prime rate (2019: prime rate less 1% to prime rate) per annum.

Before granting loans to outsiders, the Group assesses the potential borrower's credit quality and defines credit limits granted to each borrower. The credit limits attributed to the borrowers are reviewed by the management regularly.

No aged analysis is disclosed, as in the opinion of the directors of the Company, the aged analysis does not give additional value in view of the nature of business of loan financing.

The Group's loans receivable denominated in a currency other than the functional currency of the relevant group entities, which is US\$, amounted to HK\$12,645,000 at 31 March 2019 (2020: nil).

### Impairment assessment

The management closely monitors the credit quality of loans receivable with gross carrying amount of HK\$269,737,000 at 31 March 2020 (2019: HK\$210,404,000). During the year ended 31 March 2020, a net impairment loss of HK\$29,256,000 (2019: HK\$273,000) was recognised in profit or loss. At 31 March 2020, the accumulated impairment allowance for loans receivable amounted to HK\$32,986,000 (2019: HK\$3,730,000).

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of default occurring on the loans receivable as at the reporting date with the one as at the date of initial recognition. In making this assessment, the loans receivable from borrowers are assessed by the management of the Group, based on the financial background, collateral and the historical settlement records, including past due dates and default rates, of each borrower and forward-looking information that is reasonable, supportable and available without undue cost or effort. Each borrower is assigned a risk grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and such as the amount and timing of cash flows that are expected from foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. At every reporting date, the financial background, collateral and the historical settlement records are reassessed and changes in the forward-looking information are considered.

The Group is not permitted to sell or repledge the collaterals, if any, in the absence of default by the borrower. There have not been any significant changes in the quality of the collateral held for the loans receivable.

於2020年3月31日，本集團之定息應收貸款每年利率介乎2.3%至16% (2019年：2.3%至18%) 及本集團之浮息應收貸款每年利率介乎最優惠利率減1%至最優惠利率 (2019年：最優惠利率減1%至最優惠利率)。

在授出貸款予外來者前，本集團評估潛在借款人之信貸質素及釐定授予每位借款人之信貸額。管理層定期檢討借款人之信貸額。

沒有披露賬齡分析，因本公司董事認為，就貸款融資業務性質而言，賬齡分析並沒有額外價值。

本集團以相關集團實體功能貨幣 (即美元) 以外的貨幣列值的應收貸款於2019年3月31日為12,645,000港元 (2020年：無)。

### 減值評估

管理層緊密監控於2020年3月31日賬面總值269,737,000港元 (2019年：210,404,000港元) 之應收貸款之信貸質素。截至2020年3月31日止年度，減值虧損淨額29,256,000港元 (2019年：273,000港元) 於損益確認。於2020年3月31日，應收貸款之累計減值撥備為32,986,000港元 (2019年：3,730,000港元)。

評估信貸風險自初始確認以來是否顯著上升時，本集團比較應收貸款於報告日期發生違約的風險與應收貸款於初始確認日期發生違約的風險。作出評估時，本集團管理層評估各借款人之應收貸款乃根據其財務背景、抵押品及過往還款記錄，包括逾期日及違約率，以及無需過度的成本或努力獲取的合理有據的前瞻性資料。各借款人根據內部信貸評級獲分配風險等級以計算預期信貸虧損，並經考慮預期現金短缺之估計，乃根據估計違約之可能性及例如預期抵押品止贖之現金流的金額及時間 (如有) 減去取得及出售抵押品之成本。於各報告日期，財務背景、抵押品及過往還款記錄會重新評估，並考慮前瞻性資料的變動。

在借款人並無違約之情況下，本集團不得出售或再抵押該等抵押品 (如有)。就應收貸款所持有之抵押品之質素並無任何重大變動。

## 11. TRADE AND OTHER RECEIVABLES

## 11. 貿易及其他應收款項

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
Trade receivables:	貿易應收款項：		
0-60 days	0-60日	2,586	243
61-90 days	61-90日	213	-
		<u>2,799</u>	<u>243</u>
Prepayments	預付款	3,556	710
Interest receivable	應收利息	958	3,803
Dividend receivable	應收股息	2	1,139
Refundable stamp duty ( <i>note</i> )	可退回印花稅(附註)	-	89,400
Other receivables and deposits	其他應收款項及按金	1,884	1,516
		<u>9,199</u>	<u>96,811</u>

The Group did not grant any credit period to its tenants. The aged analysis of trade receivables is determined based on invoice date which approximates revenue recognition date.

### Note:

In accordance with the provisions of the Hong Kong Stamp Duty Ordinance, the Group will apply for refund of the stamp duty paid when the property redevelopment project commences. The balance at 31 March 2019 was refunded to the Group during the year ended 31 March 2020.

本集團沒有給予其租戶任何信貸期。貿易應收款項於報告期末之賬齡分析，乃根據接近收益確認日期之發票日期確定。

### 附註：

根據香港印花稅法例之條款，當物業重建項目展開時，本集團將申請退回已支付印花稅。於2019年3月31日之結餘已於2020年3月31日年中退回予本集團。



## 12. TRADE AND OTHER PAYABLES

## 12. 貿易及其他應付款項

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
Trade payables	貿易應付款項	5,508	1,993
Retention payable ( <i>note</i> )	應付保修金(附註)	11,460	11,204
Rental deposits received and rental received in advance	已收租金按金及預收租金	9,944	10,551
Deposits received for disposal of Junior Note	出售初級票據之已收按金	15,480	-
Property management fund payable	應付物業管理基金	-	7,277
Interest payable	應付利息	419	674
Accruals and other payables	預提及其他應付款項	9,351	10,233
		<b>52,162</b>	<b>41,932</b>

*Note:* As at 31 March 2020, retention payable of HK\$11,460,000 (2019: HK\$11,204,000) is expected to be settled within twelve months after the end of the reporting period.

附註：於2020年3月31日，應付保修金11,460,000港元(2019年：11,204,000港元)預期將於報告期末後十二個月內支付。

The aged analysis of trade payables determined based on invoice date at the end of the reporting period is as follows:

根據發票日期，貿易應付款項於報告期末之賬齡分析如下：

		2020 <i>HK\$'000</i> 千港元	2019 <i>HK\$'000</i> 千港元
0-60 days	0-60日	5,508	1,534
Over 90 days	超過90日	-	459
		<b>5,508</b>	<b>1,993</b>