



2018

中期業績報告
Interim Report



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司

(Stock Code 股份代號: 1218)



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Tse Wing Chiu Ricky
(*President and Chief Executive Officer*)
Ms. Lui Yuk Chu (*Vice President*)
Ms. Koon Ho Yan Candy

Independent Non-Executive Directors

Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Hon Tam Chun

AUDIT COMMITTEE

Mr. Tsui Chun Kong (*Chairman*)
Mr. Jong Koon Sang
Mr. Hon Tam Chun

REMUNERATION COMMITTEE

Mr. Jong Koon Sang (*Chairman*)
Mr. Tsui Chun Kong
Mr. Hon Tam Chun
Mr. Tse Wing Chiu Ricky

NOMINATION COMMITTEE

Mr. Hon Tam Chun (*Chairman*)
Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Tse Wing Chiu Ricky

EXECUTIVE COMMITTEE

Mr. Tse Wing Chiu Ricky (*Chairman*)
Ms. Lui Yuk Chu
Ms. Koon Ho Yan Candy

COMPANY SECRETARY

Mr. Lee Po Wing Simon

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISERS

As to Hong Kong law:
David Norman & Co

As to Bermuda law:
Conyers Dill & Pearman

董事會

執行董事

謝永超先生
(*主席兼首席行政總裁*)
雷玉珠女士 (*副主席*)
官可欣女士

獨立非執行董事

徐震港先生
莊冠生先生
韓譚春先生

審核委員會

徐震港先生 (*主席*)
莊冠生先生
韓譚春先生

薪酬委員會

莊冠生先生 (*主席*)
徐震港先生
韓譚春先生
謝永超先生

提名委員會

韓譚春先生 (*主席*)
徐震港先生
莊冠生先生
謝永超先生

行政委員會

謝永超先生 (*主席*)
雷玉珠女士
官可欣女士

公司秘書

李寶榮先生

核數師

德勤 • 關黃陳方會計師行

法律顧問

香港法律：
David Norman & Co

百慕達法律：
Conyers Dill & Pearman

Corporate Information *(continued)* 公司資料 (續)

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited
OCBC Wing Hang Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1218

WEBSITE ADDRESS

www.easyknit.com

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司
華僑永亨銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
九龍長沙灣
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百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
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香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

1218

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Management Discussion and Analysis

管理層討論及分析

The board of directors (“**Board**”) of Easyknit International Holdings Limited (“**Company**”) is pleased to announce the results of the Company and its subsidiaries (collectively the “**Group**”) for the six months (6) ended 30 September 2018 (“**Period**”). These interim results have not been audited but have been reviewed by the Company’s audit committee.

INTERIM RESULTS

During the Period, the Group was able to capture a revenue of HK\$85,378,000 (compared to HK\$247,005,000 for the same period in 2017 (“**2017 Period**”). The Group’s revenue was mainly derived from properties rental income, disposal of development properties and interest income from loan financing.

The Group recorded a decrease in profit for the Period which the gain was HK\$3,139,000 (2017 Period: HK\$22,802,000) as the Group did not roll out new properties for sale during the Period.

The basic and diluted earnings per share for the Period was approximately HK\$0.04 (2017 Period: HK\$0.29).

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period (2017 Period: nil).

BUSINESS REVIEW

Despite the U.S. short-term interest rates having risen above 2%, Hong Kong’s economy and financial conditions remain good in shape and the mortgage interest rates are relatively low. The Board remains optimistic on the long-term growth of Hong Kong.

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(統稱「本集團」)截至2018年9月30日止六(6)個月(「本期間」)之業績。本中期業績未經審核但已由本公司之審核委員會審閱。

中期業績

於本期間，本集團營業額為85,378,000港元(相比2017年同期(「2017期間」)247,005,000港元)。本集團之營業額主要源自物業租金收入、出售發展物業及從貸款融資業務的利息收入。

本集團於本期間錄得溢利減少，收益為3,139,000港元(2017期間：22,802,000港元)，乃由於本集團於本期間並未推出新物業作銷售。

本期間的每股基本及攤薄盈利約為0.04港元(2017期間：0.29港元)。

中期股息

董事會不建議就本期間派發中期股息(2017期間：無)。

業務回顧

儘管美國短期利率上升至2%以上，香港經濟及財務狀況仍然良好，按揭利率相對較低。董事會仍對香港的長遠增長持樂觀態度。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

Below sets out the performance of each principal business segment of the Group, namely property investment, property development, securities investment and loan financing businesses:

(i) Property Investment

The Group's investment properties comprise of residential, commercial and industrial real estate in Hong Kong.

As at 30 September 2018, more than 90% of the Group's commercial and residential units of the investment properties had been successfully leased out while the Group's industrial units continued to maintain a high occupancy rate of 88.62%.

As a result, the revenue arising from property rental for the Period was HK\$27,325,000 (2017 Period: HK\$26,568,000), representing an approximately HK\$757,000 or 2.85% increase over 2017 Period. The overall revenue for the property investment segment was HK\$48,157,000 for the Period from HK\$54,905,000 in 2017 Period, representing a decrease of HK\$6,748,000 or 12.29% as compared with 2017 Period.

Income from property management for the Period amounted to HK\$477,000, a rise of HK\$40,000 compared to 2017 Period (2017 Period: HK\$437,000).

下文列出本集團各主要業務分部(即物業投資、物業發展、證券投資及貸款融資業務)的表現：

(i) 物業投資

本集團的投資物業包括位於香港的住宅、商業及工業房地產。

於2018年9月30日，本集團商業及住宅投資物業單位已成功租出超過90%，而本集團之工業單位繼續維持高出租率88.62%。

因此，本期間的物業租賃營業額為27,325,000港元(2017期間：26,568,000港元)，比2017期間增加約757,000港元或2.85%。物業投資分部的整體營業額由2017期間的54,905,000港元下降至本期間的48,157,000港元，比2017期間減少6,748,000港元或12.29%。

本期間的物業管理收入為477,000港元，較2017期間上升40,000港元(2017期間：437,000港元)。

(ii) **Property Development**

During the Period, the Group continued to seize opportunity on widening the profit margin in this segment through prudent acquisition of lands for redevelopment in Hong Kong. The revenue recorded from the property development segment for the Period was approximately HK\$48,195,000 (2017 Period: HK\$204,309,000).

(a) **La Salle Road Property**

The Group held 75% of a residential development at No. 6 La Salle Road, Ho Man Tin, Kowloon, Hong Kong (the “**La Salle Road Property**”). On 16 October 2018, the Group successfully completed the sale of its entire interest in La Salle Road Property and such brought to the Group the gross proceeds of approximately HK\$690,000,000.

(b) **“Waterloo”**

The Group, through its wholly subsidiary, is the registered owner of the building at Nos. 93, 93A, 95 and 95A Waterloo Road, Kowloon, Hong Kong (the “**Waterloo**”) which has a site area of approximately 911.7 square metres.

On 24 May 2018, the Group appointed a developer (80% owned by the Group and 20% owned by the independent party) to carry out the development of the site. Under the development agreement, the developer agreed to pay an upfront payment of HK\$492,500,000 and agreed to bear all the development costs for the project.

The Waterloo site will be developed into a luxurious residential accommodation with car parks and the estimated gross floor area is approximately 4,556.9 square metres. The development works is in progress and is expected to be completed in late 2021.

(ii) **物業發展**

於本期間，本集團繼續把握機會，透過在香港謹慎收購土地作重建，擴大此分部的利潤率。於本期間，物業發展分部錄得營業額約為48,195,000港元(2017期間：204,309,000港元)。

(a) **喇沙利道物業**

本集團持有香港九龍何文田喇沙利道6號(「**喇沙利道物業**」)住宅發展項目的75%。於2018年10月16日，本集團成功完成出售其於喇沙利道物業的全部股權，為本集團帶來所得款項總額約690,000,000港元。

(b) **「窩打老道項目」**

本集團透過其全資附屬公司為位於香港九龍窩打老道93、93A、95及95A號的樓宇(「**窩打老道項目**」)的登記擁有人，其佔地面積約911.7平方米。

於2018年5月24日，本集團委任開發商(本集團擁有80%權益及獨立方擁有20%權益)以進行土地開發。根據開發協議，開發商同意支付492,500,000港元的預付款項，並同意承擔該項目的所有開發成本。

窩打老道項目土地將發展成為具有停車場的豪華住宅，估計樓面面積約為4,556.9平方米。開發工作正在進行中，預期將於2021年底完成。

(iii) Securities Investment

During the Period, the Group adopted a prudent attitude in its securities investments. The Group had acquired listed securities investments and disposed of some shares in the investment portfolio. The Group recorded fair value loss in securities investments of HK\$31,451,000 (2017 Period: gain of HK\$10,447,000). As a result, the Group reported segment loss of HK\$25,506,000 (2017 Period: segment gain of HK\$22,835,000) during the Period. The Group received dividend income from the listed securities investments of HK\$5,105,000 during the Period. The Group considers the prospects in respect of the 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 investment of different segments of markets to minimise the possible financial risks. The Group will closely monitor the performance and progress of the investment portfolio from time to time.

At 30 September 2018, the Group held securities investments amounting to HK\$103,854,000 (31 March 2018: HK\$209,759,000). This was derived from (i) the purchase of securities investments of HK\$58,001,000 during the Period; (ii) the disposal of securities investments which had a cost or fair value as at 31 March 2018 of HK\$149,534,000; and (iii) net decrease in market value in the amount of HK\$14,372,000 of securities investments. This value represented an investment portfolio comprising 6 (31 March 2018: 7) equity securities which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(iv) Loan Financing

During the Period, the Group recorded revenue from the loan financing business of HK\$9,381,000 (2017 Period: HK\$15,691,000) representing a decrease of 40.21% compared with the 2017 Period.

(iii) 證券投資

於本期間，本集團對其證券投資採取審慎態度。本集團已收購上市證券投資並出售部分投資組合股份。本集團錄得證券投資公平值虧損31,451,000港元(2017期間：收益10,447,000港元)。因此，本集團於本期間報告分部虧損25,506,000港元(2017期間：分部收益22,835,000港元)。於本期間，本集團自上市證券投資收取股息收入5,105,000港元。本集團認為有關投資的前景屬健康。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，本集團將繼續維持不同市場分部的多元化投資組合，以盡量減低可能的財務風險。本集團將不時密切監察投資組合的表現及進展。

於2018年9月30日，本集團持有證券投資103,854,000港元(2018年3月31日：209,759,000港元)。此乃源自(i)本期間購買證券投資58,001,000港元；(ii)出售證券投資，於2018年3月31日成本或公平值149,534,000港元；及(iii)證券投資市值淨減少14,372,000港元。此價值對應的投資組合包括六隻(2018年3月31日：七隻)在香港聯合交易所有限公司(「聯交所」)主板上市的股本證券。

(iv) 貸款融資

於本期間，本集團錄得來自貸款融資業務之營業額9,381,000港元(2017期間：15,691,000港元)，比2017期間減少40.21%。

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group financed its operations through internally generated cash flow and bank borrowings. As at 30 September 2018, the bank balances (including cash and deposits) were HK\$184,503,000 (31 March 2018: HK\$150,370,000), representing an increase of HK\$34,133,000 compared to 31 March 2018. The Group's bank borrowings amounted to HK\$1,221,336,000 (31 March 2018: HK\$1,151,742,000). The gearing ratio of the Group, calculated as a ratio of total borrowings to total equity, at 30 September 2018 stayed healthily at 0.38 (31 March 2018: 0.36).

As at 30 September 2018, the Group has net current assets of HK\$1,287,234,000 (31 March 2018: HK\$1,029,394,000), exhibiting a remarkable increase of HK\$257,840,000. This is attributed to an impressive increment in the current assets of the Group from HK\$1,723,665,000 (as at 31 March 2018) to HK\$2,124,008,000. On such account, the current ratio as at 30 September 2018 was 2.54 (31 March 2018: 2.48).

Capital Structure

On 4 May 2018, the Company and a placing agent entered into a placing agreement under the general mandate pursuant to which the placing agent placed 11,900,000 placing shares at a price of HK\$4.60 per placing share. The closing price of the Shares on 4 May 2018 was HK\$4.99. The placing was completed on 17 May 2018 and the net proceeds were approximately HK\$54.19 million (the net issue price of approximately HK\$4.554 per placing share). As at the date of this report, HK\$41.1 million of the net proceeds from the placement have been utilised for acquisition of properties and the remaining balance of approximately HK\$13.09 million will be used as the Group's working capital. Details of the placement were set out in the Company's announcements dated 4 May 2018 and 17 May 2018.

財務回顧

流動資金及財務資源

本集團之營運透過內部產生的現金流及銀行借貸提供資金。於2018年9月30日，銀行結餘(包括現金及存款)為184,503,000港元(2018年3月31日：150,370,000港元)，較2018年3月31日增加34,133,000港元。本集團之銀行借貸為1,221,336,000港元(2018年3月31日：1,151,742,000港元)。於2018年9月30日，本集團的資產負債比率(即借貸總額佔總資產之百分比)維持穩健於0.38(2018年3月31日：0.36)。

於2018年9月30日，本集團之流動資產淨值為1,287,234,000港元(2018年3月31日：1,029,394,000港元)，反映顯著增加257,840,000港元。此乃由於本集團的流動資產由1,723,665,000港元(於2018年3月31日)大幅增加至2,124,008,000港元。因此，於2018年9月30日，流動比率為2.54(2018年3月31日：2.48)。

股本結構

於2018年5月4日，本公司根據一般授權與配售代理訂立配售協議，據此，配售代理以每股配售股份4.60港元之價格配售11,900,000股配售股份。股份於2018年5月4日之收市價為4.99港元。配售事項已於2018年5月17日完成，所得款項淨額約為54,190,000港元(每股配售股份淨發行價約4.554港元)。於本報告日期，配售所得款項淨額41,100,000港元已用於收購物業，而餘額約13,090,000港元將用作本集團的營運資金。有關配售詳情載於本公司日期為2018年5月4日及2018年5月17日之公佈內。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

As at 30 September 2018, the total number of issued ordinary shares of the Company was 91,320,403 shares (2017 Period: 79,420,403 shares).

Capital Expenditures

During the Period, the Group invested HK\$190,000 (2017 Period: HK\$6,457,000) on the acquisitions of property, plant and equipment; and expended HK\$1,170,000 (2017 Period: nil) on additions of investment properties.

Capital Commitments

As at 30 September 2018, the Group had capital commitments in respect of capital expenditure contracted for but not provided of HK\$1,100,000 (31 March 2018: HK\$844,000).

Material Acquisitions and Disposals

Disposal of the La Salle Road Property

Early this year, the Group disposed of all of its interests in the La Salle Road Property. Further information can be found in the circular dated 24 May 2018 issued by the Company. Such transaction was successfully completed on 16 October 2018 and such disposal brought to the Group the gross proceeds of approximately HK\$690,000,000.

Acquisitions of "Chatham Road North"

In mid-2018, the Group acquired the entire issued share capital of an investment holding company known as Success Active Limited (which held interests in excess of 80% in 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 435.2 square metres. With the completion of the acquisition, as at 30 September 2018, the Group is the registered owner of more than 80% of Chatham Road North. Details of the acquisition are set out in the Company's announcements dated 16 May 2018 and 8 June 2018 and the Company's circular dated 25 June 2018.

於2018年9月30日，本公司已發行普通股股份總數為91,320,403股(2017期間：79,420,403股)。

資本開支

於本期間，本集團已投入190,000港元(2017期間：6,457,000港元)於購置物業、廠房及設備；及支出1,170,000港元(2017期間：無)於增置投資物業。

資本承擔

於2018年9月30日，本集團已訂約但未撥備之資本性開支的資本承擔為1,100,000港元(2018年3月31日：844,000港元)。

重大收購及出售

出售喇沙利道物業

於本年初，本集團出售其於喇沙利道物業的全部權益。進一步資料可參閱本公司刊發日期為2018年5月24日的通函。有關交易於2018年10月16日完成，有關出售為本集團帶來所得款項總額約690,000,000港元。

收購「漆咸道北」

於2018年中，本集團收購名為Success Active Limited的投資控股公司(其持有香港九龍漆咸道北470、472、474、476及478號(「漆咸道北」)的權益超過80%)的全部已發行股本。漆咸道北總土地面積約為435.2平方米。於收購完成後，於2018年9月30日，本集團為漆咸道北的超過80%登記擁有人。收購詳情分別載於本公司日期為2018年5月16日及2018年6月8日的公佈以及本公司日期為2018年6月25日的通函。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

The Group will file an application under the Land (Compulsory Sale for Redevelopment) Ordinance to the Lands Tribunal in the near future for an order to auction all the undivided shares of Nos. 472-478 of Chatham Road North.

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 area with residential and commercial use. The estimated gross floor area after redevelopment is expected to be approximately 3,916.8 square metres.

Apart as disclosed in this report, the Group had no material acquisitions or disposals of subsidiaries or associated companies during the Period.

Charge on Group Assets

As at 30 September 2018, bank borrowings amounting to HK\$1,221,336,000 (31 March 2018: HK\$1,151,742,000) were secured by the assets of the Group having a net book value of HK\$2,678,957,000 (31 March 2018: HK\$2,674,668,000).

Exposure on Foreign Exchange Fluctuations

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

Contingent Liabilities

The Group did not have significant contingent liabilities as at 30 September 2018 (31 March 2018: nil).

本集團將於短期內根據《土地(為重新發展而強制售賣)條例》向土地審裁處提出申請，以令拍賣漆咸道北472至478號的所有不可分割份數。

倘本集團成功收購所有剩餘單位，漆咸道北土地將由本集團擁有100%，並將發展為一個住宅及商業用途的綜合區。重建後的估計建築面積預期約為3,916.8平方米。

除本報告所披露者外，本集團於本期間並無有關附屬公司或聯營公司的重大收購或出售事項。

本集團資產之抵押

於2018年9月30日，銀行借貸1,221,336,000港元(2018年3月31日：1,151,742,000港元)有抵押以本集團賬面淨值為2,678,957,000港元(2018年3月31日：2,674,668,000港元)的資產作為抵押。

外匯波動之風險

本集團之收入與支出以港元為主。於本期間，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。本集團認為承受兌換率波動之風險極微。

或然負債

於2018年9月30日，本集團並無任何重大或然負債(2018年3月31日：無)。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Changes in Fair Value of Investment Properties

As at 30 September 2018, there was a gain of HK\$28,830,000 arising from changes in fair value of investment properties (2017 Period: gain of HK\$32,700,000).

Finances Costs

Finance costs was HK\$11,495,000, increased by HK\$2,395,000 from HK\$9,100,000 in 2017 Period.

PROPOSED SPIN OFF AND LISTING

Reference is made to the announcement of the Company dated 27 October 2017 on the possibility of a spin-off and separate listing (“**Proposed Spin-off**”) of the Group’s residential property business (“**RP Business**”) on the Main Board of The Stock Exchange of Hong Kong Limited. A spin-off proposal was submitted to the Stock Exchange on 12 May 2017 pursuant to Practice Note 15 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) and on 24 October 2017, the Stock Exchange agreed that the Company may proceed with the Proposed Spin-off. Preparation for the Proposed Spin-off is underway and no listing application has been submitted to the Stock Exchange for the separate listing of the RP Business on the Main Board of the Stock Exchange as at 30 September 2018.

PROSPECTS

Despite the uncertainties on global economic outlook caused by the intensified US-China trade war, Brexit, and recent corrections in the financial markets, Hong Kong’s economy remains resilient.

投資物業之公平值變動

於2018年9月30日，投資物業之公平值變動產生之收益為28,830,000港元(2017期間：收益32,700,000港元)。

融資成本

融資成本為11,495,000港元，較2017期間的9,100,000港元增加2,395,000港元。

建議分拆及上市

茲提述本公司日期為2017年10月27日之公佈，可能將本集團住宅物業業務(「住宅物業業務」)分拆及在香港聯合交易所有限公司主板上分開上市(「建議分拆」)。分拆建議已於2017年5月12日根據聯交所證券上市規則(「上市規則」)的應用指引第15項提交予聯交所，而於2017年10月24日聯交所同意本公司可能會進行建議分拆。籌備建議分拆正在進行中，而於2018年9月30日，並無向聯交所呈交上市申請以將住宅物業業務單一於聯交所主板上市。

展望

儘管美中貿易戰日趨激烈、英國脫歐以及近期金融市場的調整致使全球經濟前景不明朗，香港經濟仍然具有彈性。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

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 will enable the Group to maintain its competitiveness thereby ensuring the Group's sustainability and securing the shareholders benefits.

Changes since 31 March 2018

There were no other significant changes in the Group's financial statements or from the information disclosed under Management Discussion and Analysis in 2018 Annual Report.

THE AUDIT COMMITTEE

The Audit Committee is comprised of three (3) independent non-executive directors of the Company. The audit committee has reviewed the accounting policies adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the Group's unaudited condensed consolidated financial statements for the six months ended 30 September 2018.

REVIEW OF INTERIM RESULTS

The interim results of the Group for the Period have not been audited, but have been reviewed by the audit committee of the Company.

By Order of the Board
Easyknit International Holdings Limited
Tse Wing Chiu Ricky
President and Chief Executive Officer

Hong Kong, 28 November 2018

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處置物業。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。

該等策略將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。

自2018年3月31日起變動

本集團的財務報表或2018年年報中管理層討論及分析所披露的資料並無其他重大變動。

審核委員會

審核委員會由本公司全體三(3)位獨立非執行董事組成。審核委員會已審議本集團採用之會計政策，並商討審計、內部監控及財務匯報事項，包括審議本集團截至2018年9月30日止六個月之未經審核簡明綜合財務報表。

審閱中期業績

本集團之本期間中期業績未經審核，但已由本公司之審核委員會審閱。

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，2018年11月28日

Disclosure of Interests 權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2018, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities (“Listing Rules”) on the Stock Exchange, to be notified to the Company and the Stock Exchange, were as follows:

(a) Interests in the Company (long position)

Name of Director 董事名稱	Capacity 身份	Number of ordinary shares held 持有普通股股份數目	Aggregate number of ordinary shares held 持有普通股股份總數	Approximate percentage of interest 權益之概約百分比
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary of a trust (note i) 信託受益人(附註i)	29,179,480	46,609,144	51.04%
	Interest of controlled corporation (note ii) 受控制法團之權益(附註ii)	17,429,664		
Ms. Koon Ho Yan Candy 官可欣女士	Beneficiary of a trust (note iii) 信託受益人(附註iii)	29,179,480	29,179,480	31.95%

董事及主要行政人員於股份、相關股份及債權證之權益

於2018年9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉（包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉），或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益或淡倉，或根據聯交所證券上市規則（「上市規則」）附錄10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」）須知會本公司及聯交所的權益或淡倉如下：

(a) 於本公司之權益(好倉)

Name of Director 董事名稱	Capacity 身份	Number of ordinary shares held 持有普通股股份數目	Aggregate number of ordinary shares held 持有普通股股份總數	Approximate percentage of interest 權益之概約百分比
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary of a trust (note i) 信託受益人(附註i)	29,179,480	46,609,144	51.04%
	Interest of controlled corporation (note ii) 受控制法團之權益(附註ii)	17,429,664		
Ms. Koon Ho Yan Candy 官可欣女士	Beneficiary of a trust (note iii) 信託受益人(附註iii)	29,179,480	29,179,480	31.95%

Disclosure of Interests (continued)

權益披露 (續)

Notes:

- (i) 29,179,480 shares are registered in the name of and beneficially owned by Magical Profits Limited, which is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited ("**Winterbotham Trust**") as trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse).
- (ii) 17,429,664 shares are beneficially owned by Sea Rejoice Limited which is wholly-owned by Ms. Lui Yuk Chu.
- (iii) Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and an executive director of the Company, is deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust.

附註：

- (i) 29,179,480股股份以Magical Profits Limited之名義登記及由其實益擁有，該公司乃由Accumulate More Profits Limited全資擁有，而Accumulate More Profits Limited則由作為The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人溫特博森信託有限公司(「溫特博森信託」)全資擁有。
- (ii) 17,429,664股股份由樂洋有限公司實益擁有，該公司乃由雷玉珠女士全資擁有。
- (iii) 官可欣女士(雷玉珠女士的女兒兼本公司執行董事)因其作為The Magical 2000 Trust受益人之一之身份，被視為於股份中擁有權益。

(b) Interests in associated corporations (long positions)

Eminence Enterprise Limited

Name of Director	Capacity	Number of ordinary shares held
董事名稱	身份	持有普通股股份數目
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary of a trust 信託受益人	739,330,692

(b) 於相聯法團之權益(好倉)

高山企業有限公司

Number of underlying shares held	Number of underlying shares held	Approximate percentage of interest
持有相關股份數目	總計	權益之概約百分比
311,480,281	1,050,810,973	35.43%

Disclosure of Interests (continued)

權益披露 (續)

Notes:

In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares of Eminence are registered in the name of and beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively, both companies are the wholly-owned subsidiaries of the Company. For the 311,480,281 underlying shares, of which 288,880,281 are the underlying shares of convertible notes issued by the Company to the Goodco Development Limited; and the remaining 22,600,000 underlying shares are the share optioned granted to Ms. Lui Yuk Chu and Mr. Koon Wing Yee (the spouse of Ms. Lui Yuk Chu) on 14 October 2016. Sea Rejoice Limited is interested in approximately 19.09% of the issued share capital of the Company and it is wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited is interested in approximately 31.95% of the issued share capital of the Company and is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Winterbotham Trust as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse).

Save as disclosed above, as at 30 September 2018, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

於739,330,692股股份中，93,549,498股股份及645,781,194股高山企業股份分別以Landmark Profits Limited及佳豪發展有限公司之名義登記並由其實益擁有，該等公司為本公司之全資附屬公司。於311,480,281股相關股份，其中288,880,281股為本公司向佳豪發展有限公司發行可換股票據之相關股份，以及於2016年10月14日授予雷玉珠女士及官永義先生(雷玉珠女士配偶)之餘下22,600,000股相關股份購股權。樂洋有限公司於本公司之已發行股本中擁有約19.09%之權益而其由雷玉珠女士全資擁有。Magical Profits Limited於本公司已發行股本中擁有約31.95%之權益而其由Accumulate More Profits Limited全資擁有，而Accumulate More Profits Limited則作為The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人溫特博森信託全資擁有。

除上文所披露者外，於2018年9月30日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例之該等條文被假設或視為擁有的權益或淡倉)，或記載於本公司按證券及期貨條例第352條須存置之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

Disclosure of Interests (continued)

權益披露 (續)

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 September 2018 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or other body corporate nor had exercised any such right.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2018, the persons (other than the directors or the chief executives of the Company) who had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

董事認購股份或債權證之權利

本公司或其任何附屬公司於截至2018年9月30日止六個月內任何時間概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益；以及並無董事或其配偶或18歲以下之子女獲授予任何權利以認購本公司或其他法人團體之股本或債務證券，或已行使任何該等權利。

主要股東於股份及相關股份之權益

於2018年9月30日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露或記載於本公司按證券及期貨條例第336條須存置之登記冊內的權益或淡倉之人士(本公司董事或主要行政人員除外)如下：

Name of Shareholder	Notes	Capacity	Number of ordinary shares held (long position) 持有普通股 股份數目 (好倉)	Approximate percentage of interest 權益之概約 百分比
股東名稱	附註	身份		
Lui Yuk Chu 雷玉珠	<i>i, ii & iii</i>	Beneficial of a trust 信託受益人	46,609,144	51.04%
Koon Ho Yan Candy 官可欣	<i>i</i>	Beneficial of a trust 信託受益人	29,179,480	31.95%

Disclosure of Interests (continued)

權益披露 (續)

Name of Shareholder	Notes	Capacity	Number of ordinary shares held (long position) 持有普通股股份數目 (好倉)	Approximate percentage of interest 權益之概約百分比
股東名稱	附註	身份		
Koon Wing Yee 官永義	<i>i</i>	Interest of spouse 配偶權益	46,609,144	51.04%
Sea Rejoice Limited 樂洋有限公司	<i>i & ii</i>	Beneficial owner 實益擁有人	17,429,664	19.09%
Magical Profits Limited	<i>i & ii</i>	Beneficial owner 實益擁有人	29,179,480	31.95%
Accumulate More Profits Limited	<i>i</i>	Interest of controlled corporation 受控制法團之權益	29,179,480	31.95%
Winterbotham Trust 溫特博森信託	<i>i & iii</i>	Trustee 信託人	29,179,480	31.95%
Winterbotham Holdings Limited	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	29,179,480	31.95%
Markson International Holdings Limited	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	29,179,480	31.95%
Christopher Geoffrey Douglas Hooper	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	29,179,480	31.95%
Ivan Geoffrey Douglas Hooper	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	29,179,480	31.95%

Disclosure of Interests (continued)

權益披露 (續)

Notes:

- (i) Out of 46,609,144 shares, 17,429,664 shares are beneficially owned by Sea Rejoice Limited which is wholly-owned by Ms. Lui Yuk Chu. The remaining 29,179,480 shares are registered in the name of and beneficially owned by Magical Profits Limited which is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by Winterbotham Trust as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu, an executive director, and her family members other than her spouse). Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and an executive director, is deemed to be interested in the 29,179,480 shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust. Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, is deemed to be interested in the 46,609,144 shares by virtue of the SFO.
- (ii) Ms. Lui Yuk Chu, being an executive director, is also a director of Sea Rejoice Limited and Magical Profits Limited.
- (iii) Winterbotham Trust is the trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu and her family members other than her spouse). Winterbotham Trust is owned as to 75% by Winterbotham Holdings Limited ("Winterbotham Holdings") and 25% by Markson International Holdings Limited ("Markson") respectively. Winterbotham Holdings is owned as to approximately 99.99% by Mr. Christopher Geoffrey Douglas Hooper. And Markson is owned as to 60% by Mr. Christopher Geoffrey Douglas Hooper and 40% by Mr. Ivan Geoffrey Douglas Hooper respectively.

Save as disclosed above, as at 30 September 2018, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

附註:

- (i) 46,609,144股股份中的17,429,664股股份由樂洋有限公司實益擁有，該公司乃由雷玉珠女士全資擁有。餘下的29,179,480股股份以Magical Profits Limited之名義登記及由其實益擁有，該公司乃由Accumulate More Profits Limited全資擁有，而Accumulate More Profits Limited則作為The Magical 2000 Trust (其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人溫特博森信託全資擁有。官可欣女士(雷玉珠女士的女兒兼執行董事)因為其作為The Magical 2000 Trust受益人之一之身份，被視為於29,179,480股股份中擁有權益。官永義先生為雷玉珠女士之配偶，根據證券及期貨條例被視為於46,609,144股股份中擁有權益。
- (ii) 執行董事雷玉珠女士亦為樂洋有限公司及Magical Profits Limited之董事。
- (iii) 溫特博森信託為The Magical 2000 Trust (其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人。Winterbotham Holdings Limited (「Winterbotham Holdings」) 及Markson International Holdings Limited (「Markson」) 於溫特博森信託分別擁有75%及25%之權益。Christopher Geoffrey Douglas Hooper先生於Winterbotham Holdings擁有約99.99%之權益。而Christopher Geoffrey Douglas Hooper先生及Ivan Geoffrey Douglas Hooper先生於Markson分別擁有60%及40%之權益。

除上文所披露者外，於2018年9月30日，概無任何人士(本公司董事或主要行政人員除外)曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司按證券及期貨條例第336條須存置之登記冊內的本公司股份或相關股份之權益或淡倉。

SHARE OPTION SCHEMES

On 5 July 2012, a new share option scheme (the “Scheme”) was adopted and approved by the shareholders of the Company for a period of 10 years commencing on the adoption date. Since the adoption date, the Board, may at its discretion, grant share options to any eligible person to subscribe for the shares in the Company subject to the terms and conditions as stipulated in the Scheme. During the Period, no share option was outstanding, granted, exercised, cancelled or lapsed under the Scheme.

PUBLIC FLOAT

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

購股權計劃

於2012年7月5日，本公司股東已採納及批准一項新購股權計劃（「該計劃」），年期由採納日期起計10年。自採納日期起，董事會可酌情向任何合資格認購本公司股份人士授出購股權，惟須受該計劃的條款及細則所限。於本期間，概無根據該計劃的購股權尚未行使、獲授出、行使、被註銷或已失效。

公眾持股量

根據本公司可公開獲得的資料及董事所知，於本中期報告日期，本公司已發行股份的至少25%由公眾持有。

Corporate Governance and Other Information

企業管治及其他資料

CORPORATE GOVERNANCE

The Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules during the Period, with the exception of the following deviation:

Code Provision A.2.1

The roles of president and chief executive officer should be separate and should not be performed by the same individual

Mr. Tse Wing Chiu Ricky (“**Mr. Tse**”) serves as president as well as chief executive officer of the Company. The Board considers this arrangement to be appropriate for the Company as it preserves the consistent leadership culture of the Company and allow more effective planning and better execution of long-term strategies. The Board is of the view that a balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high caliber individuals, with half of them being independent non-executive Directors of the Company. The Company will continue to review the existing structure when and as it becomes appropriate. The day-to-day management and operation of the Group are delegated to divisional management under the leadership and supervision of Mr. Tse in the role of president and chief executive officer who is supported by the executive Directors and senior management.

企業管治

於本期間，本公司一直遵守上市規則附錄14所載《企業管治守則》之原則及所有守則條文，惟下文所述的偏離情況除外：

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

謝永超先生(「謝先生」)同時擔任本公司主席及首席行政總裁。董事會認為此安排對本公司而言是恰當的，既能繼續貫徹本公司之領導文化亦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(其中半數為本公司獨立非執行董事)，其營運及管治足以確保權力及職能平衡。本公司將繼續於適當時檢討現行架構。在主席及首席行政總裁謝先生的領導及監督，與一眾執行董事及高層管理人員之輔助下，本集團日常管理及營運事宜均由各部門管理人員負責。

CHANGES IN DIRECTOR'S INFORMATION

The changes in Director's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are all set out in 2018 Annual Report. The biographies of the Directors are available on the Company's website.

Save as disclosed above, there is no other change of Directors' biological details required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS OF THE LISTING RULES

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors, who are likely to be in possession of inside information in relation to the securities of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the Period.

THE AUDIT COMMITTEE

The Audit Committee is comprised of three (3) independent non-executive directors of the Company. The Audit Committee has reviewed the accounting policies adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the Group's unaudited condensed consolidated financial statements for the six months ended 30 September 2018.

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 Period.

董事資料的變動

根據上市規則第13.51B(1)條須予披露的董事資料的變動均載於2018年報。董事的簡歷可在本公司網站上查閱。

除上文所披露者外，概無其他根據上市規則第13.51B(1)條須予披露的董事簡歷詳情變動。

遵守上市規則進行證券交易的標準守則

本公司已採納上市規則附錄10所載之標準守則，作為其本身有關董事(可能擁有與本公司證券有關的內幕消息)進行證券交易之行為守則。經本公司作出特定查詢後，本公司所有董事確認，彼等於本期間內一直遵守標準守則所規定之準則。

審核委員會

審核委員會由本公司全體三(3)位獨立非執行董事組成。審核委員會已審議本集團採用之會計政策，並商討審計、內部監控及財務匯報事項，包括審議本集團截至2018年9月30日止六個月之未經審核簡明綜合財務報表。

購買、出售或贖回本公司之上市證券

於本期間，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。

HUMAN RESOURCES

As at 30 September 2018, the Group has 33 employees (31 March 2018: 32). Staff costs (including directors' emoluments) amounted to HK\$13,809,000 for the Period (2017 Period: HK\$11,576,000). The Group adopts competitive remuneration packages which are based on its employees' performance, experience and prevailing industry practice. The Group has also set up the Mandatory Provident Fund Scheme for its Hong Kong's employees.

The Company adopted a share option scheme ("**Share Option Scheme**") in 2012 as an incentive to Directors and eligible employees. During the Period, no share option was outstanding, granted, exercised, cancelled or lapsed under the Share Option Scheme.

EVENTS AFTER THE REPORTING PERIOD

- (a) Subsequent to the end of the reporting period, on 21 November 2018, the Company's subsidiaries entered into conditional sale and purchase agreements to the disposal of Easy Tower and to acquire the Inverness Road Property. Further details of the transactions can be found in the Company's announcement made jointly with Eminence Enterprise Limited dated 21 November 2018.
- (b) Subsequent to the end of the reporting period, on 29 November 2018, the Company has filed an application to the Lands Tribunal for an order to auction all the undivided shares of Nos. 472-478 Chatham Road North (including those owned by the Group) for the purposes of redevelopment. Further details can be founded in the Company's voluntary announcement dated 30 November 2018.

These transactions are in line with the Company's business strategy of concentrating on the residential property business.

人力資源

於2018年9月30日，本集團共有33名僱員(2018年3月31日：32名)。於本期間，員工成本(包括董事袍金)為13,809,000港元(2017期間：11,576,000港元)。本集團提供具競爭力的薪酬待遇，乃基於其僱員的表現、經驗及現行業內慣例。本集團已為香港僱員設立強制性公積金計劃。

本公司已於2012年採納購股權計劃(「購股權計劃」)，以激勵董事及合資格僱員。於本期間，概無根據購股權計劃的購股權尚未行使、獲授出、行使、被註銷或已失效。

報告期後事項

- (a) 於報告期末後，於2018年11月21日，本公司的附屬公司就出售永義廣場及收購延文禮士道物業訂立有條件買賣協議。有關交易的進一步詳情，可參閱本公司與高山企業有限公司共同刊發日期為2018年11月21日的公佈。
- (b) 於報告期末後，於2018年11月29日，本公司已向土地審裁處提出申請，請求土地審裁處作出命令頒令為重建而拍賣漆咸道北第472至478號之所有不可分割份數(包括本集團所擁有者)。進一步詳情可參閱本公司日期為2018年11月30日的自願公佈。

該等交易與本公司集中於住宅物業業務的業務策略一致。

FORWARD LOOKING STATEMENTS

Certain information in this interim report contains forward-looking statements relating to the Group. These statements are based on the current beliefs, predictions, assumptions, projections and expectations of the Board towards the industries and markets in which the Group operates. These forward-looking statements do not guarantee or assure future performance or development of the Group and are subject to risks and uncertainties which might cause deviations from those expressed or implied statements. Investors and shareholders are advised not to place reliance on any forward-looking statements.

前瞻性陳述

本中期報告中的若干資料載有與本集團有關的前瞻性陳述。該等陳述乃基於董事會對本集團經營所在行業及市場的現有信念、預測、假設、預算及預期。該等前瞻性陳述不保證或確保本集團未來的業績或發展，並受可能導致偏離該等明示或暗示陳述的風險和不確定因素影響。投資者及股東不可依賴任何前瞻性陳述。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	營業額		
Property sales	物業銷售	48,195	204,309
Rental income	租金收入	27,325	26,568
Interest income from loan financing	來自貸款融資之 利息收入	9,381	15,691
Building management	樓宇管理	477	437
Total revenue	營業額總額	85,378	247,005
Cost of properties sold and services rendered	銷售物業及提供服務 成本	(33,102)	(125,027)
Other income	其他收入	52,276	121,978
Distribution and selling expenses	經銷成本	8,981	23,229
Administrative expenses	行政開支	(5,038)	(25,571)
Gain on changes in fair value of investment properties	投資物業之公平值 變動收益	(28,891)	(27,820)
Gain on redemption of convertible note	贖回可換股票據之收益	28,830	32,700
Gain on modification of terms of convertible note	更改可換股票據條款 之收益	-	1,135
(Loss) gain on changes in fair value of financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之公平值 變動(虧損)收益	-	425
Loss on changes in fair value of financial assets designated as at fair value through profit or loss	指定按公平值計入 損益之金融資產 公平值變動虧損	(29,288)	10,447
Loss on changes in fair value of derivatives component of convertible notes	可換股票據之 衍生成份之公平值 變動虧損	-	(1,199)
Loss on disposal of available-for-sale investments	出售可供出售投資 之虧損	-	(1,588)
Impairment loss on available-for-sale investments	可供出售投資之 減值虧損	-	(1,561)
Results attributable to interests in associates	聯營公司權益分佔之 業績	-	(2,614)
Finance costs	融資成本	(9,870)	(81,173)
		(11,495)	(9,100)
Profit before taxation	除稅前溢利	5,505	39,288
Taxation charge	稅項開支	(2,366)	(16,486)
Profit for the period	本期間溢利	3,139	22,802

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (continued)

簡明綜合損益及其他全面收益表 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive (expense) income	其他全面(開支)收入		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可於其後重新分類至損益之項目：</i>		
Share of other comprehensive (expense) income of associates	分佔聯營公司之其他全面(開支)收入：		
Share of translation reserve of associates	分佔聯營公司之匯兌儲備	(9,430)	1,997
Share of investment revaluation reserve of associates	分佔聯營公司之投資重估儲備	-	3,455
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份權益時重新分類至損益之匯兌儲備	-	677
Reclassification of investment revaluation 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份權益時重新分類至損益之投資重估儲備	-	(486)
		(9,430)	5,643
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	6,383
Released on disposal of available-for-sale investments	於出售可供出售投資時解除	-	1,561
Reclassification adjustment upon impairment of available-for-sale investments	於可供出售投資減值時之重新分類調整	-	2,614
Other comprehensive (expense) income for the period	本期間之其他全面(開支)收入	(9,430)	16,201
Total comprehensive (expense) income for the period	全面(開支)收入總額	(6,291)	39,003

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (continued)

簡明綜合損益及其他全面收益表 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
	NOTE 附註		
Profit (loss) for the period attributable to:	分佔本期間溢利(虧損):		
Owners of the Company	本公司股東	3,173	22,802
Non-controlling interest	非控股權益	(34)	-
		3,139	22,802
Total comprehensive (expense) income for the period attributable to:	分佔本期間之全面(開支)收入總額:		
Owners of the Company	本公司股東	(6,257)	39,003
Non-controlling interest	非控股權益	(34)	-
		(6,291)	39,003
Basic and diluted earnings per share	每股基本及攤薄盈利	6	6
		HK\$0.04	HK\$0.29

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 September 2018

於2018年9月30日

			30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
		NOTES 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	85,696	88,242
Investment properties	投資物業	9	1,821,200	1,791,200
Interests in associates	聯營公司權益	10	646,366	665,666
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	11	40,270	-
Available-for-sale investments	可供出售投資	12	-	109,665
Convertible notes	可換股票據		-	19,213
Derivatives component of convertible notes	可換股票據之衍生成份		-	9,792
Deposit and prepayments for a life insurance policy	人壽保單之按金及預付款		-	10,275
Loans receivable	應收貸款	13	41,640	13,979
Intangible asset	無形資產	14	500	500
Deposits	按金	15	2,430	2,314
			2,638,102	2,710,846
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業	16	866,494	798,009
Properties held for sale	持作出售物業		564,929	166,247
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	11	148,654	100,094
Convertible notes	可換股票據		-	42,104
Derivatives component of convertible notes	可換股票據之衍生成份		-	958
Financial assets designated as at fair value through profit or loss	指定按公平值計入損益之金融資產	17	-	29,885
Trade and other receivables	貿易及其他應收款項	18	189,137	190,267
Tax recoverable	可收回稅項		321	449
Loans receivable	應收貸款	13	169,970	245,282
Bank balances and cash	銀行結餘及現金		184,503	150,370
			2,124,008	1,723,665

Condensed Consolidated Statement of Financial Position (continued)

簡明綜合財務狀況表 (續)

At 30 September 2018

於2018年9月30日

			30 September	31 March
			9月30日	3月31日
			2018	2018
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	51,211	63,260
Contract liabilities	合約負債		175,200	-
Amount due to a non-controlling interest	應付非控股權益金額	21	56,000	-
Tax payable	應付稅項		28,476	29,354
Secured bank borrowings	有抵押銀行借貸	22	525,887	601,657
			836,774	694,271
Net current assets	流動資產淨額		1,287,234	1,029,394
Total assets less current liabilities	資產總額減流動負債		3,925,336	3,740,240
Non-current liabilities	非流動負債			
Secured bank borrowings	有抵押銀行借貸	22	695,449	550,085
			3,229,887	3,190,155
Capital and reserves	資本及儲備			
Share capital	股本	23	9,132	7,942
Reserves	儲備		3,220,789	3,182,213
Equity attributable to owners of the Company	本公司股東分佔股本		3,229,921	3,190,155
Non-controlling interest	非控股權益		(34)	-
			3,229,887	3,190,155

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Attributable to owners of the Company 本公司股東應佔										Non-controlling interest		Total
		Share capital	Share premium	Capital reserve	Translation reserve	Special reserve	Contributed surplus	Investment revaluation reserve	Property revaluation reserve	Accumulated profits	Total		Total	
		股本	股份溢價	資本儲備	匯兌儲備	特別儲備	撥入盈餘	重估儲備	重估儲備	累積溢利	總額	非控股權益	總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
				(note a) (附註a)		(note b) (附註b)	(note c) (附註c)		(note d) (附註d)					
At 1 April 2018 (audited)	於2018年4月1日 (經審核)	7,942	218,330	196,565	3,634	9,800	220,937	43,285	69,872	2,419,790	3,190,155	-	3,190,155	
Adjustments (note 2)	調整(附註2)	-	-	-	-	-	-	(43,285)	-	39,681	(3,604)	-	(3,604)	
At 1 April 2018 (restated)	於2018年4月1日 (經重列)	7,942	218,330	196,565	3,634	9,800	220,937	-	69,872	2,459,471	3,186,551	-	3,186,551	
Share of other comprehensive expense of associates	分佔聯營公司其他全面開支	-	-	-	(9,430)	-	-	-	-	-	(9,430)	-	(9,430)	
Profit (loss) for the period	本期間溢利(虧損)	-	-	-	-	-	-	-	-	3,173	3,173	(34)	3,139	
Total comprehensive (expense) income for the period	本期間全面(開支)收入總額	-	-	-	(9,430)	-	-	-	-	3,173	(6,257)	(34)	(6,291)	
2018 final dividend paid (note 7)	已付2018年末期股息(附註7)	-	-	-	-	-	-	-	-	(4,566)	(4,566)	-	(4,566)	
Issue of new shares	發行新股份	1,190	53,550	-	-	-	-	-	-	-	54,740	-	54,740	
Transaction costs attributable to issue of new shares	發行新股份之交易成本	-	(547)	-	-	-	-	-	-	-	(547)	-	(547)	
At 30 September 2018 (unaudited)	於2018年9月30日 (未經審核)	9,132	271,333	196,565	(5,796)	9,800	220,937	-	69,872	2,458,078	3,229,921	(34)	3,229,887	

Condensed Consolidated Statement of Changes in Equity (continued)

簡明綜合權益變動表 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Attributable to owners of the Company 本公司股東應佔									
		Share capital	Share premium	Capital reserve	Translation reserve	Special reserve	Contributed surplus	Investment revaluation reserve	Property revaluation reserve	Accumulated profits	Total
		股本	股份溢價	資本儲備	匯兌儲備	特別儲備	繳入盈餘	重估儲備	重估儲備	累計溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note a) (附註a)		(note b) (附註b)	(note c) (附註c)		(note d) (附註d)		
At 1 April 2017 (audited)	於2017年4月1日(經審核)	7,942	218,330	196,565	(5,387)	9,800	220,937	7,603	69,872	2,126,598	2,852,260
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	-	-	-	-	-	-	6,383	-	-	6,383
Released on disposal of available-for-sale investments	出售可供出售投資時解除	-	-	-	-	-	-	1,561	-	-	1,561
Reclassification adjustment upon impairment of available-for-sale investments	於可供出售投資減值時之重新分類調整	-	-	-	-	-	-	2,614	-	-	2,614
Share of other comprehensive income of associates	分佔聯營公司之其他全面收入	-	-	-	2,674	-	-	2,969	-	-	5,643
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	22,802	22,802
Total comprehensive income for the period	本期間全面收入總額	-	-	-	2,674	-	-	13,527	-	22,802	39,003
2017 final dividend paid (note 7)	已付2017年末期股息(附註7)	-	-	-	-	-	-	-	-	(3,971)	(3,971)
At 30 September 2017 (unaudited)	於2017年9月30日(未經審核)	7,942	218,330	196,565	(2,713)	9,800	220,937	21,130	69,872	2,145,429	2,887,292

Notes:

- (a) The capital reserve of the Group represents the credit arising from the reduction of share capital of the Company in October 2006.
- (b) The special reserve of the Group represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital and share premium of the companies forming the Group pursuant to the group reorganisation prior to the listing of the Company's shares in 1995.
- (c) The contributed surplus of the Group represents the credit arising from the reduction of certain reserves of the Company in August 2004.
- (d) The property revaluation reserve of the Group includes (i) the gain on revaluation of certain leasehold properties of the Group, (ii) share of the gain on revaluation of prepaid lease payments and property, plant and equipment of the Group's former associates, both arising from the transfer of the Group's leasehold properties or associates' prepaid lease payments and property, plant and equipment to investment properties in prior years, net of (iii) the transfer to accumulated profits upon deemed disposal of subsidiaries in prior years.

附註:

- (a) 本集團之資本儲備代表藉於2006年10月股本削減所產生之進賬。
- (b) 本集團之特別儲備代表本公司已發行股本面值與組成本集團(根據本公司股份在1995年上市前之集團重組)屬下各公司之股本面值及股份溢價之差額。
- (c) 本集團之繳入盈餘代表本公司於2004年8月削減若干儲備之進賬。
- (d) 本集團之物業重估儲備包括(i)本集團若干租約物業之重估收益、(ii)分佔本集團前聯營公司之預付租賃款項及物業、廠房及設備之重估收益,皆因於過往年度本集團之租約物業或聯營公司之預付租賃款項及物業、廠房及設備轉撥至投資物業所致及(iii)於過往年度,於視為出售附屬公司時轉撥至累計溢利。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2018

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash used in operating activities	用於經營活動之現金淨額	(106,904)	(168,906)
Net cash (used in) from investing activities	(用於)來自投資活動之現金淨額		
Acquisition of financial assets at fair value through profit or loss	收購按公平值計入損益之金融資產	(50,000)	-
Additions of investment properties	添置投資物業	(1,170)	-
Deposit paid for investment properties	投資物業之已付按金	(255)	-
Purchase of property, plant and equipment	購入物業、廠房及設備	(51)	(6,457)
Redemption of financial assets at fair value through profit or loss	贖回按公平值計入損益之金融資產	30,004	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	404	-
Acquisition of financial assets designated as at fair value through profit or loss	收購指定按公平值計入損益之金融資產	-	(383,000)
Acquisition of convertible notes	購入可換股票據	-	(44,200)
Acquisition of available-for-sale investments	收購可供出售投資	-	(706)
Redemption of financial assets designated as at fair value through profit or loss	贖回指定按公平值計入損益之金融資產	-	360,014
Proceeds from redemption of convertible notes	贖回可換股票據所得款項	-	35,000
Proceeds received from disposal of available-for-sale investments	出售可供出售投資所得款項	-	13,637
Other investing activities	其他投資活動	5,048	9,130
Dividend received from available-for-sale investments	可供出售投資之已收股息	-	1,525
		(16,020)	(15,057)
Net cash from (used in) financing activities	來自(用於)融資活動之現金淨額		
Bank loans raised	籌得銀行貸款	250,000	472,257
Advance from a non-controlling interest	非控股權益墊支	56,000	-
Proceeds from issue of new shares	發行新股份所得款項	54,740	-
Repayment of bank loans	償還銀行貸款	(180,614)	(139,796)
Interest paid	已付利息	(17,956)	(11,765)
Dividend paid	已付股息	(4,566)	(3,971)
Transaction costs attributable for issue of new shares	發行新股份之交易成本	(547)	-
		157,057	316,725
Net increase in cash and cash equivalents	現金及等同現金增加淨額	34,133	132,762
Cash and cash equivalents at beginning of the period	期初現金及等同現金	150,370	25,473
Cash and cash equivalents at end of the period, represented by bank balances and cash	期末現金及等同現金，即銀行結餘及現金	184,503	158,235

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018

截至2018年9月30日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements of Easyknit International Holdings Limited (the “**Company**”; the Company and its subsidiaries are referred to as the “**Group**”) have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair value, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2018 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2018.

1. 編製基準

永義國際集團有限公司(「本公司」);本公司及其附屬公司稱為「本集團」之簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司(「聯交所」)證券上市規則附錄16適用之披露規定而編製。

本公司於百慕達註冊成立之獲豁免有限公司而其股份於聯交所上市。

2. 主要會計政策

簡明綜合財務報表除投資物業及若干金融工具以公平值計量(如適用)外,乃根據歷史成本法編製。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)導致會計政策變動外,截至2018年9月30日止六個月之簡明綜合財務報表所採納之會計政策及計算方法與本集團編製截至2018年3月31日止年度之全年綜合財務報表所採用者相同。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatorily effective for the annual period beginning on or after 1 April 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 "Financial Instruments" with HKFRS 4 "Insurance Contracts"
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which result in changes in accounting policies, amounts reported and/or disclosures as described below.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次應用下列由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，就編製本集團簡明綜合財務報表而言，該等準則及修訂乃於2018年4月1日或之後開始之年度期間強制生效：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之營業額及相關修訂本
香港(國際財務報告詮釋委員會) – 詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號之修訂本	以股份為基礎的付款交易的分類及計量
香港財務報告準則第4號之修訂本	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」
香港會計準則第28號之修訂本	作為香港財務報告準則2014年至2016年週期之年度改進之一部分
香港會計準則第40號之修訂本	轉撥投資物業

新訂及經修訂香港財務報告準則乃按照各相關準則及修訂之過渡條文應用，導致下文所述會計政策、所呈報金額及/或披露事項有變。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for its property sales and building management service for the first time in the current interim period. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only the contracts that are not completed at 1 April 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 “Revenue” and the related interpretations.

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動

於本中期期間，本集團就其物業銷售及樓宇管理服務已首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號「營業額」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，將首次應用該準則的累計影響於初始應用日期2018年4月1日確認。首次應用日期的任何差額於期初累計溢利確認，及並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇將該準則追溯應用於2018年4月1日尚未完成之合約。因此，若干比較資料乃根據香港會計準則第18號「營業額」及相關詮釋編製，所以可能無法比較。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動

香港財務報告準則第15號引入五個確認營業額之步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：當(或當)本集團完成履約責任時確認營業額。

根據香港財務報告準則第15號，當(或當)本集團於完成履約責任時，即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時確認營業額。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Key changes in accounting policies resulting from application of HKFRS 15 (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動(續)

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件，控制權隨時間轉移，營業額則可參考完成相關履約責任的進度而按時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供的利益；
- 於履約時，本集團的履約創建及增強客戶控制的資產；或
- 本集團的履約並未能創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約的款項。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Key changes in accounting policies resulting from application of HKFRS 15 (Continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or services.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A point in time revenue recognition: measurement of complete satisfaction of a performance obligation

Under the transfer-of-control approach in HKFRS 15, revenue from property sales is generally recognised when legal title of property has been transferred to customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

Summary of effects arising from initial application of HKFRS 15

There is no material impact of transition to HKFRS 15 on accumulated profits at 1 April 2018.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

應用香港財務報告準則第15號導致會計政策之主要變動(續)

否則，營業額將於客戶獲得明確貨品或服務控制權時確認。

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)的貨品或服務的責任。

營業額之確認：完成履約責任之計量

就香港財務報告準則第15號之控制權轉移，來自物業銷售之營業額將於產權轉移至客戶時確認，乃當客戶有能力指揮物業之使用及獲得物業所有餘下利益。

首次應用香港財務報告準則第15號產生的影響概述

過渡至香港財務報告準則第15號對於2018年4月1日之累計溢利並無重大影響。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 "Revenue from Contracts with Customers" (Continued)

Summary of effects arising from initial application of HKFRS 15 (Continued)

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 April 2018. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at 31 March 2018	Reclassification	Carrying amounts under HKFRS 15 at 1 April 2018*
	於2018年3月31日之前呈報之賬面值 HK\$'000 千港元	重新分類 HK\$'000 千港元	於2018年4月1日就香港財務報告準則第15號之賬面值* HK\$'000 千港元
Current liabilities			
Trade and other payables	63,260	(11,554)	51,706
Contract liabilities (note)	-	11,554	11,554

Note: As at 1 April 2018, deposits received from sale of residential units of HK\$11,554,000 in respect of considerations received from sales contracts previously included in trade and other payables were reclassified to contract liabilities.

* The amounts in this column are before the adjustments from the application of HKFRS 9.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

首次應用香港財務報告準則第15號產生的影響概述(續)

以下調整乃就於2018年4月1日簡明綜合財務狀況表之金額作出調整。沒有受該變動影響之項目則沒有包括在內。

附註：於2018年4月1日，來自出售住宅單位之已收取按金11,554,000港元乃關於銷售合約之已收取代價之前包括在貿易及其他應付款項已重新分類至合約負債。

* 此欄之金額乃為應用香港財務報告準則第9號調整之前。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(a) Impacts and changes in accounting policies on application of HKFRS 15 “Revenue from Contracts with Customers” (Continued)

Summary of effects arising from initial application of HKFRS 15 (Continued)

The directors of the Company considered that the application of HKFRS 15 has no material impact on the timing and amounts of revenue recognised in the current interim period.

The following table summarises the impacts of applying HKFRS 15 on the Group’s condensed consolidated statement of financial position as at 30 September 2018 for each of the line items affected. Line items that were not affected by the changes have not been included.

	As reported	Adjustments	Amounts without application of HKFRS 15
	如所呈報	調整	沒有應用香港財務報告第15號之金額
	HK\$’000	HK\$’000	HK\$’000
	千港元	千港元	千港元
Current liabilities			
Trade and other payables	51,211	175,200	226,411
Contract liabilities	175,200	(175,200)	-

流動負債

貿易及其他應付款項

合約負債

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(a) 應用香港財務報告準則第15號「來自客戶合約之營業額」會計政策之影響及變動(續)

首次應用香港財務報告準則第15號產生的影響概述(續)

本公司董事認為，應用香港財務報告準則第15號對本中期營業額確認之時間及金額並無重大影響。

以下列表概述應用香港財務報告準則第15號對本集團於2018年9月30日之簡明綜合財務報表之每一項目之影響。沒有受該變動影響之項目則沒有包括在內。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments”

In the current interim period, the Group has applied HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) expected credit loss (“ECL”) for financial assets and (3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial recognition) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening accumulated profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動

於本中期期間，本集團已應用香港財務報告準則第9號「金融工具」及其他香港財務報告準則相關的隨後修訂。香港財務報告準則第9號引進(1)金融資產及金融負債的分類及計量，(2)金融資產的預期信貸虧損(「預期信貸虧損」)及(3)一般對沖會計的新規定。

本集團已按香港財務報告準則第9號所載過渡條文應用香港財務報告準則第9號，即對於2018年4月1日(首次應用日期)並無終止確認的工具追溯應用分類及計量規定(包括減值)，及並無對已於2018年4月1日終止確認的工具應用有關規定。於2018年3月31日的賬面值與於2018年4月1日的賬面值之差額於期初累計溢利及權益的其他組成部份中確認，毋須重列比較資料。

由於比較資料乃按照香港會計準則第39號「金融工具：確認及計量」編製，因此，若干比較資料可能無法用作比較。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9

Classification and measurement of financial assets

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value, including unquoted equity investments measured at cost less impairment under HKAS 39.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動

金融資產的分類及計量

所有符合香港財務報告準則第9號範圍內的已確認金融資產其後按攤銷成本或公平值計量(包括根據香港會計準則第39號按成本減減值計量未報價之權益投資)。

符合以下條件其後按攤銷成本計量的債務工具：

- 以收取合約現金流量為目的而持有金融資產之業務模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Classification and measurement of financial assets (Continued)

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss (“**FVTPL**”), except that at the date of initial application or initial recognition of a financial asset that Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“**OCI**”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

金融資產的分類及計量(續)

符合下列條件之債務工具其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 同時以達致收取合約現金流量及銷售金融資產為目的而持有金融資產之業務模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公平值計入損益(「按公平值計入損益」)，但於首次應用或初次確認金融資產之日，倘該權益投資並非持作買賣，亦非收購方於香港財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列權益投資的其後公平值變動。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Classification and measurement of financial assets (Continued)

In addition, the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend on the financial asset.

The directors of the Company reviewed and assessed the Group’s financial assets as at 1 April 2018 based on the facts and circumstances that existed at that date. Change in classification and measurement on the Group’s financial assets and impact thereof are detailed below.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

金融資產的分類及計量(續)

此外，本集團可不可撤銷地指定符合攤銷成本計量或按公平值計入其他全面收益列賬之債務投資為按公平值計入損益計量(倘若此舉可消除或顯著減少會計錯配)。

金融資產如不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量的條件，則按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產按公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息。

本公司董事根據於2018年4月1日存在的事實及情況審閱及評估本集團於該日的金融資產。本集團金融資產分類及計量之變動及其影響詳述如下。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including loans receivable, other receivables and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are made based on the Group’s historical credit loss experience, adjusted for factors that are specific to debtors, general economic conditions and assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

預期信貸虧損模式下的減值

本集團根據香港財務報告準則第9號項下減值的金融資產確認預期信貸虧損的虧損撥備(包括應收貸款、其他應收款項及銀行結餘)。於各報告日期對預期信貸虧損金額進行更新，以反映自初步確認以來的信貸風險變動。

整個週期的預期信貸虧損指相關工具於預計可使用年期內發生所有可能違約事件而導致的預期信貸虧損。相反，12個月的預期信貸虧損(「12個月預期信貸虧損」)則指預期可能於報告日期後12個月內發生違約事件而導致部分整個週期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、一般經濟狀況及就目前報告日期的狀況以及未來狀況預測的評估進行調整。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Impairment under ECL model (Continued)

For loans receivable, other receivables and bank balances, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

預期信貸虧損模式下的減值(續)

就應收貸款、其他應收款項及銀行結餘而言，本集團按12個月預期信貸虧損的相同金額計量虧損撥備，除非當自初始確認以來信貸風險顯著上升，則本集團確認整個週期的預期信貸虧損。評估整個週期的預期信貸虧損是否應確認乃基於自初始確認以來發生違約的可能性或風險顯著上升。

信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及無須花費不必要成本或努力獲取的前瞻性資料。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the borrower or debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the borrower’s or debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the borrower or debtor;

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

信貸風險顯著上升(續)

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如借款人或債務人的信貸息差、信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致借款人或債務人償還債項的能力顯著下降；
- 借款人或債務人經營業績實際或預期顯著惡化；

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environments of the debtor that results in a significant decrease in the borrower’s or debtor’s ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (1) it has a low risk of default, (2) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (3) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

信貸風險顯著上升(續)

- 借款人或債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致借款人或債務人償還債項的能力顯著下降。

不論上述評估的結果如何，本集團推斷當合約付款逾期超過30日，信貸風險已自初始確認起大幅增加，除非本集團另有合理及支持性資料顯示情況並非如此。

儘管上文所述，本集團假設倘債務工具釐定為於報告日期具有低信貸風險，則債務工具之信貸風險自初始確認以來並無顯著增加。倘屬以下情況，債務工具釐定為具有低信貸風險(1)違約風險低，(2)借款人於短期內具備雄厚實力履行其合約現金流量責任及(3)較長期經濟及業務狀況之不利變動可能但不一定削減借款人履行其合約現金流量責任之能力。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

信貸風險顯著上升(續)

本集團認為，除非本集團有合理及支持性資料以證明較滯後的違約標準更適用，否則該工具逾期超過90日即屬違約。

預期信貸虧損之計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率是依過往數據，並按前瞻性資料調整。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按初始確認時釐定的實際利率折現)之間的差額估算。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Measurement and recognition of ECL (Continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all instruments by adjusting their carrying amount, with the exception of loans receivable where the corresponding adjustment is recognised through a loss allowance account.

As at 1 April 2018, the directors of the Company reviewed and assessed the Group’s existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed below.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

應用香港財務報告準則第9號導致會計政策之主要變動(續)

預期信貸虧損之計量及確認(續)

利息收入根據金融資產之總賬面值計算，除非金融資產出現信貸減值，在該情況下利息收入根據金融資產之攤銷成本計算。

本集團於損益中確認所有工具之減值收益或虧損，方式為調整相關賬面值，惟應收貸款除外，其相應調整透過虧損撥備賬確認。

於2018年4月1日，本公司董事根據香港財務報告準則第9號的規定使用無需過度的成本或努力獲取的合理及支持性資料審閱及評估本集團的現有金融資產之減值。評估結果及其影響於下文詳述。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9

Below illustrates the classification and measurement (including impairment) of financial assets and other items subject to ECL under HKFRS 9 at the date of initial application, 1 April 2018.

(i) Available-for-sale investments

At the date of initial application of HKFRS 9, the Group's equity investments of HK\$109,665,000 were reclassified from available-for-sale investments to financial assets at FVTPL. The share of investment revaluation reserve of associates of HK\$13,390,000 and fair value gains of HK\$29,895,000 relating to the equity investments previously accumulated up to 31 March 2018 were transferred from investment revaluation reserve to accumulated profits as at 1 April 2018.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要

以下說明須遵守香港財務報告準則第9號項下預期信貸虧損之金融資產及其他項目於首次應用日期，2018年4月1日之分類及計量(包括減值)。

(i) 可供出售投資

於首次應用香港財務報告準則第9號之日期，本集團之股本投資109,665,000港元已由可供出售投資重新分類至按公平值計入損益之金融資產。累計至2018年3月31日關於股本投資之分佔聯營公司投資重估儲備13,390,000港元及公平值收益29,895,000港元，已由投資重估儲備轉撥至於2018年4月1日之累計溢利。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(i) Available-for-sale investments (Continued)

The reclassification of available-for-sale investments as at 31 March 2018 reconciled to the opening balance of financial assets at FVTPL as at 1 April 2018 is as follows:

Closing balance at 31 March 2018	於2018年3月31日之 期末結餘
- HKAS 39	- 香港會計準則 第39號

Effect arising from initial application of HKRS 9	首次應用香港財務報告 準則第9號之影響
Reclassification from available-for-sale investments	由可供出售投資 重新分類

Opening balance at 1 April 2018	於2018年4月1日之 期初結餘
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2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

(i) 可供出售投資(續)

於2018年3月31日之可供出售投資調節至於2018年4月1日按公平值計入損益之金融資產期初結餘之重新分類如下：

Available-for-sale investments	Financial assets at FVTPL
	按公平值計入損益之金融資產
可供出售投資	
HK\$'000	HK\$'000
千港元	千港元

109,665	-
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(109,665)	109,665
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-	109,665
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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

- (ii) Financial assets at FVTPL and/or designated as at FVTPL

At the date of initial application, the Group no longer applied designation as measured at FVTPL for the equity-linked investments which are managed and their performance is evaluated on a fair value basis, as these financial assets are required to be measured at FVTPL under HKFRS 9. As a result, the fair value of these investments of HK\$29,885,000 were reclassified from financial assets designated as at FVTPL to financial assets at FVTPL.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

- (ii) 按公平值計入損益及／或指定為按公平值計入損益之金融資產

於首次應用日期，本集團不再應用指定為按公平值計入損益以計量股本掛鈎投資，其管理及表現乃以公平值基準評估，因該等金融資產須遵守香港財務報告準則第9號項下之按公平值計入損益以計量。因此，該等投資之公平值29,885,000港元已由指定為按公平值計入損益之金融資產重新分類至按公平值計入損益之金融資產。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(ii) Financial assets at FVTPL and/or designated as at FVTPL (Continued)

The reclassification of financial assets designated as at FVTPL as at 31 March 2018 reconciled to the opening balance of financial assets at FVTPL as at 1 April 2018 is as follows:

Closing balance at 31 March 2018 – HKAS 39	於2018年3月31日之 期末結餘 – 香港會計準則第39號	29,885	100,094
Effect arising from initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響		
Reclassification from financial assets designated as at FVTPL	由指定為按公平值計入損益之金融資產重新分類	(29,885)	29,885
Opening balance at 1 April 2018	於2018年4月1日之 期初結餘	–	129,979

Note: Equity securities listed in Hong Kong amounting to HK\$100,094,000 was presented as investments held for trading as at 31 March 2018.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

(ii) 按公平值計入損益及/或指定為按公平值計入損益之金融資產(續)

於2018年3月31日之指定按公平值計入損益之金融資產調節至於2018年4月1日按公平值計入損益之金融資產期初結餘之重新分類如下：

Financial assets designated as at FVTPL 指定為按公平值計入損益之金融資產 HK\$'000 千港元	Financial assets at FVTPL 按公平值計入損益之金融資產 HK\$'000 千港元 (Note) (附註)
29,885	100,094
(29,885)	29,885
–	129,979

附註：於香港上市之股本證券100,094,000港元於2018年3月31日呈列為持作買賣投資。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(iii) Convertible notes

Before the application of HKFRS 9, convertible notes held by the Group consisted of two components, which are receivable component classified as loans and receivables and derivatives component classified as FVTPL. Upon the application of HKFRS 9, these convertible notes were reclassified to financial assets at FVTPL upon the application of HKFRS 9 because their cash flows do not represent solely payments of principal and interest on the principal amount outstanding. The remeasurement of fair value loss of HK\$373,000 relating to fair value of the receivable component of convertible notes as at 31 March 2018 was recognised against accumulated profits as at 1 April 2018.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

(iii) 可換股票據

在應用香港財務報告準則第9號前，本集團持有之可換股票據包含兩個成份，應收成份分類為貸款及應收款項及衍生成份分類為按公平值計入損益。於應用香港財務報告準則第9號時，該等可換股票據重新分類至按公平值計入損益之金融資產於應用香港財務報告準則第9號因為其現金流量並不完全反映本金及按尚餘本金之利息之支付。有關重新計量於2018年3月31日可換股票據應收成份公平值之公平值虧損373,000港元已於2018年4月1日之累計溢利確認對沖。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(iii) Convertible notes (Continued)

The reclassification of receivable component and derivatives component of convertible notes as at 31 March 2018 reconciled to the opening balance of financial assets at FVTPL as at 1 April 2018 is as follows:

	Receivable component of convertible notes	Derivatives component of convertible notes	Financial assets at FVTPL	
	可換股票據之應收成份 HK\$'000 千港元	可換股票據之衍生成份 HK\$'000 千港元	按公平值計入損益之金融資產 HK\$'000 千港元	
Closing balance at 31 March 2018 - HKAS 39	於2018年3月31日之 期末結餘 - 香港會計準則第39號	61,317	10,750	-
Effect arising from initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響			
Reclassification from convertible notes	由可換股票據重新分類	(61,317)	-	61,317
Reclassification from derivatives component of convertible notes	由可換股票據之衍生成份重新分類	-	(10,750)	10,750
Amounts remeasured through opening accumulated profits	透過於期初累計溢利重新計量之金額	-	-	(373)
Opening balance at 1 April 2018	於2018年4月1日之 期初結餘	-	-	71,694

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動 (續)

首次應用香港財務報告準則第9號之影響概要 (續)

(iii) 可換股票據 (續)

於2018年3月31日之可換股票據應收成份及衍生成份調節至於2018年4月1日按公平值計入損益之金融資產之期初結餘之重新分類如下：

	Receivable component of convertible notes	Derivatives component of convertible notes	Financial assets at FVTPL	
	可換股票據之應收成份 HK\$'000 千港元	可換股票據之衍生成份 HK\$'000 千港元	按公平值計入損益之金融資產 HK\$'000 千港元	
Closing balance at 31 March 2018 - HKAS 39	於2018年3月31日之 期末結餘 - 香港會計準則第39號	61,317	10,750	-
Effect arising from initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響			
Reclassification from convertible notes	由可換股票據重新分類	(61,317)	-	61,317
Reclassification from derivatives component of convertible notes	由可換股票據之衍生成份重新分類	-	(10,750)	10,750
Amounts remeasured through opening accumulated profits	透過於期初累計溢利重新計量之金額	-	-	(373)
Opening balance at 1 April 2018	於2018年4月1日之 期初結餘	-	-	71,694

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(iv) Deposit and prepayments for a life insurance policy

Deposit and prepayments for a life insurance policy will be classified as financial assets at FVTPL as these financial assets have contractual right to cash flows that do not represent contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. The remeasurement of fair value gain of HK\$226,000 relating to fair value of these financial assets as at 31 March 2018 was recognised against accumulated profits as at 1 April 2018.

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動 (續)

首次應用香港財務報告準則第9號之影響概要 (續)

(iv) 人壽保單之按金及預付款

人壽保單之按金及預付款將分類為按公平值計入損益之金融資產因該等資產之合約現金流量權限並不完全反映本金及尚餘本金之利息支付之合約現金流量。有關重新計量該等金融資產於2018年3月31日之公平值其公平值收益226,000港元已於2018年4月1日之累計溢利確認對沖。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(iv) Deposit and prepayments for a life insurance policy (Continued)

The reclassification of deposit and prepayments for a life insurance policy as at 31 March 2018 reconciled to the opening balance of financial assets at FVTPL as at 1 April 2018 is as follows:

Closing balance at 31 March 2018 – HKAS 39	於2018年3月31日之 期末結餘 – 香港會計準則第39號	10,275	190,267	-
Effect arising from initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響			
Reclassification from deposit and prepayments for a life insurance policy	由人壽保單之按金及預付款重新分類	(10,275)	-	10,275
Reclassification from trade and other receivables	由貿易及其他應收款項重新分類	-	(286)	286
Amounts remeasured through opening accumulated profits	透過期初累計溢利重新分類之金額	-	-	226
Opening balance at 1 April 2018	於2018年4月1日之 期初結餘	-	189,981	10,787

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動 (續)

首次應用香港財務報告準則第9號之影響概要 (續)

(iv) 人壽保單之按金及預付款 (續)

於2018年3月31日之人壽保單之按金及預付款調節至2018年4月1日按公平值計入損益之金融資產期初結餘之重新分類如下：

Loans and receivables

貸款及應收款項

Deposit and prepayments for a life insurance policy 人壽保單之按金及預付款 HK\$'000 千港元	Trade and other receivables 貿易及其他應收款項 HK\$'000 千港元	Financial assets at FVTPL 按公平值計入損益之金融資產 HK\$'000 千港元
10,275	190,267	-
(10,275)	-	10,275
-	(286)	286
-	-	226
-	189,981	10,787

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(v) Impairment under ECL model

In relation to the impairment of financial assets, HKFRS 9 requires an ECL model, as opposed to an incurred credit loss model under HKAS 39. The ECL model requires an entity to account for ECL and changes in those ECL at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Loss allowance for financial assets at amortised cost mainly comprise of loans receivable, other receivables and bank balances, which are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

(v) 預期信貸虧損模式之減值

就金融資產減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映自首次確認以來之信貸風險變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

按攤銷成本計量之金融資產主要包括應收貸款、其他應收款項及銀行結餘之虧損撥備，以12個月預期信貸虧損為基準計量，且其信貸風險自初次確認後並無大幅增加。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(b) Impacts and changes in accounting policies on application of HKFRS 9 “Financial Instruments” (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(v) Impairment under ECL model (Continued)

As at 1 April 2018, the additional credit loss allowance of HK\$3,457,000 for loans receivable has been recognised against accumulated profits. The additional loss allowance is charged against the loans receivable.

The directors of the Company considered that the additional ECL allowance for other receivables and bank balances as at 1 April 2018 measured under the ECL model is insignificant.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(b) 應用香港財務報告準則第9號「金融工具」的會計政策之影響及變動(續)

首次應用香港財務報告準則第9號之影響概要(續)

(v) 預期信貸虧損模式之減值(續)

於2018年4月1日，已就累計溢利確認應收貸款之額外信貸虧損撥備3,457,000港元。額外虧損撥備自應收貸款中扣除。

本公司董事認為，於2018年4月1日根據預期信貸虧損模式計量之其他應收款項及銀行結餘之額外預期信貸虧損撥備不屬重大。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(c) Impacts on opening condensed consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group's accounting policies above, the opening condensed consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each individual line item.

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

(c) 應用所有新增準則對期初簡明綜合財務報表之影響

由於上述本集團之會計政策之變動，期初簡明綜合財務狀況表已重列。以下列表顯示已確認之調整對個別項目之影響。

		31 March 2018	HKFRS 15 香港財務 報告準則 第15號	HKFRS 9 香港財務 報告準則 第9號	1 April 2018
		2018年 3月31日	HK\$'000 千港元	HK\$'000 千港元	2018年 4月1日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Audited)			(Restated)
		(經審核)			(經重列)
Non-current assets	非流動資產				
Available-for-sale investments	可供出售投資	109,665	-	(109,665)	-
Convertible notes	可換股票據	19,213	-	(19,213)	-
Derivatives component of convertible notes	可換股票據之衍生成份	9,792	-	(9,792)	-
Deposit and prepayments for a life insurance policy	人壽保單之按金及預付款	10,275	-	(10,275)	-
Financial assets at FVTPL	按公平值計入損益之				
	金融資產	-	-	39,009	39,009
Loans receivable	應收貸款	13,979	-	(427)	13,552
Current assets	流動資產				
Trade and other receivables	貿易及其他應收款項	190,267	-	(286)	189,981
Convertible notes	可換股票據	42,104	-	(42,104)	-
Derivatives component of convertible notes	可換股票據之衍生成份	958	-	(958)	-
Financial assets designated as at FVTPL	指定為按公平值計入損益之				
	金融資產	29,885	-	(29,885)	-
Financial assets at FVTPL	按公平值計入損益之				
	金融資產	100,094	-	183,022	283,116
Loans receivable	應收貸款	245,282	-	(3,030)	242,252
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付款項	63,260	(11,554)	-	51,706
Contract liabilities	合約負債	-	11,554	-	11,554
Capital and reserves	股本及儲備				
Reserves	儲備	3,182,213	-	(3,604)	3,178,609

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of new and amendments to HKFRSs (Continued)

(c) Impacts on opening condensed consolidated statement of financial position arising from the application of all new standards (Continued)

Except as described above, the application of other amendments to HKFRSs and interpretations in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

3. 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 properties sold or types of 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.

2. 主要會計政策(續)

應用新訂及經修訂香港財務報告準則(續)

(c) 應用所有新增準則對期初簡明綜合財務報表之影響(續)

除上文所述者外，於本中期間應用香港財務報告準則其他修訂本及詮釋對該等簡明綜合財務報表所呈報金額及／或所載披露資料並無重大影響。

3. 分部資料

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

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

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

3. SEGMENT INFORMATION

(Continued)

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

3. 分部資料(續)

回顧期間按經營及呈報分部分析本集團之營業額及業績如下：

Six months ended 30 September 2018

截至2018年9月30日止六個月

		Property investment	Property development	Investment in securities	Loan financing	Total
		物業投資	物業發展	證券投資	貸款融資	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(note)	(note)			
		(附註)	(附註)			
Segment revenue	分部營業額					
External	外來	27,802	48,195	-	9,381	85,378
Segment result	分部業績	48,157	(1,945)	(25,506)	8,939	29,645
Unallocated corporate income	無分配之公司收入					132
Unallocated corporate expenses	無分配之公司開支					(2,907)
Finance costs	融資成本					(11,495)
Results attributable to interests in associates	聯營公司權益分佔之業績					(9,870)
Profit before taxation	除稅前溢利					5,505

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

3. SEGMENT INFORMATION

(Continued)

3. 分部資料 (續)

Six months ended 30 September 2017

截至2017年9月30日止六個月

		Property investment	Property development	Investment in securities	Loan financing	Total
		物業投資	物業發展	證券投資	貸款融資	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(note)	(note)			
		(附註)	(附註)			
Segment revenue	分部營業額					
External	外來	27,005	204,309	-	15,691	247,005
Segment result	分部業績	54,905	43,443	22,835	15,222	136,405
Unallocated corporate income	無分配之公司收入					3,388
Unallocated corporate expenses	無分配之公司開支					(10,232)
Finance costs	融資成本					(9,100)
Results attributable to interests in associates	聯營公司權益分佔之業績					(81,173)
Profit before taxation	除稅前溢利					39,288

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

附註：來自持作出售發展物業之租金收入已包括在物業投資之分部內。

Segment result represents the result of each segment without allocation of results attributable to interests in associates, 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.

分部業績乃指各分部之業績，當中沒有分配聯營公司權益分佔之業績、融資成本，及無分配之公司收入及開支。用以向主要經營決策者匯報，作為資源分配及表現評估之計量。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

3. SEGMENT INFORMATION

(Continued)

Segment assets and liabilities

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

3. 分部資料(續)

分部資產及負債

按經營及呈報分部分析本集團之資產及負債如下：

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Segment assets	分部資產		
Property investment	物業投資	1,830,996	1,800,157
Property development	物業發展	1,616,373	1,155,774
Investment in securities	證券投資	160,679	313,431
Loan financing	貸款融資	212,531	259,867
Total segment assets	分部資產總額	3,820,579	3,529,229
Interests in associates	聯營公司權益	646,366	665,666
Tax recoverable	可收回稅項	321	449
Bank balances and cash	銀行結餘及現金	184,503	150,370
Unallocated corporate assets	無分配之公司資產	110,341	88,797
Consolidated assets	綜合資產	4,762,110	4,434,511
Segment liabilities	分部負債		
Property investment	物業投資	23,299	23,687
Property development	物業發展	257,309	35,455
Investment in securities	證券投資	330	219
Loan financing	貸款融資	946	2,552
Total segment liabilities	分部負債總額	281,884	61,913
Secured bank borrowings	有抵押銀行借貸	1,221,336	1,151,742
Tax payable	應付稅項	28,476	29,354
Unallocated corporate liabilities	無分配之公司負債	527	1,347
Consolidated liabilities	綜合負債	1,532,223	1,244,356

3. SEGMENT INFORMATION

(Continued)

Segment assets and liabilities (Continued)

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

- all assets are allocated to operating and reportable segments other than interests in associates, tax recoverable, unallocated 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.

3. 分部資料(續)

分部資產及負債(續)

就分部表現監控及分部間之資源分配而言：

- 除聯營公司權益、可收回稅項、無分配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。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

4. PROFIT BEFORE TAXATION

4. 除稅前溢利

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除 (計入):		
Interest on bank borrowings	銀行借貸之利息	18,337	11,719
Less: Amount capitalised in the cost of qualifying assets	減: 於合資格資產資本化之金額	(6,842)	(2,619)
		11,495	9,100
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,332	1,803
and after crediting to other income:	及已計入其他收入:		
Dividend income from listed investments	來自上市投資之股息收入	(5,105)	(7,109)
Interest income from Accretion from receivable component of convertible notes	來自利息收入 可換股票據應收成份之自然增值	-	(6,352)
Deposit and prepayments for a life insurance policy	人壽保單之按金及預付款	-	(188)
Bank and others	銀行及其他	(3,595)	(7,888)

5. TAXATION CHARGE

5. 稅項開支

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
The charge (credit) comprises:	開支(計入)包含：		
Hong Kong profits tax	香港利得稅		
Charge for the period	本期間開支	2,366	16,526
Overprovision in prior periods	前期超額撥備	-	(40)
		2,366	16,486

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. The two-tiered profits tax rate applies to years of assessment commencing on or after 1 April 2018.

Hong Kong profits tax for the six months ended 30 September 2017 was calculated at 16.5% of the estimated assessable profit for that period.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporation will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. For the relevant period in the six months ended 30 September 2018, Hong Kong profits tax of the qualifying corporation of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other corporations in the Group which are not qualified for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

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」)，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。利得稅兩級制應用於2018年4月1日或之後開始之應課稅年度。

截至2017年9月30日止六個月之香港利得稅乃按該期預計應課稅溢利以16.5%計算。

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。截至2018年9月30日止六個月之相關期間，本集團符合資格法團將按利得稅兩級制計算香港利得稅。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。

6. BASIC AND DILUTED EARNINGS PER SHARE

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

6. 每股基本及攤薄盈利

本公司股東應佔之每股基本及攤薄盈利乃根據以下資料計算：

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings for the purpose of calculating basic and diluted earnings per share (profit for the period attributable to owners of the Company)	就計算每股基本及攤薄盈利而言之盈利(本公司股東應佔本期間溢利)	3,173	22,802
Number of shares			
Weighted average number of shares for the purpose of calculating basic and diluted earnings per share	股份數目 就計算每股基本及攤薄盈利而言之加權平均股份數目	88,329,147	79,420,403

The computation of diluted earnings per share for the six months ended 30 September 2018 and 2017 does not assume the conversion of the associates' outstanding convertible notes and share options since their exercise would result in increase in earnings per share.

計算截至2018年及2017年9月30日止六個月之每股攤薄盈利並沒有假設聯營公司的未兌換可換股票據及認股權之兌換因其行使將引致增加每股盈利。

7. DIVIDEND

7. 股息

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Dividend recognised as distribution during the period	於期內已確認派發之股息		
Final dividend for the year ended 31 March 2018 of HK\$0.05 per share on 91,320,403 shares (six months ended 30 September 2017: HK\$0.05 per share for the year ended 31 March 2017 on 79,420,403 shares), paid	截至2018年3月31日止年度91,320,403股股份之末期股息為每股0.05港元(截至2017年9月30日止六個月: 截至2017年3月31日止年度79,420,403股股份每股0.05港元), 已支付	4,566	3,971

The directors have determined that no dividend will be paid in respect of both periods.

董事決定兩個期間均不派發股息。

8. PROPERTY, PLANT AND EQUIPMENT

8. 物業、廠房及設備

During the six months ended 30 September 2018, the Group acquired property, plant and equipment amounting to HK\$190,000 (six months ended 30 September 2017: HK\$6,457,000).

於截至2018年9月30日止六個月，本集團購入物業、廠房及設備為190,000港元(截至2017年9月30日止六個月: 6,457,000港元)。

During the six months ended 30 September 2017, the Group transferred properties held for sale with a carrying amount of HK\$75,288,000 to property, plant and equipment upon change in use of this property as directors' quarters.

於截至2017年9月30日止六個月，因本集團於物業用途改變為董事住房時以賬面值75,288,000港元轉撥持作出售物業至物業、廠房及設備。

9. INVESTMENT PROPERTIES

9. 投資物業

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
FAIR VALUE	公平值		
At 1 April (audited)	於4月1日(經審核)	1,791,200	1,628,300
Additions	添置	1,170	-
Increase in fair value recognised in profit or loss	於損益確認之公平值 增加	28,830	32,700
At 30 September (unaudited)	於9月30日(未經審核)	1,821,200	1,661,000

All of the Group's leasehold interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

All of the Group's investment properties at 30 September 2018 and 31 March 2018 are situated in Hong Kong. The fair values of the Group's investment properties at 30 September 2018 and 31 March 2018 were arrived at on the basis of valuations carried out as at these dates by Colliers International (Hong Kong) Limited, an independent firm of qualified professional property valuers not connected with the Group. The valuations were arrived at by reference to market evidence of transaction prices for similar properties and by reference to net rental income allowing for reversionary income potential using the applicable market yields for the respective locations and types of properties.

The gain arising on changes in fair value of investment properties amounting to HK\$28,830,000 has been recognised in profit or loss during the six months ended 30 September 2018 (six months ended 30 September 2017: HK\$32,700,000).

本集團所有於經營租約項目下賺取租金之土地租約權益乃以公平值模式計量及列賬為投資物業。

於2018年9月30日及2018年3月31日所有本集團之投資物業位於香港。本集團於2018年9月30日及2018年3月31日之投資物業公平值乃按與本集團沒有關連之一間獨立合資格專業物業估值師行高力國際物業顧問(香港)有限公司就該等日期進行估值之基準釐定。該等估值乃經參考同類物業之市場成交價及參考採用適用市場收益之相關地區及物業類型之應有潛在收入之租金收入淨額而釐定。

投資物業之公平值變動產生之收益為28,830,000港元已於截至2018年9月30日止六個月之損益確認(截至2017年9月30日止六個月: 32,700,000港元)。

10. INTERESTS IN ASSOCIATES

10. 聯營公司權益

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
At 1 April (audited)	於4月1日(經審核)	665,666	586,555
Partial disposal of equity interest	出售部分股本權益	-	(80,813)
Share of (loss) income and other comprehensive (expense) income	分佔(虧損)收入及其他全面(開支)收入	(19,300)	5,283
At 30 September (unaudited)	於9月30日(未經審核)	646,366	511,025
Fair value of listed investments in associates at 30 September	於9月30日聯營公司上市投資之公平值	51,753	27,440

At 30 September 2018, the Group had 24.93% (31 March 2018: 24.93%) equity interest in Eminence Enterprise Limited (“**Eminence**”), shares of which are also listed on the Stock Exchange.

於2018年9月30日，本集團持有高山企業有限公司(「**高山**」)之24.93%(2018年3月31日：24.93%)股本權益，其股份亦於聯交所上市。

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

11. 按公平值計入損益之金融資產

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Financial assets at FVTPL:	按公平值計入損益之金融資產：		
– Listed equity securities in Hong Kong (note (a))	– 於香港上市之股本證券，按市值 (附註(a))	103,854	100,094
– Convertible notes (note (b))	– 可換股票據(附註(b))	74,150	–
– Deposit and prepayments for a life insurance policy (note (c))	– 人壽保單之按金及預付款(附註(c))	10,920	–
		188,924	100,094
Analysed as:	分析為：		
Current portion	流動部份	148,654	100,094
Non-current portion	非流動部份	40,270	–
		188,924	100,094

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

- (a) The fair values of the listed equity securities were determined based on the quoted market bid prices available on the Stock Exchange.
- (b) (i) On 27 March 2014, the Group subscribed for convertible note issued by Eminence (the "2014 CN"). The principal amount is HK\$100,000,000 which carries interest at 2% per annum and payable semi-annually in arrears. The maturity date of the 2014 CN is on 27 March 2019 and will be redeemed at 100% of the principal amount. The 2014 CN can be converted at any time from the date of issue to the maturity date. Since the subscription, certain of the 2014 CN with principal amount of HK\$80,000,000 were converted into 128,869,707 ordinary shares of Eminence.

Upon completion of a series of rights issue and share consolidation by Eminence, the last adjusted conversion price is HK\$22.72 per conversion share with effect from 9 October 2015.

The fair value of the 2014 CN is determined based on the valuation provided by Greater China Appraisal Limited, an independent firm of professional qualified valuers not connected with the Group.

At 30 September 2018, principal amount of HK\$20,000,000 (31 March 2018: HK\$20,000,000) of the 2014 CN remains outstanding.

11. 按公平值計入損益之金融資產(續)

附註：

- (a) 上市股本證券之公平值乃根據聯交所所報之市場出價釐定。
- (b) (i) 於2014年3月27日，本集團認購由高山發行之可換股票據（「2014年可換股票據」）。其本金金額為100,000,000港元，年息率2%之利息則每半年期未支付利息。2014年可換股票據之到期日為2019年3月27日及將贖回100%之本金額。2014年可換股票據可自發行日起至到期日止之任何時間兌換。自認購後，本金額80,000,000港元之若干2014年可換股票據已兌換為128,869,707股高山普通股股份。

高山經過一連串供股及股份合併後，最後經調整之兌換價為每股兌換股份22.72港元於2015年10月9日生效。

2014年可換股票據之公平值乃根據漢華評估有限公司，一間與本集團沒有關連之獨立合資格專業估值師行提供之估值釐定。

於2018年9月30日，2014年可換股票據尚餘本金額20,000,000港元(2018年3月31日：20,000,000港元)。

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

- (ii) On 7 October 2015, the Group subscribed for convertible note (the "2016 CN") issued by a company listed on the Stock Exchange, with principal amount of HK\$60,480,000 which carries interest at 8% per annum payable quarterly in arrears with maturity on 7 October 2018 at redemption amount of 100% of the principal amount. The 2016 CN can be converted at any time from the date of issue to the maturity date with conversion price of HK\$0.14 per share. In addition, both the Group and the issuer have the option to early redeem the 2016 CN at any time from the date of issue to the maturity date at 100% of the principal amount outstanding under the 2016 CN together with all accrued interest.

On 1 August 2017, the issuer and the Company entered into a deed of amendment to revise the terms of the 2016 CN. According to the deed of amendment, both the issuer and the Company agreed to the early partial redemption of the 2016 CN in the principal amount of HK\$35,000,000, resulting in a gain on redemption of convertible note of HK\$1,135,000 recognised in profit or loss during the six months ended 30 September 2017. Both parties further agreed to adjust the conversion price from HK\$0.14 per conversion share to HK\$0.06 per conversion share. The transaction was completed on 11 August 2017. The gain on modification of terms of convertible note amounting to HK\$425,000 was recognised in profit or loss during the six months ended 30 September 2017.

The fair value of the 2016 CN is determined based on the valuation provided by Greater China Appraisal Limited, an independent firm of professional qualified valuers not connected with the Group.

At 30 September 2018, principal amount of HK\$25,480,000 (31 March 2018: HK\$25,480,000) of the 2016 CN remains outstanding. Subsequently on 7 October 2018, this principal amount of the 2016 CN was redeemed in full together with all accrued interest.

11. 按公平值計入損益之金融資產(續)

附註：(續)

(b) (續)

- (ii) 於2015年10月7日，本集團認購一間於聯交所上市之公司發行之可換股票據(「2016年可換股票據」)，本金額為60,480,000港元而年利率為8%之利息於每季季末支付及於2018年10月7日到期時贖回100%之本金額。2016年可換股票據可自發行日起至到期日止之任何時間以每股0.14港元之兌換價兌換。此外，本集團及發行人均可自發行日起至到期日止之任何時間有選擇權提早贖回2016年可換股票據尚餘之100%本金額及所有計提利息。

於2017年8月1日，發行人及本公司簽訂修訂契約以更改2016年可換股票據之條款。根據修訂契約，發行人及本公司均同意提前贖回部份本金額35,000,000港元之2016年可換股票據，導致贖回可換股票據收益1,135,000港元於截至2017年9月30日止六個月之損益確認。雙方進一步同意調整兌換價由每股兌換股份0.14港元至每股兌換股份0.06港元。該交易於2017年8月11日完成。更改可換股票據條款收益425,000港元於截至2017年9月30日止六個月之損益確認。

2016年可換股票據之公平值乃根據漢華評值有限公司，一間與本集團沒有關連之獨立合資格專業估值師行提供之估值釐定。

於2018年9月30日，2016年可換股票據尚餘本金額25,480,000港元(2018年3月31日：25,480,000港元)。隨後於2018年10月7日，2016年可換股票據之本金額及計提利息已悉數贖回。

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

- (iii) On 11 May 2017, the Group subscribed for convertible note (the "2017 CN1") issued by Eminence, with principal amount of HK\$16,000,000 which carries interest at 3% per annum and payable semi-annually in arrears with maturity on 11 May 2022 at redemption amount of 100% of the principal amount. The 2017 CN1 can be converted at any time from and excluding the date of issue to and including the date falling on the fifth last business day prior to the maturity date with conversion price of HK\$0.16 per share. The Group may redeem the 2017 CN1, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. Eminence may redeem the 2017 CN1 on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption.

The fair value of the 2017 CN1 is determined based on the valuation provided by Greater China Appraisal Limited, an independent firm of professional qualified valuers not connected with the Group.

At 30 September 2018, principal amount of HK\$16,000,000 (31 March 2018: HK\$16,000,000) of the 2017 CN1 remains outstanding.

11. 按公平值計入損益之金融資產(續)

附註：(續)

(b) (續)

- (iii) 於2017年5月11日，本集團認購高山發行之可換股票據(「第一份2017年可換股票據」)，本金額為16,000,000港元於每半年期末支付年利率為3%之利息及於2022年5月11日到期日贖回100%之本金額。第一份2017年可換股票據可自不計發行日起至包括到期日前第五個營業日止期間之任何時間以每股0.16港元之兌換價兌換。本集團可自發行日後三個月之任何時間提早贖回第一份2017年可換股票據尚餘之100%本金額及所有計提利息直至及包括贖回日期。高山可於到期日之前任何營業日提早贖回第一份2017年可換股票據尚餘之100%本金額及所有計提利息直至及包括贖回日期。

第一份2017年可換股票據之公平值乃根據漢華評值有限公司，一間與本集團沒有關連之獨立合資格專業估值師行提供之估值釐定。

於2018年9月30日，第一份2017年可換股票據尚餘本金額16,000,000港元(2018年3月31日：16,000,000港元)。

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

- (iv) On 26 September 2017, the Group subscribed for convertible note (the "2017 CN2") issued by Eminence, with principal amount of HK\$28,200,000 which carries interest at 3% per annum and payable semi-annually in arrears with maturity on 26 September 2020 at redemption amount of 100% of the principal amount. The 2017 CN2 can be converted at any time from and excluding the date of issue to and including the date falling on the fifth last business day prior to the maturity date with conversion price of HK\$0.06 per share. The Group may redeem the 2017 CN2, at any time three months after the grant date, at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption. Eminence may redeem the 2017 CN2 on any business day prior to the maturity date at 100% of the principal amount outstanding together with all interest accrued thereon up to and including the date of redemption.

On 18 October 2017, the conversion rights attached to the 2017 CN2 with principal amount of HK\$16,920,000 were partially exercised and a total of 282,000,000 conversion shares were issued by Eminence to the Group upon conversion.

The fair value of the 2017 CN2 is determined based on the valuation provided by Greater China Appraisal Limited, an independent firm of professional qualified valuers not connected with the Group.

At 30 September 2018, principal amount of HK\$11,280,000 (31 March 2018: HK\$11,280,000) of the 2017 CN2 remains outstanding.

11. 按公平值計入損益之金融資產(續)

附註：(續)

(b) (續)

- (iv) 於2017年9月26日，本集團認購高山發行之可換股票據(「第二份2017年可換股票據」)，本金額為28,200,000港元須於每半年期末支付年利率為3%之利息及於2020年9月26日到期時贖回100%之本金額。第二份2017年可換股票據可自不計發行日起至包括到期日前第五個營業日止期間之任何時間以每股0.06港元之兌換價兌換。本集團可自發行日後三個月之任何時間提早贖回第二份2017年可換股票據尚餘之100%本金額及所有計提利息直至及包括贖回日期。高山可於到期日之前之任何營業日提早贖回第二份2017年可換股票據尚餘之100%本金額及所有計提利息直至及包括贖回日期。

於2017年10月18日，第二份2017年可換股票據附隨之兌換權獲部分行使本金額為16,920,000港元並於兌換時高山合共發行282,000,000股兌換股份予本集團。

第二份2017年可換股票據之公平值乃根據漢華評估有限公司，一間與本集團沒有關連之獨立合資格專業估值師行提供之估值釐定。

於2018年9月30日，第二份2017年可換股票據尚餘本金額11,280,000港元(2018年3月31日：11,280,000港元)。

Notes to the Condensed Consolidated Financial Statements (continued)

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11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

The convertible notes are recognised as follows:

		HK\$'000 千港元
At 1 April 2018 (restated) (note 2(b)(iii))	於2018年4月1日(經重列) (附註2(b)(iii))	71,694
Interest received	已收利息	(1,623)
Unrealised fair value gain recognised in profit or loss	於損益內確認之未實現 公平值收益	4,079
At 30 September 2018 (unaudited)	於2018年9月30日(未經審核)	74,150

The methods and assumptions applied for the valuation of the convertible notes are as follows:

VALUATION OF CONVERTIBLE NOTES

The convertible notes are measured at fair value using the Black-Scholes model with Trinomial Tree method, at initial recognition and at the end of each subsequent reporting period. The inputs into the model as at date of subscription and the end of the reporting periods are as follows:

2014 CN

	At 30 September 2018 於2018年 9月30日	At 31 March 2018 於2018年 3月31日	Date of subscription 27 March 2014 認購日期 2014年3月27日
Stock price	股價	HK\$0.07	HK\$0.064
Conversion price	兌換價	HK\$22.72	HK\$22.72
Volatility	波幅	43.02%	53.20%
Dividend yield	股利率	0%	0%
Time to maturity	到期時間	0.5 year	1 year
Risk-free rate	無風險貼現率	1.9765%	1.1764%

11. 按公平值計入損益之金融資產(續)

附註：(續)

(b) (續)

可換股票據確認如下：

	HK\$'000 千港元
At 1 April 2018 (restated) (note 2(b)(iii))	71,694
Interest received	(1,623)
Unrealised fair value gain recognised in profit or loss	4,079
At 30 September 2018 (unaudited)	74,150

用作估值可換股票據之方法及假設如下：

可換股票據之估值

可換股票據於初次確認及於隨後每個報告期末乃按布萊克-蘇科爾模式及三叉樹法以公平值計量。於認購日期及報告期末模式採用之輸入數據如下：

2014年可換股票據

	At 30 September 2018 於2018年 9月30日	At 31 March 2018 於2018年 3月31日	Date of subscription 27 March 2014 認購日期 2014年3月27日
Stock price	股價	HK\$0.07	HK\$0.064
Conversion price	兌換價	HK\$22.72	HK\$22.72
Volatility	波幅	43.02%	53.20%
Dividend yield	股利率	0%	0%
Time to maturity	到期時間	0.5 year	1 year
Risk-free rate	無風險貼現率	1.9765%	1.1764%

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(b) (Continued)

VALUATION OF CONVERTIBLE NOTES (Continued)

2016 CN

		At 30 September 2018 於2018年 9月30日	At 31 March 2018 於2018年 3月31日	Date of modification of terms 11 August 2017 更改條款日期 2017年8月11日	Date of subscription 7 October 2015 認購日期 2015年10月7日
Stock price	股價	HK\$0.028	HK\$0.045	HK\$0.061	HK\$0.18
Conversion price	兌換價	HK\$0.06	HK\$0.06	HK\$0.06	HK\$0.14
Volatility	波幅	57.53%	70.93%	37.97%	50.79%
Dividend yield	股利率	0%	0%	0%	0%
Time to maturity	到期時間	7 days	0.5 year	1.2 years	3 years
Risk-free rate	無風險貼現率	2.0247%	1.0474%	0.6064%	1.0430%

2017 CN1

		At 30 September 2018 於2018年 9月30日	At 31 March 2018 於2018年 3月31日	Date of subscription 11 May 2017 認購日期 2017年5月11日
Stock price	股價	HK\$0.07	HK\$0.064	HK\$0.139
Conversion price	兌換價	HK\$0.16	HK\$0.16	HK\$0.16
Volatility	波幅	73.04%	73.86%	75.15%
Dividend yield	股利率	0%	0%	0%
Time to maturity	到期時間	3.6 years	4.1 years	5 years
Risk-free rate	無風險貼現率	2.2693%	1.7022%	1.1572%

2017 CN2

		At 30 September 2018 於2018年 9月30日	At 31 March 2018 於2018年 3月31日	Date of subscription 26 September 2017 認購日期 2017年9月26日
Stock price	股價	HK\$0.07	HK\$0.064	HK\$0.064
Conversion price	兌換價	HK\$0.06	HK\$0.06	HK\$0.06
Volatility	波幅	73.68%	64.62%	80.66%
Dividend yield	股利率	0%	0%	0%
Time to maturity	到期時間	2 years	2.5 years	3 years
Risk-free rate	無風險貼現率	2.1552%	1.4723%	1.0164%

11. 按公平值計入損益之金融資產 (續)

附註：(續)

(b) (續)

可換股票據之估值 (續)

2016年可換股票據

第一份2017年可換股票據

第二份2017年可換股票據

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

- (c) During the year ended 31 March 2013, the Company entered into a life insurance policy with an insurance company to insure Ms. Koon Ho Yan Candy, a director of the Company. Under the policy, the Company is the beneficiary and policy holder and the total insured sum is US\$10,800,000 (equivalent to HK\$83,808,000). The Company is required to pay an upfront deposit of US\$1,283,000 (equivalent to HK\$9,956,000) including a premium charge at inception of the policy amounting to US\$76,980 (equivalent to HK\$597,000). The Company can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of withdrawal, which is determined by the upfront payment of US\$1,283,000 plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge ("Cash Value"). In addition, if withdrawal is made between the first to eighteenth policy year, there is a specified amount of surrender charge.

Deposit and prepayments for a life insurance policy are classified as financial assets at FVTPL as these financial assets have contractual right to cash flows that do not represent contractual cash flows that are solely payments of principal and interest on the principal outstanding. The remeasurement fair value gain of HK\$226,000 relating to fair value of these financial assets as at 31 March 2018 was recognised against accumulated profits as at 1 April 2018 (note 2(b)(iv)).

At 30 September 2018, the deposit and prepayments for a life insurance policy amounting to HK\$10,920,000 (31 March 2018: HK\$10,561,000 including HK\$286,000 included in trade and other receivables), were pledged to a bank to secure general banking facilities granted to the Group.

11. 按公平值計入損益之金融資產 (續)

附註：(續)

- (c) 於截至2013年3月31日止年度，本公司與一間保險公司訂立一項人壽保單以投保本公司董事官可欣女士。根據該保單，本公司為受益人及保單持有人及總投保額為10,800,000美元(相等於83,808,000港元)。本公司須支付預付按金1,283,000美元(相等於9,956,000港元)，包括於開立保單時須支付之保費76,980美元(相等於597,000港元)。本公司可於任何時間終止該保單及根據退保時該保單之現金價值收回現金，此乃根據預付款1,283,000美元及所賺取之累計利息及扣減累計保費及保單費用開支(「現金價值」)而釐定。此外，倘於保單第一年至第十八年退保，將有特定金額作為退保開支。

人壽保單之按金及預付款分類為按公平值計入損益之金融資產，因該等金融資產之合約權益之現金流量並不代表純粹為支付本金及未償還本金利息之合約現金流量。有關該等金融資產於2018年3月31日之公平值重新計量之公平值收益226,000港元已於2018年4月1日於累計溢利確認(附註2(b)(iv))。

於2018年9月30日，人壽保單之按金及預付款為10,920,000港元(2018年3月31日：10,561,000港元，其中286,000港元包括在貿易及其他應收款項內)，已抵押予銀行作為其授予本集團一般銀行額度之抵押。

12. AVAILABLE-FOR-SALE INVESTMENTS**12. 可供出售投資**

	30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Equity securities listed in Hong Kong, at market value	-	109,665
於香港上市之股本證券，按市值		

At 31 March 2018, available-for-sale investments were stated at fair values. The fair values of the listed equity securities were determined based on the quoted market bid prices available on the Stock Exchange.

Upon initial application of HKFRS 9 during the current interim period, available-for-sale investments were reclassified to financial assets at FVTPL which are detailed in notes 2(b)(i) and 11(a).

於2018年3月31日，可供出售投資以公平值列賬。上市股本證券之公平值乃根據聯交所所報之市場出價釐定。

於本中期首次應用香港財務報告準則第9號時，可供出售投資重新分類至公平值計入損益之金融資產，有關詳情已載列於附註2(b)(i)及11(a)。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

13. LOANS RECEIVABLE

13. 應收貸款

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Fixed-rate loans receivable	定息應收貸款	184,640	228,080
Variable-rate loans receivable	浮息應收貸款	30,427	31,181
		215,067	259,261
Less: Impairment allowance	減：減值撥備	(3,457)	-
		211,610	259,261
Analysed as:	分析為：		
Current portion	流動部分	169,970	245,282
Non-current portion	非流動部分	41,640	13,979
		211,610	259,261

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

期內應收貸款之減值撥備之變動如下：

		Impairment allowance for loans receivable
		應收貸款之減值撥備
		HK\$'000
		千港元
At 31 March 2018 (audited)	於2018年3月31日(經審核)	-
Impairment allowance recognised	已確認之減值撥備	3,457
At 1 April 2018 (restated) and 30 September 2018 (unaudited)	於2018年4月1日(經重列)及2018年9月30日(未經審核)	3,457

13. LOANS RECEIVABLE (Continued)

At 30 September 2018, the range of interest rate on the Group's fixed-rate loans receivable is 3.125% to 18% (31 March 2018: 3% to 19%) per annum and the range of interest rate on the Group's variable-rate loans receivable is prime rate less 1.0% to prime rate plus 2.0% (31 March 2018: prime rate less 2.95% to prime rate plus 2.0%) 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.

The Group has a policy for assessing the impairment on loans receivable on an individual basis. The assessment also includes evaluation of collectability of accounts and management's judgment, including the financial background, current creditworthiness, collateral and past collection history of each borrower.

In determining the recoverability of loans receivable, the Group considers any change in the credit quality of the loans receivable from the date credit was initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions. The management closely monitors the credit quality of loans receivable. At 30 September 2018 and 31 March 2018, no loans receivable are past due at the end of the reporting period.

13. 應收貸款(續)

於2018年9月30日，本集團之定息應收貸款每年利率介乎3.125%至18% (2018年3月31日：每年3%至19%)及本集團之浮息應收貸款每年利率介乎最優惠利率減1.0%至最優惠利率加2.0% (2018年3月31日：每年最優惠利率減2.95%至最優惠利率加2.0%)。

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。

本集團按個別基準之政策評估應收貸款之減值。該評估亦包括賬戶可收回狀況之評估及就包括每名借款人之財務背景、現時信譽、抵押及過往收回歷史之管理層之判斷。

於釐定應收貸款之可收回狀況，本集團考慮應收貸款自最初授出信貸直至報告日期之信貸質素之任何改變。當中包括評估借款人之信貸歷史，如財務困難或違約還款，及現時市場狀況。管理層緊密監控應收貸款之信貸質素。於2018年9月30日及2018年3月31日，於報告期末並無應收貸款過期。

13. LOANS RECEIVABLE (Continued)

Since the adoption of HKFRS 9 on 1 April 2018, assessments were further made based on forward-looking information and after considering the factors that are specific to the borrowers, general economic conditions and assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The Group applies the general approach for providing for ECL prescribed by HKFRS 9 for loans receivable, which the loss allowance are measured on 12m ECL basis and there has been no significant increase in credit risk since initial recognition. As at 1 April 2018, the credit loss allowance of HK\$3,457,000 for loans receivable has been recognised against accumulated profits. No loss allowance is charged against the loans receivable during the current interim period since the directors of the Company considered it is negligible.

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

14. INTANGIBLE ASSET

At 30 September 2018 and 31 March 2018, intangible asset represents a trading right of carrying value of HK\$500,000 that confers eligibility of an indirect wholly-owned subsidiary of the Company, Constance Capital Limited (“Constance Capital”), to trade on the Stock Exchange. The trading right has no foreseeable limit to the period that Constance Capital can use to generate net cash flows. As a result, the trading right is considered by management of the Company as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trading right will not be amortised until its useful life is determined to be finite. It will be tested for impairment semi-annually and whenever there is an indication that it may be impaired. At 30 September 2018 and 31 March 2018, the management of the Company determined that there is no impairment of Constance Capital’s trading right based on its value in use.

13. 應收貸款(續)

於2018年4月1日採納香港財務報告準則第9號起，作出進一步評估乃根據前瞻性資料及考慮個別借款人之獨特因素、整體經濟狀況及評估於報告日期之現時狀況及預測之將來狀況。本集團應用香港財務報告準則第9號所規定之方式就應收貸款計算預期信貸虧損，虧損撥備以12個月預期信貸虧損之基準計量及於首次確認後並沒有重大增加信貸風險。於2018年4月1日，應收貸款之預期信貸虧損3,457,000港元已於累計溢利確認對沖。於本中期應收貸款並無虧損撥備因本公司董事認為其微不足道。

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。

14. 無形資產

於2018年9月30日及2018年3月31日，無形資產乃為授予本公司之一間間接全資擁有附屬公司，弘雅資本有限公司(「弘雅資本」)資格可於聯交所買賣之交易權之賬面值500,000港元。弘雅資本可使用沒有期限之交易權以獲取現金流量淨額。因此，本公司管理層認為交易權為無限使用年期因預期其可無限期貢獻現金流量淨額。交易權不會被攤銷直至其使用年期釐定為有限。此交易權將於每半年及每當顯示其有可能減值時進行減值測試。於2018年9月30日及2018年3月31日，本公司管理層乃根據使用價值釐定弘雅資本之交易權沒有減值。

15. DEPOSITS

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Statutory deposits (note)	法定按金(附註)	205	205
Deposit paid for acquisition of property plant and equipment	購入物業、廠房及設備之已付按金	-	139
Deposit paid for investment properties	投資物業之已付按金	2,225	1,970
		2,430	2,314

Note: The amounts represent Constance Capital's statutory deposits with Hong Kong Securities Clearing Company Limited and the Stock Exchange.

附註：該金額乃為弘雅資本存放於香港中央結算有限公司及聯交所之法定按金。

16. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

At 30 September 2018, the amount of properties held for development for sale which is expected to be completed more than twelve months after the end of the reporting period is HK\$866,494,000 (31 March 2018: HK\$400,649,000).

On 16 March 2018, an indirect wholly-owned subsidiary of the Company (as one of the vendors) entered into an agreement for disposal of the entire issued share capital and the shareholders' loan of a wholly-owned subsidiary of the Company for an attributable consideration of HK\$690,000,000 out of the total consideration of HK\$920,000,000 (the "S&P Agreement"). The wholly-owned subsidiary to be disposed of holds 75% interest of a residential properties development project (the "LS Properties"). During the six months ended 30 September 2018, the LS Properties amounting to HK\$429,206,000 were transferred to properties held for sale upon completion of construction work. Subsequently on 16 October 2018, the disposal transaction is completed and the sales proceeds amounting to HK\$690,000,000 are recognised as property sales.

16. 持作出售發展物業

於2018年9月30日，本集團持作出售發展物業之金額預期於報告期末後超過十二個月內完成為866,494,000港元(2018年3月31日：400,649,000港元)。

於2018年3月16日，本公司一間間接全資擁有附屬公司(作為其中一賣方)簽定協議以總代價920,000,000港元當中應佔代價690,000,000港元出售本公司一間全資擁有附屬全部已發行股本及股東貸款(「買賣協議」)。將出售之全資擁有附屬公司持有一項住宅物業發展項目75%權益(「LS物業」)。截至2018年9月30日止六個月，LS物業金額429,206,000港元於完成建築工程後轉撥至持作出售物業。隨後於2018年10月16日，出售交易完成及出售所得款項690,000,000港元確認為物業銷售。

17. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group acquired equity-linked investments with financial institutions in Hong Kong. The equity-linked investments as at 31 March 2018 contained embedded derivative, the return of which was determined with reference to the closing price of one equity securities listed on the Stock Exchange. As at 31 March 2018, the aggregate principal amount was HK\$30,000,000 with fixed coupon interest rates and remaining time to maturity within two months. The equity-linked investments contained terms enabling the issuers either to deliver the underlying equity securities on maturity if the market prices of underlying securities were lower than their respective predetermined reference stock prices or cash settlement of the principal and interest if the market prices of the underlying securities were higher than their respective predetermined reference stock prices. The equity-linked investments were subject to the option for early termination at the discretion of the holders.

At the date of initial application of HKFRS 9 on 1 April 2018, the Group no longer applied designated as measured at FVTPL for the equity-linked investments, as these financial assets were required to be measured at FVTPL under HKFRS 9. As a result, the fair value of the equity-linked investments were reclassified from financial assets designated as at FVTPL as financial assets at FVTPL (note 2(b)(iii)).

During the current interim period, the Group acquired equity-linked investments for HK\$50,000,000 (six months ended 30 September 2017: HK\$383,000,000). Subsequent to the acquisition, certain equity-linked investments of HK\$47,834,000 (six months ended 30 September 2017: HK\$48,803,000) were converted into listed equity securities as the share price at date of maturity of the underlying securities reached the strike price.

17. 指定按公平值計入損益之金融資產

本集團經香港金融機構購入股票掛鈎投資。於2018年3月31日之股票掛鈎投資包含內含衍生工具，其回報乃參考一項於聯交所上市股本證券之收市價而釐定。於2018年3月31日之本金總額30,000,000港元為固定息率及尚餘兩個月到期。股票掛鈎投資包含條款可使發行人當相關證券市價低於各自預定參考股份價格時於到期日送達相關股本證券，或當相關證券之市價高於各自預定參考股份價格時以現金清付本金及利息。持有人可酌情選擇提早終止股票掛鈎投資。

於2018年4月1日首次應用香港財務報告準則第9號，本集團不再就股票掛鈎票據應用指定按公平值計量因該等金融資產須根據香港財務報告第9號之要求按公平值計量。因此，股票掛鈎票據之公平值由指定按公平值計入損益之金融資產重新分類至按公平值計入損益之金融資產(附註2(b)(iii))。

於本中期中，本集團購入股票掛鈎票據50,000,000港元(截至2017年9月30日止六個月：383,000,000港元)。於購入之後，由於相關證券於到期日的股票價格達到行使價格，若干股票掛鈎票據之47,834,000港元(截至2017年9月30日止六個月：48,803,000港元)被轉換為上市股本證券。

18. TRADE AND OTHER RECEIVABLES

18. 貿易及其他應收款項

The Group did not grant any credit period to its tenants. The aged analysis of trade receivables, based on invoice date, at the end of the reporting period is as follows:

本集團沒有給予租戶除帳期。於報告期末，根據發票日期，貿易應收款項之賬齡分析如下：

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables:	貿易應收款項：		
0-60 days	0-60日	627	405
61-90 days	61-90日	24	13
Over 90 days	超過90日	48	-
		699	418
Deposit paid for acquisition of properties held for development for sale	收購持作出售發展物業之已付按金	3,139	-
Deposit and prepayments for a life insurance policy (see note 2(b)(iv))	人壽保單之按金及預付款 (見附註2(b)(iv))	-	286
Escrow deposits for properties held for sale	持作出售物業之託管按金	9,300	14,448
Amount recoverable from joint operator (note (a))	來自共同合作方之可收回金額(附註(a))	81,602	81,602
Prepayments	預付款	1,731	1,368
Interest receivable	應收利息	1,185	1,015
Refundable stamp duty (note (b))	可退回印花稅 (附註(b))	89,400	89,400
Other receivables	其他應收款項	2,081	1,730
		189,137	190,267

18. TRADE AND OTHER RECEIVABLES

(Continued)

Notes:

- (a) Under the terms of a joint operation arrangement for a property redevelopment project, each of the Group and the other joint operator agreed to pay for and bear the redevelopment costs incurred on the project in proportion to their agreed proportion. The other joint operator undertook to promptly make contributions when called upon to do so by the Group. The amounts recoverable from joint operator represented redevelopment costs incurred which were attributable to the proportion agreed to be paid for and borne by the other joint operator for which the Group had not called for payment.
- (b) 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. At 30 September 2018, the amount is included in the Group's current assets in the condensed consolidated statement of financial position as it is expected that the refund of stamp duty will be received within twelve months.

19. IMPAIRMENT ASSESSMENT ON OTHER FINANCIAL ASSETS SUBJECT TO ECL MODEL

Other financial assets subject to ECL model include other receivables and bank balances.

As part of the Group's credit risk management, the Group applies internal credit rating for its debtors. The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The internal credit rating is regularly reviewed by management to ensure relevant information about specific debtors is updated.

18. 貿易及其他應收款項(續)

附註：

- (a) 根據一項有關物業重建項目之共同合作安排條款，本集團及其他共同合作方各自同意按照各方同意之比例支付及分擔項目之重建成本。其他共同合作方承諾會應本集團要求即時提供資金。來自共同合作方之可收回金額乃為其他共同合作方按照各方同意比例需要支付及分擔而本集團並未要求支付之重建成本。
- (b) 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2018年9月30日，此金額包括在本集團簡明綜合財務狀況表內之流動資產內因預期印花稅退款將於十二個月內收回。

19. 於預期信貸虧損模式下之其他金融資產減值評估

於預期信貸虧損模式下之其他金融資產包括銀行結餘及其他應收款項。

作為本集團之信貸風險管理之部份，本集團會就其客戶應用內部信貸評級。其估計虧損級別乃根據借款人及債務人預計年期之過往可觀察違約級別及按無需過度之成本或努力之現有前瞻性資料調整而估算。管理層定期審閱內部信貸評級以確保特定借款人之相關資料為最新的。

19. IMPAIRMENT ASSESSMENT ON OTHER FINANCIAL ASSETS SUBJECT TO ECL MODEL (Continued)

For other receivables, no allowance for impairment was made since the directors of the Company consider that the probability of default is minimal after assessing the counter-parties' financial background and creditability.

For bank balances, no allowance for impairment was made since the directors of the Company consider that the probability of default is negligible as such amounts are receivable from or placed in banks that have good reputation.

19. 於預期信貸虧損模式下之 其他金融資產減值評估(續)

就其他應收款項，並沒有作出減值撥備因本公司董事在評估對方之財務背景及信譽後認為違約可能性極少。

就銀行結餘，並沒有作出減值撥備因本公司董事認為違約可能性微不足道由於該等金額乃來自或存放於有信譽之銀行之應收款項。

20. TRADE AND OTHER PAYABLES

20. 貿易及其他應付款項

		30 September 9月30日 2018 <i>HK\$'000</i> 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 <i>HK\$'000</i> 千港元 (Audited) (經審核)
Trade payables	貿易應付款項	4,343	9,151
Retention payable (note)	應付保修金(附註)	6,825	10,325
Rental deposits received and rental received in advance	已收租金按金及預收租金	23,464	13,725
Deposits received from sale of residential units (see note 2(a))	出售住宅單位之已收按金(見附註2(a))	-	11,554
Property management fund payable	應付物業管理基金	7,843	7,655
Interest payable	應付利息	908	735
Accruals and other payables	預提及其他應付款項	7,828	10,115
		51,211	63,260

Note: At 30 September 2018, retention payable of HK\$6,825,000 (31 March 2018: HK\$10,325,000) is expected to be settled within twelve months after the end of the reporting period.

附註：於2018年9月30日，應付保修金6,825,000港元(2018年3月31日：10,325,000港元)預期將於報告期末後十二個月內支付。

20. TRADE AND OTHER PAYABLES

(Continued)

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

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60日	4,343	8,251
Over 90 days	超過90日	-	900
		4,343	9,151

21. AMOUNT DUE TO A NON-CONTROLLING INTEREST

The amount is unsecured, interest-free and repayable on demand.

20. 貿易及其他應付款項(續)

貿易應付款項之賬齡分析，乃根據於報告期末之發票日期釐定如下：

		30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60日	4,343	8,251
Over 90 days	超過90日	-	900
		4,343	9,151

21. 應付非控股權益金額

該金額乃沒有抵押、免息及即期付款。

22. SECURED BANK BORROWINGS

22. 有抵押銀行借貸

		30 September	31 March
		9月30日	3月31日
		2018	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Carrying amount repayable as follows (based on the scheduled repayment dates set out in the loan agreements):	應償還之賬面值如下 (根據貸款協議之指定償還日期):		
- within one year	- 一年內	525,887	601,657
- between one to two years	- 一至二年	221,271	65,188
- between two to five years	- 二至五年	93,651	97,122
- more than five years	- 超過五年	380,527	387,775
		1,221,336	1,151,742
Comprising:	包括:		
Amount due within one year shown under current liabilities	顯示於流動負債之一年內到期應付金額	525,887	601,657
Amount shown under non-current liabilities	顯示於非流動負債之金額	695,449	550,085
		1,221,336	1,151,742

During the current interim period, the Group obtained new bank loan amounting to HK\$200,000,000 (six months ended 30 September 2017: HK\$472,257,000) and repaid bank loans amounting to HK\$130,614,000 (six months ended 30 September 2017: HK\$139,796,000). The new loan carries interest at Hong Kong Interbank Offered Rate plus 1.5% per annum. The new loan is secured by an investment property with carrying amount HK\$796,000,000 at 30 September 2018.

於本中期，本集團取得新銀行貸款200,000,000港元(截至2017年9月30日止六個月: 472,257,000港元)及已償還銀行貸款130,614,000港元(截至2017年9月30日止六個月: 139,796,000港元)。新貸款之年息率為香港銀行同業拆息加1.5%。新貸款以投資物業於2018年9月30日之賬面值796,000,000港元作為抵押。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

23. SHARE CAPITAL

23. 股本

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：			
At 1 April 2017 (audited), 31 March 2018 (audited) and 30 September 2018 (unaudited)	於2017年4月1日 (經審核)、 2018年3月31日 (經審核)及 2018年9月30日 (未經審核)	0.1	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：			
At 1 April 2017 (audited) and 31 March 2018 (audited)	於2017年4月1日 (經審核)及 2018年3月31日 (經審核)	0.1	79,420,403	7,942
Issue of new shares (note)	發行新股份(附註)	0.1	11,900,000	1,190
At 30 September 2018 (unaudited)	於2018年9月30日 (未經審核)	0.1	91,320,403	9,132

Note: On 17 May 2018, the Company allotted 11,900,000 ordinary shares of HK\$0.1 each by placing to not less than six placees at a placing price of HK\$4.60 per placing share. The Company raised HK\$54,193,000 (net of expenses) with the intention at the time of placing for acquisition of properties. The new placing shares were issued pursuant to the general mandate granted to the directors by a resolution of the shareholders of the Company passed at the annual general meeting held on 7 August 2017.

*附註：*於2018年5月17日，本公司配發11,900,000股每股0.1港元普通股股份以每股配售股份配售價格4.6港元配售予不少於六名承配人。本公司籌得54,193,000港元(扣除開支後)於配售時打算用作收購物業。新配售股份乃按2017年8月7日週年大會由本公司股東給予之授權發行。

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial instruments that are measured at fair value on a recurring basis

Some of the Group's financial instruments are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

- Level 1 inputs are quoted prices (unadjusted) in active market for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the asset or liability.

24. 金融工具之公平值計量

按經常性基準以公平值計量之本集團金融工具之公平值

部分本集團之金融工具於報告期末按公平值計量。下表提供有關如何釐定該等金融工具之公平值(特別是,所使用的估值技術及輸入數據),及根據公平值計量的輸入數據的可觀察程度以劃分公平值級別水平(第1至第3級)之資料。

- 第1級輸入數據乃按可識別資產或負債於活躍市場所報之價格(未經調整)得出;
- 第2級輸入數據乃按資產或負債可直接(即作為價格)或間接(即按價格衍生)觀察之輸入數據得出;及
- 第3級輸入數據指資產或負債之不可觀察數據。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

For the six months ended 30 September 2018

截至2018年9月30日止六個月

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(Continued)

Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (Continued)

24. 金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融工具之公平值(續)

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key inputs
金融資產	公平值於		公平值級別	估值技術及輸入數據
	30 September 2018	31 March 2018		
	2018年9月30日	2018年3月31日		
	HK\$'000	HK\$'000		
	千港元	千港元		
	(Unaudited)	(Audited)		
	(未經審核)	(經審核)		
Financial assets at FVTPL				
按公平值計入損益之金融資產				
- Listed equity securities	103,854	100,094	Level 1	Quoted bid prices in an active market
- 上市股本證券			第1級	於活躍市場中所報之出價
- Convertible notes	74,150	N/A	Level 3	Black-Scholes model with Trinomial Tree method (note 11(b))
- 可換股票據		不適用	第3級	布萊克-蘇科爾模式及三叉樹法(附註 11(b))
- Deposit and prepayments for a life insurance policy	10,920	N/A	Level 2	Quoted market prices provided by financial institution (note)
- 人壽保單之按金及預付款		不適用	第2級	由金融機構提供所報之市價(附註)
Available-for-sale investments	-	109,665	Level 1	Quoted bid prices in an active market
可供出售投資			第1級	於活躍市場中所報之出價
Derivatives component of convertible notes	-	10,750	Level 3	Black-Scholes model with Trinomial Tree method (note 11(b))
可換股票據之衍生成分			第3級	布萊克-蘇科爾模式及三叉樹法(附註 11(b))
Financial assets designated as at FVTPL	-	29,885	Level 2	Quoted market prices provided by bank (note)
指定按公平值計入損益之金融資產			第2級	由銀行提供之市場出價(附註)

Note: Quoted market prices provided by bank or financial institution represent the fair value based on the quoted prices on the underlying investments.

附註：銀行或金融機構提供的市場出價是代表相關投資報價之公平值。

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(Continued)

Fair value of the Group's financial instruments that are measured at fair value on a recurring basis (Continued)

There were no transfers between Levels 1, 2 and 3 in both periods.

Upon initial application of HKFRS 9 during the current interim period, convertible notes, deposit and prepayments for a life insurance policy, available-for-sale investments, derivatives component of convertible notes and financial assets designated as at FVTPL were reclassified to financial assets at FVTPL, details of which are set out in note 2.

25. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS

- (a) During the period, the Group had the following transactions with a wholly-owned subsidiary of Eminence.

24. 金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融工具之公平值(續)

第1級、第2級及第3級之間並沒有於兩個期間轉移。

於本中期首次應用香港財務報告準則第9號，可換股票據、人壽保單之按金及預付款、可供出售投資、可換股票據之衍生成份及指定按公平值於損益計量之金融資產重新分類至按公平值於損益計量之金融資產，詳情已載列於附註2內。

25. 關連人士交易／關連交易

- (a) 於期內，本集團與高山之一間全資擁有附屬公司進行如下交易。

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Rental income	租金收入	1,248	1,248

Ms. Lui Yuk Chu, a director and substantial shareholder of the Company, is also a director of Eminence.

雷玉珠女士，本公司董事及主要股東，亦為高山董事。

**25. RELATED PARTY TRANSACTIONS/
CONNECTED TRANSACTIONS**

(Continued)

(a) (Continued)

Ms. Koon Ho Yan Candy, a director and substantial shareholder of the Company, was also a director of Eminence until she resigned as an executive director of Eminence with effect from 18 April 2017.

- (b)** At 30 September 2018 and 31 March 2018, the Group holds convertible notes issued by Eminence, details of which are set out in note 11(b).

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

25. 關連人士交易／關連交易
(續)**(a)** (續)

官可欣女士，本公司董事及主要股東，亦為高山董事直至彼自生效日期2017年4月18日辭任為高山執行董事。

- (b)** 於2018年9月30日及2018年3月31日，本集團持有由高山發行之可換股票據，詳情載列於附註11(b)。

(c) 主要管理人員之薪酬

董事及其他主要管理成員於期內之酬金如下：

		Six months ended 30 September 截至9月30日止六個月	
		2018 HK\$'000 千港元 (Unaudited) (未經審核)	2017 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term employee benefits	短期僱員福利		
Salaries and other benefits	薪金、花紅及其他福利	9,064	8,120
Contributions to retirement benefit schemes	退休福利計劃供款	176	168
		9,240	8,288

**25. RELATED PARTY TRANSACTIONS/
CONNECTED TRANSACTIONS**

(Continued)

**(c) Compensation of key management
personnel (Continued)**

The Group has been providing accommodation to Ms. Lui Yuk Chu for use by her and her family members. Rental of the residential unit were included in “salaries and other benefits” above. In May 2017, the tenancy agreement expired. The Company determined to provide residential units and car parking spaces of properties held for sale to Ms. Lui Yuk Chu rent-free for use by her and her family members. Properties held for sale amounting to HK\$75,288,000 were transferred to property, plant and equipment during the six months ended 30 September 2017.

The remuneration of directors of the Company and key executives are determined by the remuneration committee and executive directors, respectively, having regard to the performance of individuals and market trends.

- (d) In January 2011, the Company entered into an employment agreement with Mr. Koon Wing Yee to act as general manager of the Company. The employment agreement, which constitutes a connected transaction, commenced on 21 February 2011 but may be terminated by either party at any time by three months’ notice. The monthly salary has been adjusted twice to HK\$180,000 with effect from 1 April 2017. The remuneration of Mr. Koon Wing Yee as general manager of the Company during the six months ended 30 September 2018 was HK\$1,089,000 (six months ended 30 September 2017: HK\$1,089,000) and was included in “compensation of key management personnel” in (c) above.

**25. 關連人士交易／關連交易
(續)**

(c) 主要管理人員之薪酬(續)

本集團提供住所給雷玉珠女士作為彼及彼之家庭成員使用。該住宅單位之租金已包括在上述之「薪金、花紅及期內福利」內。於2017年5月，有關租約到期。本公司決定免租提供持作出售物業之住宅單位及泊車位作為雷玉珠女士及其家庭成員使用。截至2017年9月30日止六個月期間持作出售物業以75,288,000港元轉撥至物業、廠房及設備。

董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

- (d) 於2011年1月，本公司與官永義先生訂立僱用協議，僱用彼為本公司之總經理。該僱用協議，構成關連交易，由2011年2月21日開始，但可由其中任何一方於任何時間給予三個月通知而終止。月薪經兩次調整至180,000港元自2017年4月1日生效。截至2018年9月30日止六個月內官永義先生作為本公司總經理之酬金為1,089,000港元（截至2017年9月30日止六個月：1,089,000港元），及已包括在以上(c)項之「主要管理人員之薪酬」內。

**25. RELATED PARTY TRANSACTIONS/
CONNECTED TRANSACTIONS**

(Continued)

(d) (Continued)

Mr. Koon Wing Yee is the spouse of Ms. Lui Yuk Chu who is a director of the Company and is also one of the beneficiaries under a family trust holding 31.95% (31 March 2018: 36.74%) equity interest of the Company at 30 September 2018. Ms. Lui Yuk Chu also holds 19.09% (31 March 2018: 21.95%) equity interest of the Company through an entity wholly-owned by her.

- (e) During the current interim period, the Group received rental income totalling HK\$120,000 (six months ended 30 September 2017: HK\$120,000) from certain close relatives of Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy, directors and substantial shareholders of the Company.
- (f) During the current interim period, the Group paid HK\$866,000 (six months ended 30 September 2017: HK\$297,000) to Wing Yee Football Team Company Limited, a company controlled by Mr. Koon Wing Yee, which is recognised in profit or loss as “advertising”.
- (g) During the prior interim period, the Group paid HK\$6,000 (six months ended 30 September 2018: nil) to Easyknit Charitable Foundation Limited, a company controlled by Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy, directors and substantial shareholders of the Company, which was recognised in profit or loss as “donations”.

25. 關連人士交易／關連交易
(續)

(d) (續)

官永義先生為雷玉珠女士之配偶，雷玉珠女士為本公司董事及亦為於2018年9月30日持有本公司31.95% (2018年3月31日：36.74%) 權益之其中一名家族信託受益人。雷玉珠女士亦透過一間其全資擁有之實體持有本公司19.09% (2018年3月31日：21.95%)股本權益。

- (e) 於本中期，本集團收取本公司董事及主要股東雷玉珠女士及官可欣女士若干近親之租金收入120,000港元 (截至2017年9月30日止六個月：120,000港元)。
- (f) 於本中期，本集團支付866,000港元 (截至2017年9月30日止六個月：297,000港元)予永義足球隊有限公司，一間官永義先生控制之公司，於損益確認為「廣告」。
- (g) 於前中期，本集團支付6,000港元 (截至2018年9月30日止六個月：無)予永義慈善基金會有限公司，一間本公司董事及主要股東雷玉珠女士及官可欣女士控制之公司，於損益確認為「捐款」。

26. CAPITAL COMMITMENTS

26. 資本承擔

	30 September 9月30日 2018 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 3月31日 2018 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of investment properties	1,100	844

27. EVENTS AFTER THE END OF THE REPORTING PERIOD

27. 報告期末後重大事項

The following events took place subsequent to 30 September 2018:

- (a) On 19 November 2018, the Group and the Eminence Group (comprising Eminence and its subsidiaries) entered into conditional agreements to effect the following:
- (i) The Group (as seller) will sell the entire issued share capital of an indirect wholly-owned subsidiary (the “**Easyknit Sale Company**”) and shareholder loan for an aggregate consideration of HK\$470 million subject to adjustment by way of deduction of a sum equal to the amount of bank loan outstanding as at the completion date on a dollar-for-dollar basis (the “**Easyknit Sale Agreement**”). The principal asset of the Easyknit Sale Company is a building with a fair value of HK\$460 million at 14 November 2018 (the “**Easyknit Sale Building**”). A deposit of HK\$23,500,000 was received by the Group on the signing of the agreement.

於2018年9月30日後發生之重大事項如下：

- (a) 於2018年11月19日，本集團及高山集團(包括高山及其附屬公司)簽訂有條件協議以實現下列事項：
- (i) 本集團(作為賣方)將出售一間間接全資擁有附屬公司(「**永義待售公司**」)之全部已發行股本及股東貸款合共代價470,000,000港元，惟可透過扣除相等於完成日期未償還銀行貸款金額的款項按等值基準方式作出調整。(「**永義待售協議**」)。永義待售公司之主要資產乃為一座於2018年11月14日之公平值460,000,000港元之樓宇(「**永義待售樓宇**」)。本集團已於簽訂協議時收取按金23,500,000港元。

27. EVENTS AFTER THE END OF THE REPORTING PERIOD (Continued)

(a) (Continued)

- (ii) The Group (as buyer) will acquire the entire issued share capital of an indirect wholly-owned subsidiary of Eminence (the “**Eminence Sale Company**”) and shareholder loan for an aggregate consideration of HK\$1,035 million subject to adjustment by way of deduction of a sum equal to the amount of bank loan outstanding as at the completion date on a dollar-for-dollar basis (the “**Eminence Sale Agreement**”). The principal asset of the Eminence Sale Company is a building with a fair value of HK\$1,170 million at 14 November 2018. A deposit of HK\$51,750,000 was paid by the Group on the signing of the agreement.

Completion of the Easyknit Sale Agreement and the Eminence Sale Agreement shall take place simultaneously. The aggregate sum receivable by the Group under the Easyknit Sale Agreement will be set off against the sum payable by the Group under the Eminence Sale Agreement.

Details of the above are set out in the joint announcement of the Company and Eminence dated 21 November 2018. A joint circular will be despatched when available.

27. 報告期末後重大事項(續)

(a) (續)

- (ii) 本集團(作為買方)將收購高山一間間接全資擁有附屬公司〔(高山待售公司)〕之全部已發行股本及股東貸款合共代價1,035,000,000港元。惟可透過扣除相等於完成日期未償還銀行貸款金額的款項按等值基準方式作出調整。〔(高山待售協議)〕。高山待售公司之主要資產乃為一座於2018年11月14日之公平值1,170,000,000港元之樓宇〔(高山待售樓宇)〕。本集團已於簽訂協議時支付按金51,750,000港元。

永義待售協議及高山待售協議將同時完成。根據永義待售協議本集團合共應收的總額將與根據高山待售協議本集團合共應付金額扣除。

有關詳情已載列於本公司及高山日期為2018年11月21日之聯合公佈內。聯合通函將於稍後寄發。

27. EVENTS AFTER THE END OF THE REPORTING PERIOD (Continued)

27. 報告期末後重大事項(續)

- (b) Subject to the simultaneous completion of the Easyknit Sale Agreement and the Eminence Sale Agreement and when the Easyknit Sale Company becomes a subsidiary of Eminence, the Easyknit Sale Company will enter into a property management agreement with an indirect wholly-owned subsidiary of the Company (the “**Manager**”) appointing the Manager to manage the Easyknit Sale Building for an initial period of three years. The monthly management fee payable by the Easyknit Sale Company to the Manager will be determined with reference to expenditure incurred by the Manager subject to a maximum annual cap of HK\$420,000.

Details of the above are also set out in the joint announcement of the Company and Eminence dated 21 November 2018.

- (b) 當永義待售協議及高山待售協議同時完成時及當永義待售公司成為高山一間附屬公司，永義待售公司將與本公司一間間接全資擁有附屬公司(「**管理人**」)簽訂物業管理協議以委任管理人管理永義待售樓宇初步為期三年。永義待售公司之每月應付管理費予管理人乃參考管理人之開支而釐定，每年最高限額為420,000港元。

上述詳情已載於本公司及高山日期於2018年11月21日之聯合公佈內。



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司

(Stock Code 股份代號: 1218)

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