

STELUX Holdings International Limited

(Stock Code 股份代號 : 84)

寶光實業(國際)有限公司

Annual Report 2018
年報二零一八

你要保守你心，勝過保守一切，
因為一生的果效是由心發出。

箴言 4:23

Above all else, guard your heart, for everything you do flows from it.

Proverbs 4:23

CONTENTS

目錄

Financial Summary	財務摘要	1
Management Discussion and Analysis	管理層討論及分析	2
Report of the Directors	董事會報告書	11
Independent Auditor's Report	獨立核數師報告	33
Consolidated Income Statement	綜合收益表	42
Consolidated Statement of Comprehensive Income	綜合全面收益表	44
Consolidated Balance Sheet	綜合資產負債表	45
Consolidated Statement of Changes in Equity	綜合權益變動表	47
Consolidated Cash Flow Statement	綜合現金流量表	48
Notes to the Financial Statements	財務報表附註	49
Environmental, Social and Governance Report	環境、社會及管治報告	164
Awards	獎項	202
Corporate Information	公司資料	204
Company Directory	公司資料索引	206
Financial Calendar	財務日誌	211

FINANCIAL SUMMARY
財務摘要

		2014	2015	2016	2017	2018
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣佰萬元	港幣佰萬元	港幣佰萬元	港幣佰萬元	港幣佰萬元
					(Restated)	
					(重列)	
Consolidated income statement for the years ended 31 March	綜合收益表 截至3月31日止年度					
Revenue	收入	3,891.6	3,940.8	3,401.7	1,634.9*	1,509.1*
Profit/(loss) for the year	年度溢利/(虧損)					
Continuing Operations	持續營運業務				(132.5)	(145.8)
Discontinued Operations	終止營運業務				(45.2)	(4.5)
Net profit/(loss) for the year	年度淨溢利/(虧損)	172.2	92.1	(189.8)	(177.7)	(150.3)
Interim dividend paid	已派中期股息	37.7	20.9	–	–	–
Final dividend proposed	擬派末期股息	38.7	10.5	–	–	–
Special dividend proposed	擬派特別股息	–	–	–	–	198.8
Consolidated balance sheet as at 31 March	綜合資產負債表 3月31日結算					
Assets	資產	2,965.8	3,091.4	2,958.4	2,648.2	2,651.9
Less: Liabilities and non-controlling interests	減：負債及 非控股權益	1,507.5	1,644.9	1,728.6	1,729.1	1,631.3
Shareholders' funds	股東資金	1,458.3	1,446.5	1,229.8	919.1	1,020.6
Per share data	每股資料	HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元	HK\$ 港幣元
Earnings/(loss)	盈利/(虧損)	0.164	0.088	(0.182)	(0.170)	(0.144)
Interim dividend paid	已派中期股息	0.036	0.02	–	–	–
Final dividend proposed	擬派末期股息	0.037	0.01	–	–	–
Special dividend proposed	擬派特別股息	–	–	–	–	0.19
Shareholders' funds	股東資金	1.394	1.382	1.175	0.878	0.975

* On 26 January 2018, the Group announced the disposal of its entire optical retail and wholesale businesses (the "Optical Business") to its controlling shareholder (the "Disposal"). The Optical Business is classified as Discontinued Operations. Comparative figures for the year ended 31 March 2017 were restated accordingly.

於2018年1月26日，本集團宣佈向其控股股東出售其整個眼鏡零售及批發業務（「眼鏡業務」）（「出售事項」），而已出售的業務於本年報分類為終止營運業務。截至2017年3月31日止年度的比較數字已相應重列。



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

- Disposal of Optical Business for HK\$400 million in cash
以現金 HK\$400 佰萬出售眼鏡業務
- Payment of conditional special distribution of HK\$0.19 dollars per share
支付有條件特別分派每股股份 HK\$0.19
- Group Net Loss reduced by 15.3% to HK\$150.6 million
集團虧損淨額減少 15.3% 至 HK\$150.6 佰萬
- Operating costs of Continuing Operations reduced by around 14%
持續營運業務營運成本減少約 14%

Disposal of the Optical Business

On 26 January 2018, the Group announced the disposal of its entire optical retail and wholesale businesses (the “Optical Business”) to its controlling shareholder (the “Disposal”). Following the satisfaction of certain conditions of sale, including approval of the Disposal by the Company’s independent shareholders, the Disposal was completed on 1 June 2018 (the “Completion”). The Disposal has generated sale proceeds of HK\$400 million in cash, of which HK\$198.8 million has been distributed as a special distribution to shareholders of the Group.

In accordance with Hong Kong Financial Reporting Standard 5, the Optical Business is now classified as Discontinued Operations. This management discussion and analysis together with the financial results will focus on the remaining businesses within the Group after the Disposal, classified here as Continuing Operations.

出售眼鏡業務

於2018年1月26日，本集團宣佈向其控股股東出售其整個眼鏡零售及批發業務（「眼鏡業務」）（「出售事項」）。於達成若干出售條件（包括本公司獨立股東批准出售事項）後，出售事項已於2018年6月1日完成（「完成」）。出售事項已產生出售所得款項現金HK\$400佰萬，其中HK\$198.8佰萬已作為特別分派向本集團股東派付。

根據香港財務報告準則第5號，眼鏡業務現時獲歸類為終止營運業務。本管理層討論及分析連同財務業績將集中於出售事項後之餘下營運業務，在此歸類為持續營運業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Continuing Operations comprise of watch retailing under the “CITY CHAIN” brand; the wholesale trading of watches, including the “SEIKO” brand, watch supply chain management and watch movement manufacture related to its house brands, including “CYMA” and “Solvil et Titus”.

The Discontinued Operations will be presented separately as a single line item in the Group consolidated profit and loss account.

Summary of Results

For the year under review, turnover from the Continuing Operations fell by 7.7% to HK\$1,509.1 million (2017: HK\$1,634.9 million). A loss attributable to Group equity holders of HK\$150.6 million (2017: loss of HK\$177.9 million) for the Continuing Operations and the Discontinued Operations was reported, representing a y-o-y reduction of around 15.3%. This loss included a loss of HK\$4.5 million (2017: loss of HK\$45.2 million) for the Discontinued Operations.

After excluding the following non-cash items:–

- (i) an impairment of intangible assets of HK\$30.3 million (2017: HK\$3.7 million) given softened demand in the watch industry and a gain on re-measurement of deferred consideration payable of HK\$10 million (2017: nil) related to the Group’s Swiss movement assembly facilities;
- (ii) a provision for stocks of HK\$23.2 million (2017: HK\$23.4 million);
- (iii) an impairment for property plant and equipment of HK\$10.9 million (2017: HK\$9.5 million) mainly for certain non-performing shops;
- (iv) an income from utilisation of provision of onerous contracts of HK\$25.0 million (2017: a provision charge HK\$23.9 million); and
- (v) nil gain on redemption of convertible bonds (2017: net gain of HK\$25.4 million),

本集團的持續營運業務主要包括「時間廊」的手錶零售，「精工」及其他品牌的手錶批發業務，以及自家品牌包括「CYMA」和「鐵達時」的手錶供應鏈管理和手錶機芯製造。

終止營運業務將作為單項項目於本集團的綜合收益表中獨立呈列。

業績摘要

回顧本年度，來自持續營運業務的營業額下跌7.7%至HK\$1,509.1百萬(2017年：HK\$1,634.9百萬)。本集團權益持有人應佔來自持續營運業務及終止營運業務的虧損為HK\$150.6百萬(2017年：虧損HK\$177.9百萬)，按年減少約15.3%。此虧損包括終止營運業務虧損HK\$4.5百萬(2017年：虧損HK\$45.2百萬)。

於減去以下非現金項目後：—

- (i) 與集團瑞士機芯裝配設施有關的無形資產減值HK\$30.3百萬(2017年：HK\$3.7百萬)(鑒於鐘錶需求放緩)及重計遞延應付代價收入HK\$10百萬(2017年：無)；
- (ii) 存貨撥備HK\$23.2百萬(2017年：HK\$23.4百萬)；
- (iii) 物業、機器及設備減值HK\$10.9百萬(2017年：HK\$9.5百萬)(主要為個別表現欠佳的店舖)；
- (iv) 有法律義務合約的撥備撥回收入HK\$25.0百萬(2017年：撥備費用為HK\$23.9百萬)；及
- (v) 並無於贖回可換股債券取得的收益(2017年：收益淨額為HK\$25.4百萬)，

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

the Group reported a loss attributable to its shareholders of HK\$121.2 million (which included the impact from the increase in income tax expense of HK\$18.6 million mainly due to non-cash movement in deferred tax assets and liabilities), for the Continuing Operations and the Discontinued Operations (2017: loss of HK\$142.8 million).

Gross profit margin of the Continuing Operations was 50.9% compared to 53.5% in the previous financial year.

Operating costs for the Continuing Operations (other than impairment of intangible assets related to our Swiss movement production facility and the accounting impact of the convertible bonds) decreased by around 14% due mainly to a reduction in shop operating expenses and other office overheads.

Inventory of the Continuing Operations remained comparably stable at HK\$670.9 million (2017: HK\$693.3 million), with inventory turnover days of 331 days (2017: 333 days).

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2018 (2017: nil per ordinary share).

CITY CHAIN GROUP

- City Chain Group turnover down 7.4%
- City Chain Group Loss before interest and tax (LBIT) of HK\$48.7 million

The City Chain Group operates around 240 stores in Hong Kong, Macau, Mainland China (the “Greater China”), Singapore, Thailand and Malaysia together with on-line stores at <https://citychain-hk.tmall.hk/>, <https://titus.world.tmall.com/>, <http://mall.jd.com/index-54221.html>, <https://www.solvil-et-titus.hk/>, <https://www.solvil-et-titus.sg/> and <https://www.solvil-et-titus.co.th>.

本集團錄得其股東應佔虧損為HK\$121.2百萬，其中包括因持續營運業務及終止營運業務的遞延稅項資產及負債之非現金變動而導致的所得稅支出增加HK\$18.6百萬的影響(2017年：虧損為HK\$142.8百萬)。

持續營運業務的毛利率為50.9%，而上一個財政年度為53.5%。

持續營運業務的營運成本(撇除與集團瑞士機芯生產設施有關的無形資產減值及可換股債券的會計影響)減少約14%，主因為來自店舖營運支出及其他辦公室費用減少所致。

持續營運業務的存貨相對維持穩定於HK\$670.9百萬(2017年：HK\$693.3百萬)，存貨周轉日數為331日(2017年：333日)。

末期股息

董事會不建議宣派截至2018年3月31日止年度的末期股息(2017年：無)。

「時間廊」集團

- 「時間廊」集團營業額下跌7.4%
- 「時間廊」集團除利息及稅項前虧損為HK\$48.7百萬

「時間廊」集團於香港、澳門及中國大陸(「大中華」)、新加坡、泰國及馬來西亞營運約240間店舖，並於<https://citychain-hk.tmall.hk/>、<https://titus.world.tmall.com/>、<http://mall.jd.com/index-54221.html>、<https://www.solvil-et-titus.hk/>、<https://www.solvil-et-titus.sg/>及<https://www.solvil-et-titus.co.th>經營電商業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With returning positive sentiment, performance at the City Chain Group gradually improved during the review period. A smaller 7.4% fall in turnover (1H 17/18: 11.1%) to HK\$1,227.8 million was reported (2017: HK\$1,325.3 million) despite number of shops declining by around 15.4%. LBIT narrowed by 58.9% to HK\$48.7 million (2017: LBIT of HK\$118.6 million) as closure of non-performing shops and containment of rental and other operating expenses also contributed.

The City Chain Group reported moderate recovery as same store sales growth resumed in Greater China and Thailand, with sustainable momentum further seen in the second half of the financial year. Therefore, LBIT in 2H 17/18 was further reduced to HK\$11.0 million (1H 17/18: HK\$37.7 million). After a series of store revamps, a refreshed store image projecting an open lifestyle vibe contributed to increased customer traffic. Up to May 2018, around one-third of stores have been revamped or fitted out with our new lifestyle concept. Further store revamp will continue in FY 18/19. Moreover, enhancements to brand and product mix also converted into higher sell-through.

Greater China

Turnover performance for Greater China reported improvement, falling 8.3% to HK\$884.1 million (2017: HK\$964.5 million) given a reduction in number of shops by 13.5%. LBIT was significantly reduced by 50.5% to HK\$53.0 million (2017: HK\$107.1 million) due to an uplift in shop productivity and cost efficiencies.

Our operations in Hong Kong and Macau recorded a y-o-y uptrend in same store sales growth, and a stronger performance by leveraging operating efficiencies, rental reductions and an income from utilisation of onerous lease provision. With retail confidence gradually returning, same store sales in Hong Kong and Macau recorded satisfactory growth of around 8% in 2H 17/18, and the momentum has picked up further with same store sales nearing 16% in April and May 2018. A refreshed “CITY CHAIN” image, marketing campaigns focused on social media for “Solvil et Titus” and “CITY CHAIN”, an enriched brand portfolio together with increased local and tourist spending resulted in higher sales per shop.

由於經濟回暖，於回顧期內「時間廊」集團的表現逐步改善。營業額減少7.4% (2017/18年上半年：11.1%) 至HK\$1,227.8百萬 (2017年：HK\$1,325.3百萬)，儘管店舖數目減少約15.4%。由於「時間廊」已陸續關閉表現欠佳的店舖，嚴控租金及其他營運支出，除利息及稅項前虧損減少58.9%至HK\$48.7百萬 (2017年：除利息及稅項前虧損為HK\$118.6百萬)。

「時間廊」集團的表現呈現溫和復甦，大中華及泰國的同店銷售已回復增長，於本財政年度下半年更見持續增長勢頭。因此，2017/18年下半年的除利息及稅項前虧損進一步減少至HK\$11.0百萬 (2017/18年上半年：HK\$37.7百萬)。經過一連串的店舖翻新工程後，煥然一新的店舖形象有助增加顧客流量。截至2018年5月，約三份一店舖已經完成翻新或重裝工程以迎合新零售體驗概念。其他店舖的翻新工程將在2018/19財政年度陸續進行。此外，集團正強化品牌及產品組合使其零售表現得以進一步提昇。

大中華

大中華的表現漸見改善，鑒於店舖數目減少13.5%，營業額只下跌8.3%至HK\$884.1百萬 (2017年：HK\$964.5百萬)。除利息及稅項前虧損大幅減少50.5%至HK\$53.0百萬 (2017年：HK\$107.1百萬)，主因為店舖生產力及成本效率提昇所致。

香港及澳門因同店銷售錄得同比增長趨勢，並通過提高其他營運效率、租金支出減少及有法律義務合約的撥備撥回收入而錄得好轉的盈利表現。因零售信心逐漸恢復，於2017/18年下半年，香港及澳門的同店銷售錄得令人滿意約8%的增長，其增長並進一步延續至2018年4月及5月期內同店銷售按年更加快上升至約16%。憑藉「時間廊」嶄新的店舖形象、於社交媒體上加強對「鐵達時」及「時間廊」於革新後的品牌組合的市場推廣，連同本地顧客及旅客的消費增加，從而提昇每間店舖的營業額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the reporting period, the closure of non-performing shops, the positive impact from the expiry of leases with high rentals, rental reductions upon lease renewals and other stringent cost control measures contributed to about a 21.4% fall in operating costs. Further positive financial impact from rental savings in Hong Kong and Macau will also be realised in FY18/19.

LBIT in Mainland China narrowed by around 17.9% due to encouraging growth in shop sell-through in Southern China and the closure of non-productive shops. Single-digit growth in same store sales continued into April and May 2018.

The turnover of our watch e-commerce business at <https://citychain-hk.tmall.hk/>, <https://titus.world.tmall.com/>, and <http://mall.jd.com/index-54221.html>, increased by about 43% compared to last year. New online shopping platforms for “Solvil et Titus” in Hong Kong, Singapore and Thailand have commenced operations with further rollout for Malaysia expected in the next few months.

Southeast Asia

Performance at our Southeast Asia operations improved with a rebound in sales revenue per shop. Despite reporting a 17.6% reduction in number of operating shops, turnover fell 4.7% to HK\$343.7 million (2017: HK\$360.8 million). Together with stringent cost containment, an EBIT of HK\$4.2 million (2017: LBIT of HK\$11.5 million) was reported for the full year under review.

EBIT at our Malaysian operations improved by 32% while our Singapore operations also achieved a strong turnaround posting an EBIT of around HK\$1.41 million after several successive years of losses (2017: LBIT HK\$9.35 million). Turnover at our Thai operations was sustained and near break-even results were posted by this subsidiary in 2H 17/18. This positive momentum in Thailand has continued with same store sales growth of around 30% recorded in April and May 2018.

回顧期內，「時間廊」陸續關閉表現欠佳的店舖、部分高昂租金店舖約滿帶來的支出減省、個別店舖於續約時租金下調以及其他嚴謹的成本控制措施，營運成本因而下降約21.4%。隨著香港及澳門的店舖租金下滑，其對財務表現的積極效應將充分反映於2018/19財政年度。

中國內地的除利息及稅項前虧損減少約17.9%，主因為華南地區店舖的零售表現持續改善以及關閉生產力欠佳的店舖。同店銷售於2018年4月及5月持續錄得個位數的增長。

於<https://citychain-hk.tmall.hk/>、<https://titus.world.tmall.com/>及<http://mall.jd.com/index-54221.html>經營的鐘錶電子商貿業務營業額較去年上升約43%。「鐵達時」新網上購物平台於香港、新加坡及泰國已投入營運，並預期於未來數月進一步開拓馬來西亞市場。

東南亞

東南亞業務表現有所復甦，店舖銷售已回復增長。儘管經營店舖數目減少17.6%，營業額僅下跌4.7%至HK\$343.7百萬（2017年：HK\$360.8百萬）。憑藉各項成本控制措施，本年度全年的除利息及稅項前溢利為HK\$4.2百萬（2017年：除利息及稅項前虧損為HK\$11.5百萬）。

馬來西亞業務的除利息及稅項前溢利增長32%，而新加坡業務亦扭虧為盈，在持續多年虧損後錄得除利息及稅項前溢利約為HK\$1.41百萬（2017年：除利息及稅項前虧損為HK\$9.35百萬）。泰國營業額保持穩定，於2017/18年下半年已達至接近收支平衡。泰國業務表現改善持續，於2018年4月及5月的同店銷售錄得強勁增長約30%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SUPPLY CHAIN MANAGEMENT AND WHOLESALE TRADING

This business division is made up of the Group's watch supply chain and wholesale trading units.

Turnover fell by 9.1% to HK\$281.3 million (2017: HK\$309.6 million) and a LBIT of HK\$4.6 million was recorded (2017: EBIT of HK\$21.5 million). The loss was mainly due to a non-cash impairment for intangible assets of our Swiss movement facility of HK\$30.3 million (2017: HK\$3.7 million), gain on re-measurement of deferred consideration payable of HK\$10 million (2017: nil) and a stock provision of HK\$17.9 million which was mainly related to watch movements (2017: HK\$9.4 million).

During the year, various marketing campaigns were implemented by our wholesale trading business to drive performance. These campaigns were positively received and focussed on promoting "GRAND SEIKO" as an independent luxury brand and also a "SEIKO" watch sports collection.

Discontinued Operations – Optical Retail and Wholesale

The turnover for the Discontinued Operations increased by 4.6% to HK\$1,271.0 million (2017: HK\$1,215.5 million) and the loss was reduced to HK\$4.5 million (2017: loss of HK\$45.2 million).

GROUP OUTLOOK

Over the last decade or so, like many retailers in Hong Kong, the Group's customer base was composed of mainly Mainland Chinese tourists. However, the consumer landscape has changed significantly over the last few years, and since then, we have worked to adapt to a new generation of consumers delighting in lifestyle and travel. We have adopted measures to refresh the "CITY CHAIN" image and our house brand portfolio to attract a younger clientele.

The measures adopted have so far yielded positive results, not only drawing higher store footfall but also younger customers. Average revenue per shop has improved, despite a lower average selling price (compared to 2014), and same store sales growth has also seen healthy increase. In the last three months, we have seen the uptrend in turnover gaining momentum, and as we expect this to continue, we will, where appropriate commence to grow store numbers in the coming year.

供應鏈管理及批發貿易

此業務分部由鐘錶供應鏈以及批發貿易業務組成。

營業額下跌9.1%至HK\$281.3百萬(2017年: HK\$309.6百萬), 而除利息及稅項前虧損為HK\$4.6百萬(2017年: 除利息及稅項前溢利為HK\$21.5百萬)。虧損主因為集團瑞士機芯設施的無形資產之非現金減值HK\$30.3百萬(2017年: HK\$3.7百萬)、重計遞延應付代價收入HK\$10百萬(2017年: 無)及與鐘錶零件有關(主要為手錶機芯)的存貨撥備HK\$17.9百萬(2017年: HK\$9.4百萬)所致。

於年內, 集團籌辦多項有關高端品牌「GRAND SEIKO」的市場推廣活動, 以及一系列「精工」錶運動系列產品推廣, 深受市場及顧客歡迎, 成功鞏固此分部的營運表現。

終止營運業務 – 眼鏡零售及批發

終止營運業務的營業額上升4.6%至HK\$1,271.0百萬(2017年: HK\$1,215.5百萬), 虧損減少至HK\$4.5百萬(2017年: 虧損為HK\$45.2百萬)。

集團前景

在過去十多年, 跟香港大部分零售商類同, 集團的顧客群主要由中國內地旅客組成。然而, 消費模式在過去數年出現重大轉變。自此集團積極迎合追求生活品味及遊歷體驗的新世代客群, 並重新塑造及激活「時間廊」的形象及更新集團自家品牌貨品配置, 從而吸引年輕顧客。

集團採取的措施至今已帶來積極成效, 不僅達至增長理想的顧客進店流量, 更成功帶動年輕顧客對「時間廊」的聚焦。儘管平均銷售單價(與2014年相比)略為下調, 但每間店舖的平均銷售額均有所增長, 而同店銷售亦見穩健上昇。在過去三個月, 集團營業額的增幅穩步上揚, 並預期有關增長趨勢持續, 集團將於來年在適當時機重新拓展店舖數目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

This change process has been slow but necessary to bring us back to a position of growth. Therefore, the various operational and financial strategies and initiatives already in place since FY 16/17 and FY 17/18 will continue and are expected to further improve the Group's competitiveness and to drive performance in the next year.

FINANCE

The Group's capital management, currency and interest rate movement are constantly monitored and reviewed by the management of the Group to address and manage relevant financial risks relating to the Group's operations. The Group maintains prudent treasury management policies to address liquidity to finance both short term and long term working capital needs for business operations. Funds are generated from business operating activities and banking facilities in the form of term loans and short term trading facilities. Forecast and actual cash flow analyses are continuously monitored. Maturity of assets and liabilities and requirement of financial resources for business operations are prudently managed. The Group did not enter into any derivative financial instruments for speculative purposes.

The gearing ratio of the Continuing Operations was 67.4% (61.3% of the Group as at 31 March 2017) with shareholders' funds standing at HK\$1,020.6 million (31 March 2017: HK\$919.1 million) and net debts of the Continuing Operations at HK\$688.1 million (HK\$563.6 million of the Group as at 31 March 2017). The net debts are based on the bank borrowings of the Continuing Operations of HK\$934.4 million (HK\$1,097.4 million of the Group as at 31 March 2017) less the cash and cash equivalents of the Continuing Operations of HK\$246.3 million (HK\$533.8 million of the Group as at 31 March 2017). The cash position of the Discontinued Operations as at 31 March 2018 was HK\$ 143.1 million. At Completion, cash held by the Discontinued Operations in excess of HK\$56.0 million was transferred to the Continuing Operations as part of the purchase consideration adjustments on a debt free basis.

Following the Completion of the Disposal of the Discontinued Operations, the Group received proceeds of HK\$400 million, of which a special distribution of HK\$198.8 million was paid to its shareholders and the remaining balance will be deployed to settle bank borrowings to strengthen the balance sheet of the Group.

集團變革過程雖然謹慎，但對集團回復穩健增長基礎而言實屬必須。因此，自2016/17財政年度及2017/18財政年度起實施的多項營運及財務策略以及其落實措施將持續推行，並預期進一步在未來提昇集團的競爭力。

財務

本集團管理層密切監察及管理集團的資本管理、貨幣及利率變動，以處理及管理與本集團營運相關的財務風險。本集團實行嚴謹的財務管理政策，以控制用於業務營運的短期及長期資金需求的流動性。有關資金來自業務營運以及有期貸款及短期貿易融資等銀行融資。本集團亦持續監察現有及預估現金流，審慎管理資產及負債的到期日以及業務營運的財務資本需要。本集團並無訂立任何衍生金融工具作投機用途。

持續營運業務的借貸比率為67.4%（本集團的借貸比率於2017年3月31日為61.3%），股東資金為HK\$1,020.6百萬（2017年3月31日：HK\$919.1百萬），而持續營運業務的淨債務為HK\$688.1百萬（本集團的淨債務於2017年3月31日為HK\$563.6百萬）。淨債務乃根據持續營運業務的銀行貸款HK\$934.4百萬（本集團的銀行貸款於2017年3月31日為HK\$1,097.4百萬）減去持續營運業務的現金及現金等價物HK\$246.3百萬（本集團的現金及現金等價物於2017年3月31日為HK\$533.8百萬）計算。終止營運業務於2018年3月31日的現金狀況為HK\$143.1百萬。於完成日期終止營運業務保留現金約HK\$56百萬，超出上述部分的金額作為按無負債基準而定的購買代價調整的一部分，轉移至持續營運業務。

於完成終止營運業務的出售事項後，本集團獲得所得款項HK\$400百萬，並已向本集團股東派付特別股息HK\$198.8百萬，而餘額將用作償還部份銀行貸款，加強本集團資產負債表。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's major borrowings are in Hong Kong dollars and mostly based on a floating rate at HIBOR or bank prime lending rates. As major revenues of the Group are in Hong Kong dollars and Macanese Pataca, the natural hedge mechanism was applied.

As at 31 March 2018, the Group's total equity funds amounted to HK\$1,028.8 million. The Group's cash inflow from operations amounted to HK\$45.1 million and coupled with its existing cash and unutilized banking facilities will fund its future needs.

As at 31 March 2018, the current assets and current liabilities were approximately HK\$1,883.7 million (HK\$1,885.3 million as at 31 March 2017) and HK\$1,600.6 million (31 March 2017: HK\$1,699.9 million), respectively. The current ratio was approximately 1.18 (1.11 as at 31 March 2017).

The Group does not use any financial instruments for hedging purposes.

The Group does not engage in speculative derivative trading.

As at 31 March 2018, the Group does not have any significant contingent liabilities except as disclosed in Note 34 to the Consolidated Financial Statements.

Other than the Disposal, the Group does not have plans for material investments or change of capital assets.

Other than the Disposal, there was no change in the capital structure of the Group and no change in the composition of the Group during the period under review.

At at 31 March 2018, certain property, plant and equipment and an investment property of the Continuing Operations amounting to HK\$452.7 million (HK\$272.8 million of the Group's property, plant and equipment at 31 March 2017) were pledged to secure banking facilities granted to the Group.

本集團的主要貸款以港幣結算，主要按香港銀行同業拆息率或銀行最優惠利率基準，以浮動息率計算。由於本集團的主要收益以港幣及澳門幣計算，故本集團應用自然對沖機制。

於2018年3月31日，本集團的股權總額為HK\$1,028.8百萬。本集團營運的現金流入為HK\$45.1百萬，連同現有的現金及未動用的銀行信貸額，足以應付未來日常業務的資金需要。

於2018年3月31日，流動資產及流動負債分別約為HK\$1,883.7百萬（於2017年3月31日為HK\$1,885.3百萬）及HK\$1,600.6百萬（於2017年3月31日為HK\$1,699.9百萬）。流動比率約為1.18（於2017年3月31日為1.11）。

集團並無使用任何財務工具作對沖用途。

集團並無參與純投機的衍生工具交易。

於2018年3月31日，除綜合財務報表附註34所披露外，集團並沒有任何重大或然負債。

除出售事項外，集團並無任何重大投資或轉變資本資產之計劃。

除出售事項外，期內集團資本結構及集團架構並無轉變。

於2018年3月31日，持續營運業務部分物業、機器及設備以及投資物業總值HK\$452.7百萬（本集團於2017年3月31日的物業、機器及設備為HK\$272.8百萬）已抵押予銀行以獲取銀行信貸。

**NUMBER AND REMUNERATION OF EMPLOYEES,
REMUNERATION POLICIES, BONUS AND TRAINING
SCHEMES**

The Group's remuneration policies are reviewed on a regular basis and remuneration packages are in line with market practices in the relevant countries where the Group operates. As at 31 March 2018, the Group had 2,863 (2017: 3,102) employees. Excluding the Discontinued Operations, the Group had 1,656 employees as of 31 March 2018 (2017: 1,835). The Group offers KPI related bonuses to eligible employees based on the performance of the Group and the individual employee. The Group also provides related training programmes to improve the quality, competence and skills of its employees.

Joseph C. C. Wong

Chairman and Chief Executive Officer

Hong Kong, 21 June 2018

僱員數目、酬金、獎金及僱員培訓計劃

集團以其運營國家的人力資源市場為準則，釐定給予當地僱員的報酬，並定期進行檢討。本集團於2018年3月31日共有2,863位(2017年：3,102位)僱員。撇除終止營運業務，本集團於2018年3月31日共有1,656位(2017年：1,835位)僱員。集團就業績及個別僱員表現提供按「關鍵績效指標」釐定之獎金予合資格的僱員。集團亦提供相關的培訓計劃改善僱員質素、能力及技能。

黃創增

主席及行政總裁

香港，2018年6月21日

REPORT OF THE DIRECTORS

董事會報告書

The directors of the Company (the “Board”) submit their report together with the audited financial statements for the year ended 31 March 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 37 on pages 159 to 163 to the financial statements.

BUSINESS REVIEW

The Group disposed of its entire optical retail and wholesale businesses on 1 June 2018 (the “Disposal”) and the disposed businesses are classified here as the Discontinued Operations.

A fair review of the Group’s businesses (including the Discontinued Operations) for the year ended 31 March 2018 and an indication of likely future development in the Group’s businesses are set out under Management Discussion and Analysis on pages 7 and 8.

Particulars of important events affecting the Group (including, the Disposal), that have occurred subsequent to the year ended 31 March 2018 are set out under Management Discussion and Analysis on page 2.

Stelux is a company that cares about the way it does business, the way we engage with our customers, our employees, our suppliers, and others in general. Certain core principles underpin the way we achieve our business objectives. We engage our business partners and treat our employees in a fair, honest and responsible manner to deliver sustainable results to our shareholders.

Our vision to “Beautify and enrich lives through our products and services” underscores the way we engage with our customers. From our lifestyle products, ranging from trendy watches and smart wearables available at “CITY CHAIN” to chic frames and sunglasses at “eGG OPTICAL BOUTIQUE” and to the professional eye care and hearing care products and services offered by “OPTICAL 88”, we strive to deliver a personal shopping experience to our customers engaging them through traditional and social media.

Customers looking for a wide brand selection will enjoy shopping at multi-brand retailer “CITY CHAIN”, appealing to customers who enjoy fashionable watches. At “OPTICAL 88”, our broad spectrum of customers range from children to senior citizens seeking professional assistance and multi-branded products to improve their hearing and sight. Young and vibrant “eGG OPTICAL BOUTIQUE” suits customers who love affordable fast fashion lifestyle optical products targeting those from Gen Z to Gen X.

本公司董事會（「董事會」）提呈董事會報告書連同截至2018年3月31日止年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的業務載於財務報表第159頁至第163頁附註37。

業務回顧

本集團於2018年6月1日出售其全部眼鏡零售及批發業務（「出售事項」），而已出售的業務於本年報分類為終止營運業務。

有關截至2018年3月31日止年度本集團業務（包括終止營運業務）的公平檢討及本集團業務未來可能發展的評論載於第7頁及第8頁的管理層討論及分析。

於截至2018年3月31日止年度後發生並對本集團（包括出售事項）造成影響的重要事項詳情載於第2頁的管理層討論及分析。

寶光一直重視其經營業務的手法以及與顧客、員工、供應商及其他人士的互動形式。我們依照若干核心原則經營業務，務求實現業務目標。我們以公平、誠實及負責的態度與業務夥伴合作及對待員工，從而為股東帶來持續回報。

「通過我們提供的產品和服務，豐富和美化您的生活」的願景強調了我們服務客戶的方式。由「時間廊」的潮流手錶及智能穿戴式裝置和「eGG OPTICAL BOUTIQUE」的時尚太陽眼鏡鏡框及太陽眼鏡等生活產品，以及「眼鏡88」提供的護眼及聽力護理產品及服務，本集團致力為顧客帶來傳統及社交媒體層面的個人購物體驗。

作為多樣化品牌零售商，「時間廊」讓客戶享有廣泛的鐘錶品牌選擇，吸引追求時尚鐘錶的客戶；而「眼鏡88」的目標客戶則是一眾追求改善聽力、視力的專業服務和各大品牌產品的男女老幼。「eGG OPTICAL BOUTIQUE」是一個年輕、具活力的品牌，適合喜好較廉價的快時尚眼鏡產品的客戶，以年青至中年客戶為主。

REPORT OF THE DIRECTORS

董事會報告書

As for the Group's wholesale business, our customers comprise of a large network of independent dealer stores spanning, Hong Kong, Singapore and Malaysia. Many of these dealers have been doing business with the Group for many years and for watch wholesale, the average period is around 25 years. On average around 13% of our watch dealers operate at least 2 points of sales.

The Group is aware of changing specifics and the challenges brought on by structural changes in labour markets as more millennials enter the workforce, retirement is delayed, with growing expectations of work life balance and work fluidity. Hence our mission to grow, respect and reward our employees as they develop together with the Group becomes ever more important in employee performance, satisfaction and retention. More details on the Group's employment policies can be found on pages 170 to 173 of the Environmental, Social and Governance Report.

The Group's suppliers are an important component of our businesses, ranging from upstream component vendors, assemblers and manufacturers to more downstream third party brand principals and distributors, where third party brands are sourced. Some brand principals have been partnering the Group for over 20 years. Credit terms granted by the Group's suppliers range from 30 to 90 days. More details on our suppliers are set out on pages 173 to 174 of the Environmental, Social and Governance Report.

Businesses require stable relationships with their lenders. Without exception, the Group maintains strong and cordial relationships with its lenders who provide important trade and other short and long term credit facilities. These lenders range from local banks with strong local connections to global banks with solid reputations.

The Group recognises certain principal risks and uncertainties described below:

Risks of fluctuations in the global and local economic environments, political instability and government activities impact our business performance and appropriate strategies and measures like, cost containment and store consolidation are adopted to mitigate these risks. For more details, refer to pages 7 and 8 under "GROUP OUTLOOK" of the Management, Discussion and Analysis.

關於本集團的批發業務，本集團的客戶包括龐大的獨立代理店舖網絡，橫跨香港、新加坡及馬來西亞。大部分代理商與本集團於業務上已合作多年，而就鐘錶批發而言，平均年期約為25年，其中，鐘錶代理商中平均約有13%於最少2個銷售點經營。

由於有更多千禧一代加入勞動市場，勞工延遲退休，員工對工作生活平衡及工作流動性有更高期望，勞工市場的結構因而出現變化。而本集團亦關注到有關變化帶來多變環境及挑戰。我們亦明白使命感對員工表現、滿意程度及留任率極為重要，因此，我們讓與公司一同發展的員工得到成長、受到尊重、獲得應得獎勵。有關本集團僱員政策的詳情載於環境、社會及管治報告內第170至第173頁。

本集團的供應商為業務的重要部分，包括從事上游業務的零件供應商、裝配商和製造商以及從事下游業務的第三方品牌代理及分銷商。一些品牌代理與本集團合作已超過20年。本集團供應商授出的信貸期介乎30至90日。有關供應商的詳情載於環境、社會及管治報告內第173至第174頁。

企業須與借貸人保持穩定的關係。本集團與其借貸人維持良好密切的關係，以獲取重要貿易融資（包括短期及長期貿易融資）。我們的借貸人包括擁有強大網絡的本地銀行以及具備良好聲譽的國際銀行。

本集團所面對的主要風險及不確定性如下：

全球及本地經濟狀況的波動風險、政治不穩及政府政策對本集團業務表現造成影響，本集團已採取適當的策略及措施（如成本控制及店舖合併）緩和前述風險。有關更多詳情，請參閱第7頁及第8頁的管理層討論及分析「集團前景」。

As inventory levels impact sales, profitability and cash flows and with watch production lead times averaging 12 months, effective inventory management is important. Systems are in place to ensure key functions including merchandising, store operations and finance closely monitor inventory levels. The Group has adopted measures to fasten stock turn and to facilitate disciplined capital management including flexible cross regional clearance initiatives.

The ability to attract and retain suitable talent affects the stability and healthy development of the Group's businesses. Operating within a tight labour market, strategies and benefits are periodically reviewed and where appropriate aligned to particular market and industry norms and practices. Strategies are adopted to attract and retain talents to satisfy the Group's needs for corporate development. We seek to provide different job related opportunities to talented staff to enhance their job satisfaction which in turn helps staff retention.

The ability to secure the right store location is another principal driver of performance and affects Group turnover and profitability. Leasing, store operations, finance and senior management review and assess location suitability using a checklist of pre-agreed criteria. A dedicated leasing team focusses on leasing strategies and activities in our major markets.

Product sourcing impacts on Group turnover, gross margins and inventory levels. In line with our business strategy to move the watch retail business to more lifestyle based, it is important that the right products are sourced to align with our refreshed store image. Being a multi-branded retailer, a fair proportion of our products are sourced from third party brand principals or distributors and there is no assurance that supply will continue on terms acceptable to the Group. The Group has a dedicated merchandising function to focus on sourcing of non-house branded products and maintaining good relationships with our suppliers. We look to form medium to long term strategic brand partnerships with our suppliers. To stay attuned to customer tastes and preferences, market research on social media trends and market visits are carried out regularly, and customer feedback is closely monitored.

The Group's financial risks and relevant management policies can be found in the "Finance" section under Management, Discussion and Analysis on pages 8 to 9 and Note 3 to the Financial Statements.

由於存貨水平影響銷售、盈利能力、現金流量及平均為12個月的鐘錶製造週期，故有效的存貨管理甚為重要。集團已建立系統以確保透過主要職能，包括商品、店舖營運及財務，密切監察存貨水平。本集團已採取措施加快存貨週轉期，並加強資本管理紀律，包括採取彈性跨區減存貨的措施。

招募及留任合適人才會影響業務穩定性及穩健發展。在人力資源緊張的市場當中經營業務須定期檢討策略及效益，並在適當情況下符合特定市場及行業慣例。集團已採取吸引及挽留人才的政策，以配合企業發展需要，包括向具潛能的員工提供不同種類的工作機會，加強其滿足感，並促進員工的留任。

能確保於合適地點開設店舖是另一個對業績表現的主要推動力，並影響集團營業額及盈利水平。不同的部門，包括租賃、店舖營運、財務及高級管理層利用預先協定的準則審核及評估位置合適度。本集團設有租賃團隊專注於主要市場的租賃策略及活動。

產品採購影響集團營業額、毛利率及存貨水平。為配合鐘錶零售業務轉為以生活時尚為主及全新的店舖形象，採購合適產品相當重要。作為多品牌零售商，不少產品均採購自第三方品牌代理或分銷商，因此難確保供應符合集團可接受的條款。本集團設有採購部，專注於採購非自家品牌產品並與供應商維持良好關係。本集團採取與供應商建立中長期戰略品牌合作夥伴關係的策略。為適時了解客戶喜好，本集團定期進行社交媒體市場研究及考察，並對客戶反饋進行密切監控。

有關本集團財務風險及有關管理政策的詳情載於管理層討論及分析內的「財務」部分第8至第9頁及財務報表附註3。

Laws and regulations governing consumer protection, employment, personal data and the practice of optometry have a significant impact on the Group's retail businesses. The Group has an in-house legal function and where necessary seeks external legal advice and training to keep abreast of latest developments in different areas of law. Our optical business has a Professional Affairs and Market Development Department that advises and keeps up to date on applicable laws and regulations governing the practice of optometry. There was no material non-compliance with the above laws and regulations for the year ended 31 March 2018.

Climate change and other social issues impact our business decisions and actions. Centred around these core principles, we look to reduce our environmental impact. Our environmental policy is based on 3R's – to reduce, reuse or recycle whenever feasible or practical. Changing the way we consume the earth's resources requires the collective efforts of individuals and businesses together with supportive and progressive environmental policies enacted by governments. The different regions where we operate in have varying degrees of commitment to environmental friendly legislation, regulations and practices, and in places with less awareness, there are more constraints on our performance.

Further reporting on environmental issues can be found on pages 166 to 170 under Environmental, Social and Governance Report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2018 are set out in the consolidated income statement on page 42.

No interim dividend was paid during the year (2017: nil).

The directors did not recommend the payment of a final dividend in respect of the year ended 31 March 2018 (2017: nil).

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

監管消費者保障、僱傭、個人資料的法律法規以及視光業務的守則對本集團的零售業務造成重大影響。本集團設有內部法律部門，並於需要時尋求外部法律意見及培訓，以了解不同範疇相關法律的最新發展情況。我們的眼鏡業務亦設有專業事務及市場發展部，負責就監管視光業務的適用法律及法規提供建議及相關最新資料。於截至2018年3月31日止年度，本集團並無嚴重違反以上法律及法規。

氣候變化及其他社會問題對我們的業務決策及措施造成一定影響。我們根據這些核心原則尋求減少對環境造成影響的方法。我們的環境政策乃在可行的情況下根據減量、再利用及循環使用的環保3R原則而定。改變消耗地球資源的模式須集合個人及商界的共同努力，並配合政府推行的鼓勵及推動環保政策。本集團不同的營運所在地區都推行不同程度的環保法例、法規及慣例，但低環保意識的地區則對本集團的表現造成較多限制。

環保事項的進一步匯報詳情載於第166至第170頁的環境、社會及管治報告。

業績及股息

本集團截至2018年3月31日止年度的業績載於第42頁的綜合收益表內。

年內，本公司並沒有派發中期股息（2017：無）。

董事會不建議派發截至2018年3月31日止年度的末期股息（2017：無）。

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

DONATIONS

During the year, the Group made charitable and other donations of HK\$876,000.

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2018 are set out in Note 22 to the financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 1 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 March 2018, the distributable reserves of the Company available for distribution as dividends to shareholders amounted to HK\$231,657,000 (2017: HK\$113,357,000).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no restriction against such rights under the laws in Bermuda.

DIRECTORS AND INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

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

Joseph C. C. Wong	(Chairman and Chief Executive Officer)
Sakorn Kanjanapas	(non-executive director, passed away on 8 April 2017)
Wallace Kwan Chi Kin	(executive director and CFO)
Wu Chun Sang	(independent non-executive)
Lawrence Wu Chi Man	(independent non-executive)
Agnes Kwong Yi Hang	(independent non-executive)

In accordance with Bye-law 110(A), Dr. Agnes Kwong Yi Hang and Mr. Wu Chun Sang will retire by rotation at the forthcoming Annual General Meeting ("AGM") and, being eligible, offer themselves for re-election.

捐款

年內，本集團作出慈善及其他捐款港幣876,000元。

年內已發行股份

截至2018年3月31日止年度已發行的股份的詳情載於財務報表附註22。

五年財務摘要

本集團於過去五個財政年度之業績以及資產及負債摘要載於年報第1頁。

可分派儲備

截至2018年3月31日，本公司可作為股息向股東分派的可分派儲備為港幣231,657,000元(2017年：港幣113,357,000元)。

優先認股權

本公司的公司細則並無有關優先認股權的規定，百慕達的法例亦無對該等權利作出限制。

董事會及交易、協議及合約權益

年內及直至本報告日期的在任董事如下：

黃創增	(主席及行政總裁)
黃創江	(非行政董事，於2017年4月8日辭世)
關志堅	(行政董事及首席財務總裁)
胡春生	(獨立非行政董事)
胡志文	(獨立非行政董事)
鄺易行	(獨立非行政董事)

按照公司細則第110(A)條，鄺易行博士及胡春生先生將於應屆股東週年大會(「股東週年大會」)輪席告退，惟彼等合資格並願膺選連任。

**DIRECTORS AND INTERESTS IN TRANSACTIONS,
ARRANGEMENTS AND CONTRACTS (continued)**

During the year and up to the date of this report, Mr. Joseph C. C. Wong and Mr. Wallace Kwan Chi Kin are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries in Hong Kong during the year and up to the date of this report are: Ms. Caroline Chong Sue Peng, Mr. William Hui Kin Wai, Mr. Cheng Hok Yuk, Ms. Stella Chow Yin Oi, Ms. Emily Choy Pik Yin, Ms. Leung Sze Mun and Mr. Johnny Chan Koon Kiu.

No director has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Company's directors have formal letters of appointment setting out the key terms and conditions of their appointment. During the year, Mr. Joseph C. C. Wong and Mr. Wallace Kwan Chi Kin were each eligible to an annual bonus determinable under the terms of a KPI based executive bonus scheme with respect to their management of the Group. Provision for the bonuses in respect of the directors eligible under the executive bonus scheme for the year ended 31 March 2018 amounted to HK\$6,750,000 (2017: HK\$9,299,000).

Apart from the foregoing and continuing connected transactions of the Group, no other transactions, arrangements and contracts of significance in relation to the Group's businesses to which the Company's subsidiaries or its holding company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES

Chairman and Chief Executive Officer

Joseph C. C. WONG, aged 58, was appointed executive director of the Company in 1986. Mr. Wong undertook his tertiary studies in the United Kingdom. He graduated from the University of Bradford with a B.Sc. in Industrial Engineering (First Class Honours). Mr. Wong also holds a M.Sc. (with Distinction) in Operational Research from the University of Southampton. Mr. Wong is the Founding Honorary Patron of the HKU Foundation for Education Development and Research and has been serving the Board of Directors of the Foundation for over 15 years. He is also a member of the Court of the University of Hong Kong. He was awarded an Honorary Fellowship by the University of Hong Kong in 2012. He is a brother of the late Mr. Sakorn Kanjanapas, a former non-executive director of the Company.

董事會及交易、協議及合約權益(續)

年內及直至本報告日期，黃創增先生及關志堅先生同為本公司若干附屬公司董事。年內及直至本報告日期，其他香港附屬公司董事：張素萍大律師、許健偉先生，鄭學玉先生，周燕愛女士，蔡碧欣女士，梁思敏女士及陳冠橋先生。

各董事概無與本公司訂立本公司不可於1年內免付補償(法定賠償除外)而終止的服務合約。

本公司董事均有正式委任信，載列其委任的主要條款及條件。年內，黃創增先生及關志堅先生就管理本集團作出貢獻而合資格根據「關鍵績效指標」之行政人員花紅計劃條款獲得待定金額之年度花紅。截至2018年3月31日止年度，就行政人員花紅計劃合資格董事而作出之行政人員花紅撥備為港幣6,750,000元(2017年：港幣9,299,000元)。

除上述者及本集團的持續關聯交易外，於年終時或年內任何時間，概無任何本公司、其附屬公司或其控股公司所簽訂而本公司董事及其關聯方直接或間接享有重大利益之與本集團業務有關之重要交易、協議及合約。

董事及高級管理人員的履歷詳情

主席及行政總裁

黃創增先生，58歲，於1986年獲委任為本公司董事。黃先生於英國接受高等教育，畢業於布拉德福德大學並擁有工業工程專業理學士學位(一級榮譽)。黃先生亦持有英國南開普敦大學運籌學理碩士學位(最優等)。黃先生為香港大學教育發展研究基金會名譽贊助人並已於該基金的董事會任職逾十五年。彼亦為香港大學校董會的成員並於2012年獲得香港大學名譽院士銜頭。黃先生為本公司已故非行政董事黃創江先生之胞弟。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

Directors

Wallace KWAN Chi Kin, aged 48, joined the Group in November 2011 as Group Finance Director and was appointed an executive director and Chief Financial Officer of the Company in July 2013. Mr. Kwan holds a Bachelor of Social Science Degree from The Chinese University of Hong Kong. He also holds a Master of Business Administration Degree from the University of Manchester and a Master of Laws in Corporate & Financial Law from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants and also a fellow of the Association of Chartered Certified Accountants. Mr. Kwan has around 25 years of experience in financial management having worked at an international audit firm and several listed companies.

WU Chun Sang, aged 61, was appointed an independent non-executive director of the Company in 2004. He is a Macau Registered Auditor. He is also a fellow member of the Association of Chartered Certified Accountants, UK and an associate member of the Hong Kong Institute of Certified Public Accountants.

Lawrence WU Chi Man, aged 59, was appointed an independent non-executive director of the Company in 2005. He graduated from Bristol University, UK with a BSc(Eng) and PhD in Aeronautical Engineering. He is a Professor at the Department of Materials Science and Engineering at the City University of Hong Kong. He is a fellow of the Hong Kong Institution of Engineers (HKIE). He is also a Council Member of the HKIE. He received the Taishan (泰山學者) Scholar award from the Shandong Provincial Government in 2012.

Agnes KWONG Yi Hang, aged 58, holds a PhD in Molecular Immunology from the University of Hong Kong. She was appointed an independent non-executive director of the Company in 2006. She is a director of a health consultancy company, Health Wisdom Limited.

董事及高級管理人員的履歷詳情(續)

董事

關志堅先生，48歲，自2011年11月加入本集團出任集團財務總監及於2013年7月獲委任為本公司行政董事及首席財務總裁。彼擁有香港中文大學社會科學學士。彼亦擁有曼徹斯特大學工商管理碩士及香港大學公司及金融法法學碩士。彼為香港會計師公會會員及特許公認會計師公會資深會員。關先生曾在國際審計師事務所及數間上市公司任職，擁有大約25年的財務管理經驗。

胡春生先生，61歲，於2004年獲委任為本公司獨立非行政董事。彼為澳門註冊核數師。彼亦為英國特許公認會計師公會資深會員及香港會計師公會會員。

胡志文教授，59歲，於2005年獲委任為本公司獨立非行政董事。彼畢業於英國布里斯托大學，獲得航空工程學士及博士銜頭。彼為香港城市大學材料科學及工程系教授及香港工程師學會資深會員，亦為香港工程師學會理事。於2012年，彼獲得山東省政府頒發的泰山學者獎。

鄺易行博士，58歲，擁有香港大學頒授之分子免疫學博士銜頭。彼於2006年獲委任為本公司獨立非行政董事。彼為一所健康顧問公司，Health Wisdom Limited的董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES (continued)

Chief Counsel and Company Secretary

Caroline CHONG, aged 56, joined the Group in 1997. She graduated from the University of Kent, United Kingdom with a Bachelor of Arts (Law) (Hons) degree. She is admitted as a Barrister in England and Wales, and, Hong Kong. She heads Group Legal and Corporate Secretariat and Group Human Resources.

SHARE OPTIONS

The Company and its subsidiaries did not set up or operate any share option scheme for the year ended 31 March 2018 and up to the date of publication of this Annual Report.

DIRECTORS' INTERESTS

As at 31 March 2018, the interests and short positions of the directors, and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

董事及高級管理人員履歷(續)

首席法律顧問及公司秘書

張素萍大律師，56歲，於1997年加入本集團。彼畢業於英國肯特大學，榮獲法律(榮譽)學士學位。彼在英格蘭及威爾斯以及香港獲認可為大律師。彼領導集團法律及公司秘書事務及集團人力資源。

購股權

本公司及其附屬公司於截至2018年3月31日止年度及直至本年報刊發日期並無設立或進行任何購股權計劃。

董事之權益

於2018年3月31日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條而置存之登記冊所記錄，董事及本公司之最高行政人員於本公司或其任何相聯法團(按證券及期貨條例第XV部之定義)之股份、相關股份及債券中擁有之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則而須知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' INTERESTS (continued)

董事之權益(續)

(a) The Company – Ordinary shares

(a) 本公司－普通股

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Director 董事姓名	Number of shares 股份數目				Total 總數	Approximate percentage of issued share capital 佔已發行 股本之 概約百分比
	Personal interest 個人權益	Family interest 家屬權益	Corporate/ trust interest 法團/ 信託權益	Other interest 其他權益		
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註 1)	–	549,341,014	52.49
Mr. Wallace Kwan Chi Kin 關志堅先生	–	–	–	–	–	–

Notes:

附註：

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

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

DIRECTORS' INTERESTS (continued)

董事之權益(續)

(b) Subsidiaries

(b) 附屬公司

	Number of shares 股份數目			Total 總數	Approximate percentage of the total preference shares in issue as at 31 March 2018 於2018年 3月31日 佔全部已 發行優先股 概約百分比
	Personal interests 個人權益	Family interest 家屬權益	Corporate interests 法團權益		
(i) City Chain (Thailand) Company Limited – Preference shares ¹ City Chain (Thailand) Company Limited – 優先股 ¹					
Mr. Joseph C. C. Wong 黃創增先生	200	–	208,800	209,000	99.52
(ii) Stelux Watch (Thailand) Company Limited – Preference shares ² Stelux Watch (Thailand) Company Limited – 優先股 ²					
Mr. Joseph C. C. Wong 黃創增先生	600	–	–	600	16.67
(iii) Optical 88 (Thailand) Company Limited – Preference shares ³ Optical 88 (Thailand) Company Limited – 優先股 ³					
Mr. Joseph C. C. Wong 黃創增先生	5,000	–	225,000	230,000	90.20
(iv) Stelux (Thailand) Limited – Preference shares ⁴ Stelux (Thailand) Limited – 優先股 ⁴					
Mr. Joseph C. C. Wong 黃創增先生	5,100	–	–	5,100	100

DIRECTORS' INTERESTS (continued)

(b) Subsidiaries (continued)

Notes:

- (1) City Chain (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (2) Stelux Watch (Thailand) Company Limited is a subsidiary of the Company. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (3) Optical 88 (Thailand) Company Limited was previously a subsidiary of the Company and was disposed as part of the Disposal on 1 June 2018. Each preference share carries a right to vote and a right to an annual fixed dividend but not to any other profit sharing.
- (4) Stelux (Thailand) Limited is a subsidiary of the Company. Mr. Joseph C. C. Wong is entitled to approximately 8.6% of the voting power of such subsidiary and an annual fixed dividend by virtue of the 5,100 preference shares held by him but not to any other profit sharing.

Save as disclosed above, no directors, chief executive of the Company or their associates have any interest or short positions in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO

As at 31 March 2018, the following persons had interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

董事之權益(續)

(b) 附屬公司(續)

附註：

- (1) City Chain (Thailand) Company Limited 為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (2) Stelux Watch (Thailand) Company Limited 為本公司的附屬公司。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (3) Optical 88 (Thailand) Company Limited 之前曾為本公司的附屬公司，並於2018年6月1日作為出事項的一部分出售。每股優先股享有投票權及每年的固定股息，但並無權利分取任何其他盈利。
- (4) Stelux (Thailand) Limited 為本公司的附屬公司。黃創增先生於該附屬公司所持有的5,100股優先股享有該附屬公司大概8.6%投票權及每年的固定股息，但並無權利分取任何其他盈利。

除上文所披露者外，根據本公司依據證券及期貨條例第352條而置存登記冊所記錄或本公司及聯交所根據上市公司董事進行證券交易的標準守則所獲通知，本公司各董事、最高行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團(按證券及期貨條例第XV部的定義)的股份或相關股份中擁有任何權益或淡倉。

根據證券及期貨條例須予以披露之股東權益

根據證券及期貨條例第336條而置存之登記冊所記錄，以下人士於2018年3月31日於本公司之股份或相關股份中擁有權益：

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT
TO THE SFO (continued)

根據證券及期貨條例須予以披露之股東權益(續)

Long position in shares and underlying shares of the Company

於本公司之股份及相關股份之好倉

Name of Shareholder 股東姓名	Number of shares 股份數目				Total 總數	Approximate percentage of issued share capital 佔已發行 股本之 概約百分比
	Beneficial interest 實益權益	Family interest 家屬權益	Corporate/ trust interest 法團/ 信託權益	Other interest 其他權益		
Mr. Joseph C. C. Wong 黃創增先生	548,474,814	11,000	855,200 (Note 1) (附註1)	–	549,341,014	52.49
Mr. Sakorn Kanjanapas (Note 2) 黃創江先生(附註2)	68,076,278	–	855,200 (Note 1) (附註1)	–	68,931,478	6.59
Fidelity China Special Situations Plc	73,911,000 (Note 3) (附註3)	–	–	–	73,911,000	7.06
FIL Limited	–	–	73,911,000 (Note 3) (附註3)	–	73,911,000	7.06

Notes:

附註：

- As at 31 March 2018, Yee Hing Company Limited held 855,200 shares of the Company through its subsidiary Active Lights Company Limited, 55% of the total issued ordinary shares of Yee Hing Company Limited is held by Klayze Holdings Limited, which is the trustee of a discretionary trust (the "Trust"). Mr. Joseph C.C. Wong and Mr. Sakorn Kanjanapas are the beneficiaries of the Trust and were therefore deemed to be interested in 855,200 shares of the Company through the Trust's interest in Yee Hing Company Limited.
- Mr. Sakorn Kanjanapas passed away on 8 April 2017.
- FIL Limited is deemed to be interested in 73,911,000 shares (long position) held directly by FIL Investment Management (Hong Kong) Limited under the SFO by virtue of its controlling interest in FIL Investment Management (Hong Kong) Limited. FIL Investment Management (Hong Kong) Limited is wholly-owned by FIL Asia Holding Pte Limited, which is in turn wholly-owned by FIL Limited.

- 於2018年3月31日，義興有限公司通過其附屬公司Active Lights Company Limited持有本公司855,200股股份。Klayze Holdings Limited以作為一項酌情信託(「信託」)之受託人身份持有義興有限公司全部已發行普通股之55%權益。黃創增先生及黃創江先生為信託之受益人，故被視為通過信託於義興有限公司之權益而擁有本公司855,200股股份。
- 黃創江先生於2017年4月8日辭世。
- 基於FIL Limited擁有FIL Investment Management (Hong Kong) Limited控股權益，故根據證券及期貨條例，FIL Limited亦被視為擁有FIL Investment Management (Hong Kong) Limited直接持有之73,911,000股普通股(好倉)之權益。FIL Investment Management (Hong Kong) Limited由FIL Asia Holding Pte Limited全資擁有，而FIL Asia Holding Pte Limited則由FIL Limited全資擁有。

FIL Investment Services (UK) Limited is wholly-owned by FIL Holdings (UK) Limited, which is in turn wholly-owned by FIL Limited. FIL Investment Services (UK) Limited, the Alternative Investment Fund Manager of Fidelity China Special Situations Plc ("FCSSP"), has delegated the investment management of FCSSP to FIL Investment Management (Hong Kong) Limited.

FIL Investment Services (UK) Limited由FIL Holdings (UK) Limited全資擁有，而FIL Holdings (UK) Limited則由FIL Limited全資擁有。FIL Investment Services (UK) Limited (Fidelity China Special Situations Plc (「FCSSP」)的另類投資基金經理人)委託FIL Investment Management (Hong Kong) Limited負責FCSSP的投資管理。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO (continued)

Save as disclosed above, the directors are not aware of any person (other than a director or chief executive of the Company or his/her respective associate(s)), who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO as at 31 March 2018.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	26%
– five largest suppliers combined	43%
Sales	
– the largest customer	1%
– five largest customers combined	2%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

MANAGEMENT CONTRACTS

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

根據證券及期貨條例須予以披露之股東權益(續)

除上文所披露者外，於2018年3月31日，按本公司根據證券及期貨條例第336條而置存之登記冊所記錄，董事概無知悉有任何人士(董事或本公司之最高行政人員或其各自之聯繫人除外)於本公司之股份或相關股份中擁有權益或淡倉。

上市證券的購買、出售或贖回

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內並無購買或出售本公司的任何股份。

主要客戶及供應商

本集團主要供應商及客戶應佔本年度採購額及銷售額百分比如下：

採購額	
– 最大供應商	26%
– 五大供應商合計	43%
銷售額	
– 最大客戶	1%
– 五大客戶合計	2%

就各董事所知各董事、彼等之聯繫人士擁有本公司已發行股本5%以上之股東並無於上述主要供應商或客戶擁有權益。

管理合約

年內，本公司並無簽訂或存有任何有關於整體或部分主要業務的管理及行政合約。

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the directors of the Company, at least 25% of the issued share capital of the Company was held by public members as at the date of this report.

CONTINUING CONNECTED TRANSACTIONS

The following continuing connected transactions are based on normal commercial terms agreed after arms' length negotiations between the parties and are in the ordinary and usual course of business of the Group. The continuing connected transactions are subject to the annual review, reporting and announcement requirements under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") and exempt from independent shareholders' approval.

The Group's internal audit function conducted a review and audit to verify the following continuing connected transactions. A summary of the audit findings and the Group's internal control procedures to ensure Listing Rules compliance with respect to connected transactions were presented to the independent non-executive directors as part of their review of the continuing connected transactions.

Continuing connected transactions of the Group for the financial year ended 31 March 2018

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive directors of the Company have reviewed the following continuing connected transactions and confirmed that all these transactions have been entered into by the Group:

- (a) in the ordinary and usual course of business of the Group;
- (b) either (i) on normal commercial terms or (ii) where there was no available comparison on terms no less favourable to or from the Group than terms available to or from independent third parties; and
- (c) in accordance with the relevant agreements governing such transactions on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

足夠公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，於本報告日期本公司已發行股本中至少25%由公眾人士持有。

持續關聯交易

以下持續關聯交易乃基於訂約各方經公平磋商後協定的一般商業條款，並於本集團一般及日常業務過程中進行。持續關聯交易須遵守香港聯合交易所有限公司證券上市規則（「上市規則」）第十四A章有關年度審閱、申報及公告的規定，並獲豁免獨立股東的批准。

本集團的內部審計部進行了審閱及審核，以核實以下持續關聯交易。審核結果及確保遵守關聯交易上市規則的本集團內部監控程序概要已呈報給獨立非行政董事作為審核持續關聯交易的一部分。

本集團截至2018年3月31日止財政年度之持續關聯交易

根據上市規則第14A.55條，本公司的獨立非行政董事已審閱以下各項持續關聯交易，並已確認年內本集團的所有該等交易：

- (a) 於本集團一般及日常業務過程中訂立；
- (b) (i) 按一般商業條款訂立；或(ii) 倘無可供比較的公司作為參考時，則按對本集團而言不遜於給予或取自獨立第三方的條款訂立；及
- (c) 根據規管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款訂立。

CONTINUING CONNECTED TRANSACTIONS (continued)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group below in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

Summary of the continuing connected transactions:

持續關聯交易(續)

根據香港會計師公會頒佈的香港鑒證業務準則第3000號(修訂)「歷史財務資料審核或審閱以外之鑒證工作」並參考實務說明第740號「香港上市規則規定的持續關聯交易的核數師函件」，本公司核數師已受聘對本集團持續關聯交易作出報告。根據上市規則第14A.56條，本公司核數師已就本集團以下披露的持續關聯交易發出無保留意見函件，其中載有其調查結果及結論。本公司已向香港聯合交易所有限公司提供核數師函件副本。

持續關聯交易概要：

Connected persons 關聯人士	Nature of transactions 交易性質	Income/ (expenses) 收入/(支出) HK\$'000 港幣仟元	Annual Caps 年度上限 HK\$'000 港幣仟元	Notes 附註
Mengiwa Property Investment Limited ("MPIL") as Landlord 明華物業投資有限公司(「明華」)， 作為業主	Leasing of properties 租賃物業	(17,621)	(17,966)	(i), (iv) & (vi)
Active Lights Company Limited ("ALCL") and Thong Sia Company Limited ("TSCL"), each of them as Landlord Active Lights Company Limited (「ALCL」) 及 Thong Sia Company Limited (「TSCL」)，彼等各自作為業主	Leasing of properties 租賃物業	(2,376)	(2,697)	(ii), (iv) & (vi)
MPIL and ALCL, each of them as Licensor 明華及ALCL，彼等各自作為許可人	Licensing of carparking spaces 停車位許可	(264)	(264)	(iii) & (vi)
MPIL as Principal 明華，作為委託人	Provision of management and property agency liaison services 提供管理及物業代理 聯絡服務	2,340	2,574	(v) & (vi)

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes:

All definitions in the notes below have the same meaning as referred to in the Company's announcement dated 6 April 2016.

Leasing of office premises and carparking spaces

- (i) On 5 April 2016, Stelux Holdings Limited ("SHL") and Thong Sia Watch Company Limited ("TSWCL"), the wholly owned subsidiaries of the Company, each individually as tenant/licensee, entered into the Stelux House Renewal Tenancy Agreements 2016 and Carparking Space Licenses with MPIL in respect of the following properties:

Premises A:	whole of 27th floor and portion of 28th floor (including 12 carparking spaces) at Stelux House
Premises B:	whole of 26th floor with 4 storerooms numbers 1A, 1B, 6A and 6B on 26th floor at Stelux House
Premises C:	whole of 21st floor at Stelux House
Premises D:	office unit numbers 1901, 1902 and 1903 with two storerooms numbers 1A and 1B on the 19th floor at Stelux House
Premises E:	office unit numbers 1905 and 1906 with two storerooms numbers 6A and 6B on 19th floor at Stelux House
Premises F:	office unit numbers 2201, 2202, 2203 and 2205 with two storerooms numbers 1A and 1B on the 22nd Floor of Stelux House
Premises G:	office unit number 2206 with two storerooms numbers 6A and 6B on the 22nd Floor of Stelux House

For Premises A, B, C, D, E and G, the lease term was from 1 April 2016 up to and including 31 March 2019 with a rent-free period commencing from 1 April 2016 to 20 November 2016 (i.e. seven months and twenty days).

For Premises F, the lease term was from 1 April 2016 up to and including 31 May 2016.

The total monthly rental for Premises A, B, C, D, E and G amounted to HK\$1,497,133 (exclusive of rates, government rent and management charges). For Premises F, the monthly rental was HK\$163,555 (exclusive of rates, government rent and management charges). All rents are payable monthly in advance in cash by the tenants on the first day of each and every calendar month.

持續關聯交易(續)

附註：

本附註所有定義與本公司於2016年4月6日所出之公告所載者具相同涵義。

租賃辦公場所及停車位

- (i) 於2016年4月5日，寶光實業(集團)有限公司(「SHL」)及本公司全資附屬公司通城鐘錶有限公司(「通城鐘錶」)(各自個別作為租戶/獲許可人)與明華訂立2016年寶光商業中心租賃更新協議及停車位許可使用協議，內容有關以下物業：

物業A：	寶光商業中心27樓全層及28樓部分(包括12個停車位)
物業B：	寶光商業中心26樓全層及連同1A、1B、6A及6B四個儲存室
物業C：	寶光商業中心21樓
物業D：	寶光商業中心19樓1901室、1902室及1903室之辦公室單位(連同1A及1B兩個儲存室)
物業E：	寶光商業中心19樓1905室及1906室之辦公室單位(連同6A及6B兩個儲存室)
物業F：	寶光商業中心22樓2201室、2202室、2203室及2205室之辦公室單位(連同1A及1B兩個儲存室)
物業G：	寶光商業中心22樓2206室之辦公室單位(連同6A及6B兩個儲存室)

物業A、物業B、物業C、物業D、物業E及物業G的租期自2016年4月1日起計至2019年3月31日(包括該日)為止，免租期自2016年4月1日起計至2016年11月20日，為期七個月二十天。

物業F的租期自2016年4月1日起計至2016年5月31日(包括該日)。

物業A、物業B、物業C、物業D、物業E及物業G的每月租金總額為HK\$1,497,133(不包括差餉、政府地租及管理費)，而物業F每月租金為HK\$163,555(不包括差餉、政府地租及管理費)。所有租金由租戶於每個曆月首日以現金預付。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(i) (continued)

The monthly rents of all the above-mentioned premises were determined on an arm's length basis taking into account two rental valuations conducted by two independent property valuers dated 14 March 2016 and 17 March 2016, respectively (one representing the tenants and the other representing the landlord) and as such reflected the prevailing market rental values of the subject premises. Accordingly, the Directors considered the Stelux House Renewal Tenancy Agreements 2016 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In addition, SHL (as tenant of Premises A) has been granted the naming right of Stelux House and each of SHL and TSWCL has been granted an option for the Premises A, B, C, D, E and G, but not an obligation, to renew the relevant tenancy agreement with the landlord every three years for three more years for a maximum of 12 years commencing from 1 April 2019 at the then prevailing open market rent.

On 30 March 2017, SHL (as tenant) surrendered the Premises G to MPIL (as landlord). Pursuant to the surrender agreement dated 5 May 2017, SHL had to pay MPIL a sum of HK\$518,962.50 as compensation for the early surrender of the Premises G which was equivalent to the office rental for the premises from 1 April 2016 to 20 November 2016 (inclusive) without rent-free provision.

During the year ended 31 March 2018, SHL (as tenant/licensee) has entered into tenancy/licence agreements with MPIL in respect of the following properties:

- (a) office unit number 2206A on the 22nd Floor of Stelux House with monthly rent of HK\$11,147.50 (exclusive of management charges and Government rate and rent) for two years expiring on 31 March 2019;
- (b) Storeroom 6A on 18th Floor of Stelux House with monthly licence fee of HK\$6,300.00 (inclusive of management charges and Government rate and rent) for a 6-month term of licence expiring on 31 May 2018; and
- (c) Storeroom 1B on 17th Floor of Stelux House with monthly licence fee of HK\$6,300.00 (inclusive of management charges and Government rate and rent) for a 14-month term of licence expiring on 31 March 2019.

持續關聯交易(續)

附註：(續)

(i) (續)

上述所有物業的每月租金乃根據公平原則釐定，並計及兩位獨立物業估值師分別於2016年3月14日及2016年3月17日進行的租金估值(其中一項代表租戶估值，另一項代表業主估值)反映之物業現行市場租金。因此，董事認為，2016年寶光商業中心租賃更新協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

另外，SHL(作為物業A之租戶)獲授寶光商業中心之命名權，以及SHL及通城鐘錶各自就物業A、物業B、物業C、物業D、物業E及物業G獲授選擇續約權(但無責任)可每三年與業主按當時現行公開市場租金將有關租賃協議續期，每次續期三年，由2019年4月1日起計最多續期十二年。

於2017年3月30日，SHL(作為租戶)終止向明華租賃物業G。根據日期為2017年5月5日的終止協議，SHL須向明華支付HK\$518,962.50作為提前終止租賃物業G的補償即等同免除2016年4月1日至2016年11月20日(包括該日)免租條款之辦公室租金。

於截至2018年3月31日止年度，SHL(作為租戶/獲許可人)與MPIL就以下物業訂立租賃/許可使用協議：

- (a) 寶光商業中心22樓2206A之辦公室單位，每月租金為HK\$11,147.50(不包括管理費、差餉及政府地租)，租期兩年至2019年3月31日為止；
- (b) 寶光商業中心18樓6A儲存室，每月許可使用費為HK\$6,300.00(包括管理費、差餉及政府地租)，租期六個月至2018年5月31日為止；及
- (c) 寶光商業中心17樓1B儲存室，每月許可使用費為HK\$6,300.00(包括管理費、差餉及政府地租)，租期十四個月至2019年3月31日為止；

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Leasing of warehouses

- (ii) On 5 April 2016, TSCL and ALCL (each individually as landlord/licensor) and certain wholly-owned subsidiaries of the Company (each individually as tenant/licensee), entered into the Warehouse Leasing and Licence Agreements 2016 with respect to the following warehouse spaces in Hong Kong:
- (a) three warehouse spaces at an industrial building in Yau Tong, Kowloon, Hong Kong ("Warehouse Spaces A, B and C"); and
- (b) three warehouse spaces at an industrial building in Kowloon Bay, Kowloon, Hong Kong ("Warehouse Spaces D, E and F").

The above-mentioned warehouse spaces are for a term of three years from 1 April 2016 up to and including 31 March 2019.

For Warehouse Spaces A and C, the total monthly rental amounted to HK\$107,340 (exclusive of rates, government rent and management charges). For Warehouse Space B, the monthly rental is HK\$9,500 (inclusive of rates, government rent and management charges).

For Warehouse Spaces D, E and F, the total monthly rental/licence fee amounted to HK\$107,901 (exclusive of rates, government rent and management charges).

All rental and licence fees are payable monthly in advance in cash by the tenants on the first day of each and every calendar month.

The monthly licence fees were determined on an arm's length basis taking into account the prevailing market rental rates in the vicinity, which indicate that the renewal rentals/licence fees are favourable to the Group as compared with the prevailing market rental/licence fee values of the subject warehouses. Accordingly, the Directors considered the Warehouse Leasing and Licence Agreements 2016 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

During the year ended 31 March 2018, the licence agreements for Warehouse Spaces A, B and C were terminated as at 8 January 2018 after the 3 months' written notices given by the licensor.

持續關聯交易(續)

附註：(續)

租賃貨倉

- (ii) 於2016年4月5日，TSCL及ALCL（各自個別作為業主／許可人）及本公司若干全資附屬公司（各自個別作為租戶／獲許可人）訂立2016年倉庫租賃及許可使用協議，內容有關以下倉庫：

- (a) 位於香港九龍油塘一幢工業大廈之三個倉庫（「倉庫A、倉庫B及倉庫C」）；及
- (b) 位於香港九龍九龍灣一幢工業大廈之三個倉庫（「倉庫D、倉庫E及倉庫F」）。

上述倉庫的租期自2016年4月1日起計至2019年3月31日（包括該日）。

倉庫A及倉庫C的每月租金總額為HK\$107,340（不包括差餉、政府地租及管理費）；而倉庫B的每月租金為HK\$9,500（包括差餉、政府地租及管理費）。

倉庫D、倉庫E及倉庫F的每月租金／許可費總額為HK\$107,901（不包括差餉、政府地租及管理費）。

所有租金及許可費由租戶於每個曆月首日以現金預付。

每月許可費乃按公平原則釐定，並計及附近位置之現行市場租金，由此顯示的續期租金／許可費經與有關倉庫現行市場租金／許可費相比對本集團有利。因此，董事認為，2016年倉庫租賃及許可協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

於截至2018年3月31日止年度，按許可人所發出的3個月書面通知倉庫A、倉庫B及倉庫C的許可使用協議已於2018年1月8日終止。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Licensing of carparking spaces

- (iii) On 5 April 2016, certain wholly-owned subsidiaries of the Company (each individually as licensee) entered into the Carparking Space Licenses with MPIL and ALCL (each individually as licensor) with respect to the following carparking spaces:
- (a) four carparking spaces at Stelux House with total monthly license fee of HK\$13,400 (inclusive of rates, government rent and management charges); and
 - (b) two vehicle parking spaces at an industrial building in Kowloon Bay, Kowloon, Hong Kong with total monthly license fee of HK\$8,600 (inclusive of management charges but exclusive of rates and government rent).

All the above-mentioned carparking spaces are for a term of three years from 1 April 2016 up to and including 31 March 2019. The license fees are payable monthly in advance in cash by the licensees on the first day of each and every calendar month.

The monthly license fees were determined on an arm's length basis taking into account the prevailing market rates for parking spaces in the vicinity. Accordingly, the Directors considered the terms of the Carparking Space Licenses reflect normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

- (iv) The Group has been using the subject office premises and warehouses primarily for office, administrative and storage purposes over a long period of time. In order to avoid possible disruption to its business due to relocation, the Group intends to continue to lease/licence the subject office premises, carparking spaces and warehouses following the expiration of the relevant leases/licences. The Directors consider it to be in the interests of the Company and the Shareholders as a whole for the Group to continue to use the subject premises as long as the relevant rental/licence fee and other terms are favourable to the Group so as to avoid relocation and refurbishment costs which otherwise the Group will have to incur.

The continuing connected transactions as set out in (i) to (iii) above, in relation to the leasing of properties and licensing of carparking spaces from connected parties, have been aggregated for the purpose of classification in accordance with Rule 14A.81 of the Listing Rules, and the aggregate annual cap for the financial year ended 31 March 2018 was approximately HK\$20,927,000.

持續關聯交易(續)

附註：(續)

停車位許可

- (iii) 於2016年4月5日，本公司若干全資附屬公司(各自個別作為獲許可人)與明華及ALCL訂立停車位許可使用協議，內容有關以下停車位：
- (a) 寶光商業中心四個停車位合共每月租金HK\$13,400(包括差餉，政府地租及管理費)；及
 - (b) 九龍灣一幢工業大廈之兩個車輛停放位置合共每月租金HK\$8,600(包括管理費，但不包括差餉及政府地租)。

上述所有停車位許可使用期為自2016年4月1日起計至2019年3月31日(包括該日)。許可使用費由獲許可人於每個曆月首日以現金預付。

每月許可使用費乃按公平原則釐定，並計及附近車輛停放位置之現行市場租金。因此，董事認為，停車位許可使用協議乃按一般商業條款訂立，屬公平合理，並符合本公司及股東之整體利益。

- (iv) 本集團於過去一直長期使用有關辦公室物業及倉庫，主要用作辦公室、行政及儲物用途。為避免搬遷可能對業務導致的影響，本集團擬於有關租約/許可屆滿後繼續租賃/獲許可使用有關辦公室物業、停車位及倉庫。董事認為，只要有關於租金/許可費及其他條款對本集團有利及使本集團可避免產生搬遷及裝修費用，本集團繼續使用有關物業實符合本公司及股東之整體利益。

根據上市規則第14A.81條，以上(i)至(iii)所載與向關聯方租賃物業及許可使用停車位有關的交易為須合併計算之關聯交易，而截至2018年3月31日止財政年度的年度上限總額約為HK\$20,927,000。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

Provision of management and property agency liaison services

- (v) On 5 April 2016, Stelux Properties Agency Limited (“SPAL”), a wholly-owned subsidiary of the Company, as agent, renewed the management and property agency liaison services agreement (“Service Agreement 2016”) with MPIL, as principal, for a term of three years from 1 April 2016 up to and including 31 March 2019 for the provision of the following services (“Services”):
- (a) contract administration with respect to contracts entered into between MPIL and third parties from time to time;
 - (b) property agency liaison and tenancy management;
 - (c) management of the property manager of Stelux House; and
 - (d) other miscellaneous administrative services.

SPAL has been providing the Services with respect to Stelux House since 1998 and has accumulated relevant knowledge and experience. MPIL is satisfied so far with the Services provided by the Group, whilst the remuneration received by the Group is enough to cover the relevant costs incurred by the Group in providing the Services. As such, SPAL continued to provide the Services to MPIL following the expiration of the preceding service agreement on 31 March 2016.

Monthly remuneration was set at HK\$195,000 per calendar month (in the first year ended 31 March 2017) payable in advance in cash on the first day of each and every calendar month. Parties to the Service Agreement 2016 shall negotiate and agree in good faith to increase the remuneration on an annual basis for the second year and the third year by not more than 10% over that in the preceding year with reference to the actual increase in costs (including but not limited to the related staff salaries) incurred by the Group with respect to the provision of the Services. In the event that no agreement is reached between the parties in negotiating the remuneration for the next year, the remuneration shall remain unchanged.

The monthly remuneration received by the Group for the two years ended 31 March 2018 was the same as that under the preceding service agreement for the three years ended 31 March 2016. The remuneration was arrived at after arm’s length negotiations between the parties and with reference to the estimate of the costs to be incurred by the Company with respect to the provision of the Services in the financial year ended 31 March 2016. Accordingly, the Directors considered the terms of the Service Agreement 2016 were on normal commercial terms and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關聯交易(續)

附註：(續)

提供管理及物業代理聯絡服務

- (v) 於2016年4月5日，本公司全資附屬公司寶光地產代理有限公司(「寶光地產」)(作為代理)，與明華(作為委託人)重續管理及物業代理聯絡服務協議(「2016年服務協議」)，由2016年4月1日起至2019年3月31日(包括該日)止為期三年，提供下列服務(「服務」)：
- (a) 管理明華與第三方不時訂立的合約；
 - (b) 物業代理聯絡及租賃管理；
 - (c) 管理寶光商業中心的物業管理公司；及
 - (d) 其他行政服務。

寶光地產自1998年起向寶光商業中心提供服務，並累積相關知識及經驗。明華迄今滿意本集團提供的服務，同時本集團根據服務協議收取的酬金足以抵銷本集團提供服務所產生的有關成本。因此，寶光地產於2016年3月31日先前服務協議屆滿後繼續向明華提供服務。

每月酬金為每個曆月HK\$195,000(於截至2017年3月31日止第一年度)，須於每個曆月第一日以現金預付。2016年服務協議之訂約方須參考本集團因提供該等服務而產生之實際增加成本(包括但不限於相關員工薪酬)，並按年度基準真誠磋商及協定於第二年度及第三年度之酬金升幅，惟升幅不得超過上一年度酬金之10%。倘訂約方在磋商下一年度酬金時未能達成協議，則該酬勞將維持不變。

本集團截至2018年3月31日止兩年度所收取的每月酬金與截至2016年3月31日止三年度先前服務協議項下所收取的酬金相同。酬金按訂約各方公平磋商後達成，並參考本公司於截至2016年3月31日止財政年度提供服務所產生的估計成本。因此，董事認為，2016年服務協議之條款為一般商業條款，屬公平合理，並符合本公司及股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS (continued)

Notes: (continued)

(v) (continued)

With reference to the monthly remuneration under the Service Agreement 2016, the Annual Cap Amount for this continuing connected transaction was set at HK\$2,574,000 for the financial year ended 31 March 2018.

Relationships between counterparties

(vi) With respect to transactions (i), (ii), (iii) and (v) above, each of MPIL, TSCL and ALCL is a subsidiary of Yee Hing Company Limited (“Yee Hing”). Yee Hing, directly and indirectly through its subsidiary, held 0.08% of the Company’s issued shares as at 31 March 2018. The Trust, of which Mr. Joseph C.C.Wong and Mr. Sakorn Kanjanapas (Mr. Sakorn Kanjanapas passed away on 8 April 2017), are beneficiaries, holds 55% of the total issued shares of Yee Hing as at 31 March 2018. Therefore, each of MPIL, TSCL and ALCL is an associate of the aforesaid directors and hence is a connected person of the Company. Therefore, transactions (i), (ii), (iii) and (v) above constitute continuing connected transactions for the Company.

The above continuing connected transactions also constitute related party transactions and are disclosed in note 32 to the financial statements on page 149. For operating lease rental in respect of the office premises, the amounts shown in note 32(a)(ii) to the financial statements on page 151 were calculated at effective rents in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

持續關聯交易(續)

附註：(續)

(v) (續)

參照根據2016年服務協議下之每月酬金，該持續關聯交易截至2018年3月31日止財政年度之年度上限金額設定為HK\$2,574,000。

與交易對方之關係

(vi) 就上述(i)、(ii)、(iii)及(v)項之交易而言，明華、TSCL及ALCL均為義興有限公司(「義興」)之附屬公司。義興直接及間接通過其附屬公司持有本公司於2018年3月31日之已發行股份0.08%。於2018年3月31日黃創增先生及黃創江先生(黃創江先生於2017年4月8日辭世)實益擁有的信託持有義興全部已發行普通股之55%。因此，明華、TSCL及ALCL均為上述董事之聯繫人士，故為本公司之關聯人士。因此，上述(i)、(ii)、(iii)及(v)項之交易構成本公司持續關聯交易。

上述持續關聯交易亦構成有關聯人士交易，並於財務報表第149頁附註32內披露。就辦公室物業的營業租金而言，財務報表第151頁附註32(a)(ii)所列之金額乃根據香港會計師公會頒佈的香港財務報告準則按有效租金計算。

PERMITTED INDEMNITY PROVISIONS

As permitted by the Bye-laws of the Company, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director, to the extent permitted by Bermuda law. Such permitted indemnity provision has been in force throughout the financial year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

Last but not least, I express my most sincere thanks and gratitude to colleagues and staff members for their commitment, hard work and loyalty to the Group during the year.

On behalf of the Board

Joseph C. C. Wong
Chairman and Chief Executive Officer

Hong Kong, 21 June 2018

獲准許的彌償條文

本公司之組織章程細則允許本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任。此等獲准許的彌償條文於財政年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

本公司於香港附屬公司（「香港附屬公司」）之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

核數師

本財務報表已經由羅兵咸永道會計師事務所審核，該核數師任滿告退，惟合資格並願膺選連任。

最後，本人衷心感謝各位員工持續對集團的辛勤貢獻及忠誠服務。

代表董事會

黃創增
主席及行政總裁

香港，2018年6月21日



羅兵咸永道

TO THE SHAREHOLDERS OF STELUX HOLDINGS INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

致寶光實業(國際)有限公司股東

(於百慕達註冊成立的有限公司)

OPINION

意見

What we have audited

我們已審計的內容

The consolidated financial statements of Stelux Holdings International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 42 to 163, which comprise:

寶光實業(國際)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第42至163頁的綜合財務報表,包括:

- the consolidated balance sheet as at 31 March 2018;
 - the consolidated income statement for the year then ended;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated cash flow statement for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於2018年3月31日的綜合資產負債表;
 - 截至該日止年度的綜合損益表;
 - 截至該日止年度的綜合全面收益表;
 - 截至該日止年度的綜合權益變動表;
 - 截至該日止年度的綜合現金流量表;及
 - 綜合財務報表附註,包括主要會計政策概要。

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INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Our opinion

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters identified in our audit are related to the provision for stocks and impairment assessment of technical know-how.

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2018年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。我們在審計中識別的關鍵審計事項為存貨撥備及專業技術的減值評估。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter	How our audit addressed the Key Audit Matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
<p><i>Provision for stocks</i></p> <p>Refer to Note 4 and Note 19 to the consolidated financial statements.</p> <p>As at 31 March 2018, the Group held stocks of HK\$879,000,000 and has a stock provision of HK\$208,137,000. Stocks are carried at the lower of cost and net realisable value in the consolidated financial statements.</p> <p>When assessing the carrying value of stocks at each period end, the Group applies a provisioning methodology for slow moving stocks based on stock ageing and makes specific provision for obsolete stocks.</p> <p>We focused on this area because the estimation of provision percentages applied to different aged stock categories and the estimation of specific provision for obsolete stocks involved a significant level of judgement based on historical experience of selling products of similar nature through various sales channels as well as expectation of future sales under current market conditions. These estimations are also subject to uncertainty as a result of change of market trends, customer preferences and competitor actions.</p>	<p>Our procedures in relation to management's estimation and judgement applied in calculating the amount of the stock provisions included:</p> <ul style="list-style-type: none">– Understanding the key stock controls operating across the Group, including the procedures on the periodic review of stock provisions.– Testing, on a sample basis, the accuracy of the stock ageing report.– Evaluating the assumptions and estimates applied by management to determine the provisioning percentages applicable to individual ageing categories of stock by testing the accuracy of historical information involved, comparing with current year and historical sales trends of similar products and performing sensitivity analysis on changes of major assumptions of future sales, such as sales margin.– Performing analysis on stock balance and movement data by comparing, on a sample basis, the carrying amount of stock items against its selling price during the year and subsequent to the year end to identify slow-moving stock and stock with net realisable value lower than its cost.– Evaluating the future sales plans with reference to historical sales performance of similar products through different sales channels and the Group's business strategies, identified through meetings with the relevant management personnel. <p>Based upon the above procedures, we found management's estimation and judgement applied in respect of the provision for stocks to be supportable by available evidence.</p>	<p><i>存貨撥備</i></p> <p>請參閱綜合財務報表附註4及附註19。</p> <p>於2018年3月31日，貴集團已持有存貨879,000,000港元及已為存貨作撥備208,137,000港元。存貨按成本值或可變現淨值兩者之較低者列賬。</p> <p>於評估各期末的存貨賬面值時，貴集團按存貨賬齡對滯銷存貨作出撥備，並對陳舊存貨作出特定撥備。</p> <p>我們關注該範疇，是因為根據過往透過不同銷售渠道出售類似性質產品的經驗及在當前市況下對未來銷售的預期而應用於不同賬齡存貨種類的撥備百分比估計及陳舊存貨的特定撥備估計涉及重大的判斷。市場趨勢、客戶品味及競爭者所採取的行動變動亦會導致該等估計有不確定因素。</p>	<p>對於管理層在計算存貨撥備金額中所運用的估計及判斷，我們的程序包括：</p> <ul style="list-style-type: none">– 了解貴集團應用之關鍵存貨控制，包括存貨撥備之定期審閱程序。– 以抽樣方式測試存貨貨齡報告之準確性。– 亦通過測試所用之歷史數據的準確性、比較本年度及過往類似產品的銷售趨勢及對未來銷售（例如銷售毛利）的主要假設變動進行敏感度分析，以評估管理層釐定存貨的個別賬齡分類之撥備比率所應用的假設及估計。– 對存貨結餘和變動數據進行分析，並以抽樣方式比較存貨項目的賬面價值與其在年內及年末之後的銷售價格，以識別滯銷存貨及可變現淨值低於其成本之存貨。– 參考相似產品在不同銷售渠道的過往銷售業績、外部市場數據，以及通過與有關管理層人員會面所得悉的貴集團業務策略，評估未來的銷售計劃。 <p>基於以上所述，我們認為現有證據足以支持管理層就存貨撥備所運用的估計和判斷。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter	How our audit addressed the Key Audit Matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
<p><i>Impairment assessment on technical know-how</i></p> <p>Refer to Note 4 and Note 16 of the consolidated financial statements.</p> <p>For the year ended 31 March 2018, the Group made an additional impairment provision of HK\$30,273,000 for technical know-how which arose from the acquisition of CATENA S.A. ("CATENA"), a Swiss watch manufacturer in 2015.</p> <p>In view of the unfavorable market condition and the Group's revised business plan, management considered that the technical know-how may be impaired and hence an impairment assessment was carried out.</p> <p>Management engaged an independent external valuer in determining the recoverable amount of the technical know-how using the value-in-use calculations supported by cash flow projections performed by management. The key assumptions used include:</p> <ul style="list-style-type: none">– revenue growth rate;– terminal growth rate; and– pre-tax discount rate;	<p>Our procedures in relation to management's impairment assessment on technical know-how included:</p> <ul style="list-style-type: none">– Inquiry of management on the business plan of CATENA, with reference to industry research reports and comparing actual results for the year with cash flow projections prepared in prior year, in considering whether impairment indicators exist.– Considering the competency, capability and objectivity of the independent external valuer by considering its qualification, relevant experience and relationship with the Group.– Involving our internal valuation specialist in our discussion with the external valuer and management to understand the rationale, and assess the appropriateness and consistency, of the methodology used and the reasonableness of the key assumptions applied in the valuation.– Assessing the reasonableness of the key assumptions such as pre-tax discount rate with reference to the weighted average cost of capital and risk premium of CATENA; and the revenue growth rate and terminal growth rate used in the cash flow projections based on market research, industry performance, historical performance, future business plan of CATENA and long term economic growth rate of Switzerland; and	<p><i>專業技術的減值評估</i></p> <p>請參閱綜合財務報表附註4及附註16。</p> <p>截至2018年3月31日止年度，貴集團就於2015年收購瑞士鐘錶生產商CATENA S.A. (「CATENA」)所產生的專業技術作出30,273,000港元之額外減值撥備。</p> <p>鑑於不利的市況及貴集團經修訂的業務計劃，管理層認為專業技術可能會減值，並因而進行減值評估。</p> <p>管理層委聘一名獨立外部估值師透過使用由管理層作出的現金流量預測所支持的使用價值計算以釐定專業技術的可收回金額。使用的主要假設包括：</p> <ul style="list-style-type: none">– 收入增長率；– 最終增長率；及– 稅前貼現率。	<p>有關管理層就專業技術作出的減值評估，我們的程序包括：</p> <ul style="list-style-type: none">– 在考慮是否存在減值跡象時，向管理層查詢CATENA的業務計劃，參考行業研究報告，並將本年度的實際結果與上一年度編製的現金流量預測進行比較。– 透過考慮獨立外部估值師的資歷、相關經驗及與貴集團的關係，考慮其資格、能力及客觀性。– 讓我們的內部評估專家參與我們與外部估值師及管理層的討論，以了解基本原理，並評估所用方法的適當性及一致性以及估值中應用的主要假設的合理性。– 根據CATENA的加權平均資本成本及風險溢價，評估稅前貼現率；以及根據市場研究、行業表現、過往業績、CATENA的未來業務計劃及瑞士長期經濟增長率計算的現金流量預測中使用的收入增長率和最終增長率等主要假設的合理性；及

Key Audit Matter	How our audit addressed the Key Audit Matter	關鍵審計事項	我們的審計如何處理關鍵審計事項
<p><i>Impairment assessment on technical know-how (Continued)</i></p> <p>Based on the results of the impairment assessment, an impairment charge of HK\$30,273,000 has been made by management on the Group's technical know-how for the year ended 31 March 2018.</p> <p>We focused on this area because of the significant judgements and estimates involved in the impairment assessment by management.</p>	<p>– Evaluating the management sensitivity analysis around the key assumptions within the cash flow forecasts to ascertain the extent of change in those assumptions that either individually or collectively would be required for the technical know-how to be further impaired and also considered the likelihood of such a change in those key assumptions arising.</p> <p>Based upon the above procedures performed, we found the methodology used and key assumptions applied in the impairment assessment on technical know-how to be supportable by available evidence.</p>	<p><i>專業技術的減值評估</i></p> <p>根據減值評估的結果，管理層已就貴集團截至2018年3月31日止年度的專業技術作出減值開支30,273,000港元。</p> <p>我們關注該範疇，是因管理層在減值評估中所涉及的重大判斷及估計。</p>	<p>– 評估現金流量預測中圍繞主要假設的管理層敏感度分析，以確定專業技術進一步減值所需的個別或集體假設的變化程度，並考慮主要假設產生變化的可能性。</p> <p>基於上述程序，我們發現在專業技術的減值評估中所使用的方法及應用的主要假設得到現有證據所支持。</p>

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and Report of the Directors and Environmental, Social and Governance Report, which are expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

其他信息

貴公司董事須對其他信息負責。其他信息包括我們在本核數師報告日期前取得的管理層討論及分析內的信息(但不包括綜合財務報表及我們的核數師報告)，以及預期會在本核數師報告日期後取得的環境、社會及管治報告內的信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不也將不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read Report of the Directors and Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit committee and take appropriate action considering our legal rights and obligations.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit committee is responsible for overseeing the Group's financial reporting process.

基於我們就我們於本核數師報告日期前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀環境、社會及管治報告後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與審核委員會溝通，並考慮我們的法律權利和義務後採取適當行動。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Chiu Kong, Edmond.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 June 2018

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

出具本獨立核數師報告的審計項目合夥人是陳朝光先生。

羅兵咸永道會計師事務所
執業會計師

香港，2018年6月21日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Note	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
		附註		
Continuing Operations	持續營運業務			
Revenue	收入	5	1,509,122	1,634,863
Cost of sales	銷售成本	8	(740,468)	(759,648)
Gross profit	毛利		768,654	875,215
Other gains, net	其他收益，淨額	6	21,247	61,298
Other income	其他收入	7	15,119	15,042
Selling expenses	銷售支出	8	(608,236)	(727,001)
General and administrative expenses	一般及行政支出	8	(229,116)	(242,976)
Other operating expenses	其他營運支出	8	(67,753)	(61,016)
Operating loss	營業虧損		(100,085)	(79,438)
Finance costs	財務成本	10	(23,309)	(56,671)
Loss before income tax	除所得稅前虧損		(123,394)	(136,109)
Income tax (expense)/credit	所得稅(支出)/抵扣	11	(22,454)	3,642
Loss for the year from Continuing Operations	年度持續營運業務的虧損		(145,848)	(132,467)
Discontinued Operations	終止營運業務			
Loss for the year from Discontinued Operations	年度終止營運業務的虧損	25(b)	(4,464)	(45,246)
Loss for the year	年內虧損		(150,312)	(177,713)
Attributable to:	以下應佔：			
Equity holders of the Company	本公司權益持有人		(150,577)	(177,921)
Non-controlling interests	非控股權		265	208
			(150,312)	(177,713)
Loss attributable to the equity holders of the Company arise from:	本公司權益持有人 應佔虧損：			
– Continuing Operations	– 持續營運業務		(146,113)	(132,675)
– Discontinued Operations	– 終止營運業務		(4,464)	(45,246)
			(150,577)	(177,921)

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.

第49至163頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Note	2018 HK cents 港仙	2017 HK cents 港仙 (Restated) (重列)
Loss per share for loss from Continuing Operations attributable to the equity holders of the Company	本公司權益持有人應佔 持續營運業務的每股虧損			
– Basic and diluted	– 基本及攤薄	12	<u>(13.96)</u>	(12.68)
Loss per share for loss attributable to the equity holders of the Company	本公司權益持有人應佔的 每股虧損			
– Basic and diluted	– 基本及攤薄	12	<u>(14.39)</u>	(17.00)

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.

第49至163頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2018 截至2018年3月31日止年度

	Note	2018	2017
	附註	HK\$'000	HK\$'000
		港幣仟元	港幣仟元
			(Restated)
			(重列)
Loss for the year		(150,312)	(177,713)
Other comprehensive income/(loss):			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences of translation of foreign operations		32,889	(54,798)
Change in fair value of available-for-sale financial assets	17	1,141	(896)
Other comprehensive income/(loss) arising from Discontinued Operations	25(b)	17,262	(162)
		51,292	(55,856)
<i>Item that will not be reclassified to profit or loss:</i>			
Gain on revaluation of property plant and equipment	13	201,644	–
Other comprehensive income/(loss) for the year, net of tax		252,936	(55,856)
Total comprehensive income/(loss) for the year		102,624	(233,569)
Attributable to:			
Equity holders of the Company		101,511	(233,634)
Non-controlling interests		1,113	65
Total comprehensive income/(loss) for the year		102,624	(233,569)
Total comprehensive income/(loss) for the year attributable to the equity holders of the Company arises from:			
Continuing Operations		88,779	(188,213)
Discontinued Operations		12,732	(45,421)
		101,511	(233,634)

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.

第49至163頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2018 於2018年3月31日

		Note	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
		附註		
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	13	322,772	403,213
Investment property	投資物業	14	230,000	–
Prepayment of lease premium	預付租賃地價	15	14,266	31,282
Intangible assets	無形資產	16	69,436	99,699
Deferred tax assets	遞延稅項資產	28	62,471	87,944
Available-for-sale financial assets	可供出售的財務資產	17	12,374	11,233
Deposits and prepayments	按金及預付款項	20	56,921	129,590
Total non-current assets	非流動資產總額		768,240	762,961
Current assets	流動資產			
Stocks	存貨	19	670,863	926,504
Trade and other receivables	貿易及其他應收賬款	20	351,702	424,992
Cash and cash equivalents	現金及現金等值物	21	246,278	533,774
			1,268,843	1,885,270
Assets classified as held for sale	分類為持作可供出售的資產	25	614,856	–
Total current assets	流動資產總額		1,883,699	1,885,270
Total assets	資產總額		2,651,939	2,648,231
EQUITY	股權			
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	22	104,647	104,647
Reserves	儲備	23	915,943	814,432
Shareholders' funds	股東資金		1,020,590	919,079
Non-controlling interests	非控股權益		8,193	7,080
Total equity	股權總額		1,028,783	926,159

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2018 於2018年3月31日

		Note	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
		附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	28	7,064	7,474
Borrowings	貸款	27	15,483	14,710
Total non-current liabilities	非流動負債總額		22,547	22,184
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	26	369,653	611,905
Income tax payable	應付所得稅		15,609	5,338
Borrowings	貸款	27	918,926	1,082,645
			1,304,188	1,699,888
Liabilities directly associated with assets classified as held for sale	與分類為持作可供出售資產直接相關的負債	25	296,421	–
Total current liabilities	流動負債總額		1,600,609	1,699,888
Total liabilities	負債總額		1,623,156	1,722,072
Total equity and liabilities	股權及負債總額		2,651,939	2,648,231

The consolidated financial statements on pages 42 to 163 were approved by the Board of Directors on 21 June 2018 and were signed on its behalf.

董事會在2018年6月21日批准並簽署了載於第42至163頁的綜合財務報表。

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

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

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.
第49至163頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Attributable to the equity holders of the Company 本公司權益持有人應佔				
		Share capital 股本	Reserves 儲備	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元	HK\$'000 港幣仟元
At 1 April 2016	於2016年4月1日	104,647	1,125,156	1,229,803	7,015	1,236,818
(Loss)/profit for the year	年內(虧損)/溢利	–	(177,921)	(177,921)	208	(177,713)
Other comprehensive loss	其他全面虧損	–	(55,713)	(55,713)	(143)	(55,856)
Total comprehensive (loss)/income	其他全面(虧損)/收益總額	–	(233,634)	(233,634)	65	(233,569)
Transactions with owners in their capacity as owners	與持份者進行的交易					
Release of convertible bonds reserve upon redemption	贖回後撥回可換股債券儲備	–	(77,090)	(77,090)	–	(77,090)
At 31 March 2017	於2017年3月31日	104,647	814,432	919,079	7,080	926,159
At 1 April 2017	於2017年4月1日	104,647	814,432	919,079	7,080	926,159
(Loss)/profit for the year	年內(虧損)/溢利	–	(150,577)	(150,577)	265	(150,312)
Other comprehensive income	其他全面收益	–	252,088	252,088	848	252,936
Total comprehensive income	其他全面收益總額	–	101,511	101,511	1,113	102,624
At 31 March 2018	於2018年3月31日	104,647	915,943	1,020,590	8,193	1,028,783

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.

第49至163頁的附註為此等綜合財務報表的不可或缺部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 March 2018 截至2018年3月31日止年度

		Note	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
		附註		
Cash flows from operating activities	營運活動的現金流量			
Cash generated from operations	營運活動所得現金	29	75,569	122,875
Interest paid	已付利息		(25,528)	(19,282)
Hong Kong profits tax paid	支付香港利得稅		(5,574)	(6,155)
Hong Kong profits tax refunded	已退回香港利得稅		8,603	1,215
Overseas profits tax paid	支付海外利得稅		(8,004)	(9,370)
Overseas profits tax refunded	已退回海外利得稅		31	144
Net cash generated from operating activities	營運活動所得的現金淨額		45,097	89,427
Cash flows from investing activities	投資活動的現金流量			
Purchase of property, plant and equipment	購入物業、機器及設備		(96,377)	(67,460)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備所得款項		725	853
Acquisition of a trademark	購入商標	16	–	(2,630)
Interest received	已收利息		1,441	2,827
Dividends received	已收股息		3,599	1,938
Disposal of prepayment of lease premium	出售預付租賃地價		1,059	2,032
Addition of prepayment of lease premium	新增預付租賃地價		(1,015)	(8,614)
Net cash used in investing activities	投資活動所用的現金淨額		(90,568)	(71,054)
Cash flows from financing activities	融資活動的現金流量			
Drawdown of bank loans	提取銀行貸款		544,152	921,460
Repayment of bank loans	償還銀行貸款		(634,864)	(496,371)
Capital element of finance lease payments	償還融資租賃本金		(46)	(60)
Interest paid on convertible bonds	已付可換股債券利息		–	(6,493)
Redemption of convertible bonds	贖回可換股債券		–	(482,330)
Net cash used in financing activities	融資活動所用的現金淨額		(90,758)	(63,794)
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額		(136,229)	(45,421)
Cash and cash equivalents at beginning of the year	年初的現金及現金等值物		533,774	599,225
Effect of foreign exchange rate changes	匯率變動的影響		(14,548)	(20,030)
Cash and cash equivalents at end of the year	年終的現金及現金等值物		382,997	533,774
Analysis of balances of cash and cash equivalents:	現金及現金等值物結餘的分析：			
– Cash and cash equivalents	– 現金及現金等值物		246,278	533,774
– Bank overdrafts	– 銀行透支		(6,365)	–
– Cash and cash equivalents included in assets classified as held for sale	– 包括在分類為持作可供出售的資產中的現金和現金等值物		143,084	–
			382,997	533,774

The notes on pages 49 to 163 are an integral part of these consolidated financial statements.

第49至163頁的附註為此等綜合財務報表的不可或缺部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

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

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

(a) *Compliance with HKFRS and HKCO*

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

(b) *Historical cost convention*

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

1 一般資料

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

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

本公司的股份於香港聯合交易所有限公司上市。

除另有註明者外，本綜合財務報表乃以港幣計值。

2 主要會計政策概要

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

2.1 編製基準

(a) *遵守香港財務報告準則及香港《公司條例》*

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

(b) *歷史成本常規*

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

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

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

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

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

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

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) *本集團採納的新訂及經修訂準則*

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

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

採納該等修訂本並無對過往期間所確認之數額造成任何影響。

(d) *尚未採納的新訂準則、準則修訂本及詮釋*

香港財務報告準則第1號 (修訂本)	首次採用香港財務報告準則 ¹
香港財務報告準則第2號 (修訂本)	以股份為基礎支付的交易之分類和計量 ¹
香港財務報告準則第4號 (修訂本)	與香港財務報告準則第4號「保險合同」一併應用的香港財務報告準則第9號「金融工具」 ¹
香港財務報告準則第9號	金融工具 ¹

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

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

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

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

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

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

⁴ No mandatory effective date yet determined

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(d) 尚未採納的新訂準則、準則修訂本及詮釋 (續)

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

¹ 於2018年4月1日或以後開始的財務期間生效

² 於2019年4月1日或以後開始的財務期間生效

³ 於2021年4月1日或以後開始的財務期間生效

⁴ 生效日期有待確定

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

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

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

HKFRS 9 "Financial Instruments"

Nature of change

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

Impact

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

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

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

香港財務報告準則第9號「金融工具」

變動性質

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

影響

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 9 “Financial Instruments” (Continued)

Impact (Continued)

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

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第9號「金融工具」(續)

影響 (續)

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

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

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

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

HKFRS 9 “Financial Instruments” *(Continued)*

Impact (Continued)

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

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

Date of adoption by Group

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

2 主要會計政策概要 (續)**2.1 編製基準 (續)**

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第9號「金融工具」 *(續)*

影響 (續)

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

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

本集團之採納日期

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 15 “Revenue from Contracts with Customers”

Nature of change

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

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

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

Impact

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第15號「來自客戶合約的收入」

變動性質

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

新訂準則乃基於貨品或服務控制權轉移至客戶時確認收入的原則。

該準則允許在採納時採用全面追溯法或修改追溯法。

影響

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

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

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

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

Date of adoption by Group

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

HKFRS 16 “Leases”

Nature of change

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

The accounting for lessors will not significantly change.

Impact

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

2 主要會計政策概要 (續)**2.1 編製基準 (續)**

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第15號「來自客戶合約的收入」 (續)

本集團之採納日期

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

香港財務報告準則第16號「租賃」

變動性質

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

出租人會計處理將無重大變動。

影響

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 16 “Leases” (Continued)

Impact (Continued)

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

Date of adoption by Group

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

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

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (d) *尚未採納的新訂準則、準則修訂本及詮釋 (續)*

香港財務報告準則第16號「租賃」(續)

影響 (續)

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

本集團之採納日期

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

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

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

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

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

2.3 Principles of consolidation*(a) Subsidiaries*

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

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

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

2 主要會計政策概要 (續)**2.2 因終止營運業務而重列**

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

由於重列不會影響綜合資產負債表，故於2016年4月1日並無披露比較資料。

2.3 綜合基準*(a) 附屬公司*

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

本集團採用收購法為業務合併入賬。

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Principles of consolidation (Continued)

(a) Subsidiaries (Continued)

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

(b) Changes in ownership interests

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

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

2 主要會計政策概要 (續)

2.3 綜合基準 (續)

(a) 附屬公司 (續)

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

(b) 控制性權益變動

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*(Continued)***2.4 Business combinations**

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

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

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

Acquisition-related costs are expensed as incurred.

2 主要會計政策概要 (續)**2.4 業務合併**

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

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

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

收購相關成本於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.4 Business combinations (Continued)

The excess of the

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

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

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

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

2.5 Separate financial statements

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

2 主要會計政策概要 (續)

2.4 業務合併 (續)

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

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

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

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

2.5 獨立財務報表

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

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

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

2.6 Segment reporting

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

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

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

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

2 主要會計政策概要 (續)**2.5 獨立財務報表 (續)**

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

2.6 分部報告

營運分部之報告方式,與向主要營運決策者提供內部報告之方式一致。

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

2.7 外幣換算*(a) 功能及呈報貨幣*

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(b) Transactions and balances

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

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

(c) Group companies

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

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(b) 交易及結餘

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

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

(c) 集團旗下公司

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(c) 集團旗下公司 (續)

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal

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

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

2.8 Property, plant and equipment

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

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

2 主要會計政策概要 (續)

2.7 外幣換算 (續)

(d) 出售海外業務及部分出售

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

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

2.8 物業、機器及設備

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.8 Property, plant and equipment (Continued)

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

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

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

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

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

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

2 主要會計政策概要 (續)

2.8 物業、機器及設備 (續)

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

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

永久業權之土地無須折舊。永久業權之土地以成本減累計減值虧損(如有)入賬。

資產之剩餘價值及可用年期會於各結算日審閱及調整(如適用)。

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

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

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

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

2.10 Intangible assets*(a) Goodwill*

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

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

2 主要會計政策概要 (續)**2.9 投資物業**

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

2.10 無形資產*(a) 商譽*

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

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

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

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

(c) Technical know-how

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

2.11 Impairment of non-financial assets

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

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

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

(c) 專業技術

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

2.11 非財務資產減值

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

2 主要會計政策概要 (續)

2.12 持作可供出售的非流動資產 (或出售集團) 及終止營運業務

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

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

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

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

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

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

2.13 Financial assets*(a) Classification*

The Group classifies its financial assets in the following categories:

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

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

(i) Loans and receivables

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

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

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

2.13 財務資產*(a) 分類*

本集團按以下類別將其財務資產分類：

- 貸款及應收款；及
- 可供出售財務資產。

分類視乎收購投資之目的而定。管理層於初步確認投資時將其分類。

(i) 貸款及應收款

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial assets (Continued)

(a) Classification (Continued)

(ii) Available-for-sale financial assets

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

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

(b) Reclassification

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

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(a) 分類 (續)

(ii) 可供出售財務資產

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

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

(b) 重新分類

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

(c) Recognition and derecognition

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

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

(d) Measurement

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

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(b) 重新分類 (續)

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

(c) 確認及終止確認

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

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

(d) 計量

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Financial assets (Continued)

(d) Measurement (Continued)

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

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

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

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

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

2.14 Offsetting financial instruments

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

2 主要會計政策概要 (續)

2.13 財務資產 (續)

(d) 計量 (續)

貸款及應收款其後使用實際利率法按攤銷成本列賬。

可供出售財務資產及按公平值透過損益列賬之財務資產其後按公平值列賬。

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

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

有關如何釐定金融工具公平值的詳情披露於附註3.3(a)。

2.14 抵銷金融工具

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.15 Impairment of financial assets

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

Assets carried at amortised cost

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

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

2 主要會計政策概要 (續)

2.15 財務資產減值

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

按攤銷成本列賬的資產

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

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

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

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

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

2.16 Stocks

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

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

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

在損益中確認的股本工具的減值虧損於其後期間不會透過損益撥回。

2.16 存貨

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

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

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

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

2.18 Cash and cash equivalents

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

2.19 Share capital

Ordinary shares are classified as equity.

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

2 主要會計政策概要 (續)**2.17 貿易及其他應收賬款**

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

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

2.18 現金及現金等值物

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

2.19 股本

普通股被列為權益。

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.20 Trade and other payables

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

2.21 Borrowings

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

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

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

2 主要會計政策概要 (續)

2.20 貿易及其他應付賬款

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

2.21 貸款

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

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

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

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

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

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

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

2.23 Current and deferred income tax

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

(a) Current income tax

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

2 主要會計政策概要 (續)**2.22 貸款成本**

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

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

所有其他借貸成本於其發生期間的收益表內確認。

2.23 當期及遞延所得稅

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

(a) 當期所得稅

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Current and deferred income tax (Continued)

(b) Deferred income tax

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

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

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

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

2 主要會計政策概要 (續)

2.23 當期及遞延所得稅 (續)

(b) 遞延所得稅

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

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

遞延稅項資產僅就可能未來應課稅金額而就此可使用該等暫時差異及虧損而確認。

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

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

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

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

2.24 Employee benefits*(a) Pension obligations*

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

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

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

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

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

2.24 僱員福利*(a) 退休計劃責任*

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Employee benefits (Continued)

(a) Pension obligations (Continued)

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

(b) Profit-sharing and bonus plans

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

(c) Termination benefits

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

2 主要會計政策概要 (續)

2.24 僱員福利 (續)

(a) 退休計劃責任 (續)

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

(b) 利潤分享及花紅計劃

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

(c) 終止福利

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

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

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

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

2.25 Provisions

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

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

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

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

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

僱員的病假及產假於僱員正式休假前不作確認，於離職時確認。

2.25 撥備

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.26 Revenue recognition

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

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

(a) *Sales of goods-retail*

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

(b) *Sales of goods-wholesale and trading*

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

(c) *Building management fee income*

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

2 主要會計政策概要 (續)

2.26 收入確認

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

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

(a) 貨品銷售－零售

貨品銷售在集團實體已將貨品售予顧客後確認。零售通常以現金或信用卡付款。

(b) 貨品銷售－批發及貿易

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

(c) 物業管理費收入

物業管理費收入於有關服務提供後確認。

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

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

2.28 Dividend income

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

2.29 Leases

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

2 主要會計政策概要 (續)**2.27 利息收入**

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

2.28 股息收入

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

2.29 租賃

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases (Continued)

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

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

2.30 Dividends distribution

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

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

2 主要會計政策概要 (續)

2.29 租賃 (續)

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

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

2.30 股息分派

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

3 財務風險管理

3.1 財務風險因素

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Foreign exchange risk

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

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

3 財務風險管理 (續)

3.1 財務風險因素 (續)

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

(a) 外匯風險

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

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Foreign exchange risk (Continued)

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

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

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

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 外匯風險 (續)

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

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Interest rate risk

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

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

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

(c) Credit risk

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

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 利率風險

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

本集團並無使用任何利率掉期對沖現金流量利率風險。

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

(c) 信貸風險

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

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

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

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

(d) Liquidity risk

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

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

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

對零售顧客之銷售以現金支付或透過主要信用卡進行。

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

(d) 流動資金風險

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

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

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

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 流動資金風險(續)

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

Note:

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

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

3.2 Capital management

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

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

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

附註：

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

3.2 資本風險管理

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

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management (Continued)

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

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

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

3.3 Fair value estimation

(a) Financial assets and liabilities

(i) Fair value hierarchy

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

3 財務風險管理 (續)

3.2 資本風險管理 (續)

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

於2017年及2018年3月31日之借貸比率載列如下：

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

3.3 公平值估計

(a) 財務資產及負債

(i) 公平值架構

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

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

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

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(i) 公平值架構 (續)

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

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

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

(ii) Valuation techniques used to determine fair values

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(i) 公平值架構 (續)

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

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

(ii) 釐定公平值所用的估值技術

可供出售的財務資產估值通過使用貼現現金流量預測釐定。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

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

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

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

- (iv) Valuation inputs and relationships to fair value

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

- (iii) 按重大不可觀察輸入數據 (第三層級) 的公平值計量

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

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

- (iv) 估值輸入數據及與公平值的關係

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(v) Valuation processes

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

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

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

(b) Non-financial assets and liabilities

(i) Fair value hierarchy

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 財務資產及負債 (續)

(v) 估值程序

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

本集團使用的主要第3層輸入數據從下列資訊中取得和評估：

- 根據過往派息率估計未上市股本證券的盈利增長因子。

(b) 非財務資產及負債

(i) 公平值架構

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

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

(i) Fair value hierarchy (Continued)

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

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

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

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

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

(i) 公平值架構 (續)

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

概無非財務資產或負債於2017年3月31日以公平值計量。

年內，經常性公平值計量之第1、2及3層之間概無轉撥。

(ii) 釐定第3層公平值及估值程序所用的估值技術

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

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

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

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

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

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

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

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

- (ii) 釐定第3層公平值及估值程序所用的估值技術 (續)

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

- (iii) 在公平值計量中使用的重大不可觀察輸入數據(第3層)

下表呈列截至2018年3月31日止年度經常性公平值計量之第3層項目的變動:

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

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

(iv) Valuation inputs and relationships to fair value

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

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

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非財務資產及負債 (續)

(iv) 估值輸入數據及與公平值的關係

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

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Net realisable value of stocks

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

(b) Impairment of property, plant and equipment

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

4 關鍵會計估計及判斷

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

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

(a) 存貨的可變現淨值

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

(b) 物業、機器及設備的減值

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

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Impairment of technical know-how

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

(d) Impairment of goodwill and trademarks

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

(e) Deferred income tax

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

4 關鍵會計估計及判斷 (續)

(c) 專業技術的減值

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

(d) 商譽及商標的減值

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

(e) 遞延所得稅

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

5 SEGMENT INFORMATION

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

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

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

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

5 分部資料

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

For the year ended 31 March 2018

截至2018年3月31日止年度

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2018

5 分部資料(續)

截至2018年3月31日止年度

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2017 (Restated)

5 分部資料(續)

截至2017年3月31日止年度(重列)

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2017 (Restated)

5 分部資料(續)

截至2017年3月31日止年度(重列)

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

As at 31 March 2018

5 分部資料 (續)

於2018年3月31日

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

5 SEGMENT INFORMATION (Continued)

As at 31 March 2017

5 分部資料(續)

於2017年3月31日

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

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

Continuing Operations

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

Discontinued Operations

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

5 分部資料 (續)

按地區分析集團收入如下：

持續營運業務

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

終止營運業務

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

5 SEGMENT INFORMATION (Continued)

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

Continuing Operations

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

Discontinued Operations

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

5 分部資料 (續)

按地區分析集團分部業績如下：

持續營運業務

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

終止營運業務

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

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

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

5 分部資料 (續)

按地區分析集團非流動資產(金融工具及遞延稅項資產除外)如下:

6 OTHER GAINS, NET

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

6 其他收益，淨額

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 OTHER INCOME

7 其他收入

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

8 EXPENSES BY NATURE

8 按性質列示的費用

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

9 EMPLOYEE BENEFIT EXPENSES

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

(a) Pensions-defined contribution plans

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

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

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

9 僱員福利支出

(a) 退休金－定額供款計劃

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

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

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

9 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

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

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

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

The emoluments fell within the following bands:

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

(c) Senior management emoluments

The emoluments fell within the following bands:

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

9 僱員福利支出 (續)

(b) 五位最高薪酬人士

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

於年內應付予其餘三名(2017年：三名)人士之酬金如下：

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

介於下列酬金組別人士如下：

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

(c) 高級管理人員酬金

介於下列酬金組別人士如下：

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 FINANCE COSTS

Interest on borrowings and overdrafts	銀行貸款及透支利息
Borrowing cost on convertible bonds	可換股債券借貸費用
Interest on finance leases	融資租賃利息

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
23,302	15,454
–	41,210
7	7
23,309	56,671

10 財務成本

11 INCOME TAX EXPENSE/(CREDIT)

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

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

Current income tax	本期所得稅
– Hong Kong profits tax	– 香港利得稅
– Overseas profits tax	– 海外利得稅
– Over provision in respect of prior years	– 過往年度撥備過多
Deferred income tax expense/(credit) (Note 28)	遞延所得稅支出/(抵扣) (附註28)
Income tax expense	所得稅支出
Income tax expense/(credit) is attributable to:	以下應佔所得稅支出/(抵扣)
– Loss from Continuing Operations	– 持續營運業務
– Loss from Discontinued Operations	– 終止營運業務

11 所得稅支出/(抵扣)

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

已計入綜合收益表的所得稅包括：

2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元 (Restated) (重列)
6,242	9,012
5,532	5,680
(76)	(184)
11,698	14,508
18,563	(11,819)
30,261	2,689
22,454	(3,642)
7,807	6,331
30,261	2,689

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 INCOME TAX EXPENSE/(CREDIT) (Continued)

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

11 所得稅支出／(抵扣)(續)

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 LOSS PER SHARE

Basic

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

12 每股虧損

基本

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

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

Diluted

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

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

攤薄

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、機器及設備

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT (Continued)

13 物業、機器及設備(續)

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

Notes:

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

附註：

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

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT (Continued)

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

14 INVESTMENT PROPERTY

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

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

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

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

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

13 物業、機器及設備(續)

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

14 投資物業

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

本集團於年內將一個自用物業轉至投資物業。

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

(i) 投資物業於損益表中確認的金額

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

14 INVESTMENT PROPERTY (Continued)

(ii) Leasing arrangements

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

(iii) Contractual obligations

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

15 PREPAYMENT OF LEASE PREMIUM

At beginning of the year	於年初	31,282	29,777
Additions	添置	1,015	8,614
Amortisation	攤銷	(5,907)	(5,795)
Transfer to assets classified as held for sale	轉至分類為持作 可供出售資產	(14,343)	–
Exchange differences	匯兌差額	3,278	718
Disposal	出售	(1,059)	(2,032)
At end of the year	於年終	14,266	31,282

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

14 投資物業 (續)

(ii) 租賃安排

投資物業應收最低租賃款項載於附註31(b)。

(iii) 合同義務

本集團作為抵押擔保的非流動資產信息載於附註30。

15 預付租賃地價

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

物業預付租賃地價的攤銷於綜合收益表內計入銷售支出中。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 INTANGIBLE ASSETS

16 無形資產

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

16 INTANGIBLE ASSETS (Continued)

Impairment test for technical know-how

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

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

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

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

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

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

16 無形資產 (續)

專業技術的減值測試

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

就減值評估目的而言，管理層編制現金流量預測以確定可收回金額。

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

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

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

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

16 INTANGIBLE ASSETS (Continued)

Impairment test for trademarks

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

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

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

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

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

16 無形資產 (續)

商標減值測試

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

用於使用價值之計算的主要假設包括：

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

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

截至2018年3月31日止年度，並無就商標作出減值撥備(2017年：無)。

16 INTANGIBLE ASSETS (Continued)

Impairment test for goodwill

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

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

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

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

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

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

16 無形資產 (續)

商譽減值測試

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

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

計算使用價值的主要假設如下：

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

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

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

17 AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets include the following:

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

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

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

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

(b) Amounts recognised in other comprehensive income

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

(c) Fair value and impairment

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

17 可供出售的財務資產

可供出售財務資產包括以下：

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

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

(a) 可供出售的財務資產的減值指標

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

(b) 在其他全面收益表內確認的金額

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

(c) 公平值及減值

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

18 FINANCIAL INSTRUMENTS BY CATEGORY

18 金融工具分類

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

18 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

18 金融工具分類 (續)

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

19 STOCKS

19 存貨

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 TRADE AND OTHER RECEIVABLES

20 貿易及其他應收賬款

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

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

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

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

Notes:

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

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

附註：

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

20 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

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

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

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

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

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

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

20 貿易及其他應收賬款(續)

附註：(續)

(a) (續)

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

20 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(b) (Continued)

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

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

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

21 CASH AND CASH EQUIVALENTS

Cash at banks 銀行現金
Cash on hand 手頭現金

		238,440	522,488
		7,838	11,286
		246,278	533,774

20 貿易及其他應收賬款 (續)

附註：(續)

(b) (續)

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

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

21 現金及現金等值物

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
		238,440	522,488
		7,838	11,286
		246,278	533,774

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 CASH AND CASH EQUIVALENTS (Continued)

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

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

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

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

22 SHARE CAPITAL

21 現金及現金等值物 (續)

現金及現金等值物按貨幣分析如下：

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

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

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

22 股本

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

23 RESERVES

23 儲備

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

24 DIVIDENDS

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

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

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

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

24 股息

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

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

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

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

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

以下的資產及負債於2018年3月31日已重新分類為持作可供出售：

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

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

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

Notes:

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

0-60 days	0-60 天
Over 60 days	60 天以上

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

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

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

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

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

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

附註：

- (i) 於2018年3月31日，按發票日期分析的應收貿易賬款賬齡如下：

2018
HK\$'000
港幣仟元

18,596
9,218

27,814

本集團給予其應收貿易賬款由發票日起計平均60天的信貸期。

並無逾期或減值的結餘乃關於多名並無相關違約記錄之獨立客戶。

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

2018
HK\$'000
港幣仟元

9,038

84

31

7

9,160

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

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

Notes: (Continued)

(i) (Continued)

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

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

0-60 days	0-60 天
Over 60 days	60 天以上

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

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

附註：(續)

(i) (續)

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

(ii) 於2018年3月31日，按發票日期分析的應付貿易賬款賬齡如下：

		2018 HK\$'000 港幣仟元
0-60 days	0-60 天	73,656
Over 60 days	60 天以上	4,363
		78,019

(b) Discontinued Operations

(i) Description

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

(b) 終止營運業務

(i) 概況

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

(b) Discontinued Operations (Continued)

(ii) Financial performance and cash flow information

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

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

(b) 終止營運業務(續)

(ii) 財務表現及現金流量信息

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

26 TRADE AND OTHER PAYABLES

26 貿易及其他應付賬款

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

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

應付貿易賬款為無抵押，通常於確認後30日內支付。

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

由於其短期性質，應付貿易賬款及其他應付賬款的賬面值與其公平值相同。

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

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

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

Notes:

附註：

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

27 BORROWINGS

27 貸款

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

(a) Bank borrowings, secured

The Group's bank borrowings are repayable as follows:

(a) 銀行貸款，抵押

本集團銀行貸款的須償還情況如下：

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

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

已抵押給銀行以獲取銀行信貸的資產賬面值於附註30披露。

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

本集團銀行貸款賬面值按貨幣分析如下：

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

27 BORROWINGS (Continued)

(a) Bank borrowings, secured (Continued)

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

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

(b) Obligations under finance leases

The obligations under finance leases are payable as follows:

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

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

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

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

27 貸款 (續)

(a) 銀行貸款，抵押 (續)

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

於2018年3月31日，銀行貸款的賬面值與公平值相若。

(b) 融資租賃承擔

融資租賃承擔的須償還情況如下：

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

融資租賃負債的現值分析如下：

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

融資租賃承擔的賬面淨值以新加坡元計價。

28 DEFERRED INCOME TAX

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

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

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

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

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

28 遞延所得稅

遞延稅項資產及遞延稅項負債(在一年後回收/結算)分析如下:

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

遞延稅項賬目的變動如下:

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

年內遞延稅項資產及負債的變動(不考慮於相同稅務司法權區內餘額抵銷)如下:

28 DEFERRED INCOME TAX (Continued)

Deferred tax assets

28 遞延所得稅(續)

遞延稅項資產

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

28 DEFERRED INCOME TAX (Continued)

Deferred tax liabilities

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 CONSOLIDATED CASH FLOW INFORMATION

29 綜合現金流量表附註

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

(a) 除所得稅前虧損與營運活動所得現金兩者的對賬：

		2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
(Loss)/profit before income tax from	除所得稅前(虧損)/溢利		
Continuing Operations	持續營運業務	(123,394)	(136,109)
Discontinued Operations	終止營運業務	3,343	(38,915)
Loss before income tax including Discontinued Operations	包括終止營運業務的除稅前虧損	(120,051)	(175,024)
Adjustment for	調整		
Depreciation charge	折舊	86,535	94,643
Amortisation of intangible assets	攤銷無形資產	2,376	2,311
Amortisation of prepayment of lease premium	攤銷預付租賃地價	5,907	5,795
Loss on disposal of property, plant and equipment	出售物業、機器及設備的虧損	2,966	3,758
Provision of stocks	存貨撥備	23,156	23,369
(Write back)/provision for bad debt	壞賬準備(撥回)/撥備	(209)	750
Impairment loss of property, plant and equipment	物業、機器及設備減值	10,937	9,461
Impairment loss of intangible assets (Utilisation)/provision for onerous contracts	無形資產減值 有法律義務合約的 (撥回)/撥備	30,273	3,736
Expenses on convertible bonds	發行可換股債券費用	-	9,302
Interest income	利息收入	(1,441)	(2,827)
Finance costs	財務成本	25,528	59,755
Dividend income	股息收入	(3,599)	(1,938)
Gain on redemption of convertible bonds	贖回後撥回可換股債券儲備	-	(77,090)
Re-measurement of deferred consideration payable in respect of acquisition of a subsidiary in prior years	重計遞延應付代價 (有關以前年度收購一間子公司)	(10,000)	-
Operating profit/(loss) before working capital changes	除營運資金轉變前的經營溢利/(虧損)	27,343	(20,104)
Decrease in stocks	存貨減少	53,287	123,986
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款 (增加)/減少	(2,657)	12,663
(Decrease)/increase in trade and other payables	貿易及其他應付賬款 (減少)/增加	(2,404)	6,330
Cash generated from operations	營運活動所得現金	75,569	122,875

29 CONSOLIDATED CASH FLOW INFORMATION
(Continued)

(b) Net debt reconciliation

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

29 綜合現金流量表附註(續)

(b) 債務淨額對賬

本節載列各所示年度融資活動產生的債務及融資活動所產生債務變動的分析：

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

30 ASSETS-PLEGDED AS SECURITY

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

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

31 COMMITMENTS

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

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

30 資產抵押

抵押予銀行以獲取銀行信貸的資產賬面值如下：

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

31 承擔

- (a) 不可撤銷的營業租賃(本集團作為承租人)

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

31 COMMITMENTS (Continued)

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

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

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

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

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

31 承擔 (續)

- (a) 不可撤銷的營業租賃(本集團作為承租人)(續)

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Not later than one year	611,562	524,186
Later than one year but not later than five years	443,790	347,852
Later than five years	4,062	4,624
	1,059,414	876,662

- (b) 不可撤銷的營業租賃(本集團作為出租人)

若干土地及樓宇租賃下的未來最低應收租金總額如下：

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Commitments for minimum lease payments receivable in relation to non-cancellable operating leases are payable as follows:		
Not later than one year	4,720	-
Later than one year but not later than five years	8,024	-
	12,744	-

31 COMMITMENTS (Continued)

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

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

32 RELATED PARTY TRANSACTIONS

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

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

31 承擔 (續)

- (b) 不可撤銷的營業租賃 (本集團作為出租人) (續)

32 有關聯人士交易

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

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

32 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties

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

(i) Provision of services to a related company

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

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

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

32 有關聯人士交易 (續)

(a) 與有關聯人士進行之重大交易

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

(i) 向一家有關聯公司提供服務

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

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

於服務協議年期內，提供上述服務的有關費用為每個曆月港幣195,000元。

32 RELATED PARTY TRANSACTIONS (Continued)

(a) Significant transactions with related parties
(Continued)

(ii) Purchases of services from related companies

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Rental expense to related companies (note a) 向有關聯公司支付租金支出 (附註 a)	16,304	17,521
	16,304	17,521

Notes:

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

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

32 有關聯人士交易 (續)

(a) 與有關聯人士進行之重大交易 (續)

(ii) 向有關聯公司購買服務

	2018 HK\$'000 港幣仟元	2017 HK\$'000 港幣仟元
Rental expense to related companies (note a) 向有關聯公司支付租金支出 (附註 a)	16,304	17,521
	16,304	17,521

附註：

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

32 RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

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

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

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

(b) 與有關聯人士之間的結餘

服務收入及租金支出產生的年終結餘如下：

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

應收及應付關聯公司間的款項為無抵押、免息及應要求償還。

(c) Key management compensation

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

(c) 主要管理層報酬

33 POST BALANCE SHEET DATE EVENT

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

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

33 結算日後事項

除上文附註25所披露外，於2018年3月31日後有以下重要事件。

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 CONTINGENT LIABILITIES

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

34 或然負債

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

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

35 公司資產負債及儲備變動表

公司資產負債表

		As at 31 March 於3月31日	
		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
		Note 附註	
ASSETS	資產		
Non-current assets	非流動資產		
Investment in a subsidiary	附屬公司投資	37	-
			-
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	b	389,651
Trade and other receivables	貿易及其他應收賬款		142
Cash and cash equivalents	現金及現金等值物		137
			389,930
			301,403
			142
			1,719
			389,930
			303,264
Total assets	資產總額		389,930
			303,264
EQUITY	股權		
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備		
Share capital	股本		104,647
Reserves	儲備	a	233,634
			104,647
			115,334
Total equity	權益總額		338,281
			219,981

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

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

35 公司資產負債及儲備變動表 (續)

Balance sheet of the Company (Continued)

公司資產負債表 (續)

		As at 31 March 於3月31日	
		2018	2017
		HK\$'000	HK\$'000
		港幣仟元	港幣仟元
	Note 附註		
LIABILITIES			
Current liabilities			
Trade and other payables		1,705	5
Amount due to a subsidiary	b	5,500	5,500
Borrowings		44,444	77,778
		<u>51,649</u>	<u>83,283</u>
Total liabilities		<u>51,649</u>	<u>83,283</u>
Total equity and liabilities		<u>389,930</u>	<u>303,264</u>

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

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

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

董事會在2018年6月21日批准並簽署了本公司資產負債表。

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

Notes:

(a) Reserve movement of the Company

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

(b) Amounts due from/to subsidiaries

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

35 公司資產負債及儲備變動表 (續)

附註：

(a) 公司儲備變動

(b) 應收及應付附屬公司款項

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

36 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

For the year ended 31 March 2018:

36 董事福利及權益

(a) 董事酬金

本公司各董事酬金如下：

截至2018年3月31日：

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

36 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

36 董事福利及權益 (續)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

For the year ended 31 March 2017:

截至2017年3月31日：

Name	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking: 本公司或其附屬公司已付董事或董事應收薪酬：					Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking 本公司或其附屬公司就董事的其他管理服務的酬金		Total
	Fees	Basic salaries, allowances, and benefits in kind	Contributions to retirement benefit schemes	Discretionary bonus ⁱ	Remunerations paid or receivable in respect of office as director	已支付或就該接受為董事應收酬金	其他管理服務的酬金	
姓名	袍金 HK\$'000 港幣仟元	基金薪金、津貼及實物利益 HK\$'000 港幣仟元	退休金 供款計劃 HK\$'000 港幣仟元	酌情花紅 ⁱ HK\$'000 港幣仟元	董事應收酬金 HK\$'000 港幣仟元	公司就董事的其他管理服務的酬金 HK\$'000 港幣仟元	總額 HK\$'000 港幣仟元	
Joseph C. C. Wong (ii)	黃創增 (ii)	100	2,936	105	7,356	-	-	10,497
Kwan Chi Kin, Wallace	關志堅	80	1,506	18	1,943	-	-	3,547
Sakorn Kanjanapas (iv)	黃創江 (iv)	80	-	-	-	-	-	80
Mary Ma (iii)	馬雪征 (iii)	-	-	-	-	-	-	-
Alex Wong (iii)	黃宇錚 (iii)	-	-	-	-	-	-	-
Kwong Yi Hang, Agnes	鄺易行	135	-	-	-	-	-	135
Wu Chun Sang	胡春生	135	-	-	-	-	-	135
Wu Chi Man, Lawrence	胡志文	135	-	-	-	-	-	135
		665	4,442	123	9,299	-	-	14,529

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

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

36 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

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

(b) Directors' retirement benefits and termination benefits

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

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

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

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

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

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

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

36 董事福利及權益 (續)

(a) 董事酬金 (續)

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

(b) 董事退休福利及離職福利

年內，概無董事已收取或將收取任何退休福利及離職福利(2017年：無)。

(c) 就獲取董事服務向第三方支付之代價

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

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

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

(e) 董事在交易、協議或合同之重大利益

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 PRINCIPAL SUBSIDIARIES

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

37 主要附屬公司

截至3月31日，主要附屬公司如下：

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

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

NOTES TO THE FINANCIAL STATEMENTS
財務報表附註

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

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

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 PRINCIPAL SUBSIDIARIES (Continued)

37 主要附屬公司 (續)

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

ESG STRATEGY AND REPORTING

This Report is prepared in accordance with the “Corporate Governance Code and Corporate Governance Report” and “Environmental, Social and Governance Reporting Guide” of Appendices 14 and 27 respectively of the Hong Kong Listing Rules and covers reporting on environmental, social and corporate governance issues of the Group’s retail and wholesale watch and optical businesses in Greater China (Mainland China, Hong Kong and Macau), Singapore, Malaysia and Thailand (unless otherwise stated) for the financial year ended 31 March 2018, as these businesses represent a significant part of the Group’s operations prior to the disposal referred to below, and where applicable provides y-o-y comparisons.

On 26 January 2018, the Group announced the disposal of its entire optical business which was completed on 1 June 2018. The remaining operations comprising of watch retailing under “CITY CHAIN”, wholesale trading of watches, including, the “SEIKO” brand, watch supply chain management and watch movement manufacture related to its house brands, including “CYMA” and “SOLVIL et TITUS” are classified here as the “Continuing Operations”. This report also includes ESG issues of the Continuing Operations as at 31 March 2018.

The Board acknowledges that it has overall responsibility for the Group’s ESG strategy and reporting. The Board is further responsible for evaluating and determining ESG related risks and ensuring that effective ESG risk management and internal controls are implemented. Management has provided confirmation to the Board on the effectiveness of these systems.

環境、社會及管治策略及匯報

本報告乃根據香港上市規則附錄十四《企業管治守則》及《企業管治報告》及附錄二十七《環境、社會及管治報告指引》而編制，內容覆蓋本集團於大中華（中國大陸、香港及澳門）、新加坡、馬來西亞及泰國（除另有指明）於截至2018年3月31日止財政年度鐘錶及眼鏡的零售及批發業務的環境、社會及管治事宜。前述內容之覆蓋乃由於下文所述的出售事項前有關業務為本集團的主要業務，故會在適用的情況下提供按年度比較。

於2018年1月26日，本集團宣佈出售其全部眼鏡業務，並已於2018年6月1日完成。餘下業務包括「時間廊」旗下的鐘錶零售、鐘錶批發貿易（包括「精工」品牌）、與其自家品牌有關的鐘錶供應鏈管理及鐘錶零件生產（包括「CYMA」及「鐵達時」），並獲分類為「持續營運業務」。本報告亦包括持續營運業務截至2018年3月31日的環境、社會及管治事項。

董事會知悉其對本集團的環境、社會及管治策略及匯報承擔全部責任，並負責評估及釐定有關環境、社會及管治之風險，並確保實施有效之環境、社會及管治風險管理及內部監控系統。管理層已向董事會確認該等系統之有效性。

Stelux has a long business history in the watch and optical sectors. We own CITY CHAIN and OPTICAL 88 (the latter, up to 1 June 2018), both leading retailers and Hong Kong SuperBrands, which together with our Swiss watch brand, SOLVIL et TITUS are well known in Asia.

Stelux' ethos is to engage and work with our stakeholders in a responsible, fair and honest way. We strive to:

- provide high quality products and services of best value to our customers;
- grow, respect and reward our employees as they develop together with us;
- serve and contribute within our communities; and
- create and safeguard shareholders' value in a sustainable manner.

Our management approach and the corresponding strategies adopted for ESG issues are founded on the above principles. Appropriate systems, SOPs and internal controls are built upon these core foundations to achieve the Group's business objectives.

Our employees work within a culture where respect for others is encouraged, rewards are fair and the workplace is safe and conducive, allowing for an optimal environment to engage with and deliver to our stakeholders and others in general. The Group's vendors and suppliers are a key part of the success equation as we work with them to source and deliver high quality products to our customers. Procedures are in place to ensure that we partner vendors and suppliers who understand our values and expectations. Our customers are pivotal and without their support and custom, delivery of quality products and services cannot be achieved. Finally, our shareholders look for sustainable profits delivered within the parameters of good corporate governance, environmental awareness and community engagement.

These stakeholders each interacting with the other work to ensure the Group's objectives are achieved and hence, its success and sustainability.

寶光在鐘錶及眼鏡領域擁有悠久的業務歷史。本集團旗下擁有「時間廊」及「眼鏡88」（直至2018年6月1日止），兩間居領導地位的零售商亦榮獲「香港超級品牌」的殊榮，連同集團的瑞士鐘錶品牌 SOLVIL et TITUS，都是亞洲著名的品牌。

寶光的使命是以盡責、公平及誠實的方式處事並與權益人合作。本集團致力：

- 為顧客提供優質的產品和服務；
- 讓與公司一同發展的員工得到成長、受到尊重、獲得應得的獎勵；
- 為社會服務、貢獻；及
- 持續為股東創造價值、保證股東長期權益。

本集團根據以上的原則制訂有關環境、社會及管治事宜的管理方針及相關策略，並基於此等核心基礎建立合適系統、標準作業程序及內部監控措施，以達致本集團的業務目標。

本集團推廣互相尊重的企業文化、提供公平的獎勵制度及安全且便利的工作空間，同時為權益人及其他相關人士提供理想的合作環境。本集團一直致力與廠商及供應商合作從而採購優質的產品提供予顧客，彼等乃本集團成功的重要元素。本集團亦已制訂若干程序，以確保與本集團合作的廠商及供應商充分了解本集團的價值及期望。本集團的客戶亦十分重要，若缺乏客戶支持和惠顧，本集團便無法達成提供優質產品和服務的願景。最後，本集團股東期望可在達致良好企業管治、環境關注及社區參與的同時為本集團持續創造利潤。

權益人互相合作，確保本集團能夠達致目標，從而促使本集團的業務成功及其可持續性。

A. Environmental

Aspect A1: Emissions

General Disclosure

Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste

KPI A1.1 to KPI A1.6 are not applicable. The nature of the Group's products, namely watches and optical products, are such that emissions discharged during the production process are not material. Moreover, the Group buys complete watches and optical products from third party brands and also outsources the production of its house brand products to third party manufacturers. Emissions discharged from the services the Group provides are also not material.

There are no relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that the Group has to comply with.

Notwithstanding the above, the Group has policies in place to reduce its carbon footprint. Pre-approval is required for all staff air travel and staff are encouraged to use video conferencing or other meeting tools, like Skype, FaceTime or WeChat to conduct meetings to reduce travelling. Our offices in different regions are linked by video conferencing facilities.

Comparison of Group GHG Emissions Breakdown between FY16/17 and FY17/18

16/17 及 17/18 財政年度的集團溫室氣體排放表的比較

Sources 來源		FY17/18 Emissions (thousand tonnes CO ₂ e) 17/18 財政年度排放量(千噸二氧化碳)	FY16/17 Emissions(thousand tonnes CO ₂ e) 16/17 財政年度排放量(千噸二氧化碳)	Comparison % 比較 %
Business Travel 商旅		0.057	0.059	-2.58%
Electricity 電力		9.485	10.232	-7.30%
Mobile Combustion 流動燃燒源頭		0.145	0.173	-16.67%
Paper Usage 紙張		0.207	0.204	1.24%

A. 環境

層面 A1：排放物

一般披露

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策；及遵守對發行人有重大影響的相關法律及規例的資料

關鍵績效指標 A1.1 至關鍵績效指標 A1.6 並不適用。本集團產品（即鐘錶及眼鏡）在生產過程中的污染排放並不嚴重。另外，本集團向第三方品牌購買鐘錶及眼鏡的製成品，並將自家品牌產品的製作工序外判予第三方製造商。本集團服務所引致的污染排放亦不嚴重。

概無本集團須遵守的有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的相關法律及法規對本集團造成重大影響。

儘管如此，本集團已實行有助減少碳排放的政策。所有員工的商務航空旅程須獲預先批准，而本集團亦鼓勵員工使用視像會議或透過其他會議方式（例如：Skype、FaceTime 或 WeChat）進行會議，從而減少外遊。本集團不同地區的辦公室亦可通過視像會議設備聯繫。

Aspect A2: Use of Resources

General Disclosure

Policies on the efficient use of resources, including energy, water and other raw materials

The Group's policies on the efficient use of resources, including energy, water and other raw materials are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility)

Since the Group buys complete watches and optical products from third party brands and also outsources the production of its house brand products to third party manufacturers, direct energy consumption figures are not available. For FY17/18, the Group's indirect energy consumption for electricity for shops, offices and warehouses was 13,362.89 mWh, declining by 6.43% compared to FY16/17.

KPI A2.2

Water consumption is not material in the production of the Group's house brand products or the services it provides.

層面 A2：資源使用

一般披露

有效使用資源(包括能源、水及其他原材料)的政策

本集團的有效使用資源(包括能源、水及其他原材料)的政策乃基於在可行情況下的環保3R原則而定，分別為減量(Reduce)、再利用(Reuse)及循環使用(Recycle)。

關鍵績效指標 A2.1

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千瓦時計算)及密度(如以每產量單位、每項設施計算)

由於本集團向第三方品牌購買鐘錶及眼鏡的製成產品，並將自家品牌產品的製作工序外判予第三方製造商，因此並無任何直接能源耗量數據。於17/18財政年度，本集團的店舖、辦公室及倉庫電力的間接能源耗量為13,362.89兆瓦時，相對16/17財政年度減少6.43%。

關鍵績效指標 A2.2

本集團自家品牌產品的生產過程或其提供服務的耗水量並不重大。

KPI A2.3

The Group has numerous energy efficiency initiatives currently in place. These include the following:-

- Store fixtures and fittings are designed to be reused. Percentage of reuse ranges between 80% to 90% with a life expectancy of between 5 to 7 years. Natural materials like metal, wood and glass that are easier to reuse and recycle are the main building materials utilised in our store fit out and these materials constitute between 80% to 90% of store fixtures and fittings.
- Office equipment are switched off at the end of the work day.
- Office air conditioning and lights are switched off when not in use.
- Office lightning are switched off during lunch.
- Energy saving lighting is used in most of our offices, stores and warehouses.
- Paperless meetings are encouraged. For example, the Company's board meetings are paperless and directors are assigned ipads. When printing is necessary use of double sided printing is encouraged and single sided printed paper is reused.
- Communal use of office stationary, like staplers, erasers, hole punchers, calculators instead of assigning one unit to each employee.
- Ordering of office stationary, including paper, letterheads and name cards are centralised for better monitoring and control.
- The initiatives described under "Aspect A1: Emissions" on page 166.

關鍵績效指標A2.3

本集團目前已推行多項能源使用效益計劃，包括：

- 重用店舖的裝置和設備。設備重用的百分比介乎80%至90%，預期壽命介乎5至7年。較易再利用及循環使用的金屬、木材及玻璃等天然材料乃本集團店舖設備的主要建造材料，店舖內近80%至90%的裝置和設備由該等天然材料製造。
- 每天辦公時間結束後關掉辦公室設備。
- 在不使用時關掉空調和照明系統。
- 午飯期間關燈。
- 在大部分辦公室、店舖及倉庫安裝節能照明裝置。
- 鼓勵無紙張會議。例如，本公司的董事會會議不會使用紙張，並會向董事分派ipad。當有需要列印時，公司鼓勵雙面印刷及重用單面印刷的紙張。
- 不會向每名員工分派文具，相反，鼓勵員工共同使用釘書機、擦膠、打孔機及計算機等文具。
- 統一訂購辦公室文具（包括紙張、信封及卡片），方便監控。
- 第166頁「層面A1：排放物」所述的措施。

KPI A2.4

Water consumption is not material in the production of the Group's house brand products or the services it provides.

KPI A2.5 Total packaging material

Packaging that the Group uses include, paper bags, spectacle cases, eyewear cleansing cloth and watch boxes, made from paper, plastic and synthetic fibre.

For FY17/18, total packaging used by the Group was around 0.172 thousand tonnes, falling by 47.40% compared to FY16/17.

Aspect A3: The Environment and Natural Resources

General Disclosure

Policies on minimising the issuer's significant impact on the environment and natural resources

The Group's policies are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A3.1

Policies are adopted to enable the manufacture of house brand watches to meet higher European standards like CE, RoHS and REACH to the extent possible, even though these standards are not mandatory in Asia, our primary and major market. More information on these standards can be found on the following links:-

CE-European Conformity

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

關鍵績效指標A2.4

本集團自家品牌產品的生產過程或其提供的服務不涉及重大水耗量。

關鍵績效指標A2.5 包裝材料的總量

本集團使用的包裝物件包括紙袋、眼鏡盒、眼鏡清潔布和鐘錶盒，由紙張、塑膠及合成纖維製成。

於17/18財政年度，本集團使用的包裝材料的總量約為0.172千噸，相對16/17財政年度減少47.40%。

層面A3：環境及天然資源

一般披露

減低發行人對環境及天然資源造成重大影響的政策

本集團的政策乃基於在可行情況下的減量、再利用及循環使用的環保3R原則。

關鍵績效指標A3.1

儘管此等歐洲標準於亞洲（集團的基本及主要市場）並非強制性，集團政策在可行的範圍內使自家品牌鐘錶的生產上符合較高的歐洲標準，如CE、RoHS及REACH。有關標準的更多詳情，請參閱以下網址：-

CE-European Conformity (歐洲合格認證)

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances (危害性物質限制指令)

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

For details on managing these policies, please see “Aspect B5 Supply Chain Management” on page 173 to 174.

B. Social

Employment and Labour Practices

Aspect B1: Employment

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare

The Group has established employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

These policies and guidelines are:-

Recruitment and Promotion

1. We are an equal opportunities employer. We promote and adopt a policy of equal opportunities to eliminate any discrimination in sex, family status and disability in employment and the workplace. For example, City Chain Hong Kong, employs persons with disabilities as watch technicians.
2. We hire and promote based on merit.
3. We hire and promote those who share our values and work ethics; and those who demonstrate initiative, responsibility and integrity.

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals
(化學品註冊、評估、授權和限制法案)

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

有關本公司管理以上政策的詳情，請參閱第173至174頁「層面B5：供應鏈管理」。

B. 社會

僱傭及勞工常規

層面B1：僱傭

一般披露

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定符合適用僱傭、勞工法例、法規及常規的僱傭政策及指引。

該等政策及指引為：-

招聘及晉升

1. 我們是平等機會僱主。本公司採納相關政策，致力消除招聘及職場上的性別、家庭狀況及殘疾歧視。例如香港「時間廊」僱用殘疾人士擔任鐘錶維修員。
2. 我們按照表現僱用及晉升。
3. 我們僱用及晉升有共同價值觀及職業道德，並表現主動、有責任心及誠信之人士。

Compensation

1. Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experience and qualifications.
2. For some employee categories, performance bonuses and commission schemes are adopted as part of remuneration packages to incentivise.

Dismissal

This is based on employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

Working hours, rest periods, and other benefits and welfare

Working hours, rest periods, and other benefits and welfare are in line with applicable local employment and labour legislation and regulations, local industry practice and/or where applicable commensurate with experience, qualification and seniority.

During FY17/18, there was no material non-compliance with applicable employment or labour legislation and/or regulations.

Aspect B2: Health and Safety

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to providing a safe working environment and protecting employees from occupational hazards

One of our foremost priorities is to provide employees with a safe and conducive working environment.

1. Office employees are assigned individual work stations unless due to the nature of work, this is considered unnecessary.
2. Offices, stores and warehouses are properly lit and ventilated and kept clean and tidy.
3. Offices, stores and warehouses are smoke-free.

薪酬

1. 薪酬及福利以現行本地行業常規為準，並按經驗及資格調整。
2. 就同一員工類別而言，採用表現花紅及佣金計劃為薪酬獎勵計劃一部份。

解僱

解僱依符合適用的僱傭、勞工法例、法規及常規的僱傭政策及指引執行。

工作時數、假期及其他待遇及福利

工作時數、假期及其他待遇及福利與適用的本地僱傭及勞工法例及規例、本地行業慣例一致，及／或(如適用)按經驗、資格及年資調整。

於17/18財政年度，並無嚴重違反適用的僱傭或勞工法例及／或規例。

層面 B2：健康與安全

有關提供安全工作環境及保障僱員避免職業性危害的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團首要優先事項之一是向僱員提供安全方便的工作環境。

1. 除非工作性質所需，否則辦公室僱員毋須被調派至個別工作地點。
2. 辦公室、店舖及倉庫具備妥善照明及通風系統，環境保持整潔。
3. 辦公室、店舖及倉庫均禁煙。

- | | |
|--|--|
| <p>4. Furniture, fittings and other office equipment and air conditioning and ventilation systems (where applicable) are regularly inspected and maintained.</p> | <p>4. 傢俬、配置及其他辦公室設備以及空調及通風系統(如適用)獲定期檢查及保養良好。</p> |
| <p>5. Security measures are in place at our offices and warehouses to restrict entry and exit only to employees and permitted visitors.</p> | <p>5. 辦公室及倉庫設有保安措施，僅限員工及許可訪客進出。</p> |
| <p>6. We follow applicable government work guidelines, for example in Hong Kong, on typhoon and rainstorm warnings.</p> | <p>6. 我們遵照香港有關颱風及暴雨警告的適用政府工作指引。</p> |
| <p>7. Free yearly influenza vaccinations are offered to staff in Hong Kong (and to their families at discounted rates).</p> | <p>7. 每年為香港員工提供免費流感疫苗接種(員工家屬享有折扣)。</p> |
| <p>8. Eligible managerial staff and above in Hong Kong are offered free basic body check-ups every two years.</p> | <p>8. 香港的合資格管理人員及以上職級每兩年享有免費基本身體檢查。</p> |

Aspect B3: Development and Training

Policies on improving employees' knowledge and skills for discharging duties at work

Our customers enjoy and have come to expect a personal shopping experience when they visit our stores. As there is a direct correlation between service standards and employee development and training, proper emphasis is given to training.

The Group has policies concerning employee development and training and these are set out below:—

1. Store staff receive both regular and ad hoc training.
2. New staff undergo orientation.
3. Training is conducted by internal and external trainers.
4. Training and development is given in relevant areas like, product knowledge, customer servicing, correct sales techniques and new laws and regulations that impact on our business operations.
5. Follow-up evaluation is carried out after training and development to ensure effectiveness.

層面 B3：發展及培訓

有關提升僱員履行工作職責的知識及技能的政策

客戶到訪店舖時可享受並擁有個人購物體驗。由於服務水平與僱員發展及培訓息息相關，我們重視提供充足的培訓。

本集團已採納若干關於僱員發展及培訓的政策，載列如下：—

1. 店舖員工定期及不時接受培訓。
2. 新員工有迎新會。
3. 培訓由內部及外部培訓人員進行。
4. 提供相關範疇的培訓及發展，例如產品知識、客戶服務、正確銷售技巧及對業務經營可能有影響的新法例及規例。
5. 培訓及發展後進行跟進評估以確保成效。

Aspect B4: Labour Standards

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to preventing child and forced labour

The Group has a zero tolerance policy on bonded or underaged labour.

Aspect B5: Supply Chain Management

Policies on managing environmental and social risks of the supply chain

1. The Group outsources the manufacturing process of its house brand products by partnering suppliers who share our principles to conduct business in a fair, honest and responsible manner.
2. Our suppliers are contractually obliged to ensure that they do not employ bonded or underaged labour.
3. Our suppliers are contractually obliged to supply products that are free from toxic materials.
4. Our suppliers are encouraged to align their values with the Group by agreeing to adopt certain Standards of Engagement which form part of the contracts they sign. These Standards include the following:–
 - (i) No compulsion to work through force or intimidation of any form.
 - (ii) Employment to be based solely on the ability to perform the job and without any discrimination due to ethnicity, gender, age, disability or marital status.
 - (iii) Fair wages and all other legally mandated benefits should be paid.
 - (iv) Provision of a safe and hygienic working environment which complies with local laws or practices.

層面 B4：勞工準則

一般披露

有關防止童工或強制勞工的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團對抵債或未成年勞工採取零容忍政策。

層面 B5：供應鏈管理

管理供應鏈的環境及社會風險政策

1. 本集團將自家品牌產品的製作工序外判，務求與擁有共同營商理念的供應商合作，以公平、誠實及盡責之態度經營業務。
2. 供應商受合約約束，確保其不可僱用抵債或未成年勞工。
3. 供應商受合約約束，提供產品須不含有毒物質。
4. 鼓勵供應商同意採用所訂合約中若干行為標準，使理念與本集團一致。該等標準包括以下事項：–
 - (i) 不得以任何武力或威嚇形式強迫工作。
 - (ii) 僱傭僅依據履行工作的能力，概不因種族、性別、年齡、殘障或婚姻狀況而遭受歧視。
 - (iii) 支付公平工資及一切其他合法待遇。
 - (iv) 提供安全衛生的工作環境，符合本地法例或慣例。

(v) Integration of sustainability principles into business decisions.

(vi) Community involvement.

Aspect B6: Product Responsibility

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress

As a provider of high quality products and services, we take our responsibilities relating to the products and services that we deliver very seriously. Customer safety is paramount. Quality control and assurance processes are closely monitored.

Personal data policies and SOPs are in place to ensure that applicable laws are followed. Our policies on consumer data protection explain the meaning of personal data, and the general principles relating to its collection, use, retention and disposal according to local applicable privacy laws.

The Group takes the confidentiality and handling of personal data very seriously and employees who breach policies or the Group's related guidelines may face disciplinary action.

We do not engage in false advertising or false labelling. Products sold generally come with warranties and our warranty and exchange policies are clearly stated. There are SOPs relating to product after-sales, product warranties and product exchange.

Our intellectual property rights are protected and managed through registration, maintenance and enforcement measures. Copyright relating to designs for our house brand products are systematically stored. We respect third party intellectual property rights and will not use third party intellectual rights without authorisation.

(v) 業務決策須秉持可持續發展原則。

(vi) 融入社區。

層面 B6：產品責任

一般披露

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策；及遵守對本集團有重大影響的相關法律及規例的資料

作為優質產品及服務的提供者，本公司十分重視產品及服務提供的責任。顧客安全一向被視為極其重要的一環。品質控制及保證均受嚴格監控。

本公司已制訂個人資料政策及標準作業程序，以確保遵從適用法例。本公司的客戶資料保護政策已詳述個人資料的定義，以及依據當地適用私隱法例收集、使用、保留及處置該等資料的一般原則。

本集團嚴肅處理個人資料並將其保密。僱員如有違反此政策或本集團相關指引，或會面臨紀律處分。

本公司絕不進行虛假宣傳或使用虛假標籤。產品一般提供保養期，而保養及退貨的政策均明確標示。本公司已制訂產品售後服務、產品保養及退貨的標準作業程序。

我們透過註冊、維護及強制措施管理及保護本集團的知識產權。與集團自家品牌產品設計有關的版權已按系統化的方式儲存。我們尊重第三方的知識產權並將不會未經授權使用第三方知識產權。

Aspect B7: Anti-corruption

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering

The Group has established anti-corruption policies and all employees are expected to discharge their duties with integrity and to follow relevant local laws. Our anti-corruption policies are set out in our Employee Handbooks and Operations Manuals.

The Group has a whistle blowing policy with clearly stated reporting procedures set out in Employee Handbooks and/or on the intranet.

In Hong Kong, the ICAC are invited to conduct training seminars annually.

Aspect B8: Community Investment

General Disclosure

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests

Through community engagement, the Group aims to:-

- show love, to give hope and to support the disadvantaged;
- encourage compassion and empathy in our employees;
- foster a sense of community within Stelux; and
- empower through education.

層面 B7：反貪污

一般披露

有關防止賄賂、勒索、欺詐及洗黑錢的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定反貪污政策，全體僱員應遵守相關本地法例，以誠信履行職務。我們的反貪污政策載於僱員手冊及業務手冊。

本集團已制定舉報政策，並在僱員手冊及／或內聯網清楚列明有關舉報程序。

在香港，每年均會邀請廉政公署進行培訓研討會。

層面 B8：社區投資

一般披露

有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策

透過社區參與，本集團期望：－

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 於寶光內培養團體歸屬感；及
- 教育使人有所成就。

With the above objectives in mind, we engage with those within our communities with specific emphasis on:-

- the elderly poor
- the homeless
- poor immigrant families; and
- children and youth

to provide them with:-

- basic sustenance and daily necessities
- social interaction and integration with the wider community; and
- education

Our policies on giving are:-

- to partner reliable registered charities. Partnerships are reviewed annually
- to adopt a “no frills” approach to maximise each dollar donated
- employee volunteering during work hours are capped at 6 hours per employee for each financial year. There is no cap outside of work hours
- activities and giving focus on target groups and their identified needs
- receipts must be issued by a charity for the donations with a breakdown of costs, where applicable

Periodic appraisal meetings are held with the charities we support to understand specific needs and to ensure contributions are appropriately disbursed.

就上述目標而言，幫助社區人士，特別是:-

- 貧困長者
- 無家可歸者
- 貧困的新移民家庭；及
- 兒童及青少年

以為彼等提供:-

- 基本物資及日常用品
- 社會互動及與更廣泛的社區融合；及
- 教育

集團的捐獻政策為:-

- 與可靠的註冊慈善機構合作。夥伴關係每年進行審查
- 善用捐獻，以達至最大效益
- 每財政年度各員工在工作時間進行義務工作的時數上限為6小時。工作時間以外沒有上限
- 活動及捐獻重點關注目標群體及其確定的需求
- 捐款的收據(包括成本的明細(倘適用))必須由慈善機構發放

本集團定期與慈善團體召開檢討會議，以了解他們的具體需要，並確定本集團的捐獻被適當地運用。

Stelux' charitable volunteer team participated in various activities with charities like Hong Fook Church Bradbury, The Tsung Tsin Mission of Hong Kong Social Service, Evangel Children's Home, Hong Chi Association, Food Angel and Orbis which target low-income families, orphans and children from broken families, those with intellectual special needs and sight saving respectively. Activities included hosting a group of young children to attend a leather craft workshop, hosting a group of young children to a day trip at the AIA Carnival 2017, special games booths and activities to celebrate the Christmas with children in need; sponsoring the "Hong Chi Climbathon, helping to raise donations for "ORBIS World Sight Day 2017". Other sponsorships included free tutorial classes for underprivileged students; gift packages of basic groceries, fresh fruits, vegetables to food banks for low-income families; the provision of eyeglasses and eye examinations for underprivileged children. Our volunteer team continues to grow in size and services with experienced volunteers and new volunteers joining in the activities.



▲ A thank you card from Tsung Tsin Mission of Hong Kong Social Service.
▲ 深恩軒的感謝卡。



▲ A thank you letter from Evangel Children's Home tutoring class.
▲ 播道兒童之家功課輔導班的感謝信。

寶光慈善義工隊參與各式各樣的義工活動，與播道會康福堂、基督教香港崇真會社會服務部、播道兒童之家、匡智會、惜食堂及奧比斯等慈善團體合作。以上慈善團體致力協助低收入家庭、孤兒及破碎家庭的小朋友、智障人士及救盲。我們與以上慈善團體合作舉辦多項活動，包括攜帶小朋友參加皮革工藝工作坊；攜帶小朋友到AIA嘉年華2017一日遊；設立特別遊戲攤位、舉辦活動與有需要兒童一起慶祝聖誕節；贊助匡智會「慈善跑樓梯大賽2017」；及協助「奧比斯世界視覺日2017」的籌款工作。其他贊助項目包括為貧困學生提供免費功課輔導班；向食物銀行提供給予低收入家庭的基本雜貨、新鮮水果及蔬菜；向貧困兒童提供眼鏡及驗眼服務。我們的義工團隊規模及服務次數日漸增加，新加盟的義工聯同資深義工攜手參與活動。

During the year, our Hong Kong subsidiary, the sole distributor for “SEIKO” watches and clocks sponsored over 20 sports and charitable events, including the “Stanley International Dragon Boat Championships 2017”, “Hong Kong Cyclothon”, “The 45th Cross Tolo Harbour Race”, “Hong Kong Life ASTC Sprint Triathlon Asian Cup 2017”, “Outward Bound Multi-Race 2017” and “The Clearwater Bay Chase 2018”.

「精工」鐘錶的獨家經銷商(本集團香港附屬公司)在年內贊助超過20項體育及慈善活動，包括「赤柱國際龍舟錦標賽2017」、「香港單車節」、「第45屆吐露港渡海泳公開賽」、「香港人壽ASTC三項鐵人亞洲杯2017」、「Outward Bound Multi-Race 2017」及「清水灣長跑賽2018」。



“ Being able to participate in the fundraising activities of Orbis was really meaningful for me. Although I was not the one who donated the most, each and every cent of our contribution could help the visually impaired around the world, so that they could receive treatment, prevent unnecessary blindness, and have the opportunity to see the world again. I am grateful that Orbis can restore vision of more visually impaired people around the world. They can feel the world with their eyes and live a bright life again.

能為奧比斯參與籌款，覺得別具意義。雖然我不是捐款最多的一位，但其實我們所奉獻的每一分每一毫都能幫助全球的視障人士，讓他們能接受治療，防止不必要的盲疾，有機會能重見光明。感激奧比斯能讓世界各地更多視障人士看得見，用眼睛感受這世界，重新過著光明的生活。

“ORBIS World Sight Day 2017”
「奧比斯世界視覺日2017」

Angie (Stelux Group HR 寶光集團人力資源部)

“ Owing to my full-time dedication to my work, I cannot make time for volunteering. I am so grateful for the opportunity my Company gave me to participate in this event. When I knew I could take part in this event, I bought a lot of presents for the children. I found that due to various reasons, children (or adults), between 3 to 25 years old, live in Evangel Children’s Home. Several senior management took part in the event as well, and we worked together for the children out of sincerity, rather than out of work. We all played games with the children and enjoyed the event.

因為平時工作關係根本沒有太多時間可以出去做義工，非常感謝公司給我這次參與機會，當我知道我有份擔當這麼神聖的工作，我第一時間就想買很多禮物給他們，去到兒童之家後，我發現原來由幾歲到二十幾歲的小朋友都有，他們因為各種原因住在兒童之家，當天亦有幾位高層一起來到參與，大家都放下身段，不再因為上司和下屬關係而做，都是出自真心而去做，那天和小朋友一起玩遊戲，一起參與活動，大家也變得樂在其中，十分融洽。

“Christmas Game Booth 2017”
「聖誕攤位2017」

Coco (City Chain 時間廊)



1. CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to improve transparency and protect the interests of shareholders in general. The Board of directors (the “Board”) of the Company is committed to making sure that effective self-regulatory practices exist to protect the interests of its shareholders. These include a Board comprising experienced and high calibre members, board committees, and effective and sound systems of risk management and internal controls.

This section describes the Company’s corporate governance practices with specific reference to the Corporate Governance Code contained in Appendix 14 (the “Corporate Governance Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). During the financial year ended 31 March 2018, the Company complied with the provisions of the Corporate Governance Code except for certain deviations. These deviations with considered reasons are set out in this Report.

2. DIRECTORS’ AND EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding directors’ securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

In addition, the Board has established written guidelines on no less exacting terms than the Model Code for relevant employees of the Company and its subsidiaries (the “Group”) in respect of these employees’ dealings in the securities of the Company.

1. 企業管治常規守則

本集團致力維持高水平企業管治，以確保維持更高透明度以及維護股東整體利益。本公司董事會（「董事會」）致力確保具備有效的自我監察常規，以保障股東的利益，當中包括設立由資深能幹人員組成的董事會、董事委員會以及實施有效及完善的風險管理及內部控制系統。

本部分闡述本公司的企業管治常規，當中特別參照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）。截至2018年3月31日止財政年度，本公司已遵守企業管治守則條文，惟本報告所述偏離事項則除外。偏離守則之因由，在本報告內亦有詳述。

2. 董事及僱員進行證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守守則。

本公司亦已向全體董事作出具體查詢，以確定彼等是否遵守標準守則所載規定標準，並無違規的情況。

此外，董事會已就本公司及其附屬公司（「本集團」）有關僱員買賣本公司證券事宜訂立書面指引，指引條文不比標準守則寬鬆。

3. BOARD OF DIRECTORS

The Board assumes responsibility for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. Every director is expected to discharge his or her duties in good faith and up to the standard of prevailing applicable laws and regulations, acting in the best interests of the Group and the Company's shareholders.

Appointments to the Board are based on merit having regard to an appropriate balance of skills, experience, independence and knowledge.

The Board currently comprises of 5 members; two executive directors and three independent non-executive directors.

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Under the current organisation structure of the Group, Mr. Joseph C. C. Wong is the Chairman and CEO of the Group. The Board believes that with Mr. Joseph C. C. Wong acting as both Chairman and CEO ensures consistent leadership and further enables better strategic planning for the Group. The Board also believes that the non-separation of roles does not affect the balance of power and authority within the Board.

The independent non-executive directors are highly experienced individuals with a broad range of expertise and experience including in areas such as accounting, finance, academia and healthcare consulting. Together, they ensure that the Board maintains high standards of financial accounting and other mandatory reporting; providing adequate checks and balances to safeguard the interests of shareholders in general and the Group as a whole.

3. 董事會

董事會負有領導及監控本集團的責任，並集體負責統管並監督本集團事務以促使其業務成功。各董事應本著真誠且符合現行適用法例及法規所訂標準履行其責任，以本集團及本公司股東之最佳利益行事。

委任董事會成員，會根據技能、經驗、獨立性及知識的適當比重作考慮。

董事會有五名成員，包括兩名行政董事及三名獨立非行政董事。

根據企業管治守則的守則條文第A.2.1條規定，主席與行政總裁（「行政總裁」）的角色應有區分，並應由不同人士擔任。根據本集團現有組織架構，黃創增先生現為本集團主席及行政總裁。董事會認為，主席及行政總裁之角色由黃創增先生同時兼任，確保本集團內統一領導，從而使本集團之整體策略計劃更佳。董事會亦相信，董事會內之權力制衡並不會受到不區分角色影響。

獨立非行政董事為資深專業人士，各自擁有不同專業知識及經驗，彼等分別來自包括會計、金融、學術及保健諮詢等界別。彼等須共同確保董事會維持高水平的財務會計及其他法定匯報機制，提供足夠檢測及權衡，以保障股東及本集團整體利益。

3. BOARD OF DIRECTORS (Continued)

To assist the directors to discharge their duties, there are established written procedures to enable the directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

The term of office of the Company's non-executive directors, including the independent non-executive directors, is 3 years, subject to retirement by rotation (pursuant to Bye-law 110(A) of the Company's Bye-laws), whichever is the earlier.

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2. The Company's Bye-Laws 110(A) stipulates that, one-third of the directors of the Company who have been longest serving in office since their last election, except the Chairman or CEO, shall retire from office by rotation at each annual general meeting ("AGM").

Both the Board and management have clearly defined roles and responsibilities. The Board is ultimately responsible for establishing the overall long term strategic direction and objectives of the Group, monitoring the performance of senior management and oversees corporate governance and risk management and internal control systems. Management is responsible for formulating and, implementing operational and business strategies and plans to achieve the Group's strategic direction. Directors have access to management for enquiries, explanations, briefings or informal discussions on the Group's operations and businesses.

3. 董事會 (續)

為協助董事履行職務，董事會已制訂書面程序，讓董事按合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付。

本公司非行政董事（包括獨立非行政董事）的任期為三年，並須根據本公司的公司細則第110(A)條規定輪席告退，以較早者為準。

根據守則條文第A.4.2條，各董事（包括有指定任期的董事）應最少每三年輪席告退一次。本公司細則第110(A)條規定除主席或行政總裁外自上次獲選起計任期最長的三分之一董事須於每次股東週年大會（「股東週年大會」）輪席告退，並非本公司全體董事均須嚴格遵照守則條文第A.4.2條告退，惟須根據本公司的公司細則告退。

董事會及管理層均有明確界定的角色和職責。董事會負責確立本集團整體長遠策略方向及目標策略、監察高級管理人員之表現以及監控企業管治、風險管理及內部監控系統。管理層則負責制定營運及業務策略及政策及達致本集團策略方向的計劃。各董事均可聯絡管理層，就本集團的營運和業務查詢任何問題、要求作出解答、要求提供簡報或作非正式交流。

3. BOARD OF DIRECTORS (Continued)

The Board held a total of nine board meetings and passed circular resolutions during the financial year and up to the date of this Report. At the board meetings, different issues and matters were discussed and reviewed including, approval of the Group's FY16/17 final results, the FY17/18 interim results and the Group's FY17/18 final results; reviewing financial and operating performances of the Group; approval of new and/or renewals of borrowing facilities; approval of new and renewals of continuing connected transactions; approval of disposal of the optical business; conducting an annual review of the effectiveness of the system of internal controls of the Company and its subsidiaries, reviewing risk management framework and identifying top risks and corresponding mitigation actions. Details of the directors' attendance at the Board meetings during the financial year and up to the date of this Report are set out below. All businesses transacted at the Board meetings are well documented and the records are maintained in accordance with applicable laws and regulations.

3. 董事會 (續)

董事會於本財政年度及直至報告日期共舉行九次董事會會議並通過多項書面決議案。在該九次董事會會議上討論及檢討多方面事宜，包括通過本集團16/17財政年度末期業績、17/18財政年度中期業績及本集團17/18財政年度末期業績；檢討本集團財務及營運表現；批准新及／或重續借貸融資；批准新及重續持續關聯交易；批准眼鏡業務之出售事項；對本公司及其附屬公司的內部監控制度的成效進行年度檢討；檢討風險管理框架、辨別重大風險及相關緩解措施。於本財政年度及直至本報告日期，各董事於董事會會議之出席詳情載列如下。於董事會會議討論之各項事務均詳細記錄，並按照適用法例及法規存備有關記錄。

Date of board meeting	董事會會議舉行日期	Total no. of Directors 董事總人數	No. of Directors present 出席董事人數
22 June 2017	2017年6月22日	5	5
21 July 2017	2017年7月21日	5	5
23 November 2017	2017年11月23日	5	5
12 January 2018	2018年1月12日	5	5
16 January 2018	2018年1月16日	5	4
23 January 2018	2018年1月23日	5	4
5 March 2018	2018年3月5日	5	4
17 April 2018	2018年4月17日	5	5
21 June 2018	2018年6月21日	5	5

3. BOARD OF DIRECTORS (Continued)

3. 董事會 (續)

Director 董事	No. of board meetings attended/held in FY17/18 於17/18財政年度 出席／召開之董事會會議數目
Executive Directors	
Mr. Joseph C. C. Wong (Chairman and Chief Executive Officer)	6/9
Mr. Wallace Kwan Chi Kin (Chief Financial Officer)	9/9
Non-executive Directors	
Mr. Wu Chun Sang (<i>independent</i>)	9/9
Professor Lawrence Wu Chi Man (<i>independent</i>)	9/9
Dr. Agnes Kwong Yi Hang (<i>independent</i>)	9/9

During the financial year, the Company held its Annual General Meeting (“AGM”) and a Special General Meeting on 18 August 2017 and 19 April 2018 respectively. No other general meetings were held during the financial year. Details of the directors’ attendance at the AGM are set out below:

18 August 2017

Mr. Joseph C. C. Wong
Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

19 April 2018

Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The Board is supplied with relevant information by management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 day’s notice of a regular board meeting is given to all directors giving them the opportunity to attend. Board papers are despatched to directors generally at least 3 days before the meeting and in any event as soon as practicable, in all instances, ensuring that they have sufficient time to review the papers and are adequately prepared for the meeting.

於本財政年度，本公司分別於2017年8月18日及2018年4月19日舉行股東週年大會（「股東週年大會」）及股東特別大會。於本財政年度概無舉行其他股東大會。董事出席股東週年大會之詳情載列如下：

2017年8月18日

黃創增先生
關志堅先生
胡春生先生
胡志文教授
鄺易行博士

2018年4月19日

關志堅先生
胡春生先生
胡志文教授
鄺易行博士

於每次定期董事會會議召開前，管理人員會向董事會提供與將提呈董事會決議事項有關之資料以及有關本集團營運及財務表現之報告。於定期董事會會議舉行至少14天前向全體董事發出通告，讓董事有機會出席。董事會文件一般須於會議舉行至少3天前派發予董事，並無論如何應在切實可行情況下盡快作出有關安排，以確保董事有足夠時間審閱會議文件及為會議作出充足準備。

3. BOARD OF DIRECTORS (Continued)

The proceedings of board meetings are generally conducted by the Chairman of the Company who ensures that sufficient time is allocated for discussion and consideration of items on the agenda and also ample opportunities are given to directors to speak, express their views and share their concerns. The Chairman held one meeting on 17 April 2018 with the non-executive directors (including independent non-executive directors) without the executive directors present.

Under Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. As such the directors are encouraged to participate in continuous professional development. Courses have been regularly circulated to directors for their selection.

Professional development seminars attended by the directors during the financial year are set out below:

The directors were furnished with webcasts on the topics of “Directors’ Responsibilities on IPOs”, “Corporate Governance – Director and Company Secretary’s Roles”, “Duties of Directors and Role and Function of Board Committees”; and “Risk Management and Internal Control, ESG Reporting” and reading on the topic of “Shareholder Communications for Listed Issuers – Five Imperatives to Break the Monologue” and these materials would have constituted about 7 hours of training time.

Dr. Agnes Kwong Yi Hang attended a seminar on “Role of Company Director: Overview of Legal & Regulatory Framework”.

3. 董事會 (續)

董事會之會議程序通常由本公司主席主持，彼須確保分配足夠時間讓董事就各項議程作出討論及審議，同時亦給予各董事充足機會發言，提出意見及表達其關注的事項。在無行政董事出席的情況下，主席與非行政董事（包括獨立非行政董事）於2018年4月17日舉行了一次會議。

根據守則條文第A.6.5條，所有董事均須參加持續專業發展以發展及更新其知識及技能。因此，本公司鼓勵董事參加持續專業發展並定期發送相關課程予各董事選修。

本財政年度董事曾閱讀的其他閱讀材料或出席的專業發展研討會如下：

各董事均透過觀看「Directors’ Responsibilities on IPOs」，「Corporate Governance – Director and Company Secretary’s Roles」，「Duties of Directors and Role and Function of Board Committees」；及「Risk Management and Internal Control, ESG Reporting」網上廣播及閱讀「Shareholder Communications for Listed Issuers – Five Imperatives to Break the Monologue」材料，已構成7小時的培訓。

鄺易行博士出席「Role of Company Director: Overview of Legal & Regulatory Framework」研討會。

3. BOARD OF DIRECTORS (Continued)

Mr. Wu Chi Man attended the following: “反洗錢及反恐融資法律制度暨《凍結資產執行制度》講解會”, “Understanding Connected Transactions In a Nutshell”, “All about Directors – from Appointment to Removal”, “Annual Accounting Update 2016 “Implementing New Accounting Standards”, “Updates on Hong Kong Financial Reporting Standard and Hong Kong Standard on Auditing (audio)”, “Annual Auditing Update 2016 – Time for Change”, “Quality Assurance Forum – Practice review – Achieving an Effective Audit”, “Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC”, “Business Valuation for Audit Support”, “Updates on Hong Kong Financial Reporting Standard – HKFRS 15 Revenue from Contracts with Customers (audio)”, “Options for winding up a Hong Kong Private Limited Company: Liquidation vs Deregistration” and “Annual Taxation Update 2017” read the materials, including: “Accounting & Business Magazine” and “A-Plus Magazine”.

4. BOARD DIVERSITY

(1) Policy on Board Diversity

- We embrace diversity by being inclusive.
- We believe in meritocracy irrespective of gender, ethnicity, culture, generation or geography.
- We believe that an optimal and balanced board should comprise of individuals with an appropriate balance of different skills, educational and industry background, experience, independence and knowledge.

(2) Objective and Benefits of Board Diversity

We believe in diversity and inclusiveness as these bring to the boardroom a spectrum of perspectives and opinions, necessary as we navigate our businesses through a more complex market place and as our customers' aspirations grow in sophistication.

3. 董事會 (續)

胡春生先生出席以下研討會：「反洗錢及反恐融資法律制度暨《凍結資產執行制度》講解會」；「Understanding Connected Transactions In a Nutshell」；「All about Directors – from Appointment to Removal」；「Annual Accounting Update 2016 [Implementing New Accounting Standards]」；「Updates on Hong Kong Financial Reporting Standard and Hong Kong Standard on Auditing (audio)」；「Annual Auditing Update 2016 – Time for Change」；「Quality Assurance Forum – Practice review – Achieving an Effective Audit」；「Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC」；「Business Valuation for Audit Support」；「Updates on Hong Kong Financial Reporting Standard – HKFRS 15 Revenue from Contracts with Customers (audio)」；「Options for winding up a Hong Kong Private Limited Company : Liquidation vs Deregistration」及「Annual Taxation Update 2017」，並閱讀以下材料，包括：「Accounting & Business Magazine」及「A-Plus Magazine」。

4. 董事會成員多元化

(1) 董事會成員多元化政策

- 董事會兼收並蓄，奉行多元化政策。
- 本集團用人唯才，不論性別、種族、文化、年紀或地域。
- 本集團相信，一個至優及均衡的董事會應由在不同技能、教育及行業背景、經驗及知識之間適度平衡的人士組成。

(2) 董事會成員多元化的目標及裨益

本集團相信多元化及兼收並蓄，因會為董事會提供更全面的觀點與看法，對本集團在日趨複雜的市場開展業務以及滿足本集團客戶不斷提高且複雜多樣的期望實屬必要。

5. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day to day knowledge of the Group's affairs. She reports to the Chairman and CEO. The Board has access to the advice and services of the Company Secretary to ensure that board procedures and all applicable laws, rules and regulations, are followed.

The Company Secretary attended the following professional development seminars and read materials on legal and corporate secretarial updates, receiving more than 15 hours of training during the financial year: "Managing Intellectual Property International Women's Leadership Forum 2017", "Trend on ESG reporting – Hong Kong Listed Companies", "CEO Manpower Conference 2017", "Getting Ready for 2018: Charting a New Course", "Data Privacy and Marketing", "GDPR countdown – Are You Ready?", "2018 Asia Pacific Conference – Tech Law".

6. ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for the preparation of the Group's accounts and has delegated this responsibility to the Group CFO. The Group CFO and his team are responsible for preparing interim and annual financial statements based on Hong Kong Financial Reporting Standards ("HKFRS") ensuring that the financial statements present a fair and true view of the results and the financial position of the Group and that they comply with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and other applicable laws and regulations. The Group CFO maintains regular communications with the external auditors. He also plays a role in reviewing and making recommendations to the Board on the Group's financial risk management. During the fiscal year, the Group CFO was also responsible for overseeing the Group's investor relations activities.

A statement by the Group's external auditors, PricewaterhouseCoopers about their reporting responsibilities on the Group's financial statements are set out in the Independent Auditor's Report on pages 33 to 41.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company and its subsidiaries ability to continue as a going concern.

5. 公司秘書

本公司的公司秘書為本公司的僱員，瞭解本集團的日常事務。公司秘書向主席及行政總裁報告。公司秘書向董事會提供建議及服務以確保遵守董事會程序及所有適用法律、規則及規例。

公司秘書已於本財政年度出席以下專業發展研討會並研讀法律及公司秘書的最新資訊，接受多於15個小時的培訓：「Managing Intellectual Property International Women's Leadership Forum 2017」、「Trend on ESG reporting – Hong Kong Listed Companies」、「CEO Manpower Conference 2017」、「Getting Ready for 2018: Charting a New Course」、「Data Privacy and Marketing」、「GDPR countdown – Are You Ready?」、「2018 Asia Pacific Conference – Tech Law」。

6. 問責及審核

董事會知悉其肩負編製本集團賬目之責任，並已將此責任委派予集團首席財務總裁。集團首席財務總裁及其屬下人員負責遵照香港財務報告準則編製中期及年度財務報表，確保財務報表真實及公平地反映本集團的業績及財務狀況，並遵守香港公司條例、上市規則及其他適用法例及法規之披露規定。集團首席財務總裁須定期與外聘核數師溝通。集團首席財務總裁在本集團財務風險管理方面亦擔當審核及向董事會作出建議的角色。於財政年內，集團首席財務總裁亦負責監管本集團投資者關係事務。

本集團外聘核數師羅兵咸永道會計師事務所就其對本集團財務報表的責任而作出的聲明載於第33至41頁獨立核數師報告。

董事會並未注意到任何與或對本公司及其附屬公司持續經營能力構成重大疑慮之事件或情況有關之重大不確定因素。

7. AUDITORS' REMUNERATION

The Company appointed PricewaterhouseCoopers as the external auditors of the Company and certain of its subsidiaries at the 2017 AGM until the conclusion of the next annual general meeting. During the year, HK\$4,993,000 was paid or payable to PricewaterhouseCoopers for the provision of audit services. Details of nature for non-audit related services provided by and the fee paid or payable to PricewaterhouseCoopers are set out as below:

Description 簡介		HK\$ 港幣元
Taxation compliance	稅務遵規	657,000
Advisory and other services	顧問及其他服務	780,000

The Group also engaged other auditors in Hong Kong and overseas for auditing and miscellaneous services and total fees paid amounted to HK\$1,264,000.

8. BOARD COMMITTEES

To assist the Board in the discharge of its duties, the Board is supported by four board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

(1) Audit Committee

The Audit Committee comprises of three independent non-executive directors, namely, Mr. Wu Chun Sang (Chairman of the Audit Committee), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

7. 核數師酬金

本公司於2017年股東週年大會委任羅兵咸永道會計師事務所為本公司及若干其附屬公司之外聘核數師，任期直至下屆股東週年大會結束為止。年內，本公司就羅兵咸永道會計師事務所提供之核數服務向其支付或應付港幣4,993,000元。羅兵咸永道會計師事務所提供之非核數相關服務性質及向其支付或應付費用之詳情如下：

本集團亦於香港及海外委聘其他核數師提供核數及不同服務，所支付費用合共港幣1,264,000元。

8. 董事委員會

為協助董事會履行職務，在董事會以下設有四個董事委員會。各委員會有既定的職責及職權範圍，委員會成員獲授權可就各委員會職權範圍內的事項作出決策。

(1) 審核委員會

審核委員會由三名獨立非行政董事胡春生先生(審核委員會主席)、胡志文教授及鄺易行博士組成。

8. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

The terms of reference of the Committee are aligned with the recommendations set out in the Listing Rules and the code provisions set out in the Corporate Governance Code. The Committee provides advice and recommendations to the Board and oversees all matters relating to the external auditors, thus playing an important role in monitoring and safeguarding the independence of the external auditors.

The Committee met four times during the financial year and up to the date of this Report together with the external auditors in two of the four meetings to discuss matters, including, the Group's audit service plan, the review of accounting principles and practices adopted by the Group and other financial reporting matters; to ensure the completeness, accuracy and fairness of the financial statements of the Company; to discuss the effectiveness of the systems of internal control throughout the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget; to review all significant business affairs managed by the executive directors in particular on continuing connected transactions and to review the Group's interim results for 2017/2018 and results for the year ended 31 March 2018 before they were presented to the Board for approval.

19 June 2017

20 November 2017

24 April 2018

19 June 2018

Mr. Wu Chun Sang

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

8. 董事委員會 (續)

(1) 審核委員會 (續)

委員會的職權範圍乃根據上市規則所載建議及企業管治守則所載守則條文而制定。委員會向董事會提供意見及建議，並監督與外聘核數師有關的所有事宜，因此，其在監察及保持外聘核數師獨立性方面扮演重要角色。

委員會於本財政年度內及截至本報告日期期間舉行四次會議，四次會議其中兩次連同外聘核數師，會議討論之事項包括本集團之核數服務計劃、檢討本集團採納的會計原則及慣例以及其他財務報告事項；確保本公司財務報表的完整性、準確性及公平性；檢討本集團整體內部監控制度的成效，包括在會計及財務匯報職能方面是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算；檢討行政董事負責的一切重要商業事務，特別是持續關聯交易；以及在呈報本集團2017/2018財政年度中期業績及截至2018年3月31日止年度業績予董事會核准前，審閱該等業績。

2017年6月19日

2017年11月20日

2018年4月24日

2018年6月19日

胡春生先生

胡志文教授

鄺易行博士

8. BOARD COMMITTEES (Continued)

(2) Remuneration Committee

The Company's Remuneration Committee comprises of Professor Lawrence Wu Chi Man (Chairman of the Remuneration Committee), Mr. Wu Chun Sang, Dr. Agnes Kwong Yi Hang (all independent non-executive directors of the Company) and Mr. Joseph C.C. Wong (Group Chairman and CEO).

Code Provision B.1.2 deals with the terms of reference of the remuneration committee. The Company has adopted the terms of reference under Code Provision B.1.2 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management. The Remuneration Committee determines with delegated responsibility the remuneration packages of its individual executive directors. The basic salaries of its executive directors are reviewed annually, and unless there are exceptional circumstances, increases if any, generally align with the average annual increment for the Group's office staff in Hong Kong.

The Committee met twice during the financial year and up to the date of this Report.

There was a meeting of all committee members to adopt and approve the basic salaries and annual bonus scheme for FY17/18 for its executive directors.

At the second meeting, the Committee conducted annual reviews of the basic salaries of its executive directors for FY18/19.

Attendance of directors at the Remuneration Committee Meeting held on:

19 June 2017

21 June 2018

Prof. Lawrence Wu Chi Man

Mr. Joseph C. C. Wong

Mr. Wu Chun Sang

Dr. Agnes Kwong Yi Hang

8. 董事委員會 (續)

(2) 薪酬委員會

本公司的薪酬委員會由胡志文教授 (薪酬委員會主席)、胡春生先生、鄺易行博士 (均為本公司獨立非行政董事) 及黃創增先生 (本集團主席及行政總裁) 組成。

守則條文第B.1.2條載有有關薪酬委員會的職權範圍。本公司已採納守則條文第B.1.2條所載的職權範圍，惟不包括有關檢討及釐定高級管理人員薪酬待遇的部分。本公司認為行政董事較適合評估高級管理人員的表現，因此，釐定高級管理人員的薪酬待遇應由行政董事負責。薪酬委員會的職責為釐定行政董事個人的報酬。其行政董事的基本薪金會每年進行審閱，除非有特殊情況，增幅 (如有) 一般與本集團香港辦事處職員的平均年度增幅相同。

於本財政年度及截至本報告日期，委員會曾舉行兩次會議。

17/18財政年度的行政董事基本薪金及年度花紅計劃已由全體委員會成員以會議通過。

於第二次會議上，委員會對其行政董事之18/19財政年度的基本薪酬作出年度檢討。

董事於下列日期舉行的薪酬委員會會議的出席情況：

2017年6月19日

2018年6月21日

胡志文教授

黃創增先生

胡春生先生

鄺易行博士

8. BOARD COMMITTEES (Continued)

(3) Nomination Committee

The Nomination Committee comprises of Mr. Joseph C. C. Wong (Chairman of the Nomination Committee, Group Chairman and CEO) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision A.5.3 deals with the terms of reference of a nomination committee. The Company has adopted the terms of reference under Code Provision A.5.3. During the financial year, and up to the date of this Report, the Committee met twice. At these meetings, the Committee considered the independence of its retiring independent non-executive directors, having served more than 9 years by the time of the Annual General Meetings. In the nomination process, the Committee proposes the most appropriate individual with the right balance of skills, experience, and industry background for the position based on merit.

Attendance of directors at the Nomination Committee Meetings held on:

19 June 2017

16 May 2018

Mr. Joseph C. C. Wong
Prof. Lawrence Wu Chi Man
Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

8. 董事委員會 (續)

(3) 提名委員會

本公司的提名委員會由黃創增先生 (提名委員會主席、本集團主席及行政總裁) 及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第A.5.3條載有有關提名委員會的職權範圍。本公司已採納守則條文第A.5.3條所載的職權範圍。於本財政年度及截至本報告日期，委員會曾舉行兩次會議。於該等會議，委員會考慮截至應屆股東週年大會等已就任超過9年的獨立非行政董事的獨立性。於提名過程中，委員會建議根據能力提名具有勝任該職位的技能、經驗及行業背景的合適人選。

董事於下列日期舉行的提名委員會會議的出席情況：

2017年6月19日

2018年5月16日

黃創增先生
胡志文教授
胡春生先生
鄺易行博士

8. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee

Stelux recognises that adopting proper systems, running our businesses within a strong legal framework of rules and procedures, underpinned by sound business ethics are essential to safeguarding the economic performance of the Group and our shareholders' interests in a sustainable manner. The Corporate Governance Committee comprises Mr. Wallace Kwan Chi Kin (Chairman of the Corporate Governance Committee and Chief Financial Officer) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision D.3.1 deals with the terms of reference of a corporate governance committee. The Company has adopted the terms of reference under Code Provision D.3.1. The Corporate Governance Committee held one meeting during the financial year. At this meeting, the Committee amongst other things, reviewed the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report. Quarterly sales turnover updates are voluntarily issued by the Company and a whistleblowing policy is in place. With the implementation of the statutory disclosure regime for inside information under the Securities and Futures (Amendment) Ordinance 2012 on 1 January 2013, systems are in place on reporting and dissemination of inside information.

8. 董事委員會 (續)

(4) 企業管治委員會

寶光認為以良好的商業道德為本，採用合適的體制，按由規則及程序構成的健全法律框架下經營業務，乃保障本集團財務表現及以可持續的方式保障股東權益的基礎。企業管治委員會由關志堅先生（企業管治委員會主席及首席財務總裁）及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第D.3.1條載有有關企業管治委員會的職權範圍。本公司已採納守則條文第D.3.1條所載的職權範圍。企業管治委員會於本財政年度曾舉行一次會議。於該次會議，委員會（其中包括）檢討本公司對守則條文的遵守及於企業管治報告內的披露情況。本公司已自願發佈最新季度銷售營業額及已實施一項舉報政策。隨着2012年證券及期貨（修訂）條例下的內幕消息法定披露政策於2013年1月1日起生效，本公司已制定申報及發放內幕消息的體制。

8. BOARD COMMITTEES (Continued)**(4) Corporate Governance Committee** (Continued)

Attendance of directors at the Corporate Governance Committee Meeting held on:

17 April 2018

Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Prof. Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The above four board committees report to the Board. All businesses transacted at board committee meetings are recorded and minuted with copies provided to the Board. The terms of reference of the above board committees are available on the Company's website at www.stelux.com.

9. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for ensuring that the Group establishes and maintains appropriate risk management and internal control systems and for reviewing their effectiveness. The Group's risk management and internal control systems are designed to manage and minimise risk of failures in the Group's operational systems, and to achieve our objectives. Such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the Group has complied with all the code provisions on risk management and internal control under the Corporate Governance Code.

The main features of the Group's Risk Management and Internal Control Systems, include:

(1) Risk Management

The Group's risk management process is a four-step process involving identifying, assessing, responding to and monitoring risks which could affect the Group from achieving its strategic or business objectives.

8. 董事委員會 (續)**(4) 企業管治委員會** (續)

董事於下列日期舉行的企業管治委員會會議的出席情況：

2018年4月17日

關志堅先生
胡春生先生
胡志文教授
鄺易行博士

上述四個董事委員會向董事會報告。於董事委員會會議進行的所有事項均有記錄及記入會議記錄，該等記錄的副本亦會提供予董事會。上述其中四個董事委員會的職權範圍於本公司網站 www.stelux.com 可供瀏覽。

9. 風險管理及內部監控

董事會知悉其有責任確保本集團制定及維持適當的風險管理及內部監控系統以及審查有關系統之效用。本集團風險管理及內部監控系統用於管理及減低本集團營運系統的失效風險，從而達致本集團之目標。該等系統只可就重大錯誤陳述或損失提供合理而非絕對之保證。

年內，本集團已符合企業管治守則項下風險管理及內部監控的所有守則條文。

本集團的風險管理及內部監控系統的主要特點包括：

(1) 風險管理

本集團的風險管理程序有四個步驟，包括識別、評估、回應及監察可能對本集團達致策略或業務目標造成影響的風險。

9. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(1) Risk Management (Continued)

In order to ensure the risk management process is executed effectively and as an integral part of our business, the Board has established the following risk management and reporting framework which specifies the responsible parties and their roles and responsibilities for managing risks of the Group.

The Board

- oversees management in the design, implementation and monitoring of the risk management and internal control systems
- evaluate and determine the Group's key risks which would significantly affect it achieving strategic or business objectives
- review the Group's key risks and mitigation actions and ensure the effectiveness of risk management and internal control systems

Audit Committee

- oversees design and operating effectiveness of the Group's underlying risk management process and internal control systems
- review effectiveness of the Group's risk management and internal controls with support from the Internal Audit Function and reporting to the Board

Risk Steering Committee

- members comprised of key executives of the Group
- assess and determine the Group's key risks and ensure appropriate mitigation actions/controls are in place
- track progress of mitigation actions/controls over identified key risks and report to Audit Committee
- provide confirmation to the Board on the effectiveness of the Group's risk management and internal control systems annually

9. 風險管理及內部監控 (續)

(1) 風險管理 (續)

為確保風險管理程序可有效執行並作為本集團業務之整合部分，董事會已設立以下風險管理及報告框架，訂明各負責部門及其就管理本集團風險的職責及責任。

董事會

- 監督管理層對風險管理及內部監控系統之制定、實施及監察
- 評估及判斷可能對本集團達成策略或業務目標造成重大影響的主要風險
- 審閱本集團的主要風險及減低風險之措施，以及確保風險管理及內部監控系統之有效性

審核委員會

- 監測本集團相關風險管理程序及內部監控系統之制定及操作效用
- 在內部審計部的協助下審閱本集團的風險管理及內部監控的有效性，並向董事會報告

風險督導委員會

- 成員包括本集團的主要執行人員
- 評估及判斷本集團的主要風險，並確保實施適當減低風險的措施／監控
- 跟進已識別主要風險之緩減措施／監控，並向審核委員會報告
- 每年向董事會確認本集團的風險管理及內部監控系統的有效性

9. RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

(1) Risk Management (Continued)

Business Units and Functional Support Management

- management meets periodically to identify new and review existing risks
- design, implement and monitor mitigation actions and internal control activities in their day-to-day operations
- ensure risk management process and mitigation actions and internal controls follow guidelines or recommendations provided by the Risk Committee and Internal Audit Function

Internal Audit Function

- carry out analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems
- support the Audit Committee in reviewing the effectiveness of the Group's risk management and internal control systems

(2) Internal Control

Internal control is a process for the Board and management to assure achievement of the Group's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and our internal policies.

The Group has the following major internal controls in place:

- Policies and standard operating procedures are set to govern staff in shop operations, integrity of trading practices, compliance on handling personal data of customers, acquisition and disposal of capital assets, financial reporting, etc.
- Authorisation and approval matrix are set based on nature and type of transactions.

9. 風險管理及內部監控 (續)

(1) 風險管理 (續)

業務單位及部門支援管理

- 管理層定期進行會議，以識別新風險及審閱現有風險
- 制定、實施及監測日常營運的減低風險措施及內部監控措施
- 確保風險委員會及內部審計部提供的風險管理程序及風險減低措施及內部監控指引或建議獲遵從

內部審計部

- 就本集團的風險管理及內部監控系統的合適性及有效性進行分析及獨立評估
- 支援審核委員會審閱本集團的風險管理及內部監控系統的有效性

(2) 內部監控

內部監控為董事會及管理層確保達致本集團有關營運有效性及效率、可靠財務匯報制度及遵守法律、法規及內部政策的程序。

本集團已實行下列主要內部監控措施：

- 制定政策及標準經營程序以監管營運店鋪之員工、交易常規的完整性、處理客戶個人資料的合規性、資本資產的收購及出售、財務報告等。
- 根據不同交易性質及類型制定不同授權及批准的基礎。

9. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- Employees' Code of Conduct is available on the Company's intranet. Employees are required to strictly follow the Code of Conduct to ensure the Group operates to the highest standards of business behaviour and ethics.
- Business plans and budgets of individual business units are prepared and monitored by management regularly.
- Regular management meetings to review business updates and monitor operating performance against budgets and relevant benchmarks.
- Regular reviews on store portfolio.
- Information access from accounting, Human Resources and other IT systems are restricted and managed on a need-to-know basis in order to protect data and ensure data integrity.
- Major or material connected transactions require pre-approval of independent non-executive directors and all continuing connected transactions are reviewed on an annual basis pursuant to the requirements of the Hong Kong Listing Rules.
- The Group has a "whistle-blowing" mechanism to allow our staff to anonymously report any suspected fraud or employee's misconduct to the Head of Internal Audit Function who will refer the report to the Audit Committee and the Board for further investigation and/or actions.

9. 風險管理及內部監控 (續)

(2) 內部監控 (續)

- 上載僱員的操守守則至本公司內聯網。僱員需要嚴格遵守操守守則，確保本集團的營運符合業務行為及道德的最高標準。
- 管理層定期制定及監察個別業務單位的業務計劃及預算。
- 管理層定期舉行會議，參照有關各預算及相關基準，檢討業務的最新情況及經營表現。
- 定期審閱店舖組合。
- 限制並以「有需要知道」的原則管理有關會計、人力資源及其他電腦系統的資料，以保障資料及確保資料的完整性。
- 主要或重大關聯交易需要獨立非行政董事的事前批准，而所有持續關聯交易根據香港上市規則每年予以審閱。
- 本集團設有「舉報」機制，供員工向內部審計部主管匿名報告任何涉嫌欺詐或員工不當行為，而內部審計部主管將向審核委員會及董事會報告，以作出進一步調查及／或行動。

9. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- The Company has a system which sets out the requirements and procedures for handling and disseminating inside information to the public. Any material information which comes to the knowledge of one or more officers should be promptly identified, assessed and escalated, where appropriate, to the attention of the Board.
- Our internal audit function conducts regular reviews and ad hoc engagements which cover risk assessment and monitoring, operational, financial and compliance aspects.

(3) Internal Audit

Under Code Provision C.2.5, an internal audit function should be in place. The key tasks of the Group's Internal Audit Function include:

- provides independent and objective assurance to the Audit Committee and the Board with respect to the Group's risk management and internal control systems;
- conduct independent audits on the Group's financial, operational and compliance controls and make recommendations on improving work flow efficiency and effectiveness;
- conduct special reviews on areas of concerns as identified by senior management or the Board;
- conduct investigations on business ethics, employee misconduct, fraud cases and other violations of the Group's policies and standards; and
- oversee the "whistle-blowing" mechanism.

9. 風險管理及內部監控 (續)

(2) 內部監控 (續)

- 本公司設有制度列明處理及向公眾傳播內幕資料的要求和程序。如一名或以上的高級人員知悉任何重要資料，則須即時查明、評估及向董事會提呈(如適用)有關資料。
- 內部審計部進行定期審閱及特設行動，包括風險評估及監測、營運、財務及合規等方面。

(3) 內部審計

根據守則條文第C.2.5條，須設立內部審計部。本集團內部審計部的主要職責包括：

- 就本集團的風險管理及內部監控系統向審核委員會及董事會提供獨立和客觀的保證；
- 就本集團的財務、經營及合規監控進行獨立審計，並就改善營運流程效率及效用提供建議；
- 就高級管理層或董事會成員識別的問題進行特別審閱；
- 調查有關業務道德、員工不當行為、欺詐個案、及違反本集團政策及標準之事宜；及
- 監測「舉報」機制。

9. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(4) Annual Review by the Board

Under Code Provision C.2.1, the directors should at least annually conduct a review of the effectiveness of the Group's internal controls system reporting to the Company's shareholders in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

Under Code Provision C.2.2, the Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board through the Audit Committee, reviews the overall effectiveness of the Group's risk management process and internal control systems annually. During the current financial year, the reviews covered the following:

- (i) any significant change in the nature and extent of significant risks and in the control environment of the Group;
- (ii) the significant control weaknesses (including financial, operational and compliance controls) as identified by the Internal Audit Function and the consideration of effectiveness over its recommendations on improving internal business environment;
- (iii) major investigation findings on internal control matters as presented by the Internal Audit Function;
- (iv) the effectiveness of the Group's financial reporting and Listing Rule compliance processes;

9. 風險管理及內部監控 (續)

(4) 董事會之年度審閱

根據守則條文第C.2.1條，董事應最少每年對集團內部監控制度的成效進行一次檢討，並在企業管治報告中向本公司股東匯報。有關檢討應涵蓋所有重要的監控方面，包括財務、營運及合規以及風險管理職能。

根據守則條文第C.2.2條，董事會的年度檢討應特別審視本集團會計及財務匯報職能是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算。

董事會透過審核委員會每年閱審本集團的風險管理程序及內部監控系統。於本財政年度，審閱包括以下：

- (i) 重大風險的性質及程度以及本集團監控環境的任何重大改變；
- (ii) 內部審計部識別的重大監控缺陷(包括財務、營運及合規監控)，以及有關其就改善內部業務環境建議的效用性之考慮；
- (iii) 內部審計部就內部監控事宜的主要調查結果；
- (iv) 本集團財務報告及上市規則合規程序的有效性；

9. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(4) Annual Review by the Board *(Continued)*

- (v) the Group's risk management system, key risks and corresponding mitigation actions which were summarized by the Risk Steering Committee and the Internal Audit Function based upon discussion with senior management of different business units and functional supports; and
- (vi) the performance, staff qualification and experience, training and adequacy of the Group's accounting, financial reporting and internal audit functions.

The Board and the Audit Committee have reviewed the Group's risk management and internal control systems for the year ended 31 March 2018 and concluded that adequate and effective risk management and internal control systems of the Group are being maintained.

10. INVESTOR RELATIONS

To promote and enhance investor relations, regular meetings are held with the investment community. We value constant dialogue with existing and prospective investors as a way to promote a greater understanding of the Group's business models and the way we conduct our businesses.

9. 風險管理及內部監控 *(續)*

(4) 董事會之年度審閱 *(續)*

- (v) 本集團由風險督導委員會及內部審計部根據與不同業務單位及部門支援的高級管理層之討論而概括的風險管理制度、主要風險及相應減低風險措施；及
- (vi) 本集團會計、財務匯報及內部審計部的表現、員工資歷及經驗、培訓及充足性。

董事會及審核委員會已審閱本集團截至2018年3月31日止年度的風險管理及內部監控系統，並總結本集團有維持合適及有效的風險管理及內部監控系統。

10. 投資者關係

本集團重視與現有及潛在投資者作緊密交流及與投資界定期舉行的記者招待會、路演及會議。本公司將繼續大力提倡和加強投資者關係，以提高其對本集團業務模式及開展業務方式的了解。

11. SHAREHOLDERS RIGHTS

(1) How shareholders can convene an extraordinary general meeting

Shareholders may request to convene an extraordinary general meeting in accordance with section 74 of the Bermuda Companies Act 1981:

- i. The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.
- ii. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.
- iii. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

11. 股東權利

(1) 股東要求召開股東特別大會程序

股東可根據百慕達《1981年公司法》第74條要求召開股東特別大會：

- i. 任何公司董事，儘管公司細則有所規定，如收到公司股東呈請，於提出呈請之日持有不少於公司於提出呈請之日已繳股本十分之一並享有在公司股東大會的投票權，或如公司沒有股本，則公司股東代表於提出呈請之日持有不少於公司所有股東於股東大會上投票的總投票權的十分之一，則應立刻召開公司股東特別大會。
- ii. 呈請必須列明會議目的，由呈請人簽署及投寄至公司註冊辦事處，及可包括由多於一位呈請人簽署的同一格式的多份文件。
- iii. 如董事自收到呈請後21天內仍未召開大會；該等呈請人，或代表多於全體呈請人一半的總投票權的任何呈請人，則可以自行召開大會，但任何大會皆不能在呈請日起超過三個月後召開。

11. SHAREHOLDERS RIGHTS (Continued)

(1) How shareholders can convene an extraordinary general meeting (Continued)

- iv. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- v. Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

(2) Procedures by which enquiries may be put to the board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary in writing to:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or
(ii) by email to ir@stelux.com.

(3) Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders may, subject to (1) above, by way of request in writing request a shareholders' meeting to be convened for the purpose of considering a certain matter, addressing the request to the Company Secretary at:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

11. 股東權利(續)

(1) 股東要求召開股東特別大會程序(續)

- iv. 在此條例下由該等呈請人召開的大會須盡可能與由董事召開大會的形式一樣。
- v. 如因董事未能召開大會，任何由該等呈請人支付的合理費用，將由公司付回呈請人。已支付數額將從公司支付給該不履行責任董事的袍金或薪酬內扣除。

(2) 股東可向董事會提出查詢的程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可以書面方式透過公司秘書向董事會提出問題，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處；或(ii)電郵至 ir@stelux.com。

(3) 在股東大會提出建議的程序及足夠的聯絡資料

在受限於上述第(1)條的情況下，股東可向公司秘書發出書面要求，要求召開股東大會以考慮若干事宜，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處。

12. COMMUNICATION WITH SHAREHOLDERS

The Company attaches great importance to communication with its shareholders and investors. To foster effective communications, the Company provides extensive information in its annual report, interim report and also publishes information relating to the Group and its businesses on its website: www.stelux.com.

The Company regards the AGM as a platform to provide an important opportunity for direct communications between the Board and the Company's shareholders. All directors and senior management will make an effort to attend. External auditors will also attend the AGM. The chairman of the Audit, Remuneration, Nomination and Corporate Governance Committees were all present at the Company's AGM held in 2017. Shareholders are given at least 20 clear business days or 21 days' notice of the AGM (whichever is the longer). The Company supports the Corporate Governance Code principle to encourage shareholders' participation.

Shareholders may send any enquiries they have by addressing them to the Company Secretary in writing to:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; (ii) or by email to ir@stelux.com.

13. CODE OF CONDUCT

To enhance the ethical standards of employees, the Company has an employee handbook, setting out the Group's requisite standards and an ethical code of conduct for all employees of the Group. Employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

14. CONCLUSION

The Company recognises that adopting good corporate governance principles and practices are important for the success of the Group and as such we will continue to strengthen and improve the standard and quality of the Group's corporate governance.

12. 與股東之間的溝通

本公司十分重視與其股東和投資者的溝通。為促進有效的溝通，本公司在年度報告、中期報告中詳盡公佈本集團的資料，亦透過其網站 www.stelux.com 發佈關於本集團及其業務的資料。

股東週年大會為董事會與本公司股東提供直接溝通的重要渠道。全體董事及高級管理人員會盡量抽空出席股東週年大會。外聘核數師亦會出席股東週年大會。審核委員會主席、薪酬委員會主席、提名委員會主席及企業管治委員會主席也有出席本公司於2017年舉行的股東週年大會。本公司會於舉行股東週年大會前最少20個完整營業日或21日向股東發出會議通知(以時間較長者為準)。本公司堅守企業管治守則，鼓勵股東出席會議。

股東如有任何查詢，可以書面方式郵寄至：

本公司總辦事處(地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓)；或(ii) 電郵至 ir@stelux.com 向公司秘書提交。

13. 操守守則

為提高僱員的操守標準，本公司設有員工手冊，為本集團全體員工列明集團所要求的標準及操守守則條文。預期各階級員工均以忠誠、盡職及負責的態度行事。

14. 總結

本公司認為採納良好的企業管治原則及慣例對本集團的成功至關重要，因此本公司將繼續加強及改善本集團企業管治的水平及質素。

AWARDS

獎項

CARING COMPANY

商界展關懷

In recognition of the Group's services and support to the wider local community, Stelux and its subsidiaries, City Chain Hong Kong, Optical 88 Hong Kong, and Thong Sia Watch, the Hong Kong sole distributor for "SEIKO" watches and clocks were again respectively awarded Caring Company Awards by the Hong Kong Council of Social Service.

寶光及其附屬公司香港時間廊、香港眼鏡88以及「精工」鐘錶的香港獨家經銷商通城鐘錶再次分別榮獲香港社會服務聯會頒贈的商界展關懷獎狀，由此證明本集團對廣大社區提供的服務及支援獲得各界肯定。



AWARDS

獎項

BRAND OF THE YEAR AWARD

In October 2017, City Chain was awarded with the “Brand of the Year” award in the World Branding Awards organized by the World Branding Forum, a global non-profit organization dedicated to advancing branding standards for the good of the branding community as well as consumers.

Mr. Joseph Wong, Chairman and Chief Executive Officer of the Group, when interviewed after receiving the award, said “Brand building is a long-term exercise. Customers are expecting memorable brand experience from retailers. Therefore, it is not enough to only have good product or services nowadays but the quality. A brand needs to have built a good reputation and trust with consumers in order to win the competition. As over seventy percent of the scoring process came from consumers voting, City Chain clearly demonstrated its ability to stand out from its competitors.”

年度品牌大獎

於2017年10月，時間廊在世界品牌論壇舉辦的世界品牌大獎中榮獲「年度品牌」殊榮。世界品牌論壇為一個全球性非牟利組織，致力於為品牌社區及消費者的利益提升品牌標準。

本集團主席及行政總裁黃創增先生在領取獎項後接受訪問時表示：「品牌建設是一個漫長的過程，客戶期待深刻的品牌體驗。因此，如今僅有優質產品或服務並不足夠，質量也不可或缺。為了在競爭中取勝，一個品牌需要建立良好聲譽及消費者的信心。由於評分過程中超過70%來自消費者投票，這亦顯然展示出時間廊相對於競爭對手的優勝之處。」



CORPORATE INFORMATION

公司資料

Registered Office

Canon's Court, 22 Victoria Street
Hamilton, HM12, Bermuda

Principal Office

27th Floor, Stelux House
698 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

Principal Bankers

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

Auditors

PricewaterhouseCoopers

Share Registrar

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Room 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

註冊辦事處

Canon's Court, 22 Victoria Street
Hamilton, HM12, Bermuda

主要辦事處

香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

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

核數師

羅兵咸永道會計師事務所

股份過戶登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

股份過戶登記處香港分處

香港中央證券登記有限公司
香港皇后大道東183號
合和中心17樓1712-1716室

Audit Committee

Mr. Wu Chun Sang (*Chairman of Committee*)

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Remuneration Committee

Professor Lawrence Wu Chi Man (*Chairman of Committee*)

Mr. Joseph C. C. Wong

Mr. Wu Chun Sang

Dr. Agnes Kwong Yi Hang

Nomination Committee

Mr. Joseph C. C. Wong (*Chairman of Committee*)

Mr. Wu Chun Sang

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

Corporate Governance Committee

Mr. Wallace Kwan Chi Kin (*Chairman of Committee*)

Mr. Wu Chun Sang

Professor Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

審核委員會

胡春生先生 (*委員會主席*)

胡志文教授

鄺易行博士

薪酬委員會

胡志文教授 (*委員會主席*)

黃創增先生

胡春生先生

鄺易行博士

提名委員會

黃創增先生 (*委員會主席*)

胡春生先生

胡志文教授

鄺易行博士

企業管治委員會

關志堅先生 (*委員會主席*)

胡春生先生

胡志文教授

鄺易行博士

COMPANY DIRECTORY

公司資料索引

CONTINUING OPERATIONS

MAINLAND CHINA AND HONG KONG

Equity Investment, Property Investment, Retail, Trading, Wholesale and Supply Chain Management

- Stelux Holdings International Ltd
- Stelux Holdings Ltd
- Stelux Properties Ltd
- City Chain Co Ltd
27/F., Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG
- Stelux Watch Ltd
27/F., Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG

6/F., Continental Electric Building,
17 Wang Chiu Road,
Kowloon Bay, Kowloon, HONG KONG
- Thong Sia Watch Company Limited
- Thong Tai Watch Company Limited
21/F., Stelux House
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG
- Stelux-Thong Sia (Shanghai) Trading Limited
3/F, Building 1, Industrial Park,
951 Hutai Road, Shanghai, PRC
- Stelux-Thong Sia (Guangdong) Trading Limited
Rooms 3701-3707, R&F Well Center,
No. 180 Jiang Nan Da Dao Zhong Rd, Guangzhou, PRC
- Stelux-Thong Sia (Beijing) Trading Limited
A515 in Room 502, Floor 5, Building 306,
Chenguangjiayun
Chaoyang District, Beijing, PRC

持續營運業務

中國大陸及香港

股本投資、物業投資、零售、貿易、批發及供應鏈管理

- 寶光實業(國際)有限公司
- 寶光實業(集團)有限公司
- 寶光地產有限公司
- 時間廊鐘錶有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓
- 寶光鐘錶有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

香港九龍九龍灣
宏照道17號
康大電業大廈6樓
- 通城鐘錶有限公司
- 通泰鐘錶有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心21樓
- 寶光通城(上海)商貿有限公司
中國上海市閘北區滬太路951號
產業園區1號樓3樓
- 寶光通城(廣東)商貿有限公司
中國廣州市海珠區江南大道中路180號
富力天域中心3701-07室
- 寶光通城(北京)商貿有限公司
中國北京市朝陽區晨光家園
306號樓5層502內A515室

COMPANY DIRECTORY

公司資料索引

- Baoqing (Chongqing) Trading Limited
Room 31-14#, Building 4,
No. 160, Da Ping Zheng Street,
Yuzhong District, Chongqing, PRC

MACAU

Retail

- City Chain (Macau) Co Ltd
Rua de S. Domingos,
n° 21-A, em Macau

MALAYSIA

Retail and Wholesale Trading

- City Chain (M) Sdn Bhd
G8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Sdn Bhd (87055-A)
CP 27, Suite 2601-04, 26th Floor, Central Plaza
34, Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

- 寶慶(重慶)商貿有限公司
中國重慶市渝中區大坪正街160號
4幢31-14#

澳門

零售

- 時間廊鐘錶(澳門)有限公司
Rua de S. Domingos,
n° 21-A, em Macau

馬來西亞

零售及批發貿易業務

- City Chain (M) Sdn Bhd
G8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Sdn Bhd (87055-A)
CP 27, Suite 2601-04, 26th Floor, Central Plaza
34, Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

COMPANY DIRECTORY

公司資料索引

THAILAND

Retail and Wholesale Trading

- City Chain (Thailand) Co Ltd

- Thong Sia (Thailand) Ltd
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

SINGAPORE

Retail and Wholesale Trading

- City Chain Stores (S) Pte Ltd
63 Ubi Avenue 1, #06-04
Singapore 408937
SINGAPORE

- Thong Sia Co (S) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

SWITZERLAND

Watch Supply Chain Management and Trading

- Universal Geneve S.A.

- Solvil et Titus S.A.

- Pronto Watch S.A.
38, chemin du Grand Puits
Case Postale 128
1217 Meyrin 2
SWITZERLAND

- Catena S.A.
les Vernets 2,
2035 Corcelles NE
SWITZERLAND

泰國

零售及批發貿易業務

- City Chain (Thailand) Co Ltd

- Thong Sia (Thailand) Ltd
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

新加坡

零售及批發貿易業務

- City Chain Stores (S) Pte Ltd
63 Ubi Avenue 1, #06-04
Singapore 408937
SINGAPORE

- Thong Sia Co (S) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

瑞士

鐘錶供應鏈管理及貿易業務

- Universal Geneve S.A.

- Solvil et Titus S.A.

- Pronto Watch S.A.
38, chemin du Grand Puits
Case Postale 128
1217 Meyrin 2
SWITZERLAND

- Catena S.A.
les Vernets 2,
2035 Corcelles NE
SWITZERLAND

COMPANY DIRECTORY

公司資料索引

DISCONTINUED OPERATIONS

MAINLAND CHINA AND HONG KONG

Equity Investment, Property Investment, Retail, Trading, Wholesale and Supply Chain Management

- Optical 88 Ltd
27/F., Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG

2/F., Continental Electric Building,
17 Wang Chiu Road,
Kowloon Bay, Kowloon, HONG KONG
- Thong Sia Optics (Hong Kong) Company Limited
19/F, Stelux House,
698 Prince Edward Road East,
San Po Kong, Kowloon, HONG KONG
- Baoshi (Shanghai) Company Limited
3/F, Building 1, Industrial Park,
951 Hutai Road, Shanghai, PRC
- Baoshi (Guangdong) Company Limited
Rooms 3701-3707, R&F Well Center,
No. 180 Jiang Nan Da Dao Zhong Rd, Guangzhou, PRC
- Baoshi (Beijing) Company Limited
A514 in Room 502, Floor 5, Building 306,
Chenguangjiayuan
Chaoyang District, Beijing, PRC
- Shibao (Chongqing) Trading Limited
Room 1-3, 18/F Tower 10, Longhu Times Tianjie,
Yuzhong District, Chongqing, PRC

MACAU

Retail

- Optical 88 (Macau) Ltd
Rua de S. Domingos,
n° 21-A, em Macau

終止營運業務

中國大陸及香港

股本投資、物業投資、零售、貿易、批發及供應鏈管理

- 眼鏡88有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心27樓

香港九龍九龍灣
宏照道17號
康大電業大廈2樓
- 通城光學(香港)有限公司
香港九龍新蒲崗
太子道東698號
寶光商業中心19樓
- 寶視(上海)眼鏡有限公司
中國上海市閘北區滬太路951號
產業園區1號樓3樓
- 寶視(廣東)視光眼鏡有限公司
中國廣州市海珠區江南大道中路180號
富力天域中心3701-07室
- 寶光寶視(北京)眼鏡有限公司
中國北京市朝陽區晨光家園
306號樓5層502內A514室
- 視寶(重慶)商貿有限公司
中國重慶市渝中區龍湖時代天街
10號樓18層1-3號

澳門

零售

- 眼鏡88(澳門)有限公司
Rua de S. Domingos,
n° 21-A, em Macau

COMPANY DIRECTORY

公司資料索引

MALAYSIA

Retail and Wholesale Trading

- Optical 88 Eyecare (M) Sdn Bhd
G8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Optical (M) Sdn Bhd
CP27, Suite 2601-04
26th Floor, Central Plaza
34 Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

THAILAND

Retail and Wholesale Trading

- Optical 88 (Thailand) Ltd
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

SINGAPORE

Retail and Wholesale Trading

- Optical 88 (S) Pte Ltd
63 Ubi Avenue 1, #06-04
Singapore 408937
SINGAPORE
- Thong Sia Optical (S) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

馬來西亞

零售及批發貿易業務

- Optical 88 Eyecare (M) Sdn Bhd
G8, Jalan Puteri 7/13A
Bandar Puteri
47100 Puchong
Selangor Darul Ehsan
MALAYSIA
- Thong Sia Optical (M) Sdn Bhd
CP27, Suite 2601-04
26th Floor, Central Plaza
34 Jalan Sultan Ismail
50250 Kuala Lumpur
MALAYSIA

泰國

零售及批發貿易業務

- Optical 88 (Thailand) Ltd
347, 349 Muang Thong Thani
Bondstreet Road
Bangpood Subdistrict
Pakkred District
Nonthaburi 11120
THAILAND

新加坡

零售及批發貿易業務

- Optical 88 (S) Pte Ltd
63 Ubi Avenue 1, #06-04
Singapore 408937
SINGAPORE
- Thong Sia Optical (S) Pte Ltd
31 Ubi Road 1, #02-06
Singapore 408694
SINGAPORE

Latest time for lodging transfers of Shares for registration in order to qualify for attending and voting at the Annual General Meeting

4:30 p.m. on Friday, 17 August 2018

Latest date and time for return of proxy form for the Annual General Meeting

not less than 48 hours before the time of the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 22 August 2018)

Closure of the register of members of the Company for determining the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting

Monday, 20 August 2018 to
Friday, 24 August 2018 (both days inclusive)

Annual General Meeting

3:00 p.m. on Friday, 24 August 2018

Email Contacts

Investor Relations: ir@stelux.com
Shareholder Enquiries: ir@stelux.com

遞交股份轉讓登記文件以獲資格出席股東週年大會並於會上投票之最後時間

2018年8月17日(星期五)下午四時三十分

交回股東週年大會代表委任表格之最後日期及時間

股東週年大會召開時間48小時前(即不遲於2018年8月22日(星期三)下午3時正)

暫停辦理股份過戶登記以確定有資格出席大會並於會上投票之股東身份

2018年8月20日(星期一)至
2018年8月24日(星期五)
(包括首尾兩日)

股東週年大會

2018年8月24日(星期五)下午三時正

聯絡電郵

投資者關係：ir@stelux.com
股東查詢：ir@stelux.com



混合產品

源自負責任的森林資源的紙張

Paper from responsible sources

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