



Carrianna Group Holdings Company Limited  
佳寧娜集團控股有限公司

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

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寧  
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Annual Report 2023 年報

Stock Code 股份代號 : 00126

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# Financial Highlights

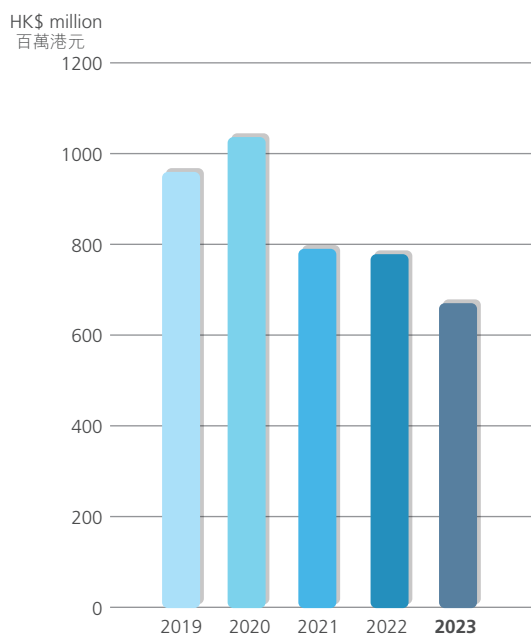
## 財務概要

### FIVE YEAR FINANCIAL SUMMARY

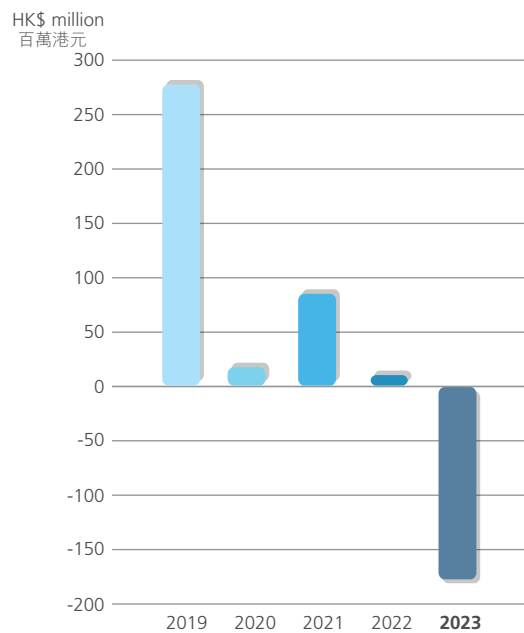
#### 五年財務摘要

		2019 二零一九年 HK\$'million 百萬港元	2020 二零二零年 HK\$'million 百萬港元	2021 二零二一年 HK\$'million 百萬港元	2022 二零二二年 HK\$'million 百萬港元	2023 二零二三年 HK\$'million 百萬港元
Revenue	收益					
Restaurant, food and hotel	餐飲、食品及酒店	856	768	706	676	<b>574</b>
Property investment and development	地產投資及發展	114	263	90	105	<b>109</b>
		970	1,031	796	781	<b>683</b>
Profit/(Loss) Attributable to owners of the Parent	母公司擁有人應佔溢利/(虧損)	278	14	81	4	<b>(176)</b>
Basic Earnings/(Loss) per Share (HK cents)	每股基本盈利/(虧損)(港仙)	22.12	1.12	6.44	0.25	<b>(11.18)</b>
Net Assets	資產淨值	3,830	3,563	3,831	4,078	<b>3,585</b>
Total Assets	總資產	6,262	6,393	6,772	7,082	<b>6,489</b>

Analysis of Revenue  
營業額分析



Analysis of Profit/(Loss)  
Attributable to Owners of the Parent  
母公司擁有人應佔溢利/(虧損)分析



# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

MA Kai Cheung, *PhD, SBS, BBS*  
(Honorary Chairman)  
MA Kai Yum, *PhD (Chairman)*  
MA Hung Ming, John, *PhD, BBS, JP*  
(Vice-chairman)  
LIANG Rui (*Chief Executive Officer*)  
CHAN Francis Ping Kuen  
MA Hung Man<sup>#</sup>

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

LO Ming Chi, Charles  
WONG See King  
CHEUNG Wah Fung, Christopher

#### AUDIT COMMITTEE

LO Ming Chi, Charles (*Chairman*)  
WONG See King  
CHEUNG Wah Fung, Christopher

#### REMUNERATION COMMITTEE

WONG See King (*Chairman*)  
LO Ming Chi, Charles  
CHEUNG Wah Fung, Christopher

#### NOMINATION COMMITTEE

MA Kai Yum, *PhD (Chairman)*  
LO Ming Chi, Charles  
WONG See King  
CHEUNG Wah Fung, Christopher

#### COMPANY SECRETARY

CHAN Francis Ping Kuen

#### REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10, Bermuda

### 董事會

#### 執行董事

馬介璋，博士，銀紫荊星章，銅紫荊星章  
(名譽主席)  
馬介欽，博士(主席)  
馬鴻銘，博士，銅紫荊星章，太平紳士  
(副主席)  
梁銳(行政總裁)  
陳炳權  
馬鴻文<sup>#</sup>

#### 獨立非執行董事

勞明智  
黃思競  
張華峰

#### 審核委員會

勞明智(主席)  
黃思競  
張華峰

#### 薪酬委員會

黃思競(主席)  
勞明智  
張華峰

#### 提名委員會

馬介欽，博士(主席)  
勞明智  
黃思競  
張華峰

#### 公司秘書

陳炳權

#### 註冊辦事處

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10, Bermuda

<sup>#</sup> Mr. Ma Hung Man was appointed as an executive director with effect from 8 September 2022

<sup>#</sup> 馬鴻文先生獲委任為執行董事，自二零二二年九月八日起生效

Corporate Information  
公司資料

## HEAD OFFICE AND PRINCIPAL PLACES OF BUSINESS

26/F Phase II Wyler Centre  
200 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

5/F Carrianna Friendship Square  
2002 Renminnan Road  
Lo Wu District, Shenzhen  
China

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10, Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## SOLICITORS

Michael Li & Co.  
Bird & Bird  
K.C. Ho & Fong

## LEGAL ADVISER ON BERMUDA LAW

Appleby

## AUDITOR

Ernst & Young  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*

## PRINCIPAL BANKERS

Hang Seng Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong & Shanghai Banking Corporation Limited  
Nanyang Commercial Bank, Limited  
O-Bank Co., Ltd.  
Bank of Communication (Hong Kong) Limited  
The Bank of East Asia, Limited  
Dah Sing Bank, Limited  
OCBC Wing Hang Bank Limited  
Bank of China (Hong Kong) Limited

## COMPANY WEBSITE

<http://www.carrianna.com>

## STOCK CODE

00126

## 總辦事處及主要營業地點

香港  
新界葵涌  
大連排道200號  
偉倫中心第二期二十六樓

中國  
深圳市羅湖區  
人民南路2002號  
佳寧娜友誼廣場五樓

## 主要股份過戶登記處

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10, Bermuda

## 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 律師

李智聰律師事務所  
鴻鵠律師事務所  
何君柱律師樓

## 百慕達法律顧問

Appleby

## 核數師

安永會計師事務所  
*執業會計師*  
*註冊公眾利益實體核數師*

## 主要往來銀行

恒生銀行有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
南洋商業銀行有限公司  
王道商業銀行股份有限公司  
交通銀行(香港)有限公司  
東亞銀行有限公司  
大新銀行有限公司  
華僑永亨銀行有限公司  
中國銀行(香港)有限公司

## 公司網址

<http://www.carrianna.com>

## 股份代號

00126

## Chairman's Statement

### 主席報告

On behalf of the board of directors (the "Board"), I would like to present the Annual Report of Carrianna Group Holdings Company Limited for the financial year ended 31 March 2023.

For the year ended 31 March 2023, the Group's turnover was HK\$683,482,000 (2022: HK\$781,170,000), decreased by 13% as compared to last year. The Group's loss attributable to shareholders was HK\$175,680,000 as compared to a profit attributable to shareholders of HK\$3,822,000 from last year. The decrease in turnover was mainly attributable to the decrease in the restaurant and food business turnover during the year. The operating loss attributable to shareholders was mainly due to (i) the disruptions to the restaurant and food business due to the outbreak of the COVID-19 pandemic, in particular, the city lockdown of Hainan in the last two weeks before the Mid-Autumn Festival, which affected significantly on the mooncake sales this year; (ii) the impact of exchange loss on investment property valuation due to devaluation of Renminbi against Hong Kong dollars during the year; and (iii) increase in the finance costs due to the increase in interest rates in bank borrowings.

While the Group's business was affected by a slower than anticipated pace of economic recovery in Hong Kong, and a nation-wide COVID-19 outbreak during the third quarter which seriously impacted the restaurant business in Mainland China, restaurant business saw a sharp rebound at the beginning of 2023 following the relaxation of pandemic-related controls and re-opening of the Chinese borders. The business remained healthy overall and started to pick up again with good turnover and profit.

Contribution from property segment remained steady during the year. There was no major change in the investment property portfolio of the Group for the year. The Group had recorded an increase of 2% in rental income for the year. The increase in rental income was as a result of the gradual resumption of tenancy business to normal as the restrictions of COVID-19 were uplifted.

本人謹此代表董事會（「董事會」）提呈佳寧娜集團控股有限公司截至二零二三年三月三十一日止財務年度的年報。

截至二零二三年三月三十一日止年度，本集團的營業額為683,482,000港元（二零二二年：781,170,000港元），較去年減少13%。本集團的股東應佔虧損為175,680,000港元，相對去年股東應佔溢利3,822,000港元。營業額減少主要由於年內餐飲及食品業務營業額減少所致。股東應佔營運虧損主要由於：(i)爆發新冠肺炎疫情為餐飲及食品業務帶來影響，尤其是於中秋節前兩星期海南省封城對本年度月餅銷售做成嚴重影響；(ii)人民幣兌港元匯價貶值對投資物業估值帶來匯兌虧損的影響；及(iii)由於銀行借貸利率上升導致財務成本增加所致。

儘管本集團業務受到香港經濟復甦步伐慢於預期，以及第三季度國內廣泛爆發COVID-19，嚴重影響於中國內地的餐飲業務表現，然而隨著疫情防控措施放寬及內地重新通關，餐飲業務自二零二三年年初開始出現急劇反彈。業務整體仍保持穩健及開始重拾收入及盈利的升軌。

年內物業分部貢獻保持穩定，年內本集團之投資物業組合沒有重大變化。本集團年內錄得2%租金收入之增長，租金收入增加乃由於隨著COVID-19限制之解除而令租賃業務漸漸回復正常所致。

## Chairman's Statement 主席報告

The Group's 50% owned Dongguan Home Town project is in full operation. With the subcontracting out of the business operation and property management of the project to Kaisa Group, new tenancy contracts were signed and new brand name shops were introduced to the shopping centre, which has increased the occupancy and value of the project.

The 13 storeys high grade Guangzhou South Station commercial property continued to contribute to the Group's rental income for the year. The office building has achieved 100% occupancy to date.

In Hong Kong, the Group's 50% owned residential property re-development project at Haitan Street, Sham Shui Po has entered its construction stage of development. The project has a buildable gross floor area of 42,500 sq.ft. The residential building comprises 115 residential units and 2 floors of commercial shops. The pre-sale of the residential units has commenced in July 2022 and more than 40 units have been sold. The project is expected to complete by end of 2023.

The Group's another 50% owned residential property re-development project at Castle Peak Road, Sham Shui Po has also commenced its construction stage of development. The project has a buildable gross floor area of 42,400 sq.ft. The associate has successfully acquired 100% of the property ownerships of the Phase 1 development. Site investigation and demolition works have commenced in the second quarter of 2023. The project is expected to complete by mid-2026.

The food and restaurant business is another core business of the Group. The business segment recorded a decrease of 15% in turnover from last year. The decrease was mainly attributable to the disruptions to the restaurant and food businesses due to the outbreak of the COVID-19 pandemic in Hong Kong and the Mainland, in particular the lockdown of Hainan in the last 2 weeks before the Mid-Autumn Festival, which affected significantly on the mooncake sales this year. Segment profit decreased by 82% from last year. The decrease was mainly due to reduction of mooncake sales for the year.

本集團擁有50%權益之東莞家滙廣場項目已完全投入運作。項目之業務營運及物業管理自承包給佳兆業集團後，項目已簽訂多張新租約，商場已引進不同新品牌租戶，商場的租用率及價值亦因此有所提升。

年內位於高鐵廣州南站樓高13層的優質商業物業持續為本集團帶來租金收入。至今，該物業之辦公室大樓出租率達至100%。

在香港，本集團擁有50%權益位於深水埗海壇街之住宅物業重建項目已進入建設發展期。該項目之可建樓面面積為42,500平方呎。該住宅大廈由115個住宅單位及兩層商舖組成，於二零二二年七月開始預售住宅單位，並已賣出超過40個單位。該項目預期將於二零二三年年底完成。

本集團另一擁有50%權益位於深水埗青山道之住宅物業重建項目亦已開始其建設發展期。該項目之可建樓面面積為42,400平方呎。聯營公司已成功收購第一期發展之100%業權。地盤勘察及拆卸工作已於二零二三年第二季度展開。項目預期將於二零二六年年中完成。

食品及餐飲為本集團另一主要業務。該分部營業額較去年錄得15%減少，有關減少主要由於年內於香港及內地爆發新冠肺炎疫情為餐飲及食品業務帶來的影響，尤其是今年於中秋節前兩星期海南省封城為月餅銷售做成嚴重影響。分部溢利較去年減少82%，有關減少主要由於月餅銷售減少所致。

Chairman's Statement  
主席報告

Food business turnover recorded a decrease of 23% from last year. The decrease in food business turnover mainly came from the decrease in mooncake sales this year. The bakery business in Hong Kong recorded an increase of 8% in sales from last year. The Group's subsidiary Profit Smart group has recorded an increase in profit of 38% from last year. The increase was due to the improvement in operating results of factory and retail businesses as well as government subsidies received during the year. Management will continue to strengthen product development and introduce more new products with the aim to boost sales. Profit Smart group has undergone a renovation of the production areas and acquisition of additional equipment to increase its production capacity.

The Group's overall restaurant turnover decreased by 5% from last year. The decrease was mainly attributable to the decrease in the turnover of Delicious group restaurants due to close of some loss making shops during the year. While the restaurant business was affected by a slower than anticipated pace of economic recovery in Hong Kong, and a nation-wide COVID-19 outbreak during the third quarter which seriously impacted the restaurant business in Mainland China, restaurant business saw a sharp rebound at the beginning of 2023 following the relaxation of pandemic-related controls, resulting in a small loss this year.

With the lifting of COVID-19 pandemic restrictions and the reopening of borders, the pace of recovery in the Hong Kong and Mainland markets is expected to be gradual. While there are still economic uncertainties— inflation, rise of interest rates and Ukraine-Russia War situation, the Group remains cautiously optimistic about the economic outlook for the coming year.

Management will continue to focus its business development in the Greater Bay Area. Management is of the view that consumer spending will remain strong in the area. The Group will leverage on the established branding and reputation of the "Carrianna" Chao Zhou and "Shun Yi" Shunde cuisine and will continue to expand its restaurant business in a steady pace in the region. A new "Carrianna" Chao Zhou and "Shun Yi" Shunde cuisine restaurant was opened at the self-owned property in Kunmin and 3 new "Shun Yi" Shunde cuisine restaurants were opened in Shenzhen during the year, taking the advantage of the lower rental negotiated during the COVID-19 period.

食品業務營業額較去年錄得23%減少，食品業務營業額之減少主要由於今年月餅銷售減少所致。香港的麵包業務的營業額較去年錄得8%增長。本集團之附屬利駿食品集團的溢利較去年錄得38%增長，有關增長由於年內廠房及零售業績有所增長，以及收到政府資助所致。管理層會繼續加強產品研發，推出更多新產品以祈增加銷售。利駿集團已完成生產部裝修，以及增購設備以擴大其產能。

年內本集團餐飲整體營業額較去年減少5%。有關減少主要由於年內因關閉某些味皇餐飲集團虧損之門店而導致該集團營業額減少所致。儘管餐飲業務受到香港經濟復甦步伐慢於預期，加上第三季國內各地爆發COVID-19，嚴重影響在中國內地的餐飲業務表現。然而隨著疫情防控措施放寬，餐飲業務自二零二三年開始出現急劇反彈，因此全年整體錄得輕微虧損。

隨著COVID-19疫情限制措施解除及通關，我們預期市場復甦步伐將會是漸進的。然而，市場仍充滿著經濟不確定因素-通脹、加息及俄烏戰爭局勢，集團對來年經濟前景保持審慎樂觀態度。

管理層將繼續聚焦於大灣區的業務發展。管理層認為，該地區的消費能力將保持強勁。本集團將憑藉已建立的「佳寧娜」潮州菜和「順意」順德菜的品牌美譽，繼續於該地區穩步擴展其餐飲業務。年內於昆明之自置物業已開設了一「佳寧娜」潮州菜和「順意」順德菜新店，同時，趁著COVID-19期間能取得平宜租金的條件下，年內集團亦於深圳開設了三間「順意」順德菜新店。



## Chairman's Statement 主席報告

On the property development side, while the investment property portfolio in the Mainland continues to provide steady income flow to the Group, Management believes that the limited land supply and strong end-user demand will continue to provide support to the residential property market in Hong Kong. Also, the new Guangzhou South Station Property and the two Shum Shui Po property re-development projects will provide additional income return to the Group in the short and medium term. The Group remains positive and cautious about the property business.

Building on the solid foundation of the Group's food business and capacity of the production facilities, the Group will continue to expand its food business in the Mainland market. Besides the Carrianna mooncake, the bread production line of the advanced Hainan food factory is also in operation. The factory is also expected to produce packaged Hainan style food and Chinese style dry meat products. The Group will introduce more new products and elements in the sector. Management believes that food business will become the Group's another key driver of profitability and growth in the next few years.

The Group will continue to implement effective cost control measures and adjust its business strategies in response to market changes to increase its competitiveness and to sustain business growth in our operating markets in Hong Kong and Mainland China.

I would like to take this opportunity to extend my appreciation to the Board, management team and staff for their support and dedication to the Group and to shareholders, customers, suppliers and other business partners for their unflinching support.

**Dr. Ma Kai Yum**  
*Chairman*

Hong Kong, 28 June 2023

物業發展方面，內地投資物業組合繼續為本集團帶來穩定收入來源。在香港，管理層認為有限的土地供應和剛性的終端用戶置業需求將繼續為香港住宅物業市場提供支持。另外，新廣州南站物業及兩個深水埗物業重建項目將在中短期內為本集團帶來額外收入回報。集團對地產業務保持正面及審慎態度。

憑藉本集團食品業務的堅定基礎及生產設施能力，本集團將繼續擴展其於內地市場的食品業務。除佳寧娜月餅外，先進的海南食品廠的麵包生產線已在運作。該工廠亦計劃生產海南風味包裝食品 and 中式肉製品。本集團將在該領域推出更多新產品和注入新元素。管理層認為，食品業務在未來數年將成為本集團盈利及增長的另一主要動力。

本集團將繼續實施有效的成本控制措施並因應市場變化調整其業務策略，以提升其競爭能力，實現集團在香港和中國內地市場的持續業務增長。

本人藉此機會對董事會、管理層及員工對本集團的支持及付出深表謝意，並就各股東、客戶、供應商及其他業務夥伴給予的鼎力支持表示衷心感謝。

*主席*  
**馬介欽博士**

香港，二零二三年六月二十八日

# Director and Senior Management's Biographies

## 董事及高級管理人員簡歷

### HONORARY CHAIRMAN AND EXECUTIVE DIRECTOR

**MA Kai Cheung**, *PhD, SBS, BBS*, aged 81, is the co-founder of the Group. Mr. Ma has been appointed as Honorary Chairman and re-designated as Non-Executive Director of the Group since 1 January 2014. Mr. Ma was re-designated as Executive Director on 10 December 2020. Mr. Ma has over 30 years' experience in the restaurant business and property development. He was a committee member of the 9th, 10th and 11th National Committee of the Chinese People's Political Consultative Conference. He is the consultant of the All-Chinese Federation of Returned Overseas Chinese, the permanent honorary president of the Shenzhen Overseas Chinese International Association, the permanent honorary president of the Federation of Hong Kong Chiu Chow Community Organizations Ltd., the permanent honorary president of the Hong Kong Chiu Chow Chamber of Commerce Limited and the permanent honorary president of the Hong Kong & Kowloon Chiu Chow Public Association. Mr. Ma is the elder brother of Mr. Ma Kai Yum.

### EXECUTIVE DIRECTORS

**MA Kai Yum**, *PhD*, aged 72, a co-founder of the Group, has been an Executive Director of the Group since 1984, and Chairman of the Group since 1 January 2014. Mr. Ma accumulated many years of management experience from garment business, property development, hotel and catering business. Mr. Ma is currently responsible for the important decision-making and business development of the Group. Mr. Ma was a former member of Guangdong Provincial Committee of the Chinese People's Political Consultative Conference and also serves as the life honorary president of Hong Kong & Kowloon Chiu Chow Public Association, the supervisor of Hong Kong & Kowloon Chiu Chow Public Association Secondary School, the executive chairman of Hong Kong Changsha Chamber of Commerce, the vice president of the Federation of Hong Kong Chiu Chow Community Organization, the vice-chairman of the Chinese Manufacturers Association of Hong Kong and the chairman of the Hong Kong Commerce, Industry, and Professionals Association. Mr. Ma is the younger brother of Mr. Ma Kai Cheung.

### 名譽主席及執行董事

**馬介璋**，*博士*，*銀紫荊星章*、*銅紫荊星章*，現年81歲，本集團的其中一位創辦人。自二零一四年一月一日起，馬先生獲委任為本集團之名譽主席及調任為非執行董事。馬先生於二零二零年十二月十日調任為執行董事。馬先生擁有三十多年經營餐飲及物業發展經驗。他曾任第九、十及十一屆全國政協委員，現為中國僑聯顧問、深圳市僑商國際聯合會永遠名譽會長、香港潮屬社團總會永遠名譽主席、香港潮州商會永遠名譽會長及香港九龍潮州公會永遠榮譽主席等。馬先生為馬介欽先生之胞兄。

### 執行董事

**馬介欽**，*博士*，現年72歲，本集團的其中一位創辦人，從1984年起出任本集團執行董事，並於二零一四年一月一日起出任本集團主席。馬先生從製衣服裝行業到地產發展、酒店業及餐飲業等累積多年豐富管理經驗，現時主要負責集團業務發展及重要決策。馬先生曾任廣東省政協委員，現任香港九龍潮州公會永遠榮譽主席、港九潮州公會中學校監、香港長沙商會執行會長、香港潮屬社團總會常務副主席、香港中華廠商聯合會副會長及香港工商專業協進會會長等。馬先生為馬介璋先生之胞弟。

Director and Senior Management's Biographies  
董事及高級管理人員簡歷

## EXECUTIVE DIRECTORS (Continued)

**MA Hung Ming, John**, *PhD, BBS, JP*, aged 56, is an Executive Director of the Group since May 2009. Mr. Ma joined the Group in 1990 and was appointed Vice-chairman on 28 June 2019. He has been the Managing Director of Carrianna Holdings Limited since April 2002 and is currently responsible for the Group's property development operations. He has extensive experience in the catering industry, as well as property management and development. Mr. Ma was awarded the Bronze Bauhinia Star (BBS) from The Government of the Hong Kong Special Administrative Region in 2003, appointed Justice of the Peace (JP) in 2015 and a Honorary Doctorate of Philosophy degree by Morrison University in 2004. In 2011, he was awarded the honorary citizen by the Shenzhen government. He was the chairman of Tung Wah Group of Hospitals for the year 2002. He is a member of Tung Wah Group of Hospitals Advisory Board, a member of the Standing Committee of Shenzhen Committee of the Chinese People's Political Consultative Conference and also serves as the executive vice chairman of the Federation of Hong Kong Guangdong Community Organisations, the president of the Hong Kong Chiu Chow Chamber of Commerce and the chief president of the Hong Kong Chamber of Commerce, Qianhai. Mr. Ma is an independent non-executive director of Liu Chong Hing Investment Limited, the shares of which are listed on Main Board of The Stock Exchange of Hong Kong Limited. Mr. Ma is the son of Mr. Ma Kai Cheung.

## 執行董事 (續)

**馬鴻銘**，*博士，銅紫荊星章，太平紳士*，現年56歲，自二零零九年五月起出任本集團執行董事。馬先生於一九九零年加入本集團，並於二零零一年六月二十八日被委任為副主席。自二零零二年四月出任佳寧娜集團有限公司的董事總經理，現時負責本集團地產發展業務。他在飲食業、物業管理及地產發展方面具有豐富的經驗。於二零零三年，馬先生獲香港特別行政區政府頒授銅紫荊星章，於二零一五年獲委任為太平紳士及於二零零四年獲摩利臣大學頒授榮譽哲學博士學位。在二零一一年，馬先生獲深圳市政府頒授榮譽市民。他曾於二零零二年出任東華三院主席，現任香港東華三院顧問局成員、深圳市政協常委，並擔任香港廣東社團總會常務副主席、香港潮州商會會長及前海香港商會首席會長。馬先生是廖創興企業有限公司之獨立非執行董事。廖創興企業有限公司之股份在香港聯合交易所有限公司之主板上市。馬先生是馬介璋先生之兒子。

Director and Senior Management's Biographies  
董事及高級管理人員簡歷

## EXECUTIVE DIRECTORS (Continued)

**LIANG Rui**, aged 48, is the Chief Executive Officer and Executive Director of the Group since 2 January 2021. He is a representative of Shenzhen Municipal People's Congress. He holds a doctoral degree in technical economics and management from the School of Economics and Business Administration of Chongqing University and a postdoctoral degree in applied economics from the School of Economics and Finance of Xi'an Jiaotong University. Since 2000, Mr. Liang has worked for the Shenzhen Luohu District People's Government for nearly 17 years, serving various senior posts including deputy director of the Letters and Calls Bureau, director of the District Committee (Government) Office, director of the District Civil Affairs Bureau, and secretary and director of the Party's Working Committee of Nanhu Street Office. He has served as the chief executive officer of Shuibei Jewelry Group since October 2017. Mr. Liang is currently a non-executive director of Coolpad Group Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He has served as the executive director of Coolpad Group Limited from January 2018 to December 2020 and also their chief executive officer from September 2019 to December 2020.

**CHAN Francis Ping Kuen**, aged 64, is the Executive Director, Chief Financial Officer and Company Secretary of the Group. Mr. Chan joined the Group as the Group Financial Controller in June 2019 and was appointed Company Secretary of the Company in November 2019. He was appointed Executive Director and Chief Financial Officer of the Group on 1 March 2020. Mr. Chan has over 30 years of experience in auditing, accounting and financial management. Prior to joining the Group, Mr. Chan has held senior finance positions in a number of listed companies and multinational corporations. He was also the director of an investment and business consultancy firm and has extensive experience in corporate finance and investment in the Mainland and Hong Kong. He also possesses substantial working experience in public accountancy practice with an international accounting firm. Mr. Chan holds a bachelor's degree in Economics from the University of Sydney in Australia. He is a member of the Chartered Accountants Australia and New Zealand and the Hong Kong Institute of Certified Public Accountants. Mr. Chan is currently an independent non-executive director of Ev Dynamics (Holdings) Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

## 執行董事 (續)

**梁銳**，現年48歲，自二零二一年一月二日起出任本集團行政總裁及執行董事。彼為深圳市人大代表。彼持有重慶大學經濟及工商管理學院技術經濟及管理博士學位，及西安交通大學經濟及金融學院應用經濟博士後學位。自二零零零年起梁先生在深圳羅湖區人民政府工作了差不多17年，曾先後擔任不同高級崗位，包括區信訪局副局長、區委（政府）辦公室主任、區民政局局長、以及南湖街道辦事處黨工委書記及辦事處主任等職。自二零一七年十月起，彼一直擔任深圳水貝珠寶集團總裁。梁先生目前為酷派集團有限公司（其股份於香港聯合交易所有限公司之主板上市）之非執行董事。他曾於二零一八年一月至二零二零年十二月期間出任酷派集團有限公司之執行董事及於二零一九年九月至二零二零年十二月期間出任其行政總裁。

**陳炳權**，現年64歲，現任本集團執行董事、首席財務主管及公司秘書。陳先生於二零一九年六月加入本集團為集團財務總監，並於二零一九年十一月獲委任為本公司公司秘書。他於二零二零年三月一日獲委任為集團執行董事及首席財務主管。陳先生擁有逾30年之審計、會計及財務管理經驗。在加入本集團前，陳先生曾於多間上市公司及跨國企業擔任財務主管職位。他亦曾是一間投資商業顧問公司董事，具有豐富的企業融資及於內地和香港投資經驗。他亦曾在一間國際會計師事務所工作多年，擁有豐富的專業會計經驗。陳先生持有澳洲悉尼大學經濟學士學位。彼為澳洲及新西蘭特許會計師公會及香港會計師公會會員。陳先生目前為科軒動力（控股）有限公司（其股份於香港聯合交易所有限公司之主板上市）之獨立非執行董事。

## Director and Senior Management's Biographies 董事及高級管理人員簡歷

### EXECUTIVE DIRECTORS (Continued)

**MA Hung Man**, aged 47, is the Executive Director of the Group since 8 September 2022 and is currently responsible for the development of Group's food business. Mr. Ma graduated from the University of California, Davis with a bachelor of Science degree in Civil Engineering in 2000. He then began his professional practice in structural engineering in California and obtained his professional license in civil engineering (BPELSG, USA) in 2004. Mr. Ma returned to Hong Kong to join the Group in 2006 and participated in the property development projects in Mainland China. He was appointed Managing Director of the Group's restaurant and food production division in 2012. Mr. Ma has substantial management experience in food and beverage business and property development. He was a committee member of the 10th, 11th and 12th Hunan Provincial Committee of the Chinese People's Political Consultative Conference. Mr. Ma is the son of Mr. Ma Kai Cheung, the controlling shareholder and an executive director of the Company and a brother of Mr. Ma Hung Ming John, an executive director of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**LO Ming Chi, Charles**, aged 73, is an Independent Non-Executive Director of the Company. Mr. Lo joined the Group in 1991. Mr. Lo is a member of the CPA Australia and fellow member of the Financial Services Institute of Australasia. Mr. Lo is an independent non-executive director of Cash Financial Services Group Limited. He was an executive director of Winshine Science Company Limited from 3 October 2009 until 10 November 2014 when he was re-designated as non-executive director and served until 18 December 2017. All these companies are listed on The Stock Exchange of Hong Kong Limited. He has more than 30 years of professional and business experience in financial and investment services in Australia, Hong Kong and other Asian countries.

### 執行董事 (續)

**馬鴻文先生**，47歲，自二零二二年九月八日起出任集團執行董事，現時負責本集團食品業務發展。馬先生於二零零零年畢業於美國戴維斯加州大學，並擁有土木工程系理學士學位。他然後在美國加州展開他的結構工程專業實習，並於二零零四年取得美國土木工程師專業牌照 (BPELSG, USA)。馬先生於二零零六年返回香港加入本集團及參與中國內地之地產發展項目。他於二零一二年獲委任為餐飲及食品業務部董事總經理。馬先生在食品和餐飲業務及地產發展擁有豐富管理經驗。他曾任第十、十一及十二屆湖南省政協委員。馬先生是本公司之控股股東及執行董事馬介璋先生之兒子，亦是執行董事馬鴻銘先生之胞弟。

### 獨立非執行董事

**勞明智**，現年73歲，現任本公司獨立非執行董事。勞先生於一九九一年加入本集團。勞先生為澳洲會計師公會會員及Financial Services Institute of Australasia之資深會員。勞先生是時富金融服務集團有限公司之獨立非執行董事。他於二零零九年十月三日起曾任瀛晟科學有限公司之執行董事，直至二零一四年十一月十日調任為非執行董事，任期至二零一七年十二月十八日為止。該等公司之證券均於香港聯合交易所有限公司上市。他在澳洲、香港及其他亞洲國家的財務及投資方面具有超過三十年的專業及商業經驗。

Director and Senior Management's Biographies  
董事及高級管理人員簡歷

## INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

**WONG See King**, aged 61, is an Independent Non-Executive Director of the Company. Mr. Wong joined the Group in August 2007. Mr. Wong is currently the chief financial officer of HAGER Asia Limited, a subsidiary of the HAGER Group which is a market leader of selling building hardware products in the US market, being engaging for building hardware business in China and Hong Kong. Mr. Wong had also worked as financial and business executive in various Australian, UK and US multi-national companies. He has over 20 years of working experience in corporate finance, building hardware, consumer goods manufacturing and distribution business in Hong Kong and China and property development business in Australia. He holds a bachelor's degree in Economics from Macquarie University, Australia and is a member of the CPA Australia.

**CHEUNG Wah Fung, Christopher**, *SBS, JP*, aged 71, is an Independent Non-Executive Director of the Company. Mr. Cheung joined the Group in July 2021. Mr. Cheung was formerly a member of the Legislative Council (Financial Services) of the Hong Kong Special Administrative Region. He is currently the Chairman of Christfund Securities Limited. He obtained an EMBA degree from the City University of Hong Kong in 2007. Mr. Cheung has extensive experience in the financial market and securities industry for over 40 years. He was a former member of the National Committee of the Chinese People's Political Consultative Conference, and also serves as the honorary president of the Hong Kong Securities Professionals Association, an elected director of the Hong Kong Chinese General Chamber of Commerce, the president of the Hong Kong China Chamber of Commerce, the honorary president of the Hong Kong Federation of Fujian Association, the deputy secretary of the Friends of Hong Kong Association, and the vice president of the Federation of HK Jiangsu Community Organization. Mr. Cheung is currently an independent non-executive director of Tongda Group Holdings Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

## 獨立非執行董事 (續)

**黃思競**，現年61歲，現任本公司獨立非執行董事。黃先生於二零零七年八月加入本集團。黃先生現任HAGER Asia Limited之首席財務主管，該公司是HAGER集團之一間附屬公司，該集團在美國銷售建築硬件產品擁有市場領導地位，現在於中國及香港亦銷售建築硬件產品。黃先生亦曾於多間澳洲、英國及美國國際性公司擔任財務及行政人員。他在香港及中國之企業融資、建築硬件、消費品生產及分銷業務以及在澳洲之物業發展業務方面擁有超過20年工作經驗。他持有澳洲Macquarie University之經濟學士學位，並為澳洲會計師公會會員。

**張華峰**，*銀紫荊星章，太平紳士*，現年71歲，現任本公司獨立非執行董事。張先生於二零二一年七月加入本集團。張先生乃前香港特別行政區金融服務界立法會議員。彼現任恒豐證券有限公司之董事長。彼於二零零七年獲得香港城市大學行政人員工商管理碩士學位。張先生擁有逾四十年金融市場及證券行業方面的豐富經驗。彼曾任全國政協委員，現任香港證券學會永遠榮譽會長、香港中華總商會選任會董、香港中國商會會長、香港福建社團聯合會永遠名譽會長、香港友好協進會副秘書長、及香港江蘇社團總會副會長。張先生現任通達集團控股有限公司（其股份於香港聯合交易所有限公司之主板上市）之獨立非執行董事。

## Director and Senior Management's Biographies 董事及高級管理人員簡歷

### SENIOR MANAGEMENT

**LEE Chor Kwing**, aged 56, is the Managing Director of the China Food Division of the Group, Carrianna (Hainan) Catering Service Co., Ltd. and Carrianna (Hainan) Food Processing Co., Ltd.. He has been serving the Group's Carrianna (Chiu Chau) Restaurant in Hong Kong since 1986. Mr. Lee has been in charge of operation of Hainan Carrianna restaurant and food business since 1993.

**JIANG Benhua**, aged 56, joined the Group in 1992 and was promoted to executive chef of the Group in 1993. In 2016, he was appointed as the Managing Director of Carrianna restaurant group. Prior to joining the Group, Mr. Jiang worked for a well-known restaurant group in Hong Kong. Mr. Jiang has over 30 years of experience in restaurant operation and management and has acquired honorary awards and positions including Chinese Cooking Master, Golden Chef of Europe Excellent Food Society, Shenzhen Top Ten Golden Chef and Honorary Chairman of Asia Pacific Grandchef Society.

**CHU Chun Fung**, aged 62, is the founder of the Profit Smart group and currently an Executive Director of Profit Smart Group Limited. Mr. Chu has more than 35 years' experience in bakery business. He is responsible for business development and daily operation of the Profit Smart group.

### 高級管理人員

**李楚炯**，現年56歲，現任本集團中國食品部、海南佳寧娜餐飲服務有限公司及海南佳寧娜食品有限公司董事總經理。他自一九八六年加入本集團旗下香港佳寧娜潮州菜酒樓。李先生自一九九三年負責全面管理海南佳寧娜餐飲及食品業務至今。

**江本華**，現年56歲，1992年加入本集團，1993年晉升為集團行政總廚。2016年獲委任為佳寧娜酒樓集團董事總經理。在加入本集團前，江先生曾於香港著名酒樓集團任職。江先生擁有30多年酒樓營運及管理經驗，曾獲榮譽獎項和公職包括中國烹飪大師，歐洲美食家協會金牌廚師，深圳十大金廚，及亞太廚皇美食會榮譽主席等。

**朱鎮峰**，現年62歲，利駿食品集團之創辦人，現任利駿食品集團有限公司執行董事，朱先生擁有超過35年經營餅店經驗，現負責利駿食品集團的業務發展及日常管理工作。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance as set out in the Corporate Governance Code (the “CG Code”), in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) which became effective on 1 January 2005. The corporate governance principles of the Company emphasise a quality board of directors (the “Board”), sound internal control, principles and practices, transparency and accountability to all shareholders of the Company. Save as disclosed below, the Company has complied with the CG Code throughout the accounting period covered by this report.

In accordance with Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Currently, the independent non-executive directors are not appointed for a specific term. However, all the directors (except Chairman) are subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the provision of the Bye-laws of the Company and their terms of appointment are reviewed when they are due for re-election.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as the code for securities transactions by directors of the Company. Following specific enquiry by the Company, the directors of the Company have confirmed that they have complied with the required standard under the Model Code throughout the year.

### BOARD OF DIRECTORS

As at 31 March 2023, the Board comprised nine directors, including six executive directors and three independent non-executive directors.

### 企業管治常規

本公司依據自二零零五年一月一日起生效之香港聯合交易所有限公司（「聯交所」）證券上市規則（「《上市規則》」）附錄十四所載之企業管治守則（「《企業管治守則》」）之有關規定，致力維持高水平之企業管治。本公司之企業管治原則強調高素質之董事會（「董事會」）、良好內部監控、原則及常規、高透明度及對本公司全體股東問責。除下文所披露者外，本公司在本年報所指整個財政年度內一直遵守《企業管治守則》。

根據《企業管治守則》條文第A.4.1條，非執行董事應按特定任期委任，並須接受重選。現時，概無獨立非執行董事以特定任期委任。然而，所有董事（主席除外）均須按照本公司之公司細則條文規定，至少每三年一次於本公司之股東週年大會上輪席告退，且彼等之任期將於到期接受重選時作出檢討。

### 遵守董事進行證券交易之標準守則

本公司已採納載列於《上市規則》附錄十之上市公司董事進行證券交易之標準守則（「《標準守則》」），作為本公司董事進行證券交易的守則。因應本公司之特定查詢，本公司各董事確認於整個年度內均已遵守《標準守則》所規定之標準。

### 董事會

於二零二三年三月三十一日，董事會由九名董事組成，包括六名執行董事及三名獨立非執行董事。



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### BOARD OF DIRECTORS (Continued)

The brief biographical details of the directors are set out in the “Director and Senior Management’s Biographies” on pages 9 to 14 of this report.

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills, diversity of perspectives and experience which can meet the requirements of the business of the Company.

The directors of the Company have been appointed for a term subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. According to Bye-law 102(A) of the Bye-laws of the Company, director appointed to fill any casual vacancy shall hold office only until the next following annual general meeting after their appointment and shall be subject to re-election by the shareholders of the Company. According to Bye-law 99 of the Bye-laws of the Company, one-third of the directors for the time being shall retire from office by rotation (except Chairman or Managing Director) and shall be eligible for re-election at each annual general meeting.

### RESPONSIBILITIES OF DIRECTORS

The Board is responsible for ensuring continuity of leadership, development of sound business strategies, availability of adequate capital and managerial resources to implement the business strategies adopted, adequacy of systems of financial and internal controls and conduct of business in conformity with applicable laws and regulations. All directors of the Company have made full and active contribution to the affairs of the Board and the Board has always acted in the best interests of the Group.

The executive directors and senior management of the Company are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments. Management is responsible for the day-to-day operations of the Group with divisional heads responsible for different aspects of the business.

### 董事會 (續)

有關各董事之簡歷詳情載於本報告第9至14頁「董事及高級管理人員簡歷」內。

董事會之架構會定期檢討，以確保專業知識、技術、多元化觀點及經驗達致良好平衡，並能符合本公司之業務需要。

本公司董事之任期須按照本公司的公司細則之規定於本公司股東週年大會上輪值告退及膺選連任。根據本公司之公司細則第102(A)條之規定，獲委任以填補任何臨時空缺之董事，其任期將於獲委任後至下屆股東週年大會為止，及將由本公司股東重選。根據本公司之公司細則第99條，當時三分之一之董事須於每屆股東週年大會上輪值告退（主席及董事總經理除外）及合資格膺選連任。

### 董事之責任

董事會須負責確保領導之延續性、發展健全之業務策略、具備充裕資金及管理資源，以落實採納之業務策略、財務和內部監控系統之完備性，且業務運作符合適用法律及法規。本公司全體董事已對董事會事務作出完全及積極貢獻，董事會一直以本集團之最佳利益行事。

本公司執行董事及高級管理層就重要之公司策略、政策及合約式承諾，按有關之授權級別接受委託。管理層負責本集團日常運作，而各部門主管負責不同範疇業務。

**BOARD OF DIRECTORS (Continued)****RESPONSIBILITIES OF DIRECTORS (Continued)**

The Board is responsible for the preparation of the financial statements. The Company has adopted the generally accepted accounting standards in Hong Kong in preparing the financial statements, appropriate accounting policies have been adopted and applied consistently, and reasonable and prudent judgement and estimates have been made. The publication of the financial statements of the Group is also in a timely manner.

The Board has reviewed the financial projections of the Group and the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The responsibility of Ernst & Young, the Company's external auditors, is set out on pages 67 to 75 of the "Independent Auditor's Report" in this annual report.

**BOARD MEETINGS**

During the year, the Board met regularly and held four regular board meetings. The attendance of the directors at the board meetings was as follows:

<b>Directors</b>	<b>董事</b>	<b>Number of attendance 出席次數</b>
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Ma Kai Cheung ( <i>Honorary Chairman</i> )	馬介璋先生 (名譽主席)	4/4
Mr. Ma Kai Yum ( <i>Chairman</i> )	馬介欽先生 (主席)	4/4
Mr. Ma Hung Ming, John ( <i>Vice-chairman</i> )	馬鴻銘先生 (副主席)	4/4
Mr. Liang Rui ( <i>Chief Executive Officer</i> )	梁銳先生 (行政總裁)	4/4
Mr. Chan Francis Ping Kuen	陳炳權先生	4/4
Mr. Ma Hung Man ( <i>appointed on 8 September 2022</i> )	馬鴻文先生 (於二零二二年九月八日委任)	2/4
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Lo Ming Chi, Charles	勞明智先生	4/4
Mr. Wong See King	黃思競先生	4/4
Mr. Cheung Wah Fung, Christopher	張華峰先生	4/4

**董事會 (續)****董事之責任 (續)**

董事會負責編製財務報表。本公司在編製財務報表時已採用香港普遍接納之會計準則，並貫徹採納及應用適當會計政策，及作出合理及審慎之判斷及評估。本集團之財務報表亦會及時發佈。

董事會已審核本集團之財政估算，且董事會並不知悉與可能會對本集團持續經營能力造成重大質疑之事件或情況有關之任何重大不明朗因素。故此，董事會已繼續採取持續經營基準編製財務報表。

本公司外部核數師安永會計師事務所之責任載於本年報第67至75頁之「獨立核數師報告」內。

**董事會會議**

年內，董事會定期會晤，曾舉行四次董事會例會。董事出席董事會會議的情況如下：

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## BOARD OF DIRECTORS (Continued)

### BOARD MEETINGS (Continued)

Regular board meetings are scheduled in advance to facilitate all directors' attendance. Regular board meetings are scheduled to be held four times a year at approximately quarterly intervals. At least 14 days' notice of a board meeting is given to all directors who are given an opportunity to include matters for discussion in the agenda. If potential conflict of interest involving a substantial shareholder or a director arises, the matter is discussed in a physical meeting, as opposed to being dealt with by written resolution. The directors attend meetings in persons or through other means of electronic communication in accordance with the Bye-laws of the Company.

Board papers are circulated approximately three days before the board meetings to enable the directors to make informed decisions on matters to be raised. The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The Company Secretary shall attend all regular board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. Directors shall have full access to information on the Group and are able to obtain independent professional advice whenever deemed necessary by the directors. The Company Secretary shall prepare minutes and keep records of matters discussed and decisions resolved at all board meetings.

Each newly-appointed director will be provided with a package of orientation materials setting out the duties and responsibilities of directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong. Updates are provided to directors when necessary to ensure that directors are aware of the latest changes in the commercial and regulatory environment in which the Group conducts its business.

## 董事會 (續)

### 董事會會議 (續)

董事會例會均經事先安排，以便全體董事出席。董事會例會預定一年舉行四次，大約每季一次。召開董事會會議之通告於會議舉行最少十四天前發出予所有董事，以讓各董事可在會議議程中加入欲商討之事項。倘出現涉及主要股東或董事之潛在利益衝突，有關事宜會在實際會議中討論，而不會以書面決議方式處理。董事根據本公司之公司細則親身出席或以其他電子通訊方式參與會議。

董事會之文書會於董事會會議前約三天傳閱，讓董事對即將提出之事項作出知情決定。公司秘書協助主席編製會議議程，並確保遵守所有適用規則及規例。公司秘書須出席全部董事會例會，如有需要，對企業管治、法規、會計及財務事宜提供意見。董事可查閱本集團之所有資料，並在董事認為必要時可取得獨立專業意見。公司秘書應編備會議紀錄，並記錄於所有董事會會議上討論之事宜及決議。

每位新獲委任之董事將會獲得一套指導資料，內載香港上市規則、有關條例及相關規管規定之董事職責及責任。如有需要，把最新資料提供予董事，確保董事了解本集團從事業務所在之商業環境及規管情況之最新變化。

**BOARD OF DIRECTORS (Continued)****BOARD MEETINGS (Continued)**

According to the records of the Company, during the financial year ended 31 March 2023, the directors participated in the following trainings:

**董事會 (續)****董事會會議 (續)**

根據本公司所存記錄，於截至二零二三年三月三十一日止財政年度內，董事已參與以下培訓：

Directors	董事	Type of training 培訓類型
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Ma Kai Cheung ( <i>Honorary Chairman</i> )	馬介璋先生 ( <i>名譽主席</i> )	(2)
Mr. Ma Kai Yum ( <i>Chairman</i> )	馬介欽先生 ( <i>主席</i> )	(1),(2)
Mr. Ma Hung Ming, John ( <i>Vice-chairman</i> )	馬鴻銘先生 ( <i>副主席</i> )	(1),(2)
Mr. Liang Rui ( <i>Chief Executive Officer</i> )	梁銳先生 ( <i>行政總裁</i> )	(1),(2)
Mr. Chan Francis Ping Kuen	陳炳權先生	(1),(2)
Mr. Ma Hung Man ( <i>appointed on 8 September 2022</i> )	馬鴻文先生 ( <i>於二零二二年九月八日委任</i> )	(1),(2)
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Lo Ming Chi, Charles	勞明智先生	(1),(2)
Mr. Wong See King	黃思競先生	(2)
Mr. Cheung Wah Fung, Christopher	張華峰先生	(1),(2)
(1) Attending training sessions/seminars		(1) 出席培訓講座／研討會
(2) Reading materials		(2) 閱讀材料

**CHAIRMAN AND CHIEF EXECUTIVE**

According to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. For the year ended 31 March 2023, Mr. Ma Kai Yum was the Chairman and Mr. Liang Rui was the Chief Executive Officer, of which the roles are separated and not performed by the same individual.

One of the important roles of the Chairman is to provide leadership to the Board to ensure that the Board always acts in the best interests of the Group. The Chairman shall ensure that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. All directors have been consulted about any matters proposed for inclusion in the agenda. With the support of the Company Secretary, the Chairman seeks to ensure that all directors are properly briefed on issues arising at any board meeting and have received adequate and reliable information in a timely manner.

**主席及行政總裁**

根據《企業管治守則》條文第A.2.1條，主席及行政總裁之角色應有區分，不應由一人同時兼任。於截至二零二三年三月三十一日止年度，馬介欽先生為主席及梁銳先生為行政總裁，因此主席及行政總裁之角色是分開，並非由一人同時兼任。

主席其中一個重要角色是領導董事會，確保董事會一直以本集團之最佳利益行事。主席應確保董事會有效地運作，且履行應有職責，並及時就所有重要的適當事項進行討論。全體董事均就建議載於議程之任何事項獲得諮詢。在公司秘書之協助下，主席擬確保全體董事已獲適當簡報任何董事會上出現之問題，並已及時收到充分及可靠之資料。

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## INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive directors provide a wide range of expertise and experience as well as checks and balances to safeguard the interests of the Group and its shareholders. Their participation in the board and committee meetings brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Company has three independent non-executive directors representing one-third of the Board. More than one of the independent non-executive directors have the appropriate professional qualifications or accounting or related financial management expertise. The Board confirms that the Company has received from each of the independent non-executive directors an annual confirmation of his independence and considers that all the independent non-executive directors are independent under the guidelines set out in Rules 3.13 of the Listing Rules.

## BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All board committees of the Company were established with defined written terms of reference which have been uploaded to the website of the Stock Exchange and that of the Company. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances.

## 獨立非執行董事

獨立非執行董事提供各項專業知識和經驗，並進行檢查與平衡，維護本集團及其股東之利益。彼等參與董事會及各委員會會議，為涉及本集團之策略、表現、利益衝突及管理過程之問題帶來獨立判斷，確保本公司全體股東之利益獲得妥善考慮。

本公司共有三名獨立非執行董事，佔董事會人數三分之一。當中一名以上的獨立非執行董事具備適當專業資格或會計或相關之財務管理專長。董事會確認本公司已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均屬上市規則第3.13條所載指引下之獨立人士。

## 董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，負責處理董事會及本公司的特定事務。本公司所有董事委員會均訂有明確界定的書面職權範圍，相關職權範圍已上載至聯交所及本公司網站。董事委員會獲提供足夠資源以履行其職責，並可提出合理要求於適當情況下諮詢獨立專業意見。

## AUDIT COMMITTEE

The Audit Committee was established on 1 April 1999 and comprises three independent non-executive directors, including Mr. Lo Ming Chi, Charles (*Chairman*), Mr. Wong See King and Mr. Cheung Wah Fung, Christopher.

A set of written terms of reference, which describes the authority and duties of the Audit Committee, was adopted by the Board on 1 September 2004, amended and restated on 26 March 2012 and the contents of which are in compliance with the Code Provisions and Recommended Best Practices of the CG Code.

The Audit Committee is accountable to the Board and the principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process, internal controls and review of the Group's financial statements. The Audit Committee is also provided with other resources to enable it to discharge its duties fully.

During the year, the Audit Committee held two meetings and the external auditors were in attendance. The attendance records of the members of the Audit Committee are set out in the table below:

Directors	董事	Number of meetings attended/Total number of meetings 出席會議次數／總會議次數
Mr. Lo Ming Chi, Charles ( <i>Chairman</i> )	勞明智先生 (主席)	2/2
Mr. Wong See King	黃思競先生	2/2
Mr. Cheung Wah Fung, Christopher	張華峰先生	2/2

The Audit Committee has reviewed with the management of the Company and Ernst & Young, the external auditors of the Company, the accounting principles and practices adopted by the Group and has discussed auditing, internal controls and financial reporting matters, including the review of the annual report of the Company for the year ended 31 March 2023.

## 審核委員會

審核委員會於一九九九年四月一日成立，由三名獨立非執行董事組成，包括勞明智先生（主席）、黃思競先生及張華峰先生。

董事會已於二零零四年九月一日採納一份審核委員會書面職權範圍，並於二零一二年三月二十六日修改及重述，內載審核委員會之權限及職責，內容與《企業管治守則》之守則條文及建議最佳常規相符。

審核委員會對董事會負責，其主要職責包括審閱並監察本集團之財務報告程序，內部監控及審閱本集團的財務報表。本公司亦向審核委員會提供其他資源，讓其可完全履行其職責。

年內，審核委員會召開兩次會議，當中有外聘核數師出席。審核委員會會議的成員出席情況如下：

審核委員會已聯同本公司管理層及本公司之外聘核數師安永會計師事務所審閱本集團所採納之會計政策及慣例，並就審核、內部監控及財務報告事宜進行磋商，並包括審閱本公司截至二零二三年三月三十一日止年度之年度報告。

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## AUDITOR'S REMUNERATION

The remuneration to Ernst & Young in respect of the services rendered was as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Audit fee	核數服務	2,850	2,850	3,040
Non-audit service fees*	非核數服務*	80	80	240
Total	總計	2,930	2,930	3,280

\* Non-audit services include taxation compliance and other professional services provided

The Audit Committee had concluded that it was satisfied with the findings of its review of audit service fee, process and effectiveness, independence and objectivity.

## REMUNERATION COMMITTEE

The Remuneration Committee was established on 1 April 2005 and comprises three independent non-executive directors, including Mr. Wong See King (*Chairman*), Mr. Lo Ming Chi, Charles and Mr. Cheung Wah Fung, Christopher.

A set of written terms of reference, which describes the authority and duties of the Remuneration Committee, was adopted by the Board on 1 April 2005, amended and restated on 26 March 2012 and 13 January 2023 respectively and the contents of which are in compliance with the code provisions of the CG Code.

The objectives of the Remuneration Committee are to establish and maintain an appropriate and competitive level of remuneration to attract, retain and motivate directors and key executives to run the Company successfully. The Remuneration Committee also ensures that the remuneration policies and systems of the Group support the Group's objectives and strategies. The Remuneration Committee is provided with sufficient resources to perform its duties.

## 核數師酬金

就安永會計師事務所提供之服務之酬金如下：

\* 非核數服務包括稅務合規及提供其他的專業服務

審核委員會總結其對審核服務之費用、過程及有效性、獨立性及客觀性進行檢討之結果滿意。

## 薪酬委員會

薪酬委員會於二零零五年四月一日成立，由三名獨立非執行董事組成，包括黃思競先生（主席）、勞明智先生及張華峰先生。

董事會已於二零零五年四月一日採納一份書面職權範圍書，並分別於二零一二年三月二十六日及二零二三年一月十三日修改及重述，內載薪酬委員會之權限及職責，內容乃符合《企業管治守則》之守則條文。

薪酬委員會之目的乃制定及維持合適並具競爭力之薪酬水平，冀能招攬、挽留和推動董事及各主要行政人員，引領本公司業務步向成功。薪酬委員會亦確保本集團薪酬政策及制度能支持本集團之目標和策略。薪酬委員會獲供給充足資源以履行其職責。

**REMUNERATION COMMITTEE (Continued)**

During the year, the Remuneration Committee held two meetings. The attendance records of the members of the Remuneration Committee are set out in the table below:

**薪酬委員會 (續)**

年內，薪酬委員會召開兩次會議。薪酬委員會會議的成員出席情況如下：

<b>Directors</b>	<b>董事</b>	<b>Number of meetings attended/Total number of meetings</b> <b>出席會議次數／總會議次數</b>
Mr. Wong See King ( <i>Chairman</i> )	黃思競先生 (主席)	2/2
Mr. Lo Ming Chi, Charles	勞明智先生	2/2
Mr. Cheung Wah Fung, Christopher	張華峰先生	2/2

During the year, the Remuneration Committee made recommendations to the Board on executive directors' remuneration packages and terms of employment. The Remuneration Committee also formulated and evaluated the remuneration policy and structure for the directors and senior management of the Company.

年內，薪酬委員會就執行董事之薪酬待遇及聘用條款向董事會提出建議。薪酬委員會亦制訂及評估本公司董事及高級管理人員之薪酬政策及結構。

**REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT**

Pursuant to Code Provision B.1.5 of the CG Code, the remuneration of the members of senior management by band for the year ended 31 March 2023 is set out below:

**董事及高級管理人員酬金**

根據《企業管治守則》之守則條文第B.1.5條規定，截至二零二三年三月三十一日止年度按薪酬等級劃分之高級管理人員的酬金載列如下：

		<b>Number of individuals</b> <b>人數</b>
Up to HK\$1,000,000	不多於1,000,000港元	3
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至2,000,000港元	4
HK\$2,000,001 – HK\$5,000,000	2,000,001港元至5,000,000港元	2

Further particulars in relation to the remuneration of directors and the five highest paid employees' remuneration as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9, respectively, to the consolidated financial statements.

其他有關董事酬金及五位薪酬最高之僱員酬金而根據上市規則附錄十六須予披露之進一步詳情分別載列於綜合財務報表附註8及9內。



Corporate Governance Report  
企業管治報告

## NOMINATION COMMITTEE

The Nomination Committee was established on 26 March 2012 and comprises one executive director and three independent non-executive directors, including Mr. Ma Kai Yum (*Chairman*), Mr. Lo Ming Chi, Charles, Mr. Wong See King and Mr. Cheung Wah Fung, Christopher.

A set of new written terms of reference, which describes the authority and duties of the Nomination Committee, was adopted by the Board on 26 March 2012 and the contents of which are in compliance with the Code Provisions and Recommended Best Practices of the CG Code.

The Nomination Committee is responsible for making recommendations to the nomination of directors with a view to appointing suitable individuals with relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. In the nomination procedures, the Nomination Committee makes reference to criteria including reputation of candidates for integrity, accomplishment and experience, professional and educational background.

During the year, the Nomination Committee held one meeting. The attendance records of the members of the Nomination Committee are set out in the table below:

## 提名委員會

提名委員會於二零一二年三月二十六日成立，由一名執行董事及三名獨立非執行董事組成，包括馬介欽先生（主席）、勞明智先生、黃思競先生及張華峰先生。

一份全新之提名委員會書面職權範圍已於二零一二年三月二十六日獲董事會採納，其載有提名委員會之權限及職責，當中具體內容與《企業管治守則》之守則條文及建議最佳常規相符。

提名委員會負責就董事提名提供建議，以委任具備相關專業知識及經驗的適當人選，以強化董事會成員架構，為董事會作出貢獻。於提名過程中，提名委員會參考的標準包括候選人的誠信度、成就及經驗、專業及教育背景。

年內，提名委員會召開一次會議。提名委員會成員之出席記錄如下：

Directors	董事	Number of meetings attended/Total number of meetings 出席會議次數／總會議次數
Mr. Ma Kai Yum ( <i>Chairman</i> )	馬介欽先生（主席）	1/1
Mr. Lo Ming Chi, Charles	勞明智先生	1/1
Mr. Wong See King	黃思競先生	1/1
Mr. Cheung Wah Fung, Christopher	張華峰先生	1/1

## COMPANY SECRETARY

The Company Secretary of the Company is Mr. Chan Francis Ping Kuen, who is also the Chief Financial Officer and Executive Director of the Company. Mr. Chan holds a bachelor's degree in Economics from the University of Sydney in Australia and is a member of the Hong Kong Institute of Certified Public Accountants and the Chartered Accountants Australia and New Zealand. Mr. Chan has complied with Rule 3.29 of the Listing Rules for taking not less than 15 hours of relevant professional training during the year.

## INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is overall responsible for maintaining an effective risk management and internal control systems to safeguard the Group's assets and its shareholders' investments. The Board oversees the operations of all the businesses units within the Group and continuously reviews and makes improvements in its risk management and internal control framework. Suitable candidates are appointed by the Board to join in the boards of all subsidiaries and associates operating in key business areas, to attend the board meetings and to oversee the operations of such companies. The management of each business area is accountable for these operation and performance of the business under its area of responsibility. The Board conducts reviews of the effectiveness of the system of internal controls as well as the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting functions, and their training programmes and budget.

The Board conducted semi-annual reviews on the internal control and risk management systems of the Group covering all material controls including financial, operational controls and risk management pursuant to the Codes and considered that all the material internal controls and risk management in the Group were adequate and effective during the year. The Board will keep reviewing and monitoring the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

## 公司秘書

本公司之公司秘書為陳炳權先生，其身兼本公司首席財務主管及執行董事。陳先生畢業於澳洲悉尼大學，並獲取經濟學士學位。陳先生為香港會計師公會及澳洲及新西蘭特許會計師公會會員。陳先生已遵從上市規則第3.29條，年內接受不少於15小時之相關專業培訓。

## 內部監控和風險管理

董事會全權負責維持一套有效的風險管理和內部監控系統，以保障本集團資產及其股東的投資。董事會監察本集團旗下所有業務單位的運作，並持續檢討及改善其風險管理和內部監控框架。董事會委派適當人員加入所有經營重點業務的附屬公司和聯營公司的董事會，以出席其董事會會議及監察該等公司的運作。每項業務的管理層須為其職責範圍內的業務運作與表現承擔問責。董事會均對內部監控系統之效能、資源充足度、負責會計及財務報告職能之員工資歷及經驗，以及彼等之培訓計劃及預算進行檢討。

董事會已根據守則對本集團的內部監控及風險管理系統每半年進行一次檢討，檢討範圍涵蓋所有重大監控事宜，包括財務、營運監控以及風險管理。董事會認為於本年度內本集團所有重要內部監控及風險管理均為充足及有效。董事會將不斷定期檢討及監察內部監控及風險管理系統之效能，以確保所設系統為充足。

## Corporate Governance Report 企業管治報告

### COMMUNICATION CHANNELS

In order to develop and maintain continuing relationships with the shareholders of the Company, the Company has established various channels to facilitate and enhance communications:

- (i) the annual general meeting provides a forum for shareholders of the Company to raise comments and exchange views with the Board;
- (ii) updated key information of the Group is available on the Company's website at [www.carrianna.com](http://www.carrianna.com) to enable the shareholders of the Company and the investor community to have timely access to information about the Group;
- (iii) the Company's website offers a communication channel between the Company and its shareholders and investors;
- (iv) the rights of the shareholders of the Company are set out in the Bye-laws of the Company; and
- (v) the shareholders may put forward their proposals or enquiries to the Board by sending their written requests to the Company's principal place of business in Hong Kong.

The Chairman and the directors are available at the annual general meetings to answer questions raised by shareholders of the Company or other interested parties.

### CONVENING A SPECIAL GENERAL MEETING BY SHAREHOLDERS ("SGM")

The Board shall on the written requisition of shareholders of the Company holding at the date of the deposit of the requisition in aggregate not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at the SGM, forthwith proceed duly to convene the SGM ("Requisition"). The Requisition, which may consist of several documents in like form each signed by one or more requisitionists, must state the objects of the SGM and be deposited at the Company's head office and principal place of business in Hong Kong.

### 通訊渠道

為了發展及維繫本公司及其股東間之持續關係，本公司已設立各種渠道，以促進及加強溝通：

- (i) 股東週年大會為本公司股東提供一個場合，讓彼等提出意見及與董事會交換意見；
- (ii) 本集團之最新重要資料可於本公司之網站[www.carrianna.com](http://www.carrianna.com)瀏覽，讓本公司股東及投資者能隨時得到本集團之資料；
- (iii) 本公司之網站為本公司與其股東及投資者提供溝通渠道；
- (iv) 本公司股東的權利載於本公司的公司細則；及
- (v) 股東可將書面要求寄發至本公司的香港主要營業地點，藉此向董事會提交建議或諮詢。

主席及董事於股東週年大會上樂意回答本公司股東或其他利益相關人士提出之問題。

### 股東可召開股東特別大會（「股東特別大會」）

董事會須按於發出書面要求當日持有本公司已繳足股本合共不少於十分之一，並有權於股東特別大會投票之股東之要求（「該要求」），即時正式安排召開股東特別大會。該要求（可能包括若干形式相同的文件，並各由一名或多名提出要求者簽署）須列明召開股東特別大會之目的，並送交本公司於香港的總辦事處及主要營業地點。

## CONVENING A SPECIAL GENERAL MEETING BY SHAREHOLDERS (“SGM”)

(Continued)

If the Board does not within twenty-one days from the date of the deposit of the Requisition proceed duly to convene a SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM in the same manner, as nearly as possible, as that in which SGM may be convened by the Board, but any meeting so convened shall not be held after the expiration of three months from the aforesaid date of the deposit of the Requisition.

All reasonable expenses incurred by the requisitionists as a result of the failure of the Board to convene such a SGM shall be reimbursed to them by the Company.

## 股東可召開股東特別大會（「股東特別大會」）（續）

倘董事會未能於發出該要求當日起計二十一日內正式召開股東特別大會，則提出要求的人士或當中任何代表全體要求人士總投票權一半以上者，均可按盡可能與董事會相同之方式召開股東特別大會，惟就此召開之任何會議不應於上述發出該要求日期起計三個月後舉行。

提出要求者因董事會未能召開該股東特別大會而產生之所有合理開支，均須由本公司向彼等作出補償。

# Business Review

## 業務回顧

### PROPERTY

Turnover of property segment for the year ended 31 March 2023 was HK\$109,021,000 (2022: HK\$105,026,000), an increase of 4% from last year. The Group's rental income from investment properties for the year was HK\$96,045,000 (2022: HK\$94,298,000), an increase of 2% from last year. There was no major change in the investment property portfolio of the Group for the year. The increase in rental income was as a result of the gradual resumption of tenancy business to normal as the restrictions of COVID-19 were uplifted. Segment loss for the year was HK\$96,642,000 as compared to a profit of HK\$56,990,000 from last year. The segment loss was mainly attributable to: (i) the increase in net loss on investment property valuation of approximately HK\$60,138,000 from last year due to devaluation of Renminbi against Hong Kong dollars during the year; and (ii) the share of the associate's property revaluation gain of approximately HK\$87,761,000 last year due to the re-planning of the building layout of the Home Town project, resulting in an increase in the leasable floor area.

The Group's 50% owned Dongguan Home Town project is in full operation, comprising the east tower of home furniture and building materials centre with a total floor area of 109,000 sq.m. and the west and north towers of community and shopping mall with a total area of 164,000 sq.m. With the subcontracting out of the business operation and property management of Dongguan Home Town project to Kaisa Group, new tenancy contracts were signed and new brand name shops were introduced to the shopping centre, which has increased the occupancy and value of the project.

### 地產

截至二零二三年三月三十一日止年度，物業分部營業額為109,021,000港元（二零二二年：105,026,000港元），較去年增加4%。年內本集團投資物業之租金收入為96,045,000港元（二零二二年：94,298,000港元），較去年增加2%。年內本集團之投資物業組合沒有重大變化。租金收入增加乃由於隨著COVID-19限制之解除而令租賃業務漸回復正常。年內分部虧損為96,642,000港元，相對去年溢利56,990,000港元。分部虧損主要由於：(i)年內人民幣兌港元匯價貶值對投資物業估值相對去年增加約60,138,000港元的淨虧損；及(ii)去年由於家匯廣場之樓面佈局作出重新規劃，可出租樓面面積因此有所提升而導致分佔聯營公司物業重估收益約87,761,000港元所致。

本集團擁有50%權益之東莞家匯廣場項目已完全投入運作，其中包括總樓面面積109,000平方米的東座家具及建築材料中心，及面積共164,000平方米的西座及北座家居生活商場。東莞家匯廣場項目之業務營運及物業管理自承包給佳兆業集團後，項目已簽訂多張新租約，商場已引進不同新品牌租戶，商場的租用率及價值亦因此有所提升。

Business Review  
業務回顧



Shenzhen Carrianna Friendship Square  
深圳佳寧娜友誼廣場



Shenzhen Imperial Palace  
深圳駿庭廣場



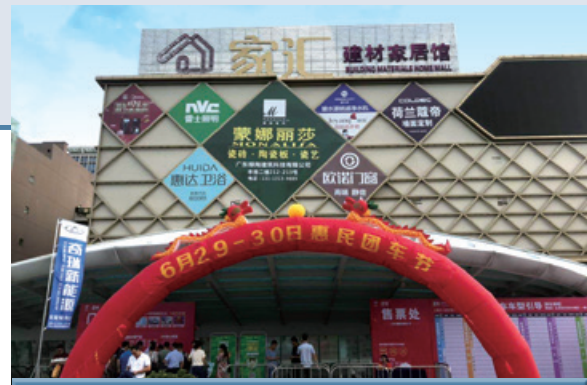
Dongguan Home Town Project  
東莞家匯生活廣場



Home Town Centre  
家匯生活廣場



Red Star Macalline International Home Furniture Mall  
紅星美凱龍全球家居生活廣場



Home Town Furniture and Building Materials Mall  
家匯生活廣場家具及建材中心

## Business Review

### 業務回顧

The Guangzhou South Station Property, a high grade commercial tower comprising the ground floor lobby, all office units from 3rd to 13th floors and 75 car parking spaces at the basement level with a total gross floor area of the office units is 9,203 sq.m., continued to contribute to the Group in rental income for the year. The office building has achieved 100% occupancy to date.

The Group's 50% owned Haitan Street re-development project, which is situated at 223-225A Haitan Street, Sham Shui Po, Hong Kong has entered its construction stage of development. The project comprises a site area of 4,729 sq.ft., buildable gross floor area of 42,500 sq.ft., and saleable floor area of approximately 34,400 sq.ft. The residential building comprises 115 residential units and 2 floors of commercial shops. The pre-sale of the residential units has commenced in July 2022 and more than 40 units have been sold. The project is expected to complete by end of 2023.

The Group's another 50% owned Castle Peak Road redevelopment project, which is situated at 300-306 Castle Peak Road, Sham Shui Po, Hong Kong has also commenced its construction stage of development. The project comprises a site area of 4,709 sq.ft., buildable gross floor area of 42,400 sq.ft., and saleable floor area of approximately 34,300 sq.ft. The associate has successfully acquired 100% of the property ownerships of the Phase 1 development. Site investigation and demolition works have commenced in the second quarter of 2023. The project is expected to complete by mid-2026.

廣州南站物業是一幢優質商業大樓，大樓包括地面大堂、3至13樓之所有辦公室單位及地庫之75個停車位。辦公室單位之總樓面面積為9,203平方米。年內該物業持續為本集團帶來租金收入。至今，該物業之辦公室大樓出租率達至100%。

本集團擁有50%權益位於香港深水埗海壇街223-225A號之海壇街重建項目已進入建設發展期。該項目佔地面積4,729平方呎，可建樓面面積42,500平方呎，可出售面積34,400平方呎。該住宅大廈由115個住宅單位及兩層商舖組成，於二零二二年七月開始預售住宅單位，並已賣出超過40個單位。該項目預期將於二零二三年年底完成。

本集團另一擁有50%權益位於香港深水埗青山道300-306號之青山道重建項目亦已開始其建設發展期。該項目佔地面積4,709平方呎，可建樓面面積42,400平方呎，可出售面積約34,300平方呎。聯營公司已成功收購第一期發展之100%業權。地盤勘察及拆卸工作已於二零二三年第二季度展開。項目預期將於二零二六年年中完成。

Business Review  
業務回顧



Carrianna Business Centre located at  
Guangzhou South high speed train station  
位於廣州高鐵南站的佳寧娜商業大廈



Haitan Street re-development project site at  
Sham Shui Po – The Vim  
深水埗海壇街重建項目地盤—佳悅



Castle Peak Road re-development project site at  
Sham Shui Po  
深水埗青山道重建項目地盤



## Business Review 業務回顧

### RESTAURANT, FOOD AND HOTEL

Turnover of restaurant, food and hotel segment for the year ended 31 March 2023 was HK\$574,461,000 (2022: HK\$676,144,000), a decrease of 15% from last year. The decrease was mainly attributable to the disruptions to the restaurant and food businesses due to the outbreak of the COVID-19 pandemic in Hong Kong and the Mainland, in particular the lockdown of Hainan in the last 2 weeks before the Mid-Autumn Festival, which affected significantly on the mooncake sales this year. Segment profit for the year was HK\$8,970,000 (2022: HK\$51,070,000), a decrease of 82% from last year. The decrease was mainly due to reduction of mooncake sales for the year.

Restaurant turnover for the year was HK\$270,267,000 (2022: HK\$285,592,000), a decrease of 5% from last year. The decrease was mainly attributable to the decrease in the turnover of Delicious group restaurants due to close of some loss making shops during the year. Restaurant business has recorded a slight operating loss of HK\$559,000 as compared to that of HK\$19,389,000 last year. While the restaurant business was affected by a slower than anticipated pace of economic recovery in Hong Kong, and a nation-wide COVID-19 outbreak during the third quarter which seriously impacted the restaurant business in Mainland China, restaurant business saw a sharp rebound at the beginning of 2023 following the relaxation of pandemic-related controls, resulting in a small loss this year. The business remained healthy overall and started to pick up again with good turnover and profit.

### 餐飲、食品及酒店

餐飲、食品及酒店分部截至二零二三年三月三十一日止年度之營業額為574,461,000港元（二零二二年：676,144,000港元），較去年減少15%。有關減少主要由於年內於香港及內地爆發新冠肺炎疫情為餐飲及食品業務帶來的影響，尤其是今年於中秋節前兩星期海南省封城為月餅銷售做成嚴重影響。年內分部溢利為8,970,000港元（二零二二年：51,070,000港元），較去年減少82%。有關減少主要由於月餅銷售減少所致。

年內本集團餐飲營業額為270,267,000港元（二零二二年：285,592,000港元），較去年減少5%。有關減少主要由於年內因關閉某些味皇餐飲集團虧損之門店而導致該集團營業額減少所致。餐飲業務錄得輕微營運虧損559,000港元，相比去年虧損19,389,000港元。儘管餐飲業務受到香港經濟復甦步伐慢於預期，加上第三季國內各地爆發COVID-19，嚴重影響在中國內地的餐飲業務表現。然而隨著疫情防控措施放寬，餐飲業務自二零二三年開始出現急劇反彈，因此全年整體錄得輕微虧損。業務整體保持穩健及已開始重拾收入及利潤升軌。

Business Review  
業務回顧



Rasa Pesta restaurant at Sha Kok Estate, Shatin  
嚼聚餐室－沙田沙角邨店



Spicy pickled pepper grilled fish  
麻辣泡椒烤魚



Skewer platter  
串燒拼盤

## Business Review

### 業務回顧

Food business turnover for the year was HK\$283,257,000 (2022: HK\$368,361,000), a decrease of 23% from last year. The decrease in food business turnover mainly came from the decrease in mooncake sales this year due to the outbreak of Covid-19 and lockdown of Hainan in the last 2 weeks before the Mid-Autumn. The advanced Hainan food factory has a site area of 29,968 sq.m. and a total floor area of 58,114 sq.m. The advanced automatic mooncake production line is in full operation and will significantly increase the production capacity of mooncakes. The bread production line is also in operation. Besides, the factory is expected to produce packaged Hainan style food and Chinese-style dry meat products. Management believes that the food business will continue to contribute to the Group's profitability and growth.

年內食品業務之營業額為283,257,000港元（二零二二年：368,361,000港元），較去年減少23%。食品業務營業額之減少主要由於今年於中秋節前兩星期海南省爆發COVID-19封城而導致月餅銷售減少所致。先進的海南食品廠房佔地面積29,968平方米，總樓面面積為58,114平方米。先進自動化的月餅生產線已全面投入運作，及將會大幅提升月餅產能。麵包生產線亦投入運作。此外，廠房亦計劃生產海南特色包裝食品及包裝中式肉製品。管理層認為，食品業務將會持續為本集團盈利及增長作出貢獻。

Business Review  
業務回顧



Well known Carrianna mooncake products  
馳名的佳寧娜月餅



Chao Zhou Puff Pastry Mooncake  
潮式酥皮月餅



Lava Quartet Mooncake  
四式流心月餅

## Business Review

### 業務回顧

The Group's bakery business in Hong Kong recorded an increase of 8% in sales to HK\$129,776,000 from last year. The Group's subsidiary, Profit Smart group, has recorded a profit of HK\$8,441,000 (2022: HK\$6,102,000) during the year, an increase of 38% from last year. The increase was due to the improvement in operating results of factory and retail businesses as well as government subsidies received during the year. Management will continue to strengthen product development and introduce more new products with the aim to boost sales. Profit Smart group has undergone a renovation of the production areas and acquisition of additional equipment to increase its production capacity.

香港的麵包業務的營業額較去年增加8%至129,776,000港元。本集團之附屬利駿食品集團期內錄得溢利8,441,000港元(二零二二年:6,102,000港元)，相對去年增加38%。溢利增加由於年內廠房及零售業績有所增長，以及收到政府資助所致。管理層會繼續加強產品研發，推出更多新產品以祈增加銷售。利駿集團已完成生產部裝修，以及增購設備以擴大其產能。



V28 Bakery at Hin Keng Estate, Shatin  
沙田顯徑邨V28麵包店



Snowman  
雪人包



My purple world  
世上紫有



Fruit & Moustache  
雜果鬍子



Various Mooncake  
多款月餅

## Business Review

### 業務回顧

Hotel business has recorded a turnover of HK\$20,937,000 (2022: HK\$22,191,000), a decrease of 6% from last year. The operating loss of the two hotels for the year was HK\$18,929,000 (2022: HK\$24,234,000), decreased by 22% from last year. The operating results have been affected by the occasional outbreak of COVID-19 and the government restriction on the opening for business during the year. Both hotels have achieved positive operating cash flows during the year. The room rent and occupancy have increased as government restrictions of COVID-19 were lifted.

酒店業務錄得營業額20,937,000港元（二零二二年：22,191,000港元），較去年減少6%。兩間酒店之經營虧損為18,929,000港元（二零二二年：24,234,000港元），較去年減少22%。有關營運業績期內仍受到非經常性COVID-19爆發及政府營業限制之影響。期內兩間酒店已達到正營運現金流量。隨著政府COVID-19限制之解除，客房入住率及租金已有所回升。



Yiyang Carrianna International Hotel  
益陽佳寧娜國際酒店



Foshan Carrianna Hotel  
佛山佳寧娜大酒店



## Business Review 業務回顧

### OUTLOOK

With the lifting of COVID-19 pandemic restrictions and the reopening of borders, the pace of recovery in the Hong Kong and Mainland markets is expected to be gradual. While there are still economic uncertainties— inflation, rise of interest rate and Ukraine-Russia War situation, the Group remains cautiously optimistic about the economic outlook for the coming year.

Management will continue to focus its business development in the Greater Bay Area. Management is of the view that consumer spending will remain strong in the area. The Group will leverage on the established branding and reputation of the “Carrianna” Chao Zhou and “Shun Yi” Shunde cuisine and will continue to expand its restaurant business in a steady pace in the region. A new “Carrianna” Chao Zhou and “Shun Yi” Shunde cuisine restaurant was opened at the self-owned property in Kunming and 3 new “Shun Yi” Shunde cuisine restaurants were opened in Shenzhen during the year, taking the advantage of the lower rental negotiated during the COVID-19 period.

On the property development side, while the investment property portfolio in the Mainland continues to provide steady income flow to the Group, Management believes that the limited land supply and strong end-user demand will continue to provide support to the residential property market in Hong Kong. Also, the new Guangzhou South Station Property and the two Shum Shui Po property re-development projects will provide additional income return to the Group in the short and medium term. The Group remains positive and cautious about the property business.

### 展望

隨著COVID-19疫情限制措施解除及通關，我們預期市場復甦步伐將會是漸進的。然而，市場仍充滿著經濟不確定因素-通漲、加息及俄烏戰爭局勢，集團對來年經濟前景保持審慎樂觀態度。

管理層將繼續聚焦於大灣區的業務發展。管理層認為，該地區的消費能力將保持強勁。本集團將憑藉已建立的「佳寧娜」潮州菜和「順意」順德菜的品牌美譽，繼續於該地區穩步擴展其餐飲業務。年內於昆明之自置物業已開設了一「佳寧娜」潮州菜和「順意」順德菜新店，同時，趁著COVID-19期間能取得平宜租金的條件下，年內集團亦於深圳開設了三間「順意」順德菜新店。

物業發展方面，內地投資物業組合繼續為本集團帶來穩定收入來源。在香港，管理層認為有限的土地供應和剛性的終端用戶置業需求將繼續為香港住宅物業市場提供支持。另外，新廣州南站物業及兩個深水埗物業重建項目將在中短期內為本集團帶來額外收入回報。集團對地產業務保持正面及審慎態度。

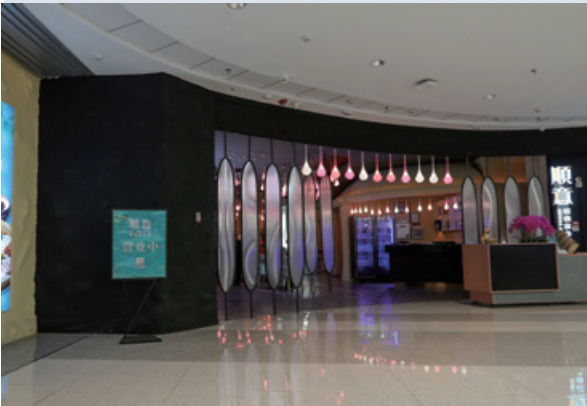
Business Review  
業務回顧



Carrianna Chao Zhou cuisine restaurant at Wanchai, Hong Kong  
香港灣仔佳寧娜潮州酒樓



Newly opened Runcheng "Shunyi" Shunde cuisine restaurant and Carrianna Chao Zhou cuisine restaurant at Kunming City, Yunnan Province  
新開設於雲南省昆明市潤城「順意」順德菜館及佳寧娜潮州酒樓



Newly opened "Shunyi" Shunde cuisine restaurant at Wanda Plaza, Guangming, Shenzhen  
新開設於深圳光明萬達廣場「順意」順德菜館



Newly opened "Shunyi" Shunde cuisine restaurant at the Mixc, Sungang, Shenzhen  
新開設於深圳筲崗萬象食家「順意」順德菜館

## Business Review 業務回顧

Building on the solid foundation of the Group's food business and capacity of the production facilities, the Group will continue to expand its food business in the Mainland market. Besides the Carrianna mooncake, the bread production line of the advanced Hainan food factory is also in operation. The factory is also expected to produce packaged Hainan style food and Chinese style dry meat products. The Group will introduce more new products and elements in the sector. Management believes that food business will become the Group's another key driver of profitability and growth in the next few years.

The Group will continue to implement effective cost control measures and adjust its business strategies in response to market changes to increase its competitiveness and to sustain business growth in our operating markets in Hong Kong and Mainland China.

憑藉本集團食品業務的堅定基礎及生產設施能力，本集團將繼續擴展其於內地市場的食品業務。除佳寧娜月餅外，先進的海南食品廠的麵包生產線已在運作。該工廠亦計劃生產海南風味包裝食品 and 中式肉製品。本集團將在該領域推出更多新產品和注入新元素。管理層認為，食品業務在未來數年將成為本集團盈利及增長的另一主要動力。

本集團將繼續實施有效的成本控制措施並因應市場變化調整其業務策略，以提升其競爭能力，實現集團在香港和中國內地市場的持續業務增長。

Business Review  
業務回顧



Food factory in Hainan  
海南食品廠



Advanced production facilities of the food factory in Hainan  
海南食品廠的先進生產設施



Food factory in Shenzhen  
深圳食品廠



Food factory in Kunming  
昆明食品廠

# Financial Review

## 財務回顧

### OVERALL RESULTS

For the year ended 31 March 2023, the Group's turnover was HK\$683,482,000 (2022: HK\$781,170,000), decreased by 13% as compared to last year. The Group's loss attributable to shareholders was HK\$175,680,000 as compared to a profit attributable to shareholders of HK\$3,822,000 from last year. The decrease in turnover was mainly attributable to the decrease in the restaurant and food business turnover during the year. The operating loss attributable to shareholders was mainly due to (i) the disruptions to the restaurant and food business due to the outbreak of the COVID-19 pandemic, in particular, the city lockdown of Hainan in the last two weeks before the Mid-Autumn Festival, which affected significantly on the mooncake sales this year; (ii) the impact of exchange loss on investment property valuation due to devaluation of Renminbi against Hong Kong dollars during the year; and (iii) increase in the finance costs due to the increase in interest rates in bank borrowings.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2023, the Group's consolidated net assets after deduction of non-controlling interests was HK\$3,585,202,000 (31 March 2022: HK\$4,078,405,000) and consolidated net assets after deduction of non-controlling interests per share was HK\$2.28 (31 March 2022: HK\$2.60).

As at 31 March 2023, the Group's cash and bank balances amounted to HK\$287,707,000 (2022: HK\$279,616,000), which were denominated in Hong Kong dollars, Renminbi and United States dollars of HK\$61,446,000, HK\$223,205,000 and HK\$3,056,000, respectively. The Group's free cash and bank balances amounted to HK\$287,707,000 (2022: HK\$279,616,000).

### 整體業績

截至二零二三年三月三十一日止年度，本集團的營業額為683,482,000港元（二零二二年：781,170,000港元），較去年減少13%。本集團的股東應佔虧損為175,680,000港元，相對去年股東應佔溢利3,822,000港元。營業額減少主要由於年內餐飲及食品業務營業額減少所致。股東應佔營運虧損主要由於：(i)爆發新冠肺炎疫情為餐飲及食品業務帶來影響，尤其是於中秋節前兩星期海南省封城對本年度月餅銷售做成嚴重影響；(ii)人民幣兌港元匯價貶值對投資物業估值帶來匯兌虧損的影響；及(iii)由於銀行借貸利率上升導致財務成本增加所致。

### 流動資金及財政資源

於二零二三年三月三十一日，本集團的扣除非控股權益後綜合資產淨值為3,585,202,000港元（二零二二年三月三十一日：4,078,405,000港元），每股扣除非控股權益後綜合資產淨值為2.28港元（二零二二年三月三十一日：2.60港元）。

於二零二三年三月三十一日，本集團的現金及銀行結餘為287,707,000港元（二零二二年：279,616,000港元），其中61,446,000港元、223,205,000港元及3,056,000港元分別以港元、人民幣及美元計值。本集團的自由現金及銀行結餘為287,707,000港元（二零二二年：279,616,000港元）。

## Financial Review 財務回顧

As at 31 March 2023, the Group's bank borrowings and convertible bonds amounted to HK\$1,699,047,000 (2022: HK\$1,629,186,000) and HK\$57,988,000 (2022: HK\$58,171,000) respectively. All interest-bearing bank borrowings bear interest at floating rates. The convertible bonds bear interest at 3% per annum. Netting off cash deposits pledged for borrowings, the Group's net borrowings were HK\$1,723,467,000 (2022: HK\$1,643,884,000). Net borrowings less free cash and bank balances were HK\$1,435,760,000 (2022: HK\$1,364,268,000).

The Group's gearing ratio, which was defined as the Group's interest-bearing bank borrowings and convertible bonds, net of cash and bank balances, and pledged time deposits as a percentage of the Group's total equity, was approximately 40.0% (2022: 33.5%).

The Group adopts a conservative treasury policy in cash and financial management. The objective of the Group's treasury policy is to maintain a sound financial position by holding an appropriate level of cash to meet its operating requirements and long-term business development needs.

The Group generally funds the operations from internal resources, investment income and bank borrowings. The liquidity needs mainly comprise general working capital, capital expenditure and investment, and repayment of bank borrowings and interest.

During the year under review, management closely monitored the cash position of the Group from time to time to ensure that it was adequate to finance the financial and operational requirements. With the increase in the level of cash balance, management will utilize it for appropriate investments in accordance with the Group's strategies and directions from the Board.

### CONTINGENT LIABILITIES

As at the end of the reporting period, the Group had no contingent liabilities relating to guarantees given to banks for mortgage loan facilities granted to purchasers of properties (2022: HK\$143,000).

於二零二三年三月三十一日，本集團之銀行借貸及可換股債券金額分別為1,699,047,000港元（二零二二年：1,629,186,000港元）及57,988,000港元（二零二二年：58,171,000港元）。所有付息之銀行借貸按浮動利率計息。可換股債券按年利率3%計息。扣除借貸的已抵押現金存款後，本集團的借貸淨額為1,723,467,000港元（二零二二年：1,643,884,000港元）。借貸淨額減自由現金及銀行結餘為1,435,760,000港元（二零二二年：1,364,268,000港元）。

本集團之資本負債比率（即本集團付息之銀行借貸及可換股債券減現金及銀行結餘及已抵押定期存款後佔權益總值之百分比）約為40.0%（二零二二年：33.5%）。

本集團於現金及財務管理方面採取審慎庫務政策。本集團的庫務政策目的旨在維持良好的財務狀況，並持有充裕現金水平以應付其經營需求及長期業務發展需要。

本集團一般以內部資源、投資收入及銀行借貸為其營運提供資金。流動資金需求主要包括一般營運資金、資本支出及投資，以及償還銀行借貸及利息。

在回顧年內，管理層緊密監測現金狀況，確保有足夠現金應付不時的財務及營運需要。在現金結餘增加的情況下，管理層將會根據董事會的集團策略及方向動用資金作出適當的投資。

### 或然負債

於報告期末，本集團並無為物業買家就購買物業所獲授按揭貸款融資而向銀行提供擔保之或然負債（二零二二年：143,000港元）。

## Financial Review 財務回顧

### CHARGES ON THE GROUP'S ASSETS

As at the end of the reporting period, certain of the Group's property, plant and equipment, investment properties, time deposits and financial assets at fair value through profit or loss with a total carrying value of approximately HK\$2,030,345,000 (2022: HK\$2,604,743,000) were pledged to secure general banking, trade finance and other facilities granted to the Group. In addition, rental income generated in respect of certain investment properties of the Group was assigned to banks to secure loan facilities granted to the Group.

### FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in Hong Kong and Mainland China. Most of the Group's monetary assets, liabilities and transactions as at 31 March 2023 and for the year then ended principally denominated in Hong Kong dollars and Renminbi. Majority of the sales, purchases and expenditure incurred by the operating units of the Group during the year were denominated in the units' functional currencies and as a result, the Group does not anticipate significant transactional currency exposures. The Group has not used any derivative to hedge its exposure to foreign currency risk.

### EMPLOYEE AND REMUNERATION POLICY

The Group's staff consists of approximately 500 employees in Hong Kong and approximately 1,100 employees outside Hong Kong (Mainland China). Employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system.

### 本集團資產抵押

於報告期末，本集團已質押總賬面值約2,030,345,000港元（二零二二年：2,604,743,000港元）之若干物業、廠房及設備、投資物業、定期存款及按公平值列賬及於損益中處理之金融資產，以作為授予本集團之一般銀行、貿易融資及其他信貸的抵押。此外，本集團亦轉讓若干投資物業之租金收益予銀行，以作為授予本集團之貸款融資之抵押。

### 外匯波動風險

本集團主要於香港及中國大陸營運，而本集團貨幣資產、負債及交易於二零二三年三月三十一日及截至該日止年度分別主要以港元及人民幣計值。本年中，本集團營運單位產生之大部份銷售、採購及支出以該單位之功能貨幣計值。因此，本集團預期交易貨幣風險不大。本集團並沒有採用任何衍生工具對沖其外幣風險。

### 僱員及酬金政策

本集團之員工包括約500名位於香港之僱員及約1,100名位於香港以外地區（中國內地）之僱員。僱員之薪酬及花紅於本集團之一般制度框架下按表現相關基準釐定。

# Report of the Directors

## 董事會報告書

The directors herein present their report and the audited financial statements for the year ended 31 March 2023.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties that the Group faces and an indication of likely future development in the Group's business, can be found in the Business and Financial Review set out on pages 28 to 46 of this annual report. This discussion forms part of this directors' report.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 March 2023 and the Group's financial position at that date are set out in the financial statements on pages 76 to 246.

The Board does not recommend the payment of a final dividend in respect of the year ended 31 March 2023.

### CLOSURE OF REGISTER OF MEMBERS

#### Annual General Meeting

The Register of Members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023, both days inclusive, during which period no transfer of shares will be effected. In order for a shareholder to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 22 August 2023.

董事會謹此提呈截至二零二三年三月三十一日止年度的董事會報告書及經審核財務報表。

### 主要業務及業務回顧

本公司之主要業務為投資控股。有關主要附屬公司主要業務之詳情載於財務報表附註1。於年內，本集團主要業務之性質並無重大變動。

按香港公司條例附表5所規定有關該等業務的進一步討論及分析，包括有關本集團面臨的主要風險及不明朗因素的描述以及本集團業務的未來可能發展動向，載於本年報第28至46頁的業務及財務回顧中。該討論構成本董事會報告書的一部分。

### 業績及股息

本集團截至二零二三年三月三十一日止年度的虧損，以及本集團於該日的財務狀況載於財務報表第76至246頁。

董事會不建議就截至二零二三年三月三十一日止年度派付末期股息。

### 暫停辦理股份過戶登記

#### 股東週年大會

本公司將於二零二三年八月二十三日（星期三）至二零二三年八月二十八日（星期一），首尾兩天包括在內，暫停辦理股份過戶登記手續。股東為符合資格出席股東週年大會並於會上投票，請將所有過戶表格連同有關股票最遲於二零二三年八月二十二日（星期二）下午四時三十分，送交本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港夏慤道16號遠東金融中心17樓，辦理過戶手續。



Report of the Directors  
董事會報告書

## SUMMARY OF FINANCIAL INFORMATION

The table set out below summarises the results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements. This summary does not form part of the audited financial statements.

## 財務資料概要

下表概列本集團過去五個財政年度之已公佈業績、資產、負債及非控股權益，乃摘錄自本集團之經審核財務報表。此摘要並不構成經審核財務報表之部分。

		Year ended 31 March/At 31 March 截至三月三十一日止年度／於三月三十一日				
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>RESULTS</b>	業績					
<b>REVENUE</b>	收入	<b>683,482</b>	781,170	796,026	1,031,070	970,210
<b>PROFIT/(LOSS) FOR THE YEAR</b>	年內溢利／(虧損)	<b>(169,733)</b>	25,111	110,537	14,861	300,720
Attributable to:	應佔：					
Owners of the parent	母公司擁有人	<b>(175,680)</b>	3,822	81,004	14,123	277,958
Non-controlling interests	非控股權益	<b>5,947</b>	21,289	29,533	738	22,762
		<b>(169,733)</b>	25,111	110,537	14,861	300,720
<b>ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS</b>	資產、負債及非控股權益					
<b>TOTAL ASSETS</b>	總資產	<b>6,489,071</b>	7,081,620	6,771,712	6,393,211	6,261,702
<b>TOTAL LIABILITIES</b>	總負債	<b>(2,903,869)</b>	(3,003,215)	(2,940,504)	(2,830,207)	(2,431,636)
<b>NON-CONTROLLING INTERESTS</b>	非控股權益	<b>6,762</b>	8,268	5,738	36,355	39,744
		<b>3,591,964</b>	4,086,673	3,836,946	3,599,359	3,869,810

## SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 32 and 33 to the financial statements, respectively.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 March 2023.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## DISTRIBUTABLE RESERVES

At 31 March 2023, the Company had no reserves available for distribution, calculated in accordance with the provision of The Bermuda Companies Act 1981 (2022: approximately HK\$28,675,000). In addition, the amount of approximately HK\$1,505,959,000 previously included in the Company's share premium account may be distributed in the form of fully-paid bonus shares.

## CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling approximately HK\$1,595,000 (2022: HK\$841,000).

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group's sales to the five largest customers and purchases from the five largest suppliers accounted for less than 30% of the Group's revenue and purchases for the year respectively.

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

## 股本及購股權

本公司的股本及購股權於年內之變動詳情分別載於財務報表附註32及33。

## 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零二三年三月三十一日止年度內概無購買、贖回或出售本公司任何上市證券。

## 優先購股權

本公司的公司細則或百慕達之法例均無優先購股權的規定，致使本公司須按比例向現有股東發行新股份。

## 可分派儲備

於二零二三年三月三十一日，根據百慕達一九八一年公司法的條文計算，本公司並無可作分派用途的儲備（二零二二年：約28,675,000港元）。此外，先前計入本公司的股份溢價賬之金額為約1,505,959,000港元，可以繳足紅股的方式分派。

## 慈善捐款

年內，本集團共捐出約1,595,000港元（二零二二年：841,000港元）作慈善用途。

## 主要客戶及供應商

於回顧年度，本集團五大客戶及五大供應商分別佔本集團本年度之收入及採購額少於30%。

概無本公司董事、其任何聯繫人或就董事所深知擁有本公司已發行股份總數5%以上之任何股東擁有本集團五大客戶及供應商之任何實益權益。

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## ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands that a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

A separate Environmental, Social and Governance Report conducted by a professional third party will be published in compliance with the requirements of the Listing Rules.

## DIRECTORS

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

### Executive Directors:

Ma Kai Cheung (*Honorary Chairman*)  
Ma Kai Yum (*Chairman*)  
Ma Hung Ming, John (*Vice-chairman*)  
Liang Rui (*Chief Executive Officer*)  
Chan Francis Ping Kuen  
Ma Hung Man (*appointed on 8 September 2022*)

### Independent Non-Executive Directors:

Lo Ming Chi, Charles  
Wong See King  
Cheung Wah Fung, Christopher

## 環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法例及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

一份由專業第三方編撰的環境、社會及管治報告將根據上市規則之規定予以獨立刊發。

## 董事

於本年度及截至本報告日期之本公司董事包括：

### 執行董事：

馬介璋 (*名譽主席*)  
馬介欽 (*主席*)  
馬鴻銘 (*副主席*)  
梁銳 (*行政總裁*)  
陳炳權  
馬鴻文 (*於二零二二年九月八日委任*)

### 獨立非執行董事：

勞明智  
黃思競  
張華峰

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In accordance with Bye-law 102(B) of the Company's Bye-laws, Mr. Ma Hung Man, who was appointed as an executive director with effect from 8 September 2022, will retire by rotation and, being eligible, will offer himself for re-election at the forthcoming annual general meeting.

In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Liang Rui and Mr. Wong See King will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Mr. Wong See King has served on the Board for more than nine years. He does not have any executive or management role in the Company and its subsidiaries. Mr. Wong has made considerable contributions to the Company with his relevant experience and knowledge throughout his years of service and has maintained an independent view in relation to the Company's affairs. He has diversified financial experience and brings a wide range of experience and insights to the Company. He has been assessed by the Nomination Committee of the Company to be independent. He does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. Taking into consideration of Mr. Wong's independence and integrity when performing his duties as Independent Non-Executive Director over the past years, there is no evidence that the length of tenure will have any adverse impact on his role. Therefore, the Board considers Mr. Wong is independent and recommends him to be re-elected at the forthcoming annual general meeting.

The Board has received an annual confirmation of independence from each of the independent non-executive directors, and as at the date of this report still considers them to be independent.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the directors and senior management of the Company are set out on pages 9 to 14 of the annual report.

根據本公司的公司細則第102(B)條規定，馬鴻文先生（彼已獲委任為董事，自二零二二年九月八日起生效）將輪值告退。馬先生具備資格並願意在即將舉行的股東週年大會上候選連任。

根據本公司的公司細則第99條規定，梁銳先生及黃思競先生將輪值告退。梁先生及黃先生具備資格並願意在即將舉行的股東週年大會上候選連任。

黃思競先生已於董事會任職超過九年，彼並無於本公司及其附屬公司擔任任何行政或管理職務。黃先生於任期內一直以相關經驗及知識為本公司作出重大貢獻，並就本公司事務保持獨立觀點。彼擁有多元化的財務經驗，並為本公司帶來廣泛的經驗及見解。彼已獲本公司提名委員會評定為獨立。彼與本公司任何董事、高級管理層、主要或控股股東概無任何關係。考慮到黃先生於過去多年履行其獨立非執行董事職責時的獨立及誠信，概無證據顯示其服務年期會對其角色產生任何不利影響。因此，董事會認為黃先生為獨立，並建議他在即將舉行的股東週年大會上再次膺選連任。

董事會已接獲各獨立非執行董事的年度獨立確認書，而於本報告日期，各獨立非執行董事仍被視為獨立人士。

## 董事及高級管理層履歷

本公司董事及高級管理層之履歷詳情載於本年報第9至14頁。

## Report of the Directors 董事會報告書

### DIRECTORS' SERVICE CONTRACTS

Mr. Liang Rui and Mr. Chan Francis Ping Kuen had entered into a service contract with the Company. The contract has no fixed terms of engagement and is subject to retirement by rotation as required by the Company's Bye-laws and termination by either party giving three months' notice in writing.

Mr. Ma Kai Cheung, Mr. Ma Kai Yum, Mr. Ma Hung Ming, John and Mr. Ma Hung Man had no service contract with the Company as at the end of the reporting period.

The independent non-executive directors of the Company have been appointed for a term subject to retirement by rotation as required by the Company's Bye-laws.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

Particulars of the directors' remuneration for the year ended 31 March 2023 are set out in note 8 to the financial statements.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the section headed "Directors' and chief executive's interests and short positions in shares and underlying shares", at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouses or minor children to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### 董事之服務合約

梁銳先生及陳炳權先生與本公司訂有服務合約。該合約並無特定的任期，但須按照本公司的公司細則之規定輪值告退，可由任何一方給予三個月書面通知予以終止。

馬介璋先生、馬介欽先生、馬鴻銘先生及馬鴻文先生與本公司於報告期末並未訂有服務合約。

有關本公司獨立非執行董事之任期須按照本公司的公司細則之規定輪值告退。

除上述者外，擬於即將舉行之股東週年大會上提名連任的董事，概無與本公司訂立本公司不可於一年內終止而毋須作出賠償（法定賠償除外）的服務合約。

### 董事酬金

董事袍金須待股東於股東大會上批准後方可作實。其他酬金由本公司董事會經參照董事之職責、責任及表現以及本集團業績釐定。

截至二零二三年三月三十一日止年度之董事酬金詳情載於財務報表附註8。

### 董事購買股份的權利

除「董事及主要行政人員於股份及相關股份之權益及淡倉」一節所披露者外，本公司或其任何附屬公司於本年度內任何時間並無參與任何安排，致使本公司董事或彼等各自之配偶或未成年子女可藉購入本公司或任何其他法人團體之股份或債券而獲取利益。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2023, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code under the Listing Rules, were as follows:

### (a) The Company

Name of director	Capacity/ nature of interests	Number of ordinary shares held and nature of interests			Other interests	Underlying shares pursuant to share options (note 1) 根據購股權之 相關股份數目 (附註1)	Total	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
		Personal interests	Family interests	Other interests				
董事姓名	身份/權益性質	持有普通股股份數目及權益性質			其他權益		合共	
		個人權益	家族權益					
Ma Kai Cheung 馬介璋	Beneficial owner, security interest in shares, interest of spouse and beneficiary of trust 實益擁有人，抵押股份權益，配偶權益及信託受益人	361,283,986 (note 7) (附註7)	7,050,000 (note 2) (附註2)	259,129,025 (note 3) (附註3)	-	627,463,011 (L)	39.93	
Ma Kai Yum 馬介欽	Beneficial owner, security interest in shares, interest of spouse and beneficiary of trust 實益擁有人，抵押股份權益，配偶權益及信託受益人	204,688,714 (note 7) (附註7)	3,200,000 (note 4) (附註4)	101,201,040 (notes 5 & 6) (附註5和6)	-	309,089,754 (L)	19.67	
Ma Hung Ming, John 馬鴻銘	Beneficial owner 實益擁有人	476,000	-	-	2,000,000	2,476,000 (L)	0.16	
Chan Francis Ping Kuen 陳炳權	Beneficial owner 實益擁有人	-	-	-	6,000,000	6,000,000 (L)	0.38	

L – Long position 好倉

## 董事及主要行政人員於股份及相關股份之權益及淡倉

於二零二三年三月三十一日，本公司之董事及主要行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》（「《證券及期貨條例》」）第XV部）之股份、相關股份及債券中擁有之權益及淡倉，須登記於本公司根據《證券及期貨條例》第352條規定須予存置之登記冊內；或根據上市規則之標準守則須另行知會本公司及聯交所之權益及淡倉如下：

### (a) 本公司

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## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

(Continued)

### (a) The Company (Continued)

Notes:

- (1) The underlying shares represent interests of options granted to the directors and senior executive under the 2015 Share Option Scheme to acquire shares of the Company, further details of which are set out in note 33 to the financial statements.
- (2) The shares were owned by Cheung Lin Kiu, the spouse of Ma Kai Cheung.
- (3) Ma Kai Cheung and his family are the beneficiaries of a discretionary trust which effectively owns the entire issued share capital of Regent World Investments Limited ("Regent World") and 70% of the entire issued share capital of Bond Well Investments Limited ("Bond Well"). At the end of the reporting period, Regent World owned 184,121,625 shares and Bond Well owned 75,007,400 shares of the Company.
- (4) The shares were owned by Kwok Kit Mei, the spouse of Ma Kai Yum.
- (5) Ma Kai Yum and his family are the beneficiaries of a discretionary trust which effectively owns the entire issued share capital of Grand Wealth Investments Limited ("Grand Wealth") and Peaceful World Limited ("Peaceful World"). At the end of the reporting period, Grand Wealth owned 74,651,040 shares and Peaceful World owned 19,050,000 shares of the Company.
- (6) Peaceful World owns the entire issued share capital of Real Potential Limited ("Real Potential"). At the end of the reporting period, Real Potential owned 7,500,000 shares of the Company. The interests of Real Potential in the Company are therefore deemed to be the interests of Peaceful World in which Ma Kai Yum is also deemed to have interests for the reason as stated in note 5 above.
- (7) Included in "Personal interests" are 125,428,754 shares owned by Rainbow Choice Holding Group Limited, of which 62,714,377 shares were charged in favour of Ma Kai Cheung, and 62,714,377 shares were charged in favour of Ma Kai Yum.

## 董事及主要行政人員於股份及相關股份之權益及淡倉 (續)

### (a) 本公司 (續)

附註：

- (1) 相關股份乃指董事及高級行政人員根據二零一五年購股權計劃獲授予可收購本公司股份之購股權權益，有關進一步詳情載於財務報表附註33。
- (2) 該等股份由馬介璋的妻子張蓮嬌擁有。
- (3) 馬介璋及其家人為一項全權信託的受益人。該項信託實際擁有Regent World Investments Limited (「Regent World」)之全部已發行股本及Bond Well Investments Limited (「Bond Well」)的全部已發行股本的70%。於報告期末，Regent World擁有本公司184,121,625股股份，而Bond Well則擁有本公司75,007,400股股份。
- (4) 該等股份由馬介欽的妻子郭潔薇擁有。
- (5) 馬介欽及其家人為一項全權信託的受益人。該項信託實際擁有Grand Wealth Investments Limited (「Grand Wealth」)及Peaceful World Limited (「Peaceful World」)的全部已發行股本。於報告期末，Grand Wealth擁有本公司74,651,040股股份，而Peaceful World則擁有本公司19,050,000股股份。
- (6) Peaceful World擁有Real Potential Limited (「Real Potential」)的全部已發行股本。於報告期末，Real Potential擁有本公司7,500,000股股份。因此Real Potential於本公司的權益被視為Peaceful World的權益，而正如上文附註5所述之理由，馬介欽亦被視為擁有Peaceful World的權益。
- (7) 包括在「個人權益」為125,428,754股股份由彩榮控股集團有限公司擁有。其中62,714,377股股份已被抵押予馬介璋及62,714,377股股份已被抵押予馬介欽。

**DIRECTORS' AND CHIEF EXECUTIVE'S  
INTERESTS AND SHORT POSITIONS IN  
SHARES AND UNDERLYING SHARES****董事及主要行政人員於股份及相  
關股份之權益及淡倉 (續)**

(Continued)

**(b) Subsidiaries****(b) 附屬公司**

Name of subsidiary	Name of director	Capacity	Number of shares held (L)	Type of shares	Percentage of the subsidiary's issued share capital (ordinary shares) 佔附屬公司已發行股本百分比 (普通股)
附屬公司名稱	董事姓名	身份	所持股份數目(L)	股份類別	
Ginza Development Company Limited 金必多發展有限公司	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	15	Ordinary 普通股	0.68
Ginza Development Company Limited 金必多發展有限公司	Ma Kai Yum 馬介欽	Beneficiary of trust 信託受益人	66	Ordinary 普通股	3
Gartrend Development Limited 嘉堅發展有限公司	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	500,000	Non-voting deferred 無投票權遞延股份	N/A 不適用
Gartrend Development Limited 嘉堅發展有限公司	Ma Kai Yum 馬介欽	Beneficial owner 實益擁有人	500,000	Non-voting deferred 無投票權遞延股份	N/A 不適用
Tak Sing Alliance Limited	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	9,000	Non-voting deferred 無投票權遞延股份	N/A 不適用
Tak Sing Alliance Limited	Ma Kai Yum 馬介欽	Beneficial owner 實益擁有人	1,000	Non-voting deferred 無投票權遞延股份	N/A 不適用
昆明佳寧娜食品有限公司	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	N/A 不適用	N/A 不適用	15

L – Long position 好倉



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## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

(Continued)

In addition to the above, Mr. Ma Kai Cheung and Mr. Ma Kai Yum have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Group solely for the purpose of complying with their minimum company membership requirements in prior years.

Save as disclosed above, as at 31 March 2023, none of the directors and chief executive had registered an interest or short position in the shares, underlying shares or debentures of the Company, or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as detailed in note 40 to the financial statements, no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries of fellow subsidiaries was a party during the year.

## 董事及主要行政人員於股份及相關股份之權益及淡倉 (續)

除以上所述外，馬介璋先生及馬介欽先生代本集團持有若干附屬公司的非實益個人股本權益，此乃僅為符合過往年度公司股東數目的最低規定而持有。

除上文所披露者外，於二零二三年三月三十一日，根據《證券及期貨條例》第352條須予備存之登記冊或根據標準守則向本公司及聯交所發出之通知，本公司之董事及主要行政人員概無於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份或債券中擁有任何權益或淡倉。

## 董事於交易、安排或合約中的權益

除財務報表附註40所詳述者外，董事或董事之關連實體於年內概無於對本集團業務而言屬重大且由本公司控股公司、或本公司任何附屬公司或同系附屬公司訂立之任何交易、安排或合約中直接或間接擁有重大權益。

## INFORMATION ON SHARE OPTION SCHEME

### 2015 OPTION SCHEME

At the annual general meeting of the Company convened on 24 August 2015, the Company adopted a new share option scheme (the “2015 Option Scheme”) with a validity period of 10 years.

The principal terms of the 2015 Option Scheme are as follows:

#### 1. Purpose of the option scheme

The purpose of the 2015 Option Scheme is to grant options to eligible participants, recognise and acknowledge the contributions that the eligible participants have made or may make to the Group and will provide the eligible participants with an opportunity to have a personal stake in the Company with a view to motivate the eligible participants to optimise their performance efficiency for the benefit of the Group, track and retain or maintain relationships with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group, and additionally in the case of executives, to enable the Group to attract and retain individuals with experience and ability and to reward them for their past contributions.

#### 2. Participants of the option scheme

The eligible participants are eligible to participate in the 2015 Option Scheme. In determining the basis of eligibility of each eligible participant, the Board would take into account such factors as the Board may at its discretion consider appropriate. The Board shall have absolute discretion to determine whether a person shall qualify as an eligible participant.

#### 3. Total number of shares available for issue and percentage to the issued share capital as at 31 March 2023

The total number of shares available for issue under the 2015 Option Scheme was 125,388,753 shares representing 7.98% of the issued share capital of the Company as at 31 March 2023.

## 有關購股權計劃的資料

### 二零一五年購股權計劃

在二零一五年八月二十四日召開的週年股東大會上，本公司採納了一項新的購股權計劃（「二零一五年購股權計劃」），有效期為十年。

二零一五年購股權計劃之主要條款如下：

#### 1. 購股權計劃之目的

二零一五年購股權計劃旨在向合資格參與者授出購股權、確認及承認合資格參與者對本集團所作出或可能作出之貢獻，及將向合資格參與者提供於本公司擁有個人權益之機會，藉以鼓勵合資格參與者為本集團之利益提升其工作效率、追蹤及挽留或與其貢獻對或將對本集團長遠增長有利之合資格參與者維繫關係，而另就行政人員而言，本集團可藉此吸納及挽留有經驗及能力之個別人士及對彼等過往所作出之貢獻加以獎勵。

#### 2. 購股權計劃之參與者

合資格參與者符合資格參與二零一五年購股權計劃。於釐定各合資格參與者的資格基準時，董事會將考慮其可能酌情認為適當的因素。董事會應可全權酌情釐定某人士是否合資格為合資格參與者。

#### 3. 可供發行之股份總數及佔二零二三年三月三十一日已發行股本之百分比

二零一五年購股權計劃中可予發行的股份數目為125,388,753股股份，佔本公司於二零二三年三月三十一日已發行股本的7.98%。

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## INFORMATION ON SHARE OPTION SCHEME (Continued)

### 2015 OPTION SCHEME (Continued)

#### 4. Maximum entitlement of each participant

The total number of shares issued and which may fall to be issued upon exercise of the options to be granted under the 2015 Option Scheme (including both exercised and outstanding options) to each eligible participant in any twelve (12)-month period shall not exceed one per cent. (1%) of the issued share capital of the Company for the time being ("Individual Limit"). Any further grant of options in excess of the Individual Limit in any twelve (12)-month period up to and including the date of such further grant shall be subject to the issue of a circular to the shareholders and the shareholders' approval in general meeting of the Company with such eligible participant and his associates abstaining from voting. The number and terms (including the exercise price) of the options to be granted to such eligible participant must be fixed before the shareholders' approval and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

#### 5. The period within which the shares must be taken up under an option

The period during which a share option may be exercised will be determined by the directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.

#### 6. Payment on acceptance of an option

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate notice of grant constituting acceptance of the option duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company on or before the relevant acceptance date as stipulated in the option documents. Such remittance shall in no circumstances be refundable and shall not be deemed a part payment of the exercise price of an option.

## 有關購股權計劃的資料 (續)

### 二零一五年購股權計劃 (續)

#### 4. 各參與者可獲發行之股份數目上限

於任何十二(12)個月期間內，因行使根據二零一五年購股權計劃將予授出之購股權（包括已行使及未行使購股權）而發行及可能發行予各合資格參與者之股份總數，不得超過本公司當時已發行股本之百分之一(1%)（「個別限額」）。凡於截至進一步授出日期（包括該日）止任何十二(12)個月期間內進一步授出超過個別限額之任何購股權，須向股東刊發通函，並於本公司股東大會取得股東批准，而有關合資格參與者及其聯繫人須放棄投票。授予有關合資格參與者之購股權之數目及條款（包括行使價）必須於尋求股東批准前確定，而根據上市規則第17.03(9)條附註(1)，就計算行使價而言，建議有關進一步授出之董事會會議日期應被視為授出日期。

#### 5. 必須根據購股權認購股份之期限

董事可全權酌情決定購股權的行使期，惟以購股權獲授出後十年為限。

#### 6. 接納購股權之付款

本公司一經於購股權文件所規定之相關接納日期或之前收到由承授人正式簽署構成接納購股權之通知副本，連同付予本公司之1.00港元款項作為授出購股權之代價後，購股權將被視作已授出及已獲承授人接納並生效。該等款項於任何情況均不獲退還，亦不應被視作購股權行使價之部分付款。

## INFORMATION ON SHARE OPTION SCHEME (Continued)

### 2015 OPTION SCHEME (Continued)

#### 6. Payment on acceptance of an option (Continued)

Any offer to grant an option may be accepted in respect of a lesser number of shares for which it is offered provided that it must be accepted in respect of a board lot or an integral multiple thereof and such number is clearly stated in the duplicate notice of grant constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by the acceptance date as stipulated in the option documents, it shall be deemed to have been irrevocably declined.

#### 7. The basis of determining the exercise price

The exercise price in relation to each option offered to an eligible participant shall be determined by the Board in its absolute discretion but in any event shall not be less than the highest of:

- (a) the official closing price of the shares on the Stock Exchange as stated in the daily quotation sheet of the Stock Exchange on the date of offer of the options ("Offer Date");
- (b) the average of the official closing prices of the shares on the Stock Exchange as stated in the daily quotation sheets of the Stock Exchange for the five (5) business days immediately preceding the Offer Date; and
- (c) the nominal value of the shares of the Company.

#### 8. The remaining life of the option scheme

The 2015 Option Scheme is valid and effective for a period of 10 years commencing on 24 August 2015 (being the date of fulfilment of all conditions on the adoption of the 2015 Option Scheme).

As at 31 March 2023, the Company had 11,000,000 share options outstanding pursuant to the 2015 Option Scheme.

## 有關購股權計劃的資料 (續)

### 二零一五年購股權計劃 (續)

#### 6. 接納購股權之付款 (續)

就任何授出購股權要約而言，參與者接納購股權所涉及之股份數目可少於要約所涉及之股份數目，惟接納之股份數目須為一手買賣單位或其完整倍數，且有關數目在構成接納購股權之通知副本中清楚列明。倘授出購股權之要約未於購股權文件所規定之接納日期獲接納，則將視作已被不可撤銷地拒絕。

#### 7. 釐定行使價之基準

有關向合資格參與者授出之各購股權之行使價將由董事會全權酌情釐定，惟在任何情況下不得低於以下各項之最高者：

- (a) 於購股權要約日期（「要約日期」）聯交所每日報價單所列股份於聯交所之官方收市價；
- (b) 於緊接要約日期前五(5)個營業日聯交所每日報價單所列股份於聯交所之平均官方收市價；及
- (c) 本公司股份之面值。

#### 8. 購股權計劃餘下之期限

二零一五年購股權計劃自二零一五年八月二十四日（即採納二零一五年購股權計劃之全部條件達成之日）起計十年內有效及生效。

於二零二三年三月三十一日止，根據二零一五年購股權計劃，本公司有11,000,000份購股權尚未行使。

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SCHEME (Continued)**

The following table discloses the movements in the Company's share options outstanding under the 2015 Option Scheme during the year:

**有關購股權計劃的資料 (續)**

下表披露年內本公司根據二零一五年購股權計劃項下尚未行使之購股權變動：

	Number of share options 購股權數目					Date of grant of share options (Note 1)	Exercise period of share options	Exercise price of share options (Note 2) HK\$ per share	Closing price at grant date of share options HK\$ per share 於購股權授出日期之收市價 每股港元
	At 1 April 2022 於二零二二年四月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Forfeited during the period 於期內失效	At 31 March 2023 於二零二三年三月三十一日				
<b>Executive Directors 執行董事</b>									
Ma Hung Ming, John 馬鴻銘	1,000,000	-	-	-	1,000,000	20-2-2020	20-2-2020 to 19-2-2025	0.714	0.70
	1,000,000	-	-	-	1,000,000	20-2-2020	20-2-2021 to 19-2-2026	0.714	0.70
Chan Francis Ping Kuen 陳炳權	2,000,000	-	-	-	2,000,000	20-2-2020	3-6-2020 to 2-6-2025	0.714	0.70
	2,000,000	-	-	-	2,000,000	20-2-2020	3-6-2021 to 2-6-2026	0.714	0.70
	2,000,000	-	-	-	2,000,000	20-2-2020	3-6-2022 to 2-6-2027	0.714	0.70
	8,000,000	-	-	-	8,000,000				
<b>Other continuous contract employees 其他連續合約僱員</b>	1,600,000	-	-	(100,000)	1,500,000	20-2-2020	20-2-2020 to 19-2-2025	0.714	0.70
	1,600,000	-	-	(100,000)	1,500,000	20-2-2020	20-2-2021 to 19-2-2026	0.714	0.70
	3,200,000	-	-	(200,000)	3,000,000				
In aggregate 總計	11,200,000	-	-	(200,000)	11,000,000				

## INFORMATION ON SHARE OPTION SCHEME (Continued)

Notes:

- The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

Save as disclosed above during the period under review, no options under the 2015 Option Scheme were exercised, cancelled or lapsed.

As at 31 March 2023, the Company had 11,000,000 share options outstanding under the 2015 Option Scheme. Should they be fully exercised, the Company will receive approximately HK\$7,854,000 (before issue expenses). The grant date fair value of these unexercised options measured in accordance with the Group's accounting policies (note 2.4 to the financial statements) amounted to approximately HK\$1,249,000.

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2023, according to the register kept by the Company under Section 336 of the SFO and so far as was known to the directors, the following persons or corporations had an interest or short position in the shares and underlying shares of the Company which was required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of substantial shareholder	Capacity/ nature of interests	Notes	Number of ordinary shares held 持有 公司普通股數目	Percentage of the Company's issued share capital 佔本公司 已發行股本百分比
主要股東名稱	身份／權益性質	附註		
Ma Kai Cheung 馬介璋	Beneficial owner, security interest in shares, interest of spouse and beneficiary of trust 實益擁有人·抵押股 份權益·配偶權益 及信托受益人	a	627,463,011 (L)	39.93

## 有關購股權計劃的資料 (續)

附註：

- 購股權賦予權利的期限是由授出當日起計算直至行使期的開始日。
- 購股權的行使價是受到如發行股權股或派送紅股，或本公司股本類同的更動而調整。

除上述所披露者外，於回顧期間，二零一五年購股權計劃項下的購股權並無獲行使、註銷或失效。

於二零二三年三月三十一日，根據二零一五年購股權計劃，本公司有11,000,000份購股權尚未行使。倘彼等獲悉數行使，則本公司將收到約7,854,000港元（除發行開支前）。該等尚未行使購股權之授出日公平值約1,249,000港元乃根據本集團之會計政策計量（財務報表附註2.4）。

## 主要股東

於二零二三年三月三十一日，根據本公司按《證券及期貨條例》第336條存置之登記冊內所示，以及就董事所知，下列人士或公司在本公司之股份及相關股份擁有權益或淡倉，並須根據《證券及期貨條例》第XV部第2分部及第3分部向本公司作出披露：

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Name of substantial shareholder	Capacity/ nature of interests	Notes	Number of ordinary shares held	Percentage of the Company's issued share capital
主要股東名稱	身份／權益性質	附註	持有公司普通股數目	佔本公司已發行股本百分比
Ma Kai Yum 馬介欽	Beneficial owner, security interest in shares, interest of spouse and beneficiary of trust 實益擁有人，抵押股份權益，配偶權益及信托受益人	b	309,089,754 (L)	19.67
East Asia International Trustees Limited	Trustee 信託人	c	360,330,065 (L)	22.93
Golden Yield Holdings Limited	Interest in controlled corporations 受控公司權益	d	259,129,025 (L)	16.49
Regent World Investments Limited	Holding corporation 直接控股公司	d	184,121,625 (L)	11.72
Wealthy Platform Limited	Interest in controlled corporations 受控公司權益	e	101,201,040 (L)	6.44
Bond Well Investments Limited	Holding corporation 直接控股公司	d	75,007,400 (L)	4.77
Grand Wealth Investments Limited	Holding corporation 直接控股公司	e	74,651,040 (L)	4.75
Rainbow Choice Holding Group Limited 彩榮控股集團有限公司	Beneficial owner 實益擁有人	f	125,428,754 (L/S)	7.98
Chen Chu Zhen 陳楚貞	Interest in controlled corporation 受控公司權益	f	125,428,754 (L/S)	7.98

L – Long position 好倉  
S – Short position 淡倉

**SUBSTANTIAL SHAREHOLDERS (Continued)**

Notes:

- a. The 627,463,011 shares comprised:
- i. 298,569,609 shares owned by Ma Kai Cheung;
  - ii. interest in 7,050,000 shares owned by Cheung Lin Kiu, the spouse of Ma Kai Cheung;
  - iii. interest in 259,129,025 shares indirectly held by a discretionary trust of which Ma Kai Cheung and his family are the beneficiaries (same block of shares disclosed in (d) below); and
  - iv. interest in 62,714,377 shares charged in favour of Ma Kai Cheung (same block of shares disclosed in (f) below).
- b. The 309,089,754 shares comprised:
- i. 141,974,337 shares owned by Ma Kai Yum;
  - ii. interest in 3,200,000 shares owned by Kwok Kit Mei, the spouse of Ma Kai Yum;
  - iii. interest in 101,201,040 shares indirectly held by a discretionary trust of which Ma Kai Yum and his family are the beneficiaries (same block of shares disclosed in (e) below); and
  - iv. interest in 62,714,377 shares charged in favour of Ma Kai Yum (same block of shares disclosed in (f) below).
- c. East Asia International Trustees Limited ("EAIT") is the trustee of a discretionary trust of which Ma Kai Cheung and his family are the objects and through its wholly-owned subsidiary, Golden Yield Holdings Limited ("Golden Yield"), EAIT was indirectly interested in 259,129,025 shares of the Company. EAIT is also the trustee of a discretionary trust of which Ma Kai Yum and his family are the objects and through its wholly-owned subsidiary, Wealthy Platform Limited ("Wealthy Platform"), EAIT was indirectly interested in 101,201,040 shares in the Company. As at the end of the reporting period, EAIT was effectively interested in a total of 360,330,065 shares of the Company.

**主要股東 (續)**

附註：

- a. 該627,463,011股股份包括：
- i. 由馬介璋擁有的298,569,609股股份；
  - ii. 由馬介璋的妻子張蓮嬌擁有的7,050,000股股份之權益；
  - iii. 由馬介璋及其家人為受益人的全權信託間接持有的259,129,025股股份之權益（為下文(d)所披露的同一批股份）；及
  - iv. 抵押給馬介璋的62,714,377股股份之權益（為下文(f)所披露的同一批股份）。
- b. 該309,089,754股股份包括：
- i. 由馬介欽擁有的141,974,337股股份；
  - ii. 由馬介欽的妻子郭潔薇擁有的3,200,000股股份之權益；
  - iii. 由馬介欽及其家人為受益人的全權信託間接持有的101,201,040股股份之權益（為下文(e)所披露的同一批股份）；及
  - iv. 抵押給馬介欽的62,714,377股股份之權益（為下文(f)所披露的同一批股份）。
- c. East Asia International Trustees Limited (「EAIT」) 為馬介璋及其家族作為受益人而成立的一項全權信託的信託人，並透過其全資附屬公司Golden Yield Holdings Limited (「Golden Yield」) 而間接擁有本公司259,129,025股股份。此外，EAIT亦同時為馬介欽及其家族作為受益人而成立的一項全權信託的信託人，並透過其全資附屬公司Wealthy Platform Limited (「Wealthy Platform」) 而間接擁有本公司101,201,040股股份，於報告期末，EAIT實益擁有本公司合共360,330,065股股份。



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## SUBSTANTIAL SHAREHOLDERS (Continued)

Notes: (Continued)

- d. Golden Yield by owning the entire issued share capital of Regent World and 70% of the entire issued share capital of Bond Well, was indirectly interested in a total of 259,129,025 shares of the Company. The total shares held by both Regent World and Bond Well are the same block of shares as disclosed in “Other interests” of Ma Kai Cheung under the section headed “Directors’ and chief executives’ interests and short positions in shares and underlying shares” set out above.
- e. Wealthy Platform by owning the entire issued share capital of Grand Wealth and Peaceful World and indirectly owning the entire issued share capital of Real Potential through Peaceful World, was indirectly interested in 101,201,040 shares of the Company. The total shares held by Grand Wealth, Peaceful World and Real Potential are the same block of shares as disclosed in “Other interests” of Ma Kai Yum under the section headed “Directors’ and chief executives’ interests and short positions in shares and underlying shares” set out above.
- f. Rainbow Choice Holding Group Limited (“Rainbow Choice”) is wholly owned by Chen Chu Zhen. 62,714,377 shares in the issued share capital of Rainbow Choice were charged in favour of Ma Kai Cheung and 62,714,377 shares were charged in favour of Ma Kai Yum.

Save as disclosed above, the directors of the Company are not aware of any other persons who, as at 31 March 2023, had registered an interest or short position in the shares or underlying shares of the Company in the register that was required to be kept under Section 336 of the SFO.

## 主要股東 (續)

附註：(續)

- d. Golden Yield藉持有Regent World全部已發行股本及Bond Well全部已發行股本之70%而間接擁有本公司合共259,129,025股股份。Regent World及Bond Well合共持有的股份為上文「董事及主要行政人員於股份及相關股份之權益及淡倉」中所述馬介璋之「其他權益」中所披露的同一批股份。
- e. Wealthy Platform藉持有Grand Wealth及Peaceful World全部已發行股本及透過Peaceful World間接擁有Real Potential全部已發行股本而間接擁有本公司101,201,040股股份。Grand Wealth、Peaceful World及Real Potential合共持有的股份為上文「董事及主要行政人員於股份及相關股份之權益及淡倉」中所述馬介欽之「其他權益」中所披露的同一批股份。
- f. 彩榮控股集團有限公司(「彩榮」)為陳楚貞全資擁有。彩榮之62,714,377股已發行股份已被抵押給馬介璋及62,714,377股股份已被抵押給馬介欽。

除上述披露者外，就本公司董事所知，根據《證券及期貨條例》第336條須予備存之登記冊，並無任何其他人士於二零二三年三月三十一日擁有本公司股份或相關股份之權益或淡倉。

## CONTINUING DISCLOSURE OBLIGATIONS OF THE LISTING RULES

### LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OBLIGATIONS OF THE CONTROLLING SHAREHOLDERS (RULE 13.18 OF CHAPTER 13)

The agreement for the following loan to the Group imposes specific performance obligations on the controlling shareholders of the Company:

**Outstanding balance of  
banking facilities as at  
31 March 2023**  
HK\$'000  
於二零二三年三月三十一日  
未償還銀行貸款餘額  
千港元

## 上市規則之持續披露責任

貸款協議載有關於控股股東須履行特定責任的條件（第十三章第13.18條）

下列給予本集團貸款之協議規定本公司之控股股東須履行特定責任：

<b>Final maturity of banking facilities</b>	<b>Specific performance obligations</b>
銀行貸款最後到期日	特定履行責任

105,386

19 May 2027  
二零二七年五月十九日

(Note)  
(附註)

Note:

Mr. Ma Kai Cheung, the Honorary Chairman and the controlling shareholder of the Company holding a 39.93% shareholding interest in the Company, and Mr. Ma Kai Yum, the Chairman of the Company holding a 19.67% shareholding interest in the Company, undertake to maintain a total of at least 42% of the shares of the Company.

附註：

本公司之名譽主席及控股股東馬介璋先生持有本公司39.93%之股本權益，及本公司之主席馬介欽先生持有本公司19.67%之股本權益，其承諾將保持其持股量合共不少於本公司股份42%。

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no transactions, which need to be disclosed as connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

To the best of the directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed in this annual report, none of the related party transactions as disclosed in note 40 to the consolidated financial statements contained in this annual report is a connected transaction.

## 關連交易及持續關連交易

在本審閱年度內，根據上市條例之規定沒有任何交易需要披露為關連交易及持續關連交易。

在各董事作出一切合理查詢後，就彼等所深知，盡悉及確信，除已在此年報所披露外，沒有載刊於此年報綜合財務報表附註40之有關連人士交易屬於關連交易。

## Report of the Directors 董事會報告書

### SUFFICIENCY OF PUBLIC FLOAT

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

### CORPORATE GOVERNANCE

The Company is committed to maintain a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 15 to 27.

### AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors of the Company, namely Mr. Lo Ming Chi, Charles (*Chairman*), Mr. Wong See King and Mr. Cheung Wah Fung, Christopher.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the Group's financial statements for the year ended 31 March 2023.

### AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

### OUTLOOK

The Group will continue to develop and grow while maintaining its healthy financial position and solid business foundation to create long-term shareholders' value.

ON BEHALF OF THE BOARD

**Dr. Ma Kai Yum**  
*Chairman*

Hong Kong, 28 June 2023

### 足夠公眾持股量

根據本公司從公眾獲知的資料及據董事所知悉，截至本報告日期，公眾人士持有本公司已發行股份總數至少25%。

### 企業管治

本公司致力維持高水平之企業管治。本公司採納之企業管治守則資料已載於第15至27頁之「企業管治報告」內。

### 審核委員會

審核委員會由本公司三名獨立非執行董事勞明智先生（主席）、黃思競先生及張華峰先生組成。

審核委員會與管理層已審閱本集團所採用之會計政策及慣例，並商討審核、內部監控及財務申報事宜，包括審閱截至二零二三年三月三十一日止年度之集團財務報表。

### 核數師

安永會計師事務所任滿告退，即將舉行之股東週年大會上將會提呈續聘其為本公司核數師的決議案。

### 展望

本集團將繼續發展及增長，並維持良好的財政狀況及穩健的業務基礎，以提升長期股東價值。

代表董事會

主席  
馬介欽博士

香港，二零二三年六月二十八日

# Independent Auditor's Report

## 獨立核數師報告



To the shareholders of  
**Carrianna Group Holdings Company Limited**  
*(Incorporated in Bermuda with limited liability)*

致佳寧娜集團控股有限公司  
 列位股東  
 (於百慕達註冊成立之有限公司)

### OPINION

We have audited the consolidated financial statements of Carrianna Group Holdings Company Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 76 to 246, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, 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.

### 意見

本核數師(以下簡稱「我們」)已審核列載於第76至246頁之佳寧娜集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表。此綜合財務報表包括於二零二三年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收入報表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會頒佈之《香港財務報告準則》真實而公平地反映 貴集團於二零二三年三月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

## Independent Auditor's Report 獨立核數師報告

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### KEY AUDIT MATTERS

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

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

### 意見基準

我們已根據香港會計師公會頒佈之《香港審核準則》進行審核。我們在該等準則項下須承擔之責任於本報告核數師就審核綜合財務報表須承擔之責任一節內進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得之審核憑證能充足及適當地為我們之意見提供基礎。

### 關鍵審核事項

關鍵審核事項乃根據我們的專業判斷，認為對本期綜合財務報表之審核最為重要之事項。這些事項乃在我們審核整體綜合財務報表及出具意見時進行處理的，而我們不會對這些事項提供單獨的意見。就下列各項事項而言，我們就有關事項作出審核之陳述於文中提述。

我們已履行本報告核數師就審核綜合財務報表須承擔之責任一節所述之責任，包括與該等事項有關之責任。因此，我們之審核包括執行所設計的程序，以應對我們對綜合財務報表中重大錯誤陳述風險之評估。我們之審核程序（包括為處理下列事項而採取之程序）結果，為我們對隨附綜合財務報表所發表之審核意見提供基礎。

**KEY AUDIT MATTERS (Continued)****Key audit matter****關鍵審核事項**

*Assessment of net realisable values of properties under development ("PUD") and properties held for sale (collectively, the "Properties")*

評估發展中物業及持作出售物業（統稱「物業」）之可變現淨值

The Group had properties under development and properties held for sale of approximately HK\$321,756,000 and HK\$449,774,000, respectively, as at 31 March 2023.

於二零二三年三月三十一日，貴集團之發展中物業及持作出售物業分別約為321,756,000港元及449,774,000港元。

The Properties are stated at the lower of cost and net realisable value. The determination of the net realisable values of the Properties of the Group is highly dependent on management's judgements and estimates, including the expected selling prices in the ordinary course of business, the estimated selling expenses and the estimated costs to be incurred to completion.

物業按成本與可變現淨值兩者中之較低者入賬。釐定貴集團物業之可變現淨值高度依賴管理層之判斷及估計，包括於日常業務過程中之估計售價、估計銷售開支及預期完工將予產生之估計成本。

**關鍵審核事項（續）****How our audit addressed the key audit matter****我們之審核如何處理關鍵審核事項**

The audit procedures we performed on the assessment of net realisable values of the Properties included, among others, the following:

我們就評價物業之可變現淨值所進行之審核程序包括（其中包括）以下各項：

- we evaluated the objectivity, capabilities and competence of the external valuers;
- 我們已評價外聘估值師之客觀性、能力及勝任能力；
- we involved our internal valuation specialists to assist us in evaluating the valuation techniques, key assumptions and inputs adopted in the valuations; and
- 我們已邀請我們之內部估值專家協助我們評估估值採用之估值方法、主要假設及輸入數據；及

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## KEY AUDIT MATTERS (Continued)

### Key audit matter 關鍵審核事項

*Assessment of net realisable values of properties under development ("PUD") and properties held for sale (collectively, the "Properties") (Continued)*  
評估發展中物業及持作出售物業(統稱「物業」)之可變現淨值(續)

The Group engaged a firm of independent professionally qualified valuers (the "external valuers") to perform valuations of the Properties based on prevailing market conditions and information available at the time of the valuations, and by applying valuation techniques considered as appropriate, so as to assist management in assessing whether any write-down of the Properties to their net realisable values is required.

貴集團委聘一間獨立專業合資格估值師公司(「外聘估值師」)根據現行市況及於估值時可得資料並透過應用被認為屬適當之估值方法對物業進行估值，從而協助管理層評估是否須對物業之可變現淨值作出任何撇減。

We focused on this matter due to the magnitude of the balances involved and the significant accounting judgements and estimates required.

鑑於所涉及結餘之金額大小以及所需之重大會計判斷及估計，我們集中於此事項。

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

相關披露載於綜合財務報表附註3及20。

## 關鍵審核事項(續)

### How our audit addressed the key audit matter 我們之審核如何處理關鍵審核事項

- we assessed certain key assumptions and estimates including, among others, (i) the expected selling prices of the Properties by comparing the expected selling prices to, among others, the recent transaction prices for similar properties or the prices of comparable properties; (ii) the estimated selling expenses by comparing the historical average selling expenses to revenue ratio or to other relevant information; and (iii) the estimated costs to be incurred to completion for PUD by checking the estimated costs against budgets approved by management and examined, on a sample basis, relevant construction contracts and other reliable evidence available.
- 我們亦已評估若干主要假設及估計，包括(其中包括)(i)透過將估計售價與(其中包括)近期可資比較物業之市場交易進行比較而根據現行市況估計物業售價；(ii)透過將歷史平均銷售開支與收入比率進行比較而估計銷售開支；及(iii)透過將估計預期成本與經管理層批准之預算進行比對而估計完成發展中物業將予產生之估計成本，並抽樣檢查相關可得建造合約及其他可靠憑證。

**KEY AUDIT MATTERS (Continued)****Key audit matter****關鍵審核事項**

*Assessment of fair values of investment properties*  
評估投資物業之公平值

The Group had investment properties of approximately HK\$2,329,752,000 as at 31 March 2023.

於二零二三年三月三十一日，貴集團之投資物業約為2,329,752,000港元。

Investment properties of the Group are stated at fair value and are revalued at the end of each reporting period by a firm of independent professionally qualified valuers (the “external valuers”) engaged by the management of the Group. The valuation of investment properties involves significant estimations and assumptions, including, among others, the estimated rental values and capitalisation rates for the income capitalisation approach and the estimated market price for the direct comparison approach.

貴集團之投資物業按公平值列賬及於各報告期末由貴集團管理層委聘一間獨立專業合資格估值師公司（「外聘估值師」）重新估值。投資物業估值涉及重大估計及假設，包括（其中包括）收入資本化法之估計租賃價值及資本化率以及直接比較法之估計市價。

We focused on this matter due to the magnitude of the balance involved and the significant accounting judgements and estimates required.

鑑於所涉及結餘之金額大小以及所需之重大會計判斷及估計，我們集中於此事項。

Related disclosures are included in notes 3 and 14 to the consolidated financial statements.

相關披露載於綜合財務報表附註3及14。

**關鍵審核事項（續）****How our audit addressed the key audit matter****我們之審核如何處理關鍵審核事項**

The audit procedures we performed on the assessment of fair values of investment properties included, among others, the following:

我們就評估投資物業之公平值所進行之審核程序包括（其中包括）以下各項：

- we evaluated the objectivity, capabilities and competence of the external valuers; and
- 我們已評價外聘估值師之客觀性、能力及勝任能力；及
- with the assistance of our internal valuation specialists, we evaluated the valuation techniques used and assessed the underlying key inputs and assumptions through, among others, enquiry with management and the external valuers and with reference to relevant historical, underlying and market information.
- 我們已邀請我們之內部估值專家協助我們透過向管理層及外聘估值師作出查詢及參考有關歷史、基本及市場資料而評估所採用之估值方法及評估相關主要輸入數據及假設。



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### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

### 年報所載的其他資料

貴公司董事須就其他資料負責。其他資料包括年報所載的資料，惟不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不就其他資料發表任何形式的鑒證結論。

在我們審核綜合財務報表方面，我們的責任為閱覽其他資料，而在此過程中，我們會考慮其他資料是否與綜合財務報表或我們在審核過程中了解的情況嚴重不符，或是否似乎存在重大錯誤陳述。基於我們已進行的工作，如我們認為其他資料存在重大錯誤陳述，則我們須報告有關事實。就此而言，我們並無任何報告。

### 董事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佈的《香港財務報告準則》及香港《公司條例》之披露要求，編製真實而公平地反映情況之綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要之內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，貴公司董事須負責評估貴集團是否有能力繼續持續經營、披露（如適用）與持續經營相關事宜，並使用持續經營會計法，除非貴公司董事擬將貴集團清盤或終止營運，或除此之外並無實際替代方案，則另作別論。

貴公司董事在審核委員會協助下履行彼等監督貴集團財務申報過程的責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

## 核數師就審核綜合財務報表須承擔之責任

我們之目標乃就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並發出載有我們意見的核數師報告。我們之報告按照百慕達一九八一年公司法第90條，僅向整體股東發出。除此之外，本報告別無其他目的。我們不就本報告之內容向任何其他人士負責或承擔責任。

合理保證屬高水平之核證，惟根據《香港審核準則》進行之審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤引起，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出經濟決定時，則被視為重大錯誤陳述。

於根據《香港審核準則》進行審核過程中，我們運用專業判斷及保持專業懷疑態度。我們亦：

- 識別及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之風險，設計及執行審核程序以應對此等風險，以及取得充足及適當審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致重大錯誤陳述之風險較因錯誤而導致重大錯誤陳述之風險為高。
- 了解與審核相關之內部監控，以設計於有關情況下適當之審核程序，但目的並非對貴集團內部監控有效性發表意見。

Independent Auditor's Report  
獨立核數師報告

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

## 核數師就審核綜合財務報表須承擔之責任(續)

- 評價董事所採用之會計政策恰當性及所作出之會計估計及相關披露之合理性。
- 就董事採用持續經營基準會計法之恰當性作出結論。根據所得審核憑證，確定是否存在與事件或情況有關之重大不確定性，從而可能對貴集團持續經營能力產生重大疑慮。倘我們之結論為存在重大不確定性，則有必要於核數師報告中提請注意綜合財務報表內之相關披露，或如有關披露不足，則須發出非無保留意見。我們之結論乃基於截至核數師報告日期為止所獲得之審核憑證。然而，未來事件或情況可能導致貴集團無法持續經營。
- 評價綜合財務報表之整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否已公平地反映相關交易及事項。
- 就貴集團內實體或業務活動之財務資料獲取充分及適當之審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團之審核。我們對我們之審核意見承擔全部責任。

我們與審核委員會溝通(其中包括)審核之計劃範圍及時間安排以及重大審核發現，包括我們在審核過程中識別之內部監控之任何重大缺失。

Independent Auditor's Report  
獨立核數師報告**AUDITOR'S RESPONSIBILITIES FOR  
THE AUDIT OF THE CONSOLIDATED  
FINANCIAL STATEMENTS (Continued)**

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, actions taken to eliminate threats or safeguards applied.

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 Wong Yat Kin.

**Ernst & Young**  
*Certified Public Accountants*

27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

28 June 2023

**核數師就審核綜合財務報表須承  
擔之責任(續)**

我們亦向審核委員會作出聲明，確認我們已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性之所有關係及其他事項，以及已採取消除威脅的行動或防範措施（如適用）。

從與審核委員會溝通事項中，我們釐定對本期間綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律或法規不允許對某件事項作出公開披露，或於極端罕見之情況下，倘合理預期於我們報告中披露某事項而造成之負面後果將會超過其產生之公眾利益，則我們決定不應於報告中傳達該事項。

出具本獨立核數師報告的審核項目合夥人為王一建。

**安永會計師事務所**  
執業會計師

香港鰂魚涌  
英皇道979號  
太古坊一座27樓

二零二三年六月二十八日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>REVENUE</b>	收入	5	<b>683,482</b>	781,170
Cost of sales	銷售成本		<b>(384,589)</b>	(407,152)
Gross profit	毛利		<b>298,893</b>	374,018
Other income and gains, net	其他收入及收益，淨額	5	<b>67,658</b>	54,559
Selling and distribution expenses	銷售及分銷開支		<b>(136,163)</b>	(140,231)
General and administrative expenses	一般及行政開支		<b>(150,826)</b>	(135,146)
Other expenses, net	其他開支，淨額		<b>(132,658)</b>	(87,420)
Finance costs	財務成本	7	<b>(84,283)</b>	(53,199)
Share of profit/(losses) of associates	應佔聯營公司 溢利／（虧損）		<b>(48,066)</b>	35,991
<b>PROFIT/(LOSS) BEFORE TAX</b>	除稅前溢利／（虧損）	6	<b>(185,445)</b>	48,572
Income tax credit/(expense)	所得稅抵免／（開支）	10	<b>15,712</b>	(23,461)
<b>PROFIT/(LOSS) FOR THE YEAR</b>	本年度溢利／（虧損）		<b>(169,733)</b>	25,111
Attributable to:	應佔：			
Owners of the parent	母公司擁有人		<b>(175,680)</b>	3,822
Non-controlling interests	非控股權益		<b>5,947</b>	21,289
			<b>(169,733)</b>	25,111
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	母公司普通股權持有人 應佔每股盈利／（虧損）	12		
– Basic	– 基本		<b>HK cents (11.18)港仙</b>	HK cents 0.25港仙
– Diluted	– 攤薄		<b>HK cents (11.18)港仙</b>	HK cents 0.25港仙

# Consolidated Statement of Comprehensive Income

## 綜合全面收入報表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>PROFIT/(LOSS) FOR THE YEAR</b>	本年度溢利／（虧損）	<b>(169,733)</b>	25,111
<b>OTHER COMPREHENSIVE INCOME/ (LOSS)</b>	其他全面收入／（虧損）		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	將於其後期間可重新分類至損益之其他全面收入／（虧損）：		
Exchange differences:	匯兌差異：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差異	<b>(195,887)</b>	86,075
Share of other comprehensive income/(loss) of associates	分佔聯營公司之其他全面收入／（虧損）	<b>(79,528)</b>	133,908
		<b>(275,415)</b>	219,983
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:	將於其後期間不可重新分類至損益之其他全面虧損：		
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公平值列賬及於其他全面收入中處理之權益投資的公平值變動	<b>(24,118)</b>	(27,105)
<b>OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR</b>	本年度其他全面收入／（虧損）	<b>(299,533)</b>	192,878
<b>TOTAL COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR</b>	本年度全面收入／（虧損）總額	<b>(469,266)</b>	217,989
Attributable to:	應佔：		
Owners of the parent	母公司擁有人	<b>(474,133)</b>	196,366
Non-controlling interests	非控股權益	<b>4,867</b>	21,623
		<b>(469,266)</b>	217,989

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2023 二零二三年三月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	<b>858,120</b>	899,700
Investment properties	投資物業	14	<b>2,329,752</b>	2,522,690
Right-of-use assets	使用權資產	15(a)	<b>137,587</b>	120,777
Goodwill	商譽	16	<b>52,581</b>	64,470
Interests in associates	於聯營公司之權益	17	<b>976,948</b>	1,083,728
Equity investment designated at fair value through other comprehensive income	指定為按公平值列賬及 於其他全面收入中處理之 權益投資	18	<b>95,868</b>	119,492
Properties under development	發展中物業	20	<b>321,756</b>	337,320
Deferred tax assets	遞延稅項資產	30	<b>20,964</b>	18,999
Other receivables, deposits and prepayments	其他應收賬款、按金及預付 款項	23	<b>34,066</b>	46,405
Total non-current assets	非流動資產總值		<b>4,827,642</b>	5,213,581
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Properties held for sale	持作出售物業	20	<b>449,774</b>	487,200
Inventories	存貨	21	<b>30,082</b>	39,107
Tax recoverable	可收回稅項		<b>4,120</b>	78
Trade receivables	應收貿易賬款	22	<b>30,913</b>	29,442
Other receivables, deposits and prepayments	其他應收賬款、按金及預付 款項	23	<b>381,529</b>	472,201
Due from directors	應收董事款項	24	<b>2,765</b>	5,109
Due from non-controlling shareholders	應收非控股股東款項	41	<b>-</b>	15,253
Due from an associate	應收一間聯營公司款項	17	<b>283,038</b>	300,974
Financial assets at fair value through profit or loss	按公平值列賬及於損益中 處理之金融資產	19	<b>124,238</b>	159,941
Equity investment designated at fair value through other comprehensive income	指定為按公平值列賬及 於其他全面收入中處理之 權益投資	18	<b>33,663</b>	35,553
Restricted cash	受限制現金	25	<b>32</b>	92
Pledged time deposits	已抵押定期存款	25	<b>33,568</b>	43,473
Cash and bank balances	現金及銀行結餘	25	<b>287,707</b>	279,616
Total current assets	流動資產總值		<b>1,661,429</b>	1,868,039

## Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2023 二零二三年三月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	26	(56,819)	(44,597)
Other payables, accruals and deposits received	其他應付賬款、應計費用及已收按金	27	(227,484)	(367,618)
Provisions	撥備	28	-	(670)
Convertible bonds	可換股債券	29	(57,988)	-
Due to directors	應付董事款項	41	(3,067)	(4,349)
Due to non-controlling shareholders	應付非控股股東款項	41	(37,956)	(39,756)
Interest-bearing bank borrowings	付息之銀行借貸	29	(1,189,482)	(943,028)
Lease liabilities	租賃負債	15(b)	(36,366)	(40,754)
Deferred income	遞延收入	31	(31,213)	(34,491)
Tax payable	應付稅項		(306,710)	(325,397)
Total current liabilities	流動負債總額		(1,947,085)	(1,800,660)
<b>NET CURRENT ASSETS/ (LIABILITIES)</b>	<b>流動資產淨值 / (負債)</b>		<b>(285,656)</b>	67,379
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>4,541,986</b>	5,280,960
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Accruals and deposits received	應計費用及已收按金	27	(6,779)	(7,073)
Convertible bonds	可換股債券	29	-	(58,171)
Interest-bearing bank borrowings	付息之銀行借貸	29	(509,565)	(686,158)
Lease liabilities	租賃負債	15(b)	(81,782)	(56,767)
Deferred income	遞延收入	31	(82,678)	(92,247)
Deferred tax liabilities	遞延稅項負債	30	(271,293)	(297,255)
Provisions	撥備	28	(4,687)	(4,884)
Total non-current liabilities	非流動負債總額		(956,784)	(1,202,555)
Net assets	資產淨值		<b>3,585,202</b>	4,078,405



## Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2023 二零二三年三月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>EQUITY</b>	<b>股本</b>			
<i>Equity attributable to owners of the parent</i>	<i>母公司擁有人應佔權益</i>			
Issued capital	已發行股本	32	<b>157,136</b>	157,136
Reserves	儲備	34	<b>3,434,828</b>	3,929,537
			<b>3,591,964</b>	4,086,673
Non-controlling interests	非控股權益		<b>(6,762)</b>	(8,268)
Total equity	權益總值		<b>3,585,202</b>	4,078,405

**Ma Kai Yum**

馬介欽

Director

董事

**Chan Francis Ping Kuen**

陳炳權

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔														
		Issued capital	Share premium account	Equity component of convertible bonds	Leasehold land and building revaluation reserve	Share option reserve	Goodwill reserve	Exchange fluctuation reserve	Capital redemption reserve	Reserve funds	Fair value reserve	Capital and other reserves	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	可換股債券權益部份	及樓宇租賃土地重估儲備	購股權儲備	商譽儲備	匯兌波動儲備	資本贖回儲備	儲備金	公平值儲備	資本及其他儲備	保留溢利	總計	非控股權益	權益總值
Notes	附註	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2021	於二零二一年四月一日	138,280	1,440,624	-	83,278	5,398	(86,230)	(11,105)	316	581	(74,625)	(62,914)	2,403,343	3,836,946	(5,738)	3,831,208
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	-	3,822	3,822	21,289	25,111
Other comprehensive income/(loss) for the year:	本年度其他全面收入/(虧損):															
Changes in fair value of equity investments at fair value through other comprehensive income	按公平值列賬及於其他全面收入中處理之權益投資公平值變動	-	-	-	-	-	-	-	-	-	(27,105)	-	-	(27,105)	-	(27,105)
Exchange differences on translation of foreign operations	換算海外業務之匯兌差異	-	-	-	-	-	-	85,741	-	-	-	-	-	85,741	334	86,075
Share of other comprehensive income of an associate	分佔一間聯營公司之其他全面收入	-	-	-	-	-	-	133,908	-	-	-	-	-	133,908	-	133,908
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	-	-	-	-	-	-	219,649	-	-	(27,105)	-	3,822	196,366	21,623	217,989
Dividends paid to non-controlling shareholders	已付非控股股東之股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(24,153)	(24,153)
Equity-settled share option arrangements	以權益結算之購股權安排	33	-	-	-	149	-	-	-	-	-	-	-	149	-	149
Issue of shares upon subscription of shares	認購股份時發行的股份	32	18,856	66,335	-	-	-	-	-	-	-	-	-	84,191	-	84,191
Transfer of share option reserve upon forfeiture of share options	於購股權失效時轉撥購股權儲備	-	-	-	-	(36)	-	-	-	-	-	-	36	-	-	-
Issue of convertible bonds	發行可換股債券	29	-	16,162	-	-	-	-	-	-	-	-	-	16,162	-	16,162
Final 2021 dividend	二零二一年末期股息	-	-	-	-	-	-	-	-	-	-	-	(47,141)	(47,141)	-	(47,141)
At 31 March 2022	於二零二二年三月三十一日	157,136	1,505,969*	16,162*	83,278*	5,511*	(86,230)*	208,544*	316*	581*	(101,730)*	(62,914)*	2,360,060*	4,086,673	(8,268)	4,078,405

## Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

	Notes 附註	Attributable to owners of the parent 母公司擁有人應佔														Total equity 千港元
		Issued capital 千港元	Share premium account 千港元	Equity component of convertible bonds 千港元	Leasehold land and building revaluation reserve 千港元	Share option reserve 千港元	Goodwill reserve 千港元	Exchange fluctuation reserve 千港元	Capital redemption reserve 千港元	Reserve funds 千港元	Fair value reserve 千港元	Capital and other reserves 千港元	Retained profits 千港元	Total 千港元	Non- controlling interests 千港元	
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 四月一日	157,136	1,505,969	16,162	83,278	5,511	(86,230)	208,544	316	581	(101,730)	(82,914)	2,380,080	4,086,673	(8,268)	4,078,405
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	-	-	-	-	(175,680)	(175,680)	5,947	(169,733)	
Other comprehensive loss for the year:	本年度其他全面 虧損:															
Changes in fair value of equity investments at fair value through other comprehensive income	按公平值列賬及 於其他全面 收入中處理之 權益投資公平值 變動	-	-	-	-	-	-	-	-	-	(24,118)	-	-	(24,118)	-	
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差異	-	-	-	-	-	(194,807)	-	-	-	-	-	(194,807)	(1,080)	(195,887)	
Share of other comprehensive loss of an associate	分佔一間聯營公司之 其他全面虧損	-	-	-	-	-	(79,528)	-	-	-	-	-	(79,528)	-	(79,528)	
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	-	(274,335)	-	-	(24,118)	-	(175,680)	(474,133)	4,867	(469,266)	
Dividends paid to non-controlling shareholders	已付非控股股東之 股息	-	-	-	-	-	-	-	-	-	-	-	-	(10,735)	(10,735)	
Equity-settled share option arrangements	以權益結算之購股權 安排	33	-	-	-	20	-	-	-	-	-	-	-	20	20	
Transfer of share option reserve upon forfeiture of share options	於購股權失效時 轉撥購股權儲備	-	-	-	-	(18)	-	-	-	-	-	-	18	-	-	
Acquisition of non-controlling interest in a subsidiary	收購一間附屬公司之 非控股權益	-	-	-	-	-	-	-	-	-	-	(4,882)	(4,882)	7,374	2,492	
Final 2022 dividend	二零二二年末期股息	11	-	-	-	-	-	-	-	-	-	-	(15,714)	(15,714)	(15,714)	
At 31 March 2023	於二零二三年 三月三十一日	157,136	1,505,969*	16,162*	83,278*	5,513*	(86,230)*	(66,731)*	316*	581*	(125,848)*	(82,914)*	2,163,802*	3,591,964	(6,762)	3,585,202

\* These reserve accounts comprise the consolidated reserves of approximately HK\$3,434,828,000 (2022: HK\$3,929,537,000) in the consolidated statement of financial position.

\* 此等儲備賬約3,434,828,000港元(二零二二年: 3,929,537,000港元)已包括在綜合財務狀況表之綜合儲備之內。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>經營業務所得之現金流量</b>			
Profit/(loss) before tax		<b>(185,445)</b>	48,572
Adjustments for:			
Finance costs	7	<b>84,283</b>	53,199
Share of losses/(profit) of associates		<b>48,066</b>	(35,991)
Bank interest income	5	<b>(3,528)</b>	(3,918)
Investment interest income	5	<b>(2,081)</b>	(11,303)
Other interest income	5	<b>(33,397)</b>	(21,344)
Dividend income from equity investment designated at fair value through other comprehensive income	5	-	(4,169)
Dividend income from financial assets at fair value through profit or loss	5	<b>(3,323)</b>	(3,702)
Loss on disposal/write-off of items of property, plant and equipment, net	6	<b>3,194</b>	825
Impairment of goodwill	6	<b>11,889</b>	3,233
Fair value loss, net:			
Financial assets at fair value through profit or loss	6	<b>7,674</b>	46,414
Depreciation of property, plant and equipment	6	<b>93,187</b>	73,353
Changes in fair value of investment properties, net	6	<b>90,003</b>	29,865
Reversal of impairment/(impairment) of trade receivables, net	6	<b>2,498</b>	(1,225)
Impairment of other receivables, net	6	<b>18,373</b>	2,151
Depreciation of right-of-use assets	6	<b>40,014</b>	51,373
Release of deferred income	6	<b>(783)</b>	(205)
Equity-settled share option expense	33	<b>20</b>	149
Gain on lease modification	5	<b>(733)</b>	-
Gain on lease termination	5	<b>(2,115)</b>	(109)

## Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Increase in properties under development	發展中物業之增加	(7,266)	(11,602)
Decrease in properties held for sale	持作出售物業之減少	989	2,022
Decrease/(increase) in inventories	存貨減少/(增加)	6,443	(7,322)
Decrease/(increase) in trade receivables	應收貿易賬款減少/(增加)	(2,411)	5,225
Decrease/(increase) in other receivables, deposits and prepayments	其他應收賬款、按金及預付款項減少/(增加)	37,464	(172,463)
Decrease/(increase) in amounts due from directors	應收董事款項減少/(增加)	2,210	(50)
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)	9,168	(748)
Decrease in other payables, accruals and deposits received	其他應付賬款、應計費用及已收按金減少	(157,619)	(89,540)
Increase/(decrease) in amounts due to directors	應付董事款項增加/(減少)	(1,780)	4,356
Increase/(decrease) in provisions	撥備增加/(減少)	(724)	2,187
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金寬減	(1,000)	(2,343)
Cash generated from/(used in) operations	經營業務所得/(所用)之現金	53,270	(43,110)
Hong Kong profits tax paid	已付香港利得稅款	(162)	-
Net cash flows from/(used in) operating activities	經營業務所得/(所用)之現金流量淨額	53,108	(43,110)

Consolidated Statement of Cash Flows  
綜合現金流量表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Bank interest received	已收銀行利息	<b>3,528</b>	3,918
Other interest received	其他已收利息	<b>35,478</b>	32,636
Dividend received from equity investment designated at fair value through other comprehensive income	已收指定為按公平值列賬及於其他全面收入中處理之權益投資之股息	-	4,169
Dividend received from financial assets at fair value through profit or loss	已收按公平值列賬及於損益中處理之金融資產股息	<b>3,323</b>	3,702
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目	<b>(101,050)</b>	(181,514)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	<b>3,643</b>	3,794
Purchases of financial assets at fair value through profit or loss	購入按公平值列賬及於損益中處理之金融資產	<b>(59,604)</b>	(152,895)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值列賬及於損益中處理之金融資產所得款項	<b>87,633</b>	170,531
Proceeds from disposal of an investment property	出售投資物業所得款項	<b>48,200</b>	-
Decrease/(increase) in pledged time deposits and pledged bank balances	已抵押定期存款及已抵押銀行結餘之減少／(增加)	<b>9,905</b>	(33,473)
Decrease in restricted cash	受限制現金之減少	<b>53</b>	18
Redemption of structured deposits	贖回結構性存款	-	149,649
Investment in an associate	投資一間聯營公司	<b>(2,300)</b>	(3,000)
Increase in an amount due from an associate	應收一間聯營公司款項之增加	<b>(877)</b>	-
Purchase of an equity investment designated at fair value through other comprehensive income	購入指定為按公平值列賬及於其他全面收入中處理之權益投資	-	(23,651)
Advances to an associate	預付一間聯營公司	<b>299</b>	(78,796)
Net cash flows from/(used in) investing activities	投資活動所得／(所用)之現金流量淨額	<b>28,231</b>	(104,912)

## Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得之現金流量</b>		
Proceeds from issue of shares	發行股份之所得款項	-	84,191
Proceeds from issue of convertible bonds	發行可換股債券所得款項	-	75,425
New bank loans	新增銀行貸款	<b>1,049,844</b>	1,204,361
Repayment of bank loans	償還銀行貸款	<b>(976,704)</b>	(1,215,748)
Changes in balances with non-controlling shareholders, net	非控股股東餘額變動，淨額	<b>12,903</b>	(2,160)
Principal portion of lease payments	租賃付款的資本部分	<b>(33,727)</b>	(48,780)
Dividends paid	已付股息	<b>(15,714)</b>	(47,141)
Dividends paid to non-controlling shareholders	已付非控股股東股息	<b>(10,735)</b>	(24,153)
Interest paid	已付利息	<b>(85,538)</b>	(54,271)
Net cash flows used in financing activities	融資活動所用之現金流量淨額	<b>(59,671)</b>	(28,276)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加／(減少)，淨額</b>	<b>21,668</b>	(176,298)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	<b>279,616</b>	448,396
Effect of foreign exchange rate changes, net	外幣匯率變動的影響，淨額	<b>(13,577)</b>	7,518
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值項目</b>	<b>287,707</b>	279,616
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目結餘之分析</b>		
Cash and unpledged bank balances	現金及未抵押銀行結餘	<b>280,746</b>	268,671
Time deposits with original maturity of less than three months when acquired	收購時原到期日少於三個月之定期存款	<b>6,961</b>	10,945
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表內呈列之現金及現金等值項目	<b>287,707</b>	279,616

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 1. CORPORATE AND GROUP INFORMATION

Carrianna Group Holdings Company Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in investment holding, property investment and development, and the operations of hotel, restaurant and food businesses.

#### INFORMATION ABOUT SUBSIDIARIES

Particulars of the Company’s principal subsidiaries are as follows:

Name of company 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Class of equity interest held 所持股權類別	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權 百分比		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
Amica Properties Limited 亞美加置業有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$2 2港元	100	100	Property investment 物業投資
Carrianna (BVI) Ltd.*	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Carrianna (Chiu Chow) Restaurant Limited 佳寧娜(潮州)酒樓有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$8,000,000 8,000,000港元	91	83	Restaurant operations 酒樓經營
Carrianna Chinese Food (Hong Kong) Limited 佳寧娜中式食品(香港) 有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$900,000 900,000港元	100	100	Investment holding 投資控股
Carrianna Holdings Limited 佳寧娜集團有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$25,000,000 25,000,000港元	100	100	Property investment and development 物業投資及發展
Carrianna (Shenzhen) Investment Co., Ltd. <sup>(1)</sup> 佳寧娜(深圳)投資 有限公司 <sup>(1)</sup>	People’s Republic of China (“PRC”)/ Mainland China 中華人民共和國 (「中國」)/ 中國大陸	Registered capital 註冊資本	HK\$80,000,000 80,000,000港元	100	100	Investment holding and property investment and development 投資控股及物業投資 及發展

### 1. 公司及集團資料

佳寧娜集團控股有限公司(「本公司」)是一間於百慕達註冊成立之有限公司。本公司註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。

年內，本公司及其附屬公司(統稱「本集團」)的主要業務為投資控股、物業投資及發展以及經營酒店、餐飲及食品業務。

#### 附屬公司相關資料

本公司主要附屬公司之詳情如下：



## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 1. CORPORATE AND GROUP INFORMATION (Continued)

## INFORMATION ABOUT SUBSIDIARIES (Continued)

## 1. 公司及集團資料(續)

## 附屬公司相關資料(續)

Name of company 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Class of equity interest held 所持股權類別	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權 百分比		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
China East International Materials City Limited 華東國際物料城有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$1,000,000 1,000,000港元	100	100	Investment holding 投資控股
Delicious Group Dining Services Limited 味皇集團餐飲服務有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$13,733,601 13,733,601港元	100	63	Restaurant operations 餐廳經營
Earn Fame Group Limited 添譽集團有限公司	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Elite Brave Development Limited* 精勇發展有限公司*	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Goldfield Properties Limited 嘉豐置業有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$2 2港元	100	100	Property investment 物業投資
Huge Moral International Limited* 浩德國際有限公司*	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Max Honour Investments Limited 安浩投資有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$1 1港元	100	100	Property investment 物業投資
Profit Smart Group Limited 利駿食品集團有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$5,598,059 5,598,059港元	76	60	Bakery operations 麵包店經營
Tak Sing Alliance Limited	Hong Kong 香港	Ordinary shares 普通股	HK\$200 200港元	100	100	Property investment 物業投資
		Non-voting deferred shares 無投票權 遞延股份	HK\$1,000,000 1,000,000港元	-	-	
Tak Sing (Panyu) Fashion Company Limited <sup>(1)</sup> 廣州市達昇服裝有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	HK\$51,000,000 51,000,000港元	100	100	Property investment 物業投資
Wealth Mark Group Limited 裕銘集團有限公司	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$10 10美元	90	90	Investment holding 投資控股
佳寧娜(佛山)企業 有限公司* <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB14,700,000 人民幣14,700,000元	100	100	Hotel and restaurant operations 酒店及酒樓經營

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 1. CORPORATE AND GROUP INFORMATION (Continued)

## 1. 公司及集團資料 (續)

## INFORMATION ABOUT SUBSIDIARIES (Continued)

## 附屬公司相關資料 (續)

Name of company 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Class of equity interest held 所持股權類別	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權 百分比		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
海南佳寧娜食品有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB31,000,000 人民幣31,000,000元	65	65	Food business 食品業務
益陽佳寧娜國際酒店管理 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB100,000,000 人民幣 100,000,000元	90	90	Hotel operations 酒店經營
深圳佳寧娜貴賓樓飯店 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB5,000,000 人民幣5,000,000元	100	100	Restaurant operations 酒樓經營
華東國際時尚物料城開發 (連雲港)有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	US\$46,000,000 46,000,000美元	100	100	Property investment and development 物業投資及發展
Carrianna Food (Shenzhen) Ltd. <sup>(1)</sup> 佳寧娜食品(深圳) 有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	HK\$1,000,000 1,000,000港元	100	100	Food business 食品業務
深圳市佳寧娜餐飲 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB6,000,000 人民幣6,000,000元	100	100	Restaurant operations 酒樓經營
佳寧娜(廣州)商業地產經營 管理有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB40,000,000 人民幣40,000,000元	100	100	Property investment 物業投資
海南佳寧娜餐飲服務 有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB50,000,000 人民幣50,000,000元	65	65	Restaurant operations 酒樓經營
昆明佳寧娜食品有限公司 <sup>(1)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	US\$2,000,000 2,000,000美元	75	75	Food business 食品業務
Sleek Treasure Ventures Limited ("Sleek Treasure") 順寶創投有限公司 (「順寶」)	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$77,200 77,200美元	60	60	Investment holding 投資控股
深圳市順意餐飲管理 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB6,000,000 人民幣6,000,000元	100	100	Restaurant operations 酒樓經營
深圳市順意博今餐飲管理 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB1,000,000 人民幣1,000,000元	100	100	Restaurant operations 酒樓經營
深圳市百善鮮餐飲管理服務 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB1,000,000 人民幣1,000,000元	100	100	Restaurant operations 酒樓經營
昆明佳寧娜餐飲管理 有限公司 <sup>(2)</sup>	PRC/Mainland China 中國/中國大陸	Registered capital 註冊資本	RMB1,000,000 人民幣1,000,000元	100	-	Restaurant operations 酒樓經營

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### INFORMATION ABOUT SUBSIDIARIES (Continued)

Name of company 公司名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Class of equity interest held 所持股權類別	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔股權 百分比		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
Carrianna Land Development Limited (formerly known as Tak Sing Asia Inc.)* 佳寧娜地產發展有限公司*	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Max Honour Investments Limited* 滿榮投資有限公司*	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment 投資
Quantum Data Science Limited 智慧量子(數據)有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$1,000 1,000港元	95	87	Data center operations 數據中心營運
Jade Choice Limited 忠彩有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$1,000 1,000港元	95	87	Property investment 物業投資

\* Direct subsidiaries of the Company

(1) Wholly-foreign-owned enterprises

(2) Sino-foreign joint venture companies

(3) Domestic enterprises

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group, as well as certain investment holding and other subsidiaries, which in the opinion of the directors, are of specific importance to or of specific purpose for the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 1. 公司及集團資料(續)

### 附屬公司相關資料(續)

\* 本公司直接附屬公司

(1) 外商獨資企業

(2) 中外合資企業

(3) 內資企業

董事認為，以上所列本公司之附屬公司為主要影響年度業績或組成本集團資產淨值之主要部分，以及董事認為，若干投資控股及其他附屬公司對本集團特別重要或具有特殊目的。董事認為若詳列其他附屬公司之資料，將令資料過於冗長。

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain leasehold land and buildings, investment properties and certain financial assets which have been measured at fair value. The financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

## 2.1 編製基準

該等財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定編製。財務報表採用歷史成本法編製，惟以公平值計量之若干租賃土地及樓宇、投資物業及若干金融資產除外。該等財務報表乃以港元呈列，除另有說明，所有價值已調整至最接近之千元。

### 綜合基準

綜合財務報表包括本公司及其附屬公司截至二零二三年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團承受或享有參與投資對象業務所得的可變回報，且能透過對投資對象的權力（即賦予本集團現有有能力主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

於一般情況下均存在多數投票權形成控制權之推定。倘本公司直接或間接擁有少於投資對象大多數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時，會考慮所有相關事實及情況，包括：

- (a) 與投資對象其他投票權擁有人的合約安排；
- (b) 自其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**2.1 BASIS OF PREPARATION (Continued)****BASIS OF CONSOLIDATION (Continued)**

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

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

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

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

**2.1 編製基準 (續)****綜合基準 (續)**

附屬公司的財務報表的報告期與本公司相同，並採用一致之會計政策編製。附屬公司之業績由本集團取得控制權之日起綜合計算，並繼續綜合入賬直至失去有關控制權之日為止。

損益及其他全面收入各組成部分乃歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘亦然。所有集團內公司間之資產及負債、權益、收入、開支及本集團成員公司間交易相關之現金流均於綜合賬目時全數抵銷。

倘有事實及情況顯示上文所述三個控制權因素其中一項或多項有變，則本集團將重新評估是否仍控制投資對象。附屬公司之擁有權權益變動（並無喪失控制權）於入賬時列作權益交易。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產（包括商譽）及負債、(ii)任何非控制權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧絀。先前於其他全面收入內確認之本集團應佔部分會視乎情況按倘本集團直接出售相關資產或負債所要求的相同基準重新分類至損益或保留溢利。

## 2.1 BASIS OF PREPARATION (Continued)

### OPERATING CYCLE

The operating cycle of the Group for the property investment and development business is the period between the acquisition of assets and their realisation. Due to the nature of such business, its normal operating cycle may be longer than 12 months. The Group's current assets include assets (such as properties under development and properties held for sale) which are sold, consumed or realised as part of the normal operating cycle for the property investment and development business even when they are not expected to be realised within 12 months after the end of the reporting period.

### GOING CONCERN BASIS

During the year ended 31 March 2023, the Group recorded a net loss of approximately HK\$169,733,000 (2022: profit of approximately HK\$25,111,000) and as at 31 March 2023, the Group's current liabilities exceeded its current assets by approximately HK\$285,656,000 (2022: net current assets of approximately HK\$67,379,000). As at 31 March 2023, included in its current liabilities were interest-bearing borrowings drawn down from banking facilities totalling approximately HK\$1,189,482,000, among which approximately HK\$713,880,000 were drawn down under revolving loan facilities, of which the Group could roll over the facilities in the next twelve months generally.

## 2.1 編製基準 (續)

### 營業週期

本集團的物業投資及發展業務營業週期為收購資產至資產變現為止之期間。由於此業務性質，其營業週期可能大於12個月。本集團物業投資及發展業務的流動資產包括在一個正常營業週期內出售、消耗或者變現的資產（例如發展中物業及持作出售物業），即使預期該等資產不會在報告期期末後的12個月內變現。

### 持續經營基準

截至二零二三年三月三十一日止年度，本集團產生淨虧損約169,733,000港元（二零二二年：溢利約25,111,000港元），且於二零二三年三月三十一日，本集團之流動負債超出其流動資產約285,656,000港元（二零二二年：流動資產淨值約67,379,000港元）。於二零二三年三月三十一日，其流動負債包括附息之銀行融資約1,189,482,000港元，其中約713,880,000港元提取於循環貸款，該等循環貸款本集團一般可在未來十二個月內展期。

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**2.1 BASIS OF PREPARATION (Continued)****GOING CONCERN BASIS (Continued)**

In preparing the consolidated financial statements, the Directors have given careful consideration of the liquidity requirement for the Group's operations, the performance of the Group and available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The Directors have reviewed the Group's cash flow projections prepared by management which covers a period of twelve months from 31 March 2023. The Directors have taken into account the following plans and measures in assessing the sufficiency of working capital requirements in the foreseeable future:

- (a) Subsequent to the end of the reporting period and up to the date of this report, the Group has refinanced the existing banking facilities of approximately HK\$140 million;
- (b) Ignoring the effect of any repayment on-demand clauses, interest-bearing borrowings of HK\$140 million which were classified as current liabilities as at 31 March 2023 would have become non-current liabilities and will be settled in accordance with the maturity dates as set out in the banking facility letters;
- (c) The Group will have the financial resources reasonably available from the internally generated funds from operations, proceeds from disposal of assets and cash and bank balances of the Group.

Based on the above, the Directors consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from 31 March 2023. Accordingly, the Directors consider it is appropriate to prepare the consolidated financial statements on a going concern basis.

**2.1 編製基準 (續)****持續經營基準 (續)**

在編製綜合財務報表過程中，董事在評估本集團是否有充足財務資源持續經營時，已仔細考慮本集團業務之流動資金需求、本集團表現以及可用融資來源。董事已審閱由管理層編製之本集團現金流量預測，其涵蓋自二零二三年三月三十一日起計十二個月之期間。董事在評估可見將來營運資金需求是否充分時已考慮以下計劃及措施：

- (a) 於報告期末後及截至本報告日期，本集團已就現有銀行融資約140,000,000港元獲得再融資；
- (b) 若不考慮任何即期還款條款的因素，於二零二三年三月三十一日分類為流動負債的140,000,000港元付息借款將成為非流動負債，並將根據銀行融資函中所述的到期日償還；
- (c) 本集團將通過內部營運所得資金、出售資產所得款項以及本集團現金及銀行結餘獲得合理的財務資源。

基於以上所述，董事認為本集團將有足夠營運資金滿足其由二零二三年三月三十一日起計未來十二個月到期之財務責任。因此，本公司董事認為按持續經營基準編製綜合財務報表屬合適。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

**2.2 會計政策及披露之變動**

本集團已採納在本年度財務報表首次應用以下適用於本集團的經修訂香港財務報告準則。

《香港財務報告準則》第3號的修訂	《香港財務報告準則》引用概念框架
《香港會計準則》第16號的修訂	物業、廠房及設備：作擬定用途的所得款項
《香港會計準則》第37號的修訂	虧損合同—履行合同的成本
《香港財務報告準則》二零一八年至二零二零年的年度改進	《香港財務報告準則》第1號、《香港財務報告準則》第9號、《香港財務報告準則》第16號相應闡釋範例及《香港會計準則》第41號的修訂



## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)**

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements with a reference to the Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 April 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

**2.2 會計政策及披露之變動 (續)**

經修訂適用於本集團的香港財務報告準則的性質及影響載於下文：

- (a) 《香港財務報告準則》第3號的修訂以二零一八年六月頒佈的引用財務報告概念框架(「概念框架」)取代引用先前財務報表編製及呈列框架，而毋須大幅度改變其規定。該等修訂亦就《香港財務報告準則》第3號就實體引用概念框架以釐定構成資產或負債之內容之確認原則增設一項例外情況。該例外情況規定，對於可能屬於《香港會計準則》第37號或《香港(國際財務報告詮釋委員會)－詮釋》第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中產生，則應用《香港財務報告準則》第3號的實體應分別參考《香港會計準則》第37號或《香港(國際財務報告詮釋委員會)－詮釋》第21號，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認條件。本集團已對於二零二二年四月一日或之後發生的業務合併追溯應用該等修訂。由於年內並無發生業務合併，故該等修訂並無對本集團的財務狀況及表現產生任何影響。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)****2.2 會計政策及披露之變動 (續)**

- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 April 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (b) 《香港會計準則》第16號的修訂禁止實體從物業、廠房及設備的成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的任何出售項目所得款項。相反,實體必須將任何該等項目的出售所得款項及按《香港會計準則》第2號存貨所釐定的該等項目的成本於損益確認。本集團已對於二零二一年四月一日或之後可供使用的物業、廠房及設備項目追溯應用該等修訂。由於在物業、廠房及設備可供使用前並無產生出售項目,故該等修訂並無對本集團的財務狀況或表現產生任何影響。
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 April 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (c) 《香港會計準則》第37號的修訂澄清,就評估一項合同在《香港會計準則》第37號下是否屬虧損性而言,履行合同的成本包括與合同直接相關的成本。與合同直接相關的成本包括履行該合同的增量成本(例如,直接人工及材料)以及與履行該合同直接相關的其他成本的分配(例如,用於履行合同的物業、廠房及設備項目的折舊開支的分配以及合同管理和監督成本)。一般及行政成本與合同沒有直接關係,因此被排除在外,除非該等費用根據合同明確應向對手方收取。本集團已對於二零二二年四月一日尚未履行全部義務的合同追溯應用該等修訂,且並無發現虧損性合約。因此,該等修訂並無對本集團的財務狀況或表現產生任何影響。

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**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)**

(d) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 April 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

**2.2 會計政策及披露之變動 (續)**

(d) 《香港財務報告準則》二零一八年至二零二零年之年度改進載列《香港財務報告準則》第1號、《香港財務報告準則》第9號、《香港財務報告準則》第16號相應闡釋範例及《香港會計準則》第41號的修訂將適用於本集團的修訂的詳情如下：

- 《香港財務報告準則》第9號 *金融工具*：澄清實體在評估新的或修改的金融負債的條款與原始金融負債的條款是否存在實質性差異時所包含的費用。該等費用僅包括在借款人與貸方之間支付或收取的費用，包括由借款人或貸方代表對方支付或收取的費用。本集團已自二零二二年四月一日起追溯應用該修訂。由於年內本集團並無修改或更換金融負債，故該修訂並無對本集團的財務狀況或表現產生任何影響。

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 10 and  
HKAS 28 (2011)  
香港財務報告準則第10號及香港會計準則  
第28號(2011修訂本)

Amendments to HKFRS 16  
香港財務報告準則第16號(修訂本)

HKFRS 17  
香港財務報告準則第17號

Amendments to HKFRS 17  
香港財務報告準則第17號(修訂本)

Amendment to HKFRS 17  
香港財務報告準則第17號(修訂本)

Amendments to HKAS 1  
香港會計準則第1號(修訂本)

Amendments to HKAS 1  
香港會計準則第1號(修訂本)

Amendments to HKAS 1 and HKFRS  
Practice Statement 2  
香港會計準則第1號及香港財務報告準則  
實務報告第2號(修訂本)

Amendments to HKAS 8  
香港會計準則第8號(修訂本)

Amendments to HKAS 12  
香港會計準則第12號(修訂本)

## 2.3 已頒佈但尚未生效之香港財 務報告準則

本集團於該等財務報表中尚未採用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

*Sale or Contribution of Assets between an Investor and its  
Associate or Joint Venture*<sup>3</sup>  
投資者與其聯營公司或合營企業之間的資產出售或注資<sup>3</sup>

*Lease Liability in a Sale and Leaseback*<sup>2</sup>  
售後租回之租賃負債<sup>2</sup>

*Insurance Contracts*<sup>1</sup>  
保險合約<sup>1</sup>

*Insurance Contracts*<sup>1, 5</sup>  
保險合約<sup>1, 5</sup>

*Initial Application of HKFRS 17 and HKFRS 9 –  
Comparative Information*<sup>6</sup>  
首次應用香港財務報告準則第17號及香港財務報告準則  
第9號—比較資料<sup>6</sup>

*Classification of Liabilities as Current or Non-current  
(the “2020 Amendments”)*<sup>2, 4</sup>  
將負債分類為流動或非流動(「二零二二年修訂本」)<sup>2, 4</sup>

*Non-current Liabilities with Covenants  
(the “2022 Amendments”)*<sup>2</sup>  
附帶契諾之非流動負債(「二零二二年修訂本」)<sup>2</sup>

*Disclosure of Accounting Policies*<sup>1</sup>  
會計政策披露<sup>1</sup>

*Definition of Accounting Estimates*<sup>1</sup>  
會計估計的定義<sup>1</sup>

*Deferred Tax related to Assets and Liabilities arising from  
a Single Transaction*<sup>1</sup>  
單一交易產生的與資產及負債相關的遞延稅項<sup>1</sup>

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

- 1 Effective for annual periods beginning on or after 1 January 2023
- 2 Effective for annual periods beginning on or after 1 January 2024
- 3 No mandatory effective date yet determined but available for adoption
- 4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion
- 5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
- 6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

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

## 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

- 1 於2023年1月1日或之後開始的年度期間生效
- 2 於2024年1月1日或之後開始的年度期間生效
- 3 仍未決定強制生效日期，但可供應用
- 4 基於2022年修訂本，2020年修訂本的生效日期被延遲至2024年1月1日或之後之年度期間。此外，基於2020年和2022年修訂本，香港詮釋第5號財務報表的列報－借款人對載有按要求的隨時付還條文的有期貨款的分類進行修改，以調整相應措辭，惟結論不變
- 5 由於在二零二零年十月頒佈香港財務報告準則第17號之修訂，香港財務報告準則第4號獲修訂以擴大暫時豁免，允許保險公司於二零二三年一月一日之前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號
- 6 實體於首次應用香港財務報告準則第17號時應採用該修訂所列明有關分類重疊法之過渡選擇權

預期將適用於本集團之香港財務報告準則之進一步資料如下。

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

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號修訂本(二零一一年)針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間投資者及其聯營公司或合營企業之間之資產出售或投入兩者規定的不一致性作出修改。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，須確認全數下游交易產生的收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂將按未來適用基準應用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號修訂本(二零一一年)之前的強制生效日期，而新強制生效日期將於完成對聯營公司及合營企業會計處理作更廣泛覆核後釐定。然而，該等修訂本現時可提前採用。

香港財務報告準則第16號修訂本訂明賣方一承租人計量售後租回交易產生之租賃負債時所採用之規定，以確保賣方一承租人不曾確認與所保留使用權有關之任何收益或虧損金額。該等修訂本於二零二四年一月一日或之後開始之年度期間生效，並應追溯應用於首次應用香港財務報告準則第16號之日(即二零一九年一月一日)後訂立之售後租回交易。允許提早應用。該等修訂本預計將不會對本集團財務報表造成重大影響。

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

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第1號將負債分類為流動或非流動(修訂本)澄清將負債分類為流動及非流動的規定,特別是釐定實體是否有權將負債之清償延遲至報告期後最少12個月。負債的分類不受實體行使其權利延遲清償負債的可能性之影響。該修訂本亦澄清各種被視為負債清償的情形。於二零二二年,香港會計師公會頒佈二零二二年修訂本以進一步闡明,在該等由貸款安排產生之負債契諾中,只有實體須於報告日期或之前遵守之契諾才會影響該負債分類為流動或非流動。此外,二零二二年修訂本規定,倘實體在報告期後12個月內有權延遲清償受限於該實體遵守未來契諾之該等負債,則該實體須就將貸款安排產生之負債分類為非流動作出額外披露。該修訂本於二零二四年一月一日或之後開始的年度期間生效並將追溯應用。允許提早應用。提早應用二零二零年修訂本的實體必須同時應用二零二二年修訂本,反之亦然。本集團目前正評估該等修訂本的影響以及是否有需要修訂現有貸款協議。根據初步評估,該修訂本預期不會對本集團的財務報表造成重大影響。

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

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 已頒佈但尚未生效之香港財 務報告準則 (續)

香港會計準則第1號(修訂本)會計政策披露要求實體披露其重大會計政策資料，而非其主要會計政策。倘連同實體財務報表所載其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。香港財務報告準則實務報告第2號(修訂本)就重要性概念應用於會計政策披露之方式提供非強制性指引。香港會計準則第1號(修訂本)於二零二三年一月一日或之後開始的年度期間生效，並允許提早應用。由於香港財務報告準則實務報告第2號(修訂本)所提供的指引屬非強制性，故毋須列明該等修訂本的生效日期。本集團現正重新審查會計政策披露，以確保該等修訂本的一致性。

香港會計準則第8號(修訂本)澄清會計估算變動與會計政策變動之間的分別。會計估算界定為受到計量不確定性規限的財務報表所載貨幣金額。該等修訂本亦澄清實體如可運用計量技術及輸入數據來制定會計估算。該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，並應用於該期間開始時或之後發生的會計政策變動及會計估算變動。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。



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

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise deferred tax for all temporary differences related to leases at the beginning of the earliest comparative period presented. During the year, the Group has performed a detailed assessment on the impact of amendments to HKAS 12. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第12號(修訂本)收窄香港會計準則第12號中首次確認豁免的範圍,使有關豁免不再適用於導致應課稅項與可扣減暫時差額相同的交易,例如租賃及除役責任。因此,實體須就該等交易所產生的暫時差額確認遞延稅項資產(前提是有足夠的應課稅利潤)及遞延稅項負債。該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效,並須於所呈報的最早比較期間開始時應用於有關租賃及除役責任的交易,其中任何累計影響確認為於當日的保留溢利或其他權益部分(如適用)期初結餘的調整。此外,該等修訂本須前瞻性地應用於除租賃及除役責任以外的交易。允許提早應用。

本集團已應用首次確認例外情況,且並無就租賃相關交易之暫時差額確認遞延稅項資產及遞延稅項負債。於首次應用該等修訂本時,本集團將確認比較最早期初的遞延稅項與租賃相關的所有暫時性差異。年內,本集團已對香港會計準則第12號修訂的影響進行了詳細評估。預計該等修訂不會對本集團的財務報表產生重大影響。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### INTERESTS IN ASSOCIATES

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

The Group's interests in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's interests in associates.

## 2.4 主要會計政策之概要

### 於聯營公司之權益

聯營公司為由本集團持有不少於20%之附股權投票權的長期權益，並可對其行使重大影響之實體。重大影響指參與被投資公司財務及營運政策決策之權力，但非控制或共同控制該等政策。

本集團於聯營公司之權益，乃按本集團根據權益會計法計算所佔資產淨值減去任何減值虧損後於綜合財務狀況表列賬。對於可能存在不一致的會計政策已作出調整，以使其一致。

本集團應佔聯營公司收購後業績及其他全面收入分別計入綜合損益表及綜合其他全面收入。此外，倘直接於聯營公司的權益確認有關變動，則本集團會視乎情況於綜合權益變動表確認其應佔任何變動。本集團與其聯營公司間交易的未變現收益及虧損將以本集團於聯營公司的權益為限對銷，惟倘未變現虧損為所轉讓資產減值的憑證則除外。收購聯營公司所產生商譽乃計入作為本集團於聯營公司之權益的部分。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INTERESTS IN ASSOCIATES (Continued)

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

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

## 2.4 主要會計政策之概要 (續)

### 於聯營公司之權益 (續)

倘於聯營公司的投資成為於合營公司的投資，反之亦然，則保留權益不會重新計量。投資將繼續以權益法列賬。於所有其他情況下，於失去對聯營公司的重大影響後，本集團按其公平值計量及確認任何保留投資。於失去重大影響後聯營公司賬面值與保留投資及出售所得款項的公平值之間的任何差額乃於損益確認。

當於聯營公司的投資分類為持作出售時，其按照香港財務報告準則第5號持作出售之非流動資產及終止經營列賬。

### 企業合併及商譽

企業合併使用收購法入賬。所轉讓代價按收購日期公平值計量，而收購日期公平值即本集團所轉讓資產之收購日期公平值、本集團所承擔被收購方前擁有人之負債及本集團所發行為交換被收購方控制權之股本權益之總和。就每一宗企業合併，本集團選擇是否按公平值或按比例應佔被收購方之可識別資產淨值計量於被收購方之非控權權益（為現時之擁有權權益，並於清盤時讓其持有人有權收取按比例應佔之資產淨值）。所有其他部分非控權權益按公平值計量。收購有關成本於產生時支銷。

當被收購的一系列業務及資產包括投入及實質性過程，並共同對創造產出能力有顯著貢獻，則本集團釐定為其已收購一項業務。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### BUSINESS COMBINATIONS AND GOODWILL (Continued)

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

## 2.4 主要會計政策之概要 (續)

### 企業合併及商譽 (續)

本集團於收購業務時，會按照合約條款、於收購日期之經濟環境及相關情況評估所承擔之金融資產及負債以作出適當分類及指定。此包括被收購方區分主合約的嵌入式衍生工具。

倘企業合併分階段完成，以往持有的股權按收購日期公平值重新計量，而任何所產生損益則於損益中確認。

任何將由收購方轉讓之或然代價乃於收購日期按公平值確認。分類為一項資產或負債之或然代價乃按公平值計量，而公平值變動於損益確認。分類為權益的或然代價不會重新計量，而其後結算於權益內入賬。

商譽初始按成本計量，即所轉讓代價、就非控權權益確認之金額及本集團以往於被收購方所持股本權益之任何公平值之總和超出所收購可識別資產及所承擔可識別淨負債之部分。倘該代價及其他項目的總和低於所收購淨資產之公平值，則經重新評估後的差額於損益確認為折讓價併購收益。

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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****BUSINESS COMBINATIONS AND GOODWILL (Continued)**

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

**2.4 主要會計政策之概要 (續)****企業合併及商譽 (續)**

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽乃每年進行減值測試，或如發生事件或事況轉變顯示賬面值可能減值時，則會每年或更頻密地測試減值。本集團於三月三十一日進行商譽之年度減值測試。就減值測試而言，企業合併所得之商譽自收購當日起分配至本集團之各個現金產生單位或現金產生單位組別（預期會產生合併協同效益），而不論本集團其他資產或負債有否指定撥往該等單位或單位組別。

減值數額通過評估商譽所屬之現金產生單位（現金產生單位組別）之可收回金額而釐定。倘現金產生單位（現金產生單位組別）之可收回金額低於賬面值，則確認減值虧損。就商譽所確認之減值虧損不會於其後期間撥回。

倘商譽已分配至現金產生單位（或現金產生單位組別）及所出售單位之業務一部分，則於釐定出售之盈虧時，有關所出售業務之商譽將計入業務之賬面值。在此等情況下出售之商譽根據所出售業務之相關價值及所保留之現金產生單位部分計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FAIR VALUE MEASUREMENT

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

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

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

## 2.4 主要會計政策之概要 (續)

### 公平值計量

本集團於各報告期末按公平值計量其若干租賃土地及樓宇、投資物業及若干金融資產。公平值為市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃基於假設出售資產或轉讓負債之交易於資產或負債主要市場或在無主要市場情況下，則於資產或負債的最具優勢市場進行。主要及最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非金融資產之公平值計量須考慮市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予其他可最大限度使用該資產達致最佳用途之市場參與者所產生之經濟效益。

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

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FAIR VALUE MEASUREMENT (Continued)

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

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

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

## 2.4 主要會計政策之概要 (續)

### 公平值計量 (續)

所有於財務報表按公平值計量或披露之資產及負債，乃基於對公平值計量整體而言屬重要之最低層輸入數據按以下公平值等級分類：

- 第一級 – 基於相同資產或負債於活躍市場之未經調整報價
- 第二級 – 基於對公平值計量有重大影響，可直接或間接觀察的最低層輸入數據之估值方法
- 第三級 – 基於對公平值計量有重大影響，不可觀察的最低層輸入數據之估值方法

對於在財務報表以持續基準確認的資產及負債，本集團透過於各報告期末基於對公平值計量整體有重大影響的最低層輸入數據重新評估分類，以確定是否發生不同等級轉移。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### IMPAIRMENT OF NON-FINANCIAL ASSETS

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarter building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis, or otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## 2.4 主要會計政策之概要 (續)

### 非金融資產減值

倘有出現減值或須就資產進行年度減值測試(存貨、遞延稅項資產、金融資產及投資物業外)的跡象出現,則會估計資產之可收回數額。資產之可收回數額為資產或現金產生單位之使用價值及其公平值減銷售成本之較高者,並就個別資產而確定,除非該項資產未能產生大部分獨立於其他資產或資產組別之現金流入。在此情況下,可收回數額就資產所屬之現金產生單位而確定。對現金產生單位進行減值測試時,公司資產(如:總部大樓)賬面金額的一部分,倘能按合理及一致的基準分配,則分配至個別現金產生單位,否則分配至最小的現金產生單位組別。

只有當資產之賬面值超出其可收回值時,減值虧損才予以確認。在評估使用價值時,估計未來現金流量乃按稅前折現率被折現至彼等的現值,而稅前折現率乃反映現時市場就貨幣時間價值及資產特定風險之評估。減值虧損將計入其產生期間之損益表中,惟倘若資產以重估金額列賬,則減值虧損根據該重估資產之有關會計政策處理。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### IMPAIRMENT OF NON-FINANCIAL ASSETS (Continued)

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

### RELATED PARTIES

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

## 2.4 主要會計政策之概要 (續)

### 非金融資產減值 (續)

在各報告期末會評估有否於過往已確認之資產減值虧損可能不再存在或可能減少之跡象。倘出現任何該等跡象，會估計可收回數額。只有當用以確定資產可收回數額之估計出現更改時，才可將以往確認之資產（不包括商譽）減值虧損回撥，但回撥數額並不可高於假若過往年度並無就該資產確認任何減值虧損之情況下，該資產本來確定之賬面值（經扣除任何折舊）。減值虧損之撥回計入其產生期間之損益表中，除非資產以重估金額入賬，在此情況下，減值虧損撥回根據該重估資產之相關會計政策列賬。

### 關連人士

在下列情況下，有關方將被視為本集團的關連人士：

- (a) 有關方為一名人士或該人士之直系親屬，而該人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團發揮重大影響力；或
  - (iii) 為本集團或其母公司的主要管理人員成員；

或

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### RELATED PARTIES (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 主要會計政策之概要 (續)

### 關連人士 (續)

- (b) 有關方乃實體，並出現在下列的任何一項：
- (i) 該實體與本集團為同一集團的成員公司；
  - (ii) 該實體為另一間實體（或該另一間實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營公司；
  - (iii) 該實體及本集團為同一第三方的合營公司；
  - (iv) 一間實體為第三方的合營公司及另一間實體為該第三方實體的聯營公司；
  - (v) 該實體為以本集團或與本集團相關之實體的僱員為受益人的退休供款計劃；
  - (vi) 該實體乃受(a)所確認人士的控制或共同控制；
  - (vii) (a)(i)內所確認人士對該實體擁有重大影響力或為該實體（或該實體母公司）的主要管理人員成員；及
  - (viii) 該實體，或其所屬集團之任何成員向本集團或本集團之母公司提供主要管理層服務。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

Hotel properties	Over the lease terms
Leasehold lands	Over the lease terms
Buildings	2.5% to 3%
Leasehold improvements	Over the shorter of the lease terms and 20%
Plant and machinery	10% to 20%
Furniture, fixtures and equipment	15% to 20%
Motor vehicles	20% to 25%

## 2.4 主要會計政策之概要 (續)

### 物業、廠房及設備以及折舊

除在建工程以外之物業、廠房及設備乃按成本值或估值減累計折舊及任何減值虧損列值。物業、廠房及設備項目之成本值包括其購買價及任何令該資產達至原定營運狀況及地點之直接應佔成本。

物業、廠房及設備項目投入運作後產生之開支(如修理及保養)一般按其產生之期間在損益表內扣除。倘符合確認條件,則重大檢查之開支會於資產賬面值中資本化作為替換。倘物業、廠房及設備之重大部分須定期替換,則本集團會將該等部分確認為有特定可使用年期及折舊之個別資產。

折舊之計算方法乃按每項物業、廠房及設備的估殘值及估計可使用年期以直線法撇銷其成本值。所採用的主要有關年率如下:

酒店物業	按租約年期
租約土地	按租約年期
樓宇	2.5%至3%
租賃物業裝修	按租約年期及20%之較短者
廠房及機器	10%至20%
傢俬、裝置及設備	15%至20%
汽車	20%至25%

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

Construction in progress represents buildings under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## 2.4 主要會計政策之概要 (續)

### 物業、廠房及設備以及折舊 (續)

倘一項物業、廠房及設備項目之部分之使用年期不同，該項目之成本乃於有關部分按合理基準分配，而各部分均獨立折舊。估殘值、使用年期及折舊方法至少於各財政年度結算日檢討，並在適當情況下調整。

物業、廠房及設備項目（包括經初步確認之任何重要部分），乃於出售後或預期將來其用途或出售並無經濟利益時終止確認。於資產終止確認之年度內，於損益表中確認之出售或報廢之任何收益或虧損乃出售所得款項淨額與相關資產賬面值之差額。

在建工程指在建樓宇，乃按成本減任何減值虧損列賬，但不會計提折舊。成本包括建造期間的直接建設成本以及相關借入資金的資本化借款費用。在建工程於完工且可供使用時將重新歸入物業、廠房及設備的適當類別。

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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****INVESTMENT PROPERTIES**

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

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

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

**2.4 主要會計政策之概要 (續)****投資物業**

投資物業是指持有土地及建築物之權益（包括作為使用權資產持有的租賃物業，否則將符合投資物業的定義）。以賺取租金收入及／或為了資本增值，而不是用於生產或提供商品或服務；或用於行政用途；或在日常業務中出售。該等物業首次按成本（包括交易成本）計量。初始確認後，於報告期末，投資物業以公平值列賬，以反映市場狀況。

投資物業之公平值變動產生之收益或虧損乃於其產生之年度損益表內列賬。

任何報廢或出售投資物業之收益或虧損乃於報廢或出售年度內於損益表內確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### LEASES

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold lands	25 to 50 years
Properties	2 to 35 years

## 2.4 主要會計政策之概要 (續)

### 租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用之權利，則該合約為或包含租賃。

#### 本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃付款的租賃負債，以及代表使用相關資產的權利的使用權資產。

##### (a) 使用權資產

使用權資產於租賃開始日期（即相關資產可供使用日期）確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並可就任何租賃負債重新計量予以調整。使用權資產的成本包括已確認租賃負債金額、已產生初始直接成本以及於開始日期或之前所作出租賃付款減任何已收取租賃優惠。倘適用，使用權資產的成本亦包括清拆及移除相關資產或復原相關資產或其所處位置的估計成本。使用權資產按直線法於租期及資產估計可使用年期（以較短者為準）內折舊如下：

租賃土地	25至50年
物業	2至35年

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### LEASES (Continued)

#### Group as a lessee (Continued)

##### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

## 2.4 主要會計政策之概要 (續)

### 租賃 (續)

#### 本集團作為承租人 (續)

##### (b) 租賃負債

租賃負債在租賃開始日按整個租賃期應付的租賃付款金額的現值確認。租賃付款金額包括固定付款(包括實質固定付款)減去任何應收的租賃優惠,取決於一項指數或比率的可變租賃付款額,以及餘值擔保下預計應付的金額。租賃付款金額還包括本集團合理確定將會行使的購買選擇權的行使價以及如果租賃條款允許本集團行使選擇權終止租賃時用於終止租賃而支付的罰款金額。不取決於指數或比率的可變租賃付款額在引發付款的事件或條件發生的期間內確認為開支。

在計算租賃付款金額的現值時,如果不能可靠確定租賃中的內含利率,本集團則使用租賃開始日的遞增借款利率。開始日之後,租賃負債金額就反映租賃負債利息的累積而增加及因租賃付款而減少。除此之外,如租賃條款出現修訂或變動(如未來租賃付款因指數或比率變動而變動)購買相關資產的選擇權的評估出現變動,則重新計量租賃負債的賬面值。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### LEASES (Continued)

#### Group as a lessee (Continued)

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

#### Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

## 2.4 主要會計政策之概要 (續)

### 租賃 (續)

#### 本集團作為承租人 (續)

##### (c) 短期租賃

本集團對其辦公室物業的短期租賃 (即該等於開始日期的租期為12個月或以下且不包含購買權的租賃) 應用短期租賃確認豁免。未被資本化的短期租賃款項按租期以直線法確認為開支。

#### 本集團作為出租人

當本集團作為出租人時，在租賃開始時 (或存在租賃修改時) 將其每個租賃分類為經營租賃或融資租賃。

倘本集團並未轉移資產擁有權的絕大部份風險及附帶回報的租賃，均分類為經營租賃。如合同包含租賃和非租賃部份，則本集團按相對獨立售價基準將合同代價分配至各個部份。租金收入於租期按直線法入賬並由於其經營性質於損益表內計入收益。磋商及安排經營租賃所產生最初直接成本會加入租賃資產賬面值，並按與租金收入相同的基準於租賃期內確認。或然租金於賺取期間確認為收益。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROPERTIES UNDER DEVELOPMENT

Properties under development are stated at the lower of cost and net realisable value and comprise land costs, construction costs, applicable borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period. Net realisable value is determined by reference to the sales proceeds of properties sold in the ordinary course of business, less applicable estimated selling expenses and other estimated costs to make the sale, and the estimated costs to be incurred to completion or by management estimates, based on prevailing market conditions.

Properties under development are classified as current assets unless the construction of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to properties held for sale.

### INVESTMENTS AND OTHER FINANCIAL ASSETS

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

## 2.4 主要會計政策之概要 (續)

### 發展中物業

發展中物業按成本及可變現淨值之較低者列賬，包括土地成本、建築成本、適用之借款成本、專業費用及相關物業於發展期內產生之其他直接成本。可變現淨值乃經參考於日常業務過程中出售的發展中物業銷售所得款項（扣除適用的估計銷售開支及其他作出銷售的估計成本，及竣工估計需要成本），或管理層根據現行市況作估計後釐定。

發展中物業列為流動資產，除非預期相關物業發展項目之興建比一般營運週期為長。該等物業於完成時轉為持作出售物業。

### 投資及其他金融資產

#### 初步確認及計量

金融資產於初步確認時歸類為其後按攤銷成本、按公平值列賬及於其他全面收入中處理及按公平值列賬及於損益中處理。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

#### Initial recognition and measurement (Continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially 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. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

## 2.4 主要會計政策之概要 (續)

### 投資及其他金融資產 (續)

#### 初步確認及計量 (續)

金融資產的分類在初步確認時取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無重大融資部分或本集團已應用不就重大融資部分影響作出調整的可行權宜方法的應收貿易賬款外，本集團按其公平值加（倘並非按公平值列賬及於損益中處理的金融資產）交易成本初步計量金融資產。並無重大融資部分或本集團根據下文「收入確認」所載政策應用可行權宜方法的應收貿易賬款按照香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值列賬及於其他全面收入中處理進行分類及計量，其需存在僅為支付本金及未償還本金的利息（「SPPI」）的現金流量。不論任何業務模式，擁有非SPPI現金流量的金融資產皆分類及計量為按公平值列賬及於損益中處理。

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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)****Initial recognition and measurement (Continued)**

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

**2.4 主要會計政策之概要 (續)****投資及其他金融資產 (續)****初步確認及計量 (續)**

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式釐定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼具。以攤銷成本分類和計量的金融資產被保存在一個商業模型中，該模型旨在持有金融資產以收集合同現金流量。而金融資產分類和計量為指定為按公平值列賬及於其他全面收入中處理被保存在一個商業模型中，該模型旨在持有金融資產以收集合同現金流量及出售。不屬於上述業務模式持有的金融資產皆分類和計量為按公平值列賬及於損益中處理。

所有常規購買和出售金融資產於交易日（即本集團承諾購買或出售該資產日期）確認。常規購買或出售指需要在一般由法規或市場慣例確定的期間內移交資產的金融資產購買或出售。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

#### Subsequent measurement

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

#### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### *Financial assets designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

## 2.4 主要會計政策之概要 (續)

### 投資及其他金融資產 (續)

#### 後續計量

金融資產的後續計量取決於以下分類：

#### *按攤銷成本計量的金融資產 (債務工具)*

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認，修訂或減值時，收益及虧損於損益表中確認。

#### *指定為按公平值列賬及於其他全面收入中處理之金融資產 (權益投資)*

於初步確認時，本集團可選擇於權益投資符合香港會計準則第32號 *金融工具：呈報* 項下的股權定義且並非持作交易時，將其權益投資不可撤回地分類為指定為按公平值列賬及於其他全面收入中處理之權益投資。有關分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會結轉至損益表。當確立支付權時，股息在與股息相關的經濟利益可能將流入本集團且股息金額能可靠計量時於損益表內確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定為按公平值列賬及於其他全面收入中處理之權益投資不受減值評估影響。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

#### Subsequent measurement (Continued)

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

## 2.4 主要會計政策之概要 (續)

### 投資及其他金融資產 (續)

#### 後續計量 (續)

##### *按公平值列賬及於損益中處理之金融資產*

按公平值列賬及於損益中處理之金融資產按公平值於財務狀況表內列賬，而公平值變動淨額於損益表內確認。

此類別包括本集團並無不可撤回地選擇按公平值列賬及於其他全面收入中處理進行分類的衍生工具及權益投資。分類為按公平值列賬及於損益中處理之金融資產的權益投資股息在支付權確立時與股息相關的經濟利益可能將流入本集團且股息金額能可靠計量時亦於損益表內確認為其他收入。

當嵌入包含金融負債及非金融主體的混合合約的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具會符合衍生工具的定義；且混合合約並非按公平值計入損益計量，則該衍生工具與主體分拆並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量，且公平值變動於損益表確認。僅當合約條款出現變動導致現金流量發生重大改變而需要重估，或當原分類為按公平值計入損益類別的金融資產重新分類至其他類別時，方進行重新評估。

嵌入包含金融資產主體的混合合約的衍生工具不分拆列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值列賬及於損益中處理之金融資產。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### DERECOGNITION OF FINANCIAL ASSETS

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

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

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

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

## 2.4 主要會計政策之概要 (續)

### 終止確認金融資產

在下列情況下，將基本終止確認（即從本集團綜合財務狀況表中剔除）金融資產，或（如適當）一項金融資產之一部分或一組類似金融資產之一部分：

- 可獲取資產所得現金流量之權利屆滿；或
- 本集團已轉讓其可獲取資產所得現金流量之權利，或根據「轉手」安排須無重大延遲地向第三方悉數支付已收取之現金流量；並(a)本集團已轉讓資產之絕大部分風險及回報，或(b)本集團既無轉讓亦無保留資產之絕大部分風險及回報，但已轉讓資產之控制權。

倘本集團已轉讓其可獲取資產所得現金流量之權利或已訂立轉手安排，其將評估其是否已保留資產所有權之風險及回報以及保留之程度。倘本集團既無轉讓亦無保留資產之絕大部分風險及回報，亦無轉讓資產之控制權，則本集團將按本集團持續參與之程度繼續確認該轉讓資產。在此情況下，本集團亦確認關連負債。已轉讓之資產及關連負債乃按可反映本集團已保留之權利及責任之基準計量。

以對已轉讓資產作出擔保之形式持續參與者乃以該項資產之原賬面值與本集團或須償還之代價數額上限中兩者之較低者計算。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there will be a significant increase in credit risk when contractual payments are more than 30 days past due.

## 2.4 主要會計政策之概要 (續)

### 金融資產減值

本集團就並非按公平值列賬及於損益中處理而持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品或組成合約條款的其他加強信貸措施的現金流量。

#### 一般方法

預期信貸虧損分兩個階段確認。就初步確認以來並無大幅增加的信貸風險而言，其會就未來12個月內的可能違約事件所導致的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損。就初步確認以來大幅增加的信貸風險而言，不論違約何時發生，均須就預期於風險餘下年期內所產生的信貸虧損計提虧損撥備(全期預期信貸虧損)。

本集團於各報告日期評估金融工具的信貸風險自初步確認以來是否大幅增加。於作出評估時，本集團會比較金融工具於報告日期發生違約的風險及金融工具於初始確認日期發生違約的風險，並考慮無需過多成本或努力即可獲得的合理及可靠資料，包括歷史及前瞻性資料。本集團假設倘合約付款逾期超過30天，則信貸風險顯著增加。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### IMPAIRMENT OF FINANCIAL ASSETS (Continued)

#### General approach (Continued)

The Group considers a financial asset in default when contractual payments are 12 months past due. The Group has rebutted the 90 days past due presumption of default based on reasonable and supportable information, including the Group's credit risk control practices and the historical recovery rate of financial assets over 90 days past due. However, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 2.4 主要會計政策之概要 (續)

### 金融資產減值 (續)

#### 一般方法 (續)

倘合約付款逾期12個月，則本集團認為金融資產違約。本集團已根據合理及可證明的資料，包括本集團的信貸風險控制常規及逾期90日以上金融資產的過往回收率，推翻90日逾期的違約假設。然而，於若干情況下，倘內部或外部資料顯示在計及本集團所持之任何加強信貸措施前，本集團不大可能悉數收回尚未償還合約款項，則本集團亦可認為金融資產違約。金融資產於無法合理預期收回合約現金流量時撇銷。

按攤銷成本計量的金融資產按一般方法進行減值，並分類為以下預期信貸虧損計量階段，惟下文所詳述應用簡化方法的應收貿易賬款則除外。

- 第一階段 – 金融工具的信貸風險自初步確認以來並無大幅增加，且其虧損撥備按相等於12個月預期信貸虧損的金額計量
- 第二階段 – 金融工具的信貸風險自初步確認以來已大幅增加但並非信貸減值金融資產，且其虧損撥備按相等於全期預期信貸虧損的金額計量
- 第三階段 – 於報告日期出現信貸減值的金融資產（惟並非購買或初始信貸減值的金融資產），且其虧損撥備按相等於全期預期信貸虧損的金額計量



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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****IMPAIRMENT OF FINANCIAL ASSETS (Continued)****Simplified approach**

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

**FINANCIAL LIABILITIES****Initial recognition and measurement**

Financial liabilities of the Group are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

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

**Subsequent measurement**

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

**Financial liabilities at amortised cost (loans and borrowings)**

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

**2.4 主要會計政策之概要 (續)****金融資產減值 (續)****簡化方法**

對於並無包含重大融資成分的應收貿易賬款，或倘本集團應用可行權宜之計而不就重大融資成分的影響進行調整，本集團於計算預期信貸虧損時應用簡化方法。根據簡化方法，本集團並無追蹤信貸風險的變化，反而於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

**金融負債****初步確認及計量**

本集團之金融負債於初步確認時列為按公平值列賬及於損益中處理之金融負債或貸款及借款以及應付款項（如適用）。

所有金融負債初步按公平值確認，如屬貸款及借貸以及應付款項，則直接扣除應佔交易成本確認。

**其後計量**

金融負債的其後計量按分類進行，該等金融負債分類如下：

**按攤銷成本計量的金融負債（貸款及借貸）**

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，除非折現影響為微不足道，在該情況下則按成本列賬。當負債終止確認及按實際利率法進行攤銷程序時，其盈虧在損益表內確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FINANCIAL LIABILITIES (Continued)

#### Financial liabilities at amortised cost (loans and borrowings) (Continued)

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

#### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

#### Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

## 2.4 主要會計政策之概要 (續)

### 金融負債 (續)

#### 按攤銷成本計量的金融負債 (貸款及借貸) (續)

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺部分的費用或成本後計算。實際利率攤銷計入損益表內。

#### 財務擔保合約

本集團發行之財務擔保合約為要求作出付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約初步以公平值確認為負債，並按與發出財務擔保合約有直接關係的交易成本予以調整。在初步確認之後，本集團對財務擔保合約的計量以(i)根據「金融資產之減值」所載之政策釐定之預期信貸虧損撥備；及(ii)按初步確認金額減(如適用)已確認收入之累計金額，兩者之較高者計算。

#### 可換股債券

可轉換債券中表現出負債特徵的部分在扣除交易成本後在財務狀況表中確認為負債。發行可換股債券時，負債部分的公允價值以不可換股的等值債券的市場利率確定；該金額按攤餘成本計算為長期負債，直至換股或贖回時終止。扣除交易成本後的得款餘額被分配為換股選擇權，並確認及計入股東權益。換股選擇權的賬面值不會在以後年度重新計量。交易成本在可換股債券的負債部分和權益部分之間按照首次確認工具時所得款項分配到負債部分和權益部分的情況進行分攤。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### DERECOGNITION OF FINANCIAL LIABILITIES

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### DERIVATIVE FINANCIAL INSTRUMENTS

#### Initial recognition and subsequent measurement

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

## 2.4 主要會計政策之概要 (續)

### 終止確認財務負債

金融負債於負債之責任被解除或取消或到期時終止確認。

倘現有金融負債由同一貸方授予條款迥異之其他債項取代，或現有負債之條款經重大修訂，則該等變更或修訂視作終止確認原負債及確認新負債，各賬面值之差額於損益表確認。

### 抵銷金融工具

倘有現行可予執行的法定權利抵銷已確認金額並有意按淨額基準結算，或變現資產及償還負債同時進行時，金融資產及金融負債才會互相抵銷，並在財務狀況表內以淨額列示。

### 衍生金融工具

#### 初步確認及其後計量

衍生金融工具之初步確認為其合約開始時之公平值及隨後以公平值重估。衍生工具之公平值是正數則列為資產，如公平值為負數則列為負債。

由衍生工具公平值改變引致之任何收益或虧損會直接在損益表反映。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### PROPERTIES HELD FOR SALE

Properties held for sale are stated at the lower of cost and net realisable value on an individual property basis. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined with reference to the sales proceeds of properties sold in the ordinary course of business, less applicable estimated selling expenses and other estimated costs to make the sale or by management estimates, based on prevailing market conditions.

### CASH AND CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

## 2.4 主要會計政策之概要 (續)

### 存貨

存貨按成本與可變現淨值兩者中之較低者入賬。成本按先進先出基準釐定，倘屬在製品及製成品的成本值包括直接材料、直接工資及適當比例的經營性費用。可變現淨值乃根據估計銷售價格減預期於完工及出售前產生的任何估計成本計算。

### 持作出售物業

持作出售物業按成本值及按個別物業之可變現淨值之較低者入賬。成本值包括所有有關該物業應佔之發展費用、適用借貸成本及其他直接成本。可變現淨值乃經參考在日常業務過程中出售物業之出售所得款項，減去適用之估計銷售開支及其他作出銷售的估計成本，或管理層根據現行市況作出估計後釐定。

### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金、活期存款及短期高度流通而可以隨時兌換成已知數額之現金，而該筆現金須承受價值改變之較低風險，並為較短期之投資項目（一般為於購入後三個月內到期），減去須按求償還並構成本集團現金管理之一部分之銀行透支。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### PROVISIONS

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in the statement of profit or loss.

### INCOME TAX

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the jurisdictions/countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## 2.4 主要會計政策之概要 (續)

### 撥備

倘因為過去之事件導致目前存在責任(法律或推斷責任)，且日後很可能需要付出資源解除有關責任，則確認撥備，惟必須可對有關責任涉及金額作出可靠估計。

當貼現的影響屬重大時，已確認的撥備數額為在報告期末就履行責任所需的預計未來開支的現值。因時間流逝所產生的貼現現值增加數額乃計入損益表內。

### 所得稅

所得稅包括即期及遞延稅項。有關於損益以外確認之項目之所得稅於損益外確認，不論是否於其他全面收入或直接於權益內確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或實際上已大致頒佈之稅率(及稅法)，經計及本集團擁有營運之司法權區／國家其現行之詮釋及慣例，預期自稅務機關收回或向稅務機關支付之款額計算。

遞延稅項乃使用負債法就於報告期末之資產及負債之稅務基礎與其用作財務申報之賬面值之間之所有暫時差異作出撥備。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### INCOME TAX (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2.4 主要會計政策之概要 (續)

### 所得稅 (續)

所有應課稅暫時差異均會確認為遞延稅項負債，惟以下情況例外：

- 倘遞延稅項負債乃因並非業務合併交易之商譽或資產或負債之初步確認而產生，且於交易時並不影響會計溢利及應課稅溢利或虧損者；及
- 就與附屬公司及聯營公司投資有關之應課稅暫時差異而言，倘暫時差異撥回之時間可被控制及暫時差異於可預見將來可能不會撥回者。

遞延稅項資產乃就所有可扣減暫時差異、結轉的未動用稅項抵免及任何未動用稅項虧損而確認，惟以可扣減暫時差異、結轉的未動用稅項抵免及未動用稅項虧損可獲用作抵銷應課稅溢利為限，惟以下情況例外：

- 倘可扣減暫時差異之遞延稅項資產乃因並非業務合併交易之資產或負債之初步確認而產生，且於交易時並不影響會計溢利及應課稅溢利或虧損者；及
- 就與附屬公司及聯營公司投資有關之可扣減暫時差異而言，遞延稅項資產之確認僅以暫時差異於可預見將來可撥回及暫時差異可獲用作抵銷應課稅溢利為限。

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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****INCOME TAX (Continued)**

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**GOVERNMENT GRANTS**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss on a systematic basis over the expected useful life of the relevant asset or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

**2.4 主要會計政策之概要 (續)****所得稅 (續)**

遞延稅項資產之賬面值會於各報告期末作出審閱，並扣減至應課稅溢利不再足以供所有或部分遞延稅項資產可被動用。以往未被確認之遞延稅項資產乃於各報告期末重新評估，並於應課稅溢利足以供所有或部分遞延稅項資產可被動用時確認。

遞延稅項資產及負債乃按預期適用於變現資產或償還負債期間之稅率，按照於報告期末已頒佈或實際上已大致頒佈之稅率（及稅法）計算。

倘及僅倘本集團具有法律上可強制執行之權利，以將與同一稅務機關對同一應課稅實體或不同應課稅實體施加之所得稅有關之即期稅項資產及即期稅項負債以及遞延稅項資產及遞延稅項負債互相抵銷，並有意於未來每個具有償付或收回重大遞延稅項負債或資產之期間內，以淨額基準結算即期稅項負債及資產，或同時變現資產及償還負債時，則可將遞延稅項資產及遞延稅項負債互相抵銷。

**政府補助金**

政府補助金於可合理確定收取時按公平值確認，並須遵守其所附之一切條件。倘補貼與開支項目有關，則有系統地確認為補貼所補償之成本支銷期間之收入。倘補助金與資產有關，則其公平值將計入遞延收入內，並會在相關資產之估計可使用年期以有系統基準撥至損益表或自有關資產的賬面值中扣除並以減少折舊費用方式計入損益表。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### REVENUE RECOGNITION

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

## 2.4 主要會計政策之概要 (續)

### 收入確認

#### 客戶合約收入

來自客戶合約收入於貨品或服務控制權轉讓予客戶時按反映本集團就換取該等貨品或服務預期有權收取的代價金額確認。

當合約代價包括可變金額時，估計代價為本集團就轉讓貨品或服務予客戶將有權收取的代價金額。可變代價於合約開始時估計且受其限制，直至當與可變代價有關的不確定因素於其後解除時，已確認的累計收入金額不大可能會發生重大收入撥回為止。

倘合約包含融資部分，就向客戶轉移貨物或商品而為客戶提供為期一年以上之重大融資利益時，收入按應收金額之現值計量，採用合約開始時本集團與客戶之間的獨立融資交易中將反映之貼現率貼現。倘合約包含為本集團提供為期一年以上之重大融資利益的融資部分，則根據該合約確認之收入包括按實際利率法計算的合約負債所產生之利息開支。對於承諾貨品或服務之客戶付款及轉移間隔期為一年或更短之合約，根據香港財務報告準則第15號規定之實際權宜交易價格不會就重大融資部分之影響作出調整。



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**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****REVENUE RECOGNITION (Continued)****Revenue from contracts with customers (Continued)**

- (i) *Restaurant operations*  
Revenue from restaurant operations is recognised at the point in time when/as control of the asset (a promised good or service) is transferred to the customer.
- (ii) *Bakery operations*  
Revenue from the bakery operations is recognised at a point in time when/as control of the asset (a promised good or service) is transferred to the customer.
- (iii) *Sale of food products*  
Revenue from the sale of food products is recognised at a point in time when/as control of the asset (a promised good or service) is transferred to the customer, generally on delivery of the food products.
- (iv) *Hotel operations*  
Revenue from hotel operations is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligations, as the customer simultaneously receives and consumes the benefits provided by the Group.
- (v) *Property management services*  
Revenue from property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.
- (vi) *Sale of properties*  
Revenue from the sale of completed properties is recognised at a point in time when the customer obtains the control of the completed properties, being the point when the legal title of the completed property is passed to the customer and the collection of the consideration is probable.

**2.4 主要會計政策之概要 (續)****收入確認 (續)****客戶合約收入 (續)**

- (i) *餐飲經營*  
餐飲經營之收入於資產(所承諾之貨品或服務)之控制權轉讓予客戶之時間點確認。
- (ii) *麵包店經營*  
麵包店經營之收入於資產(所承諾之貨品或服務)之控制權轉讓予客戶之時間點確認。
- (iii) *食品銷售*  
食品銷售之收入於資產(所承諾之貨品或服務)之控制權已轉讓予客戶之時間點確認，一般為於交付食品時。
- (iv) *酒店經營*  
酒店經營之收入參照相關履約責任之完滿達成進度而隨時間確認，原因為客戶同時收取及耗用本集團提供之利益。
- (v) *物業管理服務*  
物業管理服務之收入按直線基準於預定期間確認，原因為客戶同時收取及耗用本集團提供之利益。
- (vi) *物業銷售*  
竣工物業銷售之收入於客戶取得已竣工物業之控制權之時間點確認，即竣工物業之法定所有權轉移至客戶並可收回代價時。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### REVENUE RECOGNITION (Continued)

#### Revenue from contracts with customers (Continued)

##### (vii) Property agency services

Commission income from property agency services is recognised at a point in time when the services are rendered which is generally the time when the transacting parties first come into an agreement.

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

### OTHER INCOME

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

### CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

## 2.4 主要會計政策之概要 (續)

### 收入確認 (續)

#### 客戶合約收入 (續)

##### (vii) 物業代理服務

物業代理服務之佣金收入乃於提供服務之時間點確認，其一般為交易各方首次達成協議之時間。

#### 來自其他來源之收入

租金收入按時間比例於租期內確認。並非取決於一項指數或利率之可變租賃付款於其產生之會計期間確認為收入。

#### 其他收入

利息收入乃透過採用於金融工具之預計年期或更短期間（如適用）將估計未來現金收款準確貼現至金融資產之賬面淨值之利率，使用實際利率法按應計基準確認。

股息收入乃於股東收取股息付款之權利確立、股息附帶之經濟利益很可能流入本集團及股息金額能可靠地計量時確認。

#### 合約負債

合約負債在本集團轉讓相關貨品或服務前收到客戶付款或付款到期時（以較早者為準）確認。合約負債於本集團履行合約時確認為收入（即轉讓相關貨品或服務之控制權予客戶時）。

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### SHARE-BASED PAYMENTS

The Company operates a share option scheme for the purpose of providing incentives and/or rewards to eligible participants (including the Company's directors and other employees of the Group, any consultant, advisor or agent engaged by or business/joint venture partners of any member of the Group) who render services and/or contribute to the success of the Group's operations. Eligible participants receive remuneration in the form of share-based payments, whereby eligible participants render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

## 2.4 主要會計政策之概要 (續)

### 以股份為基礎支付

本公司實施購股權計劃，為對本集團提供服務及／或為業務成功作出貢獻之合資格參與者（包括本公司之董事及本集團之其他僱員、任何顧問、諮詢人或本集團委聘之代理或本集團任何成員公司之業務／合營夥伴），提供激勵及／或獎勵。合資格參與者以股份為基礎支付之方式收取報酬，合資格參與者提供服務作為收取權益工具之代價（「權益結算交易」）。

與僱員（於二零零二年十一月七日之後授予者）進行權益結算交易之成本，乃參照授出日期之公平值而計算。

權益結算交易之成本，連同權益相應增加部分，在績效及／或服務條件獲得履行期間於僱員福利開支內確認。在歸屬日期前，每屆報告期末確認之權益結算交易之累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬之權益工具數目之最佳估計。在某一期間內在損益表內扣除或進賬的數額，乃反映累計開支於期初與期終確認時的變動。

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### SHARE-BASED PAYMENTS (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

## 2.4 主要會計政策之概要 (續)

### 以股份為基礎支付 (續)

服務及非市場績效條件非考慮授出獎勵當日公平值之考慮因素，但能否滿足該等條件之可能性則構成本集團對最終歸屬之權益工具數量之最佳估計一部分。市場績效條件已反映於授出權利當日之公平值。任何與獎勵相關之其他條件，但不屬於相關服務必要條件，均考慮作非歸屬條件。除非附帶服務及／或績效條件，非歸屬條件已反映於獎勵之公平值而該獎勵立即計入開支內。

由於非市場績效及／或服務條件未能獲滿足，未最終歸屬之獎勵不會確認為開支。當獎勵包括一個市場或非歸屬條件時，只要所有其他績效及／或服務條件已經達成，不論市場或非歸屬條件是否達成，有關交易均會被視為已歸屬。

倘權益結算獎勵之條款有所變更，只要原有條款不變，最少開支可確認為達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計量，任何變更導致以股份為基礎支付之總公平值有所增加，或對僱員帶來其他利益，則應該就等變更確認開支。

倘權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予獎勵之開支，均應立刻確認，此包括未能達成本集團或僱員控制範圍內非歸屬條件的任何獎勵。然而，若授予新獎勵代替已註銷之購股權，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵的變更，一如前段所述。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### SHARE-BASED PAYMENTS (Continued)

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### OTHER EMPLOYEE BENEFITS

#### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in central pension schemes (the “CP Schemes”) operated by the respective local municipal governments. These subsidiaries are required to contribute a certain percentage of their covered payroll expenses to the CP Schemes to fund their benefits. The only obligation of the Group with respect to the CP Schemes is to pay the ongoing required contributions under the CP Schemes. Contributions under the CP Schemes are charged to the statement of profit or loss as they become payable in accordance with the rules of the CP Schemes.

## 2.4 主要會計政策之概要 (續)

### 以股份為基礎支付 (續)

計算每股盈利時，尚未行使購股權之攤薄效應，反映為額外股份攤薄。

### 其他僱員福利

#### 僱員退休計劃

本集團遵從香港強制性公積金計劃條例推行界定供款強制公積金退休計劃（「強積金計劃」）予合資格參與之僱員。供款乃按參與計劃之僱員獲得之基本薪金之某百分率而計算，並根據強積金計劃之規則於損益表中扣除。強積金計劃之資產與本集團之資產乃分開保存，由獨立管理基金持有。本集團在強積金計劃中的僱主供款會全數歸屬僱員。

本集團於中國大陸之附屬公司之僱員需要參與由當地市政府所提供之中央退休金計劃（「中央退休金計劃」）。該等附屬公司需要以其工資成本之若干份額支出作為該中央退休金計劃之供款。本集團就中央退休金計劃之唯一責任為根據中央退休金計劃持續支付供款。倘供款根據中央退休金計劃之規則應予以支付時，便會於損益表中扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### DIVIDENDS

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

### FOREIGN CURRENCIES

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

## 2.4 主要會計政策之概要 (續)

### 借貸成本

收購、興建或生產合資格資產(即需要長時間方可作擬定用途或出售之資產)直接應佔借貸成本撥充為該等資產的部分成本。該等借貸成本於資產已大致可作擬定用途或出售時終止撥充。尚未用於合資格資產的特定借貸暫時投資所得的投資收入由撥充借貸成本扣除。所有其他借貸成本乃於其產生時支銷。借貸成本包括實體於借貸時產生之利息及其他成本。

### 股息

當末期股息獲股東於股東大會上批准，末期股息會確認為一項負債。建議末期股息於財務報表附註內披露。

### 外幣

該等財務報表乃以本公司之功能貨幣港元呈報。本集團之每個實體釐定其本身之功能貨幣，而載於各實體之財務報表之項目乃以功能貨幣計量。外幣交易由本集團內之實體按交易日之功能貨幣之匯率初步記錄。於報告期末以外幣計值之貨幣資產及負債乃按報告期末之功能貨幣匯率換算。結算或換算貨幣項目之差額均於損益表確認。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FOREIGN CURRENCIES (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

## 2.4 主要會計政策之概要 (續)

### 外幣 (續)

按外幣歷史成本計量的非貨幣項目採用首次交易日期的匯率進行換算。按外幣公平值進行計量的非貨幣項目採用計量公平值當日的匯率進行換算。換算以公平值計量的非貨幣項目所產生的收益或虧損的確認方法與有關確認項目公平值變動的收益或虧損的方法一致(即公平值收益或虧損在其他全面收入或損益中確認的項目的換算差額亦分別在其他全面收入或損益中確認)。

於終止確認與預付代價有關的非貨幣資產或非貨幣負債時，為釐定初步確認相關資產、開支或收入時的匯率，初步交易日期為本集團初步確認自預付代價所產生的非貨幣資產或非貨幣負債日期。倘存在多筆預付款項或預收款項，則本集團就每筆預付代價或每筆預收代價釐定交易日期。

若干海外附屬公司及聯營公司之功能貨幣並非港元。於報告期末，該等實體之資產及負債按報告期末當天之匯率折算為港元，該等實體之損益表按本年度之平均匯率折算為港元。因此產生之匯兌差額於其他全面收入確認及累計於匯兌波動儲備。在出售海外業務時，與該特定海外業務相關之其他全面收入部分於損益表中確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### FOREIGN CURRENCIES (Continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rate ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### JUDGEMENTS

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### Property lease classification – Group as lessor

The Group has entered into property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the property and the present value of the minimum lease payments not amounting to substantially all the fair value of the property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

## 2.4 主要會計政策之概要 (續)

### 外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量會按現金流量產生日之匯率換算為港幣。整個年度內經常產生之海外附屬公司之現金流量，會按年內加權平均匯率換算為港幣。

## 3. 重大會計判斷及估計

本集團編製財務報表時需要管理層對影響已呈報收入、開支、資產與負債金額及其相關披露事項，以及所披露的或然負債作出判斷、估計與假設。然而，基於這些假設與估計的不確定性會導致對未來受影響資產或負債的賬面值作出重大調整的結果。

### 判斷

於應用本集團會計政策的過程中，管理層除了作出估計外還作出了以下對財務報表中所確認之金額具有最大影響的判斷：

#### 物業租賃分類 – 本集團作為出租方

本集團已就其投資物業組合訂立物業租約。本集團已按安排之條款及條件評估，例如租約條款期限不構成物業之經濟生命的主要部份及最低租賃付款總額之現值基本上不等於物業的全部公平值，確定其保留所有以經營租賃方式出租之此等物業所有權帶來之重大風險及回報。



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**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

(Continued)

**JUDGEMENTS (Continued)****Significant judgement in determining the lease term of contracts with renewal options**

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements).

**Corporate income tax (“CIT”)**

The Group is subject to CIT in the PRC. As a result of the fact that certain matters relating to CIT have not been confirmed/determined by the relevant tax authorities, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies, and interpretations and practices in respect thereof are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will have an impact on the income tax and tax provisions in the period in which the differences realise.

**3. 重大會計判斷及估計 (續)****判斷 (續)****釐定有重續選擇權合約的租期時所用重大判斷**

本集團擁有多個包含延期選擇權的租賃合約。本集團於評估是否行使重續租賃選擇權時運用判斷。本集團將考慮所有會對行使重續選擇權構成經濟激勵的相關因素。於開始日期後，如在本集團控制範圍內有影響其行使或不行使續約或終止租賃選擇權的重大事件或情況變動（例如重大租賃物業裝修施工），本集團會重新評估租期。

**企業所得稅（「企業所得稅」）**

本集團須繳納中國之企業所得稅。由於有關企業所得稅之若干事宜尚未被有關稅務局確認／釐定，於釐定所得稅撥備時要以目前頒佈的稅務法律、法規及其他相關政策、及其相關詮釋及常規作為基準作出客觀估計及判斷。倘該等事宜之最終稅款數額有別於原本記錄的數額，差異會在其實現的期間影響所得稅及稅項撥備。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Estimates for net realisable values of properties under development and properties held for sale

The Group assesses the carrying amounts of properties under development and properties held for sale according to whether their net realisable values are lower than their costs, with their net realisable values based on the realisability of these properties taking into account, inter alia, management's estimates of the expected selling price based on prevailing market conditions, less applicable estimated selling expenses and other estimated costs to make the sale, and the estimated costs to be incurred to completion. As at 31 March 2023, the carrying amounts of the Group's properties under development and properties held for sale were approximately HK\$321,756,000 (2022: HK\$337,320,000) and HK\$449,774,000 (2022: HK\$487,200,000), respectively.

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2023 was approximately HK\$52,581,000 (2022: HK\$64,470,000). Further details are given in note 16 to the financial statements.

### 3. 重大會計判斷及估計 (續)

#### 不確定估計

於報告期末關於未來的主要推測及其他估計不確定的主要來源，並會導致下一個財政年度內資產及負債賬面值存在重大調整之重大風險於下文載述。

#### 發展中物業及持作出售物業之可變現淨值估計

本集團根據有關物業的可變現淨值(可變現淨值乃基於該等物業之可變現性)是否低於其成本評估發展中物業及持作出售物業的賬面值，除其他事項外，並計及管理層根據現行市況作出的銷售價格估計，減去適用之估計銷售開支及其他作出銷售所需的估計成本，以及估計完工成本後釐定。於二零二三年三月三十一日，本集團發展中物業及持作出售物業之賬面值分別約為321,756,000港元(二零二二年：337,320,000港元)及449,774,000港元(二零二二年：487,200,000港元)。

#### 商譽之減值

本集團最少每年釐定商譽是否需要減值。因此須估計被分配商譽的現金產生單位之使用價值。估計使用價值需要本集團對現金產生單位之預期日後現金流量作出估計，並選擇合適之折扣率以計算該等現金流量之現值。於二零二三年三月三十一日，商譽之賬面值約為52,581,000港元(二零二二年：64,470,000港元)。進一步詳情載於財務報表附註16。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

(Continued)

**ESTIMATION UNCERTAINTY (Continued)****Estimation of fair value of investment properties**

The Group engaged a firm of independent professionally qualified valuers to perform the valuations of the investment properties of the Group at the end of the reporting period.

The valuation of investment properties involves significant estimations and assumptions, including, among others, the estimated rental values and capitalisation rates for the income capitalisation approach and the estimated market price for the direct comparison approach.

The carrying amount of investment properties of the Group as at 31 March 2023 was approximately HK\$2,329,752,000 (2022: HK\$2,522,690,000). Further details, including the key assumptions used for fair value measurement, are given in note 14 to the financial statements.

**Land appreciation tax ("LAT")**

The Group is subject to LAT in the PRC. The provision for LAT is based on management's estimates and according to their understanding of the requirements of certain PRC tax laws and regulations, and interpretations and practices in respect thereof. The actual LAT liabilities are subject to the determination by the relevant tax authorities upon the completion of the relevant property development projects. As the relevant tax authorities have not yet finalised their LAT assessments for certain property development projects of the Group, the final outcome could be different from the amounts that were initially recorded.

**3. 重大會計判斷及估計 (續)****不確定估計 (續)****投資物業公平值估計**

本集團委任獨立專業合資格估值公司，於報告期末對本集團的投資物業進行估值。

投資物業估值涉及重大估計及假設，包括（其中包括）收入資本化法之估計租賃價值及資本比率以及直接比較法之估計市價。

於二零二三年三月三十一日，本集團投資物業賬面值約為2,329,752,000港元（二零二二年：2,522,690,000港元）。有關進一步詳情（包括公平值計量所用關鍵假設）載於財務報表附註14。

**土地增值稅（「土地增值稅」）**

本集團須繳納中國土地增值稅。土地增值稅之撥備是管理層根據若干中國稅務法律及法規，及其相關詮釋及常規之規定作出之估計。實際土地增值稅負債須於有關物業開發項目竣工後由有關稅務局釐定。由於有關稅務局尚未就本集團之若干物業開發項目釐定其土地增值稅的評估，所以最終結果可能有別於初步記錄的款額。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### ESTIMATION UNCERTAINTY (Continued)

##### Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on, inter alia, available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

##### Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets related to recognised tax losses at 31 March 2023 was HK\$19,570,000 (2022: HK\$18,206,000). The amount of unrecognised tax losses at 31 March 2023 was HK\$501,786,000 (2022: HK\$452,939,000). Further details are contained in note 30 to the financial statements.

### 3. 重大會計判斷及估計 (續)

#### 不確定估計 (續)

##### 非金融資產的減值 (不包括商譽)

本集團於各報告期末評估所有非金融資產 (包括使用權資產) 有否出現任何減值跡象。非金融資產在當有跡象顯示可能無法收回賬面值時進行減值測試。當該資產或現金產生單位之賬面值超過其可收回金額時，即公平值減去出售成本及其使用價值之較高者，則存在減值。公平值減去出售成本之計算方法，除其他事項外，為根據有約束力之出售交易公平交易類似資產可得數據或以有明顯的市場價格減因銷售資產而產生之成本。計算使用價值時，管理層必須估計資產或現金產生單位的預期未來現金流，並挑選合適的折現率，以計算有關現金流的現值。

##### 遞延稅項資產

未動用稅項虧損會確認為遞延稅項資產，惟須可能有應課稅溢利以供動用稅項虧損。釐定可確認的遞延稅項資產金額時，管理人員須根據日後可能獲得應課稅溢利的時間及所獲溢利水平以及未來稅務規劃策略作出重大判斷。於二零二三年三月三十一日，與已確認稅項虧損相關的遞延稅項資產賬面值為19,570,000港元 (二零二二年：18,206,000港元)。於二零二三年三月三十一日，未確認稅項虧損金額為501,786,000港元 (二零二二年：452,939,000港元)。更多詳情載於財務報表附註30。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

(Continued)

**ESTIMATION UNCERTAINTY (Continued)****Recognition and allocation of construction costs on properties under development**

Development costs of properties are recorded as properties under development during the construction stage and will be transferred to properties held for sale upon completion. An apportionment of these costs will be recognised in the statement of profit or loss upon the recognition of the sale of completed properties. Before the final settlement of the development costs and other costs relating to the sale of the completed properties, these costs are accrued by the Group based on management's best estimates.

When developing properties, the Group may divide the development projects into phases. Specific costs directly related to the development of a phase are recorded as the costs of such phase. Costs that are common to phases are generally allocated to individual phases based on the estimated saleable area of the entire project.

Where the final settlement of costs and the related cost allocation is different from the initial estimates, any increase or decrease in the development costs and other costs would affect the profit or loss in future years.

**Provision for expected credit losses on financial assets at amortised cost**

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

**3. 重大會計判斷及估計 (續)****不確定估計 (續)****確認及分配發展中物業之建築成本**

物業發展成本在建築期間撥入發展中物業，並在物業工程完成後轉入持作出售物業。當確認竣工物業出售時，建築成本須按比例於損益表確認。在付清與出售竣工物業有關之最終物業發展成本及其他成本之前，本集團須根據管理層之最佳估計計算該等成本。

在物業發展時，本集團或將發展項目分期處理。直接關於指定發展期數的特定成本計入該期之成本。共同成本一般會根據整個項目之估計銷售面積作為攤分至個別期數之基準。

如最終付清成本及有關成本分配與最初估計不同，任何增加或減少發展成本及其他成本會影響將來的利潤或虧損。

**按攤銷成本計量的金融資產之預期信貸虧損撥備**

本集團使用撥備矩陣計算應收貿易賬款之預期信貸虧損。撥備率根據具有類似虧損模型（即按地理位置、產品類型及客戶類型劃分）的各客戶分部組合的逾期天數。

撥備矩陣最初基於本集團的歷史觀察違約率。本集團將通過校準矩陣以調整具有前瞻性資料的歷史信貸虧損經驗。於各報告日期，本集團會對歷史觀察違約率進行更新並分析前瞻性估計的變動。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### ESTIMATION UNCERTAINTY (Continued)

##### Provision for expected credit losses on financial assets at amortised cost (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 22 to the financial statements.

The Group uses the general approach to calculate ECLs on financial assets at amortised cost other than trade receivables, which are determined with reference to, inter alia, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, change in which can result in different levels of allowances.

##### Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates.

### 3. 重大會計判斷及估計 (續)

#### 不確定估計 (續)

##### 按攤銷成本計量的金融資產之預期信貸虧損撥備 (續)

評估歷史觀察違約率、預測經濟狀況及預期信貸虧損之間的關聯屬於重大估計。預期信貸虧損金額對情況及預測經濟狀況變化具有敏感度。本集團的歷史信貸虧損經驗及對經濟狀況的預測亦未必代表客戶未來的實際違約。有關集團貿易應收款預期信用損失的信息在財務報表附註22中披露。

本集團使用一般方法計算按攤銷成本計量的金融資產（應收貿易賬款除外）之預期信貸虧損，其乃經參考（其中包括）估計未來現金流量之金額及時間，以及於釐定減值虧損及評估信貸風險顯著增加時之抵押品價值後釐定。該等估計乃基於多項因素而達致，其變動可能導致不同程度之撥備。

##### 租賃－估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近的資產，而以類似抵押品於類似期限借入所需資金應支付的利率。因此，增量借款利率反映本集團「應支付」的利率，當無可觀察的利率時或當須對利率進行調整以反映租賃的條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據估算增量借款利率並須作出若干實體特定的估計。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**4. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the restaurant, food and hotel segment which engages in the operations of hotel, restaurant and food businesses; and
- (b) the property investment and development segment which comprises the development and sale of properties and the leasing of residential, commercial and industrial properties.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income, unallocated other income and gains, net, finance costs as well as corporate and unallocated expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

**4. 經營分部資料**

就管理而言，本集團按產品及服務為基準分為若干業務單位，並有以下兩個可報告經營分部：

- (a) 餐飲、食品及酒店分部從事經營酒店、酒樓以及食品業務；及
- (b) 物業投資及發展分部包括物業發展及銷售物業，以及租賃住宅、商業及工業物業。

管理層個別監察本集團經營分部之業績以決定資源分配及評估表現。分部表現按可報告分部溢利／（虧損）而評估，該溢利／（虧損）為經調整除稅前／（虧損）溢利之計量。經調整除稅前溢利之計量方法與本集團之除稅前溢利一致，惟有關計量不包括銀行利息收入、未分配其他淨收益、財務成本及企業及未分配支出。

分部間之銷售及轉讓乃參考銷售予第三方之市場現行價格進行交易。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 31 March 2023

## 4. 經營分部資料 (續)

截至二零二三年三月三十一日止年度

		Restaurant, food and hotel 餐飲· 食品及酒店 HK\$'000 千港元	Property investment and development 物業投資 及發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue (note 5)</b>	<b>分部收入 (附註5)</b>			
Revenue from external customers	來自外部客戶之收入	574,461	109,021	683,482
Intersegment revenue	分部間之收入	2,106	4,661	6,767
		576,567	113,682	690,249
<i>Reconciliation:</i>	<i>調節:</i>			
Elimination of intersegment revenue	撇銷分部間之收入			(6,767)
Total revenue	總收入			683,482
<b>Segment results</b>	<b>分部業績</b>	8,970	(96,642)	(87,672)
<i>Reconciliation:</i>	<i>調節:</i>			
Bank interest income	銀行利息收入			3,528
Unallocated other income and gains, net	未分配其他收入及收益· 淨額			2,772
Corporate and unallocated expenses	企業及未分配支出			(19,790)
Finance costs	財務成本			(84,283)
Loss before tax	除稅前虧損			(185,445)



## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

#### 4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 31 March 2023 (Continued)

#### 4. 經營分部資料 (續)

截至二零二三年三月三十一日止年度  
(續)

		Restaurant, food and hotel 餐飲、 食品及酒店 HK\$'000 千港元	Property investment and development 物業投資 及發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Other segment information</b>	<b>其他分部資料：</b>			
Changes in fair value of investment properties, net	投資物業之公平值變動，淨額	-	(90,003)	(90,003)
Share of loss of associates	應佔聯營公司虧損	-	(48,066)	(48,066)
Other interest income	其他利息收入	-	33,397	33,397
Impairment/(reversal of impairment) of trade receivables, net	應收貿易賬款之減值／(減值撥回)，淨額	4,235	(1,737)	2,498
Impairment of other receivables, net	其他應收賬款減值，淨額	-	18,373	18,373
Impairment of goodwill	商譽減值	11,889	-	11,889
Depreciation of property, plant and equipment	物業、廠房及設備之折舊			
- segment	- 分部	67,517	23,952	91,469
- unallocated	- 未分配			1,718
				93,187
Depreciation of right-of-use assets	使用權資產之折舊	39,682	332	40,014
Capital expenditure	資本開支			
- segment	- 分部	99,789	1,261	101,050
- unallocated	- 未分配			-
				101,050*

\* Capital expenditure consists of additions to property, plant and equipment and investment properties.

\* 資本開支包括添置物業、廠房及設備及投資物業。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 31 March 2022

## 4. 經營分部資料 (續)

截至二零二二年三月三十一日止年度

		Restaurant, food and hotel 餐飲、 食品及酒店 HK\$'000 千港元	Property investment and development 物業投資 及發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue (note 5)</b>	<b>分部收入 (附註5)</b>			
Revenue from external customers	來自外部客戶之收入	676,144	105,026	781,170
Intersegment revenue	分部間之收入	1,381	10,757	12,138
		677,525	115,783	793,308
<i>Reconciliation:</i>	<i>調節:</i>			
Elimination of intersegment revenue	撤銷分部間之收入			(12,138)
Total revenue	總收入			781,170
<b>Segment results</b>	<b>分部業績</b>	51,070	56,990	108,060
<i>Reconciliation:</i>	<i>調節:</i>			
Bank interest income	銀行利息收入			3,918
Unallocated other income and gains, net	未分配其他收入及收益， 淨額			5,324
Corporate and unallocated expenses	企業及未分配支出			(15,531)
Finance costs	財務成本			(53,199)
Profit before tax	除稅前溢利			48,572

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

#### 4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 31 March 2022 (Continued)

#### 4. 經營分部資料 (續)

截至二零二二年三月三十一日止年度  
(續)

		Restaurant, food and hotel 餐飲、 食品及酒店 HK\$'000 千港元	Property investment and development 物業投資 及發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Other segment information</b>	<b>其他分部資料：</b>			
Changes in fair value of investment properties, net	投資物業之公平值變動，淨額	-	(29,865)	(29,865)
Share of profit of associates	應佔聯營公司溢利	-	35,991	35,991
Other interest income	其他利息收入	-	21,344	21,344
Impairment/(reversal of impairment) of trade receivables, net	應收貿易賬款之減值／(減值撥回)，淨額	(2,281)	1,056	(1,225)
Impairment of other receivables, net	其他應收賬款減值，淨額	-	2,151	2,151
Depreciation of property, plant and equipment	物業、廠房及設備之折舊			
- segment	- 分部	57,421	14,915	72,336
- unallocated	- 未分配			1,017
				73,353
Depreciation of right-of-use assets	使用權資產之折舊	51,021	352	51,373
Capital expenditure	資本開支			
- segment	- 分部	35,634	50,211	85,845
- unallocated	- 未分配			95,669
				181,514*

\* Capital expenditure consists of additions to property, plant and equipment and investment properties.

\* 資本開支包括添置物業、廠房及設備及投資物業。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

#### 4. OPERATING SEGMENT INFORMATION (Continued)

##### GEOGRAPHICAL INFORMATION

##### (a) Revenue from external customers

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong	香港	285,742	258,509
Mainland China	中國大陸	397,740	522,661
		<b>683,482</b>	781,170

The revenue information above is based on the locations of the customers.

上述收入資料乃根據客戶所在之地區而定。

##### (b) Non-current assets

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong	香港	913,415	969,226
Mainland China	中國大陸	3,792,683	4,105,863
		<b>4,706,098</b>	5,075,089

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

上述非流動資產資料乃根據資產所在之地區而定及不包括金融工具及遞延稅項資產。

#### 4. 經營分部資料 (續)

##### 地區資料

##### (a) 來自外部客戶之收入

##### (b) 非流動資產

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

#### 4. OPERATING SEGMENT INFORMATION (Continued)

##### INFORMATION ABOUT MAJOR CUSTOMERS

No revenue from any single external customer accounted for 10% or more of the Group's total revenue for the year ended 31 March 2023 and 2022.

#### 5. REVENUE, OTHER INCOME AND GAINS, NET

##### REVENUE

An analysis of revenue is as follows:

#### 4. 經營分部資料 (續)

##### 有關主要客戶之資料

截至二零二三年及二零二二年三月三十一日止年度，並無來自任何單一外部客戶之收入佔本集團總收之10%或以上。

#### 5. 收入、其他收入及收益，淨額

##### 收入

收入分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<i>Revenue from contracts with customers</i>	來自客戶合約之收入		
Income from restaurant, food and hotel businesses	餐飲、食品及酒店業務收入	<b>574,461</b>	676,144
Proceeds from the sale of properties, property management service income and commission income	銷售物業所得款項、物業管理服務收入及佣金收入	<b>12,976</b>	10,728
		<b>587,437</b>	686,872
<i>Revenue from other sources</i>	來自其他來源之收入		
Gross rental income	租金收入總額	<b>96,045</b>	94,298
		<b>683,482</b>	781,170

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)

### REVENUE FROM CONTRACTS WITH CUSTOMERS

#### (i) Disaggregated revenue information

For the year ended 31 March 2023

## 5. 收入、其他收入及收益，淨額 (續)

### 來自客戶合約之收入

#### (i) 收入分類資料

截至二零二三年三月三十一日止年度

Segments 分部		Restaurant, food and hotel 餐飲、食品及 酒店	Property investment and development 物業投資及 發展	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Types of goods or services</b>	<b>貨品或服務種類</b>			
Restaurant operations	餐飲經營	270,267	-	270,267
Bakery operations	麵包店經營	129,776	-	129,776
Sale of food products	食品銷售	153,481	-	153,481
Hotel operations	酒店經營	20,937	-	20,937
Property management services	物業管理服務	-	1,148	1,148
Sale of properties	物業銷售	-	11,828	11,828
Total revenue from contracts with customers	來自客戶合約之總收入	574,461	12,976	587,437
<b>Geographical markets</b>	<b>地理市場</b>			
Hong Kong	香港	217,936	-	217,936
Mainland China	中國內地	356,525	12,976	369,501
Total revenue from contracts with customers	來自客戶合約之總收入	574,461	12,976	587,437
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>			
At a point in time	於某一時間點	553,524	11,828	565,352
Over time	隨時間	20,937	1,148	22,085
Total revenue from contracts with customers	來自客戶合約之總收入	574,461	12,976	587,437

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)****REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)****(i) Disaggregated revenue information (Continued)**

For the year ended 31 March 2022

**5. 收入、其他收入及收益，淨額 (續)****來自客戶合約之收入 (續)****(i) 收入分類資料 (續)**

截至二零二二年三月三十一日止年度

Segments 分部	Types of goods or services 貨品或服務種類	Restaurant, food and hotel 餐飲、食品及 酒店 HK\$'000 千港元	Property investment and development 物業投資及 發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
	Restaurant operations	285,592	-	285,592
	Bakery operations	120,105	-	120,105
	Sale of food products	248,256	-	248,256
	Hotel operations	22,191	-	22,191
	Property management services	-	2,939	2,939
	Sale of properties	-	7,789	7,789
	Total revenue from contracts with customers	676,144	10,728	686,872
	<b>Geographical markets</b> 地理市場			
	Hong Kong	244,282	-	244,282
	Mainland China	431,862	10,728	442,590
	Total revenue from contracts with customers	676,144	10,728	686,872
	<b>Timing of revenue recognition</b> 收入確認時間			
	At a point in time	653,953	7,789	661,742
	Over time	22,191	2,939	25,130
	Total revenue from contracts with customers	676,144	10,728	686,872

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)

### REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

#### (i) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

**For the year ended 31 March 2023**

## 5. 收入、其他收入及收益，淨額 (續)

### 來自客戶合約之收入 (續)

#### (i) 收入分類資料 (續)

下文載列來自客戶合約之收入與分部資料披露之金額之對賬：

**截至二零二三年三月三十一日止年度**

Segments 分部		Restaurant, food and hotel 餐飲、食品及 酒店 HK\$'000 千港元	Property investment and development 物業投資及 發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Revenue from contracts with customers</b>	來自客戶合約之收入			
External customers	外部客戶	574,461	12,976	587,437
Intersegment revenue	分部間收入	2,106	-	2,106
		<b>576,567</b>	<b>12,976</b>	<b>589,543</b>
Intersegment adjustments and eliminations	分部間調整及撇銷	<b>(2,106)</b>	-	<b>(2,106)</b>
Total revenue from contracts with customers	來自客戶合約之收入總額	<b>574,461</b>	<b>12,976</b>	<b>587,437</b>



## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)****REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)****(i) Disaggregated revenue information (Continued)**

For the year ended 31 March 2022

**5. 收入、其他收入及收益，淨額 (續)****來自客戶合約之收入 (續)****(i) 收入分類資料 (續)**

截至二零二二年三月三十一日止年度

Segments 分部	Restaurant, food and hotel 餐飲、食品及 酒店	Property investment and development 物業投資及 發展	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Revenue from contracts with customers</b>	<b>來自客戶合約之收入</b>		
External customers	676,144	10,728	686,872
Intersegment revenue	1,381	10,757	12,138
	677,525	21,485	699,010
Intersegment adjustments and eliminations	(1,381)	(10,757)	(12,138)
Total revenue from contracts with customers	<b>來自客戶合約之收入總額</b>		
	676,144	10,728	686,872

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)****REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)****(i) Disaggregated revenue information (Continued)**

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period.

	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Restaurant, food and hotel	<b>13,796</b>	11,687
Property investment and development	<b>7,168</b>	10,971
	<b>20,964</b>	22,658

**(ii) Performance obligations**

Information about the Group's performance obligations is summarised below:

*Restaurant operations*

The performance obligation is generally satisfied at the point in time when/as goods or services are transferred/provided to a customer. Payment of the transaction price is generally due at the point the customer purchases/obtains control of the promised goods or services.

**5. 收入、其他收入及收益，淨額 (續)****來自客戶合約之收入 (續)****(i) 收入分類資料 (續)**

下表顯示於本報告期間確認計入於報告期初之合約負債之收入金額。

**(ii) 履約責任**

有關本集團履約責任之資料概述如下：

*餐飲經營*

履約責任一般於貨品或服務轉讓提供予客戶時達成。客戶於購買／取得所承諾貨品或服務之控制權時一般須支付交易價格。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)****REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)****(ii) Performance obligations (continued)***Bakery operations*

The performance obligation is generally satisfied at the point in time when/as goods or services are transferred/provided to a customer. Payment of the transaction price is generally due at the point the customer purchases/obtains control of the promised goods or services.

*Sale of food products*

The performance obligation is generally satisfied upon delivery of the products to the customers and payment is generally due within 30 to 90 days, extending to a longer period for major customers, from the date of delivery, except for new customers or certain food products, where payment in advance is normally required.

*Hotel operations*

The performance obligation is generally satisfied over time as services are provided and payment is generally due when the services have been rendered.

*Property management services*

The performance obligation is satisfied over time as services are rendered. Property management service contracts are for periods of one to eight years and payment in advance is normally required.

*Sale of properties*

In respect of the sale of completed properties, the performance obligation is satisfied at a point in time when the legal title of the completed property is obtained by the customer. Payment of the transaction price is generally made in accordance with the terms of the respective sale and purchase agreements.

**5. 收入、其他收入及收益，淨額 (續)****來自客戶合約之收入 (續)****(ii) 履約責任 (續)***麵包店經營*

履約責任一般於貨品或服務轉讓予客戶時達成。客戶於購買／取得所承諾貨品或服務之控制權時一般須支付交易價格。

*食品銷售*

履約責任一般於向客戶交付產品時達成，一般於交付當日後30至90日內付款（主要客戶獲延長至更長期限），惟新客戶或若干食品除外，其通常需要預先付款。

*酒店經營*

履約責任一般於提供服務時隨時間達成，付款一般於已提供服務時到期。

*物業管理服務*

履約責任於提供服務時隨時間達成。物業管理服務合約為期一年至八年，並通常需要事先付款。

*物業銷售*

就竣工物業之銷售而言，履約責任於客戶取得已竣工物業之法定所有權之時間點達成。交易價格一般乃根據買賣協議各自之條款而支付。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)****REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)****(ii) Performance obligations (continued)***Property agency services*

The performance obligation is satisfied when the services have been rendered and payment is generally due within 30 days from the agreement date.

**OTHER INCOME AND GAINS, NET**

An analysis of other income and gains, net is as follows:

**5. 收入、其他收入及收益，淨額 (續)****來自客戶合約之收入 (續)****(ii) 履約責任 (續)***物業代理服務*

履約責任於提供服務時達成，付款一般於協議日期起計30日內到期。

**其他收入及收益，淨額**

其他收入及收益，淨額的分析如下：

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	<b>3,528</b>	3,918
Investment interest income	投資利息收入	<b>2,081</b>	11,303
Other interest income	其他利息收入	<b>33,397</b>	21,344
Dividend income from equity investments designated at fair value through other comprehensive income	指定為按公平值列賬及於其他全面收入中處理之權益投資之股息收入	-	4,169
Dividend income from financial assets at fair value through profit or loss	按公平值列賬及於損益中處理之金融資產之股息收入	<b>3,323</b>	3,702
Gain on lease modification	租賃修訂之收益	<b>733</b>	-
Gain on lease termination	終止租賃之收益	<b>2,115</b>	109
Government subsidies*	政府補助*	<b>10,199</b>	850
Others	其他	<b>12,282</b>	9,164
		<b>67,658</b>	54,559

\* Government subsidies mainly represent subsidies received in connection with the support from the "Anti-epidemic Fund" and "Employment Support Scheme" of the Government of the Hong Kong Special Administrative Region. There are no unfulfilled conditions or contingencies relating to these subsidies.

\* 政府補貼主要指收取與香港特別行政區政府「防疫抗疫基金」及「保就業計劃」支持有關的補貼。就相關補貼本公司並沒有未曾滿足的條件或不確定事項。

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**6. PROFIT/(LOSS) BEFORE TAX**

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

**6. 除稅前溢利／（虧損）**

本集團除稅前溢利／（虧損）已扣除／（計入）以下各項：

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of inventories sold and services provided	已售存貨及已提供服務之成本	<b>384,589</b>	407,152
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>93,187</b>	73,353
Depreciation of right-of-use assets	使用權資產之折舊	<b>40,014</b>	51,373
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金寬減	<b>(1,000)</b>	(2,343)
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量之租賃付款	<b>6,313</b>	3,806
Auditor's remuneration**	核數師酬金**	<b>3,659</b>	4,246
Employee benefit expense (excluding directors' remuneration (note 8)†):	僱員福利開支（董事薪酬（附註8）除外）†：		
Wages, salaries and bonuses	工資、薪金及花紅	<b>120,658</b>	139,857
Pension scheme contributions*** (defined contribution schemes)	退休金計劃供款***（界定供款計劃）	<b>11,083</b>	8,089
		<b>131,741</b>	147,946
Foreign exchange differences, net	外匯差額，淨額	<b>170</b>	(453)
Impairment/(reversal of impairment) of	以下各項之減值／（減值撥回）：		
– trade receivables, net	– 應收貿易賬款，淨額	<b>2,498</b>	(1,225)
– other receivables, net	– 其他應收賬款，淨額	<b>18,373</b>	2,151
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties	賺取租金之投資物業產生之直接營運支出（包括維修及保養）	<b>501</b>	350
Changes in fair value of investment properties, net	投資物業公平值變動，淨額	<b>90,003</b>	29,865

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 6. PROFIT/(LOSS) BEFORE TAX (Continued) 6. 除稅前溢利／（虧損）（續）

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fair value losses, net: <sup>*</sup>	公平值虧損，淨額： <sup>*</sup>		
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理之金融資產	7,674	46,414
Loss on disposal/write-off of items of property, plant and equipment, net	出售／註銷物業、廠房及設備項目之虧損，淨額	3,194	825
Impairment of goodwill <sup>*</sup>	商譽減值 <sup>*</sup>	11,889	3,233
Release of deferred income <sup>^</sup>	遞延收入解除 <sup>^</sup>	(783)	(205)

<sup>\*\*</sup> The auditors' remuneration included Ernst & Young's audit fee of HK\$2,850,000 (2022: HK\$2,850,000), and audit fees payable to other subsidiaries' auditors in respect of audit services provided for certain subsidiaries in Hong Kong and Mainland China.

<sup>#</sup> Inclusive of an amount of HK\$95,995,000 (2022: HK\$103,280,000) classified under cost of inventories sold and services provided.

<sup>\*</sup> The impairment of goodwill and fair value losses on financial assets at fair value through profit or loss are included in "Other expenses, net" in the consolidated statement of profit or loss.

<sup>^</sup> The release of deferred income is classified under cost of inventories sold and services provided.

<sup>\*\*\*</sup> There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

<sup>\*\*</sup> 核數師酬金包括安永會計師事務所之審計費2,850,000港元（二零二二年：2,850,000港元），以及就向香港及中國內地若干附屬公司提供審計服務而應付其他附屬公司核數師之審計費。

<sup>#</sup> 包括分類為已售存貨及已提供服務之成本95,995,000港元（二零二二年：103,280,000港元）之金額。

<sup>\*</sup> 商譽之減值及按公平值列賬及於損益中處理之金融資產之公平值虧損／（收益）計入綜合損益表「其他開支，淨額」內。

<sup>^</sup> 遞延收入解除分類為銷售存貨成本和提供服務成本。

<sup>\*\*\*</sup> 本集團作為僱主並無沒收的供款可以被用以降低現有之供款水平。

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**7. FINANCE COSTS**

An analysis of finance costs is as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸之利息	<b>77,514</b>	47,864
Interest on convertible bonds	可換股債券之利息	<b>2,079</b>	1,550
Interest on lease liabilities	租賃負債之利息	<b>4,690</b>	3,785
		<b>84,283</b>	53,199

**7. 財務成本**

財務成本分析如下：

**8. DIRECTORS' REMUNERATION**

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

**8. 董事酬金**

根據香港聯合交易所有限公司證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條及香港公司（披露董事利益資料）規例第2部披露本年度董事酬金如下：

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Fees	袍金	<b>900</b>	905
Other emoluments:	其他酬金：		
Salaries and allowances	薪金及津貼	<b>10,984</b>	9,923
Equity-settled share option expense	以權益結算之購股權開支	<b>20</b>	149
Pension scheme contribution (defined contribution scheme)	退休金計劃供款 (界定供款計劃)	<b>179</b>	161
		<b>11,183</b>	10,233
		<b>12,083</b>	11,138

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**8. DIRECTORS' REMUNERATION**

(Continued)

**(A) INDEPENDENT NON-EXECUTIVE DIRECTORS**

The fees paid to independent non-executive directors during the year were as follows:

		<b>2023</b> 二零二三年 <b>Fees</b> 袍金 <b>HK\$'000</b> 千港元	2022 二零二二年 Fees 袍金 HK\$'000 千港元
Mr. Lo Ming Chi, Charles	勞明智先生	<b>300</b>	300
Mr. Lo Man Kit, Sam*	盧文傑先生*	-	91
Mr. Wong See King	黃思競先生	<b>300</b>	300
Mr. Cheung Wah Fung, Christopher*	張華峰先生*	<b>300</b>	214
		<b>900</b>	905

\* Mr. Lo Man Kit, Sam resigned as an independent non-executive director on 15 July 2021 and Mr. Cheung Wah Fung, Christopher was appointed as an independent non-executive director on 15 July 2021.

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

**8. 董事酬金 (續)****(A) 獨立非執行董事**

本年度已付獨立非執行董事袍金如下：

		<b>2023</b> 二零二三年 <b>Fees</b> 袍金 <b>HK\$'000</b> 千港元	2022 二零二二年 Fees 袍金 HK\$'000 千港元
Mr. Lo Ming Chi, Charles	勞明智先生	<b>300</b>	300
Mr. Lo Man Kit, Sam*	盧文傑先生*	-	91
Mr. Wong See King	黃思競先生	<b>300</b>	300
Mr. Cheung Wah Fung, Christopher*	張華峰先生*	<b>300</b>	214
		<b>900</b>	905

\* 盧文傑先生於二零二一年七月十五日辭任獨立非執行董事及張華峰先生於二零二一年七月十五日獲委任為獨立非執行董事。

本年度並無應付獨立非執行董事的其他薪酬(二零二二年：無)。



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## 8. DIRECTORS' REMUNERATION

(Continued)

## (B) EXECUTIVE DIRECTORS

		Fees	Salaries and allowances	Bonuses paid and payable	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		袍金	薪金及津貼	已付及應付花紅	以權益結算之購股權開支	退休金計劃供款	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2023</b>	<b>二零二三年</b>						
Executive directors:	執行董事:						
Mr. Ma Kai Cheung	馬介璋先生	-	1,364	-	-	62	1,426
Mr. Ma Kai Yum	馬介欽先生	-	2,279	-	-	70	2,349
Mr. Ma Hung Ming, John	馬鴻銘先生	-	843	-	-	18	861
Mr. Chan Francis Ping Kuen	陳炳權先生	-	1,500	-	20	18	1,538
Mr. Liang Rui	梁銳先生	-	4,558	-	-	-	4,558
Mr. Ma Hung Man*	馬鴻文先生*	-	440	-	-	11	451
		-	10,984	-	20	179	11,183

## 8. 董事酬金 (續)

## (B) 執行董事

		Fees	Salaries and allowances	Bonuses paid and payable	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		袍金	薪金及津貼	已付及應付花紅	以權益結算之購股權開支	退休金計劃供款	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2022</b>	<b>二零二二年</b>						
Executive directors:	執行董事:						
Mr. Ma Kai Cheung	馬介璋先生	-	1,520	-	-	55	1,575
Mr. Ma Kai Yum	馬介欽先生	-	2,353	-	-	70	2,423
Mr. Ma Hung Ming, John	馬鴻銘先生	-	751	-	-	18	769
Mr. Chan Francis Ping Kuen	陳炳權先生	-	1,563	-	149	18	1,730
Mr. Liang Rui	梁銳先生	-	3,736	-	-	-	3,736
		-	9,923	-	149	161	10,233

\* Mr. Ma Hung Man was appointed as an executive director on 8 September 2022.

\* 馬鴻文先生於二零二二年九月八日獲委任為執行董事。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

年內並無董事放棄或同意放棄任何薪酬的安排。

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**9. FIVE HIGHEST PAID EMPLOYEES' REMUNERATION**

The five highest paid employees during the year included four (2022: four) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2022: one) non-director, non-chief executive highest paid employee are as follows:

	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Salaries 薪金	<b>1,372</b>	1,456
Equity-settled share option expense 以權益結算之購股權開支	-	20
	<b>1,372</b>	1,476

The remuneration of the non-director, non-chief executive highest paid employee for the year fell within the band of HK\$1,000,001 to HK\$1,500,000 (2022: HK\$1,000,001 to HK\$1,500,000).

**9. 五位最高薪僱員之薪酬**

於本年度，五位最高薪僱員包括四名（二零二二年：四名）董事，其薪酬詳情載列於上文附註8。餘下一名（二零二二年：一名）非董事、非主要行政人員之最高薪僱員之薪酬詳情如下：

非董事、非主要行政人員之最高薪僱員於本年度之薪酬處於1,000,001港元至1,500,000港元範圍內（二零二二年：1,000,001港元至1,500,000港元）。

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## 10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%). Taxes on profits assessable in Mainland China have been calculated at the relevant rates of tax prevailing in Mainland China in which the Group operates.

## 10. 所得稅

香港利得稅乃根據年內於香港產生之估計應課稅溢利按16.5% (二零二二年: 16.5%)之稅率計算撥備。惟本集團的一間附屬公司為利得稅兩級溢利下的合資格實體。該附屬公司的首2,000,000港元 (二零二二年: 2,000,000港元)的應課稅利潤稅率為8.25% (二零二二年: 8.25%)，餘下的應課稅利潤稅率為16.5% (二零二二年: 16.5%)。集團於中國大陸營運之應課稅溢利之稅項乃按中國大陸之相關現行稅率計算。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current – Hong Kong	即期 – 香港		
Charge for the year	本年度支出	241	401
Overprovision in prior years	過往年度超額撥備	–	(330)
Current – Mainland China	即期 – 中國大陸		
Corporate income tax	企業所得稅	21,059	48,174
Land appreciation tax	土地增值稅	–	139
Overprovision in prior years	過往年度超額撥備	(11,655)	(14,852)
Deferred	遞延	(25,357)	(10,071)
Total tax charge/(credit) for the year	本年度稅項支出 / (抵免) 總額	(15,712)	23,461

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## 10. INCOME TAX (Continued)

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the Hong Kong statutory rate to the tax charge/(credit) at the effective tax rate is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利／（虧損）	<b>(185,445)</b>	48,572
Tax at the Hong Kong statutory tax rate of 16.5% (2022: 16.5%)	按香港法定稅率16.5% （二零二二年：16.5%） 計算之稅項	<b>(30,598)</b>	8,014
Effect of higher tax rates for specific provinces or enacted by local authorities	特定省份或當地機關頒佈之 較高稅率之影響	<b>(2,031)</b>	15,880
Adjustments in respect of current tax of previous periods	就過往期間之 當期稅項調整	<b>(11,655)</b>	(15,182)
Profits and losses attributable to associates	應佔聯營公司溢利及虧損	<b>7,931</b>	(5,939)
Income not subject to tax	毋須課稅收入	<b>(4,151)</b>	(15,802)
Expenses not deductible for tax	不可扣稅開支	<b>16,462</b>	27,732
Land appreciation tax	土地增值稅	-	139
Tax losses utilised from previous periods	動用過往期間之 稅項虧損	<b>(3,520)</b>	(183)
Tax losses not recognised	未確認的稅項虧損	<b>11,850</b>	8,802
Tax charge/(credit) at the Group's effective rate	按本集團實際稅率 計算之稅項支出／（抵免）	<b>(15,712)</b>	23,461

The share of tax credit attributable to associates amounting to approximately HK\$8,470,000 (2022: tax expenses HK\$35,420,000) is included in "Share of profits/(losses) of associates" in the consolidated statement of profit or loss.

## 10. 所得稅（續）

按香港法定稅率計算適用於除稅前溢利／（虧損）之稅務開支／（抵免）與按實際稅率計算之稅務開支／（抵免）對賬如下：

分佔應佔聯營公司之稅項抵免為約8,470,000港元（二零二二年稅項開支：35,420,000港元）已計入綜合損益表「應佔聯營公司溢利／（虧損）」內。

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## 綜合財務報表附註

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**11. DIVIDEND**

The Board does not recommend the payment of a final dividend in respect of the year ended 31 March 2023 (2022: HK1 cent).

**12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT**

The calculation of the basic earnings/(loss) per share amounts is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,571,359,420 (2022: 1,536,229,851) in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 March 2023 in respect of a dilution as the impact of the convertible bonds and share options outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

No adjustment had been made to the basic earnings per share amounts presented for the year ended 31 March 2022 in respect of a dilution as the impact of the convertible bonds and share options outstanding had no dilutive effect on the basic earnings per share amounts presented.

The calculations of basic and diluted earnings/(loss) per share are based on:

**11. 股息**

董事會不建議就截至二零二三年三月三十一日止年度派付末期股息（二零二二年：1港仙）。

**12. 母公司普通股權持有人應佔每股盈利／（虧損）**

每股基本盈利／（虧損）金額乃根據母公司普通股權持有人應佔本年度溢利／（虧損）及年內已發行普通股之加權平均數1,571,359,420股（二零二二年：1,536,229,851股）計算。

由於尚未行使的可換股債券及購股權對所呈列的每股基本虧損金額具有反攤薄影響，故並無就攤薄調整截至二零二三年三月三十一日止年度所呈列的每股基本虧損金額。

由於尚未行使的可換股債券及購股權對所呈列的每股基本盈利金額不具有攤薄影響，故並無就攤薄調整截至二零二二年三月三十一日止年度所呈列的每股基本盈利金額。

每股基本及攤薄盈利／（虧損）乃根據以下各項計算：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Earnings/(Loss)</b>	<b>盈利／（虧損）</b>		
Profit/(loss) attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄盈利之母公司普通股權持有人應佔溢利／（虧損）	<b>(175,680)</b>	3,822

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## 12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

## 12. 母公司普通股權持有人應佔每股盈利／（虧損）（續）

	股份	Number of shares 股份數目	
		2023 二零二三年	2022 二零二二年
<b>Shares</b>			
Weighted average number of ordinary shares in issue during the year used in the basic and dilutive earnings/(loss) per share calculation	用於計算每股基本及攤薄盈利／（虧損）之年內已發行普通股加權平均數	<b>1,571,359,420</b>	1,536,229,851

## 13. PROPERTY, PLANT AND EQUIPMENT

## 13. 物業、廠房及設備

		Hotel properties	Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		酒店物業	土地及樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及設備	車輛	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>31 March 2023</b>	二零二三年三月三十一日								
At 1 April 2022:	於二零二二年四月一日:								
Cost or valuation	按成本值或估值	405,211	552,616	307,014	122,950	103,156	28,790	21,873	1,541,610
Accumulated depreciation and impairment	累計折舊及減值	(161,424)	(107,976)	(176,773)	(77,563)	(92,427)	(25,747)	-	(641,910)
Net carrying amount	賬面淨值	243,787	444,640	130,241	45,387	10,729	3,043	21,873	899,700
At 1 April 2022	於二零二二年四月一日	243,787	444,640	130,241	45,387	10,729	3,043	21,873	899,700
Additions	添置	-	43,049	29,322	3,016	24,289	1,374	-	101,050
Depreciation provided during the year (note 6)	年內折舊撥備（附註6）	(14,098)	(24,695)	(27,940)	(15,582)	(8,677)	(2,195)	-	(93,187)
Disposals/write-off	出售／註銷	-	(618)	(4,716)	-	(1,307)	(370)	-	(7,011)
Exchange realignment	匯兌調整	(15,720)	(21,873)	(4,049)	112	701	(1)	(1,602)	(42,432)
At 31 March 2023, net of accumulated depreciation	於二零二三年三月三十一日，已扣除累計折舊	213,969	440,503	122,858	32,933	25,735	1,851	20,271	858,120
At 31 March 2023:	於二零二三年三月三十一日:								
Cost or valuation	按成本值或估值	375,543	565,595	300,337	118,278	112,030	29,092	20,271	1,521,146
Accumulated depreciation and impairment	累計折舊及減值	(161,574)	(125,092)	(177,479)	(85,345)	(86,295)	(27,241)	-	(663,026)
Net carrying amount	賬面淨值	213,969	440,503	122,858	32,933	25,735	1,851	20,271	858,120

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## 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

## 13. 物業、廠房及設備 (續)

		Hotel properties	Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		酒店物業	土地及樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及設備	車輛	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>31 March 2022</b>	<b>二零二二年三月三十一日</b>								
At 1 April 2021:	於二零二一年四月一日:								
Cost or valuation	按成本值或估值	389,111	441,290	236,621	108,168	114,364	27,513	21,005	1,338,072
Accumulated depreciation and impairment	累計折舊及減值	(143,931)	(94,525)	(156,841)	(62,707)	(99,302)	(24,629)	-	(581,935)
Net carrying amount	賬面淨值	245,180	346,765	79,780	45,461	15,062	2,884	21,005	756,137
At 1 April 2021	於二零二一年四月一日	245,180	346,765	79,780	45,461	15,062	2,884	21,005	756,137
Additions	添置	-	95,354	67,506	11,833	5,374	1,447	-	181,514
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(13,475)	(12,640)	(23,070)	(15,654)	(7,794)	(720)	-	(73,353)
Disposals/write-off	出售/註銷	-	-	(1,102)	(30)	(3,487)	-	-	(4,619)
Exchange realignment	匯兌調整	12,082	15,161	7,127	3,777	1,574	(568)	868	40,021
At 31 March 2022, net of accumulated depreciation	於二零二二年三月三十一日, 已扣除累計折舊	243,787	444,640	130,241	45,387	10,729	3,043	21,873	899,700
At 31 March 2022:	於二零二二年三月三十一日:								
Cost or valuation	按成本值或估值	405,211	552,616	307,014	122,950	103,156	28,790	21,873	1,541,610
Accumulated depreciation and impairment	累計折舊及減值	(161,424)	(107,976)	(176,773)	(77,563)	(92,427)	(25,747)	-	(641,910)
Net carrying amount	賬面淨值	243,787	444,640	130,241	45,387	10,729	3,043	21,873	899,700

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**13. PROPERTY, PLANT AND EQUIPMENT (Continued)**

Certain of the Group's leasehold land and buildings were revalued at 31 March 1995, by independent professionally qualified valuers at open market value based on their then existing use. Since 1995, no further valuation of the Group's leasehold land and buildings has been carried out, as the Group has relied on the exemption, granted under the transitional provisions as set out in paragraph 80AA of HKAS 16 *Property, Plant and Equipment*, from the requirement to carry out further revaluations of its property, plant and equipment which were stated at valuation at that time.

Had these leasehold land and buildings been carried at historical cost less accumulated depreciation and any impairment losses, their total carrying amount would have been approximately HK\$327,000 (2022: HK\$429,000).

At 31 March 2023, certain of the Group's property, plant and equipment with a net carrying amount of approximately HK\$98,321,000 (2022: HK\$328,642,000) were pledged to secure certain banking facilities granted to the Group (note 39).

**13. 物業、廠房及設備 (續)**

獨立專業合資格估值師已按當時現有用途之基準按公開市值於一九九五年三月三十一日對本集團若干租賃土地及樓宇進行重估。自一九九五年起，本集團之租賃土地及樓宇並無進行進一步重估，原因為本集團倚賴根據香港會計準則第16號物業、廠房及設備中第80AA段所載之過渡條文授出之豁免對該等於當時按估值列賬之物業、廠房及設備進行進一步重估之規定。

倘該等租賃土地及樓宇以歷史成本減累計折舊及任何減值虧損入賬，其總賬面值應約為327,000港元（二零二二年：429,000港元）。

於二零二三年三月三十一日，本集團賬面淨值約98,321,000港元（二零二二年：328,642,000港元）之若干物業、廠房及設備已作抵押，作為本集團獲授若干銀行信貸之擔保（附註39）。



## Notes to Consolidated Financial Statements

## 綜合財務報表附註

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## 14. INVESTMENT PROPERTIES

## 14. 投資物業

	Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Carrying amount at beginning of year, at valuation	於年初之賬面值，按估值	<b>2,522,690</b>	2,515,637
Transfers from prepayments	轉撥自預付款項	<b>3,347</b>	4,494
Disposal	出售	<b>(48,200)</b>	-
Net loss from fair value adjustments	公平值調整產生之虧損淨額	<b>(90,003)</b>	(29,865)
Exchange realignment	匯兌調整	<b>(58,082)</b>	32,424
Carrying amount at 31 March, at valuation	於三月三十一日之賬面值，按估值	<b>2,329,752</b>	2,522,690

The Group's investment properties consist of three classes of asset, i.e., residential, commercial and industrial properties, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 March 2023 based on valuations performed by HG Appraisal & Consulting Limited, independent professionally qualified valuers, at approximately HK\$2,329,752,000 (2022: HK\$2,522,690,000). Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting. Certain investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

At 31 March 2023, the Group's investment properties with a carrying amount of approximately HK\$1,857,419,000 (2022: HK\$2,178,640,000) were pledged to secure certain banking facilities granted to the Group (note 39).

Further particulars of the Group's principal investment properties are included on pages 247 to 252.

根據各物業之性質、特性及風險，本集團投資物業由三種資產類別（即住宅、商業及工業物業）組成。於二零二三年三月三十一日，本集團之投資物業根據由獨立專業合資格估值師衡匯評估及顧問有限公司（二零二二年：衡匯評估及顧問有限公司）進行之估值重估約為2,329,752,000港元（二零二二年：2,522,690,000港元）。每年度，本集團之管理層決定委任外部估值師負責本集團投資物業之外部估值。甄選準則包括市場知識、聲譽、獨立性及能否維持專業標準。本集團之管理層就財務申報進行估值時與估值師討論估值假設及估值結果。若干投資物業乃按經營租賃租予第三方，進一步概要詳情已載於財務報表附註15內。

於二零二三年三月三十一日，本集團賬面值約為1,857,419,000港元（二零二二年：2,178,640,000港元）之投資物業已作抵押，作為本集團獲授若干銀行信貸之擔保（附註39）。

本集團主要投資物業之進一步詳情載於第247至252頁。

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**14. INVESTMENT PROPERTIES (Continued)****FAIR VALUE HIERARCHY**

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

**14. 投資物業 (續)****公平值層級**

下表列示本集團投資物業之公平值計量層級：

		Fair value measurement as at 31 March 2023 using 於二零二三年三月三十一日 使用以下各項進行之公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Hong Kong:	香港：				
Commercial properties	商業物業	-	-	143,100	143,100
Industrial properties	工業物業	-	-	119,190	119,190
Residential properties	住宅物業	-	-	30,220	30,220
Mainland China:	中國大陸：				
Commercial properties	商業物業	-	-	1,917,226	1,917,226
Industrial properties	工業物業	-	-	120,016	120,016
		-	-	2,329,752	2,329,752

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## 14. INVESTMENT PROPERTIES (Continued)

## FAIR VALUE HIERARCHY (Continued)

## 14. 投資物業 (續)

## 公平值層級 (續)

Fair value measurement as at  
31 March 2022 using  
於二零二二年三月三十一日  
使用以下各項進行之公平值計量

		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Hong Kong:	香港:				
Commercial properties	商業物業	-	-	148,700	148,700
Industrial properties	工業物業	-	-	161,336	161,336
Residential properties	住宅物業	-	-	29,740	29,740
Mainland China:	中國大陸:				
Commercial properties	商業物業	-	-	2,060,200	2,060,200
Industrial properties	工業物業	-	-	122,714	122,714
		-	-	2,522,690	2,522,690

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

於年內，概無轉撥於任何第一級與第二級之公平值計量及並無從第三級中轉入或轉出(二零二二年：無)。

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## 14. INVESTMENT PROPERTIES (Continued)

## FAIR VALUE HIERARCHY (Continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

## 14. 投資物業 (續)

## 公平值層級 (續)

歸類於第三級公平值層級內之公平值計量對賬：

		Hong Kong 香港			Mainland China 中國大陸	
		Commercial properties 商業物業 HK\$'000 千港元	Industrial properties 工業物業 HK\$'000 千港元	Residential properties 住宅物業 HK\$'000 千港元	Commercial properties 商業物業 HK\$'000 千港元	Industrial properties 工業物業 HK\$'000 千港元
Carrying amount at 1 April 2021	於二零二一年四月一日之賬面值	152,900	161,336	25,000	2,062,780	113,621
Transfers	轉撥	-	-	4,494	-	-
Net gain/(loss) from fair value adjustments recognised in profit or loss	於損益確認之公平值調整收益/(虧損)淨額	(4,200)	-	246	(30,230)	4,319
Exchange realignment	匯兌調整	-	-	-	27,650	4,774
Carrying amount at 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日之賬面值	148,700	161,336	29,740	2,060,200	122,714
Transfers	轉撥	-	-	3,347	-	-
Disposal	出售	-	(48,200)	-	-	-
Net gain/(loss) from fair value adjustments recognised in profit or loss	於損益確認之公平值調整收益/(虧損)淨額	(5,600)	6,054	(2,867)	(93,879)	6,289
Exchange realignment	匯兌調整	-	-	-	(49,095)	(8,987)
Carrying amount at 31 March 2023	於二零二三年三月三十一日之賬面值	143,100	119,190	30,220	1,917,226	120,016

## Notes to Consolidated Financial Statements

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## 14. INVESTMENT PROPERTIES (Continued)

## FAIR VALUE HIERARCHY (Continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值	Range 範圍	
			2023 二零二三年	2022 二零二二年
Hong Kong: 香港:				
Commercial properties 商業物業	Direct comparison approach 直接比較法	Estimated market price (per square foot) 估計市價 (每平方英尺)	<b>HK\$15,000 to HK\$45,000</b> 15,000港元至 45,000港元	HK\$15,900 to HK\$47,000 15,900港元至 47,000港元
Industrial properties 工業物業	Direct comparison approach 直接比較法	Estimated market price (per square foot) 估計市價 (每平方英尺)	<b>HK\$2,250 to HK\$3,260</b> 2,250港元至 3,260港元	HK\$2,350 to HK\$3,400 2,350港元至 3,400港元
Residential properties 住宅物業	Direct comparison approach 直接比較法	Estimated market price (per square foot) 估計市價 (每平方英尺)	<b>HK\$6,700 to HK\$10,000</b> 6,700港元至 10,000港元	HK\$7,025 to HK\$10,700 7,025港元至 10,700港元
Mainland China: 中國大陸:				
Commercial properties 商業物業	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre per month) 估計租值 (每平方米每月)	<b>HK\$46 to HK\$463</b> 46港元至 463港元	HK\$49 to HK\$505 49港元至 505港元
		Capitalisation rate 資本化率	<b>2.8% to 6.0%</b>	2.8% to 5.5%
Industrial properties 工業物業	Income capitalisation approach 收入資本化法	Estimated rental value (per square metre per month) 估計租值 (每平方米每月)	<b>HK\$17 to HK\$21</b> 17港元至 21港元	HK\$18 to HK\$20 18港元至 20港元
		Capitalisation rate 資本化率	<b>7.0%</b>	7.0%

Under the direct comparison approach, fair value is estimated with reference to recent transactions for similar properties in the proximity with adjustments for the differences in transaction dates, building age, floor area, etc. between the comparable properties and the subject properties.

## 14. 投資物業 (續)

## 公平值層級 (續)

下表概述投資物業估值所用之估值技術及主要輸入值：

根據直接比較法，公平值乃參考鄰近類似物業之近期交易作出估計，並就可資比較物業與標的物業之交易日期、樓齡、樓面面積等之差異作出調整。

## 14. INVESTMENT PROPERTIES (Continued)

### FAIR VALUE HIERARCHY (Continued)

Under the income capitalisation approach, fair value is estimated by taking into account the current rent passing of the property interests and the reversionary potential of the tenancy.

A significant increase/decrease in the estimated rental value and the estimated market price per square foot/square metre in isolation would result in a significant increase/decrease in the fair value of the investment properties. A significant increase/decrease in the capitalisation rate in isolation would result in a significant decrease/increase in the fair value of the investment properties.

## 15. LEASES

### THE GROUP AS A LESSEE

The Group has lease contracts for various leasehold lands and properties used in its operations. Lump sum payments were made upfront to acquire the leased lands from the owners with lease periods of 25 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have lease terms between 1 and 35 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension options, which are further discussed below.

## 14. 投資物業 (續)

### 公平值層級 (續)

根據收入資本化法，公平值乃考慮該物業權益之目前租金水平及租賃之復歸潛力估計。

估計租值及估計市價（每平方呎／平方米）單獨大幅增加／減少將導致投資物業的公平值大幅增加／減少。資本化率單獨大幅增加／減少將導致投資物業的公平值大幅減少／增加。

## 15. 租賃

### 本集團作為承租人

本集團用於營運的多項租賃土地及物業均訂有租賃合約。本集團已提前作出一次性付款以向業主購租賃土地，租期為25至50年，而根據該等土地租賃的條款，將無需在租期內持續支付任何款項。租賃物業的租期通常介乎1至35年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。包含延長權的若干租賃合約之詳情載列如下。

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**15. LEASES (Continued)****THE GROUP AS A LESSEE (Continued)****(a) Right-of-use assets**

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		<b>Leasehold land</b>	<b>Properties</b>	<b>Total</b>
		租賃土地	物業	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 1 April 2021	於二零二一年四月一日	32,004	77,809	109,813
Additions	添置	-	61,518	61,518
Termination of leases	租賃終止	-	(1,671)	(1,671)
Depreciation charge (note 6)	折舊(附註6)	(2,070)	(49,303)	(51,373)
Exchange realignment	匯兌調整	1,340	1,150	2,490
As at 31 March 2022 and 1 April 2022	於二零二二年三月 三十一日及二零二二年 四月一日	31,274	89,503	120,777
Additions	添置	-	57,642	57,642
Remeasurement on lease modifications	重新計量租賃修訂	-	10,347	10,347
Termination of leases	租賃終止	-	(6,809)	(6,809)
Depreciation charge (note 6)	折舊(附註6)	(3,035)	(36,979)	(40,014)
Exchange realignment	匯兌調整	(2,234)	(2,122)	(4,356)
As at 31 March 2023	於二零二三年 三月三十一日	26,005	111,582	137,587

**15. 租賃(續)****本集團作為承租人(續)****(a) 使用權資產**

本集團之使用權資產賬面值及年內變動如下：

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**15. LEASES (Continued)****THE GROUP AS A LESSEE (Continued)****(b) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

		<b>2023</b> 二零二三年 <b>Lease liabilities</b> 租賃負債 <b>HK\$'000</b> 千港元	2022 二零二二年 Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at beginning of year	於年初之賬面值	<b>97,521</b>	87,647
New leases	新租賃	<b>57,019</b>	61,518
Remeasurement on lease modifications	重新計量租賃修訂	<b>9,614</b>	-
Termination of leases	終止租賃	<b>(8,924)</b>	(1,780)
Accretion of interest recognised during the year	年內確認之利息增幅	<b>4,690</b>	3,785
Principal portion paid	已付本金部份	<b>(33,727)</b>	(48,780)
Interest paid	已付利息	<b>(4,690)</b>	(3,785)
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金寬減	<b>(1,000)</b>	(2,343)
Exchange realignment	匯兌調整	<b>(2,355)</b>	1,259
Carrying amount at 31 March	於三月三十一日之賬面值	<b>118,148</b>	97,521
Analysed into:	分析為：		
Current portion	流動部份	<b>36,366</b>	40,754
Non-current portion	非流動部份	<b>81,782</b>	56,767
		<b>118,148</b>	97,521

The maturity analysis of lease liabilities is disclosed in note 43 to the financial statements.

**15. 租賃 (續)****本集團作為承租人 (續)****(b) 租賃負債**

本集團之租賃負債賬面值及年內變動如下：

租賃負債之到期日分析在財務報表附註43中披露。



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**15. LEASES (Continued)****THE GROUP AS A LESSEE (Continued)**(c) **The amounts recognised in profit or loss in relation to leases are as follows:**

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 <b>HK\$'000</b> 千港元
Interest on lease liabilities	租賃負債之利息	<b>4,690</b>	3,785
Depreciation of right-of-use assets	使用權資產之折舊	<b>40,014</b>	51,373
Expenses relating to short-term leases	與短期租賃有關的費用	<b>6,313</b>	3,806
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金寬減	<b>(1,000)</b>	(2,343)
Gain on lease modification/termination	租賃修訂／終止之收益	<b>(2,848)</b>	(109)
<b>Total amount recognised in profit or loss</b>	<b>計入損益的總金額</b>	<b>47,169</b>	56,512

(d) **Extension options**

The Group has several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs. Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not included in the lease terms.

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 <b>HK\$'000</b> 千港元
<b>Payable within five years</b>	<b>於五年內應付</b>		
Extension options expected not to be exercised	預計將不被執行之延期選擇權	<b>3,326</b>	5,256

(e) The total cash outflow for leases is disclosed in note 36(c) to the financial statements.

**15. 租賃 (續)**

本集團作為承租人 (續)

(c) 已計入損益表與租賃相關的金額如下：

	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 <b>HK\$'000</b> 千港元
Interest on lease liabilities	<b>4,690</b>	3,785
Depreciation of right-of-use assets	<b>40,014</b>	51,373
Expenses relating to short-term leases	<b>6,313</b>	3,806
COVID-19-related rent concessions from lessors	<b>(1,000)</b>	(2,343)
Gain on lease modification/termination	<b>(2,848)</b>	(109)
<b>Total amount recognised in profit or loss</b>	<b>47,169</b>	56,512

(d) **延期選擇權**

本集團有若干包含延期選擇權的租賃合同。管理層協商了這些選擇權，以便靈活管理租賃資產組合，並且與本集團的業務需求保持一致。下文列出了與延期選擇權之執行日期之後的期間相關的未折現的潛在未來租金，這些租賃付款並未計入租賃條款。

(e) 租賃現金流出總額於財務報表附註36(c)披露。

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**15. LEASES (Continued)****THE GROUP AS A LESSOR**

The Group leases its investment properties (note 14) consisting of commercial properties, industrial properties and residential properties in Hong Kong and Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$96,045,000 (2022: HK\$94,298,000), details of which are included in note 5 to the financial statements.

At 31 March 2023 and 2022, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	<b>81,179</b>	84,714
After one year but within two years	一年後但於兩年內	<b>73,469</b>	81,419
After two years but within three years	兩年後但於三年內	<b>53,501</b>	58,052
After three years but within four years	三年後但於四年內	<b>31,449</b>	33,253
After four years but within five years	四年後但於五年內	<b>27,591</b>	16,361
After five years	五年後	<b>83,432</b>	57,700
		<b>350,621</b>	331,499

**15. 租賃 (續)****本集團作為出租人**

本集團根據經營租賃安排出租其投資物業(附註14)，包括位於香港及中國大陸的商用物業、工用物業及住宅物業。租賃的條款通常要求租戶支付擔保按金並根據屆時適用市況而定期調整租金。本集團於年內確認的租金收入為96,045,000港元(二零二二年：94,298,000港元)，其詳情載於財務報表附註5。

於二零二三年及二零二二年三月三十一日，本集團根據與其租戶訂立之不可取消的經營租賃於未來期間應收之未貼現租金款項如下：

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 16. GOODWILL

31 March 2023

## 16. 商譽

二零二三年三月三十一日

		HK\$'000 千港元
At 1 April 2022:	於二零二二年四月一日：	
Cost	成本	85,172
Accumulated impairment	累計減值	(20,702)
Net carrying amount	賬面淨值	64,470
Cost at 1 April 2022, net of accumulated impairment	於二零二二年四月一日之成本， 扣除累計減值	64,470
Impairment during the year (note 6)	年內減值（附註6）	(11,889)
Cost at 31 March 2023, net of accumulated and impairment	於二零二三年三月三十一日之成本， 扣除累計釋出及減值	52,581
At 31 March 2023:	於二零二三年三月三十一日：	
Cost	成本	85,172
Accumulated impairment	累計減值	(32,591)
Net carrying amount	賬面淨值	52,581

31 March 2022

二零二二年三月三十一日

		HK\$'000 千港元
At 1 April 2021:	於二零二一年四月一日：	
Cost	成本	85,172
Accumulated impairment	累計減值	(17,469)
Net carrying amount	賬面淨值	67,703
Cost at 1 April 2021, net of accumulated impairment	於二零二一年四月一日之成本， 扣除累計減值	67,703
Impairment during the year (note 6)	年內減值（附註6）	(3,233)
Cost at 31 March 2022, net of accumulated and impairment	於二零二二年三月三十一日之成本， 扣除累計釋出及減值	64,470
At 31 March 2022:	於二零二二年三月三十一日：	
Cost	成本	85,172
Accumulated impairment	累計減值	(20,702)
Net carrying amount	賬面淨值	64,470

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**16. GOODWILL (Continued)****IMPAIRMENT TESTING OF GOODWILL**

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Mainland China food supply business; and
- Hong Kong restaurant and food.

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Mainland China food supply business	中國大陸食品供應業務	<b>9,989</b>	14,263
Hong Kong restaurant and food	香港餐飲及食品	<b>42,592</b>	50,207
Carrying amount at 31 March	於三月三十一日之賬面值	<b>52,581</b>	64,470

The Group's recoverable amounts of the Hong Kong restaurant and food cash-generating unit, and Mainland China food supply business cash-generating unit have been determined based on a value in use calculation using cash flow projections based on financial budgets/forecasts covering a five-year period, approved by senior management. The discount rates applied to the cash flow projections ranged from 10% to 14% (2022: ranged from 9% to 14%). The growth rate used to extrapolate the cash flows of the Mainland China food supply business cash-generating unit and the Hong Kong restaurant and food cash-generating unit beyond the five-year period is ranging from 2% to 3% (2022: 2% to 3%).

**16. 商譽 (續)****商譽之減值測試**

由業務合併所收購之商譽已分配至以下現金產生單位以作減值測試：

- 中國大陸食品供應業務；及
- 香港餐飲及食品。

分配至各現金產生單位之商譽賬面值如下：

本集團香港餐飲及食品現金產生單位及中國大陸食品供應業務現金產生單位之可收回金額已使用根據高級管理人員批准之五年期之財務預算／預測之現金流量預測之使用價值計算釐定。現金流量預測適用之折現率介乎10%至14%（二零二二年：介乎9%至14%）。超過五年期之中國大陸食品供應業務現金產生單位以及香港餐飲及食品現金產生單位之現金流量以增長率為介乎2%至3%（二零二二年：2%至3%）進行預測。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**16. GOODWILL (Continued)****IMPAIRMENT TESTING OF GOODWILL  
(Continued)**

Assumptions were used in the value in use calculations of the above cash-generating units for 31 March 2023 and 31 March 2022. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

**Budgeted revenue/gross margins** – The basis used to determine the value assigned to the budgeted/forecast revenue/gross margins is the average revenue/gross margins achieved in the year immediately before the budget/forecast year, increased for expected efficiency improvements and/or expected market development.

**Discount rates** – The discount rates used are before tax and reflect specific risks relating to the relevant units.

During the year ended 31 March 2023, the Group recognised impairment losses of approximately HK\$4,274,000 (2022: HK\$3,233,000) and HK\$7,615,000 (2022: Nil) relating to the goodwill allocated to the Mainland China food supply business cash-generating unit and Hong Kong restaurant and food cash-generating unit, respectively, being the carrying amount thereof (before deducting the impairment losses) that it could not recover. The impairment losses arose mainly due to COVID-19 induced deterioration in economic conditions and other negative operating factors affecting those cash-generation units.

**16. 商譽 (續)****商譽之減值測試 (續)**

計算二零二三年三月三十一日及二零二二年三月三十一日之上述現金產生單位之使用價值時曾使用假設。管理層按其現金流量預測進行商譽減值測試所依據之各主要假設載述如下：

**預算收入／邊際毛利**—用作釐定預算／預測收入／邊際毛利所指定價值之基準為緊接預算／預測年度前一年取得之平均收入／邊際毛利，並已就預期效率提升及／或預期市場發展而調高。

**折現率**—所使用之折現率為未計稅項前及反映與相關單位有關之特定風險。

截至二零二三年三月三十一日止年度，本集團確認分配給中國大陸食品供應業務現金產生單位及香港餐飲及食品現金產生單位之有關商譽減值損失分別約4,274,000港元（二零二二年：3,233,000港元）及7,615,000港元（二零二二年：無），即本集團不可收回之賬面值（扣除減值虧損前）。減值損失主要是由於COVID-19導致經濟狀況惡化和其他影響該等現金產生單位之負面因素所致。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 17. INTERESTS IN ASSOCIATES

## 17. 於聯營公司之權益

		<b>2023</b> 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Share of net assets	分佔資產淨值	<b>744,563</b>	869,857
Due from associates	應收聯營公司之款項	<b>472,620</b>	471,743
Loans to an associate	給予一間聯營公司之貸款	<b>42,803</b>	43,102
		<b>1,259,986</b>	1,384,702
Portion classified as current assets	分類為流動資產之部分	<b>(283,038)</b>	(300,974)
		<b>976,948</b>	1,083,728

The amounts due from associates and loans to an associate are unsecured, interest-free and repayable on demand.

In the opinion of the directors, except for certain amounts due from associates totaling approximately HK\$283,038,000 as at 31 March 2023 (2022: HK\$300,974,000), which are considered as short-term advances, the remaining amounts due from associates and the loans to an associate (collectively, the “long-term interests”) are considered, in substance, part of the Group’s net investments in the associates, for which settlement is neither planned nor likely to occur in the foreseeable future.

There was no recent history of default and past due amounts for the amounts due from and the loans to an associate. As at 31 March 2023 and 2022, the loss allowance was assessed to be minimal.

應收聯營公司款項及給予一間聯營公司之貸款為無抵押、免息及按要求償還。

董事認為，除於二零二三年三月三十一日應收聯營公司款項合共約283,038,000港元（二零二二年：300,974,000港元）被視為短期墊款，其餘應收聯營公司款項及向聯營公司提供的貸款（統稱「長期權益」）實質上被視為本集團在聯營公司中的淨投資的一部分，在可預見的將來既未計劃也不太可能還款。

應收聯營公司及給予聯營公司之貸款，最近沒有違約及過期歷史。於二零二三年及二零二二年三月三十一日，虧損撥備被評估為輕微。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 17. INTERESTS IN ASSOCIATES (Continued)

Particulars of the material associate are as follows:

Name 名稱	Particulars of issued shares held 持有已發行股份詳情	Place of incorporation and business 註冊成立及 營業地點	Percentage of ownership interest attributable to the Group 本集團應佔股權百分比		Principal activity 主要業務
			2023 二零二三年	2022 二零二二年	
South China International Purchasing Exchange Centre Limited ("SCI") 華南國際採購交易中心有限公司 (「華南國際」)	Ordinary shares (unlisted) 普通股(非上市)	Hong Kong 香港	50	50	Investment holding 投資控股

SCI and its subsidiaries (collectively the "SCI Group") are mainly engaged in property investment and development in Mainland China. The SCI Group is considered a material associate of the Group which, in the opinion of the directors of the Company, is strategic to the Group's property investment and development operating segment and has been accounted for using the equity method in the consolidated financial statements.

## 17. 於聯營公司之權益(續)

主要聯營公司詳情如下：

華南國際及其附屬公司(統稱「華南國際集團」)主要於中國大陸從事物業投資及發展業務。華南國際集團被視為本集團一間主要聯營公司，本公司董事認為，其對本集團之物業投資及發展經營分部具策略性作用，並於綜合財務報表以權益法入賬。

## Notes to Consolidated Financial Statements

綜合財務報表附註

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## 17. INTERESTS IN ASSOCIATES (Continued)

The following table illustrates the summarised financial information in respect of the SCI Group adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

## 17. 於聯營公司之權益 (續)

下表列示華南國際集團之財務資料概要(已就會計政策之任何差異作出調整)及與綜合財務報表內之賬面值對賬:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	145,378	183,291
Non-current assets	非流動資產	3,308,407	3,612,808
Current liabilities	流動負債	(689,750)	(783,158)
Non-current liabilities	非流動負債	(1,892,818)	(1,892,740)
Net assets	資產淨值	871,217	1,120,201
Less: Non-controlling interests	減: 非控股權益	(1,439)	(884)
Net assets attributable to owners of the SCI Group	華南國際集團擁有人應佔資產淨值	869,778	1,119,317
Reconciliation to the Group's interest in the SCI Group included in non-current assets:	與計入非流動資產之本集團於華南國際集團之權益對賬:		
Proportion of the Group's ownership	本集團所有權之比例	50%	50%
Group's share of net assets of the SCI Group	本集團應佔華南國際集團之資產淨值	434,889	559,659
Unrealised interest expense eliminated	未變現利息支出對銷	80	80
Due from the associate <sup>^</sup>	應收聯營公司款項 <sup>^</sup>	223,265	211,370
Loans to the associate <sup>^</sup>	給予聯營公司之貸款 <sup>^</sup>	42,803	43,102
Carrying amount of the interest therein	於當中之權益賬面值	701,037	814,211
Revenue	收入	31,770	43,184
Profit/(loss) for the year	本年度溢利/(虧損)	(89,928)	75,739
Other comprehensive income/(loss)	其他全面收入/(虧損)	(159,057)	267,816
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	(248,985)	343,555

<sup>^</sup> In the opinion of the directors, these long-term interests are, in substance, part of the Group's net investment in the associate.

<sup>^</sup> 董事認為，該等長期權益實質上為本集團於聯營公司之投資。



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**17. INTERESTS IN ASSOCIATES (Continued)**

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Share of the associates' losses for the year	年內應佔聯營公司虧損	<b>2,824</b>	1,878
Aggregate carrying amount of the Group's interests in the associates	本集團於聯營公司之權益之總賬面值	<b>275,911</b>	269,517

**17. 於聯營公司之權益 (續)**

下表列示本集團個別不重大之聯營公司之總財務資料：

**18. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

**Equity investments designated at fair value through other comprehensive income**  
Listed equity investments, at fair value  
Unlisted equity investment, at fair value

指定為按公平值列賬及於其他全面收入中處理之權益投資

上市權益投資，按公平值

非上市權益投資，按公平值

**18. 指定為按公平值列賬及於其他全面收入中處理之權益投資**

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
		<b>95,868</b>	119,492
		<b>33,663</b>	35,553
		<b>129,531</b>	155,045

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**18. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)**

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 March 2023, the fair value losses in respect of the Group's equity investments designated at fair value through other comprehensive income recognised in other comprehensive income amounted to approximately HK\$24,118,000 (2022: HK\$27,105,000).

**19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

The listed equity and debt investments were classified as financial assets at fair value through profit or loss as they were held for trading.

The above unlisted investments were fund investment products issued by banks. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

**18. 指定為按公平值列賬及於其他全面收入中處理之權益投資 (續)**

由於本集團認為上述權益投資具戰略性質，故本集團將不可撤回地指定該等投資按公平值列賬及於其他全面收入中處理。

截至二零二三年三月三十一日止年度，本集團於其他全面收入確認之指定為按公平值列賬及於其他全面收入中處理之權益投資之公平值虧損約為24,118,000港元（二零二二年：27,105,000港元）。

**19. 按公平值列賬及於損益中處理之金融資產**

	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Listed equity investments, at fair value 上市權益投資，按公平值	<b>68,009</b>	71,508
Listed debt investments, at fair value 上市債務投資，按公平值	<b>8,916</b>	33,029
Unlisted investments, at fair value 非上市投資，按公平值	<b>47,313</b>	55,404
	<b>124,238</b>	159,941

上市權益及債務投資因其乃持作買賣而分類為按公平值計入損益之金融資產。

上述非上市投資均為銀行發行之基金投資產品。由於其合約現金流量並非僅為本金及利息付款，因此被強制分類為按公平值列賬及於損益中處理的金融資產。

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

The fair values of the listed and unlisted investments were based on the market values/fair values provided by financial institutions or quoted market prices at the end of the reporting period.

At 31 March 2023, the Group's financial assets at fair value through profit or loss with a carrying amount of approximately HK\$41,037,000 (2022: HK\$53,988,000) were pledged to secure certain banking facilities granted to the Group (note 39).

**20. PROPERTIES UNDER DEVELOPMENT AND PROPERTIES HELD FOR SALE****PROPERTIES UNDER DEVELOPMENT**

At beginning of year	於年初	<b>337,320</b>	313,607
Additions	添置	<b>7,266</b>	11,602
Exchange realignment	匯兌調整	<b>(22,830)</b>	12,111
At 31 March	於三月三十一日	<b>321,756</b>	337,320
Properties under development expected to be completed:	預期於以下期限竣工之發展中物業：		
Beyond normal operating cycle included under non-current assets*	超出包含於非流動資產之日常經營週期*	<b>321,756</b>	337,320

\* Based on the current best estimates made by the Group's senior management.

**19. 按公平值列賬及於損益中處理之金融資產(續)**

上市及非上市投資之公平值乃按金融機構提供之市值／公平值或於報告期末之市場報價為基準。

於二零二三年三月三十一日，本集團賬面值約為41,037,000港元（二零二二年：53,988,000港元）之按公平值列賬及於損益中處理之金融資產已作抵押，作為本集團所獲授若干銀行信貸之擔保（附註39）。

**20. 發展中物業及持作出售物業****發展中物業**

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of year	<b>337,320</b>	313,607
Additions	<b>7,266</b>	11,602
Exchange realignment	<b>(22,830)</b>	12,111
At 31 March	<b>321,756</b>	337,320
Properties under development expected to be completed:		
Beyond normal operating cycle included under non-current assets*	<b>321,756</b>	337,320

\* 根據本集團高級管理層作出之現時最佳估計。

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## 20. PROPERTIES UNDER DEVELOPMENT AND PROPERTIES HELD FOR SALE (Continued)

### PROPERTIES UNDER DEVELOPMENT (Continued)

The Group's properties under development are located in Mainland China and Hong Kong.

Included in the Group's properties under development are land use rights with an aggregate carrying amount of approximately HK\$236,311,000 at 31 March 2023 (2022: HK\$252,408,000).

### PROPERTIES HELD FOR SALE

The Group's properties held for sale are located in Mainland China.

## 21. INVENTORIES

## 20. 發展中物業及持作出售物業 (續)

### 發展中物業 (續)

本集團之發展中物業位於中國大陸及香港。

計入本集團之發展中物業為於二零二三年三月三十一日總賬面值約為236,311,000港元(二零二二年：252,408,000港元)之土地使用權。

### 持作出售物業

本集團持作出售物業位於中國大陸。

## 21. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Food, beverages and others	食品、飲料及其他	<b>30,082</b>	39,107

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## 22. TRADE RECEIVABLES

## 22. 應收貿易賬款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	應收貿易賬款	<b>56,160</b>	53,476
Impairment	減值	<b>(25,247)</b>	(24,034)
		<b>30,913</b>	29,442

For restaurant, bakery and hotel operations, the Group's trading terms with its customers are mainly on demand or credit card settlements. For sale of food products, customers are generally given credit terms of 30 to 90 days, except for new customers or certain food products, where payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

Generally, the Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

就餐飲、麵包店及酒店業務而言，本集團與其客戶之貿易條款主要為即時或以信用卡結算。就食品銷售而言，客戶一般獲授30至90日之信貸期，惟新客戶或若干食品則除外，這些一般須事先付款。本集團尋求對其尚未償還應收賬款結餘實行嚴格監控。高級管理層定期對逾期結餘進行審閱。

一般而言，本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸提升。應收貿易賬款均為不計息。

於報告期末，應收貿易賬款按發票日期及扣除虧損撥備之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 30 days	即期至30日	<b>12,654</b>	9,212
31 to 60 days	31至60日	<b>3,967</b>	4,310
61 to 90 days	61至90日	<b>3,073</b>	5,525
Over 90 days	超過90日	<b>11,219</b>	10,395
		<b>30,913</b>	29,442

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**22. TRADE RECEIVABLES (Continued)**

The movements in the loss allowance for impairment of trade receivables are as follows:

		<b>2023</b> 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of year	於年初	<b>24,034</b>	24,542
Impairment losses, net (note 6)	減值虧損，淨額（附註6）	<b>2,498</b>	(1,225)
Exchange realignment	匯兌調整	<b>(1,285)</b>	717
At 31 March	於三月三十一日	<b>25,247</b>	24,034

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

**As at 31 March 2023**

		<b>Expected credit loss rate</b> 預期 信貸虧損率 %	<b>Gross carrying amount</b> 賬面總值 HK\$'000 千港元	<b>Expected credit losses</b> 預期 信貸虧損 HK\$'000 千港元
Credit-impaired receivables	信貸減值之應收賬款	100	16,743	16,743
Other trade receivables aged:	其他應收貿易賬款之 賬齡：			
Current to 3 months past due	即期至逾期三個月	-	19,694	-
Over 3 months past due	逾期超過三個月	43.1	19,723	8,504
Total	總計	45.0	56,160	25,247

**22. 應收貿易賬款（續）**

應收貿易賬款之減值虧損撥備變動如下：

本集團於各報告日期均使撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃根據擁有類似虧損模式的多個客戶分部組別的逾期日數而定。該計算反映於報告日期可得的有關過往事件、當前情況及未來經濟狀況預測的合理及可靠資料。一般而言，倘應收貿易賬款逾期超過一年，則予以撇銷，且不受執行工作規限。

下文載列有關使用撥備矩陣計算本集團之應收貿易賬款信貸風險的資料：

於二零二三年三月三十一日

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**22. TRADE RECEIVABLES (Continued)**

As at 31 March 2022

		Expected credit loss rate 預期信貸虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Expected credit losses 預期信貸虧損 HK\$'000 千港元
Credit-impaired receivables	信貸減值之應收賬款	100	18,065	18,065
Other trade receivables aged:	其他應收貿易賬款之賬齡：			
Current to 3 months past due	即期至逾期三個月	–	19,048	–
Over 3 months past due	逾期超過三個月	36.5	16,363	5,969
<b>Total</b>	<b>總計</b>	<b>44.9</b>	<b>53,476</b>	<b>24,034</b>

**22. 應收貿易賬款 (續)**

於二零二二年三月三十一日

**23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS****23. 其他應收賬款、按金及預付款項**

		<b>2023</b> 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments	預付款項	<b>54,243</b>	128,422
Other receivables and deposits	其他應收賬款及按金	<b>400,312</b>	412,235
		<b>454,555</b>	540,657
Impairment allowance	減值準備	<b>(38,960)</b>	(22,051)
		<b>415,595</b>	518,606
Portion classified as current assets	分類為流動資產之部分	<b>(381,529)</b>	(472,201)
Non-current portion	非流動之部分	<b>34,066</b>	46,405

## 23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

### OTHER RECEIVABLES AND DEPOSITS

Included in the balance of other receivables and deposits are amounts due from third parties of approximately HK\$297,965,000 (2022: HK\$353,789,000), which are unsecured, except for certain other receivables totalling approximately HK\$150,920,000 as at 31 March 2023 (2022: HK\$292,008,000), which are guaranteed by certain third parties, bear interest ranged from 5 to 14% (2022: 5 to 14%) per annum and repayable within three (2022: four) years. Overdue balances are reviewed regularly by senior management.

#### Impairment assessment

An impairment analysis is performed at each reporting date by considering the probability of default of counterparties. As at 31 March 2023, the probability of default applied ranged from 0.63% to 100% (2022: 0.66% to 100%) and the loss given default was estimated to be 69.8% (2022: 68.8%). Expected credit losses are estimated by applying a loss rate approach with reference to, inter alia, credit quality of debtors or historical loss record of the Group and/or other reasonable and supportable information available. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 March 2023 was 12.4% (2022: 6.2%).

## 23. 其他應收賬款、按金及預付款項 (續)

### 其他應收賬款及按金

其他應收賬款及按金之結餘包括應收第三方款項約297,965,000港元(二零二二年: 353,789,000港元), 有關款項為無抵押(除於二零二三年三月三十一日由若干第三方擔保之若干其他應收賬款合共約150,920,000港元(二零二二年: 292,008,000港元)外), 計息年利率介乎5%至14%(二零二二年: 5%至14%)及須於三年內(二零二二年: 四年)償還。高級管理層定期對逾期結餘進行檢討。

#### 減值評估

減值分析乃於各報告日期透過考慮交易對手違約之可能性進行。於二零二三年三月三十一日, 已應用介乎0.63%至100%(二零二二年: 0.66%至100%)之違約可能概率, 因違約而產生之虧損則估計為69.8%(二零二二年: 68.8%)。預期信貸虧損乃透過應用虧損率方法進行估計, 並參考(其中包括)債務人之信貸質素或本集團歷史虧損記錄及/或其他可得之合理可靠資料。虧損率已作調整以反映目前狀況及未來經濟狀況預測(如適用)。於二零二三年三月三十一日採用之虧損率為12.4%(二零二二年: 6.2%)。



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**23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)****OTHER RECEIVABLES AND DEPOSITS (Continued)****Impairment assessment (Continued)**

The movements in the loss allowance for impairment of other receivables and deposits are as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of year	於年初	<b>22,051</b>	17,067
Impairment losses, net (note 6)	減值虧損，淨額（附註6）	<b>18,373</b>	2,151
Exchange realignment	匯兌調整	<b>(1,464)</b>	2,833
At 31 March	於三月三十一日	<b>38,960</b>	22,051

Except for the balances mentioned above, the remaining financial assets had no recent history of default and past due amount.

**23. 其他應收賬款、按金及預付款項（續）****其他應收賬款及按金（續）****減值評估（續）**

其他應收賬款及按金之減值虧損撥備變動如下：

除上文所述之結餘外，剩餘金融資產近期並無違約歷史及逾期金額。

**24. DUE FROM DIRECTORS**

Particulars of amounts due from directors, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

	<b>At</b> <b>31 March</b> <b>2023</b>	Maximum amount outstanding during the year	At 31 March 2022 and at 1 April 2022	Maximum amount outstanding during the year	At 1 April 2021
	於二零二三年 三月三十一日 <b>HK\$'000</b> 千港元	於本年度 尚未償還 之最高金額 <b>HK\$'000</b> 千港元	於二零二二年 三月三十一日 及二零二二年 四月一日 <b>HK\$'000</b> 千港元	於本年度 尚未償還 之最高金額 <b>HK\$'000</b> 千港元	於二零二一年 四月一日 <b>HK\$'000</b> 千港元
Mr. Ma Kai Cheung 馬介璋先生	-	<b>3,397</b>	3,397	3,397	3,028
Mr. Ma Kai Yum 馬介欽先生	<b>1,525</b>	<b>1,806</b>	469	816	816
Mr. Ma Hung Ming, John 馬鴻銘先生	<b>1,240</b>	<b>1,243</b>	1,243	1,243	935
	<b>2,765</b>		5,109		4,779

The amounts due from directors are unsecured, interest-free and repayable on demand.

**24. 應收董事款項**

根據香港公司條例第383(1)(d)條及香港公司（披露董事利益資料）規例第3部之規定披露之應收董事款項詳情披露如下：

應收董事款項為無抵押、免息及按要求償還。

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## 25. CASH AND BANK BALANCES, RESTRICTED CASH AND PLEDGED TIME DEPOSITS

## 25. 現金及銀行結餘、受限制現金 及已抵押定期存款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash at banks and on hand	銀行結存及現金	<b>280,778</b>	268,763
Time deposits	定期存款	<b>40,529</b>	54,418
		<b>321,307</b>	323,181
Less: Pledged time deposits for short term bank loans and other banking facilities	減：為短期銀行貸款及其他銀行信貸抵押之定期存款	<b>(33,568)</b>	(43,473)
Restricted cash (note)	受限制現金（附註）	<b>(32)</b>	(92)
Cash and bank balances	現金及銀行結餘	<b>287,707</b>	279,616

## Note:

According to the relevant contracts/agreements, property development companies of the Group are required to place at designated bank accounts certain amounts as deposits for potential default in payment of mortgage loans advanced to certain property purchasers. Such guarantee deposits will only be released either after the property ownership certificates are submitted to the banks as collateral or when the property purchasers have repaid the full mortgage loans to the banks.

## 附註：

按照相關合約／協議，本集團之物業發展公司須存放一定金額於指定銀行賬戶作為按金，為可能拖欠按揭貸款之若干物業買家提供擔保。該項保證金存款會將僅在銀行獲得房產證作抵押或該物業買家向銀行付清全部按揭貸款時方予解除。

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## 25. CASH AND BANK BALANCES, RESTRICTED CASH AND PLEDGED TIME DEPOSITS (Continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi amounted to approximately HK\$218,049,000 (2022: HK\$194,515,000). The Renminbi is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

Certain cash at banks earns interest at floating rates based on relevant bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged time deposits are deposited with creditworthy banks with no recent history of default.

## 26. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 30 days	即期至30日	24,744	17,815
31 to 60 days	31至60日	6,883	3,309
61 to 90 days	61至90日	5,828	7,451
Over 90 days	超過90日	19,364	16,022
		<b>56,819</b>	44,597

The trade payables are non-interest-bearing and are normally settled within the normal operating cycle.

## 25. 現金及銀行結餘、受限制現金及已抵押定期存款 (續)

於報告期末，本集團以人民幣計值的現金及銀行結餘為約218,049,000港元（二零二二年：194,515,000港元）。人民幣並非可自由兌換為其他貨幣。然而，根據中國大陸的《外匯管制條例及結匯、售匯及付匯管理條例規定》，本集團獲准透過特許進行外匯業務之銀行兌換人民幣為其他貨幣。

若干銀行現金按相關銀行存款利率之浮動利率賺取利息。視乎本集團之即時現金需求，短期定期存款之期限不一，介乎一日至三個月不等，並按不同之短期定期存款賺取利息。銀行結餘及抵押定期存款存放於具信譽且近期沒有違約記錄的銀行中。

## 26. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 30 days	24,744	17,815
31 to 60 days	6,883	3,309
61 to 90 days	5,828	7,451
Over 90 days	19,364	16,022
	<b>56,819</b>	44,597

應付貿易賬款為免利息及通常須於正常營運週期內償還。

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## 27. OTHER PAYABLES, ACCRUALS AND DEPOSITS RECEIVED

## 27. 其他應付賬款、應計費用及已收按金

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities	合約負債 (a)	16,095	20,964
Accruals	應計費用	3,715	4,561
Other payables and deposits received	其他應付賬款及已收按金 (b)	214,453	349,166
At 31 March	於三月三十一日	234,263	374,691
Portion classified as current liabilities	分類為流動負債之部分	(227,484)	(367,618)
Non-current portion	非流動之部分	6,779	7,073

Notes:

附註：

(a) Details of contract liabilities are as follows:

(a) 合約負債詳情如下：

	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元	1 April 2021 二零二一年 四月一日 HK\$'000 千港元
Consideration received from customers in advance:			
Restaurant, food and hotel	14,153	13,796	11,687
Property investment and development	1,942	7,168	10,971
Total contract liabilities	16,095	20,964	22,658

Contract liabilities include consideration received from customers in advance for the Group's sales of food products and sales of properties. The decrease in contract liabilities in the current year was mainly due to the decrease in consideration received from customers in advance at the end of the year.

合約負債包括預收客戶代價來自本集團之銷售食品及銷售物業。合約負債於本年度減少乃主要由於在年末之預收客戶代減少所致。

(b) Other payables are non-interest bearing and have an average term of three months.

(b) 其他應付賬款並不計息，平均期限為三個月。

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## 28. PROVISIONS

## 28. 撥備

		Provision for restoration costs 復原成本撥備
		2023 二零二三年 HK\$'000 千港元
At beginning of year	於年初	5,554
Amount utilised during the year	於年內動用金額	(724)
Exchange realignment	匯兌調整	(143)
At 31 March	於三月三十一日	4,687
Portion classified as current liabilities	分類為流動負債之部分	-
Non-current portion	非流動之部分	4,687

The provision for restoration costs relates to the Group's obligations to reinstate its leased properties to their original state or to a condition, as specified in the respective tenancy agreements, at the end/upon the termination of the relevant lease terms.

The provision for reinstatement costs was determined based on certain assumptions and estimates made by the directors of the Company with reference to past experience and available information. The assumptions and estimates are reviewed, and revised where appropriate.

復原成本撥備與本集團於有關租期屆滿／終止時將其租賃物業恢復至有關租賃協議所述之最初狀態或狀況之責任有關。

復原成本撥備乃參考過往經驗及可獲得資料並根據本公司董事所作出之若干假設及估計而釐定。該等假設及估計予以審閱及修訂（如適用）。

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## 29. INTEREST-BEARING BANK BORROWINGS AND CONVERTIBLE BONDS

## 29. 附息之銀行借貸及可換股債券

### Interest-bearing bank borrowings

### 附息之銀行借貸

	2023 二零二三年			2022 二零二二年		
	Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元
<b>Current</b> 流動						
Bank loans – secured 銀行貸款 – 有抵押	3.1-6.4	On demand 於要求時	656,293	1.3-4.8	On demand 於要求時	922,121
Current portion of long term bank loans – secured 長期銀行貸款之即期部分 – 有抵押	3.9-7.2	By 31 March 2024 於二零二四年三月三十一日前	533,189	1.6-5.0	By 31 March 2023 於二零二三年三月三十一日前	20,907
			<b>1,189,482</b>			<b>943,028</b>
<b>Non-current</b> 非流動						
Bank loans – secured 銀行貸款 – 有抵押	5.2-7.2	2024-2027 於二零二四年至二零二七年	509,565	1.8-5.2	2023-2026 於二零二三年至二零二六年	686,158
			<b>1,699,047</b>			<b>1,629,186</b>

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**29. INTEREST-BEARING BANK BORROWINGS AND CONVERTIBLE BONDS (Continued)****Interest-bearing bank borrowings (Continued)**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Analysed into:</b>	<b>分析為：</b>		
Bank loans repayable:	銀行貸款還款期：		
Within one year or on demand	一年內或按要求時償還	<b>1,189,482</b>	943,028
In the second year	第二年	<b>331,469</b>	564,023
In the third to fifth years, inclusive	第三年至第五年 (首尾兩年包括在內)	<b>178,096</b>	122,135
		<b>1,699,047</b>	1,629,186

Included in the Group's interest-bearing bank borrowings are borrowings with an aggregate carrying amount of approximately HK\$65,580,000 as at 31 March 2023 (2022: HK\$44,615,000) which are denominated in Renminbi. The remaining interest-bearing bank borrowings are denominated in Hong Kong dollars.

Certain of the Group's interest-bearing bank borrowings are secured by the pledge of certain assets of the Group as further detailed in note 39 to the financial statements.

**Convertible bonds**

On 15 July 2021, the Company issued 3% convertible bonds with an aggregate principal amount of HK\$75,425,251.80 (the "Convertible Bonds"). There was no movement in the number of these Convertible Bonds during the year. The Convertible Bonds are convertible at the option of the bondholders into ordinary shares from 15 January 2022 at the initial conversion price of HK\$0.60. The Convertible Bonds are redeemable at the option of the issuer at 100% of the principal amount plus interest accrued. The Convertible Bonds carry interest at a rate of 3% per annum, which is payable half-yearly in arrears on 15 January and 15 July.

**29. 附息之銀行借貸及可換股債券 (續)****附息之銀行借貸 (續)**

於二零二三年三月三十一日，在本集團附息之銀行借貸中總賬面值為約65,580,000港元（二零二二年：44,615,000港元）之借貸以人民幣計值，其餘附息之銀行借貸以港元計值。

本集團若干附息之銀行借貸乃以抵押本集團若干資產為擔保，進一步詳情載於財務報表附註39內。

**可換股債券**

於二零二一年七月十五日，本公司發行了本金總額為75,425,251.80港元的3%可換股債券（「可換股債券」）。該等可換股債券數目於年內並無變動。可換股債券可由債券持有人選擇自二零二二年一月十五日按初始轉換價0.60港元轉換為普通股。發行人可選擇按100%本金額加應計利息贖回。可換股債券按年利率3厘計息，於一月十五日及七月十五日每半年支付一次。

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## 29. INTEREST-BEARING BANK BORROWINGS AND CONVERTIBLE BONDS (Continued)

### Convertible bonds (Continued)

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

The convertible bonds issued during the year ended 31 March 2022 had been split into the liability and equity components as follows:

## 29. 附息之銀行借貸及可換股債券 (續)

### 可換股債券 (續)

負債部分的公允價值於發行日使用無換股選擇權的類似債券的同等市場利率估計。剩餘金額分配為權益部分，並計入股東權益。

截至二零二二年三月三十一日止年度發行的可換股債券分為負債部分和權益部分如下：

		HK\$'000 千港元
Nominal value of convertible bonds issued	發行的可換股債券面值	<b>75,425</b>
Equity component	權益部分	<b>(16,162)</b>
Direct transaction costs attributable to the liability component	屬於負債部分的直接交易成本	<b>(1,501)</b>
Liability component at the issuance date	發行日的負債部分	<b>57,762</b>

The movement of the liability component is as follows:

負債部分之變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At beginning of year	於年初	<b>58,171</b>	-
At the issuance date	於發行日	-	57,762
Interest expense	利息支出	<b>2,079</b>	1,550
Interest paid	已付利息	<b>(2,262)</b>	(1,141)
At end of year	於年末	<b>57,988</b>	58,171



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**30. DEFERRED TAX**

The movements in deferred tax liabilities during the year are as follows:

**DEFERRED TAX LIABILITIES****30. 遞延稅項**

本年度遞延稅項負債之變動如下：

**遞延稅項負債**

		2023 二零二三年			
		Depreciation allowance in excess of related depreciation	Fair value adjustments arising from acquisition of subsidiaries	Revaluation of investment properties	Total
		超過有關折舊的折舊免稅額	因收購附屬公司產生之公平值調整	投資物業重估	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	20,360	6,417	270,478	297,255
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	本年度損益表中之遞延稅項支出/(抵免)(附註10)	299	-	(23,691)	(23,392)
Exchange realignment	匯兌調整	-	-	(2,570)	(2,570)
Gross deferred tax liabilities at 31 March 2023	於二零二三年三月三十一日之遞延稅項負債總值	20,659	6,417	244,217	271,293

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## 30. DEFERRED TAX (Continued)

## DEFERRED TAX LIABILITIES (Continued)

## 30. 遞延稅項 (續)

## 遞延稅項負債 (續)

		2022 二零二二年			
		Depreciation allowance in excess of related depreciation	Fair value adjustments arising from acquisition of subsidiaries 因收購附屬 公司產生之 公平值調整	Revaluation of investment properties 投資物業 重估	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	20,801	6,162	271,604	298,567
Deferred tax credited to the statement of profit or loss during the year (note 10)	本年度損益表中 計入之遞延稅項 (附註10)	(441)	-	(2,737)	(3,178)
Exchange realignment	匯兌調整	-	255	1,611	1,866
Gross deferred tax liabilities at 31 March 2022	於二零二二年三月三十一日 之遞延稅項負債總值	20,360	6,417	270,478	297,255

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**30. DEFERRED TAX (Continued)**

The movements in deferred tax assets during the year are as follows:

**DEFERRED TAX ASSETS**

		2023 二零二三年 Losses available for offsetting against future taxable profits 可用以與未來 應課稅溢利 抵銷之虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2022	於二零二二年四月一日	793	18,206
Deferred tax credited to the statement of profit or loss during the year (note 10)	本年度損益表中計入之遞延稅項 (附註10)	601	1,364
Gross deferred tax assets at 31 March 2023	於二零二三年三月三十一日之遞延稅項資產總值	1,394	20,964

**30. 遞延稅項 (續)**

於本年度之遞延稅項資產變動如下：

**遞延稅項資產**

		2022 二零二二年 Losses available for offsetting against future taxable profits 可用以與未來 應課稅溢利 抵銷之虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	704	11,402
Deferred tax credited to the statement of profit or loss during the year (note 10)	本年度損益表中計入之遞延稅項 (附註10)	89	6,804
Gross deferred tax assets at 31 March 2022	於二零二二年三月三十一日之遞延稅項資產總值	793	18,206

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**30. DEFERRED TAX (Continued)****DEFERRED TAX ASSETS (Continued)**

The Group has tax losses arising in Hong Kong of approximately HK\$444,616,000 (2022: HK\$403,993,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has estimated tax losses arising in Mainland China of approximately HK\$57,170,000 (2022: HK\$48,946,000), subject to the agreement by relevant tax authorities, that will expire in one to five years for offsetting against future taxable profits. Other than as disclosed above, deferred tax assets have not been recognised in respect of these losses as it is currently not considered probable by management that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 March 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$1,838,540,000 at 31 March 2023 (2022: HK\$1,917,726,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**30. 遞延稅項 (續)****遞延稅項資產 (續)**

本集團有源自香港之稅項虧損約444,616,000港元(二零二二年: 403,993,000港元), 須待香港稅務局同意後, 方可作實, 而此等虧損可無限期用以與產生虧損之有關公司之未來應課稅溢利抵銷。本集團亦有源自中國大陸之估計稅項虧損約57,170,000港元(二零二二年: 48,946,000港元)(須待相關稅務機關同意後, 方可作實), 而此等可用以與未來應課稅溢利抵銷之虧損則將於一年至五年內到期。除上文所披露者外, 由於管理層目前認為不可能產生足夠之應課稅溢利用作抵銷可動用之此等稅項虧損, 故未就此等虧損確認遞延稅項資產。

根據《中國企業所得稅法》, 於中國大陸成立之外商投資企業向境外投資者宣派之股息, 須被徵收10%預扣稅。有關規定自二零零八年一月一日起生效, 並適用於二零零七年十二月三十一日後所產生之盈利。倘中國大陸與境外投資者所屬司法權區之間定有稅務條約, 則可按較低預扣稅率徵稅。本集團之適用比率為5%或10%。因此, 本集團須就該等於中國大陸成立之附屬公司就二零零八年一月一日起產生之盈利而分派之股息繳交預扣稅。

於二零二三年三月三十一日, 本集團並未就於中國大陸成立且須繳交預扣稅之附屬公司之未匯出盈利應付之預扣稅確認遞延稅項。董事認為, 該等附屬公司於可見未來分派該等盈利之機會不大。於二零二三年三月三十一日, 與對中國大陸之附屬公司之投資有關之暫時性總差額合共約1,838,540,000港元尚未確認為遞延稅項負債(二零二二年: 1,917,726,000港元)。

本公司向其股東派付股息並無產生所得稅後果。

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**31. DEFERRED INCOME**

The Group's deferred income represents cash subsidies received from a government authority in respect of a property development project in Mainland China. Deferred income of approximately HK\$783,000 (2022: HK\$205,000) was released to the statement of profit or loss during the year ended 31 March 2023.

**31. 遞延收入**

本集團的遞延收入代表收到政府部門關於一項中國大陸物業發展計劃之現金補助。截至二零二三年三月三十一日止年度，遞延收入約為783,000港元（二零二二年：205,000港元）已撥入損益表。

**32. SHARE CAPITAL  
SHARES****32. 股本  
股份**

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Issued and fully paid: 已發行及繳足股本： 1,571,359,420 (2022: 1,571,359,420) 每股面值0.10港元之 ordinary shares of HK\$0.10 each 普通股1,571,359,420股 (二零二二年： 1,571,359,420股)	<b>157,136</b>	157,136

A summary of movements in the Company's share capital is as follows:

本公司之股本變動概要如下：

	Number of shares in issue 已發行 股份數目	Issued share capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2021 於二零二一年 四月一日	1,382,796,290	138,280	1,440,624	1,578,904
Issue of shares upon subscription 認購股份時發行的股份 of shares	188,563,130	18,856	65,335	84,191
At 31 March 2022, 1 April 2022 於二零二二年 and 31 March 2023 三月三十一日、 二零二二年 四月一日及 二零二三年 三月三十一日	1,571,359,420	157,136	1,505,959	1,663,095

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**32. SHARE CAPITAL (Continued)****SHARE OPTIONS**

Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

**33. SHARE OPTION SCHEME**

The Company operates a share option scheme (the "2015 Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2015 Option Scheme include the Company's directors, including independent non-executive directors, other employees of the Group and consultants of any member of the Group. The 2015 Option Scheme became effective on 24 August 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options permitted to be granted under the 2015 Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting with such participant and his associates abstaining from voting.

Share options granted to a director are subject to approval by the independent non-executive directors of the Company. If the number of share options of the offer to directors or any of their associates is in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, the grant is subject to shareholders' approval in advance in a general meeting in which the grantee and his associates shall abstain from voting.

**32. 股本 (續)****購股權**

本公司購股權計劃的詳情及根據該計劃發行的購股權載於財務報表附註33。

**33. 購股權計劃**

本公司設有一項購股權計劃（「二零一五年購股權計劃」），為對本集團業務之成功作出貢獻之合資格參與者提供鼓勵及獎勵。該計劃之合資格參與者包括本公司董事（包括獨立非執行董事）、本集團其他員工及本集團任何成員公司之顧問。二零一五年購股權計劃已於二零一五年八月二十四日開始生效，及除非另行註銷或修訂，將自該日起十年保持有效。

根據二零一五年購股權計劃，批准授出之尚未行使購股權上限等同於其行使時本公司於任何時間已發行股份總數之10%。任何進一步授出之購股權超過此限額，則需經股東在股東大會上批准，而有關參與者及其聯繫人須放棄投票。

授予董事購股權必需預先獲得本公司獨立非執行董事批准。倘提呈予董事或彼等任何聯繫人之購股權數目超過本公司於任何時間已發行股份0.1%或於任何12個月期間，總價值（按授予日期時本公司之股價）超過5,000,000港元，則授出須預先獲股東於股東大會上批准，而承授人及其聯繫人須於大會上放棄投票。

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**33. SHARE OPTION SCHEME (Continued)**

The offer of a grant of share options may be accepted within 28 days from the date of offer. The amount payable on acceptance of an option is HK\$1. The exercise period of the share options granted is determinable by the directors.

The exercise price of share options is determinable by the directors and shall be at least the highest of (i) the closing price of the Company's shares as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the offer date, which must be a business day; (ii) the average of the closing prices of the shares stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the 2015 Option Scheme during the year:

**33. 購股權計劃 (續)**

購股權從授出當日起28天內接受認購，接納購股權時需付款項為1港元。授予購股權的行使期由董事釐定。

購股權之行使價乃由董事釐定，必須至少為以下各項之最高者：(i)本公司股份於建議日期（該日必須為營業日）於香港聯合交易所有限公司（「聯交所」）每日報價表所列之收市價；(ii)股份於緊接提呈日期前五個營業日於聯交所每日報價表所列之平均收市價；及(iii)股份面值。

購股權並無授予持有人權利獲取股息或於股東大會上投票。

在本年度內，二零一五年購股權計劃下尚未行使之購股權如下：

		2023 二零二三年		2022 二零二二年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港元	購股權數目	加權平均 行使價 HK\$ per share 每股港元	購股權數目
At beginning of year	於年初	0.714	11,200,000	0.714	11,600,000
Forfeited during the year	於年內失效	0.714	(200,000)	0.714	(400,000)
At 31 March	於三月三十一日	0.714	11,000,000	0.714	11,200,000

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**33. SHARE OPTION SCHEME (Continued)**

No share options were exercised during the year (2022: Nil).

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2023 二零二三年 Number of options 購股權數目	2022 二零二二年 Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期間
2,500,000	2,600,000	0.714	20-2-2020 to 19-2-2025 二零二零年二月二十日至二零二五年二月十九日
2,000,000	2,000,000	0.714	3-6-2020 to 2-6-2025 二零二零年六月三日至二零二五年六月二日
2,500,000	2,600,000	0.714	20-2-2021 to 19-2-2026 二零二一年二月二十日至二零二六年二月十九日
2,000,000	2,000,000	0.714	3-6-2021 to 2-6-2026 二零二一年六月三日至二零二六年六月二日
2,000,000	2,000,000	0.714	3-6-2022 to 2-6-2027 二零二二年六月三日至二零二七年六月二日
<b>11,000,000</b>	11,200,000		

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

No share option was granted during the year (2022: Nil). During the year, the Group recognised total share option expense of HK\$20,000 (2022: HK\$149,000) in respect of share options granted in prior years.

**33. 購股權計劃 (續)**

年內並無(二零二二年:無)購股權獲行使。

於報告期末尚未行使之購股權之行使價及行使期間如下:

\* 購股權行使價須根據供股或紅股發行或本公司股本之其他類似變動作出調整。

於本年度沒有購股權獲授出(二零二二年:無)。於本年度,本集團就往年授出之購股權所確認之購股權支出總額為20,000港元(二零二二年:149,000港元)。



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**33. SHARE OPTION SCHEME (Continued)**

At the end of the reporting period, the Company had 11,000,000 share options outstanding under the 2015 Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 11,000,000 additional ordinary shares of the Company and additional issued capital of HK\$1,100,000 and additional share premium of approximately HK\$6,754,000 (before issue expenses and excluding the transfer of relevant amount from the share option reserve).

At the date of approval of these financial statements, the Company had 11,000,000 share options outstanding under the 2015 Option Scheme, which if exercised in full would represent approximately 0.70% of the Company's shares in issue as at that date.

**34. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 81 and 82 of the annual report.

The reserve funds of the Group represent the non-distributable statutory reserves of the Group's subsidiaries established in the PRC. The transfers to these reserves are determined by the boards of directors of the subsidiaries in accordance with the relevant PRC laws and regulations. The reserve funds are restricted as to use but can be used to offset against future losses or to increase the capital of the subsidiaries.

**33. 購股權計劃 (續)**

於報告期末，根據二零一五年購股權計劃，本公司有11,000,000份購股權尚未行使。根據本公司現行股本結構，全面行使尚未行使之購股權將導致本公司額外發行11,000,000股普通股及額外已發行股本1,100,000港元以及額外股份溢價約6,754,000港元（扣除發行開支前且不包括自購股權儲備轉撥之相關金額）。

於批准此等財務報表當日，根據二零一五年購股權計劃，本公司有11,000,000份購股權尚未行使，倘悉數行使則佔本公司當日已發行股份約0.70%。

**34. 儲備**

本集團截至本年度及過往年度之儲備款額及儲備變動已呈列於本年報第81及82頁之綜合權益變動表。

本集團之儲備金為本集團於中國大陸成立之附屬公司不能分派之法定儲備。附屬公司之董事會將根據中國相關法律及法規轉至該等儲備。此等儲備金之用途受限，惟可與未來之虧損對銷或用作增加附屬公司之股本。

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### 35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the certain subsidiaries of the Group that have material non-controlling interests are set out below:

### 35. 具有重大非控股權益之非全資附屬公司

本集團若干附屬公司具有重大非控股權益之詳情載列如下：

		2023 二零二三年	2022 二零二二年
Percentage of equity interest held by non-controlling interests	非控股權益所持股權之百分比		
– Sleek Treasure Ventures Limited and its subsidiaries (“Sleek Treasure Group”)	– 順寶創投有限公司及其附屬公司（「順寶集團」）	40%	40%
– Profit Smart Group Limited and its subsidiaries (“Profit Smart Group”)*	– 利駿食品集團有限公司及其附屬公司（「利駿集團」）*	24%	40%
Profit/(loss) for the year allocated to non-controlling interests	分配至非控股權益之本年度溢利／（虧損）		
– Sleek Treasure Group	– 順寶集團	2,131	(2,791)
– Profit Smart Group*	– 利駿集團*	1,929	1,945
Dividend paid to non-controlling interests	已付非控股權益之股息		
– Sleek Treasure Group	– 順寶集團	–	400
– Profit Smart Group*	– 利駿集團*	–	400
Accumulated balance of non-controlling interests at the reporting date	於報告日期之非控股權益之累計結餘		
– Sleek Treasure Group	– 順寶集團	9,719	(850)
– Profit Smart Group*	– 利駿集團*	7,098	8,542

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)**

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

**35. 具有重大非控股權益之非全資附屬公司 (續)**

下表列示以上附屬公司之綜合財務資料概要。所披露之金額為任何公司抵銷前之金額：

<b>2023</b>		<b>Profit Smart Group 利駿集團 HK\$'000 千港元</b>	<b>Sleek Treasure Group 順寶集團 HK\$'000 千港元</b>
Revenue	收入	<b>130,094</b>	<b>412</b>
Profit for the year	本年度溢利	<b>8,040</b>	<b>5,327</b>
Total comprehensive income for the year	本年度全面收入總額	<b>8,040</b>	<b>5,327</b>
Current assets	流動資產	<b>30,483</b>	<b>726</b>
Non-current assets, including goodwill	非流動資產，包括商譽	<b>42,018</b>	<b>23,724</b>
Current liabilities	流動負債	<b>(37,093)</b>	<b>(152)</b>
Non-current liabilities	非流動負債	<b>(5,832)</b>	<b>-</b>
Net cash flows from/(used in) operating activities	經營活動所得／(所用) 現金流量淨額	<b>23,635</b>	<b>(31,389)</b>
Net cash flows from/(used in) investing activities	投資活動所得／(所用) 現金流量淨額	<b>(11,469)</b>	<b>41,500</b>
Net cash flows used in financing activities	融資活動所用 現金流量淨額	<b>(12,436)</b>	<b>(10,730)</b>
Net decrease in cash and cash equivalents	現金及現金等值項目 減少淨額	<b>(270)</b>	<b>(619)</b>

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### 35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

### 35. 具有重大非控股權益之非全資附屬公司 (續)

		Profit Smart Group* 利駿集團* HK\$'000 千港元	Sleek Treasure Group 順寶集團 HK\$'000 千港元
2022			
Revenue	收入	120,922	218,815
Profit/(loss) for the year	本年度溢利/(虧損)	4,681	(6,594)
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	4,681	(6,594)
Current assets	流動資產	26,624	40,109
Non-current assets, including goodwill	非流動資產，包括商譽	36,931	121,504
Current liabilities	流動負債	(35,602)	(144,398)
Non-current liabilities	非流動負債	(6,599)	(17,353)
Net cash flows from operating activities	經營活動所得現金流量淨額	19,521	40,679
Net cash flows used in investing activities	投資活動所用現金流量淨額	(1,396)	(3,604)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(18,078)	(45,598)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	47	(8,523)

The above summarised consolidated financial information has reflected the effects of acquisition accounting, including goodwill and fair value adjustments.

以上綜合財務資料概要已反映收購事項之會計影響，包括商譽及公平值調整。

\* During the year ended 31 March 2022, Sleek Treasure Group was the holding company of Profit Smart Group.

\* 於截至二零二二年三月三十一日止年度，順寶集團為利駿集團之控股公司。

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## 綜合財務報表附註

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**36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS****(A) MAJOR NON-CASH TRANSACTIONS**

- (a) During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$57,642,000 (2022: HK\$61,518,000) and HK\$57,019,000 (2022: HK\$61,518,000), respectively, in respect of lease arrangements for leased properties.
- (b) During the year, the Group had no non-cash lease modifications to right-of-use assets and lease liabilities of HK\$10,347,000 and HK\$9,614,000, respectively, in respect of lease arrangements for restaurants (2022: nil).

**(B) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES****36. 綜合現金流量表附註****(A) 主要非現金交易**

- (a) 年內，就租賃物業的租賃安排而言，本集團使用權資產及租賃負債的非現金增加分別為57,642,000港元（二零二二年：61,518,000港元）及57,019,000港元（二零二二年61,518,000港元）港元。
- (b) 年內，本集團並無就餐廳的租賃安排對使用權資產和租賃負債，分別為10,347,000港元及9,614,000港元，進行非現金租賃負債修訂（二零二二年：無）。

**(B) 融資活動產生之負債變動**

		Balances with non- controlling shareholders, net 非控股股東 餘額，淨額 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Interest- bearing bank borrowings 計息銀行借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	27,073	-	1,638,199	87,647
Changes from financing cash flows	融資活動之現金流變化	(2,160)	74,284*	(11,387)	(52,565)*
<i>Non-cash items</i>	<i>非現金項目</i>				
New leases	新租賃	-	-	-	61,518
Termination of leases	租賃終止	-	-	-	(1,780)
Interest expense	利息開支	-	1,550	-	3,785
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金 寬減	-	-	-	(2,343)
Equity component of convertible bonds	可換股債券股權部分	-	(16,162)	-	-
Direct transaction cost attributable to the liability component of convertible bonds	可換股債券負債部分 相關直接交易費用	-	(1,501)	-	-
Exchange realignment	匯兌調整	(410)	-	2,374	1,259

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

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## 36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## (B) CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

## 36. 綜合現金流量表附註 (續)

## (B) 融資活動產生之負債變動 (續)

		Balances with non-controlling shareholders, net 非控股股東 餘額，淨額 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Interest-bearing bank borrowings 計息銀行借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及 二零二二年四月一日	24,503	58,171	1,629,186	97,521
Changes from financing cash flows	融資活動之現金流變化	12,903	(2,262)	73,140	(38,417)*
<i>Non-cash items</i>	<i>非現金項目</i>				
New leases	新租賃	-	-	-	57,019
Remeasurement	重新計量	-	-	-	9,614
Termination of leases	租賃終止	-	-	-	(8,924)
Interest expense	利息開支	-	2,079	-	4,690
COVID-19-related rent concessions from lessors	出租人對COVID-19相關租金寬減	-	-	-	(1,000)
Exchange realignment	匯兌調整	550	-	(3,279)	(2,355)
At 31 March 2023	於二零二三年三月三十一日	37,956	57,988	1,699,047	118,148

\* Includes principal portion paid of HK\$33,727,000 (2022: HK\$48,780,000) and interest paid of HK\$4,690,000 (2022: HK\$3,785,000).

\* 包含已付本金部份33,727,000港元(二零二二年: 48,780,000港元)·及已付利息4,690,000港元(二零二二年: 3,785,000港元)。

# Included proceeds received from issue of convertible bonds of HK\$75,425,000 and interests paid of HK\$1,141,000.

# 包括發行可換股債券所得款項75,425,000港元及已付利息1,141,000港元。

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**36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)****(C) TOTAL CASH OUTFLOW FOR LEASES**

The total cash outflow for leases included in the statement of cash flows is as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Within operating activities	經營活動內	<b>6,313</b>	3,806
Within financing activities	融資活動內	<b>38,417</b>	52,565
		<b>44,730</b>	56,371

**36. 綜合現金流量表附註 (續)****(C) 租賃現金流出總額**

計入現金流量表之租賃現金流出總額如下：

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綜合財務報表附註

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**37. CONTINGENT LIABILITIES**

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Guarantees given for mortgage loan facilities granted to property purchasers	就物業買家獲授之按揭貸款融資而作出的擔保	-	143

The Group had arranged bank financing for certain purchasers of their property units and provided guarantees to secure the obligations of these purchasers for repayments. The guarantees terminated upon either (i) the issuance of the real estate ownership certificates which will generally be available within one year upon the completion of guarantee registration; or (ii) the satisfaction of mortgaged loans by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group was responsible for repaying the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks and the banks were entitled to take over the legal titles and possession of the related properties. The guarantee period started from the dates of grant of the mortgages. The directors of the Company considered that the fair value of the guarantees was not significant and in the case of default on payment, the net realisable value of the related properties would exceed the repayment of the outstanding mortgage principals together with the accrued interest and penalties. Therefore, no provision had been made for the guarantees in the financial statements.

**37. 或然負債**

於報告期末，未列入財務報表之或然負債如下：

本集團已為若干買家之物業單位安排銀行融資，並提供擔保以確保該等買家履行還款責任。有關擔保於(i)房地產權證（一般於擔保登記完成後一年內）發出後；或(ii)物業買家償付按揭貸款後終止。

根據擔保條款，倘該等買家拖欠按揭付款，則本集團須負責償還尚未償還之按揭本金，連同買家應付銀行之任何應計利息及罰款，而銀行有權接管有關物業之法定所有權及擁有權。擔保期自授出按揭日期起開始。本公司董事認為，擔保之公平值並不重大，倘出現拖欠付款情況，有關物業之可變現淨值將超過尚未償還按揭本金連同應計利息及罰款之還款。因此概無於財務報表內就擔保作出撥備。



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**38. COMMITMENTS**

The Group had the following capital commitments at the end of the reporting period:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Contracted, but not provided for:	已訂約惟尚未撥備：		
Property, plant and equipment	物業、廠房及設備	<b>2,540</b>	2,979
Properties under development	發展中物業	<b>15,595</b>	16,932
		<b>18,135</b>	19,911

**38. 承擔**

於報告期末，本集團有以下資本承擔：

**39. PLEDGE OF ASSETS**

As at the end of the reporting period, certain of the Group's assets were pledged to secure certain banking facilities granted to the Group. In addition, rental income generated in respect of certain investment properties of the Group has been assigned to certain banks to secure certain banking facilities granted to the Group.

**39. 資產抵押**

於報告期末，本集團之若干資產已作抵押，作為本集團所獲授若干銀行信貸之擔保。此外，本集團已轉讓若干投資物業之租金收益予若干銀行，作為本集團所獲授若干銀行融資之擔保。

		Notes 附註	<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	<b>98,321</b>	328,642
Investment properties	投資物業	14	<b>1,857,419</b>	2,178,640
Time deposits	定期存款	25	<b>33,568</b>	43,473
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理之金融資產	19	<b>41,037</b>	53,988
Total carrying value at 31 March	於三月三十一日總賬面值		<b>2,030,345</b>	2,604,743

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 40. RELATED PARTY TRANSACTIONS

- (a) The Group had the following transactions with related parties during the year:

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sales of goods to related companies 向關連公司銷售貨品	(i)	155	126

- (i) The selling price was determined based on mutually agreed terms. The related companies are controlled by a director of a subsidiary of the Group.

- (b) Outstanding balances with related parties:

- (i) The amounts due to directors are unsecured, interest-free and repayable on demand.
- (ii) The amounts due from/to non-controlling shareholders are unsecured, interest-free and repayable on demand.
- (iii) Details of the amounts due from associates and loans to an associate as at the end of the reporting period are included in note 17 to the financial statements.

## 40. 關連人士交易

- (a) 本集團與關連人士於年內進行下列交易：

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sales of goods to related companies 向關連公司銷售貨品	(i)	155	126

- (i) 根據雙方同意之條款釐定售價。關連公司乃由本集團一間附屬公司之一名董事控制。

- (b) 與關連人士之未償還結餘：

- (i) 應付董事款項為無抵押、免息及按要求償還。
- (ii) 應收／應付非控股股東款項為無抵押、免息及按要求償還。
- (iii) 於報告期末應收聯營公司款項及給予一間聯營公司之貸款詳情載於財務報表附註17。

## Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 40. RELATED PARTY TRANSACTIONS

(Continued)

(c) Compensation of key management personnel of the Group:

## 40. 關連人士交易 (續)

(c) 本集團主要管理人員之報酬:

		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元	2022 二零二二年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	<b>14,006</b>	13,926
Post-employment benefits	退休福利	<b>196</b>	188
Equity-settled share option expense	以權益結算的購股權開支	<b>20</b>	190
Total compensation paid to key management personnel	已支付予主要管理人員之總報酬	<b>14,222</b>	14,304

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金之進一步詳情載於財務報表附註8。

## Notes to Consolidated Financial Statements

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

## Financial assets

## 41. 按種類識別之金融工具

下列為每一種類的金融工具於報告期末的賬面值：

二零二三年

## 金融資產

		Financial assets at fair value through profit or loss – Mandatorily designated as such	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income – Equity investments	Total
	強制指定按公平值列賬及於損益中處理的金融資產	以攤銷成本計價的金融資產	按公平值列賬及於其他全面收入處理之金融資產 – 權益投資	總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Due from associates	應收聯營公司之款項	-	472,620	-	472,620
Loans to an associate	給予一間聯營公司之貸款	-	42,803	-	42,803
Equity investments designated at fair value through other comprehensive income	指定為按公平值列賬及於其他全面收入中處理之權益投資	-	-	129,531	129,531
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理的金融資產	124,238	-	-	124,238
Trade receivables	應收貿易賬款	-	30,913	-	30,913
Financial assets included in other receivables, deposits and prepayments	計入其他應收賬款、按金及預付款項之金融資產	-	361,352	-	361,352
Due from directors	應收董事款項	-	2,765	-	2,765
Restricted cash	受限制現金	-	32	-	32
Pledged time deposits	已抵押定期存款	-	33,568	-	33,568
Cash and bank balances	現金及銀行結餘	-	287,707	-	287,707
		124,238	1,231,760	129,531	1,485,529

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**41. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

**2023****Financial liabilities****41. 按種類識別之金融工具 (續)**

下列為每一種類的金融工具於報告期末的賬面值：(續)

二零二三年  
金融負債

		<b>Financial liabilities at amortised cost</b> 以攤銷成本計價的金融負債 <b>HK\$'000</b> 千港元
Trade payables	應付貿易賬款	<b>56,819</b>
Financial liabilities included in other payables, accruals and deposits received	計入其他應付賬款、應計費用及已收按金之金融負債	<b>67,370</b>
Due to directors	應付董事款項	<b>3,067</b>
Due to non-controlling shareholders	應付非控股股東款項	<b>37,956</b>
Convertible bonds	可換股債券	<b>57,988</b>
Interest-bearing bank borrowings	付息之銀行借貸	<b>1,699,047</b>
Lease liabilities	租賃負債	<b>118,148</b>
		<b>2,040,395</b>

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## 41. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

## 41. 按種類識別之金融工具(續)

下列為每一種類的金融工具於報告期末的賬面值：(續)

2022

Financial assets

二零二二年

金融資產

		Financial assets at fair value through profit or loss – Mandatorily designated as such	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income – Equity investments	Total
	強制指定按公平值列賬及於損益中處理的金融資產	以攤銷成本計價的金融資產	按公平值列賬及於其他全面收入處理之金融資產	總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Due from associates	應收聯營公司之款項	-	471,743	-	471,743
Loans to an associate	給予一間聯營公司之貸款	-	43,102	-	43,102
Equity investments designated at fair value through other comprehensive income	指定為按公平值列賬及於其他全面收入中處理之權益投資	-	-	155,045	155,045
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理的金融資產	159,941	-	-	159,941
Trade receivables	應收貿易賬款	-	29,442	-	29,442
Financial assets included in other receivables, deposits and prepayments	計入其他應收賬款、按金及預付款項之金融資產	-	390,184	-	390,184
Due from directors	應收董事款項	-	5,109	-	5,109
Due from non-controlling shareholders	應收非控股股東款項	-	15,253	-	15,253
Restricted cash	受限制現金	-	92	-	92
Pledged time deposits	已抵押定期存款	-	43,473	-	43,473
Cash and bank balances	現金及銀行結餘	-	279,616	-	279,616
		159,941	1,278,014	155,045	1,593,000

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**41. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2022  
Financial liabilities

**41. 按種類識別之金融工具 (續)**

下列為每一種類的金融工具於報告期末的賬面值：(續)

二零二二年  
金融負債

		Financial liabilities at amortised cost 以攤銷成本計價的金融負債 HK\$'000 千港元
Trade payables	應付貿易賬款	44,597
Financial liabilities included in other payables, accruals and deposits received	計入其他應付賬款、應計費用及已收按金之金融負債	221,093
Due to directors	應付董事款項	4,349
Due to non-controlling shareholders	應付非控股股東款項	39,756
Convertible bonds	可換股債券	58,171
Interest-bearing bank borrowings	付息之銀行借貸	1,629,186
Lease liabilities	租賃負債	97,521
		2,094,673

## 42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by management.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Management has assessed that the fair values of trade receivables, financial assets included in other receivables, deposits and prepayments, loans to an associate, amounts due from associates, amounts due from directors, amounts due from non-controlling shareholders, restricted cash, pledged time deposits, cash and bank balances, trade payables, financial liabilities included in other payables, accruals and deposits received, amounts due to directors, amounts due to non-controlling shareholders, interest-bearing bank borrowings and lease liabilities reasonably approximate to their carrying amounts largely due to the short term maturities/no fixed terms of repayment of these instruments or because the effect of discounting not reflected in the carrying amounts of these instruments are not material. The fair values of the non-current portion of financial assets included in other receivables, deposits and prepayments, interest-bearing bank borrowings and lease liabilities have been calculated and assessed mainly by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, as appropriate. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings and lease liabilities as at 31 March 2023 and 31 March 2022 were assessed to be insignificant.

## 42. 金融工具之公平值及公平值層級

本集團管理層負責釐定金融工具公平值計量之政策及程序。於各報告日期，管理層分析金融工具之價值變動並釐定估值中適用之主要輸入數據。估值由管理層審閱及批准。

金融工具之公平值按該工具於當前交易中雙方自願進行交易（非強制或清算出售）可交換的金額入賬。

管理層已評估貿易應收賬款、計入金融資產之其他應收賬款、按金及預付款項、給予一間聯營公司的貸款、應收聯營公司的款項、應收董事款項、應收非控股股東款項、受限制現金、已抵押定期存款、現金及銀行結餘、應付貿易賬款、計入金融負債之其他應付賬款、應計費用及已收按金、應付董事款項、應付非控股股東款項、附息之銀行借貸，以及租賃負債的公平值，主要因到期日較短／該等工具並無固定還款期限或因並無於該等工具之賬面值反映之折現影響為微不足道，故公平值與彼等之賬面值合理相若。計入及評估其他應收賬款、按金及預付款項、附息之銀行借貸及租賃負債之非即期部分金融資產之公平值主要透過使用具有類似條款、信貸風險及餘下到期日（如適用）之工具以當前可得之利率折現預期未來現金流量計算及評估。於二零二三年三月三十一日及二零二二年三月三十一日，本集團就附息之銀行借貸及租賃負債之本身不履約風險致使公平值改變經評估為並不重大。



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**42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)**

The fair values of listed equity and debt investments classified as equity investments designated at fair value through other comprehensive income/financial assets at fair value through profit or loss are based on quoted market prices. The fair values of unlisted investments classified as financial assets at fair value through profit or loss are based on market values.

The fair value of unlisted investment designated at fair value through other comprehensive income has been estimated using the asset-based approach based on assumptions that are not supported by observable market prices or rates. The valuation approach requires the directors to analyse the value of the underlying asset which is then discounted for considerations such as marketability.

Below is a summary of the significant unobservable input to the valuation of financial instrument together with a quantitative sensitivity analysis as at 31 March 2023 and 31 March 2022:

	Significant valuation technique 重大估值技術	Significant unobservable input 不可觀察輸入數據	Range 範圍	
			2023 二零二三年	2022 二零二二年
Unlisted investment 非上市投資	Asset-based approach 資產基礎法	Discount for lack of marketability 缺乏市場流通性折讓	30%	30%

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into accounts when pricing the investments.

As at 31 March 2023, it was estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 1% would result in increase/decrease in the Group's other comprehensive income by approximately HK\$472,000 (2022: HK\$356,000).

**42. 金融工具之公平值及公平值層級 (續)**

分類為指定按公平值列賬及於其他全面收入中處理之上市權益及債券投資的公平值／按公平值列賬及於損益中處理的金融資產的公平值按市場報價計算。分類為按公平值列賬及於損益中處理的金融資產的非上市投資按市值計算。

指定按公平值列賬及於其他全面收入中處理之非上市投資的公平值已根據可觀察市價或利率並未支持的假設使用資產基礎法估計。該估值方法要求董事分析資產之相關市值，有關價值其後就市場流通性等考慮因素作出折讓。

下文概述金融工具估值的重大不可觀察輸入數據連同於二零二三年三月三十一日及二零二二年三月三十一日的量化敏感度分析：

缺乏市場流通性折讓是指本集團確定的市場參與者在對投資定價時考慮的溢價和折讓金額。

於二零二三年三月三十一日，於所有其他變量保持不變的情況下，估計缺乏市場流通性折讓減少／增加1%將導致本集團之其他全面收入增加／減少約472,000港元（二零二二年：356,000港元）。

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

### FAIR VALUE HIERARCHY

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Financial assets measured at fair value:

**As at 31 March 2023**

		Fair value measurement using 公平值計量使用			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 總額 HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	指定按公平值列賬及於其他全面收入處理之權益投資	95,868	-	33,663	129,531
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理之金融資產	76,925	47,313	-	124,238
		172,793	47,313	33,663	253,769

**As at 31 March 2022**

於二零二二年三月三十一日

		Fair value measurement using 公平值計量使用			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 總額 HK\$'000 千港元
Equity investments designated at fair value through other comprehensive income	指定按公平值列賬及於其他全面收入處理之權益投資	119,492	-	35,553	155,045
Financial assets at fair value through profit or loss	按公平值列賬及於損益中處理之金融資產	104,537	55,404	-	159,941
		224,029	55,404	35,553	314,986

## 42. 金融工具之公平值及公平值層級 (續)

### 公平值層級

下表闡明本集團金融工具之公平值計量層級：

#### 按公平值計量之金融資產：

於二零二三年三月三十一日

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments comprise interest-bearing bank borrowings, and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

**INTEREST RATE RISK**

The Group's exposure to the risk of changes in market interest rate relates primarily to the Group's interest-bearing bank borrowings with floating interest rates. The effective interest rates and terms of repayment of the interest-bearing bank borrowings of the Group are disclosed in note 29 to the financial statements. Interest rate risk is managed on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

Assuming the bank borrowings outstanding at the end of the reporting period were outstanding for the whole year, a 100 basis point increase/decrease in interest rates would increase/decrease the Group's loss before tax for the current year by approximately HK\$16,990,000 (2022: decrease/increase the Group's profit before tax by HK\$16,292,000).

In the opinion of the directors, the sensitivity to the interest rate used above is considered reasonable with the other variables held constant.

**43. 財務風險管理目標及政策**

本集團之主要金融工具包括附息之銀行借貸，以及現金及銀行結餘。該等金融工具之主要目的是為本集團業務籌集資金。本集團亦有多項直接由業務產生之其他金融資產及負債，例如應收貿易賬款及應付貿易賬款。

本集團金融工具涉及之主要風險為利率風險、信貸風險、流動資金風險及股價風險。董事會審閱及同意管理該等風險之政策，概述如下。

**利率風險**

本集團面對之市場利率變動風險主要涉及本集團按浮動利率計息之銀行借貸。本集團之附息銀行借貸之實際利率及歸還條款披露於財務報表附註29。利率風險乃按持續基準管理，主要目標為限制利息開支淨額受利率不利變動影響之程度。

假設於報告期末尚未償還之銀行借貸於整個年度尚未償還，則利率增加／減少100個基點將令本集團於本年度之除稅前虧損增加／減少約16,990,000港元（二零二二年：減少／增加本集團之稅前溢利16,292,000港元）。

董事認為，於其他變量維持不變之情況下，以上所用之利率敏感度乃認為合理。

## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### CREDIT RISK

The Group trades mainly with recognised and creditworthy third parties. It is the Group's policy that customers who wish to trade on credit terms are subject to credit verification procedures, as appropriate. In addition, receivable balances are monitored on an ongoing basis.

For properties that are still under development, the Group typically provides guarantees to banks in connection with individual customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 80% of the total purchase price of the properties. If a purchaser defaults on the payment of its mortgage loan during the term of the guarantee, the bank holding the mortgage loan may demand the Group to repay the outstanding amount under the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's deposits and sell the related property to recover any amounts paid by the Group to the bank. Unless the selling price would drop by no less than 20%, the Group would not be in a loss position in selling the property out and in this regard, the directors of the Company consider that the Group's credit risk is largely mitigated.

### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

## 43. 財務風險管理目標及政策

(續)

### 信貸風險

本集團主要與知名且信譽良好的第三方進行交易。根據本集團政策，有意按信貸期進行交易的客戶均須經過適當的信貸核實程序。此外，本集團持續監察應收結餘。

就發展中物業而言，本集團通常就個別客戶為購買物業而籌資所作出的按揭貸款相關的借貸向銀行提供擔保，而擔保金額最高為物業總購買價的80%。如果買方於擔保期間就償還按揭貸款違約，則持有按揭貸款的銀行可能會要求本集團償還貸款項下的未償還款項及該等款項的任何應計利息。在此等狀況下，本集團可保留客戶的按金並將有關物業出售以償還任何由本集團支付予銀行的款項。除非售價下降不少於20%，本集團不會在銷售該物業時承受損失，因此，本公司董事認為本集團的信貸風險大幅減低。

### 風險上限及年末階級

下表顯示於三月三十一日根據本集團的信貸政策（主要以逾期資料為基準，除非無需花費過多成本或努力即可獲得其他資料則另作別論）的信貸質素及信貸風險上限以及年末階級分類。所示金額為金融資產之賬面總值。

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**43. FINANCIAL RISK MANAGEMENT  
OBJECTIVES AND POLICIES (Continued)****CREDIT RISK (Continued)****Maximum exposure and year-end staging  
(Continued)****As at 31 March 2023****43. 財務風險管理目標及政策  
(續)****信貸風險 (續)****風險上限及年末階級 (續)****於二零二三年三月三十一日**

		12-month ECLs	Lifetime ECLs			Total 合計
		12個月預期 信貸虧損	Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Due from associates**	應收聯營公司之款項**	472,620	-	-	-	472,620
Loans to an associate**	給予一間聯營公司之貸款**	42,803	-	-	-	42,803
Trade receivables*	應收貿易賬款*	-	-	-	56,160	56,160
Financial assets included in other receivables, deposits and prepayments	計入其他應收賬款、按金及 預付款項之金融資產	102,356	262,348	35,608	-	400,312
Due from directors**	應收董事款項**	2,765	-	-	-	2,765
Restricted cash <sup>^</sup>	受限制現金 <sup>^</sup>	32	-	-	-	32
Pledged time deposits <sup>^</sup>	已抵押定期存款 <sup>^</sup>	33,568	-	-	-	33,568
Cash and bank balances <sup>^</sup>	現金及銀行結餘 <sup>^</sup>	287,707	-	-	-	287,707
		941,851	262,348	35,608	56,160	1,295,967

## Notes to Consolidated Financial Statements

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## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### CREDIT RISK (Continued)

#### Maximum exposure and year-end staging (Continued)

As at 31 March 2022

		12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期 信貸虧損		
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Due from associates**	應收聯營公司之款項**	471,743	-	-	-	471,743
Loans to an associate**	給予一間聯營公司之貸款**	43,102	-	-	-	43,102
Trade receivables*	應收貿易賬款*	-	-	-	53,476	53,476
Financial assets included in other receivables, deposits and prepayments	計入其他應收賬款、按金及 預付款項之金融資產	393,025**	-	19,210	-	412,235
Due from directors**	應收董事款項**	5,109	-	-	-	5,109
Due from non-controlling shareholders**	應收非控股股東款項**	15,253	-	-	-	15,253
Restricted cash <sup>^</sup>	受限制現金 <sup>^</sup>	92	-	-	-	92
Pledged time deposits <sup>^</sup>	已抵押定期存款 <sup>^</sup>	43,473	-	-	-	43,473
Cash and bank balances <sup>^</sup>	現金及銀行結餘 <sup>^</sup>	279,616	-	-	-	279,616
		1,251,413	-	19,210	53,476	1,324,099

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

\*\* The credit quality of the financial instruments is considered "normal", as they are not past due and there is no information indicating that the financial instruments had a significant increase in credit risk since initial recognition.

<sup>^</sup> Not yet past due

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

## 43. 財務風險管理目標及政策 (續)

### 信貸風險 (續)

#### 風險上限及年末階級 (續)

於二零二二年三月三十一日

		12-month ECLs 12個月預期 信貸虧損		Lifetime ECLs 全期預期 信貸虧損		
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Due from associates**	應收聯營公司之款項**	471,743	-	-	-	471,743
Loans to an associate**	給予一間聯營公司之貸款**	43,102	-	-	-	43,102
Trade receivables*	應收貿易賬款*	-	-	-	53,476	53,476
Financial assets included in other receivables, deposits and prepayments	計入其他應收賬款、按金及 預付款項之金融資產	393,025**	-	19,210	-	412,235
Due from directors**	應收董事款項**	5,109	-	-	-	5,109
Due from non-controlling shareholders**	應收非控股股東款項**	15,253	-	-	-	15,253
Restricted cash <sup>^</sup>	受限制現金 <sup>^</sup>	92	-	-	-	92
Pledged time deposits <sup>^</sup>	已抵押定期存款 <sup>^</sup>	43,473	-	-	-	43,473
Cash and bank balances <sup>^</sup>	現金及銀行結餘 <sup>^</sup>	279,616	-	-	-	279,616
		1,251,413	-	19,210	53,476	1,324,099

\* 對於本集團採用簡化減值方法的應收貿易賬款，相關撥備矩陣的資訊在財務報表附註22中披露。

\*\* 金融工具的信用質量被認定為「正常」，因為他們沒有過期，也沒有資料表明該等金融工具自最初確認以來信用風險顯著增加。

<sup>^</sup> 尚未逾期

有關本集團面對來自應收貿易賬款之信貸風險之進一步量化數據，於財務報表附註22內披露。

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### 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### LIQUIDITY RISK

The Group monitors its risk to a shortage of funds by considering the maturity of its financial assets and liabilities and projected cash flows.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

### 43. 財務風險管理目標及政策 (續)

#### 流動資金風險

本集團藉考慮金融資產及負債的到期日以及預計現金流量來監察其資金短缺的風險。

本集團的目標為透過運用銀行及其他借貸，在資金持續性與靈活性之間取得平衡。

下表為本集團於報告期末的金融負債，以合約未折現付款計算的到期情況：

		2023 二零二三年			
		Within 1 year or on demand 一年以下 或於要求時 HK\$'000 千港元	1 to 5 years 一年 至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付貿易賬款	56,819	-	-	56,819
Financial liabilities included in other payables, accruals and deposits received	計入其他應付賬款、應計費用及已收按金之金融負債	60,591	6,779	-	67,370
Due to directors	應付董事款項	3,067	-	-	3,067
Due to non-controlling shareholders	應付非控股股東款項	37,956	-	-	37,956
Convertible bonds	可換股債券	57,988	-	-	57,988
Interest-bearing bank borrowings (note 29)	附息之銀行借貸(附註29)	1,189,482	509,565	-	1,699,047
Interest payments on interest-bearing bank borrowings	附息之銀行借貸之利息支付	86,016	14,549	-	100,565
Lease liabilities	租賃負債	43,555	76,573	7,999	128,127
		1,535,474	607,466	7,999	2,150,939

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### 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### LIQUIDITY RISK (Continued)

### 43. 財務風險管理目標及政策

(續)

#### 流動資金風險 (續)

		2022 二零二二年			
		Within 1 year or on demand 一年以下 或於要求時	1 to 5 years 一年 至五年	Over 5 years 五年以上	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付貿易賬款	44,597	-	-	44,597
Financial liabilities included in other payables, accruals and deposits received	計入其他應付賬款、應計費用 及已收按金之金融負債	182,491	355	6,718	189,564
Due to directors	應付董事款項	4,349	-	-	4,349
Due to non-controlling shareholders	應付非控股股東款項	39,756	-	-	39,756
Convertible bonds	可換股債券	2,263	76,095	-	78,358
Interest-bearing bank borrowings (note 29)	附息之銀行借貸 (附註29)	943,028	686,158	-	1,629,186
Interest payments on interest-bearing bank borrowings	附息之銀行借貸之 利息支付	3,265	7,672	5,799	16,736
Lease liabilities	租賃負債	51,537	59,101	-	110,638
Guarantees given to banks in connection with facilities granted to property purchasers	就物業買家獲授信貸而 向銀行作出擔保	143	-	-	143
		1,271,429	829,381	12,517	2,113,327



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## 綜合財務報表附註

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### 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### LIQUIDITY RISK (Continued)

Note: Included in interest-bearing bank borrowings are term loans with an aggregate carrying amount of approximately HK\$915,519,000 (2022: HK\$768,217,000). The loan agreements contain repayment on-demand clauses giving the banks the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the total amount is classified as “on demand” and has been classified as current liabilities.

Notwithstanding the above clauses, the directors do not believe that the loans will be called in entirety within 12 months, and they consider that the loans will be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering the financial position of the Group at the date of approval of the financial statements; the Group’s compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time.

In accordance with the terms of the loans which contain repayment on-demand clauses, the maturity profile of those loans as at the end of the reporting period, based on the contractual undiscounted payments and ignoring the effect of any repayment on-demand clauses, is as follows:

		Within 1 year 一年以下 HK\$'000 千港元	1 to 5 years 一年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2023	於二零二三年三月三十一日	517,592	106,974	32,670	657,236
As at 31 March 2022	於二零二二年三月三十一日	416,431	352,910	12,230	781,571

### 43. 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

附註：附息之銀行借貸中有總賬面值約915,519,000港元之定期貸款（二零二二年：768,217,000港元）。貸款協議包括一項一經要求即時還款條款，給予銀行無條件隨時要求還款權利。因此就上述到期情況而言，全部款項乃列為「按要求」及已分類為流動負債。

儘管有以上條款，董事並不認為該項貸款將於12個月內被要求全數歸還。董事認為該項貸款可根據貸款協議所載之到期日歸還。該評估經考慮本集團在批准財務報表當日之財務狀況；本集團遵守貸款契約；並無違約行為；及本集團一直按時履行所有先前還款安排而作出。

根據包含一項一經要求即時還款條款的貸款條款，於報告期末，該等貸款以合約未折現付款計算及忽略要求即時還款之任何條款之影響的到期情況如下：

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## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### EQUITY PRICE RISK

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the values of individual securities. The Group was exposed to equity price risk arising from individual listed equity investments classified as equity investments designated at fair value through other comprehensive income (note 18) and listed equity investments classified as financial assets at fair value through profit or loss (note 19) as at 31 March 2023 and 2022.

The Group's listed investments are listed on the Hong Kong, Shenzhen and Shanghai stock exchanges and are valued at quoted market prices at the end of the reporting period.

The market equity index for the following stock exchanges, at the close of business of the nearest trading day in the year to the end of the reporting period, and the respective highest and lowest points during the year were as follows:

		As at 31 March 2023	High/low during the year ended 31 March 2023 於截至 二零二三年 三月三十一日 止年度內 之高/低	As at 31 March 2022	High/low during the year ended 31 March 2022 於截至 二零二二年 三月三十一日 止年度內 之高/低
Hong Kong – Hang Seng Index	香港 – 恒生指數	20,400	22,701/14,597	21,997	29,491/18,235
Shenzhen – SZSE Component Index	深圳 – 深證成指指數	11,726	13,122/10,087	12,118	15,290/11,331
Shanghai – SSE Composite Index	上海 – 上證綜合指數	3,273	3,425/2,863	3,253	3,724/3,023

## 43. 財務風險管理目標及政策

(續)

### 股價風險

股本價格風險指因股票指數水平及個別證券價值之變動而導致股本證券之公平值下跌之風險。於二零二三及二零二二年三月三十一日，本集團所面對之股本價格風險乃來自分類為指定按公平值列賬及於其他全面收入處理之權益投資／可供出售投資（附註18）之個別上市權益投資及分類為按公平值列賬及於損益中處理之金融資產（附註19）中的上市權益投資。

本集團的上市投資在香港、深圳及上海股票交易所上市及按於報告期末的市場報價估值。

市場證券指數（於年內至報告期末之最近交易日期營業時段結束時），及年內之最高及最低指數如下：



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## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its businesses and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements except for the undertaking by the Company under a banking facility letter granted to a subsidiary of the Group to maintain a minimum consolidated tangible net worth of HK\$3,000,000,000 (2022: HK\$3,000,000,000), which has been complied with during the year. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

The Group monitors capital using a gearing ratio, which is defined as the Group's interest-bearing bank borrowings and convertible bonds, net of cash and bank balances and pledged time deposits as a percentage of the Group's total equity. The gearing ratios as at the end of the reporting periods were as follows:

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest-bearing bank borrowings 附息之銀行借貸	29	<b>1,699,047</b>	1,629,186
Convertible bonds 可換股債券		<b>57,988</b>	58,171
Less: Cash and bank balances 減：現金及銀行結餘	25	<b>(287,707)</b>	(279,616)
Pledged time deposits 已抵押定期存款	25	<b>(33,568)</b>	(43,473)
Net debt 淨負債		<b>1,435,760</b>	1,364,268
Total equity 權益總值		<b>3,585,202</b>	4,078,405
Gearing ratio 資本負債比率		<b>40.0%</b>	33.5%

## 43. 財務風險管理目標及政策

(續)

### 資本管理

本集團資本管理的首要目標，為確保本集團具備持續發展的能力，且維持穩健的資本比率，以支持其業務運作，爭取最大的股東價值。

本集團根據經濟情況的變動及相關資產的風險特點，管理其資本結構並作出調整。為維持或調整資本結構，本集團可向股東退還資本或發行新股。除本公司就本集團之一間附屬公司獲授之銀行貸款確認書而提供之承諾須維持最低綜合有形資產淨值3,000,000,000港元（二零二二年：3,000,000,000港元）（於年內已遵守）外，本集團並無任何外在施加之資本需求。截至二零二三年三月三十一日及二零二二年三月三十一日止年度內，並無因資本管理更改其目標、政策或程序。

本集團以資本負債比率（即本集團附息之銀行借貸及可換股債券減現金及銀行結餘、受限制現金及已抵押定期存款後佔本集團權益總值之百分比）監控資本的情況。於報告期末資本負債比率如下：

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

**44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

**44. 本公司之財務狀況表**

於報告期末，本公司之財務狀況表之資料如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Interests in subsidiaries	附屬公司權益	<b>2,213,226</b>	2,116,604
Total non-current assets	非流動資產總值	<b>2,213,226</b>	2,116,604
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	<b>72</b>	73
Due from a subsidiary	應收一間附屬公司款項	<b>80,000</b>	80,000
Cash and bank balances	現金及銀行結餘	<b>3,675</b>	5,632
Total current assets	流動資產總值	<b>83,747</b>	85,705
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Convertible bonds	可換股債券	<b>(57,988)</b>	-
Interest-bearing bank borrowings	附息之銀行借貸	<b>(267,316)</b>	(124,126)
Other payables and accruals	其他應付賬款及應計費用	<b>(8,163)</b>	(9,343)
Due to directors	應付董事款項	<b>(17,225)</b>	(18,102)
Total current liabilities	流動負債總值	<b>(350,692)</b>	(151,571)
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>	<b>(266,945)</b>	(65,866)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<b>1,946,281</b>	2,050,738
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券	-	(58,171)
Interest-bearing bank borrowings	附息之銀行借貸	<b>(82,000)</b>	(101,826)
Due to associates	應付聯營公司款項	<b>(191,121)</b>	(176,982)
Total non-current liabilities	非流動負債總額	<b>(273,121)</b>	(336,979)
Net assets	資產淨值	<b>1,673,160</b>	1,713,759
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	<b>157,136</b>	157,136
Reserves (note)	儲備(附註)	<b>1,516,024</b>	1,556,623
Total equity	權益總值	<b>1,673,160</b>	1,713,759

## Notes to Consolidated Financial Statements

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

## 44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

## 44. 本公司之財務狀況表(續)

Note:

附註：

A summary of the Company's reserves is as follows:

本公司之儲備概要如下：

		Share premium account	Equity component of convertible bonds 可換股債券 權益部分	Contributed surplus 實繳盈餘	Capital redemption reserve 資本購回儲備	Share option reserve 購股權儲備	Retained profits/(accumulated loss) 保留溢利/ (累計虧損)	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	1,440,624	-	59,759	316	5,398	35,949	1,542,046
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	-	-	-	-	-	(19,928)	(19,928)
Equity-settled share option arrangements	以權益結算之購股權安排	-	-	-	-	149	-	149
Issue of convertible bonds	發行可換股債券	-	16,162	-	-	-	-	16,162
Transfer of share option reserve upon forfeiture of share options	於購股權失效時轉撥購股權儲備	-	-	-	-	(36)	36	-
Issue of shares upon placing of shares	配售股份時發行的股份	65,335	-	-	-	-	-	65,335
Final 2021 dividend	二零二一年末期股息	-	-	(47,141)	-	-	-	(47,141)
<b>At 31 March 2022 and at 1 April 2022</b>	<b>於二零二二年三月三十一日及於二零二二年四月一日</b>	<b>1,505,959</b>	<b>16,162</b>	<b>12,618</b>	<b>316</b>	<b>5,511</b>	<b>16,057</b>	<b>1,556,623</b>
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	-	-	-	-	-	(24,905)	(24,905)
Equity-settled share option arrangements	以權益結算之購股權安排	-	-	-	-	20	-	20
Transfer of share option reserve upon forfeiture of share options	於購股權失效時轉撥購股權儲備	-	-	-	-	(18)	18	-
Final 2022 dividend	二零二二年末期股息	-	-	-	-	-	(15,714)	(15,714)
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>1,505,959</b>	<b>16,162</b>	<b>12,618</b>	<b>316</b>	<b>5,513</b>	<b>(24,544)</b>	<b>1,516,024</b>

The contributed surplus of the Company arose as a result of the Group reorganisation on 12 August 1991 and represented the difference between the nominal value of the share capital issued by the Company and the combined net assets of the subsidiaries acquired pursuant to the Group reorganisation, less the effects of the bonus issue of shares in previous years.

本公司之實繳盈餘乃因一九九一年八月十二日之本集團重組而產生，為本公司發行股本之面值與根據本集團重組而收購之附屬公司之合併資產淨值之差額，減去過往年度之紅股發行之影響。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

#### 44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders under certain specific circumstances.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits/(accumulated loss) should the related options expire or be forfeited.

#### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 June 2023.

#### 44. 本公司之財務狀況表(續)

根據百慕達一九八一年公司法(經修訂),實繳盈餘可按若干指定情況分派予股東。

購股權儲備包括授出但尚未行使之購股權公平值,詳情進一步載於財務報表附註2.4以股份為基礎支付之會計政策。該金額可於有關購股權獲行使時轉撥至股份溢價賬或於有關購股權過期或被沒收時轉撥至保留溢利/(累計虧損)。

#### 45. 財務報表之批准

財務報表已於二零二三年六月二十八日經董事會批准並授權發佈。

# Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows:

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱／地點	佔用性質	類別			
<b>Hong Kong</b> 香港					
Unit B, 26th Floor Wylar Centre, Phase II 200 Tai Lin Pai Road Kwai Chung, New Territories 新界葵涌 大連排道200號 偉倫中心第二期 26樓B室	Medium term lease 中期租約	I 工業	1,568	100	Completed 已落成
Ground Floor and Cockloft 61 South Wall Road Kowloon City, Kowloon 九龍九龍城城南道 61號地下及閣樓	Medium term lease 中期租約	C 商業	87	100	Completed 已落成
Shop on Ground Floor No. 188 Hai Tan Street Sham Shui Po, Kowloon 九龍深水埗 海壇街 188號地舖	Medium term lease 中期租約	C 商業	114	60	Completed 已落成
15th Floor and Car park space No. 5 Young Ya Industrial Building 381-389 Sha Tsui Road Tsuen Wan, New Territories 新界荃灣 沙咀道381-389號 榮亞工業大廈 15樓及 地下第5號車位	Medium term lease 中期租約	I 工業	2,594	100	Completed 已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業，R—住宅，C—商業



## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱/地點	佔用性質	類別			
<b>Hong Kong</b>					
<b>香港</b>					
Shop No. 1 on G/F together with the loft thereto, Beverly Court Nos. 151-159 Hai Tan Street Sham Shui Po, Kowloon 九龍深水埗海壇街151-159號普陞閣地下1號舖連同閣樓	Medium term lease 中期租約	C 商業	104	60	Completed 已落成
Ground Floor No. 355 Sha Tsui Road Tsuen Wan, New Territories 新界荃灣沙咀道355號地下	Medium term lease 中期租約	C 商業	53	70	Completed 已落成
Ground Floor, No. 102 Main Street Ap Lei Chau Ap Lei Chau, Hong Kong 香港鴨脷洲鴨脷洲大街102號地下	Medium term lease 中期租約	C 商業	102	100	Completed 已落成
Shop on Ground and Cockloft No. 186A Hai Tan Street Sham Shui Po, Kowloon 九龍深水埗海壇街186A地下舖連同閣樓	Medium term lease 中期租約	C 商業	89	100	Completed 已落成
Shop on Ground Floor No. 270 Ki Lung Street Sham Shui Po, Kowloon 九龍深水埗基隆街270號地下舖	Medium term lease 中期租約	C 商業	77	100	Completed 已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱/地點	佔用性質	類別			
<b>Hong Kong</b>					
<b>香港</b>					
Flat F on 1st Floor Gold Reserved Count No. 16 Tai Main Lane Tai Po, New Territories 新界大埔 大明里16號 儲金閣 一樓F室	Medium term lease  中期租約	R  住宅	50	100	Completed  已落成
5/F and main roof No. 35 Tsing Yuen Street Tai Po, New Territories 新界大埔 靖遠街35號 五樓及主要天台	Medium term lease  中期租約	R  住宅	50	90	Completed  已落成
Lot No. 423 on D.D. 292 No. 18 Ko Tong Ha Yeung Sai Kung, New Territories 新界西貢 高塘下洋18號 舊屋地丈量約份 第292約地段第423號	Medium term lease  中期租約	R  住宅	70	90	Completed  已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註:

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱/地點	佔用性質	類別			
<b>Hong Kong</b> 香港					
Ground floor & 1st floor Lot No. 424 on D.D. 292 No.17 Ko Tong Ha Yeung Sai Kung North, New Territories 新界西貢北 高塘下洋17號 舊屋地丈量約份 第292約地段第424號 地下及一樓	Medium term lease 中期租約	R 住宅	83	90	Completed 已落成
Lot No. 1528 on D.D. 244 No. 30 3rd Lane, Ho Chung Village Sai Kung, New Territories 新界西貢 蠔涌新村第3巷30號 舊屋地丈量約份 第244約地段第1528號	Medium term lease 中期租約	R 住宅	62	100	Completed 已落成
Lot No. 1582 on D.D. 244 Ho Chung Village Sai Kung, New Territories 新界西貢 蠔涌新村 舊屋地丈量約份 第244約地段第1582號	Medium term lease 中期租約	R 住宅	31	100	Completed 已落成
<b>Mainland China</b> 中國大陸					
Carrianna Friendship Square Junction Renmin Road South and Chunfeng Road Shenzhen Special Economic Zone 深圳經濟特區 人民南路及春風路交界 佳寧娜友誼廣場	Medium term lease 中期租約	C 商業	28,390	100	Completed 已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱/地點	佔用性質	類別			
<b>Mainland China</b> 中國大陸					
A building at Hua Shan Road Chaotian Industrial Area Shilou Town Panyu District Guangdong Province 位於廣東省 番禺區 石樓鎮 潮田工業區 華山路之一座樓宇	Medium term lease 中期租約	I 工業	4,647	100	Completed 已落成
Imperial Palace Hong Yi Cun Baoan South Road Shenzhen Special Economic Zone 深圳經濟特區 寶安南路 洪一村 駿庭名園	Long term lease 長期租約	C/R 商業/ 住宅	4,899	100	Completed 已落成
14 Zu Miao Road Chancheng District Foshan Municipal 佛山市 禪城區 祖廟路14號	Medium term lease 中期租約	C 商業	6,838	100	Completed 已落成
A building at Xi Huan Road Chaotian Industrial Area Shilou Town Panyu District Guangdong Province 位於廣東省 番禺區 石樓鎮 潮田工業區 西環路之一座樓宇	Medium term lease 中期租約	I 工業	18,922	100	Completed 已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註:

物業類別：I—工業，R—住宅，C—商業

## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal investment properties held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有的主要投資物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
名稱/地點	佔用性質	類別			
<b>Mainland China</b>					
<b>中國大陸</b>					
Carrianna Friendship Square Junction Renmin Road South and Chunfeng Road Shenzhen Special Economic Zone 深圳經濟特區 人民南路及春風路交界 佳寧娜友誼廣場	Medium term lease  中期租約	C/R  商業/ 住宅	4,210	100	Completed  已落成
Block 5, Hui Bo Commercial Centre Guangzhou South Station Shibi Street, Panyu District Guangzhou City Guangdong Province 廣東省 廣州市番禺區石壁街 廣州南站 會博商業中心5棟	Medium term lease  中期租約	C  商業	9,203	100	Completed  已落成
An industrial complex at 18 Xingye Road Xiuying District Haikou City, Hainan Province 位於海南省海口市 興業路18號之一座廠房	Medium term lease  中期租約	I  工業	15,907	65	Completed  已落成
Commercial Office Building Units Block 3 Jiahui Life Plaza Northern portion of Wandao Road Quhai Community, Wanjiang District Dongguan City, Guangdong Province 廣東省東莞市 萬江區曲海社區 萬道路北側 家滙生活廣場 3號商業辦公樓單元	Medium term lease  中期租約	C/R  商業/ 住宅	3,682	100	Completed  已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held as property, plant and equipment by the Group as at 31 March 2023 are as follows:

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> )	Effective % held	Stage of completion
名稱／地點	佔用性質	類別	總樓面面積約數 (平方米)	實際持有百分比	完成階段
<b>Hong Kong</b>					
<b>香港</b>					
Unit A, 26th Floor and Car park space Nos. 19, 20, 21, 22, 39 and 40 on 2nd Floor and Lorry Parking Space No. L21 on 1st Floor, Wyler Centre, Phase II 200 Tai Lin Pai Road Kwai Chung, New Territories 新界葵涌 大連排道200號 偉倫中心第二期 26樓A室及2樓第19號、20號、21號、22號、39號及40號車位及 1樓L21號貨車泊車位	Medium term lease	I	812	100	Completed
Unit 18 and 19 on 8th Floor Wah Sang Industrial Building Nos. 14-18 Wong Chuk Yeung Street Shatin, New territories 新界沙田 黃竹洋街14-18號 華生工業大廈 8樓18室及19室	Medium term lease	I	298	60	Completed

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業，R—住宅，C—商業

## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held as property, plant and equipment by the Group as at 31 March 2023 are as follows:  
(Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
<b>Hong Kong</b>					
香港					
(i) The 12th floor of Tower Two, and (ii) Flat Roof B2 on the 7th floor of Tower Two Ever Gain Plaza No. 88 Container Port Road Kwai Chung, New Territories 新界葵涌 貨櫃碼頭路88號 永得利廣場 (i)二座十二樓·及 (ii)二座七樓屋頂平台B2	Medium term lease  中期租約	I  工業	2,780	95%	Completed  已落成
<b>Mainland China</b>					
中國大陸					
Nos. 3-6, 5/F Carrianna Friendship Square Junction Renmin Road South and Chunfeng Road Shenzhen Special Economic Zone 深圳經濟特區 人民南路及春風路交界 佳寧娜友誼廣場 五樓3-6號	Medium term lease  中期租約	C  商業	1,068	100	Completed  已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held as property, plant and equipment by the Group as at 31 March 2023 are as follows:  
(Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> )	Effective % held	Stage of completion
名稱／地點	佔用性質	類別	總樓面面積約數 (平方米)	實際持有百分比	完成階段
<b>Mainland China</b>					
<b>中國大陸</b>					
Units A, B, C and D 14th Floor and Unit South B on 17th Floor, Lianhua Building Renmin South Road, Luohu District Shenzhen Special Economic Zone 深圳經濟特區 羅湖區人民南路 聯華大廈 14樓A、B、C及D室及17樓南B室	Medium term lease  中期租約	C  商業	557	100	Completed  已落成
Room 301-304, 321-326 Shenzhen Centre Commercial Building, Min Tian West Road, Futian Centre District Futian District Shenzhen Special Economic Zone 深圳經濟特區 福田區 福田中心區民田路西 深圳中心商務大廈 301-304室及321-326室	Long term lease  長期租約	C  商業	1,570	100	Completed  已落成
14 Zu Miao Road Chancheng District Foshan Municipal 佛山市 禪城區 祖廟路14號	Medium term lease  中期租約	C  商業	12,954	100	Completed  已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業



## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held as property, plant and equipment by the Group as at 31 March 2023 are as follows:  
(Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
<b>Mainland China</b>					
<b>中國大陸</b>					
Sales Centre East of Xin Guang Road/South of Da Gang Road C section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南C段 營銷中心	Medium term lease           中期租約	C           商業	1,739	100	Completed           已落成
Commercial Units numbered 8-S113, 8-S212, 8-S301 and 8-S401 of the 4-storey building, and 10 parking spaces at basement Level 1 No. 8 Building on Land A3-4 Fifth Avenue Runcheng Apartment Complex Qianxing Road, Xishan District Kunming, Yunan Province 雲南省昆明市 西山區前興路 潤城小區第五大道 A3-4地塊8棟上之四層樓宇 編號為8-S113、8-S212、 8-S301及8-S401之商業單位 以及於該樓宇地庫1層之 10個停車位	Medium term lease           中期租約	C           商業	2,036	100	Completed           已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held for sale held by the Group as at 31 March 2023 are as follows:

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> )	Effective % held	Stage of completion
名稱／地點	佔用性質	類別	總樓面面積約數 (平方米)	實際持有百分比	完成階段
<b>Mainland China</b>					
中國大陸					
Carrianna Friendship Square Junction Renmin Road South and Chunfeng Road Shenzhen Special Economic Zone 深圳經濟特區 人民南路及春風路交界 佳寧娜友誼廣場	Medium term lease  中期租約	C/R  商業／ 住宅	212	100	Completed  已落成
Imperial Palace Hong Yi Cun Baoan South Road Shenzhen Special Economic Zone 深圳經濟特區 寶安南路 洪一村 駿庭名園	Long term lease  長期租約	C/R  商業／ 住宅	153	100	Completed  已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業，R—住宅，C—商業

## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held for sale held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Name/location	Tenure	Type	Approx. gross floor area (m <sup>2</sup> ) 總樓面面積約數 (平方米)	Effective % held 實際持有百分比	Stage of completion 完成階段
<b>Mainland China</b>					
<b>中國大陸</b>					
Leather Trade Centre East of Xin Guang Road/South of Da Gang Road B section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南B段 皮具服裝交易中心	Medium term lease      中期租約	C      商業	34,510	100	Completed      已落成
Building Materials Trade Centre East of Xin Guang Road/South of Da Gang Road C section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南C段 建材交易中心	Medium term lease      中期租約	C      商業	49,157	100	Completed      已落成

Notes:

Types of properties: I-Industrial, R-Residential, C-Commercial

附註：

物業類別：I—工業·R—住宅·C—商業

## Schedule of Principal Properties

主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties under development held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Location	Use	Site area (m <sup>2</sup> )	Stage of completion	Effective % held	Expected completion date
地點	用途	土地面積 (平方米)	完成階段	實際持有百分比	預計完成日期
<b>Mainland China</b>					
<b>中國大陸</b>					
East of Xin Guang Road/South of Da Gang Road B section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南B段	Commercial/ residential  商業/住宅	26,069	Foundation work in progress  地基工程進行中	100	N/A  不適用
East of Xin Guang Road/South of Da Gang Road F section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南F段	Commercial/ residential  商業/住宅	77,757	Foundation work in progress  地基工程進行中	100	N/A  不適用
East of Xin Guang Road/South of Da Gang Road C section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang 連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南C段	Commercial/ residential  商業/住宅	22,731	Foundation work in progress  地基工程進行中	100	N/A  不適用

## Schedule of Principal Properties

## 主要物業概要

31 March 2023 二零二三年三月三十一日

Particulars of principal properties held for sale held by the Group as at 31 March 2023 are as follows: (Continued)

於二零二三年三月三十一日本集團持有發展中之主要物業詳情如下：(續)

Location	Use	Site area (m <sup>2</sup> )	Stage of completion	Effective % held	Expected completion date
地點	用途	土地面積 (平方米)	完成階段	實際持有百分比	預計完成日期
<b>Mainland China</b>					
<b>中國大陸</b>					
East of Xin Guang Road/South of Da Gang Road E section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang	Commercial/ residential	93,643	Foundation work in progress	100	N/A
連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南E段	商業／住宅		地基工程進行中		不適用
East of Xin Guang Road/South of Da Gang Road G section Lin Gang Industrial Area Lianyungang Eco & Tech Development Zone Lianyungang	Commercial/ residential	122,577	Foundation work in progress	100	N/A
連雲港 連雲港經濟技術開發區 臨港產業區 新光路東大港路南G段	商業／住宅		地基工程進行中		不適用

