



華南城

China South City Holdings Limited  
華南城控股有限公司

(incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)

Stock Code 股份代號 : 1668

2019/20

ANNUAL REPORT 年報

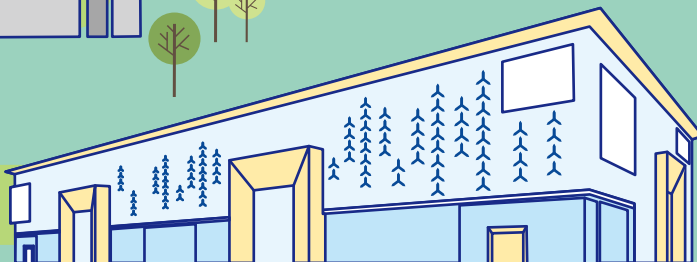
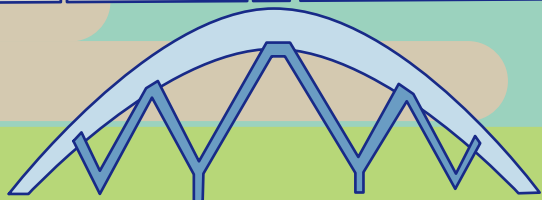
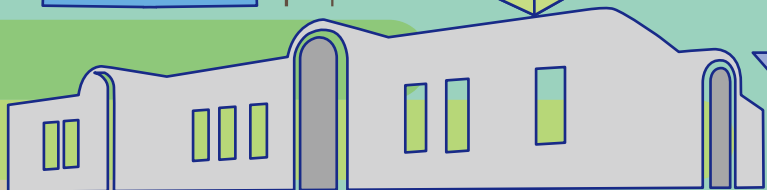
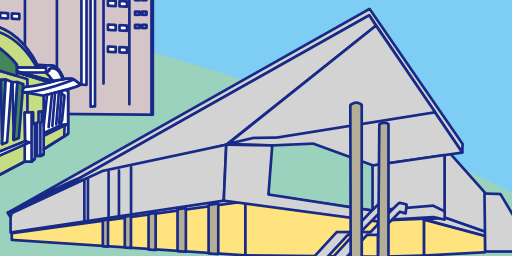
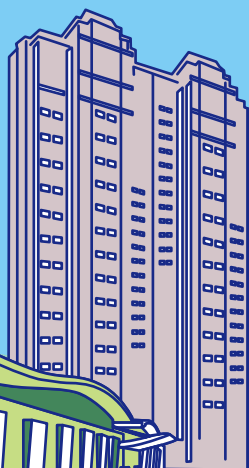
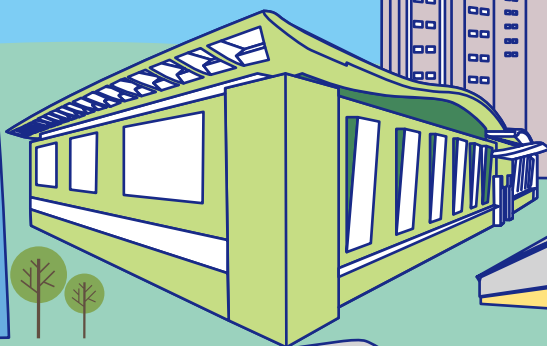
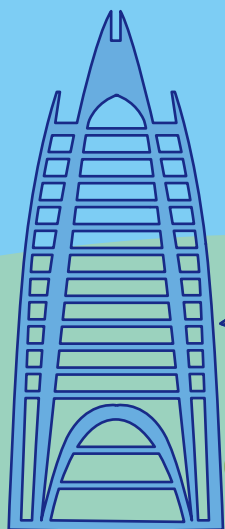




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### Board of Directors

#### Executive Directors\*

Mr. Cheng Chung Hing (*Chairman*) <sup>(2)(3)</sup>  
Mr. Zhao Lidong (*Chief Executive Officer*)  
Mr. Wu Guangquan  
Ms. Cheng Ka Man Carman

#### Non-Executive Directors\*\*

Mr. Cheng Tai Po  
Mr. Lin Ching Hua

#### Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew *GBS, SBS, JP* <sup>(1)(2)(3)</sup>  
Mr. Li Wai Keung <sup>(1)(2)(3)</sup>  
Mr. Hui Chiu Chung *JP* <sup>(1)</sup>  
Mr. Yung Wing Ki Samuel *SBS, MH, JP* <sup>(1)</sup>

#### Chief Financial Officer

Mr. Chan Mau Cheong Bryan (*CPA, CFA*)

#### Company Secretary

Ms. Tse Man Yu Michelle (*FCPA*)

#### Auditor

Ernst & Young

#### Legal Advisors

*As to Hong Kong law*

Linklaters

Reed Smith Richards Butler

*As to China law*

Commerce & Finance Law Offices

- (1) Member of Audit Committee
- (2) Member of Remuneration Committee
- (3) Member of Nomination Committee

\* Mr. Fung Sing Hong Stephen resigned as Vice Chairman of the Group and Executive Director and has been appointed as Senior Advisor of the Group with effect from 1 April 2020.

\* Mr. Wu Guangquan has been appointed as Executive Director with effect from 1 April 2020.

\*\* Dr. Ma Kai Cheung resigned as Non-Executive Director and has been appointed as Honourable Advisor of the Group with effect from 1 April 2020.

### 董事會

#### 執行董事\*

鄭松興先生(*主席*)<sup>(2)(3)</sup>  
趙立東先生(*行政總裁*)  
吳光權先生  
鄭嘉汶女士

#### 非執行董事\*\*

鄭大報先生  
林璟驊先生

#### 獨立非執行董事

梁君彥先生*金紫荊星章、銀紫荊星章、太平紳士*<sup>(1)(2)(3)</sup>  
李偉強先生<sup>(1)(2)(3)</sup>  
許照中先生*太平紳士*<sup>(1)</sup>  
容永祺先生*銀紫荊星章、榮譽勳章、太平紳士*<sup>(1)</sup>

#### 集團首席財務總監

陳茂昌先生(*CPA, CFA*)

#### 公司秘書

謝文瑜女士(*FCPA*)

#### 核數師

安永會計師事務所

#### 法律顧問

*香港法律*

年利達律師事務所

禮德齊伯禮律師行

*中國法律*

通商律師事務所

- (1) 審核委員會成員
- (2) 薪酬委員會成員
- (3) 提名委員會成員

\* 馮星航先生自2020年4月1日起辭任本集團副主席兼執行董事，並獲委任為本集團之資深顧問。

\* 吳光權先生自2020年4月1日獲委任為執行董事。

\*\* 馬介璋博士自2020年4月1日起辭任非執行董事，並獲委任為本集團之榮譽顧問。

### Principal Bankers

Agricultural Bank of China Limited  
Agricultural Development Bank of China  
Bank of China Limited  
Bank of Communications Co., Limited  
Bank of Xi'an Co., Ltd.  
China CITIC Bank Corporation Limited  
China Construction Bank Corporation  
Hua Xia Bank Limited  
Huishang Bank Corporation Limited  
Industrial and Commercial Bank of China Limited  
Industrial Bank Co., Ltd.  
Nanyang Commercial Bank, Limited  
PingAn Bank Co., Ltd.  
Shanghai Pudong Development Bank Co., Ltd.  
The Hongkong and Shanghai Banking Corporation Limited

### Registered Office

Suites 3306-08, 33/F., Tower 5, The Gateway,  
15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

### Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai, Hong Kong

### Listing Information

#### Share Listing

The Stock Exchange of Hong Kong Limited  
Stock code: 1668

### Senior Notes Listing

The Singapore Exchange Securities Trading Limited  
The Company's 10.875% 2 1/4 years senior notes due 2020  
The Company's 7.25% 3 years senior notes due 2021  
The Company's 11.875% 2 years senior notes due 2021  
The Company's 6.75% 5 years senior notes due 2021  
The Company's 11.5% 2 1/6 years senior notes due 2022  
The Company's 10.875% 2 1/3 years senior notes due 2022  
The Company's 7.25% 5 years senior notes due 2022

### Website

[www.chinasouthcity.com](http://www.chinasouthcity.com)

### Investor Relations

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Fax: (852) 3188-1323  
Email: [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com)

### 主要往來銀行

中國農業銀行股份有限公司  
中國農業發展銀行  
中國銀行有限公司  
交通銀行股份有限公司  
西安銀行股份有限公司  
中信銀行股份有限公司  
中國建設銀行股份有限公司  
華夏銀行股份有限公司  
徽商銀行股份有限公司  
中國工商銀行股份有限公司  
興業銀行股份有限公司  
南洋商業銀行有限公司  
平安銀行股份有限公司  
上海浦東發展銀行股份有限公司  
香港上海滙豐銀行有限公司

### 註冊辦事處

香港九龍尖沙咀廣東道15號  
港威大廈第五座33樓3306-08室

### 證券登記處

香港中央證券登記有限公司  
香港灣仔皇后大道東183號  
合和中心17樓1712-1716室

### 上市資料

#### 股份上市

香港聯合交易所有限公司  
股份代號：1668

### 優先票據上市

新加坡證券交易所有限公司  
本公司於2020年到期的10.875% 2 1/4年期優先票據  
本公司於2021年到期的7.25% 3年期優先票據  
本公司於2021年到期的11.875% 2年期優先票據  
本公司於2021年到期的6.75% 5年期優先票據  
本公司於2022年到期的11.5% 2 1/6年期優先票據  
本公司於2022年到期的10.875% 2 1/3年期優先票據  
本公司於2022年到期的7.25% 5年期優先票據

### 網站

[www.chinasouthcity.com](http://www.chinasouthcity.com)

### 投資者關係

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# Project Portfolio

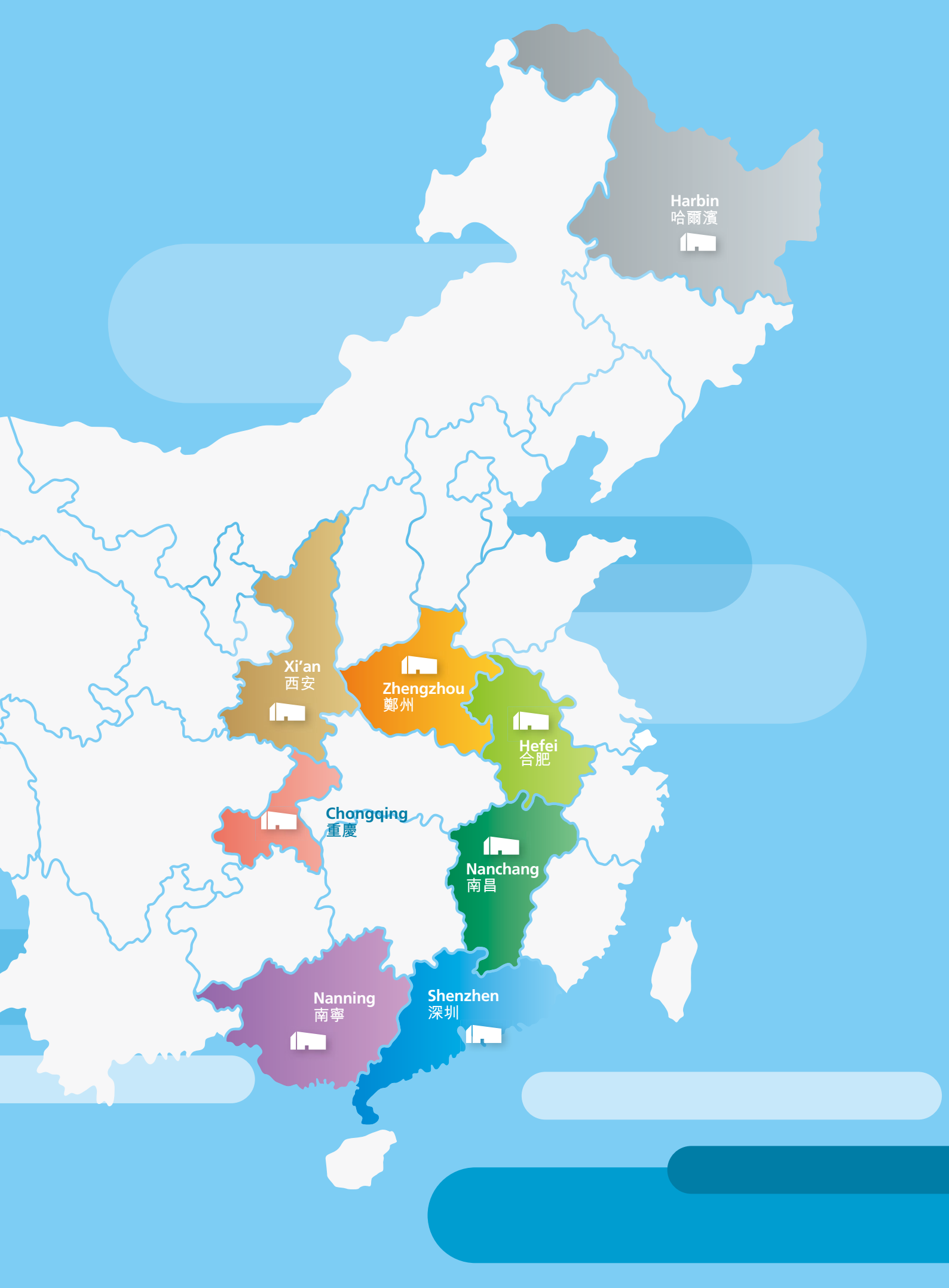
## 項目概況

### 八城聯動 全國佈局

China South City has its eight projects layout highly adhered to important national strategies such as “Greater Bay Area”, the “Belt and Road” initiative and “Yangtze River Economic Belt”.

華南城於中國八城佈局與國家已實施的「粵港澳大灣區」、「一帶一路」和「長江經濟帶」等重大戰略高度契合。





Harbin  
哈爾濱



Xi'an  
西安



Zhengzhou  
鄭州



Hefei  
合肥



Chongqing  
重慶



Nanchang  
南昌



Nanning  
南寧



Shenzhen  
深圳





## Shenzhen 深圳

立足深圳 · 依托珠三角 · 輻射全世界

### China South City Shenzhen

China South City Shenzhen ("CSC Shenzhen"), situated at the Pinghu Logistics Base in Longgang District, Shenzhen, is the Group's first project. Shenzhen City, one of the four first-tier cities in China, is located at the heart of the Greater Bay Area amid an extensive transportation network with about 13.43 million permanent resident population in 2019, with a Gross Domestic Product ("GDP") of RMB2,692.7 billion, ranking the third amongst China's cities.

Located in the northeast of Shenzhen, Longgang District recorded a regional GDP y-o-y growth of 8.1% to RMB468.5 billion in 2019, ranking the second in the city and the third in terms of growth rate. With the local government further developing Longgang District as an innovation centre in the east of Shenzhen, its ancillary infrastructure such as logistics, healthcare and education will continue to advance, bringing more convenience to tenants of CSC Shenzhen. In December 2019, China South City signed a cooperation agreement with Wanda Group to develop a new generation of Wanda Plaza in CSC Shenzhen. Combined with China South City's multi-industry trade centres, comprehensive commercial elements, e-commerce, logistics and warehousing services, local amenities, etc., the cooperation will greatly enrich the business of China South City. The new generation Wanda Plaza program will effectively increase popularity of CSC Shenzhen, which in turn brings prosperity to the economy and upgrade of the new city of Shenzhen Northeast.

### 深圳華南城

深圳華南城位於深圳市龍崗區平湖物流園區，為本集團旗下首個項目。深圳市是中國四個一線城市之一，位處粵港澳大灣區的核心地帶，擁有完善的交通網絡，2019年常住人口逾1,343萬，2019年國內生產總值(「GDP」)總量達人民幣26,927億元，位居中國大陸城市第3位。

龍崗區位於深圳市東北部，2019年地區生產總值同比增長8.1%，逾人民幣4,685億元，居全市第2位，增速位居全市第3。隨著當地政府進一步推動龍崗區作為深圳東部創新中心的建設，區內包括物流、醫療、教育等配套設施將繼續完善，為深圳華南城商家的經營帶來更多便利。2019年12月，華南城與萬達集團簽署協議，全新一代萬達廣場將入駐深圳華南城，結合深圳華南城現有的以專業批發市場、綜合商業、電子商務、倉儲物流、生活配套為主的核心理經營態，將會有效聚集深圳華南城的商圈人氣，輻射並帶動附近地區的經濟發展和整體提升。



Transportation around the project has also been improving. CSC Shenzhen is only 2.6 kilometers (“km”) away from the Pinghu Railway Station. According to the Shenzhen Metro Planning, subway line 10 passing through CSC Shenzhen is expected to put into service in August 2020. Upon completion, it will generate more business opportunities and uplift visitor traffic for CSC Shenzhen.

The project is located at the Pinghu Logistics Park in Longgang District of Shenzhen, covering a site area of approximately 1.06 million square meters (“sq. m.”). As at 31 March 2020, CSC Shenzhen had 100% attributable gross floor area (“GFA”) of land acquired, accounting for approximately 2.64 million sq. m., of which construction of approximately 2.39 million sq. m. had completed, including trade centres, residential ancillary, multi-purpose commercial properties, logistics park, hotels, etc. CSC Shenzhen is currently in operation.

Positioned as a modern large-scale integrated logistics and trading platform to serve the Greater Bay Area, CSC Shenzhen covers a wide spectrum of product range, including textile and clothing, leather and accessories, electronic parts, printing, paper products and packaging, metals and chemicals, plastic materials, hotel supplies, tea and teaware, cross-border products, e-commerce, outlets, home furnishing, child education, produce and flower market, etc., on its trade centre premises, complementary with various facilities and services on site, such as banking and finance, hotels and restaurants, governmental bodies, leisure and entertainment. In addition, CSC Shenzhen provides micro-credit service for on-site small-and-medium-sized enterprises (“SMEs”), assisting them in resolving financing difficulties for business development.

同時項目周邊的交通配套亦在進一步完善。深圳華南城距離平湖火車站僅2.6公里。根據深圳地鐵規劃，途經深圳華南城的地鐵10號預計於2020年8月正式通車，屆時將為深圳華南城的運營帶來更多的商機及客流。

項目位於深圳龍崗區平湖物流園區，佔地面積約106萬平方米。截至2020年3月31日，深圳華南城已購得規劃建築面積約264萬平方米土地，佔總規劃建築面積100%的可建建築面積，並已完成約239萬平方米建設，包括商品交易中心、住宅、多功能商業物業、物流園及酒店等；深圳華南城已投入運營。

作為服務粵港澳大灣區的現代化大型綜合商貿物流及商品交易平台，深圳華南城經營業態廣泛，商品交易中心所涵蓋業態包括紡織服裝、皮革皮具、電子配件、印刷、紙製品及包裝、五金化工、塑膠、酒店用品、茶葉茶具、跨境商品、電子商務、奧特萊斯、家居用品、兒童教育、水果及花卉市場等，並配備已進駐的各項銀行金融、酒店食肆、政府機構、消閑娛樂等設施及服務。同時，針對協助中小企解決運營上貸款困難的問題，深圳華南城為項目內中小企提供小貸款服務。

Qianlong Logistics Park in CSC Shenzhen  
深圳華南城乾龍物流園區





## Nanchang 南昌

立足江西 · 推動中部崛起

### CSC Nanchang

China South City Nanchang ("CSC Nanchang") is located at Honggutan New District of Nanchang, the capital of Jiangxi Province. Situated at the transportation hub for the Yangtze River Delta and Pearl River Delta, the project is readily accessible to suppliers, manufacturers and merchants via major highways, the largest port on the Gan River and a complete freight network which includes a cargo marshal yard, a container terminus and an international airport, coupled with Nanchang West Railway Station – a principal high-speed rail station just 1.2 km away. CSC Nanchang is also adjacent to the new provincial government office. As a new business centre of Nanchang, Honggutan New District is becoming more influential in administrative, commercial and cultural aspects day by day. In addition, the gradual completion of local amenities is driving visitor traffic and generating business opportunities, laying a solid foundation for the development of CSC Nanchang.

CSC Nanchang has a total planned land area of approximately 2.61 million sq. m. and a total planned GFA of approximately 6.87 million sq. m. As at 31 March 2020, CSC Nanchang had a total planned GFA of approximately 4.79 million sq. m. of land acquired, of which the construction of approximately 2.40 million sq. m. completed, including trade centres, residential ancillary, logistics park, public facilities like primary school, etc. CSC Nanchang is now in operation, and covers industries including building and decoration materials, small commodities, textile and clothing, leather and accessories, healthy and green products, outlets, etc., on its trade centre premises.

### 南昌華南城

南昌華南城坐落江西省省會南昌市的紅谷灘新區，位於長三角及珠三角經濟區的交通樞紐；毗連主要高速公路及贛江的最大港口，並擁有完善的貨運網絡，包括鐵路編組站、鐵海聯運集裝箱堆場及國際機場，為供應商、生產商及商家提供方便的交通連接。同時，南昌華南城毗鄰省委省政府新址，紅谷灘新區作為南昌市新型商務中心，其行政、商業及文化功能日漸顯現，同時區域內生活配套的逐步完善帶動了客流及商流的聚集，為南昌華南城的發展奠定基礎。

南昌華南城總規劃佔地面積約261萬平方米，總規劃建築面積約687萬平方米。截至2020年3月31日，南昌華南城已購得總規劃建築面積約479萬平方米的土地，並已完成約240萬平方米建設，包括商品交易中心、住宅、物流園、公共設施如小學等。南昌華南城已投入營運。商品交易中心所涵蓋的經營業態包括家居建材、小商品、紡織服裝、皮革皮具、健康綠色食品及奧特萊斯等。

As a Provincial Key Project and the first E-commerce Demonstration Base in Jiangxi Province and state-level University Students' E-commerce Business Incubator in Nanchang, a great many e-commerce enterprises have moved in the project since its establishment. CSC Nanchang collaborated with local tertiary institutes to seamlessly connect e-commerce startups and manufacturers, by proactively integrated resources of wholesale markets and e-commerce, and eventually assisted on-site SMEs in business transform and upgrade. In addition, CSC Nanchang engaged in the "Nanchang High Speed Rail CBD Project" in 2019, for the development of an ecosystem economy with quality service industry in Jiangxi. The project was planned to cover "seven attributes in one city": teenage education, business headquarters, commercial shopping complexes, business and cultural tourism, talent acquisition, cloud logistics, and high-end residence. It is built to be the central business district ("CBD") and high-speed rail trading and logistics hub of Jiangxi upon completion.

南昌華南城作為江西省重點項目，江西省首個省級電子商務示範基地及國家級南昌市大學生電子商務創業孵化基地，自成立以來已成功吸納眾多電商企業入駐，並與當地高等院校合作，通過積極整合批發市場及電商資源，創造電商創業企業與生產企業的緊密對接，協助項目內中小企業進行轉型及升級。同時，南昌華南城於2019年正式簽約「南昌高鐵路商務中心城」項目，打造江西現代服務業高質量發展的生態經濟圈，項目整體按照「一城七中心」規劃，涵蓋青少年教育中心、總部商務中心、商業廣場中心、商旅文化中心、人才服務中心、雲倉物流中心、高端人居中心，全面建成後，將成為江西高鐵路商務的核心商圈和高鐵路貿易物流核心樞紐。



The garden view of residential ancillary (Jiulongfu) in CSC Nanchang  
於南昌華南城的住宅配套(九龍府)園景

CSC Nanning viewed from the southeast  
從項目東南方眺望南寧華南城



## Nanning 南寧

立足南寧 · 服務西南 · 輻射東盟

### China South City Nanning

China South City Nanning (“CSC Nanning”) is located at Jiangnan District of Nanning, the capital of the Guangxi Zhuang Autonomous Region, a critical gateway between China and the Association of Southeast Asian Nations (“ASEAN”) countries. The project is easily accessible by railway stations, highways and an international airport. The construction of Subway line 4, which passes through CSC Nanning, commenced in 2019, and is expected to put into service in 2023.

Strategically located in close proximity to Southeast Asia and enjoying the advantage of a tariff waiver on cross-border trade activities within the China-ASEAN Free Trade Area, CSC Nanning endeavors to serve as a key hub for cross-border trade catering to the demand from the Northern Bay Region and Southeast Asia. As a Key Project of the Autonomous Region as well as Nanning Municipal Key Logistics Infrastructure Project, CSC Nanning has been named as “China-ASEAN Plaza”, “China-ASEAN Digital Trade Hub”, “New Western Land-Sea Corridor Digital Trade Hub”, and “National AAA Class Tourist Attraction”.

CSC Nanning has a total planned net land area of approximately 1.83 million sq. m. and a total planned GFA of approximately 4.88 million sq. m. As at 31 March 2020, CSC Nanning had a total planned GFA of approximately 2.48 million sq. m. of land acquired, of which construction of approximately 1.95 million sq. m. completed, including trade centres, residential ancillary, multi-purpose commercial properties, logistics park, exhibition centre, public facilities like primary school, etc.

### 南寧華南城

南寧華南城位於廣西壯族自治區省會南寧市江南區，是中國與東盟成員國之間的重要視窗，項目與火車站、高速公路及國際機場接連，交通便利。途徑南寧華南城的地鐵4號綫已於2019年開始建設，預計於2023年建成通車。

坐擁毗鄰東南亞的策略性地理優勢，受惠於中國—東盟自由貿易區於跨境貿易活動豁免關稅，南寧華南城致力成為重要的跨境貿易樞紐，以滿足北部灣及東南亞地區的需求。作為自治區統籌推進的重大項目和南寧市重點物流基礎設施項目，南寧華南城被授予「中國—東盟商品交易中心」、「中國—東盟數字貿易樞紐中心」、「西部陸海新通道數字貿易樞紐中心」及「國家AAA級旅遊景區」等稱號。

南寧華南城的規劃淨佔地面積約183萬平方米，總規劃建築面積約488萬平方米。截至2020年3月31日，南寧華南城已購得總規劃建築面積約248萬平方米的土庫，並已完成約195萬平方米建設，包括商品交易中心、住宅、多功能商業物業、物流園、會展中心、公共設施如小學等。

CSC Nanning is now in operation, and covers industries including textile and clothing, small commodities, ASEAN products, home furnishing, tea and teaware, e-commerce, groceries, automobiles and parts, outlets, etc., on its trade centre premises. Through organizing a series of expositions, such as the China ASEAN Expo and Light Industrial Exhibition, Folk Culture Festival cum Expo, traffic flow to the project as well as regional brand recognition of the project were enhanced. In addition, the commercial complex, 1668 Square, has commenced operation in CSC Nanning, so as to satisfy demands on entertainment, leisure and shopping within the community. This, at the same time, could enhance the overall commercial attributes on the project. CSC Nanning also provides micro-credit service for on-site SMEs, assisting them in resolving financing difficulties in business development.

南寧華南城已投入營運。商品交易中心所涵蓋的經營業態包括紡織服裝、小商品、東盟產品、家居家品、茶葉茶具、電子商貿、綜合食品、汽摩汽配及奧特萊斯等。通過舉辦中國－東盟博覽會輕工展、民俗文化商貿節等一系列展會活動帶旺項目人氣並提升品牌的區域知名度。此外，南寧華南城推出的商業綜合體項目－1668廣場已正式投入運營，滿足片區居民的娛樂、休閒及購物的需求，提升了南寧華南城綜合商貿屬性。同時，為協助中小企解決運營上貸款困難的問題，南寧華南城為項目內中小企業提供小額貸款服務。



The commercial complex – 1668 square  
商業綜合體1668廣場



## Xi'an 西安

## 輻射大西北 · 連通亞歐大陸橋

### CSC Xi'an

China South City Xi'an ("CSC Xi'an") is located at the Xi'an International Trade and Logistics Park in Xi'an, the capital of Shaanxi Province. As a local key project, the Xi'an International Trade and Logistics Park is an open economic pilot zone and a core area for modern service industry, aiming to become the largest international transit hub and logistics distribution centre along the Silk Road Economic Belt and an important strategic platform for the "Belt and Road" initiative. In addition, the Xi'an International Trade and Logistics Park is one of the three largest clusters of China (Shaanxi) Pilot Free Trade Zone. Benefiting from such geographic advantages, CSC Xi'an is highly accessible via the Xi'an City Expressway and Beijing-Kunming Expressway, Lianyungang-Khorgos Expressway, Shaanxi-Shanghai Expressway, Baotou-Maoming Expressway and other national highways, forming an intricate spider network which opens to all directions. Besides, the strategic location of CSC Xi'an is connected to a railway container terminal and the largest bonded area in the north western region of China, along with two subway lines that cross the project site. Subway line 3, which passes through CSC Xi'an, has commenced operation. In addition, the new stadium to host the 14th National Games of the People's Republic of China in 2021 was completed nearby CSC Xi'an, and the subway line 14 connected to the venue will be commissioned before the National Games in 2021. Such infrastructure will generate more business opportunities and visitor traffic for the Xi'an International Trade and Logistics Park and thus further enhance the value of CSC Xi'an.

### 西安華南城

西安華南城位於陝西省省會西安市國際港務區內。國際港務區是當地政府重點打造的開放型經濟先導區與現代服務業核心功能區，旨在成為絲綢之路經濟帶上最大國際中轉樞紐港與商貿物流集散地，是聯接「一帶一路」戰略的重要平台。同時，國際港務區為中國（陝西）自由貿易試驗區三大片區之一。受惠於國際港務區的優越地理位置，西安華南城交通便利，通往區內的西安繞城高速公路與京昆高速、連霍高速、陝滬高速、包茂高速等國家公路運輸樞紐緊密銜接，形成「米」字型對外高速公路網絡格局。此外，西安華南城的策略位置接連通往鐵路集裝箱中心及中國西北地區最大保稅區的龐大交通網絡，並處於兩條地下鐵路項目的沿綫。途經西安華南城的地鐵3號綫已正式通車，此外，用於舉辦2021年第十四屆中華人民共和國全運會的新體育中心亦已於西安華南城附近落成，連接場館的地鐵建設項目均已展開，其中地鐵14號綫預計於2021年全運會開幕前通車運營。上述設施將有利於國際港務區聚集更多客流與商機，並進一步增加西安華南城項目的價值。

CSC Xi'an has a total planned land area of approximately 10.00 million sq. m. and the total planned GFA of approximately 17.50 million sq. m.. As at 31 March 2020, CSC Xi'an had a total planned GFA of approximately 4.68 million sq. m. of land acquired, of which the construction of approximately 1.84 million sq. m. completed, including trade centres, logistics park, supporting facilities, etc.

CSC Xi'an is now in operation, and covers industries including hardware and machinery, curtains and fabrics, textile and clothing, leather and fur, automobiles and parts, building and decoration materials, outlets, cross-border e-commerce, Central Asia and ASEAN product exhibition centre, etc., on its trade centre premises. Leveraging its geographical advantage in the starting point of the Silk Road Economic Belt, CSC Xi'an is actively poised to capture the immense opportunities arising from the "Belt and Road" initiative.

西安華南城總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,750萬平方米。截至2020年3月31日，西安華南城已購得總規劃建築面積約468萬平方米的土地，並已完成約184萬平方米建設，包括商品交易中心、物流園及其他配套設施等。

西安華南城已投入營運。商品交易中心所涵蓋的經營業態包括五金機電、窗簾布藝、紡織服裝、皮革皮革、汽摩汽配、家居建材、奧特萊斯、跨境電商、中亞與東盟產品展示中心等。憑藉作為絲綢之路經濟帶起點的地理位置優勢，西安華南城積極蓄勢，以把握「一帶一路」倡議帶來的巨大商機。



Birdview – CSC Xi'an  
西安華南城鳥瞰圖

Trade centres and residential ancillary on the west of CSC Harbin  
哈爾濱華南城西面交易中心及住宅配套建築群



## Harbin 哈爾濱

立足東三省 · 輻射東北亞

### CSC Harbin

Located at the Daowai District of Harbin, the capital of Heilongjiang Province, China South City Harbin (“CSC Harbin”), is the cross-border trade hub among Northeast Asian Countries. Being the Provincial No. 1 Investment Promotion Project, together with its proximity to the China – Russia border and merely couple-of-kilometer away from the Xinxiangfang North station (Harbin – Mudanjiang High Speed Rail), CSC Harbin actively integrate bilateral trade resources for the development of regional economy and trade with its superiority of geographical location and coverage of local industries. It has organized the 6th China-Russia Expo, so as to develop an economy and trade logistic gateway to Russia and form a trading platform in Northeast Asia Economic Circle.

### 哈爾濱華南城

哈爾濱華南城位於黑龍江省省會哈爾濱市道外區，是東北亞國家的跨境貿易主要樞紐，也是黑龍江省政府1號招商引資項目。加上鄰近中俄邊界，以及距哈爾濱華南城僅一公里多的哈牡高鐵新香坊北站運營通車，哈爾濱華南城利用自身地理位置及當地產業優勢，積極整合邊貿資源，推進區域經濟貿易的發展，如承辦第六屆中俄博覽會，建立對俄經貿物流園區，打造東北亞經濟圈商貿大平台。



CSC Harbin has a total planned land area of approximately 10.00 million sq. m. and the total planned GFA of approximately 12.00 million sq. m. As at 31 March 2020, CSC Harbin had a total planned GFA of approximately 5.72 million sq. m. of land acquired, of which the constructions of approximately 1.84 million sq. m. completed, including trade centres, residential ancillary, logistics park, supporting facilities, etc.

CSC Harbin is now in operation, and covers industries including hardware and construction materials, chemicals, machinery, automobiles and parts, green food, small commodities, hotel supplies, leather and fur, outlets, e-commerce, etc., on its trade centre premises.

哈爾濱華南城總規劃佔地面積約1,000萬平方米，總規劃建築面積約1,200萬平方米。截至2020年3月31日，哈爾濱華南城已購得總規劃建築面積約572萬平方米的土地，並已完成約184萬平方米建設，包括商品交易中心、住宅、物流園及其他配套設施等。

哈爾濱華南城已投入營運。商品交易中心所涵蓋的經營業態包括五金建材、化工、機電、汽摩汽配、綠色食品、小商品、酒店用品、皮革皮草、奧特萊斯及電子商務等。



Trade centre for hardware materials in CSC Harbin  
於哈爾濱華南城的五金交易中心

CSC Zhengzhou and the high-speed rail station (CSC West station) on the west of CSC Zhengzhou  
鄭州華南城西面建築群及高鐵站(華南城西站)



## Zhengzhou 鄭州

## 中原商貿市場群

### CSC Zhengzhou

China South City Zhengzhou (“CSC Zhengzhou”) is located in Zhengzhou, the capital of Henan Province, and adjacent to the Airport Economy Zone (“AEZ”) of Zhengzhou, which is the only state-level AEZ with a complete network containing an international airport, high-speed train, intercity train, metro and highway, to act as an integrated transport hub as a whole to provide seamless connectivity. The project is highly accessible and enjoys extensive transportation links – it is a mere 16 km away from Zhengzhou Xinzheng International Airport and a couple of kilometers away from the Beijing-Guangzhou Railway Freight Station. The subway south line 2 connecting downtown area to the airport across CSC Zhengzhou with three stations is currently in full operation. In addition, there are several exits from the Beijing-Hong Kong-Macao Highway, the Airport Highway, and the City Beltway to the surroundings of CSC Zhengzhou; in particular, there are two exits in merely 3 km area of the project, which will generate more business opportunities and visitor traffic will be generated for the project.

CSC Zhengzhou has a total planned net land area of approximately 7.00 million sq. m., and total planned GFA of approximately 12.00 million sq. m.. As at 31 March 2020, CSC Zhengzhou had a total planned GFA of approximately 10.19 million sq. m. of land acquired, of which the construction of approximately 3.60 million sq. m. completed, including trade centres, residential ancillary, logistics park, public facilities like park, etc.

### 鄭州華南城

鄭州華南城位於河南省省會鄭州市，鄰近鄭州航空港經濟綜合實驗區。該實驗區乃目前全國唯一一個國家級航空港經濟綜合實驗區，是集國際航空、高鐵、城際鐵路、地鐵及高速公路於一體，可實現綜合樞紐的無縫銜接。項目享有廣闊的運輸網絡，四通八達，與鄭州新鄭國際機場相距僅16公里，與京廣鐵路貨運站亦只有數公里之遙。於鄭州華南城內設有三個車站的地鐵2號線南延綫已全綫正式通車；除此之外，京港澳高速、機場高速、繞城高速三大高速在鄭州華南城周邊設有出入口，其中僅繞城高速就在項目周邊3公里範圍內設置兩個出入口，為鄭州華南城聚集更多商流及客流。

鄭州華南城總規劃淨佔地面積約700萬平方米，總規劃建築面積約為1,200萬平方米。截至2020年3月31日，鄭州華南城已購得總規劃建築面積約1,019萬平方米的土地，並已完成約360萬平方米建設，包括商品交易中心、住宅、物流園及公共設施如公園等。

CSC Zhengzhou is now in operation, and covers industries including building and decoration materials, small commodities, hardware and machinery, home furnishing, automobiles and parts, non-staple food, clothing, outlets, e-commerce, etc., on its trade centre premises. CSC Zhengzhou will speed up the development of residential ancillary and commercial facilities such as multi-purpose commercial properties, in order to meet the local demands.

CSC Zhengzhou was elected to be “Provincial Key Project”, “Provincial Key Investment Promotion Project”, and “Priority Relocation Site for Wholesale Markets of Zhengzhou City Centre”. It was also awarded the “3rd General Assembly for Central China Wholesalers – the Most Influential Market 2019” and the champion of the “Excellent Category of the Gathering of Brands 2019”. In response to the local policy to support innovation and entrepreneurship, CSC Zhengzhou is also actively promoting emerging industries. Among them, CSC Zhengzhou has gradually become a “Provincial E-commerce Demonstration Base” since 2016, “Provincial Cross-border E-Commerce Demonstration Base”, and “Provincial Innovation Model Bases for Micro and Small Enterprises”.

鄭州華南城已投入營運。商品交易中心所涵蓋的經營業態包括建材、小商品、五金機電、家具、汽摩汽配、副食品、服裝、奧特萊斯及電子商貿等。鄭州華南城將繼續加強其住宅及商業包括多功能商業物業等配套設施方面的業務，進一步滿足華南城及周邊市場的需求。

鄭州華南城被列為「河南省重點建設項目」、「河南省重大招商引資項目」及「鄭州中心城區市場外遷先進承接地」，並於2019年被評為「第三屆中原批發商大會2019年最具影響力市場」及「2019年度品牌聚集區評優類第一名」。針對地方政府鼓勵扶持創新創業，鄭州華南城亦積極發展新興業態，其中於電商產業培育上，鄭州華南城從2016年起逐步成為「省級電子商務示範基地」、「河南省跨境電子商務示範基地」，及「河南省小微企業創業創新示範基地」。

The customised trade center in CSC Zhengzhou  
於鄭州華南城的定制式商品交易中心





## Hefei 合肥

立足安徽 · 輻射江浙滬

### CSC Hefei

China South City Hefei (“CSC Hefei”) is located at Anhui Feixi Economic Development Zone of Hefei (formerly Anhui Taohua Industrial Park), the capital of Anhui Province. Anhui Feixi Economic Development Zone of Hefei is a core area for municipal development – “Hefei 1331 project”, and was elected to be “Provincial Key Investment Project”, “Provincial Dispatch Project” and “Provincial 861 Project”. CSC Hefei benefits from the advantageous geographical location equipped with well-developed infrastructure: a planned transportation system of railways, highways and river transportation across China. The subway south line 4 across CSC Hefei will be accessible in 2021.

CSC Hefei has a total planned net land area of approximately 10.00 million sq. m. with a total planned GFA of approximately 12.00 million sq. m. As at 31 March 2020, CSC Hefei had a total planned GFA of approximately 5.99 million sq. m. of land acquired, of which the construction of approximately 2.75 million sq. m. completed, including trade centre, residential ancillary, logistics park, public facilities like secondary school, etc.

### 合肥華南城

合肥華南城位於安徽省省會合肥市肥西經濟開發區（原名：桃花工業園），沿襲合肥綜合性國家科學中心板塊，是合肥「1331」市域空間發展新格局核心區域，被列為「安徽省重點招商引資項目」「安徽省重大調度項目」「安徽省「861」工程項目」。合肥華南城盡享完善基礎建設的策略地利，並配備規劃的鐵路、高速公路及河連運輸系統接連全中國。其中，途經合肥華南城的地鐵4號南延線將於2021年正式運營。

合肥華南城總規劃淨佔地面積約1,000萬平方米，總規劃建築面積約為1,200萬平方米。截至2020年3月31日，合肥華南城已購得總規劃建築面積約599萬平方米的土地，並已完成約275萬平方米建設，包括商品交易中心、住宅、物流園及公共設施如中學等。

CSC Hefei is now in operation, and covers industries including automobiles and parts, hardware and machinery, building and decoration materials, textile and clothing, hotel supplies, outlets, small commodities, non-staple food, etc., on its trade centre premises, combining various functions, such as trading, logistics and distribution, production display and promotion, industry cluster, training base for education industry as a whole.

As Hefei further plays its role as the political, economic, cultural and financial centre at the heart of Eastern China, CSC Hefei aims to capture the opportunities arising from the area and is dedicated to cultivating industries like education, so as to simulate advancement and become the core large-scale integrated logistics and trade centre in the region.

合肥華南城已投入營運。商品交易中心所涵蓋的經營業態包括汽摩汽配、五金機電、家居建材、紡織服裝、酒店用品、奧特萊斯、小商品及副食品等業態，集商貿交易、物流集散、商品展示推廣、產業培育、教育產業培訓基地等多種功能於一體。

隨著合肥進一步發揮其作為華東中心地帶的政治、經濟、文化及金融中心的功能，合肥華南城將積極把握該區涌現的機遇，積極營造教育新生態，激發園區創新活力，發展成為該地區的主要大型綜合物流及商品交易中心。



The education industry (partial) in CSC Hefei  
於合肥華南城的教育業態(部份)



## Chongqing 重慶

立足重慶 · 輻射西南

### CSC Chongqing

China South City Chongqing (“CSC Chongqing”) is strategically located at Banan District of Chongqing, the only direct-administered municipality in midwestern China, as well as the essential location seamlessly connecting both “Belt and Road” initiative and “Yangtze River Economic Belt”. CSC Chongqing is also the Group’s first project in direct-administered municipality. The project is highly accessible to the city centre and other regions given its highway network strategic location in the Chongqing Highway Logistics Base, the state-level giant transportation infrastructure in the western region. Such location is also the starting point of national strategies of “The New International Land-sea Trade Corridor” and “Chongqing-ASEAN International Logistics Channel”. The transportation network around the project has been developed rapidly. In November 2019, Longzhouwan Tunnel opened to traffic. It lines up Longzhouwan Tunnel and Dongcheng Boulevard (東城大道), and further diverting to Fo’eryan Pier, Dong Harbour (東港) and Guoyuan Harbour (果園港) to Airport Logistics Base. In addition, the first Chongqing tram rail on Dongcheng Boulevard was under planning by Banan Government, which in turn facilitates the preliminary work of tram rail project between Chayuan (茶園) to Nanpeng (南彭). Coupled with the growing maturity of business in Banan district, the groundwork of transportation infrastructure and commercial environment was laid for the project. Following Chongqing government’s announcement that the development of new town in the core Southern District, where CSC Chongqing is located, it is expected the regional growth potential will be on the rise.

### 重慶華南城

重慶華南城策略性地位於中國中西部唯一的直轄市重慶市的巴南區，是「一帶一路」和「長江經濟帶」在重慶實現無縫連接的重要連結點，為本集團首個落戶直轄市的項目。坐擁西部國家級大型交通基建—重慶公路物流基地的策略性地利，項目連接完善的高速公路網絡，貫通市中心及全國其他地區，亦是國家戰略「國際陸海貿易新通道及「重慶東盟國際物流大通道」之起點。重慶華南城周邊的交通網絡建設發展快速，2019年11月，龍洲灣隧道全面通車。重慶華南城可通過龍洲灣隧道與東城大道分別接入佛耳岩碼頭與東港、果園港直至航空物流基地。此外，巴南區計劃在東城大道上開建重慶首條有軌電車，加快推進茶園至南彭現代有軌電車項目前期工作。同時，隨著巴南區商圈的發展漸趨成形，為項目未來的交通配套及商業環境奠定了良好的基礎。隨著重慶市政府宣佈於重慶華南城所處核心地區建立南部新城，預期該地區發展潛力進一步增加。

CSC Chongqing has a total planned net land area of approximately 5.90 million sq. m. with a total GFA of approximately 13.10 million sq. m. As at 31 March 2020, CSC Chongqing had a total planned GFA of approximately 6.50 million sq. m. of land acquired, of which the construction of approximately 2.00 million sq. m. completed, including trade centres, residential ancillary, logistics park, public facilities like primary and secondary schools, etc.

CSC Chongqing is now in operation, and covers industries such as small commodities, hardware and machinery, hotel supplies, building and decoration materials, textiles and clothing, automobile and parts, lightings and lamps, outlets, metals, cultural tourism, etc., on its trade centre premises, providing a tremendous momentum for the development of logistics and trading industry in Southwest Region.

There are CSC Chongqing South West University and CSC Primary School and CSC China Junior High School established on the project to cope with the on-site demand in course of development. With the opening of the schools, apart from attracting the flow of people to CSC Chongqing, it drives the need of various facilities for living, which in turn further accelerates pace of development on the project.

重慶華南城總規劃淨佔地面積約590萬平方米，總規劃建築面積約為1,310萬平方米。截至2020年3月31日，重慶華南城已購得總規劃建築面積約650萬平方米的土地，並已完成約200萬平方米建設包括商品交易中心、住宅、物流園及公共設施如中、小學等。

重慶華南城已投入營運。商品交易中心所涵蓋的經營業態包括小商品、五金機電、酒店用品、家居建材、紡織服裝、汽摩汽配、燈具燈飾、奧特萊斯、金屬材料及文化旅遊等，為西南地區商貿物流產業發展注入巨大的發展動力。

為配合項目發展需要，重慶華南城內設有西南大學華南城小學及西南大學華南城初級中學。隨著2所學校陸續開學，除帶動園區人流，也帶動園區各項周邊生活配套的需要，進一步加快項目的建設發展步伐。



Residential ancillary (Bananhuafu) in CSC Chongqing  
於重慶華南城的住宅配套巴南華府

# FY2019/20 Major Events

## 2019/20財政年度大事紀

### 2019

#### April 4月

- Phase II of CSC Zhengzhou was awarded the “2019 Key Provincial Construction Projects” by Henan Provincial Development and Reform Commission  
鄭州華南城二期被河南省發展和改革委員會評定為「2019河南省重點建設項目」
- The Hefei project of Qianlong Logistics was awarded the “Outstanding Logistics Park in Anhui Province” by Anhui Province Logistics Association  
乾龍物流合肥項目被安徽省物流協會評定為「安徽省優秀物流園區」



#### May 5月

- The Group won the “Most Innovative Award for Hong Kong Listed Companies” prize in the competition of the “1st the Best Listed Company in Greater China” held by Gelonghui  
本集團於格隆匯主辦的「首屆大中華區最佳上市公司」評選榮獲「最具創新力港股上市公司」獎項
- CSC Zhengzhou held the “Central Region Building and Decoration Materials and Hardware Trade Fair – Spring 2019”  
鄭州華南城舉辦2019中部春季建材家居五金展銷會



- “CSC – Nanchang West High-Speed Rail Station CBD Project” was listed as “Municipal Key Project” by Nanchang Municipal People’s Government  
南昌市人民政府將「華南城南昌西站高鐵商務中心城」列入市重大重點項目
- The property management company of CSC Harbin was accredited “Harbin Credit Association 3A Enterprise Unit” by Harbin Credit Association  
哈爾濱華南城物管公司獲哈爾濱市信用協會列入「哈爾濱市信用協會3A信用企業單位」





## 2019

### June 6月

- The 6<sup>th</sup> China-Russia Expo – CSC Session held in CSC Harbin  
第六屆中國－俄羅斯博覽會華南城分會場在哈爾濱華南城舉行



### July 7月

- "1668 Pioneer Park Zone 1" in CSC Nanning was listed as the "2019 Key Industry Project of Jiangnan District, Nanning" by the local People's Government  
南寧華南城「1668創業園1區」被南寧市江南區人民政府列入「2019年南寧江南區重點產業項目」
- Qianlong Logistics won the "2019 Warehousing Park Logistics Service Innovation Enterprise" jointly awarded by China Logistics Times Magazine and China Logistics Awards Organizing Committee  
乾龍物流榮膺由物流時代周刊、中國物流業大獎組委會聯合頒發「2019倉儲園區物流服務創新企業」



### August 8月

- The Group won the Top 100 of "China Real Estate brand 2019" and "China Real Estate Enterprise in Comprehensive Strength 2019" in China Real Estate Industry Strategy Summit 2019  
本集團於2019中國房地產業戰略峰會獲頒發「2019中國房企品牌價值」及「2019中國房企綜合實力」前100
- CSC Zhengzhou was awarded the "2019 Most Influential Market" by the 3rd Central China's Wholesalers Expo  
鄭州華南城榮膺第三屆中原批發商大會「2019年度最具影響力市場」



### September 9月

- CSC Nanning was named "China-ASEAN Digital Trade Hub" and "New Western Land-Sea Corridor Digital Trade Hub"  
南寧華南城獲授「中國－東盟數字貿易樞紐中心」及「西部陸海新通道數字貿易樞紐中心」稱號
- CSC Nanning held the 16<sup>th</sup> China-ASEAN Expo and Light Industrial Exhibition  
南寧華南城舉辦第16屆中國－東盟博覽會輕工展



## 2019

### September 9月

- CSC Nanning was awarded the “Top 100 Private Enterprises in Guangxi Province” by Guangxi Zhuang Autonomous Region Federation of Industry and Commerce  
南寧華南城榮膺廣西壯族自治工商業聯合會「廣西民營企業100強」



- Shenzhen First Asia Pacific Property Management Co. Ltd was awarded the “2019 Integrated Capabilities Assessment Top 100 Property Management Services Companies of Guangdong Province” by Guangdong Property Management Industry Institute  
深圳第一亞太物業管理有限公司榮膺廣東省物業管理行業協會「2019廣東省物業管理服務企業綜合實力測評TOP100」

### October 10月

- CSC Zhengzhou held the “Central Region Building and Decoration Materials and Hardware Trade Fair – Autumn 2019”  
鄭州華南城舉辦2019中部秋季建材家居五金展銷會



- Qianlong Logistics won the “Smart Logistics Excellent Demonstration Unit (Park)” awarded by CILF China (Shenzhen) International Logistics and Supply Chain Fair  
乾龍物流獲物博會中國(深圳)國際物流與供應鏈管理博覽會「智慧物流優秀示範單位(園區)」獎



### November 11月

- CSC Shenzhen was awarded the “National E-Commerce Demonstration Base” by the Ministry of Commerce  
深圳華南城榮獲國家商務部「國家電子商務示範基地」
- CSC Hefei won “Hefei Top 20 Service Industry Enterprises” jointly awarded by Hefei Municipal Bureau of Economy and Information Technology and Hefei Enterprise Association  
合肥華南城榮獲合肥市經濟和信息化局及合肥市企業聯合會聯合頒發「2019合肥市服務業企業20強」

- HOBA Furnishing won the “Shenzhen Time-Honored Brand” jointly awarded by Federation of Shenzhen Commerce, Shenzhen Media Group and Shenzhen Press Group  
好百年家居獲得由深圳市商業聯合會、深圳廣播電影電視集團、深圳報業集團及深圳商報社聯合頒發的「深圳老字號」稱號



## 2019

### December 12月

- A new Wanda Plaza will be presented in CSC Shenzhen under the cooperation between China South City and Wanda Group  
華南城與萬達集團合作全新一代萬達廣場將落戶深圳華南城



- CSC Shenzhen was listed as “2019 Innovation and Entrepreneurship Incubator Base in Longgang District” by Shenzhen Longgang District Human Resources Bureau  
深圳市龍崗區人力資源局將深圳華南城列為「2019年度龍崗區創新創業孵化基地」
- Nanchang Municipal Commerce Bureau selected the e-commerce project of CSC Nanchang as the “Nanchang E-commerce Demonstration Base”  
南昌商務局將南昌華南城電商項目評選為「南昌市電子商務示範基地」

- CSC Chongqing won “City Landmark of the Year 2019” jointly awarded by Chongqing Daily News Group, Chongqing Rail Transit Group Co., Ltd, Metropolis Daily; and “Chongqing Key Market of Commodity Trading” by Chongqing Commodities Trading Market Association  
重慶華南城榮獲由重慶日報報業集團、重慶市軌道交通集團、都市熱報聯合頒發的「2019年重慶城市地標」及獲重慶市商品交易市場協會頒發「重慶市商品交易重點市場」



- The Hefei project phase I of Qianlong Logistics obtained the highest standard of “Three Stars China’s Green Warehouses Certificate” accredited by China Association of Warehousing and Distribution and China Green Warehouse Certification Association  
乾龍物流合肥項目一期取得中國倉儲與配送協會及中國綠色倉庫認定協會授予最高「三星中國綠色倉庫證書」認可

## 2020

### January 1月

- CSC Shenzhen and Qianlong Logistics respectively won the “National Excellent Enterprises with Foreign Investment 2018-2019 – Excellent Tax Payment and Turnover” jointly awarded by China Association of Enterprises with Foreign Investment and Shenzhen Association of Enterprises with Foreign Investment  
深圳華南城及乾龍物流分別榮獲中國外商投資企業協會及深圳外商投資企業協會聯合頒發「2018-2019全國優秀外商投資企業—雙優企業」
- HOPA Furnishing was re-elected “Shenzhen Top Brands” by Shenzhen Top Brand Evaluation Committee  
好百年蟬聯深圳知名品牌評價委員會「深圳知名品牌」



### February 2月

- During the outbreak of COVID-19, China South City reduced and waived the rent for tenants, and funded more than RMB30 million to purchase anti-epidemic materials and assisted the tenants in disinfection and epidemic prevention on project sites  
新冠疫情期間，華南城為商戶減免租金，同時投入人民幣3,000多萬元資金，採購防疫物資，協助園區商戶消毒防疫
- CSC Chongqing was awarded the “Municipal Major Construction Project of Chongqing in 2020” by the General Office of the Chongqing Municipal People’s Government  
重慶華南城被重慶市人民政府辦公廳評定為「2020年重慶市級重大建設項目」

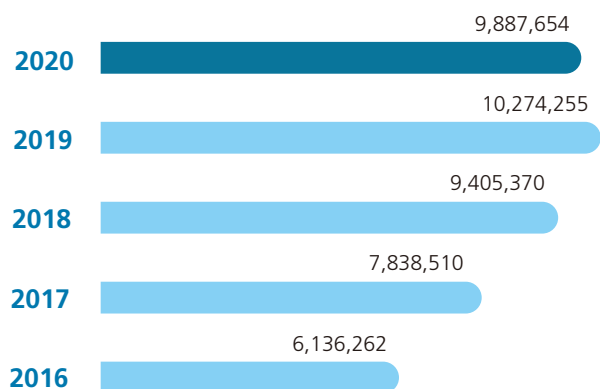
# Financial Highlights

## 財務摘要

(in HK\$'000 千港元)

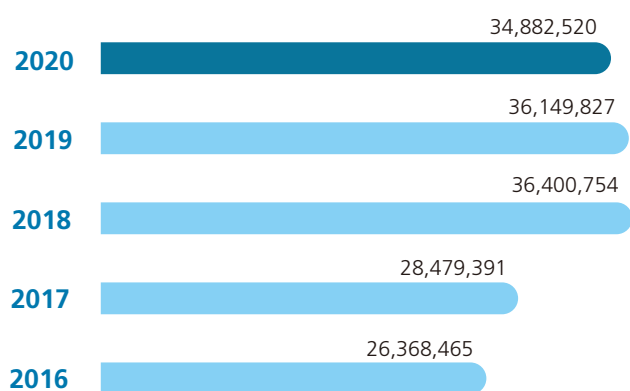
### Revenue

收入



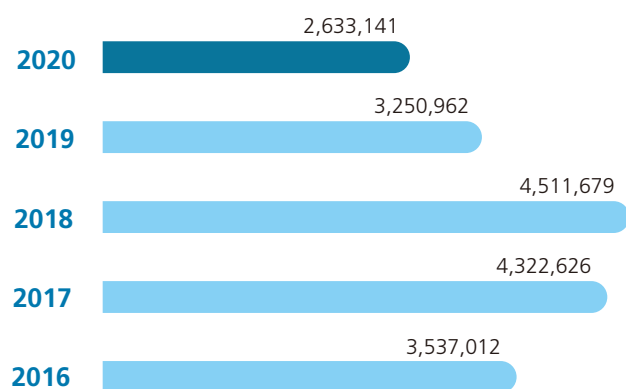
### Net assets value

資產淨值



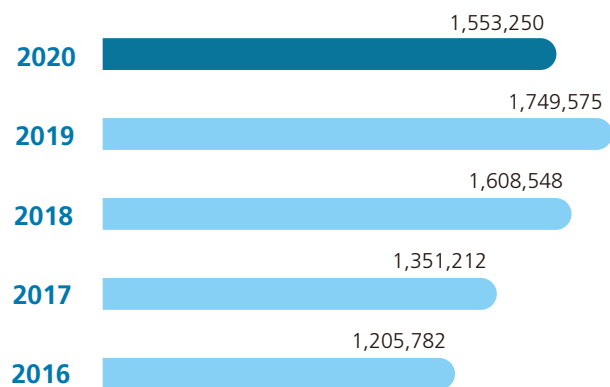
### Profit attributable to owners of the parent

母公司擁有人應佔利潤



### Core net profit attributable to owners of the parent

母公司擁有人應佔核心淨利潤

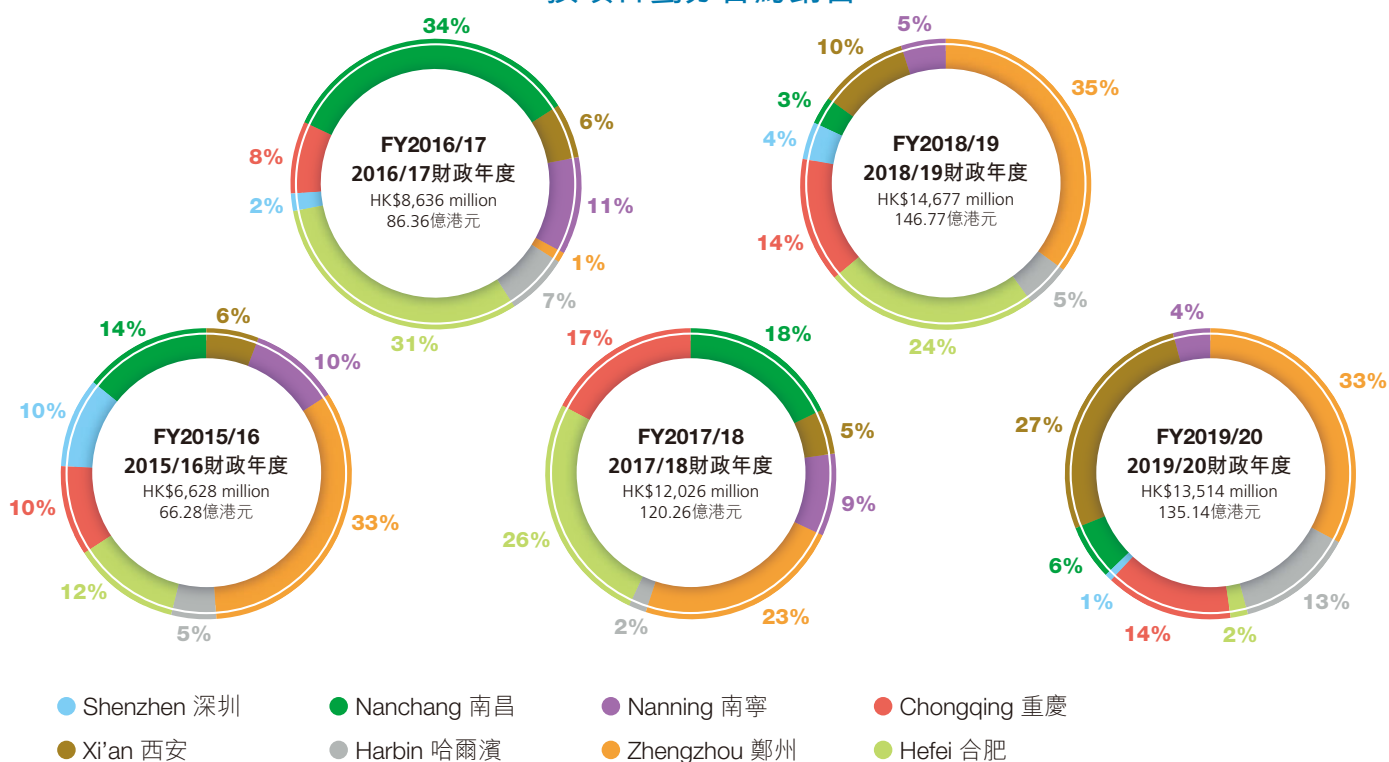


For the year ended 31 March 截至3月31日止年度		2020 HK\$'000 千港元	2019 HK\$'000 千港元	Change 變幅
Contracted sales	合約銷售	13,514,126	14,677,062	-7.9%(-4.3%)+
Revenue	收入	9,887,654	10,274,255	-3.8%(0.0%)+
Among which, Recurring income	其中：持續性收入	2,411,919	2,314,884	4.2%(8.2%)+
Gross profit margin	毛利率	45.7%	43.2%	
Core net profit attributable to owners of the parent*	母公司擁有人應佔核心淨利潤*	1,553,250	1,749,575	-11.2%(-7.7%)+
Profit attributable to owners of the parent	母公司擁有人應佔利潤	2,633,141	3,250,962	-19.0%(-15.8%)+
Earnings per share – Basic	每股盈利 – 基本	HK32.47 cents港仙	HK40.33 cents港仙	
Cash and bank balances	現金及銀行存款	10,303,541	9,359,772	
Gearing ratio	資本負債比率	67.2% (61.2%)+	68.9%	
Proposed final dividend per share	擬派末期股息(每股)	HK3.0 cents港仙	HK5.0 cents港仙	

\* Mainly represents the net profit attributable to owners of the parent excluding fair value gains on investment properties and certain tax effects, impairment of goodwill, etc.  
主要代表未計投資物業公平值收益及若干稅務影響、商譽減值等的母公司擁有人應佔淨利潤。

+ Excluding the impact of Renminbi depreciation.  
撇除人民幣貶值之影響。

### Contracted Sales by Projects 按項目劃分合約銷售



# Chairman's Statement

## 主席報告

On behalf of the Board of Directors of the Company and its subsidiaries, I present herewith the consolidated results of the Group for the financial year ended 31 March 2020. Over the past year, both domestic and international economic situations were intricate, along with the continuing trade tension between China and the US, putting considerable downward pressure on the economy. In the second half of the Year, with the sudden outbreak of COVID-19 pandemic, there was a phasal suspension of work and production for the whole society, jeopardising both the real economy and the export trade. In the first quarter of 2020, a decrease of 6.8% in China's GDP was rarely witnessed, putting a halt to the nearly 20 years' growth on end. Subject to the macro environment, the operating results of China South City experienced some fluctuations.

At the end of January 2020, China South City, in prompt response to the government's call for full dedication to COVID-19 prevention and control, proactively reduced rentals for our tenants against the backdrop of pandemic fight. The Group's wholly-owned subsidiaries specialised in warehousing and logistics business took the initiative to share its spare warehouses for anti-epidemic items and supplies distribution amid this very period, playing an important bridging role as a warehouse to the society. As of the beginning of March 2020, China South City was gradually back to normal business. All employees resumed work in an orderly manner under safe condition. Operation in every aspect was fully back on track. In April 2020, China's Manufacturing Purchasing Managers Index (PMI) stood at 50.8%, remaining in expanding territory two months on end, which suggested that we are one step closer to "an improved trend in the Chinese economy". China South City will seize the opportunities from the quick recovery of the economy and promote full development of each of its businesses swiftly.

During the Year, China's government strongly supported the real economy by aiding small- and medium-sized enterprises through various ways, including tax reduction and loan interest discount. China South City, meanwhile, adhered to its "trade and logistics+" model at all times and focused on real business, and have welcomed the favourable policies of full resumption of production and full backing for real economy, which afforded the Group the opportunity of rapid development. As such, China South City Group has fully enhanced its corporate position, striving to build up to a world-class trade and logistics center, a digital center, an innovation center and a living center. China South City projects in various locations will work towards this goal according to their respective regional advantages and local policies. CSC Shenzhen principally orients to the Guangdong-Hong Kong-Macao Greater Bay Area, while CSC Nanning to the China-ASEAN Free Trade Area; CSC Nanchang principally orients to Jiangxi and radiant to Yangtze River Economic Belt; CSC Xi'an orients to the five northwest provinces and the five stans in Central Asia, while CSC Harbin to northeast Asia, CSC Zhengzhou to central China; CSC Hefei to Anhui, Jiangsu, Zhejiang and Shanghai, and CSC Chongqing to southwest China, radiant to the Chongqing-Xinjiang-Europe international corridor.

本人謹代表公司董事會及附屬公司，呈報本集團截至2020年3月31日止財年綜合業績。過去一年，國內外經濟形勢錯綜複雜，中美貿易摩擦不斷，經濟下行壓力加大，下半財年又突遇新型冠狀病毒疫情，整個社會階段性停工停產，實體經濟和對外出口均受到波及。2020年一季度，中國GDP罕見下滑6.8%，結束近20年增長態勢。受制於整體大環境，華南城經營業績出現一些起伏。

2020年1月底，在整體抗疫的大背景下，華南城迅速響應政府號召，主動為商戶減免租金，全力投入到疫情防控中來，本集團專責倉儲物流業務之全資附屬公司主動向社會開放物流倉庫用於抗疫物資及民生用品的倉儲及配送，在特殊時期協助醫院和社會抗疫，發揮了重要的倉儲橋樑作用。由2020年3月開始，華南城各項業務已逐步恢復正常，全體在職人員實現安全有序復工，公司經營全面走向正軌。2020年4月，中國製造業採購經理指數(PMI)為50.8%，已連續兩個月運行在擴張區間，意味著我們距離「中國經濟出現趨勢性好轉」又近了一步。華南城將抓住經濟快速恢復機遇，迅速推進各項業務全面發展。

本年度內，國家大力支持實體經濟，通過稅收減免、貸款貼息等多種手段扶持中小企業。而華南城始終堅持「商貿物流+」模式，聚焦實業，在政府大力恢復生產，支持實體經濟的利好前提下，成功借力政策東風，迎來快速發展契機。華南城集團藉此全面升級企業定位，致力打造世界綜合商貿物流中心、數字中心、創新中心及生活中心，各地華南城項目根據自身區域優勢和地方政策將之落地。深圳華南城面向粵港澳大灣區；南寧華南城面向中國—東盟自貿區；南昌華南城面向江西、輻射長江經濟帶；西安華南城面向西北五省區和中亞五國；哈爾濱華南城面向東北亞；鄭州華南城面向中原地區；合肥華南城面向安徽、江蘇、浙江、上海；重慶華南城面向西南地區並輻射渝新歐國際大通道。

Furthermore, China South City also benefits from the strategic development opportunity from the "Belt and Road Initiative" of China. Standing on the principles of equality and mutual benefits, the "Belt and Road" strategy finally bears fruit in Asia and across the world after nearly seven years of development. It has opened up the important traffic hubs along the way and established various platforms for exchanges in economy and trade between countries and regions. Apart from the Group's projects being afoot in key participating cities such as Shenzhen, Xi'an and Chongqing, CSC Harbin is established in the northeast Asia market under the national "Belt and Road Initiative", serving as a bridge for the economic alliance and collaboration between China and Eurasia; whereas CSC Nanning, which enjoys the geographical advantages in being adjacent to Southeast Asia, benefits from the preferential policy on cross-border trading activities devised by the "China-ASEAN Free Trade Zone". Besides, Zhengzhou, Nanchang and Hefei are leading inland open economies enjoying economic favour from surrounding areas.

此外，華南城還受惠於國家實施「一帶一路」戰略發展機遇。秉著平等互利的原則，經過近7年發展，一帶一路戰略已在亞洲及全球各地落地開花，打通沿途重要交通樞紐，並建立多個國與國、區與區的經貿交流平台。本集團除已佈局深圳、西安、重慶等重點參與城市外，哈爾濱華南城落點於國家一帶一路之東北亞市場，是中國—歐亞經濟聯盟合作的橋樑。南寧華南城坐擁毗鄰東南亞的地緣優勢，受惠於「中國—東盟自由貿易區」跨境貿易活動優惠政策。鄭州、南昌、合肥則是內陸開放型經濟高地，享受周邊區域經濟輻射。



China South City, being one of the representative enterprises in the Greater Bay Area, was invited to share experiences on different occasions  
華南城作為大灣區重點引進企業於不同交流會獲邀發言分享



CSC Nanning not only enjoys geographical advantages in ASEAN free trade preferential policy, but also the Belt and Road Initiative  
南寧華南城項目除坐擁東盟自由貿易政策地緣優勢，亦受惠於一帶一路政策

At present, China South City's layout in the eight Mainland cities highly adheres to important national development strategies such as the "Guangdong-Hong Kong-Macao Greater Bay Area" and the "Yangtze River Economic Belt", especially the "Guangdong-Hong Kong-Macao Greater Bay Area" in great vogue in recent years. China South City, as one of the representative enterprises in the Greater Bay Area, was invited to share experience of successful project management on behalf of key introduced enterprises in exchange meetings launched in the regions like Guangxi and Henan. As the China South City's projects in eight regions become more mature, a number of them have been included in the provincial or municipal key projects. China South City would quickly seize market opportunities amidst industry transformation, smoothing the way to speed up the development.

### Results and Dividends

In the first three quarters of the Year, China South City has made steady progress with a firm foundation, comprehensive structure and sophisticated system. Contracted sales for the first three quarters increased by 8.3% year-on-year to HK\$11.701 billion (first three quarters of FY2018/19: HK\$10.809 billion). However, under the impact of COVID-19 in the fourth quarter of the Year, the contracted sales of the Group in the FY2019/20 decreased by 7.9% to HK\$13.514 billion (FY2018/19: HK\$14.677 billion). Revenue also decreased by 3.8% to HK\$9,887.7 million (FY2018/19: HK\$10,274.3 million) due to the pandemic, while recurring income was able to maintain a growth of 4.2% to HK\$2,411.9 million (FY2018/19: HK\$2,314.9 million).

Core net profit attributable to owners of the parent (excluding fair value gains on investment properties and certain tax effects, impairment of goodwill, etc.) was HK\$1,553.3 million (FY2018/19: HK\$1,749.6 million), while profit attributable to owners of the parent recorded HK\$2,633.1 million (FY2018/19: HK\$3,251.0 million). Basic earnings per share was HK32.47 cents (FY2018/19: HK40.33 cents).

The Board recommended the payment of a final dividend of HK3.0 cents per share for FY2019/20 (FY2018/19: HK5.0 cents per share), subject to approval of our shareholders at the forthcoming annual general meeting (the "AGM") to be held by the Company on 22 September 2020.

當前，華南城的八城佈局還與國家實施的「粵港澳大灣區」和「長江經濟帶」等重大發展戰略高度契合，尤其是近年來火熱的粵港澳大灣區。華南城作為大灣區代表企業之一，受邀參與廣西和河南等地對接交流會，作為重點引進企業代表發言，分享成功項目管理經驗。隨著八地華南城項目發展日趨成熟，多個項目已被列入當地省政府重點項目，華南城將在行業轉型中抓住難得的歷史機遇，全面走向發展的快車道。

### 業績及股息

本年度的首三季度，華南城以堅實的基礎，完善的架構及成熟的體系實現業績穩步前行，前三季度本集團的合約銷售較去年同期增長8.3%至117.01億港元(2018/19財政年度前三季度：108.09億港元)。但第四季度受新型冠狀病毒疫情影響，本集團的2019/20財政年度合約銷售下降7.9%至135.14億港元(2018/19財政年度：146.77億港元)，收入受疫情影響下降3.8%至98.877億港元(2018/19財政年度：102.743億港元)，惟持續性收入仍保持增長4.2%至24.119億港元(2018/19財政年度：23.149億港元)。

母公司擁有人應佔核心淨利潤(即未計投資物業公平值收益及若干稅務影響、商譽減值等的母公司擁有人應佔淨利潤)15.533億港元(2018/19財政年度：17.496億港元)，而母公司擁有人應佔淨利潤為26.331億港元(2018/19財政年度：32.510億港元)。每股基本盈利32.47港仙(2018/19財政年度：40.33港仙)。

董事會建議派付2019/20財政年度末期股息每股3.0港仙(2018/19財政年度：每股5.0港仙)，惟須待股東於2020年9月22日舉行的本公司應屆股東周年大會(「股東周年大會」)批准後，方可作實。



## Review of the Market and Operations

China South City has implemented professional operational management with great efforts. The strategic deployment of "Emphasizing Tenant Recruitment and Strengthening Operations" has achieved positive effects. The Year is the first full financial year since the setup of investment development division and business management division, after which more professional and dedicated management in construction and operation is enhanced.

The investment development division has achieved greater efficacy by fully sorting out the key nodes of project operation, budget management, and workflow management. In respect of project operation, a full operational management has been implemented, which would gradually lead to an all-round operational management model with schedules and costs fully covered. Currently, a panoramic operational plan for all projects under construction has been realised. It optimizes the tendering system as it orients target cost management. A comprehensive budget management system was enforced to strengthen the management and control before, during and after the project, forming a multi-layer budget management structure. Project investment analysis system is also established to provide scientific basis for investment decisions.

Keeping up with the times, the business management division has developed a diversified and flexible model for commercial management and ancillary services to ensure stable revenue sources and sustainable development in the future. Residential facilities, shopping malls, wholesale markets, as well as conference and exhibition, are developed to create synergy. Business is tuned and optimized according to local market demands, for example, the introduction of education and mega-health sectors to attract premium clients, which further improve tenant mix to safeguard prospective branding development. During the Year, the business management division achieved great results, of which new sectors such as medical and healthcare, education, entertainment experience, and e-commerce accounted for almost one-fourth of the new GFA recruited. In December 2019, the Group entered into a strategic cooperation agreement with Wanda Group, under which a new generation of Wanda Plaza will be erected in China South City Shenzhen. By then, the surrounding commercial ancillaries and traffic will be enhanced enormously, further better the quality of consumption on the whole project site.

## 市場及運營回顧

華南城大力推行專業化園區運營管理，「重招商、強運營」的戰略部署取得積極成效。本年度是華南城成立投資開發集團和商業管理集團後的首個完整財年，項目開發及管理更專業化和精細化。

投資開發集團對項目運營和預算管理進行全面梳理，打通關鍵環節，規範流程，效率得以提升。在項目運營上，逐步靠近全項目、全週期、全成本的大運營管理，目前，所有在建項目均已實現全景計劃上線運行。以目標成本管理為導向，優化招標定標制度。在預算管理上，推行全面預算管理制度，加強事前、事中和事後管控，形成多層級預算管理架構，並建立新項目投資測算體系，提供科學投資決策依據。

商業管理集團因時制宜，已發展出多元靈活的商業管理及配套服務模式，確保穩定收入來源及未來可持續發展。住宅、商場、專業市場、會議展覽等協同發展，並根據當地市場需求，不斷調整和優化業務重點，如引進大教育、大健康等新型業態，吸引優質客戶入駐加盟，提升商戶實力，為未來品牌發展保駕護航。本年度商業管理集團招商業務取得良好效果，其中醫養、教育、娛樂體驗、電商等創新型業態招商面積佔比近四分之一。2019年12月，本集團與萬達集團達成戰略合作協議，全新一代萬達廣場將落戶深圳華南城，屆時周邊商業配套和人氣將得到極大提升，並進一步提升整個深圳華南城的消費品質。

Based on the fundamental property management service provided by the business management division, business has further advanced to provide comprehensive property management model with diversification, which received recognition from the industry. In 2019, Shenzhen First Asia Pacific Property Management Company Limited, the Group's wholly-owned subsidiary, was awarded the "2019 Integrated Capabilities Assessment Top 100 Property Management Services Companies of Guangdong Province" (2019廣東省物業管理服務企業綜合實力測評TOP100).

In addition to the provision of property management services, the Group has unceasingly developed various businesses, including warehousing and logistics services, outlet operations and large-scale one-stop home furnishing sale, which would raise high quality development of the Group as a whole.

Qianlong Logistics Group Limited ("Qianlong Logistics"), the Group's wholly-owned subsidiary, is a modern comprehensive logistics enterprise. Taking advantage of the platform supported by China South City's projects, it has developed to cover road transportation, warehousing, freight forwarding, logistics information and supply-chain financing with its own nation-wide warehousing network and operation team. Based on the logistics parks it operates, comprehensive supply-chain integrated logistics solutions are offered to customers with warehousing as substance, and shipment consolidation and distribution as service extension. During the Year, Qianlong Logistics successfully developed business in the vertical market by reaching cooperation with well-known domestic and foreign manufacturers, greatly expanding its business channels.

商業管理集團屬下的物業管理服務在基礎業務上，進一步豐富物業管理體系，提供多元化的綜合物業管理服務模式。本集團多元化物業管理模式也獲得業界認可。2019年，本集團全資附屬公司，深圳第一亞太物業管理有限公司榮獲「2019廣東省物業管理服務企業綜合實力測評TOP100」。

除提供物業管理服務外，本集團持續發展倉儲及物流服務、奧特萊斯運營及大型一站式生活家居產品銷售等多項業務，推動集團整體高質量發展。

華南城全資附屬公司乾龍物流集團有限公司(「乾龍物流」)是現代綜合物流企業，依托華南城項目平台優勢，利用自身全國性的倉庫網絡布局和運作團隊，已發展為集運輸業、倉儲業、貨代業、信息業及供應鏈金融為一體，打造出以「園區營運平台」為基礎，以「倉儲服務平台」為核心，以「集運配送平台」為主體的三大業務平台，為客戶提供全供應鏈綜合物流解決方案。本年度，乾龍物流與國內外知名廠商達成合作的同時，成功切入行業上下游，大大拓展業務渠道。



Events held on different Huasheng Outlet projects throughout the Year  
各地華盛奧特萊斯項目全年活動不斷



Qianlong Logistics Park in CSC Chongqing  
重慶乾龍物流園區

Shenzhen Huasheng Commercial Development Company Limited ("Huasheng Outlet"), the Group's wholly-owned subsidiary specialised in outlet development and operation, unceasingly enhances its commercial value through professional and effective light asset management. During the Year, Huasheng Outlet took an active role to roll out new initiatives in the areas of operations, tenant recruitment, and business expansion. For operations, events were organized non-stop to increase visitor traffic. It has optimised tenant recruitment relentlessly and a comprehensive branding database of the whole country was established. Through cooperation with strategic brands, cost-saving, optimization of operation structure, and the change in tenant mix and operation, a firm foundation has been laid for future development.

HOPA Furnishing, another subsidiary of the Group, is a renowned group of chained professional in distribution of household products, principally covering middle-to-high end furniture, household products and home decoration. During the Year, HOPA Furnishing continued to enhance its existing store operations, increase its leasing rate and advance its overall operating capability. The newly added eight franchise projects, such as Weihai, Ordos and Maomin, etc. and the new direct stores in Zhengzhou and Dezhou in operation have prepared the groundwork for continuous development.

Furthermore, China South City also emphasizes on the strategic layout and incubation of new industries. It has organized matchmaking meetings among government bodies, banks and enterprises to encourage the development of new technological industries, including the start ups. CSC Shenzhen has established a national cross-border e-commerce industry base. A few top cross-border e-commerce enterprises are now located in CSC Shenzhen, which has been entitled as the "National E-commerce Demonstration Base" by the Ministry of Commerce of China. CSC Chongqing 1668 Startups Park, which is planned to roll out, would be developed as a new industry base for e-startups. CSC Hefei has successfully introduced a range of education and training institutions, forming an industry cluster for education. China South City will keep abreast with the development trend towards enterprises of technology and innovation, and adjust industry focus in a timely manner. The introduction of emerging industries onto our project sites will bring vim and vigour for industry transformation and upgrade, as well as new momentum for future development.

本集團全資附屬公司深圳華盛商業發展有限公司(「華盛奧特萊斯」)專注奧特萊斯開發和運營，通過專業化、高效輕資產管理不斷提升商業價值。本年度，華盛奧萊積極創新，在運營、招商、拓展等方面推出新舉措。在運營方面，全年接連策劃活動，客流人次不斷提升；在招商方面，不斷優化及建立完善全國品牌資源庫，並與戰略品牌達成合作，通過節約成本、優化體系結構、轉變招商運營思路，為未來發展奠定堅實基礎。

本集團旗下另一附屬公司好百年家居，是從事家居商品流通的知名連鎖企業集團，主要經營業態涵蓋中高端家具家居產品銷售及家居設計。本年度，好百年家居不斷夯實現有項目經營，提升出租率和綜合經營能力，在威海、鄂爾多斯及茂名等地新增8個加盟委託管理項目，於鄭州及德州的新增直營項目落地，成為持續發展根基。

此外，華南城還重點布局戰略新興產業孵化，組織政銀企對接會，扶持新科技產業包括初創企業發展。深圳華南城已成功打造全國跨境電商產業基地，深圳華南城已有多間全國大型跨境電商落戶，並被國家商務部列為「國家電子商務示範基地」。重慶華南城計劃推出1668創業園，打造互聯網科創產業新高地。合肥華南城則成功引入眾多教育培訓機構，形成教育產業集群化發展態勢。華南城緊跟未來發展趨勢，適時調整產業業態，向科技創新類企業傾斜。新興產業的注入，為本集團來帶更多活力，在助推產業轉型升級的同時，也為未來發展注入更多新動能。

## Financial Management

During the Year, the Group remained prudent in its financial management to maintain multi-channel financing for better cash management, and debt structure. In offshore market, the Group made a US\$60 million senior notes tap issuance in June 2019, a US\$150 million senior notes new issuance in December 2019, followed with a US\$200 million senior notes tap issuance in January 2020, and a US\$225 million issuance in February 2020 followed with a US\$125 million tap issuance in June 2020. Domestically, the Group issued RMB600 million of medium-term notes in April 2019, and an aggregate amount of RMB1.4 billion of company bonds in August 2019. The Group continued to maintain the smooth development for multiple financing channels in both domestic and offshore capital markets, selected the best window based on market conditions and optimized the overall debt structure. The Group further optimized its debt structure by repurchasing and cancelling offshore bonds. In addition, during the Year, the Group was granted a number of domestic long-term bank loans amounting to RMB4.83 billion by various banks with terms from 5 to 15 years. Such loans shall significantly extend the loan terms and increase the flexibility of working capital. On top of the repayment of the original loans due, it allowed the Group to acquire additional liquidity by making full use of property valuation. Looking forward to next financial year, the Group will maintain and extend its prudent and sound financial management strategy as well as flexible and smooth financing channels in both domestic and offshore capital markets, with the aim of achieving steady growth under healthy financial structure and thereby create maximum value for shareholders.

## Prospects

In the year 2020, with uncertainties of international environment and possible recurrence of COVID-19, China South City will continue to focus on real business and closely follow the direction of government policies, in order to facilitate overall business upgrade. In particular, after years of development, projects in Zhengzhou, Xi'an, Shenzhen, Nanchang, Nanning and other cities have already gained numerous advantages such as well-equipped facilities, wide-ranging industries and high accessibility. With the introduction of more brands and the emerge of new industries, the number of visits and traffic flow will be further boosted, while the projects in Chongqing, Hefei and Harbin are set to grow rapidly as the transportation and ancillary infrastructure become sounder. The simultaneous growth of each project will lay a solid foundation for the healthy development of China South City.

## 財務管理

本年度，本集團繼續採用謹慎的財務管理，並努力維持多元化的融資渠道以實現更佳的現金管理以及更優的債務結構。在境外，本集團於2019年6月增加發行6,000萬美元優先票據，於2019年12月發行1.5億美元優先票據，並於2020年1月增加發行2億美元；於2020年2月發行2.25億美元優先票據，並於2020年6月增加發行1.25億美元。在境內，本集團於2019年4月發行人民幣6億元中期票據，於2019年8月先後發行合共人民幣14億元公司債券。本集團繼續保持境內外資本市場多種融資渠道順暢發展，結合市場情況選擇最優發行窗口，優化整體債務結構。本集團亦通過回購及註銷境外債券以進一步優化債務結構。此外，本集團於本年度完成多項境內長期銀行貸款（年期為5-15年），已獲多家銀行審批通過金額達到人民幣48.3億元，該類借貸有效延長借貸期限，增加資金運轉靈活性，以及在置換原有到期貸款的基礎上，充分利用物業估值為本集團獲取額外流動資金。展望下一財年，本集團將延續謹慎穩健的財務管理策略，維持靈活暢通的境內和境外融資渠道，致力於實現健康財務結構下的穩步增長，為股東創造最大價值。

## 未來前景

進入2020年，在國際形勢不明朗，新冠病毒疫情尚有反復可能時，華南城將繼續專注實業，緊跟政策發展方向，助力業務整體升級。其中，鄭州、西安、深圳、南昌、南寧等地項目經過多年發展，已具備配套齊全、業態豐富、交通便利等諸多優勢，隨著更多品牌和新興業態的引進，將進一步激活流量提升人氣，而重慶、合肥、哈爾濱等地項目隨著交通配套日漸成熟，將迎來高速增長。各項目的齊頭並進將為華南城的穩健發展提供堅實基礎。

While managing to run the principal business well, China South City keeps strengthening capital operation via broadening financing channels, controlling costs strictly, prioritizing efficacy and making full use of the constructive role in the capital markets for resources allocation. The Group will also enhance tenant recruitment, capability of operation and the quality of projects as a whole. It will further refine specific management work division and products to facilitate upgrade and development of the Group. Meanwhile, China South City will still adhere to its unique "Trade and Logistics+" business model, which allows the best use of its own business ecosystem and gives the best value.

China South City has been striving towards the development strategy of "Integrating Industries into Projects, Building Beautiful New 'City' Conducive to Work and Life". Leveraging its wealth of experience throughout the years, China South City has positioned itself to be world-class integrated trade and logistics center, digital center, innovation center and living center, and is committed to being an incubator for strategic emerging industries that align with the national strategy and economic transformation, uncovering new growth point collectively with the real economy. Last but not least, the Group's vision to build beautiful new "cities" conducive to work and life would be ultimately realised through the development of each project with strong urban function, together with well industry and sector layout.

The management plans that the Group will deliver its annual contracted sales target of HK\$16,000 million for the financial year ended 31 March 2021. In respect of recurring business, the Group will strive to keep its growth momentum and develop diversified and stable revenue streams.

Finally, on behalf of the Board, I wish to express my deepest gratitude to our shareholders, customers and business partners for their consistent trust and support to China South City. I would also like to thank the management and staff for their dedication, which have helped China South City grow from strength to strength.

**Cheng Chung Hing**  
*Chairman and Executive Director*

Hong Kong, 31 July 2020

在做好主業的同時，華南城繼續加強資本運作，拓展融資渠道，嚴控成本，以效益優先，充分發揮資本市場對資源的配置作用，提高招商、運營能力及項目質量，加強精細化專業管理，做精產品，推動集團升級發展。同時，華南城亦繼續堅守「商貿物流+」的獨特商業模式，充分利用其打造的生態圈優勢，充分釋放自身價值。

華南城一直致力打造「產城融合、宜業宜居美麗新城」的發展戰略，憑藉多年發展經驗和積澱，定位世界綜合商貿物流中心、數字中心、創新中心、生活中心，著力打造戰略新興產業孵化基地，配合國家戰略和經濟轉型方向，攜手實體經濟培育新增長點。同時，通過推動各地華南城項目建設，完善城市功能和產業佈局，最終實現打造一座座宜業宜居美麗新城的願景。

管理層計劃本集團截至2021年3月31日止財政年度將實現160億港元的年度合約銷售目標。在持續性業務方面，本集團將致力保持增長動力，繼續拓展多元化且穩定的收入來源。

最後，本人謹代表公司董事會，向所有股東、客戶及業務夥伴一直以來對華南城的信任與支持致以最衷心的感謝，同時也感謝管理層及全體員工對華南城日益發展壯大所作出的貢獻。

**鄭松興**  
*主席兼執行董事*

香港，2020年7月31日

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

#### Focusing on primary business and continuously expanding new business

During the Year, the international environment was intricate. There was the resurgence of unilateral protectionism, and challenges facing China's exports and overall economy resulted from the Sino-U.S. trade war. In the second half of the Year, the sudden outbreak of COVID-19 has further impacted on the real economy. During the first quarter of 2020, China's GDP declined by 6.8%, representing a negative growth for the first time. With gradual ease of the pandemic in China, various industries have resumed work and production in an orderly manner since March 2020. It is expected that all businesses will be back on the right track step by step in the second half of the year.

Facing the slowdown in economic growth and the ever-evolving domestic and international situation, the diversified and flexible business model of China South City has enabled timely and effective adjustments to sales and operations strategies according to different development stages of a project and the market demand in different regions. Leveraging its innovative and integrated trade and logistics model over the years, the Group remained as a leading developer and operator of large-scale integrated logistics and trade center in China.

As the projects in various places are becoming mature, China South City has actively been adding new industries and businesses in the respect of innovation and technology on these project sites, apart from continuously strengthening the provision and services on residential units, multi-purpose commercial properties, office buildings, commercial complexes, property management, conference and exhibition facilities, warehousing and logistics, outlets and financial services. For example, with the strategic cooperation agreement signed between China South City and Wanda Group, a new generation of Wanda Plaza will soon be presented in CSC Shenzhen. Together with the opening of Subway line 10 passing through CSC Shenzhen, commercial ancillaries in the area will be upgraded, which will in turn significantly stimulate the flow of people. CSC Hefei has actively introduced education and training institutions, clustering together the education industry on the project. CSC Zhengzhou has opened up specific areas for commodities such as food, lighting, footwear, etc., specially for merchants who are affected by the demolition of other wholesale markets. CSC Nanning has successfully earned the titles of "China-ASEAN Digital Trade Hub" and "New Western Land-Sea Corridor Digital Trade Hub", which provided an opportunity to develop the new landmark of China-ASEAN commodity trading by virtue of its regional advantages.

### 業務回顧

#### 聚焦主業，不斷拓展新業態

本年度內，國際形勢錯綜複雜，單邊保護主義抬頭，受中美貿易戰影響，中國對外出口及整體經濟面臨挑戰，下半財年突遇新冠病毒疫情，實體經濟遭受進一步衝擊。2020年一季度，中國GDP下滑6.8%，首現負增長。隨著疫情於中國境內逐漸平穩，2020年3月以來，各行各業有序實現復工復產，下半年預計各行業務將逐步走向正軌。

面對經濟增長放緩及複雜多變的國內國際形勢，華南城多元靈活的業務模式，讓本集團能夠根據項目不同發展階段和不同地區的市場需求，及時有效調整銷售和運營策略。憑藉多年打磨的創新綜合商貿物流模式，本集團繼續保持全國領先的大型綜合商貿物流中心的開發商和運營商的位置。

隨著各地項目的逐漸成熟，華南城除持續提升住宅、多功能商業物業、寫字樓、商業綜合體、物業管理、會議及展覽設施、倉儲物流、奧特萊斯及金融等服務外，積極拓展更多新業態、新業務，向科技和創新產業升級轉型。例如，本集團與萬達集團簽署戰略合作協議，全新一代萬達廣場即將落戶深圳華南城，並借助途經深圳華南城的10號地鐵線的開通，升級周邊商業配套，大大激活人氣。合肥華南城積極引進教育及培訓機構，已形成科教產業集群化發展態勢。鄭州華南城開闢食品、燈飾、鞋業等專區，為受市場拆遷影響的商戶提供全新集群化綜合市場。南寧華南城成功獲授予中國「東盟數字貿易樞紐中心」、「西部陸海新通道數字貿易樞紐中心」稱號，借助區域優勢，打造中國東盟商品交易新標杆。

During the Year, the Group's total revenue was HK\$9,887.7 million (FY2018/19: HK\$10,274.3 million). Its recurring income grew by 4.2% year-on-year to HK\$2,411.9 million (FY2018/19: HK\$2,314.9 million), accounting for 24.4% of the total revenue (FY2018/19: 22.5%). Gross profit margin was 45.7% (FY2018/19: 43.2%). Profit attributable to owners of the parent was HK\$2,633.1 million (FY2018/19: HK\$3,251.0 million). Basic earnings per share amounted to HK32.47 cents (FY2018/19: HK40.33 cents).

### Refined Management Facilitating Steady Development

The Group has established projects standing in eight cities in China, covering a first-tier city, provincial capitals and a direct-administered municipality for over a decade. Trade centers, warehousing and logistics facilities, residential units, multi-purpose commercial properties, and commercial complexes were successfully developed on these projects, which delivered sustainable revenue for the Group. During the Year, the investment development division and business management division unceasingly refined the professional management on project construction, merchant recruitment and project operation, with good results achieved. Such division of labor made services to tenants and residents more specific and professional, in response to their different needs.

### Project Investment and Development

The investment development division mainly focuses on the Group's project investment, development and construction. To meet local demands of projects in different places, the Group has developed various types of commercial complexes accordingly. Multi-purpose commercial properties are being developed in various projects, such as Zhengzhou, Xi'an, Nanchang and Shenzhen. Government service centers have been introduced on certain projects, for example, and the opening of China South City sub-center of Shenzhen Longgang District Administrative Service Hall in CSC Shenzhen. To cope with the government's infrastructural plan, public facilities such as parks have been constructed on China South City projects. There are also facilities such as substations and gas stations on each project. Ancillary services are continuously enhanced to meet the different needs from the tenants and residents on site.

In FY2019/20, the Group recorded total contracted sales of approximately HK\$13,514.1 million, with GFA of approximately 1,477,500 sq. m..

本年度內，本集團總收入為98.877億港元(2018/19財政年度：102.743億港元)。持續性收入按年增加4.2%至為24.119億港元(2018/19財政年度：23.149億港元)，佔總收入的24.4%(2018/19財政年度：22.5%)。毛利率為45.7%(2018/19財政年度：43.2%)。母公司擁有人應佔淨利潤為26.331億港元(2018/19財政年度：32.510億港元)。每股基本盈利為32.47港仙(2018/19財政年度：40.33港仙)。

### 精細化管理助力穩健發展

本集團在過去十多年佈局全國八地，涵蓋主要一線城市、省會及直轄市，成功建設多個集商品交易中心、倉儲物流、住宅、多功能商業物業、商業綜合體等項目，為本集團帶來可持續的業務收入。本年度內，投資開發集團及商業管理集團持續進行項目建設和招商運營的精細化專業管理並取得良好效果，合理分工，精準針對項目商戶及住戶的不同需求，提供更專業服務。

### 項目投資及開發

投資開發集團主要專注於本集團的項目投資開發建設。為滿足各地項目的不同需要，本集團於多個項目發展各類商業綜合體。於鄭州、西安、南昌、深圳等多個項目均開發有多功能商業物業。部分項目還引入政務服務中心，深圳市龍崗區行政服務大廳華南城分中心已於深圳華南城正式揭牌。本集團配合政府基建發展，在華南城項目內興建公園等公眾設施，同時各項目均有變電站、燃汽等設施，不斷加強項目配套，滿足進駐商戶及住戶的不同需要。

於2019/20財政年度，本集團錄得合約銷售約135.141億港元，合約銷售建築面積約1,477,500平方米。

Contracted sales

合約銷售

		FY2019/20 2019/20財年				FY2018/19 2018/19財年			
		Average selling price (before deduction of sales tax) 平均售價 (扣除銷售 稅前) 建築面積 (sq.m.) (平方米)	Contracted amount (before deduction of sales tax) 合約金額 (扣除銷售 稅前) (HK\$/sq.m.) (港元/ 平方米)	Contracted amount (before deduction of sales tax) 合約金額 (扣除銷售 稅前) (HK\$'million) (百萬港元)	% of total contracted sales amount 總合約 銷售金額 佔比%	GFA	Average selling price (before deduction of sales tax) 平均售價 (扣除銷售 稅前) (HK\$/sq.m.) (港元/ 平方米)	Contracted amount (before deduction of sales tax) 合約金額 (扣除銷售 稅前) (HK\$'million) (百萬港元)	% of total contracted sales amount 總合約 銷售金額 佔比%
CSC Shenzhen	深圳華南城	9,200	17,100	157.8	1.2%	34,000	14,600	495.7	3.4%
CSC Nanchang	南昌華南城	65,100	12,700	826.5	6.1%	43,300	9,300	402.9	2.7%
CSC Nanning	南寧華南城	56,000	9,400	525.0	3.9%	66,900	10,700	716.6	4.9%
CSC Xi'an	西安華南城	396,700	9,200	3,664.7	27.1%	164,600	8,700	1,433.3	9.8%
CSC Harbin	哈爾濱華南城	233,800	7,700	1,809.2	13.4%	107,000	7,200	767.5	5.2%
CSC Zhengzhou	鄭州華南城	484,600	9,200	4,441.8	32.9%	517,900	10,000	5,174.3	35.3%
CSC Hefei	合肥華南城	18,700	10,200	191.6	1.4%	305,100	11,700	3,580.9	24.4%
CSC Chongqing	重慶華南城	213,400	8,900	1,897.5	14.0%	250,300	8,400	2,105.9	14.3%
Total/average	總計/平均	1,477,500	9,100	13,514.1	100.0%	1,489,100	9,900	14,677.1	100.0%

CSC Shenzhen

As of 31 March 2020, construction of a GFA of approximately 2.39 million sq. m. was completed in CSC Shenzhen. As of 31 March 2020, construction of a GFA of approximately 185,500 sq. m. was underway.

In FY2019/20, CSC Shenzhen recorded contracted sales of approximately HK\$157.8 million (FY2018/19: HK\$495.7 million), for a GFA of 9,200 sq. m. at an average selling price ("ASP") of HK\$17,100/sq. m. (FY2018/19: 34,000 sq. m. at an ASP of HK\$14,600/sq. m.).

CSC Nanchang

As of 31 March 2020, construction a GFA of approximately 2.40 million sq. m. was completed in CSC Nanchang. As of 31 March 2020, construction of a GFA of approximately 652,300 sq. m. was underway, of which approximately 168,300 sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Nanchang recorded total contracted sales of HK\$826.5 million (FY2018/19: HK\$402.9 million), for a GFA of 65,100 sq. m. at an ASP of HK\$12,700/sq. m. (FY2018/19: 43,300 sq. m. at an ASP of HK\$9,300/sq. m.).

深圳華南城

截至2020年3月31日，深圳華南城總建築面積約239萬平方米已竣工。截至2020年3月31日，建築面積約185,500平方米的物業已展開規劃建設。

於2019/20財政年度，深圳華南城錄得合約銷售總額1.578億港元(2018/19財政年度：4.957億港元)，以平均售價17,100港元/平方米售出建築面積9,200平方米的物業合約銷售(2018/19財政年度：以平均售價14,600港元/平方米出售建築面積34,000平方米)。

南昌華南城

截至2020年3月31日，南昌華南城建築面積約240萬平方米的建設已竣工。截至2020年3月31日，建築面積約652,300平方米的物業已展開建設，其中約168,300平方米的物業預期可於2020/21財政年度竣工。

於2019/20財政年度，南昌華南城錄得合約銷售總額8.265億港元(2018/19財政年度：4.029億港元)，以平均售價12,700港元/平方米售出65,100平方米的物業(2018/19財政年度：以平均售價9,300港元/平方米售出43,300平方米)。



### CSC Nanning

As of 31 March 2020, construction of a GFA of approximately 1.95 million sq. m. was completed in CSC Nanning. As of 31 March 2020, construction of a GFA of approximately 154,800 sq. m. was underway.

In FY2019/20, CSC Nanning recorded total contracted sales of HK\$525.0 million (FY2018/19: HK\$716.6 million), including a GFA of 56,000 sq. m. at an ASP of HK\$9,400/sq. m. (FY2018/19: 66,900 sq. m. at an ASP of HK\$10,700/sq. m.).

### CSC Xi'an

The development of CSC Xi'an is well underway with a GFA of approximately 1.84 million sq. m. was completed. As of 31 March 2020, construction of a GFA of approximately 1.07 million sq. m. was underway, of which approximately 231,900 sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Xi'an recorded total contracted sales of HK\$3,664.7 million (FY2018/19: HK\$1,433.3 million) for a GFA of 396,700 sq. m. at an ASP of HK\$9,200/sq. m. (FY2018/19: 164,600 sq. m. at an ASP of HK\$8,700/sq. m.).

### CSC Harbin

The development of CSC Harbin is well underway with a GFA of approximately 1.84 million sq. m. completed. As of 31 March 2020, construction of a GFA of approximately 1.01 million sq. m. was underway, of which approximately 170,900 sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Harbin recorded total contracted sales of HK\$1,809.2 million (FY2018/19: HK\$767.5 million), for a GFA of approximately 233,800 sq. m. at an ASP of HK\$7,700/sq. m. (FY2018/19: 107,000 sq. m. at an ASP of HK\$7,200/sq. m.).

### 南寧華南城

截至2020年3月31日，南寧華南城建築面積約195萬平方米的建設已竣工。截至2020年3月31日，建築面積約154,800平方米的物業已展開規劃建設。

於2019/20財政年度，南寧華南城錄得合約銷售總額5.250億港元(2018/19財政年度：7.166億港元)，以平均售價9,400港元/平方米售出建築面積56,000平方米的物業(2018/19財政年度：以平均售價10,700港元/平方米售出66,900平方米)。

### 西安華南城

西安華南城正處於開發建設階段，建築面積約184萬平方米已竣工。截至2020年3月31日，建築面積約107萬平方米的物業已展開建設，其中231,900平方米的物業預期可於2020/21財政年度竣工。

於2019/20財政年度，西安華南城錄得合約銷售總額36.647億港元(2018/19財政年度：14.333億港元)，以平均售價9,200港元/平方米售出建築面積396,700平方米的物業(2018/19財政年度：以平均售價8,700港元/平方米售出建築面積164,600平方米)。

### 哈爾濱華南城

哈爾濱華南城正處於開發建設階段，建築面積約184萬平方米的建設已竣工。截至2020年3月31日，建築面積約101萬平方米的物業已展開建設，其中約170,900平方米的物業預期可於2020/21財政年度竣工。

於2019/20財政年度，哈爾濱華南城錄得合約銷售總額18.092億港元(2018/19財政年度：7.675億港元)，以平均售價7,700港元/平方米售出建築面積約233,800平方米的物業(2018/19財政年度：以平均售價7,200港元/平方米售出107,000平方米)。

### CSC Zhengzhou

The development of CSC Zhengzhou is well underway with a total GFA of approximately 3.60 million sq. m. completed. As of 31 March 2020, construction of a GFA of approximately 2.10 million sq. m. was underway, of which approximately 1.09 million sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Zhengzhou recorded total contracted sales of HK\$4,441.8 million (FY2018/19: HK\$5,174.3 million), for a GFA of 484,600 sq. m. at an ASP of HK\$9,200/sq. m. (FY2018/19: a GFA of 517,900 sq. m. at an ASP of HK\$10,000/sq. m.).

### CSC Hefei

The development of CSC Hefei is well under underway with a GFA of approximately 2.75 million sq. m. completed. As of 31 March 2020, construction of a GFA of approximately 1.14 million sq. m. was underway, of which approximately 562,500 sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Hefei recorded total contracted sales of HK\$191.6 million (FY2018/19: HK\$3,580.9 million) for a GFA of 18,700 sq. m. at an ASP of HK\$10,200/sq. m. (FY2018/19: a GFA of 305,100 sq. m. at an ASP of HK\$11,700/sq. m.).

### CSC Chongqing

The development of CSC Chongqing is well underway with a GFA of approximately 2.00 million sq. m. completed. As of 31 March 2020, construction of a GFA of approximately 583,800 sq. m. was underway, of which approximately 333,800 sq. m. was expected to complete in FY2020/21.

In FY2019/20, CSC Chongqing recorded total contracted sales of HK\$1,897.5 million (FY2018/19: HK\$2,105.9 million) for a GFA of 213,400 sq. m. at an ASP of HK\$8,900/sq. m. (FY2018/19: a GFA of 250,300 sq. m. at an ASP of HK\$8,400/sq. m.).

### 鄭州華南城

鄭州華南城正處於開發建設階段，建築面積約360萬平方米的建設已竣工。截至2020年3月31日，鄭州華南城已展開建築面積約210萬平方米的物業建設，其中約109萬平方米的物業預期可於2020/21財政年度竣工。

於2019/20財政年度，鄭州華南城錄得合約銷售總額44.418億港元(2018/19財政年度：51.743億港元)，以平均售價9,200港元/平方米售出建築面積484,600平方米的物業(2018/19財政年度：以平均售價10,000港元/平方米售出建築面積517,900平方米)。

### 合肥華南城

合肥華南城正處於開發建設階段，建築面積約275萬平方米的建設已竣工。截至2020年3月31日，建築面積約114萬平方米的物業已展開建設，其中約562,500平方米預期可於2020/21財政年度竣工。

於2019/20財政年度，合肥華南城錄得合約銷售總額1.916億港元(2018/19財政年度：35.809億港元)，以平均售價10,200港元/平方米售出建築面積18,700平方米的物業(2018/19財政年度：以平均售價11,700港元/平方米售出建築面積305,100平方米)。

### 重慶華南城

重慶華南城正處於開發建設階段，建築面積約200萬平方米的建設已竣工。截至2020年3月31日，重慶華南城已展開建築面積約583,800平方米的物業建設，其中約333,800平方米預期可於2020/21財政年度竣工。

於2019/20財政年度，重慶華南城錄得合約銷售總額18.975億港元(2018/19財政年度：21.059億港元)，以平均售價8,900港元/平方米售出建築面積213,400平方米的物業(2018/19財政年度：以平均售價8,400港元/平方米售出建築面積250,300平方米)。

## Sustaining the Healthy Growth of Recurring Business

China South City pays high attention to the overall operation of its projects. Apart from actively enriching the industries available on project sites and promoting industry concentration, China South City has offered room to accelerate vertical market integration within different industries. The Group also provides tenants with a one-stop solution by consolidating resources such as business management, property management, brand value, merchant resources, etc. The Group held a number of international expositions and themed events this Year, for example, the 16th China-ASEAN Expo and Light Industrial Exhibition in CSC Nanning, the CSC session of the 6th "China-Russia Expo" in CSC Harbin, the Building and Decoration Materials and Hardware 2019 Autumn Trade Fair in CSC Zhengzhou and so forth, which drew great attention in those districts. The success of these Expo and events attracted a large number of visitors, effectively promoted its popularity among surrounding areas and greatly enlarged the brand influence of China South City.

As each project matures over time, the recurring business has become a diversified and steadily increasing revenue stream of the Group. During the Year, the new coronavirus pandemic has extensively and severely affected the domestic commercial and livelihood activities after the Lunar Chinese New Year. Under such environment, the Group still recorded total recurring income of HK\$2,411.9 million (FY2018/19: HK\$2,314.9 million) representing an increase of 4.2% (if excluding the impact of Renminbi depreciation, the growth rate would be 8.2%). If not hit by the pandemic, it was believed that the growth would be more significant. Revenues from property leasing and property management, logistics and warehousing services and outlet operations amounted to HK\$1,344.1 million, HK\$404.9 million and HK\$440.2 million, respectively (FY2018/19: HK\$1,244.6 million, HK\$289.3 million and HK\$427.9 million, respectively).

## 保持持續性業務穩健增長

華南城高度重視項目整體營運，積極豐富園區商品交易的業態，促進產業聚集，更開通業態的垂直市場，加快行業融合；並整合商業管理、物業管理、品牌價值、商戶資源等各項資源為華南城的商戶提供一站式解決方案。本集團本年度舉辦多場博覽會及主題活動，如於南寧華南城舉辦的第16屆中國－東盟輕工展，於哈爾濱華南城承辦第6屆「中國－俄羅斯博覽會」分會場及於鄭州華南城舉辦2019秋季建材家居五金展銷會等，於該等地區引起了極大的關注。每一個博覽會和活動的成功舉辦，吸引了大量人流，有效帶動周邊人氣，大大提升華南城的品牌影響力。

隨著各項目日漸成熟，持續性業務成為多元化且穩健增長的收入來源。本年度內，新型冠狀病毒疫情在春節後廣泛且嚴重地影響國內商業及民生活動，在此大環境下，本集團的持續性收入仍錄得總額24.119億港元(2018/19財政年度：23.149億港元)，增長4.2%(如撇除人民幣貶值因素，增長率為8.2%)。若非受疫情影響，相信增長率將更顯著。來自物業租賃及物業管理、物流及倉儲服務以及奧特萊斯運營的收入分別為13.441億港元及4.049億港元及4.402億港元(2018/19財政年度：分別為12.446億港元、2.893億港元及4.279億港元)。

## Business Management and Operation

The Group practically kept implementing the strategy of “Emphasizing on Tenant Recruitment and Strengthening Operation” during the Year. Emerging and new industries that aligned with the upcoming development trend were introduced through professional project management and merchants recruitment by the business management division.

The Group provided customized wholesale markets to tenants. For example, CSC Zhengzhou set up special areas for lighting, footwear, food and other businesses for merchants affected by demolition of other wholesale markets. These areas were well-equipped, together with other facilities to form a sizable marketplace. In addition, the Group targeted on the incubation of strategic emerging industries and has constructed commercial complexes for individual high-tech industries. It has conducted negotiation with industries such as e-commerce and mega-healthcare, including the startups, to facilitate industry clustering and integration. In particular, the e-commerce segment has attained notable results after years of development, where some of them became demonstration bases at provincial or national level. Besides, a few leading domestic cross-border e-commerce enterprises were located in CSC Shenzhen, while some of them had been successfully listed on the A-shares and the NEEQ. In December 2019, CSC Shenzhen was named as “National E-commerce Demonstration Base” by the Ministry of Commerce.

During the Year, the Group also put effort on enhancing portfolio management by introducing quality tenants such as education industry. The education industry in CSC Hefei has been developing towards a cluster for education, education and teaching aids. In addition, the total space experience hall in CSC Nanchang containing aerospace technology displays, extracurricular science education and technology interaction become more sizable in a couple of years. China South City also proactively reserves schooling facilities on its projects to cater to the demands of tenants and residents, meanwhile it would also bring about traffic flow. CSC Zhengzhou First Primary School was officially delivered and opened in August 2019. CSC Zhengzhou donated various equipment to the school and was honored with “Respect for Teachers and Teaching”.

During the Year, HOBA Furnishing continuously solidified its project operation by improving occupancy rate and comprehensive operation capacity. There were eight franchised projects newly added in the Year and those in Weihai, Ordos and Maoming commenced operation one after another. The new corporate stores in Zhengzhou and Dezhou were also launched and they altogether have become a foundation to sustain the growth momentum.

## 商業管理及營運

本年度內本集團繼續認真落實「重招商、強運營」策略，通過商業管理集團的專業項目管理及招商，精準引進符合未來發展趨勢的新興產業和新業態。

本集團提供定制化專業市場，例如鄭州華南城針對受市場拆遷影響商戶，開闢了燈飾、鞋業、食品等運營專區，並提供相關配套齊全的場地和設施，形成頗具規模的展銷點。此外，本集團還著力加強戰略新興產業孵化，針對個別高新科技產業建設商業綜合體，如針對電商及大健康產業等進行產業協商，包括與初創企業洽談，以促進行業聚集，加快行業融合，其中電商產業經過多年培育，部份項目已成為省或國家級項目，全國多家領先跨境電商企業已坐落在深圳華南城，部分企業已成功實現在A股和新三板上市。2019年12月，深圳華南城被商務部評為「國家電子商務示範基地」。

本年度內，本集團重點提升商戶實力，引進教育業態等優質客戶。合肥華南城教育產業已形成教育、培訓、教輔配套集群化發展態勢。南昌華南城集航天科技展、課外科普教育及科技互動為一體的綜合太空科技體驗館經過2年開展現已初具規模。此外，華南城亦於項目預留學校配套，滿足商、住戶需要，同時為項目帶來人流，鄭州華南城第一小學已在2019年8月正式交付並開學，鄭州華南城為其捐贈多項器材設備，並獲得「尊師重教」先進單位榮譽。

於本年度，好百年家居不斷夯實現有項目經營，提升出租率和綜合經營能力，新增8個加盟委管項目，如威海、鄂爾多斯及茂名等項目相繼開業，鄭州及德州等亦有新直營項目落地，成為持續發展根基。

## Property Leasing and Property Management

As a leading developer and operator of large-scale integration logistics and commodity trading center in China, China South City has adapted to changes to ensure steadily-increasing revenue streams and sustainable development for future. To promote the collaborative development of residential units, shopping complexes, multi-purpose commercial properties, trade centers, exhibitions, etc. on each project site, business focus is adjusted and optimized timely according to local market demands.

After years of development, the property management segment has gained National First-Class Property Management Qualification. It has developed a diversified and flexible model and become one of the few integrated property management firms capable of managing both trade center premises and residential properties in China. During the Year, the revenue from property leasing and property management amounted to HK\$1,344.1 million (FY2018/19: HK\$1,244.6 million), representing a year-on-year increase of 8.0%. With more projects commencing operation, the Group expected its recurring income to continue to grow and provide a stable cash flow.

As the projects in various cities mature over time, the Group continuously seeks to add multiple streams of revenue to improve its operation, including pop-up space leasing and car parking, advertising and exhibitions. Meanwhile, the Group continued to strengthen digitalization on its project and property management through the application of mobile payment, online payment, electronic invoicing, smart device control, etc., with a view to providing higher usability while significantly reducing manpower costs but increasing efficiency.

## 物業租賃及物業管理

作為中國領先的大型綜合物流及商品交易中心的開發商及運營商，華南城因時制宜，確保穩健增長的收入來源及未來可持續發展，致力促進住宅、商場、多功能商業物業、專業市場、會展等不同物業類互相協同發展，並根據當地市場需求，不斷調整和優化業務重點。

經過多年發展，華南城物業管理已擁有國家一級資質物業服務，並發展出多元靈活的物業管理模式，是國內少數兼具管理商品交易中心以及住宅物業能力的綜合物業管理公司。本年度內，物業租賃及物業管理產生的收入達13.441億港元(2018/19財政年度：12.446億港元)，同比增加8.0%。隨著更多項目投入運營，本集團預期持續性收入將穩定增加，並將帶來穩定的現金流。

各地項目發展日漸成熟，本集團持續增加多種經營收入以完善運營體系，包括臨時場地租賃及停車場收費、廣告收入、會展收入等。同時，本集團繼續加強電子化管理，移動收費、網上繳費與電子發票、智能設備管控等智能電子服務系統的使用，方便快捷，大大降低人力成本以及提高效率。

## Logistics and Warehousing Services

Qianlong Logistics is an integrated modern logistics enterprise. During the Year, the business scope of the segment has gradually expanded from merely logistics park leasing to include comprehensive third-party logistics services, covering the three basic product lines of logistics park leasing, warehousing management and forwarder distribution. Integrated logistics services were provided for brands, manufacturers and channel partners to enhance the Group's competitiveness.

Built on the base of stable logistics park operation, Qianlong Logistics actively expanded its comprehensive third-party logistics services of warehousing and distribution. During the Year, significant breakthroughs were seen in the new warehousing area and land bank to serve such purpose. Being in cooperation with well-known manufacturers at home and abroad has successfully allowed the access to the upstream and downstream enterprises of the vertical market, which greatly widened its business channels. In addition, regarding infrastructure development, Qianlong Logistics has enhanced its service level by upgrading to include high standard warehouses and planning to expand its business on cold chain warehousing.

During the Year, revenues generated from logistics and warehousing services amounted to HK\$404.9 million (FY2018/19: HK\$289.3 million), representing a year-on-year increase of 40.0%.

## Outlet Operations

Huasheng Outlet, specialised in outlet development and operation, unceasingly enhances its commercial value through professional and effective management. During the Year, Huasheng Outlet took an active role to extend its customer contacts by organizing various events throughout the year and to boost customer flow. Following the up marketing trend, influencers live-streaming was also adopted. In terms of tenant recruitment, Huasheng Outlet kept adjusting and optimising the tenant portfolio. It has also established a comprehensive nationwide branding database and been in cooperation with various strategic brand names. Through cost-saving, optimization of operation structure, and the change in tenancy mix and operation, a firm foundation is laid for future development.

During the Year, the Group's outlet operations recorded a gross turnover of approximately RMB1.7 billion (FY2018/19: RMB1.7 billion), and generated a recurring income of HK\$440.2 million (FY2018/19: HK\$427.9 million), which had a mild growth compared with last fiscal year. In terms of sales turnover, the Shenzhen project remained the largest contributor, followed by Zhengzhou project and Nanning project.

## 物流與倉儲服務

乾龍物流是綜合性現代物流企業。本財政年度內，倉儲及物流業務由以物流園區租賃業務為主逐步向綜合性的第三方物流拓展，形成了園區租賃、倉儲運營及集運配送三大基礎產品體系，並為品牌商、製造商及渠道商提供一體化的物流服務輸出，提升了本集團在市場的競爭力。

在穩定「園區運營」的基礎上，乾龍物流大力拓展以倉儲服務、配送為主體的三方物流綜合服務。本年度，在新增倉儲面積和土地儲備上取得重大突破，與國內外知名廠商達成合作的同時，成功切入行業上下游企業，大大拓展業務渠道。此外，在基礎配套上，乾龍物流全面升級並拓展高標倉，提高服務水平，同時佈局冷鏈倉儲，多方位拓展業務。

本年度內，物流與倉儲服務產生的收入達4.049億港元(2018/19財政年度：2.893億港元)，同比增加40.0%。

## 奧特萊斯運營

華盛奧特萊斯專注奧特萊斯業務開發和運營，通過專業化、高效商業管理不斷提升商業價值。本年度，華盛奧萊積極拓展客戶接觸面，全年接連策劃各種活動，提升客流，並創新推出網紅直播等潮流賣點；在招商方面，華盛奧特萊斯不斷調整及優化租戶組合，建立完善全國品牌資源庫，並與不同戰略品牌達成合作，通過節約成本、優化體系結構、轉變招商運營思路，為未來發展奠定堅實基礎。

於本年度內，本集團的奧特萊斯運營錄得商城銷售總額約人民幣17億元(2018/19財政年度：人民幣17億元)，產生持續性收入4.402億港元(2018/19財政年度：4.279億港元)，同比略有增長。就銷售額而言，深圳項目仍為最大貢獻來源，其次是鄭州和南寧項目。

## Land Bank

With its unique and flexible business model, the Group intends to retain properties such as logistics and warehousing facilities and hotels, as well as 50% of trade center units for self-use or long-term leasing purposes, in order to generate stable recurring income and capital appreciation, while the remaining approximately 50% of trade center units and all of the residential properties will be sold progressively to generate cash flow for the Group's development. The Group's current land bank is as follows, which is mainly for residential, warehousing and logistics, and commercial purposes.

## 土地儲備

按其獨特且富靈活性的商業模式，本集團將保留物流及倉儲設施、酒店等物業及50%的商品交易中心作為自營或長期出租用途，以獲得穩定持續性收入以及資產增值，而餘下的約50%商品交易中心及全部住宅物業，本集團將逐步出售，為本集團發展提供所需的現金流。本集團現有土地儲備如下，該等土地的用途以住宅、倉儲物流及商業為主。

Projects	Completed properties <sup>(1)</sup>	Properties under development	Properties to be completed in FY2020/21	Properties planned for future development on GFA acquired <sup>(2)</sup>	Total planned GFA <sup>(3)</sup>	Planned GFA for acquired land (% to total planned GFA) <sup>(4)</sup>		
項目	已竣工物業 <sup>(1)</sup>	建設中物業	將於2020/21財年竣工物業	按已購土地將於2020/21財年未來發展物業 <sup>(2)</sup>	總規劃建築面積 <sup>(3)</sup>	已購土地規劃建築面積(佔總規劃建築面積百分比) <sup>(4)</sup>		
(sq.m.)	Sold	Unsold and in operation	Estimated	Estimated	Estimated	%		
(平方米)	已售	未售及運營中	預計	預計	預計	%		
CSC Shenzhen	862,500	1,529,800	185,500	–	66,200	2,644,000	2,644,000	100%
CSC Nanchang	1,406,600	994,300	652,300	168,300	1,741,200	6,866,000	4,794,400	70%
CSC Nanning	679,700	1,273,400	154,800	–	372,100	4,880,000	2,480,000	51%
CSC Xi'an	881,600	962,900	1,069,300	231,900	1,762,800	17,500,000	4,676,600	27%
CSC Harbin	580,300	1,257,100	1,007,700	170,900	2,872,100	12,000,000	5,717,200	48%
CSC Zhengzhou	1,756,100	1,842,000	2,096,800	1,091,700	4,497,300	12,000,000	10,192,200	85%
CSC Hefei	1,558,300	1,187,000	1,136,900	562,500	2,110,800	12,000,000	5,993,000	50%
CSC Chongqing	642,900	1,357,500	583,800	333,800	3,917,600	13,100,000	6,501,800	50%
<b>Total</b>	<b>8,368,000</b>	<b>10,404,000</b>	<b>6,887,100</b>	<b>2,559,100</b>	<b>17,340,100</b>	<b>80,990,000</b>	<b>42,999,200</b>	<b>53%</b>

Notes:

- (1) Represents the GFA for which the construction of all various types of buildings had been completed, including properties held for sales, warehouses, multi-purpose commercial properties, hotels and trade centers held for rental purpose as well as self-use properties.
- (2) Represents the remaining GFA after deducting the completed properties and properties under development from the total planned GFA for acquired land.
- (3) Represents the planned GFA upon establishment of the projects. The actual land and GFA to be acquired or built are subject to different factors and may vary subsequently.
- (4) Represents the planned GFA for the land acquired including completed properties, properties under development and properties planned for future development. The actual GFA may vary subsequently according to needs of the Group.

### Strengthening the Senior Management Team

To cope with the domestic and international complex environment, the Group continued to strengthen its management team during the Year to ensure an optimal mix of management resources and operational capabilities to deliver its business strategies. In April 2020, the Group appointed Mr. Wu Guangquan as an executive director of the Company. He is responsible for the management of Group's resources integration, business development strategy and daily operations. Mr. Wu graduated from Tongji University with a Master degree in Business Administration. He has extensive experience in finance, administration and management. In addition, Mr. Wu is the president of presidium of China Federation of Industrial Economics, and also the president and executive chairman of Federation of Shenzhen Industries. Under the leadership of the Board, the senior management team will continue to lead the Group to create greater value for the shareholders.

附註：

- (1) 代表已完成建設的各類型物業的建築面積，包括持作銷售物業、倉儲、多功能商業物業、酒店及作出租的商品交易中心，以及自用物業。
- (2) 代表扣除已竣工物業及發展中物業後的已購土地的總規劃建築面積餘額。
- (3) 代表項目設立時的規劃建築面積，實際取得或建設的土地和建築面積可能會受多種因素影響而產生後續變更。
- (4) 代表已購得之土地的規劃建築面積包括已竣工物業、建設中物業及規劃作未來發展物業，實際建築面積可能會因應本集團的需要而產生後續變更。

### 強化高級管理層團隊

面對國內外複雜多變的環境，本集團於本財政年內繼續加強其管理團隊，確保以最佳的行政管理資源及營運能力組合實現其業務策略。2020年4月，本集團委任吳光權先生為本公司執行董事，負責集團資源整合、業務發展策略及日常營運等管理工作。吳先生持有同濟大學工商管理碩士學位，並於財務、行政及管理方面擁有豐富經驗。此外，吳先生也是中國工業經濟聯合會主席團主席及深圳工業總會會長及主席團執行主席。在董事會的帶領下，高級管理團隊將繼續帶領本集團為股東創造更大價值。



## Financial Review

The main objective of the Group's financial management is to pursue long-run sustainable growth while maintaining financial health through a strong and stable capital base.

The Group proactively adjusts its business development strategies, the pace of land acquisition and other capital expenditures in concurrence with its cash flows from operating and financing activities, in order to maintain healthy growth while preserve.

The Group actively manages its financing structure through various financing channels: onshore and offshore bank loans, different interbank and capital market instruments, in order to achieve an optimal capital structure and maturity profile. As at 31 March 2020, the total interest-bearing debts of the Group were HK\$33.8 billion (31 March 2019: HK\$34.3 billion), representing a decrease of 1.5% compared to 31 March 2019. The gearing ratio was 67.2% (31 March 2019: 68.9%). Furthermore, as at 31 March 2020, cash and bank balances were HK\$10,303.5 million (31 March 2019: HK\$9,359.8 million) and the Group had unused banking facilities of approximately HK\$17.2 billion.

Comparing with the last fiscal year, the revenue of the Group decreased 3.8% to HK\$9,887.7 million (FY2018/19: HK\$10,274.3 million) while the core net profit attributable to owners of the parent decreased by 11.2% to HK\$1,553.3 million (FY2018/19: HK\$1,749.6 million) during the Year. Net profit attributable to owners of the parent decreased by 19.0% to HK\$2,633.1 million (FY2018/19: HK\$3,251.0 million) and the basic earnings per share decreased to HK32.47 cents (FY2018/19: HK40.33 cents). The decrease in net profit attributable to owners of the parent and basic earnings per share are mainly due to the decrease in fair value gain of investment properties, which is a non-cash item.

## 財務回顧

本集團的財務管理目標主要是通過堅實穩定的資本基礎，確保其長遠可持續發展，並同時達至財務穩健。

本集團因應市場的情況積極調整其業務發展戰略、配合土地收購及其他資本開支的步伐，整合運營及融資活動的現金流，從而維持流動性及保持增長勢頭。

本集團通過境內外銀行貸款和銀行間及資本市場不同融資渠道積極管理融資結構，以實現最佳資本架構及債務到期組合。截至2020年3月31日，本集團總計息債務為338億港元(2019年3月31日：343億港元)，較2019年3月31日減少1.5%；資本負債比率為67.2%(2019年3月31日：68.9%)。此外，於2020年3月31日，現金及銀行存款為103.035億港元(2019年3月31日：93.598億港元)及本集團持有備用銀行授信約172億港元。

與去年財政年度比較，本集團於本年度的收入減少3.8%至98.877億港元(2018/19財政年度：102.743億港元)，而母公司擁有人應佔核心淨利潤減少11.2%至15.533億港元(2018/19財政年度：17.496億港元)。母公司擁有人應佔淨利潤減少19.0%至26.331億港元(2018/19財政年度：32.510億港元)。每股基本盈利減少至32.47港仙(2018/19財政年度：40.33港仙)。母公司擁有人應佔利潤及每股基本盈利減少主要由於一項非現金項之投資物業公平價值收益減少所致。

## Revenue

Revenue for the Year decreased by 3.8% to HK\$9,887.7 million (FY2018/19: HK\$10,274.3 million) comparing with last fiscal year. The decrease was mainly attributable to the impact of COVID-19 outbreak on the delivery of properties and the growth in recurring income during the Year.

## 收入

與去年財政年度比較，本年度的收入減少3.8%至98.877億港元(2018/19財政年度：102.743億港元)，減少主要原因是由於本年度新型冠狀病毒疫情爆發影響物業銷售的交付與持續性收入增長。

		FY2019/2020 2019/20 財政年度 HK\$'000 千港元	FY2018/2019 2018/19 財政年度 HK\$'000 千港元	Change 變幅 %
Sale of properties and finance lease income	物業銷售及 融資租賃收入	7,475,735	7,959,371	-6.1
Sale of properties	物業銷售	7,142,767	7,348,017	-2.8
Finance lease income	融資租賃收入	46,842	496,569	-90.6
Others	其他	286,126	114,785	149.3
Recurring income	持續性收入	2,411,919	2,314,884	4.2
Property leasing and management service income	物業租賃及 管理服務收入	1,344,130	1,244,583	8.0
Other recurring revenue	其他持續性收入	1,067,789	1,070,301	-0.2
		<b>9,887,654</b>	10,274,255	-3.8

## Sale of Properties and Finance Lease income

Revenue from sale of properties decreased by 2.8% to HK\$7,142.8 million (FY2018/19: HK\$7,348.0 million). The decrease was mainly attributable to the impact of COVID-19 outbreak on the delivery of properties during the Year. The sale of properties for each project are as follows:

## 銷售物業及融資租賃收入

銷售物業收入減少2.8%至71.428億港元(2018/19財政年度：73.480億港元)，減少主要原因是由於本年度新型冠狀病毒疫情爆發影響物業銷售的交付。各項目的銷售情況如下：

		Sales revenue (before deduction of sales tax*) 銷售收入 (扣除銷售稅前*)		Sales revenue (net of sales tax*) 銷售收入 (扣除銷售稅後*)		GFA sold 已售建築面積		Average selling price (before deduction of sales tax*) 平均售價 (扣除銷售稅前*)	
		2020 (HK\$ million) (百萬港元)	2019	2020 (HK\$ million) (百萬港元)	2019	2020 (sq. m.) (平方米)	2019	2020 (HK\$/sq. m.) (港元/平方米)	2019
CSC Shenzhen	深圳華南城	25.9	–	24.7	–	1,600	–	16,200	–
CSC Nanchang	南昌華南城	15.9	173.4	15.2	165.6	1,000	10,400	15,900	16,700
CSC Nanning	南寧華南城	163.0	561.4	155.2	543.4	13,500	53,100	12,100	10,600
CSC Xi'an	西安華南城	811.8	493.1	747.4	449.8	90,000	71,100	9,000	6,900
CSC Harbin	哈爾濱華南城	172.8	255.5	162.6	241.1	22,600	34,900	7,600	7,300
CSC Zhengzhou	鄭州華南城	3,863.2	1,654.2	3,560.4	1,498.4	379,500	175,000	10,200	9,500
CSC Hefei	合肥華南城	1,997.7	2,704.4	1,855.3	2,448.6	188,200	284,100	10,600	9,500
CSC Chongqing	重慶華南城	673.7	2,203.6	622.0	2,001.1	82,800	311,400	8,100	7,100
Total	總計	7,724.0	8,045.6	7,142.8	7,348.0	779,200	940,000	9,900	8,600
– Trade center units	– 交易中心	648.8	1,729.1	606.7	1,600.7	70,300	203,300	9,200	8,500
– Residential properties	– 住宅物業	6,614.5	6,283.5	6,112.7	5,716.2	656,300	733,500	10,100	8,600
– Multi-purpose commercial properties	– 多功能商業物業	460.7	33.0	423.4	31.1	52,600	3,200	8,800	10,300

\* Sales tax represents value-added-tax and surcharges.

\* 銷售稅指增值稅及附加費用。

Finance lease income derived from the leasing of office buildings decreased by 90.6% to HK\$46.8 million (FY2018/19: HK\$496.6 million). The decrease was primarily attributable to less finance lease on office building at CSC Shenzhen made during the Year. During the Year, the Group entered into finance lease arrangements with tenants for approximately 3,300 sq. m. (FY2018/19: 36,600 sq. m.) at an average price of HK\$15,000/sq. m. (FY2018/19: HK\$14,400/sq. m.).

來自寫字樓的融資租賃收入減少90.6%至4,680萬港元(2018/19財政年度：4.966億港元)。下跌的主因是於本年度較少深圳華南城寫字樓的融資租賃所致。於本年度，本集團與承租人訂立的融資租賃合同約3,300平方米(2018/19財政年度：36,600平方米)，平均單價約15,000港元/平方米(2018/19財政年度：14,400港元/平方米)。

### Property Leasing and Management Service Income

The Group intends to retain approximately 50% of the trade center units for self-use or rental purposes. Meanwhile, the Group also provide property management services for its trade centers, shops and residential properties delivered and in use. Given the diversity of its property types and industries in China South City projects, the Group's business management division provides diversified leasing and property management services, to cater to the needs of different property types and industries across respective projects in the Year. Property leasing and management service income will become an important component of the recurring income in the long run. CSC Shenzhen, being the more mature project in the Group's portfolio, contributed a substantial part of the property leasing and property management service income. As at 31 March 2020, the total occupancy rate of the rentable GFA of CSC Shenzhen's trade centers and shops were approximately 78% to 96% (As at 31 March 2019: 87% to 94%). Meanwhile, other projects also gradually expand and start to contribute to property leasing and property management service income. During the Year, property leasing and property management service income of the Group increased by 8.0% to HK\$1,344.1 million (FY2018/19: HK\$1,244.6 million) comparing to last fiscal year.

### Other Recurring Revenue

Other recurring revenue remained stable at HK\$1,067.8 million (FY2018/19: HK\$1,070.3 million). As a result of the growth in volume of business the revenue from outlet operations slightly increased by 2.9% to HK\$440.2 million (FY2018/19: HK\$427.9 million). Meanwhile, revenue from logistics and warehousing services significantly increased by 40.0% to HK\$404.9 million (FY2018/19: HK\$289.3 million) during the Year, which is mainly due to the increase in area of warehouse and the increase in the third party logistic service income. It is worth noting that HOBA Furnishing's adjustment to operation has resulted in a drop in revenue, which in turn affected the growth rate in the Group's income.

### Cost of Sales

The Group's cost of sales mainly includes construction costs, borrowing costs and land costs of properties sold and properties sold under finance lease, and operating costs of recurring business. During the Year, the cost of sales decreased by 8.0% to HK\$5,365.0 million (FY2018/19: HK\$5,834.7 million). The decrease in cost of sales was in line with the decrease in total recognized sales during the Year.

### 物業租賃及管理服務收入

本集團規劃保留約50%的商品交易中心商舖作為自營和出租用途。與此同時，本集團亦為已交付及投入使用的交易中心、商舖及住宅的項目提供物業管理服務。由於本集團的物業類型及產業具有多樣化性，本集團商管團隊於本年提供多樣化的租賃及物業管理服務，以支持各地項目內的不同物業類型及產業的所需。因此，長遠而言，物業租賃及管理服務收入將是本集團持續性收入的重要組成部分。深圳華南城是本集團項目組合中較成熟的項目，也是物業租賃及管理服務收入的主要貢獻單位。截至2020年3月31日，深圳華南城各期商品交易中心及商舖已推出面積的總佔用率大約介乎由78%至96%（截至2019年3月31日：87%至94%）。同時，其他項目也陸續擴展並開始貢獻物業租賃及管理服務收入。於本年度，本集團的物業租賃及管理服務收入較去年財政年度增加8.0%至13.441億港元（2018/19財政年度：12.446億港元）。

### 其他持續性收入

其他持續性收入持平於10.678億港元（2018/19財政年度：10.703億港元）。奧特萊斯運營的收入略為增加2.9%至4.402億港元（2018/19財政年度：4.279億港元）。另外，於本年度，倉儲與物流服務收入大幅增加40.0%至4.049億港元（2018/19財政年度：2.893億港元），主要是歸因於倉儲面積增加以及第三方物流業務增長。值得一提的是，好百年家居因仍在調整業務，使其收入有所下調，影響了本集團相關收入的增長率。

### 銷售成本

本集團的銷售成本主要包括已售物業和持作融資租賃物業的建築成本、借貸成本和地價及各持續性收入業務的運營成本。在本年度，銷售成本減少8.0%至53.650億港元（2018/19財政年度：58.347億港元）。銷售成本的減少與本年度確認之銷售收入的減少基本一致。

### Gross Profit

Gross profit increased by 1.9% to HK\$4,522.6 million (FY2018/19: HK\$4,439.6 million). During the Year, gross profit margin increased to 45.7% (FY2018/19: 43.2%), which was mainly due to the increasing average selling price of sale of properties.

### Other Income and Gains

Other income and gains decreased by 39.4% to HK\$487.2 million (FY2018/19: HK\$804.1 million), mainly attributable to a decrease in government grants (FY2019/20: HK\$267.5 million; FY2018/19: HK\$540.9 million) and a decrease in gains on repurchase of senior notes (FY2019/20: HK\$63.8 million; FY2018/19: HK\$94.6 million).

### Fair Value Gains on Investment Properties

The fair value gains on investment properties decreased by 39.9% to HK\$1,677.9 million (FY2018/19: HK\$2,793.4 million) because less properties were transferred to investment properties comparing to last fiscal year.

For each of the interim and annual financial reporting date, the Group appoints an independent professional qualified valuer to determine the fair value of our investment properties. The change in fair value of our investment properties may be affected by a variety of internal and external factors, such as rental area, rental rate, market prices of comparable properties.

Based on our business model, the Group may have new additions of investment properties every year that generate fair value gains. The fair value gains/(losses) may fluctuate with time due to the addition of the investment properties, the change in market conditions and different construction phrases of our projects. Therefore, the amount of fair value gains/(losses) will also fluctuate accordingly.

### Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by 27.2% to HK\$484.7 million (FY2018/19: HK\$666.1 million), which was mainly attributable to successfully implementing effective cost control measures over marketing activities for promoting the sale of properties during the Year.

### 毛利

於本年度，毛利增加1.9%至45.226億港元(2018/19財政年度：44.396億港元)，毛利率上升至45.7%(2018/19財政年度：43.2%)，主要是來源於物業銷售的平均售價上升。

### 其他收入及收益

其他收入及收益減少39.4%至4.872億港元(2018/19財政年度：8.041億港元)，主要是由於來自政府的補貼減少(2019/20財政年度：2.675億港元；2018/19財政年度：5.409億港元)及回購優先票據之收益減少(2019/20財政年度：6,380萬港元；2018/19財政年度：9,460萬港元)。

### 投資物業公平值收益

投資物業公平值收益減少39.9%至16.779億港元(2018/19財政年度：27.934億港元)是由於較去年財政年度撥為投資物業的量減少所致。

於各中期及年度財務報告日，本集團均委聘一家獨立專業合資格估價師，以評估本集團的投資物業的公平值。投資物業公平值的改變，將受到各種內部和外部因素的影響，例如出租面積、租金率、可比物業的市場價格等。

按照本集團的商業模式，每年可能會有新增的投資物業，並產生公平值收益。公平值收益/(虧損)可能會隨著投資物業量的變化、市場條件的動態和不同施工項目的階段之時間影響而波動。由於各項目處於不同施工的階段，新增之投資物業亦會變動，因此，公平值收益/(虧損)亦將相應波動。

### 銷售及分銷開支

本集團的銷售及分銷開支減少27.2%至4.847億港元(2018/19財政年度：6.661億港元)，主要由於本年度在物業銷售推廣方面成功推行多項成本管理措施。

### Administrative Expenses

Administrative expenses decreased by 11.3% to HK\$1,001.9 million (FY2018/19: HK\$1,129.9 million) which was primarily due to the measures taken by the Group to streamline human resources and the effective control of administrative costs. Besides, during the Year, the Company granted in aggregate 73,800,000 share options to two executive directors and certain employees of the Group. Together with the share options granted in prior years, share options expenses of HK\$1.9 million (FY2018/19: HK\$14.6 million) were recorded.

### Other Expenses

Other expenses decreased by 36.2% to HK\$212.8 million (FY2018/19: HK\$333.4 million), which was mainly because there was a decrease in impairment of goodwill recognized during the Year (FY2019/20: HK\$15.0 million; FY2018/19: HK\$134.2 million).

### Finance Costs

Finance costs remained stable at HK\$517.6 million (FY2018/19: HK\$530.9 million). Due to the change in capital market conditions, the Group's weighted average financing cost increased to 7.85% at the end of March 2020 (31 March 2019: 7.17%).

### Tax

Income tax expenses recorded a decrease in 13.6% to HK\$1,842.6 million (FY2018/19: HK\$2,133.7 million), which was due to the tax effect of the decrease in fair value gains of investment properties and the decrease in revenue and operating profits during the Year.

### Liquidity and Financial Resources

The Group finances its development and operations primarily through internally generated funds, bank and other borrowings, and the issuance of different types of notes on the onshore and offshore market, which includes but not limited to senior notes, short-term notes, medium-term notes, corporate bonds and domestic company bonds. The Group will continue to explore different financing means and to extend its financing channels.

### 行政開支

行政開支減少11.3%至10.019億港元(2018/19財政年度：11.299億港元)，主要是由於本集團精簡人力資源結構及有效控制行政成本等行動所致。另外，於本年度，本公司向兩名執行董事及若干集團員工授出合共73,800,000份購股權。連同往年授出的購股權，購股權開支為190萬港元(2018/19財政年度：1,460萬港元)。

### 其他開支

其他開支減少36.2%至2.128億港元(2018/19財政年度：3.334億港元)。主要是由於本年度商譽減值的減少(2019/20財政年度：1,500萬港元；2018/19財政年度：1.342億港元)。

### 融資成本

融資成本持平於5.176億港元(2018/19財政年度：5.309億港元)。於2020年3月底，由於資本市場情況的變化，本集團的加權平均融資成本上升至7.85%(2019年3月31日：7.17%)。

### 稅項

所得稅開支下降13.6%至18.426億港元(2018/19財政年度：21.337億港元)，主要是由於投資物業公平值收益下跌，以及本年度的收入和經營利潤減少，相關的稅務也因應下降。

### 流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他借貸、在境內和境外市場發行各種債券，包括但不限於優先票據、短期融資券、中期票據、企業債券和境內公司債券等融資撥付其業務發展及運營所需資金。本集團將一如既往不斷探討不同的融資方式，並拓展其融資渠道。

### Cash and Bank Balances

As at 31 March 2020, the Group had HK\$10,303.5 million cash and bank balances (31 March 2019: HK\$9,359.8 million). The Group's cash and bank balances were primarily denominated in Renminbi, HK dollars and US dollars.

### Borrowing and Charges on the Group's Assets

As at 31 March 2020, the total interest-bearing debts of the Group was HK\$33,753.7 million, which decreased by HK\$511.0 million from HK\$34,264.7 million as of 31 March 2019. The details of borrowings and charges on the Group's assets are set out below.

### Interest-bearing bank and other borrowings

The Group had aggregated interest-bearing bank and other borrowings of HK\$17,121.1 million as at 31 March 2020 (31 March 2019: HK\$17,738.7 million), of which HK\$8,200.4 million is repayable within one year or on demand, HK\$3,947.8 million will be repayable in the second year, HK\$2,820.3 million will be repayable in the third to fifth years and HK\$2,152.6 million will be repayable after five years. As at 31 March 2020, the Group's interest-bearing bank and other borrowings of approximately HK\$16,291.8 million were secured by certain buildings, investment properties, properties under development, properties held for finance lease, properties held for sales and bank deposits with a total carrying value of approximately HK\$32,501.5 million.

All interest-bearing bank and other borrowings of the Group were denominated in Renminbi and US dollars with interest rates range from 3.95% to 12.35% (31 March 2019: 4.08% to 12.35%) per annum. Furthermore, as at 31 March 2020, the Group had unused banking facilities of approximately HK\$17.2 billion. The Group will, depending on the needs of project development and working capital status, utilize these banking facilities as appropriate.

### 現金及銀行存款

於2020年3月31日，本集團持有現金及銀行存款為103.035億港元(2019年3月31日：93.598億港元)。本集團持有的現金及銀行存款主要以人民幣、港元及美元為單位。

### 借貸及本集團資產抵押

於2020年3月31日，本集團的計息債務為337.537億港元，較2019年3月31日的342.647億港元減少5.110億港元，本集團的借貸和抵押資產詳見如下。

### 計息銀行及其他借貸

本集團於2020年3月31日的計息銀行及其他借貸合計為171.211億港元(2019年3月31日：177.387億港元)，其中82.004億港元須於一年內或應要求償還、39.478億港元須於第二年償還、28.203億港元須於第三至第五年償還及21.526億港元須於五年後償還。於2020年3月31日，本集團的計息銀行及其他借貸中約162.918億港元是以若干樓宇、投資物業、發展中物業、持作融資租賃物業、持作銷售物業及銀行存款作抵押，其賬面總值約為325.015億港元。

本集團所有其他計息銀行及其他借貸均以人民幣及美元為單位，並按每年3.95%至12.35%的利率計息(2019年3月31日：4.08%至12.35%)。此外，於2020年3月31日，本集團持有備用銀行授信約172億港元。本集團將視乎項目發展需要及運營資金狀況適時調配此等銀行額度。

## Insurance of Notes Senior Notes

In September and October 2016, the Company issued senior notes due in September 2021 with a nominal value of US\$200 million (equivalents to approximately HK\$1,560 million) and US\$150 million (equivalents to approximately HK\$1,170 million) respectively, in a total of US\$350 million (equivalents to approximately HK\$2,730 million). These notes were consolidated and formed a single series of “2016 Notes” at a coupon rate of 6.75% per annum. The Company repurchased an aggregate principal amount of US\$4.5 million, US\$4.8 million and US\$8.0 million of the 2016 Notes at different time and had them cancelled. After such cancellation, the principal amount of the 2016 Notes outstanding was US\$332.7 million.

In March 2017, the Company issued senior notes due in March 2020 with a nominal value of US\$300 million (equivalents to approximately HK\$2,340 million) at a coupon rate of 5.75% per annum (“2017 March Notes”). The Company repurchased an aggregate principal amount of US\$1.5 million and US\$50.0 million of the 2017 March Notes at different time and had them cancelled. After such cancellation, the outstanding principal amount of the 2017 March Notes was repaid in full in March 2020 upon its maturity by the Company.

In November 2017, the Company issued senior notes due in November 2022 with a nominal value of US\$300 million (equivalent to approximately HK\$2,340 million) at a coupon rate of 7.25% per annum (“2017 November Notes”). The Company repurchased an aggregate principal amount of US\$13.5 million of the 2017 November Notes and had it cancelled. After such cancellation, the principal amount of the 2017 November Notes outstanding was US\$286.5 million.

In January 2018, the Company issued senior notes due in January 2021 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 7.25% per annum (“2018 January Notes”). The Company repurchased an aggregate principal amount of US\$12.0 million, US\$9.0 million, US\$9.6 million and US\$12.3 million of the 2018 January Notes at different time and had them cancelled or to be cancelled later. After such cancellation, the principal amount of the 2018 January Notes outstanding was US\$207.1 million.

## 票據之發行 優先票據

於2016年9月及10月，本公司分別發行於2021年9月到期面值2億美元(相當於約15.6億港元)及1.5億美元(相當於約11.7億港元)之優先票據，合共3.5億美元(相當於約27.3億港元)。兩者合併並組成爲單一系列「2016年票據」，票據的票面年利率爲6.75%。本公司於不同時間回購本金額爲450萬美元、480萬美元及800萬美元之2016年票據，該等回購票據已被或將於稍後被註銷。註銷後，2016年票據尚未償還之本金金額爲3.327億美元。

於2017年3月，本公司發行於2020年3月到期面值3億美元(相當於約23.4億港元)之優先票據，票據的票面年利率爲5.75%（「2017年3月票據」）。本公司於不同時間回購本金額爲150萬美元及5,000萬美元之2017年3月票據，該等回購票據已被註銷。註銷後，2017年3月票據已於2020年3月到期日全數償還。

於2017年11月，本公司發行於2022年11月到期面值3億美元(相當於約23.4億港元)之優先票據，票據的票面年利率爲7.25%（「2017年11月票據」）。本公司已回購本金額1,350萬美元之2017年11月票據，該等回購票據已被註銷。註銷後，2017年11月票據尚未償還之本金金額爲2.865億美元。

於2018年1月，本公司發行於2021年1月到期面值2.5億美元(相當於約19.5億港元)之優先票據，票據的票面年利率爲7.25%（「2018年1月票據」）。本公司於不同時間回購本金額1,200萬美元、900萬美元、960萬美元及1,230萬美元之2018年1月票據，該等回購票據已被或將於稍後被註銷。註銷後，2018年1月票據尚未償還之本金金額爲2.071億美元。



In May and June 2018, the Company issued senior notes due in August 2020 with a nominal value of US\$150 million (equivalent to approximately HK\$1,170 million) and US\$100 million (equivalent to approximately HK\$780 million) respectively, in a total of US\$250 million (equivalent to approximately HK\$1,950 million). These notes were consolidated and formed a single series of "2018 May Notes" at a coupon rate of 10.875% per annum. The Company repurchased an aggregate principal amount of US\$7.0 million, US\$2.0 million and US\$39.9 million of the 2018 May Notes at different time and had them cancelled. After such cancellation, the principal amount of the 2018 May Notes outstanding was US\$201.1 million.

In March and June 2019, the Company issued senior notes due in March 2021 with a nominal value of US\$200 million (equivalent to approximately HK\$1,560 million) and US\$60 million (equivalent to approximately HK\$468 million) respectively, in a total of US\$260 million (equivalent to approximately HK\$2,028 million). These notes were consolidated and formed a single series of "2019 March Notes" at a coupon rate of 11.875% per annum. The Company repurchased an aggregate principal amount of US\$8.0 million, and US\$8.5 million of the 2019 March Notes at different time and had them cancelled. After such cancellation, the principal amount of the 2019 March Notes outstanding was US\$243.5 million.

In December 2019 and January 2020, the Company issued senior notes due in February 2022 with a nominal value of US\$150 million (equivalent to approximately HK\$1,170 million) and US\$200 million (equivalent to approximately HK\$1,560 million) respectively, in a total of US\$350 million (equivalent to approximately HK\$2,730 million). These notes were consolidated and formed a single series of "2019 December Notes" at a coupon rate of 11.5% per annum.

In February 2020 and June 2020, the Company issued senior notes due in June 2022 with a nominal value of US\$225 million (equivalent to approximately HK\$1,755 million) and US\$125 million (equivalent to approximately HK\$975 million) respectively, a total of US\$350 million (equivalent to approximately HK\$2,730 million). These notes were consolidated and formed a single series of "2020 February Notes" at a coupon rate of 10.875% per annum.

As at 31 March 2020, the carrying value of senior notes were HK\$14,319.5 million (31 March 2019: HK\$12,332.4 million). The senior notes are jointly guaranteed by certain subsidiaries and part of the senior notes are secured by pledges of share of certain subsidiaries.

於2018年5月及6月，本公司發行於2020年8月到期面值1.5億美元(相當於約11.7億港元)及1億美元(相當於約7.8億港元)之優先票據，合共2.5億美元(相當於約19.5億港元)。兩者合併並組成為單一系列「2018年5月票據」，票據的票面年利率為10.875%。本公司於不同時間回購本金額700萬美元、200萬美元及3,990萬美元之2018年5月票據，該等回購票據已被註銷。註銷後，2018年5月票據尚未償還之本金金額為2.011億美元。

於2019年3月及6月，本公司發行於2021年3月到期面值2億美元(相當於約15.6億港元)及6,000萬美元(相當於約4.68億港元)之優先票據，合共2.6億美元(相當於約20.28億港元)。兩者合併並組成為單一系列「2019年3月票據」，票據的票面年利率為11.875%。本公司於不同時間回購本金額800萬美元及850萬美元之2019年3月票據，該等回購票據已被註銷。註銷後，2019年3月票據尚未償還之本金金額為2.435億美元。

於2019年12月及2020年1月，本公司分別發行於2022年2月到期面值1.5億美元(相當於約11.7億港元)及2億美元(相當於約15.6億港元)之優先票據，合共3.5億美元(相當於約27.3億港元)。兩者合併並組成為單一系列「2019年12月票據」，票據的票面年利率為11.5%。

於2020年2月及2020年6月，本公司分別發行於2022年6月到期面值2.25億美元(相當於約17.55億港元)及1.25億美元(相當於9.75億港元)之優先票據，合共3.5億美元(相當於約27.3億港元)。兩者合併並組成為單一系列(「2020年2月票據」)，票面年利率為10.875%。

於2020年3月31日，優先票據的賬面值為143.195億港元(2019年3月31日：123.324億港元)。優先票據由若干附屬公司共同擔保，部份優先票據由若干附屬公司之股份作抵押擔保。

### Medium-Term Notes

In May 2014, China South International Industrial Materials City (Shenzhen) Company Limited ("China South International") issued the first tranche of the medium term notes of 2014 with a total principal amount of RMB1.0 billion with a maturity period of 5 years and at an interest rate of 7.5% per annum. In September 2014, China South International issued the second tranche of the medium-term notes of 2014 with a total principal amount of RMB1.0 billion with a maturity period of 5 years and at an interest rate of 8.4% per annum. The first tranche and second tranche of the medium-term notes of 2014 was repaid in May and September 2019, respectively.

In April 2019, China South International issued the first tranche of the medium-term notes of 2019 with a total principal amount of RMB600 million with a maximum maturity period of 3 years and at an interest rate of 8.5% per annum.

### Corporate Bonds

In April 2015, China South International issued the corporate bonds with a total principal amount of RMB1.5 billion with a term of up to 6 years in maximum and at an interest rate of 7.0% per annum. In April 2018, China South International repaid approximately RMB1.499 billion of corporate bonds. The remaining portion of RMB482,000, of which the interest rate was 8.05% per annum, was early repaid in full in April 2019.

### Domestic Company Bonds

In January 2016, China South International issued the first tranche of the domestic company bonds of 2016 with a total principal amount of RMB3.0 billion with a term of 3 years and at an interest rate of 5.98% per annum. In May 2016, China South International issued the second tranche of the domestic company bonds of 2016 with a total principal amount of RMB1.4 billion with a term of 3 years and at an interest rate of 6.85% per annum. The first tranche and second tranche of the domestic company bonds of 2016 was repaid in January and May 2019, respectively.

In August 2019, China South International issued the first and second tranche of the domestic company bonds of 2019 with an aggregate principal amount of RMB1.4 billion with a maximum maturity period of 3 years and at an interest rate of 8% per annum.

As at 31 March 2020, the carrying values of China South International's medium term notes were HK\$707.7 million (31 March 2019: HK\$2,459.9 million), corporate bonds were nil (31 March 2019: HK\$562,000) and domestic company bonds were HK\$1,605.4 million (31 March 2019: HK\$1,733.2 million).

### 中期票據

於2014年5月，華南國際工業原料城(深圳)有限公司(「華南國際」)發行2014年第一期中期票據，本金總額為人民幣10億元，期限為5年，年利率為7.5%。於2014年9月，華南國際發行2014年第二期中期票據，本金總額為人民幣10億元，期限為5年，年利率為8.4%。於2019年5月及9月，華南國際已分別全數償還2014年第一期及第二期中期票據。

於2019年4月，華南國際發行2019年第一期中期票據，本金總額為人民幣6億元，期限最長為3年，年利率為8.5%。

### 企業債券

於2015年4月，華南國際發行該企業債券，本金總額為人民幣15億元，期限最長為6年，年利率為7.0%。於2018年4月，華南國際償還本金額約為人民幣14.99億元之企業債券。剩餘本金額為人民幣48.2萬元之企業債券，年利率為8.05%，亦已於2019年4月提早償還。

### 境內公司債券

於2016年1月，華南國際發行2016年第一期境內公司債券，本金總額為人民幣30億元，期限為3年，年利率為5.98%。於2016年5月，華南國際發行2016年第二期境內公司債券，本金總額為人民幣14億元，期限為3年，年利率為6.85%。於2019年1月及5月，華南國際已分別全數償還2016年第一期及第二期境內公司債券。

2019年8月，華南國際發行2019年第一期及第二期公司債券，本金合共總額為人民幣14億元，期限最長為3年，年利率為8%。

於2020年3月31日，華南國際中期票據的賬面值為7.077億港元(2019年3月31日：24.599億港元)、企業債券的賬面值為零(2019年3月31日：56.2萬港元)及境內公司債券的賬面值為16.054億港元(2019年3月31日：17.332億港元)。

## Gearing Ratio

The Group's gearing ratio (net debt divided by total equity) was 67.2% as at 31 March 2020, and 68.9% as at 31 March 2019.

The Group's business and assets are mainly denominated in Renminbi, while the consolidated financial statements of the Group were presented in Hong Kong dollar and the changes in the exchange rate of Hong Kong dollar against the Renminbi would affect foreign exchange differences upon currency revaluation. The depreciation of Renminbi against Hong Kong dollar during the Reporting Period has resulted in the decrease in the Group's net assets presented in Hong Kong dollar. Taking out the effect of foreign currency, the adjusted gearing ratio would become 61.2%, which represented a significant decrease when compared with that at same period of last year.

## Net Current Assets and Current Ratio

As at 31 March 2020, the Group had net current assets of HK\$4,054.9 million (31 March 2019: HK\$4,365.8 million) at a current ratio of 1.08 (31 March 2019: 1.09).

## Contingent Liabilities

The Group has provided guarantees mainly with respect to banking facilities granted by certain banks in connection with mortgage loans entered into by purchasers of the Group's trade centers and residential properties and bank loans entered into by lessees of the Group's residential and commercial properties. The guarantees granted to purchasers of trade centers and residential properties will be released when the purchasers obtain building ownership certificates, which will then be pledged to the banks. For leased residential and commercial properties, the guarantees will be released accordingly when the lessees repaid the loan. Further details to the above and other matters are set out in note 41 to the financial statements.

## Commitments

As at 31 March 2020, the Group had future capital expenditure contracted but not yet provided for in the amount of HK\$13,221.6 million (31 March 2019: HK\$15,530.9 million).

## 資本負債比率

本集團於2020年3月31日和2019年3月31日的資本負債比率(債務淨額除權益總額)分別為67.2%及68.9%。

本集團的業務及資產主要以人民幣計價，而本集團的綜合財務報表以港元呈報，港元兌人民幣的變化將影響因貨幣重估產生的賬面匯兌差異。於報告期內，因人民幣兌港元貶值，導致本集團以港元呈報的資產淨值下降。如果撇除此外匯影響，調整後的資本負債比率為61.2%，均較上年同期有較大幅的下降。

## 流動資產淨值及流動比率

於2020年3月31日，本集團流動資產淨值為40.549億港元(2019年3月31日：43.658億港元)，流動比率為1.08(2019年3月31日：1.09)。

## 或然負債

本集團主要為其交易中心及住宅物業買家與銀行訂立的按揭貸款以及其住宅及商業物業承租人與銀行訂立的銀行貸款提供擔保。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款時相應解除。以上及其他事宜的進一步詳情載於財務報表附註41內。

## 承擔

於2020年3月31日，本集團的已訂約但未計提撥備的未來資本開支金額為132.216億港元(2019年3月31日：155.309億港元)。

## Acquisition and Disposal of Subsidiary and Associated Companies

The Group had no material acquisitions and disposals of subsidiaries and associated companies during the Year.

## Foreign Exchange Risk

The Group conducts its business primarily in Renminbi. The income and bank deposits of the Group were substantially denominated in Renminbi to meet the Group's development and operation needs in the PRC. Other than the foreign currency denominated bank deposits, bank borrowings and senior notes, the Group does not have any other material exposure to foreign exchange risk. During the Year, the Group entered into certain forward currency contract with bank to hedge the amount of US\$300 million of the foreign exchange exposure.

The Group continues to adopt a proactive approach to closely monitor the foreign currency market, explore the domestic capital market for financing opportunities and consider other hedging arrangement if such need arise.

## Economic, Commercial and Other Risks

The Group may be exposed to the risk of negative developments in national and regional economies, property and financial markets. It may result in reductions in sales and selling prices of the properties, rental rates and occupancy rates of properties, and demand for ancillary services and facilities it provides. It may also result in recession, inflation, deflation and currency fluctuations as well as restrictions in the availability of credit, increases in financing and other operating costs. The development of the Group's projects may subject to market risks as it usually takes time to complete. Though the Group appoints quality partners for the development of its projects, it may still be subject to associated risk of the quality and safety of the products and services provided by the Group. The Group may also be subject to a number of regulatory environments in the territories in which it operates. Changes in the regulatory approach to such matters as ownership of assets and businesses, regulations related to development and operations, exchange controls, tax rules and employment legislation may impact the business of the Group. Changes in the political environment in such territories may also affect the Group. The management of the Group will keep abreast of the environment and policy changes and make the necessary adjustments in response to such changes, if any. Further steps taken by the Group to manage the financial risk are set out in note 46 to the financial statements.

## 收購及出售附屬公司及聯營公司

本集團於本年度並無任何收購及出售附屬公司及聯營公司的重大項目。

## 外匯風險

本集團之業務主要以人民幣進行。本集團之收入及銀行存款大部分為人民幣，以滿足其在國內的發展和運營所需。除以外幣計值的銀行存款、銀行借貸、優先票據外，本集團並沒有其他重大的外匯風險。於本年度，本集團與銀行訂立若干份遠期外匯合約，以對沖3億美元金額外匯敞口。

本集團繼續採納積極態度密切監察外幣市場，同時開拓國內資本市場以爭取融資機會，並在需要時適時作出匯率對沖之其他安排。

## 經濟、商業及其他風險

本集團或會受到來自國家與區域經濟、房地產及金融市場負面發展風險的影響。該等風險或會導致物業銷售及其價格、物業租金及佔有率下降，以及對其提供的配套服務與設施需求的下降。其亦或會導致經濟衰退、通貨膨脹、通貨緊縮及匯價波動，以及信貸受限、融資及其他運營成本上升。由於本集團的項目開發需時，其或受到市場風險影響。儘管本集團委聘優質合作夥伴進行項目開發，但仍可能受其提供產品與服務之品質及安全性所帶來風險的影響。本集團於其運營的地區亦可能受一系列監管環境影響，包括資產及業務的擁有權、涉及開發及運營的法規、外匯管制、稅收規則及勞動法規等監管方式的變化或會影響本集團的業務。當地政策環境的變化亦可能會影響本集團的業務。本集團管理層將因應該等變化作出適時調整，以與市場環境及政策變化保持一致。本集團進一步管理財務風險的辦法載於財務報表附註46內。

## Land for Projects and Restriction on Sales

The Group signs project agreements with local governments prior to the development of all projects in order to outline the long-term blueprints of relevant projects. These agreements generally set out the size and use of lands and the related development plans. However, the actual acquisition of lands, land area and terms and conditions of such acquisition are subject to the relevant regulations and local governments' requirements, the Group's development plans and the results of the relevant public tender, auction and listing. Since the development of each of these projects may last for more than ten years, the Group and the local government may discuss to adjust the details of these agreements to align with the actual needs of developments and market conditions.

The pace of the land acquisition and project development depends on the progress of the Group's planning, as well as the procedural formalities as determined by the local government departments. As the procedures and requirements set by different local governments vary, the Group may adjust the development of each project according to relevant conditions. In view of its substantial land bank and flexibility in project planning, the Group believes such circumstances will not have material impact on its development as a whole.

Pursuant to certain project and land related contracts and documents, some of the land acquired by the Group may have sales restrictions on properties built on it. These include the saleable area of trade centers of CSC Shenzhen is limited to 30% of the total buildable GFA of properties built on the relevant parcels of land. The saleable area of trade centers and warehousing facilities built on certain parcels of land acquired by CSC Nanchang and CSC Nanning in 2010 are limited to 60% of the relevant total buildable GFA. The saleable area of trade centers or commercial properties built by CSC Hefei and CSC Chongqing are limited to 50% of their relevant total buildable GFA. The saleable area of trade centers or commercial properties of phase I and future phases of CSC Zhengzhou are limited to 60% and 50% respectively of its relevant total buildable GFA. According to the Group's business model, the Group intends to hold not less than 50% of trade centers and commercial facilities for leasing and self-use, the related sales restrictions will not have significant impact to the Group.

## 項目土地及銷售限制

本集團在發展各項目前均與當地政府簽訂項目協議，以勾劃相關項目長遠的概要藍圖，該等協議一般會就項目土地規模、性質及發展作概要約定，但實質土地的取得、土地面積及取得之條款將按相關規定、當地政府要求、本集團的發展規劃及招拍掛的結果為準。由於各項目的發展期間可能超過十年，本集團及當地政府可能會因應項目發展的需要而協商調整協議內容。

本集團項目土地的取得及建設的進度，除視乎內部之規劃外，亦視乎項目當地政府部門各程序之手續。各地政府的程序和要求各異，因此，本集團對各項目的發展將視乎有關情況而作相應的調整和配合，但由於本集團的項目用地充裕，規劃上具較強的彈性，本集團認為有關情況對本集團的整體發展影響不大。

根據若干項目及土地相關合同和文件，部分項目土地所建之物業存在銷售限制，包括深圳華南城相關地塊上的交易中心的可銷售面積限於總可建建築面積的30%；南昌華南城和南寧華南城於2010年取得的若干土地，其上建設的交易中心及倉儲設施的可銷售面積限於該等物業總可建建築面積的60%；合肥華南城及重慶華南城建設的交易中心或商業物業的可銷售面積限於該等物業總可建建築面積的50%；鄭州華南城建設的一期及以後各期的交易中心或商業物業的可銷售面積分別限於該等物業總可建建築面積的60%及50%。按本集團商業模式，本集團規劃持有不少於50%交易中心及商業配套設施作租賃和自用，有關銷售限制對本集團的影響不大。

### Human Resources

As at 31 March 2020, the Group had a workforce of approximately 4,730 people, decreased by approximately 9.0% from 5,200 people as at 31 March 2019. The Group aims to recruit, retain and develop competent individuals who are committed to the Group's long-term success and growth. Remunerations and other benefits of employees are reviewed annually in response to both market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees who display outstanding performance and contributions to the Group. During the Year, the Company granted in aggregate of 73,800,000 share options to two Executive Directors and certain employees of the Group.

### 人力資源

於2020年3月31日，本集團有僱員約4,730人，較2019年3月31日的5,200人下降約9.0%。本集團致力招聘、挽留及培訓該等致力於本集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考市況及市場趨勢，以及按彼等的資歷、經驗、職責及表現每年進行檢討。除基本薪金及其他員工福利外，表現優秀且為本集團作出貢獻的僱員亦可獲獎勵酌情花紅及購股權。於本年度，本公司向兩名執行董事及若干集團員工授出合共73,800,000份購股權。

# Project Portfolio

## 項目組合

### Properties held for sale/finance lease 持作銷售/融資租賃物業

Project	Location	Group's Interest	Approx. land area (sq. m.) 概約土地面積 (平方米)	Description	Approx. GFA (sq. m.) 概約建築面積 (平方米)	Completion Year 竣工年份
項目	地點	本集團權益		內容		
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	1,023,500	Phase I trade centers 一期交易中心	1,000	2004
				Phase II residential facilities 二期住宅配套設施	800	2008
				Phase II commercial and other ancillary facilities 二期商業及其他配套設施		
				Phase II trade centers 二期交易中心		
				Phase III commercial and other ancillary facilities 三期商業及其他配套設施		
				Phase III trade centers 三期交易中心	42,500	2016
China South City Nanchang 南昌華南城	No. 1, Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區華南大道一號	100%	1,807,800	Logistics zone commercial and other ancillary facilities 物流園區商業及其他配套設施	26,700	2015, 2016
				— Office tower — 辦公樓		
China South City Nanchang 南昌華南城	No. 1, Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區華南大道一號	100%	1,807,800	Phase I trade centers 一期交易中心	186,000	2012, 2014, 2015, 2016
				Phase I residential facilities 一期住宅配套設施	2,600	2012, 2015, 2017, 2018

Properties held for sale/finance lease  
持作銷售/融資租賃物業

Project	Location	Group's Interest	Approx. land area (sq. m.) 概約土地面積 (平方米)	Description	Approx. GFA (sq. m.) 概約建築面積 (平方米)	Completion Year
項目	地點	本集團權益		內容		竣工年份
China South City Nanning 南寧華南城	No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市江南區沙井大道56號	100%	890,000	Phase I trade centers 一期交易中心	178,800	2012
				Phase I offices 一期寫字樓	1,100	2018
				Phase I residential facilities 一期住宅配套設施	27,400	2013, 2017, 2018
China South City Xi'an 西安華南城	No. 8, Port Avenue, Xi'an International Trade and Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區港務大道8號	100%	1,926,000	Phase I trade centers 一期交易中心	149,700	2013, 2015, 2017, 2018, 2019
				Phase I multi purpose properties 一期多功能物業	1,000	2020
China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	2,292,600	Phase I trade centers 一期交易中心	623,400	2014, 2017, 2019
				Phase I multi purpose properties 一期多功能物業	3,500	2020
China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市龍湖鎮	100%	3,684,200	Phase I trade centers 一期交易中心	497,700	2014, 2016, 2018
				Phase I residential facilities 一期住宅配套設施	69,900	2019, 2020
China South City Hefei 合肥華南城	Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西桃花工業園繁華大道	100%	2,450,100	Phase I trade centers 一期交易中心	16,300	2014, 2015, 2018
				Phase I residential facilities 一期住宅配套設施	107,800	2016, 2018, 2019
China South City Chongqing 重慶華南城	No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道一號	100%	2,751,400	Phase I trade centers 一期交易中心	403,700	2015, 2016
				Phase I residential facilities 一期住宅配套設施	57,300	2018, 2019



## Investment Properties 投資物業

Project	Location	Group's Interest	Description	Approx. GFA <sup>(1)</sup> (sq. m.) 概約建築面積 <sup>(1)</sup> (平方米)	Lease Term
項目	地點	本集團權益	內容		契約年期
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	100%	Phase I trade centers 一期交易中心	167,100	Medium Term Lease 中期契約
			Phase I commercial and other ancillary facilities 一期商業及其他配套設施		
			— Business centers — 商務中心	22,400	Medium Term Lease 中期契約
			— Hotel properties — 酒店物業	32,100	Medium Term Lease 中期契約
			Phase II trade centers 二期交易中心	352,800	Medium Term Lease 中期契約
			Phase II commercial and other ancillary facilities 二期商業及其他配套設施		
			— Office tower — 辦公樓	15,100	Medium Term Lease 中期契約
			— Shopping plaza — 商場	15,200	Medium Term Lease 中期契約
			Phase III trade centers 三期交易中心	267,400	Medium Term Lease 中期契約
			Phase III commercial and other ancillary facilities 三期商業及其他配套設施		
— Office tower — 辦公樓	4,400	Medium Term Lease 中期契約			
— Warehouse — 倉儲	135,100	Medium Term Lease 中期契約			

Investment Properties  
投資物業

Project 項目	Location 地點	Group's Interest 本集團權益	Description 內容	Approx. GFA <sup>(1)</sup> (sq. m.) 概約建築面積 <sup>(1)</sup> (平方米)	Lease Term 契約年期
China South City Nanchang 南昌華南城	No. 1 Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	Phase I trade centers 一期交易中心	232,300	Medium Term Lease 中期契約
China South City Nanning 南寧華南城	No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	Phase I trade centers and offices 一期交易中心和寫字樓	616,300	Medium Term Lease 中期契約
China South City Xi'an 西安華南城	No. 8, Port Avenue, Xi'an International Trade and Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市 西安國際港務區 港務大道8號	100%	Phase I trade centers 一期交易中心	500,100	Medium Term Lease 中期契約
China South City Harbin 哈爾濱華南城	Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區 團結鎮	100%	Phase I trade centers and multi purpose properties 一期交易中心和多用途物業	448,500	Medium Term Lease 中期契約
China South City Zhengzhou 鄭州華南城	Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	Phase I trade centers 一期交易中心	747,400	Medium Term Lease 中期契約
China South City Hefei 合肥華南城	Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Auhui Province, China 中國安徽省合肥市肥西桃花工業園 繁華大道	100%	Phase I trade centers and warehouse 一期交易中心和倉儲	1,115,200	Medium Term Lease 中期契約
China South City Chongqing 重慶華南城	No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區 南彭東城大道一號	100%	Phase I trade centers 一期交易中心	507,200	Medium Term Lease 中期契約

Note:

(1) The approximate GFA does not include the area of underground facilities.

附註：

(1) 概約建築面積不包括地底設施面積。

Properties under Development – with Land Use Rights Certificates  
發展中物業 – 具備土地使用權證書

Project/Location 項目/地點	Group's Interest 本集團權益	Approx. land area <sup>(1)</sup> (sq. m.) 概約土地面積 <sup>(1)</sup> (平方米)	Total Planned GFA <sup>(2)</sup> (sq. m.) 規劃總建築面積 <sup>(2)</sup> (平方米)	Description 內容	Properties under Development (sq. m.) 發展中物業 (平方米)	Stage of completion 完成階段	Estimated completion calendar year 預計竣工曆年
<b>1. China South City Shenzhen</b> <b>深圳華南城</b> No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	100%	1,023,500	2,644,000	a. Trade centers, warehouse and other ancillary facilities 交易中心·倉儲及其他配套設施	185,000	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
<b>2. China South City Nanchang</b> <b>南昌華南城</b> No. 1, Huanan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	1,807,800	4,794,400	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心·住宅·商業·倉儲及其他配套設施	652,300	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
<b>3. China South City Nanning</b> <b>南寧華南城</b> No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	890,000	2,480,000	a. Trade centers, warehouse and other ancillary facilities 交易中心·倉儲及其他配套設施	154,800	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
<b>4. China South City Xi'an</b> <b>西安華南城</b> No.8, Port Avenue, Xi'an International Trade and Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區 港務大道8號	100%	1,926,000	4,676,600	a. Trade centers, commercial, warehouse and other ancillary facilities 交易中心·商業·倉儲及其他配套設施	1,069,300	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
<b>5. China South City Harbin</b> <b>哈爾濱華南城</b> Tuanjie Town, Daowai District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	2,292,600	5,717,200	a. Trade centers, residential, commercial, hotels, warehouse and other ancillary facilities 交易中心·住宅·商業·酒店·倉儲及其他配套設施	1,007,700	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–

Properties under Development – with Land Use Rights Certificates  
發展中物業 – 具備土地使用權證書

Project/Location 項目/地點	Group's Interest 本集團權益	Approx. land area <sup>(1)</sup> (sq. m.) 概約土地面積 <sup>(1)</sup> (平方米)	Total Planned GFA <sup>(2)</sup> (sq. m.) 規劃總建築面積 <sup>(2)</sup> (平方米)	Description 內容	Properties under Development 發展中物業 (平方米)	Stage of completion 完成階段	Estimated completion calendar year 預計竣工曆年
6. <b>China South City Zhengzhou</b> <b>鄭州華南城</b> Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	3,684,200	10,192,200	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	2,096,800	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
7. <b>China South City Hefei</b> <b>合肥華南城</b> Fanhua Avenue, Taohua Industrial Park, Feixi County of Hefei City, Anhui Province, China 中國安徽省合肥市肥西 桃花工業園繁華大道	100%	2,450,100	5,993,000	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	1,136,900	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–
8. <b>China South City Chongqing</b> <b>重慶華南城</b> No. 1 Dongcheng Avenue, Nanpeng, Banan District, Chongqing Municipality, China 中國重慶市巴南區南彭東城大道一號	100%	2,751,400	6,501,800	a. Trade centers, residential, commercial, warehouse and other ancillary facilities 交易中心、住宅、商業、倉儲及其他配套設施	583,800	Foundation work and superstructure in progress 地基工程及上蓋工程進行中	2020-2021
				b. Remaining portions 餘下部分	–	Planning 規劃中	–

Notes:

- (1) Represents the land area acquired by the Group as at 31 March 2020.
- (2) Represents the planned GFA for the land acquired including completed properties and properties under development. The actual GFA to be built may vary subsequently according to needs of the Group.

附註：

- (1) 代表本集團於2020年3月31日已購得之土地。
- (2) 代表已購得之土地的規劃建築面積包括已竣工物業及發展中物業，後續實際建設的面積可能會因應本集團的需要而有所變更。

# Five Years' Financial Summary

## 五年財務概要

		Summary of Consolidated Statement of Profit or Loss 綜合損益表概要 For the year ended 31 March 截至3月31日止年度				
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	9,887,654	10,274,255	9,405,370	7,838,510	6,136,262
Gross Profit	毛利	4,522,647	4,439,594	4,069,179	3,510,145	2,959,053
Profit before tax	稅前利潤	4,470,759	5,376,775	6,783,465	6,592,254	4,904,233
Income tax expenses	所得稅開支	(1,842,611)	(2,133,661)	(2,281,133)	(2,269,292)	(1,370,457)
Profit for the year	本年度利潤	2,628,148	3,243,114	4,502,332	4,322,962	3,533,776
Attributable to: Owners of the parent Non-controlling interests	下列各方應佔： 母公司擁有人 非控股權益	2,633,141 (4,993)	3,250,962 (7,848)	4,511,679 (9,347)	4,322,626 336	3,537,012 (3,236)
Core net profit attributable to owners of the parent*	母公司擁有人應佔核心 淨利潤*	1,553,250	1,749,575	1,608,548	1,351,212	1,205,782
<b>Earnings per share attributable to ordinary equity holders of the parent</b>	<b>歸屬於母公司普通股 權益持有人之 每股盈利</b>					
Basic	基本	HK32.47 cents 港仙	HK40.33 cents 港仙	HK56.35 cents 港仙	HK53.99 cents 港仙	HK44.22 cents 港仙
Diluted	攤薄	HK32.47 cents 港仙	HK40.33 cents 港仙	HK56.19 cents 港仙	HK53.96 cents 港仙	HK44.05 cents 港仙
		Summary of Consolidated Statement of Financial Position 綜合財務狀況表概要 As at 31 March 於3月31日				
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	59,080,150	59,867,531	59,267,098	51,889,666	44,393,168
Current assets	流動資產	54,353,902	53,239,431	52,278,868	37,086,167	38,992,163
Total assets	資產總值	113,434,052	113,106,962	111,545,966	88,975,833	83,385,331
Current liabilities	流動負債	50,299,050	48,873,586	43,910,048	29,601,179	28,021,173
Non-current liabilities	非流動負債	28,252,482	28,083,549	31,235,164	30,895,263	28,995,693
Total liabilities	負債總額	78,551,532	76,957,135	75,145,212	60,496,442	57,016,866
Equity attributable to owners of parent	母公司擁有人應佔 權益	34,832,726	35,990,593	36,218,344	28,298,254	26,178,517
Non-controlling interests	非控股權益	49,794	159,234	182,410	181,137	189,948
Total equity	權益總額	34,882,520	36,149,827	36,400,754	28,479,391	26,368,465

\* Mainly represents the net profit attributable to owners of the parent excluding fair value gains on investment properties and certain tax effects, impairment of goodwill, impairment loss of available-for-sale investments and loss on redemption of senior notes, etc.

\* 主要代表未計投資物業公平值收益及若干稅務影響、商譽減值、可供出售金融投資減值和贖回優先票據之虧損等的母公司擁有人應佔淨利潤。

# Biographical Details of Directors and Key Management

## 董事及主要管理層履歷

### Executive Directors

**Mr. CHENG Chung Hing**, aged 59, is our Chairman and an Executive Director. He is a co-founder of our Group and has been a Director since 2 August 2002. He acted as Co-Chairman of the Group from 30 September 2009 until he was re-designated as Chairman of the Group on 25 July 2017. He is primarily responsible for formulating the overall strategies and assessing the performance of the Group as well as providing leadership for the Board. He has more than 37 years of management experience in the manufacturing, wholesale and distribution businesses. Mr. Cheng has been awarded the “Young Industrialist Awards of Hong Kong 1997” from the Federation of Hong Kong Industries, the Distinguished International Entrepreneur of the Year Award 1997 from San Francisco State University and the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Cheng is the vice chairman of the China Chamber of International Commerce, a member of the 10th and a standing member of the 11th Guangxi Zhuang Autonomous Region Committee of the Chinese People’s Political Consultative Conference and a member of the 3rd, the 4th and the 5th Shenzhen Committee of the Chinese People’s Political Consultative Conference. Mr. Cheng is also presently the foundation honorary chairman of Gem and Jewelry Committee of China General Chamber of Commerce, a standing member of the China Enterprise Confederation and the China Enterprise Directors Association, vice president of the China Federation of Logistics and Purchasing, vice president of the Guangxi Zhuang Autonomous Region Federation of Industry and Commerce, vice president of the Guangxi Overseas Friendship Association, vice president of the China Chamber of International Commerce Shenzhen, honorary chairman of the Shenzhen Logistics and Supply Chain Management Association, vice chairman of the Federation of Shenzhen Industries, honorary life president of the Hong Kong Gemstone Manufacturers’ Association Limited, honorary chairman of Zhejiang Pearl Trade Association and member of the Shenzhen Overseas Friendship Association. Mr. Cheng is the father of Ms. Cheng Ka Man Carman, an Executive Director, and a younger brother of Mr. Cheng Tai Po, a Non-Executive Director.

### 執行董事

**鄭松興先生**，59歲，主席兼執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事。彼由2009年9月30日起擔任集團聯席主席至2017年7月25日調任為集團主席。鄭先生主要負責制定本集團的整體策略及評估本集團的業績，並領導董事會。彼在製造及批發分銷業務方面擁有逾37年管理經驗。鄭先生獲香港工業總會頒發1997年香港青年工業家獎、獲三藩市州立大學頒發Distinguished International Entrepreneur of the Year Award 1997，以及獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。鄭先生為中國國際商會副會長、中國人民政治協商會議廣西壯族自治區委員會第十屆委員及第十一屆常務委員以及中國人民政治協商會議廣東省深圳市委員會第三屆、第四屆及第五屆委員。彼現時亦為中國商業聯合會珠寶首飾委員會名譽創會會長、中國企業聯合會及中國企業家協會常務委員、中國物流與採購聯合會副會長、廣西壯族自治區工商聯副主席、廣西海外聯誼會副會長、深圳國際商會副會長、深圳市物流與供應鏈管理協會會長、深圳工業總會副會長、香港寶石廠商會永遠名譽會長、浙江省珍珠行業協會名譽會長及深圳海外聯誼會會員。鄭先生為執行董事鄭嘉汶女士之父親，非執行董事鄭大報先生之胞弟。

**Mr. ZHAO Lidong**, aged 49, is our Executive Director and Chief Executive Officer. Mr. Zhao joined the Group as the Chief Operating Officer of the Group in November 2018, and he has been appointed as an Executive Director of the Company and the Chief Executive Officer of the Group with effect from 1 February 2019. He is primarily responsible for the overall operation and management of the Group. Mr. Zhao graduated from Dalian University in 1992 with a Diploma in Thermal Power Engineering and graduated from Dalian University of Technology in 1999 with a Bachelor degree in Computer and Applications. Mr. Zhao obtained the qualification of Heating and Ventilation Engineer in November 2000. Before joining the Group, Mr. Zhao was the president of China Glorious City Holdings Group Co., Ltd. from April 2017 to November 2018, the president of 華董(中國)有限公司 (Hua Dong (China) Co. Ltd.\*) from September 2016 to April 2017. During the period of November 2011 to September 2016, Mr. Zhao worked with Wuzhou International Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited ("The Hong Kong Stock Exchange") (stock code: 1369) as executive director and executive president. During the period from 2003 to 2011, Mr. Zhao served as a deputy general manager of Wuhan Wanda Plaza Commercial Management Co., Ltd. and Tianjin Wanda Plaza Commercial Management Co., Ltd., and a general manager of property management department, construction department and preparatory department of 萬達集團商業管理有限公司 (Wanda Group Commercial Management Co., Ltd.\*) etc. respectively.

**Mr. WU Guangquan**, aged 58, has been an Executive Director since 1 April 2020. He is primarily responsible for the management of the Group's resources integration, business development strategy and daily operations of the Group. Mr. Wu graduated from Tongji University with a Master degree in Business Administration. He has extensive experience in finance, administration and management. He is the president of presidium of China Federation of Industrial Economics, and the president and executive chairman of Federation of Shenzhen Industries. Before joining the Group, Mr. Wu served as the chairman/chairman of the board of Aviation Industry Corporation of China ("AVIC") International Holding Corporation, AVIC International Shenzhen Company Limited, and the following listed companies: (1) companies listed on the Main Board of The Hong Kong Stock Exchange (also served as executive director of such companies): AVIC International Holdings Limited (stock code: 161) and AVIC International Holding (HK) Limited (stock code: 232), (2) companies listed on the Shenzhen Stock Exchange: Tianma Microelectronics Co., Ltd. (stock code: 000050), FIYTA Holdings Ltd. (stock code: 000026), Rainbow Department Store Co., Ltd. (stock code: 002419) and AVIC Real Estate Holding Company Limited (stock code: 000043).

\* For identification purpose only

**趙立東先生**，49歲，執行董事兼集團行政總裁。趙先生於2018年11月加入本集團擔任集團首席運營官，並於2019年2月1日起獲委任為本公司執行董事兼集團行政總裁，負責本集團之整體運營及管理。趙先生於1992年畢業於大連大學，取得化學工程系熱能工程專科文憑，並於1999年畢業於大連理工大學計算機及應用專業本科。趙先生於2000年取得暖通工程師資格。於加入本集團前，趙先生於2017年4月至2018年11月期間為華耀城控股集團有限公司之總裁、於2016年9月至2017年4月期間為華董(中國)有限公司之總裁，並於2011年11月至2016年9月期間曾任職五洲國際控股有限公司(一家於香港聯合交易所有限公司(「香港聯交所」)主板上市的公司，股份代號：1369)之執行董事及執行總裁。趙先生於2003年至2011年期間曾任職位武漢萬達廣場商業管理有限公司及天津萬達廣場商業管理有限公司副總經理、萬達集團商業管理有限公司物業管理部、工程部及前期籌備部總經理等。

**吳光權先生**，58歲，自2020年4月1日獲委任為執行董事，負責本集團之資源整合、業務發展策略及日常營運等管理工作。吳先生持有同濟大學工商管理碩士學位，並於財務、行政及管理方面擁有豐富經驗。彼為中國工業經濟聯合會主席團主席及深圳工業總會會長及主席團執行主席。於加入本集團前，吳先生曾任中國航空技術國際控股有限公司、中國航空技術深圳有限公司及以下上市公司之董事長／董事會主席：(1)於香港聯交所主板上市之公司(同時任該等公司的執行董事)：中航國際控股股份有限公司(股份代號：161)、中國航空工業國際控股(香港)有限公司(股份代號：232)；(2)於深圳證券交易所上市之公司：天馬微電子股份有限公司(股份代號：000050)、飛亞達(集團)股份有限公司(股份代號：000026)、天虹商場股份有限公司(股份代號：002419)及中航地產股份有限公司(股份代號：000043)。

**Ms. CHENG Ka Man Carman**, aged 31, has been an Executive Director since 4 May 2017. She is primarily responsible for the administration and operations of the Group. Ms. Cheng graduated from the University of London with a Bachelor of Science degree in Financial and Business Economics. She also obtained a Master of Science degree in Management from the Imperial College London and a Master of Philosophy degree in Real Estate Finance from the University of Cambridge. Prior to joining the Group, Ms. Cheng was an executive director of Man Sang International Limited, a company listed on the Main Board of The Hong Kong Stock Exchange (stock code: 938). She had also worked in a leading investment firm in Asia. Ms. Cheng is the daughter of Mr. Cheng Chung Hing, the Chairman and Executive Director and the niece of Mr. Cheng Tai Po, a Non-Executive Director.

### Non-Executive Directors

**Mr. CHENG Tai Po**, aged 68, is a Non-Executive Director. He has been a Director since 30 April 2010 and is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Cheng has over 37 years of experience in manufacturing, wholesale and distribution businesses. Mr. Cheng is the chairman of Hong Kong Overseas Puning Sheshan Clansmen Association and the permanent honorary president of Hong Kong Association of Jie Yang Federation of Returned Overseas Chinese Limited. He was a board member of the Zhanjiang Ocean University, China and a general committee member of the Hong Kong Jewelry Manufacturers' Association. Mr. Cheng is an elder brother of Mr. Cheng Chung Hing, the Chairman and Executive Director of the Company, and is an uncle of Ms. Cheng Ka Man Carman, an Executive Director.

**鄭嘉汶女士**，31歲，自2017年5月4日獲委任為執行董事，主要負責本集團的行政工作，並參與本集團的運營工作。鄭女士畢業於英國倫敦大學取得金融及商業經濟學學士學位，彼亦取得英國帝國理工學院之管理學碩士學位及英國劍橋大學之房產金融碩士學位。於加盟本集團前，鄭女士為民生國際有限公司(一家於香港聯交所主板上市的公司，股份代號：938)之執行董事。彼亦曾於一間亞洲領先的投資公司任職。鄭女士為主席兼執行董事鄭松興先生之女兒，及非執行董事鄭大報先生之侄女。

### 非執行董事

**鄭大報先生**，68歲，非執行董事。自2010年4月30日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。鄭先生於製造及批發分銷業務方面擁有逾37年的經驗。鄭先生為香港海外普寧社山同鄉聯會會長及香港揭陽僑聯聯誼會之永遠名譽主席，並曾為中國湛江海洋大學校董及香港珠寶製造業廠商會之理事。鄭先生為主席兼執行董事鄭松興先生之胞兄，及執行董事鄭嘉汶女士之伯父。



**Mr. LIN Ching Hua**, aged 47, has been a Non-Executive Director since 28 June 2014. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and the resolution of major issues. Mr. Lin joined Tencent Group which includes Tencent Holdings Limited (it is listed on the Main Board of The Hong Kong Stock Exchange with stock code: 700) and its subsidiaries in April 2013. He is currently corporate vice president of Tencent, and leads strategy development, advertising and marketing service and smart retail. Before joining Tencent, Mr. Lin was a partner at McKinsey & Company and office manager of Taipei for 12 years, serving mainly clients in the TMT sector. Prior to McKinsey, Mr. Lin worked at Anderson Business Consulting as a consultant. He received his MBA degree from Harvard Business School in 2001.

### Independent Non-Executive Directors

**Mr. LEUNG Kwan Yuen Andrew**, *GBS, SBS, JP*, aged 69, has been an Independent Non-Executive Director since 4 September 2009. He has more than 40 years of management experience in the textile manufacturing, wholesale and distribution businesses. Mr. Leung was elected as the President of the Sixth Legislative Council of Hong Kong on 12 October 2016 and a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong. He is also a member of the National Committee of the Chinese People's Political Consultative Conference. Mr. Leung is currently the honorary chairman of Textile Council of Hong Kong, the honorary president of the Federation of Hong Kong Industries, a fellow member of the Textiles Institute as well as the Clothing and Footwear Institute in the United Kingdom. He was a council member of the Hong Kong Trade Development Council. In addition, Mr. Leung is an independent non-executive director of Wharf Real Estate Investment Company Limited (stock code: 1997) and Dah Sing Financial Holdings Limited (stock code: 440), both are companies listed on the Main Board of The Hong Kong Stock Exchange. Mr. Leung was an independent non-executive director of Dah Sing Banking Group Limited (stock code: 2356) and Harbour Centre Development Limited (stock code: 51) until his resignation effective from 20 December 2017 and 4 May 2018 respectively.

**林環驊先生**，47歲，自2014年6月28日獲委任為非執行董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。林先生於2013年4月加入騰訊集團（「騰訊集團」包括其股份於香港聯交所主板上市，股份代號為700之騰訊控股有限公司及其附屬公司）。彼現任騰訊集團副總裁，分管公司戰略發展部、廣告營銷服務線、智慧零售部。在加入騰訊前，林先生為麥肯錫全球合夥人及台灣分公司總經理。在麥肯錫的12年間，林先生主要服務和研究的領域包括高科技產品、互聯網、通信和媒體等行業。在加入麥肯錫前，林先生曾在台灣的勤業管理顧問公司擔任諮詢師，並於2001年取得哈佛大學商學院MBA學位。

### 獨立非執行董事

**梁君彥先生**，*金紫荊星章、銀紫荊星章、太平紳士*，69歲，自2009年9月4日獲委任為獨立非執行董事。彼於紡織品製造、批發及分銷業務方面擁有逾40年管理經驗。梁先生於2016年10月12日獲當選為第六屆香港立法會主席，彼現為香港立法會工業界（第一）功能界別成員，亦為中國人民政治協商會議全國委員會委員。梁先生同時亦為香港紡織業聯會理事委員會名譽會長、香港工業總會名譽會長、英國的紡織學會以及製衣業及鞋類學會資深會員。彼曾為香港貿易發展局理事會成員。此外，梁先生為於香港聯交所主板上市之九龍倉置業地產投資有限公司（股份代號：1997）及大新金融集團有限公司（股份代號：440）之獨立非執行董事。梁先生曾為大新銀行集團有限公司（股份代號：2356）及海港企業有限公司（股份代號：51）之獨立非執行董事分別至2017年12月20日及2018年5月4日辭任為止。

**Mr. Li Wai Keung**, aged 63, has been an Independent Non-Executive Director since 4 September 2009. Mr. Li has more than 42 years of experience in financial management. Mr. Li graduated from the Hong Kong Polytechnic and holds a Master degree in Business Administration from the University of East Asia, Macau (currently known as the University of Macau). He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li is currently a standing member of Guangdong Provincial Committee of the Chinese People's Political Consultative Conference, the honorary president and director of Hong Kong Business Accountants Association, the chairman of the Council of the Hong Kong Chinese Orchestra Limited, a member of China Overseas Friendship Association, the secretary of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association and Advisor of Management Accounting of the Ministry of Finance, PRC. Mr. Li is an independent non-executive director of Shenzhen Investment Limited ("SZ Investment"), Hans Energy Company Limited ("Hans") and Centenary United Holdings Limited ("Centenary United"). SZ Investment, Hans and Centenary United are listed on the Main Board of The Hong Kong Stock Exchange (stock codes: 604, 554 and 1959 respectively). Mr. Li was an executive director and chief financial officer of GDH Limited, an executive director of Guangdong Land Holdings Limited (stock code: 124) and a non-executive director of Guangdong Investment Limited (stock code: 270) until his resignation effective from 27 June 2019, 31 December 2019, 20 February 2020 and 28 March 2020 respectively. Mr. Li had worked for Henderson Land Development Company Limited (stock code: 12).

**李偉強先生**，63歲，自2009年9月4日獲委任為獨立非執行董事。李先生擁有逾42年財務管理經驗。李先生畢業於香港理工學院，並持有澳門東亞大學(現稱為澳門大學)工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。李先生現為中國人民政治協商會議廣東省委員會常務委員、香港商界會計師協會榮譽會長兼董事、香港中樂團有限公司理事會主席、中華海外聯誼會理事、香港中國企業協會財會專業委員會秘書長及中華人民共和國財政部管理會計諮詢專家。李先生現為深圳控股有限公司(「深圳控股」)、漢思能源有限公司(「漢思」)及世紀聯合控股有限公司(「世紀聯合」)之獨立非執行董事。深圳控股、漢思及世紀聯合為在香港聯交所主板上市的公司(股份代號分別為604、554及1959)。李先生曾為粵海控股集團有限公司之執行董事兼財務總監、粵海置地控股有限公司之執行董事(股份代號：124)及粵海投資有限公司(股份代號：270)之非執行董事分別至2019年6月27日、2019年12月31日、2020年2月20日及2020年3月28日辭任為止。李先生曾任職於恆基兆業地產有限公司(股份代號：12)。

**Mr. HUI Chiu Chung Stephen, JP**, aged 73, has been an Independent Non-Executive Director since 11 April 2011. Mr. Hui has over 49 years of experience in the securities and investment industry. He served as a council member and vice chairman of The Hong Kong Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A, a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and a member of Government "Appointees" (independent member) of the Appeal Panel of the Travel Industry Council of Hong Kong throughout the years. Mr. Hui was appointed by the Government of the Hong Kong Special Administrative Region a Justice of the Peace (JP) in 2004 and was also appointed as a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference from 2006 to 2017. He is a fellow member of The Hong Kong Institute of Directors and a senior fellow member of Hong Kong Securities and Investment Institute. Mr. Hui also serves as a non-executive director of Luk Fook Holdings (International) Limited (stock code: 590) and an independent non-executive director of Zhuhai Holdings Investment Group Limited (formerly known as Jiuzhou Development Company Limited) (stock code: 908), Lifestyle International Holdings Limited (stock code: 1212), Gemdale Properties and Investment Corporation Limited (formerly known as Frasers Property (China) Limited) (stock code: 535), SINOPEC Engineering (Group) Co., Limited (stock code: 2386), Agile Group Holdings Limited (formerly known as Agile Property Holdings Limited) (stock code: 3383) and FSE Services Group Limited (formerly known as FSE Engineering Holdings Limited) (stock code: 331), of which the shares are listed on The Hong Kong Stock Exchange.

許照中先生，太平紳士，73歲，自2011年4月11日獲委任為獨立非執行董事。許先生具備逾49年之證券及投資經驗。彼多年來曾出任香港聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員、香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特區政府頒授太平紳士榮銜，並由2006年至2017年獲中國珠海市人民政治協商會議委任為政協委員。彼為香港董事學會資深會員和香港證券及投資學會傑出資深會員。許先生現為股份於香港聯交所上市之六福集團(國際)有限公司(股份代號：590)之非執行董事，以及為珠海控股投資集團有限公司(前稱九洲發展有限公司)(股份代號：908)、利福國際集團有限公司(股份代號：1212)、金地商置集團有限公司(前稱星獅地產(中國)有限公司)(股份代號：535)、中石化煉化工程(集團)股份有限公司(股份代號：2386)、雅居樂集團控股有限公司(前稱雅居樂地產控股有限公司)(股份代號：3383)及豐盛服務集團有限公司(前稱豐盛機電控股有限公司)(股份代號：331)之獨立非執行董事。

**Mr. YUNG Wing Ki Samuel**, SBS, MH, JP, aged 61, has been an Independent Non-Executive Director since 1 March 2013. Mr. Yung has over 38 years of experience in the insurance sector. He was awarded an EMBA from the Hong Kong University of Science and Technology and has attained certain professional qualifications, including Certified Financial Planner, Registered Financial Consultant, Fellow Chartered Financial Practitioner, Chartered Life Practitioner, Certified Manager of Financial Advisor and Chartered Insurance Agency Manager. Mr. Yung is currently an executive district director and honourable advisor of AIA International Limited and an independent non-executive director of China Overseas Insurance Limited, a wholly-owned subsidiary of China Overseas Holdings Group, and an independent non-executive director of China Overseas Property Holdings Limited (stock code: 2669), a company listed on the Main Board of the Hong Kong Stock Exchange. Mr. Yung is presently a member of the National Committee of the Chinese People's Political Consultative Conference, the vice chairman of the Committee for Economic Affairs (CEA) of the CPPCC National Committee, the founding president of Hong Kong Professionals and Senior Executives Association and the chairman or committee member of several Government committees and non-governmental organizations. Mr. Yung was elected the "Ten Outstanding Young Persons Award" in 1994. He was also a Municipal Commission standing member of the Chinese People's Political Consultative Conference of Jilin, Standing Committee member of All-China Youth Federation, member of Commission on Strategic Development of the HKSAR, member of Central Policy Unit, chairman of Hong Kong United Youth Association, chairman of The Outstanding Young Persons' Association, director and chairman of International Committee of General Agents & Managers Association International, co-chairman of the Asia Pacific Financial Services Association and president of The Life Underwriters Association of Hong Kong, president of General Agents and Managers Association of Hong Kong and chairman of Betting and Lotteries Commission.

容永祺先生，銀紫荊星章、榮譽勳章、太平紳士，61歲，自2013年3月1日獲委任為獨立非執行董事。容先生於保險業方面擁有逾38年經驗，獲香港科技大學頒授高層管理人員工商管理碩士，並取得若干專業資格，包括認可財務策劃師、認證財務顧問師、註冊特許財務策劃師、特許壽險策劃師、認可財務經理顧問及特許壽險營業經理等。容先生現為友邦保險(國際)有限公司區域執行總監及榮譽顧問，以及中國海外保險有限公司(中國海外集團旗下一間全資附屬公司)之獨立非執行董事，彼亦為一家在香港聯交所主板上市之中海物業集團有限公司(股份代號：2669)之獨立非執行董事。此外，容先生現為中國人民政治協商會議全國委員會委員、全國政協經濟委員會副主任、香港專業及資深行政人員協會創會會長及其他多個政府委員會及社會服務團體的主席或委員。容先生曾於1994年獲選為香港「十大傑出青年」，亦曾任吉林省政協常委、全國青聯常委、特區政府策略發展委員會委員、中央政策組成員、香港青年聯會主席、傑出青年協會主席、國際人壽保險經理協會董事兼國際委員會主席、亞太財務策劃聯會聯席主席、香港人壽保險從業員協會會長、香港人壽保險經理協會會長及博彩及獎券事務委員會主席等。

## Key Management

**Mr. CHAN Mau Cheong Bryan**, aged 41, has been appointed as the Group's Chief Financial Officer since 15 November 2019. Mr. Chan is responsible for the overall financial management of the Group, establishing and maintaining investor relations and executing the Group's capital market financing, mergers and acquisitions and business cooperation projects. Mr. Chan has more than 18 years of experience in financial management, specializing in auditing, accounting, financial due diligence and investments management. Mr. Chan graduated from The Chinese University of Hong Kong with a first class honours degree in Bachelor of Business Administration. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst. Prior to joining the Group, Mr. Chan was the chief financial officer of a Hong Kong based family office. Mr. Chan had worked in Big 4 international accounting firms, Arthur Andersen & Co. Hong Kong, PricewaterhouseCoopers Ltd. and PricewaterhouseCoopers Consultants (Shenzhen) Co., Ltd. Shanghai Branch for about 15 years.

**Ms. JIANG Ling**, aged 47, is the Group's Vice President. Ms. Jiang joined our Group in November 2003, and is responsible for the Group's strategic development, including policy research, project planning, land resources planning and management and public relations. Ms. Jiang graduated from the Department of Journalism, Huazhong University of Science and Technology in 1994. She later completed the Advanced Business Management Course at HSBC Business School, Peking University in 2009, the postgraduate course in fashion buying at Hong Kong Institute of Fashion Buying in 2011, and the Advanced Capital Management (Investment and Financing) Course at Shenzhen Tsinghua University Research Institute in 2016. She has also attained the qualification of senior planner from the Ministry of Labor and Social Security of the People's Republic of China (currently renamed the Ministry of Human Resources and Social Security of the People's Republic of China). Ms. Jiang has over 20 years of management experience in the property industry and has experience in the media industry. She was the manager of the development department of Shanghai Chenghuang Temple Fuyoumen Small-Commodities Market Corporation Limited, the director of Shenzhen Column Editorial Department, Hong Kong Ta Kung Pao and the general manager of Shenzhen Tongyuan Nanling Cultural and Creative Park Corporation Limited.

## 主要管理層

**陳茂昌先生**，41歲，於2019年11月15日獲委任為集團首席財務總監。陳先生主要負責本集團的整體財務管理、建立和維護投資者關係、執行本集團資本市場融資、收購合併及業務合作項目等。陳先生擁有逾18年財務管理經驗，於審計、會計、財務盡職調查和投資管理等方面擁有豐富經驗。陳先生畢業於香港中文大學，並取得工商管理一級榮譽學士學位。陳先生為香港會計師公會會員及特許金融分析師。加入本集團前，陳先生於一家香港家族辦公室任財務總監。陳先生曾於四大國際會計師事務所—安達信會計師事務所香港分公司、羅兵咸永道會計師事務所及普華永道諮詢(深圳)有限公司上海分公司任職約15年。

**姜玲女士**，47歲，集團副總裁。姜女士於2003年11月加入本集團，負責本集團的戰略發展工作，包括政策研究、項目策劃、土地資源規劃與管理及公共關係等事務。姜女士於1994年畢業於華中理工大學(現為華中科技大學)新聞系，並於2009年於北京大學匯豐商學院完成高級工商管理課程，其後於2011年於香港時尚買手學院修畢時尚買手研究生課程，於2016年於深圳清華大學研究院完成資本經營(投融資)高級研修班(第29期)課程，並持有中華人民共和國勞動和社會保障部(現稱中華人民共和國人力資源和社會保障部)頒發的高級策劃師資格。姜女士於產業地產行業擁有愈20年管理經驗，亦擁有傳媒行業經驗。姜女士曾擔任上海市城隍廟福佑門小商品批發市場有限公司開發部經理、香港大公報深圳專欄採編部主任及深圳市同原南嶺文化創意園有限公司總經理。

**Ms. TSE Man Yu**, aged 49, is the Company Secretary and the Group's Deputy Chief Financial Officer. Ms. Tse joined our Group in February 2008. She assists the chief financial officer in offshore financing, merger and acquisition and business cooperation of the Group, and is responsible for company secretarial duties and investor relations. Ms. Tse is also a director of certain subsidiaries of the Group. Ms. Tse graduated from the City University of Hong Kong with a Bachelor of Science (honours) degree in Finance. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Tse has more than 24 years of experience in financial management, mergers and acquisitions, corporate finance and asset management. Prior to joining our Group, Ms. Tse was the assistant chief financial officer of Guangdong Investment Limited (stock code: 270) which is a company listed on the Main Board of The Hong Kong Stock Exchange. Ms. Tse was an alternate director of Guangdong Development Fund Limited ("GDF" (stock code: gdf)), which is a company listed on the London Stock Exchange, and a director of Guangdong Investment Management Limited. Ms. Tse was also a senior corporate finance executive of Tung Fong Hung (Holdings) Limited (stock code: 279) and Sing Pao Media Group Limited (stock code: 164). Both companies were listed on the Main Board of The Hong Kong Stock Exchange.

**Mr. QIU Wen**, aged 47, is the Investment Development Division's Executive Vice President. Mr. Qiu joined our Group in July 2016 and served as the General Manager of CSC Shenzhen. He was the Investment Development Division's Vice President in December 2018, and was then appointed as the Executive Vice President in June 2019, responsible for the operation and management of the Investment Development Division. Mr. Qiu has extensive experience in construction management, cost control, real estate sales planning and corporate management. Mr. Qiu graduated from the Industrial and Civil Architecture College of Huanghe S&T University, and obtained an Executive Master of Business Administration degree from Lingnan (University) College. Prior to joining the Group, Mr. Qiu was the general manager of Guangzhou regional office of Hopson Development Holdings Limited, a company listed on the Main Board of The Hong Kong Stock Exchange (stock code: 754). He also worked in Guangdong Pearl River Engineering General Contractor Limited\*, and served as a deputy general manager of Beijing region in Zhujiang Investment Co., Ltd\*, and the general manager of Beijing office in Guangdong Han Jian Construction & Installing Engineering Co., Ltd.

**謝文瑜女士**，49歲，公司秘書及集團副財務總監。謝女士於2008年2月加入本集團。彼協助集團首席財務總監進行本集團的境外融資、收購合併和業務合作項目，並負責公司秘書事務和投資者關係。謝女士現亦為本集團若干附屬公司之董事。謝女士畢業於香港城市大學，取得財務學榮譽理學士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。謝女士於財務管理、合併及收購、企業財務及資產管理方面擁有超過24年經驗。加入本集團之前，謝女士為粵海投資有限公司(一家於香港聯交所主板上市的公司，股份代號：270)的助理財務總監。謝女士曾為Guangdong Development Fund Limited(「GDF」)(一家於倫敦證券交易所上市的公司，代號：gdf)替任董事及Guangdong Investment Management Limited(GDF的基金經理)董事。謝女士亦曾任在香港聯交所主板上市之東方紅集團有限公司(股份代號：279)及成報傳媒集團有限公司(股份代號：164)的高級企業融資人員。

**邱文先生**，47歲，投資開發集團常務副總裁。邱先生於2016年7月加入本集團，曾任深圳華南城總經理，並於2018年12月起擔任投資開發集團副總裁，其後於2019年6月調任常務副總裁，負責投資開發集團運營及管理工作。邱先生在建築工程管理、成本控制、房地產銷售策劃和企業管理等方面擁有豐富經驗。邱先生畢業於黃河科技大學工民建專科，其後獲得中山大學嶺南(大學)學院在職經理工商管理學碩士。在加入本集團前，邱先生曾任職合生創展集團有限公司(一家在香港聯交所主板上市的公司，股份代號：754)廣州地區公司總經理，並曾任職廣東珠江工程總承包有限公司，歷任珠江投資集團北京地區公司副總經理、廣東韓江建築安裝工程有限公司北京公司總經理等。

\* For identification only

**Mr. CHEN Weiguo**, aged 52, is the Business Management Division's President. Mr. Chen joined our Group as the General Manager of CSC Nanning in February 2018. In December 2018, he was appointed as the Business Management Division's Executive Vice President, and was then appointed as the President of the Business Management Division in April 2020, responsible for merchants recruitment, operation and property management. Mr. Chen graduated from the Chemistry Department, Hanshan Normal University. Mr. Chen has extensive experience in merchants recruitment and management in the wholesale market. Prior to joining the Group, Mr. Chen worked as the managing director of China Pearls and Jewellery International City Co., Ltd. (a subsidiary of Man Sang International Limited, a company listed on the Main Board of The Hong Kong Stock Exchange, stock code: 938). He also worked for Man Hing Industry Development (Shenzhen) Co., Ltd.

**陳衛國先生**，52歲，華南城商業管理集團總裁。陳先生於2018年2月加入本集團擔任南寧華南城總經理，並於2018年12月獲委任為商業管理集團常務副總裁，其後於2020年4月獲委任為商業管理集團總裁，負責招商、運營和物業管理等工作。陳先生畢業於韓山師範學院化學專業。陳先生於專業市場招商和管理等方面有豐富經驗。於加入本集團前，陳先生曾任職諸暨華東國際珠寶城有限公司(民生國際有限公司，一家於香港聯交所主板上市的公司，股份代號：938，之附屬公司)之董事總經理，亦曾任職民興實業發展(深圳)有限公司。

# Report of the Directors

## 董事會報告

The Board hereby presents this annual report and the audited consolidated financial statements of the Group for the fiscal year ended 31 March 2020.

### Principal Activities

The principal activities of the Group are developing and operating large-scale integrated logistics and trade centers in China, and has developed and been operating eight projects located in Shenzhen, Nanning, Nanchang, Xi'an, Harbin, Zhengzhou, Hefei and Chongqing. Adhering to its "trade and logistics+" model and focusing on real business, China South City endeavors to provide an online-and-offline combined logistics and trade integrated ecosystem for SMEs. Throughout the years, the Group has evolved a diversified and flexible business model. As the projects in various places are becoming mature, China South City has actively been adding new industries and businesses in the respect of innovation and technology on these project sites, apart from continuously strengthening the provision and services on residential units, multi-purpose commercial properties, office buildings, commercial complexes, property management, conference and exhibition facilities, warehousing and logistics, outlets and financial services. The Group is striving towards the world-class integrated trade and logistics center, digital center, innovation center and living center, and aiming to "Integrating Industries into the Projects, Building Beautiful New 'City' Conducive to Work and Life".

Details of the principal activities of the principal subsidiaries are set out under Management Discussion and Analysis as well as in note 1 to the financial statements of this annual report respectively.

董事會謹此呈列本集團截至2020年3月31日止財政年度的年報及經審核綜合財務報表。

### 主要業務

本集團的主要業務為在中國開發及經營大型綜合物流及商品交易中心，迄今開發建設並運營深圳、南寧、南昌、西安、哈爾濱、鄭州、合肥、重慶八個項目，堅守「商貿物流+」的獨特商業模式，聚焦實業，致力為中小企業提供結合線上和線下的商貿物流一體化的生態圈。多年來，本集團已發展出多元靈活的業務模式，隨著各地項目的逐漸成熟，華南城在持續提升住宅、多功能商業物業、寫字樓、商業綜合體、物業管理、會議及展覽設施、倉儲物流、奧特萊斯及金融等服務同時，積極拓展更多新業態、新業務，向科技和創新產業升級轉型，致力打造世界級綜合商貿物流中心、數字中心、創新中心及生活中心，把項目建設成「產城融合、置業宜居美麗新城」。

主要附屬公司的主要業務之詳情分別載於本年報內的管理層討論及分析，以及財務報表附註1。



## Results and Dividends

The Group's results for the fiscal year ended 31 March 2020 and the state of affairs of the Company and the Group at that date are set out under Chairman Statement as well as in the consolidated financial statements on pages 132 to 268 of this annual report respectively.

The Board recommends the payment of a final dividend of HK3.0 cents per share in respect of FY2019/20 (FY2018/19: HK5.0 cents). Subject to the approval of the shareholders of the Company (the "Shareholders") at the forthcoming AGM to be held on 22 September 2020 (Tuesday). The proposed final dividend will be distributed around 20 October 2020 (Tuesday) to eligible Shareholders.

## Closure of Register of Members

The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the AGM to be held on 22 September 2020 (Tuesday), the register of members of the Company will be closed on 17 September 2020 (Thursday) to 22 September 2020 (Tuesday), both days inclusive. In order to qualify for attending and voting at the AGM, Shareholders shall lodge all transfer documents for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 September 2020 (Wednesday).
- (b) For the purpose of determining shareholders of the Company who are qualified for the final dividend, the register of members of the Company will be closed on 29 September 2020 (Tuesday) to 5 October 2020 (Monday), both days inclusive. The ex-dividend date will be on 25 September 2020 (Friday). In order to qualify for the final dividend, Shareholders shall lodge all transfer documents for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 September 2020 (Monday). The proposed final dividend, subject to the approval of Shareholders at the AGM, will be distributed around 20 October 2020 (Tuesday) to Shareholders whose names appear on the register of members of the Company on 5 October 2020 (Monday).

## 業績及股息

本集團截至2020年3月31日止財政年度的業績及本公司與本集團於該日的事務狀況已分別載於本年報內的主席報告，以及第132至268頁之綜合財務報表。

董事會建議派付2019/20財政年度的末期股息每股3.0港仙(2018/19財政年度：5.0港仙)。待本公司股東(「股東」)於2020年9月22日(星期二)舉行的應屆股東周年大會上批准後，建議末期股息將於2020年10月20日(星期二)前後派付予合資格股東。

## 暫停辦理股東登記手續

本公司將於下列期間暫停辦理股東登記手續：

- (a) 為釐定有權出席將於2020年9月22日(星期二)舉行之股東周年大會及於會上投票之本公司股東，本公司將於2020年9月17日(星期四)至2020年9月22日(星期二)(首尾兩日包括在內)暫停辦理股東登記手續。為符合資格出席股東周年大會並於會上投票，股東應將所有股份過戶文件於2020年9月16日(星期三)下午4時30分前送交本公司之股份過戶登記處香港中央證券登記有限公司以供登記，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。
- (b) 為釐定符合資格收取末期股息之本公司股東，本公司將於2020年9月29日(星期二)至2020年10月5日(星期一)(首尾兩日包括在內)暫停辦理股東登記手續。股息除淨日期為2020年9月25日(星期五)。為符合資格收取末期股息，股東應將所有股份過戶文件於2020年9月28日(星期一)下午4時30分前送交本公司之股份過戶登記處香港中央證券登記有限公司以供登記，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。建議派付之末期股息，待股東於股東周年大會上批准後，將於2020年10月20日(星期二)前後派發予於2020年10月5日(星期一)名列於本公司股東名冊上的股東。

## Business Overview

The business overview of the Group for the year ended 31 March 2020 are provided in the Chairman's Statement, the Management Discussion and Analysis and the Environmental, Social and Governance Report of this annual report.

## Share Capital

Details of the movements in the share capital of the Company during the Year are set out in note 35 to the financial statements.

## Reserves

Details of the reserves are disclosed in note 37 to the financial statements.

Details of movements in the reserves of the Group and the Company during the Year are set out in the section headed "Consolidated Statement of Changes in Equity" and in note 47 to the financial statements, respectively.

## Distributable Reserves

The Company's reserves available for distribution as at 31 March 2020, calculated in accordance with Part 6 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), was approximately HK\$617.1 million (31 March 2019: HK\$572.4 million), of which HK\$242.8 million (31 March 2019: HK\$405.4 million), subject to the adjustment with the number of shares which may be allotted after the date of this report but before the date of book close, has been proposed as final dividend for the fiscal year under review. Details are disclosed in notes 11 and 47 to the financial statements.

## Debt Securities

Details of the outstanding senior notes issued by the Company during the Year are disclosed in the section headed "Issuance of Notes" and note 30 to the financial statements.

Details of the outstanding medium-term notes, corporate bonds and domestic company bonds issued by China South International, a subsidiary of the Company during the Year are disclosed in the section headed "Issuance of Notes" and notes 31, 32 and 33 to the financial statements respectively.

## Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 13 to the financial statements.

## 業務回顧

本集團截至2020年3月31日止年度的業務回顧已於本年報內的主席報告、管理層討論及分析，以及環境、社會與管治報告闡述。

## 股本

本公司於本年度內的股本變動詳情載於財務報表附註35。

## 儲備

有關儲備詳情載於財務報表附註37。

本集團及本公司於本年度內的儲備變動詳情分別載於「綜合權益變動表」一節及財務報表附註47。

## 可分派儲備

本公司按照香港公司條例(香港法例第622章)第6部計算於2020年3月31日的可分派儲備約為6.171億港元(2019年3月31日：5.724億港元)，並建議動用當中2.428億港元(2019年3月31日：4.054億港元)作本年度末期股息(股票數目可能會於本報告發佈後並在股份暫停辦理股份過戶登記前因應配發股份而有所調整)，有關詳情載於財務報表附註11及47。

## 債務證券

於本年度內，有關本公司已發行的優先票據詳情分別載於「票據之發行」一節及財務報表附註30。

於本年度內，有關本公司之附屬公司—華南國際已發行的中期票據、企業債券及境內公司債券詳情分別載於「票據之發行」一節及財務報表附註31、32及33。

## 物業、廠房及設備

本集團於本年度內的物業、廠房及設備變動詳情載於財務報表附註13。

## Donations

During the Year, the Group made charitable donations totaling approximately HK\$5.18 million (FY2018/19: HK\$9.75 million) to various charitable organizations.

## Subsidiaries

Details of the Company's principal subsidiaries as at 31 March 2020 are set out in note 1 to the financial statements.

## Directors

The Directors during the Year and up to the date of this report are:

### Executive Directors\*

Mr. Cheng Chung Hing (*Chairman*)  
Mr. Fung Sing Hong Stephen (*Vice Chairman*)  
Mr. Zhao Lidong (*Chief Executive Officer*)  
Mr. Wu Guangquan  
Ms. Cheng Ka Man Carman

### Non-Executive Directors\*\*

Dr. Ma Kai Cheung  
Mr. Cheng Tai Po  
Mr. Lin Ching Hua

### Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew  
Mr. Li Wai Keung  
Mr. Hui Chiu Chung  
Mr. Yung Wing Ki Samuel

Notes:

- \* Mr. Fung Sing Hong Stephen resigned as Vice Chairman of the Group and Executive Director and has been appointed as Senior Advisor of the Group with effect from 1 April 2020.
- \* Mr. Wu Guangquan has been appointed as Executive Director with effect from 1 April 2020.
- \*\* Dr. Ma Kai Cheung resigned as Non-Executive Director and has been appointed as Honourable Advisor of the Group with effect from 1 April 2020.

## 捐款

於本年度內，本集團向各慈善機構合共捐出約518萬港元(2018/19財政年度：975萬港元)的慈善捐款。

## 附屬公司

本公司於2020年3月31日的主要附屬公司詳情載於財務報表附註1。

## 董事

於本年度內及截至本報告日期之董事包括：

### 執行董事\*

鄭松興先生(*主席*)  
馮星航先生(*副主席*)  
趙立東先生(*行政總裁*)  
吳光權先生  
鄭嘉汶女士

### 非執行董事\*\*

馬介璋博士  
鄭大報先生  
林璟驊先生

### 獨立非執行董事

梁君彥先生  
李偉強先生  
許照中先生  
容永祺先生

附註：

- \* 馮星航先生自2020年4月1日起辭任本集團副主席兼執行董事，並獲委任為本集團之資深顧問。
- \* 吳光權先生自2020年4月1日獲委任為執行董事。
- \*\* 馬介璋博士自2020年4月1日起辭任非執行董事，並獲委任為本集團之榮譽顧問。

The Company's Articles provide rotation and re-election for all Directors. In accordance with the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. The Articles also provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible to offer for re-election, and any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible to offer for re-election.

The Board has received an annual confirmation of independence from each of the Independent Non-Executive Directors pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (the "Listing Rules"). The Board considers all Independent Non-Executive Directors to be independent.

The list of names of all Directors who have served on the boards of the subsidiaries of the Company up to the date of this report is available on the Company's website.

### Directors' Service Contracts

Each of the Executive Directors has entered into service contract with the Company while each of the Non-Executive Directors and Independent Non-Executive Directors has entered into letter of appointment with the Company for a term of three years, subject to the retirement by rotation and re-election requirements under the Company's Articles. The service contract and the letter of appointment may be terminated by either party thereto by giving not less than one month's prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Directors' Interests in Contracts of Significance

None of the Directors had a material beneficial interest, whether directly or indirectly, in any significant contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during the Year or as at 31 March 2020.

### Biographical Information of Directors and Key Management

The biographical information of the Directors and Key Management of the Company is set out in the section headed "Biographical Details of Directors and Key Management" on pages 68 to 77 of this annual report.

本公司章程規定全體董事須輪席退任及重選連任。根據章程規定，於本公司各屆股東周年大會上，當時三分之一的董事(或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須輪席退任。章程亦規定任何由董事會委任的董事若是為填補董事會臨時空缺，其任期僅直至本公司下次股東大會，屆時將符合資格重選連任；而任何由董事會委任的董事以作為董事會新增成員，其任期僅直至本公司下次股東周年大會，屆時將符合資格重選連任。

本公司已接獲各獨立非執行董事根據香港聯交所證券上市規則(「上市規則」)第3.13條編製的年度獨立確認書。董事會認為全體獨立非執行董事均屬獨立人士。

截至本報告日期，所有出任本公司附屬公司董事會的董事姓名名單已載於本公司網站。

### 董事服務合約

各執行董事已與本公司訂立服務合約，而本公司亦與各非執行董事及獨立非執行董事訂立委任函，該服務合約及委任函為期三年，惟須按本公司章程規定輪席退任及重選連任。任何一方可向對方事先發出不少於一個月書面通知終止該合約或委任函。

董事與本公司概無訂立任何本公司於一年內不作賠償(法定賠償除外)而不可終止的服務合約。

### 董事於重大合約的權益

於本年度內或於2020年3月31日，概無董事於本公司或其任何附屬公司、其控股公司或其控股公司的附屬公司訂立的任何重大合約中直接或間接擁有重大實際權益。

### 董事及主要管理層履歷

本公司董事及主要管理層的履歷資料載於本年報第68至77頁「董事及主要管理層履歷」一節內。

### Enforcement of the Deed of Non-Competition

Pursuant to the deed of non-competition dated 4 September 2009 (“Non-Competition Undertaking”) entered into by Mr. Cheng Chung Hing, he has undertaken with the Company (for itself and on behalf of each other member of the Group) that so long as the Company is listed on the Main Board of The Hong Kong Stock Exchange and so long as:

- in respect of Mr. Cheng Chung Hing, he remains as the controlling shareholder or a director of the Company;

that he shall not, and shall procure his associates not to, either alone or jointly with any other person or entity, or for any other person, firm or company, or as principal, partner, director, employee, consultant or agent through any body corporate, partnership, joint venture or other contractual arrangement, be engaged, invested, or otherwise involved, whether as a shareholder, director, employee, partner, agent or otherwise, directly or indirectly, in the carrying on of any business in any form or manner in China that is in competition or is likely to be in competition, directly or indirectly, with the business of the Group, unless those business opportunities have been first offered to the Group upon terms of which are fair and reasonable and the Board has declined such opportunities, in accordance with the provisions of the Non-Competition Undertaking, Mr. Cheng Chung Hing or his respective associates may pursue such opportunities.

The Company has received an annual confirmation from Mr. Cheng Chung Hing confirming his compliance with the Non-Competition Undertaking during the Year.

### Directors’ Emoluments

Particulars of the Directors’ emoluments for the fiscal year ended 31 March 2020 are set out in note 8 to the financial statements.

### Directors’ Interests in Competing Business

Save as disclosed above, the Company has received confirmations from all Directors that none of them had engaged or were interested in any business which were in competition or were likely to compete, either directly or indirectly, with the business of the Group during the Year.

### 履行不競爭契據

根據鄭松興先生於2009年9月4日訂立的不競爭契據(「不競爭承諾」)，彼向本公司(就其本身及代表本集團各其他成員公司)承諾，只要本公司仍於香港聯交所主板上市，且以下仍生效：

- 有關鄭松興先生，當彼仍為本公司之控股股東或董事；

彼將不會及促使其聯繫人不會就其本身或聯同任何其他人士或實體或代任何人士、企業或公司，或以其主事人、合夥人、董事、僱員、顧問或代理身份透過任何法人團體、合作夥伴、合營企業或其他合約安排，以股東、董事、僱員、合夥人、代理或其他身份直接或間接於中國以任何形式或方式經營、投資或以其他方式涉足與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，除非該等商機按公平合理的條款首先向本集團提出及由董事會拒絕該等商機後，根據不競爭承諾的條文，鄭松興先生或彼の聯繫人才可尋求該等商機。

本公司已接獲鄭松興先生確認有關彼於本年度內已遵守不競爭承諾。

### 董事酬金

截至2020年3月31日止財政年度之董事酬金詳情載於財務報表附註8。

### 董事於競爭業務之權益

除上文披露者外，本公司已接獲所有董事確認彼等於本年度內，並無從事與本集團業務直接或間接競爭之業務或於可能存在競爭之業務中擁有權益。

## Directors' and Chief Executive's Interests in Securities

As at 31 March 2020 the interests and short positions of the Directors in the shares of the Company (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 maintained by the Company under section 352 of the SFO or as notified to the Company and The Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

## 董事及主要行政人員於證券的權益

於2020年3月31日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的本公司股份（「股份」）、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯交所的權益及淡倉如下：

## Long Position in the Shares and Underlying Shares of the Company

## 於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Number of Shares held					Total	Approximate percentage of the Company's total number of issued Shares <sup>(6)</sup> 佔本公司已發行股份總數 概約百分比 <sup>(6)</sup>
		Corporate interest	Personal interest	Family interest	Share Options			
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計		
Cheng Chung Hing 鄭松興	Ordinary Shares 普通股	2,224,920,458 <sup>(1)</sup>	81,633,333	-	-	2,306,553,791	28.45%	
Cheng Tai Po 鄭大報	Ordinary Shares 普通股	588,984,145 <sup>(2)</sup>	4,936,000	-	-	593,920,145	7.32%	
Ma Kai Cheung 馬介璋	Ordinary Shares 普通股	138,966,649 <sup>(3)</sup>	-	-	-	138,966,649	1.71%	
Fung Sing Hong Stephen 馮星航	Ordinary Shares/Share Options 普通股/購股權	-	9,200,000	-	159,990,000 <sup>(4)</sup>	169,190,000	2.08%	
Zhao Lidong 趙立東	Share Options 購股權	-	-	-	18,000,000 <sup>(5)</sup>	18,000,000	0.22%	
Cheng Ka Man Carman 鄭嘉汶	Share Options 購股權	-	-	-	7,800,000 <sup>(5)</sup>	7,800,000	0.09%	
Li Wai Keung 李偉強	Share Options 購股權	-	-	-	2,000,000 <sup>(4)</sup>	2,000,000	0.02%	
Leung Kwan Yuen Andrew 梁君彥	Share Options 購股權	-	-	-	2,000,000 <sup>(4)</sup>	2,000,000	0.02%	
Hui Chiu Chung 許照中	Share Options 購股權	-	-	-	2,000,000 <sup>(4)</sup>	2,000,000	0.02%	
Yung Wing Ki Samuel 容永祺	Share Options 購股權	-	-	-	2,000,000 <sup>(4)</sup>	2,000,000	0.02%	

Notes:

- (1) Mr. Cheng Chung Hing is interested in 100% of the issued share capital of Accurate Gain Developments Limited which in turn was deemed to have interests in 2,224,920,458 Shares. As informed by Mr. Cheng Chung Hing, he had voting rights and certain other rights over 1,446,666,666 Shares, pursuant to certain swap funding arrangements between Accurate Gain Developments Limited and PAG Holdings Limited. He is the father of Ms. Cheng Ka Man Carman and the younger brother of Mr. Cheng Tai Po.
- (2) Mr. Cheng Tai Po is interested in 100% of the issued share capital of Proficient Success Limited which in turn holds 588,984,145 Shares and is therefore deemed to be interested in the aforesaid 588,984,145 Shares. Mr. Cheng Tai Po is the elder brother of Mr. Cheng Chung Hing and the uncle of Ms. Cheng Ka Man Carman.
- (3) Dr. Ma Kai Cheung, as beneficial owner and beneficiary of trust and through the interest of his spouse, is interested in 41.35% of the issued share capital of Carrianna Group Holdings Company Limited, which through a number of intermediaries wholly owns Carrianna Development Limited. Dr. Ma Kai Cheung is therefore deemed to be interested and duplicated interests in an aggregate of 138,966,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each of Carrianna Group Holdings Company Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Limited.
- (4) The relevant interests are share options granted to Mr. Fung Sing Hong Stephen, Mr. Leung Kwan Yuen Andrew, Mr. Li Wai Keung, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel pursuant to the Company's 2009 Share Option Scheme adopted on 4 September 2009. Further details of the 2009 Share Option Scheme are set out in the section headed "Share Option Scheme" in this report.
- (5) The relevant interests are share options granted to Mr. Zhao Lidong and Ms. Cheng Ka Man Carman pursuant to the Company's 2019 Share Option Scheme adopted on 13 September 2019. Further details of the 2019 Share Option Scheme are set out in the section headed "Share Option Scheme" in this report.
- (6) The percentage shareholding is calculated on the basis of 8,107,228,848 Shares issued as at 31 March 2020.

附註：

- (1) 由於鄭松興先生擁有 Accurate Gain Developments Limited 已發行股本的 100% 權益，而該公司被視為享有 2,224,920,458 股股份之權益。根據鄭松興先生之通知，按 Accurate Gain Developments Limited 與 PAG Holdings Limited 的若干調期融資安排，其就 1,446,666,666 股股份享有相關投票權及其他權利。彼為鄭嘉汶女士之父親及鄭大報先生之胞弟。
- (2) 由於鄭大報先生擁有 Proficient Success Limited 已發行股本的 100% 股份權益，而該公司持有 588,984,145 股股份，故鄭先生被視為持有上述 588,984,145 股股份之權益。鄭大報先生為鄭松興先生之胞兄及鄭嘉汶女士之伯父。
- (3) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有佳寧娜集團控股有限公司已發行股本中 41.35% 之股份權益，而佳寧娜集團控股有限公司透過若干中間控股公司全資擁有 Carrianna Development Limited，馬介璋博士故被視為透過其控股公司於 Carrianna Development Limited 持有合共 138,966,649 股股份中擁有權益及權益重疊。馬博士為佳寧娜集團控股有限公司、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及 Carrianna (BVI) Limited 之董事。
- (4) 有關之權益是指根據本公司於 2009 年 9 月 4 日採納之 2009 年購股權計劃而授予馮星航先生、梁君彥先生、李偉強先生、許照中先生及容永祺先生之購股權。2009 年購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (5) 有關之權益是指根據本公司於 2019 年 9 月 13 日採納之 2019 年購股權計劃而授予趙立東先生及鄭嘉汶女士之購股權。2019 年購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (6) 股本百分比乃根據於 2020 年 3 月 31 日已發行之 8,107,228,848 股股份計算。

Save as disclosed above, as at 31 March 2020, to the knowledge of the Directors, none of the Directors or chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and The Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and The Hong Kong Stock Exchange pursuant to the Model Code.

### Substantial Shareholders' Interests in Securities

As at 31 March 2020, to the knowledge of the Directors, the following persons (other than a Director or chief executives of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

### Long Position in the Shares

除上文所披露者外，於2020年3月31日，據董事所知，概無董事或本公司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第XV部)的股份、相關股份或債權證中擁有：(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所的權益或淡倉(包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉)；(ii)本公司根據證券及期貨條例第352條須記錄於登記冊的權益或淡倉；或(iii)根據標準守則須知會本公司及香港聯交所之任何權益或淡倉。

### 主要股東於證券的權益

於2020年3月31日，據董事所知，以下人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或載入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉：

### 於股份中的好倉

Name	Nature of interest	Number of Shares or underlying Shares held	Approximate percentage of the Company's total number of issued Shares <sup>(4)</sup>
姓名/名稱	權益性質	所持股份或相關股份數目	佔本公司已發行股份總數概約百分比 <sup>(4)</sup>
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	2,224,920,458 <sup>(1)</sup>	27.44%
Tencent Holdings Limited 騰訊控股有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	955,936,666 <sup>(2)</sup>	11.79%
THL H Limited	Beneficial owner 實益擁有人	955,936,666 <sup>(2)</sup>	11.79%
Proficient Success Limited	Beneficial owner 實益擁有人	588,984,145 <sup>(3)</sup>	7.26%



Notes:

- (1) As informed by Accurate Gain Developments Limited, it was interested in 778,253,792 Shares in the capacity of a beneficial owner and interested in 1,446,666,666 Shares in respect of derivative interests under certain swap funding arrangements with PAG Holdings Limited. Therefore, Accurate Gain Developments Limited was deemed to have interests in 2,224,920,458 Shares.

As informed by PAG Holdings Limited, through its ultimately controlled corporations, Pacific Alliance Group Limited, Pacific Alliance Investment Management Limited, Pacific Alliance Group Asset Management Limited, Pacific Alliance Asia Opportunity Fund L.P. and PA Eminent Opportunity VII Limited, it was deemed to have interest in 1,446,666,666 Shares.

- (2) THL H Limited is wholly owned by Tencent Holdings Limited.
- (3) Mr. Cheng Tai Po owns 100% of the issued share capital of Proficient Success Limited.
- (4) The percentage shareholding is calculated on the basis of 8,107,228,848 Shares issued as at 31 March 2020.

Save as disclosed above, as at 31 March 2020, to the knowledge of the Directors or chief executives of the Company, no other person (other than Directors or chief executives of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

附註：

- (1) 根據Accurate Gain Developments Limited之通知，其實益擁有778,253,792股股份，並按與PAG Holdings Limited的若干調期融資安排，就1,446,666,666股股份享有衍生權益。概此，Accurate Gain Developments Limited被視為享有2,224,920,458股股份之權益。

根據PAG Holdings Limited之通知，通過由其最終控制的Pacific Alliance Group Limited, Pacific Alliance Investment Management Limited, Pacific Alliance Group Asset Management Limited, Pacific Alliance Asia Opportunity Fund L.P.及PA Eminent Opportunity VII Limited等公司，其被視為享有1,446,666,666股股份之權益。

- (2) THL H Limited由騰訊控股有限公司全資擁有。
- (3) 鄭大報先生擁有Proficient Success Limited已發行股本的100%股份權益。
- (4) 股本百分比乃根據於2020年3月31日已發行之8,107,228,848股股份計算。

除上文所披露者外，於2020年3月31日，據董事或本公司主要行政人員所知，概無其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或根據證券及期貨條例第336條載入本公司存置的登記冊之權益或淡倉。

## Information on Share Options Share Option Scheme

The share option scheme adopted by the Company on 4 September 2009 became effective on 30 September 2009 and expired on 29 September 2019 (the "2009 Share Option Scheme"). In light of the expiration of the 2009 Share Option Scheme, a new share option scheme was adopted by the shareholders at the annual general meeting of the Company held on 13 September 2019, after which the Company obtained a conditional listing approval for such new share option scheme from The Hong Kong Stock Exchange (the "2019 Share Option Scheme").

No options can further be granted under the 2009 Share Option Scheme which expired on 13 September 2019. However, the outstanding 201,990,000 share options granted and yet to be exercised under the 2009 Share Option Scheme remain valid and exercisable in accordance with the terms of the 2009 Share Option Scheme, representing approximately 2.49% of the total number of issued shares of the Company as at 31 March 2020.

## 2009 Share Option Scheme

The major terms of the 2009 Share Option Scheme were summarized as follows:

1. The purpose of the Share Option Scheme was to provide incentives to eligible persons for their contribution to the Company and to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to Directors, employees, officers, agents, consultants or representatives of the Group.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of options which granted under the Share Option Scheme was not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on The Hong Kong Stock Exchange unless with the prior approval from the Shareholders. The Share Option Scheme limit was refreshed at the annual general meeting of the Company held on 21 August 2013.

## 有關購股權的資料 購股權計劃

本公司於2009年9月4日採納的購股權計劃(「2009年購股權計劃」)於2009年9月30日生效，並於2019年9月29日期滿。鑑於2009年購股權計劃期滿，股東於2019年9月13日舉行的本公司股東周年大會採納新購股權計劃，其後本公司獲得香港聯交所就該新購股權計劃出具有條件上市批准(「2019年購股權計劃」)。

於2019年9月13日，2009年購股權計劃已終止，概無其他購股權可進一步授出。然而，就2009年購股權計劃已授出及尚未行使的201,990,000股購股權仍繼續有效，相當於本公司於2020年3月31日已發行股份總數約2.49%，並可根據2009年購股權計劃的條款行使。

## 2009年購股權計劃

2009年購股權計劃的主要條款摘錄如下：

1. 該購股權計劃旨在獎勵合資格人士對本集團所作貢獻，並使本集團得以招聘優秀僱員及吸引人才。
2. 董事會有權酌情向本集團之董事、僱員、高級職員、代理、顧問或代表授出購股權。
3. 因購股權計劃項下已授出但尚未行使之所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份的30%。除獲本公司股東預先批准，否則根據購股權計劃可予授出的購股權所涉及股份總數，不得超過股份於香港聯交所上市之日期的已發行股份面值的10%。該購股權計劃上限已於2013年8月21日舉行之本公司股東周年大會上更新。

4. The total number of Shares issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant should not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
5. The period during which a share option may be exercised would be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.
6. The consideration paid by each grantee for each grant of options is HK\$1.
7. The exercise price in relation to each share option would be determined by the Directors at their absolute discretion and should not be less than the highest of: (i) the official closing price of the Shares as stated in the daily quotation sheet of The Hong Kong Stock Exchange on the date of grant; (ii) the average closing price of the Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares on the date of grant.
4. 因購股權計劃項下已授出購股權(包括已行使、註銷及未行使之購股權)獲行使而於任何12個月期間起至授出日期止向各承授人發行的股份總數，不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
5. 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10年為限。
6. 各承授人須支付1港元作為每次獲授購股權的代價。
7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項的最高者：(i)股份於授出日期在香港聯交所每日報價表所列官方收市價；(ii)股份於緊接授出日期前五個營業日在香港聯交所每日報價表所列的股份平均收市價；及(iii)股份於授出日期的面值。

The table below summarized the details of movements in the share options granted pursuant to the 2009 Share Option Scheme during the Year:

於本年度內根據2009年購股權計劃授出購股權的變動詳情摘錄於下表之內：

Name	Date of Grant	Number of Share Options 購股權數目					As at 31 March 2020 於 2020 年 3 月 31 日	Exercise Price HK\$ 行使價 港元	Exercisable Period
		As at 1 April 2019 於 2019 年 4 月 1 日	Granted	Exercised	Cancelled/ Lapsed	As at			
<b>Directors</b>									
<b>董事</b>									
Fung Sing Hong Stephen 馮星航	30/6/2014	15,000,000	-	-	(15,000,000)	-	4.07	30/6/2014-29/6/2019	
		15,000,000	-	-	(15,000,000)	-	4.07	30/6/2015-29/6/2019	
	13/1/2016	39,995,000	-	-	-	39,995,000	1.528	13/1/2016-12/1/2021	
		39,995,000	-	-	-	39,995,000	1.528	13/1/2017-12/1/2022	
	3/7/2017	40,000,000	-	-	-	40,000,000	1.52	3/7/2017-2/7/2022	
		40,000,000	-	-	-	40,000,000	1.52	3/7/2018-2/7/2023	
Leung Kwan Yuen Andrew 梁君彥	13/4/2018	1,000,000	-	-	-	1,000,000	1.81	13/4/2018-12/4/2023	
		1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
Li Wai Keung 李偉強	13/4/2018	1,000,000	-	-	-	1,000,000	1.81	13/4/2018-12/4/2023	
		1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
Hui Chiu Chung 許照中	13/4/2018	1,000,000	-	-	-	1,000,000	1.81	13/4/2018-12/4/2023	
		1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
Yung Wing Ki Samuel 容永祺	13/4/2018	1,000,000	-	-	-	1,000,000	1.81	13/4/2018-12/4/2023	
		1,000,000	-	-	-	1,000,000	1.81	13/4/2019-12/4/2024	
<b>Employees/Advisers<sup>(1)</sup></b>									
<b>僱員／顧問<sup>(1)</sup></b>									
	30/6/2014	34,650,000	-	-	(34,650,000)	-	4.07	30/6/2014-29/6/2019	
		34,650,000	-	-	(34,650,000)	-	4.07	30/6/2015-29/6/2019	
	22/8/2016	13,750,000	-	-	(2,500,000)	11,250,000	1.75	22/8/2016-21/8/2021	
		17,000,000	-	-	(2,500,000)	14,500,000	1.75	22/8/2017-21/8/2022	
		3,250,000	-	-	-	3,250,000	1.75	22/8/2018-21/8/2023	
	13/4/2018	7,500,000	-	-	(5,000,000)	2,500,000	1.81	13/4/2019-12/4/2024	
		7,500,000	-	-	(5,000,000)	2,500,000	1.81	13/4/2020-12/4/2025	
		316,290,000	-	-	(114,300,000)	201,990,000			

Notes:

附註：

- Mr. Leung Moon Lam was an Honourable Advisor of the Group until contract expired on 24 July 2019.
- Details of the Share Option Scheme are set out in note 36 to the financial statements.

- 梁滿林先生曾為本集團顧問至2019年7月24日合約期滿。
- 購股權計劃的詳情載於財務報表附註36。

## 2019 Share Option Scheme

The major terms of the 2019 Share Option Scheme are summarized as follows:

1. The purpose of the Share Option Scheme is to provide incentives to eligible participants to contribute to the Company, and to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to Directors (including executive and non-executive Directors), employees, officers, agents or consultants of the Company or any subsidiary.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme and all outstanding options must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of options which may be granted under the Share Option Scheme is not permitted to exceed 10% of the issued Shares on adoption date that is 810,722,884 Shares. The maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 736,922,884 Shares, representing approximately 9.08% of the total number of issued shares of the Company as at 31 March 2020.
4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares in issue of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
5. 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. The consideration paid by each grantee for each grant of options is HK\$1.

## 2019年購股權計劃

2019年購股權計劃的主要條款摘錄如下：

1. 該購股權計劃旨在獎勵合資格參與者對本集團作出貢獻，並使本集團可招聘優秀僱員及吸引人才。
2. 董事會有權酌情向本公司或任何附屬公司之董事（包括執行或非執行董事）、僱員、高級職員、代理或顧問授出購股權。
3. 所有尚未行使之購股權及因購股權計劃項下已授出但尚未行使之所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份數目的30%。根據購股權計劃可予授出的購股權所涉及股份總數，不得超過採納日期全部已發行股份的10%即為810,722,884股股份。根據購股權計劃項下可予授出的所有購股權倘獲行使而發行的股份總數為736,922,884股股份，相當於本公司於2020年3月31日已發行股份總數約9.08%。
4. 因購股權計劃項下已授出購股權（包括已行使、註銷及未行使之購股權）獲行使而於任何12個月期間起至授出日期止向各承授人發行及即將發行的股份總數，不得超過本公司於授出日期已發行股份數目的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
5. 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10年為限。
6. 各承授人須支付1港元作為每次獲授購股權的代價。

7. The exercise price in relation to each share option will be determined by the Directors at their absolute discretion and shall be at least the highest of: (a) the closing price of the Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange on the date of grant, which must be a business day; and (b) the average closing price of the Shares as stated in the daily quotation sheets of The Hong Kong Stock Exchange for the five business days immediately preceding the date of grant.
7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項的最高者：(a)授出日期(必須為營業日)香港聯交所每日報價表所列的股份收市價；及(b)緊接於授出日期前五個營業日在香港聯交所每日報價表所列的股份平均收市價。
8. No further options will be granted under the Share Option Scheme after the date of expiration. In respect of the options granted and accepted prior to the date of expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.
8. 於購股權計劃屆滿後，不能進一步授出購股權。根據購股權計劃並在其規限下，於屆滿期前已授出並獲接納惟當時尚未行使之購股權將仍然有效及可行使。

The table below summarized the details of movements in the share options granted pursuant to the 2019 Share Option Scheme during the Year:

於本年度內根據2019年購股權計劃授出購股權的變動詳情摘錄於下表之內：

Name	Date of Grant	Number of Share Options					As at 31 March 2020 於 2020 年 3 月 31 日	Exercise Price HK\$ 行使價 港元	Exercisable Period 行使期
		As at 1 April 2019 於 2019 年 4 月 1 日	Granted	Exercised	Cancelled/ Lapsed	As at			
<b>Directors</b>									
<b>董事</b>									
Zhao Lidong	7/2/2020	-	6,000,000	-	-	6,000,000	1.00	7/2/2021-6/2/2025	
趙立東		-	6,000,000	-	-	6,000,000	1.00	7/2/2022-6/2/2025	
		-	6,000,000	-	-	6,000,000	1.00	7/2/2023-6/2/2025	
Cheng Ka Man Carman	7/2/2020	-	2,600,000	-	-	2,600,000	1.00	7/2/2021-6/2/2025	
鄭嘉汶		-	2,600,000	-	-	2,600,000	1.00	7/2/2022-6/2/2025	
		-	2,600,000	-	-	2,600,000	1.00	7/2/2023-6/2/2025	
<b>Employees</b>	7/2/2020	-	16,000,000	-	-	16,000,000	1.00	7/2/2021-6/2/2025	
<b>僱員</b>		-	16,000,000	-	-	16,000,000	1.00	7/2/2022-6/2/2025	
		-	16,000,000	-	-	16,000,000	1.00	7/2/2023-6/2/2025	
		-	73,800,000	-	-	73,800,000			

Notes:

附註：

- The closing price of the Shares immediately before the date of the share options granted on 7 February 2020 was HK\$0.90 per share.
- Details of the Share Option Scheme are set out in note 36 to the financial statements.
- 緊接於2020年2月7日授出購股權日期前本公司股份收市價為每股0.90港元。
- 購股權計劃的詳情載於財務報表附註36。

## Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests in Securities" and "Information on Share Options" in this report and in note 36 to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## Purchase, Sale or Redemption of Listed Securities

The Company repurchased a total of 25,238,000 shares of the Company at prices ranging from HK\$0.87 to HK\$1.07 per share on The Hong Kong Stock Exchange during the Year. Details of the repurchases of such shares were as follows:

## 董事認購股份或債務證券的權利

除本報告「董事及主要行政人員於證券的權益」及「有關購股權的資料」章節及財務報表附註36所披露者外，本公司或其任何附屬公司於本年度內任何時候概無進行任何安排，致使董事或本公司主要行政人員（包括彼等的配偶或18歲以下的子女）透過收購本公司或任何其他法人團體的股份或債權證獲取利益。

## 購買、出售或贖回上市證券

於本年度，本公司以每股0.87港元至1.07港元的價格於香港聯交所回購本公司25,238,000股股份。回購該等股份之詳情概要如下：

Date of the repurchase	回購日期	Number of shares repurchased 回購的股份數目	Highest price per Share	Lowest price per Share	Aggregate consideration paid (excluding expenses)
			HK\$ 每股最高價 港元	HK\$ 每股最低價 港元	HK\$ 總代價 (不包括開支) 港元
1 August 2019	2019年8月1日	6,122,000	1.07	1.03	6,447,500
2 August 2019	2019年8月2日	3,780,000	1.05	1.03	3,931,880
27 February 2020	2020年2月27日	7,518,000	0.89	0.88	6,668,100
28 February 2020	2020年2月28日	3,000,000	0.87	0.87	2,610,000
2 March 2020	2020年3月2日	4,818,000	0.89	0.88	4,269,840
		25,238,000			23,927,320

The above shares repurchased were cancelled on 12 September 2019 and 27 April 2020, respectively. The Company believes that the repurchase of shares will lead to an enhancement of the net assets value and earnings per each share of the Company.

During the Year, the Company and a subsidiary of the Company repurchased part of the senior notes of the Company from the open market. Details are set out in the section headed "Senior Notes" and note 30 to the financial statements.

Save as disclosed above and notes to the financial statements, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

### Bank Borrowings

Details of the Group's bank borrowings as at 31 March 2020 are set out in note 29 to the financial statements.

### Major Customers and Suppliers

The aggregate sales to the Group's five largest customers were less than 10% of the Group's total revenue. The aggregate purchases from the five largest suppliers of the Group accounted for approximately 44% (FY2018/19: 40%) of the Group's total purchases and purchases from the largest supplier accounted for approximately 13% (FY2018/19: 20%) of the Group's total purchases for the fiscal year ended 31 March 2020.

None of the Directors, their associates, or any Shareholders which to the knowledge of the Directors own more than 5% of the Company's total number of issued Shares has any interests in the Group's five largest suppliers or customers.

### Corporate Governance

The Company is committed to achieving high standard of corporate governance. Detailed information on the Company's corporate governance principles and practices are set out in the Corporate Governance Report as contained in this annual report.

### Environmental, Social and Governance

The Group is committed to fulfilling its corporate social responsibility in community affairs, environmental protection and corporate governance during its business operation in order to achieve its sustainable development. The Company's Environmental, Social and Governance Report is set out in this annual report.

上述回購股份已分別於2019年9月12日及2020年4月27日被註銷。本公司相信回購股份將提升本公司每股的資產淨值及盈利。

於本年度，本公司及本公司的一家附屬公司於公開市場回購部份優先票據，詳情載於「優先票據」一節及財務報表附註30。

除上述及財務報表附註披露者外，本公司及其任何附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

### 銀行借貸

於2020年3月31日，本集團銀行借貸詳情載於財務報表附註29。

### 主要客戶及供應商

本集團五大客戶總銷售額佔本集團總收入少於10%。截至2020年3月31日止財政年度，本集團五大供應商總採購額約佔本集團總採購額約44% (2018/19財政年度：40%)，而最大供應商採購額約佔本集團總採購額13% (2018/19財政年度：20%)。

董事知悉，概無擁有本公司已發行股份總數超過5%的董事、其聯繫人或任何股東於本集團五大供應商或客戶中擁有任何權益。

### 企業管治

本公司致力實現高標準的企業管治。有關本公司之企業管治原則及常規載於本年報的企業管治報告內。

### 環境、社會與管治

本集團在運營過程中致力履行自身在參與社會活動、環境保護及公司管治的企業社會責任，以達至集團的可持續發展。本公司之環境、社會與管治報告載於本年報內。



### Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float as required under the Listing Rules.

### Five Year's Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five fiscal years is set out on page 67 of this annual report.

### Management Contract

During the Year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

### Events after the Reporting Period

The events after the reporting period are set out in note 48 to the financial statements.

### Auditor

The financial statements have been audited by Messrs. Ernst & Young who will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the re-appointment of Messrs. Ernst & Young as auditor of the Company is to be proposed at the forthcoming AGM.

For and on behalf of the Board  
**CHENG CHUNG HING**  
*Chairman & Executive Director*

Hong Kong, 31 July 2020

### 公眾持股量

根據本公司的公開資料及據董事於本報告刊發前之最後實際可行日期所知，本公司已根據上市規則維持本公司股份足夠的公眾持股量。

### 五年財務概要

本集團過去五個財政年度的業績及資產與負債摘要載於本年報第67頁。

### 管理合約

於本年度內，本公司並無就全盤業務或其中任何重要部分簽訂或存有任何管理及行政合約。

### 報告期間結束後事項

本報告日期後事項詳情載於財務報表附註48。

### 核數師

財務報表由安永會計師事務所審核，其將退任並符合資格於應屆股東周年大會重選連任。續聘安永會計師事務所為本公司獨立核數師之決議案將於應屆股東周年大會提呈。

代表董事會  
**鄭松興**  
*主席兼執行董事*

香港，2020年7月31日

The Company recognizes the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. To the best knowledge and belief of the Directors, the Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules during the year, save and except for the following deviation:

Code provision A.6.7 provides that Independent Non-Executive Directors and other Non-Executive Directors are equal board members, should attend general meetings of the Company. During the Year, two Non-Executive Directors and one Independent Non-Executive Directors of the Company were unable to attend the last annual general meeting of the Company held on 13 September 2019 as they had other prior business engagement.

### The Board of Directors

#### Board Composition

As at 31 March 2020, the Board comprises eleven Directors, including four Executive Directors, three Non-Executive Directors and four Independent Non-Executive Directors.

With effective from 1 April 2020, Mr. Fung Sing Hong Stephen resigned as Vice Chairman of the Group and Executive Director, and Dr. Ma Kai Cheung resigned as Non-Executive Director, whereas Mr. Wu Guangquan was appointed as Executive Director of the Company. Since then, the Board comprises ten Directors, including four Executive Director, two Non-Executive Directors and four Independent Non-Executive Directors.

The brief biographical details of the Directors are set out in the section headed “Biographical Details of the Directors and Key Management” on pages 68 to 77 of this annual report.

#### Independent Non-executive Director

During the Year, the Board has at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors and representing at least one-third of the board with at least one Independent Non-Executive Director possessing appropriate professional qualifications, accounting or related financial management expertise.

During the Year, all existing Independent Non-Executive Directors have made an annual confirmation of independence in accordance with Rule 3.13 of the Listing Rules. The Company considers that each of the Independent Non-Executive Directors be independent.

本公司認同實現高標準的企業管治以提高企業業績的問責制的價值及重要性，並會致力達成此目標。據本公司董事深知及確信，本公司於本年度內已遵守香港聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「管治守則」）之適用守則條文，惟以下守則條文除外：

根據守則條文第A.6.7，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席本公司的股東大會。於本年度內，本公司兩名非執行董事及一名獨立非執行董事因有其他先前的事務在身而未能出席本公司於2019年9月13日舉行之股東周年大會。

### 董事會

#### 董事會組成

於2020年3月31日，董事會由十一名董事組成，包括四名執行董事、三名非執行董事及四名獨立非執行董事。

自2020年4月1日起，馮星航先生辭任本集團副主席兼執行董事、馬介璋博士辭任非執行董事，而吳光權先生獲委任為執行董事。由該日起，董事會由十名董事組成，包括四名執行董事、兩名非執行董事及四名獨立非執行董事。

董事履歷詳情載於本年報第68至77頁「董事及主要管理層履歷」一節內。

#### 獨立非執行董事

於本年度內，董事會於任何時間一直符合上市規則第3.10(1)、3.10(2)及3.10A條的要求，委任最少三名獨立非執行董事並佔董事會成員人數至少三分之一，而最少一名獨立非執行董事須具備適當專業資格，或會計或相關財務管理專業知識。

於本年度內，全體獨立非執行董事已根據上市規則第3.13條之規定，各自就其獨立性作出年度確認。本公司認為各獨立非執行董事均為獨立人士。

## Role and Function

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Group to the Executive Directors and key senior management within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this annual report.

## Relationship between Directors

Mr. Cheng Tai Po is an elder brother of Mr. Cheng Chung Hing and the uncle of Ms. Cheng Ka Man Carman, whereas Ms. Cheng Ka Man Carman is the daughter of Mr. Cheng Chung Hing.

## Change in Information of Directors

The change in the information of Directors since the publication of the 2019/20 interim report up to the date of this annual report is set out below pursuant to Rule 13.51B(1) of the Listing Rules:

- Mr. Li Wai Keung has been appointed as an independent non-executive director of Centenary United Holdings Limited (a company listed on 18 October 2019) with effect from 16 September 2019. Mr. Li resigned as an executive director of Guangdong Land Holdings Limited with effect from 20 February 2020 and resigned as a non-executive director of Guangdong Investment Limited with effect from 28 March 2020. These three companies are listed on the Main Board of The Hong Kong Stock Exchange (stock code: 1959, 124 and 270 respectively). Mr. Li also resigned as chief financial officer of GDH Limited with effect from 31 December 2019.

## Compliance with the Model Code for Securities Transactions

The Company has adopted the Model Code as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the relevant period of the fiscal year ended 31 March 2020. Employees who are, or likely to be, in possession of unpublished price sensitive information in relation to the Company or its Shares are required to prohibit from dealing in shares of the Company during the black-out period.

## 角色及職能

董事會負責制定本集團的整體策略及監察其表現，並委派執行董事及主要高級管理人員在董事會設定的控制範圍及職權框架內處理本集團的日常運作。此外，董事會亦將若干責任委派予審核委員會、薪酬委員會及提名委員會。該等委員會的進一步詳情載於本年報內。

## 與董事的關係

鄭大報先生為鄭松興先生的胞兄，及鄭嘉汶女士的伯父，而鄭嘉汶女士為鄭松興先生的女兒。

## 董事資料變動

根據上市規則第13.51B(1)條，於2019/20中期報告刊發後至本年報日期的董事資料變動載列如下：

- 李偉強先生自2019年9月16日起獲世紀聯合控股有限公司(該公司於2019年10月18日上市)委任為其之獨立非執行董事。李先生自2020年2月20日起辭任粵海置地控股有限公司之執行董事並自2020年3月28日起辭任粵海投資有限公司之非執行董事。這三家公司均為香港聯交所主板上市的公司(股份代號分別為：1959, 124及270)。李先生自2019年12月31日起亦辭任粵海控股集團有限公司之財務總監。

## 遵守董事進行證券交易之標準守則

本公司已採納標準守則，作為本公司董事進行證券交易的標準。本公司已向全體董事作出具體查詢後，董事於截至2020年3月31日止財政年度相應期間內一直遵守標準守則所載的規定準則。擁有或可能擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。

## Board Meetings

During the Year, four Board meetings were convened by the Company. The attendance of the Directors at the Board meetings was as follows:

## 董事會會議

於本年度內，本公司共召開四次董事會會議，董事會會議的董事出席情況如下：

Directors	董事	Number of Attendance/ meeting held <sup>(3)</sup> 出席／舉行 會議次數 <sup>(3)</sup>
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Cheng Chung Hing ( <i>Chairman</i> )	鄭松興先生(主席)	4/4
Mr. Fung Sing Hong Stephen ( <i>Vice Chairman</i> ) <sup>(1)</sup>	馮星航先生(副主席) <sup>(1)</sup>	4/4
Mr. Zhao Lidong ( <i>Chief Executive Officer</i> )	趙立東先生(行政總裁)	4/4
Ms. Cheng Ka Man Carman	鄭嘉汶女士	4/4
<b>Non-Executive Directors</b>	<b>非執行董事</b>	
Dr. Ma Kai Cheung <sup>(2)</sup>	馬介璋博士 <sup>(2)</sup>	0/4
Mr. Cheng Tai Po	鄭大報先生	4/4
Mr. Lin Ching Hua	林璟驊先生	4/4
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/4
Mr. Li Wai Keung	李偉強先生	4/4
Mr. Hui Chiu Chung	許照中先生	4/4
Mr. Yung Wing Ki Samuel	容永祺先生	4/4

Notes:

- Mr. Fung Sing Hong Stephen resigned as Vice Chairman of the Group and Executive Director and has been appointed as Senior Advisor of the Group with effect from 1 April 2020.
- Dr. Ma Kai Cheung resigned as Non-Executive Director and has been appointed as Honourable Advisor of the Group with effect from 1 April 2020.
- The attendance figure represents actual attendance and the number of meetings such director is entitled to attend.

The Directors are provided with agenda and Board meeting materials related to the agenda before the meeting. They can access to the senior management and the company secretary of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

附註：

- 馮星航先生自2020年4月1日起辭任本集團副主席及執行董事，並獲委任為本集團之資深顧問。
- 馬介璋博士自2020年4月1日起辭任非執行董事，並獲委任為本集團之榮譽顧問。
- 出席數字為董事實際出席有關會議的次數及其有資格出席會議的數目。

會議舉行前，董事預先獲提供議程及與議程相關的董事會資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，在合理情況下尋求獨立專業意見，費用由本公司承擔。

## Appointment and Re-election of Directors

Each of the Executive Directors has entered into service contract with the Company while each of the Non-Executive Directors and Independent Non-Executive Directors has entered into a letter of appointment with the Company for a term of three years, subject to retirement by rotation and re-election at annual general meeting of the Company.

The Company's Articles provide retirement by rotation and re-election for all Directors. In accordance with the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. The Articles also provide that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until conclusion of the next following general meeting of the Company and shall then be eligible to offer for re-election, and any Director appointed by the Board as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible to offer for re-election/election. Accordingly, five Directors, namely, Ms. Cheng Ka Man Carman, Mr. Cheng Tai Po, Leung Kwan Yuen Andrew, Mr. Yung Wing Ki Samuel and Mr. Wu Guangquan will retire from office and are eligible to offer themselves for re-election/election at the forthcoming AGM of the Company.

## Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. During the Year, Mr. Cheng Chung Hing was the Chairman of the Company and he provided leadership for the Board and ensured the proper and effective functioning of the Board in the discharge of its responsibilities, while Mr. Zhao Lidong was accountable to the Board for the overall implementation of the Company's strategies and the coordination of overall business operations of the Group.

## 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 are established with specific written terms of reference which have been published at the websites of The Hong Kong Stock Exchange and the Company respectively. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice at the Company's expense.

## 委任及重選董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年，惟須輪席退任，並於本公司的股東周年大會上重選連任。

本公司章程規定全體董事須輪席退任及重選連任。按章程規定，於本公司各屆股東周年大會上，當時三分之一的董事（或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數）須輪席退任。章程亦規定任何由董事會委任的董事若是為填補董事會臨時空缺，其任期僅直至本公司下次股東大會完結，屆時將符合資格重選連任；而任何由董事會委任的董事以作為董事會新增成員，其任期僅直至本公司下次股東周年大會，屆時將符合資格重選連任／選舉。因此，鄭嘉汶女士、鄭大報先生、梁君彥先生、容永祺先生及吳光權先生等五名董事將退任，並符合資格於本公司應屆股東周年大會上重選連任／選舉。

## 主席及行政總裁

為確保權力及職權平衡，主席及行政總裁的職責有所區分。於本年度內，鄭松興先生為本公司的主席，彼領導董事會，並確保董事會於履行其職責時能正確有效地運作，而趙立東先生則向董事會負責履行本公司的整體策略及協調本集團的整體業務運作。

## 董事委員會

董事會成立三個委員會，包括審核委員會、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的書面職權範圍，相關職權範圍書已分別刊發於香港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，並可在合理情況下尋求獨立專業意見，費用由本公司承擔。

## Audit Committee

The Audit Committee is responsible for the review and supervision of the Group's financial reporting process, risk management and internal control system and review of the Company's financial statements. The written terms of reference are in line with the provisions under the CG Code and the roles and the responsibilities delegated to the Audit Committee by the Board, which include to determine the appropriate corporate governance practices applicable to the Group's circumstances and to ensure processes and procedures are in place to achieve the Group's corporate governance objectives.

During the Year, the Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel. All the Audit Committee members are Independent Non-Executive Directors. During the Year, two Audit Committee meetings were held to review the FY2018/19 annual results and the FY2019/20 interim results of the Group before submission to the Board.

During FY2019/20, the Audit Committee reviewed the risk management and internal control system, connected transactions, interim results and annual results of the Group, and accounting principles and practices adopted by the Group. The attendance of the Directors at the Audit Committee meetings was as follows:

## 審核委員會

審核委員會負責檢討及監察本集團的財務申報程序、風險管理及內部監控系統及審閱本公司的財務報表。其書面職權範圍與管治守則項下規定及董事會指派審核委員會的職責及職務相符，其中包括負責釐定適用於本集團情況的恰當企業管治常規、並確保現時流程及程序可達致本集團企業管治的目的。

於本年度內，審核委員會由李偉強先生(主席)、梁君彥先生、許照中先生及容永祺先生組成。審核委員會所有成員均為獨立非執行董事。於本年度內，曾召開兩次審核委員會會議，以於提交董事會前審閱本集團2018/19財政年度業績及2019/20財政年度中期業績。

於2019/20財政年度，審核委員會已審閱本集團的風險及內部監控系統、關連交易、中期業績及全年業績以及本集團採納的會計原則及慣例。審核委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/舉行會議次數
Mr. Li Wai Keung (Chairman)	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	0/2
Mr. Hui Chiu Chung	許照中先生	2/2
Mr. Yung Wing Ki Samuel	容永祺先生	2/2

## Remuneration Committee

The Remuneration Committee is responsible for making recommendations on Directors' and senior management's remuneration and other benefits. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee so as to ensure that the level of their remuneration and compensation are reasonable. The specific written terms of reference are in line with the provisions of the CG Code.

The Remuneration Committee comprises two Independent Non-Executive Directors and one Executive Director, including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew and Mr. Cheng Chung Hing.

The primary goal of the Group's remuneration policy for Executive Directors is to enable the Company to retain and motivate Executive Directors by linking their compensation with their individual performance as measured against the Group's corporate objectives and operating results, taking into account also the comparable market conditions. The principal elements of the remuneration package of an Executive Director include basic salary, performance and/or discretionary bonus, participation in the Share Option Scheme and other benefits. The remuneration of Non-Executive Directors (including Independent Non-Executive Directors) includes mainly the director's fee and participation in the Share Option Scheme which is a matter for the Board to decide by reference to their duties and responsibilities and the comparable market conditions.

During the Year, one Remuneration Committee meeting was held to review the structure of remunerations for Directors of the Company and the grant of share options under the Share Option Scheme to Directors of the Company. The attendance of the Directors at the Remuneration Committee meeting was as follows:

## 薪酬委員會

薪酬委員會負責就董事及高級管理人員薪酬及其他福利提出建議。薪酬委員會定期監察全體董事及高級管理人員的薪酬，確保彼等的薪酬水平及補償屬合理。其明確書面職權範圍符合管治守則規定。

薪酬委員會由兩名獨立非執行董事及一名執行董事組成，包括李偉強先生(主席)、梁君彥先生及鄭松興先生。

本集團的執行董事薪酬政策主要目的為讓本公司執行董事的酬金與彼等的個人表現及本集團的企業目標和經營業績掛鉤，同時考慮可資比較市場情況，藉以挽留及激勵執行董事。執行董事的薪酬待遇主要包括基本薪金、績效及/或酌定花紅，參與購股權計劃及其他福利。非執行董事(包括獨立非執行董事)的酬金主要包括董事袍金及參與購股權計劃，並由董事會經參照彼等的職責及可資比較市場情況後釐定。

於本年度內，曾召開一次薪酬委員會會議，以審閱本公司董事的薪酬架構以及根據購股權計劃授予董事購股權事宜。薪酬委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席/舉行 會議次數
Mr. Li Wai Keung (Chairman)	李偉強先生(主席)	1/1
Mr. Leung Kwan Yuen Andrew	梁君彥先生	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

## Nomination Committee

The Nomination Committee is responsible for making recommendation on the nomination of Directors with a view that the appointment of suitable individuals possess relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. The specific written terms of reference are in line with the provisions of the CG Code.

The Nomination Committee comprises two Independent Non-Executive Directors and one Executive Director, including Mr. Leung Kwan Yuen Andrew as chairman, Mr. Li Wai Keung and Mr. Cheng Chung Hing. During the Year, the Nomination Committee reviewed the structure, size and composition of the Board, including skills, knowledge, experience and diversity of background of its members, and the re-designation of senior management of the Company. The attendance of the Directors at the Nomination Committee meeting was as follows:

## 提名委員會

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。其明確書面職權範圍符合管治守則規定。

提名委員會由兩名獨立非執行董事及一名執行董事組成，包括梁君彥先生(主席)、李偉強先生及鄭松興先生。於本年度內，提名委員檢討了董事會結構、人數及構成，包括董事會成員的技能、知識、經驗及背景的多樣性，以及本公司高級管理層之調任。提名委員會會議的董事出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席／舉行 會議次數
Mr. Leung Kwan Yuen Andrew ( <i>Chairman</i> )	梁君彥先生(主席)	1/1
Mr. Li Wai Keung	李偉強先生	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

## Board Diversity Policy

The Company seeks to achieve Board diversity by adopting a board diversity policy which stipulates that when identifying individuals suitably qualified to become Directors, the Nomination Committee will consider the benefits of all aspects of diversity, including but not limited to a number of factors, such as age, race, cultural and educational background, professional and business-related experience, reputation of candidates for integrity and his/her accomplishment, skills, knowledge and length of service, in order to maintain an appropriate range of balance of skills, experience and background on the Board. The appointments of Directors will be based on meritocracy and take into account the aforesaid factors as a whole for the benefits of the Company, as well as the business model and specific needs of the Company from time to time.

## 董事會成員多元化政策

為達至董事會成員多元化，本公司採納董事會成員多元化政策，當提名委員會物色具備合適資格擔任董事之人士時，將考慮多元化在各方面的裨益，包括但不限於一些因素例如年齡、種族、文化及教育背景、專業及業務相關經驗、候選人的誠信度及彼之成就、技能、知識及服務任期，以使董事會具備合適且比例均稱的專門技術、經驗及背景。董事之委任將以有能者居之為原則，並就本公司的利益整體考慮上述因素，及不時考慮本公司本身的業務模式及具體需要。

## Directors' and Officers' Insurance

During the Year, the Company arranged appropriate Directors' and Officers' liabilities insurance coverage in respect of legal action against its Directors and officers.

## 董事及要員責任保險

於本年度內，本公司已就董事及高級職員可能會面對的法律行動安排投保適當的董事及高級職員責任保險。



## Risk Management and Internal Control

The Board is responsible for overseeing the risk management and internal control systems of the Group and reviewing its effectiveness. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

The Group has established an internal audit department to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure the risk management and internal control systems are in place and function properly as intended. The results of the internal audit and reviews are reported to the Executive Directors and Audit Committee of the Company. The Directors have reviewed the effectiveness of the Group's risk management and internal control systems and are satisfied with the adequacy of the systems of risk management and internal control of the Group during the Year.

For the annual review on the risk management and internal control, the Audit Committee considered the internal control report and risk management report satisfying as to effectiveness of the Group's risk management and internal control systems. There were no matters of material concerns relating to financial, operational or compliance control. The Board is satisfied with the adequacy and the effectiveness of the systems of the risk management and internal control of the Group during the Year.

## Independent Auditor's Remuneration

The Group's independent auditor is Messrs. Ernst & Young. During the last three years, the Group did not change any independent auditor. For FY2019/20. The remuneration paid and payable by the Group to the independent auditor in respect of audit and non-audit services provided by them was as follows:

		HK\$'000 千港元
Audit and review services	審核及審查服務	4,500
Non-audit services	非審核服務	1,058

## 風險管理及內部監控

董事會負責本集團之風險管理及內部監控系統，並檢討其有效性。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

本集團設有內部審核部門，以定期進行財務及運營檢討，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保風險管理及內部監控系統合適地進行，並按擬定功能有效運作。內部審核及審閱的結果會向本公司執行董事及審核委員會報告。董事已審閱本集團風險管理及內部監控系統的有效性，並信納本集團於本年度內的風險管理及內部監控系統屬足夠。

就風險及內部監控的年度審閱而言，審核委員會審議內部監控報告及風險管理報告，並信納本集團風險及內部監控系統屬有效，且並無有關財務、運營或合規監控而須高度關注的事宜。董事會信納本集團於本年度的風險管理及內部監控系統屬足夠及有效性。

## 獨立核數師酬金

本集團的獨立核數師為安永會計師事務所。在過去三年，本集團沒有更換獨立核數師。截至2019/20財政年度，本集團向獨立核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

## Directors' Responsibility

Every newly appointed Director will receive briefings and comprehensive induction on appointment to ensure the understanding of Directors' responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Directors are encouraged to participate in continuous professional development to refresh their knowledge and skills and the Company would organize appropriate directors' training to help ensure they are apprised of the role, functions and duties being a director of the Company.

The Directors are aware that they should give sufficient time and attention to the affairs of the Company and they are continually adapted with regulatory developments and business development of the Group to discharge their responsibilities. The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

- (1) Attending training session organized by and/or reading materials provided by the Company, which included but not limited to legal and regulatory changes and matters relevant to the Directors in discharging their duties, including the laws, rules and regulations relating to corporate governance;
- (2) Participating in continuous professional training seminars/conferences/courses/workshops on subjects relating to directors' duties and corporate governance, and rules and regulatory changes organized by the other companies, professional bodies or government authorities; and
- (3) Reading news, journals, magazines or other reading materials from time to time as regards legal and regulatory changes, economics and matters relevant to the Directors in discharging their duties.

## 董事責任

每位新獲委任董事將會接獲一份有關委任的綜合資料，藉此可確保其瞭解在上市規則和相關監管規定下之董事責任和義務。董事鼓勵參與持續專業發展以更新其知識和技能，而本公司亦會在適當時組織及安排董事培訓，藉以確保他們瞭解作為本公司董事之角色、職能及責任。

董事知悉彼等須付出足夠時間及注意力以處理本公司事務，及彼等獲持續提供最新的上市規則發展及本集團的業務發展，以助彼等履行職務。透過(其中包括)以下形式以持續發展並更新董事之知識及技能：

- (1) 參加由本公司舉辦之董事培訓講座和閱覽所提供的相關資料，內容包括但不限於法律及規管變動，以及董事履行其職責之相關事項，包括企業管治事項之法例、規則及規例；
- (2) 參與由其他公司、專業團體或政府機構舉辦有關董事職責和企業管治，及法規和監管變更有關的課題或持續專業培訓講座、會議、課程或研討會；及
- (3) 不時閱讀就有關法律及規管變更、經濟，以及其他有關董事履行其責任相關事宜之新聞、期刊、雜誌或其他閱讀資料。

According to the records provided by the Directors, the Directors received the following trainings during the Year:

根據董事所提供的記錄，於本年度內，董事參與之培訓如下：

Directors	董事	Type of Training	培訓類型
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Cheng Chung Hing ( <i>Chairman</i> )	鄭松興先生( <i>主席</i> )	(1) and (3)	
Mr. Fung Sing Hong Stephen ( <i>Vice Chairman</i> )	馮星航先生( <i>副主席</i> )	(1) and (3)	
Mr. Zhao Lidong ( <i>Chief Executive Officer</i> )	趙立東先生( <i>行政總裁</i> )	(1) and (3)	
Ms. Cheng Ka Man Carman	鄭嘉汶女士	(1) and (3)	
<b>Non-Executive Directors</b>		<b>非執行董事</b>	
Dr. Ma Kai Cheung	馬介璋博士	(1) and (3)	
Mr. Cheng Tai Po	鄭大報先生	(1) and (3)	
Mr. Lin Ching Hua	林璟驊先生	(1) and (3)	
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Leung Kwan Yuen Andrew	梁君彥先生	(1) and (3)	
Mr. Li Wai Keung	李偉強先生	(1), (2) and (3)	
Mr. Hui Chiu Chung	許照中先生	(1), (2) and (3)	
Mr. Yung Wing Ki Samuel	容永祺先生	(1), (2) and (3)	

## Directors' and Auditor's Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for FY2019/20, which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the independent auditor of the Company on the consolidated financial statements of the Group is set out in the independent auditor's report on pages 125 to 131.

## 董事及核數師就財務報表承擔的責任

董事及核數師確認其對編製本集團2019/20財政年度綜合財務報表的責任，並已按照法定規定及適用會計準則編製。

本公司獨立核數師對本集團綜合財務報表的申報責任載於第125至131頁的獨立核數師報告內。

### Company Secretary

Ms. Tse Man Yu has been the Company Secretary of the Company since 2008. She is a full time employee of the Company with professional qualifications and extensive experience, and has adequate working knowledge about the Company to discharge her duty as the Company Secretary. During the Year, Ms. Tse confirmed that she received relevant professional training of not less than 15 hours to update her skills and knowledge.

### Communication with Shareholders and Noteholders

The AGM of the Company is to be held at Garden Room 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 22 September 2020 (Tuesday) at 2:30 p.m..

The Company believes that effective communication with shareholders, noteholders and other investment communities is essential. During the Year, the Executive Directors, Chief Financial Officer and team of investor relations of the Group held regular briefings, press conferences and analyst meetings of interim and annual results, attended investor forums and participated in roadshows, conducted meetings and visits to projects of the Group with institutional investors and financial analysts in China, Hong Kong and overseas to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com).

The shareholders' meeting provides a useful platform for shareholders to exchange views with the Board. The Directors and Chief Financial Officer of the Group will attend shareholders' meetings to answer questions raised by shareholders. Shareholders can also direct their enquiries and proposals to the Company. The contact details of the Company are set out in the "Contact Us" section of the Company's website at [www.chinasouthcity.com](http://www.chinasouthcity.com).

### 公司秘書

謝文瑜女士自2008年起出任本公司之公司秘書。彼為本公司全職僱員，具有專業資格和資深經驗，及具備足夠的工作經驗，以履行公司秘書的職責。於本年度內，謝女士確認彼已接受不少於15小時之相關專業培訓以更新其技能和知識。

### 與股東及票據持有人溝通

本公司謹訂於2020年9月22日(星期二)下午2時30分假座香港九龍尖沙咀東部麼地道72號千禧新世界香港酒店2樓花園廳舉行股東周年大會。

本公司認為，與股東、票據持有人及其他投資團體作出有效溝通乃至關重要。於本年度內，執行董事、集團首席財務總監及投資者關係團隊定期舉行簡報會、新聞發佈會以及中期及年度業績分析會議、於中國、香港及海外國家出席投資者論壇，與機構投資者及財務分析員參與路演、舉行會議及參觀本集團之項目，讓彼等能了解本集團的業務及最新發展。投資者亦可透過電郵[ir@chinasouthcity.com](mailto:ir@chinasouthcity.com)與本公司聯絡。

股東會議提供具裨益的平台，供股東與董事會互相交流意見。董事及集團首席財務總監將出席股東大會解答股東提出的提問。股東亦可以向本公司提出諮詢及建議。本公司的聯絡詳情載於本公司網站[www.chinasouthcity.com](http://www.chinasouthcity.com)「聯絡我們」一節。

## Shareholders' Right

Pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), shareholders of the Company holding not less than 5% of the total voting rights of all the members having a right to vote at general meeting may request the Directors to call a general meeting. The request must state the general nature of business to be dealt with at the meeting and may be sent to the Company in hard copy form or in electronic form and must be authenticated by the person or persons making it in accordance with the provisions under sections 566 to 568 of the Companies Ordinance and the Company's Articles.

The attendance of the Directors at the annual general meeting of the Company which was held on 13 September 2019 was as follows:

## 股東權利

根據《公司條例》(香港法例第622章)，就本公司有權於股東會議上投票之全體股東，持有本公司總投票權不少於5%的股東可要求董事召開股東會議。有關請求需明述將會於會上處理之事務，並獲該提出要求的人士認證後，可採用書面或電子形式送交予本公司，並須根據《公司條例》第566至568條的規定以及本公司章程進行。

董事於2019年9月13日舉行之本公司股東周年大會的出席情況如下：

Directors	董事	Number of attendance/ meeting held 出席／舉行 會議次數
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Cheng Chung Hing ( <i>Chairman</i> )	鄭松興先生(主席)	1/1
Mr. Fung Sing Hong Stephen ( <i>Vice-Chairman</i> )	馮星航先生(副主席)	1/1
Mr. Zhao Lidong ( <i>Chief Executive Officer</i> )	趙立東先生(行政總裁)	1/1
Ms. Cheng Ka Man Carman	鄭嘉汶女士	1/1
<b>Non-Executive Directors</b>	<b>非執行董事</b>	
Dr. Ma Kai Cheung	馬介璋博士	0/1
Mr. Cheng Tai Po	鄭大報先生	1/1
Mr. Lin Ching Hua	林環驊先生	0/1
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Leung Kwan Yuen Andrew	梁君彥先生	1/1
Mr. Li Wai Keung	李偉強先生	1/1
Mr. Hui Chiu Chung	許照中先生	1/1
Mr. Yung Wing Ki Samuel	容永祺先生	0/1

Published documents together with the latest corporate information and news are available on the Company's website at [www.chinasouthcity.com](http://www.chinasouthcity.com).

有關發佈文件連同最新的公司資料及新聞，可瀏覽本公司網站[www.chinasouthcity.com](http://www.chinasouthcity.com)。

# Environmental, Social and Governance Report

## 環境、社會與管治報告

### Our Philosophy

China South City is a leading developer and operator of large-scale integrated logistics and trade centers in China, endeavoring to provide an online and offline combined logistics and trade integrated ecosystem for SMEs. On one hand, the Group assists local governments in upgrading old markets by developing modern wholesale marketplaces that promote regional economic transformation and development. On the other hand, it provides one-stop comprehensive value-added services for SMEs in China South City projects, thereby helping such businesses reduce their operation costs and enhance their competitiveness through business initiatives aimed at “Sustaining, Supporting, Assisting and Promoting Enterprises”.

Through years of operation and development, the Group has adhered to its business philosophy of “Innovation, Integrity, Consensus and Collaboration”. While promoting business development, we also pay attention to expectations and demands of all parties and integrate the concept of sustainable development into our corporate culture, corporate planning and operational decision-making. We continuously improve the capabilities and performance in relation to environment, society and corporate governance. In addition to relentlessly maintaining close communications and cooperation with shareholders in the course of operation for raising the level of corporate governance, the Group endeavors to attain sustainable development by creating a favorable working environment for its employees, assisting its customers in improving their operational competitiveness and establishing sustainable relations to create value, and continuously minimizing environmental impact in the course of operation.

### Workplace Quality

Talents are the prime impetus to sustainable corporate development. Adhering to its “people-oriented” management philosophy, the Group aims to attract and cultivate talents by providing them with an extensive platform to grow and perform. Meanwhile, the Group complies with national and local labor laws and regulations and upholds the principle of equity and fairness, so as to provide employees with equal opportunities. Our policy of equal employment opportunities applies to employment arrangements including recruitment, hiring, promotion, re-designation, redundancy and dismissal, regardless of race, religion, gender, family status, sexual orientation, physical disability or any other reasons, to ensure all employees and job candidates are treated equally. During the Year, the Group continued to achieve a win-win situation for both employees and corporate development, by effectively allocating human resources and standardizing collaborative relationships among employees.

### 集團理念

華南城是中國領先的大型綜合商貿物流及商品交易中心的開發商及營運商，致力為中小企業提供結合線上和線下的商貿物流一體化的生態圈。本集團一方面通過建設現代化的多業態專業市場，協助項目所在地政府進行舊市場改造升級，振興區域經濟轉型與發展，另一方面亦向入駐華南城項目的中小企提供一站式的全面增值服務，通過「穩商、助商、扶商、富商」的營商措施，協助中小企業降低運營成本，提升競爭力。

本集團一直堅持「創新、誠信、和諧、共享」的經營理念，在推動業務發展的同時，亦關注各方的期望及訴求，將可持續發展理念融入企業文化、企業規劃與運營決策中，不斷提升對環境、社會及企業管治相關的能力及表現。除了在運營過程中與持份者不懈地保持緊密溝通與合作，提升企業管治水平外；本集團亦為員工及客戶提供良好的工作及營商環境，建立為彼此創造價值的互動關係；同時致力將業務運營對環境的影響減至最低，達至可持續發展的目標。

### 工作環境質素

人才是推動企業實現可持續發展的原動力。本集團貫徹「以人為本」的管理理念，以吸納及培養人才為目標，為員工成長及表現創造廣闊的平台。同時，本集團遵守國家及相關公司所在地的勞動法律法規，堅持公正和公平的原則，致力為員工提供平等的機會。我們的平等就業機會政策適用於包括招聘、僱傭、晉升、換崗、裁員及解僱在內的僱傭安排，確保不論種族、宗教、性別、家庭狀況、性取向、肢體傷健或任何其他因由，所有員工及應聘者均獲平等對待。於本年度內，本集團繼續致力於通過有效配置人力資源來規範員工協作關係，實現員工和企業發展的雙贏。

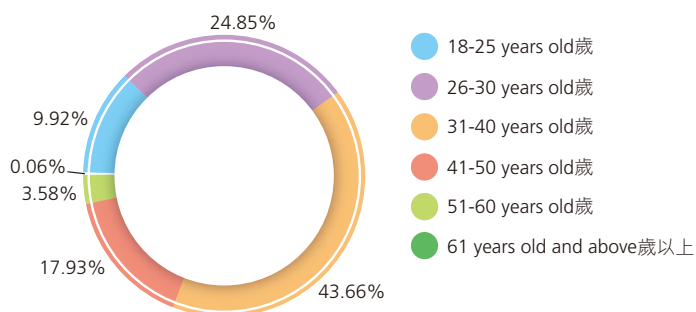


## Employee Overview

Employees are important assets of the Group. As at 31 March 2020, the total number of employees was 4,725, including 4,694 full-time employees, 25 contracted employees and 6 part-time employees and internship. The younger generation has become the major composition of employment. The number of the employees within the age group of 18-40 attributed more than 75% of the total working force of the Group, and gender composition by and large reached a balance.

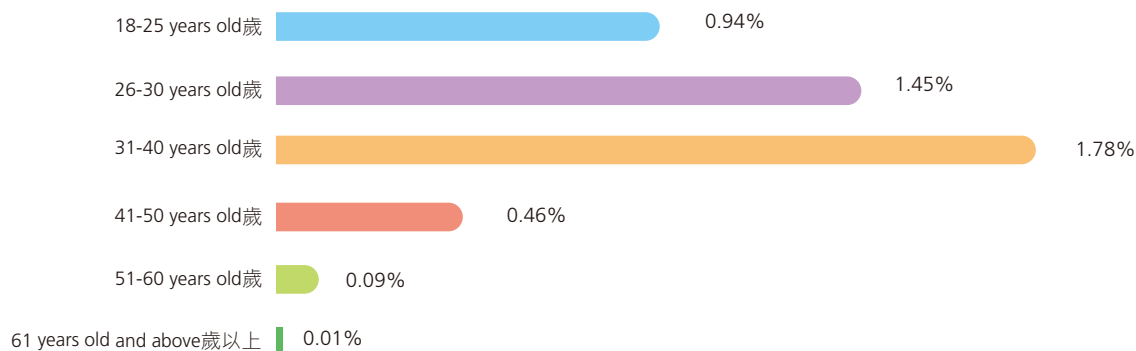
China South City strives to allocate human resources and make timely adjustments to its team structure according to the actual needs of business development. During the Year, the Group adopted digital system in human resources management and brought technology into the operation. Apart from providing customers more convenience, the Group streamlined part of the employee structure in response to its business needs, by retrenching employees not in line with business development and engaging qualified candidates through public recruitment, campus recruitment, internal referrals and such for the expanding business need. The Group upheld the principle of fairness, equity and openness during these processes.

The overall employees (by age) as at 31 March 2020  
截至2020年3月31日按年齡劃分的僱員情況



During the Year, the monthly employee turnover rate by gender of the Group was 2.31% for female employees and 2.44% for male employees.

Average monthly employee turnover (by age group) during the Year  
本年度按年齡組別劃分平均月度僱員流失率

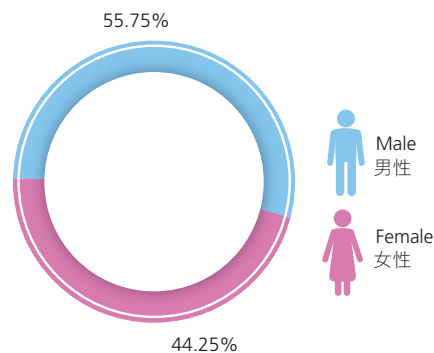


## 員工概況

華南城視員工為重要資產。於2020年3月31日，本集團之僱員人數為4,725人，當中包括全職員工4,694人、合約員工25人及兼職員工和實習生6人。本集團以較為年輕的員工為主要組成部分，18-40歲的員工佔比超過員工總數75%，同時在性別上達到了男女平衡。

華南城根據業務發展的實際需要來分配人力資源並及時作出團隊架構調整。於本年度內，本集團在人力資源管理方面採取了數據化系統，把科技帶進運營中，方便了客戶，同時使本集團有條件精簡一些與業務發展需求不相匹配的崗位。縱然如此，就擴展中的業務，本集團以公平、公正、公開的原則分別通過社會公開招聘、校園招聘及內部推薦等多種方式聘用合資格人士。

Total number of employees (by gender) as at 31 March 2020  
截至2020年3月31日按性別劃分的僱員情況



於本年度，本集團按性別劃分月度僱員流失率，女性僱員流失率為2.31%，男性僱員流失率為2.44%。

The Group recognizes the importance of cultivating an excellent management team, and hence it put more efforts to the career planning of employees, including the balanced development between personal career and life. Moreover, the Group placed emphasis on nurturing the younger generation for society. The diversified businesses of China South City can provide a perfect platform for outstanding graduates to embark on their personal career path across a broad spectrum as soon as possible. During the Year, the Group conducted campus recruitment in some well-known universities in five key cities, namely Nanchang, Xi'an, Zhengzhou, Hefei and Chongqing, where our business focuses are located. Apart from taking into account the locations of universities and undergraduate majors, the Group also hopes that, through the choice of location, it meets the career expectation from undergraduates who take the initiative to participate in hometown development. During the Year, more than 1,700 undergraduates in total attended the career talks and interviews on campus recruitment.

本集團深明培養優秀管理人員的重要，因此對員工職業規劃，包括個人事業及生活平衡發展非常注重。此外，本集團亦重視為社會培育年輕的一代。華南城多元化的業務能提供一個完善的平台，讓優秀畢業生能儘快且多元化地發展個人事業。於本年度，本集團於南昌、西安、鄭州、合肥及重慶5個重點業務布局城市的多所國內知名院校進行校園招聘；選點除考慮院校分布及本科專業外，亦希望能滿足本科生主動投身家鄉建設的就業期望。本年度內參與校園招聘的各場宣講會及面試，累計人數超過1,700人。



Campus recruitment  
校園招聘

## Employee Development and Training

China South City believes learning serves as the principal means for employees' sustainable development and creativity. Therefore, it is the responsibility of a corporation to provide employees with opportunities of continuous improvement.

During the Year, the Group continued to enhance its staff training system that incorporated orientation, training for management associates, etc. at all levels. Furthermore, the Group provided adequate on-the-job training for its employees through a wide array of activities, such as lectures and seminars, online learning, outward bound courses, experience sharing and so on.

## 員工發展及培訓

華南城相信學習是使員工具備持續性發展及創造能力的主要途徑，因此，企業有責任為員工創造不斷提升的機遇。

於本年度內，本集團繼續深化員工培訓制度，為各級員工提供包括新入職培訓、管理層能力發展等內容在內的培訓體系，並通過知識講座、線上學習、戶外拓展及經驗分享計劃等豐富多樣的培訓，為員工提供充分的在職教育及培訓。





Orientation for new employees  
 新員工入職培訓



The 2nd “CSC Talent” (「城·龍計劃」)  
 management team training program  
 第二期「城·龍計劃」管理人員培訓

In order to attain the goal of building a team of backup management talents for China South City, the second “CSC Talent Program” (「城·龍計劃」), a 4-day management training course, was held during the Year. The Group selected 30 participants from the existing management team to attend the training, in which the Company’s corporate culture, development strategy, business knowledge, management skills, industry development trends, company system promotion and integrity management system establishment, etc. were reiterated via centralized lectures, questions and answers from senior management, group discussions, morning exercise for quality development, and class cultural activities. This training course has achieved the purposes of broadening horizon, team integration and skills upgrades.

During the Year, the Group recorded an average of approximately 19.85 training hours for each employee.

為實現搭建華南城後備管理人才梯隊的目標，本年度繼續舉辦了為期4天的第二期「城·龍計劃」管理人員培訓。集團從現有管理人員中篩選30名培訓班參與者，通過集中授課、高管答疑解惑、分組主題研討、晨練素質拓展、班級文化活動等方式，重申公司企業文化、發展戰略、業務知識、管理技巧、行業發展趨勢、公司制度宣貫及廉政制度建設等。此次管理人員培訓班達到了開闊視野、團隊融合、提升技能的培訓目的。

於本年度內，本集團員工整體的平均培訓時數約為每人19.85小時。

**Training hours (by grade of staff) in FY2019/20**  
 2019/20財政年度按員工級別劃分的培訓時數

		Entry Level 基層	Middle Level 中層	Senior Level 高層	Total 合計
Number of Hours	小時	60,550	31,242	2,005	93,797
Percentage	百分比	65%	33%	2%	100%

In respect of remuneration and fringe benefits, externally the Group takes reference to the general economic environment and the pay level of industry peers, while internally it advocates the principles of fairness and competitiveness, with reference to position, capability, performance, as well as educational and professional qualifications. According to employees' position, job duties and job nature, the Company applies three different categories of remuneration, namely an annual scheme with reference to operating results of the year, a performance-based scheme with reference to annual and quarterly performance, and a commission-based scheme with reference to sales performance.

The Group has a comprehensive vacation system in place in accordance with local labor laws and regulations, which covers sick leave, casual leave, marriage leave, bereavement leave, maternity leave, paternity leave, lactation leave, annual leave, injury leave and statutory holidays. The employee benefit system is under constant improvement to take better care of our employees and their personal growth.

本集團僱員的薪酬和福利水平，對外結合整體經濟環境與同行業薪酬水平，對內保持公平及競爭性，並結合職位、個人能力、業績、學歷及專業資格等因素而釐定。根據職位、職責和工作性質的不同，公司採用三種不同薪酬類別，包括與企業年度經營業績相關的年薪制、與年度及季度績效相關的崗位績效工資制及與銷售業績相關的提成工資制。

本集團按照所在地勞動法建立包括病假、事假、婚假、喪假、產假、陪產假、哺乳假、年休假、工傷假、法定節日假在內的合理休假制度。本集團不斷完善員工福利體系，關愛員工，並促進員工的個人成長。



Outdoor training for middle and senior management  
中高層人員培訓戶外拓展活動



Qiaopingshan outward bound activity  
樵坪山拓展團體活動



## Occupational Safety and Health for Employees

The Group endeavors to provide a healthy and safe working environment for its employees. The Group has established its safety management committee and project management center to ensure regular inspection and evaluation of the safety and civilized construction of each project on a quarterly basis. During the Year, as required by the State Council, the Group continued to actively carry out the “Production Safety Month” activities, with the theme of “Preventing Risks, Eliminating Hazards and Containing Accidents”, to promote safety management in places, including but not limited to, office premises, construction sites and the entire project area.

## 員工職業安全及健康

本集團致力於為員工提供一個健康與安全的工作環境。集團成立安全管理委員會及集團項目管理中心，按季度確保各項目的安全文明施工進行定期檢查和評估。於本年度內，本集團繼續按國務院要求，積極落實「安全生產月」的活動，以「防風險、除隱患、遏事故」為活動主題，促進包括但不限於辦公場所、施工地點及整個項目園區的安全管理水平提升。



Fire prevention and safety activity held in CSC Harbin  
哈爾濱華南城舉行防火安全活動



Staff health check-up  
員工體檢活動

The Group also provides regular courses and training on occupational safety, safety seminars and fire drills for employees, particularly those involved in construction and fire services. Project inspections by the safety team are also arranged. These activities raise the awareness of safety precautions among all the employees, improve their safety skills, eliminate potential safety risks and proactively eliminate hazards.

通過定期向員工，尤其是涉及施工、消防的相關員工，提供職業安全教育課程及培訓，開展了多次安全講座及消防演習，以及安排安全小組巡查項目工作，增強全員安全防範意識，提升員工安全技能，排除可能潛在的安全風險並積極消除隱患。

With a comprehensive response mechanism in place, the Group provides medical payment in advance for the injured employees in the first instance while timely reporting to the Human Resources and Social Security Bureau to ensure adequate risk prevention and emergency response measures. The Group also delegates its labor union personnel to visit the injured employees, console their family members, and seek for the best treatment plan together with medical institutions.

本集團亦通過一套完善的應對系統，於事故的第一時間為傷病員工墊付工傷醫療費用，並及時向人力資源和社會保障局溝通申報，做好風險防範及應急處理措施。同時本集團亦會派出工會人員進行傷病員工慰問探訪，為員工家屬做好心理輔導，並與醫療機構配合，多方尋求最佳治療方案。

The Group attaches great importance to caring and helping employees, adhering to the concept of “The Company Has Love, Mutual Assistance”. During the Year, the Group raised charitable donations for four employees who suffered from family tragedies, providing care and economic support.

集團高度重視對員工關懷和幫助，秉承「企業有愛，人人互助」的理念，在於本年度內有四位家庭及家人遭遇不幸的員工，本集團進行愛心募捐，向他們及其家人表達了關懷和經濟援助。

Apart from accident prevention, we have also invested resources to enhance health awareness among employees. Moreover, in response to the prevailing running trend in recent years, we have organized running groups and hired professional coaches to give guidance. CSC Shenzhen has its employee dormitories furnished with various fitness facilities such as gyms and tennis tables, treadmills, multi-training machines, indoor cycling accessories, etc. With a view to alleviate employees' emotional pressure during the outbreak of COVID-19, the Group organized 15-minute exercises for staff every day for two months since February 2020 to encourage exercising and enhance their cardiorespiratory fitness. In addition, the Group also organized various recreational activities and staff health check-ups during the Year, so as to encourage a work-life balance style.

除防止意外發生，我們亦投入資源增強僱員間之健康意識。針對近年熾熱跑步風氣組織了跑團，並請專業教練指導。深圳華南城僱員宿舍內亦配備各種健體設施，如健身房、乒乓球桌、跑步機、綜合訓練機、动感單車設施等。新冠疫情期間，為緩解員工精神壓力，讓其勤活動勤鍛煉，提高心肺水平，從2020年2月開始，集團組織為期近兩個月每天下午15分鐘員工健身運動。此外，本集團年內亦組織多項康樂活動及員工體檢等，鼓勵員工取得工作與健康活動的平衡。

		Male 男性	Female 女性	Total 整體
<b>Rate of work-related injuries per thousand employees</b>	每千名員工的工傷率	2.86	0.20	3.06
<b>Number of working days lost due to work-related injuries</b>	因工傷損失工作日數	490	13	503

### Labor Standards

The Group strictly complies with the PRC government's "Provisions on the Prohibition of Child Labor" and would not hire any employees aged below 16. During the Year, there were no incidents related to child labor, forced labor or harassment. The Group works regularly to inspect and prevent child labor and forced labor through proper pre-employment review of the personal information of its employees, as well as inclusive internal training to raise the legal consciousness among its subsidiaries and in turn attain the goal of forbidding child labor and forced labor.

### 勞工準則

本集團嚴格遵守中國政府的《禁止使用童工條例》，並不會僱用任何16歲以下的人士。於本年度內，本集團並未發生僱用童工、強迫勞工或騷擾相關事件。本集團通過做好入職前人員信息審核，定時檢查及防止童工或強制勞工的現象，做好內部培訓工作，提高旗下附屬公司法律法規意識，來達到禁止僱用童工和強迫勞動的目標。

### Environmental Protection

China South City is aware of the potential eco-environmental impact which may result from business development. Therefore, to ensure sustainable development and protect the ecological environment, the Group adheres to the concept of energy saving and emissions reduction in the entire process of its development and operation, ensuring its compliance with applicable laws and regulations on environmental protection. In addition, the Group has rolled out multiple recycling plans during its daily operation, to raise environmental awareness of employees, business tenants and residents. From product design, green construction to operation, the Group is committed to reducing its environmental impact through various green measures.

### 環境保護

華南城深明企業發展可能對生態環境造成某程度的影響。為確保可持續發展及保護生態環境，本集團將節能減排的理念貫穿開發運營的過程，確保符合所有適用的環境保護法律法規要求。本集團在日常運營中推行多項循環再用計劃，以提高員工、商戶及住戶的環保意識。本集團致力通過從產品的設計到綠色施工及日常運營等各項環保舉措來減低對環境的影響。

The Group has formulated "Energy Conservation Management Regulations" to ensure effective energy conservation in daily operations. Such regulations are managed by the project management and property management teams, who are responsible for the introduction and evaluation of energy-saving technologies and equipment, management and development of programs and data analysis respectively.

本集團已制訂《節能降耗管理規範》，以確保日常運作能有效節能降耗；並由項目管理及物業管理團隊分別肩負起引進評估節能技術和設備、管理和制定方案及數據分析的職責。



## Environmental Friendly Design

The Group applies the national standards to energy-saving buildings to its building design and construction on its projects. During the Year, several projects of the Group obtained environmental friendly certifications such as the National Award for Green Building Design (Two Stars and One Star).

## 環保設計

本集團的項目建築均按照國家節能建築標準進行設計施工。於本年度內，本集團多個項目均獲得國家二星級及一星級綠色建築設計獎項等環保認證。

Subsidiary 附屬公司	Project Name 項目名稱	Certificate/Verification Letter 獲取證書／審查意見書
CSC Xi'an 西安華南城	1668 New Times Square Zone A, C, D 1668 新時代廣場A、C、D區	Certificate of Green Building Design Label (Two Stars) 二星級綠色建築設計
CSC Zhengzhou 鄭州華南城	1668 Times Square Tower 2, 5 1668 時代廣場第2、5座	Certificate of Green Building Design Label (Two Stars) 二星級綠色建築設計
	1668 Asia Pacific Plaza Tower 1, 3 1668 亞太廣場第1、3座	Certificate of Green Building Design Label (Two Stars) 二星級綠色建築設計
	Zijingmingdu (Residential Buildings) 紫荊名都	Certificate of Green Building Design Label (One Star) 一星級綠色建築設計
	1668 Times Square Tower 1, 3 1668 時代廣場第1、3座	Certificate of Green Building Design Label (One Star) 一星級綠色建築設計
	1668 Asia Pacific Plaza Tower 2, 5 1668 亞太廣場第2、5座	Certificate of Green Building Design Label (One Star) 一星級綠色建築設計
CSC Hefei 合肥華南城	Trade Center 6C Phase II, 6D Phase I and II 精品6C二期、6D一期、二期	Certificate of Green Building Design Label (Two Stars) 二星級綠色建築設計
	1668 Shengshi Plaza Tower 1, 2 1668 盛世廣場第1、2座	Certificate of Green Building Design Label (Two Stars) 二星級綠色建築設計
	Trade Center 6C Phase I 精品6C一期	Certificate of Green Building Design Label (One Star) 一星級綠色建築設計

## Environmental Friendly Facilities

To better incorporate the philosophy of sustainable development into its daily operation and management, the Group proactively promotes the application of energy-saving equipment on each project. The energy-saving renovation of lighting fixtures is one of the arrangements widely used in daily construction and operational activities.

For instance, lamps have been replaced with LED energy-saving ones at many buildings of CSC Shenzhen, coupled with an intelligent air-conditioning system. Photovoltaic power generation facilities have been installed at the roof-top photovoltaic station of Plaza 4 of CSC Shenzhen.

The 12W T8 dual-brightness LED voice-activated lighting have been installed in the voltage power distribution rooms, generator rooms, aisles and corridors of various districts of CSC Zhengzhou.

In CSC Harbin, LED lamps have been used in the underground car parks of Trade Center Plaza 2 with assured illumination. There are also timer setup for signboard lighting on a seasonal basis, and usage control of the air conditioning system based on seasonal and outdoor temperature.

During the Year, the consumption of electricity of Group's eight domestic project sites was approximately 282,570,000 kWh.

In respect of water saving, CSC Shenzhen and CSC Harbin have applied water saving equipment and facilities, using sensor-activated taps and pedal-enabled water-saving toilets, which effectively reduced the water usage of the plazas and public areas within the project. Administrative Tower and Trade Center Plaza 3 of CSC Nanchang and Trade Center Plaza 2 of CSC Xi'an have applied water saving equipment and facilities.

During the Year, the consumption of water of Group's eight domestic project sites was approximately 7,000,000 cubic meters.

## Education on Environmental Protection

To make the best use of resources, the Group proactively implemented Green Office in its daily management and operation. Employees have been educated on energy saving and environmental protection to raise their environmental awareness. In addition to reminding employees to turn off various non-used power sources in the office, they have also been encouraged to go green through office supplies consumption control, online working process and paper reduction.

## 環保設施

為將可持續發展的理念更融入日常運營及管理，本集團積極推動各項目使用節能設備。照明燈具節能改造為其中一項廣泛應用於日常施工和運營作業的安排。

以深圳項目為例，深圳華南城多個建築群已更換安裝LED節能燈並使用空調智能控制系統。深圳華南城四號廣場之屋頂光伏站項目亦已安裝光伏發電設施。

鄭州華南城對項目內的配電室、發電機房、通道及走廊燈具進行12W T8雙亮度LED聲控燈具照明改造。

哈爾濱華南城二號交易廣場地下停車場在保證照明亮度情況下採用LED燈，利用季節制定招牌燈開啟時間，並按照季節、室外溫度控制空調系統開啟時間等措施。

於本年度內，本集團在國內八個大型項目的電能消耗約為282,570,000萬千瓦時。

於節約用水方面，深圳華南城及哈爾濱華南城採用節水設備及措施，應用自動感應水龍頭及腳踏板節水沖便器，有效減少了園區內交易廣場及公共區域用水。南昌華南城行政樓、三號交易廣場及西安華南城二號交易廣場亦已採用節水設備。

於本年度，本集團在國內八個大型項目消耗約700萬立方米水。

## 環保教育

為善用資源，本集團於日常管理以及運營操作方面積極實行綠色辦公，通過對員工進行節能環保教育，提高其環保意識。除提醒員工關掉辦公室各種非在用電源水源，亦鼓勵員工通過辦公用品消耗管理、線上工作流程和減少紙張流程方面積極實踐環保。



## Civilized Construction

Highly attentive to the potential impact on the environment and communities during its project development, the Group strictly complies with applicable laws and regulations on environmental protection. The Group has formulated civilized construction standards, including “Management System for Safe and Civilized Construction” (《安全文明施工管理制度》), “Management System for Fire Safety in Construction” (《工程消防安全管理制度》), “Management Standard for Safe and Civilized Construction at Sites with Diagrams” (《施工現場安全文明施工管理標準及附圖》) and “Standard for Fire Safety at Construction Sites” (《施工現場消防安全標準》), in order to advocate civilized and green construction and strive to mitigate the environmental impact in a more environmental-friendly manner.

In respect of exhaust gas and dust pollution, green management has taken place on construction sites. Cement and other construction materials which are easily blown into the air are sealed and stored; and construction waste is discharged and transported through special airtight refuse passages or containers. Construction sites are also equipped with enclosed waste stations where construction waste and domestic waste are classified and stored.

In respect of sewage discharge, sedimentation tanks have been built at the cleaning space for concrete carrier vehicles for diversion of rain, sewage and wastewater from construction sites. Sewage goes through technical treatment before being reclaimed. The remainder of processed water is discharged into municipal sewage pipelines or recycled for greening and road flushing. Oil, thinner and paint on construction sites must be placed in storage rooms whose ground must have received anti-seepage treatment to prevent any groundwater pollution.

In respect of solid waste discharge, the Group requires the constructor to timely remove the solid waste generated during its construction process and, utilize or dispose of such wastes according to regulations. Wastes are packed by bags and regularly collected and placed in dumpsters by property management personnel. They will be sorted in garbage stations and transported by garbage trucks after sealing treatment. During the Year, a total of approximately 75,466 tons of solid waste were cleared and transported.

In respect of environmental protection in communities, the Group also requires its contractors to establish relevant measures not to disturb residents nearby, conducting proper prevention of dust, noise and light pollution as well as traffic congestion on construction sites to further mitigate the impact on the life of community residents.

## 文明施工

本集團非常重視項目開發過程中可能對環境及小區造成的影響，嚴格遵守所適用的環境保護法律法規，並制定了文明施工的準則，包括《安全文明施工管理制度》、《工程消防安全管理制度》、《施工現場安全文明施工管理標準及附圖》、《施工現場消防安全標準》等，以倡導文明及綠色施工，致力採用更為環保的方式以減低對環境的影響。

於廢氣揚塵污染管理方面，施工現場已進行綠化管理。水泥和其他易飛揚顆粒建築材料密閉存放，施工垃圾清運採用封閉式專用垃圾通道或封閉式容器吊運。施工現場設密閉式垃圾站，施工垃圾及生活垃圾分類存放。

於污水排放管理方面，混凝土運輸車清洗處設沉澱池，對施工基地的雨水、污水、廢水進行分流處理。廢水經技術處理後回收使用，使用不完的方可排入市政污水管綫或回收用於綠化及道路沖洗等。施工現場的油料、稀料、油漆等，必須存放於庫房內，庫房地面必須進行防滲處理，避免污染地下水體。

於固體廢棄物排放管理方面，本集團要求施工單位及時清運工程施工過程中產生的固體廢物，並按照法規進行利用或者處置，將廢棄物按袋分裝，並由物業管理人員定時收集，裝桶運到垃圾站整理、密封處理後由垃圾車運走。於本年度，清運固體廢棄物的總量約75,466噸。

於小區環保方面，本集團亦要求承建商制定相關不擾民施工的措施，做好施工現場的防粉塵、防噪音、防光污染、防交通擁塞的工作，從而進一步降低對小區居民生活的影響。

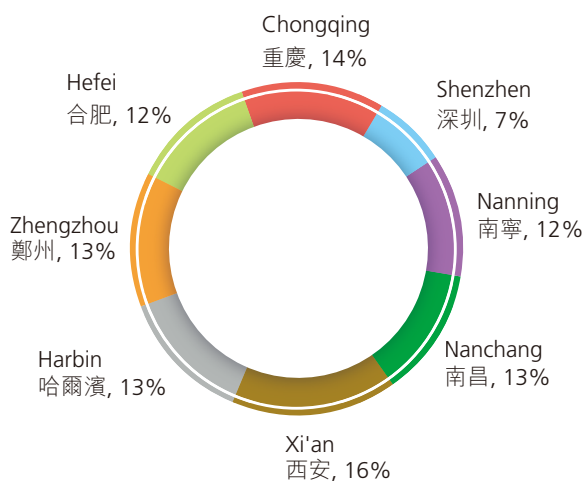
## Operating Practices

Through close cooperation with its suppliers and contractors, the Group seeks to provide its customers with efficiently high-quality products and services. All employees are required to comply with the Group's anti-bribery and anti-corruption policies at all times to prevent violating laws and regulations.

## Supply Chain Management

The Group values product quality and cost control, as most of its procurement would go through a tendering process. The Group implements a series of unbiased, fair, just and transparent tendering processes and a supervisory mechanism to ensure the quality of its products and services as well as professionalism during contract fulfilment. In selecting contractors, the Group also takes into account a contractor's environmental awareness and social responsibility. The number of suppliers of the Group by geographical region during the Year is detailed as follows:

Number of suppliers by region  
 按地區劃分的供貨商數目



The main suppliers selected by China South City are the subsidiaries of China State Construction Engineering Corporation, one of the world's top-500 enterprises and a large state-owned enterprise with good labor safety and welfare management.

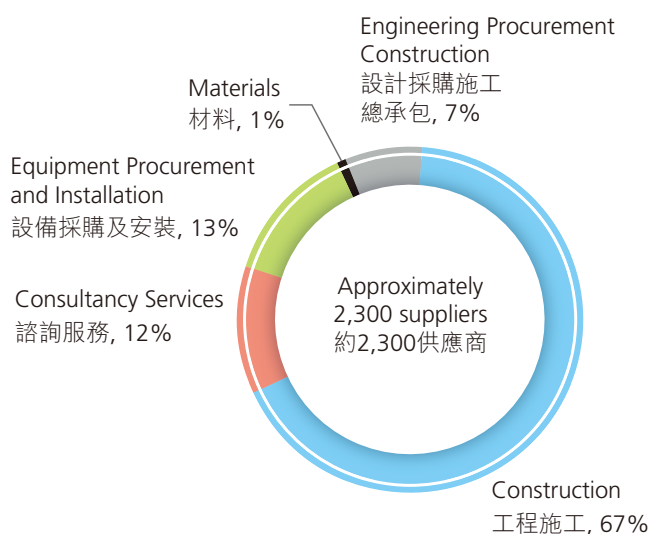
## 營運慣例

本集團通過與供貨商及承建商緊密合作，竭誠為客戶提供高效優質的產品及服務，並要求員工時刻遵守公司反貪污及賄賂的政策，以避免違規行為。

## 供應鏈管理

本集團重視產品的質量及成本的控制，大部分的採購均通過招標進行。本集團採用一系列不偏不倚、公平、公正、公開的招投標流程及監督機制，確保其供應產品與服務的質量以及履約過程的專業性。在選擇承建商時，本集團亦會將承建商的環保意識及社會責任感納入考慮範圍。於本財年內，集團按地區劃分的供貨商數目詳見如下：

Number of suppliers by nature  
 按性質劃分的供貨商數目



華南城選擇的主要供應商為世界500強企業中國建築集團有限公司下屬的企業，為大型國企，具有良好的勞工安全及福利管理。





## Product Liabilities

Apart from property development, the Group actively cultivates the market in order to provide a favorable business environment for its tenants. In this regard, the Group values the advice and suggestions from its tenants and seeks to communicate with them through different channels. The Group has formulated the implementation rules of customer satisfaction surveys for its regional subsidiaries. The Group would learn the extent of customer satisfaction to China South City in respect of product planning and design, construction quality, business operation, property management and customer service through customer satisfaction surveys. Accordingly, specific targets are set, to drive the continuous improvement of management and services, so as to raise customer satisfaction and loyalty.

In addition, along with business development, the Group has set up effective channels to listen to the opinions of tenants and landlords, with the goal of building a platform for effective communication and to enhance mutual understanding and trust between China South City, our tenants and landlords. Based on the actual situation of the property management business of the Company, we have formulated the policy for customer complaint management and handling guidelines to clearly define the responsibilities and authority of the Group and its property service centers in the management of customer complaints in every aspect to ensure that customer complaints are resolved timely and effectively in a fair and reasonable manner. General complaints would be concluded within two working days from the date of receipt. During the Year, the Group received and processed 676 customer complaints in accordance with the regulations, with a completion rate of 100%.

During the Year, China South City received many pennants and commendation letters from customers.

Regarding the protection of customer information and privacy, the Group uploads its customers' personal information to the CRM System, and assigns special personnel to be responsible for the use of CRM accounts. Any access to such information must go through a multi-level approval procedure.

## 產品責任

本集團在開發物業之餘亦積極培育市場，為入駐商戶提供良好的營商環境。為此本集團十分重視商戶的意見及建議，並通過各種渠道尋求與商戶的溝通。本集團制定了地區公司客戶滿意度調查實施細則，通過進行客戶滿意度的調查，了解客戶對華南城產品在規劃設計與工程質量、商業經營、物業管理及客戶服務等方面的滿意度，制訂專項提升目標，以促進管理與服務的持續改善，提升客戶滿意度和忠誠度。

此外，隨著業務的發展，集團設立有效渠道傾聽商戶及業主意見，旨在建立有效溝通的平台及增進彼此之間的理解與信任。根據公司物業管理業務實際情況，制訂了客戶投訴管理政策及處理指引，明確集團及下屬物業服務中心在各層面客戶投訴管理工作中的職責與權限，確保客戶投訴能得到及時、有效、公平、合理的解決。一般投訴在受理投訴日起兩個工作日內結案。本年度內本集團收到並按規定處理完成客戶投訴676單，完成率100%。

本年度內華南城收到由客戶贈送的多面錦旗及多封表揚信。

本集團為保障消費者資料及私隱，客戶個人私隱數據均上傳明源系統，並由專人負責系統賬戶的使用。如需存取任何相關信息，需取得多重審批同意。

As more and more CSC projects are put into operation, safety management has become an important part of the Group's development. The Group has set up a Safety Management Committee, which is responsible for formulating rules and regulations on fire prevention, disaster prevention and epidemic prevention for various areas from the safety office to construction environment, and to the management of the entire project area, and all relevant departments are required to comply with these rules and regulations. During the Year, the Group continued to intensify its fire safety and prevention management, with the completely revised "China South City Manual of Fire Safety" (《華南城集團安全消防手冊》). The Fire Safety Manual is divided into 10 volumes with both practical and applicable content, covering duties, systems, standards, practice, knowledge, firefighting, rescue, etc. It emphasizes the control of unsafe factors, unsafe attitudes and unsafe behavior as the root of fire prevention measures.

The Safety Management Committee also inspects and prevents individual safety matters. For example, it regularly checks the implementation of safety measures of each construction unit and the project site, and reminds employees and relevant units to beware of fire and theft before the start of a long leave. It also makes immediate response when there is an incident: for instance, at the beginning of the COVID-19 outbreak in early 2020, the Safety Management Committee provided epidemic prevention guidelines and measures instantly according to the instruction of the management. With the cooperation of each project and employee, all projects of the Group have successfully resumed work and production afterwards, and have been reported by Ministry of Commerce in the "Commercial Fire and Safety 2020 Special Issue – Work as One for Anti-epidemic".

### Professional Ethics

The Group strictly prohibits any acts of bribery and corruption during its business operation. The staff handbook applicable to the Group is prepared in accordance with national laws and regulations, and ethical requirements of the industry, to regulate any abuse of power, malpractice, bribery and corruption. Announced through OA office system and official website that the Group has set up a wide array of channels for whistleblowing, such as mailbox and phone number, and incorporated the "Anti-Commercial Bribery Clause" (《反商業賄賂條款》) as a standard contract term into all commercial contracts and agreements signed by the Group, so as to convey the concept of building a healthy business ecosystem to all business partners. At the same time, the Group focused on fostering a culture of corporate integrity to raise the awareness of all employees on compliance operation, and continuously carried out the education and training of integrity practice for all new and existing employees.

隨著華南城越來越多的項目投入試運營，安全管理是本集團發展中的重要一環。本集團設有安全管理委員會，專責制訂從安全辦公室到施工環境、以至整個項目園區管理的消防、防災、防疫等規章制度，並責令各相關部門遵守。於本年度內，為深化消防安全管理工作，《華南城集團安全消防手冊》已完成修訂。安全消防手冊分十卷，涵蓋職責、制度、標準、實操、常識、滅火、救援等兼備實用及適用性內容，並強調從「管控不安全因素、不安全態度、不安全行為」作為防火的治本措施。

安全管理委員會亦就個別安全事項作出檢查及預防。如定期檢查各施工單位及園區安全措施實施情況，於長假期開始前提醒員工及相關單位作出防火防盜預防等。於事故發生時亦即時作出應變：如2020年初新冠肺炎爆發初期，立時按管理層指示向員工及園區作出各項防疫指引及措施，加上各項目及員工配合，本集團各項目順利復工復產，並獲國家商務部「商業消防與安全2020特刊—眾志成城齊心戰疫」報導。

### 職業道德

本集團嚴禁在運營過程中有任何賄賂及貪腐行為。本集團根據國家法律法規及行業道德要求制定員工手冊，規範濫用職權、營私舞弊、行賄受賄等行為。本集團已通過OA辦公系統及官方網站公開發布舉報郵箱、舉報電話等多種形式的舉報渠道，並將《反商業賄賂條款》作為標準合同條款納入集團對外簽署的所有商業合同及協議中，將構建健康商業生態的理念傳遞給所有業務合作夥伴。同時，本集團注重加強企業廉潔文化建設，提升全體員工的合規經營意識，對所有新入職員工及在職員工持續開展廉潔從業的教育培訓。



In case an employee is reported to have violated any code of professional ethics, the Group will carry out investigation internally. Where such case is confirmed, the Group will file such case to the judicial authority.

### Community Engagement

The business operation of China South City is closely related to community development. Over the years, the Group, actively engaged in charity affairs at the communities where the Group operates its business and well aware of its responsibility in community development, has been striving to respond to the demand of such communities and make contribution to their sustainable development.

### Anti-epidemic work

Since the outbreak of the coronavirus (COVID-19), the entire world and all sectors of society have been widely affected. China South City has diversified projects and is serving a large number of merchants and residents. The Group bore a great mission on the anti-epidemic work that the Group immediately arranged a range of comprehensive anti-epidemic work in residential area, commercial area, office buildings and logistic warehouses in the project sites. The Group worked together with its partners to overcome difficulties to protect public health, fulfill social responsibilities and fight against the epidemic.

The Group puts the health and safety of employees, merchants and residents in the first place, and immediately established a special anti-epidemic work leading group and launched an emergency mechanism in order to prevent the epidemic and protect the safety of the project sites.

As a corporate treasuring social responsibilities, China South City has reduced the rents of merchants for overcoming difficulties together. At the same time, the Group also purchased anti-epidemic materials, performed the anti-epidemic work in the project sites and assisted the merchants in fighting the epidemic.

如有任何人向本集團舉報員工違反任何職業道德守則，本集團將進行內部調查，如真有其事，本集團將移送司法機關處理。

### 社區參與

業務運營與小區發展密切相關，華南城多年來一直致力於參與本集團業務運營所在小區公益事務，知悉本集團於當地發展方面之責任，致力滿足於小區之需求，並為其可持續發展作出貢獻。

### 抗疫工作

新冠疫情發生以來，整個世界及社會上各個階層都受到廣泛影響。華南城擁有多樣化項目，服務大量商舖商戶和住宅居民，本集團使命在肩，立即安排對園區內住宅、商舖、寫字樓、物流倉庫等進行全面部署防控工作，攜手與合作夥伴共克時艱，保障公眾健康，實踐社會責任，為抗擊疫情貢獻力量。

本集團把員工、商戶、居民的健康安全放在首位，第一時間成立抗疫專項工作領導小組，啟動應急機制，做好園區的防疫安全工作。

作為重視社會責任的企業，華南城減免商戶租金，共克時艱。同時，本集團還投入資金採購防疫物資，做好項目園區的防疫工作，並協助商戶消毒防疫。



Assisting the logistics of anti-epidemic materials  
處理防疫物資物流工作



Distribution of anti-epidemic materials  
派發防疫物資

## Charity Donations

The Group cares for the communities where its projects are located and made an aggregate charitable donation of approximately HK\$5.18 million to various charitable organizations during the Year. China South City is concerned with people's livelihood, poverty relief, disaster relief, education, medical assistance, care for children and other charitable causes.

In order to continuously promote charity causes and solidly step up targeted poverty alleviation, CSC Zhengzhou donated money to charity donations from caring enterprises organized by Mengzhuang Town government in October 2019, striving to extend a helping hand to a larger group of the poor, in hope of solving real-life difficulties in poverty alleviation. CSC Zhengzhou was also named as a caring enterprise.

In addition, CSC Zhengzhou and Qianlong Logistics Zhengzhou participated in the "Helping Poverty Alleviation, Creating Charity City – Xinzheng City 2019 Charity Gala" hosted by Xinzheng City Charity Federation in October 2019, and together donated RMB2.5 million.

## Support from the Industry

CSC Harbin took part in the theme activity conducted in Hengxing Village in November 2019. CSC Harbin's donation to Hengxing Village was for building a multi-functional service center.

China South City donated money to a special support fund for the production base construction and targeted poverty alleviation in Huanan Village in Yan'an Town, Nanning City for building a 60-acre demonstration planting base for unbudded honeysuckle.

## Compassion for Education Support

Teenagers are the hope of our society in the future. China South City is always dedicated to finance study such that poorer students would receive education. During the Year, China South City donated money and supplies, including the donation to the Red Cross education against poverty in Feixi County, the donation to Hefei 42nd Middle School CSC Branch and Zijingshan Road South Primary School for the purposes of improving the infrastructure and teaching environment of the schools.

## 慈善捐助

本集團關愛所處之社區，並於本年度內向各慈善機構合共捐出約518萬港元慈善捐款。華南城致力關注民生、扶貧濟困、賑災救援、教育事業、醫療救助、兒童關愛等公益慈善項目。

為了持續推進慈善事業，紮實推進精準扶貧，力爭在脫貧中幫助更多的貧困群體解決實際困難，鄭州華南城在2019年10月向孟莊鎮政府組織的愛心企業慈善活動中捐款，鄭州華南城被評為愛心企業。

此外，鄭州華南城及鄭州乾龍物流於2019年10月參與由新鄭市慈善總會主辦的「助力脫貧攻堅 創建慈善城市—新鄭市2019慈善晚會」，並於現場合共捐贈人民幣250萬元。

## 產業幫扶

哈爾濱華南城於2019年11月參與在恆星村開展的主題活動，對恆星村的捐款是用於打造多功能服務中心。

華南城在幫扶南寧延安鎮華南村開展生產基地項目建設和精準扶貧工作中，在專項幫扶資金捐款建設60畝裹蕾金銀花示範種植基地。

## 愛心助學

青少年是社會未來的希望。華南城積極實踐愛心助學，致力讓更多貧困學生可以上學。本年度，華南城為貧困學生捐資助學，當中包括捐贈肥西縣紅十字會開展助學扶貧、合肥市第四十二中學華南城分校助學及紫荊山南路小學物資捐贈等，以改善學校的基礎設施和教學條件。



## Serving the Community

### 1. China South City Volunteers

The Group has integrated the advantages of its resource platform, which brought together the carefulness and strength of China South City employees, merchants, residents and the kind-hearted for the participation of public welfare and volunteer services as well as to develop a harmonious society, instances including visits and assistance to poor households, public clinics and fire brigade condolence.

### 2. Blood Donation

The Group took concrete action to fulfill its obligation as a corporate citizen, giving back to the society with love. CSC Hefei organized a blood donation activity with the theme of “Blood Donation for Free, Cheers for Life” in July 2019, which attracted total of approximately 140 people participating in, including employees who are long-serviced in CSC Hefei as well as those who were lately hired, the outsourcing units and merchants.

### 3. National Flag Raising in Eight China South City Project Sites

In celebrating the national day, the Group organized related theme activities and promoted traditional festivals and patriotism to the merchants, so as to increase communication between the merchants and to enhance their sense of belonging in the community.

## Cultural and Recreational Activities

### 1. CSC Run • 888

In response to the call of the “National Fitness Day”, the first “CSC Run • 888” (華跑 • 888), a public welfare event of China South City, was successfully held on 8 August 2019. Runners from Shenzhen, Nanchang, Nanning, Xi’an, Harbin, Zhengzhou, Hefei and Chongqing projects were thrilled to participate in the event, ready for kicking off at eight locations simultaneously.

## 服務社區

### 1. 華南城義工

本集團整合資源平台優勢，彙聚華南城員工、商戶、住戶及社會人士的愛心與力量，共同參與公益行動和志願服務，推動和諧社會構建，具體如：探訪幫助貧困戶、公益義診及慰問消防隊等。

### 2. 捐血活動

本集團用實際行動履行了一個企業公民的義務，回饋社會，奉獻愛心。合肥華南城於2019年7月組織主題為「無償獻血，為生命加油」的捐血活動，參與者包括合肥華南城老員工，剛入職的新員工、外包單位及商戶約140人。

### 3. 華南城八城同升國旗

本集團結合國慶節等假日開展主題活動，向商戶弘揚傳統節日、宣揚愛國精神，增進商戶間的溝通交流，提升商戶在社區歸屬感。

## 文化康樂活動

### 1. 華跑 • 888

為響應國家「全民健身日」號召，2019年8月8日，華南城首屆「華跑 • 888」公益活動成功舉行，深圳、南昌、南寧、西安、哈爾濱、鄭州、合肥、重慶項目市民熱情參與踴躍報名，並於8個地點同步開跑。

## 2. The Employees' First Session of Men's Basketball game for the Year

In order to further enrich the life of employees during spare time, and enhance communication, teamwork and friendship among companies, China South City launched the First Session of Men's Basketball Game at CSC Shenzhen on the evening of 28 October 2019. CSC Harbin also held the First Session of Men's Basketball Game of China South City on site on the same day.



CSC Run • 888 in Shenzhen  
華跑 • 888深圳站

## 3. Chao Lake Relay Race

In order to strengthen the physique of employees, enhance the cohesion and execution ability of employees, and thereby building an efficient and united team, CSC Hefei held the first Chao Lake Relay Race on 9 November 2019.

## 4. Winter Tug of War

In order to create a happy and harmonious cultural atmosphere, and encourage the employees to participate in healthy activities, CSC Chongqing held a competition of winter tug of war for employees on 27 December 2019, which demonstrated China South City employees' passion for life, positivity, unity and cooperation.

## 2. 本年度首屆員工男子籃球賽

為進一步豐富員工的業餘生活，同時增強團隊交流協作，增進各公司友誼，華南城集團於2019年10月28日晚在深圳華南城舉行了本年度首屆員工男子籃球賽。哈爾濱華南城亦於同日在項目園區舉辦哈爾濱華南城首屆籃球賽。



CSC Run • 888 in Chongqing  
華跑 • 888重慶站

## 3. 巢湖跑接力賽

為強健員工體魄，增強員工凝聚力與執行力，打造高效團結的團隊，合肥華南城在2019年11月9日舉行了第一屆巢湖跑接力賽。

## 4. 冬季拔河比賽

為營造快樂和諧的文化氛圍，鼓勵員工參加健康有益的活動，重慶華南城於2019年12月27日，舉辦了員工冬季拔河比賽，展現華南城人熱愛生活、積極向上、團結協作的精神面貌。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the members of China South City Holdings Limited  
(Incorporated in Hong Kong with limited liability)

### Opinion

We have audited the consolidated financial statements of China South City Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 132 to 268, which comprise the consolidated statement of financial position as at 31 March 2020, 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 2020, 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 Hong Kong Companies Ordinance.

### 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.

致華南城控股有限公司各股東  
(於香港註冊成立之有限公司)

### 意見

我們已審核華南城控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第132至268頁的綜合財務報表，當中載有於2020年3月31日的綜合財務狀況表、及截至該日止年度的綜合損益表、綜合全面收益表、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，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)真實而公允地反映了貴集團於2020年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例妥為編制。

### 意見之基礎

我們根據香港會計師公會頒布之香港審計準則(「香港審計準則」)進行審核。根據該等準則下，我們的責任於本報告內核數師就審核綜合財務報表須承擔之責任一節中進一步闡述。根據香港會計師公會之專業會計師操守守則(「守則」)，我們獨立於貴集團，並已根據守則履行其他道德責任。我們相信，我們所獲得的審核憑證能足夠及能適當地為我們的審核意見提供基礎。

### 關鍵審核事項

關鍵審核事項根據我們的專業判斷，認為對我們審核本期間綜合財務報表最為重要之事項。該等事項是在我們對綜合財務報表整體進行審核並形成意見之背景下處理，我們不會對該等事項提供單獨意見。我們對下述每一事項在審核中是如何處理之描述亦以此為背景。

### Key audit matters (Continued)

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.

#### Key audit matter

##### **Fair values of investment properties**

As at 31 March 2020, the carrying amount of investment properties was HK\$50,873,673,000. Fair value gains on investment properties amounted to HK\$1,677,947,000 which accounted for 37.53% of profit before tax of the Group. The Group engaged an external valuation expert to perform valuations of the Group's investment properties to estimate their fair values as at 31 March 2020. The fair values of investment properties were determined principally using the income capitalisation method by capitalising the rental income derived from the existing tenancies with due provisions for the reversionary income potential of the properties. The determination of application of the valuation technique, future rental income and rental rate involved significant management judgement and estimates.

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

##### **How our audit addressed the key audit matter**

Our audit procedures included evaluating the valuation process and the independence and expertise of the external valuation expert. We assessed the related data of the properties as used by the external valuation expert as inputs for the valuations by comparing to the historical data and market index. We also involved our valuation specialists to assist us in evaluating the valuation methodology and the underlying assumptions, which principally included the market unit rental rate and capitalisation rate.

### 關鍵審核事項(續)

我們已履行本報告中核數師審核綜合財務報表之責任一節中所述的責任，包括有關該等事項之責任。因此，我們的審核包括執行旨在應對綜合財務報表存有重大錯誤陳述風險評估而設定之程序。審核程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審核意見提供基礎。

#### 關鍵審核事項

##### **投資物業之公平值**

截至2020年3月31日，投資物業的賬面值為50,873,673,000港元。投資物業之公平值收益為1,677,947,000港元，佔貴集團稅前利潤之37.53%。貴集團委聘外部估值專家進行貴集團投資物業於2020年3月31日的估值。投資物業公平值主要按收入資本化法釐定，方法是將現有租賃所得的租金收入資本化，並就物業的潛在可復歸收入計提適當撥備。決定估值技術的運用、未來租金收入及出租率涉及重大的管理層判斷及估計。

相關披露載於綜合財務報表附註3及14。

##### **該事項在審計中如何處理**

我們的審核程序包括評估估值程序及外部估值專家的獨立性及專業性。我們比較歷史數據及市場指數，從而評估外部估值專家用於估值中有關物業資料投入。我們亦委託我們的評估專家協助評定評估的方法，包括市場單位租金率及資本化比率等主要基礎假設。



## Key audit matters (Continued)

### Key audit matter

#### **Impairment of trade receivable balances**

As at 31 March 2020, the carrying amount of trade receivables was HK\$560,891,000. Assessment of the recoverability of trade receivables involves a high level of management judgement. During the year, management used a provision matrix to calculate expected credit losses ("ECLs") for receivables. The matrix was initially based on the Group's historical default rates, and specific factors that management considered in the estimation of the rates, including the type of customers, ageing of the balances and recent historical payment patterns. Management then calibrated the matrix for the historical credit loss experience with forward-looking information, such as forecasted economic conditions.

The related disclosures are included in notes 3 and 23 to the consolidated financial statements.

#### **How our audit addressed the key audit matter**

We evaluated the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimation of ECLs.

We assessed, on a sample basis, whether items in the trade receivable ageing report were classified with the appropriate ageing bracket by comparing individual items in the report with the relevant sales invoices.

We assessed the adequacy of the ECL provision by: (i) evaluating management's assumptions used in establishing the ECL provision matrix; (ii) examining the information used by management to form such estimations, including testing the accuracy of historical default data, and evaluating whether the historical loss rates were appropriately adjusted based on current economic conditions and forward-looking information and (iii) examining the actual losses recorded during the current financial year.

## 關鍵審核事項(續)

### 關鍵審核事項

#### **應收貿易賬款減值**

於2020年3月31日，應收貿易賬款賬面值為560,891,000港元。應收貿易賬款的可回收性的評估涉及高水平的管理層判斷。年內，管理層使用撥備矩陣計算應收賬款的預期信貸虧損。矩陣最初基於本集團歷史違約率及管理層在估計利率時考慮的特定因素，包括客戶類型、結餘賬齡及近期歷史支付模式。其後，管理層使用前瞻性信息(例如預測的經濟條件)校準歷史信用損失經驗的矩陣。

相關披露載於綜合財務報表附註3及23。

#### **該事項在審計中如何處理**

我們評估了控制信貸控制，收債和預期信貸虧損估計的關鍵內部控制的設計，實施和運營有效性。

我們通過比較報告中的各個項目與相關銷售發票，以抽樣方式評估應收貿易賬款賬齡報告中的項目是否按適當的賬齡作分類。

我們通過以下方式評估預期信貸虧損撥備的充分性：(i)評估管理層在建立預期信貸虧損撥備矩陣時所使用的假設；(ii)檢查管理層用以形成此類估計的信息，包括測試歷史違約數據的準確性，評估歷史損失率是否根據當前經濟狀況和前瞻性信息進行適當調整，以及(iii)檢查本財政年度錄得的實際虧損。

### 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 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.

### 年報中所載之其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報所載資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出之意見並不涵蓋其他資料，我們亦不會就其他資料發表任何形式之鑒證結論。

就審核綜合財務報表而言，我們的責任為閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行之工作，如我們認為其他資料出現重大錯誤陳述，我們需要報告有關事實。就此而言，我們並無需報告任何事項。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例規定編製綜合財務報表使其真實而公允地列報，及制訂董事認為必要之相關內部監控，以使綜合財務報表之編製不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項。除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司董事在審核委員會協助下履行監督貴集團財務報告過程之責任。

## 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 405 of the Hong Kong Companies Ordinance, 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 HKSAs 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 HKSAs, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## 核數師就審核綜合財務報表須承擔之責任

我們的目標為對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何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。我們根據香港公司條例第405條，僅向整體股東報告，而不作其他用途。我們概不就本報告之內容對任何其他人士承擔任何責任或負責。

合理保證是高水平的保證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，如按合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核之過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別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該等風險，以及獲取充足和適當之審核憑證，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、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險較因錯誤而導致之重大錯誤陳述之風險為高。
- 了解與審核相關之內部監控，以設計適當之審核程序，但目的並非對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

### Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

- 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.

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

### 核數師就審核綜合財務報表須承擔之責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對貴集團持續經營之能力構成重大疑慮。如我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，或倘有關之披露不足，則修改吾等之意見。我們的結論是基於截至核數師報告日期止所取得的審核憑證。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列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團實體或業務活動之財務資料獲取充分及適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們對審核意見承擔全部責任。

我們與審核委員會溝通計劃審計範圍、時間安排及重大審核發現等事項，包括我們在審核期間識別出內部監控之任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性之關係及其他事宜，以及相關防範措施(如適用)。

### Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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 TJEN, Michael.

**Ernst & Young**  
*Certified Public Accountants*  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

31 July 2020

### 核數師就審核綜合財務報表須承擔之責任(續)

就與審核委員會溝通之事項中，我們釐定對本期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，除非法律法規不允許公開披露該等事項，或在極端罕見之情況下，若合理預期下於我們報告中溝通某事項造成之負面後果將會超過其產生之公眾利益，我們將不會在報告中溝通該事項。

本獨立核數師報告之審核項目合伙人為曾文元。

**安永會計師事務所**  
*執業會計師*  
香港  
中環  
添美道1號  
中信大廈22樓

2020年7月31日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 March 2020 截至2020年3月31日止年度

For the year ended 31 March

截至3月31日止年度

		Notes	2020	2019
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>REVENUE</b>	收入	5	<b>9,887,654</b>	10,274,255
Cost of sales	銷售成本		<b>(5,365,007)</b>	(5,834,661)
Gross profit	毛利		<b>4,522,647</b>	4,439,594
Other income and gains	其他收入及收益	5	<b>487,217</b>	804,061
Fair value gains on investment properties	投資物業公平值收益	5	<b>1,677,947</b>	2,793,403
Selling and distribution expenses	銷售及分銷開支		<b>(484,712)</b>	(666,069)
Administrative expenses	行政開支		<b>(1,001,916)</b>	(1,129,949)
Other expenses	其他開支		<b>(212,803)</b>	(333,407)
Finance costs	融資成本	7	<b>(517,621)</b>	(530,858)
<b>PROFIT BEFORE TAX</b>	稅前利潤	6	<b>4,470,759</b>	5,376,775
Income tax expenses	所得稅開支	10	<b>(1,842,611)</b>	(2,133,661)
<b>PROFIT FOR THE YEAR</b>	本年度利潤		<b>2,628,148</b>	3,243,114
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人		<b>2,633,141</b>	3,250,962
Non-controlling interests	非控股權益		<b>(4,993)</b>	(7,848)
			<b>2,628,148</b>	3,243,114
<b>EARNINGS PER SHARE</b>	歸屬於母公司普通股			
<b>ATTRIBUTABLE TO ORDINARY</b>	權益持有人之			
<b>EQUITY HOLDERS OF THE PARENT</b>	每股盈利	12		
Basic	基本			
– for profit for the year	– 本年度利潤		<b>HK32.47 cents</b> 港仙	HK40.33 cents港仙
Diluted	攤薄			
– for profit for the year	– 本年度利潤		<b>HK32.47 cents</b> 港仙	HK40.33 cents港仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 March 2020 截至2020年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>PROFIT FOR THE YEAR</b>	本年度利潤	<b>2,628,148</b>	3,243,114
<b>OTHER COMPREHENSIVE LOSS</b>	其他全面虧損		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	將於其後期間有可能重分類至損益的其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>(3,410,861)</b>	(3,273,127)
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>	本年度除稅後其他全面虧損	<b>(3,410,861)</b>	(3,273,127)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	本年度總全面虧損	<b>(782,713)</b>	(30,013)
Attributable to:	下列各方應佔：		
Owners of the parent	母公司擁有人	<b>(758,049)</b>	(9,480)
Non-controlling interests	非控股權益	<b>(24,664)</b>	(20,533)
		<b>(782,713)</b>	(30,013)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2020 於2020年3月31日

		Notes	31 March 2020 2020年3月31日 HK\$'000 千港元	31 March 2019 2019年3月31日 HK\$'000 千港元
		附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	1,451,308	1,400,177
Investment properties	投資物業	14	50,873,673	52,464,934
Right-of-use assets	使用權資產	16	1,424,217	–
Properties under development	發展中物業	15	1,120,379	979,151
Prepaid land lease payments	預付土地出租金	16	–	1,328,747
Goodwill	商譽	17	34,128	49,111
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	18	8,524	12,965
Other long-term receivables	其他長期應收款項	19	587,944	21,904
Deposits paid for purchase of land use rights	購買土地使用權支付的按金	20	29,799	31,740
Deferred tax assets	遞延稅項資產	34	3,550,178	3,578,802
Total non-current assets	非流動資產總值		59,080,150	59,867,531
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Properties held for finance lease	持作融資租賃物業	21	259,431	295,545
Properties held for sale	持作銷售物業	21	40,065,384	39,155,078
Inventories	存貨	22	109,087	133,427
Trade receivables	應收貿易賬款	23	560,891	1,064,890
Contract assets	合約資產	25	161,830	99,621
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	24	2,536,396	2,847,730
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	18	357,342	283,368
Cash and bank balances	現金及銀行存款	26	10,303,541	9,359,772
Total current assets	流動資產總值		54,353,902	53,239,431
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	27	15,589,798	15,729,226
Contract liabilities	合約負債	28	15,578,700	13,655,066
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	8,200,428	8,778,903
Senior notes	優先票據	30	5,356,119	2,314,682
Medium-term notes	中期票據	31	55,820	2,459,903
Corporate bonds	企業債券	32	–	562
Domestic company bonds	境內公司債券	33	1,277,098	1,733,161
Tax payables	應付稅項		4,241,087	4,202,083
Total current liabilities	流動負債總額		50,299,050	48,873,586
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		4,054,852	4,365,845
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		63,135,002	64,233,376



CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)  
綜合財務狀況表(續)

As at 31 March 2020 於2020年3月31日

		Notes 附註	31 March 2020 2020年3月31日 HK\$'000 千港元	31 March 2019 2019年3月31日 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>				
	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	8,920,685	8,959,775
Senior notes	優先票據	30	8,963,385	10,017,690
Medium-term notes	中期票據	31	651,847	–
Domestic company bonds	境內公司債券	33	328,350	–
Other long-term payables	其他長期應付款項	16	122,732	–
Deferred tax liabilities	遞延稅項負債	34	9,265,483	9,106,084
			<hr/>	
Total non-current liabilities	非流動負債總額		28,252,482	28,083,549
			<hr/>	
<b>Net assets</b>	<b>資產淨值</b>		34,882,520	36,149,827
			<hr/>	
<b>EQUITY</b>				
	<b>權益</b>			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	35	7,222,312	7,222,312
Other reserves	其他儲備	37	27,610,414	28,768,281
			<hr/>	
Non-controlling interests	非控股權益		34,832,726	35,990,593
			49,794	159,234
			<hr/>	
<b>Total equity</b>	<b>權益總額</b>		34,882,520	36,149,827

CHENG CHUNG HING 鄭松興  
Director 董事

ZHAO LIDONG 趙立東  
Director 董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2020 截至2020年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	總計	非控股權益	權益總額
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		Note (i) 附註(i)									
At 1 April 2018	於2018年4月1日	7,060,973	2,001,711	202,795	2,295,221	(275,841)	286,456	24,660,945	36,232,260	182,410	36,414,670
Profit for the year	本年度利潤	-	-	-	-	-	-	3,250,962	3,250,962	(7,848)	3,243,114
Other comprehensive loss for the year:	本年度其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	(3,260,442)	-	-	-	(3,260,442)	(12,685)	(3,273,127)
Total comprehensive loss for the year	本年度總全面虧損	-	-	-	(3,260,442)	-	-	3,250,962	(9,480)	(20,533)	(30,013)
Disposal of subsidiaries	處置附屬公司	-	(1,523)	-	(6,119)	-	-	-	(7,642)	(905)	(8,547)
Acquisition of a subsidiary	收購一家附屬公司	-	-	-	-	-	-	-	-	(6,401)	(6,401)
Capital contribution from a non-controlling shareholder	一個非控股股東的資本出資	-	-	-	-	-	-	-	-	4,663	4,663
Scrip dividend	以股代息	161,339	-	-	-	-	-	(161,339)	-	-	-
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備	-	-	(55,569)	-	-	-	55,569	-	-	-
Equity-settled share option arrangements	以權益結算的購股權安排	36	-	14,595	-	-	-	-	14,595	-	14,595
Final 2018 dividend paid	已付2018年末期股息	-	-	-	-	-	-	(239,140)	(239,140)	-	(239,140)
Transfer from retained profits	轉撥自保留利潤	-	595,308	-	-	-	-	(595,308)	-	-	-
At 31 March 2019	於2019年3月31日	7,222,312	2,595,496*	161,821*	(971,340)*	(275,841)*	286,456*	26,971,689*	35,990,593	159,234	36,149,827

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)  
綜合權益變動表(續)

For the year ended 31 March 2020 截至2020年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Capital reserve	Revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	盈餘儲備	購股權儲備	匯兌波動儲備	資本儲備	重估儲備	保留利潤	總計	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		Note (i) 附註(i)									
At 1 April 2019	於2019年4月1日	7,222,312	2,595,496	161,821	(971,340)	(275,841)	286,456	26,971,689	35,990,593	159,234	36,149,827
Profit for the year	本年度利潤	-	-	-	-	-	-	2,633,141	2,633,141	(4,993)	2,628,148
Other comprehensive loss for the year:	本年度其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	(3,391,190)	-	-	-	(3,391,190)	(19,671)	(3,410,861)
Total comprehensive loss for the year	本年度總全面虧損	-	-	-	(3,391,190)	-	-	2,633,141	(758,049)	(24,664)	(782,713)
Disposal of subsidiaries	處置附屬公司	38	-	-	2,070	-	-	-	2,070	-	2,070
Shares repurchased	股份回購	35	-	-	-	-	-	(24,013)	(24,013)	-	(24,013)
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	25,558	-	-	25,558	(84,776)	(59,218)
Transfer of share option reserve upon the forfeiture or lapse of share options	購股權沒收或失效而轉讓購股權儲備	-	-	(85,316)	-	-	-	85,316	-	-	-
Equity-settled share option arrangements	以權益結算的購股權安排	36	-	1,928	-	-	-	-	1,928	-	1,928
Final 2019 dividend paid	已付2019年末期股息	-	-	-	-	-	-	(405,361)	(405,361)	-	(405,361)
Transfer from retained profits	轉撥自保留利潤	-	404,086	-	-	-	-	(404,086)	-	-	-
At 31 March 2020	於2020年3月31日	7,222,312	2,999,582*	78,433*	(4,360,460)*	(250,283)*	286,456*	28,856,686*	34,832,726	49,794	34,882,520

\* These reserve accounts comprise the consolidated other reserves of HK\$27,610,414,000 (31 March 2019: HK\$28,768,281,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表所載的綜合其他儲備27,610,414,000港元(2019年3月31日：28,768,281,000港元)。

Note:

附註：

(i) In accordance with the PRC Company Law, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilized to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the registered capital after such usages.

(i) 根據中國公司法，本公司於中國註冊的附屬公司須將年度法定稅後利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備。當儲備資金結餘達至實體註冊資本的50%時，可以選擇是否再次撥入資金。法定盈餘儲備可用於抵銷過往年度虧損或增加資本。然而，法定盈餘儲備於作出該等用途後的結餘必須最少維持於註冊資本的25%。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2020 截至2020年3月31日止年度

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

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動現金流量</b>		
Profit before tax	稅前利潤	4,470,759	5,376,775
Adjustments for:	調整：		
Finance costs	融資成本	7 517,621	530,858
Interest income	利息收入	5 (99,617)	(89,240)
(Gains)/losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目虧損/(收益)	6 (347)	1,077
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	6 153,882	140,239
Depreciation of right-of-use assets/ amortization of prepaid land lease payments	使用權資產折舊/預付土地出租金攤銷	6 84,246	34,087
Changes in fair value of investment properties	投資物業公平值變動	5 (1,677,947)	(2,793,403)
Impairment of trade receivables	應收貿易賬款減值	6 105,279	86,115
Impairment of financial assets included in prepayments, other receivables and other assets and other long-term receivables	預付款項、其他應收款項及其他資產及其他長期應收款項之金融資產減值	6 12,568	-
Impairment of goodwill	商譽減值	6 14,983	134,228
Gains on disposal of subsidiaries	處置附屬公司之收益	5 -	(24,515)
Gains on repurchase of the senior notes	回購優先票據之收益	5 (63,751)	(94,607)
Gains on repurchase of asset-backed securities	回購資產支持證券之收益	5 (19,345)	-
Fair value gains on financial assets at fair value through profit or loss, net	透過損益以公平值列賬之金融資產公平值收益，淨額	5 (8,638)	(1,003)
Dividend income from financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產的股息收入	(2,237)	(3,261)
Equity-settled share option expense	以權益結算的購股權開支	6 1,928	14,595
		<b>3,489,384</b>	3,311,945
Change in properties held for finance lease and sale	持作融資租賃及銷售物業之變化	729,787	1,783,520
Change in inventories	存貨之變化	16,180	31,712
Change in other long-term receivables	其他長期應收款項之變化	(567,380)	(7,279)
Change in trade receivables	應收貿易賬款之變化	321,024	(104,505)
Change in contract assets	合約資產之變化	(68,302)	(27,054)
Change in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產之變化	102,132	(1,351,761)
Change in contract liabilities	合約負債之變化	2,758,774	3,648,438
Change in restricted cash	受限制現金之變化	(244,737)	(1,140,069)
Change in pledged time deposits in connection with cooperation projects	與合作項目相關的已質押定期存款之變化	(3,072,010)	-
Change in trade and other payables	貿易及其他應付款項之變化	773,646	3,085,945
		<b>4,238,498</b>	9,230,892
Cash generated from operations	經營所得的現金	4,238,498	9,230,892
Taxes paid	已付稅項	(1,018,793)	(2,074,498)
		<b>3,219,705</b>	7,156,394
Net cash flows from operating activities	經營活動現金流入淨額	3,219,705	7,156,394

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)  
綜合現金流量表(續)

For the year ended 31 March 2020 截至2020年3月31日止年度

For the year ended 31 March

截至3月31日止年度

	Note	2020	2019
	附註	HK\$'000	HK\$'000
		千港元	千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
<b>投資活動現金流量</b>			
Purchases of items of property, plant and equipment	13	(88,962)	(111,283)
Dividends received from financial assets at fair value through profit or loss		2,237	3,261
Net cash outflow on purchase/disposal of financial assets at fair value through profit or loss transactions		(78,927)	(103,131)
Proceeds from disposal of items of property, plant and equipment		3,041	6,616
Proceeds from increase in minority interests		–	4,663
Acquisition of a subsidiary		–	1,855
Cash inflow from disposal of subsidiaries, net		–	25,647
Deposits paid for purchase of land use rights		–	(48,951)
Additions of right-of-use assets		(91,620)	–
Additions to properties under development		(2,695,795)	(3,349,019)
Interest received		99,617	89,240
Increase in time deposits with maturity of more than three months		(232,773)	–
Net cash flows used in investing activities		(3,083,182)	(3,481,102)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)  
綜合現金流量表(續)

For the year ended 31 March 2020 截至2020年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Notes 附註			
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>		
Issue of senior notes	發行優先票據	4,827,950	3,449,469
Issue of medium-term notes	發行中期融資券	652,760	-
Issue of domestic company bonds	發行境內公司債券	1,553,547	-
Payment of interest	利息付款	(2,589,910)	(2,595,946)
Repayment of short-term notes	償還短期融資券	-	(614,885)
Repayment of senior notes	償還優先票據	(1,883,700)	-
Repayment of medium-term notes	償還中期票據	(2,265,781)	(2,352,443)
Repayment of domestic company bonds	償還境內公司債券	(1,570,940)	(3,497,400)
Repayment of asset-backed securities	償還資產支持證券	(112,210)	(139,896)
Repurchase of the senior notes	回購優先票據	(1,001,683)	(411,432)
Repurchase of asset-backed securities	回購資產支持證券	(296,728)	-
Resell of asset-backed securities	轉售資產支持證券	76,371	-
Redemption of corporate bonds	贖回企業債券	(528)	(1,866,186)
Share repurchased	股份回購	(24,013)	-
Acquisition of non-controlling interests	收購非控股權益	(59,218)	-
New bank and other borrowings	新借銀行及其他貸款	11,996,250	9,825,492
Repayment of bank and other borrowings	償還銀行及其他貸款	(11,175,785)	(7,139,223)
Principal portion of lease payments	支付租賃的本金部份	(51,383)	-
Dividends paid	分派股息	(405,361)	(239,140)
Net cash flows used in financing activities	融資活動現金流出淨額	<b>(2,330,362)</b>	(5,581,590)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物淨額之變化</b>	<b>(2,193,839)</b>	(1,906,298)
Cash and cash equivalents at the beginning of year	年初的現金及現金等價物	5,933,832	8,204,333
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(202,382)	(364,203)
<b>CASH AND CASH EQUIVALENTS AT THE END OF YEAR</b>	<b>年終的現金及現金等價物</b>	<b>3,537,611</b>	5,933,832
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>		
Cash and cash equivalents	現金及現金等價物	3,537,611	5,933,832

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 March 2020 2020年3月31日

### 1. Corporate and Group Information

China South City Holdings Limited (the "Company") is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Suites 3306-08, 33/F., Tower 5, The Gateway, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in the development and operation of large-scale integrated logistics and trade centers, the development of residential and commercial ancillary facilities, property management and the provision of logistics and warehousing services, outlet operations and E-commerce services.

#### Information about subsidiaries

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

### 1. 公司及本集團資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈第五座33樓3306-08室。

年內，本公司及其附屬公司(統稱「本集團」)主要從事發展及經營大型綜合物流及商品交易中心、開發商住配套設施、物業管理以及提供物流及倉儲服務、奧特萊斯運營及電子商貿服務。

#### 附屬公司資料

本公司的主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2020 於2020年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
China South International Industrial Materials City (Shenzhen) Company Limited (ii)(iv) ("China South International") 華南國際工業原料城(深圳)有限公司(ii)(iv) (「華南國際」)	The People's Republic of China ("PRC")/ Mainland China 中國/中國大陸	HK\$2,200,000,000 2,200,000,000港元	18 December 2002 18-12-2002	100	-	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Nanchang China South City Company Limited (i)(iv) ("CSC Nanchang") 南昌華南城有限公司(i)(iv) (「南昌華南城」)	PRC/Mainland China 中國/中國大陸	Renminbi ("RMB") 1,100,000,000 人民幣1,100,000,000元	16 November 2007 16-11-2007	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Nanning China South City Company Limited (iii)(iv) ("CSC Nanning") 南寧華南城有限公司(iii)(iv) (「南寧華南城」)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	28 August 2009 28-08-2009	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營

31 March 2020 2020年3月31日

1. Corporate and Group Information (Continued)  
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)  
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2020 於2020年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Xi'an China South City Company Limited (iii) 西安華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	12 November 2009 12-11-2009	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Harbin China South City Company Limited (iii) 哈爾濱華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	9 January 2012 09-01-2012	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Harbin Baoliton Market Development Management Company Limited (iii) 哈爾濱寶力通市場開發管理有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB500,000,000 人民幣500,000,000元	22 December 2011 22-12-2011	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Zhengzhou China South City Company Limited (iii)(iv) ("CSC Zhengzhou") 鄭州華南城有限公司(iii)(iv) (「鄭州華南城」)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	17 May 2012 17-05-2012	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Hefei China South City Company Limited (ii)(iv) ("CSC Hefei") 合肥華南城有限公司(ii)(iv) (「合肥華南城」)	PRC/Mainland China 中國/中國大陸	RMB1,200,000,000 人民幣1,200,000,000元	25 December 2012 25-12-2012	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營
Chongqing China South City Company Limited (ii)(iv) ("CSC Chongqing") 重慶華南城有限公司(ii)(iv) (「重慶華南城」)	PRC/Mainland China 中國/中國大陸	RMB1,000,000,000 人民幣1,000,000,000元	27 December 2013 27-12-2013	-	100	Development and operation of integrated logistics and trade centers 綜合商貿物流及商品交易中心 開發及運營



31 March 2020 2020年3月31日

1. Corporate and Group Information (Continued)  
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)  
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2020 於2020年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
Shenzhen Huasheng Commercial Development Company Limited (iii) 深圳華盛商業發展有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 November 2010 19-11-2010	-	100	Management of outlet operations 奧特萊斯商場運營管理
Shenzhen China South City E-Commerce Technology Company Limited (ii) 深圳華南城網科技有限公司(ii)	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 April 2012 19-04-2012	-	100	Development, operation and management of an E-commerce platform 電子商貿平台開發、運營及管理
Shenzhen First Asia Pacific Property Management Company Limited (i) 深圳第一亞太物業管理有限公司(i)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	31 December 2003 31-12-2003	-	100	Provision of property management services 提供物業管理服務
Qianlong Logistics Group Limited (iii) 乾龍物流集團有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,003,000,000 人民幣1,003,000,000元	2 July 2004 02-07-2004	-	100	Provision of logistics services 提供物流服務
Shenzhen HOBA Home Furnishing Chain Store Company Limited (iii) 深圳市好百年家居連鎖股份有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB480,000,000 人民幣480,000,000元	12 October 2001 12-10-2001	-	90	Furnishing market operation 家居廣場運營
Shenzhen China South City Commerce Group Limited 深圳市華南城商業集團有限公司	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	20 December 2018 20-12-2018	-	100	Provision of commercial management services 提供商業管理服務

31 March 2020 2020年3月31日

1. Corporate and Group Information (Continued)  
Information about subsidiaries (Continued)

1. 公司及本集團資料(續)  
附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2020 於2020年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Company		Principal activities 主要業務
				Direct 直接 %	Indirect 間接 %	
China South City Management Company Limited 華南城管理有限公司	Hong Kong 香港	HK\$1 1港元	9 November 2007 09-11-2007	-	100	Provision of management services 提供管理服務
China South City Group Company Limited (iii) 華南城集團有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	20 July 2004 20-07-2004	-	100	Investment holding 投資控股
Chongqing Zhenzhong Real Estate Development Company Limited (iii) 重慶振中房地產開發有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	24 May 2016 24-05-2016	-	100	Development and operation of residential and commercial ancillary 商住配套設施開發及運營

Notes:

- (i) Sino-foreign equity joint ventures under PRC law.
- (ii) Wholly-foreign-owned enterprises under PRC law.
- (iii) Limited companies under PRC law.
- (iv) Pursuant to certain project and land related contracts signed by the subsidiaries of the Group and the local governments, as well as pursuant to the requirements of the local governments and the local authorities related to the relevant public tender, auction and listing, some parcels of the land acquired have sales restrictions on properties built on them. The saleable area of trade centers of China South International is limited to 30% of the total buildable gross floor area ("GFA") of properties built on the relevant parcels of land. The saleable area of trade centers and logistics facilities built on certain parcels of land acquired by CSC Nanchang and CSC Nanning in 2010 is limited to 60% of the relevant total buildable GFA. The saleable area of trade centers or commercial properties built by CSC Hefei and CSC Chongqing is limited to 50% of their relevant total buildable GFA. The saleable area of trade centers or commercial properties of phase I and future phases of CSC Zhengzhou is limited to 60% and 50%, respectively, of the relevant total buildable GFA. Except for the restrictions mentioned herein, there is no sales restriction on the parcels of land acquired by the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company (the "Directors"), principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

附註：

- (i) 中國法律下的中外合資經營公司。
- (ii) 中國法律下的外商獨資企業。
- (iii) 中國法律下的有限公司。
- (iv) 根據本集團附屬公司與當地政府簽訂的若干項目及土地相關合同，以及根據當地政府或招拍掛相關部門的文件要求，部分項目所建物業存在銷售限制，包括華南國際相關地塊上的交易中心的可銷售面積限於總可建建築面積的30%；南昌華南城和南寧華南城於2010年取得的若干土地，其上建設的交易中心及倉儲設施的可銷售面積限於該等物業總可建建築面積的60%；合肥華南城及重慶華南城建設的交易中心或商業物業的可銷售面積限於該等物業總可建建築面積的50%；鄭州華南城建設的一期及以後各期的交易中心或商業物業的可銷售面積分別限於該等物業總可建建築面積的60%及50%。除上述情況之外，本集團的土地並沒有銷售限制。

上表所列乃本公司的董事認為對本年度業績有重大影響或構成本集團資產淨值主要部分之本公司附屬公司。董事認為提供其他附屬公司之詳情將過於冗長。

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## 2.1 Basis of Preparation

These 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 Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These 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 Group for the year ended 31 March 2020. 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).

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 arrangement; and
- (c) the Group’s voting rights and potential voting rights.

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 dates on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

## 2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)(當中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規定而編製，並按歷史成本法編製，惟投資物業及透過損益以公平值列賬之金融資產按公平值計量則除外。除另有說明外，此等財務報表以港元呈列，所有數值均已四捨五入至最接近千位數。

### 綜合基準

合併財務報表包括本集團截至2020年3月31日止年度的財務報表。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。

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，會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 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。

附屬公司的財務報表乃就與本公司相同的報告期間採納一致的會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合計算，並會繼續綜合，直至該等控制權終止。

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## 2.1 Basis of Preparation (Continued)

### Basis of consolidation (Continued)

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 derecognizes (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 recognizes (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 recognized 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)

即使會導致非控股權益出現虧蝕結餘，損益及其他全面收入的各個組成部分仍會歸屬於本集團母公司擁有人及非控股權益。

所有集團內公司間資產、負債、權益、收入及開支以及與本集團成員公司間交易有關的現金流，將於綜合時悉數對銷。

倘事實或情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估其是否仍控制該投資對象。於附屬公司擁有權權益的變動(並無喪失控制權)於入賬時列作權益交易。

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何獲保留投資的公平值；及(iii)其因而產生計入損益的盈餘或虧蝕。先前已於其他全面收入確認的本集團應佔部分，乃按照本集團直接出售相關資產及負債時所規定的相同基準，在適當的情況下重新分類至損益或保留利潤。

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## 2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9 and HKAS 19 and *Annual Improvements to HKFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases – Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognize and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

HKFRS 16 did not have any significant impact on leases where the Group is the lessor.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied as no adjustment to the opening balance of retained profits at 1 April 2019, and the comparative information for 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

## 2.2 會計政策的變更及披露

本集團已就本年度之財務報表首次採納下列新訂及經修訂之香港財務報告準則：

香港財務報告準則第9號 修訂本	<i>具有負補償的提前償付特徵</i>
香港財務報告準則第16號	<i>租賃</i>
香港會計準則第19號 修訂本	<i>計劃修訂、縮減或清償</i>
香港會計準則第28號 修訂本	<i>於聯營公司及合營企業的長期權益</i>
香港(國際財務報告詮釋委員會)–詮釋第23號	<i>所得稅處理的不確定性</i>
<i>香港財務報告準則2015年至2017年週期之年度改進</i>	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂

除了對本集團之財務報表編製無關之香港財務報告準則第9號修訂本、香港會計準則第19號修訂本及*香港財務報告準則2015年至2017年週期之年度改進*，該等新訂及經修訂香港財務報告準則之性質及影響敘述如下：

- (a) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(常務詮釋委員會)–詮釋第15號經營租賃–優惠及香港(常務詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之實質內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就所有租賃按單一資產負債表模式入賬，以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人繼續使用與香港會計準則第17號類似之原則將租賃分類為經營租賃或融資租賃。

香港財務報告準則第16號對本集團作為出租人之租賃並無任何重大影響。

本集團已應用經修訂追溯方法採納香港財務報告準則第16號(於2019年4月1日首次應用)。根據此方法，採納該準則將不會對2019年4月1日保留盈餘期初結餘進行調整，而2019年的比較資料並無重列且繼續根據香港會計準則第17號及相關詮釋呈報。

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## 2.2 Changes in Accounting Policies and Disclosures (Continued)

(a) (Continued)

### New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

### As a lessee – Leases previously classified as operating leases

#### Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of prepaid land lease payments, property and machinery. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognize and measure right-of-use assets and lease liabilities for all leases, except for an elective exemption for leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognizing rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognizes depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

## 2.2 會計政策的變更及披露(續)

(a) (續)

### 租賃之新定義

根據香港財務報告準則第16號，倘合約為換取代價而授予在一段期間內已識別資產之使用控制權，則該合約為租賃或包含租賃。倘客戶有權從使用可識別資產中獲取絕大部分經濟利益及有權主導已識別資產之使用，則表示擁有控制權。本集團選擇使用過渡可行權宜方法，僅在首次應用日期對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為租賃之合約應用該準則。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號未有識別為租賃之合約並未予以重新評估。因此，香港財務報告準則第16號之租賃定義僅應用於2019年4月1日或之後訂立或變更之合約。

### 作為承租人－先前分類為經營租賃之租賃

#### 採納香港財務報告準則第16號之影響性質

本集團擁有多項預付土地租金、物業及機器之租賃合約。作為承租人，本集團先前按租賃是否評估為已將其資產所有權之絕大部分回報及風險轉予本集團，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團就所有租賃應用單一之方法確認及計量使用權資產及租賃負債，惟就租期為12個月或以下的租賃(「短期租賃」)(按相關資產類別選擇)選擇豁免。本集團確認使用權資產折舊(及減值，如有)及尚未償還租賃負債之應計利息(為融資成本)，而非於自2019年4月1日開始之租期內按直線法於經營租賃項下確認租金開支。

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## 2.2 Changes in Accounting Policies and Disclosures (Continued)

(a) (Continued)

### As a lessee – Leases previously classified as operating leases (Continued)

#### Impact on transition

Lease liabilities at 1 April 2019 were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and included in trade and other payables and other long-term payables. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognized in the statement of financial position immediately before 1 April 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the consolidated statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 April 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- Excluding initial direct costs from the measurement of the right-of-use asset at the date of initial application

## 2.2 會計政策的變更及披露(續)

(a) (續)

### 作為承租人－先前分類為經營租賃之租賃(續)

#### 過渡之影響

於2019年4月1日之租賃負債按剩餘租賃付款之現值確認(使用於2019年4月1日之增量借貸利率貼現)以及包括貿易及其他應付款項和其他長期應付款項。使用權資產按租賃負債之金額計量，並以任何與緊接2019年4月1日前在財務狀況表確認之租賃有關之預付或應計租賃付款之金額予以調整。

所有該等資產均於該日期按香港會計準則第36號作減值評估。本集團選擇在綜合財務狀況表內獨立呈列使用權資產。

香港財務報告準則第16號於2019年4月1日應用時，本集團已使用以下選擇性可行權宜方法：

- 對租賃期由首次應用日期起12個月內終止之租賃應用短期租賃豁免
- 倘合約包含延期／終止租賃之選擇權，則使用事後方式釐定租賃期
- 對有合理相似特點的租賃組合使用單一折現率
- 初始使用日使用權資產計量不含初始直接成本

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## 2.2 Changes in Accounting Policies and Disclosures 2.2 會計政策的變更及披露(續)

(Continued)

(a) (Continued)

### Financial impact at 1 April 2019

The impact arising from the adoption of HKFRS 16 at 1 April 2019 was as follows:

(a) (續)

### 於2019年4月1日之財務影響

於2019年4月1日因採納香港財務報告準則第16號所產生之影響如下：

		Increase/(decrease) 增加/(減少) HK\$'000 千港元
Assets	資產	
Increase in right-of-use assets	使用權資產增加	1,483,578
Decrease in prepaid land lease payments	預付土地出租金減少	(1,328,747)
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少	(35,036)
		<hr/>
Increase in total assets	資產總值增加	119,795
		<hr/>
Liabilities	負債	
Increase in trade and other payables	貿易及其他應付款項增加	48,262
Increase in other long-term payables	其他長期應付款項增加	71,533
		<hr/>
Increase in total liabilities	負債總額增加	119,795



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## 2.2 Changes in Accounting Policies and Disclosures 2.2 會計政策的變更及披露(續)

(Continued)

(a) (Continued)

### Financial impact at 1 April 2019 (Continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

(a) (續)

### 於2019年4月1日之財務影響(續)

於2019年4月1日之租賃負債與於2019年3月31日之經營租賃承擔對賬如下：

		HK\$'000 千港元
Operating lease commitments as at 31 March 2019	於2019年3月31日之經營租賃承擔	152,512
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020	減：與短期租賃及剩餘租賃期在2020年3月31日或之前屆滿之租賃相關承擔	(4,463)
		148,049
Weighted average incremental borrowing rate as at 1 April 2019	於2019年4月1日之加權平均增量借貸利率	6.84%
Discounted operating lease commitments as at 1 April 2019	於2019年4月1日之貼現經營租賃承擔	119,795
Lease liabilities as at 1 April 2019	於2019年4月1日之租賃負債	119,795

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## 2.2 Changes in Accounting Policies and Disclosures (Continued)

- (b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognizing losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates upon adoption of the amendments on 1 April 2019 and concluded that the long-term interests in associates continued to be measured at amortized cost in accordance with HKFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.
- (c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities.

Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

## 2.2 會計政策的變更及披露(續)

- (b) 香港會計準則第28號的修訂澄清香港財務報告準則第9號的範圍豁免僅包括於聯營公司或合營公司的權益(應用權益法)，並不包括實質上構成於聯營公司或合營公司淨投資一部分之長期權益(不應用權益法)。因此，實體將該等長期權益入賬時採用香港財務報告準則第9號(而非香港會計準則第28號)，包括香港財務報告準則第9號的減值規定。香港會計準則第28號可應用於淨投資，包括長期權益，惟僅在確認聯營公司或合營公司虧損及於聯營公司或合營公司的淨投資減值的情況下方可應用。本集團於2019年4月1日採納修訂時，對其於聯營公司的長期權益的業務模式作出評估，認為於聯營公司的長期權益會繼續根據香港財務報告準則第9號按攤銷成本計量。因此，修訂對本集團的財務狀況或表現並無任何影響。
- (c) 香港(國際財務報告詮釋委員會) — 詮釋第23號提供倘稅項處理涉及影響應用香港會計準則第12號之不確定性(通常稱之為「不確定稅務狀況」)，對所得稅(即期及遞延)的會計處理方法。該詮釋不適用於香港會計準則第12號範疇以外之稅項或徵稅，尤其亦不包括與不確定稅項處理相關的利息及處罰相關規定。該詮釋具體處理(i)實體是否考慮不確定稅項進行單獨處理；(ii)實體對稅務機關的稅項處理所作的假設；(iii)實體如何釐定應課稅利潤或稅項虧損、稅基、未動用稅務虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況之變動。本集團已採納該詮釋時考慮其是否有任何因集團內公司間銷售的轉移定價導致的不確定稅務狀況。基於本集團稅務合規及轉移定價研究，本集團認為稅務機關很可能接納其轉移定價政策。因此，該詮釋並無對本集團的財務狀況或表現造成任何影響。

詮釋並無對本集團的財務狀況或表現造成任何影響。

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### 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 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sales or Contribution of Assets between an investor and its Associate or Joint Venture</i> <sup>4</sup>
HKFRS 17	<i>Insurance Contract</i> <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>1</sup>
Amendments to HKFRS 16	<i>COVID-19-Related Rent Concessions</i> <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>2</sup> Effective for annual periods beginning on or after 1 June 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> No mandatory effective date yet determined but available for adoption

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

本集團並無於該等財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第3號之修訂	<i>業務的定義</i> <sup>1</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	<i>基準利率改革</i> <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂本	<i>投資者其聯營公司或合營公司之間的資產出售或注資</i> <sup>4</sup>
香港財務報告準則第17號	<i>保險合約</i> <sup>3</sup>
香港會計準則第1號及香港會計準則第8號之修訂	<i>重要之定義</i> <sup>1</sup>
香港財務報告準則第16號之修訂	<i>與COVID-19相關之租金優惠</i> <sup>2</sup>

- <sup>1</sup> 於2020年1月1日或之後開始之年度期間生效
- <sup>2</sup> 於2020年6月1日或之後開始之年度期間生效
- <sup>3</sup> 於2021年1月1日或之後開始之年度期間生效
- <sup>4</sup> 並無確定強制生效日期，但可提前採納

預期將適用於本集團之香港財務報告準則的進一步資料載述如下：

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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 April 2020. Early 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3號之修訂澄清業務的定義，並提供額外指引。該修訂訂明可視為業務的一組整合活動和資產，必須至少包括一項投入和一項重要過程，而兩者必須對形成收益的能力有重大貢獻。業務毋須包括形成產出所需的所有投入或過程。該修訂取消了評估市場參與者是否有能力收購業務並能持續獲得收益的規定，轉為重點關注所取得的投入和重要過程共同對形成收益的能力有否重大貢獻。該修訂亦已收窄收益的定義範圍，重點關注為客戶提供的商品或服務、投資收益或日常活動產生的其他收入。此外，修訂亦提供有關評估所取得過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動和資產是否不屬於業務進行簡化評估。本集團預期自2020年4月1日起採用該等修訂。由於該修訂按未來適用形式適用於首次應用日期或之後發生的交易或其他事件，故於過渡日期該等修訂不會對本集團產生影響。

香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂旨在應對銀行同業拆息改革對財務申報的影響。該等修訂提供了暫時性補救措施，使企業能夠在取代現有利率基準前的不確定期間內繼續進行對沖會計處理。此外，該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響的對沖關係的額外資料。該等修訂於2020年4月1日或之後開始之年度期間生效。允許提前應用。該等修訂預期不會對本集團的財務報表產生任何重大影響。

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### 2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to 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 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 recognized 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 HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKFRS 16 provide relief to lessees from applying HKFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. Many lessors have provided rent concessions to lessees as a result of the COVID-19 pandemic. The objective of the amendment is to provide lessees that have been granted COVID-19 related rent concessions with practical relief, while still providing useful information about leases to users of the financial statements. The amendments are effective for annual periods beginning on or after 1 June 2020. Early 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(2011年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(2011年)之間有關投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定之不一致性。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。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公司的權益為限。該等修訂將前瞻地應用。香港會計師公會已於2016年1月撤銷香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂的前強制生效日期，並將於完成對聯營公司及合營公司會計處理的更廣泛檢討後釐定新強制生效日期。然而，該等修訂現時可供採納。

香港會計準則第1號及香港會計準則第8號之修訂本提供新的重要定義。新定義載明，如對資料的遺漏、失實陳述或模糊可合理預期會影響一般用途財務報表的主要用戶對基於該等財務報表作出的決定，則有關資料為重要資料。該等修訂本澄清重要性將取決於資料的性質或數量。如可合理預期資料的失實陳述會影響主要用戶作出的決定，則該資料的失實陳述屬重要。本集團預期自2020年4月1日起採納該等修訂本。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

香港財務報告準則第16號修訂本讓承租人免於應用香港財務報告準則第16號有關租賃修改會計法之指引，以應對由2019冠狀病毒病大流行直接引致之租金寬減。由於出現2019冠狀病毒病大流行，大部分出租人已向承租人提供租金優惠。該修訂本之目的為向已獲得2019冠狀病毒病相關租金寬減之承租人提供實際寬減，並同時向財務報表之使用者提供有關租賃之實用資訊。該等修訂本自2020年6月1日或之後開始之年度期間生效，並可提早應用。預期該等修訂本不會對本集團之財務報表造成任何重大影響。

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## 2.4 Summary of Significant Accounting Policies Investments 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 investments 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 recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealized 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 investments in associates.

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 recognizes 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 recognized 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*.

## 2.4 重大會計政策概要 於聯營公司的投資

聯營公司為本集團一般擁有不少於20%股本投票權的長期權益，並能對其發揮重大影響力的實體。重大影響力為參與投資對象財政及經營政策決策的權力，但並非控制或共同控制該等政策。

本集團於聯營公司的投資乃按以權益會計法計算之本集團應佔資產淨值減任何減值虧損於綜合財務狀況表內列賬。

倘出現任何不相符的會計政策，即會作出調整加以修正。

本集團應佔聯營公司收購後業績和其他全面收入分別計入綜合損益表及綜合其他全面收益內。此外，倘直接於聯營公司的權益確認變動，則本集團會於綜合權益變動表確認其應佔的任何變動(如適用)。本集團與其聯營公司進行交易而出現的未實現利益及虧損會互相抵銷，金額以本集團於聯營公司的投資為限，但如果未實現虧損證明所轉讓資產發生減值則除外。收購聯營公司產生的商譽計入本集團於聯營公司的投資的一部分。

倘於聯營公司的投資變為於合營企業的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，對聯營公司失去重大影響力或對合營企業失去共同控制後，本集團按其公平值計量及確認任何保留投資。於失去重大影響力或共同控制後聯營公司的賬面值與保留投資及來自處置所得款項之公平值之間的差額於損益內確認。

當聯營公司的投資被視為持作銷售，將會以香港財務報告準則第5號持作待售之非流動資產及非持續業務計量。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### 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 either 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.

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 recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized 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 recognized 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 recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net 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, recognized in profit or loss as a gain on bargain purchase.

## 2.4 重大會計政策概要(續)

### 業務併購及商譽

業務併購乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產於收購日期之公平值、本集團自被收購方之前年度擁有人承擔之負債，及本集團發行以換取被收購方控制權之股權之總和。就各業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方中現時屬擁有權權益並賦予其持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公平值計量。有關收購成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及指定用途。此包括將被收購方主合約中之嵌入式衍生工具分開計算。

倘業務併購分階段進行，先前持有股權應按收購日期公平值計入損益表重新計量及任何產生之收益或虧損確認於損益。

由收購方將予轉讓的任何或然代價將按收購日期的公平值確認。分類為資產或負債之或然代價按公平值計量，而公平值變動於損益確認。倘或然代價歸類為權益毋須重新計量，其日後結算於權益列賬。

商譽起初按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權之公平值之總和，超逾與所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公平值，於重新評估後其差額將於損益表內確認為議價購買收益。

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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 recognized. An impairment loss recognized 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.

### Fair value measurement

The Group measures its investment properties and financial assets at fair value through profit or loss 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.

## 2.4 重大會計政策概要(續)

### 業務併購及商譽(續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於3月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽相關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時，減值虧損則予以確認。已就商譽確認之減值虧損不得於其後期間撥回。

倘商譽被分配為現金產生單位(或現金產生單位組別)之一部分，而該單位內部分業務被出售，則出售業務相關商譽於釐定出售業務收益或虧損時列入業務之賬面值。在這些情況下處置之商譽根據已出售業務及所保留現金產生單位部分之相對價值計算。

### 公平值計量

本集團於各報告期末按公平值計量其投資物業及透過損益以公平值列賬之金融資產。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的價格或轉讓負債所支付的價格。公平值計量乃假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃基於市場參與者於資產或負債定價所用的假設計量(即假設市場參與者會以最佳經濟利益行事)。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Fair value measurement (Continued)

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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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 recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (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 重大會計政策概要(續)

### 公平值計量(續)

非金融資產的公平值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者以產生經濟利益的能力。

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的估值方法，以盡量使用相關可觀察元素及盡量減少使用不可觀察元素。

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低層輸入數據按以下公平值層級分類：

- 第一級 – 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 – 按估值技術計量，而對公平值計量而言屬重大的最低層元素可直接或間接觀察得出
- 第三級 – 按估值技術計量，而對公平值計量而言屬重大的最低層元素不可觀察得出

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大的最低層元素)確定是否發生不同層級轉移。

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## 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, investment properties and goodwill), 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.

An impairment loss is recognized 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 in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized 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/amortization) had no impairment loss been recognized 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.

## 2.4 重大會計政策概要(續)

### 非金融資產減值

倘有跡象顯示減值存在，或當必須為資產(存貨、遞延稅項、金融資產、投資物業及商譽除外)作出年度減值測試時，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值減處置成本兩者的較高者，並就個別資產而釐定，惟不可產生大體上獨立於其他資產或資產組別的現金流入的資產則除外，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

僅於資產的賬面值超逾其可收回金額時，減值虧損方予確認。評估使用價值時，估計日後現金流量乃使用可反映金額時間值的現行市場評估及該資產特有的風險的稅前折現率折現至現值。減值虧損於其產生期間自收益表與該減值資產功能一致的該等費用類別內扣除。

於各申報日期結束時均評估是否有任何跡象顯示於過往確認的減值虧損可能不再存在或可能已經減少。如該等跡象存在，則會估計可收回金額。僅於用作釐定資產的可收回金額的估計出現變動時，資產(商譽除外)過往確認的減值虧損方可撥回；惟撥回金額不得高於(倘該資產於過往年度未有確認減值虧損)將可釐定的賬面值(扣除任何折舊／攤銷)。有關減值虧損的撥回於產生期間計入損益表，但如該資產按重估金額列賬，則減值損失撥回會根據該重估資產的有關會計政策列賬。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### 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

- (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 重大會計政策概要(續)

### 關連人士

有關人士在下列情況下被視為與本集團有關連：

- (a) 該人士為一名人士或該人士之近親，而該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的其中一名主要管理層成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
  - (v) 該實體為就本集團或與本集團有關連之實體之僱員之利益而設之離職後福利計劃；
  - (vi) 該實體受(a)項所識別之人士控制或共同控制；
  - (vii) 於(a)(i)項所識別之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員之一；及
  - (viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團的母公司提供主要管理人員服務。

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## 2.4 Summary of Significant Accounting Policies (Continued)

### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost 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 capitalized 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 recognizes 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:

Buildings	3% to 9%
Furniture, fixtures and equipment	9% to 18%
Motor vehicles	9% to 18%

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 recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the statement of profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

## 2.4 重大會計政策概要(續)

### 物業、廠房和設備及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使其投入現時運作狀況及將其運往擬定用途地點的任何直接應佔成本。

物業、廠房及設備項目投入使用後所產生的開支，如維修保養費用，通常於產生期間在收益表扣除。在符合確認條件的情況下，大的檢修開支於資產賬面值資本化，作為置換。倘大部分物業、廠房及設備須定期置換，本集團確認該等部分為具備特定可使用年期及據此折舊之個別資產。

折舊乃以直線法於估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。就此而言使用的主要年率如下：

樓宇	3%至9%
傢俬、裝置及設備	9%至18%
汽車	9%至18%

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本以合理基準在該等部分之間分配，而各部分將會分開折舊。至少於各財政年結日檢討剩餘價值、可使用年期及折舊方法，並在適當情況下調整。

物業、廠房及設備項目包括初步確認之任何重大部分於處置或預期不會從使用或處置有關項目而取得未來經濟利益時終止確認。於終止確認資產的年度內在損益表確認的任何處置或報廢該等項目的盈虧乃指銷售所得款項淨額與有關資產賬面值的差額。

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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 (2019: leasehold property under an operating lease) 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 recognized in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognized in the statement of profit or loss.

### Properties under development

Properties under development are stated at the lower of cost and net realizable value. Cost comprises the land costs, construction costs, capitalized borrowing costs and other costs directly attributed to such properties during the period of construction.

Properties under development are initially classified as non-current assets and transferred to current assets under the category of properties held for sale when the construction of the relevant properties commences and the construction period of the relevant property development project is expected to complete within the normal operating cycle.

## 2.4 重大會計政策概要(續)

### 投資物業

投資物業為持作賺取租金收入及／或用作資本增值的於土地及樓宇的權益(包括持作使用權資產的租賃物業(2019年：經營租賃項下的租賃物業))，而非用作生產或提供商品或服務或作行政用途；或於日常業務過程中銷售。該等物業初步以成本(包括交易成本)計量。於初步確認後，投資物業乃按反映報告期間結束時的市場狀況的公允值列賬。

投資物業公平值變動產生的盈虧，會於產生年度計入損益表。

報廢或處置投資物業產生的任何盈虧，會於報廢或處置的年度在損益表確認。

就投資物業轉撥至業主自用物業或存貨而言，物業日後視作會計處理的成本為用途變更當日的公平值。就將存貨轉為投資物業而言，物業在該日的公平值與其先前賬面值之間的差額於損益表確認。

### 發展中物業

發展中物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、發展開支、借貸成本及其他於建築期間該等物業應佔的直接成本。

起始時發展中物業分類為非流動資產，並於有關物業的建設開始及有關發展項目之預計施工期於正常營運週期內結轉至流動資產中的持作銷售物業。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Leases (applicable from 1 April 2019)

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 recognizes 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 recognized 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 recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. 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:

Prepaid land lease payments	40 years
Property	2 to 11 years
Machinery	2 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

## 2.4 重大會計政策概要(續)

### 租賃(自2019年4月1日起適用)

本集團於合約開始時評估合約是否租賃或包含租賃。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的權利，則該合約是租賃或包含租賃。

#### 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及代表使用相關資產權利的使用權資產。

#### (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之日)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，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認租賃負債的金額、已產生的初始直接成本及於開始日期或之前作出的租賃付款，扣減任何已收租賃優惠。使用權資產按直線法於資產的租期與估計可使用年期兩者中的較短者折舊，詳情如下：

預付土地租賃付款	40年
物業	2年至11年
機器	2年至3年

倘於租期結束時租賃資產的擁有權轉移予本集團或成本反映行使購買權，則折舊採用資產的估計可使用年期計算。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Leases (applicable from 1 April 2019) (Continued)

#### Group as a lessee (Continued)

##### (b) Lease liabilities

Lease liabilities are recognized 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 variable lease payments that do not depend on an index or a rate are recognized 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.

The Group's lease liabilities are included in trade and other payables and other long-term liabilities.

## 2.4 重大會計政策概要(續)

### 租賃(自2019年4月1日起適用)(續)

#### 本集團作為承租人(續)

##### (b) 租賃負債

租賃負債乃於租賃開始日期按租期內將作出的租賃付款的現值確認。租賃付款包括定額付款(含實質定額款項)減任何租賃優惠應收款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定將行使的購買選擇權的行使價及(倘租期反映本集團行使終止租賃選擇權)有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內含的利率並不容易確定，本集團使用其於租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額會作調增以反映利息的增長及就作出的租賃付款作調減。此外，倘出現租期的修改、變動、租賃付款的變動(例如由指數或利率變動引起的未來租賃付款變動)或對購買相關資產的選擇權的評估變動，則會重新計量租賃負債的賬面值。

本集團的租賃負債包括應付貨款及其他應付賬項和其他長期債務。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Leases (applicable from 1 April 2019) (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 property and machinery (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 is recognized 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 recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

## 2.4 重大會計政策概要(續)

### 租賃(自2019年4月1日起適用)(續)

#### 本集團作為承租人(續)

##### (c) 短期租賃

本集團就其物業和機器之短期租賃(即自開始日期起計租期12個月或以下,並且不包含購買選擇權之租賃)應用短期租賃確認豁免。

短期租賃及低價值資產租賃之租賃付款於租賃期內按直線法確認為開支。

#### 本集團作為出租人

倘本集團作為出租人行事時,其於租賃開始時(或倘出現租賃修改時)將各租賃分類為經營租賃及融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。倘合約包括租賃及非租賃部分時,則本集團按相對獨立售價基準將合約中的代價分配至各個部分。由於其經營性質,租金收入於租期內會按直線法列賬並計入損益表之收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值,並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

轉移相關資產所有權所附帶的絕大部分風險及回報至承租人之租賃作為融資租賃入賬。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Leases (applicable before 1 April 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalized at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalized finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognized on the straight-line basis over the lease terms.

## 2.4 重大會計政策概要(續)

### 租賃(自2019年4月1日起適用)

凡資產所有權(除法定業權外)的絕大部分回報及風險轉移予本集團,均列為融資租賃。於融資租賃生效時,租賃資產之成本按最低應付租金之現值資本化,並連同承擔(不包括利息部分)入賬,以反映購入及融資情況。根據資本化融資租約持有之資產(包括融資租約項下之預付土地租賃款項)均計入物業、廠房及設備,並於租期與資產之估計可使用年期之間以較短期者計算折舊。有關租賃之融資成本於收益表扣除,以便於租期內按固定比率扣除。

轉移資產所有權的絕大部分回報及風險仍歸出租人所有的租賃列為經營租賃。若本集團為出租人,由本集團按經營租賃租出的資產列入非流動資產,而根據經營租賃應收的租金於租期內以直線法計入損益表。若本集團為承租人,根據經營租賃的應付租金(扣除出租人給予的任何優惠)於租期內以直線法從損益表內扣除。

經營租賃下的預付土地租金初步以成本列賬,隨後於租期內以直線法確認。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Investments and other financial assets

#### Initial recognition and measurement

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

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 amortized 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.

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 amortized 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 recognized 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 重大會計政策概要(續)

### 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分類為其後按攤銷成本及按公平值計入損益計量。

初步確認時的金融資產分類取決於金融資產的合約現金流量特性及本集團管理該等資產的業務模式。除不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之應收貿易賬款外，本集團初步按公平值加上(如屬並非按公平值計入損益的金融資產)交易成本計量金融資產。不含有重大融資部分或本集團已應用實務情況之應收貿易賬款乃根據下文「收入確認」所載政策，按根據香港財務報告準則第15號釐定之交易價格計量。

為按攤銷成本分類或按公平值計入其他全面收益及計量金融資產，該金融資產需要產生純粹為支付本金及尚未清償本金額之利息(「SPPI」)的現金流量。現金流量並非SPPI的金融資產，乃按公允值計入損益分類及計量(不論其業務模式)。

本集團管理金融資產的業務模式指如何管理金融資產以產生現金流量。業務模式釐定現金流量是否會自收取合約現金流量、出售金融資產或兩者產生。按攤銷成本分類及計量之金融資產乃於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量，而按公允值計入其他全面收益分類及計量之金融資產於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量及出售。並未於上述業務模式內持有之金融資產按公允值計入損益分類及計量。

所有一般金融資產買賣概於交易日(即本集團承諾購買或出售該資產當日)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產的金融資產買賣。

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## 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 amortized cost (debt instruments)**

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

#### **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 recognized 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 recognized 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.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 後續計量

金融資產按分類進行後續計量，分類如下：

#### **按攤銷成本計量之金融資產(債務工具)**

按攤銷成本計量之金融資產其後採用實際利率法計量及須作出減值測試。收益及虧損於資產不再確認、修訂或減值時於損益內確認。

#### **按公平值計入損益之金融資產**

按公平值計入損益之金融資產按公平值於財務狀況表列賬，公平值變動淨額則於損益內確認。

此類別包括本集團並未不可撤銷地選擇按公平值計入其他全面收益計量之方式分類的衍生工具和股權投資。倘已確立支付權，則分類為按公平值計入損益之金融資產股權投資的股息亦在損益內確認為其他收入，本集團將很有可能獲得與股息相關的經濟利益並能夠可靠地計算股息金額。

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## 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 derecognized (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 recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes 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 重大會計政策概要(續)

### 終止確認金融資產

金融資產(或(如適用)金融資產的一部分或同類金融資產組別的一部分)在下列情況下終止確認(從本集團綜合財務狀況表移除):

- 從資產收取現金流量的權利屆滿時;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或須根據一項「轉付」安排,有責任在無重大延誤情況下將所收取現金流量悉數付予第三方;及(a)本集團已轉讓該項資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排,會評估其是否保留該項資產所有權的風險及回報以及其程度。倘並無轉讓或保留該項資產的絕大部分風險及回報,且並無轉讓該項資產的控制權,該項資產將按本集團於資產的持續參與而確認入賬。在此情況下,本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續涉及指本集團就已轉讓資產作出之保證,已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Impairment of financial assets

The Group recognizes 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 recognized 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 a financial asset in default when contractual payments are 60 days past due. However, in certain cases, 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 amortized 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 and contract assets which apply the simplified approach as detailed below.

## 2.4 重大會計政策概要(續)

### 金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸損失撥備。預期信貸損失乃基於根據合約到期的合約現金流量與本集團預期收取並按初始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

#### 一般方法

預期信貸損失分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月(12個月預期信貸損失)可能發生的違約事件所產生的信貸損失計提預期信貸損失撥備。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的剩餘年期產生的信貸損失計提減值撥備，不論違約時間(全期預期信貸損失)。

於各報告日期，本集團評估金融工具的信貸風險自初步確認以來是否顯著增加。作出評估時，本集團將金融工具於報告日期的違約風險與初步確認時的違約風險進行比較，並考慮無需付出過多成本及努力即可獲得的合理可靠資料，包括歷史及前瞻性資料。

當合同付款逾期60天時，本集團認為金融資產違約。但是，在某些情況下，倘內部或外部資料反映，在未計及本集團所持任何信貸增強前，本集團不大可能悉數收到未償還合約款項，則本集團認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產須按一般方法減值，除應收貿易賬款及合約資產應用下文詳述的簡化方法外，金融資產按以下級別分類用於計量預期信貸損失。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Impairment of financial assets (Continued)

#### General approach (Continued)

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

#### Simplified approach

For trade receivables and contract assets 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 recognizes 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.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 一般方法(續)

第一級 – 金融工具的信貸風險自初步確認以來並未顯著增加，且其虧損撥備按12個月預期信貸損失等額計量

第二級 – 金融工具的信貸風險自初步確認以來顯著增加，但並非信貸減值金融資產，且其虧損撥備按全期預期信貸損失等額計量

第三級 – 於報告日期出現信貸減值的金融資產（但並非購入或承辦信貸減值），且其虧損撥備按全期預期信貸損失等額計量

#### 簡化方法

對於不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之應收貿易賬款及合約資產，本集團應用簡化方法計算預期信貸損失。根據簡化方法，本集團並無追蹤信貸風險變動，但於各報告日期根據全期預期信貸損失確認減值撥備。本集團已根據其歷史信貸損失經驗，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。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities 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 recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, interest-bearing bank and other borrowings, other long-term payables, senior notes, medium-term notes, corporate bonds and domestic company bonds.

#### Subsequent measurement

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

#### ***Financial liabilities at amortized cost (loans and borrowings)***

After initial recognition, interest-bearing bank and other borrowings, other long-term payables, senior notes, medium-term notes, corporate bonds and domestic company bonds are subsequently measured at amortized 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 recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized 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 amortization is included in finance costs in the statement of profit or loss.

## 2.4 重大會計政策概要(續)

### 金融負債

#### 初始確認及計量

金融負債於初始確認時分類為以公平值列值計入損益表的金融負債、貸款及借貸或應付款項，視情況而定。

所有金融負債乃按公平值初步確認，而倘為貸款及借貸及應付款項，則扣除直接計入應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、計息銀行及其他借貸、其他長期應付款項、優先票據、中期票據、企業債券及境內公司債券。

#### 其後計量

金融負債的其後計量視其以下分類而定：

#### ***按攤銷成本之金融負債(貸款及借貸)***

於初步確認後，計息銀行及其他借貸、其他長期應付款項、優先票據、中期票據、企業債券及境內公司債券其後用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則於該情況下，金融負債按成本列賬。損益乃於負債終止確認時及於實際利率法攤銷過程中於損益表中確認。

攤銷成本乃計算自收購的任何折扣或溢價及屬於實際利率構成部分的費用或成本。實際利率攤銷乃計入損益表中的融資成本內。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Financial liabilities (Continued)

#### Subsequent measurement (Continued)

##### 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 recognized 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 recognized less, when appropriate, the cumulative amount of income recognized.

##### Derecognition of financial liabilities

A financial liability is derecognized 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 recognized 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 recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

## 2.4 重大會計政策概要(續)

### 金融負債(續)

#### 其後計量(續)

##### 財務擔保合同

本集團發行的財務擔保合同乃規定於特定債務人未能按照債務票據條款於到期時支付款項時須支付款項以補償持有人所蒙受損失。財務擔保合同初步以公平值確認為負債，並按與發出財務擔保合同有直接關係的交易成本予以調整。在初步確認後，本集團對財務擔保合同的計量以(i)根據「金融資產減值」所釐定的總預期信貸虧損撥備；及(ii)按初步確認金額減(如適用)已確認的累計收入金額，兩者之較高者計算。

##### 終止確認金融負債

當負債項下的責任已解除、取消或期滿，則終止確認金融負債。

如現有金融負債被同一貸款人按條款大部分不同的另一項金融負債取代，或現有負債的條款被大幅修改，有關置換或修改會被視作終止確認原有負債並確認新負債，而其各自賬面值間的差額於損益表確認。

##### 金融工具的抵銷

當目前有可執行法定權利以抵銷已確認金額並擬按淨額基準結算，或將資產變現及償還負債時，金融資產及金融負債會互相抵銷，並在財務狀況表內以淨額列示。



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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Derivative financial instruments

#### Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognized 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 recognized directly in the statement of profit or loss.

### Properties held for sale and held for finance lease

Properties held for sale and held for finance lease include completed properties held for sale and held for finance lease and properties under development expected to be completed within the normal operating cycle. Properties held for sale and held for finance lease are stated at the lower of cost and net realizable value. Cost includes land costs, all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realizable value is determined by reference to the prevailing market prices, on an individual property basis.

### Inventories

Inventories comprise merchandise purchased for resale and are stated at the lower of cost and net realizable value. Cost of merchandise is determined on the first-in, first-out basis. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 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.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

## 2.4 重大會計政策概要(續)

### 衍生金融工具

#### 初步確認及後續計量

本集團使用衍生金融工具，例如外匯遠期合約去對沖外匯率風險。衍生金融工具初步按訂立衍生工具合約當日的公允值確認入賬，其後按公允值重新計算。衍生工具於公允值為正數時列作資產，而於公允值為負數時則列作負債。

衍生工具公允值變動而產生的任何盈虧均直接計入損益表。

### 持作銷售及持作融資租賃物業

持作銷售及持作融資租賃物業包括持作銷售及持作融資租賃已落成物業及建築期間預計在正常經營週期內的發展中物業。持作銷售及持作融資租賃物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、所有發展開支、適用的借貸成本及該等物業應佔的其他直接成本。可變現淨值乃參考當前市價按個別物業基準釐定。

### 存貨

存貨包括為購買後作轉售的商品，並按成本或可變現淨值兩者較低者列賬。商品成本會根據先入先出法而釐定。可變現淨值按估計售價減任何尚需投入的完成生產及處置的估計成本計算。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額現金的短期高流動性投資，該筆現金承受價值轉變的較低風險，一般於收購起計三個月內到期，並已減去須應要求償還的銀行透支，而成為本集團現金管理的一部分。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，當中包括定期存款及性質與現金相類的資產，該等存款用途不受限制。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Provisions

A provision is recognized 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 recognized 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 finance costs in the statement of profit or loss.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized 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 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.

Deferred tax liabilities are recognized 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.

## 2.4 重大會計政策概要(續)

### 撥備

撥備乃於本集團因以往的事件導致現行的責任(不論法定或推定)產生,並將有可能需要於日後作出資源流出以履行責任時確認,惟須可靠地估計有關責任的金額。

倘折現的影響重大,確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅,乃於損益表中列作融資成本。

### 所得稅

所得稅包括即期及遞延稅項。於損益以外確認項目相關的所得稅於損益以外之其他全面收入或直接於權益確認。

即期稅項資產和負債按預期可自稅務機關收回或須支付予稅務機關的金額,基於報告期末時已頒布或實際已頒布的稅率(和稅法),計及本集團營運所在國家現行詮釋及慣例計量。

在報告期末時,資產與負債的稅基與作為財務報告用途的資產與負債賬面值之間的全部暫時性差異,須按負債法計提遞延稅項撥備。

所有應課稅暫時性差異均確認為遞延稅項負債,惟下列各項除外:

- 倘若遞延稅項負債的起因,是由於商譽而產生,或在一宗非屬業務合併的交易中初步確認資產或負債,而於進行交易時,對會計利潤或應課稅利潤或虧損均無影響;及
- 對於與於附屬公司及聯營公司的投資的權益有關的應課稅暫時性差異而言,倘若撥回暫時性差異的時間可以控制,而暫時性差異不甚可能在可見將來撥回。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Income tax (Continued)

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

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 utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized 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 realized 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 realize 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.

## 2.4 重大會計政策概要(續)

### 所得稅(續)

對於所有可扣減暫時性差異、結轉未動用稅項抵免及任何未動用稅項虧損，若日後有可能出現應課稅利潤，可用以抵銷該等可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，則遞延稅項資產確認入賬，惟下列各項除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資的權益有關的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵銷該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在各報告期末時予以審閱，若不再可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。過往未予確認的遞延稅項資產於各報告期末時重新評估，而在可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則確認過往未予確認的遞延稅項資產。

變現資產或清償負債的期間預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末時已經頒布或實際已經頒布的稅率(及稅法)為基準。

當及僅當本集團有法定可強制執行權力抵銷即期稅項資產及即期稅項負債，而遞延稅項資產及遞延稅項負債與同一稅務當局向同一應課稅實體或不同應課稅實體徵收之所得稅有關，且計劃在預期有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準清償即期稅項負債及資產，或同時變現該資產及清償該負債，將抵銷遞延稅項資產及遞延稅項負債。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Government grants

Government grants are recognized 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 recognized as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where 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 over the expected useful life of the relevant asset by equal annual installments 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 or over the benefits received by the Group related to such assets.

### Revenue recognition

#### Revenue from contracts with customers

Revenue from contracts with customers is recognized 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 recognized 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 recognized 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 重大會計政策概要(續)

### 政府補助

政府補助於合理地確保本集團將取得該補助並將可符合所有隨附條件時按公平值確認。與開支項目有關的補助，則有系統地於擬作成本開銷期間確認為收入。

當該補助與資產有關時，則以其公平值記錄於遞延收入中，再於有關資產之預計可使用年期內，分期每年分攤計入損益表，或在資產之賬面值扣除，並以扣減折舊費用方式或本集團從該資產得到的得益之攤分方式計入損益表。

### 收入確認

#### 客戶合約收益

於貨物或服務的控制權按反映本集團預期就交換該等貨物或服務有權收取的代價的金額轉讓予客戶時確認客戶合約收益。

當合約代價包含可變金額時，代價金額估計為本集團就向客戶轉讓貨物或服務而有權換取的數額。可變代價於合約開始時估計並受到約束，直至其後消除關乎可變代價的不確定因素，使已確認累計收入金額不大可能發生重大收入撥回。

倘合約包含就向客戶轉讓貨物或服務為客戶提供超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合約開始時單獨融資交易中反映的折現率貼現。倘合約包含為本集團提供超過一年的重大融資利益的融資部分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與承諾貨物或服務轉移期間為一年或一年以下的合約而言，採納香港財務報告準則第15號中實務情況後交易價格不會因重大融資成分的影響而調整。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Revenue recognition (Continued)

#### Revenue from contracts with customers (Continued)

##### (a) Sale of properties

Revenue from the sale of properties is recognized at the point in time when the purchaser obtains the physical possession of the completed property and the Group has a present right to payment and the collection of the consideration is probable.

##### (b) Property management service, E-commerce, logistics and warehousing services

Property management service income, E-commerce income, logistics and warehousing services income are recognized over time when the services are rendered.

##### (c) Outlet operations

In outlet operations, revenue from the sale of merchandise and commissions from concessionaire sales is recognized at the point in time when control of the asset is transferred to the customer.

Some contracts for the sale of merchandise provide customers with rights of return. The rights of return give rise to variable consideration.

#### Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognized. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognized for the right to recover products from a customer.

#### Revenue from other sources

Rental income is recognized on a time proportion basis over the lease terms.

Finance lease income is recognized when the significant risks and rewards incidental to ownership of the properties have been transferred to the lessee.

## 2.4 重大會計政策概要(續)

### 收入確認(續)

#### 客戶合約收益(續)

##### (a) 物業銷售

物業銷售的收入於買方取得已落成物業實際擁有權的時間點確認，而本集團已取得現有支付權並且可能收取代價。

##### (b) 物業管理服務、電子商務、物流和倉儲服務

物業管理服務收入、電子商務收入、物流及倉儲服務收入於提供服務時隨時確認。

##### (c) 奧特萊斯運營

在奧特萊斯運營中，來自商品銷售和特許經銷商銷售佣金之收入在資產的控制權轉移給客戶時已確認。

一些商品銷售合同為客戶提供了退貨權。退貨權引起了可變的考慮。

#### 退貨權

對於為客戶提供在指定期限內退貨的權利的合同，預期價值法用於估計不會退回的貨物，因為該方法最能預測本集團有權獲得的可變對價金額。香港財務報告準則第15號有關限制可變代價估計的規定適用於確定可計入交易價格的可變代價金額。對於預計將退回的貨物而非收入，退款負債將被確認。對於從客戶處回收產品的權利，還確認了退貨權資產(以及相應的銷售成本調整)。

#### 其他來源的收益

租金收入於租期內按時間比例確認。

融資租賃收入在物業所有權附帶的重大風險和報酬已轉移給承租人時確認。

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## 2.4 Summary of Significant Accounting Policies

(Continued)

### Revenue recognition (Continued)

#### Other income

Interest income is recognized 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 recognized 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 assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

#### Contract liabilities

A contract liability is recognized 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 recognized as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

#### Right-of-return assets

A right-of-return asset is recognized for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset for any revisions to the expected level of returns and any additional decreases in the value of the returned goods.

#### Refund liabilities

A refund liability is recognized for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

## 2.4 重大會計政策概要(續)

### 收入確認(續)

#### 其他收入

利息收入之確認，以計提基準，於金融工具的預期年期或較短期間(如適用)內採用實際利息法按估計未來現金收入準確折現至金融資產賬面淨額的折現率。

股息收入於股東收取付款權利時確認，與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠地計量。

#### 合約資產

合約資產指就向客戶轉讓貨物或服務收取代價的權利。倘本集團於客戶支付代價或付款到期前通過向客戶轉讓貨物或服務履約，則就有條件賺取的代價確認合約資產。合約資產受限於減值評估，其詳情載入就金融資產減值的會計政策。

#### 合約負債

於本集團轉讓有關貨物或服務前自客戶已收付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合約(即向客戶轉讓有關貨物或服務的控制權)時確認為收入。

#### 退貨權資產

退貨權資產代表有權收回客戶預期退回的貨物。資產按以前退回貨物的賬面金額減去收回貨物的預期成本及退回貨物價值的任何可能減少計量。本集團更新所記錄資產的計量，以對其預期退貨水平進行任何修訂，以及退回貨物價值的任何額外減少。

#### 退款負債

退款負債是退還部分或全部客戶對價的義務，並按本集團最終預期必須返還給客戶的金額計量。本集團於各報告期末更新其退款負債估計(及交易價格的相應變動)。

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## 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 rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration 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 fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 36 to the financial statements.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognized 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 recognized as at the beginning and end of that period.

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 recognized. 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.

## 2.4 重大會計政策概要(續)

### 以股份形式付款

本公司營運購股權計劃，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)按以股份形式付款方式收取薪酬，僱員以提供服務作為權益工具的代價(「以權益結算的交易」)。

與僱員之間於2002年11月7日後的以權益結算的交易成本乃參考授出日期的公平值計量。公平值乃由外聘估值師採用適當定價模式釐定，進一步詳情載於財務報表附註36。

權益結算交易之成本在績效及/或服務條件達成之期間，連同權益之相應升幅一併確認。就權益結算交易於各告期間結束時至歸屬日期確認之累計開支，反映歸屬期屆滿之程度以及本集團就最終歸屬之權益工具數目之最佳估計。期內在損益表扣除或計入之金額，指於該期間期初及期終所確認之累計開支變動。

釐定獎勵獲授當日之公平值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬權益工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公平值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公平值，除非同時具服務及/或績效條件，否則獎勵即時支銷。

因非市場績效及/或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及/或服務條件均獲履行，則交易仍被視為一項歸屬。

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## 2.4 Summary of Significant Accounting Policies (Continued)

### Share-based payments (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized 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 recognized for the award is recognized 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.

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 Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. 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 a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their respective payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

## 2.4 重大會計政策概要(續)

### 以股份形式付款(續)

當以權益結算的獎勵的條款經修改，倘符合獎勵的原有條款，則會確認最低額度的開支，猶如條款未經修改。此外，就引致以股份形式付款的總公平值上升或以其他方式對僱員有利的任何改動(以改動當日的計量為準)確認開支。

當一項以權益結算的獎勵註銷，會被視作猶如於註銷當日歸屬，及並未就獎勵確認的任何開支將即時確認。此乃包括受本集團或僱員控制的非歸屬條件未能達成的任何獎勵。然而，如一項新獎勵取代一項註銷獎勵，並於授出當日界定為取替的獎勵，如上段所述，註銷及新獎勵兩者會被視為原有獎勵的改動。

尚未行使購股權的攤薄影響用於計算每股盈利時反映為額外股份攤薄。

### 其他僱員福利

#### 退休金計劃

本集團根據強制性公積金計劃條例為其所有香港僱員參與強制性公積金計劃(「強積金計劃」)營運一項定額供款強積金計劃。供款按僱員基本薪金的若干百分比作出，並於根據強積金計劃規則的規定於應付時自收益表扣除。強積金計劃的資產乃與本集團資產分開以獨立管理基金持有。本集團對強積金計劃作出的僱主供款，在供款作出時全數歸屬僱員。

本集團旗下在中國大陸營運的附屬公司的僱員，須參與由地方市政府營運的中央公積金計劃。該等附屬公司須按彼等各自的支薪成本的若干百分比向中央公積金計劃作出供款。供款須按照中央公積金計劃規則的規定於應付時在損益表內扣除。



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## 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 capitalized as part of the cost of those assets. The capitalization 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 capitalized. 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 recognized as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 11 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 recognized in the statement of profit or loss.

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 recognized in other comprehensive income or profit or loss is also recognized in other comprehensive income or profit or loss, respectively).

## 2.4 重大會計政策概要(續)

### 借貸成本

因收購、建設或生產合資格資產(即須頗長期間準備方可用作其擬定用途或銷售的資產)直接產生的借貸成本，乃作為該等資產的部分成本予以資本化。當資產大致達到擬定用途或銷售時，該等借貸成本則不再予以資本化。待作出合資格資產開支的特定借貸臨時投資所賺取的投資收入於借貸成本資本化時扣除。所有其他借貸成本會於發生當期支銷。借貸成本包括利息及其他由公司借貸資金而產生之費用。

### 股息

當末期股息於股東大會上獲股東批准，該等股息則被確認為負債。擬派末期股息於財務報表附註11披露。

### 外幣

此等財務報表按港元呈列，而港元為本公司的功能貨幣。本集團內各實體決定其本身的功能貨幣，而各實體的財務報表內各項目均使用該功能貨幣計量。本集團實體所入賬的外幣交易初步普遍按交易日期其各自的功能貨幣匯率入賬。以外幣為單位的貨幣資產及負債，乃按報告期末的功能貨幣匯率換算。因結算或換算貨幣項目產生的一切差額乃於損益表入賬。

按外幣的歷史成本計量的非貨幣項目按最初交易當日的匯率換算。按外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。換算非貨幣項目產生的收益或虧損乃按與確認該項目的公平值變動產生按公平值的收益或虧損一致的方法處理(即公平值收益或虧損於其他全面收入或損益確認的項目的換算差額，亦分別於其他全面收入或損益確認)。

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## 2.4 Summary of Significant Accounting Policies (Continued)

### Foreign currencies (Continued)

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 recognizes 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 weighted average exchange rates for the year.

The resulting exchange differences are recognized 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 recognized in the statement of profit or loss.

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 rates 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 recognized in the financial statements:

## 2.4 重大會計政策概要(續)

### 外幣(續)

在確定與終止代價有關的非貨幣性資產或非貨幣性負債終止確認時相關資產，費用或收入的初始確認時的匯率，初始交易日期為本集團初步確認的日期預付代價產生的非貨幣性資產或非貨幣性負債。如果之前有多筆付款或收據，則本集團會確定每筆付款或收到預付對價的交易日期。

若干海外附屬公司及聯營公司的功能貨幣為港元以外的貨幣。於報告期末時，該等實體的資產及負債按報告期末時的匯率換算為港元，而該等公司的損益表按該年度普遍的平均匯率換算為港元。

所產生的匯兌差額確認為其他全面收入，並累計於匯兌波動儲備。處置海外實體時，在其他全面收入有關該特定海外業務的金額在損益表確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。海外附屬公司於年內經常產生的現金流量則按該年度的加權平均匯率換算為港元。

## 3. 重大會計判斷及估計

編製本集團財務報表時需管理層作出影響於報告期末的收入、費用、資產及負債及其隨附披露事項以及或然負債之呈報金額的判斷、估計及假設。然而，此等假設及估計的不明朗因素將引致受影響之資產或負債賬面值於將來或作出重大調整。

### 判斷

在應用本集團的會計政策的過程中，除該等涉及估計者外，管理層已作出下列對財務報表確認的金額有最重大影響的判斷：

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Judgements (Continued)

##### Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) *Determining the timing of satisfaction of contracts related to the sale of properties*

The Group determined that the sales contracts with customers require the Group to complete the development of property before transferring the physical possession of the relevant property to the customer. The Group also determined that the Group does not have an enforceable right to payment from customers for performance completed to date before the transfer of the physical possession of the relevant property to the customer. Consequently, the Group concluded that the timing of transfer of properties is at the point in time when the purchaser obtains the physical possession of the completed property.

(ii) *Determining the method to estimate variable consideration and assessing the constraint for the sale of merchandise*

Certain contracts for the sale of merchandise include a right of return that gives rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of merchandise with rights of return, given the large number of customer contracts that have similar characteristics.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecasts and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### 客戶合約收益

本集團採用以下判斷，顯著影響與客戶合約收入金額及時間的確定：

(i) *確定與出售物業有關的合約的滿足時間*

本集團確定與客戶簽訂的銷售合約要求本集團在將相關物業的實際擁有權轉讓給客戶前完成物業發展。本集團亦確定，本集團並無向客戶支付可執行的權利，以確保在將相關物業的實際擁有權轉讓給客戶之前已完成的業績。因此，本集團得出結論，物業轉讓的時間是在買方取得已完工物業的實際擁有權的時間點。

(ii) *確定估計可變對價和評估商品銷售限制的方法*

某些商品銷售合同包括產生可變對價的退貨權。在估計可變代價時，本集團需根據那種方法更好地預測其有權獲得的代價金額，使用預期價值法或最可能金額法。

鑑於具有類似特徵的大量客戶合約，本集團確定預期價值法是用於估計出售具有退貨權的商品的可變對價的適當方法。

在將任何數額的可變對價納入交易價格之前，本集團會考慮可變對價的金額是否受到限制。本集團根據其歷史經驗、業務預測及當前經濟狀況確定可變對價的估計不受限制。此外，可變對價的不確定性將在短時間內得到解決。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Judgements (Continued)

##### Property lease classification – Group as lessor

The Group has entered into commercial 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 commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial 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.

##### Transfer from properties under development to investment properties

Properties under development are transferred to investment properties when there is a change in use with sufficient evidence. The Group determines whether a change in use has occurred based on an assessment of all relevant facts and circumstances, which include but are not limited to: (a) a business plan that reflects the future rental income generated by the property; (b) the resources to hold and manage an investment property; (c) legal permissibility for the change in use; and (d) the commencement of development if the property requires further development for the change in use. Any excess of fair value over the original carrying amount of such properties at the date of transfer was recognized as current year profit or loss.

##### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independent of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### 經營租賃承擔 – 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。根據對有關安排條款及條件的評估，如租期不構成商用物業經濟壽命的主要部分及最低租賃款項現值不等於商用物業的絕大部分公允值，本集團已釐定其保留該等物業所有權附帶的絕大部分風險及回報，並將有關合約以經營租賃入賬。

##### 發展中物業轉移至投資物業

當有充足證明用途轉變時，發展中物業轉移至投資物業。本集團乃基於所有相關事實及情況的評估釐定用途有否轉變，其中包括但不限於：(a) 反映此物業將來產生租金收入的商業計劃；(b) 持有及經營投資物業所需的資源；(c) 容許改變有關用途的法律許可；及(d) 如物業改變用途需其他開發，有關開發需開始進行。於轉移日期該等物業的公平值超出原賬面值的任何金額確認為本年度損益。

##### 投資物業與業主自用物業之間的分類

本集團釐定物業是否符合投資物業的條件，並已制定出一套判斷準則。投資物業是持作賺取租金或資本增值或兩者俱備的物業。因此，本集團考慮物業產生現金流量時是否大體獨立於本集團持有的其他資產。某些物業的部分是為賺取租金或資本增值而持有，而另一部分是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則僅在非主要部分持作生產或供應貨品或服務或作行政用途時，有關物業方會列作投資物業。本集團按基準對個別物業作出判斷，以決定配套服務是否重要，以致物業不符合作為投資物業的條件。

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### 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.

#### 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 2020 was HK\$34,128,000 (2019: HK\$49,111,000). Further details are given in note 17.

#### Estimation of fair value of investment properties

The Group engaged Savills Valuation and Professional Services Limited ("Savills"), an independent professional qualified valuer, to perform the valuation of the Group's investment properties at the end of the reporting period. Such valuations were based on certain assumptions, which are subject to uncertainty. In making the estimation, information about the market unit rental rate and capitalization rate is considered and assumptions that are mainly based on market conditions existing at the end of each reporting period are used. The carrying amount of investment properties as at 31 March 2020 was HK\$50,873,673,000 (2019: HK\$52,464,934,000). Further details are given in note 14.

#### Provision for expected credit losses on trade receivables

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 (i.e., by product type, service type, customer type and rating).

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. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素

有關未來的主要假設以及於報告期末時存在重大風險導致於下一個財政年度對資產及負債的賬面值作出重大調整的其他主要估計不確定因素來源在下文論述。

#### 商譽減值

本集團至少每年釐定商譽是否減值。這需要對獲分配商譽的現金產生單位的使用價值作出估計。估計使用價值時，本集團須對現金產生單位的預期未來現金流量作出估計，亦須選擇適當的折現率以計算該等現金流量的現值。於2020年3月31日，商譽的賬面值為34,128,000港元(2019年：49,111,000港元)。詳情載於附註17。

#### 投資物業公平值估計

本集團委聘獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)進行本集團投資物業於報告期末時的估值。此類估值基於若干具有不確定性的假設。在進行估計時，有關市場單位租金率和資本化率的信息會被考慮，並且使用主要基於各報告期末存在的市場條件的假設。於2020年3月31日，投資物業的賬面值為50,873,673,000港元(2019年：52,464,934,000港元)。詳情載於附註14。

#### 應收貿易賬款的預期信貸損失撥備

本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率基於具有類似損失模式(即，按產品類型、服務類型、客戶類型和評級)的各個客戶群分組的過期天數。

撥備矩陣最初基於集團歷史觀察到的違約率。本集團將校準矩陣以使用前瞻性信息調整歷史信貸虧損經驗。例如，如果預計經濟狀況(即國內生產總值)預計在明年惡化，這可能導致製造業違約數量增加，則調整歷史違約率。在每個報告日期，更新歷史觀察到的違約率並分析前瞻性估計值的變化。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

##### Provision for expected credit losses on trade receivables (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 23 to the financial statements.

##### Land appreciation tax

Under the Provisional Regulations on Land Appreciation Tax ("LAT") implemented upon the issuance of the Provisional Regulations of the PRC on 27 January 1995, all gains arising from the transfer of real estate properties in Mainland China with effect from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land use rights, borrowing costs and all property development expenditures.

The subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT, which has been included in income tax. However, the implementation of these taxes varies amongst various Mainland China cities and the Group has not finalized its LAT returns with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes these liabilities based on management's best estimates. When the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact the income tax and provisions for land appreciation taxes in the period in which the determination is made.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

##### 應收貿易賬款的預期信貸損失撥備(續)

對歷史觀察到的違約率，預測經濟狀況和預期信貸虧損之間的相關性的評估是一個重要的估計。預期信貸虧損的數量對環境變化和預測經濟條件敏感。本集團的歷史信用損失經驗和經濟狀況預測也可能無法代表客戶未來的實際違約。有關本集團應收貿易賬款預期信貸虧損的信息披露於財務報表附註23。

##### 土地增值稅

根據於1995年1月27日頒布實施的中華人民共和國土地增值稅(「土地增值稅」)暫行條例實施細則，於中國大陸轉讓房地產物業產生的所有收益自1994年1月1日起須按介乎土地增值的30%至60%之累進稅率繳納土地增值稅。土地增值指出售物業所得款項減應課稅開支，包括土地使用權、借貸成本及所有物業開發開支。

本集團附屬公司於中國大陸從事物業開發業務，須繳納土地增值稅(計入所得稅)。然而，中國大陸的不同城市對土地增值稅的實施不盡相同，故本集團並未完成向不同稅務機關申報土地增值稅。因此，有關釐定土地增值及相關稅項須作出重大判斷。於日常業務中釐定的最終稅項金額並不確定。本集團基於管理層之最佳估計確認該等負債。當該等事宜之最終稅項支出與初步列賬之數額出現差異時，該等差額將影響釐定稅項期間之所得稅及土地增值稅撥備。

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### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

##### Withholding tax arising from the distribution of dividends

The PRC New Corporate Income Tax Law, which became effective on 1 January 2008, states that the distribution of dividends by a foreign-invested enterprise established in Mainland China to its foreign investors, from its earnings of 2008 or thereafter, shall be subject to withholding taxes at an applicable rate of 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. Further details are given in note 34 to the financial statements.

##### Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognized tax losses as at 31 March 2020 was HK\$450,946,000 (2019: HK\$489,252,000). The amount of unrecognized tax losses as at 31 March 2020 was HK\$1,452,479,000 (2019: HK\$1,319,446,000). Further details are contained in note 34 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

##### 股息分派產生的預扣稅

新的中國企業所得稅法於2008年1月1日起生效，規定在中國內地成立之外資企業從其於2008年或以後的利潤中向外國投資者派發股息時，須繳納適用稅率為5%或10%的扣繳稅。因此，本集團須為於中國內地成立的附屬公司就2008年1月1日起產生之盈利分派股息而繳納預扣稅。進一步詳情載於財務報表附註34。

##### 遞延稅項資產

僅在可能取得應課稅利潤作扣減虧損的情況下，方確認由所有未動用稅項虧損產生的遞延稅項資產。在釐定可予確認的遞延稅項資產款項時，管理層須根據可能的時間、未來應課稅利潤的水平連同未來稅項計劃策略，作出重大的判斷。於2020年3月31日，有關因稅項虧損而確認的遞延稅項資產的賬面值為450,946,000港元(2019年：489,252,000港元)。於2020年3月31日，未確認的稅項虧損為1,452,479,000港元(2019年：1,319,446,000港元)。詳情載於財務報表附註34。

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#### 4. Operating Segment Information

During the year ended 31 March 2020, the Group has changed the structure of its internal management in a manner that changes the compositions of its reportable segments mainly by combining property investment business and property management business. In addition, the E-commerce segment has been combined into the "others" segment, and the revenue from property leasing operation of furniture market has been transferred from the property investment segment to the "others" segment. As a result, the corresponding information for the year ended 31 March 2019 has been restated.

For management purposes, the Group is organized into business units based on their products and services and has three reportable operating segments as follows:

- (a) the property development segment engages in the development of integrated logistics and trade centers and residential and commercial ancillary facilities;
- (b) the property investment and management segment invests in integrated logistics and trade centers and residential and commercial ancillary facilities and provision of property management services; and
- (c) the "others" segment comprises, principally, the provision of logistics and warehousing services, outlet operations, micro-credit services, E-commerce services and other services.

#### 4. 經營分部資料

於截至2020年3月31日止年度，本集團已變更其內部管理組織，透過合併物業投資及物業管理業務改變其可呈報分部之組成。此外，電子商貿業務也合併在「其他」分部。傢俬市場的物業租賃經營業務也從物業投資分部轉移至「其他」分部。因此，截至2019年3月31日止年度的相應資料已重列。

就管理而言，本集團按其產品及服務劃分為不同的業務單位，並具備以下三個可申報營運分部：

- (a) 物業發展分部從事發展綜合物流及商品交易中心及住宅及商業配套設施；
- (b) 物業投資及管理分部投資綜合物流及商品交易中心及住宅及商業配套設施及從事物業管理服務；及
- (c) 「其他」分部基本上包括提供物流及倉儲服務、奧特萊斯運營、小額貸款服務、電子商務服務及其他服務。



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#### 4. Operating Segment Information (Continued)

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/(loss) before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, fair value gains/(losses) from the Group's financial instruments, head office, corporate expenses and unallocated cost of sales are excluded from this measurement.

Segment assets exclude cash and bank balances and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, senior notes, medium-term notes, corporate bonds, domestic company bonds, tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

No geographical segment analysis is presented as the majority of the assets and operations of the Group are located in the PRC, which is considered as one geographical location in an economic environment with similar risks and returns.

There were no sales to a single customer which amounted to 10% or more of the Group's revenue during the year ended 31 March 2020 (2019: Nil).

#### 4. 經營分部資料(續)

管理層會獨立監察營運分部之業績而作出資源分配決定及評定其表現。分部表現乃根據可呈報分部利潤／(虧損)(即經調整稅前利潤／(虧損))來評估。經調整稅前利潤／(虧損)與本集團稅前利潤計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益／(虧損)以及總辦事處，公司開支及未分配銷售成本均無計算在內。

分部資產不包括現金及銀行存款及其他未分配總辦事處及公司資產，原因為該等資產按集團整體管理。

分部負債不包括計息銀行及其他借貸、優先票據、中期票據、企業債券、境內公司債券、應付稅項及其他未分配總辦事處及公司負債，原因為該等負債按集團整體管理。

由於本集團的大部分資產及經營均位於中國(被視為處於具類似風險及回報的經濟環境的一個地理位置)，本集團並無呈列地理分部分析。

截至2020年3月31日止年度，並無單一客戶的銷售為本集團收入貢獻10%或以上(2019年：無)。

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4. Operating Segment Information (Continued)

4. 經營分部資料(續)

Year ended 31 March 2020 截至2020年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment and management 物業投資及管理 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	對外部客戶銷售	7,475,735	1,344,130	1,067,789	9,887,654
Segment results before increase in fair value of investment properties and impairment of goodwill	投資物業公平值增加及商譽減值前分部業績	3,465,958	905,948	417,328	4,789,234
Increase in fair value of investment properties	投資物業公平值增加	-	1,677,947	-	1,677,947
Impairment of goodwill	商譽減值	-	(14,983)	-	(14,983)
Segment results after increase in fair value of investment properties and impairment of goodwill	投資物業公平值增加及商譽減值後分部業績	3,465,958	2,568,912	417,328	6,452,198
Unallocated cost of sales	未分配銷售成本				(266,587)
Interest income	利息收入				99,617
Fair value gains on financial assets at fair value through profit or loss, net	透過損益以公平值列帳之金融資產公平值收益，淨額				8,638
Unallocated income and gains	未分配收入及收益				378,962
Unallocated expenses	未分配開支				(1,684,448)
Finance costs	融資成本				(517,621)
Profit before tax	稅前利潤				4,470,759
<b>As at 31 March 2020</b>	<b>2020年3月31日</b>				
<b>Segment assets</b>	<b>分部資產</b>	47,527,066	49,932,093	2,468,746	99,927,905
Reconciliation:	對帳：				
Unallocated assets	未分配資產				13,506,147
Total assets	資產總值				113,434,052
<b>Segment liabilities</b>	<b>分配負債</b>	18,865,279	7,830,825	998,545	27,694,649
Reconciliation:	對帳：				
Unallocated liabilities	未分配負債				50,856,883
Total liabilities	負債總額				78,551,532
<b>Other segment information:</b>	<b>其他部分資料：</b>				
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	97,611	27,577	28,229	153,417
Corporate and other unallocated amounts	公司及其他未分配金額				465
					153,882
Capital expenditure*	資本開支*	4,512,097	386,822	98,514	4,997,433

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4. Operating Segment Information (Continued)

4. 經營分部資料(續)

Year ended 31 March 2019 截至2019年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment and management 物業投資及管理 HK\$'000 千港元 (Restated) (經重列)	Others 其他 HK\$'000 千港元 (Restated) (經重列)	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	對外部客戶銷售	7,959,371	1,244,583	1,070,301	10,274,255
Segment results before increase in fair value of investment properties and impairment of goodwill	投資物業公平值增加及商譽減值前分部業績	3,422,238	866,093	537,743	4,826,074
Increase in fair value of investment properties	投資物業公平值增加	-	2,793,403	-	2,793,403
Impairment of goodwill	商譽減值	-	(134,228)	-	(134,228)
Segment results after increase in fair value of investment properties and impairment of goodwill	投資物業公平值增加及商譽減值後分部業績	3,422,238	3,525,268	537,743	7,485,249
Unallocated cost of sales	未分配銷售成本				(386,480)
Interest income	利息收入				89,240
Fair value gains on financial assets at fair value through profit or loss, net	透過損益以公平值列帳之金融資產公平值收益，淨額				1,003
Unallocated income and gains	未分配收入及收益				713,818
Unallocated expenses	未分配開支				(1,995,197)
Finance costs	融資成本				(530,858)
Profit before tax	稅前利潤				5,376,775
<b>As at 31 March 2019</b>	<b>2019年3月31日</b>				
<b>Segment assets</b>	<b>分部資產</b>	45,906,024	52,395,521	1,823,612	100,125,157
Reconciliation:	對帳：				
Unallocated assets	未分配資產				12,981,805
Total assets	資產總值				113,106,962
<b>Segment liabilities</b>	<b>分配負債</b>	18,804,518	9,167,631	729,100	28,701,249
Reconciliation:	對帳：				
Unallocated liabilities	未分配負債				48,255,886
Total liabilities	負債總額				76,957,135
<b>Other segment information:</b>	<b>其他部分資料：</b>				
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	81,700	12,125	26,932	120,757
Corporate and other unallocated amounts	公司及其他未分配金額				19,482
					140,239
Capital expenditure*	資本開支*	10,131,938	1,878,472	32,652	12,043,062

\* Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments included in right-of-use assets (2019: prepaid land lease payments), properties under development and investment properties.

\* 資本開支包括物業、廠房及設備、使用權資產中的預付土地出租金(2019年：預付土地出租金)、發展中物業及投資物業添置。

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## 5. Revenue, Other Income and Gains

An analysis of revenue is as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>Revenue from contracts with customers</b>	<b>客戶合約收益</b>	<b>8,766,047</b>	8,763,085
<b>Revenue from other sources</b>	<b>其他來源收入</b>		
Rental income	租金收入	733,407	669,256
Finance lease income	融資租賃收入	46,842	496,569
Others	其他	341,358	345,345
		<b>1,121,607</b>	1,511,170
		<b>9,887,654</b>	10,274,255

Above include amounts of HK\$440,201,000 (2019: HK\$427,852,000) related to income from outlet operations and HK\$404,921,000 (2019: HK\$289,290,000) related to income from logistics and warehousing services.

## 5. 收入、其他收入及收益

收入分析如下：

以上已包括奧特萊斯運營收入440,201,000港元(2019年：427,852,000港元)及物流及倉儲服務收入404,921,000港元(2019年：289,290,000港元)。

### Revenue from contracts with customers

#### (i) Disaggregated revenue information For the year ended 31 March 2020

		Property development 物業發展 HK\$'000 千港元	Property investment and management 物業投資及管理 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>				
Revenue recognized at a point in time	在某一時點的收益確定	7,428,893	-	474,331	7,903,224
Revenue recognized over time	於一段時間內的收益確定	-	610,723	252,100	862,823
Total revenue from contracts with customers	總客戶合約收益	7,428,893	610,723	726,431	8,766,047

### 客戶合約收益

#### (i) 分類收入資料 截至2020年3月31日止年度

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**5. Revenue, Other Income and Gains (Continued)**  
**Revenue from contracts with customers (Continued)**

**(i) Disaggregated revenue information (Continued)**

For the year ended 31 March 2019

		Property development 物業發展 HK\$'000 千港元	Property investment and management 物業投資及管理 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>				
Revenue recognized at a point in time	在某一時點的收益確定	7,462,802	-	458,040	7,920,842
Revenue recognized over time	於一段時間內的收益確定	-	575,327	266,916	842,243
Total revenue from contracts with customers	總客戶合約收益	7,462,802	575,327	724,956	8,763,085

The following table shows the amounts of revenue recognized in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognized from performance obligations satisfied in previous periods:

下表顯示本報告期間確認的收益金額，該收益金額包含在報告期初的合約負債之中及從先前期間符合的履約責任中確認：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Revenue recognized that was included in contract liabilities at the beginning of the reporting period:	包含在報告期初合約負債之中的收益金額：		
Sale of properties	物業銷售	5,717,650	4,910,206

**(ii) Performance obligations**

Information about the Group's performance obligations is summarized below:

*Sale of properties*

The performance obligation is satisfied when the physical possession of the completed property is obtained by the purchasers and the Group has a present right to payment and the collection of the consideration is probable.

*Property management services*

The performance obligation is satisfied over time as services are rendered.

**(ii) 履約責任**

有關本集團履約責任的資料摘錄如下：

*物業銷售*

履約責任於買方獲得已竣工物業的實際擁有權及本集團獲得現時收款權且很可能收取代價時履行。

*物業管理服務*

履約責任會隨著服務的提供而逐漸履行。

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## 5. Revenue, Other Income and Gains (Continued)

### Revenue from contracts with customers (Continued)

#### (ii) Performance obligations (Continued)

##### Others

Others include the sale of merchandise and commissions from concessionaire sales included in outlet operations, logistics and warehousing services and E-commerce services. The performance obligation of logistics and warehousing services and E-commerce services are satisfied over time as services are rendered. The performance obligation of the sale of merchandise and commissions from concessionaire sales is satisfied when control of the asset is transferred to the customer.

An analysis of other income and gains:

## 5. 收入、其他收入及收益(續)

### 客戶合約收益(續)

#### (ii) 履約責任(續)

##### 其他

其他包括奧特萊斯業務中商品銷售和特許經銷商銷售佣金、物流和倉儲服務及電子商貿服務。物流和倉儲服務及電子商貿服務的履約責任會隨著服務的提供而逐漸履行。商品銷售和特許經銷商銷售佣金的履約責任會在資產的控制權轉移給客戶時履行。

其他收入及收益分析如下：

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Interest income	利息收入	99,617	89,240
Government grants*	政府補貼*	267,467	540,875
Others	其他	46,867	64,972
		<b>413,951</b>	695,087
<b>Gains/(losses)</b>	<b>收益/(虧損)</b>		
Gains/(losses) on disposal of items of property, plant and equipment	處置物業、廠房及設備項目之收益/(虧損)	347	(1,077)
Fair value gains on financial assets at fair value through profit or loss, net	透過損益以公平值列賬之金融資產收益，淨額	8,638	1,003
Gains on repurchase of the senior notes	回購優先票據之收益	63,751	94,607
Gains on repurchase of asset-backed securities	回購資產支持證券之收益	19,345	-
Gains on disposal of subsidiaries	處置附屬公司之收益	-	24,515
Exchange losses, net	匯兌虧損，淨額	(18,815)	(10,074)
		<b>73,266</b>	108,974
		<b>487,217</b>	804,061
Fair value gains on investment properties	投資物業公平值收益	14	2,793,403

\* Various government grants have been received from the relevant government authorities to foster and support the development of the relevant projects of the Group in Mainland China. There are no unfulfilled conditions or contingencies relating to these grants.

\* 若干政府補貼為相關政府部門給予本集團，以培育及扶持本集團於中國大陸項目的發展。該等補貼沒有未履行之條件或或然事件。

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## 6. Profit Before Tax

The Group's profit before tax is arrived at after charging/(crediting):

## 6. 稅前利潤

本集團的稅前利潤已扣除/(計入)下列各項：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Cost of properties sold	已售物業成本	3,991,759	4,157,769
Cost of properties held for finance lease	融資租賃物業成本	18,018	379,364
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	154,128	140,597
Less: Depreciation capitalized in respect of properties under development	減：就發展中物業的資本化折舊	(246)	(358)
		<b>153,882</b>	140,239
Depreciation of right-of-use assets (2019: amortization of prepaid land lease payments)	使用權資產折舊 (2019年：預付土地出租金攤銷)	84,246	34,087
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇於經營租賃下的最低租金	–	10,807
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	7,859	–
Auditor's remuneration	核數師薪酬	4,500	4,350
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事薪酬)：		
Wages and salaries*	工資及薪金*	598,701	763,780
Equity-settled share option expense	以權益結算的購股權開支	1,928	14,595
Pension scheme contributions	退休金計劃供款	84,037	113,986
		<b>684,666</b>	892,361
Impairment of trade receivables**	應收貿易賬款減值**	105,279	86,115
Impairment of financial assets included in prepayments, other receivables and other assets and other long-term receivables**	計入預付款項、其他應收款項及其他資產及其他長期應收款項之金融資產減值**	12,568	–
		<b>117,847</b>	86,115
Impairment of goodwill**	商譽減值**	14,983	134,228
(Gains)/losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目之(收益)/虧損	(347)	1,077

\* Included an amount of HK\$52,149,300 for the year ended 31 March 2020 (2019: HK\$64,073,000), which was capitalized under properties under development.

\*\* Included in "Other expenses" in the consolidated statement of profit or loss.

\* 包括截至2020年3月31日止年度的金額52,149,300港元(2019年：64,073,000港元)，已予以資本化計入發展中物業。

\*\* 計入綜合損益表「其他開支」項內。

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## 7. Finance Costs

An analysis of finance costs is as follows:

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Interest on bank and other borrowings (including senior notes, medium-term notes, corporate bonds, domestic company bonds and short-term notes)	銀行及其他借貸利息(包括優先票據、中期票據、企業債券、境內公司債券及短期融資券)	2,629,075	2,494,708
Interest on lease liabilities	租賃負債利息	9,356	–
		<b>2,638,431</b>	2,494,708
Less: Interest capitalized	減：資本化利息	<b>(2,120,810)</b>	(1,963,850)
Total	總計	<b>517,621</b>	530,858

## 7. 融資成本

融資成本之分析如下：

## 8. Directors' Emoluments

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

## 8. 董事酬金

根據香港聯交所證券上市規則(「上市規則」、香港公司條例第383(1)(a), (b), (c)及(f)條及公司(披露董事利益資料)規例第2部，於本年度的董事酬金披露如下：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Fees	袍金	2,880	2,880
Other emoluments:	其他酬金：		
Salaries, allowances, and benefits in kind	薪金、津貼及實物福利	21,638	26,011
Performance-related bonuses*	與表現掛鉤的花紅*	30,890	34,796
Equity-settled share option expense	以權益結算的購股權開支	504	9,594
Pension scheme contributions	退休金計劃供款	72	72
		<b>55,984</b>	73,353

\* Certain Executive Directors of the Company are entitled to performance-related bonus payments which are determined as a percentage of the Group's consolidated net profit attributable to owners of the parent excluding adjustments on fair value gains of investment properties and certain tax effects and impairment of goodwill, etc. (in addition to any discretionary bonus (if any)) of the financial year.

\* 本公司若干執行董事有權收取按該財政年度的未計投資物業公平值收益及若干稅務影響和商譽減值等的母公司擁有人應佔綜合淨利潤百分比釐定有關表現之花紅(除任何酌情花紅(如有))。



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## 8. Directors' Emoluments (Continued)

### (a) Independent Non-Executive Directors

The fees paid to Independent Non-Executive Directors during the year were as follows:

		Fees	Equity-settled share option expense	Total
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>2020</b>	<b>2020年</b>			
Leung Kwan Yuen Andrew	梁君彥	380	16	396
Li Wai Keung	李偉強	380	16	396
Hui Chiu Chung	許照中	380	16	396
Yung Wing Ki Samuel	容永祺	380	16	396
		<b>1,520</b>	<b>64</b>	<b>1,584</b>

		Fees	Equity-settled share option expense	Total
		袍金	以權益結算的 購股權開支	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
2019	2019年			
Leung Kwan Yuen Andrew	梁君彥	380	939	1,319
Li Wai Keung	李偉強	380	939	1,319
Hui Chiu Chung	許照中	380	939	1,319
Yung Wing Ki Samuel	容永祺	380	939	1,319
		<b>1,520</b>	<b>3,756</b>	<b>5,276</b>

## 8. 董事酬金(續)

### (a) 獨立非執行董事

年內付予獨立非執行董事的袍金如下：

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**8. Directors' Emoluments (Continued)**  
**(b) Executive Directors and Non-Executive Directors**

**8. 董事酬金(續)**  
**(b) 執行董事及非執行董事**

		Salaries, allowances, and benefits	Performance- related bonuses	Equity- settled share option expense	Pension scheme contributions	Total
	Fees	in kind				
	袍金	實物福利	與表現掛鈎 的花紅	以權益結算的 購股權開支	退休金計劃 供款	總計
	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>2020</b>	<b>2020年</b>					
Executive Directors:	執行董事：					
Cheng Chung Hing	–	5,850	15,841	–	18	21,709
Fung Sing Hong Stephen*	–	6,800	11,881	–	18	18,699
Zhao Lidong	–	7,488	–	307	18	7,813
Cheng Ka Man Carman	–	1,500	3,168	133	18	4,819
	–	21,638	30,890	440	72	53,040
Non-Executive Directors:	非執行董事：					
Ma Kai Cheung*	680	–	–	–	–	680
Cheng Tai Po	680	–	–	–	–	680
Lin Ching Hua***	–	–	–	–	–	–
	1,360	–	–	–	–	1,360
	1,360	21,638	30,890	440	72	54,400

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**8. Directors' Emoluments (Continued)**  
**(b) Executive Directors and Non-Executive Directors (Continued)**

**8. 董事酬金(續)**  
**(b) 執行董事及非執行董事(續)**

		Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
	Fees	薪金、津貼及袍金	與表現掛鈎的花紅	以權益結算的購股權開支	退休金計劃供款	總計
	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>2019</b>	<b>2019年</b>					
Executive Directors:	執行董事：					
Cheng Chung Hing	鄭松興	-	5,850	17,844	-	18
Fung Sing Hong Stephen	馮星航	-	6,800	13,383	3,892	18
Zhao Lidong	趙立東	-	1,267	-	-	3
Song Chuan**	宋川**	-	10,594	-	1,946	15
Cheng Ka Man Carman	鄭嘉汶	-	1,500	3,569	-	18
		-	26,011	34,796	5,838	72
						66,717
Non-Executive Directors:	非執行董事：					
Ma Kai Cheung	馬介璋	680	-	-	-	-
Cheng Tai Po	鄭大報	680	-	-	-	-
Lin Ching Hua***	林璟驊***	-	-	-	-	-
		1,360	-	-	-	-
		1,360	26,011	34,796	5,838	72
						68,077

\* On 31 March 2020, Mr. Fung Sing Hong, Stephen resigned as Executive Director of the Company and Dr. Ma Kai Cheung resigned as Non-Executive Director of the Company.

\*\* On 1 February 2019, Mr. Song Chuan resigned as Executive Director of the Company and Mr. Zhao Lidong has been appointed as Executive Director of the Company.

\*\*\* Mr. Lin Ching Hua, a Non-Executive Director of the Company, has voluntarily decided not to receive any director's emolument from the Company, including a director's fee of HK\$380,000 per annum since his appointment on 28 June 2014. Apart from this, there was no arrangement under which a director waived or agreed to waive any remuneration during the year.

\* 於2020年3月31日，馮星航先生辭任本公司之執行董事，而馬介璋博士辭任本公司之非執行董事。

\*\* 於2019年2月1日，宋川先生辭任本公司之執行董事而趙立東先生獲委任為本公司之執行董事。

\*\*\* 本公司之非執行董事林璟驊先生自願不收取自2014年6月28日上任以後的任何本公司之董事酬金，包括每年董事酬金380,000港元。除此之外，於本年內無董事放棄或同意放棄酬金的安排。

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## 9. Five Highest Paid Employees

The five highest paid employees during the year included four (2019: four) Directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the five highest paid employees for the year are as follows:

## 9. 五位最高薪人士

年內，五位最高薪僱員分別包括四名董事(2019年：四名)，其酬金已載於上文附註8。年內五名最高薪僱員酬金的詳情如下：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	24,335	28,301
Performance-related bonuses	與表現掛鈎的花紅	33,389	34,796
Equity-settled share option expense	以權益結算的購股權開支	1,033	5,838
Pension scheme contributions	退休金計劃供款	72	69
		<b>58,829</b>	<b>69,004</b>

The number of the five highest paid employees whose remuneration fell within the following bands is as follows:

介乎以下範圍的五名最高薪僱員人數如下：

		Number of employees 僱員人數	
		2020	2019
HK\$3,000,001 to HK\$10,000,000	3,000,001港元至10,000,000港元	3	2
HK\$10,000,001 to HK\$20,000,000	10,000,001港元至20,000,000港元	1	1
HK\$20,000,001 to HK\$30,000,000	20,000,001港元至30,000,000港元	1	2
		<b>5</b>	<b>5</b>

During the year and in prior years, share options were granted to non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosure in note 36 to the financial statements. The fair value of those options, which is recognized in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above five highest paid employees' remuneration disclosures.

年內及以前年度，非董事及最高薪僱員就其向本集團提供之服務而獲授購股權，其進一步詳情載於財務報表附註36。該等購股權的公平值(已於歸屬期間於綜合損益表確認)乃於授出日期釐定，而載於本年度財務報表的金額已包括於上文五名最高薪僱員酬金的披露資料。

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## 10. Income Tax Expenses

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2019: Nil).

Taxes on profits assessable in Mainland China are calculated at the rates of tax prevailing in the provinces in which the Group operates.

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") at the statutory rate of 25% (2019: 25%) on their respective taxable income during the year.

Pursuant to the relevant laws and regulations in the PRC, a PRC subsidiary of the Group obtained the High and New Technology Enterprises qualification. Accordingly, it enjoyed a preferential income tax rate of 15% for the years ended 31 March 2020 and 2019.

The PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and all property development expenditures.

The major components of income tax expenses for the year are as follows:

## 10. 所得稅開支

年內，香港利得稅乃根據於香港產生的估計應課稅溢利16.5%(2019年：16.5%)的稅率計提。年內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備(2019年：無)。

中國大陸的應課稅溢利稅項乃按本集團營運所在省份的現行稅率計提。

根據相關所得稅法，年內，中國附屬公司須就各自應課稅收入按法定稅率25%(2019年：25%)繳納企業所得稅。

根據中國相關法例及法規，本集團一家中國附屬公司取得高新技術企業資格。因此，該公司於截至2020年及2019年3月31日止年度享有優惠所得稅率15%。

中國土地增值稅按30%至60%不等的累進稅率就土地價值(即物業銷售所得款項減包括土地成本、借貸成本及所有物業發展開支在內的扣減開支)增值徵收。

年內，所得稅開支主要部分如下：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Current Mainland China CIT	即期中國大陸企業所得稅	696,153	1,013,337
LAT in Mainland China	中國大陸土地增值稅	618,642	611,687
Deferred Mainland China CIT (note 34)	遞延中國大陸企業所得稅 (附註34)	527,816	508,637
<b>Total tax charge for the year</b>	<b>年度稅項支出總額</b>	<b>1,842,611</b>	<b>2,133,661</b>

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## 10. Income Tax Expenses (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate to the tax expense at the Group's effective income tax rate is as follows:

## 10. 所得稅開支(續)

按法定稅率計算適用於稅前利潤的稅項開支與按本集團本年度實際稅率計算的稅項開支的對賬如下：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Profit before tax	稅前利潤	4,470,759	5,376,775
Tax at the statutory tax rate of 16.5%	按16.5%法定稅率計算的稅項	737,675	887,168
Higher tax rates enacted by local authorities	地方機關制定的較高稅率	421,360	460,989
Income not subject to tax	毋須繳稅收入	(32,448)	(101,330)
Expenses not deductible for tax	不可扣稅開支	146,027	336,137
Tax losses utilized from previous years	動用過往年度的稅項虧損	–	(6,774)
Tax losses not recognized	未確認的稅項虧損	57,323	40,348
LAT	土地增值稅	618,642	611,687
Tax effect of LAT	土地增值稅的稅務影響	(154,660)	(152,921)
Adjustments in respect of current tax of previous years	過往年度稅項調整	–	31,000
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	按本集團的中國附屬公司的可分配利潤而計算預扣所得稅的影響	48,692	27,357
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	1,842,611	2,133,661

## 11. Dividend

## 11. 股息

### For the year ended 31 March

截至3月31日止年度

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Proposed final dividend — HK3.0 cents per ordinary share (2019: HK5.0 cents per ordinary share)	242,757	405,361
建議末期股息 — 每股普通股3.0港仙 (2019年：每股普通股 5.0港仙)		

The final dividend of HK5.0 cents per share amounting to HK\$405,361,000 for the financial year ended 31 March 2019 was approved on 13 September 2019, which was paid on 21 October 2019.

The proposed final dividend is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

截至2019年3月31日之財政年度每股5.0港仙的末期股息已於2019年9月13日批准，總金額為405,361,000港元，並於2019年10月21日支付。

擬派末期股息須待本公司股東於應屆股東週年大會批准後，方可作實。

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## 12. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 8,109,207,023 (2019: 8,060,551,947) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2020 and 2019 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

The calculations of basic and diluted earnings per share are based on:

## 12. 歸屬於母公司普通股權益持有人的每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年內利潤及年內已發行8,109,207,023股(2019年: 8,060,551,947股)普通股的加權平均數計算。

由於未行使之購股權對所呈列的每股基本盈利金額具有反攤薄影響，故並無就截至2020年及2019年3月31日止年度所呈列之每股基本盈利金額作出調整。

每股基本及攤薄盈利的計算乃基於：

		For the year ended 31 March 截至3月31日止年度	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit 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益持有人應佔利潤	2,633,141	3,250,962
		<b>Number of shares 股數</b>	
		2020	2019
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄盈利之年內已發行普通股的加權平均數	8,109,207,023	8,060,551,947



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### 13. Property, Plant and Equipment

### 13. 物業、廠房及設備

31 March 2020	2020年3月31日	Notes 附註	Buildings 樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019:	於2019年4月1日：					
Cost	成本		1,907,133	223,171	77,316	2,207,620
Accumulated depreciation	累計折舊		(590,703)	(157,526)	(59,214)	(807,443)
Net carrying amount	賬面淨額		1,316,430	65,645	18,102	1,400,177
At 1 April 2019, net of accumulated depreciation	於2019年4月1日·已扣除累計折舊		1,316,430	65,645	18,102	1,400,177
Additions	添置		46,958	36,075	5,929	88,962
Transfer from properties under development	轉撥自發展中物業	15	260,148	-	-	260,148
Transfer to properties held for sale	轉撥至持作銷售物業		(56,554)	-	-	(56,554)
Disposals	處置		(142)	(967)	(1,585)	(2,694)
Depreciation provided during the year	年度折舊撥備	6	(136,733)	(9,553)	(7,842)	(154,128)
Exchange realignment	匯兌調整		(79,721)	(3,951)	(931)	(84,603)
At 31 March 2020, net of accumulated depreciation	於2020年3月31日·已扣除累計折舊		1,350,386	87,249	13,673	1,451,308
At 31 March 2020:	於2020年3月31日：					
Cost	成本		2,035,986	240,160	68,075	2,344,221
Accumulated depreciation	累計折舊		(685,600)	(152,911)	(54,402)	(892,913)
Net carrying amount	賬面淨額		1,350,386	87,249	13,673	1,451,308

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13. Property, Plant and Equipment (Continued)

13. 物業、廠房及設備(續)

31 March 2019	2019年3月31日	Notes 附註	Buildings 樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018:	於2018年4月1日:					
Cost	成本		2,168,145	223,246	91,960	2,483,351
Accumulated depreciation	累計折舊		(498,969)	(166,087)	(68,508)	(733,564)
Net carrying amount	賬面淨額		1,669,176	57,159	23,452	1,749,787
At 1 April 2018, net of accumulated depreciation	於2018年4月1日，已扣除累計折舊		1,669,176	57,159	23,452	1,749,787
Additions	添置		81,610	21,832	7,841	111,283
Acquisition from a subsidiary	收購一家附屬公司		-	2,842	-	2,842
Disposal of subsidiaries	處置附屬公司		-	(1,688)	-	(1,688)
Transfer from properties under development	轉撥自發展中物業	15	33,038	-	-	33,038
Transfer to properties held for sale	轉撥至持作銷售物業		(228,895)	-	-	(228,895)
Disposals	處置		-	(1,329)	(6,364)	(7,693)
Depreciation provided during the year	年度折舊撥備	6	(125,714)	(9,526)	(5,357)	(140,597)
Exchange realignment	匯兌調整		(112,785)	(3,645)	(1,470)	(117,900)
At 31 March 2019, net of accumulated depreciation	於2019年3月31日，已扣除累計折舊		1,316,430	65,645	18,102	1,400,177
At 31 March 2019:	於2019年3月31日:					
Cost	成本		1,907,133	223,171	77,316	2,207,620
Accumulated depreciation	累計折舊		(590,703)	(157,526)	(59,214)	(807,443)
Net carrying amount	賬面淨額		1,316,430	65,645	18,102	1,400,177

Certain of the Group's buildings with an aggregate carrying value of approximately HK\$385,121,000 as at 31 March 2020 (2019: HK\$445,957,000) were pledged to secure general banking facilities granted to the Group (note 29).

As at 31 March 2020, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate carrying value of approximately HK\$676,083,000 (2019: HK\$1,027,547,000) had not been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates of ownership.

於2020年3月31日，本集團賬面總值約385,121,000港元(2019年：445,957,000港元)的若干樓宇已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於2020年3月31日，本集團於中國賬面總值合共約676,083,000港元(2019年：1,027,547,000港元)的若干樓宇未獲相關中國機關發出所有權證。本集團正在領取相關所有權證。

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## 14. Investment Properties

## 14. 投資物業

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Carrying amount at the beginning of year	年初的賬面值		<b>52,464,934</b>	48,135,043
Additions	添置		<b>355,801</b>	1,877,257
Transfer from properties under development	轉撥自發展中物業	15	<b>110,541</b>	343,819
Transfer from completed properties held for sale	轉撥自竣工持作銷售物業		<b>1,750,162</b>	4,227,857
Transfer to properties held for finance lease and sale	轉撥至持作融資租賃及銷售物業		<b>(1,762,704)</b>	(1,662,730)
Net gain from a fair value adjustment	公平值調整淨收益	5	<b>1,677,947</b>	2,793,403
Exchange realignment	匯兌調整		<b>(3,723,008)</b>	(3,249,715)
Carrying amount at the end of year	年終的賬面值		<b>50,873,673</b>	52,464,934

The Group's investment properties were revalued on 31 March 2020 by Savills at RMB46,481,200,000 (equivalent to approximately HK\$50,873,673,000) (2019: RMB45,003,374,000 (equivalent to HK\$52,464,934,000)), on an open market, existing use basis.

The Group's investment properties with an aggregate carrying value of approximately HK\$23,753,923,000 as at 31 March 2020 (2019: HK\$29,439,659,000), were pledged to secure general banking facilities granted to the Group (note 29).

The Group's investment properties with an aggregate carrying value of approximately HK\$43,276,530,000 as at 31 March 2020 (2019: HK\$46,228,050,000) are subject to sales restrictions (note 1(iv)).

第一太平戴維斯於2020年3月31日重估本集團的投資物業，按公開市場現有用途基準的價值為人民幣46,481,200,000元(相等於約50,873,673,000港元)(2019年：人民幣45,003,374,000元(相等於約52,464,934,000港元))。

於2020年3月31日，本集團賬面總值約23,753,923,000港元(2019年：29,439,659,000港元)的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

於2020年3月31日，本集團賬面總值約43,276,530,000港元(2019年：46,228,050,000港元)的投資物業受到銷售限制(附註1(iv))。

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#### 14. Investment Properties (Continued)

The Group's investment properties consist of trade centers, commercial and other ancillary facilities in Mainland China. The Group's investment properties were revalued on 31 March 2020 based on valuations performed by Savills, an independent professional qualified valuer, at HK\$50,873,673,000 on an open market, existing use basis. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's finance department has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

#### 14. 投資物業(續)

本集團的投資物業包括在中國的交易中心、商業及其他配套設施。根據一家獨立專業合資格估值師第一太平戴維斯進行的估值，本集團的投資物業於2020年3月31日的按公開市場現有用途基準重估價值達50,873,673,000港元。本集團的管理層每年決定委任負責對本集團物業進行外部估值的外聘估值師人選。篩選準則包括市場知識、聲譽、獨立性，以及是否維持專業水平。就中期及年度財務報告進行估值時，本集團的財務部與估值師於每年中期及年度報告就估值假設及估值結果進行兩次討論。

#### 公平值層級

本集團投資物業的公平值計量層級載於下表：

Fair value measurement as at 31 March 2020 using significant unobservable inputs (Level 3) 於2020年3月31日 使用重大不可觀察 輸入數據計量公平值 (第3級) HK\$'000 千港元	
Recurring fair value measurement for:	就以下各項的經常性公平值計量：
Trade centers, commercial and other ancillary facilities	交易中心、商業及 其他配套設施
	<b>50,873,673</b>

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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 2019 using significant unobservable inputs (Level 3) 於2019年3月31日 使用重大不可觀察 輸入數據計量公平值 (第3級) HK\$'000 千港元
Recurring fair value measurement for:	就以下各項的經常性公平值計量：	
Trade centers, commercial and other ancillary facilities	交易中心、商業及 其他配套設施	52,464,934

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 (2019: Nil).

年內，第1級與第2級之間概無發生公平值計量的轉移，第3級亦無公平值計量轉入或轉出(2019年：無)。

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

以下為投資物業估值所用的估值技術及主要元素的概要：

	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
			As at 31 March 2020 於2020年3月31日	As at 31 March 2019 於2019年3月31日
Trade centers, commercial and other ancillary facilities 交易中心、商業及 其他配套設施	Income capitalization method 收入資本化法	Market unit rental rate (RMB/sq. m./month) 市場單位租金 (人民幣/平方米/月)	<b>13-155</b>	14-154
		Capitalization rate 資本化率	<b>3.00%-8.25%</b>	3.00%-8.25%

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#### 14. Investment Properties (Continued) Fair value hierarchy (Continued)

The fair values of investment properties are determined principally using the income capitalization method by capitalizing the rental income derived from the existing tenancies with due provisions for the reversionary income potential of the properties. The fair value measurement is positively correlated to the market unit rental rate and negatively correlated to the capitalization rate. For the portions which were under construction, the expended construction costs and the costs that are expected to be expended to complete the properties have also been taken into account in arriving at their fair values.

#### 15. Properties Under Development

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Carrying amount at the beginning of year	年初的賬面值	979,151	3,451,245
Additions	添置	4,461,050	10,054,522
Transfer to property, plant and equipment	轉撥至物業、 廠房及設備	13 (260,148)	(33,038)
Transfer to investment properties	轉撥至投資物業	14 (110,541)	(343,819)
Transfer to prepaid land lease payments	轉撥至預付土地出租金	16(i) –	(61,138)
Transfer to completed properties held for sale and properties under development held for sale	轉撥至已竣工持作 銷售物業及發展中持作 銷售物業	(3,860,408)	(11,660,430)
Disposal of subsidiaries	處置附屬公司	–	(190,448)
Exchange realignment	匯兌調整	(88,725)	(237,743)
Carrying amount at the end of year	年終的賬面值	1,120,379	979,151

Certain of the Group's properties under development with an aggregate carrying value of approximately HK\$629,006,000 as at 31 March 2020 (2019: HK\$586,152,000), were pledged to secure general banking facilities granted to the Group (note 29).

The government grants of approximately RMB450,618,000 (equivalent to HK\$505,639,000) (2019: RMB494,261,000 (equivalent to HK\$576,209,000)), which were provided by the local government authorities to support infrastructure construction and development activities in connection with the Group's property development projects and were previously deducted from the additions of properties under development, have been credited to the cost of properties sold during the current year.

#### 14. 投資物業(續) 公平值層級(續)

投資物業公平值主要按收入資本化法釐定，方法是將現有租賃所得的租金收入資本化，並就物業的潛在可復歸收入計提適當撥備。公平值計量與市場租金成正比且與資本化率成反比。就正在建造之部分，在確定公平值時，已支銷的建築成本及完成開發項目預計將支銷的成本亦已被考慮在內。

#### 15. 發展中物業

於2020年3月31日，本集團賬面總值約629,006,000港元(2019年：586,152,000港元)的若干發展中物業已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

約人民幣450,618,000元(相等於505,639,000港元)(2019年：人民幣494,261,000元(相等於576,209,000港元))由地方政府機關提供，旨在為集團物業發展項目中有關於基礎建設工程及發展活動提供支持的政府補貼，並於以前已在添置發展中物業中扣除，而在年內於已售物業成本扣除。

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## 16. Leases

### The Group as a lessee

The Group has lease contracts for various items of property, machinery and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have lease terms between 2 and 11 years, while machinery generally has lease terms between 2 and 3 years. Other equipment generally has lease terms of 12 months or less.

#### (i) Prepaid land lease payments (before 1 April 2019)

		Notes 附註	2019 HK\$'000 千港元
Carrying amount at the beginning of year	年初的賬面值		1,477,497
Transfer from properties under development	轉撥自發展中物業	15	61,138
Recognized during the year	年內確認	6	(34,087)
Exchange realignment	匯兌調整		(141,714)
Carrying amount at the end of year	年終的賬面值		1,362,834
Current portion included in prepayments, other receivables and other assets	即期部份計入預付款項、 其他應收款項及其他資產		(34,087)
Non-current portion	非即期部分		1,328,747

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

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

## 16. 租賃

### 本集團作為承租人

本集團有用於其業務營運的物業、機器及其他設備多個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為40年，且將不會根據該等土地租賃的條款持續付款。物業的租期通常為2年至11年，而機器的租期通常介乎2至3年。其他設備的租期通常為12個月或以下。

#### (i) 預付土地出租金(2019年4月1日前)

#### (ii) 使用權資產

本集團使用權資產之賬面值以及於本年內之變動如下：

		Prepaid land lease payments 預付土地出租金 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Machinery 機器 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 April 2019	於2019年4月1日	1,362,834	120,602	142	1,483,578
Addition	添置	91,620	100,216	-	191,836
Transfer to properties held for sale	轉撥至持作銷售物業	(87,264)	-	-	(87,264)
Depreciation charge	折舊支出	(34,472)	(49,680)	(94)	(84,246)
Exchange realignment	匯兌調整	(73,486)	(6,195)	(6)	(79,687)
As at 31 March 2020	於2020年3月31日	1,259,232	164,943	42	1,424,217

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**16. Leases (Continued)**

**The Group as a lessee (Continued)**

**(iii) Lease liabilities**

The carrying amount of lease liabilities (included under trade and other payables and other long-term payables) and the movements during the year are as follows:

		2020 HK\$'000 千港元
Carrying amount at 1 April	4月1日之賬面值	119,795
New leases	新租賃	100,216
Accretion of interest recognized during the year	於本年度確認的利息增加	9,356
Payments	付款	(51,383)
Exchange realignment	匯兌調整	(6,331)
		<hr/>
Carrying amount at 31 March	3月31日之賬面值	171,653
		<hr/>
Analyzed into:	分析為：	
Current portion	即期部分	48,921
Non-current portion	非即期部分	122,732

(iv) The amounts recognized in profit or loss in relation to leases are as follows:

		2020 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	9,356
Depreciation charge on right-of-use assets	使用權資產折舊	84,246
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 March 2020 (included in selling and distribution expenses and administrative expenses)	與短期租賃及其他餘下於2020年3月31日前約滿租賃有關的開支(包括含在銷售及分銷開支和行政開支)	7,859
		<hr/>
Total amount recognized in profit or loss	於損益確認的總金額	101,461

(v) The total cash outflow for leases is disclosed in note 39(b) to the financial statements.

**16. 租賃(續)**

**本集團作為承租人(續)**

**(iii) 租賃負債**

租賃負債(包括含在「貿易及其他應付款項」和「其他長期應付款項」)之賬面值以及於本年內之變動如下：

(iv) 於損益確認與租賃有關之金額如下：

(v) 計入現金流量表的現金流出總額於財務報表附註39(b)披露。



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## 16. Leases (Continued)

### The Group as a lessor

The Group leases its investment properties (note 14) 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.

At 31 March 2020, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within one year	一年內	801,772	937,833
After one year but within two years	一年後但兩年內	556,404	712,557
After two years but within three years	兩年後但三年內	390,294	499,829
After three years but within four years	三年後但四年內	247,527	316,995
After four years but within five years	四年後但五年內	187,013	239,495
After five years	五年後	810,550	828,458
Total	合計	<b>2,993,560</b>	3,535,167

## 16. 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)。該等租賃的條款一般亦要求承租人支付保證金並根據當時的市場狀況定期調整租金。

於2020年3月31日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃付款如下：

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## 17. Goodwill

## 17. 商譽

		HK\$'000 千港元
At 31 March 2019:	於2019年3月31日：	
Cost	成本	201,700
Accumulated impairment	累計減值	(152,589)
Net carrying amount	賬面淨值	49,111
Cost at 1 April 2019, net of accumulated impairment Impairment during the year (note 6)	於2019年4月1日的成本，已扣除累計減值 年內減值(附註6)	49,111 (14,983)
Net carrying amount at 31 March 2020	於2020年3月31日的賬面淨額	<b>34,128</b>
At 31 March 2020:	於2020年3月31日：	
Cost	成本	<b>201,700</b>
Accumulated impairment	累計減值	<b>(167,572)</b>
Net carrying amount	賬面淨額	<b>34,128</b>

### Impairment testing of goodwill

Goodwill acquired through business combinations are allocated to the following cash-generating units for impairment testing.

- Hotel cash-generating unit (“Hotel”);
- Property leasing operation cash-generating unit-furniture market (“Property leasing operation-furniture market”); and
- Property leasing operation cash-generating unit-fur market (“Property leasing operation-fur market”).

### 商譽減值測試

透過業務合併收購的商譽已分配至以下現金產生單位作減值測試。

- 酒店的現金產生單位(「酒店」)；
- 物業租賃經營的現金產生單位－傢俬市場(「物業租賃經營－傢俬市場」)；及
- 物業租賃經營的現金產生單位－皮草市場(「物業租賃經營－皮草市場」)。

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## 17. Goodwill (Continued)

### Impairment testing of goodwill (Continued)

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	Hotel		Property leasing operation – furniture market		Property leasing operation – fur market		Total	
	酒店		物業租賃經營 – 傢俬市場		物業租賃經營 – 皮草市場		總額	
	2020	2019	2020	2019	2020	2019	2020	2019
	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
Carrying amount of goodwill	-	-	34,128	34,128	-	14,983	34,128	49,111

#### Hotel

The Group has leased its hotel properties to an independent party. A full impairment loss of HK\$20,066,000 was provided on the goodwill allocated to the hotel cash-generating unit in the previous year.

#### Property leasing operation – furniture market

The recoverable amount of property leasing operation – furniture market has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 15% (2019: 15%). The growth rate used to extrapolate the cash flows of property leasing operation – furniture beyond the five-year period is 3% (2019: 3%).

#### Property leasing operation – fur market

The Group has leased its operation – fur market to an independent party. During the year, an impairment loss of HK\$14,983,000 (2019: HK\$134,228,000) was recognized to write down the carrying amount of goodwill allocated to property leasing operation – fur market. The impairment loss is recognized in the “Other expenses” in the consolidated statement of profit or loss (note 6).

## 17. 商譽(續)

### 商譽減值測試(續)

分配於各現金產生單位的商譽賬面值：

#### 酒店

本集團已出租其酒店物業予一個獨立第三方。分配至酒店的現金產生單位的商譽在以前年度已計提了全部的減值虧損，金額為20,066,000港元。

#### 物業租賃經營 – 傢俬市場

物業租賃經營 – 傢俬市場的可收回金額已使用價值計算法確定。該計算法使用以高級管理層批准為期五年的財務預算為基準的現金流量預測。現金流量預測的貼現率為15% (2019年：15%)。用作推斷五年期後物業租賃經營 – 傢俬的現金流的增長率為3% (2019年：3%)。

#### 物業租賃經營 – 皮草市場

本集團已出租其經營皮草市場予一個獨立第三方。分配至物業租賃經營 – 皮草市場的商譽賬面值已於本年度確認14,983,000港元 (2019年：134,228,000港元) 之減值虧損。減值虧損已於綜合損益表「其他開支」項內確認(附註6)。

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## 18. Financial Assets at Fair Value Through Profit or Loss 18. 透過損益以公平值列賬之金融資產

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Listed investments, at fair value	以公平值列賬之上市投資	–	50,208
Unlisted investments	非上市投資	8,524	12,965
Structured bank deposits with floating interest rates	浮動利率的結構性銀行存款	341,894	233,160
Forward currency contracts	外匯遠期合約	15,448	–
<b>Total</b>	<b>總計</b>	<b>365,866</b>	<b>296,333</b>
Current portion	即期部份	(357,342)	(283,368)
Non-current portion	非即期部份	8,524	12,965

During the year, the Group sold its listed investments as these investments no longer coincided with Group's investment strategy, resulting in a loss of HK\$5,994,000.

The above unlisted investments were classified as financial assets at fair value through profit or loss as the Group has not elected to recognize the fair value gain or loss through other comprehensive income.

As at 31 March 2020, the structured bank deposits have terms of one year and bear interest rate from 1.5% to 3.5% per annum.

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. These forward currency contracts are not designated for hedge purposes and are measured at fair value through profit or loss.

在本年，本集團出售了上市投資，因為這些投資已不再和本集團的投資策略一致，令本集團損失5,994,000港元。

非上市投資分類為透過損益以公平值列賬之金融資產，原因為本集團尚未選擇透過其他全面收益以確認公平值損益。

於2020年3月31日，一年期的結構性銀行存款的年利率每年由1.5%至3.5%。

本集團使用了衍生金融工具，例如外匯遠期合約去對沖外匯風險。這些外匯遠期合約不是指定為了對沖目的，和以公平值計算其損益。

## 19. Other Long-term Receivables

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Other long-term receivables	其他長期應收款項	593,414	21,904
Impairment	減值	(5,470)	–
		<b>587,944</b>	<b>21,904</b>

As at 31 March 2020, the loss allowance was assessed to be HK\$5,470,000 (2019: Nil).

## 20. Deposits Paid for Purchase of Land Use Rights

The balance represents deposits paid for acquisitions of land use rights for parcels of land in Mainland China. The carrying amounts of the deposits paid for the purchase of land use rights approximate to their fair values.

## 19. 其他長期應收款項

於2020年3月31日，虧損撥備被評估為5,470,000港元(2019年：無)。

## 20. 購買土地使用權支付的按金

該結餘指在中國大陸收購地塊的土地使用權所支付的按金。購買土地使用權支付的按金的賬面值與其公平值相若。

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## 21. Properties Held for Finance Lease and Sale

## 21. 持作融資租賃及銷售物業

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Completed properties held for finance lease	持作融資租賃竣工物業	259,431	295,545
Completed properties held for sale	持作銷售竣工物業	16,587,853	16,454,104
Properties under development expected to be completed within the normal operating cycle	預期於正常營運週期內竣工的發展中物業	23,477,531	22,700,974
		<b>40,065,384</b>	<b>39,155,078</b>
Properties under development expected to be completed and ready for sale	發展中物業預期竣工及可作銷售		
Within one year	一年內	5,275,571	6,357,259
Beyond one year	一年後	18,201,960	16,343,715
Total	總值	<b>23,477,531</b>	<b>22,700,974</b>

Certain of the Group's properties held for finance lease and properties held for sale with aggregate carrying values of HK\$45,404,000 (2019: HK\$48,958,000) and HK\$6,536,834,000 (2019: HK\$6,838,744,000) at the end of the reporting period, respectively, were pledged to secure general banking facilities granted to the Group (note 29).

於報告期末時，本集團的若干持作融資租賃物業及持作銷售物業賬面總值分別為45,404,000港元(2019年：48,958,000港元)及6,536,834,000港元(2019年：6,838,744,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

## 22. Inventories

## 22. 存貨

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Merchandises	商品	109,087	133,427

## 23. Trade Receivables

## 23. 應收貿易賬款

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Trade receivables	應收貿易賬款	858,981	1,351,630
Impairment	減值	(298,090)	(286,740)
		<b>560,891</b>	<b>1,064,890</b>

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### 23. Trade Receivables (Continued)

Trade receivables represent sales income, rental receivables and service income receivables from customers which are payable on issuance of invoices or in accordance with the terms of the related sale and purchase agreements. The Group generally allows a credit period of not exceeding 60 days to its customers. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimize credit risk. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. 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 31 March 2020 and 2019 based on the payment due date, net of loss allowance, is as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within 3 month	3個月以內	277,152	729,854
Over 3 months	超過3個月	283,739	335,036
		<b>560,891</b>	1,064,890

The movements in the loss allowance for impairment of trade receivables are as follows:

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
At beginning of year	年初結餘		286,740	472,175
Impairment loss	減值虧損	6	105,279	86,115
Amount written off as uncollectible	無法收回款項撇銷		(78,982)	(238,035)
Exchange realignment	匯兌調整		(14,947)	(33,515)
At end of year	年終結餘		<b>298,090</b>	286,740

### 23. 應收貿易賬款(續)

應收貿易賬款指於出具發票時應收或根據相關買賣協議條款應收客戶的銷售收入、應收租金及服務收入。本集團一般提供不超過60天信貸期予客戶。本集團致力對未償還應收賬款維持嚴謹的控制及監控以把信用風險降至最低。高級管理層會定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。本集團並沒有對應收貿易賬款持有任何的抵押或其他信用增級。應收貿易賬款為免息。

於2020年及2019年3月31日，根據付款到期日，應收貿易賬款扣除信貸虧損後的賬齡分析如下：

應收貿易賬款的減值虧損撥備變動如下：

31 March 2020 2020年3月31日

### 23. Trade Receivables (Continued)

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 (i.e., by product type, service type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and 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 2020

		Past due 逾期					Total 總計
		Current 即期	Less than 1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	Over 3 years 超過3年	
Expected credit loss rate	預期信貸虧損率	3%	3%	25%	75%	100%	35%
Gross carrying amount (HK\$'000)	原賬面金額 (千港元)	100,595	392,294	91,936	53,997	220,159	858,981
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	2,948	11,501	22,984	40,498	220,159	298,090

As at 31 March 2019

		Past due 逾期					Total 總計
		Current 即期	Less than 1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	Over 3 years 超過3年	
Expected credit loss rate	預期信貸虧損率	2%	2%	25%	75%	100%	21%
Gross carrying amount (HK\$'000)	原賬面金額 (千港元)	567,462	391,936	122,568	130,263	139,401	1,351,630
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	11,238	7,762	30,642	97,697	139,401	286,740

### 23. 應收貿易賬款(續)

本集團會在每個財政年度完結時使用撥備矩陣以計量預期信貸虧損。撥備率基於具有類似損失模式的各個客戶群分組的逾期天數(如按產品類型、服務類型、客戶類型和評級)。該計算反映了概率加權結果、貨幣時間價值以及報告日期可獲得的關於過去事件、當前狀況和未來經濟狀況預測的合理和可支持的信息。一般而言，應收貿易賬款如逾期超過一年並且沒有強制追討行動的則予以撇銷。

下表載列有關本集團應收貿易賬款的信貸風險使用撥備矩陣的資料：

於2020年3月31日

於2019年3月31日

31 March 2020 2020年3月31日

## 24. Prepayments, Other Receivables and Other Assets 24. 預付款項、其他應收款項及其他資產

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Prepayments	預付款項	689,668	455,773
Deposits and other receivables	按金及其他應收款項	1,853,276	2,385,226
Right-of-return assets	退貨權資產	535	6,706
Current portion of finance lease receivables	融資租賃應收款項之 即期部分	15	25
Impairment	減值	(7,098)	–
		<b>2,536,396</b>	<b>2,847,730</b>

As at 31 March 2020, the loss allowance was assessed to be HK\$7,098,000 (2019: nil).

於2020年3月31日，虧損撥備被評估為7,098,000港元(2019年：無)。

## 25. Contract Assets

## 25. 合約資產

		31 March 2020 2020年3月31日 HK\$'000 千港元	31 March 2019 2019年3月31日 HK\$'000 千港元	1 April 2018 2018年4月1日 HK\$'000 千港元
Contract assets arising from:	產生的合約資產：			
Sale of properties	銷售物業	161,830	99,621	77,821

As at 31 March 2020 and 2019, the loss allowance was assessed to be minimal.

於2020年及2019年3月31日，虧損撥備被評估為極小。

The expected timing of recovery or settlement for contract assets as at 31 March is as follows:

於3月31日，合約資產的預計收回或結算時間如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within one year	一年內	138,948	99,621
Over 1 year	多於1年	22,882	–
		<b>161,830</b>	<b>99,621</b>



31 March 2020 2020年3月31日

## 26. Cash and Bank Balances

## 26. 現金及銀行存款

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	現金及銀行存款	10,303,541	9,359,772
Less: Restricted cash*	減：受限制現金*	(3,461,147)	(3,425,940)
Pledged time deposits in connection with cooperation projects**	與合作項目相關的已質押定期存款**	(3,072,010)	–
Time deposits with maturity of more than three months	超過三個月到期的定期存款	(232,773)	–
Cash and cash equivalents	現金及現金等價物	3,537,611	5,933,832

\* Restricted cash mainly comprises: (i) guarantee deposits for the mortgage loan facilities granted by the banks to purchasers of the Group's properties; (ii) guarantee funds of construction projects to meet local authorities' requirements; (iii) certain amounts of presale proceeds from properties placed as guarantee deposits for the construction of related properties; (iv) certain amounts of proceeds from lease of properties which have been placed as guarantee deposits for the borrowings; and (v) pledged deposits to secure general banking facilities granted to the Group.

\*\* Pledged time deposits in connection with cooperation projects comprises pledged deposits of HK\$3,072,010,000 (the "Pledged Deposits") to secure loan facilities of HK\$3,030,358,000 (the "Loans") granted to certain independent third parties ("Obligors"), in connection with certain cooperation projects in which the Group and the Obligors jointly participated in. Pursuant of the terms of the pledges, if there is any default of the Loans by Obligors, the banks have the right to dispose of the Pledged Deposits. The Obligors must repay the Loans so as to release the pledges within 3 working days of receipt of such request from the Group and have provided counter-guarantees to the Group for all losses which may suffer due to the Obligors' default of the Loans. The Loans were fully repaid and the pledges were released accordingly after the year-end date.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$9,573,103,000 (2019: HK\$6,512,169,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

\* 受限制現金主要包括：(i)就購買本集團物業之買家獲銀行授予的按揭貸款融資的保證按金；(ii)建設項目的保證金，以符合當地機關的要求；(iii)物業預售的若干所得款項金額，以作為相關物業建設的保證按金；(iv)租賃物業的若干出租所得款項金額以作為借貸保證的保證按金；及(v)已質押銀行存款作為本集團獲授一般銀行融資擔保。

\*\* 與合作項目相關的已質押定期存款包括3,072,010,000港元的已質押存款(「已質押存款」)，以作抵押使與本集團共同參與某些合作項目相關的若干獨立第三方(「債務人」)獲授達3,030,358,000港元的貸款(「貸款」)。根據質押條款，如果債務人對貸款有任何違約紀錄，則銀行有權處置該質押存款。債務人必須於收到本集團請求解除質押後的3個工作日內償還貸款以解除相關質押。債務人並已向本集團提供反擔保，以承擔因債務人違約而遭受的所有損失。貸款已於年終日期後悉數償還而相應的質押亦已解除。

於報告期末，本集團以人民幣為單位的現金及銀行存款達9,573,103,000港元(2019年：6,512,169,000港元)。人民幣並不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、付匯及售匯規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

31 March 2020 2020年3月31日

## 26. Cash and Bank Balances (Continued)

Cash at banks earns interest at floating rates based on daily 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 restricted cash are deposited with creditworthy banks with no recent history of default.

Certain of the Group's bank deposits with a carrying amount of HK\$1,151,174,000 as at 31 March 2020 (2019: HK\$1,296,098,000), were pledged to secure general banking facilities granted to the Group (note 29).

## 27. Trade and Other Payables

		31 March 2020 2020年 3月31日 HK\$'000 千港元	1 April 2019 2019年 4月1日 HK\$'000 千港元	31 March 2019 2019年 3月31日 HK\$'000 千港元
Other payables and accruals	其他應付款項及應計項目	5,278,166	5,447,315	5,447,315
Notes payable	應付票據 (i)	1,655,544	2,951,877	2,951,877
Advanced rental and other receipts	預收租金及其他款項	5,573,375	2,135,255	2,135,255
Due to a non-controlling interests	應付一非控股權益 43(a)	156,471	53,627	53,627
Lease liabilities	租賃負債 16(iii)	48,921	48,262	–
Refund liabilities	退款負債	654	8,273	8,273
Construction fee and retention payables	應付建築費用及保留金 (ii)	2,876,667	5,132,879	5,132,879
		<b>15,589,798</b>	15,777,488	15,729,226

(i) An ageing analysis of the Group's notes payable presented based on the invoice date at the end of the reporting period is as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within 3 months	3個月內	534,931	1,102,099
Over 3 months	超過3個月	1,120,613	1,849,778
		<b>1,655,544</b>	2,951,877

## 26. 現金及銀行存款(續)

存於銀行之現金根據每日銀行存款利率之浮動利率賺取利息。短期定期存款的存款期各異，由一天至三個月不等，視乎本集團即時的現金需求而定，而利息則按各個短期定期存款利率賺取。銀行存款及受限制現金乃存放於信譽良好且近期並無欠款記錄的銀行。

於2020年3月31日，本集團賬面總值為1,151,174,000港元(2019年：1,296,098,000港元)的若干存款已抵押作為本集團獲授一般銀行融資的擔保(附註29)。

## 27. 貿易及其他應付款項

(i) 於報告期末本集團基於發票日之應付票據的賬齡分析如下：

31 March 2020 2020年3月31日

## 27. Trade and Other Payables (Continued)

- (ii) An ageing analysis of the construction fee and retention payables as at the end of the reporting period is as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within 1 year	1年內	1,060,018	3,906,003
Over 1 year	超過1年	1,816,649	1,226,876
		<b>2,876,667</b>	<b>5,132,879</b>

All the notes payable have maturity dates within 365 days. As at 31 March 2020, notes payable amounting to HK\$421,326,000 (2019: HK\$1,832,556,000) were discounted by these note holders.

The construction fee and retention payables are non-interest-bearing and repayable within the normal operating cycle or on demand.

The other payables are non-interest-bearing.

## 27. 貿易及其他應付款項(續)

- (ii) 於報告期末應付建築費用及保留金的賬齡分析如下：

所有應付票據均於365日內到期。於2020年3月31日，總金額為421,326,000港元(2019年：1,832,556,000港元)的應付票據已由票據持有人貼現。

應付建築費用及保留金為免息及須於一般業務週期或應要求償還。

其他應付款項為免息。

## 28. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

		31 March 2020 2020年3月31日 HK\$'000 千港元	31 March 2019 2019年3月31日 HK\$'000 千港元	1 April 2018 2018年4月1日 HK\$'000 千港元
<i>Advances received from customers</i>	收取客戶的預付款項			
Sale of properties	銷售物業	15,578,700	13,655,066	10,731,075

Contract liabilities include advances received from customers in relation to the pre-sale of properties.

## 28. 合約負債

合約負債明細列示如下：

合約負債包括預售物業收取客戶所得的預付款項。

31 March 2020 2020年3月31日

29. Interest-Bearing Bank and Other Borrowings

29. 計息銀行及其他借貸

		2020			2019		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
<b>Current</b>	<b>即期</b>						
Bank and other borrowings – unsecured	銀行及其他借貸 – 無抵押	4.05-8.00	2020-2021	580,085	4.35-7.20	2019-2020	1,762,147
Bank and other borrowings – secured	銀行及其他借貸 – 有抵押	3.95-7.18	2020-2021	3,215,115	4.08-7.00	2019-2020	3,975,036
Current portion of long-term bank and other borrowings:	長期銀行及其他借貸的即期部分：						
Bank and other borrowings – unsecured	銀行及其他借貸 – 無抵押	5.70-6.80	2020-2021	246,436	5.15-6.80	2019-2020	58,475
Bank and other borrowings – secured	銀行及其他借貸 – 有抵押	3.95-12.35	2020-2021	4,158,792	4.75-10.00	2019-2020	2,983,245
				<b>8,200,428</b>			<b>8,778,903</b>
<b>Non-current</b>	<b>非即期</b>						
Bank and other borrowings – unsecured	銀行及其他借貸 – 無抵押	6.65	2021	2,780	5.15-6.80	2021	277,109
Bank and other borrowings – secured	銀行及其他借貸 – 有抵押	3.95-12.00	2021-2035	8,917,905	4.75-12.35	2020-2033	8,682,666
				<b>8,920,685</b>			<b>8,959,775</b>
				<b>17,121,113</b>			<b>17,738,678</b>

31 March 2020 2020年3月31日

29. Interest-Bearing Bank and Other Borrowings (Continued) 29. 計息銀行及其他借貸(續)

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Analyzed into:	分析列為：		
Bank and other borrowings repayable:	須於以下期間償還的 銀行及其他借貸：		
Within one year	一年內	8,200,428	8,778,903
In the second year	第二年	3,947,818	4,281,269
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年在內)	2,820,260	4,141,655
Beyond five years	五年後	2,152,607	536,851
		<b>17,121,113</b>	<b>17,738,678</b>

On 14 September 2017, the Group entered into an asset-backed securities ("ABS") arrangement with an independent third party by pledging of the future six years' right of receiving management fees for certain properties under its management for a maximum of six years. An aggregate amount of RMB760,000,000 is the priority portion of the ABS which had been purchased by the third parties. The net proceeds from the ABS, after deducting the issuance costs, amounted to approximately RMB742,535,000, which are repayable from one year to six years. Interest is payable quarterly in arrears. Holders of the priority portions of the ABS are entitled to receive interests at varying rates ranging from 6.3% to 6.6% per annum based on the terms and dates of redemption. A portion of the above ABS with the principal amounts of RMB120,000,000 and RMB100,000,000 matured and were settled on 15 September 2018 and 15 September 2019, respectively.

During the year, a subsidiary of the Company repurchased a part of the ABS at an aggregated principal amount of RMB270,000,000. The total consideration of the repurchase was RMB247,200,000 (equivalent to HK\$277,383,000). The carrying amount of the repurchased portion was RMB264,440,000 (equivalent to HK\$296,728,000), resulting in a gain on repurchase amounting to HK\$19,345,000 in the current year.

於2017年9月14日，本集團與一獨立第三方訂立最長為期6年的資產支持證券(「資產支持證券」)安排，以未來6年若干物業收取管理費用權利作抵押。第三方已購買總值為人民幣760,000,000元的優先級資產支持證券。扣除發行成本後，資產支持證券所得款項淨額約為人民幣742,535,000元，於一至六年償還。利息於每季支付。優先級資產支持證券持有人，根據不同期限，現行可享受有介乎年利率6.3%至6.6%之利息。上述一部分本金為人民幣120,000,000元和人民幣100,000,000元的資產支持證券分別地已於2018年9月15日及2019年9月15日到期並結算。

於本年內，本集團的一家附屬公司回購合共本金以面額計人民幣270,000,000元的部份資產支持證券。回購的總代價為人民幣247,200,000元(相當於277,383,000港元)。回購之賬面總值為人民幣264,440,000元(相當於296,728,000港元)，導致於本年度錄得19,345,000港元之回購收益。

31 March 2020 2020年3月31日

## 29. Interest-Bearing Bank and Other Borrowings (Continued)

During the year, a subsidiary of the Company resold part of the ABS at an aggregated principal amount of RMB67,500,000 (equivalent to HK\$73,879,000). The total consideration was RMB68,151,000 (equivalent to HK\$76,371,000).

As at 31 March 2020, amounts of HK\$35,559,000 and HK\$330,379,000 of the ABS were included in the current and non-current portions of secured bank and other borrowings, respectively.

Bank loans with a total amount of HK\$16,291,812,000 (2019: HK\$15,640,947,000) are secured by:

- (i) Certain of the Group's buildings with an aggregate carrying value of approximately HK\$385,121,000 as at 31 March 2020 (2019: HK\$445,957,000) (note 13);
- (ii) Certain of the Group's investment properties situated in Mainland China with an aggregate carrying value of approximately HK\$23,753,923,000 as at 31 March 2020 (2019: HK\$29,439,659,000) (note 14);
- (iii) Certain of the Group's properties under development situated in Mainland China with an aggregate carrying value of approximately HK\$629,006,000 as at 31 March 2020 (2019: HK\$586,152,000) (note 15);
- (iv) Certain of the Group's properties held for finance lease and properties held for sale with aggregate carrying values of approximately HK\$45,404,000 (2019: HK\$48,958,000) and HK\$6,536,834,000 (2019: HK\$6,838,744,000) respectively as at 31 March 2020 (note 21); and
- (v) Certain of Group's bank deposits with a carrying amount of HK\$1,151,174,000 as at 31 March 2020 (2019: HK\$1,296,098,000) (note 26).

All interest-bearing bank and other borrowings of the Group were denominated in Renminbi and US dollars with interest rates range from 3.95% to 12.35% (31 March 2019: 4.08% to 12.35%) per annum.

## 29. 計息銀行及其他借貸(續)

於本年度，本集團的一家附屬公司轉售合共本金以面額計人民幣67,500,000元(相當於73,879,000港元)的部份資產支持證券。總代價為人民幣68,151,000元(相當於76,371,000港元)。

截至2020年3月31日，35,559,000港元和330,379,000港元的資產支持證券分別包括在有抵押銀行及其他借貸的即期和非即期部份。

總共16,291,812,000港元(2019年：15,640,947,000港元)的銀行貸款以下列各項抵押：

- (i) 於2020年3月31日賬面總值約385,121,000港元的本集團若干樓宇(2019年：445,957,000港元)(附註13)；
- (ii) 於2020年3月31日賬面總值約23,753,923,000港元的本集團位於中國大陸的若干投資物業(2019年：29,439,659,000港元)(附註14)；
- (iii) 於2020年3月31日賬面總值約629,006,000港元的本集團位於中國大陸的若干發展中物業(2019年：586,152,000港元)(附註15)；
- (iv) 於2020年3月31日賬面總值分別約45,404,000港元(2019年：48,958,000港元)及6,536,834,000港元(2019年：6,838,744,000港元)的本集團若干持作融資租賃物業及持作銷售物業(附註21)；及
- (v) 於2020年3月31日賬面總值約1,151,174,000港元的本集團若干銀行存款(2019年：1,296,098,000港元)(附註26)。

本集團所有其他計息銀行及其他借貸均以人民幣及美元為單位，並按每年3.95%至12.35%的利率計息(2019年3月31日：4.08%至12.35%)。

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## 29. Interest-Bearing Bank and Other Borrowings (Continued)

The carrying amounts of the Group's bank and other borrowings approximate to their fair values, which have been calculated by discounting the expected future cash flows at the prevailing interest rates.

## 30. Senior Notes

The Group issued the following senior notes in the current and prior years:

- (i) On 13 September 2016 and 3 October 2016, the Company issued senior notes with the aggregate principal amounts of US\$200,000,000 and US\$150,000,000, respectively, (collectively known as, the "2016 Notes"). The 2016 Notes are listed on the Singapore Exchange Securities Trading Limited. The 2016 Notes carry interest at the rate of 6.75% per annum, payable semi-annually on 13 September and 13 March in arrears, and will mature on 13 September 2021, unless redeemed earlier. The offering prices were at 98.960% and 98.964% of the principal amounts of the 2016 Notes of US\$200,000,000 and US\$150,000,000, respectively.

At any time and from time to time on or after 13 September 2019, the Company may redeem the 2016 Notes, in whole or in part, at redemption prices equal to the percentage of the principal amounts set forth below plus accrued and unpaid interest as of (but not including) the redemption date if redeemed during the twelve-month period beginning on 13 September of each of the years indicated below:

Period	Redemption price
2019	103.3750%
2020 and thereafter	101.6875%

## 29. 計息銀行及其他借貸(續)

本集團計息銀行及其他借貸的賬面值與其公平值相若，乃按預期日後現金流量以當時利率貼現計算。

## 30. 優先票據

本集團於本年及以前年度發行以下優先票據：

- (i) 於2016年9月13日及2016年10月3日，本公司分別發行本金總額200,000,000美元及150,000,000美元的優先票據(統稱為「2016年票據」)。2016年票據於新加坡證券交易所有限公司上市。2016年票據按年利率6.75%計息，每半年於9月13日及3月13日支付，並將於2021年9月13日到期(除非提早贖回)。發售價分別為2016年票據之200,000,000美元及150,000,000美元本金總額的98.960%及98.964%。

於2019年9月13日或之後任何時候，本公司可按相等於下述本金額百分比的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息，贖回全部或部分2016年票據(倘於下文所示各年度9月13日開始的12個月期間內贖回)：

期間	贖回價
2019年	103.3750%
2020年及之後	101.6875%

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### 30. Senior Notes (Continued)

- (ii) On 9 March 2017, the Company issued senior notes with the aggregate principal amount of US\$300,000,000 (the "2017 March Notes"). The 2017 March Notes are listed on the Singapore Exchange Securities Trading Limited. The 2017 March Notes carry interest at the rate of 5.75% per annum, payable semi-annually on 9 March and 9 September in arrears, and will mature on 9 March 2020, unless redeemed earlier. The offering price was at 98.986% of the principal amount of the 2017 March Notes. The outstanding amount was fully settled on 9 March 2020.
- (iii) On 20 November 2017, the Company issued senior notes with the aggregate principal amount of US\$300,000,000 (the "2017 November Notes"). The 2017 November Notes are listed on the Singapore Exchange Securities Trading Limited. The 2017 November Notes carry interest at the rate of 7.25% per annum, payable semi-annually on 20 May and 20 November in arrears, and will mature on 20 November 2022, unless redeemed earlier. The offering price was at 97.96% of the principal amount of the 2017 November Notes.

At any time prior to 20 November 2022, the Company may at its option redeem the 2017 November Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2017 November Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 20 November 2022, the Company may redeem up to 35% of the aggregate principal amount of the 2017 November Notes at a redemption price of 107.25% of the principal amount of the 2017 November Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

### 30. 優先票據(續)

- (ii) 於2017年3月9日，本公司發行本金總額300,000,000美元的優先票據(「2017年3月票據」)。2017年3月票據於新加坡證券交易所有限公司上市。2017年3月票據按年利率5.75%計息，每半年於3月9日及9月9日支付，並將於2020年3月9日到期(除非提早贖回)。發售價為2017年3月票據本金總額的98.986%。未償還之金額已於2020年3月9日全數支付。
- (iii) 於2017年11月20日，本公司發行本金總額300,000,000美元的優先票據(「2017年11月票據」)。2017年11月票據於新加坡證券交易所有限公司上市。2017年11月票據按年利率7.25%計息，每半年於5月20日及11月20日支付，並將於2022年11月20日到期(除非提早贖回)。發售價為2017年11月票據本金總額的97.96%。

於2022年11月20日前任何時間，本公司可按相等於2017年11月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2017年11月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2017年11月票據。

於2022年11月20日前任何時間，本公司可以在銷售本公司任何股份中所得的款項，按2017年11月票據本金總額107.25%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2017年11月票據本金總額的35%。



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### 30. Senior Notes (Continued)

- (iv) On 25 January 2018, the Company issued senior notes with the aggregate principal amount of US\$250,000,000 (the "2018 January Notes"). The 2018 January Notes are listed on the Singapore Exchange Securities Trading Limited. The 2018 January Notes carry interest at the rate of 7.25% per annum, payable semi-annually on 25 January and 25 July in arrears, and will mature on 25 January 2021, unless redeemed earlier. The offering price was at 99.011% of the principal amount of the 2018 January Notes.

At any time prior to 25 January 2021, the Company may at its option redeem the 2018 January Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2018 January Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 25 January 2021, the Company may redeem up to 35% of the aggregate principal amount of the 2018 January Notes at a redemption price of 107.25% of the principal amount of the 2018 January Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

- (v) On 24 May 2018 and 4 June 2018, the Company issued senior notes with the aggregate principal amounts of US\$150,000,000 and US\$100,000,000, respectively (collectively known as, the "2018 May Notes"). The 2018 May Notes are listed on the Singapore Exchange Securities Trading Limited. The 2018 May Notes carry interest at the rate of 10.875% per annum, payable semi-annually on 24 February and 24 August in arrears, and will mature on 24 August 2020, unless redeemed earlier. The offering prices were at 99.654% and 99.649% of the principal amounts of the 2018 May Notes of US\$150,000,000 and US\$100,000,000, respectively.

At any time prior to 24 August 2020, the Company may at its option redeem the 2018 May Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2018 May Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

### 30. 優先票據(續)

- (iv) 於2018年1月25日，本公司發行本金總額250,000,000美元的優先票據(「2018年1月票據」)。2018年1月票據於新加坡證券交易所有限公司上市。2018年1月票據按年利率7.25%計息，每半年於1月25日及7月25日支付，並將於2021年1月25日到期(除非提早贖回)。發售價為2018年1月票據本金總額的99.011%。

於2021年1月25日前任何時間，本公司可按相等於2018年1月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2018年1月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2018年1月票據。

於2021年1月25日前任何時間，本公司可以以在銷售本公司任何股份中所得的款項，按2018年1月票據本金額107.25%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2018年1月票據本金總額的35%。

- (v) 於2018年5月24日及2018年6月4日，本公司分別發行本金總額150,000,000美元及100,000,000美元的優先票據(統稱為「2018年5月票據」)。2018年5月票據於新加坡證券交易所有限公司上市。2018年5月票據按年利率10.875%計息，每半年於2月24日及8月24日支付，並將於2020年8月24日到期(除非提早贖回)。發售價分別為2018年5月票據之150,000,000美元及100,000,000美元本金總額的99.654%及99.649%。

於2020年8月24日前任何時間，本公司可按相等於2018年5月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2018年5月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2018年5月票據。

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### 30. Senior Notes (Continued)

(v) (Continued)

At any time and from time to time prior to 24 August 2020, the Company may redeem up to 35% of the aggregate principal amount of the 2018 May Notes at a redemption price of 110.875% of the principal amount of the 2018 May Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

(vi) On 27 March 2019 and 12 June 2019, the Company issued senior notes with the aggregate principal amounts of US\$200,000,000 and US\$60,000,000, respectively, (collectively known as the "2019 March Notes"). The 2019 March Notes are listed on the Singapore Exchange Securities Trading Limited. The 2019 March Notes carry interest at the rate of 11.875% per annum, payable semi-annually on 27 March and 27 September in arrears, and will mature on 27 March 2021, unless redeemed earlier. The offering prices were at 99.567% and 99.566% of the principal amount of the 2019 March Notes of US\$200,000,000 and US\$60,000,000, respectively.

At any time prior to 27 March 2021, the Company may at its option redeem the 2019 March Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2019 March Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 27 March 2021, the Company may redeem up to 35% of the aggregate principal amount of the 2019 March Notes at a redemption price of 111.875% of the principal amount of the 2019 March Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

### 30. 優先票據(續)

(v) (續)

於2020年8月24日前任何時間，本公司可以在銷售本公司任何股份中所得的款項，按2018年5月票據本金額110.875%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2018年5月票據本金總額的35%。

(vi) 於2019年3月27日及2019年6月12日，本公司分別發行本金總額200,000,000美元及60,000,000美元的優先票據(統稱為「2019年3月票據」)。2019年3月票據於新加坡證券交易所有限公司上市。2019年3月票據按年利率11.875%計息，每半年於3月27日及9月27日支付，並將於2021年3月27日到期(除非提早贖回)。發售價分別為2019年3月票據之200,000,000美元及60,000,000美元本金總額的99.567%及99.566%。

於2021年3月27日前任何時間，本公司可按相等於2019年3月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2019年3月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2019年3月票據。

於2021年3月27日前任何時間，本公司可以在銷售本公司任何股份中所得的款項，按2019年3月票據本金額111.875%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2019年3月票據本金總額的35%。

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### 30. Senior Notes (Continued)

(vii) On 12 December 2019 and 21 January 2020, the Company issued senior notes with the aggregate principal amounts of US\$150,000,000 and US\$200,000,000, respectively, (collectively known as the “2019 December Notes”). The 2019 December Notes are listed on the Singapore Exchange Securities Trading Limited. The 2019 December Notes carry interest at the rate of 11.50% per annum. Interest will be paid on 12 August and 12 February of each year, commencing from 12 August 2020, and will mature on 12 February 2022, unless redeemed earlier. The offering prices were at 97.396% and 98.791% of the principal amounts of the 2019 December Notes of US\$150,000,000 and US\$200,000,000, respectively.

At any time prior to 12 February 2022, the Company may at its option redeem the 2019 December Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2019 December Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 12 February 2022, the Company may redeem up to 35% of the aggregate principal amount of the 2019 December Notes at a redemption price of 111.50% of the principal amount of the 2019 December Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

(viii) On 26 February 2020, the Company issued senior notes with the aggregate principal amount of US\$225,000,000 (the “2020 February Notes”). The 2020 February Notes are listed on the Singapore Exchange Securities Trading Limited. The 2020 February Notes carry interest at the rate of 10.875% per annum. Interest will be paid on 26 June and 26 December of each year, commencing from 26 June 2020, and will mature on 26 June 2022, unless redeemed earlier. The offering price was at 97.073% of the principal amount of the 2020 February Notes.

### 30. 優先票據(續)

(vii) 於2019年12月12日及2020年1月21日，本公司分別發行本金總額150,000,000美元及200,000,000美元的優先票據(統稱為「2019年12月票據」)。2019年12月票據於新加坡證券交易所有限公司上市。2019年12月票據按年利率11.50%計息，利息將由2020年8月12日起，分別於每年8月12日及2月12日支付，並將於2022年2月12日到期(除非提早贖回)。發售價分別為2019年12月票據之150,000,000美元及200,000,000美元本金總額的97.396%及98.791%。

於2022年2月12日前任何時間，本公司可按相等於2019年12月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2019年12月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2019年12月票據。

於2022年2月12日前任何時間，本公司可以在銷售本公司任何股份中所得的款項，按2019年12月票據本金總額111.50%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2019年12月票據本金總額的35%。

(viii) 於2020年2月26日，本公司發行本金總額225,000,000美元的優先票據(「2020年2月票據」)。2020年2月票據於新加坡證券交易所有限公司上市。2020年2月票據按年利率10.875%計息。利息將由2020年6月26日起分別於每年6月26日及12月26日支付，並將於2022年6月26日到期(除非提早贖回)。發售價為2020年2月票據本金總額的97.073%。

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### 30. Senior Notes (Continued)

(viii) (Continued)

At any time prior to 26 June 2022, the Company may at its option redeem the 2020 February Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2020 February Notes plus the applicable premium and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time and from time to time prior to 26 June 2022, the Company may redeem up to 35% of the aggregate principal amount of the 2020 February Notes at a redemption price of 110.875% of the principal amount of the 2020 February Notes, plus accrued and unpaid interest, if any, as of (but not including) the redemption date, with the proceeds from sales of certain kinds of capital stock of the Company.

At the end of the reporting period, the 2016 Notes, 2017 November Notes, 2018 January Notes, 2018 May Notes, 2019 March Notes, 2019 December Notes and 2020 February Notes (collectively named as the "Senior Notes") contained liability components and early redemption options as follows:

- (i) The liability component represented the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments with comparable credit status that provided substantially the same cash flows, on the same terms, but without the embedded derivatives.

Interest charged for the year was calculated by applying effective interest rates of approximately 8%, 8%, 10%, 12%, 13%, 13% and 12% per annum to the liability components of the 2016 Notes, 2017 November Notes, 2018 January Notes, 2018 May Notes, 2019 March Notes, 2019 December Notes and 2020 February Notes, respectively, since they were issued.

- (ii) Early redemption options were regarded as embedded derivatives not closely related to the host contracts. The Directors consider that the fair value of the above early redemption options was insignificant on initial recognition and as at 31 March 2020.

### 30. 優先票據(續)

(viii) (續)

於2022年6月26日前任何時間，本公司可按相等於2020年2月票據本金總額100%的贖回價，另加截至贖回日期(但不包括該日)2020年2月票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2020年2月票據。

於2022年6月26日前任何時間，本公司可以在銷售本公司任何股份中所得的款項，按2020年2月票據本金額110.875%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2020年2月票據本金總額的35%。

於報告期末，2016年票據、2017年11月票據、2018年1月票據、2018年5月票據、2019年3月票據、2019年12月票據及2020年2月票據(統稱為「優先票據」)含有下列負債部分及上述提早贖回權：

- (i) 負債部分指合約所釐定未來現金流量按具有可資比較信貸評級並按相同條款提供大致相同現金流量但無嵌入衍生工具的工具當時適用的現行市場利率折現的現值。

期內的利息費用乃按2016年票據、2017年11月票據、2018年1月票據、2018年5月票據、2019年3月票據、2019年12月票據及2020年2月票據發行以來的負債部分分別按實際年利率約8%、8%、10%、12%、13%、13%及12%計算。

- (ii) 提早贖回權被視為並非與主合約有密切關係的嵌入衍生工具。董事認為於初始確認及在2020年3月31日，上述提早贖回權的公平值不大。

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### 30. Senior Notes (Continued)

The Senior Notes recognized in the consolidated statement of financial position were calculated as follows:

	Note	2020	2019
	附註	HK\$'000	HK\$'000
		千港元	千港元
Carrying amount at the beginning of year	於年初的賬面值	<b>12,332,372</b>	9,230,272
Additions	新增	<b>4,827,950</b>	3,449,469
Interest expenses	利息開支	<b>1,149,392</b>	867,425
Payment for interest	支付利息	<b>(1,041,076)</b>	(708,755)
Repurchase of the senior notes	回購優先票據 (i)	<b>(1,065,434)</b>	(506,039)
Principal repayment	償還本金	<b>(1,883,700)</b>	–
Carrying amount at the end of year	於年終的賬面值	<b>14,319,504</b>	12,332,372
Current portion	即期部份	<b>(5,356,119)</b>	(2,314,682)
Non-current portion	非即期部份	<b>8,963,385</b>	10,017,690

Note:

- (i) During the year, the Company and a subsidiary of the Company repurchased part of the senior notes at an aggregated principal amount of US\$135,558,000 (equivalent to HK\$1,057,352,000) from the open market. The total consideration of the repurchase was US\$128,421,000 (equivalent to HK\$1,001,683,000). The carrying amount of the repurchase was US\$136,594,000 (equivalent to HK\$1,065,434,000), resulting in a gain on repurchase amounting to HK\$63,751,000 in the current year (note 5).

The fair value of the Senior Notes as at 31 March 2020 amounted to HK\$12,506,119,000 (2019: HK\$11,431,686,000). The fair value was calculated by using the quoted market price of the Senior Notes on 31 March 2020.

### 30. 優先票據(續)

已於綜合財務狀況表確認的優先票據計算如下：

附註：

- (i) 於本年度，本公司和本公司的一家附屬公司於公開市場回購部份優先票據合共本金金額為135,558,000美元(相等於1,057,352,000港元)。回購總代價為128,421,000美元(相等於1,001,683,000港元)。所回購之票據的賬面值為136,594,000美元(相等於1,065,434,000港元)，導致於本年度錄得63,751,000港元之回購收益(附註5)。

於2020年3月31日，優先票據的公平值達12,506,119,000港元(2019年：11,431,686,000港元)。公平值乃使用優先票據於2020年3月31日的市場價格之報價計算。

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### 31. Medium-Term Notes

The Group issued the following medium-term notes in the current and prior years:

- (i) On 9 May 2014, China South International completed the issuance of the first tranche of medium-term notes of 2014 (the "2014 First Tranche MTN") with a total principal amount of RMB1,000,000,000 in the national inter-bank market of the PRC. The 2014 First Tranche MTN carried interest at the rate of 7.5% per annum, were payable annually on 9 May in arrears, and matured on 9 May 2019. The amount was fully settled in May 2019.
- (ii) On 12 September 2014, China South International completed the issuance of the second tranche of medium-term notes of 2014 (the "2014 Second Tranche MTN") with a total principal amount of RMB1,000,000,000 in the national inter-bank market of the PRC. The 2014 Second Tranche MTN carried interest at the rate of 8.4% per annum, were payable annually on 12 September in arrears, and matured on 12 September 2019. The amount was fully settled in September 2019.
- (iii) On 13 July 2015, China South International completed the issuance of the first tranche of medium-term notes of 2015 (the "2015 First Tranche MTN") with a total principal amount of RMB2,000,000,000 in the national inter-bank market of the PRC. The 2015 First Tranche MTN carried interest at the rate of 7.0% per annum, were payable annually on 13 July in arrears, and matured on 13 July 2018. The amount was fully settled in July 2018.
- (iv) On 18 April 2019, China South International completed the issuance of the first tranche of medium-term notes of 2019 (the "2019 First Tranche MTN") with a total principal amount of RMB600,000,000 in the national inter-bank market of the PRC. The 2019 First Tranche MTN carried interest at the rate of 8.5% per annum, were payable annually on 18 April in arrears, and have a term of up to 3 years at maximum.

### 31. 中期票據

本集團已於本年度及以前年度發行以下中期票據：

- (i) 華南國際於2014年5月9日完成在中國銀行間市場發行2014年第一期中期票據，本金總額為人民幣1,000,000,000元。2014年第一期中期票據年利率為7.5%，每年於5月9日支付，並於2019年5月9日到期。其金額已於2019年5月全數支付。
- (ii) 華南國際於2014年9月12日完成在中國銀行間市場發行2014年第二期中期票據，本金總額為人民幣1,000,000,000元。2014年第二期中期票據年利率為8.4%，每年於9月12日支付，並於2019年9月12日到期。其金額已於2019年9月全數支付。
- (iii) 華南國際於2015年7月13日完成在中國銀行間市場發行2015年第一期中期票據，本金總額為人民幣2,000,000,000元。2015年第一期中期票據年利率為7.0%，每年於7月13日支付，並於2018年7月13日到期。其金額已於2018年7月全數支付。
- (iv) 華南國際於2019年4月18日完成在中國銀行間發行2019年第一期中期票據，本金總額為人民幣600,000,000元。2019年第一期中期票據年利率為8.5%，每年於4月18日支付，期限最長為3年。

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### 31. Medium-Term Notes (Continued)

The medium-term notes recognized in the consolidated statement of financial position were calculated as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	2,459,903	5,251,644
Addition	增加	652,760	–
Repayment of the 2014 First and Second Tranche MTN	償還2014年第一期及第二期中期票據	(2,265,781)	–
Repayment of the 2015 First Tranche MTN	償還2015年第一期中期票據	–	(2,352,443)
Interest expenses	利息開支	111,213	242,968
Payment for interest	支付利息	(178,414)	(348,574)
Exchange realignment	匯兌調整	(72,014)	(333,692)
Carrying amount at the end of year	於年終的賬面值	707,667	2,459,903
Current portion	即期部份	(55,820)	(2,459,903)
Non-current portion	非即期部份	651,847	–

The fair value of the medium-term notes as at 31 March 2020 amounted to HK\$689,445,000 (2019: HK\$2,430,103,000). The fair value was calculated by using the quoted market price of the medium-term notes on 31 March 2020.

### 31. 中期票據(續)

已於綜合財務狀況表確認的中期票據計算如下：

於2020年3月31日，中期票據的公平值為689,445,000港元(2019年：2,430,103,000港元)。公平值乃使用中期票據於2020年3月31日的市場價格之報價計算。

### 32. Corporate Bonds

The corporate bonds recognized in the consolidated statement of financial position were calculated as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	562	1,978,294
Redemption	贖回	(528)	(1,866,186)
Interest expenses	利息開支	–	26,368
Payment for interest	支付利息	–	(122,409)
Exchange realignment	匯兌調整	(34)	(15,505)
Carrying amount at the end of year	於年終的賬面值	–	562

### 32. 企業債券

已於綜合財務狀況表確認的企業債券計算如下：

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### 33. Domestic Company Bonds

The Group issued the following domestic company bonds in the current and prior years:

- (i) On 4 May 2016, China South International completed the issuance of the second tranche of domestic company bonds of 2016 (the "2016 Second Tranche DCB") with a total principal amount of RMB1,400,000,000 on the Shenzhen Stock Exchange of the PRC. The 2016 Second Tranche DCB carried interest at the rate of 6.85% per annum, was payable annually on 3 May in arrears, and matured on 3 May 2019. The amount was fully settled in May 2019.
- (ii) On 2 August 2019 and 5 August 2019, China South International completed the issuance of the first and second tranches of domestic company bonds of 2019 (collectively known as the "2019 First and Second Tranches DCB") with a total principal amount of RMB1,400,000,000 on the Shenzhen Stock Exchange of the PRC. The 2019 First and Second Tranches DCB carry interest at the rate of 8.00% per annum, are payable annually on 1 August and 5 August in arrears respectively, and have a term of up to 3 years at a maximum.

The domestic company bonds recognized in the consolidated statement of financial position were calculated as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	1,733,161	5,644,169
Repayment of the 2016 First and Second Tranche DCB	償還2016年第一期及第二期境內公司債券	(1,570,940)	(3,497,400)
Additions	增加	1,553,547	-
Interest expenses	利息開支	102,740	288,370
Payment for interest	支付利息	(107,608)	(320,945)
Exchange realignment	匯兌調整	(105,452)	(381,033)
Carrying amount at the end of year	於年終的賬面值	1,605,448	1,733,161
Current portion	即期部份	(1,277,098)	(1,733,161)
Non-current portion	非即期部份	328,350	-

The fair value of the domestic company bonds as at 31 March 2020 amounted to HK\$1,596,830,000 (2019: HK\$1,623,959,000). The fair value was calculated by using the quoted market price of the domestic company bonds on 31 March 2020.

### 33. 境內公司債券

本集團已於本年度及以前年度發行以下境內公司債券：

- (i) 華南國際於2016年5月4日完成於深圳證券交易所發行本金總額為人民幣1,400,000,000元的2016年第二期境內公司債券。2016年第二期境內公司債券年利率為6.85%，每年於5月3日支付，並於2019年5月3日到期。其金額已於2019年5月全數支付。
- (ii) 華南國際分別於2019年8月2日及2019年8月5日完成於深圳證券交易所發行本金合共總額為人民幣1,400,000,000元的2019年第一期及第二期境內公司債券。2019年第一期及第二期境內公司債券年利率為8.00%，分別每年於8月1日及8月5日支付，期限最長為3年。

已於綜合財務狀況表確認的境內公司債券計算如下：

於2020年3月31日，境內公司債券的公平值達1,596,830,000港元(2019年：1,623,959,000港元)。公平值乃使用境內公司債券於2020年3月31日的市場價格之報價計算。



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### 34. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

#### Deferred tax liabilities

	Note 附註	Costs to	Accelerated	Revaluation	Withholding	Revaluation	Capitalized	Change in	Total
		obtain contracts 獲得合約 的成本 HK\$'000 千港元	tax depreciation 加速稅項折舊 HK\$'000 千港元	of investment properties 投資物業重估 HK\$'000 千港元	taxes 預扣稅 HK\$'000 千港元	of property, plant and equipment 物業、廠房及 設備重估 HK\$'000 千港元	interest expense 資本化利息 HK\$'000 千港元	fair value of financial assets at fair value through profit or loss 透過損益以 公平值列賬之 金融資產之 改變 HK\$'000 千港元	
At 31 March 2019	於2019年3月31日	24,905	710,492	7,475,505	345,582	86,836	462,764	-	9,106,084
Deferred tax charged to the consolidated statement of profit or loss during the year	於2019年3月31日 年內於綜合損益 表內扣除的 遞延稅項	15,552	145,555	440,317	48,692	-	71,115	3,471	724,702
Exchange differences	匯兌差異	(1,906)	(47,034)	(458,582)	(22,333)	(5,311)	(30,052)	(85)	(565,303)
Gross deferred tax liabilities at 31 March 2020	於2020年3月31日的 總遞延稅項負債	38,551	809,013	7,457,240	371,941	81,525	503,827	3,386	9,265,483

#### Deferred tax assets

	Note 附註	Tax effect	Losses available	Provision for	Tax effect of	Accrued	Total
		of LAT 土地增值稅的 稅務影響 HK\$'000 千港元	for offsetting against future taxable profits 可供抵銷未來 應課稅利潤的 虧損 HK\$'000 千港元	impairment of trade receivables 應收賬款 減值撥備 HK\$'000 千港元	government grants relating to assets 有關資產之 政府補助的 稅務影響 HK\$'000 千港元	expense 應計開支 HK\$'000 千港元	
At 31 March 2019	於2019年3月31日	1,390,513	489,252	89,573	1,526,554	82,910	3,578,802
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	於2019年3月31日 年內於綜合損益表內計入/ (扣除)的遞延稅項	154,660	(8,595)	6,516	47,847	(3,542)	196,886
Exchange differences	匯兌差異	(88,848)	(29,711)	(7,427)	(94,540)	(4,984)	(225,510)
Gross deferred tax assets at 31 March 2020	於2020年3月31日的 總遞延稅項資產	1,456,325	450,946	88,662	1,479,861	74,384	3,550,178

### 34. 遞延稅項

年內遞延稅項負債及資產之變動如下：

#### 遞延稅項負債

	Note 附註	Costs to	Accelerated	Revaluation	Withholding	Revaluation	Capitalized	Change in	Total
		obtain contracts 獲得合約 的成本 HK\$'000 千港元	tax depreciation 加速稅項折舊 HK\$'000 千港元	of investment properties 投資物業重估 HK\$'000 千港元	taxes 預扣稅 HK\$'000 千港元	of property, plant and equipment 物業、廠房及 設備重估 HK\$'000 千港元	interest expense 資本化利息 HK\$'000 千港元	fair value of financial assets at fair value through profit or loss 透過損益以 公平值列賬之 金融資產之 改變 HK\$'000 千港元	
At 31 March 2019	於2019年3月31日	24,905	710,492	7,475,505	345,582	86,836	462,764	-	9,106,084
Deferred tax charged to the consolidated statement of profit or loss during the year	於2019年3月31日 年內於綜合損益 表內扣除的 遞延稅項	15,552	145,555	440,317	48,692	-	71,115	3,471	724,702
Exchange differences	匯兌差異	(1,906)	(47,034)	(458,582)	(22,333)	(5,311)	(30,052)	(85)	(565,303)
Gross deferred tax liabilities at 31 March 2020	於2020年3月31日的 總遞延稅項負債	38,551	809,013	7,457,240	371,941	81,525	503,827	3,386	9,265,483

#### 遞延稅項資產

	Note 附註	Tax effect	Losses available	Provision for	Tax effect of	Accrued	Total
		of LAT 土地增值稅的 稅務影響 HK\$'000 千港元	for offsetting against future taxable profits 可供抵銷未來 應課稅利潤的 虧損 HK\$'000 千港元	impairment of trade receivables 應收賬款 減值撥備 HK\$'000 千港元	government grants relating to assets 有關資產之 政府補助的 稅務影響 HK\$'000 千港元	expense 應計開支 HK\$'000 千港元	
At 31 March 2019	於2019年3月31日	1,390,513	489,252	89,573	1,526,554	82,910	3,578,802
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	於2019年3月31日 年內於綜合損益表內計入/ (扣除)的遞延稅項	154,660	(8,595)	6,516	47,847	(3,542)	196,886
Exchange differences	匯兌差異	(88,848)	(29,711)	(7,427)	(94,540)	(4,984)	(225,510)
Gross deferred tax assets at 31 March 2020	於2020年3月31日的 總遞延稅項資產	1,456,325	450,946	88,662	1,479,861	74,384	3,550,178

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34. Deferred Tax (Continued)  
Deferred tax liabilities

34. 遞延稅項(續)  
遞延稅項負債

	Note	Costs to obtain contracts 獲得合約的成本 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業重估 HK\$'000 千港元	Withholding taxes 預扣稅 HK\$'000 千港元	Revaluation of property, plant and equipment 物業、廠房及設備重估 HK\$'000 千港元	Capitalized interest expense 資本化利息 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018		19,455	628,079	7,062,410	341,265	93,123	396,583	8,540,915
Deferred tax charged to the consolidated statement of profit or loss during the year	10	6,763	128,818	889,873	27,357	-	92,954	1,145,765
Exchange differences		(1,313)	(46,405)	(476,778)	(23,040)	(6,287)	(26,773)	(580,596)
Gross deferred tax liabilities at 31 March 2019		24,905	710,492	7,475,505	345,582	86,836	462,764	9,106,084

Deferred tax assets

遞延稅項資產

	Note	Tax effect of LAT 土地增值稅的稅務影響 HK\$'000 千港元	Losses available for offsetting against future taxable profits 可供抵銷未來應課稅利潤的虧損 HK\$'000 千港元	Provision for impairment of trade receivables 應收賬款減值撥備 HK\$'000 千港元	Tax effect of government grants relating to assets 有關資產之政府補助的稅務影響 HK\$'000 千港元	Accrued expense 應計開支 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018		1,327,190	545,359	87,275	1,194,817	-	3,154,641
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year	10	152,921	(19,290)	8,190	412,397	82,910	637,128
Exchange differences		(89,598)	(36,817)	(5,892)	(80,660)	-	(212,967)
Gross deferred tax assets at 31 March 2019		1,390,513	489,252	89,573	1,526,554	82,910	3,578,802

The Group has tax losses arising in Hong Kong of HK\$445,534,000 (2019: HK\$387,896,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

本集團於香港產生的稅項虧損為445,534,000港元(2019年: 387,896,000港元)，可無限期結轉，以抵銷產生虧損的公司未來應課稅溢利。

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### 34. Deferred Tax (Continued)

The Group also has tax losses in Mainland China of HK\$1,004,249,000 (2019: HK\$931,550,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognized in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilized.

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 generated from 1 January 2008. 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 subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. In the current year, the Group accrued withholding tax of HK\$48,692,000 (2019: HK\$27,357,000) for those subsidiaries established in Mainland China.

As at 31 March 2020, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognized was approximately HK\$9,051,631,000 (2019: HK\$7,234,975,000). No liability has been recognized in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

### 34. 遞延稅項(續)

本集團亦於中國大陸產生稅項虧損為1,004,249,000港元(2019年: 931,550,000港元), 將於一至五年內屆滿, 可用以抵銷未來應課稅溢利。

由於該等虧損由已出現虧損一段時期的附屬公司產生, 且被認為並不可能有充足應課稅溢利以抵銷該等可動用的稅項虧損, 故並無就該等虧損確認遞延稅項資產。

根據中國企業所得稅法, 凡於中國內地成立的外商投資企業向海外投資者宣派的股息須繳納10%預扣所得稅。該規定自2008年1月1日起生效, 並適用於2008年1月1日後所產生之盈利。倘中國與海外投資者所處司法權區訂有稅務條約, 則可採用較低預扣所得稅率。本集團的適用稅率為5%或10%。因此, 本集團須就於中國內地成立的附屬公司分派2008年1月1日後所賺取盈利的股息而繳納預扣所得稅。於本年度, 本集團計提預扣所得稅48,692,000港元(2019年: 27,357,000港元)。

於2020年3月31日, 與附屬公司之投資相關而尚未確認遞延稅項負債之暫時性差額總額合共約為9,051,631,000港元(2019年: 7,234,975,000港元)。概無就有關差額確認負債乃由於本集團可控制撥回暫時性差額之時間及暫時性差額於可預見之將來可能不會撥回。

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### 35. Share Capital Shares

### 35. 股本 股份

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
8,107,228,848 (31 March 2019: 8,117,130,848) ordinary shares	8,107,228,848股 (2019年3月31日： 8,117,130,848股)普通股	<b>7,222,312</b>	7,222,312

A summary of the movements in the Company's share capital is as follows:

本公司的股本變動摘要如下：

		Number of shares in issue 已發行股份數目	Share capital 股本 HK\$'000 千港元
At 31 March 2019 and at 1 April 2019	於2019年3月31日及於2019年4月1日	8,117,130,848	7,222,312
Share cancelled (note)	股票註銷(附註)	(9,902,000)	-
At 31 March 2020	於2020年3月31日	8,107,228,848	7,222,312

Note:

The Company repurchased a total of 25,238,000 shares at prices ranging from HK\$0.87 to HK\$1.07 per share on The Stock Exchange of Hong Kong Limited on August 2019 and March 2020. The amount of HK\$24,013,000 in connection with the share repurchase was paid by the distributable profits of the Company. 9,902,000 and 15,336,000 shares repurchased were cancelled on 12 September 2019 and 27 April 2020 respectively.

#### Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 36 to the financial statements.

附註：

本公司分別於2019年8月及2020年3月以每股0.87港元至1.07港元的價格於香港聯合交易所有限公司回購總數為25,238,000的股份。從有關回購股份的款項24,013,000港元已從本公司的可分配利潤中支付。9,902,000股和15,336,000股回購的股份已於2019年9月12日和2020年4月27日分別被註銷。

#### 購股權

關於本公司的購股權計劃及於計劃下已發行的購股權已詳載於財務報表的附註36。

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### 36. Share Options

The Company has adopted a share option scheme on 4 September 2009 (the "2009 Share Option Scheme") to provide incentives and reward to selected eligible persons which include directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries. The 2009 Share Option Scheme became effective on 30 September 2009 and, has expired on 13 September 2019.

Another share option scheme (the "2019 Share Option Scheme") was approved by the shareholders in annual general meetings and became effective on 13 September 2019 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Pursuant to the terms of the 2019 Share Option Scheme, the Company may grant options at its discretion, to any eligible persons which include executive and non-executive directors, employees, officers, agents or consultants of the Company or any subsidiary for their contribution or potential contribution to the Group.

The following share options were outstanding under the 2009 Share Option Scheme and 2019 Share Option Scheme during the year:

### 36. 購股權

本公司已於2009年9月4日採納購股權計劃(「2009年購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵及回報，2009年購股權計劃自2009年9月30日起生效，及已於2019年9月13日到期。

另一項購股權計劃(「2019年購股權計劃」)於股東周年大會上獲得股東批准，並於2019年9月13日生效，且由該日起生效十年(除非取消或作出修訂)。根據2019年購股權計劃的條款，本公司可酌情向(本公司或任何附屬公司之董事(包括執行或非執行董事)、僱員、高級職員、代理或顧問)任何合資格人士授予購股權，以對他們對本集團的貢獻或潛在貢獻。

於年內根據2009年購股權計劃和2019年購股權計劃尚未行使之購股權如下：

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

		2020		2019	
		Weighted average exercise price per share	Number of options	Weighted average exercise price per share	Number of options
		每股加權平均行使價	購股權數目	每股加權平均行使價	購股權數目
		HK\$	'000	HK\$	'000
		港元	千份	港元	千份
At the beginning of year	於年初	2.3684	316,290	2.4815	408,790
Granted during the year	年內授出	1.0000	73,800	1.8100	25,500
Lapsed during the year	年內失效	3.8605	(109,300)	2.8959	(95,500)
Forfeited during the year	年內沒收	1.8100	(5,000)	1.5522	(22,500)
At the end of year	於年終	1.4210	275,790	2.3684	316,290

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### 36. Share Options (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2020

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
39,995	1.528	13-01-2016 to 12-01-2021 2016年1月13日至2021年1月12日
39,995	1.528	13-01-2017 to 12-01-2022 2017年1月13日至2022年1月12日
11,250	1.75	22-08-2016 to 21-08-2021 2016年8月22日至2021年8月21日
14,500	1.75	22-08-2017 to 21-08-2022 2017年8月22日至2022年8月21日
3,250	1.75	22-08-2018 to 21-08-2023 2018年8月22日至2023年8月21日
40,000	1.52	03-07-2017 to 02-07-2022 2017年7月3日至2022年7月2日
40,000	1.52	03-07-2018 to 02-07-2023 2018年7月3日至2023年7月2日
4,000	1.81	13-04-2018 to 12-04-2023 2018年4月13日至2023年4月12日
6,500	1.81	13-04-2019 to 12-04-2024 2019年4月13日至2024年4月12日
2,500	1.81	13-04-2020 to 12-04-2025 2020年4月13日至2025年4月12日
24,600	1.00	07-02-2021 to 06-02-2025 2021年2月7日至2025年2月6日
24,600	1.00	07-02-2022 to 06-02-2025 2022年2月7日至2025年2月6日
24,600	1.00	07-02-2023 to 06-02-2025 2023年2月7日至2025年2月6日
275,790		

### 36. 購股權(續)

於報告期末，未行使購股權的行使價及行使期如下：

2020年

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**36. Share Options** (Continued)  
**2019**

**36. 購股權**(續)  
**2019年**

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
49,650	4.07	30-06-2014 to 29-06-2019 2014年6月30日至2019年6月29日
49,650	4.07	30-06-2015 to 29-06-2019 2015年6月30日至2019年6月29日
39,995	1.528	13-01-2016 to 12-01-2021 2016年1月13日至2021年1月12日
39,995	1.528	13-01-2017 to 12-01-2022 2017年1月13日至2022年1月12日
13,750	1.75	22-08-2016 to 21-08-2021 2016年8月22日至2021年8月21日
17,000	1.75	22-08-2017 to 21-08-2022 2017年8月22日至2022年8月21日
3,250	1.75	22-08-2018 to 21-08-2023 2018年8月22日至2023年8月21日
40,000	1.52	03-07-2017 to 02-07-2022 2017年7月3日至2022年7月2日
40,000	1.52	03-07-2018 to 02-07-2023 2018年7月3日至2023年7月2日
4,000	1.81	13-04-2018 to 12-04-2023 2018年4月13日至2023年4月12日
11,500	1.81	13-04-2019 to 12-04-2024 2019年4月13日至2024年4月12日
7,500	1.81	13-04-2020 to 12-04-2025 2020年4月13日至2025年4月12日
316,290		

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### 36. Share Options (Continued)

On 7 February 2020, a total of 73,800,000 share options under the 2019 Share Option Scheme were granted to two Executive Directors and certain management in respect of their services to the Group. These share options have an exercise price of HK\$1.00 per share and an exercise period ranging from 7 February 2021 to 6 February 2025.

The fair value of the share options granted on 7 February 2020 was estimated as at the date of grant by Vigers Appraisal and Consulting Limited, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

Share price at the date of grant (HK\$)	0.89
Exercise price (HK\$)	1.00
Dividend yield (%)	5.36
Expected volatility (%)	41.0
Risk-free interest rate (%)	1.38
Exercise multiple	2.20-2.30

The expected life of the options was based on historical data and was not necessarily indicative of the exercise patterns that may occur. The expected volatility was determined based on the movement of the share price of the Company since its listing, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 275,790,000 share options outstanding under the Share Option Scheme, which represented approximately 3.40% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 275,790,000 additional ordinary shares of the Company and additional share capital of HK\$391,905,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 275,790,000 share options outstanding under the Share Option Scheme, which represented approximately 3.41% of the Company's shares in issue as at that date.

### 36. 購股權(續)

於2020年2月7日，根據2019年購股權計劃向兩名執行董事及若干管理人員就彼等向本集團所提供的服務授出合共73,800,000份購股權。該等購股權的行使價為每股1.00港元，行使期為2021年2月7日至2025年2月6日。

於2020年2月7日授出的購股權的公平值，威格斯資產評估有限公司於授出日期採用二項式模式對該等購股權進行估計，當中已考慮購股權獲授出時的條款及條件。下表列示所用模式的主要元素：

於授出日之股價(港元)	0.89
行使價(港元)	1.00
股息率(%)	5.36
預期波動性(%)	41.0
無風險利率(%)	1.38
行使倍數	2.20-2.30

購股權的預期年期乃按歷史數據得出，及未必顯示可能發生的行使情況。預期波動性乃按自上市日期起本公司股價之變動而釐定，未必是實際結果。計量公平值時，並無考慮所授出的購股權的其他特性。

於報告期末時，根據購股權計劃，本公司有275,790,000份未行使購股權，相當於本公司當日已發行股份約3.40%。根據本公司現時的資本結構而言，全數行使未行使購股權將會導致本公司發行275,790,000股額外普通股及額外股本391,905,000港元(扣除發行開支前)。

於該等財務報表批准當日，根據購股權計劃，本公司有275,790,000份未行使購股權，相當於本公司當日已發行股份約3.41%。



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### 37. Other Reserves

The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on pages 136 and 137 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to the statutory reserve which is restricted as to use.

The capital reserve represents additional contribution made by the shareholders of the Company's subsidiaries and, in the case of an acquisition of an additional equity interest in a non-wholly-owned subsidiary, the difference between the cost of acquisition and the non-controlling interests acquired.

The revaluation reserve represents the difference arising from change in use from owner-occupied properties to investment properties carried at fair value.

### 37. 其他儲備

有關本集團於本年度及過往年度的儲備及其變動已呈列於財務報表第136及137頁的綜合權益變動表內。

根據中外合營企業相關法律及法規，本集團旗下在中國成立的附屬公司的部分利潤已轉撥至用途受限制的法定儲備金。

資本儲備指本公司附屬公司之股東作出的額外注資，以及在收購一家非全資附屬公司的額外股權後，收購成本與所收購非控制權益兩者之差額。

重估儲備指因用途變更而由自用物業轉為以公平值列賬的投資物業而產生的差額。

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### 38. Disposal of Subsidiaries

The Group disposed of its entire issued share capital of a subsidiary, which mainly held a completed property held for sale in Chongqing. Therefore, the Group regarded this disposal as sale of properties and its related cash inflow as cash generated from operations.

The aggregate assets and liabilities in respect of the above disposals were as follows:

		2020 HK\$'000 千港元
Net assets disposed of:	淨資產之處置：	
Current assets	流動資產	584,118
Current liabilities	流動負債	(519,559)
		64,559
Exchange fluctuation reserve	匯兌波動儲備	2,070
		66,629
Satisfied by:	支付方式：	
Cash	現金	236,899

An analysis of the net inflow of cash and bank balances in respect of the disposal of subsidiaries is as follows:

### 38. 處置附屬公司

本集團處置了一家在重慶主要持有已竣工待出售物業的附屬公司所有已發出的股本。因此，本集團將是次處置視作物業出售且為經營活動的現金流入。

在以上處置的資產總計和負債總計如下：

有關處置附屬公司的現金及銀行存款淨流入分析如下：

		2020 HK\$'000 千港元
Cash consideration	現金代價	236,899
Cash and bank balances disposed of	所處理現金及銀行存款	(43,645)
Net inflow of cash and bank balances in respect of disposal of subsidiaries	因處置附屬公司計入的現金及銀行存款淨流入	193,254

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### 39. Notes to the Consolidated Statement of Cash Flows

#### (a) Changes in liabilities arising from financing activities

### 39. 綜合現金流量表附註

#### (a) 融資活動產生的負債變動

		Interest-bearing bank and other borrowings 計息銀行及其他借貸 HK\$'000 千港元	Senior notes 優先票據 HK\$'000 千港元	Medium-term notes 中期票據 HK\$'000 千港元	Corporate bonds 企業債券 HK\$'000 千港元	Domestic company bonds 境內公司債券 HK\$'000 千港元	Interest payable included in trade and other payables 貿易及其他應付款項內的應付利息 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 31 March 2019	於2019年3月31日	17,738,678	12,332,372	2,459,903	562	1,733,161	42,868	-
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號之影響	-	-	-	-	-	-	119,795
At 1 April 2019 (restated)	於2019年4月1日(經重列)	17,738,678	12,332,372	2,459,903	562	1,733,161	42,868	119,795
Interest expense	利息開支	35,065	1,149,392	111,213	-	102,740	1,230,665	9,356
Changes from financing cash flows	融資現金流變動	455,751	901,491	(1,791,435)	(528)	(125,001)	(1,230,665)	(51,383)
New leases	新租賃	-	-	-	-	-	-	100,216
Gains on repurchase of asset-backed securities	回購資產支持證券之收益	(19,345)	-	-	-	-	-	-
Gains on repurchase of the senior notes	回購優先票據之收益	-	(63,751)	-	-	-	-	-
Exchange realignment	匯兌調整	(1,089,036)	-	(72,014)	(34)	(105,452)	(2,622)	(6,331)
At 31 March 2020	於2020年3月31日	17,121,113	14,319,504	707,667	-	1,605,448	40,246	171,653

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### 39. Notes to the Consolidated Statement of Cash Flows (Continued)

#### (a) Changes in liabilities arising from financing activities (Continued)

		Interest-bearing bank and other borrowings	Short-term notes	Senior notes	Medium-term notes	Corporate bonds	Domestic company bonds	Interest payable included in trade and other payables
		計息銀行及其他借貸	短期融資券	優先票據	中期票據	企業債券	境內公司債券	貿易及其他應付款項內的應付利息
		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
At 1 April 2018	於2018年4月1日	16,098,205	625,100	9,230,272	5,251,644	1,978,294	5,644,169	45,929
Interest expense	利息開支	27,954	-	867,425	242,968	26,368	288,370	1,069,577
Changes from financing cash flows	融資現金流變動	2,520,647	(614,885)	2,329,282	(2,701,017)	(1,988,595)	(3,818,345)	(1,069,537)
Gains on repurchase of the senior notes	回購優先票據之收益	-	-	(94,607)	-	-	-	-
Exchange realignment	匯兌調整	(908,128)	(10,215)	-	(333,692)	(15,505)	(381,033)	(3,101)
At 31 March 2019	於2019年3月31日	17,738,678	-	12,332,372	2,459,903	562	1,733,161	42,868

#### (b) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2020 HK\$'000 千港元
Within operating activities	計入經營活動內	7,859
Within investing activities	計入投資活動內	91,620
Within financing activities	計入融資活動內	51,383
		<b>150,862</b>

### 40. Pledge of Assets

Details of the Group's assets pledged for the Group's bank and other borrowings are included in notes 13, 14, 15, 21, 26 and 29 to the financial statements.

### 39. 綜合現金流量表附註(續)

#### (a) 融資活動產生的負債變動(續)

#### (b) 租賃總現金流出

計入綜合現金流量表的租賃總現金流出如下：

### 40. 資產抵押

以本集團的資產作抵押的銀行及其他借貸詳情載於財務報表附註13、14、15、21、26及29。

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#### 41. Contingent Liabilities

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授的融資而向銀行提供的擔保：		
Third parties	第三方	<b>16,817,644</b>	15,218,964

The Group has provided guarantees in respect of banking facilities granted by certain banks to the purchasers of the Group's properties held for sale and held for finance lease. Pursuant to the terms of the guarantees, if there is default of the loan payments by the purchasers and lessees, the Group is responsible for repaying the outstanding loans together with accrued interest thereon and any penalty owed by the defaulted purchasers and lessees to banks. The Group is then entitled to take over the legal titles and usage rights of the related properties. For trade center units and residential properties sold, the guarantee periods commence from the dates of grant of the relevant loans and ends when the purchasers obtain the building ownership certificates which will then be pledged to the banks. For residential and commercial properties under finance lease, the guarantees will be released upon the full repayment of loan principals by the lessees.

The Group did not incur any material losses during the financial year in respect of the guarantees provided for mortgage facilities granted to the purchasers and lessees of the Group's properties. The Directors consider that in case of default on payments, the net realizable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore the fair value of the guarantees is not significant.

The Group has pledged deposits amounting to HK\$3,072,010,000 in favour of the Obligors to secure their obtaining and use of the Loans, in connection with certain cooperation projects in which the Group and the Obligors jointly participated in. Pursuant to the terms of the pledges, if there is any default of the Loans by Obligors, the banks have the right to dispose of the Pledged Deposits. The Obligors must repay the Loans so as to release the pledges within 3 working days of receipt of such request from the Group and have provided counter-guarantees to the Group for all losses which may suffer due to the Obligors' default of the Loans. The Directors consider that due to the aforementioned counter-guarantees and that Obligors have no default in the past, therefore the fair value of the guarantees is not significant.

The Loans were fully repaid and the pledges were released accordingly after the year-end date.

#### 41. 或然負債

於報告期末，財務報表內未有撥備的或然負債如下：

本集團就若干銀行授予持作銷售物業及融資租賃物業的買家的銀行信貸提供擔保。根據該等擔保條款，倘該等買家及承租人拖欠貸款還款，本集團負責償還未付貸款，連同應計利息，以及欠款買家及承租人結欠銀行的任何罰金。其後，本集團有權接管相關物業的法律業權及使用權。已售交易中心商舖及住宅物業方面，擔保期由相關貸款授出日期起至買家取得其後抵押予銀行的房地產權證日期止。就融資租賃下的住宅及商業物業而言，擔保將隨承租人償還貸款本金解除。

本集團於財政年度內並無因向本集團物業的買家及承租人於獲授按揭融資時所提供擔保而錄得任何重大虧損。董事認為，倘出現拖欠款項的情況，相關物業的可變現淨值足以支付未償還按揭貸款連同任何應計利息及罰款，故擔保之公平值並不重大。

本集團已質押總數為3,072,010,000港元的存款，以使與本集團共同參與某些合作項目的債務人獲授和使用貸款。根據質押條款，如果債務人的貸款有任何違約，則銀行有權處置該質押存款。債務人必須於收到本集團請求解除質押後的3個工作日內償還貸款以解除相關質押。債務人並已向本集團提供反擔保，以承擔因債務人違約而遭受的所有損失。董事認為，由於上述的反擔保，且債務人過去沒有任何違約紀錄，因此該擔保的公允價值並不重大。

貸款已於年終日期後悉數償還而相應的質押亦已解除。

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## 42. Commitments

(a) The Group had the following commitments at the end of the reporting period:

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Contracted, but not provided for:	已訂約但未撥備：		
Properties under development	發展中物業	13,221,644	15,530,925

### (b) Operating lease commitments as at 31 March 2019

The Group leased certain of its property and machinery under operating lease arrangements. Leases for property and machinery were negotiated for terms ranging from one to eight years.

As at 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

## 42. 承擔

(a) 本集團於報告末有下列承擔：

### (b) 於2019年3月31日的經營租賃承擔

本集團以經營租賃安排租用若干房屋及機器，並磋商一至八年的租賃期。

於2019年3月31日，本集團根據不可註銷經營租賃按下列年度到期之未來最低租金總額如下：

		2019
		HK\$'000
		千港元
Within one year	一年內	73,685
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	67,617
After five years	五年後	11,210
Total	總計	152,512

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### 43. Related Party Transactions

#### (a) Outstanding balances with related parties

As at 31 March 2020, an amount of HK\$156,471,000 (2019: HK\$53,627,000) included in trade and other payables from a non-controlling shareholder of a subsidiary was unsecured, interest-free and had no fixed terms of repayment.

#### (b) Compensation of key management personnel of the Group

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Short term employee benefits	短期僱員福利	55,408	63,687
Post-employment benefits	離職後福利	72	72
Share-based payments	以權益結算的購股權開支	504	9,594
<b>Total compensation paid to key management personnel</b>	<b>支付予主要管理人員的薪酬總額</b>	<b>55,984</b>	<b>73,353</b>

Further details of directors' emoluments are included in note 8 to the financial statements.

### 43. 關連人士交易

#### (a) 與關連人士之間的未結付結餘

於2020年3月31日，來自一位附屬公司的非控股股東的款項包括貿易及其他應付款項總額為156,471,000港元(2019年：53,627,000港元)，該款項為無抵押、免息及無固定還款期。

#### (b) 本集團主要管理人員薪酬

董事酬金的進一步詳情載於財務報表附註8。

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#### 44. 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:

2020

Financial assets

#### 44. 金融工具分類

於報告期末，各類金融工具的賬面值如下：

2020年

金融資產

		Financial assets at fair value through profit or loss 透過損益以公平值列賬之金融資產			Total 總計 HK\$'000 千港元
		Designated as such upon initial recognition 在初步確認時指定為 HK\$'000 千港元	Mandatorily designated as such 強制指定為 HK\$'000 千港元	Financial assets measured at amortized cost 按攤銷成本計量之金融資產 HK\$'000 千港元	
Trade receivables	應收貿易賬款	-	-	560,891	560,891
Other long-term receivables	其他長期應收款項	-	-	587,944	587,944
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	-	-	1,846,193	1,846,193
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	8,524	357,342	-	365,866
Cash and bank balances	現金及銀行存款	-	-	10,303,541	10,303,541
		8,524	357,342	13,298,569	13,664,435

Financial liabilities

金融負債

		Financial liabilities measured at amortized cost 按攤銷成本計量之金融負債 HK\$'000 千港元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項之金融負債	10,015,769
Interest-bearing bank and other borrowings	計息銀行及其他借貸	17,121,113
Senior notes	優先票據	14,319,504
Medium-term notes	中期票據	707,667
Domestic company bonds	境內公司債券	1,605,448
Other long-term payables	其他長期應付款項	122,732
		43,892,233



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44. Financial Instruments by Category (Continued)  
2019

Financial assets

		Financial assets at fair value through profit or loss 透過損益以公平值列賬之金融資產			Total 總計
		Designated as such upon initial recognition 在初步確認時指定為 HK\$'000 千港元	Mandatorily designated as such 強制指定為 HK\$'000 千港元	Financial assets measured at amortized cost 按攤銷成本計量之金融資產 HK\$'000 千港元	
Trade receivables	應收貿易賬款	–	–	1,064,890	1,064,890
Other long-term receivables	其他長期應收款項	–	–	21,904	21,904
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	–	–	2,385,251	2,385,251
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	12,965	283,368	–	296,333
Cash and bank balances	現金及銀行存款	–	–	9,359,772	9,359,772
		12,965	283,368	12,831,817	13,128,150

Financial liabilities

金融負債

		Financial liabilities measured at amortized cost 按攤銷成本計量之金融負債 HK\$'000 千港元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項之金融負債	13,585,698
Interest-bearing bank and other borrowings	計息銀行及其他借貸	17,738,678
Senior notes	優先票據	12,332,372
Medium-term notes	中期票據	2,459,903
Corporate bonds	企業債券	562
Domestic company bonds	境內公司債券	1,733,161
		47,850,374

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#### 45. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

#### 45. 金融工具之公平值及公平值等級架構

本集團之金融工具之賬面值及公平值(賬面值與公平值極其相近者除外)如下：

	Carrying amounts 賬面值		Fair values 公平值	
	2020 HK\$'000 千港元	2019 HK\$'000 千港元	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Senior notes 優先票據	14,319,504	12,332,372	12,506,119	11,431,686
Medium-term notes 中期票據	707,667	2,459,903	689,445	2,430,103
Corporate bonds 企業債券	–	562	–	554
Domestic company bonds 境內公司債券	1,605,448	1,733,161	1,596,830	1,623,959
	<b>16,632,619</b>	16,525,998	<b>14,792,394</b>	15,486,302

Management has assessed that the fair values of cash and bank balances, trade receivables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in trade and other payables and the current portion of interest-bearing bank and other borrowings, approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估現金及銀行存款、應收賬款、金融資產包括預付款、其他應收款項及其他資產，金融負債包括貿易及其他應付款項及計息銀行及其他借貸的即期部分與其各自之賬面值相若，主要因為該等工具於短期內到期。

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#### 45. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The management reports directly to the Directors and the audit committee. At each reporting date, management analyzes the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the other long-term receivables, other long-term payables and non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk in interest-bearing bank and other borrowings as at 31 March 2020 was assessed to be insignificant. The fair values of the other long-term receivables, other long-term payables and non-current portion of interest-bearing bank and other borrowings are not materially different from their carrying amounts.

The fair values of senior notes, medium-term notes and domestic company bonds are calculated by using the quoted market prices on 31 March 2020.

As at 31 March 2020, the Group's financial instruments which comprised financial assets at fair value through profit or loss were measured at fair value. The Group's financial assets at fair value through profit or loss comprised unlisted investments, structured bank deposits with floating interest rates and forward currency contracts. The fair values of the unlisted investments have been estimated using valuation methodology according to the price of recent investments. The fair values of structured bank deposits with floating interest rates were measured using valuation techniques including the Hull-White model and net present value of the cash flow model. The models incorporate various market observable inputs including the interest rate yield curve and foreign exchange forward rate. The Group entered into derivative financial instruments with a financial institution with good credit rating. Derivative financial instruments, including forward currency contracts and foreign currency options, were measured using valuation techniques including the Black-Scholes option pricing model and net present value of the cash flows model. The models incorporate various market observable inputs including the credit quality of the financial institution, risk-free interest rate, foreign exchange forward rate and implied volatility of the exchange rate and spot prices.

#### 45. 金融工具之公平值及公平值等級架構(續)

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。管理層直接向董事及審核委員會報告。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的主要元素。估值由董事審核及批准。估值過程及結果由審核委員會每年討論兩次，以便呈列於中期及年度財務報告。

金融資產及負債的公平值按可在自願雙方(強迫或清盤銷售除外)在現有交易中進行交換的工具之金額入賬。估計公平值時所用之方法及假設載述如下：

其他長期應收款項、其他長期應付款項及計息銀行及其他借貸之非即期部分的公平值乃透過使用當前可供金融工具使用之現行利率按類似條款、信用風險及餘下到期日，折讓預期未來現金流量而計算。於2020年3月31日，本集團自身於計息銀行及其他借貸之不履約風險被評定為並不重大。其他長期應收款項、其他長期應付款項及計息銀行及其他借貸非即期部分的公平值與賬面值相差不大。

優先票據、中期票據及境內公司債券之公平值乃根據2020年3月31日的市場價格之報價釐定。

於2020年3月31日，本集團之金融工具包括透過損益以公平值列賬之金融資產以公平值計算。本集團之透過損益以公平值列賬之金融資產包括非上市投資浮動利率的結構性銀行存款及遠期外匯合約上市投資的公平值乃根據市場價格釐定。非上市投資的公平值乃根據最近投資的價格使用估值方法估算。浮動利率的結構性銀行存款的公平值乃根據包括赫爾懷特模型及現金流淨現值模型等估值方法計量。該等模型納入包括利率收益曲線及外匯遠期匯率等多項市場可觀察元素。本集團與一家擁有良好信貸評級的金融機構訂立衍生金融工具。衍生金融工具包括遠期貨幣合約和外幣期權，並按包括柏力克-舒爾斯期權定價模型及現金流淨現值模型等估值方法計量。該等模型納入包括該金融機構的信貸質量、無風險利率、外匯遠期匯率以及匯率及現貨價格的隱含波幅等多項市場可觀察元素。

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**45. 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:

**Assets measured at fair value:**

		Fair value measurement using 使用於公平值計量			
		Quoted prices in active markets 活躍市場之 報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 31 March 2020	於2020年3月31日				
Unlisted investments	非上市投資	–	–	8,524	8,524
Structured bank deposits with floating interest rates	浮動利率的結構性 銀行存款	–	341,894	–	341,894
Forward currency contracts	遠期外匯合約	–	15,448	–	15,448
		–	357,342	8,524	365,866
As at 31 March 2019	於2019年3月31日				
Listed investments	上市投資	50,208	–	–	50,208
Unlisted investments	非上市投資	–	–	12,965	12,965
Structured bank deposits with floating interest rates	浮動利率的結構性 銀行存款	–	233,160	–	233,160
		50,208	233,160	12,965	296,333

**45. 金融工具之公平值及公平值等級架構** (續)

**公平值層級**

本集團之金融工具的公平值計量層級載於下表：

**按公平值計量之資產：**

31 March 2020 2020年3月31日

#### 45. Fair Value and Fair Value Hierarchy of Financial Instruments (Continued)

##### Fair value hierarchy (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3 (2019: Nil).

##### Liabilities for which fair values are disclosed:

As at 31 March 2020

		Fair value measurement using quoted prices in active markets (Level 1) 使用於活躍市場之報價的公平值計量(第一級) HK\$'000 千港元
Senior notes	優先票據	12,506,119
Medium-term notes	中期票據	689,445
Domestic company bonds	境內公司債券	1,596,830
		<b>14,792,394</b>

As at 31 March 2019

於2019年3月31日

		Fair value measurement using quoted prices in active markets (Level 1) 使用於活躍市場之報價的公平值計量(第一級) HK\$'000 千港元
Senior notes	優先票據	11,431,686
Medium-term notes	中期票據	2,430,103
Corporate bonds	企業債券	554
Domestic company bonds	境內公司債券	1,623,959
		<b>15,486,302</b>

#### 45. 金融工具之公平值及公平值等級架構(續)

##### 公平值等級(續)

本年內，公平值計量於第1級別與第2級別之間並無轉換及無轉入或轉出至第3級別(2019年：無)。

##### 已披露公平值之金融負債：

於2020年3月31日

31 March 2020 2020年3月31日

## 46. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank and other borrowings, senior notes, medium-term notes, corporate bonds, domestic company bonds and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, 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 foreign exchange risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarized below.

### Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's borrowings. The interest rates and terms of repayment of the Group's borrowings are disclosed in notes 29, 30, 31, 32 and 33 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

The Group constantly assesses the interest rate risk it encounters to decide whether it is required to hedge against the possible interest rate risk that may arise.

On 31 March 2020, if the interest rate of bank borrowings had increased/decreased by 0.5% and all other factors remained unchanged, the profit after tax for the year of the Group would have decreased/increased by approximately HK\$35,127,000 (2019: HK\$56,039,000).

## 46. 財務風險管理目標及政策

本集團主要金融工具包括銀行及其他借貸、優先票據、中期票據、企業債券、境內公司債券及現金及短期存款。該等金融工具主要為本集團業務籌集資金。本集團亦擁有多項其他金融資產，例如直接從業務營運產生的應收貿易賬款。

本集團金融工具所產生的主要風險包括利率風險、信貸風險、流動資金風險及外匯風險。董事會對管理上述各項風險的政策進行檢討及協定，該等風險概述如下。

### 利率風險

本集團面臨的利率風險主要與本集團的借貸相關。本集團借貸的利率及還款期於財務報表附註29、30、31、32及33中披露。本集團的政策是為其借貸取得最有利的利率。

本集團將持續評估所遇到的利率風險以決定是否需要對沖可能產生的利率風險。

於2020年3月31日，倘銀行借貸的利率上升/下降0.5%及所有其他因素保持不變，則本集團本年度稅後利潤將會減少/增加約35,127,000港元(2019年：56,039,000港元)。

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#### 46. Financial Risk Management Objectives and Policies (Continued)

##### Credit risk

##### Maximum exposure and year-end staging as at 31 March 2020

The table below shows 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.

		12-month ECLs			Lifetime ECLs	
		12個月的			整個期間	
		預期信貸虧損			預期信貸虧損	
		Stage 1	Stage 2	Stage 3	Simplified approach	
		階段一	階段二	階段三	簡化方法	
		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
Other long-term receivables	其他長期應收款項	587,944	–	–	–	587,944
Trade receivables*	應收貿易賬款*	–	–	–	560,891	560,891
Contract assets	合約資產	–	–	–	161,830	161,830
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收賬項及其他資產的金融資產	1,846,193	–	–	–	1,846,193
Cash and bank balances	現金及銀行存款	10,303,541	–	–	–	10,303,541
		12,737,678	–	–	722,721	13,460,399

#### 46. 財務風險管理目標及政策(續)

##### 信貸風險

##### 於2020年3月31日的最高金額和年終分期

下表顯示了基於本集團信貸政策的信貸質量和最高信貸風險金額，除非其他可用信息並不需要額外成本或加工，該信貸政策主要基於過去的信息，以及截至3月31日的年終分期分類。

31 March 2020 2020年3月31日

#### 46. Financial Risk Management Objectives and Policies (Continued)

##### Credit risk (Continued)

##### Maximum exposure and year-end staging as at 31 March 2019

		12-month ECLs 12個月的 預期信貸虧損	Lifetime ECLs 整個期間 預期信貸虧損			
		Stage 1 階段一	Stage 2 階段二	Stage 3 階段三	Simplified approach 簡化方法	
		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
Other long-term receivables	其他長期應收款項	21,904	-	-	-	21,904
Trade receivables*	應收貿易賬款*	-	-	-	1,064,890	1,064,890
Contract assets	合約資產	-	-	-	99,621	99,621
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收 賬項及其他資產的 金融資產	2,385,251	-	-	-	2,385,251
Cash and bank balances	現金及銀行存款	9,359,772	-	-	-	9,359,772
		11,766,927	-	-	1,164,511	12,931,438

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 to the financial statements.

To manage the risk, deposits are mainly placed with banks with high credit quality. The Group trades only with recognized and creditworthy third parties. For the sale of properties, the Group has policies in place to ensure that sales are made to buyers with appropriate financial strength and appropriate percentage of down payments. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivable to ensure that adequate provisions for impairment losses are made for irrecoverable amounts. With exposure spread over a number of counterparties and customers, the Group has no significant concentration of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

#### 46. 財務風險管理目標及政策(續)

##### 信貸風險(續)

##### 於2019年3月31日的最高金額和年終分期

\* 就本集團採用簡化方法減值的應收貿易賬款，其資料基於撥備矩陣分別於財務報表附註23中披露。

為管理風險，本集團主要將存款存入高信貸質素的銀行。本集團僅與知名及具信譽的第三方進行交易。就出售物業方面，本集團已實行政策確保向具有適當財務實力及支付適當百分比首期付款的買家作出銷售。在買家全數清償付款前，本集團不會向其發出房產證。本集團亦擁有其他監控程序以確保採取跟進措施收回逾期款項。此外，本集團定期審閱每名個人的貿易應收賬款的可收回金額，以確保就不可收回金額作出足夠的減值虧損列賬。本集團並無任何重大集中信貸風險，而所面對的風險分散到多名交易對手及客戶。

有關本集團就貿易應收賬款的信貸風險所承擔的風險的進一步量化數據於財務報表附註23中披露。



31 March 2020 2020年3月31日

#### 46. Financial Risk Management Objectives and Policies (Continued)

##### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings, lease liabilities, senior notes, medium-term notes, corporate bonds and domestic company bonds.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

		2020					Total
		On demand	Within one year	One to two years	Two to five years	Beyond five years	
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		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
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	9,150,806	4,479,099	3,289,905	3,117,542	20,037,352
Senior notes	優先票據	-	6,671,836	5,917,226	4,074,962	-	16,664,024
Medium-term notes	中期票據	-	55,820	55,820	712,520	-	824,160
Domestic company bonds	境內公司債券	-	1,519,166	26,268	354,618	-	1,900,052
Financial liabilities included in trade and other payables (excluding lease liabilities)	計入應付貿易及其他應付款項的金融負債(不含租賃負債)	-	9,966,848	-	-	-	9,966,848
Lease liabilities	租賃負債	-	50,567	22,212	49,337	99,419	221,535
Financial guarantees granted to third parties	對第三方授予財務擔保	16,817,644	-	-	-	-	16,817,644
<b>Total</b>	<b>總計</b>	<b>16,817,644</b>	<b>27,415,043</b>	<b>10,500,625</b>	<b>8,481,342</b>	<b>3,216,961</b>	<b>66,431,615</b>

		2019					Total
		On demand	Within one year	One to two years	Two to five years	Beyond five years	
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		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
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	8,776,589	4,709,169	4,464,197	592,685	18,542,640
Senior notes	優先票據	-	3,398,286	6,588,319	5,786,318	-	15,772,923
Medium-term notes	中期票據	-	2,516,962	-	-	-	2,516,962
Corporate bonds	企業債券	-	562	-	-	-	562
Domestic company bonds	境內公司債券	-	1,743,920	-	-	-	1,743,920
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的金融負債	-	13,585,698	-	-	-	13,585,698
Financial guarantees granted to third parties	對第三方授予財務擔保	15,218,964	-	-	-	-	15,218,964
<b>Total</b>	<b>總計</b>	<b>15,218,964</b>	<b>30,022,017</b>	<b>11,297,488</b>	<b>10,250,515</b>	<b>592,685</b>	<b>67,381,669</b>

#### 46. 財務風險管理目標及政策(續)

##### 流動資金風險

本集團的目標是透過使用銀行及其他借貸、租賃負債、優先票據、中期票據、企業債券及境內公司債券，維持資金持續性與靈活性之間的平衡。

本集團於報告期末時的金融負債的到期狀況(按照合同未折現付款)如下：

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#### 46. Financial Risk Management Objectives and Policies (Continued)

##### Foreign exchange risk

The Group only conducts business within Mainland China. Except for interest payables, repayment of foreign currency loans obtained to finance the Group's operations and any potential future dividends of its subsidiaries that might be declared to their shareholders, the bulk of the Group's revenue, capital investment and expenses are denominated in RMB. At the date of approval of the financial statements, the Group has not experienced any difficulties in obtaining government approval for its necessary foreign exchange purchases. During the year, the Group entered into certain forward currency contract with bank to hedge the amount of US\$300 million of the foreign exchange exposure.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

		Changes in RMB rate 人民幣匯率變動 %	Increase/ (decrease) in profit before tax 稅前利潤增加/ (減少) HK\$'000 千港元
<b>2020</b>	<b>2020年</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	11,065
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	(11,065)
 2019	 2019年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	69,419
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	5	(69,419)

##### 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 business and maximize shareholders' value.

#### 46. 財務風險管理目標及政策(續)

##### 外匯風險

本集團僅在中國大陸經營業務。除應付利息、本集團就撥資營運所需而取得的外幣貸款的還款，以及其附屬公司可能向其股東宣派的任何潛在股息外，本集團大部分收入、資本投資及開支均以人民幣為單位。於財務報表批准日期，本集團在申領政府批文就其外匯購買所需方面，從未遇上任何困難。年內，本集團與銀行簽訂了價值3億美元的外匯遠期合約用作對沖外匯風險。

下表顯示在所有其他變量維持不變的情況下，本集團稅前利潤於報告期末對人民幣匯率的可能合理變動的敏感度，有關稅前利潤的變動乃因貨幣資產及負債的公平值出現變動所致。

##### 資本管理

本集團資本管理的首要目標是為了確保本集團持續發展及穩健資本比率的能力，以支持其業務運作及實現最大股東價值。

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#### 46. Financial Risk Management Objectives and Policies (Continued)

##### Capital management (Continued)

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 adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020 and 2019.

The Group monitors capital using a gearing ratio (net debt to total equity) and total liabilities to total assets ratio. Net debt includes interest-bearing bank and other borrowings, senior notes, medium-term notes, corporate bonds and domestic company bonds, less cash and bank balances. The gearing ratios and total liabilities to total assets ratio as at the end of the reporting periods were as follows:

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元	
Interest-bearing bank and other borrowings	計息銀行及其他借貸	29	17,121,113	17,738,678
Senior notes	優先票據	30	14,319,504	12,332,372
Medium-term notes	中期票據	31	707,667	2,459,903
Corporate bonds	企業債券	32	—	562
Domestic company bonds	境內公司債券	33	1,605,448	1,733,161
Less: Cash and bank balances	減：現金及銀行存款	26	(10,303,541)	(9,359,772)
<b>Net debt</b>	<b>債務淨額</b>		<b>23,450,191</b>	24,904,904
Total equity	權益總額		<b>34,882,520</b>	36,149,827
Total assets	總資產		<b>113,434,052</b>	113,106,962
Total liabilities	總負債		<b>78,551,532</b>	76,957,135
Net debt/Total equity	資本負債比率		<b>67%</b>	69%
Total liabilities/Total assets	負債對資產比率		<b>69%</b>	68%

#### 46. 財務風險管理目標及政策(續)

##### 資本管理(續)

本集團根據經濟情況的變動及相關資產的風險特點，管理其資本結構並對其作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息付款、向股東返還資本或發行新股。本集團毋須遵守任何外界施加的資本規定。截至2020年及2019年3月31日止年度，並無更改資本管理的目標、政策或程序。

本集團採用資本負債比率(債務淨額除以權益總額)和負債對資產比率監控資本情況。債務淨額包括計息銀行及其他借貸、優先票據、中期票據、企業債券及境內公司債券減現金及銀行存款。於報告期末，資本負債比率及負債對資產比率如下：

31 March 2020 2020年3月31日

47. Statement of Financial Position of the Company 47. 公司財務狀況表

		31 March 2020 2020年 3月31日 HK\$'000 千港元	31 March 2019 2019年 3月31日 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	3,880	890
Investments in subsidiaries	於附屬公司的投資	3,246,707	3,247,972
Total non-current assets	非流動資產總額	3,250,587	3,248,862
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Due from subsidiaries	應收附屬公司款項	19,524,244	16,927,664
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	514	514
Cash and bank balances	現金及銀行存款	267,126	510,343
Total current assets	流動資產總額	19,791,884	17,438,521
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables, accruals and deposits received	其他應付款項、應計項目及已收按金	123,769	177,966
Senior notes	優先票據	5,648,937	2,326,500
Total current liabilities	流動負債總額	5,772,706	2,504,466
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	14,019,178	14,934,055
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>	17,269,765	18,182,917
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Senior notes	優先票據	9,351,929	10,226,417
Total non-current liabilities	非流動負債總額	9,351,929	10,226,417
<b>Net assets</b>	<b>資產淨值</b>	7,917,836	7,956,500
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	7,222,312	7,222,312
Reserves (note)	其他儲備(附註)	695,524	734,188
<b>Total equity</b>	<b>權益總額</b>	7,917,836	7,956,500

CHENG CHUNG HING 鄭松興  
Director 董事

ZHAO LIDONG 趙立東  
Director 董事

31 March 2020 2020年3月31日

## 47. Statement of Financial Position of the Company 47. 公司財務狀況表(續)

(Continued)

Note:

A summary of the Company's reserves is as follows:

附註：

公司之儲備變動詳情如下：

		Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於2019年4月1日	161,821	572,367	734,188
Profit for the year	年內利潤	–	388,782	388,782
Equity-settled share option arrangements	以權益結算的購股權安排	1,928	–	1,928
Lapse of share options	購股權失效	(85,316)	85,316	–
Repurchase of shares	股份回購	–	(24,013)	(24,013)
Final 2019 dividend paid	已付2019年末期股息	–	(405,361)	(405,361)
At 31 March 2020	於2020年3月31日	78,433	617,091	695,524

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 share capital when the related options are exercised, or be transferred to retained profits should the related options expire.

購股權儲備包含已授出但未行使之購股權的公平值，其有關以股份為基礎之會計政策已詳載於財務報表附註2.4內，當有關購股權被行使，此金額會轉入股本，或者當有關購股權失效，此金額會轉至保留利潤。

		Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於2018年4月1日	202,795	763,122	965,917
Profit for the year	年內利潤	–	154,155	154,155
Equity-settled share option arrangements	以權益結算的購股權安排	14,595	–	14,595
Lapse of share options	購股權失效	(55,569)	55,569	–
Scrip dividend	以股代息	–	(161,339)	(161,339)
Final 2018 dividend paid	已付2018年末期股息	–	(239,140)	(239,140)
At 31 March 2019	於2019年3月31日	161,821	572,367	734,188

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#### 48. Subsequent Events

- (i) The outbreak of COVID-19 has caused certain impact on the property sales of the Group in the forth quarter of the financial year. The sales department and the construction sites have been resuming work since March 2020. The Group will keep paying close attention to the development of the situation and its impact on the business and operating results of the Group.
- (ii) On 26 June 2020, the Company further issued senior notes with an aggregate principal amount of US\$125,000,000 (the "2020 June Notes"). The 2020 June Notes are listed on the Singapore Exchange Securities Trading Limited. The 2020 June Notes consolidated and formed a single series with the 2020 February Notes issued by the Company on 26 February 2020 (note 30). The 2020 June Notes carry interest at the rate of 10.875% per annum. Interest will be paid on 26 June and 26 December of each year, commencing from 26 December 2020, and will mature on 26 June 2022, unless redeemed earlier.

#### 49. Approval of the Financial Statements

The financial statements were approved and authorized for issue by the Board of Directors on 31 July 2020.

#### 48. 期後事項

- (i) 新冠疫情的爆發為本集團本財政年度第四季度的物業銷售帶來一定的影響。售樓處和工地已於2020年3月起陸續復工。本集團將持續密切關注疫情走勢及其對集團業務和經營業績的影響。
- (ii) 於2020年6月26日，本公司進一步發行本金總額125,000,000美元的優先票據（「2020年6月票據」）。2020年6月票據於新加坡證券交易所有限公司上市。2020年6月票據與本公司於2020年2月26日發行之2020年2月票據合併並組成為單一系列（附註30）。2020年6月票據按年利率10.875%計息。利息將由2020年12月26日起分別於每年6月26日及12月26日支付，並將於2022年6月26日到期，除非提早贖回。

#### 49. 批核財務報表

董事會於2020年7月31日批准及授權刊發財務報表。





華南城

