



Royal China International Holdings Limited
皇 中 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1683



Annual Report
年報 **2017**



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. DENG Kui (*Chairman*)
Mr. LIU Yong Sheng (*Chief Executive Officer*)
Mr. ZHOU Hucheng
Mr. LEONG Hing Loong Rudoff
Ms. CHEW Christina Mooi Chong

Independent Non-executive Directors

Mr. LIU Gang
Mr. YU Haizong
Ms. AN Yiqing

AUDIT COMMITTEE

Mr. YU Haizong (*Chairman*)
Mr. LIU Gang
Ms. AN Yiqing

REMUNERATION COMMITTEE

Mr. LIU Gang (*Chairman*)
Mr. YU Haizong
Ms. AN Yiqing

NOMINATION COMMITTEE

Mr. DENG Kui (*Chairman*)
Mr. YU Haizong
Ms. AN Yiqing

COMPANY SECRETARY

Mr. ZHU Ben Yu

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

董事會

執行董事

鄧奎先生 (*主席*)
劉永生先生 (*首席執行官*)
周虎城先生
梁興隆先生
周梅莊女士

獨立非執行董事

劉鋼先生
余海宗先生
安翊青女士

審核委員會

余海宗先生 (*主席*)
劉鋼先生
安翊青女士

薪酬委員會

劉鋼先生 (*主席*)
余海宗先生
安翊青女士

提名委員會

鄧奎先生 (*主席*)
余海宗先生
安翊青女士

公司秘書

朱本宇先生

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2608-11, 26th Floor
Champion Tower
Three Garden Road
Central
Hong Kong
Tel : (852) 3955 5901
Fax : (852) 3955 5900
Website: www.royalchina.hk

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITORS

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKERS

Public Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Wing Lung Bank Limited
DBS Bank (Hong Kong) Limited

STOCK CODE

1683

香港總部及主要營業地點

香港
中環
花園道三號
冠君大廈
26樓2608-11室
電話 : (852) 3955 5901
傳真 : (852) 3955 5900
網站 : www.royalchina.hk

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

核數師

國衛會計師事務所有限公司

主要往來銀行

大眾銀行(香港)有限公司
香港上海滙豐銀行有限公司
永隆銀行有限公司
星展銀行(香港)有限公司

股份代號

1683

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Board"), I am pleased to present the annual report of Royal China International Holdings Limited (formerly known as LC Group Holdings Limited) (the "Company"), together with its subsidiaries (the "Group") for the fifteen months ended 31 December 2017 (the "Period").

BUSINESS REVIEW

In 2017, the Company changed its financial year end date from 30 September to 31 December and therefore there were fifteen months for this financial period. The turnover of the Group increased by HK\$41.4 million from HK\$116.0 million for the year ended 30 September 2016 to HK\$157.4 million for the Period. The overall gross profit increased by HK\$3.5 million from HK\$47.6 million for the year ended 30 September 2016 to HK\$51.1 million for the Period. Such increase was mainly due to the revenue contributed from new business segments of aviation and traveling and financial services as well as the effect of change of financial year end date.

However, the Group recorded a consolidated net loss of HK\$10.2 million for the Period as compared with a consolidated net profit of HK\$24.2 million for the year ended 30 September 2016. The net loss for the Period was mainly due to (i) the decrease in gross profit from construction and ancillary services business which includes design, fitting-out, decoration, alteration and addition, construction and other related business; (ii) the increase of professional fee incurred by the Company for the mandatory cash offer for shares of the Company (the "Share(s)"); and (iii) the increase in operating expenses for preparing, setting up and operating new businesses of the Group.

In order to alleviate the possible impact from the uncertainty in Hong Kong property development industry on the segment of construction and ancillary services business, the Group has explored and developed new business segments including aviation and traveling services segment and financial services segment during the Period. These two segments have commenced operation and started to contribute revenues to the Group.

敬啟者：

本人謹代表董事會（「董事會」）欣然呈獻皇中國際控股有限公司（前稱良斯集團控股有限公司）（「本公司」），連同其附屬公司，統稱「本集團」截至二零一七年十二月三十一日止十五個月（「本期間」）之年報。

業務回顧

於二零一七年，本公司將財政年度年結日由九月三十日更改為十二月三十一日，因此本財政期間涵蓋十五個月。本集團營業額由截至二零一六年九月三十日止年度之116.0百萬港元增加41.4百萬港元至本期間之157.4百萬港元。整體毛利由截至二零一六年九月三十日止年度之47.6百萬港元增加3.5百萬港元至本期間之51.1百萬港元。增加主要得力於來自航空旅遊以及金融服務此兩個新業務分部之收益，以及更改財政年度年結日之影響。

然而，本集團於本期間錄得綜合淨虧損10.2百萬港元，而截至二零一六年九月三十日止年度則錄得綜合純利24.2百萬港元。本期間之淨虧損主要由於(i)建設及配套服務業務（其包括設計、裝修、裝飾、改動和添加、建設及其他相關業務）之毛利下降；(ii)本公司就對本公司股份（「股份」）提出之強制現金要約錄得之專業費用增加；及(iii)為籌備、成立及營運本集團之新業務而錄得之經營開支增加所致。

為減輕香港地產發展業前景不明朗對建設及配套服務業務分部可能帶來之影響，本集團於本期間已探索並發展新業務分部，包括航空旅遊服務分部以及金融服務分部。此兩個分部已開始營運並開始為本集團帶來收益。

CHAIRMAN'S STATEMENT

主席報告

PROSPECT

In future, it is intended that the Group will broaden its customer bases to customers from non-residential property developers which demand our construction and ancillary services for their office premises and properties so as to reduce our reliance on residential projects of Hong Kong based property developers and uncertainty of Hong Kong property market. Meanwhile, the Group will also continue to expand its construction and ancillary services business in future.

In June 2017, the Legislative Council passed the “Inland Revenue (Amendment) (No.2) Bill 2017”, which significantly reduces the effective tax rate for qualifying aircraft lessors and qualifying aircraft leasing managers in Hong Kong. This initiative is aimed at enhancing Hong Kong's competitiveness in the global aircraft leasing arena and attracting international lessors and aviation businesses to Hong Kong. In accordance with initiative of “One belt, One road”, it aims to promote the connection of infrastructure construction, strengthens economic, trade and industrial cooperation, and boosts the integration in financial and other industries among more than 60 economic entities along “One belt, One road”. Aviation industry will become a carrier and benefit from the Air Silk Road and play an important role among countries along “One belt, One road.” In this favorable environment for aviation industry, the Group will strengthen the development of existing aviation and traveling services business including aircraft management, service of aircraft sales, ancillary services of aircraft leasing. Furthermore, the Group will continue to explore business opportunities in aviation industry value chain which includes but not limited to pilot training school, trading of aviation fuel, trading of aviation equipment and parts and other aviation and traveling business.

On 14 March 2018, the Group has obtained the licenses for regulated activities under Securities and Futures Ordinance (“SFO”) to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities (as defined in the SFO). In June 2017, MSCI, an index provider, finally approved the inclusion of 222 Shanghai and Shenzhen-listed large-cap A shares into its main emerging market index from June 2018. Bond connect program was then launched in less than a month after the MSCI A-share inclusion announcement. China's continued capital account opening will unleash massive investment demand providing the Group a golden opportunity to develop regulated activities under SFO.

展望

未來，目前計劃本集團將擴大其客戶群至非住宅物業發展商客戶，該等客戶需要本集團為其辦公室場所及物業提供建造及配套服務，以減輕對香港地產發展商住宅項目之依賴及所面對之香港地產市場的不確定性。與此同時，本集團於未來亦將繼續擴展建設及配套服務業務。

於二零一七年六月，香港特別行政區立法會通過了《2017年稅務(修訂)(第2號)條例草案》，大大降低香港合資格飛機出租商及合資格飛機租賃管理商之實際稅率。此舉旨在提升香港在全球飛機租賃領域之競爭力，並吸引國際飛機出租商和航空業務落戶香港。據「一帶一路」倡議，其旨在促進基礎設施之連通性，加強經貿合作及工業合作關係，並促進「一帶一路」沿途超過60個經濟體之間金融和其他行業有更大程度整合。而航空業將會成為空中絲綢之路連通之載體和受益者，將在一帶一路國家之間發揮重要作用。在對航空業有利之上述環境中，本集團將加強現有航空旅遊服務業務之發展，包括飛機管理、飛機銷售服務、飛機租賃之配套服務。此外，本集團將繼續發掘航空產業價值鏈上之商機，包括但不限於飛行員培訓、航空油料貿易、航空設備及零件貿易，以及其他航空旅遊服務。

於二零一八年三月十四日，本集團取得根據《證券及期貨條例》(「證券及期貨條例」)進行受規管活動之牌照，以進行第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動(定義見證券及期貨條例)。於二零一七年六月，指數供應商明晟終於批准於二零一八年六月將222隻上海及深圳上市之大型A股納入其重要的新興市場指數。債券通計劃亦於明晟公布將A股納入指數後不足一個月內啟動。中國持續開放資本帳將釋放龐大投資需求，為本集團提供根據證券及期貨條例發展受規管活動之黃金機會。

CHAIRMAN'S STATEMENT

主席報告

In June 2017, Hong Kong Exchange and Clearing Limited and The Chinese Gold and Silver Exchange Society ("CGSE") signed a Memorandum of Understanding (the "MOU") to consider cooperation on matters ranging from product promotion to storage vaults. The signing of MOU signifies a strategic partnership which aims to build a major gold and commodities trading center in Asia Pacific. In October 2017, Shenzhen-Hong Kong Gold Connect has been launched. We are optimistic about the prospects of precious metal trading market in Hong Kong and China and our precious metal trading business.

APPRECIATION

We would like to thank our committed staff for their contributions, our customers, business partners and shareholders of the Company ("Shareholder(s)") for their continued support to the Group.

On behalf of the Board

DENG Kui
Chairman

Hong Kong, 23 March 2018

於二零一七年六月，香港交易及結算所有限公司與金銀業貿易場（「貿易場」）簽訂合作備忘錄（「合作備忘錄」），探討就產品推廣、倉儲等事宜展開合作。簽訂合作備忘錄標誌雙方建立策略合作關係，致力打造出亞太區主要黃金商品交易中心。二零一七年十月，黃金深港通啟動。我們對香港及中華人民共和國之貴金屬交易市場以及旗下之貴金屬交易業務之前景持樂觀態度。

致謝

我們謹此對各位忠誠的員工所作出的貢獻，以及客戶、業務夥伴及本公司股東（「股東」）對本集團的不間斷支持，致以謝意。

代表董事會

主席
鄧奎

香港，二零一八年三月二十三日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Board is pleased to present the results of the Group for the fifteen months ended 31 December 2017 (the "Period"), together with the comparative figures for the year ended 30 September 2016 ("FY2016").

FINANCIAL REVIEW

During the Period, the Group's new business segments (aviation and traveling services and financial services) became growth drivers, contributed the revenue of HK\$29.1 million and resulting an increase in the revenue of the Group by 35.7% to HK\$157.4 million as compared to FY2016. The Group recorded a net loss of HK\$10.2 million for the Period mainly due to (i) the substantial decrease in gross profit from construction and ancillary services; (ii) the increase in professional fee incurred by the Company for the mandatory cash offer for Shares of the Company; and (iii) the increase in operating expenses for preparing, setting up and operating new businesses of the Group.

BUSINESS REVIEW

The Group's business segments include three major segments, namely construction and ancillary services, aviation and traveling services and financial services.

During the Period, the performance of Group's business was diversified. While the revenue of construction and ancillary services was adversely affected by intensive competition in this industry, new business segments' performance was encouraging and contributed revenue of HK\$29.1 million. A breakdown of the revenue was listed below:

		Fifteen months ended 31 December 2017 截至二零一七年 十二月三十一日止 十五個月		Year ended 30 September 2016 截至二零一六年 九月三十日止年度	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Construction and ancillary services	建設及配套服務	128,270	81.5	116,021	100
Aviation and traveling services	航空旅遊服務	28,010	17.8	—	—
Financial services	金融服務	1,117	0.7	—	—
Revenue	收益	157,397	100	116,021	100

董事會欣然呈列本集團截至二零一七年十二月三十一日止十五個月(「本期間」)之業績，連同截至二零一六年九月三十日止年度(「二零一六財政年度」)之比較數字。

財務回顧

於本期間，本集團之新業務分部(航空旅遊服務以及金融服務)成為業務增長動力，帶來29.1百萬港元收益，推動本集團收益較二零一六財政年度增長35.7%至157.4百萬港元。本集團錄得本期間淨虧損10.2百萬港元，主要是由於(i)建設及配套服務之毛利大幅下降；(ii)本公司就對本公司股份提出之強制現金要約錄得之專業費用增加；及(iii)為籌備、成立及營運本集團之新業務而錄得之經營開支增加所致。

業務回顧

本集團之業務分部包括三個主要分部，即是建設及配套服務、航空旅遊服務以及金融服務。

本集團業務於本期間之表現各異。建設及配套服務之收益因業內競爭激烈而受到不利影響之同時，新業務分部之表現不俗，帶來29.1百萬港元之收益。收益明細如下表列示：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CONSTRUCTION AND ANCILLARY SERVICES

Construction and ancillary services which include design, fitting-out, decoration, alteration and addition, construction and other related businesses were the focus of our business in the Period. During the Period, the revenue from construction and ancillary services increased by 10.6% to HK\$128.3 million (FY2016: HK\$116.0 million). The increase in the revenue from this segment mainly due to the contribution from new corporate customers for our construction and ancillary services for their office premises.

In the Period, the major customers of the Group were mostly well established listed property developers based in Hong Kong. In 2017, Hong Kong property market was affected by unfavorable market conditions such as Hong Kong government's demand curb measures (including the tightening of the mortgage for residential properties and sharp rise in property stamp duty to 15% adopted by Hong Kong government), and interest rate hikes in the United States of America, which may increase the cost of borrowing in Hong Kong. Moreover, the significant increase in competition from China's property developers for residential property development projects in Hong Kong may adversely affect future performance of Hong Kong based property developers which are our major customers. In the Period, the Group started to broaden the customer base to corporate customers which demand our construction and ancillary services for their office premises in Hong Kong in order to reduce heavily reliance on Hong Kong based property developers and the uncertainty in the residential property market.

AVIATION AND TRAVELING SERVICES

In response to favorable environments in aviation and traveling services industry (details found in section headed "Chairman's Statement of this annual report) in 2017, the Group started to explore business opportunities in aviation and traveling industry which includes but not limited to aircraft management, service of aircraft sales, aircraft leasing, pilot training school, trading of aviation fuel and trading of aviation equipment and parts. In the Period, the Group started to provide aircraft management service, service for aircraft sales and aircraft leasing ancillary services.

During the Period, the revenue from aviation and traveling services recorded HK\$28.0 million (FY2016: nil).

建設及配套服務

於本期間，建設及配套服務（其包括設計、裝修、裝飾、改動和添加、建設及其他相關業務）是旗下業務的重心所在。於本期間，建設及配套服務之收益增長10.6%達128.3百萬港元（二零一六財政年度：116.0百萬港元）。該分部收益增長得益於新企業客戶之辦公室採用我們的建設及配套服務。

於本期間，本集團之主要客戶以香港知名上市物業發展商為主。於二零一七年，面對不利的市場因素，如香港政府推出措施為樓市降溫（包括香港政府收緊有關住宅物業按揭之規定以及大幅提高物業印花稅至15%），以及美國加息可能令香港市場之借貸成本增加，令到香港樓市受到影響。此外，中國物業發展商進軍香港樓市，令到香港物業發展商（即本公司主要客戶）在爭取香港住宅物業發展項目時面對的競爭加劇，彼等未來之表現或會因此受到不利影響。於本期間，本集團開始擴展客戶群，吸納需要為旗下香港辦公室物業提供建設及配套服務的企業公司客戶，以減輕對香港物業發展商之依賴及所面對之香港住宅樓市的不確定性。

航空旅遊服務

於二零一七年，為把握航空旅遊服務行業之有利環境（詳情請參閱本年報內「主席報告」一節），本集團開始探索航空旅遊行業之商機，當中包括但不限於飛機管理、飛機銷售服務、飛機租賃、飛行員培訓學院、航空燃油貿易及航空設備與部件貿易。於本期間，本集團開始提供飛機管理服務、飛機銷售服務及飛機出租配套服務。

於本期間，航空旅遊服務所帶來之收益達28.0百萬港元（二零一六財政年度：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Aircraft management service

The Group provides aircraft management service to our customers including flight scheduling, aircraft maintenance and crew management. During the Period, the revenue from aircraft management service was HK\$20.1 million (FY2016: nil).

On 12 July 2017, Smart Empire Global Limited (“Smart Empire”), an indirect wholly owned subsidiary of the Company, BAA Jet Management Limited (“BAA”), a top business jet management company in the People’s Republic of China (the “PRC”) and Himalaya Business Aviation Limited (the “HBA”), an indirect wholly-owned subsidiary of the Company, entered into a subscription agreement, pursuant to which Smart Empire and BAA shall subscribe for, and HBA shall allot and issue, 5,099,999 shares and 4,900,000 shares, respectively, at the aggregate subscription price of HK\$5,099,999 and HK\$4,900,000, respectively. Upon completion of the share subscription, the Group’s equity interests in HBA were reduced from 100% to 51%. We believed that the Group can leverage the reputation, expertise and extensive experience of BAA to expand our aircraft management business. For details of subscription agreement, please refer to the announcement of the Company dated 12 July 2017.

After entering into the aircraft management agreements by HBA, the Group decided to subcontract part of such management service to BAA by entering into Services Framework Agreement to rely on the expertise in aircraft management of BAA and thus improve the efficiency and costs effectiveness of the provision of such service of the Group. For details of the Services Framework Agreement, please refer to the announcement of the Company dated 14 September 2017.

Service of aircraft sales

Our service of aircraft sales provides service to our customers including selection of aircraft, negotiation and execution of aircraft purchase. During the Period, the revenue from the service of aircraft sales was HK\$7.7 million (FY2016: nil). On 27 July 2017, the Company entered into an agency agreement (the “Agency Agreement”) with a connected person of the Company for acting as an exclusive purchasing agent for its purchase of a business jet and service fee was based on 1.5% of purchase price of the business jet which shall not exceed HK\$10 million. For details of the Agency Agreement, please refer to the announcement of the Company dated 27 July 2017.

飛機管理服務

本集團為客戶提供包括航班排期、飛機保養及機組人員管理服務的飛機管理服務。於本期間，飛機管理服務所帶來收益達20.1百萬港元（二零一六財政年度：無）。

於二零一七年七月十二日，智國環球有限公司（「智國環球」，為本公司之間接全資附屬公司）、亞聯公務機有限公司（「亞聯」，為中華人民共和國（「中國」）頂尖的公務機管理公司）及喜馬拉雅公務航空有限公司（「喜航公務機」，為本公司之間接全資附屬公司）訂立認購協議，據此，智國環球及亞聯分別以5,099,999港元及4,900,000港元之總認購價認購，而喜航公務機將分別向智國環球及亞聯配發及發行5,099,999股及4,900,000股股份。於認購事項完成後，本集團於喜航公務機的股本權益已由100%減至51%。我們確信本集團可善用亞聯的聲譽、專業知識和豐富經驗，拓展飛機管理業務。有關認購協議之詳情，請參閱本公司日期為二零一七年七月十二日之公告。

與喜航公務機訂立飛機管理協議後，本集團決定通過與亞聯訂立服務框架協議而將該管理服務的一部分外包予亞聯，以善用亞聯於飛機管理領域之專業知識而進一步提升本集團提供有關服務之效率及成本效益。有關服務框架協議之詳情，請參閱本公司日期為二零一七年九月十四日之公告。

飛機銷售服務

我們為客戶提供的飛機銷售服務包括挑選飛機以及飛機採購的磋商及落實。於本期間，飛機銷售服務所帶來之收益達7.7百萬港元（二零一六財政年度：無）。於二零一七年七月二十七日，本公司就擔任獨家購置代理人與本公司關連人士訂立代理協議（「代理協議」），涉及購置一架公務機而服務費用為基於該公務機購買價之1.5%（不超過10百萬港元）。有關代理協議之詳情，請參閱本公司日期為二零一七年七月二十七日之公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Aircraft leasing ancillary services

Our aircraft leasing ancillary services provide services to our customers in relation to the advisory services for aircraft leasing financing. During the Period, the revenue from aircraft leasing ancillary services provided to a connected person of the Company was HK\$0.2 million (FY2016: nil).

FINANCIAL SERVICES

Golden opportunity brought by China's capital market liberation has become more prominent with a number of game changers emerged (details found in section headed "Chairman's Statement of this annual report) in 2017. The Group is grateful to enjoy this business opportunity by commencing precious metal trading business and financial advisory service. During the Period, the revenue from financial services was HK\$1.1 million (FY2016: nil).

Precious metal trading

The Group obtained the ordinary membership (the "Membership") of CGSE on 6 September 2017. Founded in 1910, CGSE is the sole exchange in Hong Kong which trades physical gold and silver. Run on a membership-based system, CGSE provides an exchange, facilities and related services for its members for transaction of precious metals. The Membership allows its holder to provide trading services of gold, silver and precious metals for its customers and molding of physical gold/silver bullion under physical gold and silver.

During the Period, the revenue from precious metal trading was HK\$0.6 million (FY2016: nil).

Financial advisory service

Financial advisory service provides non-regulated advisory services to our customer. During the Period, the revenue from financial advisory service was HK\$0.5 million (FY2016: nil).

Administrative expenses

The administrative expenses increased by HK\$36.9 million from HK\$20.1 million in FY2016 to HK\$57.0 million in the Period. The increase was mainly due to the increase of professional fee incurred for the cash offer for Shares, the increase in operating expenses for preparing, setting up and operating new businesses of the Group, and effect of change in financial year end date.

飛機租賃配套服務

我們的飛機租賃配套服務為客戶提供有關飛機租賃融資之顧問服務。於本期間，向本公司關連人士提供飛機租賃配套服務所帶來之收益達0.2百萬港元（二零一六財政年度：無）。

金融服務

二零一七年，中國開放資本市場衍生更多黃金機會，一眾破局者湧現（詳情請參閱本年報內「主席報告」一節）。本集團有幸能把握此良機而乘勢開拓貴金屬交易業務及金融顧問服務。於本期間，金融服務之收益為1.1百萬港元（二零一六財政年度：無）。

貴金屬交易

本集團於二零一七年九月六日獲得貿易場普通會員資格（「會籍」）。貿易場成立於一九一零年，是香港唯一進行現貨黃金及白銀買賣的交易所。貿易場實行會員制，為會員提供貴金屬交易之交易場所、設施及相關服務。會籍持有人可以為其客戶提供黃金、白銀及貴金屬交易服務以及將有現貨黃金及白銀鑄成金／銀條。

於本期間，貴金屬交易所帶來之收益為0.6百萬港元（二零一六財政年度：無）。

金融顧問服務

金融顧問服務為客戶提供並非規管之顧問服務。於本期間，金融顧問服務所帶來之收益為0.5百萬港元（二零一六財政年度：無）。

行政開支

行政開支由二零一六財政年度之20.1百萬港元增加36.9百萬港元至本期間之57.0百萬港元，主要由於就對股份提出之現金要約錄得之專業費用增加、為籌備、成立及營運本集團之新業務而錄得之經營開支增加，以及財政年度結算日變更所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Loss for the Period

The Group recorded the loss of HK\$10.2 million in the Period as compared to the profit of HK\$24.2 million in FY2016 mainly due to (i) the decrease in gross profit from construction and ancillary services; (ii) the increase of professional fee incurred by the Company for the mandatory cash offer for the Shares; and (iii) the increase in operating expenses for preparing, setting up and operating new businesses of the Group.

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 31 December 2017, the Group had 40 employees (30 September 2016: 23) in Hong Kong and the PRC. The total remuneration paid by the Group to its employees (including Directors) for the Period was HK\$24.7 million (FY2016: HK\$14.4 million).

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including Directors and senior management), the following factors are considered:

- workload, responsibility and job complexity;
- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;
- corporate goals and objectives;
- market rates and changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.

In addition to salaries, provident fund scheme and medical insurance coverage and discretionary bonuses are available to employees. Level of remuneration is reviewed annually. During the review process, no individual director is involved in decisions relating to his own remuneration.

本期間虧損

本集團錄得本期間虧損10.2百萬港元而二零一六財政年度則錄得溢利24.2百萬港元，主要是由於(i)建設及配套服務之毛利大幅下降；(ii)本公司就對股份提出之強制現金要約錄得之專業費用增加；及(iii)為籌備、成立及營運本集團之新業務而錄得之經營開支增加所致。

人力資源及薪酬政策

於二零一七年十二月三十一日，本集團在香港及中國有40名(二零一六年九月三十日：23名)僱員。於本期間本集團已付其僱員(包括董事)之薪酬總額為24.7百萬港元(二零一六財政年度：14.4百萬港元)。

本集團薪酬政策之目標為根據業務需求及行業慣例維持公平且具競爭力之薪酬待遇。於釐定向其僱員(包括董事及高級管理層)支付之薪酬水平時會考慮以下因素：

- 工作量、職責及工作之複雜程度；
- 業務需求；
- 個人表現及對業績作出之貢獻；
- 公司表現及盈利能力；
- 留任因素及個人潛力；
- 公司目標及宗旨；
- 相關市場之市場費率及變動，包括供需變動及競爭環境轉變；及
- 整體經濟狀況。

除薪金外，僱員亦可享有公積金計劃、醫療保險及酌情花紅。薪酬水平會每年檢討。於檢討過程中，各董事概無參與本身薪酬之決策。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2017, the Group had a total cash and bank balances of HK\$134.5 million (30 September 2016: HK\$154.2 million) mainly denominated in Hong Kong dollars.

The Group continued to maintain a healthy liquidity position. As at 31 December 2017, the Group had net current assets of HK\$136.3 million (30 September 2016: HK\$152.7 million). The Group had current ratio of approximately 3.76 times as at 31 December 2017 compared to that of approximately 10.3 times at 30 September 2016.

The gearing ratio of the Group is defined as a percentage of interest-bearing liabilities divided by total equity. As at 31 December 2017, the Group did not have any borrowing (30 September 2016: nil). Hence, as at 31 December 2017, the gearing ratio was nil (30 September 2016: nil). The Group's working capital requirements were mainly financed by internal resources.

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue in Hong Kong dollars and Renminbi and also incurs cost in Hong Kong dollars and Renminbi. The Group is exposed to foreign exchange risk with respect mainly to Renminbi which may affect the Group's performance. The management is aware of the possible exchange rate exposure due to the continuing fluctuation of Renminbi and will closely monitor its impact on the performance of the Group to see if any hedging policy is necessary. The Group currently does not have any foreign currency hedging policy.

PLEDGE OF ASSETS

There was no pledged asset as at 31 December 2017 (30 September 2016: nil).

USE OF PROCEEDS FROM THE SHARE OFFER

The net proceeds from the Company's Share offer in September 2015 amounted to approximately HK\$100.0 million (after deducting underwriting commissions and all related expenses).

流動資金、財政資源及資本架構

於二零一七年十二月三十一日，本集團之現金及銀行結餘總額為134.5百萬港元（二零一六年九月三十日：154.2百萬港元），主要以港元計值。

本集團繼續維持穩健流動資金狀況。於二零一七年十二月三十一日，本集團之流動資產淨值為136.3百萬港元（二零一六年九月三十日：152.7百萬港元）。於二零一七年十二月三十一日，本集團之流動比率約為3.76倍，而於二零一六年九月三十日則約為10.3倍。

本集團之資產負債比率乃界定為計息負債除以權益總額所得百分比。於二零一七年十二月三十一日，本集團並無任何借貸（二零一六年九月三十日：無）。因此，於二零一七年十二月三十一日，資產負債比率為無（二零一六年九月三十日：無）。本集團之營運資金需求主要以內部資源撥付。

外匯風險

本集團主要賺取港元及人民幣收入，亦產生港元及人民幣成本。本集團所面對之外匯風險主要與人民幣有關，本集團之表現可能因此受到影響。管理層知悉人民幣持續波動可能引致之外匯風險，並將密切監察其對本集團表現之影響，以判斷是否需要採取任何對沖政策。本集團現時並無任何外幣對沖政策。

資產抵押

於二零一七年十二月三十一日，並無任何資產予以抵押（二零一六年九月三十日：無）。

股份發售所得款項之用途

本公司於二零一五年九月進行之股份發售之所得款項淨額約為100.0百萬港元（經扣除包銷佣金及所有相關開支）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Having considered the performance and requirements of Group's construction and ancillary services and with a view to better deploy the resources of the Group, the Board resolved to re-allocate HK\$15 million which was originally planned for promoting the Group's brand by strengthening marketing efforts for the payment of the consideration, agency and professional fee on the acquisition of the membership of CGSE on 9 May 2017 and HK\$5.1 million from HK\$10 million which was originally planned to be used recruiting high caliber talents in management, design, decoration, finance, sales and marketing and enhance internal training to support future growth for the business of business jet management on 12 July 2017. The proposed use of net proceeds from the listing, and details of the original allocation of the net proceeds, the revised allocation of the net proceeds, and the utilisation of the net proceeds as at 31 December 2017 are set out below:

考慮到集團建設及配套服務的業績和要求，為更好地部署本集團的資源，董事會議決將原本計劃用作通過加強營銷力度來推廣本集團的品牌的15百萬港元，於二零一七年五月九日重新分配至用於支付在收購貿易場會籍之代價、經紀及專業費用，以及將原本計劃用作招聘管理、設計、裝修、財務、銷售及營銷之高素質人才以及提升內部培訓，以支持未來發展的10百萬港元中的5.1百萬港元，於二零一七年七月十二日重新分配至商務機管理業務。於二零一七年十二月三十一日，上市所得款項淨額之計劃用途、所得款項淨額之原來分配、所得款項淨額之經修訂分配以及所得款項淨額之動用情況之詳情乃載列如下：

Planned use of proceeds	所得款項計劃用途	Original allocation HK\$ million 百萬港元	Revised allocation 經修訂分配 HK\$ million 百萬港元	Utilisation 已動用款項 HK\$ million 百萬港元	Remaining balances 尚未動用款項 HK\$ million 百萬港元
Financing the potential acquisition of companies and or/businesses which are primarily engaged in DFD works and the complement our existing business so as to expand our contracting capabilities	用作為潛在收購主要從事設計、裝修及裝飾工程及補充我們現有業務的公司及/或業務撥付資金，以擴展我們的承建能力	45.0	45.0	-	45.0
Financing the establishment of new regional offices in the PRC	用作為成立中國新地區辦事處撥付資金	20.0	20.0	-	20.0
Promoting our brand by strengthening our marketing efforts to increase our market share	用作透過加大我們的營銷力度來推廣我們的品牌從而增加市場份額	15.0	-	-	-
Recruiting high caliber talents in management, design, decoration, finance, sales and marketing and enhancing internal training to support future growth	用作招聘於管理、設計、裝飾、財務、銷售及營銷方面的高素質人才並加強內部培訓以支持未來增長	10.0	4.9	4.9	-
Additional working capital and other general corporate purposes	用作額外營運資金及其他一般公司用途	10.0	10.0	10.0	-
Precious metal trading business	貴金屬交易業務	-	15.0	11.9	3.1
Payment of subscription agreement of HBA dated 12 July 2017	支付日期為二零一七年七月十二日的喜航公務機認購協議項下之認購價	-	5.1	5.1	-
		100.0	100.0	31.9	68.1

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2017 (30 September 2016: nil).

CAPITAL COMMITMENTS

The Group had no significant outstanding capital commitment as at 31 December 2017 (30 September 2016: nil).

CHANGE OF COMPANY NAME

With effect from 28 March 2017, the English name of the Company has changed from “LC Group Holdings Limited” to “Royal China International Holdings Limited” and the dual foreign name in Chinese of the Company has changed from “良斯集團控股有限公司” to “皇中國際控股有限公司”.

或然負債

於二零一七年十二月三十一日，本集團並無重大或然負債（二零一六年九月三十日：無）。

資本承擔

於二零一七年十二月三十一日，本集團並無重大未履行資本承擔（二零一六年九月三十日：無）。

更改公司名稱

自二零一七年三月二十八日起，本公司之英文名稱已由「LC Group Holdings Limited」更改為「Royal China International Holdings Limited」，而本公司之中文雙重外文名稱已由「良斯集團控股有限公司」更改為「皇中國際控股有限公司」。

DIRECTORS' REPORT

董事會報告

The directors of the Company (the "Directors") submit their report together with the audited financial statements of the Group for the Period.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in construction and ancillary services which include design, fitting-out, decoration, alteration and addition, construction and other related businesses, aviation and traveling services and financial services. The principal activities of the subsidiaries of the Company are set out in note 26 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group and an analysis of the Group's performance during the Period are provided in "Chairman's Statement" on page 4 and "Management Discussion and Analysis" on page 7. Description of the principal risks and uncertainties that the Group is facing can be found in "Chairman's Statement" on page 4. Also, the financial risk management objectives and policies of the Group can be found in note 5(b) to the consolidated financial statements. The environmental policies and performance are provided in "Environmental, Social and Governance Report" on page 49.

The Group has complied with relevant laws and regulations that have significant impact on the operations of the Group.

No important events affecting the Group have occurred since the end of the Period. The Group's future business development is set out in "Chairman's Statement" on page 4.

RESULTS AND APPROPRIATIONS

The results of the Group for the Period are set out in the consolidated statement of profit or loss and other comprehensive income on page 63.

The Directors do not recommend any payment of final dividend for the Period.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on page 151.

本公司董事(「董事」)提呈彼等之報告，連同本集團本期間之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要從事提供建設及配套服務(其包括設計、裝修、裝飾、改動和添加、建設及其他相關業務)、航空旅遊服務及金融服務。本公司附屬公司之主要活動載於綜合財務報表附註26。

業務回顧

本期間之本集團業務回顧及本集團表現之分析，乃載於第4頁「主席報告」及第7頁「管理層討論與分析」。本集團面對之主要風險及不明朗因素於第4頁「主席報告」內闡述。此外，本集團之財務風險管理目標及政策載於綜合財務報表附註5(b)。環境政策及表現載於第49頁之「環境、社會及管治報告」。

本集團已遵守對本集團營運有顯著影響之相關法律法規。

自本期間結束以來並無發生影響本集團之重要事件。本集團之未來業務發展載於第4頁「主席報告」。

業績及分派

本集團本期間之業績載於第63頁之綜合損益和其他全面收益表內。

董事不建議派付本期間之任何末期股息。

財務概要

本集團過去五年之已刊發業績及資產與負債之概要載於第151頁。

DIRECTORS' REPORT

董事會報告

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2017, calculated under the Companies Law of the Cayman Islands amounted to approximately HK\$85.1 million (as of 30 September 2016: HK\$108.3 million).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movement's in the share capital of the Company during the Period are set out in note 22 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

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

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

可供分派儲備

於二零一七年十二月三十一日，本公司根據開曼群島公司法計算之可供分派儲備約為85.1百萬港元（二零一六年九月三十日：108.3百萬港元）。

物業、廠房及設備

本集團之物業、廠房及設備詳情載於綜合財務報表附註14。

股本

本公司本期間內股本之變動詳情載於綜合財務報表附註22。

優先購買權

本公司之組織章程細則或開曼群島法律並無優先購買權之條文，從而令本公司須按比例向現有股東發售新股份。

購買、出售或贖回本公司之上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors of the Company during the Period and up to the date of this report were:

Executive Directors

- Mr. DENG Kui (*Chairman*) (appointed on 6 July 2017)
- Mr. LIU Yong Sheng (*Chief Executive Officer*)
(appointed on 28 March 2017)
- Mr. ZHOU Hucheng (appointed on 28 March 2017)
- Mr. LEONG Hing Loong Rudoff
- Ms. CHEW Christina Mooi Chong
- Mr. YANG Yong (appointed on 10 February 2017 and resigned on 28 March 2017)
- Mr. ZHAO Dianqing (appointed on 10 February 2017 and resigned on 28 March 2017)
- Mr. SHIH Steven Chun Ning (resigned on 10 February 2017)

Independent non-executive Directors

- Mr. LIU Gang (appointed on 10 February 2017)
- Mr. YU Haizong (appointed on 10 February 2017)
- Ms. AN Yiqing (appointed on 10 February 2017)
- Mr. TANG Hamilton Ty (resigned on 10 February 2017)
- Mr. LEE Frank King-ting (resigned on 10 February 2017)
- Mr. HO Hin Yip (resigned on 10 February 2017)

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his or her independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considered all of the independent non-executive Directors to be independent.

In accordance with article 83 (3) of the Articles of Association, Mr. DENG Kui, Mr. LIU Yong Sheng and Mr. ZHOU Hucheng shall retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

In accordance with article 84(1), Mr. LEONG Hing Loong Rudoff, Ms. CHEW Christina Mooi Chong and Mr. LIU Gang shall retire from the office and, being eligible offer themselves for re-election at the forthcoming annual general meeting.

董事

本期間及截至本報告日期止本公司董事如下：

執行董事

- 鄧奎先生(主席)
(於二零一七年七月六日獲委任)
- 劉永生先生(首席執行官)
(於二零一七年三月二十八日獲委任)
- 周虎城先生
(於二零一七年三月二十八日獲委任)
- 梁興隆先生
- 周梅莊女士
- 楊勇先生(於二零一七年二月十日獲委任及於二零一七年三月二十八日辭任)
- 趙殿慶先生(於二零一七年二月十日獲委任及於二零一七年三月二十八日辭任)
- 施振寧先生(於二零一七年二月十日辭任)

獨立非執行董事

- 劉鋼先生(於二零一七年二月十日獲委任)
- 余海宗先生(於二零一七年二月十日獲委任)
- 安翊青女士(於二零一七年二月十日獲委任)
- 唐維鐘先生(於二零一七年二月十日辭任)
- 李敬天先生(於二零一七年二月十日辭任)
- 何衍業先生(於二零一七年二月十日辭任)

本公司已自各獨立非執行董事接獲彼等各自根據聯交所證券上市規則(「上市規則」)第3.13條作出之獨立性年度確認。本公司認為全體獨立非執行董事均為獨立人士。

根據組織章程細則第83(3)條，鄧奎先生、劉永生先生及周虎城先生將退任，並符合資格於應屆股東週年大會上膺選連任。

根據組織章程細則第84(1)條，梁興隆先生、周梅莊女士及劉鋼先生將退任，並符合資格於應屆股東週年大會上膺選連任。

DIRECTORS' REPORT

董事會報告

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Directors' Position Held

On 10 February 2017:

- Mr. YANG Yong was appointed as an executive Director, Chairman of the Board and chairman of the Nomination Committee.
- Mr. ZHAO Dianqing was appointed as an executive Director and an authorised representative of the Company under Rule 3.05 of the Listing Rules.
- Mr. LIU Gang was appointed as an independent non-executive Director, chairman of the Remuneration Committee and a member of the Audit Committee.
- Mr. YU Haizong was appointed as an independent non-executive Director, chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee.
- Ms. AN Yiqing was appointed as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee.
- Mr. SHIH Steven Chun Ning resigned as an executive Director and an authorised representative of the Company under Rule 3.05 of the Listing Rules.
- Mr. TANG Hamilton Ty resigned as an independent executive Director, chairman of the Remuneration Committee, a member of Audit Committee and Nomination Committee.
- Mr. LEE Frank King-ting resigned as an independent non-executive Director, chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee.

有關董事資料之變動

董事出任之職位

於二零一七年二月十日：

- 楊勇先生獲委任為執行董事、董事會主席及提名委員會主席。
- 趙殿慶先生獲委任為執行董事及本公司按上市規則第3.05條規定之授權代表。
- 劉鋼先生獲委任為獨立非執行董事、薪酬委員會主席及審核委員會成員。
- 余海宗先生獲委任為獨立非執行董事、審核委員會主席，以及提名委員會及薪酬委員會之成員。
- 安翊青女士獲委任為獨立非執行董事，以及審核委員會、提名委員會及薪酬委員會之成員。
- 施振寧先生辭任執行董事及本公司按上市規則第3.05條規定之授權代表。
- 唐維鐘先生辭任獨立執行董事、薪酬委員會主席，以及審核委員會及提名委員會之成員。
- 李敬天先生辭任獨立非執行董事、提名委員會主席，以及審核委員會及薪酬委員會之成員。

DIRECTORS' REPORT

董事會報告

- Mr. HO Hin Yip resigned as an independent non-executive Director and chairman of the Audit Committee.
- Mr. LEONG Hing Loong Rudoff resigned as Chairman of the Board, a member of the Nomination Committee and the Remuneration Committee.
- 何衍業先生辭任獨立非執行董事及審核委員會主席。
- 梁興隆先生辭任董事會主席，以及提名委員會及薪酬委員會之成員。

On 28 March 2017:

於二零一七年三月二十八日：

- Mr. LIU Yong Sheng was appointed as an executive Director, Chairman of the Board, chairman of the Nomination Committee and the Chief Executive Officer of the Company. He was also appointed as an authorised representative of the Company under the Rule 3.05 of the Listing Rules.
- Mr. ZHOU Hucheng was appointed as an executive Director.
- Mr. YANG Yong resigned as an executive Director, Chairman of the Board and chairman of the Nomination Committee.
- Mr. ZHAO Dianqing resigned as an executive Director and an authorised representative of the Company under Rule 3.05 of the Listing Rules.
- 劉永生先生獲委任為執行董事、董事會主席、提名委員會主席及本公司首席執行官。彼亦獲委任為本公司按上市規則第3.05條規定之授權代表。
- 周虎城先生獲委任為執行董事。
- 楊勇先生辭任執行董事、董事會主席及提名委員會主席。
- 趙殿慶先生辭任執行董事及本公司按上市規則第3.05條規定之授權代表。

On 6 July 2017:

於二零一七年七月六日：

- Mr. DENG Kui was appointed as an executive Director, Chairman of the Board and chairman and member of the Nomination Committee. He was appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules.
- Mr. LIU Yong Sheng ceased to be Chairman of the Board, the chairman and member of the Nomination Committee and the authorised representative of the Company under Rule 3.05 of the Listing Rules.
- 鄧奎先生獲委任為執行董事、董事會主席、提名委員會主席及成員。彼亦獲委任為本公司按上市規則第3.05條規定之授權代表。
- 劉永生先生不再擔任董事會主席、提名委員會主席及成員，以及本公司按上市規則第3.05條規定之授權代表。

DIRECTORS' REPORT

董事會報告

Director's Emoluments

The Board approved (as recommended by the Remuneration Committee) the following:

- The remuneration of Mr. LIU Yong Sheng for his positions held in the Company be fixed at HK\$1,800,000 per annum with a bonus of HK\$500,000 at completion of every 12 months' services with the Company.
- The remuneration of Mr. ZHOU Hucheng for this position held in the Company was fixed at HK\$1,200,000 per annum.
- Mr. YANG Yong and Mr. ZHAO Dianqing do not receive any remuneration for their positions held in the Company; and
- the remuneration of Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing be fixed at HK\$120,000 per annum with retrospective effect from 10 February 2017.
- the remuneration of Mr. DENG Kui be fixed at HK\$2,520,000 per annum with retrospective effect from 6 July 2017.
- the remuneration of Mr. LEONG Hing Loong Rudoff and Ms. CHEW Christina Mooi Chong was revised from HK\$1,300,000 per annum to HK\$2,000,000 per annum with effect from 1 November 2017 and performance bonus of HK\$530,000 to each of Mr. LEONG Hing Loong Rudoff and Ms. CHEW Christina Mooi Chong.

Saved as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事酬金

董事會已批准(按薪酬委員會所建議)以下各項:

- 劉永生先生就於本公司所出任職位之酬金乃訂為每年1,800,000港元以及為本公司每服務滿12個月可獲發500,000港元之花紅。
- 周虎城先生就於本公司所出任職位之酬金乃訂為每年1,200,000港元。
- 楊勇先生及趙殿慶先生並無就彼等於本公司所出任之職位而收取任何酬金；及
- 劉鋼先生、余海宗先生及安翊青女士之酬金乃訂為每年120,000港元並追溯至二零一七年二月十日起生效。
- 鄧奎先生之酬金乃訂為每年2,520,000港元並追溯至二零一七年七月六日起生效。
- 梁興隆先生及周梅莊女士之酬金乃由為每年1,300,000港元修訂為每年2,000,000港元，並於二零一七年十一月一日起生效，以及分別向梁興隆先生及周梅莊女士發放530,000港元之表現花紅。

除上文所披露外，概無其他根據上市規則第13.51B(1)條須予披露之資料。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Period.

PERMITTED INDEMNITY PROVISION

During the Period, the Company arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save for disclosed elsewhere in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the section headed "Profile of Directors and Senior Management" on pages 30 to 34.

董事之服務合約

擬於應屆股東週年大會上膺選連任之各董事概無與本集團任何成員公司訂立任何服務合約（並非本集團可於一年內不作賠償（法定賠償除外）而終止的合約）。

董事於競爭業務之權益

於本期間，概無董事從事與或可能與本集團業務直接或間接競爭之任何業務或於當中擁有權益。

獲准許之彌償條文

於本期間，本公司已為董事及高級人員安排合適保險，以涵蓋彼等因企業活動而招致針對董事及高級管理層之法律行動所產生之責任。

董事於重大交易、安排或合約之權益

除本年報其他地方所披露者外，本公司或其任何附屬公司並無作為一方訂立本公司董事於當中直接或間接擁有重大權益且於本期間末或本期間任何時間存在之任何重大交易、安排或合約。

董事及高級管理層履歷詳情

本集團董事及高級管理層履歷詳情載於第30至第34頁「董事及高級管理層履歷」一節。

DIRECTORS' REPORT

董事會報告

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

As at 31 December 2017, none of the Directors and chief executive had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or which were required to be entered in the register required to be kept pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2017, the following person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which would be 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 required to be kept by the Company under Section 336 of the SFO:

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一七年十二月三十一日，概無董事及最高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）的任何股份、相關股份或債券中擁有任何根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條須記錄於該條所指登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於股份及相關股份之權益

於二零一七年十二月三十一日，以下人士（本公司的董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

Name of Shareholder 股東名稱	Nature of interest 權益性質	Number of Shares 股份數目	Approximate percentage of issued Shares 佔已發行股份 概約百分比 (Note 1) (附註1)
State Energy HK Limited 國能香港有限公司	Beneficial owner 實益擁有人	375,000,000	75%
National Business Holdings Group Co. Limited* 國能商業集團有限公司	Interests of controlled corporation 受控法團的權益	375,000,000	75%
Shanghai Guoming Equity Investment Fund Management Co. Limited* 上海國明股權投資基金管理有限公司	Interests of controlled corporation 受控法團的權益	375,000,000	75%
Shanghai Zhongshe Equity Investment Fund Co. Limited* 上海中社股權投資基金有限公司	Interests of controlled corporation 受控法團的權益	375,000,000	75%
Ms. Niu Fang 牛芳女士	Interests of controlled corporation 受控法團的權益	375,000,000	75%
Mr. Liu Quanhui 劉全輝先生	Interests of controlled corporation 受控法團的權益	375,000,000	75%
Ms. Hu Zhangcui 胡章翠女士	Interests of spouse 配偶的權益	375,000,000	75%

DIRECTORS' REPORT

董事會報告

Notes:

1. All interests stated above represented long positions.
2. State Energy HK Limited ("State Energy HK") is wholly owned by National Business Holdings Group Co. Limited ("National Business"), which in turn is owned as to approximately 66.67% by Shanghai Guoming Equity Investment Fund Management Co. Limited ("Shanghai Guoming") and 33.33% by Shanghai Zhongshe Equity Investment Fund Co. Limited ("Shanghai Zhongshe"). Shanghai Guoming is owned as to 70% by Mr. Liu Quanhui and as to 30% by Ms. Niu Fang. Shanghai Zhongshe is owned as to 20% by Mr. Liu Quanhui and as to 80% by Ms. Niu Fang. Ms. Hu Zhangcui is the spouse of Mr. Liu Quanhui. Therefore, each of National Business, Shanghai Guoming, Shanghai Zhongshe, Ms. Niu Fang, Mr. Liu Quanhui and Ms. Hu Zhangcui is deemed to be interested in the Shares held by State Energy HK under the SFO.

Save as disclosed above, as at 31 December 2017, the Company had not been notified of any other persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would be 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 required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 13 August 2015 ("Share Option Scheme"), the Company may grant share options to any directors, employees, consultants, customers, suppliers of goods or services to any member of the Group or any entity in which the Group holds any equity interests ("Invested Entity") who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group's operation. During the Period, no share option was granted by the Company under the Share Option Scheme.

Summary of the terms of the Share Option Scheme is as follows:

(a) Purposes

The purposes of the Share Option Scheme are to enable the Group to grant options to the eligible participants to (i) motivate them to optimise their performance efficiently for the benefit of the Group; and (ii) attract and retain or maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

附註：

1. 上述所有權益均指好倉。
2. 國能香港有限公司(「國能香港」)由國能商業集團有限公司(「國能商業」)全資擁有，而國能商業由上海國明股權投資基金管理有限公司(「上海國明」)擁有約66.67%及由上海中社股權投資基金有限公司(「上海中社」)擁有約33.33%。上海國明由劉全輝先生擁有70%及由牛芳女士擁有30%。上海中社由劉全輝先生擁有20%及由牛芳女士擁有80%。胡章翠女士為劉全輝先生之配偶。因此，國能商業、上海國明、上海中社、牛芳女士、劉全輝先生及胡章翠女士根據證券及期貨條例被視為於國能香港持有之股份中擁有權益。

除上文所披露者外，於二零一七年十二月三十一日，本公司並無獲告知任何其他人士(本公司的董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

購股權計劃

根據於二零一五年八月十三日採納之購股權計劃(「購股權計劃」)，本公司可向董事會全權酌情認為已或將為本集團增長及發展作出貢獻的本集團任何成員公司或本集團持有任何股權之任何實體(「被投資實體」)之任何董事、僱員、顧問、客戶、貨品或服務供應商授予購股權，以就彼等為本集團之營運的成功作出貢獻提供獎勵或回報。於本期間，本公司並無根據購股權計劃授出任何購股權。

購股權計劃條款之概要如下：

(a) 目的

購股權計劃旨在令本集團能夠向合資格參與人授予購股權，以(i)激勵彼等為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與人或與合資格參與人保持持續的業務關係，而該等合資格參與人的貢獻，乃對或將對本集團的長遠發展有利。

DIRECTORS' REPORT

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(b) Eligible Participants

Any employees (whether full time or part time), directors (including executive, non-executive and independent non-executive directors) of the Company, any subsidiary of the Group or any Invested Entity, any customers, suppliers of goods and services to any member of the Group or any Invested Entity and such other persons or entities ("Eligible Participants") who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

(c) Maximum number of Shares available for issue

The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of listing of the Shares unless the Company obtains the approval of the Shareholders in general meeting for refreshment.

(d) Maximum entitlement of each Eligible Participant

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Participant must not exceed 1.0% of the total number of Shares in issue; and
- (ii) a substantial Shareholder or an independent non-executive director must not exceed 0.1% of the total number of Shares in issue and not exceed HK\$5.0 million in aggregate value.

(e) Period within which the Shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

(b) 合資格參與人

董事會全權酌情認為已或將對本集團或任何被投資實體之增長及發展作出貢獻之本公司、本集團任何附屬公司或任何被投資實體之任何僱員(不論全職或兼職)、董事(包括執行、非執行及獨立非執行董事)及本集團任何成員公司或任何被投資實體之任何客戶、貨品與服務供應商及有關其他人士或實體(「合資格參與人」)。

(c) 可供發行之股份最高數目

因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%，除非本公司已於股東大會上獲股東批准更新。

(d) 各合資格參與人之最高配額

於任何12個月期間內因所授出購股權(不論已行使或尚未行使)獲行使而發行及將發行之股份總數：

- (i) 倘向各合資格參與人授出，則不得超過已發行股份總數之1.0%；及
- (ii) 倘向主要股東或獨立非執行董事授出，則不得超過已發行股份總數之0.1%及總值不超過5.0百萬港元。

(e) 根據購股權可認購股份之期限

購股權必須於授出日期起計10年或董事會於授出時可能訂明之有關較短期間內予以行使。

DIRECTORS' REPORT

董事會報告

(f) Minimum period, if any, for which an option must be held

No minimum period for which the option has to be held before it can be exercised is specified in the Share Option Scheme.

(g) Period open for acceptable of an option and amount payable upon acceptance

An offer of grant of an option may be accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option.

(h) Basis of determining the subscription price of an option

The exercise price must be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

(i) Validity of the Share Option Scheme

The Share Option Scheme has a life of 10 years and will expire on 12 August 2025 unless otherwise terminated in accordance with the terms of the Share Option Scheme.

(f) 購股權必須持有之最短期間 (如有)

並無於購股權計劃內訂明於可行使前須持有購股權之最短期限。

(g) 購股權可供接受之期間及於接受時應付之款項

授出購股權之要約可由合資格參與人於自授出購股權要約日期起21日內接受。於接納購股權授出要約時應付代價1.00港元。

(h) 釐定購股權認購價之基準

行使價須至少為以下各項之最高者：
(i)於授出日期聯交所每日報價表所述股份之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價所述之股份平均收市價；及(iii)一股股份之面值。

(i) 購股權計劃之有效期

購股權計劃之有效期為十年，並將於二零二五年八月十二日屆滿，除非根據購股權計劃之條款另行終止。

ARRANGEMENT TO PURCHASES SHARES OR DEBENTURES

At no time during the Period and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

MANAGEMENT CONTRACTS

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

購買股份或債權證之安排

於本期間內任何時間及截至本報告日期止，本公司或其任何附屬公司概無訂立任何安排，以令本公司董事可藉收購本公司或任何其他法人團體的股份或債權證而獲得利益。

管理合約

於本期間，本公司概無訂立與本公司整體或任何主要部份業務有關之管理及行政合約或有此類合約存在。

DIRECTORS' REPORT

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the Period, the Group's five largest group customers by related groups in aggregate accounted for approximately 63.2% of the Group's total turnover. The largest group customer accounted for approximately 14.4% of the Group's total turnover.

During the Period, the Group's five largest suppliers in aggregate accounted for approximately 42.6% of the Group's total purchases. The largest supplier accounted for approximately 13.4% of the Group's total purchases.

To the best knowledge of the Directors, none of the Directors, their respective associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the significant related party transactions undertaken by the Group during the Period in ordinary course of business are set up in note 29 to the consolidated financial statements.

Connected Transactions

On 27 July 2017, the Company and Royal China Group International Holdings Limited ("RCG") entered into the Agency Agreement for the provision of agency service by the Company to act as an exclusive purchasing agent for RCG in its purchase of the business jet. RCG is an indirect subsidiary of National Business Holdings Group Co. Limited* (國能商業集團有限公司) which is a controlling Shareholder of the Company and as such, RCG is a connected person of the Company under the Listing Rules. Therefore, the transaction contemplated under the Agency Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Further details are set out in the announcement of the Company dated 27 July 2017. The agency fee paid by RCG to the Group under the Agency Agreement was HK\$7.7 million (FY2016: nil).

主要客戶及供應商

於本期間，本集團按相關集團劃分的五大集團客戶合共佔本集團總營業額約63.2%。最大集團客戶佔本集團總營業額約14.4%。

於本期間，本集團五大供應商合共佔本集團總採購額約42.6%。最大供應商佔本集團總採購額約13.4%。

就董事所深知，概無董事、彼等各自之聯繫人士或就董事所知擁有本公司股本逾5%以上之任何股東於此等主要供應商或客戶中擁有權益。

關連交易及持續關連交易

本集團本期間於一般業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註29。

關連交易

於二零一七年七月二十七日，本公司與皇中集團國際控股有限公司（「皇中集團」）訂立一份代理協議，內容有關委任本公司作為皇中集團購買一架公務機的獨家購買代理人。皇中集團為國能商業集團有限公司之間接附屬公司，而國能商業集團有限公司為本公司之控股股東，根據上市規則，皇中集團為本公司之關連人士。因此，代理協議下擬交易事項根據上市規則第14A章構成本公司之關連交易。有關進一步詳情載於本公司日期為二零一七年七月二十七日之公告。代理協議下皇中集團向本集團支付之代理費為7.7百萬港元（二零一六財政年度：無）。

DIRECTORS' REPORT

董事會報告

Continuing Connected Transactions

On 14 September 2017, Himalaya Business Aviation Limited (“HBA”), an indirect non wholly-owned subsidiary of the Company and BAA Jet Management Limited (“BAA”), a shareholder of 49% of the equity interest of HBA, entered into the Services Framework Agreement in relation to the provision of the Business Jet Management Services by BAA to HBA, for a period commencing from 15 September 2017 and ending on 31 December 2019. As such, BAA is a connected person of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules. Therefore, the Business Jet Management Services contemplated under the Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. HBA decided to subcontract part of such aircraft management service to BAA in order to reply on the expertise in aircraft management of BAA and thus improve efficiency and cost effectiveness of the provision of such services of the Group. For each of the financial years ending 31 December 2017, 2018 and 2019, it is expected that the amount of service fees which may be charged by BAA for the provision of Business Jet Management Services to HBA shall not exceed US\$3.1 million, US\$11.2 million and US\$11.8 million (which is equivalent to approximately HK\$24.0 million, HK\$87.6 million and HK\$91.9 million) respectively pursuant to the Services Framework Agreement. Further details are set out in the announcement of the Company dated 14 September 2017. During the Period, the service fees charged by BAA for the provision of Business Jet Management Services was HK\$13.0 million (FY2016: nil).

The amount of service fees charged by BAA for provision of Business Jet Management Services did not exceed the corresponding annual cap for the Period as announced by the Company on 14 September 2017.

The independent non-executive Directors has reviewed the above continuing connected transactions and confirmed that the transaction has been entered into ordinary course and usual course of business of the Group, on normal commercial terms and that the terms thereof and the relevant annual caps thereto are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company's auditor was engaged to report the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor's Letter on Continuing Connected Transactions under Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants.

持續關連交易

於二零一七年九月十四日，本公司間接持有之非全資附屬公司喜馬拉雅公務航空有限公司（「喜航公務機」），與持有其49%權益之股東亞聯公務機有限公司（「亞聯」），雙方就亞聯由二零一七年九月十五日開始至二零一九年十二月三十一日期間向喜航公務機提供公務機管理服務訂立服務框架協議。根據上市規則第14A.06(9)條，亞聯為本公司附屬公司層面之關連人士。因此，根據上市規則第14A章，服務框架協議項下擬進行之公務機管理服務將構成本公司之持續關連交易。喜航公務機決定將一部分飛機管理服務轉包予亞聯，依靠其在飛機管理方面的專業知識，從而提高本集團飛機管理服務之效率和成本效益。截至二零一七年、二零一八年及二零一九年十二月三十一日止之各財政年度，亞聯向喜航公務機提供公務機管理服務收取之服務費預計分別不多於3.1百萬美元、11.2百萬美元及11.8百萬美元（分別相當於約24.0百萬港元、87.6百萬港元及91.9百萬港元）。有關進一步詳情載於本公司日期為二零一七年九月十四日之公告。於本期間，亞聯提供公務機管理服務收取之服務費為13.0百萬港元（二零一六財政年度：無）。

亞聯提供公務機管理服務收取之服務費並無超出本公司於二零一七年九月十四日所公佈本期間之相應年度上限。

獨立非執行董事已審閱上述持續關連交易，彼等確認交易乃於本集團的日常及一般業務過程中按正常商業條款訂立，且該等條款及相關年度上限為公平合理及符合本公司及股東的整體利益。

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」，本公司之核數師已就本集團持續關連交易作出報告。

DIRECTORS' REPORT

董事會報告

The auditor has issued an unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions disclosed above by the Group and confirmed that the continuing connected transactions have not been exceeded the annual cap, in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditors' letter has been provided by the Company to the Stock Exchange.

DISCLOSEABLE TRANSACTION

On 9 May 2017, Asian Pacific Capital Company Limited (the "Vendor") and Right Power Ventures Limited, an indirect wholly-owned subsidiary of the Company, the "Purchaser") entered into the agreement relating to the sale and purchase of the ordinary membership of the Chinese Gold & Silver Exchange Society ("CGSE"). As the highest of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the acquisition exceeds 5% but is less than 25%, the acquisition constitutes a discloseable transaction for the Company subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. Further details are set out in the announcement of the Company dated 9 May 2017.

On 6 September 2017, Royal China Bullion Investment Limited ("RCBI"), an indirect wholly-owned subsidiary of the Company, has completed the acquisition of the ordinary membership of the CGSE. Further details are set out in the announcement of the Company dated 6 September 2017.

CORPORATE GOVERNANCE REPORT

Details of the Corporate Governance Report are set out on page 35.

SUFFICIENCY OF PUBLIC FLOAT

As at 10 February 2017, immediately following the close of the Share Offer, 51,315,000 Shares, representing approximately 10.26% of the issued Shares of the Company as at the close of the Share Offer were held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. Since 13 February 2017, dealings in the shares of the Company had been suspended due to insufficient public float and trading in the shares continued to be suspended until sufficient level of public float had been restored.

根據上市規則第14A.56條，核數師已就上述本集團披露之持續關連交易發出無保留意見之函件，當中載有核數師之發現和結論，並確認持續關連交易並無超出年度上限。本公司已向聯交所提供核數師函件副本。

須予披露交易

於二零一七年五月九日，亞洲太和金融有限公司（「賣方」）及正威創投有限公司（本公司之間接全資附屬公司，「買方」）就金銀業貿易場（「貿易場」）普通會籍買賣訂立一份協議。由於就收購事項計算之最高適用的百分比比率（定義見上市規則第14.07條）超過5%，但低於25%，故收購事項構成本公司之須予披露交易，須遵守上市規則第14章項下申報及公告之規定。有關進一步詳情載於本公司日期為二零一七年五月九日之公告。

於二零一七年九月六日，皇中黃金投資有限公司（「皇中黃金」，本公司之間接全資附屬公司）已完成收購金銀業貿易場普通會籍。有關進一步詳情載於本公司日期為二零一七年九月六日之公告。

企業管治報告

企業管治報告的詳情載於第35頁。

公眾持股量之充足性

於二零一七年二月十日，緊隨股份要約截止後，51,315,000股股份（佔於股份要約截止時之本公司已發行股份約10.26%）由公眾持有（定義見上市規則）。因此，當時並未符合上市規則第8.08(1)(a)條所載最低公眾持股量25%之規定。鑑於公眾持股量不足，本公司股份自二零一七年二月十三日起暫停買賣，而股份已繼續暫停買賣直至恢復足夠之公眾持股量水平為止。

DIRECTORS' REPORT

董事會報告

On 6 March 2017, State Energy HK Limited ("State Energy") and Huarong International Capital Limited ("Placing Agent") entered into an agreement, pursuant to which the State Energy has agreed to appoint the Placing Agent as placing agent to place, on a best effort basis, an aggregate of 73,685,000 Shares, representing 14.74% of the issued Shares of Company to investors ("Placing").

Immediately after the completion of the Placing on 28 April 2017 and 9 May 2017, a total of 125,000,000 Shares, representing 25% of the issued Shares of the Company, were held by the public (within the meaning of the Listing Rules). As such public float of the Company had been restored to 25% of the issued Shares of the Company in compliance with Rule 8.08(1)(a) of the Listing Rules.

AUDITORS

The consolidated financial statements for the Period have been audited by HLB Hodgson Impey Cheng Limited, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

DENG Kui
Chairman

Hong Kong, 23 March 2018

於二零一七年三月六日，國能香港有限公司（「國能」）與華融國際融資有限公司（「配售代理」）訂立了一份協議，據此，國能已同意委任配售代理擔任配售代理，以按盡全力基準向投資者配售合共73,685,000股股份（佔本公司已發行股份之14.74%）（「配售事項」）。

緊隨配售事項於二零一七年四月二十八日及於二零一七年五月九日完成後，合共125,000,000股股份（佔本公司已發行股份之25%）由公眾持有（定義見上市規則）。因此，本公司之公眾持股量已恢復至上市規則第8.08(1)(a)條規定之本公司已發行股份之25%。

核數師

本期間之綜合財務報表已經國衛會計師事務所有限公司審核，其將於本公司應屆股東週年大會上退任，惟合資格並願意獲續聘連任。

代表董事會

主席
鄧奎

香港，二零一八年三月二十三日

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. DENG Kui, aged 38, has been appointed as an executive Director, Chairman of the Board, chairman and member of the nomination committee (the "Nomination Committee") of the Company and an authorized representative of the Company with effect from 6 July 2017. Mr. DENG is primarily responsible for formulating the Group's overall strategic planning and directions.

Mr. DENG has worked in aviation and finance related fields for a number of years and has extensive experience in banking and innovation finance, mergers and acquisitions, and aviation-related investments. Mr. DENG had served as a member of the senior management of CITIC Bank Shanghai Branch. From May 2016 to June 2017, Mr. DENG was the General Manager of Shanghai Huaxin Group (Hong Kong) Limited.

Mr. DENG is a general committee member of the Fourteenth Term of Office of the Hong Kong Chinese Enterprises Association, a member of the 11th Shanghai Youth Federation, a vice chairman of Hong Kong Hubei Fraternity and an executive council member of Hubei Chinese Overseas Friendship Association. Mr. DENG obtained a Master's degree of engineering in Software Engineering from Northwestern Polytechnical University.

Mr. LIU Yong Sheng, aged 48, has appointed as an executive Director, Chief Executive Officer of the Company with effect from 28 March 2017. Mr. LIU was Chairman of the Board, chairman of the nomination committee and an authorized representative of the Company from 28 March 2017 to 6 July 2017. Mr. LIU is primarily responsible for managing overall business operations.

Mr. LIU has over 25 years of experience in the aviation industry and has held managerial positions in a number of aviation companies. Before joining the Company, Mr. LIU was the vice-president of Joy Air Holdings Limited (幸福航空控股有限公司), which is a member of Aviation Industry Corporation of China (中國航空工業集團公司), from January 2013 to March 2017, being responsible for strategic planning, capital operation and aviation business operation.

Mr. LIU received a Bachelor's Degree in Engineering from Civil Aviation College of China (中國民用航空學院) (currently known as Civil Aviation University of China (中國民航大學)) in 1992 majoring in thermal power machinery and equipment and a Master of Science Degree in systems science from University of Ottawa in 2003.

執行董事

鄧奎先生，38歲，自二零一七年七月六日起獲委任為執行董事、董事會主席、提名委員會（「提名委員會」）主席及成員及本公司之授權代表。鄧先生主要負責制訂本集團之整體戰略規劃及方向。

鄧先生在航空與金融相關領域工作多年，在銀行及創新金融、專案併購、航空相關領域投資上有豐富經驗。鄧先生曾擔任中信銀行上海分行中高級管理人員。於二零一六年五月至二零一七年六月期間，鄧先生擔任上海華信集團（香港）有限公司總經理。

鄧先生現任香港中國企業協會第十四屆會董會會董、第十一屆上海青年聯合會委員，香港湖北聯誼會副會長及湖北海外聯誼會常務理事。鄧先生取得西北工業大學軟件工程工程碩士學位。

劉永生先生，48歲，自二零一七年三月二十八日起獲委任為執行董事及本公司首席執行官。劉先生於二零一七年三月二十八日至二零一七年七月六日期間擔任董事會主席、提名委員會主席及本公司之授權代表。劉先生主要負責管理整體業務營運。

劉先生在航空業有超過25年的經驗，並曾擔任多家航空公司的管理職位。加入本公司前，劉先生於二零一三年一月至二零一七年三月期間擔任中國航空工業集團公司旗下幸福航空控股有限公司的副總裁，負責戰略規劃、資本運作及航空業務運作。

劉先生於一九九二年取得中國民用航空學院（現稱為中國民航大學）工程學士學位，主修熱能動力機械及裝備專業，以及於二零零三年取得渥太華大學系統科學碩士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. ZHOU Hucheng, aged 38, has been appointed as an executive Director with effect from 28 March 2017. Mr. ZHOU is primarily responsible for public relations and general administration.

Mr. ZHOU has over 12 years of experience in the media industry and has held a managerial position at a leading newspaper group in the People's Republic of China. Before joining the Company, Mr. ZHOU was the press spokesman of LeEco (樂視控股集團) from December 2015 to March 2017, being responsible for public relations.

Mr. ZHOU received a Bachelor's Degree from Huazhong University of Science and Technology (華中科技大學) in 2004 majoring in journalism and a Master of Public Administration from Nanyang Technological University in 2014. Mr. ZHOU was appointed as a visiting professor of Seoul Media Institute of Technology from March 2017 to February 2018.

Mr. LEONG Hing Loong Rudoff, aged 50, was appointed as a Director on 19 January 2015, and was re-designated as an executive Director on 24 April 2015. Mr. LEONG is primarily responsible for managing business operation and client relationship in the business of design, fit out and decoration. Mr. LEONG is the spouse of Ms. CHEW Christina Mooi Chong, an executive Director of the Company.

Mr. LEONG has over 28 years of experience in architectural design, and interior design and fit out with most of such experience gained in Hong Kong. Prior to the establishment of the Group, Mr. LEONG had developed his career in architectural practices in both Australia and Hong Kong. Mr. LEONG has worked for our Group for over 20 years since the commencement of business of LCL Architects Limited in 1996.

Mr. LEONG obtained a Bachelor's Degree in Architecture from the University of Western Australia in Australia in December 1989. He has been a member of The Hong Kong Institute of Architects and an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1992. He has been a registered architect in Hong Kong since 1992. He was also a Chartered International Member of the Royal Institute of British Architects from 1992 to 2012. He is also currently a Hong Kong authorised person (architect).

周虎城先生，38歲，自二零一七年三月二十八日起獲委任為執行董事。周先生主要負責公共關係及一般行政事務。

周先生在傳媒業有超過12年的經驗，曾在中華人民共和國的一家領先的報業集團擔任管理職位。在加入本公司之前，周先生於二零一五年十二月至二零一七年三月期間擔任樂視控股集團的新聞發言人，主要負責公共關係。

周先生於二零零四年取得華中科技大學學士學位，主修新聞專業，以及於二零一四年取得南洋理工大學公共管理碩士學位。周先生於二零一七年三月至二零一八年二月期間獲委任為首爾媒體研究院大學客座教授。

梁興隆先生，50歲，於二零一五年一月十九日獲委任為董事，並於二零一五年四月二十四日獲調任為執行董事。梁先生主要負責管理業務運作及管理設計、裝修及裝飾業務的客戶關係。梁先生為本公司執行董事周梅莊女士的配偶。

梁先生擁有逾28年建築設計、室內設計及裝修經驗，大部分經驗在香港累積。於本集團成立前，梁先生在澳洲及香港發展其建築師事業。自林周梁建築師有限公司於一九九六年開業以來，梁先生已在本集團工作逾20年。

梁先生於一九八九年十二月於澳洲西澳大學取得建築學學士學位。彼自一九九二年四月起為香港建築師學會會員及皇家澳洲建築師學會(前稱澳洲建築師學會)一級海外會員。彼自一九九二年起成為香港註冊建築師。彼亦於一九九二年至二零一二年為英國皇家建築師學會特許國際會員。彼現時亦為香港認可人士(建築師)。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Ms. CHEW Christina Mooi Chong, aged 51, was appointed as a Director on 24 April 2015, and was re-designated as an executive Director on 24 April 2015. Ms. CHEW is primarily responsible for overseeing the daily operation of our Group's business of design, fit out and decoration ("DFD"), including generating and guiding design concepts, and supervising the sales department of our Group's DFD business. Ms. CHEW is the spouse of Mr. LEONG Hing Loong Rudoff, an executive Director of the Company.

Ms. CHEW has over 28 years of experience in architectural design, and interior design and fit out with most of such experience gained in Hong Kong. Prior to the establishment of the Group, Ms. CHEW had developed her career in architectural practices in Australia and Hong Kong. Ms. CHEW has worked for our Group for over 20 years since the commencement of business of LCL Architects Limited in 1996.

Ms. CHEW obtained a Bachelor's Degree in Applied Science (Architecture) and a Bachelor's Degree in Architecture in February 1988 and February 1990 respectively from Curtin University of Technology (Western Australia). She has been a member of The Hong Kong Institute of Architects since June 1994. She has also been an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1994, a Chartered International Member of the Royal Institute of British Architects since March 1995, a registered architect in Hong Kong and an authorised person (architect) in Hong Kong since January 1995.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LIU Gang, aged 56, has been appointed as an independent non-executive Director with effect from 10 February 2017. Mr. LIU is also the chairman of the remuneration committee (the "Remuneration Committee") and a member of the audit committee (the "Audit Committee") of the Company.

Mr. LIU has over 20 years of experience in the aviation industry. From 1995 to 2016, Mr. LIU held various managerial positions at different branches and offices of China Eastern Airlines Corporation Limited (中國東方航空公司), including the positions as the general manager of the Jiangsu branch from 2011 to 2016 and of the Wuhan branch from 2009 to 2011.

Mr. LIU was accredited as a senior economist in China in October 2013. Mr. LIU received a degree of Executive Master of Business Administration from Fudan University (復旦大學) in June 2011. Mr. LIU was also a member of the Chinese People's Political Consultative Conference Jiangsu Committee* (中國人民政治協商會議江蘇省委員會).

周梅莊女士，51歲，於二零一五年四月二十四日獲委任為董事，並於二零一五年四月二十四日獲調任為執行董事。周女士主要負責監管本集團設計、裝修及裝飾（「設計、裝修及裝飾」）業務的日常運作，包括創作及指導設計概念，以及監督本集團設計、裝修及裝飾業務的銷售部門。周女士為本公司執行董事梁興隆先生的配偶。

周女士擁有逾28年建築設計、室內設計及裝修經驗，大部分經驗在香港累積。於本集團成立前，周女士在澳洲及香港發展其建築師事業。自林周梁建築師有限公司於一九九六年開業以來，周女士已在本集團工作逾20年。

周女士分別於一九八八年二月及一九九零年二月於科廷科技大學（西澳）取得應用科學（建築學）學士學位及建築學學士學位。彼自一九九四年六月起成為香港建築師學會會員。彼亦自一九九四年四月起成為皇家澳洲建築師學會（前稱澳洲建築師學會）一級海外會員、自一九九五年三月起為英國皇家建築師學會特許國際會員，自一九九五年一月起為香港註冊建築師及香港認可人士（建築師）。

獨立非執行董事

劉綱先生，56歲，自二零一七年二月十日起獲委任為獨立非執行董事。劉先生亦為本公司薪酬委員會（「薪酬委員會」）主席，以及審核委員會（「審核委員會」）之成員。

劉先生於航空業擁有逾20年經驗。自一九九五年至二零一六年，劉先生曾於中國東方航空有限公司旗下不同分公司及辦事處擔任不同的管理職位，包括於二零一一年至二零一六年在江蘇分公司以及於二零零九年至二零一一年在武漢分公司出任總經理。

劉先生於二零一三年十月獲認定為中國高級經濟師，以及於二零一一年六月取得復旦大學高級管理人員工商管理碩士學位。劉先生曾為中國人民政治協商會議江蘇省委員會委員。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. YU Haizong, aged 53, has been appointed as an independent non-executive Director with effect from 10 February 2017. Mr. YU is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. YU is a chartered public accountant (non-practicing) in the PRC, and a member of the Chartered Public Accountant Further Education Committee of Sichuan Association of Chartered Public Accountants (四川省註冊會計師協會CPA後續教育委員會), and a professor and doctoral supervisor of the Accounting Faculty of Southwestern University of Finance and Economics (西南財經大學) in Chengdu, Sichuan, and is also the head of its Auditing Department. Mr. YU was previously a chartered public accountant at different accountancy firms in the PRC from 1994 to 2000.

Mr. Yu is or was an independent non-executive director of the following companies:

余海宗先生，53歲，自二零一七年二月十日起獲委任為獨立非執行董事。余先生亦為審核委員會主席，以及薪酬委員會及提名委員會之成員。

余先生為中國認證的註冊會計師(非執業)、四川省註冊會計師協會CPA後續教育委員會成員、四川省成都市西南財經大學會計學系教授及博士生導師，亦是該校審計系系主任。余先生曾於一九九四年至二零零零年於中國不同的會計師事務所擔任註冊會計師。

余先生於以下公司擔任或曾擔任獨立非執行董事：

Company name 公司名稱	Place of listing 上市地	Stock code 股份代號	Period of directorship 董事任期
China Vanadium Titano-Magnetite Mining Company Limited 中國鈦鈹磁鐵礦業有限公司	Stock Exchange 聯交所	00893	September 2009 to date 二零零九年 九月至今
Sichuan Expressway Company Limited 四川成渝高速公路股份有限公司	Stock Exchange 聯交所	00107	March 2013 to date 二零一三年 三月至今
	Shanghai Stock Exchange 上海證券交易所	601107	
Chengdu Tianxing Instruments (Group) Co., Limited* 成都天興儀錶股份有限公司	Shenzhen Stock Exchange 深圳證券交易所	000710	June 2012 to June 2015 二零一二年 六月至 二零一五年六月
Sichuan Jiuzhou Electric Appliance Co., Limited* 四川九洲電器股份有限公司	Shenzhen Stock Exchange 深圳證券交易所	000801	May 2014 to date 二零一四年 五月至今

* For identification purpose

* 僅供識別

Mr. YU obtained a Master's Degree in economics (accounting) in December 1992 and a Doctoral Degree in management (accounting) in March 2002, both from Southwestern University of Finance and Economics (西南財經大學).

余先生於一九九二年十二月取得會計經濟學碩士學位，以及於二零零二年三月取得會計管理學博士學位，兩者均由西南財經大學頒授。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Ms. AN Yiqing, aged 49, has been appointed as an independent non-executive Director with effect from 10 February 2017. Ms. AN is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Ms. AN has been a qualified lawyer in the PRC and has over 20 years of experience in the legal industry in the PRC. Ms. AN has worked in different law firms in the PRC since December 1996 and has been a partner at Shanghai A&Z Law Firm (上海里格律師事務所) since March 2004.

Ms. AN obtained a Bachelor's Degree in foreign language from Takushoku University in Japan in March 1993 and a Doctoral Degree in business administration from the University of Nice Sophia Antipolis in France in December 2015. Ms. AN is also a member of the Chinese People's Political Consultative Conference Shanghai Committee* (中國人民政治協商會議上海市委員會).

SENIOR MANAGEMENT

Mr. ZHU Ben Yu, aged 45, was appointed as Chief Financial Officer, Company Secretary and authorised representative of the Company on 27 February 2017. Mr. ZHU is primarily responsible for overseeing the overall financial management of our Group and company secretarial matters.

Mr. ZHU obtained a Bachelor's Degree of Business Administration and Executive Master of Business Administration from The Chinese University of Hong Kong. Mr. ZHU is a fellow member of the Association of Chartered Certified Accountants, a member of Hong Kong Institute of Certified Public Accountants and a Chartered Accountant of Chartered Accountants Australia and New Zealand. Mr. ZHU has over 20 years of experience in financial management, corporate finance and auditing. Mr. ZHU was chief financial officers, financial controllers and company secretary of several companies listed on the main board of the Stock Exchange.

安翊青女士，49歲，自二零一七年二月十日起獲委任為獨立非執行董事。安翊青女士亦為審核委員會、薪酬委員會及提名委員會之成員。

安翊青女士為中國合資格律師，並於中國法律界已有逾20年經驗。安女士自一九九六年十二月起任職於中國不同的律師事務所，並自二零零四年三月起，擔任上海里格律師事務所合夥人。

安女士於一九九三年三月取得日本拓殖大學外語學士學位，並於二零一五年十二月取得法國尼斯大學工商管理博士學位。安女士亦為中國人民政治協商會議上海市委員會委員。

高級管理層

朱本宇先生，45歲，於二零一七年二月二十七日獲委任為本公司首席財務官、公司秘書及授權代表。朱先生主要負責監督本集團的整體財務管理及公司秘書事宜。

朱先生持有香港中文大學工商管理學士學位及行政人員工商管理碩士學位。朱先生為英國特許公認會計師公會的資深會員、香港會計師公會會員及擁有澳洲及新西蘭特許會計師公會的特許會計師資格。朱先生擁有逾二十年之財務管理、企業融資及核數經驗。朱先生曾先後在多間於聯交所主板上市的公司任職首席財務官、財務總監及公司秘書。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and responsibility. The Board comprises five executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 14 to the Listing Rules. During the Period and up to the date of this report, the Company has complied with the code provisions under the CG Code, with the deviation that during the period from 28 March 2017 to 5 July 2017, the roles of the chairman of the Board (the “Chairman”) and the chief executive officer of the Company (the “CEO”) have not been segregated as required by code provision A.2.1 of the CG Code, and that certain independent non-executive Directors failed to attend certain general meetings of the Company held during the Period, for details of which are disclosed in section headed “Board Committees” below.

With effect from 6 July 2017, Mr. LIU Yong Sheng has ceased to be, and Mr. DENG Kui has been appointed as, the Chairman. Mr. LIU Yong Sheng remains as an executive Director and CEO. The code of provision A.2.1 of the CG Code is therefore complied with.

During the Period, certain independent non-executive Directors failed to attend certain general meetings of the Company due to personal commitment. The Company confirmed that due notice of these meetings had been given to the Directors and that the Directors had been furnished with agendas and minutes of these meetings in order to be keep informed of the views of the shareholders of the Company.

The Company periodically reviews its corporate governance practices to ensure that it continues to meet the requirements under the Code Provisions.

MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Directors have adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in dealing in the Company’s securities. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the Period.

企業管治常規守則

本公司一直致力保持高水平企業管治，以保障本公司股東權益及提升企業價值及責任。董事會由五名執行董事及三名獨立非執行董事組成。董事會已採納上市規則附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。於本期間及直至本報告日期，本公司已遵守企業管治守則下之守則條文，惟於二零一七年三月二十八日至二零一七年七月五日之期間內，本公司董事會主席（「主席」）及首席執行官（「首席執行官」）的角色並未按企業管治守則內守則條文第A.2.1條予以區分之偏離規定情況，以及若干獨立非執行董事未有出席於本期間內舉行之本公司若干股東大會（詳情載於下文「董事委員會」一節）除外。

由二零一七年七月六日起，劉永生先生不再出任主席而鄧奎先生獲委任為主席。劉永生先生繼續擔任執行董事及首席執行官。因此已遵守企業管治守則之守則條文第A.2.1條。

於本期間，若干獨立非執行董事因個人承擔而未能出席本公司若干股東大會。本公司確認，已向董事發出有關會議的適當通知，而董事已獲提供有關會議的議程及會議記錄，以便知悉本公司股東的看法。

本公司定期檢討其企業管治常規，確保其繼續符合守則條文之規定。

董事進行證券交易之標準守則

董事已採納上市規則附錄十所載之標準守則，作為董事買賣本公司證券之操守守則。向全體董事進行具體查詢後，全體董事已確認彼等於本期間已全面遵守標準守則所載之必守交易準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board has established three board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a “Board Committee” and collectively the “Board Committees”), to oversee different areas of the Company’s affairs.

The Board currently comprises five executive Directors, namely Mr. DENG Kui, Mr. LIU Yong Sheng, Mr. ZHOU Hucheng, Mr. LEONG Hing Loong Rudoff and Ms. CHEW Christina Mooi Chong and three independent non-executive Directors, namely, Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing. The posts of Chairman and Chief Executive Officer of the Company are separately held by Mr. DENG Kui and Mr. LIU Yong Sheng, respectively, to maintain an segregation of duties between the Chairman’s responsibility to manage the Board and the Chief Executive Officer’s responsibility to manage the Group’s business and oversee the management.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Profile of Directors and Senior Management” on pages 30 to 34 in this annual report. A list of the Directors identifying their roles and functions is available on the Stock Exchange’s and the Company’s websites.

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organisations. These interests are updated on an annual basis and when necessary.

董事會

董事會致力為本公司提供有效及負責任之領導。董事須個別及共同地為本公司及其股東之最佳利益真誠行事。董事會已設立三個董事委員會（即審核委員會、薪酬委員會及提名委員會（各自稱為「董事委員會」及統稱為該等「董事委員會」），以監督本公司不同範疇之事務。

董事會目前包括五名執行董事，即鄧奎先生、劉永生先生、周虎城先生、梁興隆先生及周梅莊女士；以及三名獨立非執行董事，即劉鋼先生、余海宗先生及安翊青女士。本公司主席及首席執行官職位分別由鄧奎先生及劉永生先生擔任，主席負責管理董事會而首席執行官負責管理本集團業務及監督管理層，以維持職責之間的分工。

彼等之履歷詳情及（如適用）彼等之家屬關係載於本年報第30至34頁「董事及高級管理層履歷」一節。列明董事角色及職能之董事名單可於聯交所及本公司網站查閱。

董事會制定本集團之整體目標及策略、監察及評估其營運及財務表現並審閱本集團之企業管治準則。其亦就年度及中期業績、主要交易、董事委任或續聘、投資政策、股息及會計政策等事宜作出決定。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務之日常營運。董事會定期檢討所委派職能及權力以確保有關委派仍屬合適。

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任之董事或其他職務，有關利益申報每年及於需要時更新。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to provision D.3.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

BOARD PROCEEDINGS

Regular board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular board meetings.

Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at board meetings and abstain from voting on the related board resolutions as appropriate.

Minutes of meetings of the Board and Board Committees are kept by the Company Secretary in sufficient details of the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring the Board procedures are followed.

企業管治職能

董事會根據其企業管治守則第D.3.1條履行本公司的企業管治職能，其中包括(a)制定及檢討本公司的企業管治政策及常規並向董事會提出推薦建議；(b)檢討及監察本集團董事及高級管理層的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事的操守準則及合規手冊(如有)；及(e)檢討本公司企業管治守則的遵守情況及在本公司年報的企業管治報告內的相關披露。

董事會程序

董事會定期每季度舉行會議，並於有需要時召開額外會議，以商討整體策略方針、本集團的營運、財務表現及批准中期及年度業績及其他重大事宜。就定期會議而言，董事會成員於舉行相關會議前最少14天接獲通知，而議程(連同開會文件)於相關會議舉行前最少3天送呈各董事。董事可向主席或公司秘書建議於定期董事會會議議程內增加事項。

董事會在董事會會議考慮任何動議或交易時，董事須申報其直接或間接利益(如有)，並在適當情況下就相關董事會決議案放棄投票。

董事會及董事委員會的會議記錄由公司秘書負責保存，其中包括會議所考慮事項及所作出決定的足夠詳情，包括所表達反對意見，而有關記錄可公開由任何董事於合理通知下查閱。於董事會會議召開後合理時間內，全體董事均獲發會議記錄的初稿和定稿，以供彼等提供意見和記錄存檔。

為確保遵守董事會程序，全體董事皆可向公司秘書尋求建議及服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD MEETINGS

The Board held 13 Board meetings during the Period. The attendance of each Director at the Board meetings is set out in the paragraph headed “Board Committees” below. During the Period under review, the Board reviewed the disclosures in the Corporate Governance Report to ensure compliance.

DIRECTORS’ AND OFFICERS’ INSURANCE

Appropriate insurance coverage has been arranged in respect of indemnification against costs, charges, losses, expenses and liabilities that may be incurred by the Directors and officers of the Company in the execution and discharge of their duties.

DIRECTORS’ CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. They have to participate in continuous professional development through internal or external training organised by the Company. During the Period, the Company organised a training session relating to connected transactions under the Listing Rules to each of the Directors. All directors attended the training and complied with the requirement of the CG Code on continuous professional development during the Period.

Every newly appointed Director will receive an induction to ensure that he has a proper understanding of the business and operations of the Group and that he is fully aware of his duties and responsibilities as a director under applicable rules and requirements.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the Shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

董事會會議

於本期間，董事會舉行13次董事會會議。各董事之董事會會議出席記錄載於下文「董事會委員會」一段。於回顧期間，董事會已審閱企業管治報告所載之披露。

董事及高級人員保險

本公司已就彌償本公司董事及高級人員於執行及履行彼等之職責時可能產生之成本、支出、損失、開支及負債安排合適保險。

董事之持續培訓及專業發展

全體董事知悉彼等對股東的責任，履行彼等的職責時已傾注其關注、技術及勤勉，以謀求本集團之發展。彼等須透過本公司組織之內部或外部培訓參與持續專業發展。於本期間，本公司為各董事籌辦有關上市規則項下之關連交易之培訓環節。於本期間內，全體董事均有出席符合企業管治守則關於持續專業發展之培訓及遵守有關規定。

每位新獲委任之董事均獲提供必要的就職資料，以確保其對本集團的業務及營運有適當的認識，並充分理解其於適用法例及法規下的職責及責任。

獨立非執行董事之獨立性

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團整體利益。彼等於董事會及其委員會上積極提供獨立及客觀的意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

In compliance with rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. One of the independent non-executive Directors namely, Mr. YU Haizong, has the appropriate professional qualifications, or accounting or related financial management expertise as required by rule 3.10(2) of the Listing Rules.

The Company has received from each of the independent non-executive Directors a written confirmation of his independence and has satisfied itself of such independence in accordance with the independent guidelines as set out in rule 3.13 of the Listing Rules.

BOARD COMMITTEES

The Board is supported by three committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the respective websites of the Stock Exchange and the Company.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

(i) Audit committee

As at 31 December 2017 and the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Mr. YU Haizong, Mr. LIU Gang and Ms. AN Yiqing. Mr. YU Haizong, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The principal duties of the Audit Committee are to assist the Board in reviewing and supervising the financial reporting and internal control system. The Audit Committee also provides an important link between the Board and the Company's external auditors in matters within the scope of the financial audit of the Group.

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中一名獨立非執行董事余海宗先生具備合適專業資格或會計或相關財務管理專業知識。

本公司已根據上市規則第3.13條所載獨立指引，自各獨立非執行董事收取獨立性確認書，並信納全體獨立非執行董事均屬獨立。

董事委員會

董事會獲得三個委員會（即審核委員會、提名委員會及薪酬委員會）支援。各董事委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於聯交所及本公司各自的網站可供查閱。

所有董事委員會均獲提供足夠資源以履行其職責，包括於被視為有需要時取得管理或專業意見。

(i) 審核委員會

於二零一七年十二月三十一日及本報告日期，審核委員會包括三名獨立非執行董事（即余海宗先生、劉鋼先生及安翊青女士）。余海宗先生具備適當專業資格及於會計事務之經驗，獲委任為審核委員會主席。

審核委員會之主要職責為協助董事會審閱及監督財務申報及內部控制制度。審核委員會亦就本集團財務審核範圍內之事項擔當董事會與本公司外聘核數師之重要溝通橋樑。

CORPORATE GOVERNANCE REPORT

企業管治報告

There were 4 meetings of the Audit Committee held during the Period. The attendance of each member at the Audit Committee meetings is set out on page 41. During the Period under review, the members of the Audit Committee reviewed the accounting principles and practices adopted by the Group, reviewed the consolidated financial statements of the Group for the six months ended 31 March 2017, the nine months ended 30 June 2017 and for the Period and discussed the internal controls together with the management.

(ii) Remuneration committee

As at 31 December 2017 and the date of this report, the Remuneration Committee comprised three independent non-executive Directors, namely Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing. Mr. LIU Gang is the chairman of the Remuneration Committee. The Remuneration Committee makes recommendations to the Board on, among other matters, our Company's policy and structure for the remuneration of all Directors and senior managements, and the remuneration packages for all executive Directors and senior management.

There was 7 meeting of the Remuneration Committee held during the Period. The attendance of each member at the Remuneration Committee meeting is set out on page 41. During the Period under review, the members of the Remuneration Committee reviewed the existing remuneration policy and package of all existing Directors and senior management.

Particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 10 to the consolidated financial statements.

於本期間，審核委員會曾舉行4次會議。各成員之審核委員會會議出席記錄載於第41頁。於回顧期間，審核委員會成員已審閱本集團採納之會計原則及慣例、審閱本集團截至二零一七年三月三十一日止六個月、截至二零一七年六月三十日止九個月及本期間之綜合財務報表及與管理層討論內部控制。

(ii) 薪酬委員會

於二零一七年十二月三十一日及本報告日期，薪酬委員會包括三名獨立非執行董事（即劉鋼先生、余海宗先生及安翊青女士）。劉鋼先生為薪酬委員會主席。薪酬委員會就（其中包括）本公司全體董事及高級管理層薪酬之政策及架構以及全體執行董事及高級管理層之薪酬待遇向董事會作出推薦建議。

於本期間，薪酬委員會曾舉行7次會議。各成員之薪酬委員會會議出席記錄載於第41頁。於回顧期間，薪酬委員會成員檢討全體現有董事及高級管理層之薪酬政策及待遇。

根據上市規則附錄十六將須披露之有關董事薪酬及五名最高薪僱員之詳情載於綜合財務報表附註10。

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(iii) Nomination committee

As at 31 December 2017 and date of this report, the Nomination Committee comprised two independent non-executive Directors and one executive Director, namely Mr. YU Haizong, Ms. AN Yiqing and Mr. DENG Kui. Mr. DENG Kui is the Chairman of the Nomination Committee. The Nomination Committee has the responsibility to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to identify individuals suitably qualified to become members of the Board in accordance with the board diversity policy. It is also responsible for assessing the independence of independent non-executive directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.

There was 3 meeting of the Nomination Committee held during the Period. The attendance of each member at the Nomination Committee meeting is set out below. During the Period under review, the members of the Nomination Committee reviewed the structure, size and composition of the Board and reviewed the objectives set for implementing the board diversity policy.

The individual attendance records of each Director at the physical meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee and at the general meeting and extraordinary general meeting of the Company during the Period are set out below:

(iii) 提名委員會

於二零一七年十二月三十一日及本報告日期，提名委員會包括兩名獨立非執行董事及一名執行董事（即余海宗先生、安翊青女士及鄧奎先生）。鄧奎先生為提名委員會主席。提名委員會有責任至少每年檢討董事會之架構、規模及組成（包括技能、知識及經驗），並根據董事會成員多元化政策識別具備適當資格之人士加入董事會。其亦負責評估獨立非執行董事之獨立性，並就與董事委任或續聘以及董事繼任計劃有關之相關事項向董事會作出推薦建議。

於本期間，提名委員會曾舉行3次會議。各成員之提名委員會會議出席記錄載於下文。於回顧期間，提名委員會成員檢討董事會之架構、規模及組成，並檢討實施董事會成員多元化政策所設定之目標。

於本期間，各董事出席董事會、審核委員會、薪酬委員會及提名委員會會議以及本公司股東大會及股東特別大會之個別出席記錄載列如下：

Number of physical meetings attended/held during the Period
於本期間內出席/舉行之會議數目

Name of Directors 董事姓名		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General Meeting 股東大會	Extraordinary General Meeting 股東特別大會
Mr. DENG Kui (Note)	鄧奎先生(附註)	5/13	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LIU Yong Sheng (Note)	劉永生先生(附註)	9/13	N/A 不適用	N/A 不適用	1/3	N/A 不適用	N/A 不適用
Mr. ZHOU Hucheng (Note)	周虎城先生(附註)	9/13	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LEONG Hing Loong Rudoff (Note)	梁興隆先生(附註)	13/13	N/A 不適用	1/7	1/3	1/1	1/1
Ms. CHEW Christina Mooi Chong	周梅莊女士	12/13	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Mr. LIU Gang (Note)	劉鋼先生(附註)	8/13	3/4	5/7	N/A 不適用	N/A 不適用	0/1
Mr. YU Haizong (Note)	余海宗先生(附註)	12/13	3/4	6/7	2/3	N/A 不適用	1/1
Ms. AN Yiqing (Note)	安翊青女士(附註)	10/13	2/4	5/7	1/3	N/A 不適用	1/1
Mr. YANG Yong (Note)	楊勇先生(附註)	3/13	N/A 不適用	N/A 不適用	1/3	N/A 不適用	1/1
Mr. ZHAO Dianqing (Note)	趙殿慶先生(附註)	3/13	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. SHIH Steven Chun Ning (Note)	施振寧先生(附註)	1/13	N/A 不適用	N/A 不適用	N/A 不適用	1/1	N/A 不適用
Mr. TANG Hamilton Ty (Note)	唐維鐘先生(附註)	1/13	1/4	1/7	1/3	0/1	N/A 不適用
Mr. LEE Frank King-ting (Note)	李敬天先生(附註)	1/13	1/4	1/7	1/3	1/1	N/A 不適用
Mr. HO Hin Yip (Note)	何衍業先生(附註)	1/13	1/4	N/A 不適用	N/A 不適用	1/1	N/A 不適用

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Note:

Mr. DENG Kui has been appointed as an executive Director, Chairman of the Board, chairman and a member of the Nomination Committee on 6 July 2017.

Mr. LIU Yong Sheng has been appointed as an executive Director, Chairman of the Board, chairman and a member of the Nomination Committee on 28 March 2017 and ceased to be Chairman of the Board, chairman and a member of Nomination Committee on 6 July 2017.

Mr. ZHOU Hucheng has been appointed as an executive Director on 28 March 2017.

Mr. LEONG Hing Loong Rudoff resigned as Chairman of the Board, a member of the Nomination Committee and the Remuneration Committee on 10 February 2017.

Mr. LIU Gang has been appointed as an independent non-executive Director and chairman of the Remuneration Committee and a member of the Audit Committee on 10 February 2017.

Mr. YU Haizong has been appointed as an independent non-executive Director, chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee on 10 February 2017.

Ms. AN Yiqing was appointed as an independent non-executive director, a member of the Audit Committee, the Nomination Committee and the Remuneration on 10 February 2017.

Mr. YANG Yong was appointed as an executive Director, Chairman of the Board, chairman of the Nomination Committee on 10 February 2017 and resigned as an executive Director, Chairman of the Board, chairman of the Nomination Committee on 28 March 2017.

Mr. ZHAO Dianqing was appointed as an executive Director on 10 February 2017 and resigned as an executive Director on 28 March 2017.

Mr. SHIH Steven Chun Ning resigned as an executive Director on 10 February 2017.

Mr. TANG Hamilton Ty resigned as an independent non-executive Director, chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee on 10 February 2017.

Mr. LEE Frank King-ting resigned as an independent non-executive Director, chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee on 10 February 2017.

Mr. HO Hin Yip resigned as an independent non-executive Director and chairman of the Audit Committee on 10 February 2017.

Pursuant to Code Provision A.6.7, the independent non-executive directors and non-executive directors should attend general meetings and develop a balanced understanding of the views of Shareholders. At the annual general meeting held on 26 January 2017, Mr. TANG Hamilton Ty, an independent non-executive Director of the Company, was unable to attend that meeting due to other business engagement. At the extraordinary general meeting of the Company held on 17 March 2017, Mr. LIU Gang, an independent non-executive Director was unable to attend that meeting due to other business engagement. Nevertheless, the Board believes that the presence of other Directors was able to allow the Board to understand the views of the Shareholders and answer all questions raised by them at the general meeting and extraordinary general meeting.

附註：

鄧奎先生於二零一七年七月六日獲委任為執行董事、董事會主席，以及提名委員會主席及成員。

劉永生先生於二零一七年三月二十八日獲委任為執行董事、董事會主席，以及提名委員會主席及成員，並已於二零一七年七月六日不再出任董事會主席，以及提名委員會主席及成員。

周虎城先生於二零一七年三月二十八日獲委任為執行董事。

梁興隆先生於二零一七年二月十日辭任董事會主席，以及提名委員會成員及薪酬委員會成員。

劉鋼先生於二零一七年二月十日獲委任為獨立非執行董事、薪酬委員會主席及審核委員會成員。

余海宗先生於二零一七年二月十日獲委任為獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。

安翊青女士於二零一七年二月十日獲委任為獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。

楊勇先生於二零一七年二月十日獲委任為執行董事、董事會主席及提名委員會主席，並已於二零一七年三月二十八日辭任執行董事、董事會主席及提名委員會主席。

趙殿慶先生於二零一七年二月十日獲委任為執行董事並已於二零一七年三月二十八日辭任執行董事。

施振寧先生於二零一七年二月十日辭任執行董事。

唐維鍾先生於二零一七年二月十日辭任獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。

李敬天先生於二零一七年二月十日辭任獨立非執行董事、提名委員會主席、審核委員會成員及薪酬委員會成員。

何衍業先生於二零一七年二月十日辭任獨立非執行董事及審核委員會主席。

根據守則條文第A.6.7條，獨立非執行董事及非執行董事應出席股東大會並對股東意見有公正的了解。於二零一七年一月二十六日舉行的股東週年大會上，本公司獨立非執行董事唐維鍾先生因其他業務承擔而未能出席該大會。於二零一七年三月十七日舉行的本公司股東特別大會上，本公司獨立非執行董事劉鋼先生因其他業務承擔而未能出席該大會。儘管如此，董事會相信其他董事的出席能夠讓董事會了解股東的意見，並在股東大會和股東特別大會上回答股東的所有提問。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors of the Company has entered into a service contract with the Company for an initial term of three years commencing from the date of appointment and will continue thereafter until terminated by not less than three months' notice in writing served by either party. Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial term of three years commencing from the date of appointment. Each of the Directors will be subject to retirement and re-election at annual general meeting of the Company in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a director either by the Shareholders in general meeting or by the Board. Any directors appointed by the Board as additional directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the Shareholders. In addition, all directors are required to retire by rotation at least once every three years at the annual general meeting of the Company, and are eligible for re-election by the Shareholders.

BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and adopted a board diversity policy. The board diversity policy sets out that the Company should endeavour to ensure that its Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

COMPANY SECRETARY

Mr. ZHU Ben Yu has been appointed as company secretary of the Company since February 2017. He fulfills the requirement under rule 3.28 of the Listing Rules. He is responsible for advisory the Board on corporate governance matters. During the Period, he has taken over 15 hours of relevant professional training.

委任及重選董事

本公司各執行董事已與本公司訂立服務合約，初步任期為自獲委任日期起計三年，其後將會續任，直至任何一方向另一方作出不少於三個月書面通知終止。各獨立非執行董事均與本公司訂立委任函，初步任期為自獲委任日期起計三年。各董事須根據本公司的組織章程細則於本公司股東週年大會退任及重選。

根據本公司的組織章程細則，任何人士均可由股東於股東大會上或由董事會委任為董事。任何獲董事會委任為新增董事或委任以填補臨時空缺的董事的任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每隔三年於本公司股東週年大會上輪值退任，並符合資格由股東重選。

董事會成員多元化政策

本公司認同及接納董事會成員多元化以提升其表現質量所帶來的益處，並採納董事會成員多元化政策。董事會成員多元化政策列明，本公司應致力於確保董事會成員擁有支持執行本公司業務策略所需的技能、經驗、觀點多樣化之平衡，以令董事會能有效行事。

挑選候選人將基於多種不同方面，包括（但不限於）性別、年齡、教育背景、專業經驗、技能、知識及服務年限。最終決定將基於所挑選候選人之優點及將為董事會作出之貢獻。

公司秘書

朱本宇先生已自二零一七年二月起獲委任為本公司公司秘書。彼達到上市規則第3.28條之要求。彼負責就企業管治事項向董事會提供意見。於本期間，彼已接受超過15個小時之相關專業培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

FINANCIAL REPORTING AND INTERNAL CONTROL

Financial reporting

The Board acknowledges its responsibility to prepare the Group's consolidated financial statements which give a true and fair view of the Group's financial position, financial performance and cash flows for the year and in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. The Group has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgements and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Group or cast doubts on its ability to continue as going concern.

The responsibilities of the Company's external auditors with respect to financial reporting are set out in the section headed "Independent Auditors' Report" in this annual report.

Internal controls and risk management

The Board is of the opinion that sound internal control and risk management systems will contribute the effectiveness and efficiency of the operations of the Group and to the safeguard of the Group's assets as well as Shareholders' investments.

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and migrate these risks. The management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee annually.

The Board is responsible for overall ensuring, maintaining and overseeing the internal control systems of the Group. The Audit Committee helps the Board to discharge its responsibilities of ensuring and maintaining sound internal control functions by reviewing and monitoring the internal control systems and processes annually so as to ensure that they can provide reasonable assurance against material errors of the Group. The Group has an internal audit function.

The Board has reviewed the effectiveness of the risk management and internal control systems and considers the risks management and internal control systems effective and adequate.

財務報告及內部監控

財務報告

董事會明白本身有責任根據香港會計師公會頒布的香港財務報告準則及香港公司條例之披露規定編製本集團的綜合財務報表，而有關報表須真實公平反映本集團於本年度的財務狀況、財務表現及現金流量。本集團已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉任何重大不確定因素有關的事件或狀況而可能影響本集團業務或致令本集團持續經營能力成疑。

本公司外聘核數師就財務申報承擔的責任載於本年報「獨立核數師報告」一節。

內部監控及風險管理

董事會認為，健全之內部監控風險管理系統能提高本集團之營運效益及效率，亦有助於保障本集團之資產及股東之投資。

本公司透過定期檢討辨識重大業務風險範圍並進行適當措施控制並減輕此等風險以改善其業務及營運活動。本公司管理層檢討所有重大控制政策及程序並每年向董事會及審核委員會強調所有重大事宜。

董事會負責整體確保、維持及監管本集團之內部監控系統。審核委員會協助董事會履行確保及維持健全內部監控系統之責任，並透過每年監督檢討內部監控系統和程序，以確定該等系統和程序能合理地確保本集團不會出現重大之誤差。本集團設有內部審核功能。

董事會已檢討風險管理及內部控制系統之效益並認為風險管理及內部控制系統屬有效且足夠。

CORPORATE GOVERNANCE REPORT

企業管治報告

EXTERNAL AUDITORS

HLB Hodgson Impey Cheng Limited has been appointed as the external auditors of the Company for the Period. The Audit Committee was notified of the nature and the service charges of non-audit services performed by HLB Hodgson Impey Cheng Limited during the Period and considered that such services did not have adverse effect on the independence of the external auditors.

During the Period, the remuneration paid and payable to HLB Hodgson Impey Cheng Limited is set out as below:

		Fifteen months ended 31 December 2017 截至二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元
Audit services	審計服務	850
Non-audit services	非審計服務	63
Total	總計	913

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors during the Period.

NON-COMPETITION UNDERTAKING

The former controlling shareholders of the Company (Mr. LEONG Hing Loong Rudoff, Ms. CHEW Christina Mooi Chong and Starcross Group Limited) entered into a deed of non-competition in favour of the Company dated 13 August 2015 ("Deed of Non-competition") as set out in the paragraph headed "Relationship with Controlling Shareholders – Deed of Non-competition" in the Company's prospectus dated 21 August 2015. The former controlling shareholders confirmed their compliance of all the undertakings provided under the Deed of Non-competition during the restricted period. There are no matters which required to be deliberated by the independent non-executive Directors in relation to the compliance and enforcement of the Deed of Non-competition and it is considered that the terms of the Deed of Non-competition have been complied by the former controlling shareholders restricted period. The restricted period stated in the deed of non-competition has been lapsed upon the disposal of shares of the Company owned by the former controlling shareholders of the Company during the Period.

外聘核數師

國衛會計師事務所有限公司已獲委任為本公司本期間之外聘核數師。審核委員會於本期間已獲知會由國衛會計師事務所有限公司所提供非審計服務之性質及服務費，並認為該等服務對外聘核數師之獨立性並無不利影響。

於本期間，已付及應付予國衛會計師事務所有限公司之薪酬載列如下：

	Fifteen months ended 31 December 2017 截至二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元
Audit services	850
Non-audit services	63
Total	913

於本期間，董事會與審核委員會概無就挑選及委任外聘核數師存在異議。

不競爭承諾

本公司前控股股東（梁興隆先生、周梅莊女士及Starcross Group Limited）以本公司為受益人訂立日期為二零一五年八月十三日之不競爭契據（「不競爭契據」），載於本公司日期為二零一五年八月二十一日之招股章程「與控股股東的關係 – 不競爭契據」一段。前控股股東確認，彼等已於受限制期間內遵守不競爭契據所規定之全部承諾。概無與遵守及執行不競爭契據有關事項須經獨立非執行董事商討，不競爭契據之條款被認為已於受限制期間內獲前控股股東遵守。自本公司前控股股東在本期間內出售所擁有本公司股份起，不競爭契據中載列之受限制期間已隨之失效。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its Shareholders and investment public.

The Company updates its Shareholders on its latest business developments and financial performance through its annual and interim reports. The corporate website of the Company (www.royalchina.hk) has provided an effective communication platform to the public and the Shareholders.

SHAREHOLDERS COMMUNICATION

The Company has adopted Shareholders communication policy with objective to provide our Shareholders with accurate, clear, comprehensive and timely information about the Company so that they can exercise their rights in an informed manner. The Company would review the Shareholders communication policy on a regular basis.

The Company uses a range of communication tools to ensure its Shareholders are kept well informed of key business development. These include annual general meeting, annual report, various notices, announcements and circulars. The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The members of the Board, Board committees and the external auditors are present to answer shareholders' questions at the annual general meeting of the Company. The Company shall provide Shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). As a channel to promote effective communication, the Group maintains a website where information on the Company's announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

投資者關係

本公司相信，維持高透明度為加強投資者關係的關鍵。本公司致力奉行向其股東及公眾投資者公開及適時披露公司資料的政策。

本公司透過其年度及中期報告向其股東更新最新業務發展及財務表現。本公司之公司網站(www.royalchina.hk)為公眾及股東提供有效的交流平台。

與股東之溝通

本公司已採納與股東溝通之政策，旨在向股東提供有關本公司之準確、清晰、全面與及時的資料，使彼等能在知情的情況下行使彼等之權利。本公司將定期檢討股東溝通政策。

本公司採用多種溝通工具，以確保股東充分獲悉主要業務發展。該等溝通工具包括股東週年大會、年報、各項通告、公告及通函。本公司的股東週年大會及其他股東大會為本公司與其股東溝通的主要平台。董事會成員、董事委員會及外聘核數師均會出席本公司股東週年大會以回答股東提問。本公司應按照上市規則及時向股東提供在股東大會上提呈的決議案的相關資料。所提供的資料應為合理所需的資料，以便股東能夠就提呈的決議案作出知情決定。作為促進有效溝通之渠道，本集團設有網站，以刊登有關本公司之公告、財務資料以及其他資料之資料。股東及投資者可以書面方式寄往本公司之香港主要營業地點，直接向本公司作出任何查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

There are no provisions allowing shareholders to propose new resolutions at the general meetings under Companies Law of the Cayman Islands. However, shareholders are requested to follow Article 58 of the Articles of Association of the Company, general meetings shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 85 of the Company's Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the directors for election, be eligible for election as a director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Detailed procedures for shareholders to propose a person for election as a Director are available on the Company's website.

股東召開股東特別大會的程序

開曼群島公司法並無條文批准股東於股東大會上提呈新決議案。然而，股東須遵從本公司組織章程細則第58條，即任何一位或以上於提請要求當日持有不少於本公司繳足股本（賦予權利在本公司股東大會上投票）十分之一的股東，可隨時向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何事項，且有關會議須於提請該要求後兩(2)個月內舉行。倘提請後二十一(21)日內董事會未有進行召開有關大會，則提請要求的人士可自行以相同方式召開大會，而本公司須向提請要求的人士補償其因董事會未有召開大會而產生的所有合理開支。

股東提名人選參選為董事的程序

有關股東提名人選參選為本公司董事的條文載列於本公司組織章程細則第85條。除非獲董事推薦參選，或由正式合資格出席大會並可於會上投票的股東（並非擬參選者）簽署通知，表明建議提名相關人士參選的意向，且獲提名人士簽署該通知表明願意參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事。上述通知須呈交總部或註冊辦事處，通知期不得少於七(7)天，倘該等通知是於寄發有關推選董事的股東大會通告後方予呈交，則呈交該等通知的期間為寄發有關推選董事的股東大會通告翌日起計至不遲於該股東大會舉行日期前七(7)日。

股東提名人選參選為董事的程序詳情於本公司網站刊載。

CORPORATE GOVERNANCE REPORT

企業管治報告

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of company secretary, by mail to Suite 2608-11, 26th Floor, Champion Tower, Three Garden Road, Central, Hong Kong.

CONSTITUTIONAL DOCUMENTS

During the Period and up to the date of this annual report, the Company has not made any change to its constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and the website of the Stock Exchange.

INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders, investors as well as the public to make rational and informed decisions.

向董事會發出查詢的程序

股東可將書面查詢郵寄至本公司（註明公司秘書為收件人），地址為香港中環花園道三號冠君大廈26樓2608-11室。

組織章程文件

於本期間及本年報日期，本公司並無對其組織章程文件作出任何變動。本公司組織章程文件綜合版本可於本公司網站及聯交所網站查閱。

資料披露

本公司遵從上市規則披露資料，及根據相關法律及法規定期向公眾刊發報告及公告。本公司首要任務是確保資料披露為及時、公正、準確、真實及完整，務求使股東、投資者及公眾能作出合理知情決定。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is governed by the Board which is responsible for the Group's environmental, social and governance report (the "ESG") policies and reporting. The Board is accountable for the sustainable business development in respect of environmental and social responsibilities while balance the financial performance. The Board is pleased to present the ESG report to demonstrate its effort in sustainable development.

The report delivers our commitment and practices of the environmental, social and governance performance for the 15 months period ended 31 December 2017 (the "Report Period"). The report covers our headquarter and design, fit out and decoration business in Hong Kong. The report is prepared in accordance with Appendix 27, "Environmental, Social and Governance Reporting Guide" (the "ESG Reporting Guide") of the Rules Governing the Listing of Securities set out by The Stock Exchange of Hong Kong Limited.

The Group has taken into consideration of stakeholders' expectation to gain their support and trust to make decisions. Stakeholders are identified and varies communication channels are used to engage with them.

ENVIRONMENT

Environmental protection has played a major role in sustainable development. The Group uphold the principle of environmental responsibility and hope to strike a balance between business development and environmental protection to sustainable development. During the Reporting Period, there is no offence in environmental legislation.

In our operation

High energy consumption is required in our design, fit out and decoration business. Energy saving features equipment and lighting are used. Lighting and appliances are switched off before leaving the sites for energy saving and safety purpose. Our creation considers from the material to end users. Material is calculated carefully to reduce waste from the source. Furniture are refurbished and storage is available to keep the useful material for other projects. We tried to reuse the material wherever possible. Night shift may be required in some projects. Loud noise operation must not be schedule at the night shift.

本集團由董事會管理，而董事會負責本集團的環境、社會及管治（「環境、社會及管治」）政策及報告。董事會對有關環境及社會責任的可持續業務發展負責，並與集團財務表現之間取得平衡。董事會欣然呈獻《環境、社會及管治報告》以展示其於可持續發展方面的努力。

本報告載列我們於截至二零一七年十二月三十一日止十五個月期間（「報告期間」）在環境、社會及管治表現的承諾與實踐。本報告涵蓋我們在香港的總部以及設計、裝修及裝飾業務。本報告按照香港聯合交易所有限公司證券上市規則附錄二十七《環境、社會及管治報告指引》（「環境、社會及管治報告指引」）編製。

本集團在決策時已考慮持份者的期望以爭取他們的支持及信任。集團已確定持份者，並通過不同渠道與持份者溝通。

環境

環境保護在可持續發展中擔當重要的角色。本集團堅守對環境負責的原則，期望在業務發展與環境保護之間取得平衡，以實現可持續發展。於報告期間並無違反環保法例。

我們的營運

我們的設計、裝修及裝飾業務需要用上大量能源。我們使用節能設備及照明。為節能及安全起見，我們在離開場地前會關掉照明及器具。我們的作品兼顧由用料至終端用戶的每個環節。集團審慎計算用料以實現源頭減廢。家具予以翻新，另備有地方儲存有用物料以供其他項目使用。我們致力盡量再用物料。若干項目或需要夜班工作。本集團不會安排於晚上進行發出大量噪音的工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In our office

Compared to the operation, the environmental impact are small. However, we are not any loosen and try to become environmental wherever possible. Below are examples we set in our office to create green working environment:

- Use of natural lighting and energy-saving lighting system in the office premise
- Decorate office with greenery to improve ventilation and comfort
- Reuse of furniture during renovations
- Procure durable products and promote recycling
- Arrange suppliers for toner recycling
- Use of environmental-friendly and energy saving equipments
- Maintain comfortable room temperature
- Require staff to switch off personal computer before leaving office
- Encourage for electronic filing instead of printed copies

SOCIAL

Employment

Employees are our key to success. We are unable to achieve today's results without their effort. Their needs and expectation are taken into consideration. The Group operate in a transparent and open environment and has established Human Resources Policy and Employees' handbook with reference to the Hong Kong Employment Ordinance to regulate employment, promotion, discipline, working hours and benefits. Changes will be made when in need. Fair recruitment and promotion policy are adopted. Child labor is prohibited in the Group. We respect all equal rights in the recruitment and promotion. Staff will not be discriminated because of gender, age, disabilities, marital status, pregnancy, family status, sexual orientation, race and background. Employees' performance, experiences and business needs are the only consideration. There is no discrimination case and have complied with all relevant employment laws and regulations during the Reporting Period.

我們的辦公室

辦公室對環境的影響較營運為小。然而，我們並無因此鬆懈，致力提高辦公室的環保水平。下列例子為我們在辦公室制訂以構建綠色工作環境的措施：

- 在辦公室物業使用自然採光及節能照明系統
- 綠化辦公室，使空氣更為流通，環境更舒適
- 在翻新過程重用家具
- 選購耐用產品及推動回收
- 安排供應商回收碳粉盒
- 使用環保及節能設備
- 維持舒適室溫
- 要求職員在離開辦公室前關掉個人電腦
- 鼓勵以電子存檔取代印刷本

社會

僱傭

員工是集團成功的關鍵。若非員工竭誠服務，我們絕對無法取得今天的成就。員工的需要和期望，集團念茲在茲。本集團以高透明度及開誠布公的態度營運，並參照香港僱傭條例制訂人力資源政策及僱員手冊，以規管僱傭、晉升、紀律、工時及福利。需要時更改規定。集團採納公平的招聘和晉升政策。本集團絕不聘用童工。我們奉行平等的招聘和晉升權利。員工絕不會因為性別、年齡、殘疾、婚姻狀況、懷孕、家庭狀況、性取向、種族和背景而受到歧視。員工的表現、經驗和業務需要是唯一的考慮因素。報告期間內並無歧視案件並已遵守所有相關僱傭法律法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Health and Safety

Staff health and safety is always the Group priority under any circumstances. We take on to our shoulder to provide a safe working environment. Close communication with contractor to ensure safe environment. Suitable personal protective equipment is provided. Work procedures are considered at the design stage to ensure sufficient working space and resources at the project sites. All staff work at the project site are required to attend the safety training and obtain the Construction Industry Safety Training Certificate (Green Card). All parties enter into the project sites must be registered in case of emergency. In addition to the regulatory requirement, accidental insurance is purchased for extra protection. We are pleased that there is no serious incidence happened during the Reporting Period.

Development and Training

In the fast changing environment in Hong Kong. Staff need to be act on the fast responds changes. We rely on our workforce to deliver quality service to our customer. New employees are invited to the orientation programme to further understand the Group vision and strategies. To better align the business strategies and performance, performance indicators are used to monitor personal and business achievements. All staff are required to participate in the annual performance assessment. It provides a two-way platform for staff to discuss with their superior the needs and expectation. Through appraisal to discovers high potential talents and promotion ladder. Moreover, the Group keep review the needs of human resources in accordance with business development. Vacancies are filled up through internal promotion or external recruitment.

We encourage staff to equip themselves for the new change and challenge. Training plan is discussed with human resources department and business units for existing staff to develop in professional skills. The Group also provide subsidies to external training course. Risk taking, uncertain and changes is essential in business development. The Group organize soft skills training to empower the leadership to assist staff to be prepared for the change.

We believe the new generations are the future. With the newly set up Management Trainee Scheme in 2017, fresh graduates are welcomed to join our innovative and energetic team. With structural training and coaching, hoping them to lead the Group to a next bright future.

健康與安全

本集團一直將員工的健康和安全放在首位。我們以建構安全工作環境為己任。集團與承包商緊密溝通以確保安全環境，並提供合適的個人保護設備。在設計階段會考慮工作流程，以確保在項目現場有足夠的工作空間和資源。項目現場的所有員工必須參加安全培訓並獲得建造業安全訓練證明書（平安咭）。凡進入項目現場者必須登記以應對緊急情況。除監管要求外，亦已投購意外保險以獲得額外保障。我們喜見報告期間內並無發生嚴重事故。

發展與培訓

香港的環境瞬息萬變。員工需要迅速回應變化。我們倚重員工為客戶提供優質服務。新員工應邀參加迎新活動，以加深對本集團的願景和策略之了解。為了有效推行業務策略以取得更佳表現，集團運用績效指標以監察個人和業務成就。全體員工皆須參加年度績效評估，此為員工與上級討論需要和期望的雙向平台。集團通過評估發掘潛質優厚的人才和制訂晉升階梯。此外，本集團根據業務發展不斷檢討人力資源需求。職位空缺通過內部晉升或對外招聘來填補。

我們鼓勵員工為應對新的變化和挑戰而裝備好自己。集團與人力資源部和各業務單位討論培訓計劃，以便現有員工培養專業技能。本集團亦提供外部培訓課程的資助。風險承擔及應對不確定性和變化對於業務發展至關重要。本集團籌辦軟技能培訓，協助領導層引領員工為變革做好準備。

我們相信新一代是未來的主人翁。集團於二零一七年成立的新管理培訓生計劃，歡迎應屆畢業生加入我們創意非凡、幹勁十足的團隊。集團期望通過有系統的培訓和指導，彼等能夠帶領本集團續創高峰。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Labour Standards

A lot of workers in Hong Kong suffer from long working hours. We believe long working hours reduce productivity and results in higher health cost. We understand the importance of work-life balance. Employees are entitled to statutory holidays and different types of paid leave including annual leave, sick leave, maternity leave, paternity leave, compensation leave, compassionate leave and injury leave. We neither encourage nor force staff to work overtime. Workflow will be reviewed when encounter huge amount of overtime work. We understand remuneration package may not be enough and therefore benefit scheme such as festival gifts, staff parties and early leave for festival are offered. The Group also sponsor annual travel and team building activities for staff engagement.

OPERATING PRACTICES

Supply Chain Management

Our business would not be success without suppliers and contractors support. The strong partnership with our suppliers enable us to provide valuable service to our customers. Financial is not the only consideration when select suppliers. Service quality and on-time delivery are also take into accounts. Suppliers' evaluation is carried out regularly. Contractors unable to meet the service quality will be reviewed and may be disqualify from the approval contractor list. We work closely with contractors on the environmental, health and safety issues on sites. More details of the environment, health and safety of sub-contractor, please refer to environment, health and safety section.

Product Responsibility

The competition in interior design industry become more keen. Our major customers are the well-established property developers based in Hong Kong. The Group opt to provide high quality project and value-added service to customers. It is our responsibilities to ensure the design, fit out and decorations fulfil government regulations. Tight time schedule and unexpected situations are typical in our industry. Close communication with customers, contractors and relevant parties are essential.

勞工準則

長工時是香港僱員普遍面對的問題。我們認為長時間工作令生產力下降，付出更高的健康成本。我們深明工作與生活平衡的重要性。僱員可享有法定假期及各類有薪假期，包括年假、病假、產假、侍產假、補假、恩恤假及公傷病假等。我們不鼓勵亦不強迫員工超時工作。如遇員工大幅超時工作的情況，我們會檢討工作流程。我們明白薪津組合未必足夠，因此，我們為員工提供其他福利，如節日禮物、員工派對以及於節日提早下班。本集團亦贊助年度旅行及團隊建立活動以增強員工的歸屬感。

營運實務

供應鏈管理

集團業務取得今天成就，全賴供應商和承包商的鼎力支持。集團憑藉與供應商的強大合作關係向客戶提供一流的服務。挑選供應商並非單純考慮財務。服務質素和按時交付亦在考慮之列。集團定期進行供應商評估。集團將審視服務未達標的承包商並可能將之剔除在核准承包商名單。我們就項目現場的環境、健康和 safety 事宜與承包商密切合作。有關承包商的環境、健康和安全的進一步詳情，請參閱環境、健康和 safety 一節。

產品責任

室內設計業的競爭愈趨激烈。我們的主要客戶為香港知名地產發展商。本集團屬意為客戶提供優質項目及增值服務。我們務須確保設計、裝修及裝飾符合政府條例。緊湊的施工時間表及出現意料以外之情況屬業內常態。與客戶、承包商及有關各方保持緊密溝通甚為關鍵。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Below examples are given of how we ensure our product quality in design, fit out and decoration:

以下是我們確保產品在設計、裝修及裝飾上的質素的例子：

Design	Design options are developed based on the client ideas and concept for their selections. Discussions and adjustments are carried out with customers before confirmation.
設計	設計方案按客戶的主意及概念為基礎制訂以供客戶挑選。在確認前會與客戶進行商討及調整。
Fit out and Decoration	Accidental Insurance are purchased throughout the contract period. Work schedule is clearly worked out with contractors to ensure project completion at expected timeline.
裝修及裝飾	於整段合約期間一直會購買意外保險。與承包商清楚制訂工作時間表以確保項目按預期時間表完成。

We receive market sensitive information from our client. Documents and project drawings are kept confidential at all time. Project information include client information, drawings and photos must not be disclose to third parties or public without client consent.

我們從客戶取得市場敏感資料。文件及項目圖則會一直保密。若未經客戶同意，項目資料(包括客戶資料、圖則及相片)絕不向第三方或公眾披露。

Anti-corruption

The Group is committed integrity in its business operation. Any form of bribery, extortion, fraud and money laundering can breakdown the brand image. There are zero tolerance on corruption. Independent Non-executive Directors are engaged to monitor the overall performance of the Group.

反貪污

本集團經營業務時以誠信為本。任何形式的賄賂、勒索、欺詐及洗黑錢均可摧毀品牌形象。集團絕不姑息貪污行徑。獨立非執行董事參與監察本集團的整體表現。

Staff must fully comply with the Code of Conduct at all time. Internal control function is established to review the operation flow and assure the operation consistence. The sum of the projects are substantial. To avoid insider dealing between staff and suppliers, tender policy regulates contractor selections. The same set of drawings and requirements are sent to suppliers for quotation. The selection process is carried out by the Project Manager and approval by the Director. There was no suspected case of bribery, extortion, fraud and money laundering during the Reporting Period.

員工須時刻遵守操守準則。我們已建立內部監控功能以審視運作流程及確保運作的一致。項目金額甚高。為免員工與供應商之間出現內幕交易，集團以招標政策規管承包商的挑選。向各承包商索取報價時發出的圖則及規定均為相同。挑選程序由項目經理進行並經董事批准。報告期間內並無任何涉賄賂、勒索、欺詐及洗黑錢的個案。

COMMUNITY

Community Investment

The Group believe it is mutual support on the community and business, and there are many areas in the community that needs our support. We develop the communities continuous with existing strengths and resources. One of the ways to support the communities is to give help to the charitable expertise for community development. During the Reporting Period, we have made donation to several charities in different aspects in Hong Kong.

社區

惠澤社群

本集團相信社區與商業之間應互相支持，而我們可為社區出一分力的地方甚多。我們運用現有的強項及資源持續支持社區發展，而支持慈善團體推動社區發展正是其中的一種方式。於報告期間，我們已向香港多個不同範疇的慈善機構捐款。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Environment, Social and Governance Report Content Index

環境、社會及管治報告內容索引

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INDEPENDENT AUDITORS' REPORT

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

**TO THE SHAREHOLDERS OF
ROYAL CHINA INTERNATIONAL HOLDINGS LIMITED
(FORMERLY KNOWN AS LC GROUP HOLDINGS LIMITED)**
(Incorporated in Cayman Islands with limited liability)

**致皇中國國際控股有限公司
(前稱良斯集團控股有限公司)
列位股東**
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Royal China International Holdings Limited (formerly known as LC Group Holdings Limited) (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 63 to 150, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the fifteen months period from 1 October 2016 to 31 December 2017, 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 December 2017, and of its consolidated financial performance and its consolidated cash flows for the fifteen months period from 1 October 2016 to 31 December 2017 in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditors’ 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.

意見

吾等已完成審核載於第63頁至第150頁的皇中國國際控股有限公司(前稱良斯集團控股有限公司)(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表，包括於二零一七年十二月三十一日的綜合財務狀況表、二零一六年十月一日至二零一七年十二月三十一日止十五個月期間的綜合損益和其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，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」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及二零一六年十月一日至二零一七年十二月三十一日止十五個月期間的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見的基準

吾等已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。吾等在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔之責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，吾等獨立於貴集團，並已履行守則中的其他專業道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基準。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters

關鍵審核事項

Recognition of construction contract revenue and amounts due from and amounts due to customers for contract work

Refer to Note 17 to the consolidated financial statements and the accounting policies in Note 2 to the consolidated financial statements.

We identified recognition of construction contract revenue and amounts due from and amounts due to customers for contract work as a key audit matter due to significant judgments involved in the management's assessment process.

The contract revenue of design, fit out and decoration service contracts amounting to approximately HK\$94,724,000 were recorded in the consolidated statement of profit or loss and other comprehensive income for the fifteen months ended 31 December 2017. As disclosed in Note 17 to the consolidated financial statements, the carrying amounts of amounts due from and amounts due to customers for contract work amounting to approximately HK\$5,007,000 and HK\$374,000 were recorded in the consolidated statement of financial position as at 31 December 2017.

吾等已將建造合約收益以及應收及應付客戶合約工程款項之確認識別為關鍵審核事項，原因為管理層之評估過程中涉及重大判斷。

截至二零一七年十二月三十一日止十五個月之綜合損益和其他全面收益表內錄得設計、裝修及裝飾服務合約之合約收益約94,724,000港元。誠如綜合財務報表附註17所披露，截至二零一七年十二月三十一日之綜合財務狀況表內，錄得應收及應付客戶合約工程款項的賬面值分別約5,007,000港元及374,000港元。

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項是在吾等審核整體綜合財務報表及出具吾等之意見時進行處理的。吾等不會對這些事項提供單獨的意見。

How our audit addressed the key audit matters

吾等的審核如何處理關鍵審核事項

確認建造合約收益以及應收及應付客戶合約工程款項

請參閱綜合財務報表附註17以及綜合財務報表附註2所載之會計政策。

Our procedures in relation to the recognition of construction contract revenue and amounts from and amounts due to customers for contract work included:

- Reviewing the project budgets prepared by management and discussing with the project managers of the Group to evaluate the reasonableness of their estimated total contract costs and assessing the status of completion of the projects;
- Discussing with the Group's project managers for the status of the projects and identifying any variations, claims and provision on lossmaking contracts;

吾等有關確認建造合約收益以及應收及應付客戶合約工程款項的程序包括：

- 審視管理層編制的項目預算，並與貴集團之項目經理進行討論，以評估相關估計合約成本總額是否合理，並評估項目完成情況；
- 與貴集團之項目經理就項目進展進行討論，確定有關錄得損失之合約的任何變更、申索及撥備；

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matters 關鍵審核事項

The recognition of design, fit out and decoration service contracts revenue is based on the stage of completion of contracts, provided that the stage of contract completion of contracts and the contract costs of the contracting work can be measured reliably. Stage of completion is established by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract cost.

Recognition of contract revenue and cost of construction contracts involved the management's estimates and judgements, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

設計、裝修及裝飾服務合約收益是根據合約完成階段進行確認，條件是合約完成階段及合約工程的合約成本能可靠計量。完成階段乃參考截至當日已履行工程產生的合約成本佔估計合約成本總額的比例予以確定。

建造合約收益和合同成本的確認涉及管理層的估計和判斷，以總收益和成本而言的合約實際結果可能高於或低於估計，此將影響所確認的收益及溢利。

關鍵審核事項(續)

How our audit addressed the key audit matters 吾等的審核如何處理關鍵審核事項

- Checking the architect's certificates and latest progress report of work performed to evaluate the value of work already performed.
- Recalculating the stage of completion based on actual contract costs incurred for work performed to date and estimated total contract costs; and
- Inspecting signed contracts to identify the total contract amount and terms.

We consider the management conclusion to be consistent with the available information.

- 檢查建築師的證書和所進行工作的最新進度報告，以評估已執行工作的價值；
- 根據截至當日已履行工程產生的實際合約成本及估計合約成本總額而重新計算完成階段；及
- 檢查已簽署的合約以確定合約總金額及條款。

吾等認為管理層的結論與可得資料一致。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matters 關鍵審核事項

Impairment assessment of trade receivables

Refer to Note 16 to the consolidated financial statements

As at 31 December 2017, the Group had trade receivables of HK\$28,602,000. During the fifteen months ended 31 December 2017, the Group has provided impairment loss recognised on trade receivables for HK\$1,091,000. Management judgement is required in assessing and determining the recoverability of trade receivables and adequacy of allowance made. The judgement mainly includes estimating and evaluating expected future receipts from customers based on past payment trend, age of the balances, knowledge of the customers' businesses and financial condition.

於二零一七年十二月三十一日，貴集團之貿易應收款項為28,602,000港元。於截至二零一七年十二月三十一日止十五個月，貴集團作出貿易應收款項已確認減值虧損撥備1,091,000港元。在評估和確定應收貿易賬款的可收回性和所計提準備是否充足時，須要管理層作出判斷。該判斷主要包括根據過往付款趨勢、結餘的賬齡、對客戶業務和財務狀況的了解來估計和評估來自客戶的預期未來收入。

關鍵審核事項(續)

How our audit addressed the key audit matters 吾等的審核如何處理關鍵審核事項

貿易應收款項的減值評估

請參閱綜合財務報表附註16

Our procedures in relation to management's impairment assessment on trade receivables included:

- Discussing the Group's procedures on credit limits and credit periods given to customers with the management;
- Evaluating the management's impairment assessment of trade receivables;
- Assessing, validating and discussing with the management and evaluating their assessment on the recoverability of the outstanding debts and the adequacy of allowance made based on the trade receivables aging analysis, collections subsequent to the end of the reporting period, past collection history and trend analysis and knowledge of the businesses, with focus on long outstanding debts and debts which are past due but not impaired; and
- Checking on a sample basis, the accuracy and relevance of information included in the impairment assessment of trade receivables.

We consider the management conclusion to be consistent with the available information.

吾等有關管理層應收貿易賬款減值評估之程序包括：

- 與管理層討論 貴集團授予客戶信貸限額及信貸期之程序；
- 評價管理層對應收貿易賬款之減值評估；
- 與管理層進行評估、驗證和討論，並根據應收貿易賬款及應收貸款的賬齡分析、報告期結束後的收款情況、過往收款記錄和趨勢分析以及對業務的了解評價彼等對未償還債務可回收性及所計提準備的充足性的評估，重點關注長期未償還債務和逾期但未減值的債務；及
- 抽樣檢查應收貿易賬款及應收貸款減值評估所包含資料的準確性和相關性。

吾等認為管理層的結論與可得資料一致。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon ("the Other Information").

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 AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事需對其他資料負責。其他資料包括刊載於年報內的資料（「其他資料」），但不包括綜合財務報表及吾等的核數師報告所載資料。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審核，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等並無作出任何報告。

董事及審核委員會就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督貴集團之財務報告過程。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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

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

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

核數師就審核綜合財務報表承擔之責任

吾等的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包含吾等意見之核數師報告。吾等僅向閣下（作為整體）報告吾等之意見，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負責或承擔任何責任。合理鑒證屬高水平的保證，但不能保證按照香港審核準則進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘若合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定時，則有關的錯誤陳述可被視作重大。

在根據香港審核準則進行審核的過程中，吾等運用了專業判斷並保持專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當之審核憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審核相關之內部控制以設計適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策的恰當性以及作出會計估計和相關披露之合理性。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' 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 auditors' 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 auditors' 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。根據所獲取之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。如果吾等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。假若有關之披露不足，則吾等應當發表非無保留之意見。吾等之結論是基於核數師報告日止所取得之審核憑證。然而，未來事項或情況可能導致貴公司不能繼續持續經營。
- 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平呈列相關交易及事項。
- 就貴集團內實體或業務活動之財務資料獲取充足、適當之審核憑證，以便對綜合財務報表發表意見。吾等負責貴集團審核的方向、監督及執行。吾等為吾等之審核意見承擔全部責任。

吾等與審核委員會溝通有關(其中包括)計劃的審核範圍及時間安排、重大審核發現等，包括吾等於審核期間識別出內部控制之任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' 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 auditors' 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 director on the audit resulting in this independent auditors' report is Ng Ka Wah.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Ng Ka Wah
Practicing Certificate Number: P06417

Hong Kong, 23 March 2018

核數師就審核綜合財務報表承擔 之責任(續)

從與審核委員會溝通的事項中，吾等確定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，如果合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審核項目董事是吳家華。

國衛會計師事務所有限公司
香港執業會計師

吳家華
執業證書編號：P06417

香港，二零一八年三月二十三日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益和其他全面收益表

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

		Notes 附註	Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Revenue	收益	6	157,397	116,021
Cost of sales	銷售成本		(106,258)	(68,376)
Gross profit	毛利		51,139	47,645
Other revenue and other gains	其他收益及其他盈利	7	1,523	1,779
Other operating expenses	其他經營開支		(1,954)	(1,049)
Administrative expenses	行政開支		(56,998)	(20,096)
(Loss)/profit before taxation	除稅前(虧損)/溢利	8	(6,290)	28,279
Taxation	稅項	9	(2,982)	(4,098)
(Loss)/profit for the period/year	期/年內(虧損)/溢利		(9,272)	24,181
Other comprehensive income for the period/year, net of income tax:	期/年內其他全面收益，扣除所得稅：			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益之項目：</i>			
Exchange differences on translating of financial statements of foreign operations	換算外國業務財務報表之匯兌差額		1	—
Other comprehensive income for the period/year	期/年內其他全面收益		1	—
Total comprehensive (loss)/income for the period/year	期/年內全面(虧損)/收益總額		(9,271)	24,181
(Loss)/profit for the period/year attributable to:	期/年內(虧損)/溢利應佔份額：			
Owners of the Company	本公司擁有人		(10,193)	24,181
Non-controlling interests	非控股權益		921	—
			(9,272)	24,181

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益和其他全面收益表

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
	Notes 附註		
Total comprehensive (loss)/income for the period/year attributable to:	期／年內全面(虧損)／ 收益總額應佔份額：		
Owners of the Company	本公司擁有人	(10,192)	24,181
Non-controlling interests	非控股權益	921	-
		(9,271)	24,181
(Loss)/earnings per share:	每股(虧損)／盈利：		
Basic and diluted (HK cents)	基本及攤薄(港仙)	(2.04)	4.84
	13		

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註構成該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2017
於二零一七年十二月三十一日

		Notes 附註	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 於二零一六年 九月三十日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	5,895	3,878
Trading licence	交易牌照	15	10,000	–
			15,895	3,878
Current assets	流動資產			
Trade receivables	貿易應收款項	16	28,602	10,276
Amounts due from customers for contract work	應收客戶合約工程款項	17	5,007	919
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	18	16,344	3,765
Income tax recoverable	可收回所得稅		1,215	–
Cash and bank balances	現金及銀行結餘	19	134,524	154,235
			185,692	169,195
Current liabilities	流動負債			
Trade payables	貿易應付款項	20	22,774	6,629
Amounts due to customers for contract work	應付客戶合約工程款項	17	374	726
Accrued expenses and other payables	應計開支及其他應付款項	21	26,197	1,448
Income tax payable	應付所得稅		–	7,657
			49,345	16,460
Net current assets	流動資產淨值		136,347	152,735
Total assets less current liabilities	總資產減流動負債		152,242	156,613
Net assets	資產淨值		152,242	156,613
Capital and reserves	資本及儲備			
Share capital	股本	22	5,000	5,000
Reserves	儲備		142,151	151,613
Equity attributable to owners of the Company	本公司擁有人應佔權益		147,151	156,613
Non-controlling interests	非控股權益		5,091	–
Total equity	總權益		152,242	156,613

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之組成部分。

Approved and authorised for issue by the board of directors on 23 March 2018.

於二零一八年三月二十三日獲董事會批准及授權刊發。

On behalf of the board

代表董事會

DENG Kui
鄧奎
Director
董事

LEONG Hing Loong Rudoff
梁興隆
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests		Total
		Share capital	Share premium	Retained earnings	Exchange reserve	Other reserve	Sub-total	Non-controlling interests	Total
		股本	股份溢價	保留盈利	匯兌儲備	其他儲備	小計	非控股權益	總計
		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
		(Note 22)				(Note)			
		(附註22)				(附註)			
As at 1 October 2015	於二零一五年十月一日	5,000	109,834	14,828	-	2,770	132,432	-	132,432
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	24,181	-	-	24,181	-	24,181
As at 30 September 2016 and 1 October 2016	於二零一六年九月三十日及二零一六年十月一日	5,000	109,834	39,009	-	2,770	156,613	-	156,613
(Loss)/profit for the period	期內(虧損)/溢利	-	-	(10,193)	-	-	(10,193)	921	(9,272)
Other comprehensive income for the period, net of income tax:	期內其他全面收益，扣除所得稅：								
Exchange differences on translation of financial statements of foreign operation	換算外國業務財務報表之匯兌差額	-	-	-	1	-	1	-	1
Total comprehensive (loss)/profit for the period	期內全面(虧損)/收益總額	-	-	(10,193)	1	-	(10,192)	921	(9,271)
Change in ownership interests in non-controlling interests	非控股權益之擁有權權益變動	-	-	-	-	730	730	4,170	4,900
As at 31 December 2017	於二零一七年十二月三十一日	5,000	109,834	28,816	1	3,500	147,151	5,091	152,242

Note:

Other reserve

Other reserve represented (i) the difference between the Group's share of nominal values of the paid-up capital of the subsidiaries acquired over the Group's cost of acquisition of the subsidiaries under common control upon the completion of the Group's corporate re-organisation in the preparation of the Company's listing on the Main Board of The Stock Exchange of Hong Kong Limited; (ii) the changes in the Group's ownership interests in its subsidiaries that do not result in the loss of control; and (iii) On 12 July 2017, Smart Empire Global Limited ("Smart Empire"), an indirect wholly-owned subsidiary of the Company, BAA Jet Management Limited (the "BAA") and Himalaya Business Aviation Limited ("HBA"), an indirect wholly-owned subsidiary of the Company, entered into a subscription agreement, pursuant to which Smart Empire and BAA shall subscribe for, and HBA shall allot and issue, 5,099,999 shares and 4,900,000 shares, respectively, at the aggregate subscription price of HK\$5,099,999 and HK\$4,900,000, respectively. Upon completion of the share subscription, the Group's equity interests in HBA were reduced from 100% to 51%, resulting in an increase in non-controlling interests of approximately HK\$4,170,000 and an increase in other reserve of approximately HK\$730,000.

附註：

其他儲備

其他儲備指(i)本集團分佔所收購附屬公司繳足股本的面值超出本集團於為籌備本公司在香港聯合交易所有限公司主板上市而進行之本集團企業重組完成時收購共同控制下附屬公司的成本的差額；(ii)本集團於其附屬公司的所有權權益變動而並不導致喪失控制權；及(iii)於二零一七年七月十二日，智國環球有限公司(「智國環球」，為本公司之間接全資附屬公司)、亞聯公務機有限公司(「亞聯」)及喜馬拉雅公務航空有限公司(「喜航公務機」，為本公司之間接全資附屬公司)訂立認購協議，據此，智國環球及亞聯須分別以5,099,999港元及4,900,000港元之總認購價認購，而喜航公務機將分別向智國環球及亞聯配發及發行5,099,999股及4,900,000股股份。於股份認購事項完成後，本集團於喜航公務機的股本權益由100%降至51%，產生非控股權益增加約4,170,000港元及其他儲備增加約730,000港元。

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Cash flows from operating activities	經營活動產生之現金流量		
(Loss)/profit before taxation	除稅前(虧損)/溢利	(6,290)	28,279
Adjustments for:	就以下項目作出調整：		
Impairment loss recognised on trade receivables	貿易應收款項之 已確認減值虧損	8 1,091	162
Bank interest income	銀行利息收入	7 (623)	(833)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8, 14 2,619	1,291
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	8 168	-
Operating cash flows before movements in working capital	營運資金變動前之 經營現金流量	(3,035)	28,899
(Increase)/decrease in trade receivables	貿易應收款項 (增加)/減少	(19,417)	18,961
Increase in deposits, prepayments and other receivables	按金、預付款項及其他應 收款項增加	(12,579)	(1,586)
Increase in amounts due from customers for contract work	應收客戶合約工程款項 增加	(4,088)	(471)
Increase/(decrease) in trade payables	貿易應付款項增加/ (減少)	16,145	(8,438)
Decrease in amounts due to customers for contract work	應付客戶合約工程款項 減少	(352)	(1,484)
Increase/(decrease) in accrued expenses and other payables	應計開支及其他應付款項 增加/(減少)	24,749	(3,077)
Cash generated from operations	經營產生之現金	1,423	32,804
Hong Kong tax paid	已付香港稅項	(11,854)	(6,407)
Net cash (used in)/generated from operating activities	經營活動(所用)/產生 之現金淨額	(10,431)	26,397

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

			Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Cash flows from investing activities	投資活動產生的現金流量			
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	14	(4,943)	(3,394)
Bank interest received	已收銀行利息		623	676
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		139	-
Purchase of trading licence	購買交易牌照		(10,000)	-
Net cash used in investing activities	投資活動所用的現金淨額		(14,181)	(2,718)
Cash flows from financing activities	融資活動產生之現金流量			
Net proceed from disposal of a subsidiary	出售一間附屬公司之所得款項淨額	24	-	(9)
Capital contribution from non-controlling interest	非控股權益出資		4,900	-
Net cash generated from/(used in) financing activities	融資活動產生/(所用)之現金淨額		4,900	(9)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(19,712)	23,670
Effect of foreign exchange rate	外幣匯率變動之影響		1	-
Cash and cash equivalents at the beginning of the period/year	期/年初之現金及現金等價物		154,235	130,565
Cash and cash equivalents at the end of the period/year	期/年末之現金及現金等價物		134,524	154,235
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所列之現金及現金等價物		134,524	154,235

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註構成該等綜合財務報表之組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

1. GENERAL INFORMATION

Royal China International Holdings Limited (formerly known as LC Group Holdings Limited) (the “Company”) was incorporated in Cayman Islands on 19 January 2015 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company’s registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Suite 2608-11, 26th Floor, Champion Tower, 3 Garden Road, Central, Hong Kong.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 8 September 2015.

Pursuant to a special resolution passed on 17 March 2017, the English name of the Company changed from “LC Group Holdings Limited” to “Royal China International Holdings Limited” and the dual foreign name in Chinese of the Company has changed from “良斯集團控股有限公司” to “皇中國際控股有限公司”.

The Company has changed its financial year end date from 30 September to 31 December because the Group would like to align the Company’s financial year end date with that of certain subsidiaries of the Company. As a result of this, the final results covered a period of fifteen months ended 31 December 2017. The corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover the year ended 30 September 2016 and therefore may not be comparable with amounts shown for the current period.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred hereafter as the “Group”) are principally engaged in construction and ancillary services which include design, fitting-out, decoration, alteration and addition, construction and other related businesses, aviation and traveling services and financial services.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise stated.

1. 一般資料

皇中國際控股有限公司(前稱良斯集團控股有限公司)(「本公司」)根據開曼群島公司法第22章(一九六一年第三部,經綜合及修訂)於二零一五年一月十九日在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, 其主要營業地點位於香港中環花園道3號冠君大廈26樓2608-11室。

本公司股份自二零一五年九月八日起在香港聯合交易所有限公司(「聯交所」)主板上市。

根據於二零一七年三月十七日通過之特別決議案,本公司之英文名稱已由「LC Group Holdings Limited」更改為「Royal China International Holdings Limited」,而本公司之中文雙重外文名稱已由「良斯集團控股有限公司」更改為「皇中國際控股有限公司」。

本公司已將其財政年度結算日由九月三十日改為十二月三十一日,原因為本集團冀將本公司的財政年度年結日改為與本公司若干附屬公司的一致。因此,本期間之綜合財務報表涵蓋截至二零一七年十二月三十一日止十五個月期間。綜合損益和其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註所示的相應比較金額涵蓋截至二零一六年九月三十日止年度,因此未必與本期間所示的金額可作比較。

本公司是投資控股公司。本公司及其附屬公司(以下統稱「本集團」)主要從事建設及配套服務(其包括設計、裝修、裝飾、改動和添加、建設及其他相關業務)、航空旅遊服務以及金融服務。

綜合財務報表以港元(「港元」),亦為本公司之功能貨幣)呈列。除另有列明者外,所有數值已約整至最接近之千位數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

A summary of the significant accounting policies adopted by the Group is set out below.

(b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of the reporting period as further explained below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

2. 主要會計政策

(a) 合規聲明

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」），此包括所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）以及香港普遍採納之會計原則而編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例（「公司條例」）所規定之適用披露資料。

本集團採納之主要會計政策之概要載列如下。

(b) 編製基準

綜合財務報表乃根據歷史成本基準編製（惟於報告期末若干金融工具按公平值計量），詳細解釋見下文。

歷史成本一般根據交換貨品及服務代價之公平值而定。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特點，則本集團於估計資產或負債之公平值時會考慮該等特點。於該等綜合財務報表中作計量及／或披露用途之公平值按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎之付款交易、香港會計準則第17號範圍內之租賃交易及與公平值相似但非公平值之計量（例如香港會計準則第2號可變現淨值或香港會計準則第36號之使用價值）除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

2. 主要會計政策(續)

(b) 編製基準(續)

此外，就財務呈報而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一、第二或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得之同類資產或負債活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第一級包括之報價除外)；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

(c) 綜合基準

綜合財務報表包括由本公司及由本公司及其附屬公司控制之實體(包括結構實體)之財務報表。當本公司出現以下情況時則視為取得控制權：

- 可對投資對象行使權力；
- 參與於被投資方所帶來之各種回報之風險或權利；及
- 行使其權力以影響其回報之能力。

倘有事實及情況顯示上述三項控制權因素中有一項或以上出現變化，本集團會重新評估其是否對被投資方擁有控制權。

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綜合財務報表附註

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2. 主要會計政策(續)

(c) 綜合基準(續)

倘本集團於投資對象之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，其中包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 於需要作出決定(包括先前股東大會上之投票模式)時表明本集團當前擁有或並無擁有指導相關活動之能力之任何額外事實及情況。

當本集團取得一間附屬公司之控制權時開始將該附屬公司合併入賬，並於本集團失去該附屬公司之控制權時終止綜合入賬。具體而言，於本年度內收購或出售之一間附屬公司之收入及開支，自本集團取得控制權之日起至本集團不再控制附屬公司之日計入綜合損益和其他全面收益表。

損益及其他全面收益之各個組成部分歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧損結餘。

如有需要，附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

與本集團旗下成員公司間之交易之有關所有集團內部資產及負債、權益、收入、開支及現金流，會於綜合時全數撇銷。

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For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Merger accounting for common control combination

The consolidated financial statements incorporates the financial statement items of the combining entities or business in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or business are combined using the existing book values from the controlling party's perspective. No amount is recognised with respect to goodwill or any excess of acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over its cost at the time of common control combination, to the extent of the contribution of the controlling party's interest.

The consolidated statements of profit or loss and other comprehensive income include the results of each of the combining entities or business from the earliest date presented or since the date when combining entities or business first came under common control, where this is a shorter period, regardless of the date of common control combination.

Intra-group transactions, balances and unrealized gains on transactions between the combining entities or business are eliminated. Unrealised losses are eliminated but considered as an impairment indicator of the asset transferred. Accounting policies of combining entities or business have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transaction costs, including professional fees, registration fees, cost of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting are recognised as an expense in the period in which they are incurred.

The comparative amounts in the consolidated financial statements are presented as if the entities or business had been combined at the end of the previous reporting period or when they first came under common control, whichever is shorter.

2. 主要會計政策(續)

(d) 共同控制合併之合併會計法

綜合財務報表包括出現共同控制合併之合併實體或業務之財務報表項目，猶如自該等合併實體或業務首次受控制方控制之日起已合併。

合併實體或業務之資產淨值按控制方之角度以現有賬面值合併入賬。商譽或收購方於被收購方可識別資產、負債及或然負債公平淨值之權益超過其於共同控制合併時之成本之差額(以控制方權益出資金額為限)不會確認任何金額。

綜合損益和其他全面收益表包括各合併實體或業務由最早呈列日期起或自合併實體或業務首次受共同控制之日起(以較短者為準，而不會考慮共同控制合併日期)之業績。

集團間交易、結餘及因合併實體或業務間交易而產生之未變現盈利予以對銷。未變現虧損亦會對銷，惟視作已轉讓資產之減值指標。合併實體或業務之會計政策已作必要修改，以確保與本集團所採納之政策一致。

就採用合併會計法入賬之共同控制合併產生之交易成本(包括專業服務費、註冊費、提供資訊予股東之成本、將先前個別業務合併經營產生之成本或虧損等)，於產生期間確認為開支。

綜合財務報表內之可比較金額乃按猶如實體或業務已於上一報告期末或彼等首次受共同控制時(以較早者為準)合併而進行呈列。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in other reserve in equity and attributed owners of the Company.

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group.

(f) Investments in subsidiaries

Investments in subsidiaries are stated in the statement of financial position of the Company at cost less accumulated impairment losses, if any.

2. 主要會計政策(續)

(e) 本集團於現有附屬公司擁有權之變動

本集團於附屬公司擁有權之變動並無導致本集團失去對該附屬公司之控制權，將作為權益交易入賬。本集團之權益及非控股權益之賬面值將予調整，以反映其於該等附屬公司之有關權益變動。非控股權益之經調整金額與所付或所收代價之公平值兩者之間之差額，乃直接於權益之其他儲備確認並歸屬本公司擁有人。

倘本集團失去一間附屬公司之控制權，則其：(i)於失去控制權當日取消按賬面值確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日取消確認前附屬公司任何非控股權益(包括彼等應佔之其他全面收益之任何組成部分)之賬面值，及(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於本集團應佔之損益內確認為收益或虧損。

(f) 於附屬公司之投資

於附屬公司之投資按成本減去累計減值虧損(如有)於本公司之財務狀況表列賬。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors that makes strategic decisions.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(h) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following basis:

- (i) Project for design, fit out and decoration service income is recognised based on the stage of completion of the contracts, provided that the stage of contract completion and the contract costs of the contracting work can be measured reliably. The stage of completion of a contract is established by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract cost;
- (ii) Design and/or decoration service income is recognised upon services rendered;
- (iii) Aircraft management service income, commission income, financial advisory service income and aircraft leasing ancillary service income are recognised upon services rendered;

2. 主要會計政策(續)

(g) 分部報告

經營分部呈報方式與向主要營運決策者提供內部呈報所用方式一致。主要營運決策者負責分配資源及評估經營分部表現，已定為負責制定戰略決策之督導委員會。

就財務報告而言，將不會把個別重要經營分部合併，除非該等分部具備類似的經濟特點以及在產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務所用之方法及監管環境之性質等方面類似。倘個別不重要之經營分部符合上述大部分條件，則可合併為一個報告分部。

(h) 收益確認

收益於經濟利益很可能流入本集團而收益能夠按以下基準可靠地計量時確認：

- (i) 設計、裝修及裝飾服務項目收入乃依據合約完成階段確認，惟合約完成階段及合約工程的合約成本能可靠地計量。合約完成階段按迄今所進行工程所產生之合約成本佔估計總合約成本之比例予以確定；
- (ii) 設計及／或裝飾服務收入於提供服務時確認；
- (iii) 飛機管理服務收入、佣金收入、財務顧問服務收入及飛機租賃配套服務收入於提供服務時確認；

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Revenue recognition (Continued)

- (iv) Revenue from the sale of precious metal is recognised on the transfer of risks and rewards ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed; and
- (v) Interest income is recognised on a time proportion basis taking into account the principal outstanding and the interest applicable.

The Group's policy for recognition of service income from provision of design, fit out and decoration services is set out in note 2(j).

(i) Property, plant and equipment

Property, plant and equipment is stated in the consolidated statement of financial position at historical cost less accumulated depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

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

Depreciation on assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

1 Office equipment	20%
2 Furniture and fixtures	20%
3 Motor vehicles	25% – 30%
4 Leasehold improvements	Over the shorter of the lease term and 20%

The residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The carrying amount is written down immediately to its recoverable amount if the carrying amount is greater than its estimated recoverable amount.

2. 主要會計政策(續)

(h) 收益確認(續)

- (iv) 銷售貴金屬所得收益乃於擁有權之風險及回報轉移時(一般與貨品送交客戶及擁有權轉移同時發生)確認入賬;及
- (v) 利息收入按時間比例根據尚餘本金及適用利息確認。

本集團有關提供設計、裝修及裝飾服務產生之服務收入的確認政策，載列於附註2(j)。

(i) 物業、廠房及設備

物業、廠房及設備乃以歷史成本減累計折舊及減值虧損後於綜合財務狀況表列賬。歷史成本包括直接因收購資產而產生之開支。

只有當與項目有關之未來經濟利益可能流入本集團，以及項目成本能可靠地計量時，其後成本才會計入賬面值或確認為獨立資產(如適當)。被替換部分的賬面值被終止確認。所有其他維修及保養費於產生該等費用的財務期間於損益中扣除。

資產折舊乃採用直線法計算，於估計可使用年期內按下列方式將其成本攤分至其剩餘價值：

1 辦公設備	20%
2 傢俬及固定裝置	20%
3 汽車	25% – 30%
4 租賃物業裝修	按租期及20%之較短者

剩餘價值及可使用年期於各報告期末檢閱並作出調整(如適當)。當賬面值大於其估計可收回金額時，賬面值立即撇減至可回收金額。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Property, plant and equipment (Continued)

Gain and loss on disposals are determined by comparing proceeds with carrying amount and are recognised in the consolidated statement of profit or loss and other comprehensive income.

(j) Construction contracts

Where the outcome of a construction contract in relation to provision of design, fit out and decoration services can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position as a liability, as receipt in advances. Amounts billed for work performed but not yet paid by the customers are included in the consolidated statement of financial position under trade receivables.

2. 主要會計政策(續)

(i) 物業、廠房及設備(續)

出售產生之盈利及虧損透過將所得款項與賬面值作比較來釐定，並在綜合損益和其他全面收益表內確認。

(j) 建築合約

倘能夠可靠地估計與提供設計、裝修及裝飾服務有關的建築合約之結果，則收益及成本將參照報告期末之合約活動完成階段確認，完成階段按迄今所進行工程所產生之合約成本佔估計總合約成本之比例計量，惟倘此方法並不能代表完成階段則除外。合約工程改動、索償及獎金付款以能可靠地計量及被認為有可能收取者為限而入賬。

倘不能可靠地估計建築合約之結果，則僅會以有可能收回之所產生之合約成本為限確認合約收益。合約成本會於產生期間內確認為開支。

當總合約成本將有可能高於總合約收益時，預期虧損會即時確認為開支。

倘迄今所產生之合約成本加已確認溢利減已確認虧損超逾進度款，則盈餘以應收客戶合約工程款項列賬。就進度款超逾迄今所產生之合約成本加已確認溢利減已確認虧損之合約而言，盈餘以應付客戶合約工程款項列賬。有關工程進行前已收之款項於綜合財務狀況表內列作負債(作為預收款)。已就所進行之工程開立賬單但客戶尚未支付之款項則會於綜合財務狀況表內列作貿易應收款項。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued) (k) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(l) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measures in terms of historical cost in a foreign currency are not retranslated.

2. 主要會計政策(續)

(k) 租賃

凡租賃條款規定將擁有權的絕大部分風險及回報轉讓給承租人之租賃均分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為承租人

經營租賃付款乃於租賃期間內按直線法確認為開支，惟倘另一系統化基準更能代表自租賃資產耗用經濟利益的時間模式則除外。根據經營租賃所產生的或然租金乃於其產生的期間內確認為開支。

倘收取租賃獎勵以訂立經營租賃，該等獎勵乃確認為負債。獎勵的總利益乃按直線法確認為租金開支減少，惟倘另一系統化基準更能代表自租賃資產耗用經濟利益的時間模式則除外。

(l) 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃按交易日之現行匯率予以確認。於各報告期末，以外幣計值之貨幣項目乃按該日之現行匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目乃按其公平值釐定當日之現行匯率重新換算。按外幣歷史成本計量之非貨幣項目並無重新換算。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Foreign currencies (Continued)

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

2. 主要會計政策(續)

(i) 外幣(續)

貨幣項目之匯兌差額乃於產生期間內於損益中確認，惟以下各項除外：

- 有關日後生產使用之在建資產之外幣借貸匯兌差額(於被視為外幣借貸之利息成本之調整時，計入該等資產之成本)；
- 為對沖若干外幣風險所訂交易之匯兌差額；及
- 應收或應付一項海外業務之貨幣項目匯兌差額(既無計劃結算且發生結算之可能性亦不大，故其為海外業務投資淨額之一部分，並初步於其他全面收益中確認及於償還貨幣項目時由權益重新分類至損益)。

為呈列綜合財務報表，本集團海外業務的資產及負債按各報告期末之現行匯率換算為本集團的呈列貨幣(即港元)。收支項目乃按期內的平均匯率進行換算，如匯率於該期間內出現大幅波動則另作別論，在該情況下會採用交易當日的匯率。所產生的匯兌差額(如有)乃於其他全面收益確認，並於股權下以外幣匯兌儲備累計。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

2. 主要會計政策(續)

(m) 稅項

所得稅開支指現時應繳稅項及遞延稅項的總和。

即期稅項

現時應繳稅項根據本年度應課稅溢利計算。應課稅溢利有別於綜合損益和其他全面收益表所呈報之「稅前溢利」，原因在於有其他年度的應課稅或應扣減的收入或開支項目及無須課稅或不可扣稅的項目。本集團的即期稅項負債按各個報告期末已頒佈或已大致頒佈的稅率計算。

遞延稅項

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基的暫時差額而確認。遞延稅項負債基本上就所有應課稅暫時差額確認。遞延稅項資產一般就所有應扣減暫時差額確認，惟遞延稅項資產只限於在有應課稅溢利可供對銷可扣減暫時差額時方予以確認。如暫時差額由商譽或初步確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債(業務合併除外)所產生，有關遞延稅項資產及負債不予確認。

遞延稅項負債須就於附屬公司及聯營公司之投資及合營企業權益所產生之應課稅暫時差額予以確認，除非本集團可控制暫時差額之撥回，而此暫時差額在可預見的將來可能不會撥回。與該等投資及權益相關之應扣減暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可預見的將來可以撥回時予以確認。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Taxation (Continued)

Deferred tax (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2. 主要會計政策(續)

(m) 稅項(續)

遞延稅項(續)

遞延稅項資產之賬面值在各報告期末進行檢閱，並於不再可能有足夠應課稅溢利可用以收回所有或部分資產時作出相應扣減。

遞延稅項資產及負債以各報告期末已執行或實質上已執行的稅率(和稅法)為基礎，按預期清償該負債或變現該資產當期的適用稅率計量。

遞延稅項負債及資產的計量反映本集團在各報告期末預計收回或清償其資產及負債賬面值的方式所導致的納稅結果。

期內之即期及遞延稅項

即期及遞延稅項於損益中確認，惟倘即期及遞延稅項有關之項目在其他全面收益或直接在權益中確認之情況下，即期及遞延稅項亦分別於其他全面收益或直接在權益中確認。就因對業務合併進行初始會計處理而產生之即期稅項或遞延稅項而言，稅務影響計入業務合併之會計處理內。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but as that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. 主要會計政策(續)

(n) 有形及無形資產之減值

於各個報告期末，本集團檢閱其有形及無形資產之賬面值，以決定是否有任何跡象顯示該等資產蒙受減值虧損。如有任何該等跡象，則會估計資產之可收回金額，以決定減值虧損(如有)的程度。倘無法估計個別資產之可收回金額，本集團將估計該資產所屬現金產出單元(「現金產出單元」)之可收回金額。如果可以識別一個合理和一致的分配基礎，公司資產亦應分配至單個現金產出單元，若不能分配至單個現金產出單元，則應將公司資產按能識別的、合理且一致的基礎分配至最小的現金產出單元組合。

無限定使用年期的無形資產以及尚不可供使用的無形資產至少會每年進行減值測試，並會於有跡象顯示該等資產可能減值時進行減值測試。

可收回金額是指公平值減去銷售成本後的餘額和使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量折現為現值，未針對該資產特有的風險調整估計未來現金流量。

倘若估計資產(或現金產出單元)之可收回金額低於其賬面值，則資產(或現金產出單元)之賬面值將調低至其可收回金額。減值虧損即時於損益確認。

倘若減值虧損於其後撥回，資產(或現金產出單元)之賬面值將調升至其經修訂之估計可收回金額，而增加後之賬面值不得超過倘若該資產(或現金產出單元)在過往年度並無確認減值虧損時將已確認之賬面值。減值虧損之撥回即時於損益確認。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(p) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are mainly classified into loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

2. 主要會計政策(續)

(o) 撥備

倘若本集團因過往事件而負有法律或推定責任，履行該等責任可能會導致資源流出，且有關數額能夠可靠估計，即確認為撥備。

確認為撥備之金額乃經考慮責任所附帶的風險及不確定因素後，根據於各報告期末為履行該當前責任而須承擔代價的最佳估計而計量。倘撥備以履行該當前責任的估計現金流量計量，其賬面值則為該等現金流量的現值（倘貨幣的時間價值影響重大）。

倘用以結算撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

(p) 金融工具

倘本集團成為工具合約條文之訂約方，則確認金融資產及金融負債。

金融資產及金融負債初步以公平值計量。收購或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）直接應佔之交易成本，應於初步確認時加入或從金融資產或金融負債（如適用）之公平值扣除。因收購按公平值計入損益之金融資產或金融負債而產生之直接應佔交易成本即時於損益確認。

金融資產

本集團之金融資產主要分類為貸款及應收款項。所有常規金融資產買賣均按交易日基準確認及取消確認。常規買賣為須於根據市場法規或慣例所確定之時間內交付資產之金融資產買賣。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or

2. 主要會計政策(續)

(p) 金融工具(續)

金融資產(續)

實際利率法

實際利率法為計算債務工具之攤銷成本及於有關期間內分配利息收入之方法。實際利率為初步確認時將債務工具預計年期或(如適用)較短期間內之估計未來現金收款(包括所有構成實際利率不可或缺部分之已付或已收費用、交易成本及其他溢價或折讓)準確折現至賬面淨值之利率。

債務工具之利息收入按實際利率法確認。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款，且並無活躍市場報價之非衍生金融資產。於各報告期末初步確認後，貸款及應收款項(包括貿易應收款項、按金及其他應收款項以及現金及銀行結餘)採用實際利率法按攤銷成本減任何減值列賬。

金融資產減值

本集團於各報告期末評估金融資產有否減值跡象。當有客觀證據顯示於金融資產初步確認後發生之一項或多項事件而導致投資的估計未來現金流量受到影響，則有關金融資產將被視為出現減值。

減值之客觀證據可能包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如未償還或拖欠支付利息或本金；或
- 借款人有可能陷入破產或財務重組；或

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at amortised cost, the amount of the impairment loss recognised is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

2. 主要會計政策(續)

(p) 金融工具(續)

金融資產(續)

金融資產減值(續)

- 因財政困難而導致有關金融資產不出現活躍市場。

就若干類別的金融資產(如貿易應收款項)而言,資產經評估後不作出個別減值,會於其後進行整體的減值評估。應收款項組合出現減值的客觀證據可能包括本集團過往收款經驗、組合內逾期超過平均信貸期間的還款數目上升、國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

就按攤銷成本列賬之金融資產而言,減值虧損金額按資產賬面值與按金融資產原實際利率貼現之估計未來現金流量現值間之差額計量。

就按成本列賬之金融資產而言,減值虧損金額以資產賬面值與估計未來現金流量按類似金融資產目前市場回報率貼現之現值兩者之差額計量。有關減值虧損不會於其後期間撥回。

就所有金融資產而言,金融資產之賬面值直接按減值虧損減少,惟貿易應收款項除外,其賬面值乃透過使用撥備賬目而減少。倘貿易應收款項被視為無法收回,則於撥備賬目撇銷。其後收回過往撇銷之款項計入撥備賬目內。撥備賬目之賬面值變化於損益確認。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including trade payables, accrued expenses and other payables) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discount) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

2. 主要會計政策(續)

(p) 金融工具(續)

金融負債及股本工具

分類為債務或股本

由本集團發行之債務及股本工具按合約安排性質以及金融負債及股本工具之定義分類為金融負債或股本。

股本工具

股本工具為證明本集團資產之剩餘權益(經扣除其所有負債)之任何合約。集團實體發行之股本工具按所收取之所得款項減直接發行成本後確認。

其他金融負債

其他金融負債(包括貿易應付款項, 以及應計開支及其他應付款項)於其後採用實際利率法按攤銷成本計量。

實際利率法

實際利率法為計算金融負債之攤銷成本及於有關期間內分配利息開支之方法。實際利率為初步確認時將金融負債預計年期或(如適用)較短期間內之估計未來現金付款(包括所有構成實際利率不可或缺部分之已付或已收費用、交易成本及其他溢價或折讓)準確折現至賬面淨值之利率。

利息開支按實際利率法確認。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risk and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing of the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocated the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that no longer recognised on the basis of the relative fair values of those parts.

2. 主要會計政策(續)

(p) 金融工具(續)

取消確認

本集團僅於資產收取現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及資產擁有權絕大部分風險及回報時取消確認金融資產。倘本集團轉移或保留擁有權絕大部分風險及回報並繼續控制已轉讓資產，本集團可繼續將資產確認入賬，條件為須持續涉及該項資產，以及確認相關負債。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團可繼續確認金融資產，亦可就已收取之所得款項確認已抵押借貸。

於全面取消確認金融資產時，資產賬面值與已收及應收代價以及於其他全面收益確認及於權益累計之累計盈虧之總和間之差額，會於損益確認。

除全面取消確認外，於取消確認金融資產時，本集團將金融資產之過往賬面值在其仍確認為繼續參與之部分及不再確認之部分之間，按照該兩者於轉讓日期之相關公平值作出分配。不再確認部分獲分配之賬面值與該部分已收代價及其已於其他全面收益確認獲分配之任何累計盈利或虧損之總和間之差額，乃於損益確認。已於其他全面收益確認之累計盈利或虧損乃按繼續確認部分及不再確認部分之相關公平值在該兩者間作出分配。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Financial instruments (Continued)

Derecognition (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

(q) 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 in banks. Restricted bank deposits are excluded from cash and cash equivalents.

(r) Employee benefits

(i) Defined contribution retirement plan

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss and other comprehensive income 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.

2. 主要會計政策(續)

(p) 金融工具(續)

取消確認(續)

本集團只有在本集團的責任獲免除、取消或終止時，方會取消確認金融負債。獲取消確認之金融負債之賬面值與已付及應付代價間差額會於損益確認。

(q) 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，以及購入後一般在三個月之短期內可予兌現及可隨時轉換為已知數額現金且價值變動風險不大之短期高度流動性投資，減須應要求償還並構成本集團現金管理之組成部分之銀行透支。

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。限制性銀行存款未納入現金及現金等價物。

(r) 僱員福利

(i) 定額供款退休金計劃

本集團根據香港強制性公積金計劃條例，為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員，設立一項定額供款之強積金計劃。按強積金計劃條例規定，供款額須按僱員基本薪金之若干百分比計算，並於應付時在綜合損益和其他全面收益表中列賬。強積金計劃之資產由一個獨立管理之基金持有，與本集團之資產分開。本集團於強積金計劃所作之僱主供款全歸僱員所有。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Employee benefits (Continued)

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(s) Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained earnings within the equity section of the consolidated statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

(t) Trading licence

Trading licence with indefinite useful life represents a membership in Chinese Gold and Silver Exchange Society and is carried at cost less accumulated impairment losses, if any.

2. 主要會計政策(續)

(r) 僱員福利(續)

(ii) 以股份為基礎之付款

授予僱員之購股權之公平值，乃確認為僱員成本，並相應增加權益中之購股權儲備。公平值乃於授出日期利用二項式期權定價模式計量，當中考慮到授出購股權所依據之條款及條件。倘若僱員於有權無條件享有購股權前須符合歸屬條件，則估計購股權之總體公平值乃於歸屬期間內分攤，當中考慮到購股權將會歸屬之可能性。

於歸屬期內，會審核預期歸屬之購股權數目。於過去年度確認之累計公平值之任何調整，乃於該審核年度於損益內扣除／計入，惟合資格確認為資產之原本僱員開支則除外，並對購股權儲備作相應調整。於歸屬日，確認為開支之款額會予以調整，以反映歸屬購股權之實際數目（並對購股權儲備作相應調整），惟因並無達致與本公司股份市值相關之歸屬條件才沒收之購股權除外。權益款額乃於購股權儲備內確認，直至購股權獲行使（當其轉撥至股份溢價賬）或購股權到期（直接撥入保留溢利時）為止。

(s) 股息

董事建議派付之末期股息在綜合財務狀況表內權益項下列作保留溢利之一項獨立分配，直至於股東大會上獲股東批准為止。待此等股息獲股東批准且宣派後，將獲確認為一項負債。

(t) 交易牌照

並無限定使用期的交易牌照代表金銀業貿易場的會員資格，按成本減累計減值虧損（如有）列賬。

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2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Related parties

- (i) A person or a closed member of that person's family, is related to the Group, if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or of a parent of the Group.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (a) the entity and the Group are members of the same group;
 - (b) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (c) the entity and the Group are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (f) the entity is controlled or jointly controlled by a person identified in (i);
 - (g) a person identified in (i)(a) 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
 - (h) 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. 主要會計政策(續)

(u) 關聯方

- (i) 倘屬以下人士，則該人士或該人士之關係密切家庭成員與本集團有關聯：
 - (a) 控制或共同控制本集團；
 - (b) 對本集團有重大影響；或
 - (c) 為本集團或本集團母公司的管理層關鍵人員。
- (ii) 倘符合下列任何條件，即實體與本集團有關聯：
 - (a) 該實體與本集團屬同一集團之成員公司；
 - (b) 一實體為另一實體的聯繫人或合營企業(或為另一實體的母公司、附屬公司或同系附屬公司)；
 - (c) 該實體與本集團屬同一第三方的合營企業；
 - (d) 一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯繫人；
 - (e) 該實體為本集團或與本集團有關之實體就僱員福利而設立之離職後福利計劃；
 - (f) 該實體由(i)所定義之人士控制或共同控制；
 - (g) (i)(a)所定義之人士對該實體擁有重大影響力或該人士為該實體(或該實體之母公司)之管理層關鍵人員；及
 - (h) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理層關鍵人員服務。

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions applies: (Continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The accounting policies adopted in the consolidated financial statements for the fifteen months ended 31 December 2017 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 30 September 2016 except as described below.

In the current period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA, which are effective for the Group's financial period beginning on or after 1 October 2016.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle
HKFRS 10, 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts
HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements

2. 主要會計政策(續)

(u) 關聯方(續)

- (ii) 倘符合下列任何條件，即實體與本集團有關聯：(續)

一名個人的關係密切家庭成員是指在與實體的交易中可能被預期對該名人士構成影響或受其影響的家庭成員。

倘一項交易中，關聯方之間存在資源或責任轉移事項，則該項交易為關聯方交易。

3. 應用新訂及經修訂香港財務報告準則

截至二零一七年十二月三十一日止十五個月的綜合財務報表採納的會計政策與編製本集團截至二零一六年九月三十日止年度的年度財務報表所採用者一致，惟下文所述者除外。

於本期間，本集團首次應用由香港會計師公會頒佈，並對於二零一六年十月一日或之後開始的本集團財政期間生效之以下新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則(修訂本)	香港財務報告準則二零一二年至二零一四年週期之年度改進
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合入賬的例外情況
香港財務報告準則第11號(修訂本)	收購合營業務權益之會計處理
香港財務報告準則第14號	監管遞延賬目
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷公認辦法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號(修訂本)	獨立財務報表中的權益法

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Annual Improvements to HKFRSs 2012-2014 Cycle

The Annual Improvements to HKFRSs 2012-2014 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 5 introduce specific guidance in HKFRS 5 for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued. The amendments shall be applied prospectively.

The amendments to HKFRS 7 *Disclosure – Offsetting Financial Assets and Financial Liabilities* provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purpose of the disclosures required in relation to transferred assets and clarify that the offsetting disclosures (introduced in the amendments to HKFRS 7 issued in December 2011 and effective for periods beginning on or after 1 January 2013) are not explicitly required for all interim periods. However, the disclosures may need to be included in condensed interim financial statements to comply with HKAS 34 *Interim Financial Reporting*.

The amendments to HKAS 19 clarify that the high quality corporate bonds used to estimate the discount rate for post-employment benefits should be issued in the same currency as the benefits to be paid. These amendments would result in the depth of the market for high quality corporate bonds being assessed at currency level. The amendments apply from the beginning of the earliest comparative period presented in the financial statements in which the amendments are first applied. Any initial adjustment arising should be recognised in opening retained earnings of the earliest comparative period presented.

The amendments to HKAS 34 clarify the requirements relating to information required by HKAS 34 that is presented elsewhere in the interim financial report. The amendments require that such information be incorporated by way of a cross reference from the interim financial statements to the other part of the interim financial report that is available to users on the same terms and at the same time as the interim financial statements.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則二零一二年至二零一四年週期之年度改進

香港財務報告準則二零一二年至二零一四年週期之年度改進包括多項香港財務報告準則之多項修訂，現概述如下。

香港財務報告準則第5號之修訂於香港財務報告準則第5號引入特定指引，處理實體何時將資產(或出售組別)由持作出售重新分類至持作分派予擁有人(或反之亦然)，或何時終止持作分派會計處理。該等修訂須按未來適用法應用。

香港財務報告準則第7號之修訂披露一抵銷金融資產與金融負債提供額外指引，澄清就有關已轉讓資產之披露規定而言，一項有效合約是否持續參與一項已轉讓資產，並澄清並非明文規定須就所有中期期間作出抵銷披露(於二零一一年十二月頒佈並於二零一三年一月一日或之後開始之期間生效之香港財務報告準則第7號之修訂中引入)。然而，簡明中期財務報表可能需載有相關披露，以符合香港會計準則第34號中期財務報告。

香港會計準則第19號之修訂澄清，估計離職福利貼現率所採用之優質企業債券應以與支付福利相同之貨幣發行。該等修訂將導致從貨幣層面評估優質企業債券之市場深度。該等修訂由首次應用該等修訂之財務報表所呈列之最早比較期間開始應用。所產生之任何初始調整應於所呈列之最早可比較期間之期初保留盈利確認。

香港會計準則第34號之修訂澄清關於香港會計準則第34號規定於中期財務報告內其他地方呈報之資料之規定。該等修訂規定，有關資料應以與中期財務報表相互參照形式，按與中期財務報表相同之用語，載入使用者與中期財務報表同時取得之中期財務報告其他部分。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Annual Improvements to HKFRSs 2012-2014 Cycle (Continued)

The application of the said amendments to HKFRSs has had no material effect on the Group's consolidated financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 *Investment Entities: Applying the Consolidation Exception*

The amendments to HKFRS 10 *Consolidated Financial Statements*, HKFRS 12 *Disclosure of Interests in Other Entities* and HKAS 28 *Investments in Associates and Joint Ventures* clarify that the exemption from preparing consolidated financial statements is available to a parent entity that is a subsidiary of an investment entity, even if the investment entity measures all its subsidiaries at fair value in accordance with HKFRS 10. The amendments also clarify that the requirement for an investment entity to consolidate a subsidiary, whose main purpose is to provide services and activities that are related to the investment activities of the investment entity parent, applies only to subsidiaries that are not investment entities themselves.

The application of these amendments to HKFRS 10, HKFRS 12 and HKAS 28 has had no material impact on the Group's consolidated financial statements as the Group is not an investment entity and does not have any subsidiary, associate or joint venture that qualifies as an investment entity.

Amendments to HKFRS 11 *Accounting for Acquisitions of Interests in Joint Operations*

The amendments to HKFRS 11 provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in HKFRS 3 *Business Combinations*. Specifically, the amendments state that the relevant principles on accounting for business combinations in HKFRS 3 and other standards (e.g. HKAS 36 regarding impairment testing of a cash-generating unit ("CGU") to which goodwill on acquisition of a joint operation has been allocated) should be applied. The same requirements should be applied to the formation of a joint operation if and only if an existing business is contributed to the joint operation on its formation by one of the parties that participate in the joint operation.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則二零一二年至二零一四年週期之年度改進(續)

應用上述香港財務報告準則之修訂對本集團之綜合財務報表並無重要影響。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂本－投資實體：應用綜合入賬的例外情況

香港財務報告準則第10號綜合財務報表、香港財務報告準則第12號披露於其他實體之權益及香港會計準則第28號於聯營公司及合營企業之投資之修訂澄清，若母公司實體為投資實體之附屬公司，則編製綜合財務報表之豁免對其適用，即使該投資實體根據香港財務報告準則第10號按公平值計量其全部附屬公司。有關修訂亦澄清若附屬公司之主要目的是就投資實體母公司之投資活動提供相關服務及活動，則投資實體將有關附屬公司綜合入賬之規定僅適用於本身並非投資實體之附屬公司。

由於本集團並非投資實體及並無任何附屬公司、聯營公司或合營企業符合投資實體之資格，應用香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之此等修訂將不會對本集團之綜合財務報表產生重要影響。

香港財務報告準則第11號之修訂本收購合營業務權益之會計處理

收購合營業務權益之會計處理香港財務報告準則第11號之修訂就收購合營業務(其構成一項業務(定義見香港財務報告準則第3號業務合併))之入賬方式提供指引。具體而言，該等修訂列明香港財務報告準則第3號及其他準則有關業務合併之相關會計原則應予以應用，例如香港會計準則第36號，有關於收購合營業務時獲分配商譽之現金產生單位(「現金產生單位」)的減值測試。倘及只有於參與合營業務之其中一方於組建合營業務時向合營業務投入現有業務時，則成立合營業務亦須應用相同規定。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKFRS 11 *Accounting for Acquisitions of Interests in Joint Operations* (Continued)

A joint operator is also required to disclose the relevant information required by HKFRS 3 and other standards for business combinations.

The amendments to HKFRS 11 apply prospectively for annual periods beginning on or after 1 January 2016. The application of these amendments to HKFRS 11 has had no material impact on the Group's consolidated financial statements.

Amendments to HKAS 1 *Disclosure Initiative*

The amendments to HKAS 1 are designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.

The application of these amendments to HKAS 1 has had no material impact on the Group's consolidated financial statements.

Amendments to HKAS 16 and HKAS 38 *Clarification of Acceptable Methods of Depreciation and Amortisation*

The amendments to HKAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that revenue is not an appropriate basis for amortisation of an intangible asset. This presumption can only be rebutted in the following two limited circumstances:

- when the intangible asset is expressed as a measure of revenue; or
- when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第11號之修訂本 *收購合營業務權益之會計處理*(續)

合營業務經營者亦須就業務合併披露香港財務報告準則第3號及其他準則規定之相關資料。

香港財務報告準則第11號之修訂將於二零一六年一月一日或之後開始之年度期間按未來適用法應用。應用此等香港財務報告準則第11號之修訂對本集團之綜合財務報表並無重要影響。

香港會計準則第1號之修訂本 *披露計劃*

香港會計準則第1號之修訂旨在進一步鼓勵公司在釐定於財務報表所披露之資料時運用專業判斷。譬如說，有關修訂明確指出重要性適用於整份財務報表而收錄非重要資料乃削弱財務資料披露的有用性。此外，有關修訂澄清，公司在決定於何處及以何種順序在財務披露中呈列資料時應運用專業判斷。

應用此等香港會計準則第1號之修訂對本集團之綜合財務報表並無產生重要影響。

香港會計準則第16號及香港會計準則第38號之修訂本 *澄清折舊及攤銷公認辦法*

香港會計準則第16號之修訂禁止實體為物業、廠房及設備項目採用收益基準折舊法。香港會計準則第38號之修訂引入收益並非無形資產攤銷之合適基準之可推翻假設。此假設只可於以下兩種有限情況下推翻：

- 無形資產表明為收益之計量方法；或
- 可證明無形資產經濟利益之收益及耗用有密切關聯。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 16 and HKAS 38

Clarification of Acceptable Methods of Depreciation and Amortisation (Continued)

The amendments apply prospectively for annual periods beginning on or after 1 January 2016. Currently, the Group uses the straight-line method for depreciation for its plant and equipment. The directors of the Company believe that the straight-line method is the most appropriate method to reflect the consumption of economic benefits inherent in the respective assets and accordingly, the application of these amendments to HKAS 16 and HKAS 38 has had no material impact on the Group's consolidated financial statements.

Amendments to HKAS 27 Equity Method in Separate Financial Statements

The amendments allow an entity to account for investments in subsidiaries, joint ventures and associates in its separate financial statements:

- at cost;
- in accordance with HKFRS 9 *Financial Instruments* (or HKAS 39 for entities that have not yet adopted HKFRS 9); or
- using the equity method as described in HKAS 28 *Investments in Associates and Joint Ventures*.

The accounting option must be applied by category of investments.

The amendments also clarify that when a parent ceases to be an investment entity, or becomes an investment entity, it shall account for the change from the date when the change in status occurred.

In addition to the amendments to HKAS 27, there are consequential amendments to HKAS 28 to avoid a potential conflict with HKFRS 10 *Consolidated Financial Statements* and to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards*.

The application of these amendments to HKAS 27 has had no material impact on the Group's consolidated financial statements.

3. 應用新訂及經修訂香港財務報告準則(續)

香港會計準則第16號及香港會計準則第38號之修訂本澄清折舊及攤銷公認辦法(續)

該等修訂將於二零一六年一月一日或之後開始之年度期間按未來適用法應用。現時，本集團使用直線法為其物業、廠房及設備計算折舊。本公司董事相信直線法乃反映耗用相關資產固有經濟利益之最合適方法，因此，應用此等香港會計準則第16號及香港會計準則第38號之修訂對本集團之綜合財務報表並無重要影響。

香港會計準則第27號之修訂本獨立財務報表中的權益法

該等修訂允許實體按以下方式將於附屬公司、合營企業及聯營公司之投資在其獨立財務報表入賬：

- 按成本；
- 根據香港財務報告準則第9號金融工具(或就尚未採納香港財務報告準則第9號之實體而言，香港會計準則第39號)；或
- 按香港會計準則第28號於聯營公司及合營企業之投資所述使用權益法。

會計選項必須按投資類別應用。

該等修訂亦澄清當母公司不再為投資實體，或成為投資實體時，須由地位改變當日起將相關變動入賬。

除香港會計準則第27號之修訂外，香港會計準則第28號有後續修訂，避免與香港財務報告準則第10號綜合財務報表及香港財務報告準則第1號首次採納香港財務報告準則出現潛在衝突。

應用此等香港會計準則第27號之修訂對本集團之綜合財務報表並無重要影響。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 27 Equity Method in Separate Financial Statements (Continued)

In the opinion of the Directors, the application of the new and revised HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle ²
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle ³
HKFRS 2 (Amendments)	Classification and Measurement of Share-Based Payment Transactions ²
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ²
HKFRS 9	Financial Instruments ²
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation ²
HKFRS 10 and HKAS 28 (Amendments)	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 15	Revenue from Contracts with Customers ²
HKFRS 15 (Amendments)	Clarifications to HKFRS 15 Revenue from Contracts with Customers ²
HKFRS 16	Leases ³
HKFRS 17	Insurance Contracts ⁵
HKAS 7 (Amendments)	Disclosure Initiative ¹
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses ¹
HKAS 28 (Amendments)	Investments in Associates and Joint Ventures ³
HKAS 40 (Amendments)	Transfer of Investment Property ²
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ²
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatment ³

- ¹ Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- ² Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- ³ Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- ⁴ Effective for annual periods beginning on or after a date to be determined. Early adoption is permitted.
- ⁵ Effective for annual periods beginning on or after 1 January 2021.

3. 應用新訂及經修訂香港財務報告準則(續)

香港會計準則第27號之修訂本獨立財務報表中的權益法(續)

董事認為，於本期間應用新訂及經修訂香港財務報告準則對本集團本期間及過往期間之財務表現及狀況及／或綜合財務報表所載之披露並無重大影響。

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則(修訂本)	香港財務報告準則二零一四年至二零一六年週期之年度改進 ²
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進 ³
香港財務報告準則第2號(修訂本)	以股份為基礎之付款交易的分類及計量 ²
香港財務報告準則第4號(修訂本)	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第9號(修訂本)	具負債補償之預付款項 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁴
香港財務報告準則第15號	來自客戶合約之收益 ²
香港財務報告準則第15號(修訂本)	對香港財務報告準則第15號來自客戶合約之收益的澄清 ²
香港財務報告準則第16號	租賃 ³
香港財務報告準則第17號	保險合約 ⁵
香港會計準則第7號(修訂本)	披露計劃 ¹
香港會計準則第12號(修訂本)	就未實現虧損確認遞延稅項資產 ¹
香港會計準則第28號(修訂本)	於聯營公司及合營企業之投資 ³
香港會計準則第40號(修訂本)	轉撥投資物業 ²
香港(國際財務報告詮釋委員會) – 詮釋第22號	外幣交易及預付代價 ²
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 ³

- ¹ 於二零一七年一月一日或之後開始的年度期間生效，可提早應用。
- ² 於二零一八年一月一日或之後開始的年度期間生效，可提早應用。
- ³ 就二零一九年一月一日或之後開始的年度期間生效，可提早應用。
- ⁴ 就待定期日或之後開始的年度期間生效，可提早應用。
- ⁵ 就二零二一年一月一日或之後開始的年度期間生效。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 9 *Financial Instruments*

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include (a) impairment requirements for financial assets and (b) limited amendments to the classification and measurement requirements by introducing a 'fair value through other comprehensive income' ("FVTOCI") measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號入金融資產分類及計量之新規定。香港財務報告準則第9號其後於二零一零年經修訂，包括有關金融負債之分類及計量之規定以及取消確認之規定，並於二零一三年經進一步修訂，包括一般對沖會計法之新規定。於二零一四年頒佈之香港財務報告準則第9號另一個經修訂版本主要加入(a)有關金融資產之減值規定及(b)藉為若干簡單債務工具引入「按公平值計入其他全面收益」(「按公平值計入其他全面收益」)計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定載述如下：

屬香港會計準則第39號金融工具：確認及計量範圍內之所有已確認金融資產其後按攤銷成本或公平值計量。具體而言，於目的為收取合約現金流量之業務模式內持有，以及合約現金流僅為償還本金及未償還本金所產生利息之債務投資，一般於其後報告期末按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可以不可撤回地選擇於其他全面收益呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅股息收入於損益確認。

就計量指定為按公平值計入損益之金融負債而言，香港財務報告準則第9號規定，因金融負債信貸風險有變而導致該負債公平值變動之金額乃於其他全面收益呈列，除非於其他全面收益確認該負債信貸風險變動之影響會產生或增加損益之會計錯配，則作別論。因金融負債信貸風險有變而導致金融負債公平值變動其後不會重新分類至損益。以往，根據香港會計準則第39號，指定為按公平值計入損益之金融負債之公平值變動全數於損益呈列。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 9 *Financial Instruments* (Continued)

Key requirements of HKFRS 9 are described below:
(Continued)

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

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an “economic relationship”. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

Based on the Group’s financial instruments and risk management policies at 31 December 2017, the directors of the Company anticipate the following potential impact on initial application of HKFRS 9:

Impairment

In general, the directors of the Company also anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group. However, the directors of the Company do not anticipate that the application of the expected credit loss model of HKFRS 9 will have material impact to the opening accumulated losses at 1 January 2018.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具(續)

香港財務報告準則第9號之主要規定載述如下:(續)

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

新訂一般對沖會計規定保留三種對沖會計處理類別。然而，新規定為合資格作對沖會計處理之各類交易提供更大靈活性，特別是擴大符合作為對沖工具之工具類別以及合資格作對沖會計處理之非金融項目之風險組成部分類別。此外，成效測試已作重整，並以「經濟關係」原則取代。對沖成效亦毋須進行追溯評估。新規定同時引入增加披露有關實體風險管理活動之規定。

根據本集團於二零一七年十二月三十一日的金融工具及風險管理政策，本公司董事預期初步應用香港財務報告準則第9號可能會產生以下潛在影響：

減值

一般而言，本公司董事亦預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之金融資產以及其他須作出減值撥備的項目之尚未產生的信貸虧損提前撥備。然而，本公司董事預期，應用香港財務報告準則第9號的預期信貸虧損模式將不會對於二零一八年一月一日確認的虧損累計金額造成重大影響。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 15 Revenue from Contracts with Customers

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The amendments to HKFRS 15 apply prospectively for annual periods beginning on or after 1 January 2018.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶合約之收益

香港財務報告準則第15號於二零一四年七月頒佈，其制定一項單一全面模式供實體用以將客戶合約所產生之收益入賬。香港財務報告準則第15號於生效後將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋之收益確認指引。

香港財務報告準則第15號之核心原則為實體於確認描述向客戶轉讓承諾貨品或服務之收益時，金額應能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

根據香港財務報告準則第15號，實體於完成履約責任時(或就此)確認收益，即於特定履約責任相關貨品或服務之「控制權」移交客戶之時。香港財務報告準則第15號已就特殊情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求作出更詳盡之披露。

香港財務報告準則第15號之修訂乃對於二零一八年一月一日或之後開始的年度期間提前應用。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 15 Revenue from Contracts with Customers (Continued)

For more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15. In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent consideration, as well as licensing application guidance. The criteria in HKFRS 15 for identifying performance obligations differ from the little guidance in HKAS 11, which could result in different conclusions about the separately identifiable components. For example, the Group may currently consider an entire construction contract to be a single component, but under HKFRS 15, it may determine that the contract contains two or more performance obligations that would be accounted for separately. The Directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported as the timing of revenue recognition may be affected and more disclosures relating to revenue is required in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

HKFRS 16 Leases

HKFRS 16 was issued on 13 January 2016 and is effective for annual periods beginning on or after 1 January 2019. HKFRS 16 replaces all existing lease accounting requirements and represents a significant change in the accounting and reporting of leases, with more assets and liabilities to be reported on the consolidated statement of financial position and a different recognition of lease costs.

HKFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Subject to limited exceptions for short-term leases and low value assets, distinctions of operating and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees.

Application of HKFRS 16 will result in the Group's recognition of right-of-use assets and corresponding liabilities in respect of many of the Group's lease arrangements.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶合約之收益(續)

香港財務報告準則第15號已加入更規範的指引，以處理具體情況。此外，香港財務報告準則第15號要求詳盡披露。於二零一六年，香港會計準則理事會就香港財務報告準則第15號關於確定履約義務、委託人與代理安排以及發牌申請指引發佈了說明。香港財務報告準則第15號內識別履約責任之標準有別於香港會計準則第11號之少許指引，其將導致有關單獨可識別部分之不同結論。例如，本集團現時認為，一份完整建築合約為單一部分，而根據香港財務報告準則第15號，其可能會認為合約包含兩項或更多項可單獨入賬之履約責任。董事預期於日後應用香港財務報告準則第15號將會對呈報金額構成重大影響，因為收益確認的時間或受到影響，以及須就收益於本集團的綜合財務報表作出更多披露。然而，在本集團進行詳細審閱前，合理估計香港財務報告準則第15號之影響並不切實可行。

香港財務報告準則第16號租賃

香港財務報告準則第16號於二零一六年一月十三日頒佈並於二零一九年一月一日或之後開始之年度期間生效。香港財務報告準則第16號會取代所有現時有關租賃之會計要求，並為租賃之會計及申報帶來重大改變，令更多資產及負債呈報於綜合財務狀況表，亦為租賃成本之確認帶來轉變。

香港財務報告準則第16號以顧客能否控制某特定資產作為區分租賃及服務合約之準則。除短期租賃及低價值資產能獲若干豁免外，承租人在會計上對經營及融資租賃之區分會被刪除，而所有承租人之租賃將以確認使用權資產及相對應負債之模式取代。

由於本集團有眾多租賃安排，香港財務報告準則第16號之應用將影響本集團對使用權資產及相對應負債之確認。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued) HKFRS 16 Leases (Continued)

As disclosed in note 28 to the consolidated financial statements, at 31 December 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$13,350,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

Amendments to HKAS 7 Disclosure Initiative

The amendments to HKAS 7 require entities to provide disclosure that enable users of consolidated financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

To satisfy such requirements, an entity shall disclose (to the extent necessary) the changes in liabilities arising from financing activities including changes from financing cash flows, changes arising from obtaining or losing control of subsidiaries or other businesses, the effect of changes in foreign exchange rates, changes in fair values and other changes.

Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities. In addition, the disclosure requirement also applies to changes in financial assets (for example, assets that hedge liabilities arising from financing activities) if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

The amendments state that one way to fulfil the new disclosure requirement is to provide reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities.

3. 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

誠如綜合財務報表附註28所披露，於二零一七年十二月三十一日，本集團根據不可撤銷經營租約之未來應付最低租金合共約為13,350,000港元。採納香港財務報告準則第16號後，其中若干款項可能需要確認為新的使用權資產及租賃負債。然而，需要進行進一步分析以釐定將予確認的新使用權資產和租賃負債的金額，包括但不限於與低值資產租賃和短期租賃相關的任何金額，選用的其他實際權宜安排及寬免，以及在採納日期前訂立的新租約。

香港會計準則第7號之修訂本披露計劃

香港會計準則第7號之修訂要求實體提供信息披露，以使財務報表用戶可評估融資活動所產生的負債變動，包括現金流量及非現金流量變動。

為符合要求，實體須披露融資活動產生之負債變動(以必要者為限)，包括融資現金流量之變動、取得或失去附屬公司或其他業務控制權之變動、匯率變動之影響、公平值變動及其他變動。

融資活動產生之負債屬於現金流量曾經或未來現金流量將在綜合現金流量表內分類為融資活動現金流量之負債。此外，披露規定亦適用於倘金融資產曾經或未來現金流量將計入融資活動之現金流量時金融資產之變動(如融資活動產生之對沖負債之資產)。

該等修訂列明達到新披露規定之一個方式為於綜合財務狀況表中提供融資活動所產生負債的期初及期末結餘的對賬。

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 7 *Disclosure Initiative* (Continued)

Finally, the amendments also state that changes in liabilities arising from financing activities must be disclosed separately from changes in other assets and liabilities.

The amendments to HKAS 7 apply prospectively for annual periods beginning on or after 1 January 2017.

The Directors anticipate that the application of amendments to HKAS 7 in the future may have a material impact on the consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of amendments to HKAS 7 until the Group performs a detailed review.

The Group is in the process of assessing the potential impact of the other new and revised HKFRSs upon initial application but is not yet in a position to state whether the above new and revised HKFRS, will have a significant impact on the Group's results of operations and financial position.

3. 應用新訂及經修訂香港財務報告準則(續)

香港會計準則第7號之修訂本披露計劃(續)

最後，該等修訂亦列明融資活動產生之負債變動須與其他資產及負債之變動分開披露。

香港會計準則第7號之修訂乃對於二零一七年一月一日或之後開始的年度期間提前應用。

董事預計，日後應用香港會計準則第7號之修訂可能對綜合財務報表造成重大影響。然而，於本集團進行詳盡審閱前，就香港會計準則第7號之修訂之影響提供合理估計並不切實可行。

本集團正在評估其他新訂及經修訂香港財務報告準則於初步應用後的潛在影響，但目前尚未能夠指出上述新訂及經修訂香港財務報告準則會否對本集團的經營業績及財務狀況造成重大影響。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Construction contracts revenue recognition

The Group recognises contract revenue and profit of a construction contract in relation to provision of design, fit out and decoration services and design and decoration services according to the management's estimation of the total outcome of the contract as well as the percentage of completion of construction works. Notwithstanding that the management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

(b) Impairment of trade receivables

The aging debt profile of trade debtors is reviewed on a regular basis to ensure that the trade receivables balances are collectable and follow up actions are promptly carried out if the agreed credit periods have been exceeded. However, from time to time, the Group may experience delays in collection. Where recoverability of trade receivables balance are called into doubts, specific provisions for bad and doubtful debts are made based on credit status of the customers, the aging analysis of the trade receivables balances and write-off history. Certain receivables may be initially identified as collectible, yet subsequently become uncollectible and result in a subsequent write-off of the related receivable to the consolidated statement of profit or loss and other comprehensive income. Changes in the collectability of trade receivables for which provisions are not made could affect the results of operations of the Group.

4. 關鍵會計估計和判斷

估計和判斷將基於歷史經驗及其他因素(包括對發生在相關情形下屬合理的未來事件的預期)持續評估。

本集團會就未來作出估計和假設。得出的會計估計很少與相關實際結果匹配。以下討論下一財年會產生重大風險，導致大幅調整資產及負債之賬面值的估計和假設。

(a) 建造合約之收益確認

根據管理層對合約總成果及建造工程完工程度的估計，本集團就提供設計、裝修及裝飾服務、設計和裝飾之收益和溢利作出確認。即使管理層在合約過程中審核及修改建造合約的收入和成本估計，合約的實際總收益和成本仍可能高於或低於估計且會影響確認的收益和溢利。

(b) 貿易應收款項減值

將定期審核交易應收款項的賬齡分析，確保可追收貿易應收款項結餘，並在超出議定信貸期後立即實施跟進行動。然而，本集團可能不時經歷追收延期。倘若貿易應收款項結餘的可收回性成疑，則可根據客戶的信貸狀況、貿易應收款項結餘的賬齡分析以及銷賬記錄，作出壞賬及呆賬的特殊撥備。若干應收款項可能初步確認為可追收，但隨後變得不可追收，並導致其後註銷綜合損益和其他全面收益表的相關應收款項。未作撥備的貿易應收款項的可追收性如發生改變，可能會影響本集團的營運業績。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, and technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

(d) Income tax

The Group is subject to income taxes in Hong Kong. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(e) Impairment of trading licence

Trading licence with indefinite useful life are reviewed for impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of the asset is the greater of the fair value less costs of disposal and value in use.

4. 關鍵會計估計和判斷(續)

(c) 物業、廠房及設備之使用年限

根據香港會計準則第16號，本集團估計物業、廠房及設備之使用年限，以釐定將入賬之折舊開支金額。使用年限乃於購入資產時根據經驗、預期使用情況、資產之耗損，以及因市場需求變化或資產服務輸出所產生之技術過時而估計。本集團亦每年檢閱就使用年限所作出之假設是否繼續有效。

(d) 所得稅

本集團須繳付香港所得稅。在釐定所得稅的全球撥備時需要作出重大判斷。在日常業務中，許多交易和計算之最終稅項釐定是未能確定的。本集團基於是否需要繳納額外稅項之估計，就預期稅務審計事宜確認負債。若此等事宜之最終稅務結果與最初記錄之金額不同，有關差異將影響作出有關決定之期間內的所得稅及遞延稅項撥備。

(e) 交易牌照減值

並無限定可用年期之交易牌照於各報告期末，或於事件或情況變動表明資產賬面值超過其可回收金額時進行減值檢討。資產可回收金額為公平值減出售成本及使用價值之較大者。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT

(a) Categories of financial instruments

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Financial assets:	金融資產：		
Loan and receivables (including cash and bank balances)	貸款及應收款項 (包括現金及銀行結餘)		
– Trade receivables	– 貿易應收款項	28,602	10,276
– Deposits and other receivables	– 按金及其他應收款項	12,730	3,009
– Cash and bank balances	– 現金及銀行結餘	134,524	154,235

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Financial liabilities:	金融負債：		
Amortised cost	攤銷成本		
– Trade payables	– 貿易應付款項	22,774	6,629
– Accrued expenses and other payables	– 應計開支及其他應付款項	26,197	1,448

(b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk and foreign currency risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Market risk

(i) Interest rate risk

As at 31 December 2017 and 30 September 2016, the Group did not hold any assets and liabilities which are exposed to significant interest risk.

5. 金融工具及資本風險管理

(a) 金融工具之類別

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Financial assets:	金融資產：		
Loan and receivables (including cash and bank balances)	貸款及應收款項 (包括現金及銀行結餘)		
– Trade receivables	– 貿易應收款項	28,602	10,276
– Deposits and other receivables	– 按金及其他應收款項	12,730	3,009
– Cash and bank balances	– 現金及銀行結餘	134,524	154,235

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Financial liabilities:	金融負債：		
Amortised cost	攤銷成本		
– Trade payables	– 貿易應付款項	22,774	6,629
– Accrued expenses and other payables	– 應計開支及其他應付款項	26,197	1,448

(b) 財務風險管理目標及政策

本集團的活動面臨多種財務風險：市場風險（包括利率風險和外匯風險）、信貸風險及流動資金風險。本集團的總體風險管理計劃注重金融市場的不可預見性，尋求最大程度地降低對本集團財務表現的潛在負面影響。

市場風險

(i) 利率風險

於二零一七年十二月三十一日及二零一六年九月三十日，本集團並無持有面臨重大利率風險的任何資產及負債。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Foreign currency risk

The Group has certain portion of bank balances and cash denominated in currencies other than the functional currency of the entities to which they related. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The following table details the Group's exposure at the end of the reporting period to major currency risk:

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 外幣風險

本集團持有一定比例的採用相關實體功能貨幣以外之貨幣的銀行結餘及現金。本集團目前並無外幣對沖政策。然而，管理層會監控外匯風險，並在有需要時考慮對沖重大外幣風險。

下表載列於報告期末本集團所面臨主要貨幣風險的詳情：

		Liabilities 負債 As at 於		Assets 資產 As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Australian Dollars ("AUS")	澳元 (「澳元」)	-	-	-	211
British Pound ("GBP")	英鎊 (「英鎊」)	-	-	21	228
Canadian Dollars ("CAD")	加拿大元 (「加元」)	-	-	1	1
Euro ("EUR")	歐元 (「歐元」)	-	-	58	42
Japanese Yen ("JPY")	日圓 (「日圓」)	-	-	88	98
Renminbi ("RMB")	人民幣 (「人民幣」)	-	-	1,758	78
Singapore Dollars ("SGD")	新加坡元 (「新加坡元」)	-	-	25	24

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Foreign currency risk (Continued)

The foreign currency sensitivity analysis The Group is mainly exposed to the effects of fluctuation in AUS, GBP, EUR, JPY, RMB and SGD.

The following table details the Group's sensitivity to a 5% (year ended 30 September 2016: 5%) increase and decrease in HK\$ against AUS, GBP, EUR, JPY, RMB and SGD. 5% (year ended 30 September 2016: 5%) is the sensitivity rate used in the current period when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items. If HK\$ strengthen 5% against AUS, GBP, EUR, JPY, RMB and SGD while a positive number below indicates an increase in profit, there would be an equal and opposite impact on the profit as those referred to in the table below:

The foreign currency sensitivity analysis

Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	-	11

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 外幣風險 (續)

本集團主要面對澳元、英鎊、歐元、日圓、人民幣及新加坡元波動的影響。

下表載列本集團對港元兌澳元、英鎊、歐元、日圓、人民幣及新加坡元增加及減少5% (截至二零一六年九月三十日止年度: 5%) 的敏感度詳情。5% (截至二零一六年九月三十日止年度: 5%) 為於本期間向主要管理層人員內部報告外幣風險所用敏感度率及表示管理層對外匯匯率合理可能變動的評估。敏感度分析包括未償還以外幣計值的貨幣項目。倘港元兌澳元、英鎊、歐元、日圓、人民幣及新加坡元上升5%，而以下正數顯示溢利增加，則如下表所述將對溢利產生同等相反的影響：

外幣敏感度分析

Impact of AUS 澳元的影響

Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Foreign currency risk (Continued)

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	1	11

Impact of GBP 英鎊的影響

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	3	2

Impact of EUR 歐元的影響

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	4	5

Impact of JPY 日圓的影響

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	5	5

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	4	5

		Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	4	5

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Foreign currency risk (Continued)

		5%	5%
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	88	4

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 外幣風險 (續)

Impact of RMB

人民幣的影響

Fifteen months ended	Year ended
31 December	30 September
2017	2016
截至	截至
二零一七年	二零一六年
十二月三十一日	九月三十日
止十五個月	止年度
HK\$'000	HK\$'000
千港元	千港元

Impact of SGD

新加坡元的影響

Fifteen months ended	Year ended
31 December	30 September
2017	2016
截至	截至
二零一七年	二零一六年
十二月三十一日	九月三十日
止十五個月	止年度
HK\$'000	HK\$'000
千港元	千港元

		5%	5%
Sensitivity rate	敏感率	5%	5%
Profit or loss	溢利或虧損	1	1

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to bank deposits, trade and other receivables. In order to minimise the credit risk, management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis and follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is adequately managed and mitigated.

The Group had certain concentration of credit risk as 69.2% of the total trade receivables of the Group were due from the largest customer and 91.2% of the total trade receivables of the Group were due from five largest customers as at 31 December 2017 (30 September 2016: 33.3% and 89.1% respectively). Management considered the credit risk is limited since the Group trades only with customers with an appropriate credit history and good reputation. The management monitored the financial background and creditability of those debtors on an ongoing basis. In addition, the credit risks on liquid funds including bank deposit and bank balances is limited because the counterparties are banks with good reputation.

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險

於各個報告期末，本集團面對之最大信貸風險(因交易對手未能履行責任而對本集團造成財務損失)，為綜合財務狀況表所列相關已確認金融資產之賬面值。

本集團之信貸風險主要源自銀行存款、貿易及其他應收款項。為將信貸風險降至最低，管理層已制定信貸政策，持續監控相關信貸風險，並採取跟進行動收回逾期債務。此外，管理層還於各個報告期末審核各筆債務的可收回金額，確保為不可收回的金額確定充分的減值虧損。就此而言，董事認為本集團的信貸風險受到充分管理和緩解。

於二零一七年十二月三十一日，本集團存在特定的信貸風險集中，因為最大客戶應收款項是本集團總貿易應收款項的69.2%；且前五大客戶的應收款項是總貿易應收款項的91.2%（二零一六年九月三十日：分別為33.3%及89.1%）。管理層認為信貸風險有限，因為本集團只與信貸記錄及聲譽良好的客戶作交易。管理層持續監控該等債務人的財務背景及信譽。此外，流動資金(包括銀行存款和銀行結餘)的信貸風險亦有限，因為交易對手均為聲譽良好的銀行。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

The Group's liquidity risk management includes maintaining flexibility by keeping sufficient cash and cash equivalents generated from operations. The Company regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The following table details the Group's remaining contractual maturity for its non-derivatives financial liabilities which are included in the maturity analysis provided internally to the key management personnel for the purpose of managing liquidity risk. For non-derivative financial liabilities, the table reflects the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

		Weighted average effective interest rate	Within 1 year	Over 1 year	Total undiscounted cash flows	Total carrying amount
					未貼現 現金流量 總額	賬面值 總額
		加權平均 實際利率	一年內	一年以上	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
As at 31 December 2017	於二零一七年十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade payables	貿易應付款項	-	22,774	-	22,774	22,774
Accrued expenses and other payables	應計開支及其他應付款項	-	26,197	-	26,197	26,197
		-	48,971	-	48,971	48,971

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

本集團管理流動資金風險時會保持靈活性，其方式是維持營運產生的充足現金及現金及現金等價物。本公司定期審核其主要資金狀況，確保其有充足財力履行財務義務。

下表詳列本集團非衍生金融負債的餘下合約到期日，並已納入為管理流動資金風險而從內部提供予管理層關鍵人員的到期分析中。就非衍生金融負債而言，該表可反映於本集團可被要求償還負債的最早日期的金融負債之未折現現金流量。該表包括利息及本金現金流量。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

		Weighted average effective interest rate	Within 1 year	Over 1 year	Total	Total
					undiscounted cash flows	carrying amount
		加權平均 實際利率	一年內	一年以上	未貼現 現金流量 總額	賬面值 總額
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元
As at 30 September 2016	於二零一六年九月三十日					
Non-derivative financial liabilities	非衍生金融負債					
Trade payables	貿易應付款項	-	6,629	-	6,629	6,629
Accrued expenses and other payables	應計開支及其他應付款項	-	1,448	-	1,448	1,448
		-	8,077	-	8,077	8,077

(c) Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid and ask prices respectively; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of those financial instrument.

5. 金融工具及資本風險管理 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

(c) 金融工具之公平值

金融資產及金融負債之公平值按以下方式釐定：

- 具備標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公平值分別參考所報市場買入價及賣出價釐定；及
- 其他金融資產及金融負債之公平值乃基於折現現金流分析根據獲普遍採納的定價模式釐定。

由於該等金融工具之相對短期性質使然，故按攤銷成本列賬之其他金融資產及負債賬面值與其各自公平值相若。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(c) Fair value of financial instruments (Continued)

For financial reporting purpose, fair value measurement are categorised into Level 1, 2 and 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the input to the fair value measurements in its entirety.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

No analysis is disclosed since the Group has no financial instruments that are measured subsequent to initial recognition at fair value at the end of the reporting period.

There were no transfers between Level 1 and 2 and no transfers into or out of Level 3 during the year.

5. 金融工具及資本風險管理 (續)

(c) 金融工具之公平值 (續)

就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量輸入數據之整體重要性劃分為第一、第二及第三級。

董事認為於綜合財務報表入賬之金融資產及金融負債之賬面值與其公平值相若。

下表提供於初步確認後按公平值計量之金融工具之分析，乃按公平值之可觀察程度分為第一級至第三級：

- 第一級公平值計量指按相同資產或負債於活躍市場之報價(未經調整)所得出者；
- 第二級公平值計量指按資產或負債之直接(即價格)或間接(即從價格所得出者)可觀察數據(第一級計量所用報價除外)而得出者；及
- 第三級公平值計量指按包括並非以可觀察市場數據(不可觀察數據)為基礎之資產或負債數據之估值技術而得出者。

由於本集團於初步確認後，並無金融工具於報告期末以公平值計量，故並無披露分析。

於本年度概無第一級及第二級之間之轉換，亦無轉入或轉出第三級。

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5. FINANCIAL INSTRUMENTS AND CAPITAL RISK MANAGEMENT (Continued)

(d) Capital risk management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

There was no change in the Group's approach to capital management during the period.

6. REVENUE AND SEGMENT INFORMATION

The executive directors of the Company, being the chief operating decision-makers, review the Group's internal reporting in order to assess performance and allocate resources. Information reported to the chief operating decision marker, for the purpose of resources allocation and performance assessment, focuses on the types of goods or services delivered or provided.

During the prior years, the chief operating decision-makers of the Group assessed the performance and allocated the resources of the Group as a whole, as all of the Group's activities focus on provision of construction and ancillary services. Therefore, management considered there was only one operating segment under the requirements of HKFRS 8 *Operating Segments*.

5. 金融工具及資本風險管理 (續)

(d) 資本風險管理

本集團資本管理之首要目標是保障本集團持續經營的能力，從而為建造業務提供資金，為股東提供回報，為其他利益相關者提供利益，及維持最優資本結構，以降低資本成本。

本集團積極及定期審核及管理資本結構，以在與借貸水平更高可能帶來的較高股東回報與穩健的資本狀況提供的優勢及安全之間取得平衡，並根據經濟狀況的變化對資本結構作出調整。

於本期間，本集團的資本管理方式保持不變。

6. 收益及分部資料

本公司執行董事作為主要的營運決策者審閱本集團的內部報告，以評估表現及分配資源。為了資源分配及表現評估而向主要營運決策者報告的資料著重於所交付或提供的商品或服務的類型。

於過往年度，本集團主要營運決策者以本集團的整體角度而評估表現及分配資源，因為本集團所有活動均以提供建設及配套服務為重點。因此，管理層認為根據香港財務報告準則第8號「營運分部」的規定，僅有一個營運分部。

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6. REVENUE AND SEGMENT INFORMATION (Continued)

During the current period, the Group focuses on provision of construction and ancillary services, aviation and traveling services and financial services. Accordingly, the Group has three reportable segments under HKFRS 8 are as follows:

- (a) Construction and ancillary services – design, fitting-out, decoration, alteration and addition, construction and other related businesses.
- (b) Aviation and traveling services – aircraft management service, service of aircraft sales and aircraft leasing ancillary service.
- (c) Financial services – precious metal trading business and financial advisory service.

Segment revenue and results

		Construction and ancillary services 建設 及配套服務 HK\$'000 千港元	Aviation and traveling services 航空旅遊 服務 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fifteen months ended 31 December 2017	截至二零一七年十二月 三十一日止十五個月				
Segment revenue	分部收益	128,270	28,010	1,117	157,397
Segment results	分部業績	20,416	8,152	(3,832)	24,736
Unallocated corporate income	未分配企業收入				620
Unallocated corporate expense	未分配企業開支				(31,646)
Loss before taxation	除稅前虧損				(6,290)
Taxation	稅項				(2,982)
Loss for the period	期內虧損				(9,272)

6. 收益及分部資料 (續)

於本期間，本集團專注於提供建設及配套服務、航空旅遊服務以及金融服務。因此，根據香港財務報告準則第8號，本集團有三個須予報告分部如下：

- (a) 建設及配套服務—設計、裝修、裝飾、改動和添加、建設及其他相關業務。
- (b) 航空旅遊服務—飛機管理服務、飛機銷售服務及飛機租賃配套服務。
- (c) 金融服務—貴金屬買賣業務及財務顧問服務。

分部收益及業績

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

6. 收益及分部資料(續)

分部收益及業績(續)

		Construction and ancillary services 建設 及配套服務 HK\$'000 千港元	Aviation and traveling services 航空旅遊 服務 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended	截至二零一六年				
30 September 2016	九月三十日止年度				
Segment revenue	分部收益	116,021	-	-	116,021
Segment results	分部業績	33,532	-	-	33,532
Unallocated corporate income	未分配企業收入				984
Unallocated corporate expense	未分配企業開支				(6,237)
Profit before taxation	除稅前溢利				28,279
Taxation	稅項				(4,098)
Profit for the year	年內溢利				24,181

Segment results represent the profit earned by or loss from each segment without allocation of unallocated corporate income and unallocated corporate expenses. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the period/year.

分部業績代表在未分配企業收入及未分配企業開支前，各分部所賺取的溢利或錄得的虧損。此為向主要營運決策者匯報以作出資源分配及表現評估的方式。

上文所報告之收益代表來自外界客戶之收益。期／年內並無分部之間的銷售。

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities

6. 收益及分部資料(續)

分部資產及負債

		Construction and ancillary services 建設 及配套服務 HK\$'000 千港元	Aviation and traveling services 航空旅遊服務 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2017	於二零一七年 十二月三十一日				
Assets	資產				
Segment assets	分部資產	56,342	30,527	22,851	109,720
Unallocated assets	未分配資產				91,867
Consolidated total assets	綜合資產總值				201,587
Liabilities	負債				
Segment liabilities	分部負債	26,434	17,889	1,440	45,763
Unallocated liabilities	未分配負債				3,582
Consolidated total liabilities	綜合負債總額				49,345

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

6. 收益及分部資料(續)

分部資產及負債(續)

		Construction and ancillary services 建設 及配套服務 HK\$'000 千港元	Aviation and traveling services 航空旅遊服務 HK\$'000 千港元	Financial services 金融服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30 September 2016	於二零一六年九月三十日				
Assets	資產				
Segment assets	分部資產	61,742	-	-	61,742
Unallocated assets	未分配資產				111,331
Consolidated total assets	綜合資產總值				173,073
Liabilities	負債				
Segment liabilities	分部負債	15,469	-	-	15,469
Unallocated liabilities	未分配負債				991
Consolidated total liabilities	綜合負債總額				16,460

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

- all assets are allocated to operating segments other than other unallocated corporate assets (mainly comprising cash and cash equivalents and deposits and prepayments); and
- all liabilities are allocated to operating segments other than unallocated corporate liabilities (mainly comprising other payables and accruals).

就監察分部表現以及在分部之間分配資源而言：

- 所有資產均分配予營運分部，惟其他未分配企業資產除外（主要是現金及現金等價物以及按金及預付款項）；及
- 所有負債均分配予營運分部，惟其他未分配企業負債除外（主要是其他應付款項及應計開支）。

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information

6. 收益及分部資料(續)

其他分部資料

		Construction and ancillary services	Aviation and traveling services	Financial services	Unallocated	Total
		建設及配套服務	航空旅遊服務	金融服務	未分配	總計
		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
Fifteen months ended 31 December 2017	截至二零一七年十二月三十一日止十五個月					
Capital expenditure	資本開支	1,473	796	125	2,549	4,943
Depreciation	折舊	1,459	83	15	1,062	2,619
Impairment loss recognised on trade receivables	貿易應收款項之已確認減值虧損	1,091	-	-	-	1,091
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	168	-	-	-	168

		Construction and ancillary services	Aviation and traveling services	Financial services	Unallocated	Total
		建設及配套服務	航空旅遊服務	金融服務	未分配	總計
		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
Year ended 30 September 2016	截至二零一六年九月三十日止年度					
Capital expenditure	資本開支	3,394	-	-	-	3,394
Depreciation	折舊	1,291	-	-	-	1,291
Impairment loss recognised on trade receivables	貿易應收款項之已確認減值虧損	162	-	-	-	162

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue from major services

The Group's revenue from its major services during the period/year is as follows:

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Design and/or decoration service income	設計及／或裝飾服務收入	33,546	27,732
Design, fit out and decoration service income	設計、裝修及裝飾服務收入	94,724	88,289
Commission income from acting as an agent for purchasing business jet	擔任購買公務機代理人的佣金收入	7,735	-
Aircraft management service income	飛機管理服務收入	20,041	-
Aircraft leasing ancillary service income	飛機租賃配套服務收入	234	-
Financial advisory service income	財務顧問服務收入	500	-
Sales of precious metal	貴金屬銷售	617	-
		157,397	116,021

Geographical information

The Group's operations are located in Hong Kong, People's Republic of China (the "PRC"), Singapore and Macau.

The Group's geographical segments are classified according to the location of customers. There are four customer-based geographical segments. Segment revenue from external customers by the location of customer during the period/year is as follows:

Revenue from external customers

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Hong Kong	香港	111,336	92,149
PRC	中國	44,561	22,662
Singapore	新加坡	-	1,210
Macau	澳門	1,500	-
		157,397	116,021

6. 收益及分部資料(續)

主要服務收益

本集團於期／年內的主要服務收益如下：

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Design and/or decoration service income	設計及／或裝飾服務收入	33,546	27,732
Design, fit out and decoration service income	設計、裝修及裝飾服務收入	94,724	88,289
Commission income from acting as an agent for purchasing business jet	擔任購買公務機代理人的佣金收入	7,735	-
Aircraft management service income	飛機管理服務收入	20,041	-
Aircraft leasing ancillary service income	飛機租賃配套服務收入	234	-
Financial advisory service income	財務顧問服務收入	500	-
Sales of precious metal	貴金屬銷售	617	-
		157,397	116,021

按地理位置提供之資料

本集團營運地點位於香港、中華人民共和國(「中國」)、新加坡及澳門。

本集團根據客戶位置劃分地理分部。有四個以客戶為基礎的地理分部。於期／年內來自外部客戶的分部收益(按客戶位置劃分)如下：

來自外部客戶的收益

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Hong Kong	香港	111,336	92,149
PRC	中國	44,561	22,662
Singapore	新加坡	-	1,210
Macau	澳門	1,500	-
		157,397	116,021

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The Group's geographical segments are also classified by the location of assets, information about its non-current assets by geographical location are detailed below:

Non-current assets

		As at	
		於	
		31 December	30 September
		2017	2016
		二零一七年	二零一六年
		十二月三十一日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	15,895	3,878

Information about major customers

Revenue from customers of the corresponding period/year contributing over 10% of the total revenue of the Group are as follows:

		Fifteen	Year ended
		months ended	30 September
		31 December	2016
		2017	截至
		截至	二零一六年
		二零一七年	九月三十日
		十二月三十一日	止年度
		止十五個月	止年度
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	-	36,340
Customer B	客戶B	18,535	25,382
Customer C	客戶C	22,607	-
Customer D	客戶D	21,520	23,015
Customer E *	客戶E *	16,721	N/A 不適用
Customer F	客戶F	20,041	-

* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the respective year.

6. 收益及分部資料(續)

按地理位置提供之資料(續)

本集團亦根據資產所在位置劃分地理分部，本集團非流動資產的相關資料(按地理位置劃分)詳情如下：

非流動資產

		As at	
		於	
		31 December	30 September
		2017	2016
		二零一七年	二零一六年
		十二月三十一日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	15,895	3,878

有關主要客戶的資料

於相應期間/年度佔本集團總收益逾10%的客戶收益如下：

		Fifteen	Year ended
		months ended	30 September
		31 December	2016
		2017	截至
		截至	二零一六年
		二零一七年	九月三十日
		十二月三十一日	止年度
		止十五個月	止年度
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	-	36,340
Customer B	客戶B	18,535	25,382
Customer C	客戶C	22,607	-
Customer D	客戶D	21,520	23,015
Customer E *	客戶E *	16,721	N/A 不適用
Customer F	客戶F	20,041	-

* 相應收益佔本集團相關年度之總收益不超過10%。

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7. OTHER REVENUE AND OTHER GAINS

7. 其他收益及其他盈利

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Other revenue	其他收益		
Bank interest income	銀行利息收入	623	833
Other operating income	其他經營收入	823	795
Sundry income	雜項收入	-	130
		1,446	1,758
Other gains	其他盈利		
Net exchange gain	匯兌收益淨額	77	21
Total	總額	1,523	1,779

8. (LOSS)/PROFIT BEFORE TAXATION

8. 除稅前(虧損)/溢利

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
(Loss)/profit before taxation has been arrived at after charging:	除稅前(虧損)/溢利乃扣除下列各項後達致:		
Directors' emoluments (Note 10)	董事酬金(附註10)	11,081	6,043
Salaries, wages and other benefits (excluding directors' emoluments)	薪金、工資及其他福利(不包括董事酬金)	13,251	8,150
Pension scheme contributions (excluding directors' emoluments)	退休金計劃供款(不包括董事酬金)	412	255
		13,663	8,405
Auditors' remuneration	核數師酬金		
Audit services	審計服務	850	800
Non-audit services	非審計服務	63	-
Impairment loss recognised on trade receivables (Note 16)	貿易應收款項之已確認減值虧損(附註16)	1,091	162
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	168	-
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	2,619	1,291
Minimum lease payments under operating leases in respect of office premises	有關辦公場所之運營租賃之最低租賃款項	9,684	2,801

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9. TAXATION

9. 稅項

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong	香港		
Provision for the period/year	期／年內撥備	3,062	4,260
Over-provision in previous year	上年度超額撥備	(80)	(162)
Current tax expense	即期稅項開支	2,982	4,098

Hong Kong Profits Tax has been provided at the rate of 16.5% (year ended 30 September 2016: 16.5%) on the estimated assessable profits for the fifteen months ended 31 December 2017.

香港利得稅乃根據截至二零一七年十二月三十一日止十五個月之估計應評稅溢利按16.5% (截至二零一六年九月三十日止年度：16.5%) 的稅率作出撥備。

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI during the fifteen months ended 31 December 2017.

根據開曼群島及英屬處女群島 (「英屬處女群島」) 的規則及規例，本集團於截至二零一七年十二月三十一日止十五個月在開曼群島及英屬處女群島無須繳納任何所得稅。

The subsidiary of the Group established in the PRC is subject to PRC Enterprise Income Tax on its taxable income at an income tax rate of 25%.

本集團在中國成立之附屬公司須按其應課稅溢利及25%所得稅稅率繳納中國企業所得稅。

No provision for the PRC Enterprise Income Tax has been made as the subsidiary operated in the PRC had no assessable profits for the fifteen months ended 31 December 2017 (year ended 30 September 2016: nil).

由於在中國營運的附屬公司於截至二零一七年十二月三十一日止十五個月並無應課稅溢利，因此並無就中國企業所得稅作出撥備 (截至二零一六年九月三十日止年度：無)。

No deferred tax has been provided for as there were no material differences.

由於並無重大差異，因此並無計提遞延稅項撥備。

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9. TAXATION (Continued)

The income tax expense for the period/year can be reconciled to the (loss)/profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 稅項(續)

期/年內所得稅開支可根據綜合損益和其他全面收益表調節為除稅前(虧損)/溢利，詳情如下：

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(6,290)	28,279
Tax expense at rates applicable to profits in the jurisdiction concerned	按適用於相關司法管轄區溢利之利率計算的稅項開支	(1,044)	4,666
Tax effect of income not taxable for tax purpose	無須課稅收入的稅務影響	(1,431)	(155)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	1,070	71
Tax effect of temporary differences	暫時差額的稅務影響	(98)	(228)
Tax effect of tax losses not recognised	未確認之稅項虧損的稅務影響	4,807	127
Tax loss utilised	已動用之稅項虧損	(242)	(221)
Over-provision in previous year	上年度超額撥備	(80)	(162)
Income tax expense for the period/year	期/年內所得稅開支	2,982	4,098

As at 31 December 2017, the Group has estimated tax losses arising of approximately HK\$6,933,000 (year ended 30 September 2016: approximately HK\$1,515,000). Tax losses arising in Hong Kong are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

於二零一七年十二月三十一日，本集團有產生之估計稅項虧損約6,933,000港元(截至二零一六年九月三十日止年度：1,515,000港元)。於香港產生之稅項虧損可無限定期地用於抵銷產生有關虧損之公司的未來應課稅溢利。

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10. DIRECTORS' EMOLUMENTS

Details of the emoluments paid or payable to the Directors during the fifteen months ended 31 December 2017 and the year ended 30 September 2016 are as follows:

For the fifteen months ended 31 December 2017

	Fees	Salaries, allowances, bonuses and benefit in kind	Pension scheme contributions	Total remuneration
	袍金	薪金、津貼、花紅及實物福利	退休金計劃供款	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Executive directors 執行董事				
Mr. DENG Kui (Chairman) (appointed on 6 July 2017)	-	1,470	9	1,479
Mr. LIU Yong Sheng (Chief Executive Officer) (appointed on 28 March 2017)	-	1,758	-	1,758
Mr. ZHOU Hucheng (appointed on 28 March 2017)	-	917	-	917
Mr. LEONG Hing Loong Rudoff	-	2,984	23	3,007
Ms. CHEW Christina Mooi Chong	-	3,017	23	3,040
Mr. YANG Yong (appointed on 10 February 2017 and resigned on 28 March 2017)	-	-	-	-
Mr. ZHAO Dianqing (appointed on 10 February 2017 and resigned on 28 March 2017)	-	-	-	-
Mr. SHIH Steven Chun Ning (resigned on 10 February 2017)	-	290	8	298
Independent non-executive directors 獨立非執行董事				
Mr. LIU Gang (appointed on 10 February 2017)	107	-	-	107
Mr. YU Haizong (appointed on 10 February 2017)	107	-	-	107
Ms. AN Yiqing (appointed on 10 February 2017)	107	-	-	107
Mr. TANG Hamilton Ty (resigned on 10 February 2017)	87	-	-	87
Ms. LEE Frank King-ting (resigned on 10 February 2017)	87	-	-	87
Mr. HO Hin Yip (resigned on 10 February 2017)	87	-	-	87
	582	10,436	63	11,081

10. 董事酬金

截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度，已付或應付董事的酬金詳情如下：

截至二零一七年十二月三十一日止十五個月

	Fees	Salaries, allowances, bonuses and benefit in kind	Pension scheme contributions	Total remuneration
	袍金	薪金、津貼、花紅及實物福利	退休金計劃供款	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元

執行董事				
鄧奎先生(主席)(於二零一七年七月六日獲委任)	-	1,470	9	1,479
劉永生先生(首席執行官)(於二零一七年三月二十八日獲委任)	-	1,758	-	1,758
周虎城先生(於二零一七年三月二十八日獲委任)	-	917	-	917
梁興隆先生	-	2,984	23	3,007
周梅莊女士	-	3,017	23	3,040
楊勇先生(於二零一七年二月十日獲委任及於二零一七年三月二十八日辭任)	-	-	-	-
趙殿慶先生(於二零一七年二月十日獲委任及於二零一七年三月二十八日辭任)	-	-	-	-
施振寧先生(於二零一七年二月十日辭任)	-	290	8	298
獨立非執行董事				
劉鋼先生(於二零一七年二月十日獲委任)	107	-	-	107
余海宗先生(於二零一七年二月十日獲委任)	107	-	-	107
安翊青女士(於二零一七年二月十日獲委任)	107	-	-	107
唐維鐘先生(於二零一七年二月十日辭任)	87	-	-	87
李敬天先生(於二零一七年二月十日辭任)	87	-	-	87
何衍業先生(於二零一七年二月十日辭任)	87	-	-	87
	582	10,436	63	11,081

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10. DIRECTORS' EMOLUMENTS (Continued)

For the year ended 30 September 2016

10. 董事酬金 (續)

截至二零一六年九月三十日止年度

		Salaries, allowances, bonuses and benefit in kind 薪金、 津貼、花紅及 袍金 實物福利	Pension scheme contributions 退休金 計劃供款	Total remuneration	
	Fees 袍金 HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	
Executive directors	執行董事				
Mr. LEONG Hing Loong Rudoff	梁興隆先生	-	2,119	18	2,137
Ms. CHEW Christina Mooi Chong (Chief Executive Officer)	周梅莊女士(首席執行官)	-	2,146	18	2,164
Mr. SHIH Steven Chun Ning	施振寧先生	-	1,004	18	1,022
Independent non-executive directors	獨立非執行董事				
Mr. TANG Hamilton Ty	唐維鐘先生	240	-	-	240
Ms. LEE Frank King-ting	李敬天先生	240	-	-	240
Mr. HO Hin Yip	何衍業先生	240	-	-	240
		720	5,269	54	6,043

During the fifteen months ended 31 December 2017 and the year ended 30 September 2016, no emolument was paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

There were no arrangement under which a director waived or agreed to waive any emoluments during the fifteen months ended 31 December 2017 and the year ended 30 September 2016.

於截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度，本集團概無向董事支付任何酬金，作為於董事加入本集團時或吸引董事加入本集團的獎勵，或作為失去職務的補償。

於截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度，並無董事根據任何安排放棄或同意放棄任何酬金。

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11. EMPLOYEES EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUAL

Five highest paid individuals

The five highest paid employees of the Group for the fifteen months ended 31 December 2017 included four (year ended 30 September 2016: three) directors, details of whose remuneration are disclosed above. The remuneration of the five highest paid individuals are analysed as follows:

		Fifteen months ended 31 December 2017	Year ended 30 September 2016
		截至二零一七年十二月三十一日止十五個月	截至二零一六年九月三十日止年度
		HK\$'000	HK\$'000
		千港元	千港元
Directors	董事	9,284	5,323
Non-directors	非董事	1,063	2,118
		10,347	7,441

Details of the remuneration of the above non-directors, highest paid employees during the fifteen months ended 31 December 2017 and the year ended 30 September 2016 are as follows:

		Fifteen months ended 31 December 2017	Year ended 30 September 2016
		截至二零一七年十二月三十一日止十五個月	截至二零一六年九月三十日止年度
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and bonuses	薪金、津貼及花紅	1,048	2,082
Pension scheme contributions	退休金計劃供款	15	36
		1,063	2,118

11. 僱員酬金及五名最高薪人士

五名最高薪人士

本集團截至二零一七年十二月三十一日止十五個月之五名最高薪人士包括四名(截至二零一六年九月三十日止年度:三名)董事,彼等之薪酬詳情乃於上文披露。五名最高薪人士之薪酬分析如下:

		Fifteen months ended 31 December 2017	Year ended 30 September 2016
		截至二零一七年十二月三十一日止十五個月	截至二零一六年九月三十日止年度
		HK\$'000	HK\$'000
		千港元	千港元
Directors	董事	9,284	5,323
Non-directors	非董事	1,063	2,118
		10,347	7,441

截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度,上述非董事最高薪僱員之酬金詳情如下:

		Fifteen months ended 31 December 2017	Year ended 30 September 2016
		截至二零一七年十二月三十一日止十五個月	截至二零一六年九月三十日止年度
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and bonuses	薪金、津貼及花紅	1,048	2,082
Pension scheme contributions	退休金計劃供款	15	36
		1,063	2,118

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11. EMPLOYEES EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUAL (Continued) Five highest paid individuals (Continued)

The number of these non-directors, highest paid employees where remuneration fell within the following, and is as follows:

		Number of individuals 人數	
		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度
Nil to HK\$1,000,000	零至1,000,000港元	-	1
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	1
		1	2

Senior Management of the Group

The remuneration of the senior management (other than directors) of the Group are within the following band:

		Number of individuals 人數	
		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度
Nil to HK\$1,000,000	零至1,000,000港元	-	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	1
		1	3

11. 僱員酬金及五名最高薪人士 (續) 五名最高薪人士(續)

酬金屬下列範圍的相關非董事最高薪僱員之人數如下：

		Number of individuals 人數	
		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度
Nil to HK\$1,000,000	零至1,000,000港元	-	1
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	1
		1	2

本集團之高級管理層

本集團高級管理層(不包括董事)之薪酬屬於下列範圍：

		Number of individuals 人數	
		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度
Nil to HK\$1,000,000	零至1,000,000港元	-	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	1
		1	3

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11. EMPLOYEES EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUAL (Continued) Senior Management of the Group (Continued)

During the fifteen months ended 31 December 2017 and the year ended 30 September 2016, no emolument was paid by the Group to non-directors, highest paid employees and senior management as an inducement to join or upon joining the Group or as compensation for loss of office. None of the non-directors, highest paid employees and senior management waived or agreed to waive any emolument during the fifteen months ended 31 December 2017 and the year ended 30 September 2016.

12. DIVIDENDS

The Directors do not propose any payment of final dividend for the fifteen months ended 31 December 2017 (year ended 30 September 2016: Nil).

13. (LOSS)/EARNINGS PER SHARE

The calculation of the basic loss per share for the fifteen months ended 31 December 2017 is based on the loss for the period attributable to owners of the Company of approximately HK\$10,193,000 (year ended 30 September 2016: profit of HK\$24,181,000) and the weighted average number of ordinary shares in issue of 500,000,000 (year ended 30 September 2016: 500,000,000).

Diluted (loss)/earnings per share for the fifteen months ended 31 December 2017 and the year ended 30 September 2016 were the same as the basic (loss)/earnings per share as there were no potential dilutive ordinary shares outstanding during the period/year.

11. 僱員酬金及五名最高薪人士 (續)

本集團之高級管理層 (續)

於截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度，本集團概無向並非董事之最高薪僱員及高級管理層支付任何酬金，作為於彼等加入本集團時或吸引彼等加入本集團的獎勵，或作為失去職務的補償。於截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度，並無並非董事之最高薪僱員及高級管理層放棄或同意放棄任何酬金。

12. 股息

董事不建議派付截至二零一七年十二月三十一日止十五個月的任何末期股息 (截至二零一六年九月三十日止年度：無)。

13. 每股 (虧損) / 盈利

截至二零一七年十二月三十一日止十五個月之每股基本虧損乃基於本公司擁有人應佔期內虧損約10,193,000港元 (截至二零一六年九月三十日止年度：溢利24,181,000港元) 及已發行普通股之加權平均數500,000,000股 (截至二零一六年九月三十日止年度：500,000,000股) 計算。

截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止年度之每股攤薄 (虧損) / 盈利與每股基本 (虧損) / 盈利相同，原因為於有關期間 / 年度並無已發行潛在攤薄普通股。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvement	Total
		辦公設備	傢俬及 固定裝置	機動車	租賃 物業裝修	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Cost:	成本：					
As at 1 October 2015	於二零一五年十月一日	2,123	55	5,659	-	7,837
Additions	添置	64	-	3,330	-	3,394
As at 30 September 2016 and 1 October 2016	於二零一六年九月三十日及 二零一六年十月一日	2,187	55	8,989	-	11,231
Additions	添置	400	-	1,994	2,549	4,943
Disposal	出售	-	-	(509)	-	(509)
As at 31 December 2017	於二零一七年 十二月三十一日	2,587	55	10,474	2,549	15,665
Accumulated depreciation:	累計折舊：					
As at 1 October 2015	於二零一五年十月一日	1,826	55	4,181	-	6,062
Charge for the year	年內支出	197	-	1,094	-	1,291
As at 30 September 2016 and 1 October 2016	於二零一六年九月三十日及 二零一六年十月一日	2,023	55	5,275	-	7,353
Charge for the period	期內支出	137	-	1,420	1,062	2,619
Written back on disposal	於出售時撥回	-	-	(202)	-	(202)
As at 31 December 2017	於二零一七年 十二月三十一日	2,160	55	6,493	1,062	9,770
Net book value:	賬面淨值：					
At 31 December 2017	於二零一七年 十二月三十一日	427	-	3,981	1,487	5,895
At 30 September 2016	於二零一六年九月三十日	164	-	3,714	-	3,878

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15. TRADING LICENCE

15. 交易牌照

	As at 於	
	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Cost of membership for a seat at The 金銀業貿易場(「貿易場」) Chinese Gold and Silver Exchange 會員資格的成本(附註(a)) Society ("CGSE") (note (a))	10,000	-

Note:

- (a) During the fifteen months ended 31 December 2017, the Group has acquired ordinary membership of the CGSE from an independent third party at a consideration of HK\$10,000,000.

The above trading licence has indefinite useful life and was stated at cost less any impairment losses.

附註：

- (a) 於截至二零一七年十二月三十一日止十五個月期間，本集團以10,000,000港元的代價向一名獨立第三方收購貿易場之普通會員資格。

以上交易牌照並無限定可用年期及按成本減任何減值虧損列賬。

16. TRADE RECEIVABLES

16. 貿易應收款項

	As at 於	
	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Trade receivables 貿易應收款項	28,602	10,276

The Group's credit term with its customers is, in general, 7 to 45 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

本集團給予其客戶的信用期一般為7至45天。本集團嚴格控制其未償還應收款項。高級管理層定期審閱逾期結餘。

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16. TRADE RECEIVABLES (Continued)

The aging analysis of the trade receivables, based on the invoice date, are as follows:

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Current to 30 days	即期至30天	12,738	1,702
31 – 60 days	31 – 60天	11,773	2,744
61 – 90 days	61 – 90天	1,425	789
Over 90 days	90天以上	2,666	5,041
		28,602	10,276

Movement in the provision for impairment loss on trade receivables, is as follow:

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Balance at the beginning of the period/year	期／年初結餘	-	-
Impairment loss recognised on trade receivables	貿易應收款項之 已確認減值虧損	1,091	162
Amount written off as uncollectible	已撇銷不可收回款項	(1,091)	(162)
Balance at the end of the period/year	期／年末結餘	-	-

Impaired trade receivables

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period. Accordingly, the Directors believe that there is no further credit provision required in excess of the provision for impairment on trade receivables.

16. 貿易應收款項(續)

按發票日期呈列的貿易應收款項的賬齡分析如下：

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Current to 30 days	即期至30天	12,738	1,702
31 – 60 days	31 – 60天	11,773	2,744
61 – 90 days	61 – 90天	1,425	789
Over 90 days	90天以上	2,666	5,041
		28,602	10,276

貿易應收款項之減值虧損撥備變動如下：

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Balance at the beginning of the period/year	期／年初結餘	-	-
Impairment loss recognised on trade receivables	貿易應收款項之 已確認減值虧損	1,091	162
Amount written off as uncollectible	已撇銷不可收回款項	(1,091)	(162)
Balance at the end of the period/year	期／年末結餘	-	-

減值貿易應收款項

釐定貿易應收款項的可收回性時，本集團考慮自首次授出信貸之日起至報告期末止貿易應收款項的信貸質素的任何變動。因此，董事認為無須就超出貿易應收款項減值撥備進一步作出信貸撥備。

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16. TRADE RECEIVABLES (Continued)

Impaired trade receivables (Continued)

The Group's policy for impairment loss recognised on trade receivables is based on an evaluation of collectability and aging analysis of the receivables which requires the use of judgment and estimates. Provisions are applied to the receivables when there are events or changes in circumstances indicate that the balances may not be collectible. The management closely reviews the trade receivables balances and any overdue balances on an ongoing basis and assessments are made by the management on the collectability of overdue balances.

Past due but not impaired

Included in the Group's trade receivables balances are debts with carrying amounts of approximately HK\$17,120,000 and HK\$8,487,000 as at 31 December 2017 and 30 September 2016 respectively which were past due at the end of the reporting period.

Age of receivables that are past due but not impaired

Less than 1 month past due	逾期少於一個月
1 to 3 months past due	逾期一至三個月
Over 3 months past due	逾期超過三個月

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. The management believes that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit risk and the balances are still considered fully recoverable. The Group does not hold any collateral over those balances.

16. 貿易應收款項(續)

減值貿易應收款項(續)

本集團貿易應收款項之已確認減值虧損政策乃基於須運用判斷及估計對應收款項作出的可收回性評估及賬齡分析制定。倘出現相關事項或情況有變而顯示不一定可收回結餘時，則須就應收款項作出撥備。管理層持續密切審視貿易應收款項結餘及任何逾期結餘，並就逾期結餘的可收回性作出評估。

已逾期但並無減值

本集團之貿易應收款項結餘包括於二零一七年十二月三十一日及二零一六年九月三十日賬面值分別約17,120,000港元及8,487,000港元而於報告期末已逾期的債務。

已逾期但並無減值之應收款項之賬齡

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Less than 1 month past due	逾期少於一個月	10,919	2,901
1 to 3 months past due	逾期一至三個月	4,288	3,533
Over 3 months past due	逾期超過三個月	1,913	2,053
		17,120	8,487

已逾期但並無減值的應收款項與若干與本集團有良好往來記錄的獨立客戶有關。由於信貸風險沒有重大變動以及相關結餘仍視為可以全額收回，因此管理層認為無須就相關結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

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17. AMOUNTS DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

17. 應收／應付客戶合約工程款項

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Amounts due from customers for contract work	應收客戶合約工程款項		
Contract costs incurred plus recognised profits less recognised losses	所產生之合約成本加已確認溢利減已確認虧損	8,933	7,504
Less: Progress billings received and receivables	減：已收和應收之進度款	(3,926)	(6,585)
		5,007	919

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Amounts due to customers for contract work	應付客戶合約工程款項		
Progress billings received and receivables	已收和應收之進度款	22,980	9,434
Less: Contract costs incurred plus recognised profits less recognised losses	減：所產生之合約成本加已確認溢利減已確認虧損	(22,606)	(8,708)
		374	726

All gross amounts due from/to customers for contract work are expected to be recovered/settled within one year.

所有應收／應付客戶合約工程款項總額預計在一年內收回／結算。

As at 31 December 2017 and 30 September 2016, retention held by customers for contract work amounted to approximately HK\$455,000 and HK\$2,189,000 respectively.

於二零一七年十二月三十一日及二零一六年九月三十日，客戶就合約工程持有的保留金分別約為455,000港元及2,189,000港元。

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18. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

18. 按金、預付款項及其他應收款項

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Deposits	按金	12,252	663
Prepayments	預付款項	3,614	756
Interest receivables	應收利息	23	157
Retention receivables (Note 17)	留存款項(附註17)	455	2,189
		16,344	3,765

As at 31 December 2017, included in the Group's deposits mainly comprise reserve fund paid to BAA who is a non-controlling shareholder of HBA for aircraft management amounting to approximately HK\$4,680,000 (30 September 2016: HK\$ nil) and deposits paid to subcontractor for construction work amounting to approximately HK\$5,000,000 (30 September 2016: HK\$ nil) respectively.

於二零一七年十二月三十一日，本集團之按金主要包括分別向亞聯（為喜航公務機之非控股股東）支付有關飛機管理之儲備基金約4,680,000港元（二零一六年九月三十日：零港元）及向建設工程分包商支付之按金約5,000,000港元（二零一六年九月三十日：零港元）。

19. CASH AND BANK BALANCES

Cash and bank balances comprise cash at banks and cash on hand held by the Group. Bank balances earn interests at floating rate based on daily bank deposit rates and is placed with creditworthy banks with no recent history of default.

19. 現金及銀行結餘

現金及銀行結餘包括銀行現金及本集團手頭持有的現金。銀行結餘根據每日銀行存款利率以浮動利率賺取利息，並存放於近期無違約歷史的信譽良好銀行。

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	54,495	64,069
Bank deposits (Note)	銀行存款(附註)	80,029	90,166
Cash and bank balances in the consolidated statement of financial position	綜合財務狀況表內之現金及銀行結餘	134,524	154,235

Note:

Deposits with bank carried interest at market rate which was approximately 0.6% to 1.2% (year ended 30 September 2016: 0.95% to 0.96%) per annum for the fifteen months ended 31 December 2017.

附註：

於銀行之存款按市場利率（於截至二零一七年十二月三十一日止十五個月約為每年0.6%至1.2%（截至二零一六年九月三十日止年度：0.95%至0.96%））計息。

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19. CASH AND BANK BALANCES (Continued)

Included in cash and bank balances in the consolidated statement of financial position are mainly the following amounts denominated in currency other than the functional currency of the entity to which they relate:

19. 現金及銀行結餘(續)

計入綜合財務狀況表的現金及銀行結餘主要包括下列以相關實體之功能貨幣以外之貨幣計值之款項：

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
AUS	澳元	-	211
EUR	歐元	58	42
GBP	英鎊	21	228
RMB (Note)	人民幣(附註)	1,758	78
CAD	加元	1	1
JPY	日元	88	98
SGD	新加坡元	25	24
		1,951	682

Note:

The amounts in RMB are not freely convertible into other currencies and subject to the foreign exchange control.

附註：

人民幣款項不可自由地兌換為其他貨幣並受到外匯管制。

20. TRADE PAYABLES

20. 貿易應付款項

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Trade payables	貿易應付款項	22,774	6,629

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20. TRADE PAYABLES (Continued)

The aging analysis of trade payables, based on the invoice date are as follows:

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Current to 30 days	即期至30天	12,502	1,856
31 – 60 days	31 – 60天	7,384	812
61 – 90 days	61 – 90天	1,764	483
Over 90 days	90天以上	1,124	3,478
		22,774	6,629

The credit period on purchases of certain goods and services is within 7 to 90 days.

購買若干貨品及服務之信貸期為7至90天以內。

21. ACCRUED EXPENSES AND OTHER PAYABLES

		As at 於	
		31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Other payables	其他應付款項	178	–
Accrued expenses	應計開支	5,545	1,448
Receipt in advances	預收款項	20,474	–
		26,197	1,448

As at 31 December 2017, included in the Group's receipt in advances mainly comprise deposits received from customers for construction work amounting to approximately HK\$16,750,000 (30 September 2016: HK\$ nil).

於二零一七年十二月三十一日，計入本集團預收款項主要包括從客戶收取建設工程按金約16,750,000港元(二零一六年九月三十日：零港元)。

20. 貿易應付款項(續)

貿易應付款項基於發票日期之賬齡分析如下：

21. 應計開支及其他應付款項

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22. SHARE CAPITAL

22. 股本

	Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised: <i>Ordinary shares of HK\$0.01 each</i>	法定： 每股面值0.01港元之 普通股	
As at 1 October 2015, 30 September 2016, 1 October 2016 and 31 December 2017	於二零一五年十月一日、 二零一六年九月三十日、 二零一六年十月一日及 二零一七年十二月 三十一日	1,000,000,000 10,000
Issued and fully paid: <i>Ordinary shares of HK\$0.01 each</i>	已發行及繳足： 每股面值0.01港元之普通股	
As at 1 October 2015, 30 September 2016, 1 October 2016 and 31 December 2017	於二零一五年十月一日、 二零一六年九月三十日、 二零一六年十月一日及 二零一七年十二月 三十一日	500,000,000 5,000

23. SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 13 August 2015 ("Share Option Scheme"), the Company may grant share options to any directors, employees, consultants, customers, suppliers of goods or services to any member of the Group or any entity in which the Group holds any equity interests who, in the sole discretion of the board, have contributed or will contribute to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group's operation.

The maximum number of shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of shares in issue from time to time. The total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of shares in issue as at the date of listing of the shares unless the Company obtains the approval of the shareholders in general meeting for refreshment.

23. 購股權計劃

根據於二零一五年八月十三日採納之購股權計劃（「購股權計劃」），本公司可向董事會全權酌情認為已或將對本集團之增長及發展作出貢獻之本集團任何成員公司或本集團持有任何股權的任何實體的任何董事、僱員、顧問、客戶、產品或服務供應商授出購股權，以就彼等為本集團營運成功作出貢獻提供獎勵或回報。

因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%，除非本公司已於股東大會上獲股東批准更新。

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23. SHARE OPTION SCHEME (Continued)

The total number of shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to (i) each eligible participant must not exceed 1.0% of the total number of shares in issue; and (ii) a substantial shareholder of the Company or an independent nonexecutive director must not exceed 0.1% of the total number of shares in issue and not exceed HK\$5.0 million in aggregate value.

The exercise price must be at least the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share.

The Share Option Scheme has a life of 10 years and will expire on 12 August 2025 unless otherwise terminated in accordance with the terms of the Share Option Scheme.

From 8 September 2015 (date of Listing) to 31 December 2017, no share option was granted by the Company under the Share Option Scheme.

Details of the Share Option Scheme are disclosed in the section headed "Directors' Report" on pages 15 to 29.

24. DISPOSAL LCL Deco

The Group disposed of LCL Deco during the year ended 30 September 2016. On 31 August 2016, Smart Builder Holdings Limited ("SBHL") and an independent third party entered into a sale and purchase agreement, pursuant to which SBHL agreed to transfer the entire issued share capital of LCL Deco at the consideration of approximately HK\$10,000 to the independent third party. As the consideration for the disposal of LCL Deco was based on its net asset value, the disposal of LCL Deco did not result in a gain or loss on the Group. Moreover, since LCL Deco was inactive, the disposal of it will not affect the Group's financial performance and business.

(i) Consideration received

Total consideration received in cash and cash equivalents

23. 購股權計劃(續)

於任何12個月期間內因所授出購股權(不論已行使或尚未行使)獲行使而發行及將發行之股份總數:(i)倘向各合資格參與人授出,則不得超過已發行股份總數之1.0%;及(ii)倘向本公司主要股東或獨立非執行董事授出,則不得超過已發行股份總數之0.1%及總值不超過5.0百萬港元。

行使價必須至少為(i)股份於授出日期在聯交所每日報價表所列之收市價;(ii)股份於緊接授出日期前五個交易日在聯交所每日報價表所列之平均收市價;及(iii)股份面值之最高者。

購股權計劃之年期為10年,並將於二零二五年八月十二日到期屆滿,除非另行按購股權計劃之條款終止。

於二零一五年九月八日(上市日期)至二零一七年十二月三十一日,本公司並無根據購股權計劃授出任何購股權。

購股權計劃之詳情於第15至29頁「董事會報告」一節披露。

24. 出售 德高建設

本集團已於截至二零一六年九月三十日止年度出售德高建設。於二零一六年八月三十一日, Smart Builder Holdings Limited (「SBHL」)與一名獨立第三方訂立買賣協議,據此SBHL同意按代價約10,000港元將德高建設的全部已發行股本轉讓予該獨立第三方。由於出售德高建設的代價乃根據其資產淨值釐定,故出售德高建設並無導致本集團錄得任何盈虧。此外,由於德高建設已停止運營,故出售德高建設將不會影響本集團的財務表現及業務。

(i) 已收代價

2016
HK\$'000
千港元

以現金及現金等價物收取之總代價

10

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24. DISPOSAL (Continued)

LCL Deco (Continued)

(ii) Analysis of asset and liability over which control was lost

		2016 HK\$'000 千港元
Current asset	流動資產	
Cash	現金	19
Current liability	流動負債	
Accrued expenses	應計開支	(9)
Net assets disposed of	已出售之資產淨值	10

(iii) Result on disposal of a subsidiary

		2016 HK\$'000 千港元
Consideration received	已收代價	10
Net assets disposed of	已出售之資產淨值	(10)
		-

(iv) Net cash outflow from disposal of a subsidiary

		2016 HK\$'000 千港元
Total consideration received	已收取之總代價	10
Less: Cash and cash equivalents balances disposal of	減：已出售之現金及現金等價物結餘	(19)
Net cash outflow from disposal of a subsidiary	出售一間附屬公司之現金流出淨額	(9)

24. 出售(續)

德高建設(續)

(ii) 對失去相關控制權之資產及負債之分析

(iii) 出售一間附屬公司之結果

(iv) 出售一間附屬公司之現金流出淨額

25. CHANGE IN OWNERSHIP OF SUBSIDIARY

On 12 July 2017, Smart Empire, an indirect wholly-owned subsidiary of the Company, BAA and HBA, an indirect wholly-owned subsidiary of the Company, entered into a subscription agreement, pursuant to which Smart Empire and BAA shall subscribe for, and HBA shall allot and issue, 5,099,999 shares and 4,900,000 shares, respectively, at the aggregate subscription price of HK\$5,099,999 and HK\$4,900,000, respectively. Upon completion of the share subscription, the Group's equity interests in HBA were reduced from 100% to 51%, resulting in an increase in non-controlling interests of approximately HK\$4,170,000 and an increase in other reserve of approximately HK\$730,000.

25. 附屬公司擁有權變動

於二零一七年七月十二日，智國環球（為本公司之間接全資附屬公司）、亞聯及喜航公務機（為本公司之間接全資附屬公司）訂立認購協議，據此，智國環球及亞聯分別以5,099,999港元及4,900,000港元之總認購價認購，而喜航公務機將分別向智國環球及亞聯配發及發行5,099,999股及4,900,000股股份。於認購事項完成後，本集團於喜航公務機的股本權益已由100%減至51%，令非控股權益增加約4,170,000港元及其他儲備增加約730,000港元。

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26. PARTICULARS OF SUBSIDIARIES

(a) Particulars of the principal subsidiaries as at 31 December 2017 are as follows:

26. 附屬公司詳情

(a) 於二零一七年十二月三十一日主要附屬公司之詳情如下：

Name of Company 公司名稱	Place of incorporation 註冊成立地點	Class of share/ registered capital held 所持股份 類別/註冊資本	Issued and fully paid share capital/ registered or paid-up capital 已發行及 繳足股本/ 註冊或繳足資本	Proportion of ownership interest and voting rights held by the Company Directly Indirectly 本公司所持所有權益 及表決權之比例		Principal activities and place of operation 主要業務及營運地點
				Directly 直接 %	Indirectly 間接 %	
SBHL	BVI 英屬處女群島	Ordinary 普通股	1 share of US\$1 each 1股每股1美元股份	100	-	Investment holding, Hong Kong 投資控股, 香港
LCL Construction Limited	Hong Kong 香港	Ordinary 普通股	200,000 shares of HK\$1 each 200,000股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務, 香港
LCL Design Limited	Hong Kong 香港	Ordinary 普通股	200,000 shares of HK\$1 each 200,000股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務, 香港
LCL Interior Limited	Hong Kong 香港	Ordinary 普通股	200,000 shares of HK\$1 each 200,000股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務, 香港
LCL China Limited	Hong Kong 香港	Ordinary 普通股	10,000 shares of HK\$1 each 10,000股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務, 香港
LCL Limited	Hong Kong 香港	Ordinary 普通股	100 shares of HK\$1 each 100股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務, 香港

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26. PARTICULARS OF SUBSIDIARIES (Continued)

(a) Particulars of the subsidiaries as at 31 December 2017 are as follows: (Continued)

26. 附屬公司詳情 (續)

(a) 於二零一七年十二月三十一日主要附屬公司之詳情如下：(續)

Name of Company 公司名稱	Place of incorporation 註冊成立地點	Class of share/ registered capital held 所持股份 類別/註冊資本	Issued and fully paid share capital/ registered or paid-up capital 已發行及 繳足股本/ 註冊或繳足資本	Proportion of ownership interest and voting rights held by the Company 本公司所持所有權權益 及表決權之比例		Principal activities and place of operation 主要業務及營運地點
				Directly 本公司直接 及表決權之比例 %	Indirectly 本公司間接 及表決權之比例 %	
LCL Decoration Limited 香港	Hong Kong 香港	Ordinary 普通股	100 shares of HK\$1 each 100股 每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務， 香港
LCL Architects Limited 林周梁建築師有限公司	Hong Kong 香港	Ordinary 普通股	3 shares of HK\$1 each 3股每股1港元股份	-	100	Provision of design, fit out and decoration services, Hong Kong 提供設計、裝修及裝飾服務， 香港
Thousand Profit International Limited (Note (i)) 千益國際有限公司 (附註(i))	BVI 英屬處女群島	Ordinary 普通股	1 share of US\$1 each 1股每股1美元股份	100	-	Investment holding, Hong Kong 投資控股，香港
Himalaya Business Aviation Limited (Note (i)) 喜馬拉雅公務航空有限 公司(附註(i))	Hong Kong 香港	Ordinary 普通股	10,000,000 shares of HK\$1 each 10,000,000股 每股1港元股份	-	51	Provision of aircraft management services, Hong Kong 提供飛機管理服務，香港
Royal China Decoration Engineering Limited (Note (i)) 皇中裝飾工程有限公司 (附註(i))	Hong Kong 香港	Ordinary 普通股	10,000 shares of HK\$1 each 10,000股 每股1港元股份	-	100	Provision of construction and ancillary services, Hong Kong 提供建設及配套服務，香港

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26. PARTICULARS OF SUBSIDIARIES (Continued)

(a) Particulars of the subsidiaries as at 31 December 2017 are as follows: (Continued)

Name of Company 公司名稱	Place of incorporation 註冊成立地點	Class of share/ registered capital held 所持股份 類別/註冊資本	Issued and fully paid share capital/ registered or paid-up capital 已發行及 繳足股本/ 註冊或繳足資本	Proportion of ownership interest and voting rights held by the Company 本公司所持所有權權益 及表決權之比例		Principal activities and place of operation 主要業務及營運地點
				Directly 本公司直接 及表決權之比例 直接 %	Indirectly 本公司間接 及表決權之比例 間接 %	
Royal China Bullion Investment Limited (Note (i)) 皇中黃金投資有限公司 (附註(i))	Hong Kong 香港	Ordinary 普通股	6,000,000 shares of HK\$1 each 6,000,000股 每股1港元股份	-	100	Trading of precious metal, Hong Kong 貴金屬買賣, 香港
深圳喜馬拉雅航空服務有限公司 (附註(i))	the PRC 中國	Registered capital 註冊資本	Registered capital RMB1,000,000 註冊資本人民幣 1,000,000元	-	51	Provision of aircraft management services, the PRC 提供飛機管理服務, 中國
Royal China International Asset Management Limited (Note (i)) 皇中國際資產管理有限公司 (附註(i))	Hong Kong 香港	Ordinary 普通股	10,000,000 shares of HK\$1 each 10,000,000股 每股1港元股份	-	100	Provision of financial services, Hong Kong 提供金融服務, 香港
Royal China International Aircraft Leasing Limited (Note (i)) 皇中國際飛機租賃有限公司 (附註(i))	Hong Kong 香港	Ordinary 普通股	1 shares of HK\$1 each 1股每股1港元股份	-	100	Provision of aircraft leasing and ancillary services, Hong Kong 提供飛機租賃及配套服務, 香港

Note:

(i) These companies were incorporated during the fifteen months ended 31 December 2017.

26. 附屬公司詳情 (續)

(a) 於二零一七年十二月三十一日附屬公司之詳情如下: (續)

附註:

(i) 此等公司乃於截至二零一七年十二月三十一日止十五個月內註冊成立。

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26. PARTICULARS OF SUBSIDIARIES (Continued)

- (b) Details of non-wholly owned subsidiary that has material non-controlling interests:

The table below shows details of the non-wholly owned subsidiary of the Group that have material non-controlling interests:

Name 名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持有之所有權權益及投票權之比例		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		As at 於	30 September 2016	Fifteen months ended 31 December 2017	Year ended 30 September 2016	As at 於	30 September 2016
		31 December 2017	30 September 2016	31 December 2017	30 September 2016	31 December 2017	30 September 2016
		二零一七年 十二月三十一日	二零一六年 九月三十日	二零一七年 十二月三十一日 止十五個月	二零一六年 九月三十日 止年度	二零一七年 十二月三十一日	二零一六年 九月三十日
		%	%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Himalaya Business Aviation Limited 喜馬拉雅公務航空有限公司	Hong Kong 香港	49	N/A不適用	958	N/A不適用	5,127	N/A不適用

Summarised financial information in respect of each of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

26. 附屬公司詳情 (續)

- (b) 有重大非控股權益之非全資附屬公司之詳情：

下表顯示擁有重大非控股權益之本集團非全資附屬公司之詳情：

有關各有重大非控股權益之非全資附屬公司之財務資料概要載列如下。以下財務資料概要指於集團內公司間撇銷前之金額。

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26. PARTICULARS OF SUBSIDIARIES (Continued)

- (b) Details of non-wholly owned subsidiary that has material non-controlling interests: (Continued)

Himalaya Business Aviation Limited

		As at 於 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Current assets	流動資產	29,686
Non-current assets	非流動資產	1,863
Current liabilities	流動負債	(21,085)
Non-current liabilities	非流動負債	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	5,337
Non-controlling interests	非控股權益	5,127

26. 附屬公司詳情(續)

- (b) 有重大非控股權益之非全資附屬公司之詳情：(續)

喜馬拉雅公務航空有限公司

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26. PARTICULARS OF SUBSIDIARIES

(Continued)

- (b) Details of non-wholly owned subsidiary that has material non-controlling interests: (Continued)

Himalaya Business Aviation Limited (Continued)

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一 止十五個月 HK\$'000 千港元
Revenue	收入	20,041
Profit for the period	期內溢利	465
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(493)
Profit attributable to non-controlling interests	非控股權益應佔溢利	958
Profit for the period	期內溢利	465
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	-
Other comprehensive income attributable to non-controlling interests	非控股權益應佔其他全面收益	-
Other comprehensive income for the period	期內其他全面收益	-
Total comprehensive loss attributable to owners of the Company	本公司擁有人應佔全面虧損總額	(493)
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	958
Total comprehensive income for the period	期內全面收益總額	465
Dividends paid to non-controlling interests	已付非控股權益之股息	-
Net cash outflow from operating activities	經營業務之現金流出淨額	(19,128)
Net cash outflow from investing activities	投資活動之現金流出淨額	(796)
Net cash inflow from financing activities	融資活動之現金流入淨額	25,131
Net cash inflow	現金流入淨額	5,207

26. 附屬公司詳情 (續)

- (b) 有重大非控股權益之非全資附屬公司之詳情：(續)

喜馬拉雅公務航空有限公司 (續)

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27. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Statement of Financial Position of the Company

27. 本公司之財務狀況表及儲備變動

(a) 本公司之財務狀況表

		31 December 2017 於二零一七年 十二月三十一日 Notes 附註	30 September 2016 於二零一六年 九月三十日 HK\$'000 千港元
Non-current asset	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,487	–
Interests in subsidiaries	於附屬公司之權益	–	–
		1,487	–
Current assets	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	1,925	246
Amounts due from subsidiaries	應收附屬公司款項	15,624	3,347
Cash and bank balances	現金及銀行結餘	82,070	111,085
		99,619	114,678
Current liabilities	流動負債		
Accrued expenses	應計開支	2,590	991
Amounts due to subsidiaries	應付附屬公司款項	8,424	349
		11,014	1,340
Net current assets	流動資產淨值	88,605	113,338
Total assets less current liabilities	總資產減流動負債	90,092	113,338
Net assets	資產淨值	90,092	113,338
Equity	權益		
Share capital	股本	5,000	5,000
Reserves	儲備	85,092	108,338
		27(b)	
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	90,092	113,338

Approved and authorised for issue by the board of directors on 23 March 2018.

On behalf of the board

DENG Kui
鄧奎
Director
董事

於二零一八年三月二十三日獲董事會批准及授權刊發。

代表董事會

LEONG Hing Loong Rudoff
梁興隆
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

27. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (Continued)

(b) Reserves movement of the Company

		Share premium 股份溢價 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1 October 2015	於二零一五年十月一日	109,834	(1,242)	108,592
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	(254)	(254)
As at 30 September 2016 and 1 October 2016	於二零一六年九月三十日及二零一六年十月一日	109,834	(1,496)	108,338
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	(23,246)	(23,246)
As at 31 December 2017	於二零一七年十二月三十一日	109,834	(24,742)	85,092

Note:

The loss attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of losses of approximately HK\$24,742,000 (year ended 30 September 2016: approximately HK\$1,496,000).

27. 本公司之財務狀況表及儲備變動(續)

(b) 本公司之儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1 October 2015	於二零一五年十月一日	109,834	(1,242)	108,592
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	(254)	(254)
As at 30 September 2016 and 1 October 2016	於二零一六年九月三十日及二零一六年十月一日	109,834	(1,496)	108,338
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	(23,246)	(23,246)
As at 31 December 2017	於二零一七年十二月三十一日	109,834	(24,742)	85,092

附註：

於本公司財務報表內處理之本公司擁有人應佔虧損為虧損約24,742,000港元(截至二零一六年九月三十日止年度：約1,496,000港元)。

28. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group entered into commercial leases on certain land, office buildings and directors' quarters. These leases have an average life of 2 years. None of the leases include contingent rentals.

At the end of reporting period, the Group had total future minimum lease payment under non-cancellable operating lease falling due as follows:

28. 經營租賃承擔 本集團作為承租人

本集團就若干土地、辦公樓宇及董事住處訂立了商業租賃。該等租賃平均為期兩年。租賃概不包含或然租金。

於報告期末，本集團根據不可撤銷之經營租賃在日後應付之最低租賃款額如下：

		As at 於 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元
Within one year	一年內	10,912	2,038
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	2,438	-
		13,350	2,038

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For the fifteen months ended 31 December 2017
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29. MATERIAL RELATED PARTY TRANSACTIONS

Disclosed elsewhere in the consolidated financial statements, the Group had entered into the following material transactions with related parties during the period/year:

(a) Transactions with related parties

Rental expense paid to Well East Limited (Note (a))	支付予東惠有限公司之租金開支(附註(a))	66	53
Rental expense paid to Pacific East Limited (Note (b))	支付予廣太有限公司之租金開支(附註(b))	1,824	1,459
Rental expense of the directors' quarters paid to World Pioneer Asia Limited (Note (c))	支付予冠毅亞洲有限公司之董事宿舍租金開支(附註(c))	1,857	1,486
Design and/or decoration service income received from World Pioneer Asia Limited (Note (c))	自冠毅亞洲有限公司收取之設計及/或裝飾服務收入(附註(c))	-	350
Aircraft management expenses paid to BAA Jet Management Limited (Note (d))	支付予亞聯公務機有限公司之飛機託管開支(附註(d))	13,009	-
Commission income received from Royal China Group International Holdings Limited (Note (e))	自皇中集團國際控股有限公司收取之佣金收入(附註(e))	7,735	-
Service income received from Lucky Huge Investment Limited (Note (e))	自鴻運投資有限公司收取之服務收入(附註(e))	234	-

Notes:

- (a) Mr. LEONG and Ms. CHEW are the common directors and shareholders of the Company and Well East Limited and they ceased to be shareholders of the Company on 20 December 2016.
- (b) Mr. LEONG is the common director and shareholder of the Company and Pacific East Limited and he ceased to be shareholder of the Company on 20 December 2016.
- (c) Mr. LEONG and Ms. CHEW are the common directors and shareholders of the Company and World Pioneer Asia Limited and they ceased to be shareholders of the Company on 20 December 2016.
- (d) The transaction constitutes continuing connected transaction under Chapter 14A of the Listing Rules. Please also refer to "Continuing Connected Transactions" under "Report of the Directors"
- (e) National Business Holdings Group Co. Limited is the common shareholder of the Company and Royal China Group International Holdings Limited and Lucky Huge Investment Limited.

29. 重要關聯方交易

除綜合財務報表另有披露者外，本集團於期／年內與關聯方訂立以下重大交易：

(a) 與關聯方訂立之交易

Fifteen months ended 31 December 2017 截至二零一七年十二月三十一日止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至二零一六年九月三十日止年度 HK\$'000 千港元
---	--

66	53
1,824	1,459
1,857	1,486
-	350
13,009	-
7,735	-
234	-

附註：

- (a) 梁先生及周女士均為本公司及東惠有限公司之共同董事及股東而彼等於二零一六年十二月二十日已不再為本公司股東。
- (b) 梁先生為本公司及廣太有限公司之共同董事及股東而彼於二零一六年十二月二十日已不再為本公司股東。
- (c) 梁先生及周女士均為本公司及冠毅亞洲有限公司之共同董事及股東而彼等於二零一六年十二月二十日已不再為本公司股東。
- (d) 有關交易構成上市規則第十四A章項下之持續關連交易。亦請參閱「董事會報告」內「持續關連交易」一節。
- (e) 國能商業集團有限公司為本公司與皇中集團國際控股有限公司及鴻運投資有限公司的共同股東。

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For the fifteen months ended 31 December 2017
截至二零一七年十二月三十一日止十五個月

29. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Key management personnel compensation

Remuneration for key management personnel, including amounts paid to the Directors and certain of the highest paid employees, as disclosed in Notes 10 and 11 are as follows:

		Fifteen months ended 31 December 2017 截至 二零一七年 十二月三十一日 止十五個月 HK\$'000 千港元	Year ended 30 September 2016 截至 二零一六年 九月三十日 止年度 HK\$'000 千港元
Fees	袍金	-	-
Other emoluments, salaries and other benefits	其他酬金、薪金及其他福利	11,484	8,901
Pension scheme contributions	退休金計劃供款	78	109
		11,562	9,010

30. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 23 March 2018.

29. 重要關聯方交易(續)

(b) 主要管理人員薪酬

主要管理人員酬金，包括付予董事及若干最高薪僱員之款項(如附註10及11所披露)載列如下：

30. 批准綜合財務報表

本綜合財務報表於二零一八年三月二十三日經董事會批准及授權刊發。

FINANCIAL SUMMARY

財務概要

A summary of the published results and of the assets, liabilities and equity of the Group for the fifteen months ended 31 December 2017 and the four years ended 30 September is as follows.

本集團於截至二零一七年十二月三十一日止十五個月及截至二零一六年九月三十日止四個年度的已刊發業績及資產、負債以及權益概述如下。

Results	業績	Fifteen months ended 31 December 2017	Year ended 30 September			
		截至二零一七年十二月三十一日止十五個月	2016	2015	2014	2013
		HK\$'000	二零一六年	二零一五年	二零一四年	二零一三年
		千港元	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元
Revenue	收益	157,397	116,021	159,527	113,786	183,429
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(6,290)	28,279	25,053	28,107	28,948
Taxation	稅項	(2,982)	(4,098)	(4,103)	(4,756)	(5,613)
(Loss)/profit for the period/year	期/年內(虧損)/溢利	(9,272)	24,181	20,950	23,351	23,335
Attributable to:	應佔份額:					
Owners of the Company	本公司擁有人	(10,193)	24,181	21,255	23,200	23,216
Non-controlling interests	非控股權益	921	-	(305)	151	119
(Loss)/profit for the period/year	期/年內(虧損)/溢利	(9,272)	24,181	20,950	23,351	23,335

FINANCIAL SUMMARY

財務概要

		As at 31 December 2017 於 二零一七年 十二月 三十一日 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	As at 30 September 於九月三十日			2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Assets	資產								
Non-current assets	非流動資產	15,895	3,878	1,775	2,830	4,029			
Current assets	流動資產	185,692	169,195	162,434	81,207	92,618			
Total assets	資產總值	201,587	173,073	164,209	84,037	96,647			
Liabilities	負債								
Current liabilities	流動負債	49,345	16,460	31,777	33,539	66,510			
Total liabilities	負債總額	49,345	16,460	31,777	33,539	66,510			
Net assets	資產淨值	152,242	156,613	132,432	50,498	30,137			
Capital and reserves	資本及儲備								
Share capital	股本	5,000	5,000	5,000	621	611			
Reserves	儲備	142,151	151,613	127,432	47,423	26,223			
Equity attributable to owners of the Company	本公司擁有人應佔權益	147,151	156,613	132,432	48,044	26,834			
Non-controlling interests	非控股權益	5,091	-	-	2,454	3,303			
Total equity	總權益	152,242	156,613	132,432	50,498	30,137			

Note:

The summary of the consolidated results of the Group for each of the two years ended 30 September 2013 and 2014 and of the assets, liabilities and equity as at 30 September 2013 and 2014 have been extracted from the Company's prospectus dated 21 August 2015.

The summary above does not form part of the audited consolidated financial statements.

附註：

本集團與截至二零一三年及二零一四年九月三十日止兩個年度各年的綜合業績及於二零一三年及二零一四年九月三十日的資產、負債及權益概要乃摘錄自本公司日期為二零一五年八月二十一日之招股章程。

上述概要並不構成經審核綜合財務報表的一部分。



Royal China International Holdings Limited
皇 中 國 際 控 股 有 限 公 司