



# Get Nice Financial Group Limited 結好金融集團有限公司

*(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 : 1469



Annual Report  
**2020**  
年報

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## 公司資料

# CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Shum Kin Wai, Frankie (*Managing Director*)

Mr. Hung Sui Kwan (*Chief Executive Officer*)

#### Non-Executive Director

Mr. Hung Hon Man (*Chairman*)

#### Independent Non-Executive Directors

Mr. Cheung Chi Kong, Ronald

Mr. Chan Ka Kit

Ms. Ng Yau Kuen, Carmen

### AUDIT COMMITTEE

Ms. Ng Yau Kuen, Carmen (*Chairman*)

Mr. Cheung Chi Kong, Ronald

Mr. Chan Ka Kit

### REMUNERATION COMMITTEE

Ms. Ng Yau Kuen, Carmen (*Chairman*)

Mr. Hung Hon Man

Mr. Cheung Chi Kong, Ronald

Mr. Chan Ka Kit

### NOMINATION COMMITTEE

Ms. Ng Yau Kuen, Carmen (*Chairman*)

Mr. Hung Hon Man

Mr. Cheung Chi Kong, Ronald

Mr. Chan Ka Kit

### AUTHORISED REPRESENTATIVES

Mr. Hung Sui Kwan

Mr. Shum Kin Wai, Frankie

### COMPANY SECRETARY

Mr. Ko Yat Fei

### AUDITOR

Mazars CPA Limited

*Certified Public Accountants*

### 董事會

#### 執行董事

岑建偉先生 (*董事總經理*)

洪瑞坤先生 (*行政總裁*)

#### 非執行董事

洪漢文先生 (*主席*)

#### 獨立非執行董事

張志江先生

陳家傑先生

吳幼娟女士

### 審核委員會

吳幼娟女士 (*主席*)

張志江先生

陳家傑先生

### 薪酬委員會

吳幼娟女士 (*主席*)

洪漢文先生

張志江先生

陳家傑先生

### 提名委員會

吳幼娟女士 (*主席*)

洪漢文先生

張志江先生

陳家傑先生

### 授權代表

洪瑞坤先生

岑建偉先生

### 公司秘書

高逸飛先生

### 核數師

中審眾環(香港)會計師事務所有限公司

*執業會計師*

## CORPORATE INFORMATION

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

10th Floor Cosco Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

### REGISTERED OFFICE IN THE CAYMAN ISLANDS

Second Floor, Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### PRINCIPAL BANKERS

Chong Hing Bank Limited  
Bank of Communications Co., Ltd. Hong Kong Branch  
The Bank of East Asia, Limited  
China Construction Bank (Asia) Corporation Limited

### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Tricor Services (Cayman Islands) Limited  
Second Floor, Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### STOCK CODE

1469

### COMPANY WEBSITE

[www.getnicefg.com.hk](http://www.getnicefg.com.hk)  
(Information on the website does not form part of this annual report)

### 香港主要營業地點

香港  
皇后大道中183號  
新紀元廣場  
中遠大廈  
10字樓

### 開曼群島註冊辦事處

Second Floor, Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### 主要往來銀行

創興銀行有限公司  
交通銀行股份有限公司香港分行  
東亞銀行有限公司  
中國建設銀行(亞洲)股份有限公司

### 股份過戶登記香港分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 開曼群島股份過戶登記總處

Tricor Services (Cayman Islands) Limited  
Second Floor, Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman  
KY1-1103  
Cayman Islands

### 股份代號

1469

### 公司網站

[www.getnicefg.com.hk](http://www.getnicefg.com.hk)  
(網站內的資訊並不構成本年報一部份)

## 主席報告書及管理層討論及分析

# CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

On behalf of the board of directors (the “Board”) of Get Nice Financial Group Limited (the “Company”), I hereby present the annual report of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2020.

### OVERVIEW

For the year ended 31 March 2020, the Group’s revenue amounted to approximately HK\$369.4 million, representing a decrease of 8.0% as compared with approximately HK\$401.6 million reported in the last corresponding financial year. The slight decrease in revenue was mainly attributable to the decrease in brokerage commission with less turnover during the year. Operating expenses such as commission expenses and settlement expenses were generally in line with the revenue.

Profit for the year attributable to owners of the Company was approximately HK\$139.7 million (2019: HK\$133.0 million). The increase in profit was mainly attributable to the decrease in finance costs and loss on redemptions of convertible bonds, net of the increase in recognition of impairment loss on accounts receivable from margin clients during the year. The Group recorded imputed interest expenses arising from convertible bonds issued in September 2017 of HK\$31.2 million during the year (2019: HK\$96.7 million). Loss on redemptions of HK\$38.9 million were recorded upon redemptions of convertible bonds of total principal amounts of HK\$262.5 million in prior year, no such loss was recorded during the year. The Group recorded net impairment losses on accounts receivable from margin clients of HK\$110.9 million (2019: HK\$20.1 million) in current year.

Basic earnings per share for the year were HK6 cents (2019: HK5 cents) as a result of increase in profit during the year.

本人謹代表結好金融集團有限公司（「本公司」）董事會（「董事會」）提呈本公司及其附屬公司（統稱「本集團」）截至二零二零年三月三十一日止年度之年報。

### 概覽

截至二零二零年三月三十一日止年度，本集團之收益約為369,400,000港元，較上財政年度約401,600,000港元減少8.0%。收益略減，主要是因為年內經紀佣金收入減少及營業額下降所致。營運開支（如佣金開支及結算開支）整體而言與收益相符。

本公司擁有人應佔年內溢利約為139,700,000港元（二零一九年：133,000,000港元）。溢利增加，主要因為年內之融資成本及贖回可換股債券之虧損減少，扣除確認應收保證金客戶賬項之減值虧損增加所致。本集團於年內錄得來自於二零一七年九月發行之可換股債券產生之推算利息開支31,200,000港元（二零一九年：96,700,000港元）。上年內贖回可換股債券總本金額262,500,000港元後，錄得贖回虧損38,900,000港元，而年內並無錄得有關虧損。本集團於年內錄得應收保證金客戶賬項之減值虧損淨額110,900,000港元（二零一九年：20,100,000港元）。

因年內溢利增加，年內之每股基本盈利為6港仙（二零一九年：5港仙）。

# 主席報告書及管理層討論及分析

## CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

### REVIEW AND OUTLOOK

#### Market Review

Hong Kong stocks market started to climb since the beginning of 2019 as the representatives of both China and the United States expressed optimism about the trade negotiations. With US-China trade truce, continued economic growth in the US, and reaccelerated momentum in Chinese economies, the investors were generally optimistic and Hang Seng Index reached the year high of 30,280 points on 15 April 2019. However, the US President suddenly announced that the trade negotiations broke down, causing Hong Kong stocks market to fall sharply since the end of April 2019.

In the third quarter of 2019, US-China trade war was heating up and the political events in Hong Kong have destroyed investors' confidence in the stock market. The trade restrictive measures imposed by the two countries on each other were escalated, causing economic losses to the economic systems of the two countries, while at the same time increasing the trade costs and markets uncertainty globally. Affected by the US-China trade war, the exchange rate of the renminbi continued to be weak, which caused the further decline of the Hong Kong stock market. On the other hand, the market's concern about the slowdown of China's economic activity has deepened the pessimism mood of the investment market. Due to the continued trade conflicts with the US and weak domestic demand, China's economic growth has slowed to its lowest level in recent years and Hong Kong has once again fell into a technical recession since the financial tsunami in 2009.

At the end of 2019, a turnaround occurred and China and the United States reached a first-stage trade agreement which China agreed to double purchase of various products from the United States in the next two years and the United States agreed to reduce the tariff on China's imported goods, caused Hong Kong stocks market to rebound.

In the first quarter of 2020, the COVID-19 outbreak spreads globally, caused disruptions in various business segments across the world and investors retreated from risky assets to hold cash. The plunge of asset prices and oil prices triggered panic sale and liquidity crunches globally.

#### 回顧及展望

##### 市場回顧

香港股市於踏入二零一九年時因為中美雙方代表對貿易談判表示樂觀而開始攀升。隨著中美貿易戰暫時休戰、美國經濟持續增長，加上中國經濟重拾動力，投資者普遍看好後市，恒生指數在二零一九年四月十五日升至年內高位30,280點。然而，美國總統突然宣佈貿易談判破裂，導致港股自二零一九年四月底以來大幅下跌。

在二零一九年第三季度，中美貿易戰升溫及香港的政治事件摧毀投資者對股市的信心。兩國向對方實施的貿易限制措施逐步升級，對兩國經濟體系造成經濟損失，同時亦增加全球貿易成本和市場不確定性。受中美貿易戰所影響，人民幣匯價持續疲軟，驅使香港股市進一步下跌。另一方面，市場對中國經濟活動放緩的擔憂加劇投資市場的悲觀情緒。由於與美國的貿易衝突持續和內需疲弱，中國的經濟增長步伐已回落至近年來的最低水平，而香港繼二零零九年金融海嘯後再一次陷入技術性衰退。

二零一九年底，形勢出現轉機，中美達成第一階段貿易協議，中國同意在未來兩年內加倍向美國採購多類產品而美國同意降低中國進口產品的關稅，帶動港股反彈。

二零二零年第一季度，2019冠狀病毒病疫情在全球蔓延，對全球不同業務板塊均造成干擾，投資者減持風險資產而增持現金。資產價格和油價大跌，引發全球恐慌性拋售和流動性緊縮。

## 主席報告書及管理層討論及分析

# CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

With fears and pessimisms caused by the outbreak of COVID-19 and concerns regarding global economy, the Hang Seng Index closed at 23,603 points at the end of March 2020, a decrease of 18.8% as compared with 29,051 points at the end of March 2019. The average daily turnover on the Main Board and GEM during the year ended 31 March 2020 was approximately HK\$92.2 billion, a decrease of 4.4% as compared with approximately HK\$96.4 billion for the prior financial year.

### Business review

#### *Broking and securities margin financing*

During the year ended 31 March 2020, the broking business posted a profit of approximately HK\$4.0 million (2019: HK\$17.7 million). The operating result of the broking business decreased by 77.4% as a result of the decrease in our broking turnover and number of sizeable corporate finance transactions during current year. The decrease in broking turnover was affected by the volatile local stock market and negative global investment atmosphere. Revenue from broking for the year decreased by 25.8% to approximately HK\$43.9 million (2019: HK\$59.2 million) as compared with last financial year, of which approximately HK\$6.8 million (2019: HK\$12.7 million) was contributed by the underwriting, placing and proof of funds business. The decrease in these fee incomes was due to the decrease in number of deals as a result of the less active capital market during the current year.

Securities margin financing remained to be the Group's major revenue contributor for the year. During the year, total interest income from securities margin financing dropped by 4.4% to approximately HK\$325.2 million (2019: HK\$340.3 million) with the decrease in average level of securities margin lending during the year. Total gross accounts receivable from margin clients at 31 March 2020 amounted to approximately HK\$3,692.3 million (as at 31 March 2019: HK\$3,732.6 million). Net impairment loss on margin clients receivable of HK\$110.9 million was charged during the current year (2019: HK\$20.1 million). The Group will continue to maintain a balance on yield relative to risk and cautious approach to the credit control of its margin financing business.

2019冠狀病毒病疫情引起的市場恐慌和悲觀情緒，加上對全球經濟前景的關注，恒生指數於二零二零年三月底收報23,603點，相比二零一九年三月底收報29,051點下跌18.8%。截至二零二零年三月三十一日止年度內，主板及GEM的平均每日成交額約為922億港元，較上一財政年度約964億港元減少4.4%。

### 業務回顧

#### *經紀以及證券保證金融資*

截至二零二零年三月三十一日止年度，經紀業務錄得溢利約4,000,000港元（二零一九年：17,700,000港元）。由於年內之經紀業務營業額及較大型之企業融資交易數目減少，經紀業務之經營業績減少77.4%。經紀業務之營業額亦因為本地股市波動及環球投資市場氣氛不景而下跌。經紀分部於年內之收益較上財政年度減少25.8%至約43,900,000港元（二零一九年：59,200,000港元），當中約6,800,000港元（二零一九年：12,700,000港元）源自包銷、配售及資金證明業務之貢獻。此等費用收入減少是因為年內資本市場較不活躍令交易數目隨之下降所致。

證券保證金融資繼續是本集團於年內之主要收益來源。於年內，證券保證金融資之利息收入總額減少4.4%至約325,200,000港元（二零一九年：340,300,000港元）而年內證券保證金借貸之平均水平下降。本集團於二零二零年三月三十一日之應收保證金客戶賬項總額合計約為3,692,300,000港元（二零一九年三月三十一日：3,732,600,000港元）。年內支銷之應收保證金客戶賬項減值虧損淨額為110,900,000港元（二零一九年：20,100,000港元）。本集團將繼續維持收益與風險之間的平衡，並以謹慎的態度對旗下保證金融資業務實行信貸控制措施。

# 主席報告書及管理層討論及分析

## CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

### Corporate finance

The Group's corporate finance business focused on the provision of financial advisory services to listed companies in Hong Kong. During the year ended 31 March 2020, it completed 2 financial advisory transactions (2019: 5). The operation reported a segment profit of approximately HK\$0.2 million for the year (2019: HK\$1.5 million).

### Outlook

Disruption to business operations and logistics due to COVID-19 seriously affected many industries, the impact will probably last for a period of time. Economic activities will not fully resume until the crisis is under control. Countries along the "Belt and Road" were also affected and China's investment in these countries' infrastructure development was also slow down. At the same time, the potential restart of US-China trade war brought further uncertainties to the global trade environment. It is expected that the overall economy and the stock market in Hong Kong may tend to be weak.

In the future, the business environment of the Group will continue to be competitive. The increasing regulatory requirements such as the recent effected guidelines for securities margin financing activities issued by the Securities and Futures Commission brought further compliance-related and system-related costs to the Group which may impact the cost efficiency and earnings growth of the Group.

Dealing with the future challenges, the management of the Group would review and adjust business strategies on regular basis with a prudent and balanced risk management approach. The management of the Group remains cautiously optimistic about the business development and overall performance of the Group in the future. The Group is endeavoring to render comprehensive services to our affluent and high-net-worth clients in order to maintain our clients' confidence and loyalty. Given our lean and efficient organization structure, stable clients base, strong track record and solid business fundamentals, the Group is poised to expand its horizons and scale new heights in the years to come in order to continue maximising returns and value for all shareholders.

### 企業融資

本集團之企業融資業務專注向香港上市公司提供財務顧問服務。其於截至二零二零年三月三十一日止年度已完成兩項(二零一九年：五項)財務顧問項目。此業務於年內錄得分部溢利約200,000港元(二零一九年：1,500,000港元)。

### 展望

許多行業備受2019冠狀病毒病導致的商業運作和物流中斷所嚴重影響，而影響可能會持續一段時間。在疫情危機受控之前，經濟活動難望全面恢復。「一帶一路」沿線國家亦受到影響，中國也減慢對相關國家基礎設施建設的投資。同時，中美貿易戰可能重啟，給全球貿易環境帶來更多不確定性。預計香港整體經濟及股市之表現或趨於疲弱。

未來，本集團的營商環境將繼續充滿競爭。監管規定日趨嚴謹，如證券及期貨事務監察委員會頒佈並於最新生效之證券保證金融資活動指引，對本集團帶來進一步的合規相關成本和系統相關成本，此或會影響本集團的成本效益和盈利增長。

面對未來的挑戰，本集團管理層將採取審慎而平衡的風險管理方針，定期檢討並調整業務策略。本集團管理層對本集團未來的業務發展及整體表現持審慎樂觀態度。本集團致力為富裕及高淨值客戶提供全面服務，以維持客戶對集團的信心和繼續選用集團的服務。憑藉我們精簡高效的組織結構、穩定的客戶群、彪炳往績和雄厚的業務基礎，本集團已準備好擴大業務範圍和規模，在未來續創新高，務求為全體股東創造更佳回報和價值。

# 主席報告書及管理層討論及分析

## CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### Financial Resources and Gearing Ratio

Equity attributable to owners of the Company amounted to approximately HK\$3,931.5 million as at 31 March 2020 (2019: HK\$3,965.8 million), representing a decrease of approximately HK\$34.3 million or 0.9% over that of last financial year end. The decrease was mainly attributable to the profit for the year net of dividend distributed.

As at 31 March 2020, the Group's net current assets amounted to HK\$3,810.7 million (2019: HK\$3,845.6 million), and its liquidity as represented by current ratio (current assets/current liabilities) was 8.88 times (2019: 3.67 times). The increase in current ratio was mainly due to the decrease in liability component of convertible bonds as the convertible bonds were matured during the year.

Bank balances and cash on hand amounted to HK\$260.9 million (2019: HK\$422.9 million). The decrease in bank balances and cash on hand was mainly due to the cash outflows in respect of the redemptions of convertible bonds of HK\$262.5 million.

The Group had no bank borrowings as at 31 March 2020 (2019: HK\$nil) and its unutilised banking facilities as at the end of the year were approximately HK\$905 million (2019: HK\$905 million), which were mainly secured by charges over the Group's clients' pledged securities, a property owned by a subsidiary of the Company and corporate guarantees issued by the Company. The liability component of convertible bonds issued by the Company amounted to HK\$233.5 million as at 31 March 2019, the amount was fully redeemed due to maturity during the year. The Group's gearing ratio (total borrowing over equity attributable to owners of the Company) as at 31 March 2020 was zero (2019: 0.06).

The number of issued shares of Company amounted to 2,500,000,000 shares as at 31 March 2020 (2019: 2,500,000,000 shares).

The business activities of the Group are not exposed to any significant exchange risks.

The Group had no material contingent liabilities at the end of the year.

#### 財務回顧

##### 財務資源及資本負債比率

於二零二零年三月三十一日，本公司擁有人應佔權益約為3,931,500,000港元（二零一九年：3,965,800,000港元），較上財政年度之年結日減少約34,300,000港元或0.9%。本公司擁有人應佔權益減少，主要源自年內溢利扣除已分派股息。

於二零二零年三月三十一日，本集團之淨流動資產為3,810,700,000港元（二零一九年：3,845,600,000港元），而本集團之流動性（以流動比率，即流動資產／流動負債作說明）為8.88倍（二零一九年：3.67倍）。流動比率上升，主要由於可換股債券已於年內到期令可換股債券之負債部份減少所致。

銀行結餘及手頭現金達260,900,000港元（二零一九年：422,900,000港元）。銀行結餘及手頭現金減少，主要是因為有關贖回可換股債券之現金流出262,500,000港元。

本集團於二零二零年三月三十一日並無銀行借貸（二零一九年：無），而其於本年度之年結日之未動用銀行信貸額約為905,000,000港元（二零一九年：905,000,000港元）。有關銀行信貸額主要以本集團客戶之抵押證券、一間本公司附屬公司所擁有之一項物業及本公司提供之公司擔保作抵押。於二零一九年三月三十一日，本公司發行可換股債券的負債部分為233,500,000港元，該金額已因可換股債券於年內到期而已悉數贖回。於二零二零年三月三十一日，本集團的資產負債比率（借貸總額除本公司擁有人應佔權益）為零（二零一九年：0.06）。

本公司於二零二零年三月三十一日之已發行股份數目為2,500,000,000股（二零一九年：2,500,000,000股）。

本集團之業務活動並無面對任何顯著匯兌風險。

本集團於本年度之年結日並無重大或然負債。

# 主席報告書及管理層討論及分析

## CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

### Charges on Group Assets

As at 31 March 2020, leasehold land and building of the Group with a carrying amount of HK\$102.8 million (2019: HK\$105.5 million) were pledged for a banking facility granted to the Group.

### Material Acquisitions and Disposals of Subsidiaries, Associates and Jointly Controlled Entities

There were no material acquisitions or disposals of subsidiaries, associates or jointly controlled entity completed during the year ended 31 March 2020.

### Employee Information

As at 31 March 2020, the Group had 59 (2019: 59) full time employees. The Group's employees were remunerated according to their performance, working experience and market conditions. The total amount of remuneration cost of employees of the Group for the year was HK\$19.9 million (2019: HK\$18.9 million). The Group provides employee benefits including mandatory provident fund, discretionary share options and performance bonus to its staff.

### FINAL DIVIDEND

The Directors recommended a final dividend of HK2 cents per share, together with the interim dividend paid during the year, amounting to total dividends of HK5 cents per share for this financial year.

The final dividend will be payable on or about 10 September 2020 to shareholders of the Company whose names appear on the register of members of the Company on 1 September 2020.

### 集團資產抵押

於二零二零年三月三十一日，本集團賬面值為102,800,000港元（二零一九年：105,500,000港元）之租賃土地及樓宇，已作為本集團獲授銀行信貸額之抵押。

### 有關附屬公司、聯營公司及共同控制實體之重大收購及出售

於截至二零二零年三月三十一日止年度並無完成有關附屬公司、聯營公司或共同控制實體之重大收購或出售。

### 僱員資料

於二零二零年三月三十一日，本集團共有59位（二零一九年：59位）全職僱員。本集團乃按照僱員表現、工作經驗及市況釐定僱員薪酬。於本年度，本集團之僱員總薪酬成本為19,900,000港元（二零一九年：18,900,000港元）。本集團提供的僱員福利包括強制性公積金計劃、酌情授出之購股權，以及向員工發放績效花紅。

### 末期股息

董事會建議派發末期股息每股2港仙，連同年內已派付之中期股息，本年度之股息總額為每股5港仙。

末期股息將於二零二零年九月十日或前後向於二零二零年九月一日名列本公司股東登記冊內之本公司股東派發。

# 主席報告書及管理層討論及分析

## CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed on the following time periods during which no transfer of shares of the Company will be registered:

<i>For attendance to 2020 Annual General Meeting</i>	:	19 August 2020 – 24 August 2020, both dates inclusive
<i>For entitlement to final dividend</i>	:	31 August 2020 – 1 September 2020, both dates inclusive (Record date being 1 September 2020)

In order to qualify for attendance to the Company's 2020 Annual General Meeting which is scheduled to be held on 24 August 2020, Monday and/or entitlement to the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrar, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on the following dates:

Events	Last date of lodgment of transfer documents
<i>For attendance to 2020 Annual General Meeting</i>	: 18 August 2020, Tuesday
<i>For entitlement to final dividend</i>	: 28 August 2020, Friday

### APPRECIATION

On behalf of the Board, I wish to express my gratitude to our customers and shareholders for their continued support. I would also like to thank your all our directors, the management team and staff members for their hard work and dedicated service.

By Order of the Board  
**GET NICE FINANCIAL GROUP LIMITED**  
**Hung Hon Man**  
*Chairman*

Hong Kong, 26 June 2020

### 暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理本公司股份過戶登記手續，期間不會進行本公司股份過戶登記：

<i>就出席二零二零年股東週年大會而言</i>	:	二零二零年八月十九日至 二零二零年八月二十四日止期間 (包括首尾兩天)
<i>就獲派末期股息之資格而言</i>	:	二零二零年八月三十一日至 二零二零年九月一日止期間 (包括首尾兩天) (記錄日期為 二零二零年九月一日)

為符合資格出席本公司謹訂於二零二零年八月二十四日(星期一)舉行之二零二零年股東週年大會及/或收取末期股息，所有股份過戶文件連同有關股票最遲須於以下日期下午四時三十分前送交本公司之股份過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓，以便辦理登記手續。

事項	遞交過戶文件之最後日期
<i>就出席二零二零年股東週年大會而言</i>	: 二零二零年八月十八日 (星期二)
<i>就獲派末期股息之資格而言</i>	: 二零二零年八月二十八日 (星期五)

### 致謝

本人謹代表董事會感謝客戶及股東一直以來的支持。本人亦感謝全體董事、管理團隊及員工的辛勤工作及為集團所作的奉獻。

承董事會命  
**結好金融集團有限公司**  
主席  
洪漢文

香港，二零二零年六月二十六日

# 董事及高級管理層履歷

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

#### Executive Directors

**Mr. Shum Kin Wai, Frankie**, aged 74, was appointed as our executive Director and managing director on 24 September 2015. He is primarily responsible for the securities broking and securities margin financing business. Before completion of the spin-off of the Company from Get Nice Holdings Limited (“GN Holdings”), Mr. Shum was the managing director and an executive director of GN Holdings since its listing in June 2002 until his resignation on 7 April 2016. Mr. Shum has over 33 years of experience in the securities business.

**Mr. Hung Sui Kwan**, aged 50, was appointed as our executive Director on 24 September 2015. He is also our chief executive officer. Mr. Hung is primarily in charge of our Group’s overall corporate strategy and the daily operations of our Group, including business development and overall management. Mr. Hung Sui Kwan joined GN Holdings in August 2000. Mr. Hung is also a responsible officer under the SFO for the regulated activity “advising on corporate finance”. He is also currently an independent non-executive director of Silver Base Group Holdings Limited (Stock Code: 886), the issued shares of which are listed on the Main Board of the Stock Exchange. Mr. Hung Sui Kwan holds a bachelor of science degree from the University of Hong Kong and is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Hung is a nephew of Mr. Hung Hon Man, our non-executive Director and the chairman of our Board.

#### Non-Executive Director

**Mr. Hung Hon Man**, aged 66, was appointed as our Director on 31 August 2015 and was re-designated as our non-executive Director on 24 September 2015. He was appointed as the chairman of our Board on 16 March 2016 and is a member of both the remuneration and nomination committees. Mr. Hung Hon Man is also the chairman and chief executive officer of GN Holdings and the founder of GN Holdings. He is responsible for the formulation of corporate strategy and the envisaging the future direction of GN Holdings. He possesses over 25 years of experience in the securities industry in Hong Kong. Being the non-executive Director and chairman of the Company, Mr. Hung Hon Man takes a consultative and supervisory role in matters concerning the Group and is not involved in the day-to-day management of the Group.

### 董事

#### 執行董事

**岑建偉先生**，74歲，於二零一五年九月二十四日獲委任為本公司執行董事兼董事總經理。彼主要負責證券經紀及證券保證金融資業務。於完成本公司從結好控股有限公司（「結好控股」）分拆之前，岑先生自結好控股於二零零二年六月上市起為結好控股之董事總經理及執行董事，直至彼於二零一六年四月七日辭任為止。岑先生於證券業務擁有超過33年經驗。

**洪瑞坤先生**，50歲，於二零一五年九月二十四日獲委任為執行董事，彼亦為行政總裁，主要負責本集團之整體企業策略及本集團之日常營運（包括業務發展及整體管理）。洪瑞坤先生於二零零零年八月加入結好控股。洪先生亦為證券及期貨條例下「就機構融資提供意見」之受規管活動之負責人員。彼目前亦為銀基集團控股有限公司（股份代號：886）（其已發行股份於聯交所主板上市）之獨立非執行董事。洪瑞坤先生持有香港大學之理學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。洪先生為本公司非執行董事及董事會主席洪漢文先生之侄子。

#### 非執行董事

**洪漢文先生**，66歲，於二零一五年八月三十一日獲委任為本公司董事，並於二零一五年九月二十四日調任為本公司非執行董事。彼於二零一六年三月十六日獲委任為董事會主席及現為薪酬及提名委員會成員之委任於上市時生效。洪漢文先生亦為結好控股董事會主席兼行政總裁以及結好控股創辦人。彼負責制訂結好控股之企業策略及構思結好控股之未來方向。彼在香港證券行業擁有超過25年經驗。作為本公司之非執行董事兼主席，洪漢文先生擔任有關本集團事務之顧問及監督角色，但並不參與本集團之日常管理。

## 董事及高級管理層履歷

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS – continued

#### Independent Non-Executive Directors

**Ms. Ng Yau Kuen, Carmen**, aged 44, was appointed as an independent non-executive Director on 16 March 2016. She is also the chairman of the remuneration, nomination and audit committees. Ms. Ng had worked at PricewaterhouseCoopers Hong Kong for 14 years in the Financial Services Assurance Department. Since leaving PricewaterhouseCoopers, she has been a certified public accountant (Practising). Ms. Ng holds a bachelor's degree of business administration from the Chinese University of Hong Kong; and a master's degree of business administration and a master's degree of laws in corporate and financial law from the Hong Kong University of Science and Technology and the University of Hong Kong, respectively. Ms. Ng is currently a fellow member of the Hong Kong Institute of Certified Public Accountants. She is also an independent non-executive director of Simplicity Holding Limited (stock code: 8367) and KOALA Financial Group Limited (stock code: 8226). All of the above companies are listed on the GEM of the Stock Exchange in Hong Kong. She is also an independent non-executive director of IEV Holdings Limited, a company listed on the Singapore Exchange.

**Mr. Cheung Chi Kong, Ronald**, aged 46, was appointed as an independent non-executive Director on 16 March 2016. He has been involved in the financial and securities industries for over 20 years and has extensive experience working in mutual funds, securities brokerage and insurance brokerage financial services business with financial institutions in Hong Kong. Mr. Cheung is currently a chief executive of PC International (HK) Limited and responsible officer of PC Securities Limited. He holds a bachelor's degree in mathematics from the University of Waterloo.

**Mr. Chan Ka Kit**, aged 50, was appointed as an independent non-executive Director on 16 March 2016. He has been involved in the financial and insurance industries since 2001 and has extensive operational and management experience in mutual funds and insurance brokerage financial services business with financial institutions in Hong Kong. Mr. Chan is currently an associate director of AMG Wealth Management Limited. Mr. Chan holds an executive master's degree in business administration and is a Certified Financial Planner.

### 董事 – 續

#### 獨立非執行董事

**吳幼娟女士**，44歲，於二零一六年三月十六日獲委任為獨立非執行董事。彼亦作為薪酬、提名及審核委員會之主席。吳女士曾於羅兵咸永道會計師事務所（金融服務業）審計部工作14年。自羅兵咸永道會計師事務所離任後，彼一直為一名執業會計師。吳女士持有香港中文大學工商管理學士學位；及獲香港科技大學及香港大學分別頒發的工商管理碩士學位及企業與金融法學碩士學位。吳女士現時為香港會計師公會資深會員。吳女士亦為倩碧控股有限公司（股份代號：8367）及樹熊金融集團有限公司（股份代號：8226）之獨立非執行董事。所有上述公司為於香港聯交所GEM上市。彼亦為IEV Holdings Limited（於新加坡交易所上市）之獨立非執行董事。

**張志江先生**，46歲，於二零一六年三月十六日獲委任為獨立非執行董事。彼從事金融及證券行業逾20年，且在香港金融機構的互惠基金、證券經紀及保險經紀金融服務業務方面擁有豐富工作經驗。張先生現為寶鉅國際有限公司之行政總裁及寶鉅證券有限公司之負責人員。彼持有滑鐵盧大學（University of Waterloo）數學學士學位。

**陳家傑先生**，50歲，於二零一六年三月十六日獲委任為獨立非執行董事。彼自二零零一年起從事金融及保險行業，且在香港金融機構的互惠基金及保險經紀金融服務業務方面擁用豐富工作經驗。陳先生現為安柏環球財富管理有限公司之聯席董事。陳先生持有行政人員工商管理碩士學位，且為認可財務策劃師。

# 董事及高級管理層履歷

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

**Mr. Ng Hon Sau, Larry**, aged 51, is a responsible officer and a director of our major subsidiaries namely Get Nice Securities Limited (“GNS”) and Get Nice Futures Company Limited (“GNFCL”). Being the Group’s chief operating officer, Mr. Ng is primarily responsible for supervising the securities and futures broking and securities margin financing businesses. Mr. Ng joined GN Holdings in July 2001. He has had over 27 years of experience in the financial industry, with 25 years in securities and futures and several years in corporate banking. Mr. Ng holds a bachelor of science degree in finance from California State University, Fresno located in the United States.

**Mr. Cheng Wai Ho**, aged 56, is a responsible officer and a director of our major subsidiaries namely GNS and GNFCL. Mr. Cheng takes up the management role in the supervision of the human resources department of the Group. He also oversees our overall implementation of registration procedures to ensure all relevant staff are properly registered under the SFO. Prior to joining GN Holdings, he had been a dealing director of three other securities firms for more than six years. He is a member of Hong Kong Securities and Investment Institute.

**Mr. Ko Yat Fei**, aged 30, is the financial controller of the Group and company secretary of the Company. He has more than 8 years of experience in accounting, auditing and corporate advisory. He is responsible for managing finance and compliance matters within the Group. Mr. Ko is a member of the Hong Kong Institute of Certified Public Accountants. He holds a bachelor’s degree in commerce (honours) in accounting from Hong Kong Shue Yan University.

**Mr. Kam Wing Ho**, aged 41, and is the head of information technology department of our Group. He is responsible for the development and supervision of the information technology system of our Group. He joined GN Holdings in January 2011. He has over 15 years working experience in the information and technology field. Mr. Kam holds degree of bachelor of science from Victoria University, Australia.

### 高級管理層

吳翰綬先生，51歲，為集團主要附屬公司（即結好證券有限公司（「結好證券」）及結好期貨有限公司（「結好期貨」）之負責人員及董事。作為本集團之營運總監，吳先生主要負責監督證券及期貨經紀以及證券保證金融資業務。吳先生於二零零一年七月加入結好控股。彼擁有逾27年之金融業經驗，包括25年之證券及期貨工作經驗，以及數年之企業銀行經驗。吳先生持有美國加州州立大學弗雷斯諾分校之金融理學士學位。

鄭偉浩先生，56歲，為集團主要附屬公司（即結好證券及結好期貨）之負責人員及董事。鄭先生擔任監督本集團人力資源部門的管理角色。彼亦監管註冊程序之整體實施，以確保所有相關員工根據證券及期貨條例妥當註冊。於加入結好控股之前，彼曾擔任其他三間證券公司之交易董事逾六年。彼為香港證券及投資學會會員。

高逸飛先生，30歲，為本集團財務總監及本公司公司秘書。彼擁有逾8年之會計、審計及企業諮詢經驗。彼負責管理本集團之財務及合規事宜。高先生為香港會計師公會會員。彼持有香港樹仁大學會計學商學士（榮譽）學位。

甘永豪先生，41歲，為本集團資訊科技部門之主管。彼負責開發及監管本集團之資訊科技系統。彼於二零一一年一月加入結好控股。彼擁有逾15年資訊科技領域之工作經驗。甘先生持有澳洲維多利亞大學理學士學位。

## 企業管治報告

# CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 March 2020.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good corporate governance practices and procedures. This is with the view of being a transparent and responsible organisation which is open and accountable to the Company's shareholders. The Directors believe that good corporate governance practices are increasingly important for maintaining and promoting investors' confidence.

An explanation of how the principles of the Corporate Governance Code were put into practice during the year ended 31 March 2020 is set out below.

### CORPORATE GOVERNANCE CODE COMPLIANCE

During the year ended 31 March 2020, the Board is of the opinion that the Company has complied with the code provisions set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), titled "Corporate Governance Code and Corporate Governance Report" (the "Code").

### BOARD OF DIRECTORS

The Board provides leadership, approves policies, strategies and plans, and oversees their implementation to further the healthy growth of the Company, in the interests of its shareholders. The Board takes responsibility for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, financial information, appointment of Directors and other significant financial and operational matters.

The day-to-day management, administration and operation of the Company are delegated to the chief executive officer ("CEO") and the senior management. The delegated functions and work tasks are periodically reviewed by the Board. Approval must be obtained from the Board prior to any significant transactions entered by the abovementioned officers.

董事會欣然在本集團截至二零二零年三月三十一日止年度之年報提呈本企業管治報告。

### 企業管治常規

本公司致力制訂良好企業管治常規及程序，以成為一間具透明度並恪守本身責任的企業，對本公司股東開誠布公和問責。董事相信，良好企業管治常規對維持和增強投資者信心日見重要。

有關於截至二零二零年三月三十一日止年度內如何落實企業管治守則之原則的闡述乃載於下文。

### 遵守企業管治守則

截至二零二零年三月三十一日止年度，董事會認為本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四「企業管治守則及企業管治報告」（「守則」）所載之守則條文。

### 董事會

董事會負責領導、批准政策、策略及計劃並監督該等決策之實施，以推動本公司穩健增長，符合其股東之利益。董事會負責本公司所有重大事項，包括：審批及監控所有政策事項、整體策略及預算、內部監控及風險管理系統、財務資料、董事委任以及其他重大財務及營運事項。

本公司之日常管理、行政及營運乃交予行政總裁（「行政總裁」）及高級管理層負責。所授職能及工作任務會定期檢討。上述人員訂立任何重大交易前必須獲董事會批准。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### BOARD OF DIRECTORS – continued

The Board has the full support of the senior management to discharge its responsibilities. In addition, the Board has also established three Board Committees and has delegated various responsibilities to them as set out in their terms of reference.

### BOARD COMPOSITION

The Board currently comprises six members, half of these Directors are non-executive and independent of the management. The Board is collectively responsible for promoting the success of the Company by directing and supervising the Group's affairs. The Board reflects the necessary balance of skills and experience appropriate and diversity of perspective for the requirements of the Group's businesses. As at the date of this annual report, two of the Directors are executives, namely, Mr. Shum Kin Wai, Frankie (Managing Director) and Mr. Hung Sui Kwan (CEO), one of them is non-executive Director, Mr. Hung Hon Man (Chairman of the Board, Member of Remuneration Committee and Nomination Committee) and three of them are independent non-executive Directors, namely, Ms. Ng Yau Kuen, Carmen (Chairman of Audit Committee, Remuneration Committee and Nomination Committee), Mr. Chan Ka Kit (Member of Audit Committee, Remuneration Committee and Nomination Committee), and Mr. Cheung Chi Kong, Ronald (Member of Audit Committee, Remuneration Committee and Nomination Committee).

During the year ended 31 March 2020, the Board has at all times met the requirements of rules 3.10(1) and (2) of the Listing Rules relating to the appointment of at least three independent non-executive directors and at least one of them possessing appropriate professional qualifications, or accounting or related financial management expertise.

### 董事會一續

董事會在高級管理層全力支持下履行其職責。此外，董事會亦已成立董事會轄下之三個委員會，並按有關委員會之職權範圍之條文，將不同職責交予有關委員會負責。

### 董事會之組成

董事會目前由六名董事組成，半數董事為非執行董事並且為管理層之獨立人士。通過指示並監督本集團之事務，董事會共同負責推動本公司之成功發展。董事會體現本集團業務所必須具備之各種合適技巧及經驗和多元化的觀點。於本年報日期，兩名董事為執行董事，分別為岑建偉先生（董事總經理）及洪瑞坤先生（行政總裁），一名董事為非執行董事，即洪漢文先生（董事會主席、薪酬委員會及提名委員會成員），另外三名董事為獨立非執行董事，分別為吳幼娟女士（審核委員會、薪酬委員會及提名委員會主席）、陳家傑先生（審核委員會、薪酬委員會及提名委員會成員）及張志江先生（審核委員會、薪酬委員會及提名委員會成員）。

截至二零二零年三月三十一日止年度，董事會一直符合上市規則第3.10(1)及(2)條對委任最少三名獨立非執行董事以及最少一名獨立非執行董事須具備適當專業資格，或具備會計或有關財務管理專長之規定。

## BOARD COMPOSITION – continued

Each of the Directors' respective biographical details is set out in the "Biographical details of Directors and senior management" of this annual report. The Board members have no financial, business, family or other relationships with each other save for that Mr. Hung Sui Kwan (CEO) is the nephew of Mr. Hung Hon Man (Chairman of the Board and non-executive Director).

## BOARD DIVERSITY POLICY

During the year ended 31 March 2020, the Board has at all times adopted the board diversity policy. It sets out the approach to achieve and maintain diversity on the Board in order to enhance its effectiveness. The Company endeavors to ensure that the Board has the appropriate balance of skills, experience, expertise and diversity of perspectives. The appointments of board members will continue to be made on merit basis, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. Pursuant to the board diversity policy, the Company seeks to achieve board diversity through the consideration of several factors, including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and length of service. The Board will set up and review the measurable objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Board has revised and adopted the board diversity policy on 26 April 2019 and will review from time to time the implementation of the policy, as appropriate, to ensure its continued effectiveness.

## 董事會之組成 – 續

各董事之履歷載於本年報「董事及高級管理層履歷」。董事會成員之間並無財務、業務、家族或其他關係，惟洪瑞坤先生（行政總裁）為洪漢文先生（董事會主席兼非執行董事）的侄子除外。

## 董事會成員多元化政策

截至二零二零年三月三十一日止年度，本公司一直採納董事會成員多元化政策，訂明達致及維持董事會成員多元化從而改善其成效之方向。本公司致力確保董事會各成員之技能、經驗、專業知識及多元化觀點為適當均衡。董事會成員將繼續按用人唯才之原則委任，將會按客觀準則對候選人作出考慮，並充分考慮是否有助達致董事會成員多元化。根據董事會成員多元化政策，本公司考慮多項因素以實踐董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技術、知識及服務年期。董事會將不時訂立及檢討可計量之目標以確保該等目標合適且已按既定程序達至有關目標。

董事會已於二零一九年四月二十六日修訂及採納董事會成員多元化政策並將不時審閱該政策之實踐（如適用）以確保其持續成效。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged for appropriate liability insurance to indemnify its Directors and officers against liabilities arising from corporate activities. The insurance coverage is reviewed on an annual basis ensuring that the Directors and officers are adequately protected against potential legal liabilities.

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Directors keep abreast of responsibilities as directors of the Company and the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his appointment. This is to ensure the new employee possesses an appropriate understanding of the business and operations of the Company and has full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are expected to participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

During the year ended 31 March 2020, relevant reading materials including regulatory updates and seminar handouts have been provided to the Directors for their reference and studying.

### 董事及高級人員責任保險

本公司已投購適當的責任保險，以就因企業活動而產生之責任為其董事及高級人員提供彌償。保險範圍乃每年檢討，確保董事及高級人員就潛在法律責任方面得到充份保障。

### 董事培訓及專業發展

董事須了解作為本公司董事之責任，並熟悉本公司之經營方式、業務活動及發展。

每位新任董事將於首次獲委任時接受正式、全面及切合個人情況之入職介紹，確保新入職僱員適當了解本公司之業務及營運，並完全認識於上市規則及相關法例規定下之董事責任及義務。

董事應參與合適之持續專業發展，從而發展及更新其知識及技能，以確保彼等在知情及切合所需情況向董事會作出貢獻。

於截至二零二零年三月三十一日止年度，董事已獲提供相關閱讀材料(包括監管更新材料及研討會上派發的資料)以供彼等參考及研習。

**DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT – continued**

A summary of their records of training during the financial year is as follows:

**董事培訓及專業發展－續**

董事於財政年度內的培訓記錄概要如下：

**Training on corporate governance, regulatory development and other relevant topics**  
有關企業管治、監管發展及其他相關主題之培訓

**Executive Directors**

Mr. Shum Kin Wai, Frankie  
Mr. Hung Sui Kwan

**執行董事**

岑建偉先生  
洪瑞坤先生

✓  
✓

**Non-Executive Director**

Mr. Hung Hon Man

**非執行董事**

洪漢文先生

✓

**Independent Non-Executive Directors**

Ms. Ng Yau Kuen, Carmen  
Mr. Chan Ka Kit  
Mr. Cheung Chi Kong, Ronald

**獨立非執行董事**

吳幼娟女士  
陳家傑先生  
張志江先生

✓  
✓  
✓

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### BOARD PRACTICES

Pursuant to the Code provision A.1.1, the Board should meet regularly, and board meetings should be held at least four times each year to discuss the Group's business development, operation and financial performance. Notice of at least 14 days is given to all Directors for all regular Board meetings to give all Directors an opportunity to attend. All regular Board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board and all Directors have the opportunity to include matters in the agenda for Board meetings. All Directors have access to Board papers and related materials and are provided with adequate information which enables the Board to make an informed decision on the matters to be discussed and considered at the Board meetings. Minutes of Board meetings are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

To facilitate the decision-making process, the Directors are free to have full and timely access to the management for enquiries and to obtain all relevant information and the Directors can seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

During the year, all Directors have been provided with monthly updates by the Group's management, giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects in sufficient detail to keep them abreast of the Group's affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

### 董事會常規

根據守則條文A.1.1，董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次，以討論本集團的業務發展、營運及財務表現。全體董事均會就董事會所有常規會議獲發最少十四天通知以便全體董事出席。所有常規董事會會議均設有正式議程，具體列出待議事項供董事會審議，而全體董事均有機會在董事會會議議程中加入審議事項。所有董事均有權查閱董事會文件及有關材料，並會獲提供充分資料，使董事會可就提呈董事會會議討論省覽的事項作出知情決定。董事會會議記錄由公司秘書備存，任何董事可藉發出合理通知而於任何合理時段查閱董事會會議記錄。

為加快決策程序，董事可隨時依願全面聯絡管理層以查詢並索取所有相關資料，董事可於適當情況向董事會提供要求後諮詢獨立專業人士之意見，費用由本公司支付。

於本年度，全體董事已獲由本集團管理層提供之每月更新資料，當中載有對本集團之表現、狀況、近期發展及前景之公正而易於理解之評估，內容足以讓彼等緊貼本集團事務，並有助彼等履行上市規則相關規定之職責。

**BOARD AND BOARD COMMITTEE MEETINGS**

During the year, 8 Board meetings and 2 general meetings have been held. Directors may participate either in person or through electronic means of communications. Details of the attendance of the Directors in the meetings are as follows:

		Board 董事會	Audit committee 審核委員會	Nomination committee 提名委員會	Remuneration committee 薪酬委員會	AGM 股東週年大會	EGM 股東特別大會
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Shum Kin Wai Frankie	岑建偉先生	6/8	N/A不適用	N/A不適用	N/A不適用	0/1	1/1
Mr. Hung Sui Kwan	洪瑞坤先生	8/8	N/A不適用	N/A不適用	N/A不適用	1/1	0/1
<b>Non-Executive Directors</b>	<b>非執行董事</b>						
Mr. Hung Hon Man	洪漢文先生	7/8	N/A不適用	2/2	3/3	1/1	1/1
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>						
Ms. Ng Yau Kuen, Carmen	吳幼娟女士	8/8	2/2	2/2	3/3	1/1	1/1
Mr. Chan Ka Kit	陳家傑先生	8/8	2/2	2/2	3/3	1/1	1/1
Mr. Cheung Chi Kong, Ronald	張志江先生	8/8	2/2	2/2	3/3	1/1	1/1

The Company Secretary of the Company is responsible for keeping minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's articles of association (the "Articles") also contains provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

**董事會及董事會委員會會議**

於本年度，本公司舉行八次董事會會議及兩次股東大會。董事可親身或透過電子通訊方式出席會議。董事之會議出席率詳情如下：

本公司之公司秘書負責保存所有董事會會議及委員會會議之會議記錄。草擬會議記錄一般會於每次會議後在合理時間內傳給董事閱覽以便彼等提出意見，而最終版本將公開供董事查閱。

根據現行董事會慣例，任何涉及主要股東或董事的利益衝突之重大交易將由董事會於正式召開之董事會會議上予以考慮及處理。本公司之組織章程細則（「細則」）亦載有條文規定，就批准董事或彼等之任何聯繫人士於當中擁有重大權益之交易而言，有關董事須放棄投票，亦不計入會議法定人數。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### APPOINTMENTS AND RE-ELECTION OF DIRECTORS

All Directors were appointed for fixed term of three years commencing from 7 April 2020. They are subject to retirement by the rotation under the provision of the Articles.

According to the Article 108(a), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation.

At the forthcoming annual general meeting of the Company, Ms. Ng Yau Kuen, Carmen and Mr. Cheung Chi Kong, Ronald will retire by rotation and, being eligible, will offer themselves for re-election.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All the Directors have confirmed, following a specific enquiry by the Company that they have complied with the required standard set out in the Model Code during the year.

The Company has adopted written guidelines, “Code for securities transactions by relevant employees”, on no fewer exacting terms than the Model Code for securities transactions by relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the written guidelines by the employees was noted by the Company.

### 委任及重選董事

全體董事獲委任由二零二零年四月七日起生效三年固定年期。彼等須根據細則之條文輪值告退。

根據細則第108(a)條，在本公司每年的股東週年大會上，當其時的董事中的三分之一，或如董事的人數並非三或三的倍數，則最接近但不少於三分之一人數的董事須輪值告退。

於本公司應屆股東週年大會上，吳幼娟女士及張志江先生將輪值告退，彼等符合資格並願意膺選連任。

### 證券交易之標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。本公司已對各董事作出具體查詢，而各董事確認彼等於本年度一直遵守標準守則載列之規定標準。

本公司已就有機會掌握本公司未刊發之股價敏感資料之相關僱員進行證券交易而採納書面指引「相關僱員進行證券交易之守則」，此守則之條款與標準守則的條款同樣嚴謹。

本公司並無發現僱員未有遵守書面指引之事件。

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Company's Chairman and CEO are complementary, but importantly, they are distinct and separate with a clear division of responsibilities.

Mr. Hung Hon Man (Chairman), provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

Mr. Hung Sui Kwan (CEO), focuses on implementing objectives, policies and strategies approved and delegated by the Board. He oversees the Company's day-to-day management and operations. He is also responsible for developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval. Mr. Hung Sui Kwan is a nephew of Mr. Hung Hon Man, the Chairman of the Company.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors have played a significant role in the Board by bringing their independent judgment at the Board meetings and scrutinising the Group's performance.

Their views carry significant weight in the Board's decisions, in particular, they bring an impartial view to bear on issues of the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advices to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management so that all interests of Shareholders can be taken into account and the interests of the Company and its Shareholders can be protected.

During the year, the Board (at all times) met the minimum requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, and complied with the requirement that these should include one such Director with appropriate professional qualifications of accounting or related financial management expertise. Ms. Ng Yau Kuen, Carmen has the appropriate professional qualifications and experience in financial matters required.

## 主席及行政總裁

本公司主席及行政總裁的角色是相輔互補，但重要的是，兩者的角色是不同而獨立並具有明確的職責分工。

洪漢文先生（主席）領導董事會，確保董事會根據優良企業管治常規有效運作。在高級管理層的支援下，主席亦負責確保董事適時收到足夠、完備及可靠的資料以及適當地獲悉董事會會議上的議題。

洪瑞坤先生（行政總裁）專注於實行經董事會批准及授權執行的目標、政策及策略。彼負責本公司的日常管理及營運，亦負責監督構思策略計劃及制訂公司常規及程序、業務目標及風險評估以供董事會批准。洪瑞坤先生為本公司主席洪漢文先生的侄子。

## 獨立非執行董事

獨立非執行董事在董事會中擔當重要的角色，在董事會會議上作出獨立的判斷及仔細審視本集團表現。

彼等的意見對董事會的決策舉足輕重，尤其對本集團策略、表現及監控事宜發表不偏不倚的意見。所有獨立非執行董事均擁有豐富學歷、專業及行業知識以及管理經驗，一直為董事會提供專業意見。獨立非執行董事就本集團業務策略、業績及管理發表獨立意見，從股東整體利益著眼，使本公司及其股東利益得到保障。

於本年度，董事會一直符合上市規則對最少委任三名獨立非執行董事之最低要求，並已遵守須有一名獨立非執行董事具備適當專業資格，或具備會計或有關財務管理專長之規定。吳幼娟女士具備所需之財務事宜方面的適當專業資格及經驗。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### INDEPENDENT NON-EXECUTIVE DIRECTORS – continued

Pursuant to the requirement in the Listing Rules, the Company has received a written confirmation from each of the independent non-executive Director of his/her independence to the Company.

The Board considers that the three independent non-executive Directors are independent in character and judgement and they also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

### DIVIDEND POLICY

The Company has adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate and sufficient cash reserves for future growth. The Board has the full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to Shareholders' approval. In proposing any dividend payout, the Board shall also take into account, among other things, the Group's general financial position, capital and debt level, future cash requirements and availability of business operations, business strategies and future development needs, any restrictions on payment of dividends and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under the Articles and all applicable laws and regulations.

### 獨立非執行董事－續

根據上市規則之規定，本公司已收到各獨立非執行董事就本身為獨立於本公司而發出的書面確認。

董事會認為三名獨立非執行董事在品格及判斷方面均為獨立，彼等亦符合上市規則第3.13條所載之獨立標準。

### 股息政策

本公司已經採納股息政策，於建議或宣派股息時，本公司須維持足夠及充裕現金儲備，以推動未來增長。董事會可全權酌情向股東宣派及分派股息，而有關財政年度之任何末期股息將須經股東批准後，方告作實。於建議任何股息派付時，董事會亦須考慮（其中包括）本集團之一般財務狀況、資本及債務水平、未來現金需求、是否存在業務營運、業務策略及未來發展需要、派付股息之任何限制及董事會可能視為相關之任何其他因素。本公司派付任何股息亦須遵守細則以及所有適用法律及法規項下之任何限制。

## DELEGATION BY THE BOARD AND COMMITTEES OF THE BOARD

The overall management of the Group's operation is vested in the Board. The Board takes overall responsibility to oversee all major matters of the Group, including the formulation and approval of all policy matters, overall strategic development of the Group, monitoring and controlling the Group's operation and financial performance, internal control and risk management systems, and monitoring of the performance of the senior management. The Directors must make decisions objectively in the interests of the Company and its shareholders as a whole.

The day-to-day management, administration and operation of the Group are delegated to the senior management of the Group. The delegated functions and work tasks are periodically reviewed. Pursuant to the levels of authority approved by the Board, the senior management executes day-to-day operations unless the subject matter exceeds the authority granted by the Board or relates to any matters specifically reserved to the Board, they would seek approval from the Board.

The Board has established (i) Nomination Committee (ii) Remuneration Committee and (iii) Audit Committee, with defined terms of reference. The terms of reference of the Board committees which explain their respective roles and the authority delegated to them by the Board are posted on the websites of the Stock Exchange and the Company. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance in appropriate circumstances, at the Company's expenses.

## 董事會授權及董事會轄下之委員會

本集團業務的整體管理由董事會負責。董事會全權負責監督本集團一切重大事宜，包括制訂及批准一切政策事宜、本集團整體策略發展、監察及控制本集團營運及財務表現、內部監控及風險管理制度，並監察高級管理人員表現。董事必須在符合本公司及股東整體利益的前提下作出客觀決定。

本集團的日常管理、行政及營運由本集團高級管理人員負責。所有委派職務及工作均定期檢討。根據董事會批准之授權水平，高級管理人員執行日常營運工作，除非有關事項超出董事會之授權範圍或關於指定須留待董事會決定之任何事宜，則高級管理人員須尋求董事會批准。

董事會已成立(i)提名委員會；(ii)薪酬委員會；及(iii)審核委員會，並已為有關委員會訂立明確的職權範圍。董事會轄下委員會之職權範圍說明了各委員會本身之角色以及董事會賦予委員會之授權，而有關職權範圍已登載於聯交所及本公司之網站。董事會轄下委員會獲提供足夠資源以履行職責，而於提出合理要求後，亦可於適當情況尋求獨立專業意見及其他協助，費用由本公司支付。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### DELEGATION BY THE BOARD AND COMMITTEES OF THE BOARD – continued

#### Nomination Committee

The primary duties of the Nomination Committee are (i) to review the structure, size and composition of the Board on a regular basis; (ii) to recommend to the Board suitable candidates for directorship after consideration of the nominees' independence (if applicable) and quality in order to ensure the fairness and transparency of all nominations; and (iii) to assess the independence of independent non-executive Directors. In identifying suitable director candidates and making such recommendations to the Board, the Nomination Committee would also take into account various aspects of a candidate, including but not limited to, his/her education background, professional experience, experience with the relevant industry and past directorships.

The Nomination Committee currently comprises four members, being Ms. Ng Yau Kuen, Carmen (Chairman of Nomination Committee), Mr. Hung Hon Man, Mr. Chan Ka Kit and Mr. Cheung Chi Kong, Ronald.

The Nomination Committee meets at least once a year. There were two meetings held during the year ended 31 March 2020. The major work performed by the Nomination Committee for the year ended 31 March 2020 is set out below:

- (i) assessed the independence of independent non-executive Directors;
- (ii) reviewed the structure, size, composition and diversity of the Board; and
- (iii) recommended the re-election of Directors at the annual general meeting.

#### Nomination Policy

On 26 April 2019, the Board has adopted the nomination policy ("Nomination Policy") which sets out the nomination criteria and procedures for the Company to appoint additional directors or re-elect directors. The Nomination Policy can assist the Company in achieving board diversity and enhancing the effectiveness of the Board and its corporate governance standard.

When assessing the suitability of a candidate, factors such as the reputation integrity, accomplishment and experience, commitment in respect of sufficient time, interest and attention to the Group's business will be taken into consideration as a whole. In addition, a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skill and knowledge would be considered. In the case of independent non-executive Directors, the candidates must further satisfy the independence criteria set out in the Listing Rules.

### 董事會授權及董事會轄下之委員會 – 續

#### 提名委員會

提名委員會的主要職責為(i)定期檢討董事會的架構、規模及組成；(ii)於考慮獲提名人是否獨立(如適用)及其資格後向董事會推薦合適的董事人選，以確保所有提名公平公開；及(iii)評估獨立非執行董事的獨立性。物色合適的董事人選及向董事會提供推薦建議時，提名委員會亦會從多方面考慮候選人是否合適，包括但不限於其學歷、專業經驗、從事相關行業的經驗及過往擔任的董事職務。

提名委員會現時由四名成員組成，分別為吳幼娟女士(提名委員會主席)、洪漢文先生、陳家傑先生及張志江先生。

提名委員會每年最少舉行一次會議。提名委員會於截至二零二零年三月三十一日止年度內曾舉行兩次會議。提名委員會於截至二零二零年三月三十一日止年度內進行之主要工作載列如下：

- (i) 評估獨立非執行董事的獨立性；
- (ii) 檢討董事會的架構、規模、組成及多元化；及
- (iii) 審視股東週年大會上的重選董事事宜。

#### 提名政策

於二零一九年四月二十六日，董事會採納提名政策(「提名政策」)，當中載列本公司委任額外董事或重選董事之提名準則及程序。提名政策有助本公司達致董事會成員多元化並提升董事會的效率及其企業管治標準。

當評估候選人是否合適時，所考慮之整體因素包括聲譽、誠信、成就及經驗、投入足夠時間之承諾，對本集團業務之興趣及關注。此外，一系列多元化觀點將予考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。獨立非執行董事之候選人必須進一步符合上市規則所載之獨立準則。

## DELEGATION BY THE BOARD AND COMMITTEES OF THE BOARD – continued

### Remuneration Committee

The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Company; to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights, compensation payments and any compensation payable for loss or termination of their office or appointment and ensure none of the Directors determine their own remuneration.

The Remuneration Committee currently comprises four members, being Ms. Ng Yau Kuen, Carmen (Chairman of Remuneration Committee), Mr. Hung Hon Man, Mr. Chan Ka Kit and Mr. Cheung Chi Kong, Ronald.

The primary aim of the remuneration policy is to enable the Company to motivate and retain executive Directors and senior management by comparing their performance against corporate goals and objectives when determining appropriate compensation for them. The principal elements of the remuneration package include basic salary, discretionary bonus, retirement scheme contributions and share options. No Director or any of his/her associates should be involved in any decision as to his/her own remuneration. In determining guidelines for each compensation element, the Company refers to the comparable remuneration standard in the market.

The Remuneration Committee meets at least once a year. There were three meetings held during the year ended 31 March 2020. The major work performed by the Remuneration Committee for the year ended 31 March 2020 is set out below:

- (i) reviewed the remuneration of Directors and senior management of the Group; and
- (ii) recommended the basic salary increment of Directors and staff of the Group.

## 董事會授權及董事會轄下之委員會 – 續

### 薪酬委員會

薪酬委員會的主要職責為就本公司全體董事及高級管理人員之整體薪酬政策及架構向董事會提供建議；就個別執行董事及高級管理人員的薪酬待遇（包括實物利益、退休金權利及賠償付款，以及就職位或任命之損失或終止所應付的任何賠償）向董事會提供建議，以及確保概無董事釐定本身之薪酬。

薪酬委員會現時由四名成員組成，分別為吳幼娟女士（薪酬委員會主席）、洪漢文先生、陳家傑先生及張志江先生。

薪酬政策之主要目的乃於釐定執行董事及高級管理層之酬金時，按彼等之表現與企業之目標及目的比較，使本公司能鼓勵並留住執行董事及高級管理層。薪酬待遇之主要元素包括基本薪酬、酌情花紅、退休計劃供款及購股權。董事或其任何聯繫人士不得參與釐定本身之薪酬。於釐定每一薪酬元素指引時，本公司乃參照市場上可與比較之薪酬標準。

薪酬委員會每年最少舉行一次會議。薪酬委員會於截至二零二零年三月三十一日止年度內曾舉行三次會議。薪酬委員會於截至二零二零年三月三十一日止年度內進行之主要工作載列如下：

- (i) 檢討董事及本集團高級管理層之薪酬；及
- (ii) 建議董事及本集團員工之基本薪金上調。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### DELEGATION BY THE BOARD AND COMMITTEES OF THE BOARD – continued

#### Remuneration Committee – continued

According to the code provision B.1.5 of the Code, the annual remuneration (including bonus) of the members of the senior management of the Group by band for the year ended 31 March 2020 is set out below:

Remuneration band 薪酬等級		Number of senior management 高級管理人員數目
Up to HK\$1,000,000	不超過1,000,000港元	3
HK\$1,000,001 - 2,000,000	1,000,001港元至2,000,000港元	1

#### Audit committee

The Audit Committee is responsible for making recommendations to the Board the appointment, re-appointment and removal of the external auditors and has authority to raise questions regarding the resignation or dismissal of the auditors; overseeing the Company's financial reporting process, internal control and risk management systems and to review the Group's interim and annual consolidated financial statements. The Audit Committee has access to and maintains an independent communication with the external auditor and management.

The Board has also delegated the corporate governance function to the Audit Committee. The major responsibilities are to review the Company's policies and practices on corporate governance and training and continuous professional development of Directors and senior management.

The Audit Committee currently comprises three members, all of whom are independent non-executive Directors. The members are Ms. Ng Yau Kuen, Carmen, Mr. Chan Ka Kit and Mr. Cheung Chi Kong, Ronald, all of whom are not involved in the day-to-day management of the Company. Ms. Ng Yau Kuen, Carmen who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

### 董事會授權及董事會轄下之委員會 – 續

#### 薪酬委員會 – 續

根據該守則之守則條文B.1.5，按薪酬等級披露本集團高級管理人員於截至二零二零年三月三十一日止年度的年度酬金(包括花紅)如下：

	Number of senior management 高級管理人員數目
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Up to HK\$1,000,000	不超過1,000,000港元	3
HK\$1,000,001 - 2,000,000	1,000,001港元至2,000,000港元	1

#### 審核委員會

審核委員會須就聘任、續聘及罷免外聘核數師向董事會提供推薦建議，及有權就核數師辭任或被辭退提出疑問；監督本公司之財務申報過程、內部監控及風險管理制度，以及檢討本集團之中期及年度綜合財務報表。審核委員會可聯絡外聘核數師及管理層以及與彼等保持獨立的溝通。

董事會亦已將企業管治職能轉授予審核委員會。主要責任為檢討本公司之企業管治政策及常規以及董事和高級管理人員之培訓及持續專業發展。

審核委員會現時由三名獨立非執行董事組成，分別為吳幼娟女士、陳家傑先生及張志江先生，彼等均沒有參與本公司之日常管理。吳幼娟女士具備合適的專業資格及會計事務經驗，彼獲委任為審核委員會主席。

## DELEGATION BY THE BOARD AND COMMITTEES OF THE BOARD – continued

### Audit committee – continued

The Audit Committee meets at least twice a year. There were two meetings held during the year ended 31 March 2020. The major work performed by the Audit Committee for the year ended 31 March 2020 is set out below:

- (i) reviewed the annual consolidated financial statements and the announcement of the final results for the year ended 31 March 2019;
- (ii) reviewed and discussed with the management about risk management and effectiveness of internal control;
- (iii) reviewed the connected transactions and continuing connected transactions of the Group;
- (iv) reviewed the Company's compliance with the Code and relevant disclosures;
- (v) reviewed the re-appointment of external auditors;
- (vi) reviewed the non-competition undertaking from Get Nice Holdings Limited ("GN Holdings"); and
- (vii) reviewed the interim consolidated financial statements and the announcement of the interim results for the period ended 30 September 2019.

## FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2020.

## 董事會授權及董事會轄下之委員會 – 續

### 審核委員會 – 續

審核委員會每年最少舉行兩次會議。審核委員會於截至二零二零年三月三十一日止年度內曾舉行兩次會議。審核委員會於截至二零二零年三月三十一日止年度內進行之主要工作載列如下：

- (i) 審閱截至二零一九年三月三十一日止年度之年度綜合財務報表及全年業績公佈；
- (ii) 檢討並與管理層討論內部監控的成效；
- (iii) 檢討本集團之關連交易及持續關連交易；
- (iv) 檢討本公司遵守守則及相關披露的情況；
- (v) 審視外聘核數師之續聘事宜；
- (vi) 審視結好控股有限公司（「結好控股」）之不競爭承諾；及
- (vii) 審閱截至二零一九年九月三十日止期間之中期綜合財務報表及中期業績公佈。

## 財務報告

董事會負責就年度及中期報告、內幕消息公佈以及上市規則及其他監管規定之其他所需披露提供公正、清晰及易於理解的評估。

董事確認彼等負責編製本公司截至二零二零年三月三十一日止年度之財務報表。

### FINANCIAL REPORTING – continued

#### Directors' responsibility

The Directors acknowledge their responsibilities for preparing the financial statements of the Company are to give a true and fair view and comply with all applicable regulatory requirements and accounting standards. In preparing the consolidated financial statements for the year ended 31 March 2020, the Directors have selected appropriate accounting policies and applied them consistently and made judgments and estimates that are prudent and reasonable. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern as at 31 March 2020. Accordingly, the Directors have prepared the consolidated financial statements for the year ended 31 March 2020 on a going concern basis.

The Board is responsible for overseeing the preparation of annual financial statements which give a true and fair view of the Group's financial position, its financial performance, and cash flows for the year. Management provides the Board with management accounts and updates on a monthly basis, with a view to giving a balanced and understandable assessment of the Group's performance, financial position, and prospects to enable the Board as a whole and each Director to discharge their duties. In preparing the financial statements for the year ended 31 March 2020, the Board:

- (i) adopted HKFRSs, which conform to the International Reporting Standards in all material respects;
- (ii) selected suitable accounting policies and applied them consistently;
- (iii) made prudent and reasonable judgements and estimates; and
- (iv) ensured that the financial statements were prepared on a going concern basis.

In financial year ended 31 March 2020, the annual and interim results were published within three months and two months, respectively, after the end of the relevant period to provide stakeholders with transparent and timely financial information.

### 財務報告－續

#### 董事之責任

董事確認彼等編製可作真實公平反映之本公司財務報表以及遵守所有適用監管規定及會計準則之責任。於編製截至二零二零年三月三十一日止年度之綜合財務報表時，董事已選擇並貫徹採用合適之會計政策以及作出審慎合理之判斷及估計。董事並不知悉於二零二零年三月三十一日可對本公司持續經營能力構成重大疑慮的事件或情況方面的任何重大不明朗因素。因此，董事已按持續經營基準編製截至二零二零年三月三十一日止年度綜合財務報表。

董事會負責監察年度財務報表之編製，而有關財務報表須真實而公允地反映本集團年內之財務狀況、財務表現及現金流量。管理層每月向董事會提供管理賬目及最新資料，以提供有關本集團表現、財務狀況及前景的公正及易於理解的評估，內容足以讓董事會全體成員及各董事履行職責。於編製截至二零二零年三月三十一日止年度的財務報表時，董事會：

- (i) 已採納香港財務報告準則，在所有重大方面均符合國際財務報告準則；
- (ii) 選擇並貫徹應用適當的會計政策；
- (iii) 已作出審慎合理的判斷和估計；及
- (iv) 確保以持續經營基準編製財務報表。

於截至二零二零年三月三十一日止財政年度，全年及中期業績已分別於相關期間結束後的三個月和兩個月內公佈，以為利益相關人士提供透明和適時的財務資料。

## FINANCIAL REPORTING – continued

### Independent auditor's responsibility

The responsibilities of Mazars CPA Limited, Certified Public Accountants, the Company's external auditor, on the consolidated financial statements are set out in the section headed "Independent Auditor's Report" of this annual report on pages 55 to 61.

### Independent auditor's remuneration

For the year ended 31 March 2020, Mazars CPA Limited, the Company's external auditor, provided the following services to the Group:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Audit services	審核服務	1,400	1,400
Taxation services	稅務服務	23	23
Total	總計	1,423	1,423

## NON-COMPETITION UNDERTAKINGS

The Company has received an annual confirmation from GN Holdings that GN Holdings has complied with the terms of the deed of non-competition undertaking ("Deed") dated 16 March 2016 in favour of the Group as referred to pages 193 to 195 in the prospectus of the Company dated 24 March 2016. The Company has also adopted appropriate procedures to monitor that the Deed is being observed.

The independent non-executive Directors of the Company, to the best of their knowledge and beliefs, are of the view that GN Holdings has complied with the terms of the Deed for the year ended 31 March 2020 and has not entered into any transaction with the intent to breach the terms of the Deed during the year.

## 財務報告－續

### 獨立核數師的責任

本公司的外聘核數師中審眾環(香港)會計師事務所有限公司(執業會計師)對綜合財務報表的責任載於本年報第55至第61頁的「獨立核數師報告」一節。

### 獨立核數師酬金

截至二零二零年三月三十一日止年度內，本公司之外聘核數師中審眾環(香港)會計師事務所有限公司向本集團提供以下服務：

## 不競爭承諾

本公司已收到結好控股的年度確認，得悉結好控股已遵守日期為二零一六年三月十六日以本集團為受益人之不競爭承諾契據(「契據」，見本公司日期為二零一六年三月二十四日之招股章程第193至195頁所述)之條款。本公司亦已採取適當程序監察契據之履行。

本公司獨立非執行董事(就彼等深知及確信)認為結好控股於截至二零二零年三月三十一日止年度已遵守契據之條款以及於年內並無為違反契據之條款而訂立任何交易。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the establishment and maintenance of sound and effective risk management and internal control systems to safeguard the Group's corporate interests.

The Group's risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage prudently but not completely eliminate the risk of system failure. Systems and procedures are put in place to identify, manage and control the risks of different businesses and activities.

The internal control system is to maintain proper accounting records and to comply with relevant laws and regulations. The Group has its independent audit function, assisting the Board and management to conduct regular and independent review to ensure a sound internal control system is being implemented, maintained, and relevant regulatory requirements are complied with. On a yearly basis, the internal audit personnel will present a report to the Audit Committee relating to operational, financial and compliance aspects and will alert the management on the audit review findings or irregularities, if any, advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group.

For the year ended 31 March 2020, the Audit Committee, as delegated by the Board, has reviewed the report provided by the Group's internal audit personnel and is satisfied the adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance controls and risk management. It has also considered the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting functions and their training programs and budgets.

### 風險管理及內部監控

董事會確認，其負責建立及維護健全有效的風險管理及內部監控制度，以保障本集團的企業利益。

本集團的風險管理及內部監控制度旨在為重大錯報或損失提供合理（而非絕對）的保證；謹慎管理（而非完全消除）制度故障的風險。現已確立制度及程序，以識別、管理及控制不同業務和活動的風險。

內部監控制度為旨在維持適當的會計記錄以及遵守相關法律法規。本集團具有獨立的審計職能，協助董事會及管理層定期進行獨立審查，確保實行及維持健全的內部監控制度並遵守相關監管規定。內部審計人員每年向審核委員會提交有關營運、財務及合規範疇的報告，並提醒管理層有關審計審查結果或不合規行為（如有），就採取必要步驟及行動向彼等提出建議，以加強本集團的內部監控。

截至二零二零年三月三十一日止年度，審核委員會在董事會授權下已經審視本集團內部審計人員提交的報告，並信納本集團內部監控的充分及成效，包括財務、營運及合規控制以及風險管理。其亦已審視會計及財務報告職能的員工所獲資源、員工本身之資歷及經驗以及相關員工之培訓方案及預算是否充足。

## RISK MANAGEMENT AND INTERNAL CONTROL – continued

During the year ended 31 March 2020, the Board has adopted its risk management policy and risk appetite statement which clearly defines the types of risk that the Group is prepared to pursue, retain or tolerate. The risk management process includes:

- (i) identifying ownership of risks, business objectives and risks that could affect the achievement of objectives;
- (ii) analysing the likelihood and impact of risks and evaluate the risk portfolio accordingly; and
- (iii) considering the risk responses and ensure effective communication to the Board/senior management and ongoing monitor the residual risks (if any). A risk register has been maintained as a tool for documenting risks and actions to manage each risk on ongoing basis.

During the year, the senior management is responsible for maintaining and reviewing the effectiveness of the Group's risk control. The risk control is implemented to minimise the risks to which the Group is exposed to during the day-to-day operation of business. The senior management designs, implements and maintains the risk control to safeguard the assets of the Group. It also involves making decisions regarding which risks are acceptable and how to address those that are not.

The Board has confirmed that a review of the effectiveness of the risk management and internal control systems has been conducted and considers them effective and adequate.

## DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosures are made in accordance with the Listing Rules. The Group has an inside information policy with the procedures and internal controls for the handling and dissemination of inside information as follows:

- the Group conducts its affairs with close regard to the disclosure requirements under the Listing Rules as well as the “Guidelines on Disclosure of Insider Information” published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented its policy on fair disclosure by pursuing board, non-exclusive distribution of information to the public through public announcements and the Company's website;

## 風險管理及內部監控－續

於截至二零二零年三月三十一日止年度，董事會已採納風險管理政策及風險偏好聲明，其明確界定本集團準備面對、保留或容忍的風險類型。風險管理程序包括：

- (i) 確定負責應對風險方、業務目標及可能影響目標達成的風險；
- (ii) 分析發生風險的成數及其影響，並相應地評估風險組合；及
- (iii) 考慮風險應對方案，並確保向董事會／高級管理層進行有效溝通，並持續監察餘下風險（如有）。現已存置風險登記冊，作為記錄風險及行動的工具，以持續管理各項風險。

於本年度，高級管理層負責維護及審視本集團風險監控的成效。實施風險監控旨在盡量減少本集團在日常業務營運中面對的風險。高級管理層設計、實施和維護風險監控措施，以保護本集團的資產。其中亦涉及就可接受的風險以及如何應對不可接受的風險而作出決定。

董事會已確認，已經對風險管理及內部監控制度的成效進行檢討，並認為相關制度為有效和足夠。

## 披露內幕消息

本集團明白其責任是根據上市規則確保掌握潛在內幕消息及對有關消息保密，直至作出貫徹和及時的披露為止。本集團設有的內幕消息政策以及處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團在處理其事務時恪守上市規則項下的披露規定及香港證券及期貨事務監察委員會於二零一二年六月發佈的「內幕消息披露指引」；
- 本集團透過公告及本公司網站廣泛及非獨家地向公眾發放資料，以實施其公平披露政策；

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### DISCLOSURE OF INSIDE INFORMATION – continued

- the access of information is restricted to a limited number of employees on a need-to-know basis such that employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs and only designated persons are authorised to speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

### COMPANY SECRETARY

Mr. Ko Yat Fei is the company secretary of the Company and a full-time employee of the Company. He has day-to-day knowledge of the Company and is responsible for advising the Board on corporate governance matters. Mr. Ko confirmed that he has complied with all the required qualifications, experience and training requirements under Rule 3.29 of the Listing Rules.

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognises the importance of maintaining clear, timely and effective communication with shareholders of the Company and investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure that the investors and the shareholders of the Company receive accurate, clear, comprehensive and timely information about the Group through the publication of annual reports, announcements and circulars.

The Company also publishes all corporate correspondences on the Company's website [www.getnicefg.com.hk](http://www.getnicefg.com.hk). Shareholders and investors may also email their queries to the Company's email address: [investor@getnice.com.hk](mailto:investor@getnice.com.hk), which will be handled by the Company's Investor Relations team. The Board maintains regular dialogues with investors and analysts to keep them informed of the Group's strategy, operations, management and plans.

### 披露內幕消息一續

- 僅少數僱員可按須知基準查閱有關資料，讓掌握內幕消息的僱員充分熟知彼等的保密責任；及
- 本集團已就外界對本集團事務的查詢訂立及執行回應程序，僅指定人士在與外界人士（如媒體、分析師或投資者）溝通時獲授權代表本公司發言。

### 公司秘書

高逸飛先生為本公司之公司秘書及本公司之全職僱員。彼熟悉本公司之日常營運並負責向董事會提供企業管治事務之意見。高先生確認彼已遵守上市規則第3.29條有關資格、經驗及培訓之所有規定。

### 與股東及投資者溝通

董事會明白與本公司股東及投資者保持清晰、及時而有效的溝通十分重要。因此，本集團致力透過刊發年報、公告及通函，維持高透明度，確保本公司投資者及股東獲得準確、清楚、全面而及時的本集團資料。

本公司亦在網站 [www.getnicefg.com.hk](http://www.getnicefg.com.hk) 刊登所有公司通訊。股東及投資者亦可將查詢電郵至本公司之電郵地址：[investor@getnice.com.hk](mailto:investor@getnice.com.hk)，有關查詢將由本公司之投資者關係團隊處理。董事會亦與投資者及分析員定期對話，報告本集團的策略、營運、管理及計劃。

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS – continued

The Directors and the members of the various board committees attend, and answer questions raised at the general meetings of the Company. Separate resolutions are proposed at the general meetings on each substantially separate issue.

The chairman of the general meetings of the Company explains the procedures for conducting a poll before putting a resolution to vote. The results of the voting by poll are then published on the websites of the Stock Exchange and the Company.

## SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

### How shareholders can convene an extraordinary general meeting

Pursuant to the Articles, any one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company and 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 Company Secretary of the Company by mail at the Company's principal office address in Hong Kong, 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 months after the deposit of such requisition. If within 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.

### The procedures by which enquiries may be put to the Board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office address at 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong. The Company Secretary forwards communications relating to matters within the Board's purview to the Board and communications relating to ordinary business matters, such as suggestions, and inquiries to the CEO.

## 與股東及投資者溝通－續

董事及各董事委員會成員出席本公司股東大會並解答提問。若有重大獨立事項，則會在股東大會提呈獨立決議案。

本公司股東大會主席於決議案表決前解釋表決程序。投票結果繼而在聯交所及本公司網站刊載。

## 股東權利及投資者關係

### 股東召開股東特別大會之方法

根據細則，任何一名或以上於提出要求當日持有不少於本公司附有權利可於股東大會投票之實繳股本十分之一的股東，可以向董事會或本公司之公司秘書提出書面要求，要求董事會就有關要求所指明處理之任何事務召開股東特別大會，其要求須郵寄至本公司於香港之主要辦事處；有關大會須於遞呈要求後的兩個月內舉行。倘遞呈後 21日內董事會未有召開大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生之所有開支應由本公司向要求人作出償付。

### 向董事會提出查詢以及附上足夠聯絡詳情之程序以讓查詢獲妥為傳達

股東如有意向董事會提出查詢，煩請將查詢寄交本公司之主要辦事處香港皇后大道中183號新紀元廣場中遠大廈10字樓，並請註明公司秘書收。公司秘書會將董事會負責事宜之有關通訊轉交董事會，而有關日常業務事宜之通訊（譬如建議）和詢問則會轉交行政總裁。

# 企業管治報告

## CORPORATE GOVERNANCE REPORT

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS – continued

#### Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders are welcome to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meeting. Proposal shall be sent to the Board by written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures as set out in paragraph headed "How shareholders can convene an extraordinary general meeting" above.

#### Constitutional Documents

During the year ended 31 March 2020, there had been no significant change in the Company's constitutional documents.

### 股東權利及投資者關係－續

在股東大會提出建議的程序及足夠的聯絡資料

本公司歡迎股東提出有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過書面要求寄交予董事會。擬提呈建議之股東應根據上文「股東召開股東特別大會之方法」一段所載之程序召開股東特別大會。

#### 憲章文件

於截至二零二零年三月三十一日止年度，本公司之憲章文件並無重大變動。

## 董事會報告

# DIRECTORS' REPORT

The directors of the Company (the “Directors”) have pleasure in presenting their annual report and the audited consolidated financial statements for the year ended 31 March 2020.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company whose shares are listed on the main board of the Stock Exchange of Hong Kong Limited since 8 April 2016. The principal activities of the Group are engaged in the provision of financial services, including securities dealing and broking, futures and options broking, underwriting and placements, securities margin financing and corporate finance services. Particulars of the Company’s subsidiaries are set out in note 42 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 62.

The Directors proposes to recommend, at the forthcoming annual general meeting of the Company to be held on Monday, 24 August 2020 (the “2020 AGM”), a final dividend of HK2 cents per share to the shareholders on the register of members on 1 September 2020.

### FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years ended 31 March 2020 is set out on page 168 of this annual report. This summary does not form part of the audited consolidated financial statements in this report.

### MANAGEMENT CONTRACTS

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

### PROPERTY AND EQUIPMENT

Details of movements in the property and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

本公司董事（「董事」）欣然提呈本公司之年報及截至二零二零年三月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司為投資控股公司，其股份自二零一六年四月八日在香港聯合交易所有限公司主板上市。本集團之主要業務為提供金融服務，包括證券買賣及經紀服務、期貨及期權經紀服務、包銷及配售、證券保證金融資及企業融資服務。本公司附屬公司之資料載於綜合財務報表附註42。

### 業績及分派

本集團截至二零二零年三月三十一日止年度之業績載於第62頁之綜合損益及其他全面收益表內。

董事會擬於二零二零年八月二十四日（星期一）舉行之本公司應屆股東週年大會（「二零二零年股東週年大會」）上建議派發末期股息每股2港仙予二零二零年九月一日名列股東名冊之股東。

### 財務摘要

本集團截至二零二零年三月三十一日止過去五個財政年度之業績及資產與負債之概要載於本年報第168頁。該概要並不構成本報告所載之經審核綜合財務報表的一部份。

### 管理合約

年內，本公司概無訂立或訂有任何涉及本公司整體或任何主要部分業務之管理及行政合約。

### 物業及設備

年內，本集團之物業及設備之變動詳情載於綜合財務報表附註18。

### SHARE CAPITAL

Details of the share capital of the Company during the year are set out in note 31 to the consolidated financial statements. There is no movement in the share capital of the Company during the year.

### EQUITY-LINKED AGREEMENTS

Other than the convertible bonds and share option scheme of the Company (with details as respectively disclosed in notes 29 and 32 to the consolidated financial statements), no equity-linked agreements were entered into by the Company that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares during the year or subsisted at the end of the year.

### RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 65 to 67.

### TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

### DISTRIBUTABLE RESERVES

As of 31 March 2020, the reserves of the Company available for distribution to shareholders were approximately HK\$2,163,492,000 (2019: HK\$2,092,254,000) which comprised share premium, other reserve, contributed surplus and retained profits.

### DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this report, are as follows:

#### Executive Directors:

Mr. Shum Kin Wai, Frankie (*Managing Director*)

Mr. Hung Sui Kwan (*Chief Executive Officer*)

#### Non-Executive Director:

Mr. Hung Hon Man (*Chairman*)

### 股本

本公司於年內之股本詳情載於綜合財務報表附註31。本公司股本於年內並無變動。

### 股權掛鈎協議

除本公司可換股債券及購股權計劃(詳情分別載於綜合財務報表附註29及32)外,本公司本年度內並無訂立或於本年度末存在將導致或可能導致本公司發行股份之股權掛鈎協議,或規定本公司須訂立將導致或可能導致本公司發行股份之股權掛鈎協議。

### 儲備

本集團於年內之儲備變動詳情載於第65至67頁之綜合權益變動表。

### 稅務寬免

本公司並不知悉股東基於持有本公司股份而獲得任何稅務寬免。

### 可供分派儲備

於二零二零年三月三十一日,本公司可供分派予股東之儲備約為2,163,492,000港元(二零一九年:2,092,254,000港元),當中包括股份溢價、其他儲備、實繳盈餘及保留溢利。

### 董事

截至二零二零年三月三十一日止年度及直至本報告日期止之期間內之董事如下:

#### 執行董事:

岑建偉先生(*董事總經理*)

洪瑞坤先生(*行政總裁*)

#### 非執行董事:

洪漢文先生(*主席*)

# 董事會報告

## DIRECTORS' REPORT

### DIRECTORS – continued

#### Independent Non-Executive Directors:

Ms. Ng Yau Kuen, Carmen  
Mr. Cheung Chi Kong, Ronald  
Mr. Chan Ka Kit

Each of the Directors will be subject to retirement and re-election at annual general meeting in accordance with the Articles.

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Ms. Ng Yau Kuen, Carman and Mr. Cheung Chi Kong, Ronald will retire as independent non-executive Directors by rotation at the 2020 AGM and they, being eligible, offer themselves for re-election at the 2020 AGM.

### CHANGE IN INFORMATION OF DIRECTORS

Upon specific enquiry by the Company and following confirmations from the Directors, save as otherwise set out in this report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

Name of Director	Details of changes
Mr. Shum Kin Wai, Frankie	The monthly salary of Mr. Shum was increased from HK\$40,520 to HK\$41,340 with effect from January 2020.
Mr. Hung Sui Kwan	The monthly salary of Mr. Hung Sui Kwan was increased from HK\$57,890 to HK\$59,050 with effect from January 2020.

### 董事－續

#### 獨立非執行董事：

吳幼娟女士  
張志江先生  
陳家傑先生

各董事須根據細則於股東週年大會上輪值告退及膺選連任。

根據公司組織章程細則第108(a)條，在每屆股東週年大會上，當其時的董事中的三分之一，或如董事的人數並非三或三的倍數，則最接近但不少於三分之一人數的董事須輪值告退，惟每名董事（包括以指定任期委任之董事）須至少每三年輪值告退一次。退任董事將合資格膺選連任。

因此，吳幼娟女士及張志江先生將於二零二零年股東週年大會上輪值退任獨立非執行董事，彼等符合資格並願意於二零二零年股東週年大會上膺選連任。

### 董事資料變動

經本公司作出特定查詢以及獲董事確認後，除本報告另行載列者外，於上市日期起及直至本報告日期止之期間內，並無董事資料變動為須根據聯交所證券上市規則（「上市規則」）第13.51B(1)條予以披露。

董事姓名	變動詳情
岑建偉先生	由二零二零年一月起，岑先生之月薪已由40,520港元上調至41,340港元。
洪瑞坤先生	由二零二零年一月起，洪瑞坤先生之月薪已由57,890港元上調至59,050港元。

**CHANGE IN INFORMATION OF DIRECTORS – continued**

Name of Director	Details of changes
Mr. Hung Hon Man	The monthly salary of Mr. Hung Hon Man was increased from HK\$20,000 to HK\$20,400 with effect from January 2020.
Ms. Ng Yau Kuen, Carmen	The monthly director fee of Ms. Ng was increased from HK\$9,500 to HK\$10,000 with effect from January 2020.
Mr. Cheung Chi Kong, Ronald	The monthly director fee of Mr. Cheung was increased from HK\$9,500 to HK\$10,000 with effect from January 2020.
Mr. Chan Ka Kit	The monthly director fee of Mr. Chan was increased from HK\$9,500 to HK\$10,000 with effect from January 2020.

**BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

Biographical details of the Directors and senior management of the Company are set out on pages 11 to 13 on the annual report.

**DIRECTORS' SERVICE CONTRACTS**

Each of the executive Directors has entered into a service agreement with the Company and each of the independent non-executive Directors has signed an appointment letter with the Company. The appointment of each of the Directors is for a period of three years and shall continue thereafter until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed above, none of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

**董事資料變動－續**

董事姓名	變動詳情
洪漢文先生	由二零二零年一月起，洪漢文先生之月薪已由20,000港元上調至20,400港元。
吳幼娟女士	由二零二零年一月起，吳女士之每月董事袍金已由9,500港元上調至10,000港元。
張志江先生	由二零二零年一月起，張先生之每月董事袍金已由9,500港元上調至10,000港元。
陳家傑先生	由二零二零年一月起，陳先生之每月董事袍金已由9,500港元上調至10,000港元。

**董事及高級管理層履歷**

董事及高級管理層履歷載於本年報第11至13頁。

**董事之服務合約**

各執行董事與本公司訂立服務合約而各獨立非執行董事與本公司簽訂委任函。各董事之任期為三年並將繼續生效，直至一方向對方發出不少於三個月之書面通知為止。

除上文所披露者外，擬於應屆股東週年大會膺選連任之董事並無訂立任何不得由本集團在不支付賠償(法定賠償除外)而於一年內終止之服務合約。

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the contracts described under the section headed “Connected Transactions” and “Continuing Connected Transactions” below, no contracts of significance in relation to the Group’s business 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 year or at any time during the year.

### CONNECTED TRANSACTIONS

On 13 January 2020, King Joy Asia Limited (“King Joy”, as the purchaser), a direct wholly owned subsidiary of the Company and Mr. Hung Hon Shing (“Mr. Hung HS”, as the seller) entered into a conditional sale and purchase agreement (“Agreement”) pursuant to which King Joy agreed to acquire, and Mr. Hung HS agreed to sell the entire equity interest in Red Eagle Securities Limited (“Red Eagle”) at a cash consideration of approximately HK\$62.8 million (subject to adjustment). Red Eagle is licensed corporation under the Hong Kong Securities and Futures Ordinance with regulated activity under Type 1 Dealing in Securities and is a participant of the Stock Exchange. The principal activity of Red Eagle is provision of securities brokerage services. Mr. Hung HS is the father of Mr. Hung Sui Kwan, an executive director of the Company, and the elder brother of Hung Hon Man, a non-executive director of the Company. The transaction contemplated under the Agreement is subject to reporting and announcement requirements but is exempt from the circular (including independent financial advice) and shareholders’ approval requirements under Chapter 14A of the Listing Rules. Further details are set out in the Company’s announcement dated 13 January 2020.

### 董事於重要合約之權益

除下文「關連交易」及「持續關連交易」各節所披露之合約外，本公司或其任何附屬公司概無參與訂立任何於年結或年內任何時間內仍然生效，而本公司董事於其中直接或間接擁有重大權益並對本集團業務為重要之合約。

### 關連交易

於二零二零年一月十三日，本公司之直接全資附屬公司君悅亞洲有限公司（「君悅」，作為買方）與洪漢城先生（「洪漢城先生」，作為賣方）訂立一項有條件買賣協議（「該協議」），據此，君悅同意收購而洪漢城先生同意出售漢英證券有限公司（「漢英」）之全部股權，代價約62,800,000港元（可予調整）並以現金支付。漢英是香港證券及期貨條例下的持牌法團，可從事第1類（證券交易）受規管活動，並為聯交所之參與者。漢英的主要業務是提供證券經紀服務。洪漢城先生是本公司執行董事洪瑞坤先生之父及本公司非執行董事洪漢文先生之兄。該協議項下擬進行之交易須遵守報告和公佈規定，但獲豁免遵守上市規則第14A章之通函（包括獨立財務意見）和股東批准之規定。進一步詳情載於本公司日期為二零二零年一月十三日之公佈。



### CONTINUING CONNECTED TRANSACTIONS – continued

#### 3. Brokerage services and margin loan financing provided to Asia Smart Group Limited

On 30 August 2017, Get Nice Securities Limited (“GNS”), a subsidiary of the Company and Asia Smart Group Limited (“Asia Smart”), a company wholly owned by Mr. Hung Hon Man (a non-executive Director and the chairman of the Board), entered into (i) the financing services agreement (“2017 Financing Services Agreement”, as amended by supplemental agreement dated 12 September 2017), pursuant to which GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide or procure any other company amongst the Group to provide the margin financing facilities to Asia Smart and/or its associates from time to time during the period from 20 November 2017 to 31 March 2020; and (ii) the broking services agreement (“2017 Broking Services Agreement”) pursuant to which GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide broking services and services incidental thereto by GNS or any company amongst the Group to Asia Smart and/or its associates during the period from 30 August 2017 to 31 March 2020. Details of the terms and conditions of the 2017 Financing Services Agreement and 2017 Broking Services Agreement can be referred to the announcements dated 30 August 2017 and 12 September 2017 and circular dated 18 October 2017.

On 1 November 2019, GNS and Asia Smart entered into the termination agreement pursuant to which the 2017 Broking Services Agreement and the 2017 Financing Services Agreement were terminated on 15 December 2019.

### 持續關連交易 – 續

#### 3. 向Asia Smart Group Limited提供經紀服務及保證金貸款融資

於二零一七年八月三十日，結好證券有限公司（「結好證券」，本公司附屬公司）與Asia Smart Group Limited（「Asia Smart」，洪漢文先生（非執行董事兼董事會主席）全資擁有之公司）訂立(i)融資服務協議（「二零一七年融資服務協議」，經日期為二零一七年九月十二日之補充協議修訂），據此，結好證券在Asia Smart及／或其聯繫人士要求下，可以（但並非必須）提供或促成本集團屬下的任何其他公司在二零一七年十一月二十日至二零二零年三月三十一日止期間不時向Asia Smart及／或其聯繫人士提供保證金融資服務；及(ii)經紀服務協議（「二零一七年經紀服務協議」），據此，結好證券在Asia Smart及／或其聯繫人士要求下，可以（但並非必須）在二零一七年八月三十日至二零二零年三月三十一日止期間向Asia Smart及／或其聯繫人士由結好證券或本集團屬下任何公司提供的經紀服務及有關的附帶服務。有關二零一七年融資服務協議及二零一七年經紀服務協議之條款及條件詳情載於日期為二零一七年八月三十日及二零一七年九月十二日之公佈以及日期為二零一七年十月十八日之通函。

於二零一九年十一月一日，結好證券與Asia Smart訂立終止協議，據此，二零一七年經紀服務協議及二零一七年融資服務協議已於二零一九年十二月十五日終止。

**CONTINUING CONNECTED  
TRANSACTIONS – continued**

**3. Brokerage services and margin loan financing provided to Asia Smart Group Limited – continued**

During the period from 1 April 2019 to 15 December 2019, (i) the interest income earned from Asia Smart by GNS amounted to approximately HK\$10,478,000 (with annual cap set at HK\$19,000,000 for the year ended 31 March 2020); (ii) the maximum amount of margin loan granted to Asia Smart amounted to approximately HK\$228,348,000 (with annual cap set at HK\$230,000,000 for the year ended 31 March 2020); and (iii) the brokerage commission earned from Asia Smart by GNS amounted to approximately HK\$502,000 (with annual cap set at HK\$8,000,000 for the year ended 31 March 2020).

Pursuant to rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the above transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better (as the case may be); and (iii) in accordance with the relevant agreements governing them during the validity of the agreement periods on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The auditor of the Company has reviewed the abovementioned continuing connected transactions pursuant to rule 14A.56 of the Listing Rules and advised the Board in writing (with a copy provided to the Stock Exchange) that the above transactions, nothing has come to their attention that causes them to believe that: (i) have not been approved by the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provisions of goods or services by the Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and (iv) have exceeded the their respective annual caps.

**持續關連交易 – 續**

**3. 向Asia Smart Group Limited提供經紀服務及保證金貸款融資 – 續**

於二零一九年四月一日至二零一九年十二月十五日止期間，(i)結好證券從Asia Smart賺取之利息收入約為10,478,000港元（截至二零二零年三月三十一日止年度之年度上限設定為19,000,000港元）；(ii)授予Asia Smart之最高保證金貸款約為228,348,000港元（截至二零二零年三月三十一日止年度之年度上限設定為230,000,000港元）；及(iii)結好證券從Asia Smart賺取之經紀佣金約為502,000港元（截至二零二零年三月三十一日止年度之年度上限設定為8,000,000港元）。

根據上市規則第14A.55條，獨立非執行董事已審閱上述持續關連交易，並確認上述交易乃(i)於本集團的日常及一般業務過程中；(ii)按一般商業條款或更佳條款（視乎情況而定）；及(iii)根據有關協議於協議有效期內的條款進行，是公平合理，並符合本公司股東的整體利益。

本公司之核數師已就上市規則第14A.56條之規定對上述持續關連交易進行審閱，並以書面通知董事會（函件副本已送交聯交所），表示彼等並無留意到任何事情使彼等相信上述交易(i)並未經由董事會批准；(ii)若交易涉及由本集團提供貨品或服務，在各重大方面並未按照本集團的定價政策運行；(iii)並未在各重大方面根據有關交易的協議條款進行；及(iv)超逾相關年度的上限。

### CONTINUING CONNECTED TRANSACTIONS – continued

#### 4. Brokerage services and margin loan financing provided to Mr. Hung Hon Man and/or any controlled companies

On 1 November 2019, GNS and Mr. Hung Hon Man (“Mr. Hung”) (a non-executive Director and the chairman of the Board), entered into (i) the financing services agreement (“Financing Services Agreement”), pursuant to which GNS may (but not obliged to), upon request from Mr. Hung and/or any controlled companies, provide or procure any other company amongst the Group to provide the margin financing facilities to Mr. Hung and/or, as the case may be, the relevant controlled company from time to time during the period from 15 December 2019 to 14 December 2022; and (ii) the broking services agreement (“Broking Services Agreement”) pursuant to which GNS may (but not obliged to), upon request from Mr. Hung and/or any controlled companies, provide broking services and services incidental thereto by GNS or any company amongst the Group to Mr. Hung and/or any controlled companies during the period from 15 December 2019 to 14 December 2022. Details of the terms and conditions of the Financing Services Agreement and Broking Services Agreement can be referred to the announcement dated 1 November 2019 and circular dated 22 November 2019.

During the period from 15 December 2019 to 31 March 2020, (i) the interest income earned from Mr. Hung by GNS amounted to approximately HK\$5,171,000 (with annual cap set at HK\$7,500,000 for the period from 15 December 2019 to 31 March 2020); (ii) the maximum amount of margin loan granted to Mr. Hung amounted to approximately HK\$314,912,000 (with annual cap set at HK\$330,000,000 for the period from 15 December 2019 to 31 March 2020); and (iii) the brokerage commission earned from Mr. Hung by GNS amounted to approximately HK\$243,000 (with annual cap set at HK\$2,400,000 for the period from 15 December 2019 to 31 March 2020).

### 持續關連交易 – 續

#### 4. 向洪漢文先生及／或任何受控公司提供經紀服務及保證金貸款融資

於二零一九年十一月一日，結好證券與洪漢文先生（「洪先生」，非執行董事兼董事會主席）訂立(i)金融服務協議（「金融服務協議」），據此，結好證券在洪先生及／或任何受控公司要求下，可以（但並非必須）提供或促成本集團屬下的任何其他公司在二零一九年十二月十五日至二零二二年十二月十四日止期間內，不時向洪先生及／或（視情況而定）相關受控公司提供保證金融資服務；及(ii)經紀服務協議（「經紀服務協議」），據此，結好證券在洪先生及／或任何受控公司要求下，可以（但並非必須）在二零一九年十二月十五日至二零二二年十二月十四日止期間內，由結好證券或本集團屬下的任何公司向洪先生及／或任何受控公司提供經紀服務及有關的附帶服務。有關融資服務協議及經紀服務協議之條款及條件詳情載於日期為二零一九年十一月一日之公佈以及日期為二零一九年十一月二十二日之通函。

於二零一九年十二月十五日至二零二零年三月三十一日止期間，(i)結好證券從洪先生賺取之利息收入約為5,171,000港元（二零一九年十二月十五日至二零二零年三月三十一日止期間之年度上限設定為7,500,000港元）；(ii)授予洪先生之最高保證金貸款約為314,912,000港元（二零一九年十二月十五日至二零二零年三月三十一日止期間之年度上限設定為330,000,000港元）；及(iii)結好證券從洪先生賺取之經紀佣金約為243,000港元（二零一九年十二月十五日至二零二零年三月三十一日止期間之年度上限設定為2,400,000港元）。

**CONTINUING CONNECTED  
TRANSACTIONS – continued**

**4. Brokerage services and margin loan financing provided to Mr. Hung Hon Man and/or any controlled companies – continued**

Pursuant to rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the above transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better (as the case may be); and (iii) in accordance with the relevant agreements governing them during the validity of the agreement periods on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The auditor of the Company has reviewed the abovementioned continuing connected transactions pursuant to rule 14A.56 of the Listing Rules and advised the Board in writing (with a copy provided to the Stock Exchange) that the above transactions, nothing has come to their attention that causes them to believe that: (i) have not been approved by the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provisions of goods or services by the Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and (iv) have exceeded the their respective annual caps.

**持續關連交易－續**

**4. 向洪漢文先生及／或任何受控公司提供經紀服務及保證金貸款融資－續**

根據上市規則第14A.55條，獨立非執行董事已審閱上述持續關連交易，並確認上述交易乃(i)於本集團的日常及一般業務過程中；(ii)按一般商業條款或更佳條款(視乎情況而定)；及(iii)根據有關協議於協議有效期內的條款進行，是公平合理，並符合本公司股東的整體利益。

本公司之核數師已就上市規則第14A.56條之規定對上述持續關連交易進行審閱，並以書面通知董事會(函件副本已送交聯交所)，表示彼等並無留意到任何事情使彼等相信上述交易(i)並未經由董事會批准；(ii)若交易涉及由本集團提供貨品或服務，在各重大方面並未按照本集團的定價政策運行；(iii)並未在各重大方面根據有關交易的協議條款進行；及(iv)超逾相關年度的上限。

**RELATED PARTY TRANSACTIONS**

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 39 to the consolidated financial statements. Those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules which are set out in the section headed "Connected Transactions" and "Continuing Connected Transactions" on pages 40 to 45, have compiled with Chapter 14A.

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES**

As at 31 March 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

**1. Long positions in the ordinary shares of HK\$0.01 each of the Company**

Name of Director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	權益性質	所持已發行普通股數目	佔本公司已發行股本之百分比
Mr. Hung Hon Man 洪漢文先生	Held by controlled corporation (Note) 由受控實體持有 (註)	50,309,829	2.01%

*Note:* Mr. Hung Hon Man is deemed to be interested in 50,309,829 ordinary shares of the Company which are held by Honeylink Agents Limited ("Honeylink"), a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by Mr. Hung Hon Man.

**關連人士交易**

本集團在日常業務過程中進行之重大關連人士交易之詳情載列於綜合財務報表附註39。構成上市規則項下之關連交易／持續關連交易之關連人士交易(並已載於本年報第40至45頁「關連交易」及「持續關連交易」各節)已遵守上市規則第14A章之規定。

**董事及最高行政人員之股份權益**

於二零二零年三月三十一日，根據證券及期貨條例第352條本公司須予備存的登記冊所記錄或根據上市規則所載之標準守則須知會本公司及聯交所之權益及淡倉，本公司董事及最高行政人員所擁有本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券權益或淡倉如下：

**1. 本公司每股面值0.01港元之普通股之好倉**

*註:* 洪漢文先生被視為擁有由Honeylink Agents Limited (「Honeylink」) 持有之本公司50,309,829股普通股之權益。Honeylink為於英屬處女群島註冊成立之有限公司，其全部已發行股本由洪漢文先生實益擁有。

# 董事會報告

## DIRECTORS' REPORT

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES – continued

2. Long positions in the non-voting deferred shares of HK\$1.0 each of Get Nice Securities Limited (“GNS”), a wholly owned subsidiary of the Company

### 董事及最高行政人員之股份權益 – 續

2. 於本公司全資附屬公司結好證券有限公司(「結好證券」)之每股面值1.0港元之無投票權遞延股之好倉

Name of Director	Capacity	Number of non-voting deferred shares* held	Percentage of the issued non-voting deferred share of GNS
董事姓名	權益性質	所持無投票權遞延股*數目	佔結好證券已發行無投票權遞延股之百分比
Mr. Hung Hon Man 洪漢文先生	Beneficial owner 實益擁有人	36,000,000	90%
Mr. Shum Kin Wai, Frankie 岑建偉先生	Beneficial owner 實益擁有人	4,000,000	10%
		40,000,000	100%

\* The non-voting deferred shares carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of GNS and on liquidation, the assets of GNS available for distribution among the holders of ordinary shares and the holders of non-voting deferred shares shall be applied first in paying to the holders of ordinary shares the sum of HK\$1,000,000,000,000 per ordinary share and secondly in repaying to the holders of non-voting deferred shares the nominal amount paid up or credited as paid up on such shares, and the balances of the GNS's assets shall belong to and be distributed among the holders of ordinary shares in proportion to the amount paid up or credited as paid up on such ordinary shares respectively.

\* 無投票權遞延股於實際上無權收取股息，亦無權接收結好證券任何股東大會通告或出席大會或於會上投票。於清盤時，結好證券可供分派予普通股持有人及無投票權遞延股持有人之資產應先用以支付每股普通股1,000,000,000,000港元之款項予普通股持有人，繼而用以償還有關股份之已繳足或入賬列為繳足面值予無投票權遞延股持有人，而結好證券之資產餘額應屬於普通股持有人，並分別按彼等就有關普通股之繳足或入賬列為繳足股款之比例分派。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES – continued**

3. Long positions in the ordinary shares of HK\$0.1 each of GN Holdings, the immediate holding company of the Company

Name of Director	Capacity	Number of issued ordinary shares held	percentage of the issued share capital of the GN holdings
董事姓名	權益性質	所持已發行普通股數目	佔結好控股已發行股本之百分比
Mr. Hung Hon Man 洪漢文先生	Held by controlled corporation (Note) 由受控實體持有(註)	2,898,049,874	29.99%

Note: Mr. Hung Hon Man is deemed to be interested in 2,898,049,874 ordinary shares of Get Nice Holdings Limited which are held by Honeylink, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by Mr. Hung Hon Man.

註：洪漢文先生被視為擁有由Honeylink持有之結好控股有限公司2,898,049,874股普通股之權益。Honeylink為於英屬處女群島註冊成立之有限公司，其全部已發行股本由洪漢文先生實益擁有。

Save as disclosed above, as of 31 March 2020, none of the Directors or chief executive of the Company had any interests or short positions in any shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二零年三月三十一日，根據證券及期貨條例第352條須予備存的登記冊所記錄或根據標準守則而向本公司及聯交所作出的知會，本公司董事或最高行政人員概無擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份或相關股份的任何權益或淡倉。

**董事及最高行政人員之股份權益一續**

3. 本公司直接控股公司結好控股每股面值0.1港元之普通股之好倉

## ARRANGEMENTS TO PURCHASE SHARES AND OPTIONS

Particulars of the Company's share option scheme to subscribe for shares of HK\$0.01 each in the Company granted under the share option scheme during the year are set out in note 32 to the consolidated financial statements.

During the year, no options were granted to any director of the Company.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any right to subscribe for the shares of the Company, or had exercised any such rights during the year.

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2020, so far as is known to any Directors or chief executives of the Company, the persons or corporations (other than a Director or chief executive of the Company) who had, or were deemed or taken to have an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") or as otherwise notified to the Company were as follows:

## 購買股份及購股權之安排

於本年度根據購股權計劃授出的本公司購股權(可據此認購本公司每股面值0.01港元之股份)之詳情,乃載於綜合財務報表附註32。

於本年度,並無向本公司董事授出購股權。

除上文披露者外,於年內任何時間,本公司或其任何附屬公司並無參與任何安排,使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益,而於年內,亦無董事或彼等之配偶或18歲以下子女有權認購本公司之股份或已行使任何該等權利。

## 主要股東

於二零二零年三月三十一日,就本公司任何董事或最高行政人員所知,以下人士或法團(本公司董事或最高行政人員除外)本公司於股份或相關股份中擁有或被視為或被當作擁有記入根據證券及期貨條例第336條之規定本公司須存置之登記冊(「權益登記冊」)或須知會本公司之權益及淡倉:

## 董事會報告

# DIRECTORS' REPORT

### SUBSTANTIAL SHAREHOLDERS – continued

Long positions in the ordinary shares of HK\$0.01 each of the Company

Name	Capacity
名稱	權益性質
GN Holdings 結好控股	Beneficial owner 實益擁有人

Save as disclosed above, as at 31 March 2020, the Directors were not aware of any person or corporation (other than the Director and chief executives of the Company) who had, or were deemed or taken to have, any interests or short positions in any shares or underlying shares of the Company as recorded in DI Register or otherwise notified to the Company.

### 主要股東一續

本公司每股面值0.01港元之普通股之好倉

Number of issued/underlying ordinary shares held	Percentage of the Company's issued share capital (%) 佔本公司已發行股本之百分比 (%)
所持已發行／ 相關普通股數目	
1,824,690,171	72.99

除上文所披露者外，於二零二零年三月三十一日，董事並不知悉有任何人士或法團（本公司董事及最高行政人員除外）於本公司股份或相關股份中擁有或被視為或被當作擁有記入根據權益登記冊或須知會本公司之權益及淡倉。

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Memorandum and 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.

### RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 34 to the consolidated financial statements.

### PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed shares of the Company during the year.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2020, the Group's turnover attributable to the Group's five largest customers accounted for less than 10% of the Group's total turnover.

The Group had no major suppliers due to the nature of the principal activities of the Group.

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the public float as required by the Listing Rules during the year.

### DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$25,000.

### PERMITTED INDEMNITY PROVISION

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year ended 31 March 2020.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Details of the compliance by the Company with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules are on pages 14 to 35 of the Corporate Governance Report in this annual report.

### 優先購股權

本公司之公司組織章程大綱與細則或開曼群島法例並無有關優先購股權之條文，即規定本公司須按比例向現有股東提呈發售新股份。

### 退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註34。

### 購買、出售或贖回本公司之上市股份

本公司或其任何附屬公司於本年度概無購買、贖回或出售本公司任何上市股份。

### 主要客戶及供應商

於截至二零二零年三月三十一日止年度，本集團五大客戶應佔之本集團營業額佔本集團營業總額不足10%。

基於本集團主要業務之性質，本集團並無主要供應商。

### 足夠之公眾持股量

本公司於本年度一直維持上市規則規定之公眾持股量。

### 捐款

年內，本集團作出之慈善及其他捐款合共25,000港元。

### 獲准許之彌償條文

本公司已維持適當之董事及人員責任保險，而惠及董事的相關獲准許彌償條文為現正生效以及於截至二零二零年三月三十一日止年度內一直生效。

### 遵守企業管治守則

有關本公司遵守上市規則附錄14所載之企業管治守則之詳情，載於本年報第14至35頁之「企業管治報告」。

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are recommended by the Remuneration Committee and are decided by the Board, as authorised by the Shareholders at the annual general meeting, having regard to the Group's operating results, individual duties, responsibilities and performance, and the prevailing market conditions. No individual should determine his/her own remuneration.

### BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the year ended 31 March 2020 and an analysis of the likely future development of the Group's business are set out in the "Chairman's Statement and Management Discussion and Analysis" from pages 4 to 10 of this annual report. The discussion forms part of this directors' report.

In addition, discussion on the key relationships with the Group's major stakeholders, Group's environmental policy and performance as well as compliance with relevant laws and regulations which have significant impact on the Group are set out in the Company's Environmental, Social and Governance Report 2020 ("ESG Report"). The ESG Report will be published separately on the websites of the Company ([www.getnicefg.com.hk](http://www.getnicefg.com.hk)) and the Stock Exchange news website (<https://www.hkexnews.hk>).

### PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Group include strategic, commercial, operational and financial risks.

#### Strategic risks

The Directors maintain a strategic plan together with a financial budget at the end of each financial year based on then knowledge to the external environments and a number of forecast and estimates. The Group would invest in capital expenditures or require additional working capital by way of equities or debts fund raising based on the strategic plan in order to cope with the market demand and competition. Given the rapid change of unforeseeable external environments in the financial industry, the Group is facing significant strategic risks on its capital expenditures and working capital requirements when changing the strategic plans to adopt the unexpected changes of external environments.

### 酬金政策

本集團之僱員酬金政策由薪酬委員會設立，以僱員之表現、資歷及才幹為基準。

於股東週年大會上獲得股東的授權，董事酬金由薪酬委員會推薦及由董事會決定，並參考本集團的經營業績、董事的職務、職責及表現，以及當時的市況而釐定。並無個人應釐定其酬金。

### 業務回顧及表現

本集團業務之中肯回顧、本集團截至二零二零年三月三十一日止年度表現之討論與分析及本集團業務可能之未來發展之分析載於本年報第4至第10頁之「主席報告書及管理層討論及分析」。有關討論構成本董事會報告的一部份。

此外，有關與本集團主要持份者之重要關係、本集團環保政策及表現及遵守對本集團有重大影響之相關法律法規之討論載於本公司之二零二零年環境、社會及管治報告（「環境、社會及管治報告」）。環境、社會及管治報告將在本公司網站（[www.getnicefg.com.hk](http://www.getnicefg.com.hk)）及聯交所的披露易網站（<https://www.hkexnews.hk>）另行刊載。

### 主要風險和不確定因素

本集團面對的主要風險和不確定因素包括策略、商業、營運和財務風險。

#### 策略風險

董事根據其時所知的外部環境以及多項預測和估計而在各財政年度年結時訂有策略計劃及財務預算。本集團將根據該策略計劃投資於資本開支或以股本或債務融資方式籌集所需的額外營運資金，從而配合市場需求和應對競爭。鑑於金融業的不可預見外部環境的轉變迅速，本集團在更改策略計劃以應對外部環境中未能預見的轉變時，乃就本身的資本開支及營運資金需求面對顯著的策略風險。

## PRINCIPAL RISKS AND UNCERTAINTIES – continued

### Commercial risks

The Group is facing the keen competition by other securities brokers or financial institutions. To maintain the Group's competitiveness, the management uses cost leadership strategy as well as diversifying its business strategy to tackle other competitors.

### Operational risks

Management regularly reviews the Group's operations to ensure that the Group's risk of financial or reputational losses or inability to deliver services to customers, resulting from fraud, errors, omissions, failed internal processes, IT systems and compliance matters, are adequately managed. The Group has also established its own business continuity plan and monitoring measures, including but not limited to implementation of cyber security control and comprehensive cyber testing programme, to protect the Group from risk of interruption to its business continuity.

### Financial risks

The principal financial risks are set out in note 6 to consolidated financial statements heading "FINANCIAL INSTRUMENTS" – "Financial risk management objectives and policies".

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. The Company considers the independent non-executive Directors to be independent of the management of the Company and are free from any relationship that would materially interfere with the exercise of their independent judgments during the year.

## 主要風險和不確定因素 – 續

### 商業風險

本集團正面對其他證券經紀行或金融機構的激烈競爭。為保持本集團的競爭力，管理層採用成本領先策略以及業務多元化發展策略來應對其他對手的競爭。

### 營運風險

管理層定期審視本集團的營運，以確保本集團因欺詐、錯誤、遺漏、內部程序、信息技術系統和合規事宜的不足而蒙受財務或聲譽損失或無法向客戶提供服務的風險得到充分管控。本集團亦制訂本身的業務永續計劃及監察措施（包括但不限於實施網絡安全控制及全面的網絡測試計劃），以就本集團業務持續運作受到中斷的風險為本集團提供保障。

### 財務風險

主要財務風險載於綜合財務報表附註6「金融工具」-「財務風險管理目標及政策」。

## 獨立非執行董事確認獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性發出之週年確認書。本公司認為獨立非執行董事於本年度是獨立於本公司管理層以及並無任何關係將嚴重干擾彼等作出獨立判斷。

## 董事會報告

# DIRECTORS' REPORT

### AUDITOR

Mazars CPA Limited (“Mazars”) was first appointed as auditor of the Company on 23 March 2018 upon resignation of Deloitte Touche Tohmatsu.

The consolidated financial statements of the Group for the year ended 31 March 2020 were audited by Mazars whose term of office will expire upon the forthcoming annual general meeting.

A resolution for the reappointment of Mazars as the auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**HUNG HON MAN**  
*CHAIRMAN*

26 June 2020

### 核數師

中審眾環(香港)會計師事務所有限公司(「中審眾環」)已於德勤•關黃陳方會計師行辭任後在二零一八年三月二十三日首度獲委任為本公司核數師。

本集團截至二零二零年三月三十一日止年度之綜合財務報表乃由中審眾環審核，其任期將於應屆股東週年大會屆滿。

一項續聘中審眾環為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

*主席*  
**洪漢文**

二零二零年六月二十六日

# 獨立核數師報告 INDEPENDENT AUDITOR'S REPORT



## MAZARS CPA LIMITED

中審眾環(香港)會計師事務所有限公司

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Website 網址: www.mazars.hk

## TO THE MEMBERS OF GET NICE FINANCIAL GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of Get Nice Financial Group Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 62 to 167, which comprise the consolidated statement of financial position as at 31 March 2020, 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 year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 March 2020, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “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 “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 致結好金融集團有限公司列位股東

(於開曼群島註冊成立之有限公司)

### 意見

本核數師已審核第62至167頁所載結好金融集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,當中包括於二零二零年三月三十一日之綜合財務狀況表,以及截至該日止年度之綜合損益及其他全面收益表、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。

本核數師認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則(「香港財務報告準則」),真實公平地顯示 貴集團於二零二零年三月三十一日之財務狀況以及截至該日止年度之財務表現及現金流量,並已按照香港公司條例之披露規定妥為編製。

### 意見之基準

本核數師乃按照香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審核工作。本核數師於該等準則下承擔的責任已於本報告「核數師就審核綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會之專業會計師道德守則(「守則」),本核數師獨立於 貴集團,並已履行守則規定之其他道德責任。本核數師相信,本核數師所獲取審核證明已為本核數師之審核意見提供充份及合理基準。

## Key Audit Matters

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

### *Loss allowance for expected credit losses (“ECL”) on accounts receivable from margin clients arising from the business of dealing in securities margin financing*

證券保證金融資業務產生之應收保證金客戶賬項預期信貸虧損（「預期信貸虧損」）之虧損撥備

*Related disclosures are included in notes 4, 6 and 22 to the consolidated financial statements.*

綜合財務報表附註4、6及22所載之相關披露

## Key Audit Matter

### 關鍵審核事項

At 31 March 2020, the accounts receivable from margin clients arising from the business of dealing in securities margin financing amounted to HK\$3,544 million, net of loss allowance for ECL of HK\$148 million. These represent 80% of the total assets of the Group.

Management assessed the provision for ECL of accounts receivable from margin clients based on various inputs such as loan-to-value percentage, default rate provided by credit rating agency or other relevant information together with forward-looking analysis.

於二零二零年三月三十一日，證券保證金融資業務產生之應收保證金客戶賬項約為3,544,000,000港元（扣除預期信貸虧損之虧損撥備148,000,000港元），佔貴集團資產總值之80%。

管理層根據貸款對價值百分比、信貸評級機構提供的違約率或其他相關資料以及前瞻性分析等各種輸入數據而評估應收保證金客戶賬項的預期信貸虧損撥備。

## 關鍵審核事項

關鍵審核事項乃根據本核數師之專業判斷，認為對本期綜合財務報表之審核最為重要之事項。這些事項乃於本核數師審核整體綜合財務報表及就此出具意見時處理。本核數師不會對這些事項提供單獨意見。

## How our audit addressed the Key Audit Matter

### 本核數師的審計如何處理關鍵審計事項

Our procedures, among others, included:

- considering the relevance and reasonableness of key assumptions over the ECL assessment, and the relevance and accuracy of the source data used in the assessment;
- evaluating the credit risk management process including the process for identification of impaired accounts receivable from margin clients and the measurement of the loss allowance;
- checking, on a sample basis, the existence and accuracy of the recoverable amount of the securities collateral, to supporting documents and with reference to closing market price;

本核數師之程序（除其他程序外）包括：

- 考慮預期信貸虧損評估的關鍵假設之相關性和合理性，以及評估中使用的源數據的相關性和準確性；
- 評估信貸風險管理程序，包括識別減值應收保證金客戶賬項以及計量虧損撥備之程序；
- 根據支持文件並參考收市價抽查證券抵押品存在與否以及其可收回金額之準確性；

# 獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

## Key Audit Matters – continued

## 關鍵審核事項 – 續

*Loss allowance for expected credit losses (“ECL”) on accounts receivable from margin clients arising from the business of dealing in securities margin financing – continued*

證券保證金融資業務產生之應收保證金客戶賬項預期信貸虧損 (「預期信貸虧損」) 之虧損撥備 – 續

*Related disclosures are included in notes 4, 6 and 22 to the consolidated financial statements.*

綜合財務報表附註4、6及22所載之相關披露

### Key Audit Matter

#### 關鍵審核事項

We considered this matter to be a key audit matter due to the significance of the balance and the significant judgement in determining ECL on the account receivables from margin clients.

本核數師將此事宜識別為關鍵審核事項，此乃基於有關結餘之重要性及釐定應收保證金客戶賬項之預期信貸虧損時涉及之重大判斷。

### How our audit addressed the Key Audit Matter

#### 本核數師的審計如何處理關鍵審計事項

- comparing, on a sample basis, the recoverable amount of the securities collateral with the accounts receivable from each individual margin clients to determine whether there was any shortfall; and
- assessing the sufficiency of the loss allowance recognised with respect to the above shortfall, after taking into account other factors such as credit worthiness, past collection history and repayment subsequent to reporting period.
- 將證券抵押品之可收回金額與各個別應收保證金客戶賬項作抽樣比較，以釐定是否有任何短欠金額；及
- 在考慮到信譽、收款記錄及報告期後之還款後，評估就上述短欠金額確認之虧損撥備是否足夠。

## 獨立核數師報告

# INDEPENDENT AUDITOR'S REPORT

### Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's 2020 annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事對其他資料負責。其他資料包括 貴公司二零二零年年報所載之資料，惟不包括綜合財務報表及當中所載之本核數師報告。

本核數師對綜合財務報表之意見並不涵蓋其他資料，而本核數師並不就此發表任何形式之核證結論。

就本核數師對綜合財務報表之審核而言，本核數師之責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或本核數師在審核過程中所知悉者存有重大抵觸或於其他方面出現重大錯誤陳述。基於本核數師已進行之工作，倘本核數師認為此其他資料出現重大錯誤陳述，則須報告該事。本核數師在此方面毋須報告。

### 董事及負責管治人員對綜合財務報表之責任

貴公司董事須負責按照香港會計師公會所頒佈之香港財務報告準則及香港公司條例之披露規定編製真實公平之綜合財務報表，並負責董事認為必要之內部監控，確保編製之綜合財務報表時並無任何基於欺詐或謬誤而出現之重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營之能力，於適用情況披露與持續經營有關之事宜，並使用持續經營會計基準，除非董事有意令 貴集團清盤或停止經營，或別無其他實際方案而為之則另作別論。

負責管治之人員須負責監察 貴集團之財務申報程序。

# 獨立核數師報告

## INDEPENDENT AUDITOR'S REPORT

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism 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之責任

本核數師之目標，乃就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括本核數師意見之核數師報告。本報告乃根據本核數師之協定委聘條款僅向全體股東，除此之外別無其他目的。本核數師概不就本報告內容向任何其他人士負責或承擔負債。

合理保證乃高水平之保證，惟不能保證按照香港核數準則進行之審核總能識別某一已出現之重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘能合理預期個別或共同影響使用者依據該等綜合財務報表所作出之經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港核數準則進行審核之一部分，本核數師在審核過程中運用專業判斷並保持專業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當之審核憑證，作為本核數師意見之基礎。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，以設計於有關情況適當之審核程序，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之恰當性及作出會計估計及相關披露之合理性。

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements – continued

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

We communicate with those charged with governance 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 those charged with governance 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之責任－續

- 對董事採用持續經營會計基準之恰當性作出結論。根據所獲取之審核憑證，確定是否存在與事件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。倘本核數師認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，或倘有關披露不足，則應當修訂本核數師之意見。本核數師之結論乃基於截至核數師報告日期所取得之審核憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表之整體呈列方式、結構和內容（包括披露），以及綜合財務報表是否以中肯之方式呈列相關交易及事件。
- 就貴集團旗下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。本核數師負責集團審計之方向、監督與執行。本核數師為審計意見承擔全部責任。

本核數師與負責管治之人員就（其中包括）審核之計劃範圍及時間安排以及重大審核結果（包括本核數師在審核中所識別內部控制之任何重大缺陷）進行溝通。

本核數師亦向負責管治之人員提交聲明，說明本核數師已符合有關獨立性之相關道德要求，並與彼等溝通或會可能合理地認為對本核數師之獨立性產生影響之所有關係及其他事項，以及在適用情況之相關防範措施。

# 獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements – continued

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law and 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.

**Mazars CPA Limited**  
*Certified Public Accountants*  
Hong Kong, 26 June 2020

The engagement director on the audit resulting in this independent auditor's report is:

**Fong Chin Lung**  
Practising Certificate Number: P07321

## 核數師就審核綜合財務報表之責任－續

從與負責管治之人員溝通之事宜中，本核數師確定對本期間綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。本核數師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有關事項，或在極端罕見之情況，因合理預期在本核數師之報告中傳達某事項所造成負面後果超過所產生之公眾利益，則本核數師決定不應在報告中傳達該事項。

中審眾環(香港)會計師事務所有限公司  
執業會計師  
香港，二零二零年六月二十六日

出具本獨立核數師報告之審核項目董事為：

**方展龍**  
執業證書編號：P07321

# 綜合損益及其他全面收益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	7	<b>369,362</b>	401,589
Other operating income	其他營運收入	9	510	435
Other gains and losses, net	其他收益及虧損淨額	10	500	(38,297)
Amortisation and depreciation	攤銷及折舊	18	(7,656)	(7,111)
Commission expenses	佣金開支		(7,020)	(9,460)
Net impairment loss on accounts receivable	應收賬項之減值虧損淨額	6	(110,907)	(20,085)
Staff costs	員工成本	11	(19,878)	(18,911)
Finance costs	融資成本	12	(33,145)	(97,031)
Other expenses	其他開支		(20,501)	(21,855)
<b>Profit before taxation</b>	<b>稅前溢利</b>	13	<b>171,265</b>	189,274
Income tax expense	所得稅開支	15	(31,483)	(56,219)
<b>Profit for the year</b>	<b>本年度溢利</b>		<b>139,782</b>	133,055
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(開支)</b>			
<i>Items that will not be reclassified to profit or loss</i>	<i>不會重新分類至損益之項目</i>			
Surplus on revaluation of properties	物業重估盈餘		1,114	2,770
Deferred tax arising on revaluation of properties	物業重估產生之遞延稅項	30	(184)	(457)
<b>Total other comprehensive income for the year</b>	<b>本年度其他全面收益總額</b>		<b>930</b>	2,313
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>		<b>140,712</b>	135,368
<b>Profit for the year attributable to:</b>	<b>以下人士應佔本年度溢利：</b>			
Owners of the Company	本公司擁有人		139,716	132,980
Non-controlling interests	非控股權益		66	75
			<b>139,782</b>	133,055
<b>Total comprehensive income attributable to:</b>	<b>以下人士應佔全面收益總額：</b>			
Owners of the Company	本公司擁有人		140,646	135,293
Non-controlling interests	非控股權益		66	75
			<b>140,712</b>	135,368
<b>Earnings per share</b>	<b>每股盈利</b>			
Basic and diluted	基本及攤薄	17	<b>0.06</b>	0.05

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二零年三月三十一日  
At 31 March 2020

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property and equipment / Prepaid lease payments and property and equipment	物業及設備／預付租賃款項以及物業及設備	18	105,651	112,073
Intangible assets	無形資產	19	8,413	8,413
Other assets	其他資產	21	4,172	3,297
Deposit paid for acquisition of a subsidiary	收購一間附屬公司之已付按金	35	6,200	-
Deferred tax assets	遞延稅項資產	30	259	259
			<b>124,695</b>	124,042
<b>Current assets</b>	<b>流動資產</b>			
Accounts receivable	應收賬項	22	3,564,867	3,707,421
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	2,145	2,927
Tax recoverable	可收回稅項		21,320	7,349
Investments in securities	於證券之投資	24	104	170
Bank balances – client accounts	銀行結餘—客戶賬戶	25	445,239	1,143,120
Bank balances – general accounts and cash	銀行結餘—一般賬戶及現金	26	260,910	422,942
			<b>4,294,585</b>	5,283,929
<b>Current liabilities</b>	<b>流動負債</b>			
Accounts payable	應付賬項	27	478,475	1,196,203
Accrued charges and other payables	應計費用及其他應付賬項	28	5,374	8,443
Tax payable	應付稅項		-	164
Liability component of convertible bonds	可換股債券之負債部份	29	-	233,524
			<b>483,849</b>	1,438,334
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>3,810,736</b>	3,845,595
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>3,935,431</b>	3,969,637
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	30	3,958	3,706
			<b>3,958</b>	3,706
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>3,931,473</b>	3,965,931

## 綜合財務狀況表

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二零年三月三十一日

At 31 March 2020

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31	25,000	25,000
Reserves	儲備		3,906,473	3,940,827
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>		<b>3,931,473</b>	<b>3,965,827</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>-</b>	<b>104</b>
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>3,931,473</b>	<b>3,965,931</b>

The consolidated financial statements on pages 62 to 167 were approved and authorised for issue by the Board of Directors on 26 June 2020 and are signed on its behalf by:

第62頁至第167頁之綜合財務報表由董事會於二零二零年六月二十六日批准及授權刊發，並由下列董事代表簽署：

**Shum Kin Wai Frankie**

岑建偉

*Director*

董事

**Hung Sui Kwan**

洪瑞坤

*Director*

董事

# 綜合權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

		Attributable to equity holders of the Company 本公司擁有人應佔									
		Share capital	Share premium	Contributed surplus	Convertible bonds reserve	Property revaluation reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	債券儲備	重估儲備	其他儲備	保留溢利	總額	非控股權益	總額
Notes	附註	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note i) (附註i)	(note ii) (附註ii)	(note 29) (附註29)	(note iii) (附註iii)	(note iv) (附註iv)				
At 1 April 2018	於二零一八年四月一日	25,000	375,407	1,486,951	212,619	15,162	159,933	1,724,113	3,999,185	33	3,999,218
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號之影響	-	-	-	-	-	-	(844)	(844)	-	(844)
As restated	經重列	25,000	375,407	1,486,951	212,619	15,162	159,933	1,723,269	3,998,341	33	3,998,374
Profit for the year	本年度溢利	-	-	-	-	-	-	132,980	132,980	75	133,055
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(開支)</b>										
<i>Items that will not be reclassified to profit or loss</i>	<i>不會重新分類至損益之項目</i>										
- Surplus on revaluation of properties	- 物業重估盈餘	-	-	-	-	2,770	-	2,770	2,770	-	2,770
- Deferred tax arising on revaluation of properties	- 物業重估產生之遞延稅項	30	-	-	-	(457)	-	(457)	(457)	-	(457)
<b>Total other comprehensive income</b>	<b>其他全面收益總額</b>	-	-	-	-	2,313	-	2,313	2,313	-	2,313
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	-	-	-	-	2,313	-	132,980	135,293	75	135,368
<b>Transactions with equity holders</b>	<b>與股權持有人之交易</b>										
<i>Contributions and distributions</i>	<i>出資及分派</i>										
- Dividends to owners	- 向擁有人之股息	16	-	-	-	-	-	(150,000)	(150,000)	-	(150,000)
- Redemption of convertible bonds	- 贖回可換股債券	29	-	-	(106,310)	-	-	88,499	(17,811)	-	(17,811)
		-	-	-	(106,310)	-	-	(61,501)	(167,811)	-	(167,811)
<i>Changes in ownership interests</i>	<i>擁有權權益變動</i>										
- Disposal of interests in a subsidiary without loss of control	- 出售一間附屬公司之權益而並無失去控制權	-	-	-	-	-	-	4	4	(4)	-
<b>Total transactions with equity holders</b>	<b>與股權持有人之交易總額</b>	-	-	-	(106,310)	-	-	(61,497)	(167,807)	(4)	(167,811)
At 31 March 2019	於二零一九年三月三十一日	25,000	375,407	1,486,951	106,309	17,475	159,933	1,794,752	3,965,827	104	3,965,931

# 綜合權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

		Attributable to equity holders of the Company 本公司擁有人應佔									
		Share capital	Share premium	Contributed surplus	Convertible bonds reserve 可換股債券儲備	Property revaluation reserve 物業重估儲備	Other reserve 其他儲備	Retained profits 保留溢利	Total	Non-controlling interests 非控股權益	Total
		股本	股份溢價	實繳盈餘	債券儲備	重估儲備	其他儲備	保留溢利	總額	非控股權益	總額
Notes		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note i) (附註i)	(note ii) (附註ii)	(note 29) (附註29)	(note iii) (附註iii)	(note iv) (附註iv)				
At 1 April 2019	於二零一九年四月一日	25,000	375,407	1,486,951	106,309	17,475	159,933	1,794,752	3,965,827	104	3,965,931
Profit for the year	本年度溢利	-	-	-	-	-	-	139,716	139,716	66	139,782
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(開支)</b>										
<i>Items that will not be reclassified to profit or loss</i>	<i>不會重新分類至損益之項目</i>										
- Surplus on revaluation of properties	- 物業重估盈餘	-	-	-	-	1,114	-	-	1,114	-	1,114
- Deferred tax arising on revaluation of properties	- 物業重估產生之遞延稅項	30	-	-	-	(184)	-	-	(184)	-	(184)
<b>Total other comprehensive income</b>	<b>其他全面收益總額</b>	-	-	-	-	930	-	-	930	-	930
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	-	-	-	-	930	-	139,716	140,646	66	140,712
<b>Transactions with equity holders</b>	<b>與股權持有人之交易</b>										
<i>Contributions and distributions</i>	<i>出資及分派</i>										
- Dividends to owners	- 向擁有人之股息	16	-	-	-	-	-	(175,000)	(175,000)	-	(175,000)
- Redemption of convertible bonds upon maturity	- 於到期時贖回可換股債券	29	-	-	(106,309)	-	-	106,309	-	-	-
		-	-	-	(106,309)	-	-	(68,691)	(175,000)	-	(175,000)
<i>Changes in ownership interests</i>	<i>擁有權益變動</i>										
- Acquisition of non-controlling interests in a subsidiary	- 收購一間附屬公司之非控股權益	40	-	-	-	-	-	-	-	(170)	(170)
<b>Total transactions with equity holders</b>	<b>與股權持有人之交易總額</b>	-	-	-	(106,309)	-	-	(68,691)	(175,000)	(170)	(175,170)
At 31 March 2020	於二零二零年三月三十一日	25,000	375,407	1,486,951	-	18,405	159,933	1,865,777	3,931,473	-	3,931,473

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

Notes:

- (i) Share premium represents the excess of the net proceeds or consideration from issuance of the Company's shares over their par value. Under the Companies Law (as revised) of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.
- (ii) Contributed surplus represents residual arising from the capitalisation of amount due to the ultimate holding company to share capital of the Company on 8 April 2016.
- (iii) Property revaluation reserve deals with revaluation adjustments of property and equipment in accordance with the accounting policies adopted in note 2 to the consolidated financial statements.
- (iv) Other reserve represents the capital contributions from equity holders of Get Nice Incorporated ("GN Incorporated") and Steppington Holdings Limited ("Steppington") now comprising the Group before the completion of the group reorganisation prior to the listing of the shares of the Company.

附註：

- (i) 股份溢價賬代表發行本公司股份之所得款項淨額或代價超出其面值之金額。根據開曼群島公司法(經修訂)，本公司之股份溢價賬可按照其組織章程大綱及細則之條文供分派或派付股息，惟緊隨股息分派後，本公司能夠支付其於日常業務過程中之到期債項。
- (ii) 實繳盈餘代表因二零一六年四月八日將應付最終控股公司款項撥充本公司股本產生之盈餘。
- (iii) 物業重估儲備根據綜合財務報表附註2所採用之會計政策處理物業及設備之重估調整。
- (iv) 其他儲備代表於本公司股份上市前完成集團重組前來自本集團現時屬下之Get Nice Incorporated(「GN Incorporated」)及Steppington Holdings Limited之出資(「Steppington」)。

## 綜合現金流量表

# CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>			
Profit before taxation	稅前溢利		171,265	189,274
Adjustments for:	經調整：			
Amortisation and depreciation	攤銷及折舊	18	7,656	7,111
Gain on disposal of property and equipment	出售物業及設備之收益	10	(40)	–
Write off of property and equipment	撇銷物業及設備	13	–	15
Write off of accounts receivable	撇銷應收賬項	13	300	–
Gain on disposal of subsidiaries	出售附屬公司之收益	10	–	(12)
Net impairment loss on accounts receivable	應收賬項之減值虧損淨額	6	110,907	20,085
Loss on redemption of convertible bonds	贖回可換股債券之虧損	29	–	38,867
Fair value changes on investments in securities	證券投資之公允值變動	10	66	22
Finance costs	融資成本	12	33,145	97,031
Interest income	利息收入		(6,196)	(4,514)
Dividend income	股息收入	9	(6)	–
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		317,097	347,879
Changes in working capital:	營運資金變動：			
Other assets	其他資產		(875)	3,524
Accounts receivable	應收賬款		31,347	389,699
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		782	1,165
Bank balances – client accounts	銀行結餘 – 客戶賬戶		697,881	(723,483)
Accounts payable	應付賬項		(717,728)	713,739
Accrued charges and other payables	應計費用及其他應付賬項		(2,632)	1,096
Cash generated from operations	經營所得現金		325,872	733,619
Interest income received	已收利息收入		6,196	4,514
Hong Kong Profits Tax paid	已付香港利得稅		(45,550)	(70,040)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營業務所得淨現金</b>		<b>286,518</b>	<b>668,093</b>

# 綜合現金流量表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資業務</b>			
Purchase of property and equipment	購買物業及設備	18	(120)	(882)
Proceeds from disposal of property and equipment	出售物業及設備之所得款項		40	-
Purchase of intangible assets	購買無形資產		-	(3)
Purchase of investment in securities	購買證券投資		-	(34)
Deposit paid for acquisition of a subsidiary	收購一間附屬公司之已付按金	35	(6,200)	-
Dividend received	已收股息	9	6	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資業務所用之淨現金</b>		<b>(6,274)</b>	<b>(919)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資業務</b>			
Interest paid for convertible bonds	已付可換股債券之利息		(2,639)	(7,732)
Interest paid	已付利息		(1,967)	(356)
Dividends paid	已付股息	16	(175,000)	(150,000)
Proceeds from bank borrowings	銀行借貸所得款項		320,000	196,828
Repayment of bank borrowings	償還銀行借貸		(320,000)	(256,828)
Loan from the ultimate holding company	最終控股公司貸款		550,000	180,000
Repayment of loan from ultimate holding company	償還最終控股公司貸款		(550,000)	(180,000)
Redemption of convertible bonds	贖回可換股債券	29	(262,500)	(262,500)
Cash outflow arising from acquisition of non-controlling interests in a subsidiary	收購一間附屬公司之非控股權益產生之現金流出	40	(170)	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資業務所用之淨現金</b>		<b>(442,276)</b>	<b>(480,588)</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等值項目淨(減少)增加</b>		<b>(162,032)</b>	<b>186,586</b>
<b>Cash and cash equivalents at the beginning of the reporting period</b>	<b>報告期初現金及現金等值項目</b>		<b>422,942</b>	<b>236,356</b>
<b>Cash and cash equivalents at the end of the reporting period, represented by bank balances – general accounts and cash</b>	<b>報告期終現金及現金等值項目為：銀行結餘 – 一般賬戶及現金</b>		<b>260,910</b>	<b>422,942</b>

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 1. CORPORATE INFORMATION

Get Nice Financial Group Limited (the “Company”) was incorporated in the Cayman Islands under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 31 August 2015 and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s immediate and ultimate holding company is Get Nice Holdings Limited (“GN Holdings”), a company incorporated in the Cayman Islands with its shares listed on the Stock Exchange. The Company’s registered office is located at Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and its principal place of business is located at 10th Floor, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 42 to the consolidated financial statements.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

## 2. PRINCIPAL ACCOUNTING POLICIES

### Basis of preparation

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

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2019 consolidated financial statements except for the adoption of the following new / revised HKFRSs that are relevant to the Group and effective from the current year.

## 1. 一般資料

結好金融集團有限公司(「本公司」)於二零一五年八月三十一日根據開曼群島法例第22章公司法(一九六一年第3號法例,經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司,其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之直接及最終控股公司為結好控股有限公司(「結好控股」),其為一間於開曼群島註冊成立之公司,其股份於聯交所上市。本公司註冊辦事處及主要營業地點分別位於Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands及香港皇后大道中183號新紀元廣場中遠大廈10字樓。

本公司之主要業務為投資控股,其附屬公司之主要業務載於綜合財務報表附註42。

本公司及其附屬公司(統稱「本集團」)之綜合財務報表以本公司之功能貨幣港元(「港元」)呈列。

## 2. 主要會計政策

### 編製基準

該等綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則(包括所有適用之香港財務報告準則、香港會計準則及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。綜合財務報表亦遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露規定。

除另有指明外,所有金額已湊整至最接近千位數。

綜合財務報表已根據與二零一九年綜合財務報表所採用會計政策一致之基準編製,惟採用以下與本集團有關並於本年度生效之新訂/經修訂香港財務報告準則除外。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Adoption of new / revised HKFRSs

#### *Annual Improvements Project – 2015-2017 Cycle*

#### *HKAS 12: Income tax consequences of payments on financial instruments classified as equity*

The amendments clarify that (a) the income tax consequences of dividends are recognised in profit or loss, other comprehensive income or equity according to where the past transactions or events that generated the distributable profits were originally recognised and (b) these requirements apply to all income tax consequences of dividends as defined in HKFRS 9.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

#### *HK(IFRIC)-Int 23: Uncertainty over Income Tax Treatments*

The interpretation supports the requirements in HKAS 12 Income Taxes by specifying how to reflect the effects of uncertainty in accounting for income taxes.

The adoption of the interpretation does not have any significant impact on the consolidated financial statements.

### 2. 主要會計政策－續

#### 採納新訂／經修訂香港財務報告準則 年度改進項目：二零一五年至二零一七 年週期

#### 香港會計準則第12號：確認權益中支 付金融工具的所得稅後果

該等修訂釐清(a)股息所得稅後果應根據最初確認產生可分配利潤的過往交易或事項在損益、其他全面收益或權益中確認，及(b)該等要求應對香港財務報告準則第9號界定的股息之所有所得稅後果採用。

採納該等修訂對綜合財務報表並無任何顯著影響。

#### 香港(國際財務報告詮釋委員會)－詮 釋第23號：所得稅項處理之不確定性

該詮釋是針對香港會計準則第12號所得稅的規定，訂明如何反映所得稅會計處理中的不確定性影響。

採納該詮釋對綜合財務報表並無任何顯著影響。

2. PRINCIPAL ACCOUNTING POLICIES  
– continued

Adoption of new / revised HKFRSs – continued

*HKFRS 16: Leases*

HKFRS 16 replaces HKAS 17 and related Interpretations for annual periods beginning on or after 1 January 2019. It significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. HKFRS 16 also requires enhanced disclosures to be provided by lessees and lessors.

In accordance with the transitional provisions, the Group has applied HKFRS 16 for the first time at 1 April 2019 (i.e. the date of initial application, the “DIA”) using the modified retrospective approach in which comparative information has not been restated. Instead, the Group recognised the cumulative effect of initially applying HKFRS 16 as an adjustment to the balance of accumulated profits or other component of equity, where appropriate, at the DIA.

The Group also elected to use the transition practical expedient not to reassess whether a contract was, or contained, a lease at the DIA and the Group applied HKFRS 16 only to contracts that were previously identified as leases applying HKAS 17 and to contracts entered into or changed on or after the DIA that are identified as leases applying HKFRS 16.

2. 主要會計政策－續

採納新訂／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*

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間取代香港會計準則第17號及相關詮釋。其對(其中包括)承租人的會計方法有重大變動,以單一模型取代香港會計準則第17號的雙重模型。該單一模型規定除非相關資產為低價值資產,否則承租人須就年期超過12個月的所有租賃而產生的權利及責任確認使用權資產及租賃負債。就出租人會計處理而言,香港財務報告準則第16號大致繼承了香港會計準則第17號有關出租人會計處理的規定。因此,出租人繼續將其租賃分類為經營租賃或融資租賃,並且對兩類租賃進行不同之會計處理。香港財務報告準則第16號亦規定承租人及出租人提供更詳盡披露資料。

根據過渡條文,本集團於二零一九年四月一日(即首次應用日期「首次應用日期」)首次採用經修訂追溯調整法應用香港財務報告準則第16號,且並無重列比較資料。而本集團已於首次應用日期將首次應用香港財務報告準則第16號的累計影響確認為累計溢利結餘或其他權益組成部分(如適用)的調整。

本集團亦已選擇採用過渡可行權宜方法,不於首次應用日期重新評估合約是否為或包含一項租賃,且本集團僅將香港財務報告準則第16號應用於先前根據香港會計準則第17號確認為租賃的合約及於首次應用日期或之後訂立或變更並應用香港財務報告準則第16號確認為租賃的合約。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Adoption of new / revised HKFRSs – continued

##### *HKFRS 16: Leases – continued*

Before the adoption of HKFRS 16, lease contracts were classified as operating or finance lease in accordance with the Group's accounting policies applicable prior to the DIA.

Upon adoption of HKFRS 16, the Group accounted for the leases in accordance with the transition provisions of HKFRS 16 and the Group's accounting policies applicable from the DIA.

The Group recognised right-of-use assets and lease liabilities for leases previously classified as operating leases at the DIA, except for leases for which the underlying asset is of low value, and the Group applied the following practical expedients on a lease-by-lease basis.

- (a) applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (b) did not recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the DIA.
- (c) excluded initial direct costs from the measurement of the right-of-use assets at the DIA.
- (d) used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

### 2. 主要會計政策－續

#### 採納新訂／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*

於採納香港財務報告準則第16號前，根據首次應用日期前適用的本集團會計政策，租賃合約分類為經營租賃或融資租賃。

於採納香港財務報告準則第16號後，本集團根據香港財務報告準則第16號的過渡條文及自首次應用日期起適用的本集團會計政策對租賃進行入賬。

於首次應用日期，本集團就先前分類為經營租賃的租賃確認使用權資產及租賃負債，惟相關資產價值較低的租賃除外。本集團已按逐項租賃基準採用以下可行權宜方法。

- (a) 對具有合理相似特徵的租賃組合採用單一貼現率。
- (b) 並無就租期於首次應用日期起計12個月內結束之租賃確認使用權資產及租賃負債。
- (c) 於首次應用日期計量使用權資產時撇除初步直接成本。
- (d) 倘合約包含延長或終止租賃之選擇權，則使用事後方式釐定租期。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

**2. PRINCIPAL ACCOUNTING POLICIES  
– continued**

**Adoption of new / revised HKFRSs – continued**

***HKFRS 16: Leases – continued***

At the DIA, right-of-use assets were, on a lease-by-lease basis, measured at either:

- (a) their carrying amount as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the DIA; or
- (b) an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised immediately before the DIA.

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the DIA.

**2. 主要會計政策 – 續**

採納新訂／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**

於首次應用日期，使用權資產乃根據逐項租賃基準按以下計量：

- (a) 其賬面值，猶如香港財務報告準則第16號已自開始日期起應用，惟須使用承租人於首次應用日期的增量借款利率進行貼現；或
- (b) 相等於租賃負債的金額，並經緊接首次應用日期前確認之租賃有關的任何預付或應計租賃付款的金額調整。

租賃負債按餘下租賃付款之現值計量，並使用承租人於首次應用日期的增量借款利率貼現。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Adoption of new / revised HKFRSs – continued

##### *HKFRS 16: Leases – continued*

Reconciliation of operating lease commitments disclosed applying HKAS 17 at 31 March 2019 and lease liabilities recognised at the DIA is as follows:

		HK\$'000 千港元
Operating lease commitments at 31 March 2019	於二零一九年三月三十一日之 經營租賃承擔	121
Less: Short-term leases	減：短期租賃	(74)
Leases of low-value assets	低價值租賃	(47)
<hr/>		
Lease liabilities at 1 April 2019	於二零一九年四月一日之租賃負債	–

#### *As lessee*

At 31 March 2019, prepaid lease payments are up-front payments to acquire fixed term interests in lessee-occupied land that are classified as operating leases. Upon application of HKFRS 16, the prepaid lease payments with carrying amount amounting to HK\$69,279,000 were reclassified to right-of-use assets and were still presented within the line item “Property and equipment” in the consolidated statement of financial position.

#### **Basis of measurement**

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for certain properties and investments in securities, which are measured at revalued amounts or fair value, as explained in the accounting policies set out below.

#### **Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

### 2. 主要會計政策 – 續

#### 採納新訂／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*

於二零一九年三月三十一日應用香港會計準則第17號披露之經營租賃承擔與於首次應用日期確認之租賃負債的對賬如下：

		HK\$'000 千港元
Operating lease commitments at 31 March 2019	於二零一九年三月三十一日之 經營租賃承擔	121
Less: Short-term leases	減：短期租賃	(74)
Leases of low-value assets	低價值租賃	(47)
<hr/>		
Lease liabilities at 1 April 2019	於二零一九年四月一日之租賃負債	–

#### *作為承租人*

於二零一九年三月三十一日，預付租賃付款為收購承租人佔用土地之固定期限權益的前期款項，該等款項分類為經營租賃。在應用香港財務報告準則第16號後，賬面金額為69,279,000港元的預付租賃付款已重新分類為使用權資產，並仍於綜合財務狀況表的「物業及設備」項目內呈列。

#### **計量基準**

編製該等綜合財務報表所用之計量基準為歷史成本法，惟若干物業及證券投資乃按重估金額或公允值計量除外。

#### **綜合基準**

綜合財務報表包括本公司及其全部附屬公司之財務報表。附屬公司之財務報表乃使用與本公司一致之會計政策就同一報告期間編製。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Basis of consolidation – continued

All intra-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full upon consolidation. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis.

### Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests on the basis of existing ownership interests and the possible exercise of conversion of potential voting rights is not considered. Total comprehensive income is attributed to the owners of the Company and the existing non-controlling interest even if this results in the existing non-controlling interests having a deficit balance.

### Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 equity and attributed to the owners of the Company.

## 2. 主要會計政策－續

### 綜合基準－續

所有集團內公司間之結餘、交易、因集團內公司間之交易產生之收支及損益於綜合入賬時悉數對銷。附屬公司業績自本集團獲得控制權之日起直至有關控制權終止之日止綜合入賬。

非控股權益獨立於本公司擁有人並於綜合損益及其他全面收益表以及綜合財務狀況表之權益內呈列。於被收購方屬於現時擁有權權益並賦予其持有人於清盤時按比例分佔被收購方資產淨值之非控股權益，乃初步以公允值或現時擁有權工具應佔被收購方可識別資產淨值中已確認款額之比例計量。按逐項收購基準選擇計量。

### 分配全面收益總額

本公司擁有人及非控股權益按現有擁有權權益之基準分佔損益及各部分之其他全面收益，並無考慮可能行使轉換潛在投票權。即使會導致非控股權益出現虧絀結餘，全面收益總額仍歸屬於本公司擁有人及現有非控股權益。

### 擁有權權益變動

倘本集團於附屬公司之擁有權權益變動並無導致失去控制權，則列賬為股本交易。控股權益及非控股權益之賬面值將會予以調整，以反映其於附屬公司之有關權益變動。非控股權益之經調整金額與已付或已收代價之公允值間任何差額，直接於權益中確認並歸屬於本公司擁有人。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Basis of consolidation – continued

##### *Changes in ownership interest – continued*

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

#### Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented in note 41 to the consolidated financial statements, investments in subsidiaries are stated at cost less accumulated impairment losses. The carrying amount of the investments is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### 2. 主要會計政策 – 續

#### 綜合基準 – 續

##### 擁有權權益變動 – 續

倘本集團失去對附屬公司之控制權，出售時產生之損益按下列兩者之差額計算：(i)於失去控制權當日已收代價之公允值與任何保留權益之公允值之總和及(ii)於失去控制權當日附屬公司及任何非控股權益之資產(包括商譽)及負債之賬面值。先前於其他全面收益確認之有關所出售附屬公司之金額，按與假設母公司直接出售相關資產或負債之同一基準列賬。於前附屬公司保留之任何投資及結欠或應付前附屬公司之任何金額自失去控制權當日起視適用情況列賬為金融資產、聯營公司、合營企業或其他。

#### 附屬公司

附屬公司指受本集團控制之實體。倘本集團就參與實體業務所得可變動回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團對該實體有控制權。如有事實及情況顯示一項或多項控制權要素出現變化，則本集團會重新評估其對被投資方之控制權。

在綜合財務報表附註41所載之本公司財務狀況表內，於附屬公司之投資以成本減去減值虧損入賬。倘投資之賬面值高於其可收回金額，則按個別基準削減至其可收回金額。附屬公司之業績由本公司根據已收及應收股息為基準入賬。

**2. PRINCIPAL ACCOUNTING POLICIES**  
**– continued**

**Property and equipment**

Property and equipment, other than buildings, are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Buildings are stated at revalued amount, being the fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Fair value is determined by independent valuations which are performed annually. Increases in valuation are credited to the property revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same asset and are thereafter charged to profit or loss. Any subsequent increases are credited to profit or loss up to the amount previously charged and thereafter to property revaluation reserve.

Depreciation is provided to write off the cost less accumulated impairment losses of property and equipment over their estimated useful lives from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Leasehold land	Shorter of the term of the lease, or 27 years
Buildings	Shorter of the term of the lease, or 27 years
Leasehold improvements	Shorter of the term of the lease or 5 to 10 years
Motor vehicles and yacht	4 to 10 years
Office equipment	3 to 5 years
Furniture and fixtures	5 to 7 years

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

**2. 主要會計政策－續**

**物業及設備**

物業及設備(樓宇除外)按成本減累計折舊及減值虧損入賬。物業及設備項目之成本包括其購買價及任何使資產達致其使用狀態及現存地點作預定用途所產生之直接應佔成本。維修及保養開支乃於其產生之期間內於損益中支銷。

樓宇按重估金額(即於估值日期之公允價值減累計折舊及累計減值虧損)列賬。公允價值乃按每年進行之獨立估值釐定。估值上升乃計入物業重估儲備。估值下降先與就同一資產之先前估值抵銷,然後自損益中扣除。其後任何增加計入損益中,惟以先前所扣除及其後計入物業重估儲備之金額為限。

物業及設備於下述估計可使用年期內,在考慮到其估計剩餘價值後,由其可供使用之日起以直線法計算折舊,以撇銷成本減累計減值虧損:

租賃土地	租賃年期或27年(以較短者為準)
樓宇	租賃年期或27年(以較短者為準)
租賃裝修	租賃年期或5至10年(以較短者為準)
汽車及遊艇	4至10年
辦公設備	3至5年
傢具及裝置	5至7年

物業及設備項目於出售或預期持續使用資產將不會產生未來經濟利益時終止確認。終止確認資產所產生之任何收益或虧損(按出售所得款項淨額與該項目賬面值之差額計算)於終止確認項目之期間計入損益中。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Prepaid lease payments

Before 1 April 2019, prepaid lease payments are up-front payments to acquire fixed term interests in lessee-occupied land that are classified as operating leases. The premiums are stated at cost less accumulated amortisation and impairment losses and are amortised over the remaining lease terms of land on a straight-line basis to profit or loss. From 1 April 2019, those payments are accounted for as “Right-of-use assets” and included in “Property and equipment”.

### Intangible assets

#### Trading rights

Trading rights confer eligibility on the Group to trade on the Stock Exchange. The trading rights have no foreseeable limit to the period over which the Group can use to generate cash flows. As a result, the trading rights are considered by the management of the Group as having indefinite useful lives because they are expected to contribute to net cash inflows indefinitely. The trading rights will not be amortised until its useful life is determined to be finite. They will be tested for impairment annually and whenever there is an indication that they may be impaired.

The useful life of the trading rights is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is account for on a prospective basis.

#### Club memberships

Club memberships with indefinite useful life are stated at costs less any impairment losses. Impairments are reviewed annually or when there are any indications that the club memberships have suffered impairment loss.

## 2. 主要會計政策－續

### 預付租賃款項

於二零一九年四月一日前，預付租賃款項指收購分類為經營租賃之承租人佔用土地之固定年期權益而支付之前期付款。溢價按成本減累計攤銷及減值虧損列賬，並按租賃期以直線法攤銷至損益。自二零一九年四月一日起，該等付款乃入賬列作「使用權資產」並計入「物業及設備」。

### 無形資產

#### 交易權

交易權賦予本集團在聯交所買賣之資格。交易權並無對本集團用以賺取現金流之期間設有可預見限期。因此，本集團管理層認為，交易權具有無限可使用年期，因為預期可無限期帶來現金流入淨額。交易權將不予攤銷，直至確定其可使用年期為有限為止。交易權將會每年及於出現可能減值跡象時進行減值測試。

交易權之可使用年期會於每年檢討，以釐定無限年期評估是否持續有效。倘不再有效，則可使用年期評估由無限轉為有限之變動將按未來適用基準入賬。

#### 會籍

具無限使用年期之會籍按成本減任何減值虧損後列賬。會籍將會每年及於出現減值虧損跡象時進行檢討。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments

#### Financial assets

##### Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

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.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

##### Classification and measurement

Financial assets (except for accounts receivable without a significant financing component within HKFRS 15) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial assets. Such accounts receivable are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income ("FVOCI"); (iii) equity investment measured at FVOCI; or (iv) measured at FVPL.

## 2. 主要會計政策－續

### 金融工具

#### 金融資產

##### 確認及終止確認

金融資產於且僅於本集團成為工具合約條文之訂約方時按交易日基準確認。

金融資產於且僅於以下情況下終止確認：(i)本集團對金融資產產生之未來現金流之合約權利屆滿時或(ii)本集團轉讓金融資產及(a)本集團已轉移金融資產擁有權之絕大部分風險及回報；或(b)本集團既無轉移亦無保留該項金融資產擁有權之絕大部分風險及回報，但並無保留該項金融資產之控制權時。

倘本集團保留所轉讓金融資產擁有權之絕大部分風險及回報，本集團繼續確認金融資產。

倘本集團概無轉讓或保留擁有權之絕大部分風險及回報，並繼續控制所轉讓資產，則本集團以其持續參與程度及其可能須支付相關負債之金額為限確認金融資產。

##### 分類及計量

金融資產(並無屬於香港財務報告準則第15號範圍內之重大融資成分的應收賬項)初步按彼等公允值加收購金融資產直接應佔的交易成本(倘金融資產並無按公允值計入損益列賬)確認。相關應收賬項初步按彼等之交易價格計量。

於初次確認時，金融資產乃分類為(i)按攤銷成本計量；(ii)按公允值計入其他全面收益計量之債務投資(「按公允值計入其他全面收益」)；(iii)按公允值計入其他全面收益計量之股本投資；或(iv)按公允值計入損益計量。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### Financial assets – continued

#### Classification and measurement – continued

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

#### 1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include accounts receivable, deposits and other receivables, bank balances – client accounts and bank balances – general accounts and cash.

### 2. 主要會計政策 – 續

#### 金融工具 – 續

#### 金融資產 – 續

#### 分類及計量 – 續

金融資產分類的初步確認視乎本集團管理金融資產的業務模式以及金融資產的合約現金流量特徵而定。除非本集團改變管理金融資產的業務模式，否則金融資產不會於彼等初步確認後重新分類，在此情況下，所有受影響金融資產乃於改變業務模式後首個年報期間首日重新分類。

#### 1) 按攤銷成本計量之金融資產

倘金融資產同時達致以下條件且並無指定按公允值計入損益，則按攤銷成本計量：

- (i) 其於目標為持有金融資產以收取合約現金流量的業務模式內持有；及
- (ii) 其合約條款在指定日期產生現金流量，該現金流量僅為支付本金及未償還本金的利息。

按攤銷成本計量之金融資產其後使用實際利息法計量並須作出減值。減值、終止確認或透過攤薄過程產生的收益及虧損於損益確認。

按攤銷成本計量之金融資產包括應收賬項、按金及其他應收款項、銀行結餘 – 客戶賬戶以及銀行結餘 – 一般賬戶及現金。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments – continued

#### Financial assets – continued

##### Classification and measurement – continued

#### 2) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading and financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Group's financial assets mandatorily measured at FVPL include investments in securities.

## 2. 主要會計政策－續

### 金融工具－續

#### 金融資產－續

##### 分類及計量－續

#### 2) 按公允值計入損益的金融資產

該等投資包括並無按攤銷成本或按公允值計入其他全面收益的金融資產，包括持作買賣的金融資產及香港財務報告準則第3號適用之業務合併內的或然代價安排所產生的金融資產以及另行規定將按公允值計入損益的金融資產。彼等以公允值計值，由此產生的收益及虧損於損益確認，其中不包括就金融資產所賺取的任何股息或利息。股息或利息收入與公允值收益或虧損分開呈列。

金融資產分類為持作出售，前提為其：

- (i) 大部分獲收購以於近期出售；
- (ii) 屬合併管理之已識別金融工具組合的一部分，及有證據表明於初始確認時出現近期實際短期獲利模式；或
- (iii) 屬並非為融資擔保合約或並非為指定及有效對沖工具的衍生工具。

金融資產於初始確認時指定按公允值計入損益，前提為如此行事，方可消除或大幅減低計量資產或負債或按不同基準確認收益或虧損時以其他方式產生的計量或確認的不一致性。

本集團強制按公允值計入損益的金融資產包括證券投資。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments – continued

#### *Financial liabilities*

##### *Recognition and derecognition*

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

##### *Classification and measurement*

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include accounts payable and accrued charges and other payables. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments unless otherwise specified.

## 2. 主要會計政策－續

### 金融工具－續

#### 金融負債

##### 確認及終止確認

金融負債於且僅於本集團成為工具合約條文之訂約方時確認。

金融負債於且僅於負債消除時方終止確認，即有關合約訂明之責任獲解除、註銷或屆滿時。

##### 分類及計量

金融負債初步按公允值確認，而倘金融負債並非按公允值計入損益，則加上發行金融負債直接應佔之交易成本。

本集團之金融負債指應付賬項以及應計費用及其他應付款項。所有金融負債初步按公允值確認，其後採用實際利息法按攤銷成本計量，除非貼現影響並不重大，則按成本列賬。

##### 權益工具

權益工具乃實體資產扣除其所有負債之剩餘權益證明之任何合約。本集團發行之權益工具乃按已收所得款項（扣除直接發行成本）入賬。購回本公司自己之權益工具予以確認，並直接自權益中扣除。並無就買賣、發行或註銷本公司自己之權益工具於損益中確認收益或虧損，惟另有指明除外。

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments – continued

#### *Impairment of financial assets*

The Group recognises loss allowances for expected credit losses (“ECL”) on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

#### *Measurement of ECL*

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

## 2. 主要會計政策－續

### 金融工具－續

#### 金融資產減值

本集團確認按攤銷成本計量的金融資產的預期信貸虧損之虧損撥備（其減值要求按照香港財務報告準則第9號適用）。除下文詳述的特定處理外，於各報告期末，如金融資產的信貸風險自初步確認以來顯著增加，本集團會按等同全期預期信貸虧損的金額計量該金融資產之虧損撥備。如金融資產的信貸風險自初步確認以來無顯著增加，本集團則按等同12個月預期信貸虧損的金額計量該金融資產之虧損撥備。

#### 預期信貸虧損之計量

預期信貸虧損乃金融工具預期年期的信貸虧損（即所有現金短欠的現值）的概率加權估計。

就金融資產而言，信貸虧損為合約項下應付某實體的合約現金流量與該實體預期收取的現金流量之間的差額。

全期預期信貸虧損指金融工具預期年期所有可能的違約事件產生的預期信貸虧損，而12個月預期信貸虧損為全期預期信貸虧損的一部份，其預期源自可能在報告日期後12個月內發生的金融工具違約事件。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments – continued

#### Impairment of financial assets – continued

##### Measurement of ECL – continued

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (iv) industry of debtors
- (v) geographical location of debtors

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

##### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

## 2. 主要會計政策 – 續

### 金融工具 – 續

#### 金融資產減值 – 續

##### 預期信貸虧損之計量 – 續

倘以集體基準計量預期信貸虧損，金融工具乃依據下列一項或以上共享信貸風險特徵而組集：

- (i) 逾期資料
- (ii) 工具性質
- (iii) 抵押品性質
- (iv) 債務人所屬行業
- (v) 債務人所在地理位置

虧損撥備於各報告期末重新計量以反映初步確認以來金融工具信貸風險及虧損的變動。虧損撥備得出的變動於損益確認為減值盈虧並對金融工具賬面值作相應調整。

##### 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為歷史經驗顯示如金融工具符合以下任何一項準則，本集團或未能收回全數未償還合約金額。

- (i) 從內部所得資料或取自外部資料顯示債務人不大可能全數向其債權人支付欠款（未考慮本集團所持任何抵押品）；或
- (ii) 對方有違反財務契諾。

無論上述分析如何，本集團認為金融工具逾期超過90日已屬發生違約，除非本集團有合理及可靠資料證明較為滯後的違約準則更為適當則作別論。

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Financial instruments – continued

#### Impairment of financial assets – continued

##### Assessment of significant increase in credit risk

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

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

## 2. 主要會計政策－續

### 金融工具－續

#### 金融資產減值－續

##### 信貸風險顯著增加的評估

評估金融工具的信貸風險自初步確認以來有否顯著增加時，本集團會將截至報告日期金融工具發生違約的風險，與截至初步確認日期金融工具發生違約的風險比較。作出此評估時，本集團會同時考慮合理和可靠的定量及定性資料，包括無須付出過多成本或努力後即可獲得的歷史經驗及前瞻性資料。評估時特別會考慮以下資料：

- 債務人未能於到期日支付本金或利息款項；
- 金融工具的外部及內部信貸評級（如可掌握）有實際或預期的顯著惡化；
- 債務人的經營業績有實際或預期的顯著惡化；及
- 技術、市場或法律環境方面有實際或預期的變化而會或可能會對債務人履行其對本集團的責任有重大不利影響。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已顯著增加。

儘管有前述分析，如金融工具於報告日期被釐定為低信貸風險，本集團會假設金融風險的信貸風險自初步確認以來無顯著增加。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### *Impairment of financial assets – continued*

#### *Low credit risk*

A financial instrument is determined to have low credit risk if:

- (a) it has a low risk of default;
- (b) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (c) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

As detailed in note 6 to the consolidated financial statements, the financial instruments determined to have low credit risk includes bank balances – general accounts.

#### *Simplified approach of ECL*

For accounts receivable other than margin clients, without a significant financing component, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### 2. 主要會計政策 – 續

#### 金融工具 – 續

#### 金融資產減值 – 續

#### 低信貸風險

如有下列情況，金融工具會被釐定為低信貸風險：

- (a) 其具低違約風險；
- (b) 借款人有實力履行其近期合約現金流量責任；及
- (c) 較長遠的經濟或營商條件的不利變動可能(但不一定)會減低借款人履行其合約現金流量責任的能力。

誠如綜合財務報表附註6所詳述，釐定為低信貸風險之金融工具包括銀行結餘—一般賬戶。

#### 預期信貸虧損的簡化手法

就保證金客戶以外的應收賬項(無重大融資成分)，本集團應用簡化手法來計算預期信貸虧損。本集團根據於報告期末之全期預期信貸虧損確認虧損撥備，並已設立基於本集團過往信貸虧損經驗確立一個撥備矩陣，其已就債務人特定的前瞻性因素及經濟環境作出調整。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

**2. PRINCIPAL ACCOUNTING POLICIES  
– continued**

**Financial instruments – continued**

***Impairment of financial assets – continued***

***Credit-impaired financial asset***

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

**2. 主要會計政策－續**

**金融工具－續**

**金融資產減值－續**

**有信貸減值的金融資產**

當發生對金融資產的估計未來現金流量產生不利影響的一件或多件事件之時，該金融資產即屬有信貸減值。金融資產有信貸減值的憑證包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財困。
- (b) 違反合約，例如違約或逾期事件等。
- (c) 借款人的放款人因關乎借款人財困的經濟或合約理由，授予借款人放款人原應不會考慮授出的讓步。
- (d) 借款人可能破產或進行其他財務重組。
- (e) 金融資產因財困而失去其活躍市場。
- (f) 以大幅折扣購買或源生一項金融資產，由此反映了已產生之信貸虧損。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Financial instruments – continued

##### *Impairment of financial assets – continued*

###### *Write-off*

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

#### Convertible bonds

Convertible bonds that can be converted to equity share capital at the option of the holders, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition, the liability component of the convertible bonds is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of the fair value of the compound instruments over the amount initially recognised as the liability component is recognised as the equity component. Transactions costs that related to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of the fair value.

The liability component is subsequently carried at amortised cost. The interest expenses recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in a separate reserve until either the convertible bonds are converted or redeemed.

### 2. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產減值 – 續

###### 撇銷

本集團無合理預期可全數或部分追收金融資產的合約現金流量時，會將之撇銷。本集團有基於其追收類似資產而制定的撇銷賬面值毛額的政策。本集團預期自所撇銷金額無重大收回。然而，被撇銷金融資產仍須面對本集團考慮法律意見（如適當）的追收到期欠款程序的強制執行行動。任何後續收回於損益確認。

#### 可換股債券

倘於轉換時將予發行之股份數目及將予收取之代價價值當時並無改變，則可供持有人選擇轉換為權益股本之可換股債券會作為附有負債部分及權益部分之複合金融工具入賬。

於初步確認時，可換股債券之負債部分按未來利息及本金款項之現值計算，而未來利息及本金款項之現值是以無轉換權之類似負債於初步確認時適用之市場利率貼現計算。任何超過初步確認為負債部分之複合工具公允價值部分確認為權益部分。與發行複合金融工具相關之交易成本按公允價值之分配比例分配到負債及權益部分。

負債部分隨後按攤銷成本列賬。於損益內確認之負債部分利息支出按實際利率法計算。權益部分於獨立之儲備中確認，直到可換股債券獲轉換或贖回為止。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Convertible bonds – continued

If the convertible bonds are converted, the amount previously recognised in equity, together with the carrying amount of the liability component at the time of conversion, are transferred to share capital and share premium as consideration for the shares issued.

If the convertible bonds are redeemed, any difference between the redemption consideration allocated to the liability component and the net carrying amount of the liability component is recognised in profit or loss while the amount previously recognised in equity and the redemption consideration allocated to the equity component are recognised or transferred directly to accumulated profits or losses.

### Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For classification in the consolidated statement of financial position, cash equivalents represent assets similar in nature to cash and which are not restricted as to use.

### Revenue recognition

#### Dividend income

Dividend income from financial assets is recognised when the Group's rights to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

#### Revenue from contracts with customers within HKFRS 15

##### Nature of goods or services

The nature of the goods or services provided by the Group is as follows:

- (a) Broking services
- (b) Corporate finance services

## 2. 主要會計政策－續

### 可換股債券－續

倘可換股債券獲轉換，則先前於權益中確認之金額及該負債部分於轉換時之賬面值會轉入股本及股份溢價，作為已發行股份之代價。

倘可換股債券獲贖回，則分配至負債部份之贖回代價與負債部分賬面淨值間之任何差額會於損益中確認，而先前於權益中確認之金額及分配至權益部份之贖回代價予以確認或直接轉撥至累計損益中。

### 現金等值項目

就綜合現金流量表而言，現金等值項目指可隨時轉換為已知金額現金，且價值變動風險不大之短期高流動性投資。就綜合財務狀況表之分類而言，現金等值項目指與現金性質相似且用途無限制之資產。

### 收益確認

#### 股息收入

當本集團收取股息的權利獲確立後，來自金融資產的股息收入乃被確認，即股息相關經濟利益很有可能流向本集團，且股息金額能被可靠計量。投資之股息收入於股東收取款項之權利確立時確認。

#### 香港財務報告準則第15號範圍內適用之客戶合約收益

##### 貨品或服務的性質

本集團所提供貨品或服務的性質如下：

- (a) 經紀服務
- (b) 企業融資服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Revenue recognition – continued

#### *Revenue from contracts with customers within HKFRS 15 – continued*

##### *Identification of performance obligations*

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

## 2. 主要會計政策 – 續

### 收益確認 – 續

#### *香港財務報告準則第15號範圍內適用之客戶合約收益 – 續*

##### *識別履約責任*

於合約開始時，本集團會評估與客戶所訂合約中承諾的貨品或服務，並識別為各承諾轉移給客戶已下兩者之一的履約責任：

- (a) 明確的貨品或服務（或一套貨品或服務）；或
- (b) 連串明確的貨品或服務，大致相同且轉移給客戶的模式相同。

如同時符合以下準則，則承諾給客戶的貨品或服務謂之明確：

- (a) 客戶自身或連同其他可隨時利用的資源受惠於貨品或服務（即貨品或服務謂之明確）；及
- (b) 本集團轉移給客戶貨品或服務的承諾可與合約中其他承諾分開識別（即轉移貨品或服務就合約文本而言謂之明確）。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

**2. PRINCIPAL ACCOUNTING POLICIES**  
**– continued**

**Revenue recognition – continued**

**Revenue from contracts with customers within HKFRS 15**  
**– continued**

*Timing of revenue recognition*

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

**2. 主要會計政策 – 續**

**收益確認 – 續**

**香港財務報告準則第15號範圍內適用**  
**之客戶合約收益 – 續**

*收益確認的時間性*

收益當(或如)本集團藉轉移所承諾貨品或服務(即資產)給客戶而達致履約責任時確認。資產當(或如)客戶取得其控制權時謂之轉移。

如符合以下其中一項準則,本集團隨時間轉移貨品或服務的控制權,故達致履約責任並隨時間確認收益:

- (a) 客戶於本集團履約時同時接受及使用本集團履約所提供的利益;
- (b) 本集團履約創造或提昇客戶於資產被創造或提昇時所控制的資產(如在建工程);或
- (c) 本集團履約時並無創造對本集團而言具替代用途的資產,且本集團對迄今完成的履約付款具有可強制執行權利。

如履約責任不隨時間達致,本集團於客戶取得所承諾資產的控制權時於某個時間點達致履約責任。釐定轉移何時發生時,本集團會考慮控制權概念及諸如法定業權、實質管有、付款權、資產所有權的重大風險與酬報及客戶認受等指標。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Revenue recognition – continued

#### *Revenue from contracts with customers within HKFRS 15 – continued*

#### *Timing of revenue recognition – continued*

Revenue is recognised on the following bases:

- Commission income for broking business is recorded as income at a point in time on a trade date basis;
- Underwriting commission income, sub-underwriting income, placing commission and sub-placing commission are recognised as income at a point in time in accordance with the terms of the underlying agreement or deal mandate when relevant significant act has been completed;
- Proof of funds commission and clearing and handling fee income are recognised at a point in time when the relevant transactions have been arranged or the relevant services have been rendered;
- Advisory fee income is recognised over time when the relevant transactions have been arranged or the relevant services have been rendered; and
- Management fee is recognised over time when the relevant services have been rendered.

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the output method (i.e. based on the direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

## 2. 主要會計政策 – 續

### 收益確認 – 續

#### *香港財務報告準則第15號範圍內適用之客戶合約收益 – 續*

#### *收益確認的時間性 – 續*

收益以下列基準確認：

- 經紀業務之佣金收入於交易日記作收入；
- 包銷佣金收入、分包銷佣金收入、配售佣金及配售分銷佣金，乃於有關重要行動完成時按照相關協議或交易授權之條款確認為收入；
- 顧問、資金證明佣金以及結算及手續費收入於安排有關交易或提供有關服務時確認；
- 來自金融資產之利息收入乃參考尚餘本金並以適用實際利率按時間基準確認；及
- 管理費收入於提供相關服務時確認。

就香港財務報告準則第15號項下隨時間確認的收益，倘履約責任的結果可合理地計量，本集團應用輸出法（即直接計量至今已轉移給客戶的貨品或服務的價值相對合約下所承諾剩餘貨品或服務）以計量達致履約責任的完成進度，因為此法提供有關本集團履約的忠實描述及本集團應用此法可掌握的可靠資料。否則，收益僅確認至所招致成本的程度，直至可合理地計量履約責任的結果為止。

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Revenue recognition – continued

#### Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

#### Foreign currency translation

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

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property and equipment, intangible assets and the Company's investments in subsidiaries may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

## 2. 主要會計政策－續

### 收益確認－續

#### 利息收入

金融資產之利息收入以實際利率法確認。就按攤銷成本計量而無信貸減值的金融資產，實際利率應用於資產的賬面總額，如屬有信貸減值的金融資產則應用於攤銷成本（即賬面總額減去虧損撥備）。

#### 外幣換算

本集團各實體之財務報表所列項目乃按實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元亦為本公司功能貨幣。

外幣交易均按交易當日之現行匯率換算為功能貨幣。因該等交易結算及按期末匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於損益中確認。

#### 非金融資產之減值

於各報告期末，本集團會檢討內部及外部資料，以評定是否有任何跡象顯示其物業及設備、無形資產及本公司於附屬公司之投資可能出現減值虧損，或之前確認之減值虧損是否已不再存在或可能減少。若出現任何有關跡象，將會根據資產之公允值減出售成本與使用價值（以較高者為準）估計資產之可收回金額。如未能估計個別資產之可收回金額，則本集團會估計能獨立產生現金流量之最小組別資產（即創現單位）之可收回金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Impairment of non-financial assets – continued

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as an income in profit or loss immediately.

### Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

### Leases

#### *Applicable from 1 April 2019*

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

#### *As lessee*

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term. All the leases in the Group are either short-term lease or low-value asset leases.

## 2. 主要會計政策 – 續

### 非金融資產之減值 – 續

倘估計資產或創現單位之可收回金額將低於其賬面值，則資產或創現單位之賬面值會下調至其可收回金額。減值虧損即時於損益內確認為開支。

所撥回之減值虧損以資產或創現單位在以往年度並無確認減值虧損而原應釐定之賬面值為限。減值虧損撥回即時於損益中確認為收入。

### 借貸成本

收購、建造或生產合資格資產（即需要一段頗長時間始能達致其擬定用途或出售之資產）之直接應佔借貸成本，在扣除特定借貸之暫時性投資收益後，均作資本化並作為該等資產成本之一部分。當資產大體上可作其擬定用途或出售時，該等借貸成本將會停止資本化。所有其他借貸成本均列作為發生期間之費用。

### 租賃

#### *自二零一九年四月一日起適用*

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

#### *作為承租人*

本集團對短期租賃及低值資產租賃應用確認豁免。與該等租賃相關的租賃付款以直線法於租賃期內確認為開支。本集團的所有租賃均為短期租賃或低值資產租賃。

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Leases – continued

#### *Applicable before 1 April 2019*

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.

#### *As lessee*

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the terms of the relevant lease.

Lease incentives are recognised in profit or loss as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

### Employee benefits

#### *Short term employee benefits*

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

#### *Retirement benefit costs*

Payment to defined contribution retirement benefit scheme and the Mandatory Provident Fund Scheme are recognised as expenses when employees have rendered service entitling them to the contributions.

#### *Long service payments*

The Group's net obligation in respect of long service payments under the Employment Ordinance is the amounts of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated using the projected unit credit method and discounted to its present value and after deducting the fair value of any related assets, including those retirement scheme benefits.

## 2. 主要會計政策－續

### 租賃－續

#### *於二零一九年四月一日前適用*

租賃條款將擁有權之絕大部分風險及回報轉讓予承租人之租賃，均分類為融資租賃。所有其他租賃均分類為經營租賃。

#### *作為承租人*

根據經營租賃應付之租金於相關租賃年內以直線法在損益中扣除。

租賃優惠於損益中確認為就使用租賃資產協定之淨代價一部分。或然租金於產生之會計期間內確認為開支。

### 僱員福利

#### *短期僱員福利*

薪金、年度花紅、有薪年假及非現金福利成本乃於僱員提供相關服務之年度累計。

#### *退休福利成本*

向定額退休福利計劃及強積金計劃作出之付款於僱員提供服務而可享有該等供款時作為開支扣除。

#### *長期服務金*

根據僱傭條例，本集團就長期服務金之責任淨額為僱員於本期間及過往期間就彼等之服務所賺取日後利益款額。此責任乃使用預計單位貸記法計算及貼現至現值，並經扣除任何有關資產之公允值（包括該等退休計劃福利）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Share-based payment transactions

#### *Equity-settled share-based transactions*

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares.

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period or is recognised as an expense in full at the grant date when share options granted vest immediately, with a corresponding increase in equity.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits/accumulated losses.

Equity-settled share-based payment transactions with parties other than employees are measured at fair value of the goods or services received, except where the fair value cannot be reliably estimated, in which case they are measured at fair value of the equity instruments granted. In all cases, the fair value is measured at the date the Group obtains the goods or the counterparty renders the services.

### Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

## 2. 主要會計政策－續

### 以股份支付交易

#### 以權益結算以股份支付交易

本集團之僱員(包括董事)按以股份支付交易形式收取報酬,據此僱員以提供服務交換股份或涉及股份之權利。

已接獲服務之公允值參考於授出日期所授出購股權之公允值而釐定,並以直線法於歸屬期內支銷,又或倘授出之購股權乃即時歸屬,則於授出日期全數支銷,並相應增加權益。

於購股權獲行使時,以往於購股權儲備確認之款項將撥入股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使,則先前於購股權儲備確認之金額將轉撥至保留溢利/累計虧損。

與非僱員人士進行以權益結算以股份支付交易按所收取商品或服務之公允值計量,惟在公允值無法可靠估計之情況下按所授權益工具之公允值計量。在所有情況下,公允值會於本集團取得商品或交易對手提供服務當日計量。

### 稅項

即期所得稅支出乃根據期內業績計算,並就毋須課稅或不可扣減項目作出調整。計算時所使用之稅率為於各報告期末已頒行或實際上已頒行之稅率。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Taxation – continued

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group.

## 2. 主要會計政策－續

### 稅項－續

遞延稅項乃就資產及負債之稅基與其於綜合財務報表內所示之賬面值於各報告期末之所有暫時性差額，採用負債法計提撥備。然而，初步確認商譽或一項交易（業務合併除外）中之其他資產或負債所產生之任何遞延稅項，倘其於交易時不影響會計溢利或應課稅溢利或虧損，則不會確認。

遞延稅項資產及負債乃根據於各報告期末已頒行或實際上已頒行之稅率及稅法，按收回資產或清還負債之期間預期適用之稅率計量。

倘可能有未來應課稅溢利可用作抵銷可扣減暫時性差額、稅項虧損及抵免，則會確認遞延稅項資產。

遞延稅項乃就於附屬公司之投資產生之暫時性差額計提撥備，惟暫時性差額撥回之時間由本集團控制及暫時性差額於可見將來很可能不會被撥回則除外。

### 關連人士

關連人士為與本集團有關聯之人士或實體，定義如下：

- (a) 倘一名人士符合以下條件，該名人士或其近親即為與本集團有關聯：
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團主要管理人員。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 2. PRINCIPAL ACCOUNTING POLICIES – continued

#### Related parties – continued

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

- (i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) both entities are joint ventures of the same third party.
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) the entity is controlled or jointly controlled by a person identified in (a).
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

### 2. 主要會計政策 – 續

#### 關連人士 – 續

(b) 倘一間實體符合以下任何條件，其即為與本集團有關聯：

- (i) 該實體與本集團為同一集團之成員公司（即各控股公司、附屬公司及同系附屬公司彼此互有關聯）。
- (ii) 其中一間實體為另一間實體之聯營公司或合營企業（或其中一間實體為另一間實體所屬集團成員公司之聯營公司或合營企業）。
- (iii) 兩間實體均為同一第三方之合營企業。
- (iv) 其中一間實體為一名第三方之合營企業，而另一間實體為該第三方之聯營公司。
- (v) 該實體乃為本集團或與本集團有關聯之實體之僱員福利而設之退休福利計劃。倘本集團本身為該計劃，提供資助之僱主亦為與本集團有關聯。
- (vi) 該實體為受(a)段所識別人士控制或共同控制。
- (vii) (a)(i)段所識別並對實體有重大影響力或為該實體（或該實體控股公司）主要管理人員之人士。
- (viii) 向本集團提供主要管理人員服務之實體或其所屬集團之任何成員公司。

截至二零二零年三月三十一日止年度  
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## 2. PRINCIPAL ACCOUNTING POLICIES – continued

### Related parties – continued

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

### Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker, who is the board of directors of the Company, for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business.

Individual 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.

## 2. 主要會計政策－續

### 關連人士－續

一名人士之近親指可於該人士與實體進行交易時，預期可能會影響該名人士或受該名人士影響之家庭成員，包括：

- (a) 該名人士之子女及配偶或同居伴侶；
- (b) 該名人士配偶或同居伴侶之子女；及
- (c) 該名人士或該名人士配偶或同居伴侶之受養人。

於關連人士之定義中，聯營公司包括該聯營公司之附屬公司，而合營企業包括該合營企業之附屬公司。

### 分部報告

綜合財務報表內所呈報之經營分部及各分部項目之金額，與定期就本集團各業務線之資源分配及表現評估而向本集團主要營運決策者（即本公司董事會）提供之財務資料一致。

就財務報告而言，個別重大之經營分部不會彙集計算，惟擁有類似經濟特徵及在產品及服務性質、生產過程性質、客戶類別或種類、分銷產品或提供服務之方法以及監管環境性質方面類似之分部除外。個別不重大之經營分部倘具備大部分該等特質，亦可以彙集計算。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 3. FUTURE CHANGES IN HKFRSs

At the date of authorisation of the consolidated financial statements, the HKICPA has issued the following new / revised HKFRSs that are relevant to the Group and are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKASs 1 and 8	Definition of Material <sup>(1)</sup>
Amendments to HKAS 39, HKFRSs 7 and 9	Interest Rate Benchmark Reform <sup>(1)</sup>
Amendments to HKFRS 3	Definition of a Business <sup>(2)</sup>
Amendments to HKFRS 16	Covid-19-Related Rent Concessions <sup>(3)</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(4)</sup>

- <sup>(1)</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>(2)</sup> Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020
- <sup>(3)</sup> Effective for annual periods beginning on or after 1 June 2020
- <sup>(4)</sup> The effective date to be determined

The directors do not anticipate that the adoption of these new / revised HKFRSs in future periods will have any material impact on the result of the Group.

### 3. 香港財務報告準則之未來變動

於綜合財務報表獲批准之日，香港會計師公會已頒佈以下與本集團有關及於本年度尚未生效（本集團未有提前採納）之新訂／經修訂香港財務報告準則。

香港會計準則第1號及第8號之修訂	重要性之定義 <sup>(1)</sup>
香港會計準則第39號、香港財務報告準則第7號及第9號之修訂	利率基準改革 <sup>(1)</sup>
香港財務報告準則第3號之修訂	業務之定義 <sup>(2)</sup>
香港財務報告準則第16號之修訂	2019冠狀病毒病相關租金寬免 <sup>(3)</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或出繳 <sup>(4)</sup>

- <sup>(1)</sup> 於二零二零年一月一日或其後開始之年度期間生效
- <sup>(2)</sup> 對二零二零年一月一日或之後開始的首個年度期間開始或之後的收購生效
- <sup>(3)</sup> 於二零二零年六月一日或其後開始之年度期間生效
- <sup>(4)</sup> 生效日期待定

董事預期於未來期間採納此等新訂／經修訂香港財務報告準則將不會對本集團業績產生任何重大影響。

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

##### Key sources of estimation uncertainty

###### *Loss allowance for ECL*

The Group's management estimates the loss allowance for financial assets at amortised cost including accounts receivable by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, recoverable amount of securities collateral, past collection history of borrowers, concentration risk of borrowers, the Group's actual loss experience, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of the financial assets at amortised cost. Details of the key assumption and inputs used in estimating ECL are set out in note 6 to the consolidated financial statements.

###### *Tax provision and tax losses*

At the end of the reporting period, no deferred tax asset has been recognised in respect of certain tax losses of approximately HK\$20,657,000 (2019: HK\$26,380,000) as the realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future.

#### 4. 關鍵會計估計及判斷

管理層於編製綜合財務報表時會作出關於未來之估計及假設以及判斷。有關估計、假設及判斷會影響本集團會計政策之應用、資產、負債、收入及開支之呈報金額以及所作出之披露。管理層會持續根據經驗及相關因素(包括在各種情況下認為對未來事件作出之合理預期)對有關估計、假設及判斷作出評估。於適用時,會計估計之修訂會於作出修訂之期間及未來期間(如有關修訂同時影響未來期間)確認。

##### 估計不確定因素之主要來源

###### 預期信貸虧損之虧損撥備

本集團管理層通過使用個種輸入數據及假設(包括違約風險及預期虧損率)而估計按攤銷成本計量的金融資產的虧損撥備,該等資產包括應收賬項。該估計涉及高度不確定性,乃基於本集團的歷史資料、證券抵押品的可收回金額、過往對借款人的追收記錄、借款人的信貸集中風險、本集團的實際損失經驗、現有市況乃至於各報告期末的前瞻性估計而進行。倘預期與原有估計不同,其差異將影響按攤銷成本計量的金融資產賬面值。估計預期信貸虧損所用主要假設及輸入數據的詳情載於綜合財務報表附註6。

###### 稅項撥備及稅項虧損

於報告期末,並無就約20,657,000港元(二零一九年:26,380,000港元)之若干稅項虧損確認遞延稅項資產,原因為遞延稅項資產之變現主要視乎是否有足夠未來溢利或將來可供利用的應課稅暫時差異而定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – continued

##### Key sources of estimation uncertainty – continued

##### *Revaluation of buildings*

The Group's buildings with carrying amount of approximately HK\$37,750,000 (2019: HK\$37,980,000) are stated at revalued amount based on the valuation carried out by an independent professional valuer with reference to recent market transaction prices at the end of reporting period and/or market rental value for similar properties at similar locations, adjusted for certain estimates of market conditions.

In determining the fair value of the buildings, the valuer has based on a method of valuation which involves, inter alia, sales price of comparable properties in close proximity adjusted for differences in key valuation attributes, such as size and age. In relying on the valuation report, management has exercised their judgement and is satisfied that the method of valuation is reflective of the current market conditions as at the end of each reporting period. Particulars of the buildings of the Group are set out in note 18 to the consolidated financial statements.

#### 4. 關鍵會計估計及判斷－續

##### 估計不確定因素之主要來源－續

##### *樓宇重估*

本集團賬面值約為37,750,000港元(二零一九年：37,980,000港港元)之樓宇按重估金額列賬，重估金額乃根據由獨立專業估值師進行之估值得出，當中參考報告期末的近期市場交易價格及／或位於相若地點之類似物業的市場租賃價值，並根據市況的若干估計進行調整。

於釐定樓宇之公允值時，估值師以估值方法為依據，當中涉及(其中包括)鄰近之可比對物業之銷售價格會因應關鍵估值屬性上之差異，例如尺寸和樓齡，作出調整。依賴估值報告時，管理層已行使其判斷，並信納估值方法能夠反映於各報告期末之現時市況。有關本集團樓宇之詳情載於綜合財務報表附註18。

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### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, when applicable, and equity attributable to owners of the Company, comprising issued share capital as disclosed in note 31 to the consolidated financial statements and reserves as disclosed in the consolidated statement of changes in equity. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt. The Group's overall strategy remains unchanged throughout the year.

Certain group entities are regulated by the Hong Kong Securities and Futures Commission (the "SFC") and are required to comply with the financial resources requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R"). The Group's regulated entities are subject to minimum paid-up share capital requirements and liquid capital requirements under the SF(FR)R. Management closely monitors, on a daily basis, the liquid capital level of these entities to ensure compliance with the minimum liquid capital requirements under the SF(FR)R. The Group's regulated entities have complied with the capital requirements imposed by the SF(FR)R throughout the years ended 31 March 2020 and 2019.

### 5. 資本風險管理

本集團管理其資本，以確保本集團之實體將能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團之資本架構包括債務（如適用）及本公司擁有人應佔權益（包含綜合財務報表附註31披露之已發行股本，以及綜合權益變動表披露之儲備）。管理層考慮資金成本及各類資本之相關風險，從而檢討資本架構。有鑑於此，本集團將透過派付股息、發行新股以及發行新債務或贖回現有債務而平衡整體資本架構。年內，本集團之整體策略維持不變。

集團若干實體受到香港證券及期貨事務監察委員會（「證監會」）所規管，根據香港證券及期貨（財政資源）規則需要遵守財政資源規定。本集團受規管實體須遵守證券及期貨（財政資源）規則下的最低繳足股本規定及速動資金規定。管理層每日密切注視該等實體之速動資金水平，確保遵守證券及期貨（財政資源）規則下的最低速動資金規定。本集團受規管實體於截至二零二零年及二零一九年三月三十一日止年度內一直遵守證券及期貨（財政資源）規則之資金規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

Financial assets	金融資產
Financial assets at FVPL	按公允值計入損益之 金融資產
Amortised cost	按攤銷成本
<b>Financial liabilities</b>	<b>金融負債</b>
Amortised cost	按攤銷成本

Notes:

- (a) Financial assets at amortised cost include accounts receivable, deposits and other receivables (excluding prepayments), bank balances – client accounts and bank balances – general accounts and cash.
- (b) Financial liabilities at amortised cost include accounts payable, accrued charges and other payables and liability component of convertible bonds.

Financial risk management objectives and policies

The Group's major financial instruments include investments in securities, accounts receivable, deposits and other receivables, bank balances and cash, accounts payable and accrued charges and other payables. Details of these financial instruments are disclosed in respective notes to the consolidated financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

6. 金融工具

各類金融工具

Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(a)	104 4,278,104	170 5,274,880
(b)	(483,849)	(1,438,170)

附註：

- (a) 按攤銷成本計量之金融資產包括應收賬項、按金及其他應收款項（不包括預付款項）、銀行結餘—客戶賬戶以及銀行結餘—一般賬戶及現金。
- (b) 按攤銷成本計量之金融負債包括應付賬項、應計費用及其他應付款項以及可換股債券之負債部份。

財務風險管理目標及政策

本集團之主要金融工具包括證券投資、應收賬項、按金及其他應收款項、銀行結餘及現金、應付賬項以及應計費用及其他應付款項。此等金融工具之詳情於綜合財務報表之有關附註披露。此等金融工具所附帶之風險以及減低有關風險之政策載列如下。管理層致力管控此等風險，確保適時並有效地推行適當措施。

截至二零二零年三月三十一日止年度  
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## 6. FINANCIAL INSTRUMENTS – continued

### Financial risk management objectives and policies – continued

#### Market risk

Market risk can be described as the risk of change in fair value of a financial instrument due to changes in interest rates, equity prices or foreign currency exchange rates.

#### Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

#### Sensitivity analysis

The management considers that the Group's exposure to cash flow interest rate risk on variable-rate bank balances as a result of the change of market interest rate is insignificant due to low interest rates on bank balances at the end of the reporting period, thus no sensitivity analysis is prepared for cash flow interest rate risk.

#### Equity price risk

The Group is exposed to equity price risk through its investments in listed equity securities which classified as financial asset at FVPL. The directors of the Company manage the exposure by closely monitoring the portfolio of these financial instruments. The fair value of these financial instruments will be affected either positively or negatively, amongst others, by the changes in the closing market prices of the relevant listed equity securities.

#### Sensitivity analysis

No sensitivity analysis has been prepared as the directors of the Company consider the price risk is not significant.

#### Currency risk

In the opinion of the directors of the Company, the currency risk exposure is not significant as most of the transactions and financial assets and liabilities of the group entities are denominated in the functional currencies of the respective entities. Accordingly, no sensitivity analysis has been presented on the currency risk.

## 6. 金融工具－續

### 財務風險管理目標及政策－續

#### 市場風險

市場風險是指利率、股本價格或外幣匯率之變動令一項金融工具之公允值改變的風險。

#### 利率風險

本集團因可變利率銀行結餘而面對現金流利率風險。本集團目前並無利率對沖政策。然而，管理層監察利率風險，並將於有需要時考慮對沖重大利率風險。

#### 敏感度分析

管理層認為，由於報告期末銀行結餘的利率偏低，本集團因市場利率變動而產生的可變利率銀行結餘現金流量利率風險不大，因此並無就現金流量利率風險作出敏感度分析。

#### 股本價格風險

本集團投資於上市股本證券（分類為按公允值計入損益之金融資產），因而面對股本價格風險。本公司董事密切注視此等金融工具的組合，從而管控相關風險。此等金融工具的公允值將因為（其中包括）相關上市股本證券的收市價之變動而受到正面或負面影響。

#### 敏感度分析

由於本公司董事認為價格風險並不重大，因此並無呈列敏感度分析。

#### 貨幣風險

本公司董事認為，由於集團實體之大部分交易與金融資產及負債是以有關實體之功能貨幣計值，故並無面對重大貨幣風險。因此，並無就貨幣風險呈列敏感度分析。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 6. FINANCIAL INSTRUMENTS – continued

### Financial risk management objectives and policies – continued

#### *Credit risk*

The carrying amount of financial assets recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk.

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 arises from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group exposes to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment allowances are made for losses that are expected at the end of the reporting period. Significant changes in the economy or environment of a particular industry segment could result in losses that are different from those provided for at the end of the reporting period. Management therefore carefully manages its exposure to credit risk. The Group's internal credit risk grading assessment for financial assets except for accounts receivable under HKFRS 15 compiled as the following categories:

## 6. 金融工具－續

### 財務風險管理目標及政策－續

#### *信貸風險*

綜合財務狀況表之已確認金融資產的賬面值為扣除減值虧損並代表本集團面對的信貸風險敞口。

因交易對方未能履行責任而可為本集團帶來財務虧損之本集團最大信貸風險，乃來自綜合財務狀況表所列各項金融資產之賬面值。

本集團面對信貸風險，該風險指交易對方於到期時未能支付全數。倘於報告期末預期將錄得虧損，本集團會就此作減值撥備。經濟或某一行業分部之環境如有重大變動，可使產生之虧損與報告期末已作撥備者不同。因此，管理層審慎管控信貸風險。根據香港財務報告準則第15號，本集團對金融資產（除應收賬項外）之內部信貸評級評估乃按以下類別編製：

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Credit risk – continued

Internal credit rating 內部信貸評級	Description 描述	ECL treatment 預期信貸虧損之處理方法
Performing 履約中	The balances that have not had a significant increase in credit risk and 12-month ECL will be recognised 有關結餘之信貸風險並無顯著增加並將確認12個月預期信貸虧損	12-month (Normal Credit Quality) 12個月(正常信貸質素)
Underperforming 履約情況欠佳	The balances that have had a significant increase in credit risk and for which the lifetime ECL will be recognised 有關結餘之信貸風險顯著增加並將確認全期預期信貸虧損	Lifetime (Significant increase in Credit Risk) 全期(信貸風險顯著增加)
Not performing 不履約	The balances that have objective evidence of impairment and for which the lifetime ECL will be recognised 有關結餘出現客觀減值憑證並將確認全期預期信貸虧損	Lifetime (Credit-impaired) 全期(已信貸減值)
Write-off 撇銷	The balances that have evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有關結餘出現憑證顯示債務人處於嚴重財政困難而本集團實際上並無收回款項之前景	Amount is written off 金額予以撇銷

6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6. FINANCIAL INSTRUMENTS – continued

#### Financial risk management objectives and policies – continued

##### *Credit risk – continued*

##### *Accounts receivable from margin clients*

The Group provides financing services only to recognised and creditworthy third parties. It is the Group's policy that all these margin clients are subject to credit verification procedures. The margin loans are secured by pledged marketable securities and margin facilities are set to ensure that certain proportion of the fair value of pledged marketable securities of the individual margin clients is higher than the corresponding outstanding loans.

The Group has concentration of credit risk as 58% (2019: 44%) of the total accounts receivable from margin clients was due from the Group's ten largest margin clients.

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

The Group's customer base consists of a wide range of clients and the accounts receivable from margin clients are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms.

In estimating the ECL and in determining whether there is a significant increase in credit risk since initial recognition, whether the financial asset is credit-impaired and the amount of loss given default, the Group has taken into account the credit quality of margin clients, the collateral to account receivable balances ratio, amount of margin shortfall of margin clients and pledged marketable securities and adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. There was no change in the estimation techniques or methodology made during the year.

### 6. 金融工具－續

#### 財務風險管理目標及政策－續

##### *信貸風險－續*

##### *應收保證金客戶賬項*

本集團僅向認可且信譽卓著的第三方提供融資服務。本集團的政策是所有該等保證金客戶均須接受信貸核實程序。保證金貸款乃以已質押有價證券作抵押並設定保證金融通額以確保個別保證金客戶的已質押有價證券公允值的若干比例高於相應未償還貸款。

由於應收保證金客戶賬項總額的58% (二零一九年：44%) 是應收本集團十大保證金客戶之款項，本集團面對信貸集中風險之情況。

鑑於證券保證金融資業務之性質，本公司董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

本集團的客戶基礎由廣大客戶組成而來自保證金客戶的應收賬項以共有風險特徵分類，該等特徵可代表客戶按照合約條款支付所有到期欠款的能力。

估計預期信貸虧損及釐定自初始確認以來信貸風險有否顯著增加、金融資產是否有信貸減值及債務違約損失率之金額時，本集團會考慮保證金客戶的信貸質素、抵押品相對應收賬項結餘比率、保證金客戶之保證金短欠金額及已質押有價證券，並就債務人特定前瞻性因素及一般經濟條件作出調整，以估計該等金融資產的違約概率，乃至各情況下違約的損失。年內所作估計技巧或方法並無改變。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Credit risk – continued

Accounts receivable from margin clients – continued

The Group has established a margin client credit risk classification system and performs credit risk management based on margin client classification in one of three categories of internal credit rating. The information about the ECL for the accounts receivable from margin clients at the end of the reporting period is summarised below. After considering the above factors, net impairment loss of approximately HK\$110,907,000 (2019: HK\$20,085,000) was recognised during the year.

At 31 March 2020

Internal credit rating 內部信貸評級		Basis of ECL 預期信貸虧損基準		Gross carrying	Loss
				amount	allowance
				總賬面值	虧損撥備
				HK\$'000	HK\$'000
				千港元	千港元
Performing	履約中	12-month	12個月	3,400,141	16,408
Underperforming	履約情況欠佳	Lifetime	全期	104,030	7,822
Not performing	不履約	Lifetime	全期	188,123	124,088
				<b>3,692,294</b>	<b>148,318</b>

At 31 March 2019

Internal credit rating 內部信貸評級		Basis of ECL 預期信貸虧損基準		Gross carrying	Loss
				amount	allowance
				總賬面值	虧損撥備
				HK\$'000	HK\$'000
				千港元	千港元
Performing	履約中	12-month	12個月	3,647,664	17,702
Underperforming	履約情況欠佳	Lifetime	全期	53,167	3,795
Not performing	不履約	Lifetime	全期	31,732	15,914
				<b>3,732,563</b>	<b>37,411</b>

6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

應收保證金客戶賬項－續

本集團已建立保證金客戶信貸風險分類系統，並根據保證金客戶分類（為在三類內部信貸評級中的其中一類）進行信貸風險管理。於報告期末之應收保證金客戶賬項的預期信貸虧損資料概述如下。經考慮上述因素後，年內已確認減值虧損淨額約110,907,000港元（二零一九年：20,085,000港元）。

於二零二零年三月三十一日

Internal credit rating 內部信貸評級		Basis of ECL 預期信貸虧損基準		Gross carrying	Loss
				amount	allowance
				總賬面值	虧損撥備
				HK\$'000	HK\$'000
				千港元	千港元
Performing	履約中	12-month	12個月	3,400,141	16,408
Underperforming	履約情況欠佳	Lifetime	全期	104,030	7,822
Not performing	不履約	Lifetime	全期	188,123	124,088
				<b>3,692,294</b>	<b>148,318</b>

於二零一九年三月三十一日

Internal credit rating 內部信貸評級		Basis of ECL 預期信貸虧損基準		Gross carrying	Loss
				amount	allowance
				總賬面值	虧損撥備
				HK\$'000	HK\$'000
				千港元	千港元
Performing	履約中	12-month	12個月	3,647,664	17,702
Underperforming	履約情況欠佳	Lifetime	全期	53,167	3,795
Not performing	不履約	Lifetime	全期	31,732	15,914
				<b>3,732,563</b>	<b>37,411</b>

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 6. FINANCIAL INSTRUMENTS – continued

#### Financial risk management objectives and policies – continued

##### Credit risk – continued

##### Accounts receivable from margin clients – continued

At 31 March 2020, the Group recognised loss allowance of approximately HK\$148,318,000 (2019: HK\$37,411,000) on its accounts receivable from margin clients. The movement in the loss allowance for accounts receivable from margin clients during the year is summarised below.

**Year ended 31 March 2020**

		12-month ECL 12個月 預期信貸 虧損	Lifetime ECL		Total
		Performing	Under- performing	Not performing	
		履約中 HK\$'000 千港元	情況欠佳 HK\$'000 千港元	不履約 HK\$'000 千港元	總計 HK\$'000 千港元
At the beginning of the reporting period	於報告期初	17,702	3,795	15,914	37,411
(Decrease) Increase in allowance	(減少) 增加撥備	(1,294)	4,027	108,174	110,907
At the end of the reporting period	於報告期末	<b>16,408</b>	<b>7,822</b>	<b>124,088</b>	<b>148,318</b>

### 6. 金融工具－續

#### 財務風險管理目標及政策－續

##### 信貸風險－續

##### 應收保證金客戶賬項－續

於二零二零年三月三十一日，本集團就應收保證金客戶賬項確認虧損撥備約148,318,000港元（二零一九年：37,411,000港元）。年內應收保證金客戶賬項的虧損撥備變動概述如下。

**截至二零二零年三月三十一日止年度**

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Credit risk – continued

Accounts receivable from margin clients – continued

Year ended 31 March 2019

### 6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

應收保證金客戶賬項－續

截至二零一九年三月三十一日止年度

		12-month ECL		Lifetime ECL		Total
		12個月 預期信貸 虧損	Under- performing 履約 情況欠佳	Not performing 不履約	Total	
		Performing 履約中 HK\$'000 千港元	Under- performing 履約 情況欠佳 HK\$'000 千港元	Not performing 不履約 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At the beginning of the reporting period, as restated	於報告期初，經重列	15,902	2,243	20	18,165	
Increase in allowance	增加撥備	1,800	1,552	16,733	20,085	
Amount written off	撇銷金額	–	–	(839)	(839)	
At the end of the reporting period	於報告期末	17,702	3,795	15,914	37,411	

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 6. FINANCIAL INSTRUMENTS – continued

**Financial risk management objectives and policies**  
– continued

*Credit risk – continued*

*Accounts receivable from margin clients – continued*

The following significant changes in the gross carrying amounts of the balances contributed to the increase in the loss allowance during the year:

- (i) Increase in loss given default rate due to the increase in shortfall portion of margin loans which are not fully secured amounted to approximately HK\$186,762,000 (2019: HK\$34,553,000); and
- (ii) Additional loss allowance of approximately HK\$89,556,000 (2019: HK\$15,838,000) as a result of difficulties on repayment by accounts receivable from margin clients.

The Group has pledged securities as collateral amounted to approximately HK\$48,634,000 (2019: HK\$3,642,000) in respect of the credit-impaired accounts receivable from margin clients.

*Deposits with financial institutions*

The credit risk on bank balances – general accounts is limited because majority of the counterparties are financial institutions with high credit-ratings assigned by international credit-rating agencies and state-owned banks with good reputation. No loss allowance was recognised for both years.

*Liquidity risk*

As part of its ordinary broking activities, the Group is exposed to liquidity risk arising from timing difference between settlement with clearing house or brokers and customers. To address the risk, the treasury team works closely with the settlement division on monitoring the liquidity gap. The Group manages its liquidity risk through maintaining sufficient cash. As part of the measures to safeguard liquidity, the Group has maintained substantial stand-by banking facilities, diversifying the funding sources and spreading out the maturity dates.

## 6. 金融工具－續

**財務風險管理目標及政策－續**

*信貸風險－續*

*應收保證金客戶賬項－續*

以下結餘總賬面值的重大變動導致年內虧損撥備增加：

- (i) 由於涉及金額並非全數獲抵押之保證金貸款短欠部分增加約186,762,000港元(二零一九年：34,553,000港元)導致債務違約損失率上升；及
- (ii) 由於應收保證金客戶賬款方面的還款困難，作出額外虧損撥備約89,556,000港元(二零一九年：15,838,000港元)。

本集團就出現信貸減值的應收保證金客戶賬項持有約48,634,000港元(二零一九年：3,642,000港元)之已抵押證券作為抵押品。

*於金融機構之存款*

銀行結餘－一般賬戶之信貸風險有限，因為大部份交易對方為獲國際信貸評級機構給予高信貸評級之金融機構及擁有良好信譽的國有銀行。兩個年度均並無確認虧損撥備。

*流動資金風險*

由於經紀業務為本集團日常業務之一環，故本集團因為與結算所或經紀及客戶之間結算出現時差而面對流動資金風險。為應付此項風險，庫務隊伍與結算部門緊密合作，一同監控資金差距額。本集團透過維持充足現金管理其流動資金風險。作為保障流動資金措施的一部分，本集團已維持大量備用銀行融資、擴大資金來源及分開到期日。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Liquidity risk – continued

Liquidity and interest risk tables

The following tables detail the Group’s remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities according to the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The difference between the “Total undiscounted cash flows” column and the “Carrying amount at the end of reporting period” column represents the future contractual cash flows attributable to the instrument which are not included in the carrying amount of the financial liability on the consolidated statement of financial position.

6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

流動資金及利率風險列表

下表詳述本集團金融負債根據協定還款條款之剩餘合約期限。下表根據金融負債未貼現現金流量（按本集團可最早被要求償還之日期）而編製。下表包括利息及本金現金流量。「未貼現現金流量總額」一列與「於報告期末之賬面值」一列之間的差額，代表有關工具應佔未來合約現金流量，惟有關現金流量並無計入金融負債於綜合財務狀況表之賬面值。

		Repayable on demand 須應要求 償還 HK\$'000 千港元	Repayable in	Within 1 year 1年內 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Carrying
			less than 1 month 須於1個月 內償還 HK\$'000 千港元			amount at the end of the reporting period 於報告期末 之賬面值 HK\$'000 千港元
At 31 March 2020	於二零二零 年三月三十一日					
Accounts payable	應付賬項	358,726	119,769	–	478,495	478,475
Accrued charges and other payables	應計費用及其他 應付款項	–	5,374	–	5,374	5,374
		358,726	125,143	–	483,869	483,849

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截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Liquidity risk – continued

Liquidity and interest risk tables – continued

6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

流動資金及利率風險列表－續

		Repayable on demand 須應要求 償還 HK\$'000 千港元	Repayable in less than 1 month 須於1個月 內償還 HK\$'000 千港元	Within 1 year 1年內 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount at the end of the reporting period 於報告期末 之賬面值 HK\$'000 千港元
At 31 March 2019	於二零一九年 三月三十一日					
Accounts payable	應付賬項	1,046,563	149,665	–	1,196,228	1,196,203
Accrued charges and other payables	應計費用及其他 應付款項	–	8,443	–	8,443	8,443
Liability component of convertible bonds	可換股債券之 負債部份	–	–	264,688	264,688	233,524
		1,046,563	158,108	264,688	1,469,359	1,438,170

The following tables detail the Group's expected maturity for certain financial assets. The tables below have been drawn up based on the undiscounted contractual maturities of the financial assets, including interests that will be earned on those assets, except for those financial assets which are not repayable on demand. The analysis is based on when the Group anticipates that the cash flows will occur. The difference between the "Total undiscounted cash flows" column and the "Carrying amount at the end of reporting period" column represents the possible future cash flows attributable to the instrument which are not included in the carrying amount of the financial asset on the consolidated statement of financial position. The inclusion of information on financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

下表詳述本集團若干金融資產之預期到期日。下表根據金融資產未貼現合約到期情況（包括該等資產將賺取之利息），惟就毋須應要求償還之金融資產除外。有關分析乃建基於本集團預期現金流量將於何時出現而編製。「未貼現現金流量總額」一列與「於報告期末之賬面值」一列之間的差額，代表有關工具應佔未來潛在現金流量，惟有關現金流量並無計入金融資產於綜合財務狀況表之賬面值。由於流動資金是根據淨資產與負債基準管理，因此，收錄有關金融資產之資料對於理解本集團流動資金風險管理來說是必須的。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies  
– continued

Liquidity risk – continued

Liquidity and interest risk tables – continued

### 6. 金融工具－續

財務風險管理目標及政策－續

信貸風險－續

流動資金及利率風險列表－續

		Repayable on demand	Repayable in less than 1 month	Repayable between 1 to 3 months	Undated	Total undiscounted cash flows	Carrying amount at the end of the reporting period
		須應要求償還	須於1個月內償還	1至3個月內償還	無日期	未貼現現金流量總額	於報告期末之賬面值
		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
At 31 March 2020	於二零二零年三月三十一日						
Accounts receivable, net	應收賬項淨額	3,544,786	20,892	–	–	3,565,678	3,564,867
Deposits and other receivables	按金及其他應收款項	7,088	–	–	–	7,088	7,088
Investments in securities	證券投資	–	–	–	104	104	104
Bank balances – client accounts	銀行結餘－客戶賬戶	250,869	194,532	–	–	445,401	445,239
Bank balances – general accounts and cash	銀行結餘－一般賬戶及現金	188,555	58,345	14,063	–	260,963	260,910
		3,991,298	273,769	14,063	104	4,279,234	4,278,208

		Repayable on demand	Repayable in less than 1 month	Repayable between 1 to 3 months	Undated	Total undiscounted cash flows	Carrying amount at the end of the reporting period
		須應要求償還	須於1個月內償還	1至3個月內償還	無日期	未貼現現金流量總額	於報告期末之賬面值
		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
At 31 March 2019	於二零一九年三月三十一日						
Accounts receivable, net	應收賬項淨額	3,696,429	12,334	–	–	3,708,763	3,707,421
Deposits and other receivables	按金及其他應收款項	1,397	–	–	–	1,397	1,397
Investments in securities	證券投資	–	–	–	170	170	170
Bank balances – client accounts	銀行結餘－客戶賬戶	651,488	491,726	–	–	1,143,214	1,143,120
Bank balances – general accounts and cash	銀行結餘－一般賬戶及現金	354,930	57,719	10,323	–	422,972	422,942
		4,704,244	561,779	10,323	170	5,276,516	5,275,050

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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## 6. FINANCIAL INSTRUMENTS – continued

### Fair value measurements

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13 *Fair Value Measurement*, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

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

#### (i) Financial assets measured at fair value

Financial assets	Fair value at 31 March	
金融資產	於三月三十一日之公允值	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Listed equity securities 上市股本證券	104	170

There were neither transfers between Level 1 and Level 2 fair value measurement nor transfers into and out of Level 3 fair value measurement during years ended 31 March 2020 and 2019.

## 6. 金融工具－續

### 公允值計量

以下為以經常基準按公允值計量或須披露其公允值之資產及負債，乃按香港財務報告準則第13號公允值計量所界定之三個層級呈列，當中公允值計量類別完全根據對整體計量屬重大之最低層級輸入數據劃分。輸入數據層級界定如下：

- 第1層(最高層級)：本集團於計量日期可取得之相同資產或負債於活躍市場中之報價(未經調整)；
- 第2層：第1層包括之報價以外，資產或負債可直接或間接觀察得出之輸入數據；及
- 第3層(最低層級)：資產或負債之不可觀察輸入數據。

#### (i) 按公允值計量之金融資產

Fair value hierarchy	Valuation techniques and key inputs 估值技術及 主要輸入數據
公允值層級	
Level 1 第1層	Quoted prices in an active market 活躍市場之報價

於截至二零二零年及二零一九年三月三十一日止年度，第1層及第2層公允值計量之間並無轉撥，且第3層公允值計量並無轉入及轉出。

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 6. FINANCIAL INSTRUMENTS – continued

### Fair value measurements – continued

#### (ii) *Financial assets and financial liabilities not measured at fair value*

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

### Financial assets and financial liabilities subject to offsetting

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments that are either:

- offset in the Group's consolidated statement of financial position; or
- not offset in the Group's consolidated statement of financial position as the offsetting criteria are not met.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited (“HKSCC”) and a broker, the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC and a broker on the same settlement date and the Group intends to settle on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with its retail customers in the Group's brokerage business (the “brokerage clients”) that are due to be settled on the same date with reference to the settlement method set by the HKSCC and the Group intends to settle these balances on a net basis.

## 6. 金融工具－續

### 公允值計量－續

#### (ii) 並非按公允值計量之金融資產及金融負債

本集團管理層認為於綜合財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與本身之公允值相若。

### 金融資產與金融負債之抵銷

下表所載之披露包括須遵循具有可強制性執行之統一淨額結算協議或涵蓋類似金融工具之類似安排之金融資產及金融負債：

- 於本集團綜合財務狀況表抵銷者；或
- 金融資產及金融負債因未達成抵銷條件而並無在本集團綜合財務狀況表抵銷者。

根據本集團與香港中央結算有限公司（「香港結算」）及經紀簽訂的持續淨額交收協議，本集團擁有合法可強制執行權利抵銷香港結算與經紀於同日到期結算的應收及應付款項責任，而且本集團有意以淨額方式結算。

此外，參考香港結算訂立的結算方法，本集團擁有合法可執行權利抵銷本集團經紀業務之零售客戶（「經紀客戶」）於同日到期結算的應收及應付賬項，而且本集團有意以淨額方式結算。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 6. FINANCIAL INSTRUMENTS – continued

#### Financial assets and financial liabilities subject to offsetting – continued

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, a broker and the brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group and deposits placed with HKSCC and a broker do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

### 6. 金融工具－續

#### 金融資產與金融負債之抵銷－續

除於抵銷之日到期結算的結餘外，由於已確認金額抵銷權僅可於出現違約事件後方可執行，故該日並不結算的應收／應付香港結算、經紀及經紀客戶款項、金融擔保物（包括本集團所收現金及證券）、存放香港結算及經紀之按金，均不符合於綜合財務狀況表抵銷之條件。

Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position after impairment	Gross amounts of recognised financial assets of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amount not set off in the consolidated statement of financial position				
			Financial instruments	Collateral pledged	Net amount		
減值後 已確認金融 資產總額	於綜合財務 狀況表抵銷 之已確認金融 負債總額	於綜合財務 狀況表呈列 之金融資產 淨額	並無於綜合財務狀況表中抵銷之相關金額 金融工具	已抵押擔保物	淨額		
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
At 31 March 2020	於二零二零年三月三十一日						
Accounts receivable arising from the business of dealing in securities and future contracts	證券及期貨買賣合約業務 中產生之應收賬項	3,617,874	(53,007)	3,564,867	(905)	(3,495,914)	68,048



# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 6. FINANCIAL INSTRUMENTS – continued

#### Financial assets and financial liabilities subject to offsetting – continued

### 6. 金融工具－續

#### 金融資產與金融負債之抵銷－續

	Gross amounts of recognised financial assets set off in the consolidated statement of financial position 於綜合財務 狀況表抵銷之 已確認 金融負債總額 HK\$'000 千港元	Gross amounts of recognised financial liabilities 於綜合財務 狀況表抵銷之 已確認金融 資產總額 HK\$'000 千港元	Net amounts of financial liabilities presented in the consolidated statement of financial position 於綜合財務 狀況表呈列之 金融負債淨額 HK\$'000 千港元	Related amount not set off in the consolidated statement of financial position				
				Financial instruments	Collateral pledged	Net amount		
At 31 March 2019								
Accounts payable arising from the business of dealing in securities and futures contracts		證券及期貨買賣合約業務 中產生之應付賬項	(1,293,857)	97,654	(1,196,203)	1,059	-	(1,195,144)

The amounts which have been offset against the related recognised financial assets and financial liabilities in the Group's consolidated statement of financial position are measured on the same basis as the recognised financial assets and financial liabilities, which is amortised cost.

已於本集團綜合財務狀況表與相關已確認金融資產及負債抵銷之金額，按與已確認金融資產及負債相同之基準（即按攤銷成本）計量。

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 7. REVENUE

### 7. 收益

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Revenue from contracts with customers within HKFRS 15</b>	<b>屬於香港財務報告準則第15號範圍內之客戶合約收益</b>		
Brokerage commission	經紀佣金	26,730	37,288
Underwriting and placing commission	包銷及配售佣金	5,824	5,509
Proof of funds commission	資金證明佣金	1,000	7,160
Other commission	其他佣金	102	33
Clearing and handling fee income	結算及手續費收入	1,819	2,365
Advisory fee income	顧問費收入	257	2,089
Management fee	管理費	2,520	2,520
		<b>38,252</b>	56,964
<i>Interest revenue calculated using the effective interest method</i>	<i>以實際利息法計算之利息收益</i>		
– bank balances and time-deposits	– 銀行結餘及定期存款	5,877	4,235
– other financial assets at amortised costs	– 按攤銷成本計量之其他金融資產		
– accounts receivable	– 應收賬項	325,233	340,390
		<b>331,110</b>	344,625
<b>Total revenue</b>	<b>收益總額</b>	<b>369,362</b>	401,589

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 7. REVENUE – continued

In addition to the information shown in segment disclosures, the revenue from contracts with customers within HKFRS 15 is disaggregated as follows:

### 7. 收益－續

除分部披露所示資料外，香港財務報告準則第15號範圍內的客戶合約收益分計如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<i>Timing of revenue recognition:</i>			
<b>At a point in time</b>			
	<i>收益確認之時間性：</i>		
	<b>於某時間點</b>		
Brokerage commission	經紀佣金	26,730	37,288
Underwriting and placing commission	包銷及配售佣金	5,824	5,509
Proof of funds commission	資金證明佣金	1,000	7,160
Other commission	其他佣金	102	33
Clearing and handling fee income	結算及手續費收入	1,819	2,365
		<b>35,475</b>	<b>52,355</b>
<b>Over time</b>			
	<b>隨時間</b>		
Advisory fee income	顧問費收入	257	2,089
Management fee	管理費	2,520	2,520
		<b>2,777</b>	<b>4,609</b>

## 8. SEGMENT INFORMATION

The Group is currently organised into three operating divisions, namely, broking, securities margin financing and corporate finance. These divisions are the basis on which the board of directors of the Company, being the chief operating decision maker, reviews the operating results and financial information. The principal activities of these divisions are as follows:

Broking	–	Provision of stockbroking, futures and options broking and underwriting and placements
Securities margin financing	–	Provision of securities margin financing
Corporate finance	–	Provision of corporate advisory services

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2 to the consolidated financial statements. For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain property and equipment / prepaid lease payments and property and equipment, club memberships, certain prepayments, deposits and other receivables, certain bank balances and certain tax recoverable.
- all liabilities are allocated to operating segments other than certain accrued charges and other payables, certain deferred tax liabilities and liability portion of convertible bonds.
- all profit or loss are allocated to operating segments other than certain amortisation and depreciation, certain lease payments for short-term leases or leases of low value assets / operating lease rentals, certain management fee, certain finance costs, certain staff costs and certain other expenses incurred for strategic planning by the Group.

Segment information about these divisions is presented below.

## 8. 分部資料

本集團現時分成三個營運部門，即經紀、證券保證金融資，以及企業融資。該等部門是本公司董事會（即主要營運決策者）審閱經營業績及財務資料之基準。該等部門之主要業務如下：

經紀	–	提供股票經紀、期貨及期權經紀服務以及包銷及配售
證券保證金融資	–	提供證券保證金融資
企業融資	–	提供企業顧問服務

經營分部之會計政策與綜合財務報表附註2所述之本集團會計政策相同。為監察分部表現及分部間之資源分配：

- 除部份物業及設備／預付租賃款項以及物業及設備、會所會籍、部份預付款項、按金及其他應收款項、部份銀行結餘及部份可收回稅項外，所有資產均已分配至經營分部。
- 除部份應計費用及其他應付賬項、部份遞延稅項負債及可換股債券之負債部分外，所有負債已分配至經營分部。
- 除就本集團之策略規劃所錄得之部份攤銷及折舊、部份短期租賃或低價值租賃之租賃付款／經營租賃租金、部份管理費用、部份融資成本、部份員工成本及部份其他開支外，所有溢利或虧損已分配至經營分部。

此等部門之分部資料謹呈列如下。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 8. SEGMENT INFORMATION – continued

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable operating segments.

Year ended 31 March 2020

		Securities margin financing 證券 保證金融資	Corporate finance 企業融資	Consolidated	
		Broking 經紀 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	綜合 HK\$'000 千港元
Segment revenue	分部收益	43,938	325,167	257	369,362
Segment result	分部業績	3,953	213,960	164	218,077
Unallocated corporate expenses	未分配企業費用				(14,610)
Unallocated finance costs	未分配融資成本				(32,202)
Profit before taxation	稅前溢利				171,265

Year ended 31 March 2019

截至二零一九年三月三十一日止年度

		Securities margin financing 證券 保證金融資	Corporate finance 企業融資	Consolidated	
		Broking 經紀 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	綜合 HK\$'000 千港元
Segment revenue	分部收益	59,157	340,343	2,089	401,589
Segment result	分部業績	17,718	320,257	1,518	339,493
Unallocated other gains and losses and corporate expenses, net	未分配其他收益及 虧損以及企業 費用淨額				(53,462)
Unallocated finance costs	未分配融資成本				(96,757)
Profit before taxation	稅前溢利				189,274

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 8. SEGMENT INFORMATION – continued

#### Segment assets and liabilities

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

At 31 March 2020

		Broking 經紀 HK\$'000 千港元	Securities margin financing 證券 保證金融資 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分部資產	399,702	3,893,585	9,820	4,303,107
Unallocated assets	未分配資產				116,173
Consolidated assets	綜合資產				4,419,280
Segment liabilities	分部負債	131,178	351,749	10	482,937
Unallocated liabilities	未分配負債				4,870
Consolidated liabilities	綜合負債				487,807

At 31 March 2019

於二零一九年三月三十一日

		Broking 經紀 HK\$'000 千港元	Securities margin financing 證券 保證金融資 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分部資產	538,300	4,732,833	9,732	5,280,865
Unallocated assets	未分配資產				127,106
Consolidated assets	綜合資產				5,407,971
Segment liabilities	分部負債	159,828	1,041,015	146	1,200,989
Unallocated liabilities	未分配負債				241,051
Consolidated liabilities	綜合負債				1,442,040

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

8. SEGMENT INFORMATION – continued

Other segment information  
2020

8. 分部資料－續

其他分部資料  
二零二零年

	Broking 經紀 HK\$'000 千港元	Securities margin financing 證券 保證金融資 HK\$'000 千港元	Corporate finance 企業融資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:					
計量分部溢利或分部資產計入之款額：					
Additions of property and equipment	120	-	-	-	120
物業及設備之添置					
Depreciation of property and equipment	(1,055)	-	-	(6,601)	(7,656)
物業及設備之折舊					
Fair value losses on investments in securities	(66)	-	-	-	(66)
證券投資之公允值虧損					
Gain on disposal of property and equipment	40	-	-	-	40
出售物業及設備之收益					
Interest income (including revenue and other operating income)	6,187	325,167	75	-	331,429
利息收入(包括收益及其他營運收入)					
Net impairment loss on accounts receivable	-	(110,907)	-	-	(110,907)
應收賬項之減值虧損淨額					
Finance costs	(943)	-	-	(32,202)	(33,145)
融資成本					
Commission expenses	(6,978)	-	(42)	-	(7,020)
佣金開支					
Write off of accounts receivable	-	(300)	-	-	(300)
撇銷應收賬款					

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 8. SEGMENT INFORMATION – continued

#### Other segment information – continued

2019

	Broking 經紀 HK\$'000 千港元	Securities	Corporate	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		margin financing 證券 保證金融資 HK\$'000 千港元	finance 企業融資 HK\$'000 千港元		
Amounts included in the measure of segment profit or segment assets:					
Amounts included in the measure of segment profit or segment assets:		計量分部溢利或 分部資產計入之 款額：			
Additions of property and equipment	879	物業及設備之添置	–	3	882
Amortisation of prepaid lease payments, and depreciation of property and equipment	(1,220)	預付租賃款項之攤銷及物業及設備之折舊	–	(5,890)	(7,111)
Fair value losses on investments in securities	(22)	證券投資之公允值虧損	–	–	(22)
Gain on disposal of subsidiaries	–	出售附屬公司之收益	–	12	12
Interest income (including revenue and other operating income)	4,498	利息收入(包括收益及其他營運收入)	340,343	63	344,904
Net impairment loss on accounts receivable	–	應收賬項之減值虧損淨額	(20,085)	–	(20,085)
Loss on redemption of convertible bonds	–	贖回可換股債券之虧損	–	(38,867)	(38,867)
Finance costs	(274)	融資成本	–	(96,757)	(97,031)
Commission expenses	(8,851)	佣金開支	–	(609)	(9,460)
Write off of property and equipment	(15)	撇銷物業及設備	–	–	(15)

#### Geographical information

The Group's operations are located in Hong Kong. Accordingly, the Group's revenue from external customers and all non-current assets (excluding financial assets and deferred tax assets) are located in Hong Kong.

#### Information about major customers

During the years ended 31 March 2020 and 2019, there were no customers contributing 10% or more of the Group's total revenue.

### 8. 分部資料 – 續

#### 其他分部資料 – 續

二零一九年

	Securities	Corporate	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
	margin financing 證券 保證金融資 HK\$'000 千港元	finance 企業融資 HK\$'000 千港元		
Amounts included in the measure of segment profit or segment assets:				
Amounts included in the measure of segment profit or segment assets:		計量分部溢利或 分部資產計入之 款額：		
Additions of property and equipment	879	物業及設備之添置	3	882
Amortisation of prepaid lease payments, and depreciation of property and equipment	(1,220)	預付租賃款項之攤銷及物業及設備之折舊	(5,890)	(7,111)
Fair value losses on investments in securities	(22)	證券投資之公允值虧損	–	(22)
Gain on disposal of subsidiaries	–	出售附屬公司之收益	12	12
Interest income (including revenue and other operating income)	4,498	利息收入(包括收益及其他營運收入)	63	344,904
Net impairment loss on accounts receivable	–	應收賬項之減值虧損淨額	–	(20,085)
Loss on redemption of convertible bonds	–	贖回可換股債券之虧損	(38,867)	(38,867)
Finance costs	(274)	融資成本	(96,757)	(97,031)
Commission expenses	(8,851)	佣金開支	(609)	(9,460)
Write off of property and equipment	(15)	撇銷物業及設備	–	(15)

#### 地區資料

本集團之業務位於香港。因此，本集團來自外界客戶之收益及所有非流動資產(不包括金融資產及遞延稅項資產)均位於香港。

#### 有關主要客戶之資料

於截至二零二零年及二零一九年三月三十一日止年度，並無客戶作出本集團總收益10%或以上之貢獻。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 9. OTHER OPERATING INCOME

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income	銀行利息收入	319	279
Dividend income	股息收入	6	-
Sundry income	其他收入	185	156
		<b>510</b>	<b>435</b>

### 9. 其他營運收入

### 10. OTHER GAINS AND LOSSES, NET

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Gain on disposal of subsidiaries	出售附屬公司之收益	-	12
Gain on disposal of property and equipment	出售物業及設備之收益	40	-
Net realised (losses) gains on error trades	錯誤執行交易之已變現(虧損)收益淨額	(29)	36
Fair value changes on investments in securities	證券投資之公允值變動	(66)	(22)
Net exchange gains	匯兌收益淨額	555	544
Loss on redemption of convertible bonds	贖回可換股債券之虧損	-	(38,867)
		<b>500</b>	<b>(38,297)</b>

### 10. 其他收益及虧損

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 11. STAFF COSTS

### 11. 員工成本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Staff costs including directors' emoluments:	員工成本(包括董事酬金):		
Salaries and other benefits	薪金及其他福利	19,170	18,200
Retirement benefit scheme contributions	退休福利計劃供款	708	711
		<b>19,878</b>	<b>18,911</b>

### 12. FINANCE COSTS

### 12. 融資成本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸之利息	779	127
Interest on bank overdraft	銀行透支之利息	16	-
Interest on clients' accounts	客戶賬戶之利息	148	147
Interest on convertible bonds	可換股債券之利息	31,178	96,675
Interest on loan from the ultimate holding company	最終控股公司之貸款利息	1,024	82
		<b>33,145</b>	<b>97,031</b>

### 13. PROFIT BEFORE TAXATION

This is stated after charging:

### 13. 稅前溢利

此已扣除下列各項:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,400	1,400
Write off of property and equipment	撇銷物業及設備	-	15
Write off of accounts receivable	撇銷應收賬項	300	-

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' REMUNERATION

#### (a) Directors' and Chief Executive Officer's remuneration

The emoluments paid or payable to each of the six (2019: six) directors were as follows:

Year ended 31 March 2020

	Executive Director and Chief Executive Officer 執行董事及行政總裁		Non-executive Director 非執行董事		Independent Non-executive Directors 獨立非執行董事			Total 總額
	Mr. Hung Sui Kwan 洪瑞坤先生	Mr. Shum Kin Wai, Frankie 岑建偉先生	Mr. Hung Hon Man 洪漢文先生	Mr. Chan Ka Kit 陳家傑先生	Ms. Ng Yau Kuen, Carmen 吳幼娟女士	Mr. Cheung Chi Kong, Ronald 張志江先生		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Fees 袍金	-	-	-	116	116	116	348	
Other emoluments: 其他酬金：								
Salaries and other benefits (note i) 薪金及其他福利(附註i)	698	488	-	-	-	-	1,186	
Performance and discretionary bonus (note ii) 表現及酌情花紅(附註ii)	72	51	-	-	-	-	123	
Contributions to retirement benefit schemes 退休福利計劃供款	18	27	-	-	-	-	45	
Commission 佣金	188	95	-	-	-	-	283	
<b>Total emoluments</b> 總酬金	<b>976</b>	<b>661</b>	<b>-</b>	<b>116</b>	<b>116</b>	<b>116</b>	<b>1,985</b>	

### 14. 董事及行政總裁及僱員酬金

#### (a) 董事及行政總裁酬金

已付或應付六名(二零一九年:六名)董事各自之酬金如下:

截至二零二零年三月三十一日止年度

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' REMUNERATION – continued

#### (a) Directors' and Chief Executive Officer's remuneration – continued

Year ended 31 March 2019

	Executive Director and Chief Executive Officer	Executive Director	Non-executive Director	Independent Non-executive Directors			
	執行董事及行政總裁	執行董事	非執行董事	獨立非執行董事			
	Mr. Shum	Mr. Hung	Mr. Hung	Ms. Ng	Mr. Cheung		
	Mr. Hung	Kin Wai, Frankie	Hon Man	Mr. Chan	Yau Kuen, Carmen	Mr. Chi Kong, Ronald	Total
	洪瑞坤先生	岑建偉先生	洪漢文先生	陳家傑先生	吳幼娟女士	張志江先生	總額
	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
Fees	袍金	-	-	108	108	108	324
Other emoluments:	其他酬金：						
Salaries and other benefits (note i)	薪金及其他福利(附註i)	670	469	-	-	-	1,139
Performance and discretionary bonus (note ii)	表現及酌情花紅(附註ii)	82	58	-	-	-	140
Contributions to retirement benefit schemes	退休福利計劃供款	18	26	-	-	-	44
Commission	佣金	575	57	-	-	-	632
<b>Total emoluments</b>	<b>總酬金</b>	<b>1,345</b>	<b>610</b>	<b>-</b>	<b>108</b>	<b>108</b>	<b>2,279</b>

#### Notes:

- (i) The balances shown above for executive directors, namely Mr. Hung Sui Kwan and Mr. Shum Kin Wai, Frankie, were mainly for their services in connection with the management of the affairs of the Company and the Group.
- (ii) Performance and discretionary bonus is determined with regard to the Group's performance, the individual's performance and comparable market statistics.

Mr. Hung Sui Kwan's emoluments disclosed above include those for services rendered by him as an executive director and the chief executive officer of the Company.

#### 附註：

- (i) 上列有關執行董事(即洪瑞坤先生及岑建偉先生)的結餘主要涉及彼等在管理本公司及本集團之事務所提供之服務。
- (ii) 表現及酌情花紅乃參照本集團的表現、個人表現及可比較市場統計數據而釐定。

上文披露之洪瑞坤先生酬金包括彼以本公司執行董事及行政總裁身份提供服務之酬金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Year ended 31 March 2020

## 14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEE'S REMUNERATION – continued

### (a) Directors' and Chief Executive Officer's remuneration – continued

There was no arrangement under which a director or the chief executive officer waived or agreed to waive any remuneration in the years ended 31 March 2020 and 2019. In addition, no emoluments were paid by the Group to any of the directors as an inducement to join, or upon joining the Group or as a compensation for loss of office for the years ended 31 March 2020 and 2019.

### (b) Employees' remuneration

The five highest paid individuals of the Group included one (2019: one) director of the Company.

The emoluments of the remaining four (2019: four) highest paid individuals are set out as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	3,822	3,273
Contribution to retirement benefits schemes	退休福利計劃供款	72	54
		<b>3,894</b>	<b>3,327</b>

## 14. 董事及行政總裁及僱員酬金 – 續

### (a) 董事及行政總裁酬金 – 續

並無董事或行政總裁放棄或同意放棄截至二零二零年及二零一九年三月三十一日止年度任何薪酬之安排。此外，截至二零二零年及二零一九年三月三十一日止年度，本集團並無向任何董事支付酬金，作為彼等加盟本集團之誘金或入職獎金，或作為離職補償金。

### (b) 僱員酬金

本集團五位最高薪個別人士中一位(二零一九年：一位)為本公司董事。

其餘四位(二零一九年：四位)最高薪個別人士之酬金詳情如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 14. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S AND EMPLOYEE'S REMUNERATION – continued

### (b) Employees' remuneration – continued

The emoluments of the individuals are within the following bands:

		Number of individuals 僱員人數	
		2020 二零二零年	2019 二零一九年
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	1

There was no arrangement under which the four highest paid individuals waived or agreed to waive any remuneration for the years ended 31 March 2020 and 2019. In addition, no emoluments were paid by the Group to the four highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 March 2020 and 2019.

## 14. 董事及行政總裁及僱員酬金 – 續

### (b) 僱員酬金 – 續

彼等之酬金介乎以下範圍：

並無四位最高薪個別人士放棄或同意放棄截至二零二零年及二零一九年三月三十一日止年度任何酬金之安排。此外，本集團於截至二零二零年及二零一九年三月三十一日止年度並無向四位最高薪個別人士支付酬金，作為彼等加盟本集團之誘金或入職獎金，或作為離職補償金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 15. TAXATION

The two-tiered profits tax rates regime have been implemented from 1 April 2018, under which, the profit tax rate for the first HK\$2,000,000 assessable profits arising from Hong Kong of qualifying entities will be taxed at 8.25%, and assessable profits arising from Hong Kong above HK\$2,000,000 will continue be taxed at the rate of 16.5%. As only one of the subsidiaries in the Group is eligible to elect the two-tiered profits tax rates, profits of the remaining subsidiaries of the Group will continue to be taxed at a flat rate of 16.5%.

For the years ended 31 March 2020 and 2019, Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime.

## 15. 稅項

利得稅稅率兩級制已由二零一八年四月一日起實行，據此，合資格實體從香港產生的首2,000,000港元應課稅溢利將以8.25%的稅率繳納利得稅，而從香港產生的2,000,000港元以上的應課稅溢利將繼續以16.5%的稅率徵稅。由於本集團內僅一間附屬公司符合選用利得稅稅率兩級制之資格，本集團其餘附屬公司之溢利將繼續以16.5%的劃一稅率徵稅。

截至二零二零年及二零一九年三月三十一日止年度，香港利得稅按照利得稅稅率兩級制計算。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Current tax</b>	<b>即期稅項</b>		
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	33,240	56,277
Over provision in prior years	以往年度超額撥備	(1,825)	(164)
		<b>31,415</b>	56,113
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (note 30)	暫時差異的產生及撥回 (附註30)	68	106
Income tax expense	所得稅開支	<b>31,483</b>	56,219

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 15. TAXATION – continued

#### Reconciliation of income tax expense

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Profit before taxation</b>	<b>稅前溢利</b>	<b>171,265</b>	189,274
Income tax at applicable tax rate	按適用稅率計算之所得稅	28,093	31,065
Tax effect of income not taxable for tax purpose	不應課稅收入之稅務影響	(1,514)	(747)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	6,336	25,971
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	–	996
Utilisation of tax losses previously not recognised	動用以往未確認稅項虧損	(72)	–
Over provision in prior years	以往年度超額撥備	(1,825)	(164)
Others	其他	465	(902)
<b>Income tax expense for the year</b>	<b>本年度所得稅開支</b>	<b>31,483</b>	56,219

### 15. 稅項 – 續

#### 所得稅開支之對賬

### 16. DIVIDENDS

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Final dividend for prior financial year, paid – HK4 cents (2019: HK3 cents) per share	已付，上財政年度之末期股息 – 每股4港仙 (二零一九年：3港仙)	100,000	75,000
Interim dividend for current financial year, paid – HK3 cents (2019: HK3 cents) per share	已付，本財政年度之中期股息 – 每股3港仙 (二零一九年：3港仙)	75,000	75,000
		<b>175,000</b>	150,000

### 16. 股息

A final dividend in respect of the year ended 31 March 2020 of HK2 cents (2019: HK4 cents) per share, amounting to HK\$50,000,000 (2019: HK\$100,000,000) has been proposed by the directors of the Company and is subject to the approval by the owners of the Company in the forthcoming annual general meeting.

截至二零二零年三月三十一日止年度之末期股息為每股2港仙 (二零一九年：4港仙)，共計50,000,000港元 (二零一九年：100,000,000港元)，此事須於應屆股東週年大會上獲本公司擁有人批准作實。

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 17. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on profit attributable to the equity holders of the Company and the weighted average number of ordinary shares in issue during the year as follows:

#### Earnings

		溢利	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Earnings for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之溢利		
Profit for the year attributable to equity shareholders of the Company	本公司權益股東應佔年內溢利	<b>139,716</b>	132,980

#### Number of shares

		股份數目	
		2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
Weighted average number of ordinary shares, for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之加權平均普通股數目	<b>2,500,000</b>	2,500,000

Diluted earnings per share was the same as basic earnings per share as the Company's outstanding convertible bonds had an anti-dilutive effect to the basic earnings per share calculation. The computation of diluted earnings per share for both years did not assume the exercise of certain convertible bonds since their assumed exercise would result in increase in earnings per share.

### 17. 每股盈利

根據本公司股權持有人應佔溢利及年內普通股加權平均股數得出之每股基本及攤薄盈利之計算內容如下：

每股攤薄盈利與每股基本盈利相同，原因為本公司未贖回可換股債券對每股基本盈利之計算具反攤薄影響。兩個年度每股攤薄盈利之計算並無假設部分可換股債券獲行使，原因是該等假定行使將導致每股盈利增加。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 18. PROPERTY AND EQUIPMENT / PREPAID LEASE PAYMENTS AND PROPERTY AND EQUIPMENT

### 18. 物業及設備／預付租賃款項以及物業及設備

		Prepaid lease payments 預付租賃款項		Property and equipment 物業及設備					Total 合計
		Leasehold land 租賃土地 HK\$'000 千港元	Right-of-use assets- leasehold land 使用權資產－ 租賃土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢具及裝置 HK\$'000 千港元	
<b>Cost or Valuation</b>	<b>成本或估值</b>								
At 1 April 2018	於二零一八年四月一日	103,780	-	35,840	8,438	30,660	12,460	702	191,880
Additions	添置	-	-	-	307	-	537	38	882
Adjustment on revaluation	重估調整	-	-	2,140	-	-	-	-	2,140
Disposal	出售	-	-	-	-	-	(250)	-	(250)
Write off	撇銷	-	-	-	(926)	(536)	(2,984)	(151)	(4,597)
<b>At 31 March 2019</b>	<b>於二零一九年三月三十一日</b>	<b>103,780</b>	<b>-</b>	<b>37,980</b>	<b>7,819</b>	<b>30,124</b>	<b>9,763</b>	<b>589</b>	<b>190,055</b>
Comprising:	包括：								
At cost	按成本	103,780	-	-	7,819	30,124	9,763	589	152,075
At valuation	按估值	-	-	37,980	-	-	-	-	37,980
<b>At 31 March 2019</b>	<b>於二零一九年三月三十一日</b>	<b>103,780</b>	<b>-</b>	<b>37,980</b>	<b>7,819</b>	<b>30,124</b>	<b>9,763</b>	<b>589</b>	<b>190,055</b>
At 1 April 2019	於二零一九年四月一日	103,780	-	37,980	7,819	30,124	9,763	589	190,055
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號之影響	(103,780)	103,780	-	-	-	-	-	-
Additions	添置	-	-	-	-	-	120	-	120
Adjustment on revaluation	重估調整	-	-	(230)	-	-	-	-	(230)
Disposal	出售	-	-	-	-	(500)	-	-	(500)
Write off	撇銷	-	-	-	(403)	-	(409)	(39)	(851)
<b>At 31 March 2020</b>	<b>於二零二零年三月三十一日</b>	<b>-</b>	<b>103,780</b>	<b>37,750</b>	<b>7,416</b>	<b>29,624</b>	<b>9,474</b>	<b>550</b>	<b>188,594</b>
Comprising:	包括：								
At cost	按成本	-	103,780	-	7,416	29,624	9,474	550	150,844
At valuation	按估值	-	-	37,750	-	-	-	-	37,750
<b>At 31 March 2020</b>	<b>於二零二零年三月三十一日</b>	<b>-</b>	<b>103,780</b>	<b>37,750</b>	<b>7,416</b>	<b>29,624</b>	<b>9,474</b>	<b>550</b>	<b>188,594</b>
<b>Accumulated amortisation/depreciation</b>	<b>累計攤銷／折舊</b>								
At 1 April 2018	於二零一八年四月一日	32,050	-	-	8,206	24,141	11,284	652	76,333
Charges	支出	2,451	-	630	228	3,113	666	23	7,111
Eliminated on revaluation	重估時抵銷	-	-	(630)	-	-	-	-	(630)
Disposal	出售	-	-	-	-	-	(250)	-	(250)
Write off	撇銷	-	-	-	(926)	(536)	(2,969)	(151)	(4,582)
<b>At 31 March 2019</b>	<b>於二零一九年三月三十一日</b>	<b>34,501</b>	<b>-</b>	<b>-</b>	<b>7,508</b>	<b>26,718</b>	<b>8,731</b>	<b>524</b>	<b>77,982</b>
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號之影響	(34,501)	34,501	-	-	-	-	-	-
Charges	支出	-	2,450	1,344	100	3,167	579	16	7,656
Eliminated on revaluation	重估時抵銷	-	-	(1,344)	-	-	-	-	(1,344)
Disposal	出售	-	-	-	-	(500)	-	-	(500)
Write off	撇銷	-	-	-	(403)	-	(409)	(39)	(851)
<b>At 31 March 2020</b>	<b>於二零二零年三月三十一日</b>	<b>-</b>	<b>36,951</b>	<b>-</b>	<b>7,205</b>	<b>29,385</b>	<b>8,901</b>	<b>501</b>	<b>82,943</b>
<b>Net carrying values</b>	<b>賬面值</b>								
At 31 March 2020	於二零二零年三月三十一日	-	66,829	37,750	211	239	573	49	105,651
At 31 March 2019	於二零一九年三月三十一日	69,279	-	37,980	311	3,406	1,032	65	112,073

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### 18. PROPERTY AND EQUIPMENT / PREPAID LEASE PAYMENTS AND PROPERTY AND EQUIPMENT – continued

Upon the adoption of HKFRS 16 at 1 April 2019, the prepaid lease payments are presented under property and equipment – right-of-use assets (note 2).

The property interests in leasehold land and the buildings thereon (including the whole or part of undivided share in the underlying land) in Hong Kong of HK\$104,579,000 (2019: HK\$107,259,000) are held by the Group as the registered owner. Those property interests were acquired from the previous registered owners by making lump sum payments at the upfront. Except for the variable amounts to be charged by the government subsequently that are reviewed regularly with reference to the rateable values, for example, there are no ongoing payments to be made under the terms of the land lease. At the end of the reporting period, the remaining lease term is about 27 years.

The buildings of the Group were valued at 31 March 2020 and 2019 by Messrs. RHL Appraisal Limited (“RHL”) on market value basis. RHL is not connected with the Group, and has appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations.

In estimating the fair value of the buildings, the highest and best use of buildings is the current use. In estimating the fair value of the Group’s buildings, the management of the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Group engages third party qualified valuers to perform the valuation of the Group’s buildings. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 3 fair value measurement. The management of the Group would first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the management of the Group would adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

### 18. 物業及設備／預付租賃款項以及物業及設備－續

於二零一九年四月一日採納香港財務報告準則第16號後，預付租賃款項於物業及設備—使用權資產項下呈列(附註2)。

104,579,000港元(二零一九年: 107,259,000港元)的香港租賃土地及其上樓宇的物業權益(包括相關土地的全部或部分不可分割份額)由本集團作為登記業主持有。該等物業權益乃以前期一次性付款方式向前登記業主收購。除政府其後會參照應課差餉租值定期檢討所收取的浮動金額外,例如,根據土地租賃條款,並無持續付款。於報告期末,餘下的租賃期約為27年。

本集團之樓宇乃由永利行評值顧問有限公司(「永利行」)於二零二零年及二零一九年三月三十一日按市值基準進行估值。永利行為與本集團並無關連,具備合適之資格及最近對有關地點類似物業之估值經驗。

於估計樓宇之公允值時,樓宇之最高及最佳用途為目前用途。本集團的管理層利用適用於市場可觀察的數據來評估本集團樓宇的公允值。當第1層輸入不適用時,本集團的管理層便會第3方合資格測量師來評估本集團的樓宇。於每個報告期末,本集團的管理層與外聘合資格測量師緊密合作,共同訂立及決定適合的評估方法及第3層公允值計量的輸入。本集團的管理層會首先考慮及採用第2層輸入,此輸入為來自活躍市場可觀察的公開價格。當第2層輸入不適用時,本集團的管理層便會採用包括在第3層輸入中的評估方法。當資產的公允值重大轉變時,變動的原因便會匯報本公司董事。

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Year ended 31 March 2020

**18. PROPERTY AND EQUIPMENT/PREPAID LEASE PAYMENTS AND PROPERTY AND EQUIPMENT – continued**

One of the key unobservable inputs used in valuing different buildings in the Group is the unit sale rate, which is ranging from approximately HK\$6,000 per square foot to HK\$30,000 per square foot (2019: approximately HK\$6,000 per square foot to HK\$32,000 per square foot), taking into account age, location and other individual factors such as size and levels of building. A decrease in the unit sale rate would result in decrease in fair value measurement of the buildings by the same percentage decrease and vice versa.

Buildings are classified as Level 3 under fair value hierarchy at 31 March 2020 and 2019. There were no transfers into or out of Level 3 during years ended 31 March 2020 and 2019.

If the buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation and accumulated impairment losses of approximately HK\$16,363,000 (2019: HK\$16,963,000).

The Group had pledged certain leasehold land and buildings to secure banking facilities granted to the Group during the year. Details of the pledges are set out in note 38 to the consolidated financial statements.

**18. 物業及設備／預付租賃款項以及物業及設備－續**

本集團不同樓宇估值所用的其中一項主要無法觀察輸入數據是單位銷售價(介乎約每平方呎6,000港元至每平方呎30,000港元(二零一九年:約每平方呎6,000港元至每平方呎32,000港元))，當中已考慮樓齡、地點和其他個別因素(如單位大小和樓層)。單位銷售價下降將導致樓宇之公允值計量按相同百分比減幅而下降，反之亦然。

於二零二零年及二零一九年三月三十一日，樓宇獲分類為公允值架構第3層。在截至二零二零年及二零一九年三月三十一止年度內，並無轉撥至或轉出第3層。

倘若樓宇不作重估，則樓宇將按歷史成本減累計折舊及累計減值虧損以約16,363,000港元(二零一九年:16,963,000港元)在綜合財務報表列賬。

本集團於年內已將若干租賃土地及樓宇抵押，作為本集團獲授銀行信貸額之抵押品。有關抵押之詳情載於綜合財務報表附註38。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 19. INTANGIBLE ASSETS

### 19. 無形資產

		Trading rights in Stock Exchange 聯交所 之交易權 HK\$'000 千港元	Club memberships 會所會籍 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 April 2018	於二零一八年四月一日	2,172	6,709	8,881
Addition	添置	-	3	3
<hr/>				
At 31 March 2019, 1 April 2019 and 31 March 2020	於二零一九年 三月三十一日、 二零一九年四月一日 及二零二零年 三月三十一日	2,172	6,712	8,884
<hr/>				
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>			
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020	於二零一八年 四月一日、 二零一九年 三月三十一日、 二零一九年四月一日 及二零二零年 三月三十一日	71	400	471
<hr/>				
<b>Carrying value</b>	<b>賬面值</b>			
At 31 March 2020	於二零二零年 三月三十一日	2,101	6,312	8,413
<hr/>				
At 31 March 2019	於二零一九年 三月三十一日	2,101	6,312	8,413
<hr/>				

截至二零二零年三月三十一日止年度  
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### 19. INTANGIBLE ASSETS – continued

The management of the Group determined that certain trading rights amounting to approximately HK\$500,000 (2019: HK\$500,000) were no longer utilised to generate profits to the Group. For the purpose of impairment testing on these trading rights, the recoverable amount has been determined based on secondary market prices and no impairment was made at 31 March 2020 and 2019. The recoverable amounts of other trading rights with carrying value of approximately HK\$1,601,000 (2019: HK\$1,601,000) held by the Group have been determined with reference to the recoverable amounts based on a value-in-use calculation. Details of the impairment test on other trading rights are set out in note 20 to the consolidated financial statements.

Intangible assets amounting to approximately HK\$6,312,000 (2019: HK\$6,312,000) represent club memberships. For the purpose of impairment testing on club memberships, the recoverable amount has been determined based on the second-hand market price less cost of disposal. No impairment loss was recognised in years ended 31 March 2020 and 2019 with reference to the recoverable amount of the club memberships.

In the opinion of the directors of the Company, the trading rights and club memberships have indefinite useful lives.

### 19. 無形資產 – 續

本集團之管理層認為若干為數約500,000港元(二零一九年: 500,000港元)之交易權再不能用以為本集團產生溢利。在對此等交易權進行減值檢測時,其可收回金額已根據二手市場報價而釐定。於二零二零年及二零一九年三月三十一日並無減值。本集團持有賬面值約1,601,000港元(二零一九年: 1,601,000港元)之其他交易權的可收回金額,已參考可收回金額,根據使用價值計算法而釐定。其他交易權之減值檢測詳情於綜合財務報表附註20中披露。

為數約6,312,000港元(二零一九年: 6,312,000港元)之無形資產指會所會籍。就會所會籍之減值檢測而言,其可收回金額乃根據二手市場價格減出售成本而釐定。參考會所會籍之可收回金額後,於截至二零二零年及二零一九年三月三十一日止年度並無確認減值虧損。

本公司董事認為,交易權及會所會籍具備無限使用年期。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 20. IMPAIRMENT TESTING ON OTHER TRADING RIGHTS

Certain trading rights with indefinite useful lives set out in note 19 to the consolidated financial statements have been allocated to the broking cash generating unit (“CGU”) (see note 8 of the consolidated financial statements for details of segment information). The carrying amounts of certain trading rights, net of accumulated impairment losses, at 31 March 2020 and 2019 allocated to the unit are as follows:

#### Trading rights:

Carrying value at 1 April 2018,  
31 March 2019, 1 April 2019 and  
**31 March 2020**

#### 交易權：

於二零一八年四月一日、二零一九年  
三月三十一日、二零一九年四月一日  
及二零二零年三月三十一日之賬面值

HK\$'000  
千港元

**1,601**

The recoverable amounts of the broking CGU containing certain trading rights have been determined based on a value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period and at a discount rate of 12% (2019: 12%) and at zero (2019: zero) growth rate. A key assumption for the value-in-use calculation is the zero growth rate, which is determined based on past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of the assumptions would not cause the aggregate recoverable amount of the broking CGU to fall below the aggregate carrying amount of the broking CGU.

### 21. OTHER ASSETS

Other assets mainly represent statutory and other deposits with various exchanges and clearing houses and are non-interest bearing.

### 20. 其他交易權之減值檢測

載於綜合財務報表附註19之若干無限期使用年期交易權已分配至經紀分部之創現單位（「創現單位」）（有關分部資料之詳情，請參閱綜合財務報表附註8）。分配至該單位之若干交易權（扣除累計減值虧損）於二零二零年及二零一九年三月三十一日的賬面值如下：

HK\$'000  
千港元

#### 交易權：

於二零一八年四月一日、二零一九年  
三月三十一日、二零一九年四月一日  
及二零二零年三月三十一日之賬面值

**1,601**

包含若干交易權之經紀創現單位之可收回金額已根據在用價值計算法而釐定。該計算法根據管理層通過之五年財政預算以12%（二零一九年：12%）之貼現率以及零（二零一九年：零）之增長率進行現金流量預測。預算之增長率為在用價值計算法之主要假設。零增長率乃根據以往之表現及管理層對市場發展之期望而釐定。管理層相信，任何假設之任何合理可能之轉變不會導致經紀創現單位之合計可收回金額跌破經紀創現單位之合計賬面值。

### 21. 其他資產

其他資產主要代表付予不同交易所及結算所之法定及其他按金。有關按金並不計息。

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## 22. ACCOUNTS RECEIVABLE

## 22. 應收賬項

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts receivable arising from the business of dealing in securities:	證券買賣業務中產生之應收賬項：			
– Cash clients	– 現金客戶	(a)	8,240	8,879
– Margin clients:	– 保證金客戶：	(b)		
– Directors and their close family members	– 董事及彼等之緊密家族成員		313,568	167,189
– Other margin clients	– 其他保證金客戶		3,378,726	3,565,374
– HKSCC	– 香港結算		369	–
Accounts receivable from futures clearing house arising from the business of dealing in futures contracts	期貨買賣合約業務中產生來自期貨結算所之應收賬項		12,282	3,390
Less: Loss allowances	減：虧損撥備		3,713,185 (148,318)	3,744,832 (37,411)
			<b>3,564,867</b>	<b>3,707,421</b>

The normal settlement terms of accounts receivable from cash clients and securities clearing house are two days after trade date while for accounts receivable from futures clearing house are one day after trade date. All the accounts receivable (net of loss allowance) are expected to be recovered within one year.

Information about the Group's exposure to credit risks and loss allowance for ECL of accounts receivable is set out in note 6 to the consolidated financial statements.

應收現金客戶及證券結算所之賬項的正常結算期為交易日後兩日，而應收期貨結算所之賬項的正常結算期為交易日後一日。所有應收賬項（扣除虧損撥備）為預期於一年內收回。

有關本集團面對之信貸風險以及應收賬項之預期信貸虧損之虧損撥備之資料，載於綜合財務報表附註6。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

## 22. ACCOUNTS RECEIVABLE – continued

Notes:

- (a) Included in the accounts receivable from cash clients are debtors with a carrying amount of approximately HK\$546,000 (2019: HK\$154,000) which are past due at the end of the reporting period but which the directors of the Company consider not to be impaired as there has not been a significant change in credit quality and a substantial portion of the carrying amount is subsequently settled.

In respect of accounts receivable from cash clients which are past due but not impaired at the end of the reporting period, the ageing analysis (from settlement date) is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0至30天	438	141
31-60 days	31至60天	1	1
Over 60 days	超過60天	107	12
		<b>546</b>	<b>154</b>

The accounts receivable from cash clients with a carrying amount of approximately HK\$7,694,000 (2019: HK\$8,725,000) are neither past due nor impaired at the end of the reporting period and the directors of the Company are of the opinion that the amounts are recoverable.

- (b) Accounts receivable from margin clients are secured by clients' pledged securities with fair value of approximately HK\$11,060,046,000 (2019: HK\$13,791,493,000). Significant portion of the pledged securities are listed equity securities in Hong Kong. The loans are repayable on demand subsequent to settlement date and carry interest typically at a range from 7.236% to 9.252% per annum (2019: range from 7.236% to 9.252% per annum) as at 31 March 2020. Securities are assigned with specific margin ratios for calculating their margin values. Additional funds or collateral are required if the outstanding amount exceeds the eligible margin value of securities deposited. The collateral held can be pledged and can be sold at the Group's discretion to settle any outstanding amount owed by margin clients.

## 22. 應收賬項 – 續

附註：

- (a) 現金客戶之應收賬項中，包括於報告期末已逾期而賬面值約為546,000港元（二零一九年：154,000港元）之應收款項，惟本公司董事認為有關款項並無減值，因為有關款項之信貸質素並無重大變動而大部份賬面值已於其後清償。

就報告期末已逾期但並無減值之應收現金客戶賬項而言，相關賬齡分析（由結算日期起計）如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-30 days	0至30天	438	141
31-60 days	31至60天	1	1
Over 60 days	超過60天	107	12
		<b>546</b>	<b>154</b>

於報告期末，賬面值約為7,694,000港元（二零一九年：8,725,000港元）之應收現金客戶之賬項為並無逾期亦無減值，本公司董事認為有關款項為可以收回。

- (b) 應收保證金客戶賬項均以客戶之抵押證券作抵押，有關證券之公允值約為11,060,046,000港元（二零一九年：13,791,493,000港元）。香港上市股本證券佔已抵押證券中的重要部份。於二零二零年三月三十一日，有關貸款在結算日期後須按通知還款，並通常按年利率介乎7.236厘至9.252厘（二零一九年：年利率介乎7.236厘至9.252厘）計息。證券被賦予特定之保證金比率以計算其保證金價值。若未償還款額超過已存入之證券的合資格保證金價值，則會要求客戶提供額外資金或抵押品。所持有之抵押品可以再抵押，而本集團可酌情將之出售以結清保證金客戶應付之任何未償還款額。

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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## 22. ACCOUNTS RECEIVABLE – continued

Notes: – continued

(b) – continued

Included in accounts receivable from margin clients arising from the business of dealing in securities are amounts due from directors and their close family members. The details are as follows:

Name	Balance 結餘		Maximum amount outstanding 最高未償還金額	Market value of pledged securities 質押證券之市值			
	At 1 April 2018	At 31 March 2019		At 31 March 2020	During the year ended 31 March 2019	During the year ended 31 March 2020	At 31 March 2019
	於 二零一八年 四月一日	於 二零一九年 三月三十一日	於 二零二零年 三月三十一日	二零一九年 三月三十一日 止年度	二零二零年 三月三十一日 止年度	於 二零一九年 三月三十一日	於 二零二零年 三月三十一日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Hung Sui Kwan, director of the Company and his close family members	-	-	13	1,312	956	9,762	14,123
Mr. Hung Hon Man, director of the Company, his close family members and a controlling entity	22,469	167,018	313,555	227,807	316,559	2,856,393	1,414,158
Mr. Shum Kin Wai, Frankie, director of the Company and his close family members	-	171	-	171	103	5,607	-

The above balances are repayable on demand and bear interest at commercial rates which are similar to the rates offered to other margin clients.

## 22. 應收賬項 – 續

附註：– 續

(b) – 續

證券交易業務產生之應收保證金客戶賬項中，包括董事及其緊密家族成員欠款，詳情如下：

詳情如下：

Name	Balance 結餘		Maximum amount outstanding 最高未償還金額	Market value of pledged securities 質押證券之市值			
	At 1 April 2018	At 31 March 2019		At 31 March 2020	During the year ended 31 March 2019	During the year ended 31 March 2020	At 31 March 2019
	於 二零一八年 四月一日	於 二零一九年 三月三十一日	於 二零二零年 三月三十一日	二零一九年 三月三十一日 止年度	二零二零年 三月三十一日 止年度	於 二零一九年 三月三十一日	於 二零二零年 三月三十一日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Hung Sui Kwan, director of the Company and his close family members	-	-	13	1,312	956	9,762	14,123
Mr. Hung Hon Man, director of the Company, his close family members and a controlling entity	22,469	167,018	313,555	227,807	316,559	2,856,393	1,414,158
Mr. Shum Kin Wai, Frankie, director of the Company and his close family members	-	171	-	171	103	5,607	-

以上結餘為須應要求償還並按與其他保證金客戶獲提供之利率相若的商業利率計息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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## 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayments	預付款項	1,257	1,530
Other deposits	其他按金	798	1,347
Other receivables	其他應收款項	90	50
		<b>2,145</b>	<b>2,927</b>

All balances are expected to be recovered within one year except for deposits of approximately HK\$798,000 (2019: HK\$1,347,000).

## 23. 預付款項、按金及其他應收款項

所有結餘為預期於一年內收回，惟約798,000港元(二零一九年：1,347,000港元)之按金除外。

## 24. INVESTMENTS IN SECURITIES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Held for trading, at fair value	持作買賣，按公允值		
Equity securities – listed in Hong Kong	香港上市股本證券	104	170

## 24. 證券投資

## 25. BANK BALANCES – CLIENT ACCOUNTS

The Group receives and holds money deposited by clients and other institutions in the course of the conduct of the regulated activities of its ordinary business. These clients' monies are maintained in one or more segregated bank accounts. The Group has recognised the corresponding accounts payable to respective clients and other institutions (note 27).

## 25. 銀行結餘 – 客戶賬戶

本集團會為日常業務範圍內進行受監管活動而收取並持有客戶及其他機構提供之按金。此等客戶款項乃存於一個或多個分立銀行賬戶。本集團已確認應向有關客戶及其他機構支付之款項(附註27)。

## 26. BANK BALANCES – GENERAL ACCOUNTS AND CASH

The amounts comprise cash held by the Group and short-term bank deposits at market interest rates ranging from 0% to 1.5% (2019: 0% to 1.5%) per annum.

## 26. 銀行結餘 – 一般賬戶及現金

有關款項包括本集團持有之現金，以及按市場利率(年利率介乎0厘至1.5厘(二零一九年：0厘至1.5厘))計息之短期銀行存款。

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
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### 27. ACCOUNTS PAYABLE

### 27. 應付賬項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts payable arising from the business of dealing in securities:	證券買賣業務中產生之應付賬項：		
– Cash clients	– 現金客戶	(a) 105,081	119,718
– Margin clients	– 保證金客戶	(b) 351,749	1,041,015
– HKSCC	– 香港結算	(a) 7,673	25,586
Accounts payable to clients arising from the business of dealing in futures contracts	期貨合約買賣業務中產生之應付客戶賬項	(c) 13,972	9,884
		<b>478,475</b>	<b>1,196,203</b>

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

鑑於業務之性質，本公司董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

- (a) The normal settlement terms of accounts payable to cash clients and securities clearing houses are two days after trade date.
- (b) Amounts due to securities margin clients and futures clients are repayable on demand and carry interest at 0.25% (2019: 0.25%) per annum. Included in accounts payable to margin clients arising from the business of dealing in securities are amounts due to directors of the Company, their close family members and a controlling entity of approximately HK\$247,000 (2019: HK\$1,000).
- (c) Accounts payable to clients arising from the business of dealing in futures contracts are margin deposits received from clients for their trading of futures contracts on the Hong Kong Futures Exchange Limited (the “HKFE”). The excesses of the outstanding amounts over the required initial margin deposits stipulated by the HKFE are repayable to clients on demand.

- (a) 應付現金客戶及證券結算所之賬項的正常結算期為交易日後兩日。
- (b) 欠證券保證金客戶及期貨客戶款項須於要求時償還並且按0.25厘（二零一九年：0.25厘）之年利率計息。證券買賣業務產生之應付保證金客戶賬項中，包括應付本公司董事、彼等之緊密家族成員及控制實體的款項約247,000港元（二零一九年：1,000港元）。
- (c) 期貨合約買賣業務中產生之應付客戶賬項，是指向客戶收取以在香港期貨交易所有限公司（「期交所」）買賣期貨合約之保證金按金。超過期交所規定所需之初步保證金按金之尚未退還款額，須於客戶要求時償還。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Year ended 31 March 2020

### 28. ACCRUED CHARGES AND OTHER PAYABLES

	2020 二零二零年 HK\$'000 千港元
Accruals	3,162
Other payables	2,212
	5,374

### 28. 應計費用及其他應付款項

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accruals	3,162	3,689
Other payables	2,212	4,754
	5,374	8,443

### 29. CONVERTIBLE BONDS

On 1 September 2017 (the “Bond Issue Date”), the Company issued convertible bonds, with coupon interest rate of 2% per annum, in the principal amount of HK\$525,000,000 (“Convertible Bonds”) to not less than six independent places who were professional, institutional or private investors and whose ultimate beneficial owners were independent third parties. The coupon interest is accrued at the outstanding principal amount of Convertible Bonds and shall only be payable by the Company to the bondholders once every six months from the Bond Issue Date if Convertible Bonds are neither converted during the conversion period nor redeemed prior to 1 September 2019 (the “Bond Maturity Date”). Convertible Bonds can be converted into maximum 500,000,000 ordinary shares of the Company at a conversion price of HK\$1.05 per share. The conversion period commenced from the Bond Issue Date up to and including the date falling on the seventh day immediately prior to the Bond Maturity Date.

### 29. 可換股債券

於二零一七年九月一日（「債券發行日」），本公司向不少於六名獨立承配人（即專業、機構或私人投資者，其最終實益擁有人為獨立第三方）發行本金額為525,000,000港元之2厘票息可換股債券（「可換股債券」）。票息利率按可換股債券未償還本金額累計，倘可換股債券於換股期內未獲轉換或於二零一九年九月一日之前未獲贖回（「債券到期日」），則僅由債券發行日起計每六個月由本公司向債券持有人支付。可換股債券可按換股價每股1.05港元轉換為最高500,000,000股本公司普通股。換股期由債券發行日開始，直至及包括緊接債券到期日前第七日當日止期間。

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## 29. CONVERTIBLE BONDS – continued

At initial recognition, Convertible Bonds were separated into a liability component and an equity component representing the conversion options of the bondholders. The fair value of the liability component and the value of the equity conversion component were determined at the Bond Issue Date. The fair value of the liability component was calculated using a market interest rate of 5.94% per annum for instruments without a conversion option of comparable credit status which is referenced to professional valuation conducted by an independent professionally qualified valuer. The residual amount, representing the value of the equity conversion component, has been included in the convertible bonds reserve.

As the fair value of Convertible Bonds was determined using valuation models for which involved unobservable inputs, the day-one loss, which represented difference between the nominal value and the fair value of Convertible Bonds at the Bond Issue Date, was not recognised in profit or loss immediately but was deferred.

The carrying value of the liability component and the equity conversion component of Convertible Bonds is net of the deferred day-one loss which is allocated to the liability component and the equity conversion component on the same allocation basis of the allocation of the fair value of Convertible Bonds. The deferred day-one loss in the liability components is amortised over the term of Convertible Bonds on the basis similar with the effective interest method and included in “Interest on convertible bonds” in profit or loss and the deferred day-one loss in the equity conversion component will be accounted for in the same basis as the equity conversion component.

## 29. 可換股債券－續

於初步確認時，可換股債券分為負債部分及權益部分，代表債券持有人之換股權。負債部分之公允值及權益轉換部分之價值於債券發行日釐定。有關沒有可比信貸狀況之換股權之工具，其負債部分之公允值利用市場年利率5.94厘計算，乃參考由獨立專業合資格估值師進行之專業估值得出。餘額（代表權益轉換部分之價值）已計入可換股債券儲備。

可換股債券之公允值乃使用涉及無法觀察輸入數據之估值模型釐定，首日虧損（即可換股債券面值及於債券發行日之公允值之差額），並無於即時損益確認，惟予以遞延。

可換股債券負債部分及權益轉換部分之賬面值乃扣除遞延首日虧損，乃按與可換股債券公允值分配相同之分配基準分配至負債部分及權益轉換部分。於負債部分之遞延首日虧損以與實際利率法類似之基準於可換股債券年期內攤銷，並於損益中「可換股債券之利息」入賬，而於權益轉換部分之遞延首日虧損將以與權益轉換部分相同之基準入賬。

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**29. CONVERTIBLE BONDS – continued**

The effective interest rate of the liability component of Convertible Bonds on initial recognition, which excluded the impact of the deferred day-one loss, is 7.43% per annum and is subsequently carried at amortised cost.

During the year ended 31 March 2019, Convertible Bonds held by four bondholders of principal amount of HK\$262,500,000 were redeemed by the Company at the redemption price of HK\$262,500,000. The redemption price was allocated to the liability component and the equity component on the same basis as used in the allocation of the fair value of Convertible Bonds at initial recognition. At the date of redemption, the difference between the redemption price allocated to the liability component and the net carrying amount of the liability component amounted to approximately HK\$38,867,000 was recognised as a loss in profit or loss and the residual amount of the redemption price of approximately HK\$17,811,000 was recognised in equity. Upon the redemption of Convertible Bonds, the remaining amount of the convertible bond reserves attributable to the redeemed Convertible Bonds of approximately HK\$88,499,000 was transferred to retained profits.

During the year ended 31 March 2020, Convertible Bonds of principal amount of HK\$262,500,000 were matured and fully redeemed by the Company at the redemption price of HK\$262,500,000 on maturity date, with no gain or loss recognised in profit or loss. Upon the redemption of Convertible Bonds, the remaining amount of the convertible bond reserves attributable to the redeemed Convertible Bonds of approximately HK\$106,309,000 was transferred to retained profits. No Convertible Bonds were converted into ordinary shares of the Company up to the maturity date.

**29. 可換股債券－續**

於首次確認時，可換股債券負債部分之實際年利率（撇除遞延首日虧損之影響）為7.43厘，其後按攤銷成本列賬。

截至二零一九年三月三十一日止年度，本公司以贖回價262,500,000港元贖回四名債券持有人所持有本金額為262,500,000港元的可換股債券。贖回價按初步確認時可換股債券公允值分配所用的相同基準分配至負債部分及權益部分。於贖回日期，分配至負債部分的贖回價與負債部分的賬面淨值約38,867,000港元之間的差額於損益中確認為虧損，而贖回價的剩餘金額約17,811,000港元在權益中確認。於贖回可換股債券後，已贖回可換股債券應佔之可換股債券儲備之餘額約88,499,000港元已轉撥至保留溢利。

截至二零二零年三月三十一日止年度，本金額為262,500,000港元的可換股債券已到期並已由本公司於到期日按262,500,000港元的贖回價全數贖回而並無於損益確認收益或虧損。贖回可換股債券後，已贖回的可換股債券應佔的可換股債券儲備餘額約106,309,000港元已轉撥至保留溢利。截至到期日，概無可換股債券轉換為本公司普通股。

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### 29. CONVERTIBLE BONDS – continued

The Convertible Bonds recognised at the end of the reporting period are calculated as follows:

### 29. 可換股債券－續

於各報告期末確認之可換股債券計算如下：

Liability component	負債部分	Gross Amount 總額 HK\$'000 千港元	Deferred day-one loss 遞延首日 虧損 HK\$'000 千港元	Net Amount 淨額 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	483,865	(133,025)	350,840
Interest expenses for the year:	年內利息開支：			
Imputed interest expenses	估算利息開支	31,934	–	31,934
Amortisation of deferred day-one loss	遞延首日虧損攤銷	–	64,741	64,741
		31,934	64,741	96,675
Coupon interest paid / accrued	已付／累計票息	(8,169)	–	(8,169)
Redemption of Convertible Bonds	贖回可換股債券	(250,837)	45,015	(205,822)
		(259,006)	45,015	(213,991)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及二零一九年四月一日	256,793	(23,269)	233,524
Interest expenses for the year:	年內利息開支：			
Imputed interest expenses	估算利息開支	7,909	–	7,909
Amortisation of deferred day-one loss	遞延首日虧損攤銷	–	23,269	23,269
		7,909	23,269	31,178
Coupon interest paid / accrued	已付／累計票息	(2,202)	–	(2,202)
Redemption of Convertible Bonds upon maturity	於到期時贖回可換股債券	(262,500)	–	(262,500)
		(264,702)	–	(264,702)
At 31 March 2020	於二零二零年三月三十一日	–	–	–

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### 29. CONVERTIBLE BONDS – continued

### 29. 可換股債券 – 續

Equity component	權益部分	Gross Amount 總額 HK\$'000 千港元	Deferred day-one loss 遞延首日 虧損 HK\$'000 千港元	Net Amount 淨額 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一月	336,346	(123,727)	212,619
Redemption of Convertible Bonds	贖回可換股債券	(168,173)	61,863	(106,310)
At 31 March 2019 and 1 April 2019	於二零一九年 三月三十一日及 二零一九年四月一日	168,173	(61,864)	106,309
Redemption of Convertible Bonds upon maturity	於到期時贖回可換股 債券	(168,173)	61,864	(106,309)
<b>At 31 March 2020</b>	<b>於二零二零年 三月三十一日</b>	<b>–</b>	<b>–</b>	<b>–</b>

### 30. DEFERRED TAXATION

The movements for the year in the Group's net deferred tax provision were as follows:

### 30. 遞延稅項

以下為本集團之遞延稅項撥備淨額於年內之變動：

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation of properties 重估物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	909	1,975	2,884
Charge to profit or loss for the year (note 15)	扣除本年度損益 (附註15)	106	–	106
Charge to other comprehensive income for the year	扣除本年度其他全面 收益	–	457	457
At 31 March 2019	於二零一九年 三月三十一日	1,015	2,432	3,447
Charge to profit or loss for the year (note 15)	扣除本年度損益 (附註15)	68	–	68
Charge to other comprehensive income for the year	扣除本年度其他全面 收益	–	184	184
<b>At 31 March 2020</b>	<b>於二零二零年 三月三十一日</b>	<b>1,083</b>	<b>2,616</b>	<b>3,699</b>

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 30. DEFERRED TAXATION – continued

At the end of the reporting period, the Group had estimated unutilised tax losses of approximately HK\$20,657,000 (2019: HK\$26,380,000) available to offset against future profits. The tax losses have not been recognised due to uncertainty of future profit streams and may be carried forward indefinitely.

The following is the analysis of the deferred tax (assets) liabilities for financial reporting purposes:

		Assets 資產		Liabilities 負債	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accelerated tax depreciation	加速稅項折舊	(259)	(259)	1,342	1,274
Revaluation of properties	重估物業	-	-	2,616	2,432
Deferred tax (assets) liabilities	遞延稅項(資產)負債	(259)	(259)	3,958	3,706

### 30. 遞延稅項－續

於報告期末，本集團有約20,657,000港元(二零一九年：26,380,000港元)之估計未動用稅項虧損可用以抵銷未來溢利。由於未能肯定將來的盈利來源，因此並無確認稅項虧損及可無限期結轉。

遞延稅項(資產)負債就財務報告而言分析如下：

### 31. SHARE CAPITAL

		Number of shares 股份數目		Amount 金額	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
Authorised:	法定：				
At the beginning and the end of the reporting period	於報告期初及報告期終	10,000,000,000	10,000,000,000	100,000	100,000
Issued and fully paid:	已發行及繳足：				
At the beginning and the end of the reporting period	於報告期初及報告期終	2,500,000,000	2,500,000,000	25,000	25,000

### 31. 股本

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## 32. SHARE OPTION SCHEMES

The Company has adopted a share option scheme (the “Option Scheme”) pursuant to a resolution passed on 16 March 2016. The major terms of the Option Scheme are summarised as follows:

- (a) The purpose of the Share Option Scheme is to attract and retain the best available personnel to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers of the Group, distributor, contractor, supplier, agent, customers, business partners or service providers of the Group and to promote the success of the business of the Group.
- (b) The eligible participants of the Option Scheme include any employee (full-time or part-time), director, consultant or adviser of our Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, who in the absolute discretion of the Board of Directors has contributed or will contribute to the Group.
- (c) The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the relevant class of securities of the issued share capital of the Company from time to time.
- (d) The total number of shares which may be issued upon exercise of all share options to be granted under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares (250,000,000 shares) of the Company in issue.

## 32. 購股權計劃

本公司已根據於二零一六年三月十六日通過之決議案採納一項購股權計劃（「購股權計劃」）。購股權計劃之主要條款概述如下：

- (a) 購股權計劃旨在吸引及保留最卓越人員、向本集團僱員（全職及兼職）、董事、諮詢人、本集團顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商提供額外獎勵以及推動本集團業務創出佳績。
- (b) 購股權計劃之合資格參與者包括董事會按其絕對酌情權認為已經或將會對本集團作出貢獻之本集團任何僱員（全職或兼職）、董事、諮詢人或顧問、或本集團任何主要股東、或任何分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商。
- (c) 因行使根據購股權計劃及本集團之任何其他購股權計劃所授出及尚未行使之所有購股權而可能須予發行之股份數目上限合計不得超過本公司不時已發行股本中任何有關證券類別之30%。
- (d) 因行使根據購股權計劃及本集團之任何其他購股權計劃所授出之所有購股權而可能須予發行之股份總數合計不得超過本公司已發行股份之10%（250,000,000股股份）。

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**32. SHARE OPTION SCHEMES – continued**

- (e) The total number of shares issued and which may fall to be issued upon exercise of the share options granted under the Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any twelve-month period shall not exceed 1% of the issued share capital of the Company for the time being.
- (f) There is no minimum period required for the holding of a share option before it can be exercised.
- (g) A share option may be exercised at any time during a period to be determined by the directors, the period may commence on a day after the date upon which the offer for the grant of share options is made but shall not be later than ten years from the date of grant of the share option.
- (h) The acceptance of a share option, if accepted, must be made within 7 business days from the date of the offer of grant of the share option.
- (i) The exercise price of a share option must be the higher of:
  - (i) the closing price of the share of the Company as stated in the Stock Exchange's daily quotations on the date of the offer of the grant;
  - (ii) the average closing price of the share of the Company as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of the grant; and
  - (iii) the nominal value of the share of the Company.
- (j) The Option Scheme will expire on 15 March 2026.

There was no share option granted to eligible participants during the years ended 31 March 2020 and 2019. There were no outstanding share options at 31 March 2020 and 2019.

**32. 購股權計劃－續**

- (e) 於任何12個月期間因行使根據購股權計劃及本集團任何其他購股權計劃所授出之購股權，而已向各參與者發行及可能須向各參與者發行之股份總數(同時包括已行使或尚未行使購股權兩者)，不得超過本公司當時已發行股本之1%。
- (f) 購股權計劃並無規定在行使前需要持有購股權之最短期限。
- (g) 購股權可於董事會釐定之期間內隨時行使，該期間須由提出授予購股權建議日期之翌日起計，至授出購股權日期後十年內屆滿。
- (h) 參與者如接納購股權，則須於提出授予購股權建議日期起計7個營業日內接納購股權。
- (i) 購股權之行使價須為下列三者中之最高者：
  - (i) 提出授予購股權建議日期在聯交所之每日報價表所示之本公司股份收市價；
  - (ii) 緊接提出授予購股權建議日期前五個交易日在聯交所之每日報價表所示之本公司股份平均收市價；及
  - (iii) 本公司股份面值。
- (j) 購股權計劃將於二零二六年三月十五日期滿。

於截至二零二零年及二零一九年三月三十一日止年度並無向合資格參與者授出購股權。於二零二零年及二零一九年三月三十一日並無尚未行使之購股權。

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33. OTHER CASH FLOW INFORMATION

Details of the changes in the Group's liabilities from financing activities are as follows:

Year ended 31 March 2020

	At 1 April 2019	Net cash flows	Non-cash changes 非現金變動		At 31 March 2020
			Interest expense	Interest accrued	
	於 二零一九年 四月一日 HK\$'000 千港元	現金流淨額 HK\$'000 千港元	利息開支 HK\$'000 千港元	累計利息 HK\$'000 千港元	於 二零二零年 三月 三十一日 HK\$'000 千港元
Loan from ultimate holding company	-	(1,024)	1,024	-	-
Bank borrowings	-	(779)	779	-	-
Liability component of convertible bonds	233,524	(265,139)	31,178	437	-
Total liabilities from financing activities	233,524	(266,942)	32,981	437	-

Year ended 31 March 2019

	At 1 April 2018	Net cash flows	Interest expense	Interest accrued	Non-cash changes 非現金變動		At 31 March 2019
					Loss on redemption of convertible bonds	Transfer to convertible bonds reserve	
	於 二零一八年 四月一日 HK\$'000 千港元	現金流淨額 HK\$'000 千港元	利息開支 HK\$'000 千港元	累計利息 HK\$'000 千港元	贖回可換股 債券之虧損 HK\$'000 千港元	轉撥至 可換股債券 儲備 HK\$'000 千港元	於 二零一九年 三月 三十一日 HK\$'000 千港元
Loan from ultimate holding company	-	(82)	82	-	-	-	-
Bank borrowings	60,000	(60,127)	127	-	-	-	-
Liability component of convertible bonds	350,840	(270,232)	96,675	(437)	38,867	17,811	233,524
Total liabilities from financing activities	410,840	(330,441)	96,884	(437)	38,867	17,811	233,524

Details of convertible bonds are disclosed in note 29 to the consolidated financial statements.

33. 其他現金流資料

本集團因融資活動產生之負債之變動詳情：

截至二零二零年三月三十一日止年度

	At 1 April 2019	Net cash flows	Non-cash changes 非現金變動		At 31 March 2020
			Interest expense	Interest accrued	
	於 二零一九年 四月一日 HK\$'000 千港元	現金流淨額 HK\$'000 千港元	利息開支 HK\$'000 千港元	累計利息 HK\$'000 千港元	於 二零二零年 三月 三十一日 HK\$'000 千港元
來自最終控股公司之貸款	-	(1,024)	1,024	-	-
銀行借貸	-	(779)	779	-	-
可換股債券之負債部分	233,524	(265,139)	31,178	437	-
融資活動產生之負債總額	233,524	(266,942)	32,981	437	-

截至二零一九年三月三十一日止年度

	At 1 April 2018	Net cash flows	Interest expense	Interest accrued	Non-cash changes 非現金變動		At 31 March 2019
					Loss on redemption of convertible bonds	Transfer to convertible bonds reserve	
	於 二零一八年 四月一日 HK\$'000 千港元	現金流淨額 HK\$'000 千港元	利息開支 HK\$'000 千港元	累計利息 HK\$'000 千港元	贖回可換股 債券之虧損 HK\$'000 千港元	轉撥至 可換股債券 儲備 HK\$'000 千港元	於 二零一九年 三月 三十一日 HK\$'000 千港元
來自最終控股公司之貸款	-	(82)	82	-	-	-	-
銀行借貸	60,000	(60,127)	127	-	-	-	-
可換股債券之負債部分	350,840	(270,232)	96,675	(437)	38,867	17,811	233,524
融資活動產生之負債總額	410,840	(330,441)	96,884	(437)	38,867	17,811	233,524

有關可換股債券之詳情載於綜合財務報表附註29。

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### 34. RETIREMENT BENEFIT SCHEMES

The Group has joined a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance (the “MPF Scheme”) for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately in an independently managed fund. The Group has followed the minimum statutory contribution requirements of 5% of eligible employees’ relevant aggregate income. The contributions, amounting approximately HK\$708,000 (2019: HK\$711,000), are charged to the profit or loss as incurred.

### 34. 退休福利計劃

本集團已根據強制性公積金計劃條例之規則及規例為香港所有合資格僱員參與退休福利計劃（「強積金計劃」）。強積金計劃之資產由一個獨立管理基金所持有。本集團已根據最低法定供款規定，即合資格僱員每月有關總入息之5%供款。為數約708,000港元（二零一九年：711,000港元）之供款已於產生時在損益扣除。

### 35. CAPITAL COMMITMENTS

### 35. 資本承擔

Capital expenditure contracted but not provided for, net of deposits paid, in the consolidated financial statements in respect of acquisition of a subsidiary

綜合財務報表內有關收購一間附屬公司之已訂約但未撥備的資本開支（扣除已付按金）

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
56,638	-

On 13 January 2020, King Joy Asia Limited (“King Joy”), a wholly owned subsidiary of the Company, entered into a conditional sale and purchase agreement with Mr. Hung Hon Shing, the father of Mr. Hung Sui Kwan, an executive director of the Company, and the elder brother of Mr. Hung Hon Man, a non-executive director of the Company and an executive director of GN Holdings, in relation to acquire the entire issued share capital of Red Eagle Securities Limited (“Red Eagle”) at a cash consideration of approximately HK\$62,838,000 (subject to adjustment). Red Eagle is licensed corporation under the Hong Kong Securities and Futures Ordinance with regulated activity under Type 1 Dealing in Securities and is a participant of the Stock Exchange. The principal activity of Red Eagle is provision of securities brokerage services. Details of the transaction are set out in the Company’s announcement dated 13 January 2020.

於二零二零年一月十三日，本公司之全資附屬公司君悅亞洲有限公司（「君悅」）與洪漢城先生（為本公司執行董事洪瑞坤先生之父以及本公司非執行董事及結好控股執行董事洪漢文先生之兄）訂立有條件買賣協議，內容有關以現金代價約62,838,000港元（可予調整）收購漢英證券有限公司（「漢英」）全部已發行股本。漢英是香港證券及期貨條例下的持牌法團，可從事第1類（證券交易）受規管活動，並為聯交所之參與者。漢英的主要業務是提供證券經紀服務。交易詳情載於本公司日期為二零二零年一月十三日的公佈。

At 31 March 2020, a deposit of HK\$6,200,000 had been paid and was reported as “Deposit paid for acquisition of a subsidiary”. Upon completion of the transaction, Red Eagle will become a wholly owned subsidiary of the Company. Up to the date of approving these consolidated financial statements, the transaction is not yet completed and subject to the approval from SFC.

於二零二零年三月三十一日，已支付按金6,200,000港元並列報為「收購一間附屬公司之已付按金」。交易完成後，漢英將成為本公司的全資附屬公司。截至本綜合財務報表獲批准日期，該交易仍未完成並須待證監會批准。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 36. LEASES

The Group leases berth and staff quarters for its daily operations which are short-term leases and low value assets leases with lease terms ranging from 1 month to 2 years. Certain leases provide the Group with an option to terminate the leases after expiration of the first year with 2 months' notice.

The Group has recognised the following amounts for the year:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Lease payments:	租賃付款：		
Short-term leases	短期租賃	899	—
Leases of low value assets	低價值資產租賃	282	—
Operating lease payments	經營租賃付款	—	1,235
<b>Expenses recognised in profit or loss</b>		<b>1,181</b>	<b>1,235</b>
在損益中確認的開支			
<b>Total cash outflow for leases</b>		<b>1,181</b>	<b>1,235</b>
租賃的現金流出總額			

### Commitments under leases

At 31 March 2020, the Group was committed to approximately HK\$74,000 and HK\$513,000 for short-term leases and leases of low value assets respectively.

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

		HK\$'000 千港元
Within one year	一年內	121

## 36. 租賃

本集團為日常營運租用泊位及員工宿舍，有關租賃為短期租賃及低值資產租賃，租賃期由一個月至兩年不等。本集團在若干租賃可選擇於首年屆滿後提前兩個月通知終止租賃。

本集團已於年內確認以下金額：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
租賃付款：			
短期租賃		899	—
低價值資產租賃		282	—
經營租賃付款		—	1,235
<b>在損益中確認的開支</b>		<b>1,181</b>	<b>1,235</b>
租賃的現金流出總額		1,181	1,235

### 租賃承擔

於二零二零年三月三十一日，本集團有關短期租賃及低價值資產租賃的承擔分別約為74,000港元及513,000港元。

於二零一九年三月三十一日，本集團根據不可撤銷經營租賃的未來最低租賃付款總額之付款期如下：

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### 37. BANKING FACILITIES

At 31 March 2020, the Group had banking facilities totaling HK\$905,000,000 (2019: HK\$905,000,000) granted by financial institutions in Hong Kong. These banking facilities are secured by charges over clients' pledged securities and certain of the Group's properties and by corporate guarantees issued by the Company. Details of the Group's pledged assets are disclosed in note 38 to the consolidated financial statements.

At 31 March 2020, the Group had undrawn amounts under these banking facilities of HK\$905,000,000 (2019: HK\$905,000,000).

### 38. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure banking facilities granted to the Group (note 37):

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港		
Leasehold land	租賃土地	66,583	69,024
Buildings	樓宇	36,190	36,430
		<b>102,773</b>	<b>105,454</b>

In addition, the Group's banking facilities are also secured by charges over clients' pledged securities of fair value of approximately HK\$554,854,000 (2019: HK\$484,182,000) at 31 March 2020 and corporate guarantees issued by the Company.

### 37. 銀行融資

於二零二零年三月三十一日，本集團獲香港金融機構授出的銀行融資總額為905,000,000港元（二零一九年：905,000,000港元）。該等銀行融資以客戶的質押證券及本集團的若干物業作抵押，並由本公司發出的公司擔保作擔保。本集團已抵押資產的詳情於綜合財務報表附註38披露。

於二零二零年三月三十一日，本集團在該等銀行融資項下的未提取金額為905,000,000港元（二零一九年：905,000,000港元）。

### 38. 資產抵押

以下賬面值之資產已經抵押，作為本集團獲授銀行信貸額之抵押（附註37）：

此外，於二零二零年三月三十一日，本集團之銀行信貸額亦由公允值約為554,854,000港元（二零一九年：484,182,000港元）之客戶已抵押證券以及本公司發出的公司擔保作抵押。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 39. RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following transactions with related parties:

### (a) Transactions

Name of related party  
關連人士姓名／名稱

Directors of the Company and their close family members

本公司董事以及彼等之緊密家族成員

Messrs. Hung Hon Man, Shum Kin Wai, Frankie, Hung Sui Kwan  
and their close family members and controlling entities  
洪漢文先生、岑建偉先生、洪瑞坤先生以及彼等之緊密  
家族成員及控制實體

Key management personnel and directors of GN Holdings  
and their close family members

結好控股之主要管理人員及董事以及彼等之緊密家族成員

Messrs. Cham Wai Ho, Anthony, Kam Leung Ming,  
Cheng Wai Ho, Ng Hon Sau, Larry and their close family  
members and controlling entities

湛威豪先生、甘亮明先生、鄭偉浩先生、吳翰綬先生以及  
彼等之緊密家族成員及控制實體

Directors of the Company and their close family members

本公司董事以及彼等之緊密家族成員

Messrs. Hung Hon Man, Shum Kin Wai, Frankie, Hung Sui Kwan  
and their close family members and controlling entities  
洪漢文先生、岑建偉先生、洪瑞坤先生以及彼等之緊密  
家族成員及控制實體

## 39. 關連人士交易

除綜合財務報表其他部份所披露之交易／資料外，本集團於年內進行以下關連人士交易：

### (a) 交易

Nature of transaction  
交易性質

Brokerage commission  
income (note i)  
經紀佣金收入(附註i)

Brokerage commission  
income (note i)  
經紀佣金收入(附註i)

Interest income (note ii)  
利息收入(附註ii)

2020  
二零二零年  
HK\$'000  
千港元

878

37

15,816

2019  
二零一九年  
HK\$'000  
千港元

2,903

68

9,899

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### 39. RELATED PARTY TRANSACTIONS – continued

#### (a) Transactions – continued

Name of related party 關連人士姓名／名稱	Nature of transaction 交易性質	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Key management personnel and directors of GN Holdings and their close family members 結好控股主要管理人員及董事以及彼等之緊密家族成員 Messrs. Kam Leung Ming, Cheng Wai Ho, Ng Hon Sau, Larry and their close family members and controlling entities 甘亮明先生、鄭偉浩先生、吳翰綏先生以及彼等之緊密家族成員及控制實體	Interest income (note ii) 利息收入(附註ii)	11	11
GN Holdings 結好控股	Management fee income (note iii) 包銷及配售佣金收入 (附註iii)	2,520	2,520
GN Holdings 結好控股	Loan interest expenses (note iv) 貸款利息開支 (附註iv)	1,024	82

Notes:

- (i) Commission was charged at 0.1% to 0.25% (2019: 0.1% to 0.25%) on the total value of transactions.
- (ii) Interest was charged at 7.236% to 9.252% per annum (2019: 7.236% to 9.252% per annum) on the outstanding balances of margin loans.
- (iii) Management fee income was earned from GN Holdings for office areas sharing.
- (iv) Loan interest expense was charged by GN Holdings at 2% per annum outstanding pursuant to the revolving loan facility agreement dated 19 May 2017.

### 39. 關連人士交易－續

#### (a) 交易－續

Name of related party 關連人士姓名／名稱	Nature of transaction 交易性質	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Key management personnel and directors of GN Holdings and their close family members 結好控股主要管理人員及董事以及彼等之緊密家族成員 Messrs. Kam Leung Ming, Cheng Wai Ho, Ng Hon Sau, Larry and their close family members and controlling entities 甘亮明先生、鄭偉浩先生、吳翰綏先生以及彼等之緊密家族成員及控制實體	Interest income (note ii) 利息收入(附註ii)	11	11
GN Holdings 結好控股	Management fee income (note iii) 包銷及配售佣金收入 (附註iii)	2,520	2,520
GN Holdings 結好控股	Loan interest expenses (note iv) 貸款利息開支 (附註iv)	1,024	82

附註：

- (i) 佣金均按交易總值之0.1%至0.25%（二零一九年：0.1%至0.25%）收取。
- (ii) 利息均按保證金貸款之未償還結餘及每年7.236%至9.252%（二零一九年：7.236%至9.252%）之利率收取。
- (iii) 管理費收入乃就共享辦公室而向結好控股賺取。
- (iv) 貸款利息開支乃按年利率2%及根據日期為二零一七年五月十九日之循環貸款融資協議之未償還貸款由結好控股收取。

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### 39. RELATED PARTY TRANSACTIONS – continued

#### (b) Remuneration to key management personnel

The remuneration of members of key management, other than directors as disclosed in note 14 to the consolidated financial statements, was as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,991	3,098
Retirement benefit scheme contributions	退休福利計劃供款	73	72
		<b>3,064</b>	<b>3,170</b>

The remuneration of directors and other key management personnel is determined by the performance of individuals and market trends.

### 39. 關連人士交易 – 續

#### (b) 主要管理人員之薪酬

除綜合財務報表附註14所披露之董事外，主要管理人員之薪酬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,991	3,098
Retirement benefit scheme contributions	退休福利計劃供款	73	72
		<b>3,064</b>	<b>3,170</b>

董事及其他主要管理人員之薪酬是按個人表現及市場趨勢釐定。

### 40. ACQUISITION OF NON-CONTROLLING INTERESTS IN A SUBSIDIARY

On 21 January 2020, the Group acquired the remaining 49% equity interests of Get Nice Silk Road Investment Limited (“GN Silk Road”) at a cash consideration of HK\$170,000. GN Silk Road is incorporated in BVI and its principal activity is investment holding. The acquisition was completed on the same date. Upon completion of the acquisition, GN Silk Road and its subsidiary, Get Nice Asset Management Limited (“GNAM”), (the “GN Silk Road Group”) became wholly owned subsidiaries of the Company.

The carrying amount of the non-controlling interests in the GN Silk Road Group at the date of acquisition was approximately HK\$170,000, which represented proportionate share of carrying amount of net assets of the GN Silk Road Group derecognised with no gain or loss recognised in the retained earnings attributable to equity holders of the Company.

### 40. 收購一間附屬公司的非控制權益

於二零二零年一月二十一日，本集團以現金代價170,000港元收購結好絲路投資有限公司（「結好絲路」）的其餘49%股權。結好絲路於英屬處女群島註冊成立，其主要業務為投資控股。收購已於同日完成。收購完成後，結好絲路及其附屬公司結好資產管理有限公司（「結好資產管理」）（「結好絲路集團」）成為本公司的全資附屬公司。

於收購日期，結好絲路集團非控股權益的賬面值約為170,000港元，代表取消確認按比例應佔結好絲路集團的淨資產賬面值，而本公司權益持有人應佔的保留盈利並無確認任何收益或虧損。

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 41. 本公司之財務狀況表

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資		196,042	196,042
Property and equipment	物業及設備		2	4
			<b>196,044</b>	196,046
<b>Current assets</b>	<b>流動資產</b>			
Deposits and prepayments	按金及預付款項		716	934
Cash and cash equivalents	現金及現金等值項目		192	3,218
Amounts due from subsidiaries	應收附屬公司款項		2,205,599	2,438,713
			<b>2,206,507</b>	2,442,865
<b>Current liabilities</b>	<b>流動負債</b>			
Accrued charges	應計費用		972	1,410
Amounts due to subsidiaries	應付附屬公司款項		213,087	180,414
Liability component of convertible bonds	可換股債券之負債部份		-	233,524
			<b>214,059</b>	415,348
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,992,448</b>	2,027,517
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,188,492</b>	2,223,563
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31	25,000	25,000
Reserves	儲備	41(a)	2,163,492	2,198,563
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>2,188,492</b>	2,223,563

# 綜合財務報表附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – continued

### 41. 本公司之財務狀況表 – 續

#### (a) Movements of the reserves

#### (a) 儲備變動

		Notes 附註	Share	Contributed	Convertible	Other	Retained	Total
			premium	surplus	bonds	reserve	profits	
			股份溢價	實繳盈餘	可換股 債券儲備	其他儲備	保留溢利	總額
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2018	於二零一八年 四月一日		375,407	1,486,951	212,619	195,942	83,349	2,354,268
<b>Profit for the year</b>	<b>本年度溢利</b>		-	-	-	-	12,106	12,106
<b>Transactions with owners:</b>	<b>與擁有人之交易：</b>							
<i>Contributions and distributions</i>	<i>出資及分派</i>							
- Dividends to owners	- 向擁有人之股息	16	-	-	-	-	(150,000)	(150,000)
- Redemption of convertible bonds	- 贖回可換股債券	29	-	-	(106,310)	-	88,499	(17,811)
<b>Total transactions with equity holders</b>	<b>與權益持有人之交易 總額</b>		-	-	(106,310)	-	(61,501)	(167,811)
At 31 March 2019	於二零一九年 三月三十一日		375,407	1,486,951	106,309	195,942	33,954	2,198,563
<b>Profit for the year</b>	<b>本年度溢利</b>		-	-	-	-	139,929	139,929
<b>Transactions with owners:</b>	<b>與擁有人之交易：</b>							
<i>Contributions and distributions</i>	<i>出資及分派</i>							
- Dividends to owners	- 向擁有人之股息	16	-	-	-	-	(175,000)	(175,000)
- Redemption of convertible bonds upon maturity	- 於到期時贖回可 換股債券	29	-	-	(106,309)	-	106,309	-
<b>Total transactions with equity holders</b>	<b>與權益持有人之交易 總額</b>		-	-	(106,309)	-	(68,691)	(175,000)
At 31 March 2020	於二零二零年 三月三十一日		375,407	1,486,951	-	195,942	105,192	2,163,492

Note: At 31 March 2020, the reserves of the Company available for distribution to shareholders were approximately HK\$2,163,492,000 (2019: HK\$2,092,254,000) which included share premium, contributed surplus, other reserve and retained profits.

附註：於二零二零年三月三十一日，本公司之可供分派予股東之儲備約為2,163,492,000港元（二零一九年：2,092,254,000港元），包括股份溢價、實繳盈餘、其他儲備及保留溢利。

## 綜合財務報表附註

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

### 42. PARTICULARS OF PRINCIPAL SUBSIDIARIES

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

### 42. 主要附屬公司詳情

本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Class of shares held 所持股份類別	Issued and fully paid share capital 已發行及繳足股本	Proportion of nominal value of issued share capital held by the Company 本公司持有之已發行股本面值百分比				Principal activities 主要業務
				2020 二零二零年		2019 二零一九年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
King Joy	British Virgin Islands ("BVI")	Ordinary	US\$1	100	-	N/A	-	Investment holding
君悅 GN Incorporated	英屬處女群島 BVI	普通股 Ordinary	1美元 US\$10,000	100	-	不適用 100	-	投資控股 Investment holding
Get Nice Securities Limited ("GNS")	英屬處女群島 Hong Kong	普通股 Ordinary	10,000美元 HK\$1,660,000,000 (2019: HK\$860,000,000)	-	100	-	100	投資控股 Securities dealing and broking and securities margin financing
結好證券有限公司 (「結好證券」)	香港	普通股 無投票權遞延股 (附註 a)	1,660,000,000港元 (二零一九年： 860,000,000港元) 40,000,000港元					證券買賣及經紀業務及證券保證金融資
Get Nice Currency Exchange Limited	Hong Kong	Ordinary	HK\$1	-	100	-	100	Inactive
結好找換有限公司	香港	普通股	1港元					暫無營業
Get Nice Capital Limited	Hong Kong	Ordinary	HK\$10,000,000	-	100	-	100	Corporate finance services
結好融資有限公司	香港	普通股	10,000,000港元					企業融資服務
Get Nice Futures Company Limited	Hong Kong	Ordinary	HK\$20,000,000	-	100	-	100	Futures and options broking
結好期貨有限公司	香港	普通股	20,000,000港元					期貨及期權經紀業務
GN Silk Road (note b)	BVI	Ordinary	US\$10,000	-	100	-	51	Investment holding
結好絲路 (附註b)	英屬處女群島	普通股	10,000美元					投資控股
GNAM (note b)	Hong Kong	Ordinary	HK\$5,000,000	-	100	-	51	Asset management services
結好資產管理 (附註b)	香港	普通股	5,000,000港元					資產管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二零年三月三十一日止年度  
Year ended 31 March 2020

42. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES – continued

42. 主要附屬公司詳情－續

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Class of shares held 所持股份類別	Issued and fully paid share capital 已發行及繳足股本	Proportion of nominal value of issued share capital held by the Company 本公司持有之已發行股本面值百分比				Principal activities 主要業務
				2020 二零二零年		2019 二零一九年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Steppington	BVI	Ordinary	US\$10,000	100	-	100	-	Investment holding 投資控股
NobleNet Limited	英屬處女群島 BVI	普通股 Ordinary	10,000美元 US\$1	-	100	-	100	Investment holding 投資控股
Grace Field Limited 捷田有限公司	英屬處女群島 Hong Kong	普通股 Ordinary	1美元 HK\$2	-	100	-	100	Property holding 物業控股
Pacific Challenge Futures Hong Kong Limited	Hong Kong	Ordinary	HK\$10,000,000	-	100	-	100	Inactive
太平洋興業期貨有限公司	香港	普通股	10,000,000港元					暫無營業
Get Nice Investment Limited 結好投資有限公司	Hong Kong	Ordinary	HK\$1	-	100	-	100	Holding of yacht 持有遊艇
Bravo Nice Limited	BVI	Ordinary	US\$1	-	100	-	N/A	Investment holding 投資控股
Dixten Limited 迪升有限公司	英屬處女群島 Hong Kong	普通股 Ordinary	1美元 HK\$1	-	100	-	N/A	Inactive
	香港	普通股	1港元					暫無營業

Notes:

- (a) The non-voting deferred shares, which are held by two directors of the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of GNS and on liquidation, the assets of GNS available for distribution among the holders of ordinary shares and the holders of non-voting deferred shares shall be applied first in paying to the holders of ordinary shares the sum of HK\$1,000,000,000,000 per ordinary share and secondly in repaying to the holders of non-voting deferred shares the nominal amount paid up or credited as paid up on such shares, and the balances of the GNS's assets shall belong to and be distributed among the holders of ordinary shares in proportion to the amount paid up or credited as paid up on such ordinary shares respectively.
- (b) Details of changes in ownership interests of subsidiaries are set out in note 40 to the consolidated financial statements.
- (c) All subsidiaries are operating in Hong Kong.

附註：

- (a) 由本公司兩名董事持有之無投票權遞延股於實際上無權收取股息，亦無權收取結好證券任何股東大會通告或出席大會或於會上投票。於清盤時，結好證券可供分派予普通股持有人及無投票權遞延股持有人之資產應先用以支付每股普通股1,000,000,000,000港元之款項予普通股持有人，繼而用以償還有關股份之已繳足或入賬列為繳足面值予無投票權遞延股持有人，而結好證券之資產餘額應屬於普通股持有人，並分別按彼等就有關普通股之繳足或入賬列為繳足股款之比例分派。
- (b) 附屬公司擁有權益之變動詳情載於綜合財務報表附註40。
- (c) 所有附屬公司均於香港經營。

## 財務概要

# FINANCIAL SUMMARY

		Year ended 31 March 截至三月三十一日止年度				2020
		2016	2017	2018	2019	二零二零年
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	509,887	406,258	440,128	401,589	<b>369,362</b>
Profit before taxation	稅前溢利	414,305	331,382	340,192	189,274	<b>171,265</b>
Taxation	稅項	(69,816)	(57,322)	(63,260)	(56,219)	<b>(31,483)</b>
Profit for the year	本年度溢利	344,489	274,060	276,932	133,055	<b>139,782</b>
		As at 31 March 於三月三十一日				2020
		2016	2017	2018	2019	二零二零年
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	5,148,670	4,371,119	4,909,349	5,407,971	<b>4,419,280</b>
Total liabilities	總負債	(3,626,373)	(749,692)	(910,131)	(1,442,040)	<b>(487,807)</b>
Total equity	總權益	1,522,297	3,621,427	3,999,218	3,965,931	<b>3,931,473</b>



# Get Nice Financial Group Limited 結好金融集團有限公司

*(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 : 1469

