



嘉利國際控股有限公司 Karrie International Holdings Limited

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

股份代號 stock code : 1050



INTERIM REPORT
中期報告
2019/20



CORPORATE INFORMATION

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor
Southeast Industrial Building
611-619 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

WEBSITE

<http://www.karrie.com>

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai (*Chairman & CEO*)
Ms. CHAN Ming Mui, Silvia
Mr. ZHAO Kai
Mr. CHAN Raymond

Non-executive Directors

Mr. HO Cheuk Ming
(*Non-executive Director and Deputy Chairman*)
Mr. HO Kai Man

Independent Non-executive Directors

Mr. SO Wai Chun
Mr. FONG Hoi Shing
Mr. YAM Chung Shing

AUDIT COMMITTEE

Mr. SO Wai Chun
Mr. FONG Hoi Shing
Mr. HO Cheuk Ming
Mr. YAM Chung Shing

REMUNERATION COMMITTEE

Mr. SO Wai Chun
Mr. HO Cheuk Ming
Mr. YAM Chung Shing

公司資料

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港
新界
荃灣
青山公路611-619號
東南工業大廈
10樓

網址

<http://www.karrie.com>

董事

執行董事

何焯輝先生 (*主席兼行政總裁*)
陳名妹小姐
趙凱先生
陳毅文先生

非執行董事

何卓明先生
(*非執行董事兼副主席*)
何啟文先生

獨立非執行董事

蘇偉俊先生
方海城先生
任重誠先生

審核委員會

蘇偉俊先生
方海城先生
何卓明先生
任重誠先生

薪酬委員會

蘇偉俊先生
何卓明先生
任重誠先生



COMPANY SECRETARY

Mr. TANG Wing Fai

AUDITOR

KPMG

Certified Public Accountants
8th Floor Prince's Building
10 Chater Road
Central, Hong Kong

LEGAL ADVISER

WINSTON & STRAWN

42nd Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank
The Bank of East Asia, Limited
China Construction Bank (Asia)
The Hongkong and Shanghai Banking Corporation Limited
Mizuho Bank, Ltd.
Standard Chartered Bank (Hong Kong) Limited
Sumitomo Mitsui Banking Corporation

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4/F., North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

公司秘書

鄧榮輝先生

核數師

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

法律顧問

溫斯頓律師事務所
香港中環
花園道一號
中銀大廈
四十二樓

主要往來銀行

恒生銀行
東亞銀行有限公司
中國建設銀行(亞洲)
香港上海滙豐銀行有限公司
瑞穗銀行
渣打銀行(香港)有限公司
三井住友銀行

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4/F., North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

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

The board (the “Board”) of directors (the “Directors”) of Karrie International Holdings Limited (the “Company”) announced the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2019 as follows:

嘉利國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此公佈截至二零一九年九月三十日止六個月本公司及其附屬公司(「本集團」)未經審核之綜合中期業績如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

AS AT 30 SEPTEMBER 2019 於二零一九年九月三十日

(Expressed in Hong Kong dollars) (以港元列示)

			30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
	Note 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Land use rights		土地使用權	15,954	16,190
Property, plant and equipment	6	物業、廠房及設備	446,200	451,025
Right-of-use assets		使用權資產	5,544	—
Investment properties	6	投資物業	297,033	318,600
Intangible assets		無形資產	8,433	9,168
Investments in an associate		於聯營公司之投資	15,802	16,327
Other financial assets		其他金融資產	19,430	19,325
Other non-current assets	8	其他非流動資產	46,422	32,000
Deferred tax assets		遞延稅項資產	5,001	5,001
			859,819	867,636
Current assets		流動資產		
Inventories		存貨	413,371	335,491
Property development	7	物業發展	673,674	689,437
Trade and bills receivable	8	貿易及票據應收帳款	314,789	279,285
Prepayments, deposits and other receivables	8	預付款、按金及其他應收帳款	52,770	45,904
Amounts due from related companies		應收關連公司帳款	140,427	21,503
Current tax recoverable		本期可收回稅項	3,152	632
Cash and bank deposits		現金及銀行存款	254,936	224,030
			1,853,119	1,596,282
Total assets		資產總值	2,712,938	2,463,918

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

未經審核簡明綜合財務狀況表(續)

AS AT 30 SEPTEMBER 2019 於二零一九年九月三十日

(Expressed in Hong Kong dollars) (以港元列示)

			30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
EQUITY	權益			
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	9	199,384	199,183
Other reserves	其他儲備		191,005	254,217
Retained earnings	保留溢利		727,388	713,460
Total equity	權益總值		1,117,777	1,166,860
LIABILITIES	負債			
Current liabilities	流動負債			
Trade payables	貿易應付帳款	10	281,066	155,469
Accruals and other payables	應計費用及其他應付帳款		500,619	437,151
Bank borrowings	銀行借貸	11	79,250	66,588
Lease liabilities	租賃負債		3,284	—
Amount due to an associate	應付聯營公司帳款		1,154	35
Amounts due to related companies	應付關連公司帳款		488	394
Current tax payable	本期應付稅項		80,798	72,606
			946,659	732,243
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	11	635,295	553,754
Lease liabilities	租賃負債		2,334	—
Provision for long service payments	長期服務金準備		7,380	7,388
Deferred tax liabilities	遞延稅項負債		3,493	3,673
			648,502	564,815
Total liabilities	負債總值		1,595,161	1,297,058
Total equity and liabilities	權益及負債總值		2,712,938	2,463,918
Net current assets	流動資產淨值		906,460	864,039
Total assets less current liabilities	資產總值減流動負債		1,766,279	1,731,675

The accompanying notes are an integral part of this interim financial report.

附註為本中期財務報告之組成部分。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

未經審核簡明綜合損益表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

		For the six months ended 30 September 截至九月三十日止六個月		
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元	
	Note 附註			
Revenue	收入	5	1,424,748	1,300,003
Cost of revenue	收入成本		(1,185,595)	(1,121,197)
Gross profit	毛利		239,153	178,806
Distribution and selling expenses	分銷及銷售費用		(14,309)	(11,498)
General and administrative expenses	一般及行政費用		(51,596)	(62,546)
Other income/gains	其他收入／收益	12	2,951	3,575
Operating profit	經營溢利		176,199	108,337
Finance income	財務收入		2,560	1,347
Finance costs	財務成本		(13,631)	(7,255)
Finance costs, net	財務成本，淨額	14	(11,071)	(5,908)
Share of profits of an associate	應佔聯營公司溢利		598	132
Profit before taxation	除稅前溢利		165,726	102,561
Income tax	所得稅	15	(51,311)	(14,492)
Profit for the period	本期溢利		114,415	88,069
Profit for the period attributable to equity shareholders of the Company	本公司權益持有人應佔本期溢利		114,415	88,069
Earnings per share attributable to equity shareholders of the Company	本公司權益持有人應佔每股溢利			
Basic earnings per share (HK cents)	每股基本溢利 (港仙)	16	5.7	4.4
Diluted earnings per share (HK cents)	攤薄後每股溢利 (港仙)	16	5.7	4.4

The accompanying notes are an integral part of this interim financial report.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明綜合損益及其他全面收入表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Profit for the period	本期溢利	114,415	88,069
Other comprehensive income for the period:	本期其他全面收入：		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences on translation of financial statements of operations outside Hong Kong, net of \$Nil tax	換算香港以外業務之財務報表所產生之兌換差異，無稅項之淨值	(65,043)	(63,523)
Fair value losses on other financial assets, net of \$Nil tax	其他金融資產公平值之虧損，無稅項之淨值	(102)	(122)
Other comprehensive income for the period	本期其他全面收入	(65,145)	(63,645)
Total comprehensive income for the period	本期全面收入總額	49,270	24,424
Total comprehensive income for the period attributable to equity shareholders of the Company	本公司權益持有人應佔本期全面收入總額	49,270	24,424

The accompanying notes are an integral part of this interim financial report. 附註為本中期財務報告之組成部分。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to equity shareholders of the Company 本公司權益持有人應佔			
		Share capital 股本 \$'000 千元	Other reserves 其他儲備 \$'000 千元	Retained earnings 保留溢利 \$'000 千元	Total equity 權益總值 \$'000 千元
Balance at 1 April 2019	二零一九年四月一日之結餘	199,183	254,217	713,460	1,166,860
Change in equity for the six months ended 30 September 2019:	截至二零一九年九月三十日止六個月之權益變動：				
Profit for the period	本期溢利	—	—	114,415	114,415
Other comprehensive income for the period	本期其他全面收入	—	(65,145)	—	(65,145)
Total comprehensive income for the period	本期全面收入總額	—	(65,145)	114,415	49,270
Equity settled share-based transactions	以股份支付之交易	—	230	—	230
Issuance of shares upon exercise of share options (note 9)	行使購股權後發行股份(附註9)	272	1,632	—	1,904
Cancellation of shares (note 9)	註銷股份(附註9)	(71)	866	(795)	—
Repurchase of shares (note 9)	回購股份(附註9)	—	(795)	—	(795)
Dividends paid (note 17)	已派股息(附註17)	—	—	(99,692)	(99,692)
Balance at 30 September 2019	二零一九年九月三十日之結餘	199,384	191,005	727,388	1,117,777

The accompanying notes are an integral part of this interim financial report. 附註為本中期財務報告之組成部分。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *(continued)*

未經審核簡明綜合權益變動表 (續)

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to equity shareholders of the Company 本公司權益持有人應佔			
		Share capital 股本 \$'000 千元	Other reserves 其他儲備 \$'000 千元	Retained earnings 保留溢利 \$'000 千元	Total equity 權益總值 \$'000 千元
Balance at 1 April 2018	二零一八年四月一日之結餘	199,456	287,519	701,307	1,188,282
Change in equity for the six months ended 30 September 2018:	截至二零一八年九月三十日止六個月之權益變動：				
Profit for the period	本期溢利	—	—	88,069	88,069
Other comprehensive income for the period	本期其他全面收入	—	(63,645)	—	(63,645)
Total comprehensive income for the period	本期全面收入總額	—	(63,645)	88,069	24,424
Equity settled share-based transactions	以股份支付之交易	—	748	—	748
Issuance of shares upon exercise of share options	行使購股權後發行股份	109	654	—	763
Cancellation of shares	註銷股份	(270)	3,303	(3,033)	—
Repurchase of shares	回購股份	—	(3,316)	—	(3,316)
Dividends paid	已派股息	—	—	(145,552)	(145,552)
Balance at 30 September 2018	二零一八年九月三十日之結餘	199,295	225,263	640,791	1,065,349

The accompanying notes are an integral part of this interim financial report. 附註為本中期財務報告之組成部分。

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT

未經審核簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019 截至二零一九年九月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Cash generated from operations	經營產生之現金	112,081	223,138
Hong Kong Profits Tax paid	已付香港利得稅	(4,666)	(4,605)
PRC tax paid	已付中國稅項	(1,692)	(2,548)
Net cash generated from operating activities	經營活動產生之淨現金	105,723	215,985
Cash flows from investing activities	投資活動之現金流量		
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	(45,434)	(45,446)
Other investing activities	其他投資活動	2,538	1,519
Net cash used in investing activities	投資活動所用之淨現金	(42,896)	(43,927)
Cash flows from financing activities	融資活動之現金流量		
Dividends paid	已派股息	(99,692)	(145,552)
New bank borrowings	新銀行借貸	138,773	40,000
Repayment of bank borrowings	償還銀行借貸	(43,794)	(78,502)
Other financing activities	其他融資活動	(23,838)	(9,808)
Net cash used in financing activities	融資活動所用之淨現金	(28,551)	(193,862)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之淨增加/(減少)	34,276	(21,804)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等價物	224,030	272,153
Effect of foreign exchange rate changes	外幣匯率變動之影響	(3,370)	(5,064)
Cash and cash equivalents at the end of the period	期末之現金及現金等價物	254,936	245,285

The accompanying notes are an integral part of this interim financial report.

附註為本中期財務報告之組成部分。



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

(Expressed in Hong Kong dollars, unless otherwise stated)

1 GENERAL INFORMATION

Karrie International Holdings Limited (the “Company”) and its subsidiaries (the “Group”) are principally engaged in: —

- Metal and Plastic (“M&P”) Business: manufacturing and sale of metal and plastic products, including server casings, moulds, plastic and metal parts and predominately self-brand household products;
- Electronic Manufacturing Services (“EMS”) Business: manufacturing and sale of magnetic tape data storage, point-of-sale (“POS”) system, office automation products and other computer peripherals; and
- Real Estate Business: urban renewal, real estate project investment, property leasing and development.

The Company is a limited liability company incorporated in Bermuda on 29 October 1996. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 December 1996.

This unaudited condensed consolidated interim financial report has been approved for issue by the Board of Directors on 25 November 2019.

未經審核簡明綜合中期財 務報告附註

(除另有註明外，貨幣單位以港元列示)

1 一般資料

嘉利國際控股有限公司(「本公司」)及其附屬公司(「本集團」)主要從事：—

- 五金塑膠業務(「五金塑膠」)：製造及銷售五金及塑膠產品，包括伺服器外殼、模具、塑膠與金屬部件及以自家品牌為首之家居產品；
- 電子專業代工業務(「電子代工」)：製造及銷售磁帶機數據儲存器、收銀機系統、辦公室文儀產品及其他電腦周邊產品；及
- 房地產業務：舊城改造、房地產項目投資、物業租賃及發展。

本公司於一九九六年十月二十九日於百慕達註冊成立之有限責任公司，辦事處地址是Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之股份於一九九六年十二月十六日於香港聯合交易所有限公司(「聯交所」)主板上市。

本未經審核簡明綜合中期財務報告已經由董事會於二零一九年十一月二十五日批准刊發。

2 BASIS OF PREPARATION

This interim financial report for the six months ended 30 September 2019 has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim financial report is unaudited but has been reviewed by the Group’s audit committee.

This interim financial report should be read in conjunction with the annual financial statements for the year ended 31 March 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

This interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 March 2019, except for the accounting policies changes that are expected to be reflected in the annual financial statements for the year ending 31 March 2020. Details of the changes in accounting policies are set out in note 3.

2 編製基準

本份截至二零一九年九月三十日止六個月之中期財務報告乃按照聯交所證券上市規則適用之披露規定，並根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。本中期財務報告乃未經審核，但已經本集團審核委員會審閱。

本中期財務報告須與截至二零一九年三月三十一日止年度已根據香港財務報告準則（「香港財務報告準則」）編製之財務報表一併閱讀。

除預期將反映截至二零二零年三月三十一日止年度財務報表之會計政策之變動外，本中期財務報告已按照截至二零一九年三月三十一日止年度之財務報表之同一會計政策編製。會計政策之變動詳情載於附註3。





3 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a new HKFRS, HKFRS16, Leases, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, Leases, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, Leases

HKFRS 16 replaces HKAS 17, Leases, and the related interpretations, HK(IFRIC) 4, Determining whether an arrangement contains a lease, HK(SIC) 15, Operating leases – incentives, and HK(SIC) 27, Evaluating the substance of transactions involving the legal form of a lease. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

The Group has initially applied HKFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

3. 會計政策變動

香港會計師公會頒佈一項新訂香港財務報告準則，即香港財務報告準則第16號「租賃」，以及若干香港財務報告準則之修訂，並於本集團之本會計期間首次生效。

除香港財務報告準則第16號「租賃」外，概無任何發展對本集團於本中期財務報告中編製或呈列本集團於本期間或過往期間之業績及財務狀況之方式有重大影響。本集團尚未應用任何於本會計期間尚未生效之新訂準則或詮釋。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋、香港(國際財務報告詮釋委員會)詮釋第4號「釐定安排是否包括租賃」、香港詮釋常務委員會詮釋第15號「經營租賃—優惠」及香港詮釋常務委員會詮釋第27號「評估涉及租賃法律形式之交易實質」。其就承租人引入單一會計模式，並規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下之租賃(「短期租賃」)及低價值資產租賃除外。出租人之會計規定大致保留香港會計準則第17號之規定。

本集團已自二零一九年四月一日起首次應用香港財務報告準則第16號。本集團已選用經修訂追溯法，並因而確認首次應用之累積影響作為對於二零一九年四月一日權益期初結餘之調整。比較資料並無重列且繼續根據香港會計準則第17號呈報。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) Changes in the accounting policies

(i) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

關於過往會計政策變動之性質及影響以及所應用過渡性選擇之進一步詳情載列如下：

(a) 會計政策變動

(i) *租賃之新定義*

租賃定義之變動主要涉及控制之概念。香港財務報告準則第16號根據客戶是否於一段時間內控制已識別資產之使用而定義租賃，可透過確定使用量釐定。在客戶既有權指示使用已識別資產，亦有權從該用途獲得幾乎所有經濟利益之情況下，則控制權已轉移。

本集團僅將香港財務報告準則第16號之新租賃定義應用於在二零一九年四月一日或之後訂立或變更之合約。對於在二零一九年四月一日前訂立之合約，本集團已採用過渡性可行之權宜方法以豁免屬租賃或包含租賃之現有安排之過往評估。

因此，先前根據香港會計準則第17號評估為租賃之合約繼續按香港財務報告準則第16號作為租賃入帳，而先前評估為非租賃服務安排之合約則繼續入帳列為未生效合約。



3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(a) Changes in the accounting policies (continued)

(ii) Lessee accounting

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment.

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by lease basis. For the Group, low-value assets are typically office equipment. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(a) 會計政策變動(續)

(ii) 承租人會計處理方法

香港財務報告準則第16號剔除先前香港會計準則第17號要求承租人將租賃分類為經營租賃或融資租賃之規定。反之，當本集團為承租人，其須將所有租賃資本化，包括先前根據香港會計準則第17號分類為經營租賃之租賃，惟短期租賃及低價值資產租賃除外。就本集團而言，該等新資本化租賃主要與物業、廠房及設備有關。

倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。就本集團而言，低價值資產一般是辦公室設備。與該等未資本化租賃相關之租賃租金於租期內按系統基準確認為開支。

當租賃已資本化，租賃負債初步按租期以應付租賃租金現值確認，並按租賃中所隱含之利率貼現，或倘該利率不能輕易釐定，則以相關增量借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計量。租賃負債之計量並不包括不依賴指數或利率之可變租賃租金，因此可變租賃付款於其產生之會計期間在損益中扣除。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(a) Changes in the accounting policies (continued)

(ii) Lessee accounting (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(iii) Lessor accounting

The Group leases out a number of items of plant, machinery, tools and equipment as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(a) 會計政策變動(續)

(ii) 承租人會計處理方法(續)

於資本化租賃時確認之使用權資產初步按成本計量，其中包括租賃負債之初始金額，加上於開始日期或之前支付之任何租賃租金以及任何所產生之初始直接成本。倘適用，使用權資產之成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在工地而產生之估計成本，按其現值貼現並扣減任何所收之租賃優惠。

使用權資產隨後按成本減累計折舊及減值虧損列帳。

倘指數或利率變化引致未來租賃租金出現變動，或本集團預期根據剩餘價值擔保應付之估計金額產生變化，或就本集團是否合理確定將行使購買、續租或終止選擇權之有關重新評估產生變化，則租賃負債將重新計量。倘以這種方式重新計量租賃負債，則應當對使用權資產之帳面值進行相應調整，而倘使用權資產之帳面值已調減至零，則應於損益列帳。

(iii) 出租人會計處理方法

本集團作為經營租賃之出租人出租多項廠房、機器、工具及設備。適用於本集團作為出租人之會計政策與香港會計準則第17號項下之會計政策大致維持不變。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(b) Transitional impact

At the date of transition to HKFRS 16 (i.e. 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 April 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 3.39%.

To ease the transition to HKFRS 16, the Group applied the recognition exemption and practical expedients at the date of initial application of HKFRS 16 when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

The following table reconciles the operating lease commitments as at 31 March 2019 to the opening balance for lease liabilities recognised as at 1 April 2019:

		\$'000 千元
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	10,157
Less: commitment relating to leases exempted from capitalisation	減：豁免租賃資本化租賃承擔	(2,140)
		8,017
Less: total future interest expenses	減：未來利息開支總額	(314)
Total lease liabilities recognised as at 1 April 2019	於二零一九年四月一日確認之租賃負債總額	7,703

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(b) 過渡影響

於過渡至香港財務報告準則第16號當日(即二零一九年四月一日)，本集團就先前分類為經營租賃之租賃釐定餘下租賃之租期以餘下租賃租金之現值計量租賃負債(該現值是使用二零一九年四月一日之相關增量借款率進行貼現)。用於釐定餘下租賃租金現值之加權平均增量借款利率為3.39%。

為緩解香港財務報告準則第16號之過渡，本集團於首次應用香港財務報告準則第16號當日採用確認豁免及可行權宜方法，於計量首次應用香港財務報告準則第16號當日之租賃負債時，本集團對具有合理類似特徵之租賃組合使用單一貼現率(例如在類似經濟環境下就類似分類之相關資產採用類似餘下租期之租賃)。

下表載列截至二零一九年三月三十一日經營租賃承擔調節至二零一九年四月一日確認之租賃負債期初結餘：

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(b) Transitional impact (continued)

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities.

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's condensed consolidated statement of financial position:

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(b) 過渡影響(續)

與先前分類為經營租賃之租賃有關之使用權資產已按等同於就餘下租賃負債確認之金額進行確認。

下表概述採納香港財務報告準則第16號對本集團簡明綜合財務狀況表之影響：

		Carrying amount at 31 March 2019 於二零一九年 三月三十一日 之帳面值 \$'000 千元	Capitalisation of operating lease contracts 經營租賃 合約資本化 \$'000 千元	Carrying amount at 1 April 2019 於二零一九年 四月一日 之帳面值 \$'000 千元
Line items in the condensed consolidated statement of financial position impacted by the adoption of HKFRS 16:	簡明綜合財務狀況表內受採納香港財務報告準則第16號影響之項目：			
Right-of-use assets	使用權資產	—	7,703	7,703
Non-current assets	非流動資產	867,636	7,703	875,339
Total assets	資產總值	2,463,918	7,703	2,471,621
Lease liabilities (current)	租賃負債(流動)	—	(3,522)	(3,522)
Current liabilities	流動負債	(732,243)	(3,522)	(735,765)
Lease liabilities (non-current)	租賃負債(非流動)	—	(4,181)	(4,181)
Non-current liabilities	非流動負債	(564,815)	(4,181)	(568,996)
Total liabilities	負債總值	(1,297,058)	(7,703)	(1,304,761)
Total equity and liability	權益及負債總值	(2,463,918)	(7,703)	(2,471,621)
Net current assets	流動資產淨值	864,039	(3,522)	860,517
Total assets less current liabilities	資產總值減流動負債	1,731,675	4,181	1,735,856

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(b) Transitional impact (continued)

The analysis of the net book value of the Group's right-of-use assets by class of underlying asset and the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period and at the date of transition to HKFRS 16 is as follows:

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(b) 過渡影響(續)

本集團按相關資產類別劃分之使用權資產於結算日及過渡至香港財務報告準則第16號當日之帳面淨值分析如下：

		At 30 September 2019 於二零一九年 九月三十日 \$'000 千元	At 1 April 2019 於二零一九年 四月一日 \$'000 千元
Non-current assets	非流動資產		
Right-of-use assets	使用權資產	5,544	7,703
Current liabilities	流動負債		
Lease liabilities	租賃負債	(3,284)	(3,522)
Non-current liabilities	非流動負債		
Lease Liabilities	租賃負債	(2,334)	(4,181)

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(c) Lease liabilities

The remaining contractual maturities of the Group's lease liabilities at the end of the reporting period and at the date of transition to HKFRS 16 is as follows:

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(c) 租賃負債

本集團於結算日及過渡至香港財務報告準則第16號當日之租賃負債餘下合約期限如下：

		At 30 September 2019 於二零一九年九月三十日		At 1 April 2019 於二零一九年四月一日	
		Present value		Present value	
		of the minimum	Total minimum	of the minimum	Total minimum
		lease payments	lease payments	lease payments	lease payments
		最低租賃	最低租賃	最低租賃	最低租賃
		租金之現值	租金總額	租金之現值	租金總額
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Within 1 year	1年內	3,284	3,343	3,522	3,587
After 1 year but within 2 years	1年後但於2年內	2,062	2,165	3,021	3,174
After 2 years but within 5 years	2年後但於5年內	272	293	1,160	1,256
		5,618	5,801	7,703	8,017
Less: total future interest expenses	減：未來利息開支總額		(183)		(314)
Present value of lease liabilities	租賃負債之現值		5,618		7,703

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(d) Impact on the financial result and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 April 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a negative impact on the reported profit for the period in the Group's condensed consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element. These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a change in presentation of cash flows within the cash flow statement.

The following tables may give an indication of the estimated impact of adoption of HKFRS 16 on the Group's financial result and cash flows for the six months ended 30 September 2019, by adjusting the amounts reported under HKFRS 16 in these interim financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply to 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(d) 對本集團財務業績及現金流量之影響

於二零一九年四月一日初始確認使用權資產及租賃負債後，本集團(作為承租人)須確認租賃負債之未償還餘額中產生之利息開支以及使用權資產之折舊，而非以往以直線基準確認租期內經營租賃產生之租金開支之政策。與倘於年內應用香港會計準則第17號所得之業績相比，此對本集團簡明綜合損益表中錄得之本期溢利產生負面影響。

在現金流量表中，本集團作為承租人需要根據資本化租賃支付之租金分成其資本部分及利息部分。該等部分分類為融資現金流出，類似於早前根據香港會計準則第17號分類為融資租賃之租賃之處理方法，而不是與按香港會計準則第17號之經營租賃一樣分類為經營現金流出。雖然總現金流量未受影響，但採納香港財務報告準則第16號將導致現金流量表內現金流量呈列出現變動。

下表或可顯示採納香港財務報告準則第16號對本集團截至二零一九年九月三十日止六個月之財務業績及現金流量產生之估計影響，當中對該等中期財務報表內根據香港財務報告準則第16號呈報之金額作出調整，以計算倘二零一九年繼續應用已廢除之香港會計準則第17號而非香港財務報告準則第16號將確認之估計假設金額，並將該等二零一九年假設金額與根據香港會計準則第17號編製之二零一八年實際相關金額進行比較。

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(d) Impact on the financial result and cash flows of the Group (continued)

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(d) 對本集團財務業績及現金流量之影響(續)

		2019 二零一九年			2018 二零一八年	
		Amounts reported under HKFRS 16	Add back: HKFRS 16 depreciation and interest expense	Deduct: Estimated amounts related to operating leases as if under HKAS 17 (note (i) below) 扣除：猶如根據香港會計準則第17號有關經營租賃之估計金額 (下列附註(i))	Hypothetical amounts for 2019 as if under HKAS 17 猶如根據香港會計準則第17號得出之二零一九年 假設金額 (D=A+B-C)	Compared to amounts reported for 2018 under HKAS 17 與根據香港會計準則第17號呈報之 二零一八年 金額比較
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Financial result for the six months ended 30 September 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年九月三十日止六個月財務業績：					
Operating profit	經營溢利	176,199	1,682	(1,717)	176,164	108,337
Finance costs, net	財務成本，淨額	(11,071)	112	—	(10,959)	(5,908)
Profit before taxation	除稅前溢利	165,726	1,794	(1,717)	165,803	102,561
Profit for the period	本期溢利	114,415	1,794	(1,717)	114,492	88,069
Operating profit of segment result for the six months ended 30 September 2019 (note 5) impacted by the adoption of HKFRS 16:	採納香港財務報告準則第16號所影響之截至二零一九年九月三十日止六個月之分部業績經營溢利(附註5)：					
Metal and plastic business	五金塑膠業務	100,634	1,682	(1,717)	100,599	89,970

3 CHANGES IN ACCOUNTING POLICIES

(continued)

HKFRS 16, Leases (continued)

(d) Impact on the financial result and cash flows of the Group (continued)

3. 會計政策變動(續)

香港財務報告準則第16號「租賃」
(續)

(d) 對本集團財務業績及現金流量之影響(續)

		2019 二零一九年 Estimated amounts related to operating leases as if under HKAS 17 (note (i) & (ii) below) 猶如根據香港會 計準則第17號得 出之與經營租賃 相關之估計金額 (下列附註 (i)及(ii))			Hypothetical amounts for 2019 as if under HKAS 17 猶如根據香港會 計準則第17號得 出之二零一九年 假設金額 (C=A+B)	2018 二零一八年 Compared to amounts reported for 2018 under HKAS 17 與根據香港會計 準則第17號 得出之 二零一八年 呈報金額比較
		Amounts reported under HKFRS 16 根據香港財務報 告準則第16號呈 報之金額 (A) \$'000 千元	Amounts reported under HKAS 17 (note (i) & (ii) below) 猶如根據香港會 計準則第17號得 出之與經營租賃 相關之估計金額 (下列附註 (i)及(ii)) (B) \$'000 千元	Hypothetical amounts for 2019 as if under HKAS 17 猶如根據香港會 計準則第17號得 出之二零一九年 假設金額 (C=A+B) \$'000 千元	2018 二零一八年 Compared to amounts reported for 2018 under HKAS 17 與根據香港會計 準則第17號 得出之 二零一八年 呈報金額比較 \$'000 千元	
Line items in the condensed consolidated cash flow statement for the six months ended 30 September 2019 impacted by the adoption of HKFRS 16:	截至二零一九年九月三十日止六個月簡明綜合現金流量表內受採納香港財務報告準則第16號影響之項目：					
Cash generated from operations	經營產生之現金	112,081	(1,717)	110,364	223,138	
Net cash generated from operating activities	經營活動產生之淨現金	105,723	(1,717)	104,006	215,985	
Capital element of lease rentals paid	已付租賃租金之資本部分	(1,605)	1,605	—	—	
Interest element of lease rentals paid	已付租賃租金之利息部分	(112)	112	—	—	
Net cash used in financing activities	融資活動所用之淨現金	(28,551)	1,717	(26,834)	(193,862)	

Note (i): The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note (ii): In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.

附註(i)：「經營租賃相關估計金額」為與倘於二零一九年繼續應用香港會計準則第17號而被分類為經營租賃之租賃有關之二零一九年現金流量估計金額。該估計乃假設租金與現金流量並無差異，且倘於二零一九年繼續應用香港會計準則第17號，於二零一九年新訂之所有租約均會被分類為經營租賃。並無計及任何潛在淨稅務影響。

附註(ii)：於本影響列表內，該等現金流出由融資現金流出重新分類為經營現金流出，以計算倘仍然應用香港會計準則第17號，經營活動產生之現金淨額及融資活動所用之現金淨額之假設金額。

4 SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the interim financial report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as these that were applied to the consolidated financial statements for the year ended 31 March 2019.

5 SEGMENT REPORTING

The Group's chief operating decision-maker ("Management") reviews the Group's internal reports periodically in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group is organised on a worldwide basis into three (2018: three) major operating segments. They are (i) metal and plastic business; (ii) electronic manufacturing services business; and (iii) real estate business.

Management considers the business from both geographic and products and services perspective. From a products and services perspective, management assesses the performance of metal and plastic business, electronic manufacturing services business and real estate business. And there is further evaluation on a geographic basis (Japan, Hong Kong, the People's Republic of China (the "PRC"), Asia (excluding Japan, Hong Kong and the PRC), North America and Western Europe). Management assesses the performance of the operating segments based on operating profit. Segment information provided to management for decision making is measured in a manner consistent with that in the interim financial report.

A measurement of segment assets and liabilities is not provided regularly to the Group's most senior executive management and accordingly, no segment assets or liabilities information is presented.

4 重大判斷及估計

編製財務資料要求管理層對影響會計政策之應用及所報告資產及負債以及收支之數額作出判斷、估計及假設。實際結果或會與此等估計不同。

在編製此中期財務報告時，管理層應用本集團會計政策時作出之重大判斷及估計不確定性之關鍵來源，與截至二零一九年三月三十一日止年度綜合財務報表所應用之相同。

5 分部報告

本集團首席營運決策者（「管理層」）定期審閱本集團之內部報告，以評估業績及分配資源。管理層以該些報告為基礎決定營運分部。

本集團遍及世界各地之業務分為三（二零一八年：三）大主要營運分部，分別是(i)五金塑膠業務；(ii)電子專業代工業務；及(iii)房地產業務。

管理層從地區以及產品及服務之角度考慮其業務，管理層從產品及服務之角度評估五金塑膠業務、電子專業代工業務及房地產業務之表現，並進一步以地區為基礎（日本、香港、中華人民共和國（「中國」）、亞洲（不包括日本、香港及中國）、北美洲及西歐）來評估。管理層根據經營溢利評估營運分部之表現。提供予管理層決策用之分部資料之計量方式與本中期財務報告一致。

分部資產及負債之計量並無定期提供予本集團之最高級執行管理層，因此，分部資產或負債資料並無呈列。

5 SEGMENT REPORTING (continued)

Segment results for the six months ended 30 September 2019 are as follows:

5 分部報告(續)

截至二零一九年九月三十日止六個月之分部業績如下：

		For the six months ended 30 September 2019 截至二零一九年九月三十日止六個月				
		Metal and plastic business 五金塑膠業務 \$'000 千元	Electronic manufacturing services business 電子專業代工業務 \$'000 千元	Real estate business 房地產業務 \$'000 千元	Others 其他 \$'000 千元	Total 合共 \$'000 千元
Segment revenue	分部收入					
Revenue from external customers	來自外部客戶之收入	761,320	544,089	119,339	—	1,424,748
Inter-segment revenue	分部間收入	20,725	—	—	—	20,725
Reportable segment revenue	報告分部收入	782,045	544,089	119,339	—	1,445,473
Gross profit	毛利	147,578	23,407	68,168	—	239,153
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(48,855)	(8,943)	(8,100)	(7)	(65,905)
Other income/gains	其他收入/收益	1,911	198	842	—	2,951
Operating profit/(loss)	經營溢利/(虧損)	100,634	14,662	60,910	(7)	176,199

		For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月				
		Metal and plastic business 五金塑膠業務 \$'000 千元	Electronic manufacturing services business 電子專業代工業務 \$'000 千元	Real estate business 房地產業務 \$'000 千元	Others 其他 \$'000 千元	Total 合共 \$'000 千元
Segment revenue	分部收入					
Revenue from external customers	來自外部客戶之收入	735,810	552,344	11,849	—	1,300,003
Inter-segment revenue	分部間收入	21,801	—	—	—	21,801
Reportable segment revenue	報告分部收入	757,611	552,344	11,849	—	1,321,804
Gross profit	毛利	144,083	30,620	4,103	—	178,806
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(56,369)	(13,141)	(4,510)	(24)	(74,044)
Other income/gains	其他收入/收益	2,256	420	899	—	3,575
Operating profit/(loss)	經營溢利/(虧損)	89,970	17,899	492	(24)	108,337

5 SEGMENT REPORTING (continued)

A reconciliation of operating profit to profit before taxation is provided as follows:

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Operating profit	經營溢利	176,199	108,337
Finance income	財務收入	2,560	1,347
Finance costs	財務成本	(13,631)	(7,255)
Share of profits of an associate	應佔聯營公司之溢利	598	132
Profit before taxation	除稅前溢利	165,726	102,561

5 分部報告(續)

經營溢利調節至除稅前溢利如下：

6 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Acquisitions and disposals

During the six months ended 30 September 2019, the Group acquired property, plant and equipment and investment properties with a cost of approximately \$32,562,000 and \$33,000 respectively (six months ended 30 September 2018: \$37,795,000 and \$176,000 respectively). Property, plant and equipment with a net book value of \$81,000 were disposed of during the six months ended 30 September 2019 (six months ended 30 September 2018: \$40,000), resulting in a gain on disposal of \$187,000 (six months ended 30 September 2018: gain of \$315,000).

6 物業、廠房及設備及投資物業

購買及出售

截至二零一九年九月三十日止六個月期內，本集團購買物業、廠房及設備及投資物業之成本分別約為32,562,000元及33,000元(截至二零一八年九月三十日止六個月：分別約為37,795,000元及176,000元)。截至二零一九年九月三十日止六個月期內，本集團出售物業、廠房及設備之帳面淨值為81,000元(截至二零一八年九月三十日止六個月：40,000元)，因此錄得出售收益187,000元(截至二零一八年九月三十日止六個月：收益315,000元)。

7 PROPERTY DEVELOPMENT

Property under development for sale	待沽在建物業
Completed property held for sale	待沽物業

7 物業發展

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Property under development for sale	待沽在建物業	480,478	436,269
Completed property held for sale	待沽物業	193,196	253,168
		673,674	689,437

8 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

8 貿易及票據應收帳款、預付款、按金及其他應收帳款

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Trade and bills receivable	貿易及票據應收帳款	315,108	282,614
Other receivables	其他應收帳款	33,789	37,663
		348,897	320,277
Less: Loss allowance for trade and bills receivable	減：貿易及票據應收帳款虧損撥備	(319)	(3,329)
		348,578	316,948
Prepayments	預付款	29,236	23,720
Deposits	按金	36,167	16,521
		413,981	357,189
Less: Other non-current assets (Note)	減：其他非流動資產（附註）	(46,422)	(32,000)
		367,559	325,189
Representing:	代表：		
Trade and bills receivable, net of allowance	貿易及票據應收帳款，扣除撥備	314,789	279,285
Prepayments, deposits and other receivables	預付款、按金及其他應收帳款	52,770	45,904
		367,559	325,189

Note: Other non-current assets represent deposits paid for the purchase of property, plant and equipment amounted to approximately \$27,282,000 (31 March 2019: \$11,468,000), and a government grant receivable from Jiangsu Yixing Economic Development Zone Investment and Development Company Limited amounted to approximately \$19,140,000 (31 March 2019: \$20,532,000) in relation to the acquisition of a piece of land in Yixing, Jiangsu, the PRC.

附註：其他非流動資產代表購置物業、廠房及設備之已付按金金額約為27,282,000元（二零一九年三月三十一日：11,468,000元）及有關於中國江蘇宜興收購土地之應收江蘇宜興經濟開發區投資發展有限公司之政府資助金額約為19,140,000元（二零一九年三月三十一日：20,532,000元）。

8 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

The Group generally grants credit periods ranging from 30 to 90 days, except for two of the customers who is granted a credit period of 150 days. An ageing analysis of trade, bills and other receivables, based on invoice date, is as follows:

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
0 to 90 days	0至90日	293,741	256,327
91 to 180 days	91至180日	53,750	58,773
181 to 360 days	181至360日	1,372	2,009
Over 360 days	360日以上	34	3,168
		348,897	320,277

The maximum exposure to credit risk at the reporting date is the carrying value of trade and bills receivable, deposits and other receivables stated above. The Group does not hold any collateral as security.

8 貿易及票據應收帳款、預付款、按金及其他應收帳款(續)

除其中二位客戶之數期為150日外，本集團一般給予客戶之數期由30日至90日。貿易、票據及其他應收帳款按發票日期計算之帳齡分析如下：

於報告日，信貸風險之最高承擔為上述貿易及票據應收帳款、按金及其他應收帳款之帳面值。本集團並無持有任何作為質押之抵押品。

		30 September 2019 二零一九年九月三十日		31 March 2019 二零一九年三月三十一日	
		Number of shares 股份數目 '000 千	Nominal value 面值 \$'000 千元	Number of shares 股份數目 '000 千	Nominal value 面值 \$'000 千元
Authorised:	法定：				
Ordinary shares of HK10 cents each	普通股每股面值10港仙	4,000,000	400,000	4,000,000	400,000
Issued and fully paid:	已發行及已繳足：				
Ordinary shares of HK10 cents each	普通股每股面值10港仙				
Beginning of the period/year	期初／年初	1,991,834	199,183	1,994,556	199,456
Issuance of shares under share option schemes (note (c))	購股權計劃下發行股份(附註(c))	2,720	272	1,390	139
Cancellation of shares (note (a))	註銷股份(附註(a))	(714)	(71)	(4,112)	(412)
End of the period/year	期末／年底	1,993,840	199,384	1,991,834	199,183

(a) For the six months ended 30 September 2019, the Company has cancelled 714,000 shares of the Company, all of which were repurchased after 1 April 2019.

(a) 截至二零一九年九月三十日止六個月，本公司已註銷714,000股本公司股份，所有股份均於二零一九年四月一日後回購。

9 SHARE CAPITAL (continued)

- (b) During the period ended 30 September 2019, the Company repurchased its own shares on the Stock Exchange as follows:

Month/Year	年/月	Number of shares repurchased 回購股份數目	Highest price paid per share 每股已付最高價格	Lowest price paid per share 每股已付最低價格	Aggregate amount 總額
			\$ 元	\$ 元	\$'000 千元
June 2019	二零一九年六月	622,000	1.14	1.11	697
August 2019	二零一九年八月	92,000	1.07	1.06	98
		714,000			795

- (c) During the period ended 30 September 2019, share option have been exercised to subscribe for 2,720,000 ordinary shares (31 March 2019: 1,390,000) in the Company at a consideration of \$1,904,000 (31 March 2019: \$973,000) of which \$272,000 (31 March 2019: \$139,000) was credited to share capital and the balance of \$1,632,000 (31 March 2019: \$834,000) was credited to the share premium. \$708,000 (31 March 2019: \$363,000) has been transferred from share-based compensation reserve to the share premium.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

9 股本 (續)

- (b) 於截至二零一九年九月三十日止期內，本公司於聯交所回購本公司股份如下：

- (c) 截至二零一九年九月三十日止期內，購股權已獲行使，以代價1,904,000元(二零一九年三月三十一日：973,000元)認購本公司2,720,000股普通股(二零一九年三月三十一日：1,390,000股)，其中272,000元(二零一九年三月三十一日：139,000元)已計入股本，餘額1,632,000元(二零一九年三月三十一日：834,000元)已計入股份溢價。708,000元(二零一九年三月三十一日：363,000元)已由以股份支付之酬金儲備轉撥至股份溢價。

普通股持有人有權收取不時宣派之股息，並享有在本公司股東大會上每股一票之投票權。所有普通股就分配本公司餘下資產而言享有同等地位。

10 TRADE PAYABLES

Trade payables ageing analysis, based on invoice date, is as follows:

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
0 to 90 days	0至90日	280,427	154,666
91 to 180 days	91至180日	7	692
181 to 360 days	181至360日	632	90
Over 360 days	360日以上	—	21
		281,066	155,469

11 BANK BORROWINGS

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Portion of bank borrowings repayable within one year and classified as current liabilities	一年內償還並分類為流動負債之銀行借貸之部份	79,250	66,588
Portion of bank borrowings repayable after one year and classified as non-current liabilities	一年後償還並分類為非流動負債之銀行借貸之部份	635,295	553,754
Total bank borrowings	銀行借貸總額	714,545	620,342
Representing:	代表：		
Secured	有抵押	277,045	239,442
Unsecured	無抵押	437,500	380,900
Total bank borrowings	銀行借貸總額	714,545	620,342

As at 30 September 2019, banking facilities of \$537,000,000 (31 March 2019: \$558,600,000) were secured by the property under development for sale of \$420,940,000 (31 March 2019: \$385,464,000) and the share capital of the two wholly-owned subsidiaries of the Company, Castfast Industrial (Yan Tien) Limited and 東莞嘉創房地產開發有限公司, such facilities were utilised to the extent of \$277,045,000 (31 March 2019: \$239,442,000).

於二零一九年九月三十日，本集團銀行融資額537,000,000元(二零一九年三月三十一日：558,600,000元)，以待沽在建物業420,940,000元(二零一九年三月三十一日：385,464,000元)及本公司兩間全資附屬公司，雁田嘉輝塑膠五金廠有限公司及東莞嘉創房地產開發有限公司之股本作抵押，而於二零一九年九月三十日已被動用之融資額277,045,000元(二零一九年三月三十一日：239,442,000元)。

10 貿易應付帳款

貿易應付帳款按發票日期計算之帳齡分析如下：

11 銀行借貸

11 BANK BORROWINGS (continued)

At 30 September 2019, bank borrowings totaling \$79,250,000 (31 March 2019: \$66,588,000) have a contractual maturity within one year or are subject to repayment on demand clauses. Some of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's statement of financial position ratios. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 30 September 2019 and 31 March 2019 none of the covenants relating to drawn down facilities had been breached.

12 OTHER INCOME/GAINS

Rental income	租金收入
Gain on disposal of property, plant and equipment (note 6)	出售物業、廠房及設備之收益(附註6)
Others	其他

11 銀行借貸(續)

於二零一九年九月三十日，銀行借貸合約到期日為一年內或受限於按要求償還條款之金額共79,250,000元(二零一九年三月三十一日：66,588,000元)。本集團部分銀行融資須待與本集團若干財務狀況表比率有關之契諾獲履行後方可作實。倘本集團違反有關契諾，則已支取之融資將按要求償還。本集團定期監察其遵守有關契諾之情況。於二零一九年九月三十日及二零一九年三月三十一日，概無與已支取融資有關之契諾遭違反。

12 其他收入／收益

For the six months ended 30 September 截至九月三十日止六個月

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Rental income	2,005	2,049
Gain on disposal of property, plant and equipment (note 6)	187	315
Others	759	1,211
	2,951	3,575

13 EXPENSES BY NATURE

Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Amortisation of land use rights	土地使用權之攤銷
Amortisation of intangible assets	無形資產之攤銷
Amortisation of right-of-use assets	使用權資產之攤銷
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事酬金)

13 按性質分類之費用

For the six months ended 30 September 截至九月三十日止六個月

	2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Depreciation of property, plant and equipment	26,561	25,620
Amortisation of land use rights	236	236
Amortisation of intangible assets	751	661
Amortisation of right-of-use assets	1,682	—
Employee benefit expenses (including directors' remuneration)	173,979	164,320

14 FINANCE COSTS, NET

14 財務成本，淨額

For the six months ended
30 September
截至九月三十日止六個月

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Finance income	財務收入		
Interest income from financial assets measured at amortised cost	按攤銷成本計量之金融資產利息收入	2,353	1,130
Other interest income from financial assets measured at fair value through other comprehensive income (recycling)	按公平值計入其他全面收入(可轉回)計量之金融資產其他利息收入	207	217
		2,560	1,347
Finance costs	財務成本		
Interest expense on financial liabilities measured at amortised cost	按攤銷成本計量之金融負債利息支出	(23,118)	(17,120)
Interest expense on lease liabilities	租賃負債之利息支出	(112)	—
Less: Interest expenses capitalised into property under development for sale	減：待沽在建物業利息支出資本化	9,599	9,865
Finance costs, net	財務成本，淨額	(13,631)	(7,255)
		(11,071)	(5,908)

15 INCOME TAX

Hong Kong Profits Tax has been provided at the rate of 16.5% (six months ended 30 September 2018: 16.5%) on the estimated assessable profit for the period for all group companies incorporated in Hong Kong.

The Group's operations in the PRC are subject to Corporate Income Tax Law of the PRC at the standard tax rate of 25%. Land Appreciation Tax is levied on properties in mainland China developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the revenue from sale of properties less deductible expenditure including lease charges of land use rights, borrowing costs and all property development expenditure.

The amount of tax charged to the unaudited condensed consolidated statement of profit or loss represents:

15 所得稅

所有於香港成立之集團公司乃根據本期之估計應課稅溢利按16.5% (截至二零一八年九月三十日止六個月：16.5%)之稅率計提香港利得稅準備。

本集團於中國之業務須遵守中國企業所得稅法按標準稅率25%納稅。本集團於中國內地開發作銷售用途之物業需按土地增值金額以累進稅率30%至60%基準繳交土地增值稅。按照適用法例，土地增值金額乃根據物業銷售收入減可扣減項目(包括土地使用權租賃費用、借貸成本及所有物業發展開支)而釐定。

於未經審核簡明綜合損益表支銷之稅項如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Current taxation	本期稅項		
Hong Kong Profits Tax	香港利得稅	7,332	6,247
PRC Taxes	中國稅項	43,979	8,245
		51,311	14,492

16 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue after adjusting for the potential dilutive effect of the outstanding options during the period.

16 每股溢利

每股基本溢利乃根據本公司權益持有人應佔溢利除以期內已發行之普通股加權平均數計算。

攤薄後每股溢利乃根據本公司權益持有人應佔溢利除以期內已發行之普通股加權平均數及調整潛在攤薄影響之尚未行使購股權計算。

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年	2018 二零一八年
Profit attributable to equity shareholders of the Company (\$'000)	本公司權益持有人應佔溢利 (千元)	114,415	88,069
Weighted average number of ordinary shares in issue (in thousand shares)	已發行普通股之加權平均數 (千股)	1,992,221	1,993,042
Effect of outstanding share options (in thousand shares)	尚未行使購股權之影響 (千股)	15,616	16,214
Weighted average number of ordinary shares (diluted) in issue (in thousand shares)	已發行普通股(攤薄)之加權平均數(千股)	2,007,837	2,009,256
Basic earnings per share (HK cents)	每股基本溢利(港仙)	5.7	4.4
Diluted earnings per share (HK cents)	攤薄後每股溢利(港仙)	5.7	4.4

17 DIVIDENDS

The final dividend for the year ended 31 March 2019 amounting to \$99,692,000 representing HK5.0 cents per share, was paid in September 2019 (2018: \$94,691,000, representing HK4.75 cents per share, was paid in September 2018).

The special dividend for the year ended 31 March 2019 declared of HK1 cent per ordinary share (2018: \$50,861,000 representing HK2.55 cents per share, was paid in April 2018).

The Board declared an interim dividend of HK4.0 cents per share for the six months ended 30 September 2019 (six months ended 30 September 2018: HK3.0 cents per share). The interim dividend amounting to \$79,754,000 (six months ended 30 September 2018: \$59,788,000) has not been recognised as liability at the end of the reporting period.

17 股息

於二零一九年九月派付截至二零一九年三月三十一日止年度之末期股息為99,692,000元，相當於每股5.0港仙(二零一八年：於二零一八年九月派付94,691,000元，相當於每股4.75港仙)。

二零一九年三月三十一日止年度並無擬派特別股息(二零一八年：於二零一八年四月派付50,861,000元，相當於每股2.55港仙)。

董事會議決派發截至二零一九年九月三十日止六個月期間之中期股息每股4.0港仙(截至二零一八年九月三十日止六個月：每股3.0港仙)。中期股息為79,754,000元(截至二零一八年九月三十日止六個月：59,788,000元)於報告期末並未確認為負債。



18 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with related parties:

		For the six months ended 30 September 截至九月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Sales of finished goods to related companies	向關連公司銷售製成品	118	—
Management fee income from a related company	向關連公司收取管理費收入	480	—
Rental income from a related company	向關連公司收取租金收入	206	—
Rental income from an associate	向聯營公司收取租金收入	144	154
Rental charged by a related company	向關連公司支付租金	1,435	1,435
Purchase of machinery from an associate	向聯營公司購買機器	14,099	16,798
Repair and maintenance charged by an associate	向聯營公司支付維修及保養	1,561	2,282

(b) Key management compensation

18 主要關連人士交易

(a) 與關連人士之交易：

For the six months ended
30 September
截至九月三十日止六個月

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Sales of finished goods to related companies	向關連公司銷售製成品	118	—
Management fee income from a related company	向關連公司收取管理費收入	480	—
Rental income from a related company	向關連公司收取租金收入	206	—
Rental income from an associate	向聯營公司收取租金收入	144	154
Rental charged by a related company	向關連公司支付租金	1,435	1,435
Purchase of machinery from an associate	向聯營公司購買機器	14,099	16,798
Repair and maintenance charged by an associate	向聯營公司支付維修及保養	1,561	2,282

(b) 主要管理層酬金

For the six months ended
30 September
截至九月三十日止六個月

		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Short-term employee benefits	短期僱員福利	6,137	6,626
Share-based payment	以股份支付報酬	158	503
Post-employment benefits	離職福利	62	62
		6,357	7,191

19 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimation

The carrying value less impairment provision for trade and bills receivable and trade payables is a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Group has a team headed by the Assistant Accounting Director performing valuations for the insurance contracts which are categorised into Level 3 of the fair value hierarchy. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the Chief Financial Officer. Discussion of the valuation process and results with the Chief Financial Officer is held twice a year, to coincide with the reporting dates.

19 金融工具公平值

公平值估計

貿易及票據應收帳款及貿易應付帳款之帳面值減去減值準備後合理接近其公平值。作為披露目的，財務負債公平值之估計按未來合約現金流量以本集團於目前市況相近之金融工具之利率貼現計算。

下表利用估值法分析按公平值入帳之金融工具。不同層級之定義如下：

- 相同資產或負債於活躍市場之報價(未經調整)(第一層)。
- 除了第一層所包括之報價外，該資產或負債之可觀察之數據可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 並非依據可觀察市場數據之資產或負債之數據(即非可觀察數據)(第三層)。

本集團設有由副會計總監領導之團隊，對分類為公平值層級第三層之保險合約進行估值。載有公平值變動計量分析之估值報告乃由該團隊於每次中期及年度報告日期編製，並由首席財務官審閱及批准。為配合報告日，每年與首席財務官討論估值過程及結果兩次。

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

Fair value estimation (continued)

The following table presents the Group's financial assets that are measured at fair value on a recurring basis at 30 September 2019:

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Assets:	資產：		
Level 3	第三層		
— Key management insurance contracts	— 重要管理層保險合約	19,430	19,325

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

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

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. Specific valuation techniques, such as discounted cash flow analysis including dividend growth model, are used to determine fair value for the financial instruments.

19 金融工具公平值(續)

公平值估計(續)

於二零一九年九月三十日，本集團以經常性基礎公平值計量呈報之金融資產如下：

在活躍市場買賣之金融工具之公平值根據報告日之市場報價列帳。倘報價可即時及定期從證券交易所、交易商、經紀、業內人士、定價服務者或監管代理獲得，而該等報價代表按公平交易基準進行之實際及常規市場交易時，該市場被視為活躍。本集團持有之金融資產之市場報價為當時買方報價。此等工具包括在第一層。

沒有在活躍市場買賣之金融工具(例如場外衍生工具)之公平值利用估值技術釐定。估值技術儘量利用可觀察市場數據(如有)，儘量少依賴實體之特定估計。倘計算一金融工具之公平值所需之所有重大數據為可觀察數據，則該金融工具列入第二層。

如一項或多項重大數據並非根據可觀察市場數據，則該金融工具列入第三層。特定估值技術，例如貼現現金流量分析，包括股息增長模式，用以釐定金融工具之公平值。

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

Fair value estimation (continued)

There were no transfers of financial assets/liabilities between Level 1, Level 2 and Level 3 fair value hierarchy classifications.

Information about Level 3 fair value measurements

	Valuation techniques 估值技術	Significant unobservable inputs 非可觀察重大數據	Range 範圍	Weighted average 加權平均數
Key management Insurance contracts	Discounted cash flow model	Discount rate	2.0% – 2.65%	2.22%
重要管理層保險合約	貼現現金流量法	貼現率	2.0% – 2.65%	2.22%

The fair value of key management insurance contracts is determined using the discounted cash flow model. The duration of the cash flows and the specific timing of inflows and outflows are determined by conditions in accordance with the terms of the respective insurance contracts. The periodic cash flow is estimated as gross redemption value and interest income less surrender charges. The series of periodic net income for the contracting periods are then discounted. The fair value measurement is negatively correlated to the discount rate. As at 30 September 2019, it is estimated that with all other variables held constant, a decrease/increase in discount rate by 1% would have increased/decreased the Group's other comprehensive income by \$2,612,000 (31 March 2019: \$2,697,000).

19 金融工具公平值(續)

公平值估計(續)

第一、第二與第三層公平值層級分類之間並無金融資產/負債之轉撥。

有關第三層公平值計量資料

重要管理層保險合約之公平值乃採用貼現現金流量法釐定。現金流量之期限以及流入及流出之特定時間乃根據各保險合約之條款釐定。定期現金流量乃估計為總贖回價值及利息收入減退保費用。合約期間之一連串定期淨收入乃予以折讓。公平值計量與貼現率乃反向關連。於二零一九年九月三十日，估計在所有其他變數維持穩定之情況下，貼現率減少/增加1%將增加/減少本集團之其他全面收入2,612,000元(二零一九年三月三十一日：2,697,000元)。

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

Fair value estimation (continued)

Information about Level 3 fair value measurements (continued)

The movement during the period in the balance of these level 3 fair value measurements is as follows:

		30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Key management Insurance contracts	重要管理層保險合約		
Beginning of the period/year	期初／年初	19,325	18,916
Interest income recognised in profit or loss	於損益確認之利息收入	207	407
Net unrealised (loss)/gain recognised in other comprehensive income during the period/year	期內／年內於其他全面收入確認之淨未變現(虧損)／收益	(102)	2
End of the period/year	期末／年底	19,430	19,325

There were no gains or losses for the periods included in profit or loss for assets held at 30 September 2019 and 31 March 2019.

19 金融工具公平值(續)

公平值估計(續)

有關第三層公平值計量資料(續)

期間該等第三級公平值計量之結餘變動如下：

於二零一九年九月三十日及二零一九年三月三十一日年度所持有資產並沒有收益或虧損包括於損益內。

20 COMMITMENTS

(a) Capital commitments

The Group had the following authorised and contracted capital commitments:

	30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Purchase of property, plant and equipment 購買物業、廠房及設備	32,140	9,809

(b) Planned expenditure

As at 30 September 2019, the Group has contracted for further property development expenditure and the related costs of internal fixtures and fittings amounted to \$378,475,000 (31 March 2019: \$311,483,000).

21 COMPARATIVE FIGURES

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective method. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

20 承擔

(a) 資本承擔

本集團有以下已授權及簽約之資本承擔：

	30 September 2019 二零一九年 九月三十日 \$'000 千元	31 March 2019 二零一九年 三月三十一日 \$'000 千元
Purchase of property, plant and equipment 購買物業、廠房及設備	32,140	9,809

(b) 計劃支出

於二零一九年九月三十日，本集團已訂立進一步物業發展開支及相關內部固定裝置及配件成本為378,475,000元（二零一九年三月三十一日：311,483,000元）。

21 比較數字

本集團已自二零一九年四月一日首次選用經修訂追溯法以應用香港財務報告準則第16號。根據該方法，比較資料並無重列。有關會計政策變動詳情列載於附註3。



DIVIDEND

The Board declared an interim dividend of HK4.0 cents per share for the six months ended 30 September 2019 (the “Period”) (for the six months ended 30 September 2018: HK3.0 cents per share) to all shareholders whose names appear on the register of members of the Company on 13 December 2019. The interim dividend will be payable to those entitled on or about 31 December 2019.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 12 December 2019 to Friday, 13 December 2019 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed interim dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 11 December 2019.

BUSINESS REVIEW

For the six months ended 30 September 2019, the turnover of the Group was HK\$1,424,748,000 (for the six months ended 30 September 2018: HK\$1,300,003,000), which increased by approximately 10% when compared with the corresponding period last year. Profit attributable to the equity shareholders of the Company amounted to HK\$114,415,000 (for the six months ended 30 September 2018: HK\$88,069,000), which increased by approximately 30% when compared with the corresponding period of last year. The increase in the profit during the Period was mainly due to the Real Estate Business gradually brings in substantial revenue to the Group.

股息

董事會議決以現金方式派發截至二零一九年九月三十日止六個月(「期內」)中期股息每股4.0港仙(截至二零一八年九月三十日止六個月：每股3.0港仙)予所有於二零一九年十二月十三日名列於本公司股東名冊之股東。此中期股息會於或約於二零一九年十二月三十一日發放予各合資格之股東。

暫停辦理過戶登記

本公司將由二零一九年十二月十二日(星期四)至二零一九年十二月十三日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲享有擬派發之中期股息，所有填妥之股份轉讓文件連同有關之股票，須於二零一九年十二月十一日(星期三)下午四時三十分前送達本公司於香港之股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

業務回顧

截至二零一九年九月三十日止六個月，本集團之營業額為1,424,748,000港元(截至二零一八年九月三十日止六個月：1,300,003,000港元)較去年同期上升約10%及本公司權益持有人應佔溢利為114,415,000港元(截至二零一八年九月三十日止六個月：88,069,000港元)，較去年同期增加了約30%。期內溢利上升，主要是房地產業務陸續為本集團帶來豐厚收益。

(A) Industrial Business:

1. For the six months ended 30 September 2019, the turnover of the overall industrial business was HK\$1,305,409,000 (for the six months ended 30 September 2018: HK\$1,288,154,000), which slightly increased by approximately 1% when compared with the corresponding period last year. For the six months ended 30 September 2019, the operating profit of the overall industrial business was HK\$115,296,000 (for the six months ended 30 September 2018: HK\$107,869,000), which increased by approximately 7% when compared with the corresponding period last year. The direct impact of the trade dispute between China and the United States on the Group's business is relatively minor as only an insignificant portion of the Group's industrial products are directly exported to the United States. However, against the backdrop of an uncertain global economic outlook, it is an arduous and satisfactory achievement that the turnover of the industrial business has been maintained and achieved a slight increase. The increase in the operating profit of industrial business was mainly due to the continuous tight cost control of the Group and the depreciation of RMB during the Period.
2. For the six months ended 30 September 2019, the turnover of the metal and plastic business was HK\$761,320,000 (for the six months ended 30 September 2018: HK\$735,810,000), which slightly increased by approximately 3% when compared with the corresponding period last year. Metal and plastic business is the main source of profit of the industrial business. Despite the challenging environment, the turnover achieved a slight increase, which was mainly due to the stable order from existing customers and the Group is able to secure orders from new customers.
3. For the six months ended 30 September 2019, the turnover of the electronic manufacturing services business was HK\$544,089,000 (for the six months ended 30 September 2018: HK\$552,344,000), which slightly decreased by approximately 1% when compared with the corresponding period last year. The electronic manufacturing services business was generally in line with that of last year and remained stable.

(A) 工業業務方面：

1. 整體工業業務於截至二零一九年九月三十日止六個月之營業額較去年同期輕微上升了約1%至1,305,409,000港元(截至二零一八年九月三十日止六個月：1,288,154,000港元)。而整體工業業務經營溢利於截至二零一九年九月三十日止六個月較去年同期上升了約7%至115,296,000港元(截至二零一八年九月三十日止六個月：107,869,000港元)。雖然，本集團工業產品較少直接銷售出口到美國，中美貿易糾紛對本集團業務影響較微。但在全球經濟前景不明朗下，工業業務營業額能得以維持及有輕微上升，實屬不易，成績令人滿意。工業的溢利上升主要是本集團持續嚴格控制成本及在期內人民幣貶值所致。
2. 五金塑膠業務於截至二零一九年九月三十日止六個月之營業額較去年同期輕微上升了約3%至761,320,000港元(截至二零一八年九月三十日止六個月：735,810,000港元)。五金塑膠業務乃工業業務的主要溢利來源，在此充滿挑戰的環境下，營業額仍能輕微上升，主要是現有客戶持續提供穩定訂單及本集團成功獲取新客戶訂單所致。
3. 電子專業代工業務於截至二零一九年九月三十日止六個月之營業額較去年同期輕微下降了約1%至544,089,000港元(截至二零一八年九月三十日止六個月：552,344,000港元)。電子專業代工業務大致與去年相若，變動不大。



4. Amid the China-US trade dispute and uncertain economic prospects, the Group's industrial business has still achieved a slight growth. Thanks to our staff members and their combined effort in the deepening of automation and reduction of production processes, we have effectively improved production efficiency, mitigated the pressure from the continuously growing labour cost and boosted competitiveness among the industry.

5. The Group maintained good partnership with its existing renowned technology enterprise customers, and secured orders from existing customers for new-generation server casings till 2022. Furthermore, the Group has secured orders for casings and parts from another global large-scale server supplier, and is expected to receive orders for its new-generation server casings, which will provide new growth driver for the industrial business. Meanwhile, the Group proactively develops parts products for potential enterprises and other industries.

6. During the Period, the Group continued to optimize its working environment to attract talents, in order to build a talent pool and provide continuous supply of talents for the ongoing development of the Group. In the meantime, the Group has an attitude of zero tolerance to industrial accidents, and has endeavored to stop such accidents by improving protective facilities, enhancing the safety awareness of the staff and improving the safety management system, with a focus on the occupational safety and health of the staff.

(B) Real Estate Business:

7. The Real Estate Business has begun to reap its harvest with a revenue of HK\$119,339,000 (for the six months ended 30 September 2018: HK\$11,849,000) recorded for the Period. The significant increase was mainly due to the delivery of, and recognition of revenue from, over 90 units of Phase 3 of the joint residential project Castfast Villas (嘉輝豪庭) ("Phase 3 project"). A total area of 9,300 square metres was delivered with an average selling price of approximately RMB25,800 per square metre.

4. 在面對中美貿易糾紛的陰霾，經濟前景未明，本集團工業業務方面，仍取得輕微增長，全賴各員工眾志成城、持續深化自動化進程及減少生產步驟，從而有效地提高生產效率，減輕持續上漲的人力成本壓力，增加競爭力。


5. 本集團與現有各知名科技企業客戶仍然保持良好合作關係，並取得現有客戶的新一代伺服器外殼項目訂單直至二零二二年。此外，本集團亦成功取得全球另一大型伺服器供應商的相關外殼及零部件訂單，期望能進一步獲得其新一代伺服器外殼訂單，為工業業務帶來新的增長動力。同時，本集團亦積極開拓有潛質企業及其他行業的零部件產品。

6. 期內，本集團不斷優化工作環境，吸引人才，從而建立人才庫，使人才永續，有助本集團持續發展。同時，本集團對工業意外採取零忍的態度，竭力防止工業意外，不斷加強防護設施，提升員工安全意識，完善安全管理系統，以員工的職安健為依歸。

(B) 房地產業務：

7. 房地產業務已步入收成期，期內錄得收入為119,339,000港元（截至二零一八年九月三十日止六個月：11,849,000港元），大幅增長原因由於嘉輝豪庭第三期合作住宅項目（「三期項目」）期內共有90多個單位交付（共計9,300多平方米，平均售價每平方米約人民幣25,800元）並確認收入入帳。

8. The construction work of the Phase 3 project was completed and the project has entered the delivery stage. The project, from which the Group would enjoy 50% of the profit, has a saleable floor area of approximately 61,000 square metres with a total of more than 600 units. As at 30 September 2019, the total number of units delivered was over 260, with an area of over 25,000 square metres and the average selling price of approximately RMB24,600 per square metre. The relevant revenue was recognized in the previous year and the Period. Except for the above, approximately over 280 units with an area of over 28,600 square metres were pre-sold up to 31 October 2019 and the average selling price was approximately RMB27,300 per square metre. Over 90% of the units of the project were sold. The revenue therefrom will be gradually recognized after the completion and delivery thereby contributing to the Group's profit.
9. The development of the residential project of Phases 4 and 5 of Castfast Villas (嘉輝豪庭), which was redeveloped from the old Guanjingtou Plant, is making progress as scheduled. Wholly-owned by the Group, the project was named One Peak (逸峯) and has a saleable floor area of approximately 120,000 square metres and 1,000 units. The first phase of pre-sale began in early November 2019, where Building no. 1 and no.11 of over 110 units with a total area of approximately over 10,700 square metres were offered for sale. As at 15 November 2019, approximately over 40 units were pre-sold with an area of approximately over 4,000 square metres and an average selling price of approximately over RMB28,000 per square metre. The remaining units of the project will gradually be launched for sale. It is expected that the project would be completed and delivered in the first half of 2021.
10. Meanwhile, the pre-sale of the residential project of Castfast Mansion in Buluo County, Huizhou is expected to commence at the beginning of next year. The project has a total of approximately 300 units and a floor area of approximately over 30,000 square metres. The Real Estate Business had made good progress and contributed to the Group's profit. It is believed that the profit it contributed will gradually increase, providing shareholders with substantial earnings.
8. 有關三期項目之工程已完成並進入單位交付階段，整個項目之銷售面積約61,000平方米，合共600多個單位，本集團享有三期項目所得的50%溢利權益。於二零一九年九月三十日止，項目合共交付了260多個單位，共計25,000多平方米，平均售價為每平方米約人民幣24,600元，並已在上年度及本期間確認相關收入。除此之外，截至二零一九年十月三十一日止，本項目已預售約280多個單位，共計約28,600多平方米，平均售價為每平方米約人民幣27,300元。項目已售出超過90%，待相關手續完成並交付，有關收入將陸續入帳，為集團盈利帶來貢獻。
9. 官井頭舊廠房改造之嘉輝豪庭第四、五期住宅項目進展如期，項目定名為「逸峯」，由本集團全資擁有，可售樓面面積約120,000平方米，約1,000個單位。於二零一九年十一月初進行首階段預售，首先推出一號及十一號樓，共計110多個單位，約10,700多平方米。截至二零一九年十一月十五日，本項目已預售約40多個單位，共計約4,000多平方米，平均售價為每平方米約人民幣28,000元以上。其餘項目單位將陸續推出及進行銷售。本項目預期於二零二一年上半年完成及交付。
10. 同時，惠州博羅縣嘉輝公館之住宅項目也計劃於明年初前進行預售，項目全部約300個單位，共計樓面面積約30,000多平方米。房地產業務進展良好，相繼為本集團盈利作出貢獻，並相信會與日俱增，為股東帶來可觀收益。



Prospects

1. Against the backdrop of the uncertainties concerning the China-US trade dispute, Brexit, social unrest in Hong Kong and prevailing weak economy and trade, the economic prospects seem dim. The Group continues to self-strengthen by expanding automatic production, effectively allocating resources and solidifying its industrial business to maintain competitive and its position as a global leading mechanical parts manufacturer. The Group had gained the trust of international renowned technology enterprises and secured orders for new-generation server casings till 2022. Moreover, apart from existing orders, the Group had secured new orders for server casings from another global server supplier. The Group is cautiously optimistic in respect of the development of its industrial business.
2. The Group has established a professional real estate management team, proactively promoted urban renewal, adopted flexible strategies for selling properties to provide a good living environment with a mission of "Building house for good living community, not commodity". The central government formulated measures for stabilizing property prices in order to support a healthy and steady development of the real estate market in the mainland China. The Group has put their hopes on the search of suitable development projects, making its Real Estate Business the main growth driver of the Group.

Conclusion

Rome was not built in a day. Facing challenges of uncertain business environment and soaring pressure, the Group must maintain its core value and uphold its philosophy of overcoming obstacles in unity. Believing that nothing is impossible with diligence, the Group will break new grounds.

On the road to its 40th anniversary, the Group never focuses only on short term development, but has shown visions and insights. Major decisions include expanding automatic production, adjusting business allocation and diversifying its source of revenue. Furthermore, the Group fulfilled its corporate social responsibility by promoting clean production and implementing community integration policy, in order to facilitate its sustainable development. It is believed that the Group can rely on its established industrial business for stable income, and utilize its flexible, opportune and diversified businesses as growth driver, in order to continuously refine its business portfolio, release its value and build a century-old enterprise.

前景

1. 在中美貿易糾紛、英國脫歐未明、香港社會活動及經貿持續疲弱的不確定性下，經濟前景暗淡，但本集團繼續自強不息，加強自動化生產，有效資源配置，鞏固工業業務根基，保持良好競爭力及全球領先的機械部品生產商地位。本集團已取得國際知名科技企業的信任，並取得新一代伺服器外殼訂單至二零二二年。另外，除現有訂單外，本集團成功爭取另一全球伺服器供應商的伺服器外殼新訂單。本集團對工業業務發展保持審慎樂觀的態度。
2. 本集團已建立專業房地產團隊管理，積極推動舊城改造，並採納靈活活售樓策略，強調「房住不炒，建立美好居住社區」的使命，提供良好居住環境。隨着中央制定穩定樓價措施，支持內地房地產得以健康平穩發展，本集團冀望繼續尋找合適的發展項目，把房地產業務發展成為本集團主要增長引擎。

總結

百年企業不可一蹴而成，在面對不明朗營商環境的挑戰，壓力驟增，本集團必須維持企業的核心價值，秉持着乘風破浪，一同跨過的思維，以用心去做，凡事皆可能的理念，共拓新天地。

在本集團步向成立四十周年的歷程中，目光不會只顧短線發展，而是高瞻遠矚，主要決策包括加強生產自動化，調整業務配置及多元化收入來源等；此外，本集團亦履行社會企業責任，鼓勵清潔生產及實施社區共融的政策，推動企業的可持續發展。相信本集團將憑藉基礎厚實的工業業務貢獻穩定收益，輔以靈活適時的多元業務為增長動力，不斷完善業務組合，釋放價值，構建百年企業。

Liquidity resources and financing policies

The unaudited net interest-bearing borrowings (represent bank borrowings less cash and bank deposits) as at 30 September 2019 were approximately HK\$459,609,000 (as at 30 September 2018: HK\$342,115,000) and the net interest-bearing borrowings ratio (represent the proportion of total net interest-bearing borrowings over total equity) was 41% (as at 30 September 2018: 32%) whereas the ratio of non-current assets to total equity was approximately 77%. Hence, the management considers the Group's financial position is healthy.

The interest bearing borrowings were HK\$714,545,000. The cash in hand and the bank balances amounted to HK\$254,936,000 with unutilised banking facilities of HK\$826,545,000 in total. The Company is confident that these are sufficient to meet the funding needs for the current and future operation and those for the investments of the Group.

Exchange Rate Exposure

Most of the Group's assets, liabilities and transactions are denominated in HKD, USD and RMB. Foreign currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency other than the Group's functional currency, which in turn exerts pressure on the Group's production cost. To mitigate the impact of exchange rate fluctuation of the RMB on its business, if necessary, the Group will actively communicate with its customers in order to adjust the selling prices of its products and may use foreign exchange forward contracts to hedge against foreign currency risk (if and when necessary).

CONTINGENT LIABILITY

As at 30 September 2019, the Group had no significant contingent liabilities.

流動資源及財務政策

於二零一九年九月三十日未經審計的淨計息借貸(代表銀行借貸減現金及銀行存款)約為459,609,000港元(於二零一八年九月三十日:342,115,000港元)及淨計息借貸比率(代表淨計息借貸總額相對權益總額之比例)為41%(於二零一八年九月三十日:32%)，而非流動資產與權益總值比率約77%。鑒此，管理層認為集團財政狀況健康。

銀行計息借貸為714,545,000港元。而現金及銀行存款為254,936,000港元及合共銀行未動用融資額度826,545,000港元，本公司有信心足以應付本集團目前及未來營運及投資之資金需要。

匯兌風險

本集團之大部分資產、負債及業務交易均以港元、美元及人民幣計值。自外國業務之商業交易、經確認資產及負債以及淨投資產生之外匯風險均以本集團功能貨幣以外之貨幣計值，繼而對本集團之生產成本造成壓力。為了降低人民幣匯率波動對其業務之影響，如需要，本集團將積極與其客戶溝通，從而調整其產品之售價及可能使用外匯遠期合約以對沖外匯風險(如需要)。

或然負債

於二零一九年九月三十日，集團並無重大或然負債。





EMPLOYEE AND REMUNERATION POLICIES

The number of employees had increased from approximately 3,100 at the end of the same period of last year to approximately 3,500 at the end of the Period. With a strong reputation in the local community, the Group had not experienced any major difficulties in recruiting employees.

Employee remuneration packages are determined in accordance with prevailing market standards and employees' performance and experiences. The Group will also grant bonuses to employees with outstanding performance based on the Company's audited business performance and the appraisal and reward system. Other employee benefits include medical insurance and mandatory provident fund.

In addition, to cope with domestic development in the PRC and the actual need for talent-retaining, the Group establishes a "Cooperative Home & Car Ownership Scheme" to encourage and finance potential elites in buying a flat and a car as a means to retain talents who may otherwise be lost in the competitive labour market.

僱員及薪酬政策

集團員工已由去年同期期末約3,100名增加至本期期末約3,500名。由於本集團在當地建立了良好的信譽，故此於招聘人員上並未遇到重大的困難。

僱員薪酬乃根據一般市場標準及僱員之表現及經驗釐定，本集團並會根據公司已審核的業績透過獎賞評核政策，對有良好表現的員工發放花紅。其他員工福利包括醫療保險及強制性公積金。

此外，為配合中國內地發展及實際挽留人才需要，集團設有「合作置業及置車計劃」，透過此兩項計劃，鼓勵及資助公司重點栽培人才置業及置車，於競爭激烈的人才市場有效挽留人才。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 September 2019

The interests and short positions of the Directors and the chief executives of the Company in the shares and the underlying shares of the Company and any associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO")) (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

董事及最高行政人員之股份權益

於二零一九年九月三十日

本公司各董事及最高行政人員在本公司及任何相聯法團(釋義見《證券及期貨條例》(「《證券條例》」)第XV部)的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《上市公司董事進行證券交易的標準守則》(「《標準守則》」)通知本公司及香港聯合交易所有限公司(「聯交所」)，如下：

(A) Interests in the Company

(甲) 於本公司之權益

	Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目				% of issued share capital 持股百分比
	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	
Mr. Ho Cheuk Fai 何焯輝先生	278,712,000 (Note 1) (附註一)	110,350,000 (Note 1) (附註一)	1,077,608,000 (Note 2) (附註二)	1,466,670,000	73.56
Mr. Ho Cheuk Ming 何卓明先生	11,400,000 (Note 3) (附註三)	—	817,608,000 (Note 2) (附註二)	829,008,000	41.58
Ms. Chan Ming Mui, Silvia 陳名妹小姐	6,000,000 (Note 4) (附註四)	—	—	6,000,000	0.30
Mr. Zhao Kai 趙凱先生	12,300,000 (Note 5) (附註五)	—	—	12,300,000	0.62
Mr. Chan Raymond 陳毅文先生	5,000,000 (Note 6) (附註六)	—	—	5,000,000	0.25
Mr. Yam Chung Shing 任重誠先生	500,000 (Note 7) (附註七)	—	—	500,000	0.03
Mr. Fong Hoi Shing 方海城先生	4,000	—	—	4,000	0.00
Ms. Ho Po Chu 何寶珠女士	110,350,000 (Note 8) (附註八)	538,712,000 (Note 8) (附註八)	817,608,000 (Note 2) (附註二)	1,466,670,000	73.56



Notes:

1. Mr. Ho Cheuk Fai's personal interest consists of 278,712,000 Shares. He is deemed to be interested in 110,350,000 Shares held by his spouse, Ms. Ho Po Chu, as beneficial owner.
2. The 1,077,608,000 Shares comprised (i) 487,608,000 Shares held by New Sense Enterprises Limited ("New Sense"); and (ii) 330,000,000 Shares held by Castfast Properties Development Co., Limited ("Castfast Properties"), 87% of the issued share capital of which is beneficially owned by Honford Investments Limited ("Honford Investments"). New Sense and Honford Investments are each wholly-owned by TMF (BVI) Limited ("TMF") as trustee for a discretionary trust, The Ho Family Trust, and (iii) 260,000,000 Shares held by The Wedding City Co., Limited ("The Wedding City"), 90% and 10% of the issued share capital of which is beneficially owned by Mr. Ho Cheuk Fai and Ms. Ho Po Chu, respectively. Mr. Ho Cheuk Fai is deemed to be interested in the 817,608,000 Shares in (i) and (ii) as founder of The Ho Family Trust and in 260,000,000 Shares in (iii) through The Wedding City. Ms. Ho Po Chu and Mr. Ho Cheuk Ming are the discretionary objects of The Ho Family Trust and are thus deemed to be interested in the 817,608,000 Shares held under The Ho Family Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu and Mr. Ho Cheuk Ming in the 817,608,000 Shares duplicate with each other.
3. The personal interests of Mr. Ho Cheuk Ming comprise 11,400,000 Shares.
4. The personal interests of Ms. Chan Ming Mui, Silvia comprise 3,000,000 Shares and 3,000,000 outstanding share options.
5. The personal interests of Mr. Zhao Kai comprise 4,800,000 Shares and 7,500,000 outstanding share options.
6. The personal interests of Mr. Chan Raymond comprise 1,000,000 Shares and 4,000,000 outstanding share options.
7. The personal interests of Mr. Yam Chung Shing comprise 500,000 Shares.
8. The personal interests of Ms. Ho Po Chu comprise 110,350,000 Shares. Ms. Ho Po Chu is also deemed to be interested in (a) 278,712,000 Shares held and 260,000,000 Shares deemed to be held by her spouse, Mr. Ho Cheuk Fai, and (b) 817,608,000 Shares referred to in Note 2 above.

附註：

- 一、何焯輝先生之個人權益包括278,712,000股股份。何焯輝先生被視為持有其配偶何寶珠女士作為實益擁有人持有之110,350,000股股份。
- 二、1,077,608,000股股份包括(i)由New Sense Enterprises Limited (「New Sense」)持有之487,608,000股股份；(ii)嘉輝房地產拓展有限公司(「嘉輝房地產」)持有之330,000,000股股份，其已發行股本之87%乃由Honford Investments Limited (「Honford Investments」)實益擁有。New Sense及Honford Investments由TMF (BVI) Limited (「TMF」)作為全權信託The Ho Family Trust之受託人全資擁有及(iii)婚紗城有限公司(「婚紗城」)持有之260,000,000股股份，其發行股本之90%及10%分別由何焯輝先生及何寶珠女士實益擁有。何焯輝先生作為The Ho Family Trust之創立人，被視為於該等817,608,000股股份中擁有(i)及(ii)及(iii)婚紗城之260,000,000股股份之權益。何寶珠女士及何卓明先生為The Ho Family Trust之全權受益人，故被視為於The Ho Family Trust持有之817,608,000股股份擁有權益。故此，何焯輝先生、何寶珠女士及何卓明先生於該等817,608,000股股份之權益彼此重疊。
- 三、何卓明先生之個人權益由11,400,000股股份組成。
- 四、陳名妹小姐之個人權益由3,000,000股股份及3,000,000尚未行使之購股權組成。
- 五、趙凱先生之個人權益由4,800,000股股份及7,500,000尚未行使之購股權組成。
- 六、陳毅文先生之個人權益由1,000,000股股份及4,000,000尚未行使之購股權組成。
- 七、任重誠先生之個人權益由500,000股股份組成。
- 八、何寶珠女士之個人權益由110,350,000股股份組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之278,712,000股股份及260,000,000股股份；及(b)817,608,000股股份之權益，被視為何寶珠女士(如附註二所述)重疊之同一權益。

(B) Interests and short positions in associated corporations

(乙) 於相聯法團之權益及淡倉

(i) Karrie Industrial Company Limited (“KICL”)

(i) 嘉利產品有限公司(「嘉利產品」)

Number of non-voting deferred shares
無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests 法團權益或 其他權益	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	43,000	43,000 (Note 1) (附註一)	43,000 (Note 1) (附註一)	43,000	85.98% (Note 2) (附註二)	43,000 (Note 1) (附註一)	85.98% (Note 2) (附註二)
Ms. Ho Po Chu 何寶珠女士	7,000	7,000 (Note 1) (附註一)	7,000 (Note 1) (附註一)	7,000	13.99% (Note 2) (附註二)	7,000 (Note 1) (附註一)	13.99% (Note 2) (附註二)

(ii) Karpo Technologies Limited (“KTL”)

(ii) 嘉寶科技有限公司(「嘉寶科技」)

Number of non-voting deferred shares
無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests 法團權益或 其他權益	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	10,000	10,000 (Note 1) (附註一)	10,000 (Note 1) (附註一)	10,000	99.90% (Note 3) (附註三)	10,000 (Note 1) (附註一)	99.90% (Note 3) (附註三)

(iii) Karrie Properties Management Limited (“KPML”)

(iii) 嘉利房地產管理有限公司(「嘉利管理」)

Number of non-voting deferred shares
無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests 法團權益或 其他權益	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)
Ms. Ho Po Chu 何寶珠女士	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)



Notes:

1. Karrie International (B.V.I.) Limited (“KIBVI”), a direct wholly-owned subsidiary of the Company, has been granted options to acquire from Mr. Ho Cheuk Fai and Ms. Ho Po Chu their non-voting deferred shares in each of KICL, KTL and KPML. Accordingly, KIBVI is taken to be interested in these non-voting deferred shares in respect of which Mr. Ho Cheuk Fai and Ms. Ho Po Chu have each created short positions. In addition, by virtue of (i) their interests in the Company; and (ii) the interests as referred to in Notes 1, 2 and 8 under the section headed “(A) Interests in the Company” above, Mr. Ho Cheuk Fai and Ms. Ho Po Chu are each deemed to be interested in the long positions that KIBVI has in these non-voting deferred shares. Such interests are duplicated with their personal interests in these non-voting deferred shares.
2. The entire issued share capital of KICL comprises 50,000 non-voting deferred shares and 10 ordinary shares.
3. The entire issued share capital of KTL comprises 10,000 non-voting deferred shares and 10 ordinary shares.
4. The entire issued share capital of KPML comprises 2 non-voting deferred shares and 10 ordinary shares.

Save as disclosed above, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and any associated corporations which were (a) recorded in the register required to be kept under Section 352 of the SFO; or (b) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- 一、 Karrie International (B.V.I.) Limited (「KIBVI」)，本公司之直接全資附屬公司，獲授予認購權認購何焯輝先生和何寶珠女士於嘉利產品、嘉寶科技及嘉利管理所持有的無投票權遞延股份。由於何焯輝先生和何寶珠女士因上述所授予認購權而各自產生有關之淡倉，KIBVI遂持有該等無投票權遞延股份之權益。再者，因(i)彼等持有本公司之權益；及(ii)於上述「(甲)於本公司之權益」之附註一、二及八內，何焯輝先生和何寶珠女士各自被視為於KIBVI於該等無投票權遞延股份中所持好倉中擁有權益。該等權益跟其個人於該等無投票權遞延股份的權益重疊。
- 二、 嘉利產品已發行股份由50,000股之無投票權遞延股份及10股之普通股股份組成。
- 三、 嘉寶科技已發行股份由10,000股之無投票權遞延股份及10股之普通股股份組成。
- 四、 嘉利管理已發行股份由2股之無投票權遞延股份及10股之普通股股份組成。

除上文所披露外，本公司各董事及最高行政人員並無擁有在本公司及任何相聯法團的股份、相關股份及債券證中的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《標準守則》通知本公司及聯交所。

SHARE OPTION SCHEME

The share option scheme of the Company was adopted on 24 August 2012 (the "Share Option Scheme"). The key terms of the Share Option Scheme have been summarized in our 2018/19 annual report.

Details of the movements of the Share Options for the six months ended 30 September 2019 under the Share Option Scheme are as follows:

購股權計劃

本公司購股權計劃於二零一二年八月二十四日採納(「購股權計劃」)，購股權計劃之主要條款摘要已於二零一八/一九年度年報刊登。

根據購股權計劃於截至二零一九年九月三十日止六個月之購股權變動詳情如下：

Name	Date of Grant	Exercise Price per Share	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of options outstanding at 1 April 2019	Number of options granted during the period from	Number of options exercised during the period from	Number of options lapsed/cancelled during the period from	Number of options outstanding at 30 Sep 2019
							1 April 2019 to 30 Sep 2019	1 April 2019 to 30 Sep 2019	1 April 2019 to 30 Sep 2019	
姓名	授出日期	每股股份行使價格 (HK\$) (港元)	行使期	於購股權授出 日之前之價格 (HK\$) (港元)	於購股權行使 日之價格 (HK\$) (港元)	尚未行使 購股權數目 (‘000) (千)	二零一九年 四月一日至 九月三十日 期內獲授予 購股權數目 (‘000) (千)	二零一九年 四月一日至 九月三十日 期內行使 購股權數目 (‘000) (千)	二零一九年 四月一日至 九月三十日 期內失效/取消 購股權數目 (‘000) (千)	二零一九年 九月三十日 尚未行使 購股權數目 (‘000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Zhao Kai 趙凱先生	11/08/2014	0.419	01/08/2015–10/08/2024	0.420	—	2,500	—	—	—	2,500
	11/08/2014	0.419	01/08/2017–10/08/2024	0.420	—	5,000	—	—	—	5,000
Ms. Chan Ming Mui, Silvia 陳名妹小姐	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	—	—	—	—	—	—
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	1.06	1,500	—	(500)	—	1,000
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	—	2,000	—	—	—	2,000
Mr. Chan Raymond 陳毅文先生	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	—	500	—	—	—	500
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	—	1,500	—	—	—	1,500
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	—	2,000	—	—	—	2,000
Mr. Yam Chung Shing 任重誠先生	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	—	—	—	—	—	—
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	—	—	—	—	—	—
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	1.15	200	—	(200)	—	—
(ii) Other Eligible Participants 其他合資格參與者										
Employees 僱員	11/08/2014	0.419	01/08/2015–10/08/2024	0.420	—	4,000	—	—	—	4,000
	11/08/2014	0.419	01/08/2017–10/08/2024	0.420	—	4,000	—	—	—	4,000
	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	1.09*	2,520	—	(150)	—	2,370
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	1.15*	2,920	—	(350)	—	2,570
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	1.15*	5,280	—	(1,520)	—	3,760

* Weighted Average 加權平均數

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2019

The interests or short positions of the persons (other than a Director or Chief Executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

主要股東

於二零一九年九月三十日

以下人士(不包括董事及本公司之最高行政人員)於本公司股份及相關股份中擁有根據本公司須按《證券條例》第336條存置之登記冊之權益及淡倉：

Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

Name of Shareholders	Personal interests	Corporate/Other interests	Shareholding percentage
股東名稱	個人權益	法團權益或 其他權益	持股百分比
New Sense	487,608,000 (Note 1 附註一)	—	24.46%
Castfast Properties 嘉輝房地產	330,000,000 (Note 2 附註二)	—	16.55%
The Wedding City 婚紗城	260,000,000 (Note 3 附註三)	—	13.04%
Honford Investments	—	330,000,000 (Note 2 附註二)	16.55%
TMF	—	817,608,000 (Note 4 附註四)	41.01%

Notes:

附註：

- The entire issued share capital of New Sense was owned by TMF as trustee for The Ho Family Trust.
 - 87% of the issued share capital of Castfast Properties is beneficially owned by Honford Investments. The entire issued share capital of Honford Investments was owned by TMF as trustee for a discretionary trust, The Ho Family Trust. The interests of Honford Investments duplicate with those of the Castfast Properties.
 - 260,000,000 Shares were beneficially held by The Wedding City. 90% and 10% of the issued share capital of which is beneficially owned by Mr. Ho Cheuk Fai and Ms. Ho Po Chu, respectively. The interests of The Wedding City therefore duplicate with those of Mr. Ho Cheuk Fai referred to in Note 2 to the section "Directors' and Chief Executive's Interests in Shares — (A) Interests in the Company" above.
 - TMF is deemed to be interested in these Shares held by New Sense, Castfast Properties and Honford Investments by virtue of acting as the trustee for The Ho Family Trust.
- New Sense之全部已發行股乃由TMF以信託代The Ho Family Trust持有。
 - 嘉輝房地產已發行股本之87%乃由Honford Investments實益擁有。Honford Investments之全部已發行股本乃由TMF作為全權信託The Ho Family Trust之受託人持有。Honford Investments之權益與嘉輝房地產之權益重疊。
 - 婚紗城實益持有260,000,000股股份。其已發行股本之90%及10%分別由何焯輝先生及何寶珠女士實益擁有。故此，婚紗城之權益被視為何焯輝先生於以上「董事及最高行政人員之股份權益 — (甲)於本公司之權益」一節附註二所述之權益重疊。
 - TMF被視為以The Ho Family Trust之受託人身份於New Sense、嘉輝房地產及Honford Investments所持有股份中擁有權益。

Save as disclosed above, as at 30 September 2019, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section “Directors’ and Chief Executives’ Interests in Shares” above, had an interest or short position in the shares and underlying shares of the Company that was required to be recorded in the register required to be kept under Section 336 of the SFO.

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零一九年九月三十日，並無人士擁有本公司之股份及相關股份之權益或淡倉，而該等權益或淡倉需根據《證券條例》第336條須予備存之登記冊所記錄。

UPDATES ON DIRECTORS’ INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Change of information of the Directors, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

根據上市規則第13.51B(1)條作出之董事資料更新

根據上市規則第13.51B(1)條須予披露之董事資料變動載列如下：

Name of Directors 董事姓名	Detail of Changes 變動詳情
Ms. Chan Ming Mui, Silvia 陳名妹小姐	annual salary increased from HK\$866,496 to HK\$890,496 (excluding discretionary bonus) with effect from 1 July 2019 年薪由866,496港元增加至890,496港元(不包括酌量花紅)，自二零一九年七月一日生效
Mr. Zhao Kai 趙凱先生	annual salary increased from HK\$1,213,510 to HK\$1,215,010 (excluding discretionary bonus) with effect from 1 July 2019 年薪由1,213,510港元增加至1,215,010港元(不包括酌量花紅)，自二零一九年七月一日生效
Mr. Ho Kai Man 何啟文先生	annual salary increased from HK\$452,400 to HK\$468,000 (excluding discretionary bonus) with effect from 1 July 2019 年薪由452,400港元增加至468,000港元(不包括酌量花紅)，自二零一九年七月一日生效
Mr. Chan Raymond 陳毅文先生	annual salary increased from HK\$1,008,000 to HK\$1,032,000 (excluding discretionary bonus) with effect from 1 July 2019 年薪由1,008,000港元增加至1,032,000港元(不包括酌量花紅)，自二零一九年七月一日生效

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the six months ended 30 September 2019 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	44%
Five largest suppliers combined	68%
Sales	
The largest customer	37%
Five largest customers combined	84%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 September 2019, the Company repurchased its 714,000 listed shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), of which these Shares were cancelled during the Period. Accordingly the issued share capital of the Company was reduced by the nominal value of these shares. Details of the repurchases during the six months ended 30 September 2019 are summarised as follows:

Date of repurchases 回購日期	Number of Shares repurchased 回購股份數目	Highest price per Share 每股份最高價格 (HK\$) (港元)	Lowest price per Share 每股份最低價格 (HK\$) (港元)	Aggregate consideration paid 已付總代價 (HK\$) (港元)
27 June 2019 2019年6月27日	438,000	1.14	1.11	491,540
28 June 2019 2019年6月28日	184,000	1.13	1.12	206,240
5 August 2019 2019年8月5日	92,000	1.07	1.06	97,820
Total: 合計	714,000			795,600

主要客戶及供應商

截至二零一九年九月三十日止六個月，本集團主要供應商及客戶之購買及銷售百分比為：

購買	
最大供應商	44%
五大供應商共佔	68%
銷售	
最大客戶	37%
五大客戶共佔	84%

除上述外，各董事、彼等的聯繫人或以董事所知擁有本公司股本超過5%之股東並無擁有任何上述本集團主要供應商及客戶之權益。

購買、出售或贖回股份

截至二零一九年九月三十日止六個月，本公司於香港聯合交易所有限公司（「聯交所」）回購其714,000股上市股份，而該等股份於期內已被註銷，而本公司已發行股本亦因此按該等股份的面值減少。截至二零一九年九月三十日止六個月回購股份之詳情概述如下：

AUDIT COMMITTEE

In accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Group established an Audit Committee in January 1999 which now comprises one non-executive Director and three independent non-executive Directors of the Company. They are responsible for dealing with matters relating to the audit area, which include reviewing and supervising the Company's financial reporting process and internal control, in order to protect the interests of the shareholders of the Company. The unaudited interim results for the Period of the Company now reported on have been reviewed by the Audit Committee.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

Saved as explained below, the Company had complied with the code provisions of the Corporate Governance Practices Code ("CG Code") as set out in Appendix 14 of the Listing Rules during the Period:

- Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not segregate the roles of its Chairman and Chief Executive Officer and Mr. Ho Cheuk Fai ("Mr. Ho") currently holds both positions.

Being the founder of the Group, Mr. Ho has substantial experience in the manufacturing industry, as well as in the property development and culture related industries. At the same time, Mr. Ho has the appropriate management skills and business acumen that are the pre-requisites for assuming the role of the Chief Executive Officer. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person would provide the Group with strong and consistent leadership and allow the Group to be more effective and efficient in developing long-term business strategies and executing business plans. Hence, the Board considers that there is no need to segregate the roles of the Chairman and the Chief Executive Officer and both roles should continue to be performed by Mr. Ho.

審核委員會

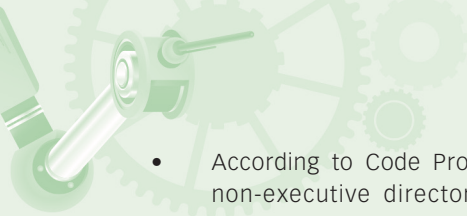
遵照《香港聯合交易所有限公司證券上市規則》(「上市規則」)，本公司於一九九九年一月成立審核委員會，該委員會現由一位非執行董事及三位獨立非執行董事組成。本公司審核委員會(「審核委員會」)負責處理審核範圍內的事宜，包括審視及監督本公司之財務申報程序及內部監控；以保障本公司股東的利益。本公司現在提呈的期內未經審核中期業績已由審核委員會審閱。

遵守企業管治常規守則

除下文所述外，本公司於期內一直遵守《上市規則》附錄十四所載企業管治常規守則(「《企業管治守則》」)之守則條文：

- 企業管治守則之守則條文A.2.1規定應區分主席與行政總裁的角色，並不應由一人同時兼任。本公司並無區分主席與行政總裁的角色，何焯輝先生(「何先生」)目前兼任該兩個職位。

何先生為本集團的創辦人，於製造業及房地產與文化相關產業具備豐富經驗。同時，何先生具備擔當行政總裁所需之合適管理技巧及商業觸覺之先決條件。董事會相信，由一人同時擔任主席與行政總裁的角色為本集團提供強大兼一致的領導，並可讓本集團更有效及有效率地發展長遠業務策略及執行業務計劃。因此董事會認為無須區分主席及行政總裁之角色，並由何先生繼續擔任這兩個角色。



- According to Code Provision A.4.1 of the CG Code, non-executive director should be appointed for a specific term, subject to re-election. Mr. Ho Cheuk Ming was re-designated as a non-executive Director on 1 June 2007 and he was appointed as Deputy Chairman on 1 May 2011 without a specific term. Mr. Ho Kai Man was re-designated as a non-executive Director on 1 November 2012 without a specific term. Although Mr. Ho Cheuk Ming and Mr. Ho Kai Man are not appointed for a specific term, they are subject to retirement by rotation according to the Bye-laws of the Company.
- Code Provision A.4.2 of CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Company's Bye-laws, at each annual general meeting, one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third but not greater than one-third shall retire from office provided that notwithstanding anything in the Company's Bye-laws, the Chairman of the Board and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Furthermore, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following annual general meeting and would then be eligible for re-election. The Chairman and/or the Managing Director of the Group will consider to voluntarily retire at the annual general meeting at least once every three years in line with Code Provision A.4.2 of the CG Code. As such, the Company considers that sufficient measures have been taken to ensure good corporate governance of the Company.

- 按照企業管治守則之守則條文A.4.1，非執行董事的委任應有指定任期，亦須接受重新選舉。何卓明先生於二零零七年六月一日獲再委任為非執行董事及彼於二零一一年五月一日調任為非執行董事兼副主席，沒有指定任期。何啟文先生於二零一二年十一月一日調任為非執行董事，沒有指定任期。雖然何卓明先生及何啟文先生的委任沒有指定日期，但仍須根據本公司之細則輪值告退。
- 企業管治守則之守則條文A.4.2規定每名董事(包括有指定任期之董事)應至少每三年輪值退任一次。

根據本公司之細則，在本公司每一屆股東週年大會上，三分之一之當時在任之董事(或倘其人數並非三或三之倍數，則最接近但不多於三分之一之數目)須輪值退任，惟本公司董事會主席及／或董事總經理不須按此規定輪值退任或在釐定每年退任董事人數時被計算在內。此外，任何填補空缺而獲委任之董事或為董事會新增之成員僅可任職至下屆股東週年大會為止，屆時彼可膺選連任。然而，為遵守企業管治守則之守則條文A.4.2，本集團主席及／或董事總經理將至少每三年自願退任。因此，本公司認為已採取足夠措施，以確保本公司良好企業管治。

- According to Code Provision A.5 of the CG Code, the Company should establish a nomination committee, which is chaired by the chairman of the Board or an independent non-executive Director and comprises a majority of the independent non-executive Directors. The Company has not established a nomination committee due to the fact that the function of the nomination committee was delegated to the Board, which is responsible for reviewing its own structure, size and composition in accordance with the board diversity policy adopted by the Company (the "Policy") annually; considering the re-appointment of Directors; and evaluating the Policy as well as assessing the independence of independent non-executive Directors. The Board has taken sufficient measures to avoid the conflict of interests in carrying out such functions. For instance, the relevant Director would abstain from voting for any resolution relating to his or her own re-appointment. As such, the Board is of the view that the members of the Board possess the necessary experience and knowledge to discharge the functions of a nomination committee. The Board shall review the composition and operation of the Board from time to time and shall consider establishing a nomination committee if such need arises.
- 根據企業管治守則之守則條文A.5，本公司應成立由本公司主席或獨立非執行董事為主席之提名委員會，其大部份成員，皆由獨立非執行董事組成。本公司並未有成立提名委員會。由董事會所執行提名委員會的職能，其整體按本公司採納的董事會成員多元化政策（「政策」）負責每年檢討董事會的架構、人數及組成，並審議董事委任或重新委任事宜，且評核獨立非執行董事的獨立性。董事會已採取足夠措施在履行該功能時，避免利益衝突。例如：相關董事就有關委任他／她為董事之決議，將會棄權投票。故此，董事會認為董事會成員有足夠經驗及知識來履行提名委員會的職能。董事會不時審閱董事會的組成及運作，並會考慮於須要時，成立提名委員會。

The Company will continue to review its practices from time to time to achieve a high standard of corporate governance.


本公司將繼續不時檢討其常規，以達至高水平之公司管治。

COMPLIANCE WITH THE MODEL CODE

During the Period, the Company has adopted stringent procedures in governing the Directors' securities transactions in compliance with the requirements contained in the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 to the Listing Rules. Upon due enquiry by the Company, all Directors had confirmed that, they had complied with the required standards as set out in the Model Code throughout the Period.

遵守標準守則

期內，本公司已採納嚴格程序規管董事進行證券交易，以符合上市規則附錄十所載之《上市公司董事進行證券交易的標準守則》（「標準守則」）之規定。經本公司查詢後，所有董事均確認彼等於期內內均已遵守標準守則所載之規定標準。



DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

- (1) On 20 December 2016, Castfast Industrial (Yan Tien) Limited (a subsidiary of the Company) as borrower, the Company and Karrie International (B.V.I.) Limited (a subsidiary of the Company) as guarantors entered into a facility agreement with Hang Seng Bank Limited, whereby the bank agreed to make available to the above borrower a term loan facility up to HK\$240,000,000 for a term of 48 months from the date of such facility agreement.

The above facility agreement imposes, inter alia, conditions that each of the above borrower and the guarantors shall ensure and procure that (i) Mr. Ho Cheuk Fai and his associates together have and will maintain not less than 65% direct or indirect shareholding in the Company; and (ii) Mr. Ho Cheuk Fai and his associates will not create or permit to subsist (or agree to create) any security over any of their shares in the Company without the bank's prior written consent.

- (2) On 23 March 2017, Dongguan Karrie Properties Development Company Limited (東莞嘉創房地產開發有限公司) (a subsidiary of the Company) as borrower, the Company, Castfast Industrial (Yan Tien) Limited and Karrie International (B.V.I.) Limited (a subsidiary of the Company) as guarantors entered into a facility agreement with Hang Seng Bank (China) Limited, whereby the bank agreed to make available to the above borrower a term loan facility up to RMB270,000,000 for a term of 48 months from the date of first draw down.

The above facility agreement imposes, inter alia, conditions that each of the above borrower and the guarantors shall ensure and procure that (i) Mr. Ho Cheuk Fai and his associates together have and will maintain not less than 65% direct or indirect shareholding in the Company; and (ii) Mr. Ho Cheuk Fai and his associates will not create or permit to subsist (or agree to create) any security over any of their shares in the Company without the bank's prior written consent.

根據上市規則第13.21條作出之披露

- (1) 二零一六年十二月二十日，本公司之附屬公司雁田嘉輝塑膠五金廠有限公司(作為借款方)、本公司及本公司之附屬公司Karrie International (B.V.I.) Limited(作為擔保人)與恒生銀行有限公司訂立融資協議，據此該銀行同意向上述借款方提供最多達240,000,000港元之定期貸款融資，自該融資協議日期起計為期四十八個月。

上述融資協議訂明，(其中包括)條件為上述借款方及擔保人須各自確保及促使(i)何焯輝先生及其聯繫人合共及將維持持有不少於本公司的65%直接或間接股權；及(ii)何焯輝先生及其聯繫人將不會在未經該銀行事先書面同意的情況下就彼等於本公司之股份增設任何抵押或允許其存在(或同意增設)。

- (2) 二零一七年三月二十三日，本公司之附屬公司東莞嘉創房地產開發有限公司(作為借款方)、本公司及本公司之附屬公司雁田嘉輝塑膠五金廠有限公司及Karrie International (B.V.I.) Limited(作為擔保人)與恒生銀行(中國)有限公司訂立融資協議，據此該銀行同意向上述借款方提供最多達人民幣270,000,000元之定期貸款融資，自首次提款日起計為期四十八個月。

上述融資協議訂明，(其中包括)條件為上述借款方及擔保人須各自確保及促使(i)何焯輝先生及其聯繫人合共及將維持持有不少於本公司的65%直接或間接股權；及(ii)何焯輝先生及其聯繫人將不會在未經該銀行事先書面同意的情況下就彼等於本公司之股份增設任何抵押或允許其存在(或同意增設)。

(3) On 12 November 2018, Karwin Engineering Company Limited and Karrie Technologies Company Limited (each of which is a subsidiary of the Company) as borrowers and the Company as guarantor entered into a facility agreement with The Bank of East Asia, Limited, whereby the bank agreed to make available to the above borrowers a term loan facility in an aggregate amount of HK\$150,000,000 for a term of three years from the date of such facility agreement. The facility will be used to refinance the above borrowers' existing indebtedness and to finance the corporate funding requirements of the Group.

The above facility agreement imposes, inter alia, conditions that each of the above borrowers and the Company shall ensure that (i) Mr. Ho Cheuk Fai shall be and remain the chairman of the Company; and (ii) Mr. Ho Cheuk Fai, Ms. Ho Po Chu, Mr. Ho Cheuk Ming and/or The Ho's family shall beneficially own in aggregate more than 50% of the issued share capital of the Company.

(4) On 18 March 2019, Karwin Engineering Company Limited (a subsidiary of the Company) as borrower (the "Borrower") and the Company and a number of its subsidiaries, namely, Castfast Industrial (Yan Tien) Limited, Hong Kong Hung Hing Metal Manufacturing Company Limited, Karrie Industrial Company Limited, Karrie Technologies Company Limited and Dongguan Feng Gang Castfast Metal & Plastics Company Limited (東莞鳳崗嘉輝塑膠五金有限公司) as guarantors (the "Guarantors") entered into a facility letter (the "Facility Letter") with Hang Seng Bank Limited (the "Bank"), whereby the Bank agreed to make available to the Borrower a term loan facility up to HK\$250,000,000 for a term of four years from the date of first drawdown.

The Facility Letter imposes, inter alia, the Borrower shall undertake and ensure that Mr. Ho Cheuk Fai shall not pledge the Company's shares without the Bank's prior written consent.

As at the date of this interim report, the above specific performance obligations by the controlling shareholders of the Company continue to subsist.

By order of the Board
HO CHEUK FAI
Chairman & CEO

Hong Kong, 25 November 2019

(3) 二零一八年十一月十二日，嘉運機械工程有限公司及嘉利環球科技有限公司(各為本公司附屬公司)(作為借款方)及本公司(作為擔保人)與東亞銀行有限公司訂立融資協議，據此該銀行同意向上述借款方提供合共150,000,000港元之定期貸款融資，自融資協議日期起計為期三年。融資將用於再融資上述借款方現有債務及為本集團公司資金需求提供資金。

根據上述融資協議訂明，(其中包括)條件為上述借款方及本公司須各自確保(i)何焯輝先生擔任並留任本公司主席；及(ii)何焯輝先生、何寶珠女士、何卓明先生及／或何氏家族將合共實益擁有本公司已發行股本50%以上。

(4) 二零一九年三月十八日，本公司之附屬公司嘉運機械工程有限公司(作為借款方)(「借款方」)及本公司及其數間附屬公司，即雁田嘉輝塑膠五金廠有限公司、香港雄興金屬製品有限公司、嘉利產品有限公司、嘉利環球科技有限公司及東莞鳳崗嘉輝塑膠五金有限公司(作為擔保人)(「擔保人」)與恒生銀行有限公司(「該銀行」)訂立融資函件(「融資函件」)，據此該銀行同意向借款方提供最多達250,000,000港元之定期貸款融資，自首次提取當日起計為期四年。

融資函件訂明(其中包括)，借款方承諾及確保未經該銀行事先書面同意前，何焯輝先生不得質押本公司股份。

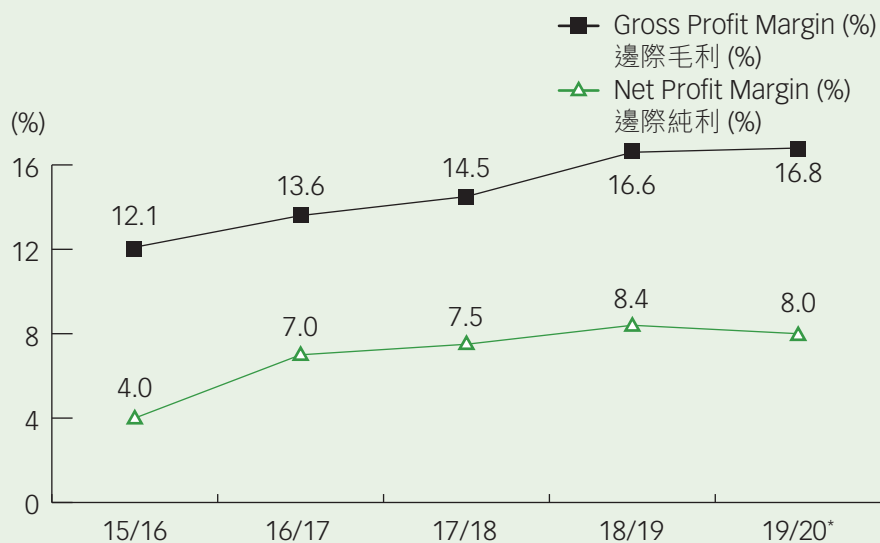
於本中期報告書日期，本公司控股股東繼續履行上述具體義務。

承董事會命
主席兼行政總裁
何焯輝

香港，二零一九年十一月二十五日

APPENDIX 1 附錄一

GROSS PROFIT MARGIN & NET PROFIT MARGIN 邊際毛利及純利走勢圖



	15/16	16/17	17/18	18/19	19/20*
(%)					
Gross Profit Margin 邊際毛利	12.1#	13.6	14.5	16.6	16.8
Net Profit Margin 邊際純利	4.0#	7.0	7.5	8.4	8.0
(HK\$ million) (百萬港元)					
Revenue 收入	2,898#	2,700	2,920	2,651	1,425
Profit for the year/period 年度／本期溢利	117	168	182	221	114

* For the six months ended 30 September 2019

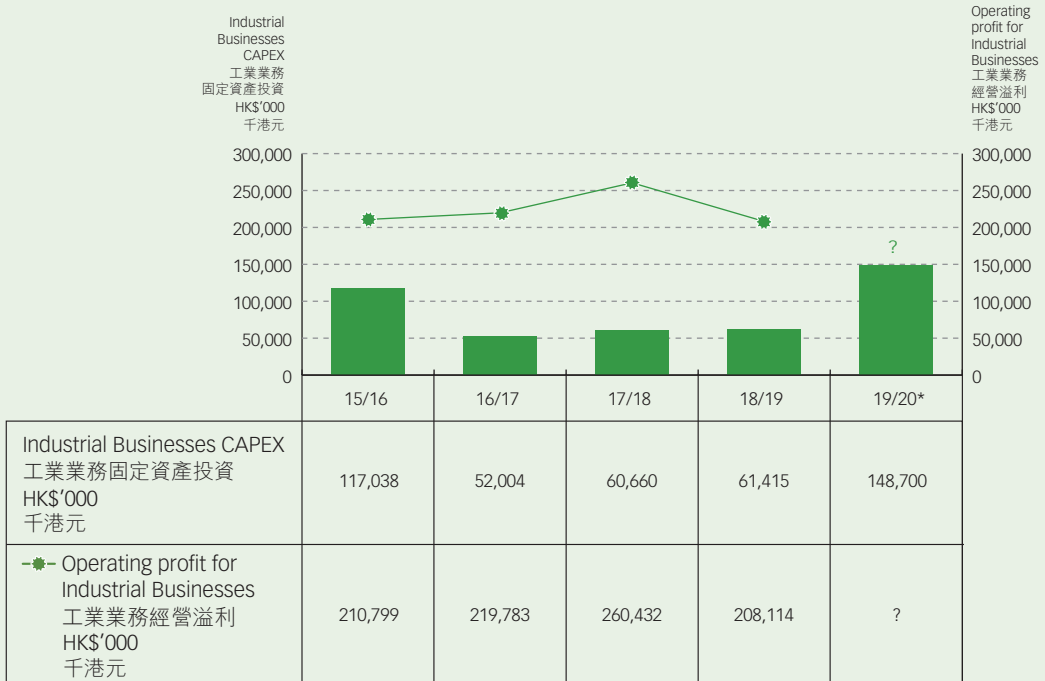
* 截至二零一九年九月三十日止六個月

Included discontinued operations

包括已終止經營業務

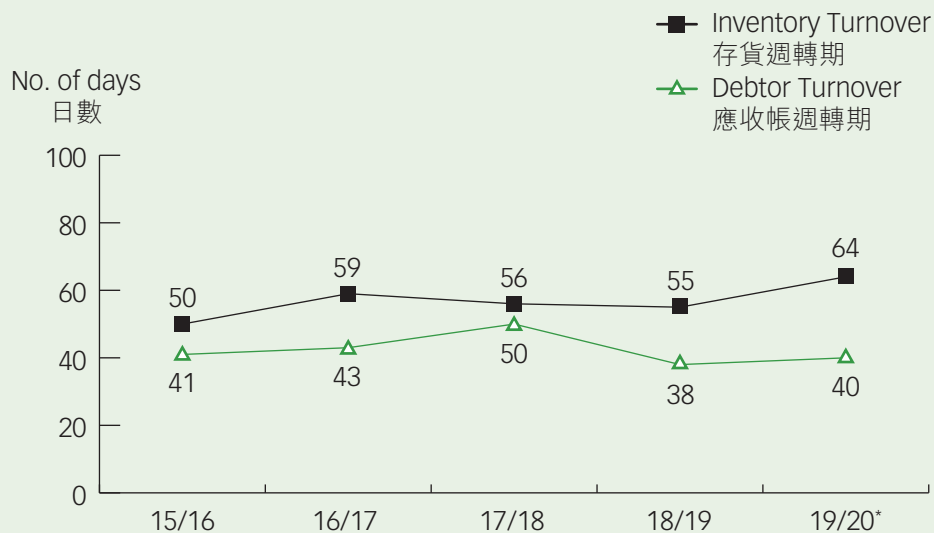
APPENDIX 2 附錄二

Industrial Businesses CAPEX 工業業務固定資產投資



* Budget
* 預算

INVENTORY & DEBTOR TURNOVER DAYS
存貨及應收帳週轉日數



	15/16#	16/17	17/18	18/19	19/20*
Inventory Turnover (days) 存貨週轉期(日)	50	59	56	55	64
Debtor Turnover (days) 應收帳週轉期(日)	41	43	50	38	40

* For the six months ended 30 September 2019

* 截至二零一九年九月三十日止六個月

Included discontinued operations

包括已終止經營業務

Inventory turnover = (Inventories at period end/Cost of revenue) X 365 days

存貨週轉期 = (期末存貨值 / 收入成本) X 365日

Debtor turnover = (Trade and bills receivables at period end/Revenue) X 365 days

應收帳週轉期 = (期末貿易及票據應收帳款 / 收入) X 365日

