



科地農業控股有限公司 CODE AGRICULTURE (HOLDINGS) LIMITED

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

Stock Code 股份代號: 8153



Cooperation
Opportunity
Development
Efficiency

Annual Report 2013 年報

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本報告（科地農業控股有限公司各董事願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則之規定而提供有關科地農業控股有限公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及並無遺漏任何其他事項致使本報告所載任何陳述或本報告產生誤導。



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BOARD OF DIRECTORS

Executive Directors

Ms. JINGQUAN Yingzi (*Chairman*)
Mr. WONG Man Hung Patrick
Mr. SHAN Xiaochang
Mr. WU Zhongxin
Mr. Stephen William FROSTICK

Non-Executive Director

Professor LIU Guoshun

Independent Non-Executive Directors

Mr. SOUSA Richard Alvaro
Mr. LEE Chi Hwa Joshua
Mr. ZHAO Zhizheng

COMPLIANCE OFFICER

Mr. WONG Man Hung Patrick

AUTHORISED REPRESENTATIVES

Mr. WONG Man Hung, Patrick
Mr. LI Kwok Fat

AUDIT COMMITTEE

Mr. SOUSA Richard Alvaro (*Chairman*)
Mr. LEE Chi Hwa Joshua
Mr. ZHAO Zhizheng

REMUNERATION COMMITTEE

Mr. SOUSA Richard Alvaro (*Chairman*)
Mr. LEE Chi Hwa Joshua
Mr. ZHAO Zhizheng

NOMINATION COMMITTEE

Ms. JINGQUAN Yingzi (*Chairman*)
Mr. SOUSA Richard Alvaro
Mr. LEE Chi Hwa Joshua
Mr. ZHAO Zhizheng

董事會

執行董事

井泉瑛孜女士 (*主席*)
王文雄先生
單曉昌先生
吳中心先生
Stephen William FROSTICK先生

非執行董事

劉國順教授

獨立非執行董事

蘇志汶先生
李智華先生
趙志正先生

監察主管

王文雄先生

授權代表

王文雄先生
李國發先生

審核委員會

蘇志汶先生 (*主席*)
李智華先生
趙志正先生

薪酬委員會

蘇志汶先生 (*主席*)
李智華先生
趙志正先生

提名委員會

井泉瑛孜女士 (*主席*)
蘇志汶先生
李智華先生
趙志正先生

Corporate Information

公司資料

COMPANY SECRETARY

Mr. LI Kwok Fat

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Rooms 1120-26
11th Floor, Sun Hung Kai Centre
30 Harbour Road, Wan Chai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

LEGAL ADVISORS

Anthony Siu & Co., Solicitors & Notaries

AUDITORS

Baker Tilly Hong Kong Limited

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank
Agricultural Bank of China

STOCK CODE

8153

COMPANY WEBSITE

www.code-hk.com

公司秘書

李國發先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔港灣道30號
新鴻基中心11樓
1120-26室

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

法律顧問

蕭一峰律師行

核數師

天職香港會計師事務所有限公司

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行
中國農業銀行

股份代號

8153

公司網址

www.code-hk.com

Financial Highlights

財務摘要

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
RESULTS			
	業績		
Turnover	營業額	734,660	663,896
Gross profit	毛利	234,111	229,383
(Loss)/Profit for the year	年度(虧損)/溢利	(252,594)	52,859
(Loss)/Profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(248,806)	50,463
(Loss)/Earnings per share	每股(虧損)/盈利	HK(9.17) Cents港仙	HK1.86 Cents港仙
FINANCIAL POSITION			
	財務狀況		
Total assets	總資產	1,257,870	1,817,315
Total business assets	總業務資產	1,216,594	1,659,055
Net debt	淨負債	1,067,222	1,118,019
Equity attributable to owners of the Company	本公司擁有人應佔權益	(195,644)	44,110
(Capital deficiency)/Total equity	(股本虧絀)/總權益	(193,854)	43,613
Current ratio	流動比率	1.51	1.48
Net (liabilities)/assets per share	每股(負債)/資產淨值	HK(7.14) cents港仙	HK1.61 cents港仙

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors ("Directors") of Code Agriculture (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"), I hereby present the annual report for the year ended 31 March 2013.

The Company has encountered a tough moment during the fiscal year. Nevertheless, we are now at the end of a gloomy tunnel. The litigation in relation to the winding-up petition ("Winding-up Petition") filed by Zhang Weibing (the "Petitioner") against the Company has subsequently been dismissed on 13 May 2013, while for another High Court Action No 776 of 2013 ("Action"), the Company has finally reached a settlement with the plaintiff for discontinuation of the Action with no order as to costs.

As a result of the alleged non-compliance 2010 ("Alleged Non-compliance 2010"), the trading of the Company's shares on the Stock Exchange has been suspended since 24 June 2013. The management has been seriously and proactively dealt with the issues with enormous resources input and is endeavouring to resume the trading of the Company's shares in upcoming period. In this regard, the Company has also enhanced its staffing, internal control procedures and considers periodic review on its effectiveness.

BUSINESS AND OPERATION REVIEW

The global economy recovery remained sluggish while the European debt crisis continued for the year under review. On the east, the economy of People's Republic of China (the "PRC") is also slowing down with GDP for 2012 increased by only 7.8%, which is below 8% for the first time in 8 years. Under such circumstances, the Group only achieved a slight increase of 10.7% in turnover of approximately HK\$734.7 million, and recorded a significant loss for the year under review of approximately HK\$252.6 million. The losses was mainly attributed to the impairment losses on intangible assets of HK\$143.9 million and losses arose from the fair value change and redemption of convertible bond with aggregate amount of HK\$151.1 million.

各位股東：

本人謹代表科地農業控股有限公司（「本公司」）及其子公司（統稱「本集團」）董事（「董事」）會（「董事會」），提呈截至二零一三年三月三十一日止年度之年報。

本公司於財政年度內一直面臨嚴峻形勢。然而，我們現時所處的不利境遇即將結束。有關張偉兵（「呈請人」）針對本公司提交的清盤呈請（「清盤呈請」）的訴訟其後已於二零一三年五月十三日被駁回，而至於另一宗高等法院二零一三年訴訟第776號（「該訴訟」），本公司最終與原告達成和解以終止該訴訟且並無有關費用的頒令。

由於二零一零年指稱不遵從事宜（「二零一零年指稱不遵從事宜」），本公司股份已自二零一三年六月二十四日起於聯交所暫停買賣。管理層已投入大量資源嚴肅而積極處理有關問題，且現正竭力於不久之將來實現本公司股份恢復買賣。就此而言，本公司亦著力提升其員工配備、內部監控程序並考慮對其成效進行定期檢討。

業務及營運回顧

於回顧年度內，全球經濟復甦仍然緩慢，而歐債危機亦持續存在。放眼東方，中華人民共和國（「中國」）的經濟亦放緩，二零一二年國內生產總值僅增長7.8%，八年來其首次低於8%。在上述情況下，本集團僅取得營業額輕微增加10.7%，約734,700,000港元，而於回顧年度錄得重大虧損約252,600,000港元。該等虧損乃主要由於無形資產減值虧損143,900,000港元及可換股債券公平值變動和贖回之虧損總額為151,100,000港元所致。

Chairman's Statement

主席報告書

BUSINESS AND OPERATION REVIEW *(Continued)*

As a part of the horizontal integration of fertilizer and pesticide operation, the Group has completed the acquisition of 50.5% of the equity interest in Henan Baorong Biological Technology Company Limited ("Henan Baorong") which is mainly engaged in bio-fertilizer production business. Henan Baorong has broadened the Group's product spectrum and created synergistic value to the Group.

The digital television operation despite of being full of uncertainties in the PRC was satisfactorily improved in terms of its turnover and product quality. It continues to explore business opportunities and improve its operation in a cautious manner. On the contrary, the healthcare products operation shows no improvement at all. Facing immense pressure from peer competition and rising operating costs, management may consider disposing of it if opportunity arises.

The Group has been persistently strengthened its overall operation in terms of efficiency, cost effectiveness and resources utilisation. For the year under review, the Group has maintained a close cooperation with its business partners and further extended its customer network. With mature technical competence, products of quality, and substantial distribution network, the Group has established a sustainable foundation, solid customer base and a reputable brand in the tobacco agricultural industry.

業務及營運回顧 (續)

作為橫向整合肥料及農藥業務之一部份，本集團已完成收購河南寶融生物科技有限公司（「河南寶融」）的50.5%股本權益，該公司主要從事生物肥料生產業務。河南寶融拓寬了本集團的產品範圍並為本集團帶來協同價值。

儘管數字電視業務於中國充滿不確定因素，但其在營業額及產品質量方面均有理想的改善。本公司將繼續審慎開拓業務機遇及提升其營運。相比之下，保健產品業務並無任何改善。面對同行競爭所帶來的巨大壓力及營運成本的上升，管理層可能會考慮於有機會時出售該業務。

本集團持續加強其於效率、成本效益及資源利用率方面的整體營運。於回顧年度內，本集團維持與其業務夥伴的密切合作並進一步擴展其客戶網絡。憑藉成熟的技術實力、優質產品及廣闊之分銷網絡，本集團已於煙草農業建立起可持續發展之基礎、穩固之客戶群及廣受推崇的品牌。

Chairman's Statement

主席報告書

PROSPECTS

Being one of the leading players of intensive flue-curing barn manufacturer in agricultural machinery industry, one of the Group's goal is to assist a sustainable modernisation of agricultural technology in the PRC as outlined in the ("Mid-to-long term Technology Development Plan") in the tobacco industry issued by State Tobacco Monopoly Administration ("STMA"), and to implement policies and business strategies in the best interests of our shareholders, tobacco farmers, business partners, employees and other stakeholders. In addition to the consolidation of conventional core business of manufacturing of flue-curing barn for tobacco, the Group will deploy some resources in the trading of transplanting machine, cultivator tiller and greenhouse building. Furthermore, the Group will also continue to explore other business opportunities of flue-curing barn by curing other agricultural products, for example, fruits, herbal and vegetables on a trial basis. We believe by the development of a multi-functional and cost-effective flue-curing barn could facilitate the modernisation of agriculture and contribute to the livelihood of general peasants in the PRC.

The Group will continue to reinforce its leading position in the manufacturing of intensive flue curing machinery by means of streamlining its business model, aspiring further advancement in its product quality and innovation, and enhancing the Group's resources utilisation in a cost-effective approach.

APPRECIATION

Finally, on behalf of the Board, I would like to extend our sincere gratitude to the Group's shareholders, customers and business partners for their continuous support and to our management and staff for their diligence, dedication and contributions throughout the past year.

JINGQUAN YINGZI

Chairman

8 October 2013

展望

作為農業機械行業密集烘烤房的主要製造商之一，本集團的目標之一是根據國家煙草專賣局（「國家煙草局」）頒佈的《煙草行業中長期科技發展規劃綱要》，促進中國農業技術持續現代化，實施政策及業務策略符合各股東、煙農、業務夥伴、員工及其他利益相關者之最佳利益。除對煙草烘烤房製造的傳統核心業務進行整合外，本集團將部署部分資源於買賣移栽機、中耕培土機及溫室建造方面。此外，本集團亦將繼續拓展烘烤房之其他業務機會，以試驗性質烘烤其他農產品，如水果、草藥及蔬菜。本集團相信，多功能及具成本效益的烘烤房的發展可促進農業現代化，並為中國一般農民的生活作出貢獻。

本集團將透過精簡業務模型、力求進一步提高產品質素及創意，以及採取具成本效益的措施提升本集團的資源利用率，繼續鞏固其在密集烘烤機械製造領域的領導地位。

致謝

最後，本人謹代表董事會，對本集團各股東、客戶及業務夥伴一直以來的鼎力支持致以誠摯的謝意，同時對管理層及全體員工過往一年努力不懈、竭盡所能、全力貢獻深表謝意。

井泉瑛孜

主席

二零一三年十月八日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

At the request of the Company, the trading in the shares of the Company in Stock Exchange has been suspended since 24 June 2013 due to an enquiry made by the Financial Reporting Review Committee into the Alleged Non-compliance 2010 in connection with the consolidated financial statements of the Group for the year ended 31 March 2010. The Alleged Non-compliance 2010 is related to certain accounting treatments for the acquisition of the entire equity interest in Kang Yuan Universal Investment Limited and its subsidiaries (collectively referred to as “Kang Yuan Group”) on 1 February 2010 (the “Acquisition”). The management has been proactively dealt with the issues. With close consultation with various professionals and the Group’s current auditors and conduction of extensive accounting literature examination and due diligence, the Alleged Non-compliance 2010 and subsequent significant transactions that may be affected have basically been resolved and reflected in this financial statements.

The Group reported loss attributable to owners of the Company for the year ended 31 March 2013 (the “Year”) of HK\$248.8 million (2012: profit of HK\$50.5 million). The Group’s turnover for the Year has slightly increased by 10.7% to HK\$734.7 million as compared to same period last year of HK\$663.9 million, and over 93.0% of the Group’s turnover was derived from the Group’s core business – the manufacturing and sale of agricultural machinery and related products and services. Gross profit for the Year has slightly increased by 2.1% to HK\$234.1 million comparing with same period last year of approximately HK\$229.4 million. However, the gross profit margin has diminished obviously from same period last year of 34.6% to the Year of 31.9% due to the rising sheet steel costs and direct labour costs.

During the Year under review, the Group has completed the disposal of its remaining 20% equity interest in Xian Shenghua Electronic Engineering Company Limited for a consideration of RMB6.0 million (equivalent to HK\$7.4 million) on 16 May 2012 and disposal loss of approximately HK\$1.5 million was thereby recorded. On 29 May 2012, the Group has also finalised the disposal of its certain prepaid land lease payments and property and equipment with an aggregate net carrying amount of approximately HK\$128.4 million (classified as assets held for sale), and the net sale proceeds of approximately RMB144.0 million (equivalent to approximately HK\$176.8 million) was settled by offsetting against part of convertible bond issued by the Company to Cyberland (China) Limited (“Cyberland”). A disposal gain of approximately HK\$35.5 million was thereby recorded. For details, please refer to the circular published by the Company dated 29 April 2011. Management believed the aforesaid disposal could streamline the business model and facilitate better utilisation of resources of the Group.

業務回顧

應本公司之要求，由於財務匯報檢討委員會就本集團截至二零一零年三月三十一日止年度之綜合財務報表之二零一零年指稱不遵從事宜作出查詢，本公司股份已自二零一三年六月二十四日起於聯交所暫停買賣。二零一零年指稱不遵從事宜乃與於二零一零年二月一日收購康源環球投資有限公司及其子公司（統稱「康源集團」）之全數股本權益（「收購事項」）之若干會計處理方法有關。管理層已積極處理有關問題。隨著與各類專業人士及本集團現任核數師進行緊密協商及進行廣泛會計文獻核查及盡職審查，二零一零年指稱不遵從事宜及可能受影響之其後重大交易已基本獲解決並於本財務報表內反映。

截至二零一三年三月三十一日止年度（「本年度」），本集團錄得本公司擁有人應佔虧損為248,800,000港元（二零一二年：溢利50,500,000港元）。本集團於本年度的營業額較去年同期的663,900,000港元輕微增加10.7%至734,700,000港元，而本集團超過93.0%的營業額乃來自本集團的核心業務－製造及銷售農業機械及相關產品及服務。本年度的毛利較去年同期的約229,400,000港元輕微增加2.1%至234,100,000港元。然而，毛利率自去年同期的34.6%顯著下降至本年度的31.9%，此乃由於不斷上漲的板鋼成本及直接勞工成本所致。

於回顧年度內，本集團已於二零一二年五月十六日完成以代價人民幣6,000,000元（相當於7,400,000港元）出售其於西安聖華電子工程有限責任公司的餘下20%股本權益，並因此錄得出售虧損約1,500,000港元。於二零一二年五月二十九日，本集團亦已落實出售其賬面淨值合共約128,400,000港元的若干預付土地租賃款項以及物業及設備（分類為持作銷售資產），而出售所得款項淨額約人民幣144,000,000元（相當於約176,800,000港元）乃透過抵消部分由本公司向科地（中國）有限公司（「科地中國」）發行的可換股債券而予以支付。本集團因此錄得出售收益約35,500,000港元。有關詳情，請參閱本公司於二零一一年四月二十九日刊發的通函。管理層相信，上述出售可精簡本集團的業務模式及促進更佳利用其資源。

Management Discussion and Analysis

管理層討論及分析

SEGMENTAL ANALYSIS

Tobacco agricultural operation

Tobacco agricultural business is conducted via Jiangsu Kedi Modern Agriculture Co Ltd (“Jiangsu Kedi”), an indirectly wholly owned subsidiary of the Company. Jiangsu Kedi, being the substantial revenue driver of the Group, is a leading enterprise in the modern tobacco agricultural machinery production and is one of the major authorised suppliers of the China National Tobacco Corporation (“CNTC”). Jiangsu Kedi focuses on the manufacturing, sales and distribution of agricultural machinery – intensive flue-curing tobacco barn and other related products in the PRC. Most of its products are sold to the local counterparts of CNTC through public tendering and bidding procedures. Since the intensive flue-curing barn was launched, it can serve flue-curing for 20 mu of tobacco field per time and provide semi-automatic operation for peasant. The intensive flue-curing barn can also facilitate the process of mechanisation of curing, reducing labour input and enhancing the production efficiency. The business of Jiangsu Kedi was benefited from the development of intensive flue-curing technology.

Revenue from this operation increased by 8.4% to HK\$684.1 million (2012: HK\$631.2 million) with segment gross profit slightly decreased to 32.7% from last year of 35.3%. The sale increment was principally due to the strong demand of flue-curing barn and accessories. The Group’s “KH” series, in particular, the KH-10 of metal and non-metal flue-curing barns with national standard were well received by the PRC tobacco market for its reliability. The products of KH series have full market coverage over major tobacco production areas in the PRC. Meanwhile, the drop in gross profit margin was mainly caused by the increase in direct labour cost and sheet steel cost which were the main raw materials in building the flue-curing barn.

The segment recorded a loss of approximately HK\$124.7 million (2012: HK\$24.5 million) which was mainly attributed to the non-cash item, impairment losses on other intangible assets of HK\$135.4 million (2012: HK\$77.2 million). Management realises that the mounting operating costs are engulfing the operation profit and pose immense pressure to the Group. In light of this, management will continue to take austerity measures to trim down administrative overheads and derive certain amount of resources to enhance the sale of greenhouse and other well recognised transplanting machine.

分部分析

煙草農業業務

煙草農業業務乃透過本公司的間接全資子公司江蘇科地現代農業有限公司（「江蘇科地」）進行。江蘇科地為本集團的主要收入來源，乃現代煙草農業機械生產的領先企業，並為中國煙草總公司（「煙草總公司」）的主要認可供應商之一。江蘇科地專注於中國製造、銷售及分銷農業機械—密集煙草烘烤房及其他相關產品。其大部份產品乃透過公開招標及競標程序出售予煙草總公司的地方對口單位。自密集煙草烘烤房推出以來，其每次可烘烤20畝煙田，並為煙農提供半自動化操作。密集烘烤房亦可促進烘烤的機械化進程，降低勞動力投入及提高生產效率。江蘇科地的業務自密集烘烤技術發展而受惠。

來自本業務的收益增長8.4%至684,100,000港元（二零一二年：631,200,000港元），分部毛利由去年的35.3%輕微減少至32.7%。銷售增長乃主要是由於烘烤房及配件的強勁需求所致。本集團的「KH」系列，尤其是具備國家標準的KH-10的金屬及非金屬烘烤房，憑藉其穩定可靠的性能暢銷中國煙草市場。KH系列產品其市場佔有率全面覆蓋中國主要的煙草產區。與此同時，毛利率下跌乃主要因直接勞工成本及建造烘烤房之主要原材料板鋼成本增加所致。

該分部錄得虧損約124,700,000港元（二零一二年：24,500,000港元），乃主要由於其他無形資產之非現金項目減值虧損135,400,000港元（二零一二年：77,200,000港元）。管理層意識到不斷上升之經營成本一直在吞噬經營溢利及給本集團帶來極大壓力。有鑑於此，管理層將繼續採取嚴厲措施以削減行政開支及獲取若干資源以提升溫室及其他獲得良好認可之移栽機之銷售。

Management Discussion and Analysis

管理層討論及分析

SEGMENTAL ANALYSIS (Continued)

Fertilizer and pesticide operation

Revenue from sale of fertilizer and pesticide has increased from same period last year of HK\$29.4 million to current Year of HK\$44.7 million, representing a 52.0% growth. Since Henan Baorong has become the Group's subsidiary in October 2012, it has contributed revenue of HK\$4.9 million to this operation for the Year.

Over 50% of the revenue of this segment are generated from the sale of pesticide products, the BM series – flumetralin (氟節胺) and biological fertilizers which are generally applied in soil transformation for tobacco cultivation and the growing of organic tobacco. However, as peer competition amongst these products is so keen and cost for raw materials is likely to rise, it is difficult to expect a significant growth in sale in near future. Nevertheless, management holds the view that along with the synergy effect from the acquisition of Henan Baorong, it has broadened the Group's product spectrum and enhanced the pool of expertise.

Digital television operation

Revenue from digital television operation of approximately HK\$6.3 million (2012: HK\$4.8 million) contributed approximately 0.8% to the Group's overall turnover. This operation recorded a segment loss of HK\$0.6 million (2012: loss of HK\$21.6 million including one-off impairment loss of HK\$20.0 million). The growth in turnover was contributed by the increase of advertising income as a result of the partial unlocked of scientific channels in Hunan Province of the PRC. However, as to the fact that digital television broadcasting is policy-driven and full of uncertainties, it is not expected to have any exponential increase in its revenue in coming years. Yet, the Company will continue to explore business opportunities within the industry and improve its product quality and operation efficiency.

Other operation

The healthcare products operation was severely underperformed with revenue of approximately HK\$0.4 million for the Year (2012: HK\$0.9 million) and recorded a segment loss of approximately HK\$5.4 million (2012: HK\$5.1 million). The loss was mainly due the significant shrinkage in the demand of cordyceps-related healthcare products, immense pressure from peer competition and rising operating costs. As the gloomy business environment is unlikely to ease and yet the operating costs are likely standing high in forthcoming years, this operation is not optimistic. In light of this, the Group is now considering possible disposal of this operation if opportunity arises.

分部分析 (續)

肥料及農藥業務

銷售肥料及農藥的收益由去年同期的29,400,000港元增加至本年度的44,700,000港元，增長52.0%。自河南寶融於二零一二年十月成為本集團的子公司以來，其已於本年度為本業務貢獻收入4,900,000港元。

該分部超過50%的收益乃由銷售農藥產品BM系列—氟節胺產生，及一般用於煙草種植的土壤改良及有機煙草栽種的生物肥料。然而，由於該等產品的同行競爭極為激烈及原材料成本很可能上升，致令預期銷售將不會於不久將來出現大幅增長。儘管如此，管理層認為，隨著收購河南寶融帶來之協同效應，其已拓寬本集團的產品範圍及提升專業知識。

數字電視業務

來自數字電視業務的收益約為6,300,000港元（二零一二年：4,800,000港元）為本集團的整體營業額貢獻約0.8%。此業務錄得分類虧損600,000港元（二零一二年：虧損21,600,000港元，包括一次性減值虧損20,000,000港元）。營業額增長乃受於中國湖南省部份地區開放的科學頻道帶動廣告收入上升所貢獻而逐漸改善。然而，由於數字電視播放受政策驅動且充滿不確定因素之事實，預期其收入於未來數年將不會出現任何快速增長。但本公司將持續開拓該行業的商機並提升其產品質素及營運效率。

其他業務

保健產品業務表現嚴重欠佳，於本年度之收益約為400,000港元（二零一二年：900,000港元），並錄得分部虧損約5,400,000港元（二零一二年：5,100,000港元）。虧損主要是由於北冬蟲夏草相關保健產品的需求大幅萎縮、同行競爭激烈及營運成本上漲所致。由於低迷的營商環境不大可能緩解，而營運成本在未來數年可能會持續高企，該業務並不樂觀。有鑑於此，本集團正考慮在有機會時出售該業務。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Turnover

For the Year under review, the Group's turnover was HK\$734.7 million (2012: HK\$663.9 million), representing a growth 10.7% as compared to same period last year. Turnover from tobacco agricultural operation which accounts for 93.0% of the Group's total turnover shows a growth of 8.7% to approximately HK\$683.2 million (2012: HK\$628.8 million). The growth was attributed to the strong underlying demand of intensive flue-curing machinery and related accessories. As to the unique characteristic of the seasonal effect of tobacco agricultural industry, over 70% of the turnovers are generated in the first half of the Year. Turnover from fertilizer and pesticide operation and digital television operation for the Year were approximately HK\$44.7 million (2012: HK\$29.4 million) and HK\$6.3 million (2012: HK\$4.8 million) respectively, and account for 6.1% and 0.8% of the Group's turnover respectively.

Cost of sales and services and Gross Profit

The Group's cost of goods sold mainly includes costs of inventories sold, sheet steel and direct wages. During the Year, total cost of sales and services was HK\$500.5 million which was 15.2% more than last year of HK\$434.5 million. Gross profit for the Year has slightly increased by 2.1% to HK\$234.1 million compared with same period last year of HK\$229.4 million. However, the gross profit margin has diminished obviously from last year of 34.6% to current Year of 31.9% partially due to the rising labour cost, uprising sheet steel prices, logistic costs, production overheads and product mix. The pricing of sheet steel for the Year, a major component in construction of the flue-curing barns, was relatively pricey than same period last year. The management may therefore consider hedging on sheet steel cost, so as to minimise the its impact on the cost of production.

財務回顧

營業額

於回顧年度內，本集團的營業額為734,700,000港元（二零一二年：663,900,000港元），較去年同期增長10.7%。來自煙草農業業務的營業額佔本集團總營業額的93.0%，增長8.7%至約683,200,000港元（二零一二年：628,800,000港元）。該增長乃由於密集烘烤機械及相關配件的基本需求強勁。由於煙草農業的獨特季節影響特徵，故逾70%的營業額乃來自本年度上半年。於本年度，來自肥料及農藥業務以及數字電視業務的營業額分別約為44,700,000港元（二零一二年：29,400,000港元）及6,300,000港元（二零一二年：4,800,000港元），分別佔本集團營業額的6.1%及0.8%。

銷售及服務成本以及毛利

本集團銷售貨物的成本主要包括銷售存貨、板鋼及直接工資之成本。於本年度內，銷售及服務成本總額為500,500,000港元，較去年的434,500,000港元超出15.2%。本年度毛利較去年同期的229,400,000港元輕微增加2.1%至234,100,000港元。然而，毛利率較去年的34.6%顯著下降至本年度的31.9%，部分由於勞工成本上漲、板鋼價格高企、物流成本、生產間接費用以及產品組合所致。於本年度，烘烤房建設之主要部件板鋼之定價較去年同期相對更高。因此，管理層或會考慮板鋼成本對沖措施，以盡量減小其對生產成本之影響。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Distribution costs

The Group's distribution costs which mainly consist of labour costs, transportation, travelling expenses and business soliciting expenditures, amount to HK\$127.2 million (2012: HK\$78.5 million), representing an increase of 62.0% compared to same period last year. The significant increase in distribution costs was mainly caused by the surge in number of times of delivery turnaround and transportation as a result of more sales orders but with less quantity involved that need to be fulfilled. Despite the Company's tightening measures over the operation cost, the direct labour overheads which account for approximately 18.5% of the total distribution costs of the Year has increased by 20.6% as compared to same period last year. Therefore, management has started to streamline the logistic arrangement to minimise distribution cost.

Administrative expenses

As a result of austerity measures adopted in cost control, the administrative expenses for the Year was maintained at HK\$135.4 million (2012: HK\$137.4 million) which included amortisation and depreciation with aggregate amount of HK\$71.8 million (2012: HK\$70.1 million), and staff costs totally of HK\$19.3 million (2012: HK\$24.4 million). With the challenging business environment ahead, the Group will strive to strengthen the financial effectiveness with a prudent approach to control the Group's overall administrative expenses.

Loss from operations

Loss from operations for the Year was HK\$4.7 million, representing a sharp decrease of 7.3 times compared with same period last year (2012: profit HK\$33.9 million). The loss from operation is caused by narrowing down of gross profit margin and surging distribution cost and relevant overheads. The Company foresees that the sheet steel cost, direct labour cost and logistic related expenditure are likely rising in forthcoming year.

Finance costs

Aggregate gross interest expenses on bank and other loans for the Year was HK\$22.9 million, representing an increase of 7.3% compared with same period last year. Such increase was mainly due to interest bearing loans increased during the reporting period.

財務回顧 (續)

分銷成本

本集團之分銷成本達127,200,000港元(二零一二年: 78,500,000港元), 其主要包括勞工成本、運輸費、差旅開支及業務招攬開支, 較去年同期增長62.0%。分銷成本之大幅增加乃主要因有更多銷售訂單需要履行而涉及之數量較少而導致發貨週期及運輸次數之上升所致, 儘管本公司已對運營開支採取緊縮政策, 然而直接之勞工日常開支較去年同期已增長20.6%, 其佔本年度總分銷成本之約18.5%。因此, 管理層已開始精簡物流安排旨在盡量減少分銷成本。

行政費用

由於就成本控制所採納之緊縮措施, 本年度之行政費用維持於135,400,000港元(二零一二年: 137,400,000港元), 其包括攤銷及折舊合共71,800,000港元(二零一二年: 70,100,000港元)以及員工成本合共19,300,000港元(二零一二年: 24,400,000港元)。鑒於未來的營商環境嚴峻, 本集團將採取審慎的策略以控制本集團的整體行政費用, 致力提升其財務效率。

經營虧損

年內之經營虧損為4,700,000港元, 較去年同期大幅下降7.3倍(二零一二年: 溢利33,900,000港元)。經營虧損乃由於毛利率收窄以及分銷成本及相關日常開支之激增所致。本公司預測板鋼成本、直接勞工成本及物流相關開支很可能於明年上漲。

融資成本

年內, 銀行及其他貸款之利息開支總額合共為22,900,000港元, 較去年同期增加約7.3%。此增加乃主要由於報告期內計息貸款增加所致。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010

Regarding the Alleged Non-compliance 2010 as set out in the Company's announcements dated 21, 26 June and 2 August 2013, certain errors relating to accounting treatments or judgments have been identified in the Group and Company's financial statements for the years ended 31 March 2010, 2011 and 2012 ("Relevant Financial Statements"). The management come to aware that these errors so happened were mainly arose from inappropriate judgement during the course of audit for the year ended 31 March 2010. The preparation of the financial statements which required the recognition and measurement of the net assets acquired of the Acquisition, the convertible bond issued, valuation modeling and the resultant goodwill involve material professional judgment and assumptions about future conditions whose outcome was uncertain and complex. Therefore, the Company has recently conducted a lot of analysis, examinations and due diligence on alleged non-compliance issues and related accounting treatments and literature in a responsible manner. An international accounting firm was appointed to provide consultation services to the Company on how to address and document the accounting treatments in relation to the Acquisition, and a new and independent valuer, was specifically engaged to conduct the valuation of enterprises, convertible bond and other related valuations in connection with the Acquisition and subsequent impairment testing. Having remeasured the valuation of Kang Yuan Group, two CGUs instead of one CGU in previous valuation were identified by management, namely "Tobacco Agricultural Operation" and "Fertilizer and Pesticide Operation". It was also noted that the working capital calculation adopted in the previous valuation for subsequent impairment testing of the CGUs did not comply with HKAS36 – Impairment of Assets. On top of the existing "technologies", the Company has also identified five more other intangible assets, namely, tradename, patents and license rights, non-competition agreements, customer relationships and distribution network. In light of additional identifiable CGU, goodwill arising from the Acquisition was properly allocated to the two identifiable CGUs. The accounting treatment of the convertible bond issued as part of consideration for the Acquisition was rectified and designated as a financial liability through profit and loss on initial recognition.

財務回顧 (續)

二零一零年指稱不遵從事宜

就本公司日期為二零一三年六月二十一日、二十六日及八月二日之公告所載之二零一零年指稱不遵從事宜，本集團及公司已識別本公司截至二零一零年、二零一一年及二零一二年三月三十一日止年度之財務報表（「有關財務報表」）內有關會計處理或判斷之若干錯誤。管理層開始知悉，該等如此發生之錯誤主要產生於截至二零一零年三月三十一日止年度審核過程中之不當判斷。編製要求確認及計量收購事項所收購之資產淨值、已發行可換股債券、估值模式及商譽之財務報表涉及結果不確定且複雜之重大專業判斷及有關未來狀況之假設。因此，本公司已於近期以負責任之方式就指稱不遵從事宜及相關會計處理及文獻進行大量分析、檢查及盡職調查。本公司已委聘一間國際會計師事務所，以就如何解決及備案有關收購事項之會計處理向本公司提供諮詢服務，及本公司已特地委聘一名新獨立估值師對企業、可換股債券以及有關收購事項及其後減值測試之其他相關估值進行估值。經重新計量康源集團之價值後，管理層識別兩個現金產生單位（即「煙草農業業務」及「肥料及農藥業務」）而非於先前估值之一個現金產生單位。其亦注意到，於就現金產生單位之其後減值測試之先前估值所採納之營運資金計算並不符合香港會計準則第36號—資產減值。除現有「技術」外，本公司亦已識別五項其他無形資產，即商標、專利及許可權、不競爭協議、客戶關係及分銷網絡。鑑於額外可識別現金產生單位，收購事項所產生之商譽已適當分配至兩個可識別現金產生單位。作為部份收購事項代價而發行之可換股債券之會計處理已獲修正並已於初步確認時指定為於損益賬處理之金融負債。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

The Directors are well aware that they have the responsibilities for the preparation of the Relevant Financial Statements and should always act at their best endeavor to ensure the all financial statements are of true and fair view of the Company and the Group. The Board considers that the management should have conducted more measures and procedures that are sufficient enough to prevent the Alleged Non-compliance 2010. Yet, the effectiveness of such measures and procedures requires the assistance from various professionals together with competent in-house finance team in support for the aforesaid purposes. In this regard, the audit committee has urged the management to deploy more resources that have been allocated thereto in order to ensure the effectiveness of such measures and procedures.

As to preventive measures, the Company had engaged another an international accounting firm to conduct a review on system of internal controls, assessment of the adequacy of the procedures in order to strengthen the effectiveness of internal control system and procedures during the Year. The Company has enhanced the accounting and compliance team that all current accounting members of the Company are qualified professional accountants. Directors and officers are encouraged to participate continuous professional trainings, and the Company also constantly provide relevant study materials and seminars relating to corporate governance to Directors.

The audit committee considers that the management has put in place adequate measures and procedures to enable the Company and its Directors to discharge respective obligations.

The changes on the purchase price allocation, impairment assessment and amortisation in relation to the Acquisition as compared to the previously published financial statements, and restatements due to prior year adjustments ("PYAs") as a result of the Alleged Non-compliance 2010 to the financial statements for year ended 31 March 2010 are tabulated as shown below.

Details of restatements for the years ended 31 March 2011 and 2012 are set out in note 4 to the financial statements of this report.

財務回顧 (續)

二零一零年指稱不遵從事宜 (續)

董事深知彼等有責任編製有關財務報表，並應一直竭盡全力確保所有財務報表真實及公平地反映本公司及本集團之狀況。董事會認為，管理層應已採取更多充份措施及程序，足以避免二零一零年指稱不遵從事宜。然而，有關措施及程序之有效性需要不同專業人士連同支持上述目的之合資格內部財務團隊之協助。就此而言，審核委員會已敦促管理層調配已獲分配之更多資源，旨在確保有關措施及程序之有效性。

就預防措施而言，本公司已委聘另外一間國際會計師行於年內對內部控制系統、評估程序之充足性以鞏固內部控制系統及程序之效能。本公司已加強會計及合規團隊，本公司之所有現有會計成員均為合資格專業會計師。本公司鼓勵董事及高級管理人員參加持續專業培訓，亦持續向董事提供有關企業管治之相關學習資料及研討會。

審核委員會認為，管理層已採取足夠措施及程序以令本公司及其董事能夠履行各自責任。

有關收購事項之購買價分配、減值評估及攤銷較過往已刊發財務報表之變動以及由於二零一零年指稱不遵從事宜而因過往年度調整（「過往年度調整」）對截至二零一零年三月三十一日止年度之財務報表之重列乃列表如下。

截至二零一一年及二零一二年三月三十一日止年度之重列詳情載於本報告財務報表附註4。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

Major impact of PYAs of the Alleged Non-compliance 2010 to the financial statements for the years ended 31 March 2010 and 2011 are illustrated below:

財務回顧 (續)

二零一零年指稱不遵從事宜 (續)

二零一零年指稱不遵從事宜之過往年度調整對截至二零一零年及二零一一年三月三十一日止年度之財務報表之重大影響乃列示如下：

	2010 二零一零年		
	As restated	As previously reported	Changes due to PYAs
	重列	如先前呈報	因過往年度調整而變動
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元

Extract from Consolidated Statement of Comprehensive Income: individual item affected

綜合全面收益表摘要： 受影響之個別項目

Turnover	營業額	220,796	220,796	-
Administrative expenses	行政費用	(53,900)	(39,212)	(14,688)
Other losses, net	其他虧損，淨額	(11,338)	(32,630)	21,292
Impairment loss on goodwill	商譽減值虧損	(140,760)	(15,700)	(125,060)
Income tax expense	所得稅支出	(8,293)	(7,051)	(1,242)
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	(263)	382	(645)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(389,029)	(269,331)	(119,698)

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

財務回顧(續)

二零一零年指稱不遵從事宜(續)

		2011 二零一一年		
		As restated	As previously reported	Changes due to PYAs
		重列	如先前呈報	因過往年度調整而變動
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Extracted from Consolidated Statement of Comprehensive Income: individual items affected	綜合全面收益表摘要：受影響之個別項目			
Turnover	營業額	598,132	598,132	–
Administrative expenses	行政費用	(138,686)	(108,728)	(29,958)
Finance costs	融資成本	(28,010)	(28,123)	113
Other losses	其他虧損	(84,275)	(10,494)	(73,781)
Impairment loss on goodwill	商譽減值虧損	(160,169)	(120,234)	(39,935)
Impairment losses on other intangible assets	其他無形資產減值虧損	(197,676)	(99,694)	(97,982)
Income tax credit	所得稅抵免	48,260	11,662	36,598
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	51,202	20,557	30,645
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(429,933)	(224,988)	(204,945)

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

財務回顧 (續)

二零一零年指稱不遵從事宜 (續)

		2010 二零一零年		
		As restated	As previously reported	Changes due to PYAs
		重列 HK\$'000 千港元	如先前呈報 HK\$'000 千港元	因過往年度 調整而變動 HK\$'000 千港元
Extract from Consolidated Statement of Financial Position: individual item affected	綜合財務狀況表摘要：受影響之個別項目			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	185,461	155,659	29,802
Prepaid land lease payments	預付土地租賃款項	45,089	21,393	23,696
Goodwill	商譽	165,374	896,557	(731,183)
Other intangible assets	其他無形資產	732,202	268,940	463,262
Deferred tax assets	遞延稅項資產	2,598	-	2,598
Current liabilities	流動負債			
Other payables and accrued charges	其他應付款項及應計費用	30,764	30,743	21
Reserves	儲備			
Capital reserve	資本儲備	301,366	878,178	(576,812)
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	165,966	34,348	131,618
Convertible bond	可換股債券	893,555	660,207	233,348
Total assets	總資產	1,985,654	2,197,479	(211,825)
Total liabilities	負債總額	1,652,287	1,287,300	364,987
Total equity	總權益	333,367	910,179	(576,812)

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

The net assets acquired in the Acquisition and the goodwill arising are set out below:

財務回顧 (續)

二零一零年指稱不遵從事宜 (續)

收購事項中所收購之資產淨值及所產生之商譽載列如下：

	As restated 重列			As previously reported 如先前呈報			Changes due to PYAs 因過往年度 調整而變動 HK\$'000 千港元			
	Acquiree's carrying amount before business combination 被收購公司 業務合併前	Fair value adjustment 之賬面值 HK\$'000 千港元	Total fair value 公平值總額 HK\$'000 千港元	Acquiree's carrying amount before business combination 被收購公司 業務合併前	Fair value adjustment 之賬面值 HK\$'000 千港元	Total fair value 公平值總額 HK\$'000 千港元				
								之賬面值	公平值調整	公平值總額
								HK\$'000	HK\$'000	HK\$'000
Net assets acquired represents:	所收購資產淨值包括：									
Property, plant and equipment	物業、機器及設備	171,230	(11,599)	159,631	180,330	(44,250)	136,080	23,551		
Prepaid land lease payments	預付土地租賃款項	42,616	2,634	45,250	33,516	(10,760)	22,756	22,494		
Other intangible assets	其他無形資產	-	732,169	732,169	-	263,182	263,182	468,987		
Inventories	存貨	138,092	-	138,092	138,092	-	138,092	-		
Trade receivables	應收賬款	254,903	-	254,903	254,903	-	254,903	-		
Prepayments, other receivables and deposits	預付款項、其他應收款項及按金 和存款	108,692	-	108,692	108,692	-	108,692	-		
Pledged deposits	已抵押存款	107,393	-	107,393	107,393	-	107,393	-		
Cash and bank balances	現金及銀行結餘	60,613	-	60,613	60,567	-	60,567	46		
Trade and bills payables	應付賬款及應付票據	(240,049)	-	(240,049)	(240,049)	-	(240,049)	-		
Other payables and accruals	其他應付款項及應計費用	(30,697)	-	(30,697)	(30,674)	-	(30,674)	23		
Borrowings	借貸	(254,545)	-	(254,545)	(254,545)	-	(254,545)	-		
Deferred tax assets	遞延稅項資產	-	2,619	2,619	-	-	-	2,619		
Deferred tax liabilities	遞延稅項負債	-	(167,232)	(167,232)	-	(34,348)	(34,348)	(132,884)		
Capital reserve	資本儲備	-	-	-	(26,062)	-	(26,062)	(26,062)		
		358,248	558,591	916,839	332,163	173,824	505,987			
Goodwill	商譽			290,718			896,557	(605,839)		
				1,207,557			1,402,544			
Consideration:	代價：									
Cash	現金			300,000			304,544	(4,544)		
Convertible bond	可換股債券			907,557			1,098,000	(190,443)		
				1,207,557			1,402,544			

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Alleged Non-compliance 2010 (Continued)

Intangible assets in relation to the Acquisition are extracted as follows:

財務回顧 (續)

二零一零年指稱不遵從事宜 (續)

收購事項有關之無形資產節錄如下：

		As restated 重列							As previously reported 如先前呈報			Change due to PYAs 因過往年度 調整而變動 HK\$'000 千港元	
		Goodwill	Technologies	Patents and licence rights 專利	Tradename	Non- competition agreements	Customer Relationships	Distribution Network	Total	Goodwill	Technologies		Total
		商譽 HK\$'000 千港元	技術 HK\$'000 千港元	及許可權 HK\$'000 千港元	商標 HK\$'000 千港元	不競爭協議 HK\$'000 千港元	客戶關係 HK\$'000 千港元	分銷網絡 HK\$'000 千港元	總計 HK\$'000 千港元	商譽 HK\$'000 千港元	技術 HK\$'000 千港元		總計 HK\$'000 千港元
Extract from intangible assets: Item affected	無形資產摘要： 受影響之項目												
Acquisition of Kang Yuan Group	收購康源集團	290,718	69,058	136,531	172,712	74,910	40,616	238,342	1,022,887	896,557	263,182	1,159,739	(136,852)
Amortisation	攤銷	-	(2,297)	-	-	(2,491)	(1,351)	(3,963)	(10,102)	-	(4,400)	(4,400)	(6,702)
Impairment losses	減值虧損	(125,060)	-	-	-	-	-	-	(125,060)	-	-	-	(125,060)
Exchange difference	匯兌差額	(284)	(5)	-	-	(6)	(3)	(9)	(307)	-	-	-	(307)
At 31 March 2010	於二零一零年三月三十一日	165,374	66,756	136,531	172,712	72,413	39,262	234,370	887,418	896,557	258,782	1,155,339	(267,921)
Amortisation	攤銷	-	(14,133)	-	-	(15,330)	(8,312)	(24,389)	(62,164)	-	(26,318)	(26,318)	(35,846)
Impairment losses	減值虧損	(160,169)	(16,125)	(41,576)	(52,588)	(13,291)	-	(64,097)	(347,846)	(120,234)	(89,694)	(209,928)	(137,918)
Exchange difference	匯兌差額	8,899	2,459	5,512	6,972	2,766	1,672	9,054	37,334	-	-	-	37,334
At 31 March 2011	於二零一一年三月三十一日	14,104	38,957	100,467	127,096	46,558	32,622	154,938	514,742	776,323	142,770	919,093	(404,351)

Loss for the year and loss attributable to owners of the Company

Loss for the Year was HK\$252.6 million, representing a significant decrease of 577.9% as compared to the profit of HK\$52.9 million in the same period last year. The loss for the Year was mainly attributed to the impairment losses on other intangible assets of HK\$135.4 million (2012: HK\$77.2 million), impairment loss on goodwill of HK\$8.5 million (2012: Nil), share option expenses HK\$9.7 million (2012: HK\$4.6 million) and loss arose from the fair value change and the redemption of convertible bond with aggregate amount of HK\$151.1 million (2012: Gain HK\$125.9 million). The loss attributable to owners of the Company amounted to HK\$248.8 million (2012: Profit HK\$50.4 million). The loss per share was HK Cents 9.17 (2012: earnings per share HK Cents 1.86).

年度虧損及本公司擁有人應佔虧損

年度虧損為252,600,000港元，較去年同期溢利52,900,000港元大幅減少577.9%。本年度虧損乃主要由於其他無形資產減值虧損135,400,000港元（二零一二年：77,200,000港元）、商譽減值虧損8,500,000港元（二零一二年：無）、購股權開支9,700,000港元（二零一二年：4,600,000港元）及可換股債券的贖回及公平值變動產生之虧損總計151,100,000港元（二零一二年：收益125,900,000港元）所致。本公司擁有人應佔虧損為248,800,000港元（二零一二年：溢利50,400,000港元）。每股虧損為9.17港仙（二零一二年：每股盈利1.86港仙）。

Management Discussion and Analysis

管理層討論及分析

CAPITAL STRUCTURE

There was no material change in the issued share capital of the Company during the Year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Year under review, the Group generally financed its operations through internally generated cash flows and borrowings. As at 31 March 2013, the Group had aggregated cash and bank balance and pledged deposits of approximately HK\$192.6 million (2012: HK\$421.0 million). The Group's current ratio, being the current assets of HK\$993,466,000 (2012: HK\$1,310,136,000) divided by current liabilities of HK\$658,643,000 (2012: HK\$887,369,000), was computed as 1.51 (2012: 1.48) which was regarded as healthy and acceptable. The improvement in current ratio was primarily attributed to the substantial reduction of bank borrowings of HK\$244.2 million to HK\$502.8 million (2012: HK\$747.0 million) for the Year. The cash and cash equivalents was materially reduced to HK\$11.3 million at 31 March 2013 (2012: HK\$160.8 million). However, it was subsequently replenished by recovery of receivables after year end date.

As at 31 March 2013, the Group's total indebtedness comprised the fair value of outstanding convertible bond, borrowings, bills payable, amount due to a non-controlling shareholder of a subsidiary and amount due to a director was recorded with aggregate amount of approximately HK\$1,278.8 million (2012: HK\$1,575.1 million). The gearing ratio of the Group, being the total indebtedness divided by total assets excluding deferred tax assets, was 101.9% (2012: 87.0%) at the year ended date. The increase in the Group's gearing ratio was primarily due to the reduction of asset value as a result of impairment losses on the other intangible assets and goodwill for the year under review. Subsequent to the year ended, the Group has successfully raised RMB60 million (equivalent to approximately HK\$75.9 million) in May 2013 by issuance of small and medium-sized enterprises private placement bonds ("SME Private Bonds") with terms of 24 months tenure, unsecured and bearing interest at the rate of 9% per annum. The SME Private Bonds is an unlisted financial product with designated subscribers and was registered in Shenzhen Stock Exchange.

資本結構

年內，本公司之已發行股本並無重大變動。

流動資金、財務資源及資本結構

於回顧年度內，本集團一般透過內部產生現金流量及借貸撥付營運資金。於二零一三年三月三十一日，本集團擁有現金及銀行結存及已抵押存款合共為約192,600,000港元（二零一二年：421,000,000港元）。本集團之流動比率，即按流動資產993,466,000港元（二零一二年：1,310,136,000港元）除以流動負債658,643,000港元（二零一二年：887,369,000港元）計算，為1.51（二零一二年：1.48），處於健康及可接受水平。流動比率提高主要是因為於本年度內銀行借貸大幅減少244,200,000港元至502,800,000港元（二零一二年：747,000,000港元）所致。現金及現金等價物於二零一三年三月三十一日大幅減少至11,300,000港元（二零一二年：160,800,000港元）。然而，其隨後為年結日之後收回應收款項而補回。

於二零一三年三月三十一日，本集團之總負債包括未兌換可換股債券之公平值、借貸、應付票據、應付子公司一名非控股股東款項及應付一名董事款項，金額合共約1,278,800,000港元（二零一二年：1,575,100,000港元）。本集團於年結日之資產負債比率（即總負債除以總資產（不包括遞延稅項資產））為101.9%（二零一二年：87.0%）。本集團資產負債比率上升主要是由於回顧年度內其他無形資產及商譽減值虧損導致資產價值減少所致。於年結日之後，透過發行年期為24個月、無抵押及按每年9%利率計息的附息中小企業私人配售債券（「中小企業私人債券」），本集團於二零一三年五月成功籌集人民幣60,000,000元（相當於約75,900,000港元）。中小企業私人債券為非上市金融產品，而有指定認購人，並已於深圳證券交易所註冊。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE *(Continued)*

The convertible bond, if not converted, would be due for repayment on 25 March 2015 and the related coupon interest accrued was waived up to 31 March 2014 as per the board approval of Cyberland. In terms of currency denomination, the convertible bond was denominated in Hong Kong dollars. Of the borrowings, bills payable, amount due to a non-controlling shareholder of a subsidiary and amount due to a director, over 90% of the balance was denominated in Renminbi with the balance in Hong Kong dollars. With the amount of liquid assets on hand as well as credit facilities available, the management is of the view that the Group have sufficient financial resources to meet its ongoing operational requirements.

FOREIGN CURRENCY MANAGEMENT

The monetary assets and liabilities and business transactions of the Group were mainly carried and conducted in Hong Kong dollars and Renminbi. The Group continues to maintain a prudent strategy in its foreign currency risk management, to a large extent, foreign exchange risks are minimised by balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. In light of the above, it is considered that the Group's exposure to foreign exchange risk is insignificant and no hedging measure has been undertaken by the Group.

PLEDGE OF ASSETS

As at 31 March 2013, the Group's certain leasehold land and buildings with aggregate carrying amount of approximately HK\$45.4 million and bank deposits of HK\$181.2 million were pledged to secure general banking facilities granted to the Group.

流動資金，財務資源及資本結構 (續)

可換股債券，如不獲兌換，將於二零一五年三月二十五日到期償還，而截至二零一四年三月三十一日的相關應計票息已根據科地中國之董事會批准而獲免除。就幣值而言，可換股債券均以港元計值。就借貸、應付票據、應付子公司一名非控股股東款項及應付一名董事款項而言，逾90%結餘以人民幣計值，剩餘部份則以港元計值。憑藉手頭的速動資產以及可動用之信貸融通額度，管理層認為本集團擁有充裕的財務資源，以應付持續營運所需。

外幣管理

本集團之貨幣資產及負債以及業務交易主要以港元及人民幣列賬和進行。本集團恪守穩健的外幣風險管理策略，主要透過維持外幣資產與相應貨幣負債之平衡，以及外幣收入與相應貨幣開支之平衡，將外匯風險減至最低。鑑於以上所述，相信本集團所承受的外匯風險並不重大，故本集團並無實行對沖措施。

資產抵押

於二零一三年三月三十一日，本集團已將賬面值合共約45,400,000港元之若干租賃土地及樓宇及銀行存款181,200,000港元抵押，作為本集團獲授一般銀行融通額度之擔保。

Management Discussion and Analysis

管理層討論及分析

LEGAL PROCEEDINGS

Regarding the Winding-up Petition filed by the Petitioner on 25 January 2013 for winding up the Company, the High Court on the hearing conducted on 13 May 2013, ordered that the Winding-up Petition be dismissed with the costs of Petitioner borne by the Company. Cyberland informed the Company that to its best knowledge as at 8 October 2013, the said concerned sum of HK\$51.2 million that had been deposited into the High Court by the Company on 8 May 2013 is still kept at High Court. As advised by Company's legal adviser, the concerned convertible bond of certificate number 3 has been redeemed on 8 May 2013.

For details, refer to announcements made by the Company on 28 January 2013, 10 and 15 April 2013, 8 and 13 May 2013.

For the High Court Action No. HCA 776/2013 in relation to the Writ of Summon issued by Cyberland claiming against the Petitioner and the Company, the Company has ultimately reached a settlement on 24 September 2013 with Cyberland for discontinuation of the Action with no order as to costs.

For details, please refer to announcement made by the Company on 7 May 2013 and 26 September 2013.

DISPOSALS

On 10 May 2012, the Group had entered into a sales and purchase agreement with an independent third party to dispose of its remaining 20% equity interest in Xian Shenghua for a consideration of RMB6 million (equivalent to approximately HK\$7.4 million). The transaction was completed on 16 May 2012 and a disposal loss of approximately HK\$1.5 million was recorded.

法律訴訟

就呈請人於二零一三年一月二十五日提呈之將本公司清盤之清盤呈請，高等法院於二零一三年五月十三日舉行聆訊，頒令駁回清盤呈請，呈請人之成本由本公司承擔。科地中國知會本公司，據其所深知，於二零一三年十月八日，所述有關款項51,200,000港元已由本公司於二零一三年五月八日存放於高等法院，並仍由高等法院保管。誠如本公司法律顧問所告知，所述第3號可換股債券已於二零一三年五月八日贖回。

詳情請參見本公司於二零一三年一月二十八日、二零一三年四月十日及十五日、二零一三年五月八日及十三日刊發之公告。

就高等法院二零一三年第776號訴訟內之由科地中國發出之針對呈請人及本公司索償之傳訊令狀而言，本公司最終於二零一三年九月二十四日就中止該訴訟與科地中國達成和解，且不作出任何有關訟費之命令。

詳情請參見本公司於二零一三年五月七日及二零一三年九月二十六日刊發之公告。

出售

本集團於二零一二年五月十日與一名獨立第三方訂立一項買賣協議，以代價人民幣6,000,000元（相當於約7,400,000港元）出售其於西安聖華的餘下20%權益。該交易已於二零一二年五月十六日完成，並錄得出售虧損約1,500,000港元。

Management Discussion and Analysis

管理層討論及分析

DISPOSALS (Continued)

Pursuant to an asset transfer agreement entered into by the Company on 8 April 2011, the Company was to disposed of certain its land, property and equipment which was subsequently classified as assets held for sale, in relation to the manufacturing of fertilizers, to a connected party of the Company for a consideration of approximately RMB138.9 million. On 29 May 2012, the Group has finally completed the disposal and the net sale proceeds of which is settled by offsetting against part of convertible bond issued by the Company with equivalent aggregate principal amount to approximately HK\$170.6 million. A disposal gain of approximately HK\$35.5 million was thereby recorded. For details of the disposal, please refer to Circular published by the Company dated 29 April 2011.

CONTINGENT LIABILITY

As at 31 March 2013 and 31 March 2012, the Group did not have any significant contingent liabilities.

CAPITAL COMMITMENT

As at 31 March 2013 and 31 March 2012, the Group did not have any significant capital commitment.

EMPLOYEES

As at 31 March 2013, the Group had 372 (2012: 417) full-time employees including Directors. Total staff costs for the Year, including director's emoluments but excluding equity settled share based payment expenses, was approximately HK\$48.1 million (2012: HK\$43.0 million). The decrease in number of staff at the year ended date mainly reflected that two subsidiaries were ceased to be the Company's subsidiaries during the Year. The equity settled share based payment expenses of approximately HK\$0.67 million (2012: HK\$0.99 million) represented the fair value of share options granted to eligible person of the share option scheme and were not resulted in any cash outflow.

出售 (續)

根據本公司於二零一一年四月八日簽訂之資產轉讓協議，本公司以代價約人民幣138,900,000元向本公司的一家關連方出售有關製造肥料的若干土地、物業及設備，其後分類為持作銷售資產。於二零一二年五月二十九日，本集團最終完成該出售，而其出售所得款項淨額乃透過抵銷部分由本公司發行之本金額相等於約170,600,000港元之可換股債券予以支付。因此，錄得出售收益約35,500,000港元。有關出售之詳情，請參閱本公司於二零一一年四月二十九日刊發之通函。

或然負債

於二零一三年三月三十一日及二零一二年三月三十一日，本集團並無任何重大或然負債。

資本承擔

於二零一三年三月三十一日及二零一二年三月三十一日，本集團並無任何重大資本承擔。

僱員

於二零一三年三月三十一日，本集團擁有372名（二零一二年：417名）全職僱員（包括董事）。年內之總僱員成本約為48,100,000港元（二零一二年：43,000,000港元），當中包括董事酬金但未計以權益結算並以股份為支付基準之開支。於年結日的僱員數目減少主要反映於本年度內兩家子公司不再為本公司子公司。以權益結算並以股份為支付基準之開支約670,000港元（二零一二年：990,000港元）指授予購股權計劃之合資格人士之購股權的公平值，並不涉及任何現金流出。

Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS

Ms. JINGQUAN Yingzi, aged 38, was appointed as an executive Director on 22 November 2010. She is the Chairman of the Company and is responsible for the formulation of corporate strategy and the steering the overall development of the Group. Ms. Jingquan has extensive experience in strategic planning and management for corporate in the PRC. Ms. Jingquan is also the chairman of the nomination committee and a director of certain subsidiaries of the Company.

Mr. WONG Man Hung, Patrick, aged 57, joined the Group and was appointed as an executive Director on 1 April 2008. He obtained a master degree in business administration from University of East Asia in Macau and an advance diploma in management from Columbia University in the United States of America (the “United States”). Mr. Wong is also a visiting professor in City University of Macau and the Institute of Business Engineering (IBE). Prior to joining the Company, Mr. Wong has extensive experience in corporate management and has over 30 years of experience in providing financial advisory service to the institutional clients and has involved in the financing activities for various infrastructure projects in Hong Kong and the PRC since the 1990s. Mr. Wong is also a director of certain subsidiaries of the Company.

Mr. SHAN Xiaochang, aged 48, joined Jiangsu Kedi in June 2006 and was appointed as an executive Director on 22 November 2010. Mr. Shan is an entrepreneur in the PRC with over 16 years of experience in the areas of corporate finance, operational management, cash and treasury management and direct research and development activities. Prior to joining the Company, Mr. Shan held senior positions in numbers of private companies which focus on the business related to agricultural, environmental protection and chemical fertilizers sectors in the PRC. Mr. Shan currently serves as an executive director, the Chairman and the Chief Executive Officer of Sunrise (China) Technology Group Limited (Stock Code: 8226), a company listed on the GEM of the Stock Exchange. Mr. Shan is also a director of certain subsidiaries of the Company.

執行董事

井泉瑛孜女士，38歲，於二零一零年十一月二十二日獲委任為執行董事。彼為本公司主席，負責制定企業策略及領導本集團的整體發展。井泉女士於中國的企業策略規劃及管理方面擁有豐富經驗。井泉女士亦為提名委員會主席及本公司多間子公司之董事。

王文雄先生，57歲，於二零零八年四月一日加入本集團，出任執行董事。彼獲得澳門東亞大學工商管理碩士學位，及美利堅合眾國（「美國」）哥倫比亞大學的高級管理文憑。王先生亦是澳門城市大學及商業工程學會（商業工程學會）的客席教授。於加入本公司前，王先生於企業管理方面擁有豐富的經驗，並擁有逾30年向機構客戶提供財務顧問服務之經驗，自90年代以來曾參與香港及中國之多項基建項目的融資活動。王先生亦為本公司多間子公司之董事。

單曉昌先生，48歲，於二零零六年六月加入江蘇科地，並於二零一零年十一月二十二日獲委任為執行董事。單先生為一名中國企業家，在企業融資、營運管理、資金財務管理及主持研究與發展活動方面擁有逾16年經驗。於加入本公司前，單先生在多間私人公司擔任高級職務並專注於與中國農業、環保及化肥行業相關之業務。單先生現為中昱科技集團有限公司（股份代號：8226）之執行董事、主席及行政總裁，該公司於聯交所創業板上市。單先生亦為本公司多間子公司之董事。

Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS *(Continued)*

Mr. WU Zhongxin, aged 48, joined Jiangsu Kedi in July 2006 and was appointed as an executive Director on 22 November 2010. Mr. Wu is responsible for overseeing the management and operation of Jiangsu Kedi. After earned his Master degree from the Institute of Virology Chinese Academy of Science, he worked in the agricultural related education sectors and directed a series of research in tobacco for almost 10 years in Northeast Agricultural University and Henan Tobacco Research Institute respectively. During his time with these two academies, he had successfully completed a project awarded with the second prize in technology development in Henan Province and has over 20 thesis published. Mr. Wu had extensive experiences in the area of research and development and promotion, sales and market management. Mr. Wu is also a director of certain subsidiaries of the Company.

Mr. Stephen William FROSTICK, aged 63, joined the Group and was appointed as an executive Director on 3 December 2008. Mr. Frostick has extensive experience in the areas of strategic planning, operational management and corporate development. Mr. Frostick earned his juris doctorate degree from Nevada's Old College School of Law in the United States in 1984. In addition, Mr. Frostick graduated from the University of Nevada, Las Vegas in the United States with a Master of Public Administration degree and a Bachelor of Science in Business Administration in 1976 and 1974 respectively. Mr. Frostick is the Chief Executive Officer and President with Compeer Group (Macau) and Grey Eagle Group (Hong Kong). Prior to joining the Company, Mr. Frostick has over 35 years of experience in leading capacities from the State Government of Nevada in the United States, large corporations and international consulting organisations. During his employment with Kepner Tregoe Inc., Mr. Frostick was involved in the design, development and the implementation of "Team Concept" for Chrysler Motors Inc. and was participated in the negotiations with respect to the labour agreements between the United Auto Workers Union and Chrysler Motors Inc. Mr. Frostick currently serves as an executive director and the Chairman of China Public Healthcare (Holding) Limited (Stock Code: 8116), a company listed on the GEM Board of The Stock Exchange of Hong Kong Limited. Mr. Frostick is also a director of certain subsidiaries of the Company.

執行董事 (續)

吳中心先生，48歲，於二零零六年七月加入江蘇科地，並於二零一零年十一月二十二日獲委任為執行董事。吳先生負責江蘇科地之管理及營運。彼於中國科學院病毒研究所獲得碩士學位後，分別在東北農業大學及河南煙草研究所從事農業教育及主持煙草研究等工作近10年，並於期間成功主持完成一項獲得河南省科技進步二等獎的項目及發表論文超過20篇。吳先生於技術研發及推廣、銷售及市場管理方面擁有豐富經驗。吳先生亦為本公司多間子公司之董事。

Stephen William FROSTICK先生，63歲，於二零零八年十二月三日加入本集團，出任執行董事。Frostick先生於策略規劃、營運管理及企業發展方面均擁有豐富經驗。Frostick先生於一九八四年取得美國內華達州Old College School of Law之法律博士學位。此外，Frostick先生分別於一九七六年及一九七四年於美國拉斯維加斯University of Nevada取得公共行政碩士學位及工商管理學學士學位。Frostick先生為Compeer Group (Macau)及Grey Eagle Group (Hong Kong)之行政總裁及總裁。於加入本公司前，Frostick先生曾於美國內華達州政府、大型企業及國際顧問機構等出任要職，擁有逾35年工作經驗。Frostick先生過去於Kepner Tregoe Inc.任職期間，曾參與為Chrysler Motors Inc.設計、開發及推行之「團隊概念」(Team Concept)，並曾參與美國汽車工人聯盟(United Auto Workers Union)與Chrysler Motors Inc.有關勞工協議的談判。Frostick先生現為中國公共醫療(控股)有限公司(股份代號：8116)之執行董事及主席，該公司於香港聯合交易所有限公司創業板上市。Frostick先生亦為本公司多間子公司之董事。

Biographical Details of Directors

董事履歷詳情

NON-EXECUTIVE DIRECTOR

Professor LIU Guoshun, aged 58, joined the Group and was appointed as a non-executive Director on 22 November 2010. Professor Liu is the Dean of the school in tobacco science and a tutor of the doctoral program students at the Henan Agricultural University. Professor Liu is a supervisor in national tobacco cultivation, physiology and biochemistry research centre and regard as one of the leading expert in the PRC tobacco agricultural industry. Professor Liu currently serves as the manager of the major projects from the STMA.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. SOUSA Richard Alvaro, aged 52, joined the Group and was appointed as an independent non-executive Director on 30 January 2001. Mr. Sousa was admitted as a solicitor of the Supreme Court of Hong Kong in 1996 and has been practicing as a solicitor in Hong Kong and is a partner in Messrs. Chan, Lau and Wai. He is also the chairman of the audit committee and remuneration committee and a member of the nomination committee.

Mr. LEE Chi Hwa Joshua, aged 41, joined the Group and was appointed as an independent non-executive Director of the Company on 1 December 2007. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and finance. Mr. Lee currently serves as an independent non-executive director of China Public Healthcare (Holding) Limited (stock code: 8116), which is listed on the GEM Board of The Stock Exchange of Hong Kong Limited. He is a member of the nomination committee, the audit committee and the remuneration committee.

Mr. ZHAO Zhizheng, aged 60, joined the Group and was appointed as an independent non-executive Director of the Company on 26 July 2012. Mr. Zhao is qualified by the State Tobacco Monopoly Bureau (國家煙草專賣局) of the People's Republic of China as a Senior Economist. Moreover, Mr. Zhao was awarded as one of the Best Chinese Entrepreneurs by the China Enterprise Confederation/China Enterprise Directors Association in 2004. In 2000, Mr. Zhao finished the Business Administration Master Program Studies Course (工商管理(MBA)碩士課程研修班) organised by the Graduate School of the Renmin University of China. Further, Mr. Zhao was awarded the Labour Award (五一勞動獎章) by the All China Federation of Trade Unions in 1997.

非執行董事

劉國順教授，58歲，於二零一零年十一月二十二日加入本集團，出任非執行董事。劉教授為河南農業大學煙草學院院長及博士生導師。劉教授為國家煙草栽培生理生化基地的主任及中國煙草農業領域首席專家。劉教授目前擔任國家煙草局重大專項課題主持人。

獨立非執行董事

蘇志汶先生，52歲，於二零零一年一月三十日加入本集團，出任獨立非執行董事。蘇先生於一九九六年成為香港高等法院認可律師並於香港執業，現為陳劉韋律師行之合夥人。彼亦為審核委員會及薪酬委員會主席以及提名委員會成員。

李智華先生，41歲，於二零零七年十二月一日加入本集團，出任本公司獨立非執行董事。李先生為英國特許會計師公會資深會員及香港會計師公會會員。李先生於審計、會計及財務方面擁有豐富經驗。李先生現為中國公共醫療(控股)有限公司(股份代號: 8116)之獨立非執行董事，該公司於香港聯合交易所有限公司創業板上市。彼為提名委員會、審核委員會及薪酬委員會成員。

趙志正先生，60歲，於二零一二年七月二十六日加入本集團，出任本公司獨立非執行董事。趙先生獲中華人民共和國國家煙草專賣局授予高級經濟師資格。此外，趙先生於二零零四年獲中國企業聯合會/中國企業家協會評為全國優秀創業企業家。於二零零零年，趙先生完成由中國人民大學研究生院舉辦的工商管理(MBA)碩士課程研修班的學習。此外，趙先生於一九九七年獲中華全國總工會頒發五一勞動獎章。

Report of the Directors

董事會報告

The Directors submit their annual report together with audited consolidated financial statements for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The Company is an investment holding company. The activities of its principal subsidiaries and associates are set out in notes 22 and 23 to the financial statements, respectively.

An analysis of the performance of the Group for the year by operation segments is set out in note 7 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2013 and state of the Company's and the Group's affair as at that date are set out in the financial statement on pages 56 to 219.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2013.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 18 to the financial statements.

CONVERTIBLE BOND

Details of convertible bond of the Group and the Company are set out in note 34 to the financial statements.

SHARE CAPITAL

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

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 62 and in note 37 to the financial statements, respectively.

董事謹呈截至二零一三年三月三十一日止年度之年度報告連同經審核綜合財務報表。

主要業務及營運之分析

本公司為一間投資控股公司。其主要子公司及聯營公司之業務分別載於財務報表附註22及23。

本集團於本年度按營運分類之表現分析載於財務報表附註7。

業績及分配

本集團截至二零一三年三月三十一日止年度之業績以及本公司及本集團於該日之事務狀況載於財務報表第56至219頁。

董事不建議派付截至二零一三年三月三十一日止年度之末期股息。

物業、機器及設備

本集團及本公司之物業、機器及設備變動詳情載於財務報表附註18。

可換股債券

本集團及本公司之可換股債券詳情載於財務報表附註34。

股本

本公司年內之股本變動詳情載於財務報表附註35。

儲備

本集團及本公司年內之儲備變動詳情分別載於第62頁綜合權益變動表及財務報表附註37。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers and the largest customer accounted for approximately 24.1% and 7.3% of the turnover of the Group. The five largest suppliers and the largest supplier accounted for approximately 40.0% and 11.0% of the cost of sales and services of the Group.

None of the Directors, their associates or any shareholders of the Company who or which to the knowledge of the Directors owns more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or suppliers.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares of the Company (the "Share") on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF SHARES

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

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company had no distributable reserve as at 31 March 2013, as required in accordance with the Companies Act of Bermuda (as amended).

SHARE OPTIONS

A share option scheme (the "Scheme") was adopted by the shareholders of the Company and became effective on 2 February 2009 and will remain in force for a period of 10 years from that date. A summary of the principal terms of the Scheme is set out as follows:-

(1) Purpose of the Scheme

The purpose of the Scheme is to enable the Company to grant share options of the Company (the "Options") under the Scheme to the Eligible Participants (defined in paragraph (2) below) for their contribution to the growth of the Company or any subsidiaries of the Company and to provide the Company with more flexible means to reward, remunerate, compensate and/or provide benefit to the eligible Participants (as defined below).

主要客戶及供應商

五大客戶及最大客戶佔本集團營業額約24.1%及7.3%。五大供應商及最大供應商佔本集團銷售及服務成本約40.0%及11.0%。

本公司董事、其聯繫人士或任何股東（就董事所知擁有本公司已發行股本超過5%）概無於本集團任何五大客戶或供應商擁有任何權益。

優先購買權

本公司之公司章程細則或百慕達一九八一年公司法並無有關優先購買權之規定，故本公司毋須按比例發售本公司新股份予現有股東。

購買、贖回或出售股份

本公司或其任何子公司概無於年內購買、贖回或出售本公司任何股份。

本公司之可供分派儲備

根據百慕達公司法（經修訂），於二零一三年三月三十一日，本公司並無可供分派儲備。

購股權

本公司股東已採納一項購股權計劃（「計劃」），計劃自二零零九年二月二日起生效並將於該日期起計十年期間持續生效。計劃之主要條款概要載列如下：—

(1) 計劃之目的

計劃之目的為令本公司可根據計劃向合資格參與者（定義見下文第(2)段）授出本公司購股權（「購股權」），以嘉獎彼等為本公司或本公司任何子公司之增長作出之貢獻，以及為本公司提供一個更靈活之途徑以向合資格參與者（定義見下文）提供嘉獎、酬報、補償及／或福利。

Report of the Directors

董事會報告

SHARE OPTIONS (Continued)

(1) Purpose of the Scheme (Continued)

For the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any employee, director, supplier of goods or services, customer, agent, adviser, consultant, strategist, contractor, sub-contractor, expert or entity that provides research, development or other technological support or any valuable services to the Company and any of its subsidiaries, shareholder of the Company or any of its subsidiaries or holder of any securities issued by the Company or any of its subsidiaries.

(2) Eligible Participants

Pursuant to the Scheme, the Board may, at their discretion, invite any directors and employees of the Group and any suppliers, customers, agents, advisors, consultants, strategists, contractors, sub-contractors, expert or entity that provides research, development or other technological support or any valuable services to the Group; shareholders and any securities holders of the Group (the "Participants") to participate in the Scheme.

(3) Total number of Shares available for issue under the Scheme

The maximum number of the Shares in respect of which Options may be granted under the Scheme shall not exceed 10% of the issued Shares as at the date of approval of the Scheme. The Board shall not grant any options which would result in the maximum aggregate number of Shares which may be issued upon exercise of all outstanding Options granted but yet to be exercised under the Scheme which provide for the grant of Options to acquire or subscribe for shares exceeding, in aggregate, 30% of the issued Shares from time to time. As at the date of this report, the number of shares available for issue under the Scheme was 2,379,824 shares representing approximately 0.09% of the issued Shares.

購股權 (續)

(1) 計劃之目的 (續)

旨在鼓勵及獎賞對本集團創出佳績有功之合資格參與者。計劃的合資格參與者包括本公司及其任何子公司之任何僱員、董事、貨品或服務供應商、客戶；向本公司及其任何子公司提供研究、發展或其他技術支援或任何有價值服務之代理、顧問、諮詢顧問、策略師、承包商、分包商、專家或實體；本公司或其任何子公司之股東或本公司或其任何子公司發行之任何證券之持有人。

(2) 合資格參與者

根據計劃，董事會可酌情邀請本集團任何董事及僱員及任何供應商、客戶、代理、顧問、諮詢顧問、策略師、承包商、分包商、專家或為本集團提供研究、發展或其他技術支援或任何有價值服務的實體；本集團股東及任何證券持有人（「參與者」）參與計劃。

(3) 根據計劃可發行之股份總數

根據計劃可能授出之購股權所涉及之股份數目，最高不得超過於批准計劃當日已發行股份之10%。董事會不得授出任何購股權，導致根據規定可授出購股權以購買或認購股份之計劃而授出但尚未行使的全部購股權獲行使而可能發行的股份最高總數，合共超過不時的已發行股份之30%。於本報告日期，根據計劃可發行之股份數目為2,379,824股，佔已發行股份約0.09%。

SHARE OPTIONS *(Continued)*

(4) Maximum entitlement of each Participant

The maximum number of Shares, both issued and to be issued, upon exercise of the Options granted under the Scheme to each Participant in any 12 months period up to the date of grant must not exceed 1% of the issued Shares on date of grant unless it is approved by Shareholders in a general meeting of the Company with such Participant and his associates abstaining from voting. Any Option granted to a substantial shareholder or an independent non-executive director of the Company or to any of their associates, in excess of 0.1% of the issued Shares and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK\$5 million, in any 12-month period, are subject to Shareholders' approval in general meeting of the Company.

(5) Term of exercise of the Options

The period within which the Options must be exercised will be specified by the Company at the time of grant. Options granted may be exercised in whole or in part in the manner provided in the Scheme by a grantee giving notice in writing to the Company at any time during a period not to exceed 10 years from the date of grant.

(6) Payment on acceptance of an Option offer

A nominal consideration of HK\$1.00 is payable by the Participants upon acceptance of the grant of Options.

(7) Basis on determining of the subscription price

The subscription price per Share under the Scheme is a price determined by the Board and notified to each Participant and shall not be less than the greatest of (i) the closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share on the date of grant.

購股權 (續)

(4) 各參與者之配額上限

截至授出日期止任何12個月期間，因行使根據計劃授予各參與者之購股權而已發行及可發行的股份數目最高不得超過授出日期已發行股份之1%，除非經股東於本公司股東大會上批准（有關參與者及其聯繫人士須放棄投票）則作別論。倘於任何12個月期間向本公司主要股東或獨立非執行董事或向彼等任何聯繫人士授出任何購股權，超過已發行股份0.1%及總價值（按授出日期的股份收市價計算）超過5,000,000港元，則須經股東於本公司股東大會上批准。

(5) 購股權之行使期限

行使購股權之期間將由本公司於授出時指定。所授出購股權可由承授人於不超過由授出日期起計十年內，隨時透過向本公司發出書面通知按計劃規定之形式全部或部份行使。

(6) 接納購股權要約時應付之款項

參與者於接納授予購股權時須支付名義代價1.00港元。

(7) 釐定認購價之基準

計劃項下之每股股份之認購價可由董事會釐定並知會各參與者，惟無論如何不得低於下列之最高者：(i)股份於授出日期在聯交所每日報價表所列之收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)股份於授出日期之面值。

Report of the Directors

董事會報告

SHARE OPTIONS (Continued)

(8) Remaining life of the Scheme

The Scheme will remain valid until 1 February 2019.

Details of specific categories and movement of the Options granted under the Scheme during the year are presented as follows:–

Tranche (date of Option grant) 批次 (授出購股權日期)	Number of Options 購股權數目				At 31 March 2013 於 二零一三年 三月三十一日	Exercise price HK\$ per share 行使價 每股港元	Exercise period 行使期
	At 1 April 2012 於 二零一二年 四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收			
Tranche One (10 December 2010) 第一批 (二零一零年十二月十日)						2 years up to 2 October 2014 截至二零一四年十月二日止兩年	
Consultants 諮詢顧問	50,000,000	–	–	–	50,000,000	0.163	
Employees 僱員	10,000,000	–	–	–	10,000,000	0.163	
Tranche Two (7 October 2011) 第二批 (二零一一年十月七日)						5 years up to 6 October 2016 截至二零一六年十月六日止五年	
Employee 僱員	7,000,000	–	–	(7,000,000)	–	0.170	
Tranche Three (3 October 2012) 第三批 (二零一二年十月三日)						2 years up to 2 October 2014 截至二零一四年十月二日止兩年	
Consultants 諮詢顧問	–	135,000,000	–	–	135,000,000	0.163	
Director (Wong Man Hung, Patrick) 董事 (王文雄)	–	7,000,000	–	–	7,000,000	0.163	
Total 合計	67,000,000	142,000,000	–	(7,000,000)	202,000,000		

On 3 October 2012, the Company had (a) resolved to modify the Options for tranche one to subscribe for a total of 60,000,000 shares previously granted to certain consultants and full-time employees of the Group; and (b) granted the new Options to subscribe for tranche three of 142,000,000 shares.

購股權 (續)

(8) 計劃之剩餘有效期

計劃將有效至二零一九年二月一日為止。

根據計劃於年內授出之購股權之特定類別及變動詳情呈列如下：–

於二零一二年十月三日，本公司：(a)決議修訂將先前授予本集團若干諮詢顧問及全職僱員之可認購合共60,000,000股股份之第一批購股權；及(b)授出第三批可認購142,000,000股股份的新購股權。

SHARE OPTIONS (Continued)

Notes:

- (a) The Options granted under tranche one may be exercisable at any time during the tranche one's option period, provided that the maximum number of Options which the grantees under tranche one are entitled to exercise shall not exceed:
1. 50% of the total number of Options granted to the grantees under tranche one during the period from the tranche one's date of grant to the date immediately before the first anniversary of the tranche one's date of grant, any of the outstanding and unexercised Options at the end of the exercise period can be rolled over to the next exercise period; and
 2. 50% of the total number of Options granted to the grantees under tranche one during the period from the first anniversary of the tranche one's date of grant to the date immediately before the second anniversary of the tranche one's date of grant, any of the outstanding and unexercised Options at the end of the exercise period and be exercisable before the expiry of the tranche one option period.
- (b) The Options granted under tranche three may be exercisable at any time during the tranche three's option period.
- (c) The closing prices for the Share immediately before the grant date as at 10 December 2010, 7 October 2011, 3 October 2012, are HK\$0.320, HK\$0.169 and HK\$0.163, respectively.

購股權 (續)

附註:

- (a) 根據第一批授出之購股權可於第一批購股權期間內任何時間行使，但承授人根據第一批可行使的購股權最高數目不可超過：
1. 由第一批授出日期起至緊接第一批授出日期首週年日期前期間根據第一批授予承授人之購股權總數之50%，於行使期末已授出惟未行使之任何購股權可結轉至下一行使期；及
 2. 由第一批授出日期首週年起至緊接第一批授出日期兩週年日期前期間根據第一批授予承授人之購股權總數之50%，於行使期末已授出惟未行使之任何購股權可於第一批購股權期間屆滿前行使。
- (b) 根據第三批授出之購股權可於第三批購股權期間內任何時間行使。
- (c) 股份緊接於二零一零年十二月十日、二零一一年十月七日及二零一二年十月三日之授出日期前之收市價分別為0.320港元、0.169港元及0.163港元。

Report of the Directors

董事會報告

DIRECTORS

The Directors during the year and up to the date of this report are as follows:

Executive Directors

Ms. Jingquan Yingzi (*Chairman*)

Mr. Wong Man Hung, Patrick

Mr. Shan Xiaochang

Mr. Wu Zhongxin

Mr. Feng Xiaoping

(resigned on 28 September 2012)

Mr. Stephen William Frostick

Non-executive Director

Prof. Liu Guoshun

Independent Non-executive Directors

Mr. Sousa Richard Alvaro

Mr. Lee Chi Hwa Joshua

Mr. Zhao Zhizheng

(appointed on 26 July 2012)

Ms. Chan Mei Bo Mabel

(resigned on 27 April 2012)

In accordance with the Bye-law of the Company, the Directors shall retire by rotation, and being eligible, have offered themselves for re-election at the forthcoming annual general meeting (the "AGM").

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules") and the Company still considers all of the independent non-executive Directors to be independent.

董事

於年內及截至本報告日期，本公司之董事如下：

執行董事

井泉瑛孜女士 (*主席*)

王文雄先生

單曉昌先生

吳中心先生

封小平先生

(於二零一二年九月二十八日辭任)

Stephen William Frostick先生

非執行董事

劉國順教授

獨立非執行董事

蘇志汶先生

李智華先生

趙志正先生

(於二零一二年七月二十六日獲委任)

陳美寶女士

(於二零一二年四月二十七日辭任)

根據本公司之章程細則，董事須輪席告退，及符合資格並願意於應屆股東週年大會（「股東週年大會」）上膺選連任。

本公司已收到各獨立非執行董事根據聯交所創業板證券上市規則（「創業板上市規則」）第5.09條就其獨立性作出之年度確認，而本公司認為全體獨立非執行董事均屬獨立人士。

Report of the Directors

董事會報告

DIRECTORS' PROFILE

The biographical details of the Directors are set out on pages 25 to 27 of this report.

DIRECTORS' SERVICE CONTRACTS

Ms. Jingquan Yingzi, Mr. Wong Man Hung Patrick, Mr. Wu Zhongxin and Mr. Stephen William Frostick have entered into a service contract with the Company for an initial term of two years commencing from 1 January 2013, 28 December 2012, 1 January 2013 and 15 January 2013, respectively. The service contracts may be terminated by either party thereto by giving to the other three months' prior notice in writing.

Both of the Non-executive Director and the Independent Non-executive Directors have been appointed for a term of two years. Apart from the foregoing, no Director to be proposed for the election at the forthcoming AGM has a services contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed herein under note 49 to the financial statements, no other contracts of significance to which the Company, any of its subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

REMUNERATION POLICY

Salary package for employees are structured by reference to market conditions, staff's experience and individual performance. Other benefits offered by the Group included medical insurance, mandatory provident fund scheme, training subsidies, share option scheme and discretionary bonus.

The remuneration of the Directors are determined by the Remuneration Committee with reference to the market rates, commitment, contribution and their duties, and responsibilities with the Group. The remuneration packages are subject to review each year. Directors' remuneration is set out in details in note 13 to the financial statements.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of the scheme is set out in note 36 to the financial statements.

董事履歷

董事之履歷載於本報告第25至27頁。

董事之服務合約

井泉瑛孜女士、王文雄先生、吳中心先生及 Stephen William Frostick 先生已與本公司訂立服務合約，分別自二零一三年一月一日、二零一二年十二月二十八日、二零一三年一月一日及二零一三年一月十五日起計初步為期兩年。服務合約可由其訂約方向另一訂約方發出三個月之事先書面通知予以終止。

非執行董事及獨立非執行董事均按兩年任期獲委任。除上述者外，擬於應屆股東週年大會上重選之董事概無與本公司訂立本公司不可於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

董事於合約之權益

除財務報表附註49所披露者外，本公司、其任何子公司、同系子公司或其母公司於年終時或年內任何時間概無訂立董事於當中直接或間接擁有重大權益之其他重大合約。

薪酬政策

僱員之薪酬福利乃參考市場情況、僱員經驗及個人表現而釐定。本集團提供之其他福利包括醫療保險、強制性公積金計劃、培訓補貼、購股權計劃及酌情花紅。

董事酬金乃由薪酬委員會參考市場水平、承擔、貢獻及彼等於本集團之職務及責任而釐定。薪酬待遇須每年進行檢討。董事酬金之詳情載於財務報表附註13。

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵，計劃之詳情載於財務報表附註36。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2013, the interests and short positions of the Directors and chief executives of the Company in the ordinary shares of HK\$0.01 each of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations within the meaning of the Securities and Future Ordinance (the "SFO"), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the SFO or the GEM Listing Rules were as follows:-

Long positions in the Shares and underlying Shares

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一三年三月三十一日，各董事及本公司主要行政人員在本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」））之本公司每股面值0.01港元之普通股（「股份」）、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據證券及期貨條例或創業板上市規則須知會本公司及聯交所之權益及淡倉如下：—

於股份及相關股份之好倉

Name of Directors	Capacity and nature of interests	Number of Shares and underlying Shares held	Approximate percentage of shareholding
董事姓名	身份及權益性質	持有股份及相關股份數目	持股概約百分比
Ms. Jingquan Yingzi 井泉瑛孜女士	Interests held by controlled corporation and beneficial owner 受控制公司持有之權益及實益擁有人	2,027,546,744 (note (b)) (附註(b))	74.71%
Mr. Wong Man Hung Patrick 王文雄先生	Beneficial owner 實益擁有人	32,000,000	1.18%
Mr. Shan Xiaochang 單曉昌先生	Interests held by controlled corporation and beneficial owner 受控制公司持有之權益及實益擁有人	1,984,776,744 (notes (a) and (b)) (附註(a)及(b))	73.14%
Mr. Feng Xiaoping (note (c)) 封小平先生(附註(c))	Interests held by controlled corporation 受控制公司持有之權益	31,618,750	1.17%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

Long positions in the Shares and underlying Shares (Continued)

Notes:

- (a) 1,982,326,744 underlying Shares are held by Cyberland, which is legally and beneficially owned as to 54.63% by Stepwise International Holdings Limited ("Stepwise"). Stepwise is legally and beneficially wholly owned by Mr. Shan Xiaochang ("Mr. Shan") an executive Director.
- (b) The interests refer to the same parcel of underlying Shares.
- (c) 31,618,750 Shares are held by Sino Unicorn Technology Limited, a company in which Mr. Feng Xiaoping ("Mr. Feng") has an indirect interest of 51% therein. Mr. Feng has retired as an executive Director with effect on 28 September 2012.

Save as disclosed above, as at 31 March 2013, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of GEM Listing Rules relating to securities transactions entered by Directors.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and Chief Executives' interests and short positions in Shares, underlying Shares and debentures of the Company or any associated corporation" and the share option scheme above, at no time during the year was rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉 (續)

於股份及相關股份之好倉 (續)

附註：

- (a) 科地中國持有1,982,326,744股相關股份，該公司由高智國際控股有限公司（「高智」）法定及實益擁有54.63%。高智由執行董事單曉昌先生（「單先生」）法定及實益全資擁有。
- (b) 權益乃指同一批相關股份。
- (c) Sino Unicorn Technology Limited持有31,618,750股股份，而封小平先生（「封先生」）間接擁有該公司51%權益。封先生已於二零一二年九月二十八日退任執行董事。

除上文所披露者外，於二零一三年三月三十一日，概無董事或本公司主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例的有關條文被當作或視為擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條所指的登記冊內之權益或淡倉，或根據有關董事進行證券交易的創業板上規規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉。

董事購買股份或債權證之權利

除上文「董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉」一節及購股權計劃所披露者外，於本年度任何時間，概無任何董事或彼等各自之配偶或年幼子女獲授任何可透過收購本公司股份或債權證獲益之權利；彼等亦無行使任何有關權利；而本公司或其任何控股公司、子公司及同系子公司並無訂立任何安排使董事可取得任何其他法人團體之該等權利。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2013, so far as was known to the Directors, the following persons (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東於本公司股份及相關股份之權益及淡倉

於二零一三年三月三十一日，就董事所知，以下人士（並非董事或本公司主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露，及記錄於本公司根據證券及期貨條例第336條存置之登記冊內之權益或淡倉。

Name of shareholders	股東名稱	Number of Shares held (long position) 持有股份數目 (好倉)	Percentage of shareholding 持股百分比	Derivative interests 衍生權益	
				Number of underlying Shares held (long position) 持有相關股份數目 (好倉)	Percentage of shareholding 持股百分比
Mr. Lee Yuk Lun	李銓麟先生	219,298,244	8.08%	–	
Cyberland (China) Limited	科地(中國)有限公司			1,982,326,744 (notes (a) and (b)) (附註(a)及(b))	73.05%
Stepwise International Holdings Limited	高智國際控股有限公司			1,982,326,744 (notes (a), (b) and (c)) (附註(a)、(b)及(c))	73.05%
Ms. Wu Shuhua	吳淑華女士			1,984,776,744 (note (d)) (附註(d))	73.14%

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes:

- (a) The interests refer to the same parcel of underlying Shares.
- (b) Cyberland is legally and beneficially owned as to 54.63% by Stepwise.
- (c) Stepwise is legally and beneficially wholly owned by Mr. Shan.
- (d) Ms. Wu Shuhua is the spouse of Mr. Shan. By virtue of the SFO, Ms. Wu is also deemed to be interested in all Shares in which Mr. Shan is interested and/or deemed to be interested.

Save as disclosed above, no other person had any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of the significant related party transactions of the Group undertaken in the usual course of business are set out in note 49 to the financial statements.

There were no transactions required to be disclosed as non-exempt connected transactions or non-exempt continuing connected transactions in accordance with the GEM Listing Rules during the year. The Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

PUBLIC FLOAT

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

主要股東於本公司股份及相關股份之權益及淡倉 (續)

附註：

- (a) 權益乃指同一批相關股份。
- (b) 科地中國由高智法定及實益擁有54.63%。
- (c) 高智由單先生法定及實益全資擁有。
- (d) 吳淑華女士為單先生之配偶。根據證券及期貨條例，吳女士亦被視為於單先生擁有權益及／或被視為擁有權益之所有股份中擁有權益。

除上文所披露者外，並無其他人士於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條存置之登記冊內或須以其他方式知會本公司或聯交所之權益或淡倉。

關連方及關連交易

本集團於日常業務過程中進行之重大關連方交易詳情載於財務報表附註49。

年內，概無交易須根據創業板上市規則披露為非豁免關連交易或非豁免持續關連交易。本公司已根據創業板上市規則第20章遵守披露規定。

公眾持股量

按本公司取得之公開資料及據董事所知，於發佈本報告前之最後實際可行日期，本公司已維持創業板上市規則所規定之公眾持股量。

Report of the Directors

董事會報告

EVENTS AFTER THE REPORTING PERIOD

Details of significant events after the reporting period of the Group are set out in note 50 to the financial statements.

CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles and the code provisions as set out in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 of the GEM Listing Rules. The information on the principal corporate governance practices adopted by the Company is set out on pages 42 to 53 of this report.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions throughout the year ended 31 March 2013. The Company shall iterate and remind the Directors from time to time in respect of the relevant procedures, rules and requirements in relation to Directors' dealing in order to ensure the Directors' compliance.

COMPETING INTEREST

As at 31 March 2013, as far as the Directors are aware of, none of the Directors (as defined in the GEM Listing Rules) has an interest in a business that competed or may compete with the business of the Group.

DISCLOSURE OF THE CHANGES IN THE INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in the information of the Directors required to be disclosed in this report. On 8 April 2013, Mr. Lee Chi Hwa, Joshua has resigned as an independent non-executive Director and a member to nomination committee of KingStone Energy Ltd., a company listed on Stock Exchange.

呈報期後事項

本集團之呈報期後重大事項詳情載於財務報表附註50。

企業管治

本公司之企業管治常規乃根據創業板上市規則附錄十五所載之企業管治常規守則（「守則」）所載之原則及守則條文制定。本公司所採納之主要企業管治常規資料載於本報告第42至53頁。

董事進行證券交易之行為守則

本公司採納有關董事進行證券交易之行為守則，其條款與創業板上市規則第5.48至5.67條所載之交易規定準則同樣嚴謹。經向全體董事作出具體查詢後，各董事於截至二零一三年三月三十一日止整個年度內，已遵守有關董事進行證券交易之行為守則。本公司會不時重申及提醒董事有關董事進行交易之相關程序、規例及要求，確保各董事遵守守則。

競爭權益

於二零一三年三月三十一日，據董事所知，董事（定義見創業板上市規則）概無於與本集團業務構成或可能構成競爭之業務中擁有權益。

董事資料變動披露

根據創業板上市規則第17.50A(1)條，須於本報告內披露董事資料變動。於二零一三年四月八日，李智華先生已辭任金山能源集團有限公司（一間於聯交所上市之公司）之獨立非執行董事兼提名委員會成員。

Report of the Directors

董事會報告

AUDIT COMMITTEE

The Audit Committee comprises all Independent Non-executive Directors, namely, Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng who was appointed by the Company on 26 July 2012. The members of the audit committee have reviewed the consolidated financial statements of the Group for the year ended 31 March 2013 and are of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements.

Four meetings were held by audit committee during the year.

AUDITORS

The consolidated financial statements have been audited by Baker Tilly Hong Kong Limited.

Baker Tilly Hong Kong Limited will retire and, being eligible, offer themselves for reappointment at the forthcoming AGM.

On behalf of the Board

Jingquan Yingzi

Chairman

Hong Kong, 8 October 2013

審核委員會

審核委員會包括全體獨立非執行董事蘇志汶先生、李智華先生及趙志正先生（於二零一二年七月二十六日由本公司委任）。審核委員會成員已審閱本集團截至二零一三年三月三十一日止年度之綜合財務報表，並認為該等報表已遵守適用會計準則、創業板上市規則及法律規定。

審核委員會於年內已舉行四次會議。

核數師

綜合財務報表已由天職香港會計師事務所有限公司審核。

天職香港會計師事務所有限公司將會退任，並合資格於即將舉行之股東週年大會上獲續聘。

代表董事會

井泉瑛孜

主席

香港，二零一三年十月八日



Corporate Governance Report

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions as set out in the Code as set out in Appendix 15 of the GEM Listing Rules. The principles adopted by the Company emphasis a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the year ended 31 March 2013, save and except for the following:

1. Following the resignation of Ms. Chan Mei Bo Mabel, the independent non-executive Director, a member of audit committee, a member of remuneration committee and a member of nomination committee of the Company, on 27 April 2012, the Company had only two independent non-executive Directors and two audit committee members, the number of which fell below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules until the Company appointed Mr. Zhao Zhizheng to fill in the vacancy on 26 July 2012;
2. Provision E.1.2 of the Code specifies that the chairman of the Board should attend the AGM. Ms. Jingquan Yingzi, the chairman of the Board has been heavily involved in the business operations of the Group. Despite her utmost intention to be present at the AGM of the Company held on 28 September 2012 (the "AGM 2012"), Ms. Jingquan was unable to attend the AGM 2012 due to other urgent business commitments of the Group. Mr. Wong Man Hung Patrick, an executive Director, has taken the chair; and
3. Provision A.1.3 of the Code requires of at least 14 days' notice should be given to all Directors for a regular Board meeting. For all other Board meetings, reasonable notice should be given. Due to the practical reasons, 14 days' advanced notifications have not been given to all meetings of the Board. Reasons have been given in the notifications in respect of those meetings of the Board where it is not practical to give 14 days' advanced notification. The Board will use its best endeavours to give 14 days' advanced notifications of Board meeting to the extent practicable.

企業管治常規守則

本公司之企業管治常規乃根據創業板上市規則附錄十五所載之守則所載之原則及守則條文制定。本公司所採納之原則著重一個高質素之董事會、對股東之透明度及問責性。董事會認為，本公司於截至二零一三年三月三十一日止年度已遵守守則，惟下文所述者除外：

1. 陳美寶女士於二零一二年四月二十七日辭任本公司之獨立非執行董事、審核委員會委員、薪酬委員會委員及提名委員會委員職位後，本公司僅有兩名獨立非執行董事及兩名審核委員會委員，其人數低於創業板上市規則第5.05(1)及5.28條有關最低人數的規定，惟本公司已於二零一二年七月二十六日委任趙志正先生填補職位空缺；
2. 守則條文第E.1.2條規定，董事會主席應出席股東週年大會。董事會主席井泉瑛孜女士一直深入參與本集團的業務運作。儘管井泉瑛孜女士極希望出席本公司於二零一二年九月二十八日舉行的股東週年大會（「二零一二年股東週年大會」），但彼最後由於本集團的其他緊急事務而未能抽身出席二零一二年股東週年大會。執行董事王文雄先生已出任二零一二年股東週年大會主席；及
3. 守則條文第A.1.3條規定，召開董事會定期會議應發出至少14天通知。至於召開其他所有董事會會議，應發出合理通知。基於實際原因，本公司並無就所有董事會會議發出14天事先通知。本公司已在有關董事會會議通知內說明基於實際原因未能給予14天事先通知之原因。董事會將在實際可行之情況下盡力就董事會會議給予14天事先通知。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS

For the year ended 31 March 2013, the Board consisted of nine directors, including five executive Directors, one non-executive Director and three independent non-executive Directors. Following the resignation of Ms. Chan Mei Bo Mabel on 27 April 2012, an independent non-executive director, a member of audit committee, a member of remuneration committee and a member of nomination committee of the Company, on 27 April 2012, the Company had only two independent non-executive Directors and two audit committee members, the number of which fell below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules until the Company appointed Mr. Zhao Zhizheng to fill in the vacancy on 26 July 2012.

The Board has a balance of skill and experience appropriate for the requirements of the business of the Company. The Director's biographical information is set out in the section headed "Biographical Details of Directors" of this report. There is no financial, business, family or other material or relevant relationships among the Directors.

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the roles of chairman and chief executive officer are separate and should not be performed by the same individual. As at 31 March 2013, the Chairman is Ms. Jingquan Yingzi and the Company has no appointment for the position of chief executive officer. The Chairman is responsible for overseeing all Board functions, while the role of chief executive officer is performed collectively by executive Directors, excluding Ms. Jingquan Yingzi, and senior management to oversee the day-to-day operations of the Group and implementing the strategies and policies approved by the Board.

The Board considers that under the current arrangement, the balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting operations of the Group. The Board will review the effectiveness of this arrangement from time to time and will consider appointing chief executive officer of the Company when it thinks appropriate.

NON-EXECUTIVE DIRECTOR

Under the Code Provision A.4.1, all non-executive Directors should be appointed for a specific term, subject to re-election. The non-executive Directors are appointed and are subject to retirement by rotation in accordance with the Bye-law of the Company.

董事會

截至二零一三年三月三十一日止年度前，董事會由九名董事組成，包括五名執行董事、一名非執行董事及三名獨立非執行董事。陳美寶女士於二零一二年四月二十七日辭任本公司之獨立非執行董事、審核委員會委員、薪酬委員會委員及提名委員會委員職位後，本公司僅有兩名獨立非執行董事及兩名審核委員會委員，其人數低於創業板上市規則第5.05(1)及5.28條有關最低人數的規定，直至本公司已於二零一二年七月二十六日委任趙志正先生填補職位空缺為止。

董事會具備本公司業務所需之合適技能及經驗。董事之履歷資料載於本報告「董事履歷詳情」部份。各董事之間概無任何財務、業務、家族或其他重大或相關關係。

主席及行政總裁

根據守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。截至二零一三年三月三十一日，主席為井泉瑛孜女士，而本公司並無委任行政總裁。主席負責監管董事會的所有運作，而行政總裁之角色則由執行董事（不包括井泉瑛孜女士）及高級管理層共同執行，以監督本集團每日運作及實行董事會所批准之策略及政策。

董事會認為根據現行安排，董事會（由富有經驗及極具才幹的人士組成）會定期開會商討有關影響本集團營運之事宜，故董事會之運作可確保權力及職權平衡。董事會將不時檢討此安排之有效性，並將於適當時候考慮委任本公司行政總裁。

非執行董事

根據守則條文A.4.1，所有非執行董事之委任應有指定任期並應接受重選。非執行董事須根據本公司之公司章程細則委任並須輪席告退。

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INDEPENDENT NON-EXECUTIVE DIRECTORS

The three independent non-executive Directors are persons of high caliber, with appropriate academic and professional qualifications in the field of accounting or law industry. The Company has received from each of independent non-executive Directors an annual confirmation of his or her independence, and the Company considers that these directors to be independent under Rule 5.09 of the GEM Listing Rules.

Mr. Sousa Richard Alvaro has been servicing more than 9 years in the Company, his further appointment shall be subject to a separate resolution to be approved by shareholders in forthcoming AGM, and the relevant resolution should also include the reasons why the Board believes he is still independent and should be re-elected in compliance with Code Provision A.4.3.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is primary responsible to ensure the Company achieves its objectives, approve the business strategies and review the performance of management.

All Directors, have contributed a wide variety of valuable knowledge, business experience and professionalism to the Board for its normal functioning.

All Directors have full access to all the information of the Company as well as the services and advice from the company secretary and management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Board reserves for its decision for all major issues relating to policy matters, internal control, strategies, budgets, risk management, material transactions, financial information, appointment of Directors and other significant operational issues of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management are delegated to the management.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

獨立非執行董事

三名獨立非執行董事均為極具才幹之人士，擁有會計領域或法律行業的適當學歷及專業資格。本公司已接獲每名獨立非執行董事有關其獨立身份之年度確認書。本公司認為，該等董事均屬創業板上市規則第5.09條項下之獨立人士。

蘇志汶先生已於本公司服務超過九年。彼之進一步委任將須待股東於即將舉行之股東週年大會上批准獨立決議案後，方可作實，且有關係案亦將載有董事會認為彼仍屬獨立人士及遵守守則條文第A.4.3條之規定將予重選之理由。

董事會及管理層之責任、職責及貢獻

董事會主要負責確保本公司達致其目標、批准業務策略及審閱管理層表現。

全體董事均為董事會之正常運作貢獻多種寶貴知識、業務經驗及專長。

全體董事均可全面地獲得本公司所有資料，以及要求公司秘書及管理層提供服務及意見。董事可按要求在適當情況下尋求獨立專業意見，從而履行彼等對本公司之職責，費用由本公司承擔。

董事會對所有重大事務具有決定權，當中涉及政策事務、內部監控、策略、預算、風險管理、重大交易、財務資料、委任董事及本公司其他重大營運事項。有關執行董事會決定、指導及協調日常營運及管理之責任乃轉授予管理層。

董事須向本公司披露彼等所擔任其他職務之詳情，而董事會定期審閱各董事在履行其對本公司之責任時所作出之貢獻。

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DIRECTORS' ATTENDANCE RECORD AT MEETINGS

The Board regularly meets in persons or through other electronic means of communication to review and determine the overall strategic direction and objectives and approve quarterly, interim and annual results, and other significant matters. Due notices of the meetings are given to all Directors to attend and include matters for discussion. Details of the attendance of each member of the Board at the meetings of the Board, its respective committees and the general meetings during the year ended 31 March 2013 are set out as follows:

董事之會議出席率記錄

董事會定期舉行面對面或透過其他電子溝通方式之會議，以審閱及釐定整體策略方向及目標以及審批季度、中期及年度業績及處理其他重要事宜。會議之正式通知會寄發予全體董事，其中載有將予討論之事宜。董事會各成員於截至二零一三年三月三十一日止年度內於董事會會議、其各自委員會及股東大會之出席率詳情載列如下：

Type of Meeting	會議類型	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
Name of Directors	董事姓名	attended/ eligible to attend	attended/ eligible to attend	attended/ eligible to attend	attended/ eligible to attend	attended/ eligible to attend
		已出席次數/ 有資格出席 之會議次數	已出席次數/ 有資格出席 之會議次數	已出席次數/ 有資格出席 之會議次數	已出席次數/ 有資格出席 之會議次數	已出席次數/ 有資格出席 之會議次數
Executive Directors	執行董事					
Ms. JINGQUAN Yingzi (<i>Chairman</i>)	井泉瑛孜女士 (<i>主席</i>)	15/18	N/A 不適用	N/A 不適用	0/1	0/2
Mr. WONG Man Hung Patrick	王文雄先生	16/18	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. SHAN Xiaochang	單曉昌先生	3/18	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. WU Zhongxin	吳中心先生	5/18	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. FENG Xiaoping (resigned 28 September 2012)	封小平先生 (於二零一二年九月二十八日辭任)	0/7	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Stephen William FROSTICK	Stephen William FROSTICK先生	10/18	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Non-Executive Director	非執行董事					
Professor LIU Guoshun	劉國順教授	1/18	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Independent Non-Executive Directors	獨立非執行董事					
Mr. SOUSA Richard Alvaro	蘇志汶先生	14/18	4/4	1/1	1/1	0/2
Mr. LEE Chi Hwa Joshua	李智華先生	15/18	4/4	1/1	1/1	0/2
Mr. Zhao Zhizheng (appointed on 27 July 2012)	趙志正先生 (於二零一二年七月二十七日獲委任)	2/17	2/3	0/1	N/A 不適用	0/1
Ms. Chan Mei Bo Mabel (resigned on 27 April 2012)	陳美寶女士 (於二零一二年四月二十七日辭任)	0/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

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DIRECTORS' ATTENDANCE RECORD AT MEETINGS

(Continued)

Code provision E.1.2 of the Code specifies that the chairman of the Board should attend the AGM. Ms. Jingquan Yingzi, the chairman of the Board had been heavily involved in the business operations of the Group and was unable to attend the AGM. Mr. Wong Man Hung Patrick, an executive Director, had taken the chair of the AGM 2012 thereat to be available to answer question to ensure effective communication with the shareholders of the Company.

Apart from regular Board meetings, the Chairman also held meeting with the Independent Non-executive Directors without the presence of executive Directors during the year.

Board minutes are kept by the Company Secretary and are open for inspection by the Directors.

DELEGATION BY THE BOARD

The Directors are aware of their individuals and collective responsibilities to the shareholders for the success and wellbeing of the Company. To strengthen the effectiveness of the management, the Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee corresponding aspects of the Company's affairs. All Board committees of the Company have defined written terms of reference.

AUDIT COMMITTEE

The Company had established an audit committee on 20 March 2001. In order to comply with the revised Code the terms of reference of the audit committee was revised on 29 March 2012. The formation of the audit committee with written terms of reference is in compliance with Rules 5.29 of the GEM Listing Rules. The primary duties of the audit committee are (a) to review the Group's annual reports, interim reports and quarterly reports; (b) to discuss and review with the auditors of the Company on the scope and findings of the audit; and (c) to supervise the financial reporting process and internal control procedures of the Group.

The audit committee comprises three members, namely, Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng. All of them are independent non-executive Directors. The chairman of the audit committee is Mr. Sousa Richard Alvaro. The Group's unaudited quarterly and interim results and audited annual results and consolidated financial statements during the year ended 31 March 2013 have been reviewed by the audit committee, which is of opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

董事之會議出席率記錄 (續)

守則條文E.1.2規定，董事會主席應出席股東週年大會。董事會主席井泉瑛孜女士因一直深入參與本集團的業務運作而未能抽身出席股東週年大會。本公司執行董事王文雄先生已出任二零一二年股東週年大會主席回答股東疑問，以確保與本公司股東之有效溝通。

除定期董事會會議外，主席亦於年內與獨立非執行董事舉行會議，而無執行董事出席。

董事會會議記錄由公司秘書存置，並可供董事查閱。

董事會權力之轉授

董事深知彼等須向股東個別及共同地承擔努力經營及令本公司取得成功之責任。為提升管理效率，董事會成立了三個委員會，分別為審核委員會、薪酬委員會及提名委員會，以監督本公司事務的有關範疇。本公司所有董事委員會均已訂明書面職權範圍。

審核委員會

本公司已於二零零一年三月二十日成立審核委員會。為遵守經修訂守則，審核委員會之職權範圍已於二零一二年三月二十九日獲修訂。本公司已遵守創業板上市規則第5.29條設立具書面職權範圍之審核委員會。審核委員會之主要職責為(a)審閱本集團之年報、中期報告及季度報告；(b)與本公司之核數師討論及檢討審核範圍及結果；及(c)監察本集團之財務申報程序及內部監控程序。

審核委員會由三名成員蘇志汶先生、李智華先生及趙志正先生組成，彼等均為獨立非執行董事。審核委員會主席為蘇志汶先生。本集團截至二零一三年三月三十一日止年度之未經審核季度及中期業績、經審核年度業績及綜合財務報表均已由審核委員會審閱，該委員會認為該等業績乃遵照適用會計準則及規定而編製，且已作出足夠披露。

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AUDIT COMMITTEE (Continued)

In view of the Alleged Non-compliance 2010, the audit committee has further reviewed the adequacy of resources deployed in compliance issues and the qualifications and experience of the Company's financial reporting team and their continue professional development.

The audit committee held four meetings during the Year. Details of the attendance of the audit committee meetings as prescribed aforesaid.

During the year under review, the audit committee had undertaken the following duties:

1. Reviewed and discussed the Company's financial information package for the year ended 31 March 2013 for approval;
2. Reviewed and discussed the Company's financial information package for the period ended 30 June 2012, 30 September 2012 and 31 December 2012 for approval;
3. Reviewed the quarterly, interim and annual financial statements prior to recommending them to the Board for approval;
4. Reviewed and discussed with the management and auditors of the Company the accounting policies and practices which may affect the Group and financial reporting matters;
5. Reviewed and discussed the appointment of the external auditor and make recommendations to the Board for approval and approved the remuneration and terms of engagement of the external auditor;
6. Reviewed the adequacy of resources, qualifications and experience of finance team of the Company and their training programmes and budget; and
7. Engaged an international accounting firm to conduct a review on the internal control system and assess the adequacy of relevant procedures.

審核委員會 (續)

就二零一零年指稱不遵從事宜而言，審核委員會已進一步審閱分配予合規事宜的資源是否充足及本公司財務申報團隊的資歷及經驗，以及彼等的持續專業發展。

審核委員會於本年度內舉行四次會議。審核委員會會議之出席率詳情載於上文。

於回顧年度，審核委員會已履行以下職責：

1. 審閱及討論截至二零一三年三月三十一日止年度本公司之財務資料包以供審批；
2. 審閱及討論截至二零一二年六月三十日、二零一二年九月三十日及二零一二年十二月三十一日止期間本公司之財務資料包以供審批；
3. 審閱季度、中期及年度財務報表，並向董事會推薦該等報表以供審批；
4. 與本公司管理層及核數師檢討及討論可能會影響本集團及財務申報事宜之會計政策及慣例；
5. 檢討及討論外聘核數師之委任，以及向董事會提供建議以供審批，並批准外聘核數師之酬金及委聘條款；
6. 審閱本公司的財務團隊的資源、資歷及經驗是否充足，以及彼等的培訓計劃及預算；及
7. 委聘一間國際會計師行審閱內部監控系統及評估有關程序的充足性。

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REMUNERATION COMMITTEE

The remuneration committee was established with specific written terms of reference in accordance with the relevant provisions of the GEM Listing Rules, and it is responsible for making recommendations to the Board on the Company's policy and structure in relation to remuneration of the Directors and senior management. It schedules to meet at least once a year to review and determine the remuneration packages of the executive Directors and senior management and to make recommendation to the Board of the remuneration of Non-executive Director. In determining and approving the remuneration of Directors and senior management, the remuneration committee will take into consideration of various factors such as market competitiveness, individual performance and profitability of the Company and with reference to the written term of reference pursuant to the Corporate Governance Code as set out in the requirements under rules 5.34 and 5.35 to the GEM Listing Rules.

During the year under review, the remuneration committee convened one meeting to review the remuneration policy and terms of services of the executive Directors for the year ended 31 March 2013.

NOMINATION COMMITTEE

The nomination committee was established by the Company on 29 March 2012 with written terms of reference in accordance with the relevant provisions of the GEM Listing Rules. Ms. Jingquan Yingzi was appointed as the chairman of the nomination committee and other members include Mr. Sousa Richard Alvaro, Mr. Lee Chi Hwa Joshua and Mr. Zhao Zhizheng who was nominated as the member of nomination committee on 26 July 2012 to replace Ms. Chan Mei Bo Mabel who resigned on 27 April 2012. The nomination committee has the authority and duties as set out in the nomination committee terms of reference.

During the year under review, the nomination committee has convened one meeting for the nomination of Mr. Zhao Zhizheng as an independent non-executive Director of for the year ended 31 March 2013. The nomination committee recommended and the Board approved the appointment of Mr. Zhao Zhizheng as an independent non-executive Director with effective from 26 July 2012.

薪酬委員會

本公司已成立薪酬委員會，並已根據創業板上市規則有關條文制定具體的書面職權範圍，其負責就董事及高級管理層之薪酬政策及架構向董事會提出建議。其計劃每年最少舉行一次會議以檢討及釐定執行董事及高級管理層之薪酬組合，以及向董事會建議非執行董事之酬金。在釐定及批准董事及高級管理層之薪酬時，薪酬委員會將考慮各方面因素，包括市場競爭力、個人表現及本公司之盈利能力等，並根據創業板上市規則第5.34及5.35條規定所載之企業管治守則，參考書面職權範圍而提出建議。

於回顧年度，薪酬委員會已召開一次會議，以檢討截至二零一三年三月三十一日止年度執行董事之薪酬政策及任期。

提名委員會

本公司已於二零一二年三月二十九日成立提名委員會，並已根據創業板上市規則有關條文制定書面職權範圍。井泉瑛孜女士獲委任為提名委員會主席，其他成員包括蘇志汶先生、李智華先生及趙志正先生，趙志正先生於二零一二年七月二十六日獲提名為提名委員會成員以代替於二零一二年四月二十七日辭任之陳美寶女士。提名委員會負有提名委員會職權範圍所載之職權及責任。

於回顧年度，提名委員會已召開一次會議，提名趙志正先生為截至二零一三年三月三十一日止年度獨立非執行董事。提名委員會推薦及董事會批准委任趙志正先生為獨立非執行董事，自二零一二年七月二十六日起生效。

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CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to Code Provision A.6.5 of GEM Listing Rules, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The company secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials, on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities. Up to the date of this report, except Mr. Shan Xiaochang, Mr. Feng Xiaoping who has resigned on 28 September 2012 and Ms. Chan Mei Bo Mabel who has resigned on 27 April 2012, all other directors have participated in continuous professional development by reading in-house training handbook, relevant materials or attending training seminar on the topics related to corporate governance and regulations as follows:

持續專業發展

根據創業板上市規則之守則條文第A.6.5條，全體董事應參與持續專業發展以發展及更新彼等之知識及技能。此乃為確保彼等持續向董事會作出知情及相關貢獻。公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供有關董事職務及職責之專業知識及監管規定的最新情況之書面資料。截至本報告日期，除單曉昌先生、於二零一二年九月二十八日辭任的封小平先生及於二零一二年四月二十七日辭任的陳美寶女士外，所有其他董事已透過閱讀內部培訓手冊、相關資料或出席有關企業管治及監管主題之培訓講座而參與持續專業發展，詳情如下：

Name of Directors	董事姓名	Reading materials/ In house briefing 閱讀資料／內部簡報	Attending Seminar(s) 出席講座
Executive Directors			
Ms. JINGQUAN Yingzi (<i>Chairman</i>)	井泉瑛孜女士 (主席)	✓	✓
Mr. WONG Man Hung Patrick	王文雄先生	✓	–
Mr. SHAN Xiaochang	單曉昌先生	–	–
Mr. WU Zhongxin	吳中心先生	✓	–
Mr. FENG Xiaoping (resigned on 28 September 2012)	封小平先生 (於二零一二年 九月二十八日辭任)	–	–
Mr. Stephen William FROSTICK	Stephen William FROSTICK 先生	✓	–
Non-Executive Director			
Professor LIU Guoshun	劉國順教授	✓	–
Independent Non-Executive Directors			
Mr. SOUSA Richard Alvaro	蘇志汶先生	✓	✓
Mr. LEE Chi Hwa Joshua	李智華先生	✓	✓
Mr. ZHAO Zhizheng (appointed on 27 July 2012)	趙志正先生 (於二零一二年 七月二十七日獲委任)	✓	–
Ms. CHAN Mei Bo Mabel (resigned on 27 April 2012)	陳美寶女士 (於二零一二年 四月二十七日辭任)	–	–

Corporate Governance Report

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT

(Continued)

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training or reading relevant materials in order to develop and refresh their knowledge and skills.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions by the Directors for the year ended 31 March 2013.

INTERNAL CONTROL

The Board is responsible for maintaining and reviewing the effectiveness of the internal control system of the Group. It has carried out an annual review of the existing implemented system and procedures, including control measures of financial, operational and legal compliance and risk management functions of the Group. During the year ended 31 March 2013, the Board has reviewed of the effectiveness of the Group's internal control system and considered that it is adequate and effective. In light of the Alleged Non-compliance 2010, the Board has also strengthened the internal control procedures, resources deployed and has appointed an independent accounting firm to review and assess the internal control system and procedures of the Group.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company.

持續專業發展 (續)

全體董事亦知悉持續專業發展之重要性，並承諾積極參與任何適合的培訓課程或閱覽相關資料，以擴充及更新彼等知識及技能。

董事進行證券交易之行為守則

於回顧期間內，本公司繼續採納董事進行證券交易之行為守則，其條款不遜於創業板上市規則第5.48至5.67條所載之交易之規定準則。經向全體董事作出具體查詢後，董事於截至二零一三年三月三十一日止年度一直遵守董事進行證券交易之有關行為守則。

內部監控

董事會負責維持及檢討本集團內部監控系統之有效性。董事會每年檢討現時所實施之系統及程序，包括有關本集團之財務、營運、法律合規及風險管理職能之監控措施。於截至二零一三年三月三十一日止年度，董事會已審閱本集團內部監控系統之有效性，並認為該系統屬充分及有效。鑑於二零一零年指稱不遵從事宜，董事會亦已加強內部監控程序、所調配之資源並已委聘獨立會計師行對本集團之內部監控系統及程序進行檢討及評估。

董事就財務報表之責任

董事知悉彼等就編製本集團財務報表所負之責任，並確保財務報表乃根據監管規定及適用之會計準則編製。董事亦確保準時刊發本集團之財務報表。董事確認，經作出一切合理查詢後，就彼等所知、所悉及所信，彼等並不知悉任何與可能會對本公司造成重大疑慮之事件或情況有關之重大不確定因素。

Corporate Governance Report

企業管治報告

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS *(Continued)*

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors Report.

AUDITORS' REMUNERATION

For the year ended 31 March 2013, the remuneration paid and payable to the auditors, in respect of the audit and non-audit services to the Group were approximately HK\$0.95 million (2012: HK\$1.3 million) and HK\$1.05 million (2012: 1.40 million) respectively.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The disclosure of the Group's information in a reasonable and time manner by the Board is to facilitate the shareholders as well as the investors to have better understanding in relation to the business performance, operations and strategies of the Group. Through our website which allow the Company's potential and existing investors as well as the public to assess and acquire the up-to-date company and financial information.

Information of the Company is disseminated to the shareholders, the investors and the public are as follows:

- Delivery of the annual, interim and quarterly reports;
- Publication of announcements on the annual, interim and quarterly results on the websites of the Stock Exchange and the Company's website, and issue of other announcements and notices, and shareholders' circulars in accordance with the continuing disclosure obligations under the GEM Listing Rules.

COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with Shareholders and management.

董事就財務報表之責任 *(續)*

本公司獨立核數師就彼等有關財務報表之申報責任之聲明載於獨立核數師報告。

核數師薪酬

於截至二零一三年三月三十一日止年度，就向本集團提供審核及非審核服務而已付及應付核數師之薪酬分別約為950,000港元（二零一二年：1,300,000港元）及1,050,000港元（二零一二年：1,400,000港元）。

與股東及投資者之溝通

董事會合理及及時披露本集團資料，目的在於幫助股東及投資者更好地了解本集團的業務表現、營運及策略。透過我們的網站，讓本公司之潛在及現有投資者以及公眾能了解及獲取最新的公司及財務資料。

本公司向股東、投資者及公眾分發以下本公司資料：

- 寄發年度、中期及季度報告；
- 根據創業板上市規則項下的持續披露責任，於聯交所及本公司網站發佈年度、中期及季度業績公告，及刊發其他公告及通知以及股東通函。

公司秘書

全體董事均可取得公司秘書之建議及服務。公司秘書向主席報告有關董事會管治事宜，並負責確保董事會程序得以遵循及促進董事之間溝通以及與股東及管理層之間溝通。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY (Continued)

Mr. LI Kwok Fat ("Mr. Li") was appointed as the Company Secretary on 5 October 2012 to fill the casual vacancy following the resignation of Mr. CHOW Kim Hang on the same date. Mr. Li joined the Company on 25 September 2012 as the Financial Controller. During the year, Mr. Li undertook over 15 hours of professional training pursuant to the GEM Listing Rules 5.15 to update his skills and knowledge.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

Pursuant to article 58 of the Articles of Association, extraordinary general meetings (the "EGM") of the Company shall be convened on the requisition of any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such shareholders shall have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and the EGM shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s), as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

A shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the principal place of business of the Company in Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

公司秘書 (續)

李國發先生(「李先生」)於二零一二年十月五日獲委任為公司秘書以填補周劍恒先生於同日辭任後之臨時空缺。李先生於二零一二年九月二十五日加入本公司擔任財務總監。於年內，李先生根據創業板上市規則第5.15條之規定進行超過15個小時之專業培訓以更新其技能及知識。

股東權利

召開股東特別大會

根據組織章程細則第58條，本公司之股東特別大會(「股東特別大會」)亦須應任何一名或多名股東之請求而召開，惟股東於遞交請求書之日須持有不少於本公司已繳足資本之十分之一(於本公司股東大會上具表決權者)。該等股東有權透過向董事會或本公司之公司秘書遞交請求書，要求董事會就處理請求書所述任何業務交易召開股東特別大會；而股東特別大會須於請求書遞交日期後兩個月內舉行。如董事會於請求書遞交日期起計二十一日內未有召開該大會，則該等請求者可按相同方式自行召開大會，而本公司須向請求者償付因董事會的不作為令請求者招致的所有合理開支。

於股東大會上提呈的建議

股東須將書面請求書，當中註明股東的股權資料，其聯繫方式和建議，及就彼擬提呈股東大會的任何指定交易／業務及其配套文件，交至本公司於香港之主要營業地點，並注明收件人為董事會或公司秘書。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Making Enquiry to the Board

Shareholders may send written enquiries or requests, either by post, by facsimiles or by email, together with his/her contact details, such as postal address, email or fax, addressing to the Board of the Company at the following address or facsimile number or via email:

Rooms 1120-26, 11/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong
Fax: (852) 3583-5683
Email: info@code-hk.com

All enquiries shall first be collected by the Company Secretary who shall report to the executive Directors periodically. The executive Directors shall review the enquiries and collect answers from relevant department. The executive Directors will reply the enquiries directly or authorise the Company Secretary to reply enquiries in writing.

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition or enquiry to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholder original duly signed written requisition or enquiry be disclosed as required by law.

Investor Relations

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (<http://www.code-hk.com>) has provided an effective communication platform to the public and the shareholders. During the review period, there had been no significant change in the Company's constitutional documents.

股東權利 (續)

向董事會提出查詢

股東可將書面查詢或要求(不論郵寄、傳真或電郵)連同其詳細聯絡資料(如郵寄地址、電郵或傳真)提交予本公司董事會,地址、傳真號碼或電郵如下:

香港灣仔港灣道30號新鴻基中心11樓1120-26室
傳真:(852) 3583-5683
電郵: info@code-hk.com

所有查詢將由公司秘書收集,而公司秘書將定期向執行董事報告。執行董事檢閱所有查詢,並由相關部門解答。執行董事將直接回覆查詢或授權公司秘書以書面形式回覆查詢。

為免生疑問,股東必須於遞交及發送正式簽署之書面要求或查詢之正本至上述地址,並提供彼等全名、聯絡詳情及身份,以令其生效。股東正式簽署之書面請求或查詢根據法律規定予以披露。

投資者關係

本公司相信,維持高透明度是提升投資者關係的關鍵,並致力保持向其股東及投資公眾人士公開及適時披露公司資料的政策。本公司透過其年度、中期及季度報告向其股東更新其最新業務發展和財務表現。本公司的公司網站(<http://www.code-hk.com>)已為公眾人士及股東提供一個有效的溝通平台。於回顧期間,本公司之章程文件並無重大變更。

Independent Auditor's Report

獨立核數師報告



BAKER TILLY
HONG KONG | 天職香港

To the shareholders of Code Agriculture (Holdings) Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Code Agriculture (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 56 to 219, which comprise the consolidated and company statements of financial position as at 31 March 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致科地農業控股有限公司股東

(於百慕達註冊成立之有限公司)

本核數師已完成審核第56至第219頁所載科地農業控股有限公司(「貴公司」)及其子公司(統稱「貴集團」)之綜合財務報表,其中包括於二零一三年三月三十一日之綜合及公司財務狀況表,以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明資料。

董事編製綜合財務報表之責任

貴公司董事須遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定,編製綜合財務報表,以令綜合財務報表作出真實公平的反映及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師之責任

本核數師之責任是根據審核工作之結果對此等綜合財務報表作出意見,並根據百慕達公司法第90條,僅向股東整體呈報,而別無其他目的。本核數師概不會就本報告之內容向任何其他人士負責或承擔責任。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY (Continued)

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Baker Tilly Hong Kong Limited
Certified Public Accountants

Andrew David Ross
Practising certificate number P01183

Hong Kong, 8 October 2013

核數師之責任 (續)

本核數師之審核工作按照香港會計師公會頒佈之香港審計準則進行。該等準則要求本核數師遵守操守規定以及計劃及進行審核以就綜合財務報表是否不存在重大錯誤陳述取得合理保證。

審核工作涉及執程序以取得與綜合財務報表所載金額及披露事項有關之審核憑證。選取之程序須視乎核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險。在作出該等風險評估時，核數師會考慮與實體編製並真實公平地呈列綜合財務報表有關之內部監控，以便按情況設計適當之審核程序，但並非為對實體之內部監控是否有效表達意見。審核工作亦包括評價董事所採用之會計政策是否恰當及所作會計估算是否合理，以及評價綜合財務報表之整體呈列方式。

本核數師相信，本核數師已取得充分恰當之審核憑證，為本核數師之審核意見提供基礎。

意見

本核數師認為，綜合財務報表根據香港財務報告準則足以真實公平地反映 貴公司及 貴集團於二零一三年三月三十一日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

天職香港會計師事務所有限公司
執業會計師

羅安狄
執業證書編號P01183

香港，二零一三年十月八日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

		Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Turnover	營業額	8	734,660	663,896
Cost of sales and services	銷售及服務成本		(500,549)	(434,513)
Gross profit	毛利		234,111	229,383
Other revenue	其他收入	9	23,904	20,435
Distribution costs	分銷成本		(127,217)	(78,538)
Administrative expenses	行政費用		(135,450)	(137,423)
(Loss)/Profit from operations	經營(虧損)/溢利		(4,652)	33,857
Other (losses)/gains	其他(虧損)/收益	10	(125,410)	99,984
Finance costs	融資成本	11	(22,914)	(21,361)
Share of results of associates	分佔聯營公司業績	23	(681)	611
Gain on disposal of subsidiaries	出售子公司之收益	40	-	1,760
Loss on deconsolidation of subsidiaries	終止作為子公司 綜合列賬之虧損	41	-	(2,779)
Impairment loss on goodwill	商譽減值虧損	20	(8,495)	-
Impairment losses on other intangible assets	其他無形資產減值虧損	21	(135,396)	(77,174)
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	12	(297,548)	34,898
Income tax credit	所得稅抵免	15	44,954	17,961
(Loss)/Profit for the year	年度(虧損)/溢利		(252,594)	52,859
(Loss)/Profit attributable to:	以下人士應佔(虧損)/ 溢利:			
Owners of the Company	本公司擁有人		(248,806)	50,463
Non-controlling interests	非控股權益		(3,788)	2,396
			(252,594)	52,859
(Loss)/Earnings per share	每股(虧損)/盈利		HK cents	HK cents
- Basic and Diluted	- 基本及攤薄	17	(9.17)	1.86

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Other comprehensive income for the year, including reclassification adjustments, net of tax:	除稅後年度其他全面收益 (包括重新分類調整):		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	(741)	30,352
Reclassification adjustments relating to foreign operations disposed of during the year	年內出售海外業務之重新分類調整	-	46
		(741)	30,398
Total comprehensive income for the year	年度全面收益總額	(253,335)	83,257
Total comprehensive income attributable to:	以下人士應佔全面收益總額:		
Owners of the Company	本公司擁有人	(249,503)	80,987
Non-controlling interests	非控股權益	(3,832)	2,270
		(253,335)	83,257

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2013 於二零一三年三月三十一日

			At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元	At 31 March 2012 於二零一二年 三月三十一日 HK\$'000 千港元 (Restated) (重列)	At 1 April 2011 於二零一一年 四月一日 HK\$'000 千港元 (Restated) (重列)
ASSETS AND LIABILITIES	資產及負債				
Non-current assets	非流動資產				
Property, plant and equipment	物業、機器及設備	18	71,746	83,516	92,217
Prepaid land lease payments	預付土地租賃款項	19	10,727	11,000	10,866
Goodwill	商譽	20	5,069	13,564	14,104
Other intangible assets	其他無形資產	21	173,463	374,733	500,796
Interests in associates	聯營公司權益	23	-	16,531	-
Deferred tax assets	遞延稅項資產	33	3,399	7,835	4,260
			264,404	507,179	622,243
Current assets	流動資產				
Inventories	存貨	24	106,899	67,910	64,745
Trade and bills receivables	應收賬款及應收票據	25	363,120	442,635	462,152
Prepayments, other receivables and deposits	預付款項、其他應收款項 及按金	26	310,192	245,942	138,057
Amounts due from customers for contracts works	應收客戶合約工程款項		-	-	5,992
Amounts due from related companies	應收關連公司款項	27	20,705	3,511	14,286
Financial assets at fair value through profit or loss	於損益賬按公平值處理之 金融資產		-	-	822
Pledged deposits	已抵押存款	28	181,237	260,222	231,372
Cash and cash equivalents	現金及現金等價物	28	11,313	160,755	47,491
			993,466	1,180,975	964,917
Assets held for sale	持作銷售資產	29	-	129,161	130,764
			993,466	1,310,136	1,095,681
Current liabilities	流動負債				
Trade and bills payables	應付賬款及應付票據	30	96,331	62,236	210,141
Other payables and accruals	其他應付款項及應計費用	31	50,688	67,458	56,461
Amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股東 款項	31	1,129	1,522	1,807
Amount due to a director	應付一名董事款項	31	5,541	5,186	6,013
Borrowings	借貸	32	502,811	747,004	407,111
Deferred income	遞延收入		-	-	583
Tax payable	應付稅項		2,143	3,963	3,357
			658,643	887,369	685,473
Net current assets	淨流動資產		334,823	422,767	410,208
Total assets less current liabilities	總資產減流動負債		599,227	929,946	1,032,451

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2013 於二零一三年三月三十一日

		Note 附註	At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元	At 31 March 2012 於二零一二年 三月三十一日 HK\$'000 千港元 (Restated) (重列)	At 1 April 2011 於二零一一年 四月一日 HK\$'000 千港元 (Restated) (重列)
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	33	36,120	94,341	117,565
Convertible bond	可換股債券	34	756,961	791,992	928,573
			793,081	886,333	1,046,138
Net (liabilities)/assets	淨(負債)/資產		(193,854)	43,613	(13,687)
EQUITY	權益				
Share capital	股本	35	27,138	27,138	27,138
Reserves	儲備	37	(222,782)	16,972	(68,582)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(195,644)	44,110	(41,444)
Non-controlling interests	非控股權益	38	1,790	(497)	27,757
(Capital deficiency)/Total equity	(股本虧絀)/總權益		(193,854)	43,613	(13,687)

The financial statements on pages 56 to 219 were approved by the Board of Directors of the Company on 8 October 2013 and were signed on its behalf.

第56至219頁之財務報表已由本公司董事會於二零一三年十月八日批准，並由下列人士代為簽署。

Jingquan Yingzi

井泉瑛孜

Director

董事

Wong Man Hung Patrick

王文雄

Director

董事

The notes on pages 67 to 219 form an integral part of these consolidated financial statements.

第67至219頁之附註組成此等綜合財務報表之一部份。

Statement of Financial Position

財務狀況表

As at 31 March 2013 於二零一三年三月三十一日

		Note 附註	At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元	At 31 March 2012 於二零一二年 三月三十一日 HK\$'000 千港元 (Restated) (重列)	At 1 April 2011 於二零一一年 四月一日 HK\$'000 千港元 (Restated) (重列)
ASSETS AND LIABILITIES	資產及負債				
Non-current asset	非流動資產				
Investments in subsidiaries	子公司投資	22	-	-	-
Current assets	流動資產				
Prepayments, other receivables and deposits	預付款項、其他應收款項 及按金	26	1,093	1,124	1,374
Amounts due from subsidiaries	應收子公司款項	22	822,612	822,588	892,102
Cash and cash equivalents	現金及現金等價物	28	1,304	115	7,343
			825,009	823,827	900,819
Current liabilities	流動負債				
Other payables and accruals	其他應付款項及應計費用	31	4,548	2,560	908
Amounts due to subsidiaries	應付子公司款項	22	178,251	-	-
Amount due to a director	應付一名董事款項		-	-	5,000
			182,799	2,560	5,908
Net current assets	淨流動資產		642,210	821,267	894,911
Total assets less current liabilities	總資產減流動負債		642,210	821,267	894,911

Statement of Financial Position

財務狀況表

As at 31 March 2013 於二零一三年三月三十一日

		Note 附註	At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元	At 31 March 2012 於二零一二年 三月三十一日 HK\$'000 千港元 (Restated) (重列)	At 1 April 2011 於二零一一年 四月一日 HK\$'000 千港元 (Restated) (重列)
Non-current liability	非流動負債				
Convertible bond	可換股債券	34	756,961	791,992	928,573
Net (liabilities)/Net assets	淨(負債)/淨資產		(114,751)	29,275	(33,662)
EQUITY	權益				
Share capital	股本	35	27,138	27,138	27,138
Reserves	儲備	37	(141,889)	2,137	(60,800)
(Capital deficiency)/Total equity	(股本虧絀)/總權益		(114,751)	29,275	(33,662)

The financial statements on pages 56 to 219 were approved by the Board of Directors of the Company on 8 October 2013 and were signed on its behalf.

第56至219頁之財務報表已由本公司董事會於二零一三年十月八日批准，並由下列人士代為簽署。

Jingquan Yingzi

井泉瑛孜

Director

董事

The notes on pages 67 to 219 form an integral part of these consolidated financial statements.

Wong Man Hung Patrick

王文雄

Director

董事

第67至219頁之附註組成此等綜合財務報表之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Accumulated losses	Merger reserve	Statutory reserve	Share option reserve	Exchange reserve	Convertible bond reserve	Sub-total	Non-controlling interests	Total
		股本	股份溢價	累計虧損	合併儲備	法定儲備	購股權儲備	匯兌儲備	債券儲備	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note a) (附註a)	(note b) (附註b)						
At 1 April 2011, as previously reported	於二零一一年四月一日，如先前呈報	27,138	1,056,184	(861,808)	(197)	26,062	9,774	20,772	427,825	705,750	27,757	733,507
Correction of prior years' errors with respect to:	就下列作出過往年度誤差修正：											
Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination in 2010 (note 4(a))	對於二零一零年完成的業務合併中所收購資產及所承擔負債的初步確認及其後計量(附註4(a))	-	-	(333,393)	-	(16,097)	-	30,121	(427,825)	(747,194)	-	(747,194)
Timing of recognising share option expenses (note 4(b))	確認購股權開支之時間(附註4(b))	-	-	5,875	-	-	(5,875)	-	-	-	-	-
At 1 April 2011, as restated	於二零一一年四月一日，重列	27,138	1,056,184	(1,189,326)	(197)	9,965	3,899	50,893	-	(41,444)	27,757	(13,687)
Profit for the year (as restated)	年度溢利(重列)	-	-	50,463	-	-	-	-	-	50,463	2,396	52,859
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	-	-	30,524	-	30,524	(126)	30,398
Total comprehensive income for the year	年度全面收益總額	-	-	50,463	-	-	-	30,524	-	80,987	2,270	83,257
Share option scheme (note 36)	購股權計劃(附註36)											
- Value of services	- 服務價值	-	-	-	-	-	4,567	-	-	4,567	-	4,567
- Forfeited during the year	- 年內沒收	-	-	412	-	-	(412)	-	-	-	-	-
Released on disposal of subsidiaries (note 40)	於出售子公司時解除(附註40)	-	-	-	-	-	-	-	-	-	(9,478)	(9,478)
Released on deconsolidation of subsidiaries (note 41)	於終止作為子公司綜合列賬時解除(附註41)	-	-	-	-	-	-	-	-	-	(21,046)	(21,046)
Transfer to reserve	轉撥至儲備	-	-	(6,952)	-	6,952	-	-	-	-	-	-
At 31 March 2012, as restated	於二零一二年三月三十一日，重列	27,138	1,056,184*	(1,145,403)*	(197)*	16,917*	8,054*	81,417*	-	44,110	(497)	43,613
At 31 March 2012, as previously reported	於二零一二年三月三十一日，如先前呈報											
Correction of prior years' errors with respect to:	就下列作出過往年度誤差修正：											
Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination in 2010 (note 4(a))	對於二零一零年完成的業務合併中所收購資產及所承擔負債的初步確認及其後計量(附註4(a))	27,138	1,056,184	(903,138)	(197)	33,014	9,499	36,433	427,825	686,758	(497)	686,261
Timing of recognising share option expenses (note 4 (b))	確認購股權開支之時間(附註4 (b))	-	-	(243,710)	-	(16,097)	-	44,984	(427,825)	(642,648)	-	(642,648)
At 31 March 2012, as restated	於二零一二年三月三十一日，重列	27,138	1,056,184	(1,145,403)	(197)	16,917	8,054	81,417	-	44,110	(497)	43,613
Loss for the year	年度虧損	-	-	(248,806)	-	-	-	-	-	(248,806)	(3,788)	(252,594)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	-	-	(697)	-	(697)	(44)	(741)
Total comprehensive income for the year	年度全面收益總額	-	-	(248,806)	-	-	-	(697)	-	(249,503)	(3,832)	(253,335)
Share option scheme (note 36)	購股權計劃(附註36)											
- Value of services	- 服務價值	-	-	-	-	-	9,749	-	-	9,749	-	9,749
- Forfeited during the year	- 年內沒收	-	-	279	-	-	(279)	-	-	-	-	-
Acquisition of a subsidiary (note 39)	收購一間子公司(附註39)	-	-	-	-	-	-	-	-	-	6,119	6,119
Transfer to reserve	轉撥至儲備	-	-	(7,430)	-	7,430	-	-	-	-	-	-
At 31 March 2013	於二零一三年三月三十一日	27,138	1,056,184*	(1,401,360)*	(197)*	24,347*	17,524*	80,720*	-	(195,644)	1,790	(193,854)

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

Notes

附註

- * These reserve accounts comprise the consolidated reserves of -HK\$222,782,000 (2012: HK\$16,972,000) in the consolidated statement of financial position.
- * 該等儲備賬包括綜合財務狀況表內之綜合儲備-222,782,000港元(二零一二年: 16,972,000港元)。
- (a) The merger reserve of the Group represents the difference between the nominal value of the share capital of a subsidiary acquired and the nominal value of the shares issued by the Company in exchange thereof pursuant to the Group reorganisation on 20 March 2001 as set out in the prospectus of the Company dated 26 March 2001.
- (a) 本集團之合併儲備指所收購子公司之股本面值與本公司為換股而根據本公司於二零零一年三月二十六日刊發之售股章程所載本集團於二零零一年三月二十日之重組所發行之股份面值之差額。
- (b) In accordance with relevant regulations prevailing in the People's Republic of China (the "PRC"), the certain subsidiaries of the Company, established in the PRC, are required to appropriate no less than 10% of their net profits to the statutory reserves, until the respective balances of the fund reach 50% of the respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, these statutory reserves may be used to offset respective accumulated losses or for capitalisation as paid-up capital of the subsidiaries.
- (b) 按照中華人民共和國(「中國」)之現行相關規例,本公司於中國成立之若干子公司須將彼等純利之不少於10%撥入法定儲備,直至該項基金之各結餘達至該等公司各自註冊資本之50%。根據相關中國規例所載之若干限制,該等法定儲備可用作抵銷各自之累計虧損或資本化為該等子公司之繳足股本。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Cash flows from operating activities			
(Loss)/Profit before income tax		(297,548)	34,898
Adjustments for:	就下列各項調整：		
Finance costs	融資成本 11	22,914	21,361
Interest income	利息收入 9	(7,047)	(7,272)
Dividend income	股息收入 9	-	(32)
Share of results of associates	分佔聯營公司業績 23	681	(611)
Gain on bargain purchase	議價收購收益 10, 39	(8)	-
Gain on disposal of assets held for sale	出售持作出售資產之收益 10	(35,469)	-
Loss on disposal of interests in associates	出售聯營公司權益之虧損 10, 42	1,504	-
Gain on disposal of subsidiaries	出售子公司之收益 40	-	(1,760)
Loss on deconsolidation of subsidiaries	終止作為子公司綜合列賬之虧損 41	-	2,779
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	342	19
Change in fair value of financial assets designated at fair value through profit or loss	指定為於損益賬按公平值處理之金融資產之公平值變動 10	(3)	22
Waiver of interest expenses on convertible bond	免除可換股債券之利息開支 9	(9,295)	(10,730)
Waiver of other payables	免除其他應付款項 9	(6,466)	-
Expenses recognised in respect of equity-settled share-based payments	就以權益結算並以股份為支付基準款項確認之開支	9,749	4,567
Depreciation and amortisation	折舊及攤銷 12	74,884	74,091
Write-off of property, plant and equipment	物業、機器及設備撇銷 12	1,956	-
Impairment loss on assets held for sale	持作銷售資產之減值虧損 10, 12	-	4,149
Impairment loss on other receivables	其他應收款項減值虧損 10, 12	5,000	20,000
Loss on redemption of convertible bond	贖回可換股債券之虧損 10	44,570	-
Change in fair value of convertible bond	可換股債券之公平值變動 10	106,487	(125,851)
Impairment loss on goodwill	商譽減值虧損 12	8,495	-
Impairment losses on other intangible assets	其他無形資產減值虧損 12	135,396	77,174
Impairment losses on property, plant and equipment	物業、機器及設備減值虧損 10, 12	3,329	1,696
Operating profit before working capital changes	營運資金變動前之經營溢利	59,471	94,500

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Increase in inventories	存貨增加	(38,907)	(12,126)
Decrease/(increase) in trade and bills receivables	應收賬款及應收票據 減少／(增加)	81,017	(73,488)
Increase in prepayments, other receivables and deposits	預付款項、其他應收款項 及按金增加	(56,827)	(183,624)
Increase in amounts due from customers for contracts works	應收客戶合約工程款項 增加	-	(17,004)
(Increase)/decrease in amounts due from related companies	應收關連公司款項(增加) ／減少	(17,194)	10,775
Decrease/(increase) in amounts due from associates	應收聯營公司款項減少／ (增加)	7,048	(7,048)
Increase/(decrease) in trade and bills payables	應付賬款及應付票據 增加／(減少)	38,806	(114,154)
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用 (減少)／增加	(29,676)	119,838
Decrease in amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股 東款項減少	(393)	(23,267)
Increase/(decrease) in amount due to a director	應付一名董事款項增加／ (減少)	355	(827)
Net cash generated from/(used in) operations	營運所產生／(所用)現金 淨額	43,700	(206,425)
Interest received	已收利息	7,047	7,272
Interest paid	已付利息	(22,914)	(21,361)
Income taxes paid	已付所得稅	(10,717)	(10,950)
Net cash generated from/(used in) operating activities	經營活動所產生／(所用) 現金淨額	17,116	(231,464)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Cash flows from investing activities			
Purchases of property, plant and equipment		(2,506)	(3,863)
Proceeds from disposal of property, plant and equipment		59	207
Net cash outflow for acquisition of a subsidiary	39	(6,233)	–
Net cash inflow from disposal of interests in associates	42	7,407	–
Net cash inflow from disposal of subsidiaries	40	–	2,813
Net cash inflow from deconsolidation of subsidiaries	41	–	9,845
Dividends received from financial assets designated at fair value through profit or loss	9	–	32
Purchases of financial assets		(1,852)	(14,633)
Proceeds from disposal of financial assets		1,855	15,433
Decrease/(increase) in pledged deposits		78,985	(28,850)
Net cash generated from/(used in) investing activities		77,715	(19,016)
Cash flows from financing activity			
Net borrowings (repaid)/raised		(244,193)	354,440
Net cash (used in)/generated from financing activity		(244,193)	354,440
Net (decrease)/increase in cash and cash equivalents		(149,362)	103,960
Cash and cash equivalents at beginning of the year		160,755	47,491
Effects of exchange rate changes, net		(80)	9,304
Cash and cash equivalents at end of the year		11,313	160,755
Analysis of the balances of cash and cash equivalents			
Cash at banks and in hand		11,313	160,755

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

1. GENERAL INFORMATION

Code Agriculture (Holdings) Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office address of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is Rooms 1120-26, 11th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong.

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 22 to the financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter. Except for the acquisition of Henan Baorong Biological Technology Company Limited on 31 October 2012, which is detailed in note 39 to the financial statements, there were no significant changes in the nature of the Group’s operations during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

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

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new/amended HKFRSs and impact on the Group’s consolidated financial statements, if any, are disclosed in note 3.

1. 一般資料

科地農業控股有限公司（「本公司」）為於百慕達註冊成立之獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，及本公司之主要營業地點為香港灣仔港灣道30號新鴻基中心11樓1120-26室。

本公司之主要業務活動為投資控股。有關子公司之主要業務活動詳情載於財務報表附註22。本公司及其子公司於其後統稱為「本集團」。除財務報表附註39所詳述之於二零一二年十月三十一日收購河南寶融生物科技有限公司之外，年內本集團之營運性質並無重大變動。

2. 主要會計政策概要

2.1 編製基準

綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，其包括所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公司條例之規定而編製。此外，綜合財務報表包括聯交所創業板證券上市規則（「創業板上市規則」）規定之適用披露事項。

編製此等財務報表時所採用之主要會計政策概述如下。除另有指明外，此等政策在所有呈列年度內貫徹應用。採納新訂／經修訂香港財務報告準則及對本集團綜合財務報表之影響（如有）於附註3披露。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments which are measured at their fair values as explained in the accounting policies set out below. Assets held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 2.10.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date of acquisition or up to the date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

2. 主要會計政策概要 (續)

2.1 編製基準 (續)

綜合財務報表按歷史成本基準編製，惟下文所載會計政策所述之若干按公平值計量之金融工具除外。持作銷售之資產乃按彼等之賬面值與公平值減銷售成本之較低者入賬，進一步詳情載於附註2.10。

務請注意編製綜合財務報表時曾運用會計估計及假設。儘管此等估計乃按管理層對現行事件及行動之最佳理解及判斷而作出，惟實際結果最終可能有別於該等估計。涉及高度判斷或複雜程度的範圍，或假設及估計對財務報表而言屬重大的範圍，在附註5內披露。

2.2 業務合併及綜合賬目基準

綜合財務報表包括本公司及其子公司之財務報表。公司間之交易及集團內公司間之結餘連同未變現溢利均於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，惟倘交易顯示所轉讓資產具減值憑證除外，於該情況下，虧損於損益賬確認。

年內購入或出售子公司之業績自收購日期起或截至出售日期止（視適用情況而定）計入綜合全面收益表。如有需要，將對子公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所應用者一致。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

2. 主要會計政策概要 (續)

2.2 業務合併及綜合賬目基準 (續)

收購子公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日之公平值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益賬確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計量非控股權益（代表現時於該子公司之擁有權權益）。除非香港財務報告準則另有規定計量標準，否則所有其他非控股權益乃按公平值計量。所產生之收購相關成本列作開支，惟倘因發行股本工具而產生則除外，於此情況下有關成本會自權益扣除。

收購方將予轉讓之任何或然代價按收購當日之公平值確認。其後對代價之調整僅於調整源自於計量期（最長為收購日期起計12個月）內所取得有關於收購日期之公平值之新資料時方於商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益賬確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Business combination and basis of consolidation (Continued)

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests have a deficit balance.

2. 主要會計政策概要 (續)

2.2 業務合併及綜合賬目基準 (續)

本集團於子公司權益之變動如不導致失去控制權，入賬列為權益交易。本集團權益及非控股權益之賬面值均予以調整，以反映其各自於子公司之相對權益之變動。非控股權益之調整金額與所付或所收代價公平值之任何差額，直接於權益確認，並歸屬於本公司擁有人。

當本集團失去子公司控制權時，出售損益為以下兩者之差額：(i)已收代價之公平值與任何保留權益之公平值之總額；與(ii)該子公司之資產（包括商譽）及負債與任何非控股權益之過往賬面值。以往與該子公司有關，於其他全面收益確認之金額，按出售相關資產或負債時所規定之相同方式入賬。

收購後，非控股權益（代表現時於該子公司之擁有權權益）賬面值為初步確認時該等權益之金額，另加非控股權益應佔之其後權益變動。即使全面收益總額歸屬於非控股權益後會出現虧絀結餘，仍須按此方式入賬。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries

Subsidiaries are entities over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

2.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture.

In consolidated financial statements, investment in associate is initially recognised at cost and subsequently accounted for using equity method. Under the equity method, the Group's interest in associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Profit or loss for the period includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on the investment in associate recognised for the period.

2. 主要會計政策概要 (續)

2.3 子公司

子公司指本公司能夠對其行使控制權之實體。控制權於本公司有權直接或間接監管一間實體之財務及經營政策以便從其業務活動中獲取利益時取得。於評估控制權時，會考慮目前可行使之潛在投票權。

於本公司之財務狀況表中，於子公司之投資乃按成本減減值虧損（如有）入賬。子公司之業績乃由本公司按已收及應收股息之基準列賬。

2.4 聯營公司

聯營公司指並非子公司或於合營企業之投資，而本集團對其有重大影響（一般擁有附帶20%至50%投票權之股權）之實體。

在綜合財務報表中，於聯營公司之投資初步按成本確認，其後採用權益法入賬。按照權益法，本集團於聯營公司之權益按成本列賬，並就本集團應佔聯營公司之資產淨值收購後變動減任何已識別減值虧損作出調整，惟分類為持作銷售（或包括在分類為持作銷售之出售組別中）則除外。期內損益包括本集團年內應佔聯營公司之收購後及稅後業績，包括期內已確認於聯營公司之投資之減值虧損。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Associates (Continued)

In the Company's statement of financial position, the investments in associates are stated at cost less provision for impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividend received and receivable.

2.5 Foreign currencies

The financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss.

2. 主要會計政策概要 (續)

2.4 聯營公司 (續)

在本公司財務狀況表中，於聯營公司的投資以成本值扣除減值虧損撥備（若有）列賬。聯營公司之業績由本公司按已收及應收股息為基準列賬。

2.5 外幣

財務報表以港元（「港元」）呈報，即本公司之功能貨幣。

於綜合入賬實體中各自之財務報表，外幣交易按交易日適用匯率換算為個別實體之功能貨幣入賬。於報告日期，以外幣計值之貨幣資產及負債按該日之適用外匯匯率換算。因結算該等交易及於報告日期重新換算貨幣資產及負債而產生之外匯收益或虧損於損益賬確認。

按公平值以外幣計量之非貨幣項目乃按釐定公平值當日之適用匯率重新換算，並呈報為公平值收益或虧損之其中部份。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the reporting date. Income and expenses have been converted into the Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in foreign exchange reserve.

Other exchange differences arising from the translation of the net investment in foreign entities are recognised in other comprehensive income and accumulated in equity as exchange reserve. On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

2. 主要會計政策概要 (續)

2.5 外幣 (續)

按歷史成本以外幣計量之非貨幣項目不可重新換算。於綜合財務報表中，所有原先並非以本集團呈報貨幣呈報之各份海外業務財務報表現已換算為港元。資產與負債按報告日期之收市匯率換算為港元。收入及開支已按交易當日之適用匯率或按報告期間之平均匯率換算為港元，惟以匯率波動不大為限。因此而產生之任何匯兌差額，在其他全面收益中確認，並另行於權益之匯兌儲備中累計。

於二零零五年一月一日或之後因收購海外業務產生之已收購可識別資產之商譽及公平值調整已作為該海外業務之資產及負債處理，並按報告期末之現行匯率進行換算。所產生之匯兌差額乃於匯兌儲備確認。

換算海外實體投資淨額而產生之其他匯兌差額於其他全面收益確認，並於權益項下之匯兌儲備累計。當出售海外業務時，於截至出售日期與該業務有關之匯兌儲備內確認之累計匯兌差額會重新分類至損益賬列作部份出售溢利或虧損。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss as a gain on bargain purchase on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment at the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

2. 主要會計政策概要 (續)

2.6 商譽

商譽首先按成本確認，而成本是指所轉讓代價及就非控股權益確認的數額之總和超出所收購可識別資產、負債及或然負債公平值之部份。

倘可識別資產、負債及或然負債之公平值超出已付代價之公平值，則超出部份於收購日期於損益中經重估後確認為議價購買之收益。

商譽按成本減去減值虧損計量。就測試有否減值而言，因收購而產生之商譽乃分配至預計可從收購之協同效益受惠之各有關現金產生單位（「現金產生單位」）。獲分配商譽之現金產生單位每年及每當有跡象顯示該單位可能出現減值時，會測試其有否減值。

就於某一財政年度進行收購所產生之商譽而言，已獲分配商譽之現金產生單位會於該財政年度完結時進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值時，會分配有關減值虧損以首先減低分配予該單位之任何商譽之賬面值，其後根據該單位各資產之賬面值按比例地減低分配予該單位之其他資產。商譽之任何減值虧損於損益確認及不會在其後期間撥回。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sales, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets held for sale”. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use.

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

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	3%-10%
Leasehold improvements	10% or lease term, whichever is the shorter
Plant and machinery	10%-20%
Furniture, fixtures and equipment	20%
Motor vehicles	10%-20%

2. 主要會計政策概要 (續)

2.7 物業、機器及設備

物業、機器及設備按成本減累計折舊及任何減值虧損列賬。誠如「持作銷售之非流動資產」之會計政策所進一步詳述，倘物業、機器及設備項目被分類為持作銷售，其不會進行折舊並按香港財務報告準則第5號列賬。資產成本包括其購買價及將該資產達至其擬定用途之運作條件及位置之任何直接費用。

僅當與該項目有關之未來經濟利益可能流入本集團且該項目之成本可可靠計量時，其後成本才會計入資產之賬面值或確認為單獨資產（如適用）。替代部份之賬面值會取消確認。所有其他維修及保養乃於產生時計入財務期間之收益表內。

折舊乃以下列年率，於估計可使用年期以直線法計提撥備，以撇銷成本減其剩餘價值：

樓宇	3%-10%
租賃物業裝修	10%或按租賃期計，以較短年期者為準
廠房及機器	10%-20%
傢俬、裝置及設備	20%
汽車	10%-20%

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment (Continued)

The assets' residual values, depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.8 Intangible assets (other than goodwill)

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. The amortisation expense is recognised in profit or loss and included in administrative expenses.

Customer relationships	5 years
Club membership	29.5 years
Distribution network	10 years
Technologies	5 years
Non-competition agreements	5 years
License with definite useful lives	4.75 years

2. 主要會計政策概要 (續)

2.7 物業、機器及設備 (續)

資產之剩餘價值、折舊方法及估計可使用年期於各報告日期檢討，在適當情況會作出調整。

物業、機器及設備項目於出售或當預期持續使用該資產不會帶來未來經濟利益時取消確認。出售或廢棄物業、機器及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值間的差額釐定，並於損益賬確認。

2.8 無形資產 (商譽除外)

單獨收購之無形資產初步按成本確認。業務合併過程中所收購之無形資產之成本為收購日期之公平值。其後，有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷乃於其可使用年期按直線基準計提撥備如下。攤銷開支於損益賬確認並計入行政費用。

客戶關係	5年
會所會籍	29.5年
分銷網絡	10年
技術	5年
不競爭協議	5年
有限可使用年期之執照	4.75年

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets (other than goodwill) (Continued)

Tradename, patents and license rights with indefinite useful lives are carried at cost less any accumulated impairment losses.

Tradename acquired in a business combination is recognised at fair value at the acquisition date. The fair value is based on the discounted estimated royalty payments that are expected to be avoided as a result of the tradename being owned. The tradename arising from the acquisition of Jiangsu Kedi Group have indefinite useful lives and are carried at cost less accumulated impairment losses. Tradename is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment.

Patents and license rights are measured initially at fair value upon business combination and are assessed to have indefinite useful lives. No amortisation is charged to profit or loss. Useful lives are reviewed during each reporting period to determine whether events and circumstances continue to support an indefinite useful life assessment. If they do not, the change in the useful life assessment from indefinite to finite is accounted for as a change in an accounting estimate.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in the profit or loss when the intangible asset is derecognised.

2. 主要會計政策概要 (續)

2.8 無形資產 (商譽除外) (續)

具無限可使用年期之商標、專利及許可權乃按成本減任何累計減值虧損列賬。

於業務合併過程中所收購之商標乃於收購日期按公平值確認。公平值乃以預期因擁有商標名稱而可免去繳付之專利費之折現估算額計算。從收購江蘇科地集團所得之商標名稱擁有無限可使用年期，按成本減累計減值虧損列賬。商標名稱每年檢視，以釐定事件及情況是否繼續支持評定為無限使用年期。

專利及許可權於業務合併時初步按公平值計量，並評估為擁有無限可使用年期。概無攤銷於損益賬扣除。可使用年期於各報告期內檢討，以釐定有關事件及情況是否繼續支持無限可使用年期評估。否則，可使用年期評估由無限改為有限乃列作於會計估計之變動。

於取消確認無形資產時所產生之收益及虧損乃以該無形資產出售所得款項淨額與賬面值之差額計量，並在取消確認該無形資產時於損益賬確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments

(i) Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries and associates are set out below. The Group's financial assets are classified into loans and receivables and financial assets designated at fair value through profit or loss. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

A financial asset is recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

2. 主要會計政策概要 (續)

2.9 金融工具

(i) 金融資產

本集團金融資產(除於子公司及聯營公司之投資外)之會計政策載列如下。本集團金融資產分為貸款及應收款項以及於損益賬按公平值處理之指定金融資產。管理層於初步確認時根據收購金融資產之目的釐定其金融資產之分類, 及(倘允許及適用)於各報告日期重新評估該分類。

金融資產僅於本集團成為工具合約條文之訂約方後, 方可確認。日常購置之金融資產於交易日確認。金融資產初步確認時, 乃按公平值計量, 倘投資並非按公平值於損益賬計算, 則加直接應佔交易成本計量。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(i) Financial assets (Continued)

Financial assets at fair value through profit or loss

A financial asset is classified as held for trading if it is acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, a financial asset designated at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's accounting policies in note 2.14.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(i) 金融資產 (續)

於損益賬按公平值處理之金融資產

倘金融資產旨在於不久將來出售而購入，則其分類為持作買賣。衍生工具（包括獨立嵌入式衍生工具）亦分類為持作買賣，除非其指定為實際對沖工具。

初步確認後，於損益賬按公平值處理之指定金融資產乃按公平值計量，而公平值變動於出現期間於損益確認。公平值乃參考活躍市場交易或採用估值技術（如無活躍市場）釐定。公平值收益或虧損不包括該等金融資產所賺取之任何股息或利息。股息及利息收入乃根據附註2.14所述之本集團會計政策確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(i) Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are subsequently measured at amortised cost using effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost. Gain and losses recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment and impairment is recognised based on the classification of the financial asset.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(i) 金融資產 (續)

貸款及應收款項

貸款及應收款項為固定或可確定付款金額及並非於活躍市場報價之非衍生金融資產。彼等其後採用實際利率法按攤銷成本減任何減值虧損計算。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本組成部份之各項費用。有關盈虧當貸款及應收款項被終止確認或減值時於損益賬確認，亦透過攤銷確認。

金融資產之減值

於各呈報日，除於損益賬按公平值處理者外，所有金融資產均需進行檢討，以釐定是否出現任何客觀之減值憑證，且減值乃基於金融資產之分類確認。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(i) Financial assets (Continued)

Impairment of financial assets (Continued)

Objective evidence of impairment of an individual financial asset includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtors;
- A breach of contract, such as a default of delinquency in interest for principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtors; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(i) 金融資產 (續)

金融資產之減值 (續)

個別金融資產減值之客觀憑證，包括本集團注意到以下一項或多項虧損事項之顯著數據：

- 債務人出現重大財政困難；
- 違反合約，如拖欠本金利息；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公平值大幅或長期下跌至低於其成本值。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(i) Financial assets (Continued)

Impairment of financial assets (Continued)

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group, and the failure to renegotiate the repayment terms of loans and receivables that would otherwise be past due or impaired.

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of loss is recognised in profit or loss of the year in which the impairment occurs.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(i) 金融資產 (續)

金融資產之減值 (續)

一組金融資產出現之虧損事項顯示該組金融資產之估計未來現金流量出現可計量之減少的顯著數據。該可顯著數據包括但不限於組別內債務人之還款狀況，以及與組別內資產拖欠情況有關之國家或地方經濟狀況，以及未能重新磋商以其他方式逾期或減值之貸款及應收款項之償還條款。

按攤銷成本列賬之金融資產

倘有客觀證據顯示按攤銷成本列賬之貸款及應收款項出現減值虧損，則減值虧損按該資產賬面值與以其原實際利率（即首次確認時計算之實際利率）折算之估計未來現金流量（不包括尚未產生之未來信貸虧損）現值之差額計算。虧損金額於減值發生年度於損益賬確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

- (i) Financial assets (Continued)
Financial assets carried at amortised cost (Continued)

If, in subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the year in which the reversal occurs.

Financial assets other than financial assets designated at fair value through profit or loss and loans and receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of loans and receivables is considered doubtful but not remote, impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of loans and receivables is remote, the amount considered irrecoverable is written off against loans and receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

- (i) 金融資產 (續)
按攤銷成本列賬之金融資產 (續)

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則撥回過往確認之減值虧損，惟於撥回減值當日不得導致金融資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生年度在損益內確認。

金融資產（透過損益按公平值列賬之指定金融資產及按攤銷成本列賬之貸款及應收賬項除外）而言，減值虧損乃直接與相應資產撇銷。倘貸款及應收賬項被認為有可能但並非不能收回，則屬呆賬之應收賬項減值虧損會使用撥備賬列賬。當本集團信納不大可能收回貸款及應收賬項時，則被認為屬不可收回之金額乃直接自貸款及應收賬項中撇銷，而於撥備賬內就有關應收賬項持有之任何金額會予以撥回。其後收回過往自撥備賬扣除之金額乃撥回至撥備賬。撥備賬之其他變動及其後收回過往直接撇銷之金額乃於損益中確認。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(ii) Financial liabilities

The Group classifies its financial liabilities depending on the purpose for which the liabilities are incurred. The Group's financial liabilities include trade and other payables and borrowings.

They are included in statement of financial position as trade and bills payables, other payables and accruals, amount due to a non-controlling shareholder of a subsidiary, amount due to a director, borrowings and amount due to a subsidiary. They are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost, using the effective interest method.

A financial liability is recognised when the Group becomes a party to the contractual provisions of the instruments. All related finance costs are recognised in accordance with the Group's accounting policies in note 2.15.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(ii) 金融負債

本集團視乎所產生負債之目的將金融負債分類。本集團之金融負債包括應付貿易款項及其他應付款項以及借貸。

此等項目在財務狀況報表內分別列入應付貿易款項及應付票據、其他應付款項及應計費用、應付一間子公司之一名非控股股東之款項、應付一名董事款項、借貸及應付一間子公司款項。金融負債初步按公平值扣除所產生之交易成本確認，其後以實際利率法按攤銷成本計量。

金融負債於本集團成為契約之合約條文訂約時確認。所有相關融資成本根據附註2.15內本集團有關會計政策確認。

借貸

借貸初步按公平值扣除產生之交易成本確認。其後借貸按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值間之任何差額於借貸期內使用實際利率法於損益賬內確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(ii) Financial liabilities (Continued)

Borrowings (Continued)

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

(iii) Convertible bond

The convertible bond issued by the Group includes a liability component, a conversion option and a redemption option. The conversion option that will not be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments is treated as a derivative. Derivatives embedded in a financial instrument are treated as separate derivatives when their economic risks and characteristics are not closely related to those of the host contract (the liability component) and the host contract is not carried at fair value through profit or loss.

The convertible bond (including the liability component, the conversion option and the redemption option) as a whole is designated as a financial liability at fair value through profit or loss on initial recognition. In subsequent periods, the entire convertible bond is measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(ii) 金融負債 (續)

借貸 (續)

除非本集團擁有無條件權利延遲至報告日期後至少十二個月償付負債，否則借貸分類為流動負債。

應付貿易款項及其他應付款項

應付貿易款項及其他應付款項初步按公平值確認，其後使用實際利率法按攤銷成本計量。

(iii) 可換股債券

本集團發行之可換股債券包括負債部份、兌換權及贖回權。兌換權如將不會以固定現金金額交換固定數目之本公司權益工具之方式結算，則被視為衍生工具。當其經濟風險及特徵與主合約（負債部份）並不密切相關，及主合約未於損益賬按公平值處理時，該等包含於金融工具內之衍生工具被視為個別衍生工具。

於初始確認時，可換股債券（包括負債部份、兌換權及贖回權）整體指定為於損益賬按公平值處理之金融負債。於隨後期間，所有可換股債券按公平價值計量，而公平價值之變動於發生期內直接於損益內確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(iii) **Convertible bond (Continued)**
Transaction costs that are directly attributable to the issue of the convertible bond designated as financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(iv) **Effective interest method**
The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) **Derecognition**
The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

A financial liability is derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(iii) **可換股債券 (續)**
因發行指定為於損益賬按公平值處理之金融負債之可換股債券而直接產生之交易費用即時於損益確認。

(iv) **實際利率法**
實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入或利息支出之方法。實際利率乃將估計未來現金收入或付款按金融資產或負債之預計使用年期，或較短年期（如適用）實際貼現之利率。

(v) **終止確認**
倘就有關金融資產收取未來現金流量之合約權利到期或金融資產被轉移且轉移符合香港會計準則第39號終止確認之準則，本集團會終止確認金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，將終止確認金融負債。倘現有金融負債由同一放債人以條款有顯著不同之另一負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為終止確認原有負債及確認新負債處理，有關賬面值之差額於損益中確認。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial Instruments (Continued)

(v) Derecognition (Continued)

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

2.10 Non-current assets and disposal groups held for sale

A non-current asset and disposal group are classified as held for sale if its carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

2. 主要會計政策概要 (續)

2.9 金融工具 (續)

(v) 終止確認 (續)

當本集團因重新商討負債條款而向償權人發行其本身股本工具以清償全部或部分金融負債，已發行股本工具為已付代價，並即時確認及按其於金融負債或其中部份抵銷當日之公平值計量。倘已發行股本工具之公平值無法可靠地計量，則計量股本工具將反映已抵銷金融負債之公平值。已抵銷金融負債賬面值或其中部份與已付代價之差額將於年內損益中確認。

2.10 持作銷售之非流動資產及出售組合

倘非流動資產及出售組合之賬面值主要透過出售交易而非透過持續使用予以收回，則彼等分類為持作銷售。如屬於此情況，資產或出售組合須於現況下可供即時出售，惟僅須符合出售該資產或出售組合之一般及慣常條款且可出售之機會相當高。分類為出售組合之子公司名下所有資產及負債均重新分類為持作銷售，而不論本集團於出售後會否保留其前子公司之非控股權益。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Non-current assets and disposal groups held for sale (Continued)

A non-current asset and disposal group (other than investment properties and financial assets) classified as held for sale are measured at the lower of its carrying amount and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.12 Cash and cash equivalents

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

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

2.13 Impairment of non-financial assets

Goodwill arising on an acquisition of subsidiary, other intangible assets, property, plant and equipment, prepaid land lease payments under operating leases, non-current portion of deposits and interests in subsidiaries and associates are subject to impairment testing.

2. 主要會計政策概要 (續)

2.10 持作銷售之非流動資產及出售組合 (續)

分類為持作銷售之非流動資產及出售組合 (投資物業及金融資產除外) 乃按其賬面值及公平值之較低者扣減銷售成本計量。分類為持作銷售之物業、機器及設備以及無形資產不予折舊或攤銷。

2.11 存貨

存貨按成本及可變現淨值兩者的較低者入賬。成本按加權平均法計算。可變現淨值指在日常業務中之估計銷售價減估計完成成本及估計作出銷售所需之成本。

2.12 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物指手頭現金及活期存款及短期高度流通而可以隨時兌換成已知數額之現金，而該筆現金須承受價值改變之較低風險，並為較短期之投資項目 (一般為於購入後三個月內到期)，減去須即期償還並構成本集團現金管理之整體部份之銀行透支。

就財務狀況表而言，現金及現金等價物包括不受限制使用之手頭現金及銀行現金 (包括定期存款)。

2.13 非金融資產減值

收購子公司產生之商譽、其他無形資產、物業、機器及設備、經營租賃項下預付土地租賃費、按金之非流動部份以及於子公司及聯營公司之權益須進行減值測試。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Impairment of non-financial assets (Continued)

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, when an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit ("CGU")). As a result, some assets are tested individually for impairment and some are tested at the CGU level.

Goodwill, in particular, is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for a CGU, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro-rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

2. 主要會計政策概要 (續)

2.13 非金融資產減值 (續)

不論是否有任何減值跡象，商譽及其他有無限使用年期或該等尚不可使用之無形資產須最少每年進行一次減值測試。所有其他資產於有任何跡象顯示資產賬面值可能無法收回時進行減值測試。

當資產之賬面值高於其可收回金額時，高出金額作為減值虧損被立即確認為開支。可收回金額為公平值（反映市場情況）減去銷售成本與使用價值之較高者。評估使用價值時，以除稅前貼現率計算預計未來之現金流量之現值，而該貼現率反映當時市場對貨幣時值之評估及該項資產之特有風險。

就評估減值而言，若一項資產所產生之現金流入大部份不能獨立於其他資產所產生之現金流入，可收回金額則以能獨立產生現金流入之最小資產組合（即現金產生單位（「現金產生單位」））釐定。因此，部份資產個別進行減值測試，部份則在現金產生單位層次進行測試。

特別是商譽，會被分配至預期可從相關業務合併之協同效應中獲益，及代表本集團內為內部管理目的而監控商譽之最低單位之現金產生單位。

就已分配商譽之現金產生單位確認之減值虧損初步計入商譽之賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值（如可釐定）外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Impairment of non-financial assets (Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.14 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances. Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

2.14.1 Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the buyer, provided that the Group retains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. This is usually taken as the time when the goods are delivered and the customer has accepted the goods;

2.14.2 Revenue from the provision of services is recognised when the services are rendered;

2.14.3 Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably);

2. 主要會計政策概要 (續)

2.13 非金融資產減值 (續)

商譽之減值虧損不可於往後期間撥回。就其他資產而言，倘用以釐定資產可收回金額之估計出現有利變動，減值虧損予以撥回，惟資產之賬面值不得超過倘並無確認減值虧損而應已釐定之賬面值（經扣除折舊或攤銷）。

2.14 收入確認

收入按已收或應收代價的公平價值計算。收入已扣除估計客戶回報、回扣及其他類似津貼。當經濟利益可能流入本集團，且收入能可靠地計算時，按下列基準確認收入：

2.14.1 銷售貨品之收入，於貨品擁有權之重大風險及回報已轉移至買方時確認，惟本集團不再保留一般視為與擁有權相關之管理權或對已售貨品之有效控制權時確認。時間通常為貨品交付及客戶已接收貨品之時；

2.14.2 提供服務之收入於提供服務時確認；

2.14.3 來自投資之股息收入於股東收取款項之權利確立時確認，惟經濟利益須很可能流入本集團及收入金額能可靠計量；

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Revenue recognition (Continued)

2.14.4 Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition;

2.14.5 The Group's accounting policy for recognition of revenue from government grants is described in the accounting policy under "Government grants" in note 2.18.

2.14.6 Construction contracts

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

2. 主要會計政策概要 (續)

2.14 收入確認 (續)

2.14.4 當經濟利益很可能流入本集團及收入金額能可靠計量時，金融資產之利息收入方予以確認。利息收入按時間基準，並參照尚欠本金額及按所適用之實際利率累計，而實際利率為於首次確認時透過金融資產之預期可用年期將估計未來現金收入準確折現至該資產之賬面淨值之比率；

2.14.5 本集團有關確認政府補助金收入之會計政策載於附註2.18之「政府補助金」會計政策中。

2.14.6 建設合同

倘建設合同之結果能夠可靠地估計，收入及成本則會根據呈報期末合同活動之完成階段予以確認，並按工程進行至該日所產生之合同成本佔估計總合同成本之比例計量，惟不能代表完成階段者除外。合同工程之變動、索償及獎金款項僅於金額能可靠地計量及被認為很大可能收回之情況下方予以入賬。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Revenue recognition (Continued)

2.14.6 Construction contracts (Continued)

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as the amounts due to customers for contract work. Amounts received before the related works is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other receivables.

2. 主要會計政策概要 (續)

2.14 收入確認 (續)

2.14.6 建設合同 (續)

倘建設合同之結果不能可靠地估計，則合同收入會按已產生且將有可能收回之合同成本確認。合同成本會於其產生之期間確認為開支。倘總合同成本可能超過總合同收入，則預期虧損立即確認為開支。倘由產生時起計至今所產生之合同成本加已確認溢利及減去已確認虧損後，超逾按進度開發賬單之數額，則盈餘會被視為應收合同工程客戶之款項。倘按進度開發賬單之數額超逾至今所產生之合同成本加已確認溢利減已確認虧損，則盈餘會被列為應付合同工程客戶之款項。有關工程進行前已收取之款項計入綜合財務狀況表為負債，並入賬列為已收墊款。就已進行工程已開發賬單而客戶尚未支付之款項計入綜合財務狀況表列作應收賬款及其他應收款項。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Finance costs

Finance costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed as incurred.

Finance costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.16 Income taxes

Income tax for the year comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in profit or loss.

2. 主要會計政策概要 (續)

2.15 融資成本

因收購、興建或生產任何合資格資產而產生之融資成本，在完成和籌備資產作其擬定用途所需之期間內資本化。合資格資產乃指需要一段頗長時期始能作擬定用途或出售之資產。其他借貸成本於產生時確認為支銷。

當產生資產開支、產生借貸成本及進行為籌備資產作擬定用途或出售而必需進行之活動，該等融資成本便會資本化，作為合資格資產之部份成本。當完成為合資格資產之擬定用途或出售作準備之所需活動時，融資成本停止資本化。

2.16 所得稅

年內所得稅包括即期及遞延稅項。

即期所得稅資產及／或負債包括現行或過往報告期間與財務機關有關而於報告日期尚未支付之應付責任或應收申索。該等金額乃根據年內應課稅溢利按相關財政期間適用之稅率及稅法計算。即期稅項資產或負債之所有變動於損益賬確認為所得稅開支一部份。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Income taxes (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit including existing taxable temporary differences will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, in other comprehensive income or in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

2. 主要會計政策概要 (續)

2.16 所得稅 (續)

遞延稅項乃按於報告日期財務報表內資產與負債賬面值與其相應稅基間之暫時差額使用負債法計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務抵扣確認，惟以可能有應課稅溢利（包括現有應課稅暫時性差額）能與可扣稅暫時性差額、未動用稅項虧損及未動用稅項抵扣相抵銷之情況為限。

倘因商譽或因初步確認（並非業務合併）某項不影響應課稅或會計溢利或虧損之交易之資產及負債而產生暫時差額，則遞延稅項資產及負債不予確認。

就投資於子公司及聯營公司產生之應課稅暫時差額確認為遞延稅項負債，惟倘若本集團能夠控制該暫時差額之撥回，以及有關暫時差額不大可能於可見未來撥回則另作別論。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算（不作貼現），惟有關稅率必須為於報告日期已頒行或實質上已頒行之稅率。

遞延稅項資產或負債之變動於損益賬確認，或倘與於其他全面收益扣除或計入其他全面收益或直接從權益扣除或計入權益之項目有關，則於其他全面收益或權益確認。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Leasing

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

The Group as lessee

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

Leasehold land for own use

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

2. 主要會計政策概要 (續)

2.17 租賃

凡租賃條款將所有權的絕大部份風險及回報轉移予承租人的租賃，均歸類為融資租賃。所有其他租賃則列作經營租賃。

本集團作為承租人

經營租賃付款按直線法於租期內確認為開支，惟倘有另一種系統基準更能反映租賃資產的經濟利益被消耗的時間模式則除外。經營租賃產生的或然租金於其所產生的期間內確認為開支。倘訂立經營租賃可獲得租賃獎勵，則該等獎勵確認為負債。獎勵的利益總額按直線法確認為租金開支減少，惟倘有另一種系統基準更能反映租賃資產的經濟利益被消耗的時間模式則除外。

自用的租賃土地

倘一項租賃同時包括土地及樓宇部份，則本集團會依照各部份擁有權相關的絕大部份風險及回報是否已轉讓予本集團，分別將各部份的分類評定為融資或經營租賃，除非兩個部份均明確為經營租賃，於此情況下整項租賃分類為經營租賃。具體而言，最低租賃款項（包括任何一筆過支付的預付款項）會按訂立租約時租賃土地部份與樓宇部份租賃權益的相關公平值的比例，於土地及樓宇部份之間分配。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Leasing (Continued)

Leasehold land for own use (Continued)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid land lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

2.18 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

2.19 Employee benefits

Pension schemes

Payments to the Mandatory Provident Fund Scheme in Hong Kong and state-managed retirement benefit schemes in the PRC for the eligible employees are recognised as an expense when employees have rendered service entitling them to the contributions.

2. 主要會計政策概要 (續)

2.17 租賃 (續)

自用的租賃土地 (續)

倘能夠可靠分配租賃款項，則入賬列為經營租賃的租賃土地權益會於綜合財務狀況表內呈列為「預付土地租賃款項」，並於租期內按直線法攤銷。倘未能可靠地於土地及樓宇部份之間分配租賃款項，則整項租賃一般會分類為融資租賃，並入賬列作物業、機器及設備。

2.18 政府補助金

政府補助金於可合理地確定本集團將遵守補助金附帶的條件及收取補助金時予以確認。政府補助金於本集團確認補助金擬補助的相關成本為開支期間，有系統地於損益中確認。具體而言，以要求本集團購買、建造或收購非流動資產為主要條件的政府補助金乃於綜合財務狀況表確認為相關資產賬面價值之扣減，並於相關資產的可用年期內轉撥至損益。作為已產生之開支或損失的補償或為向本集團提供即時財務援助且並無日後相關成本而可收取的政府補助金，於其可收取期間在損益內確認。

2.19 僱員福利

退休金計劃

為合資格僱員支付的香港強制性公積金計劃及中國國家管理的退休福利計劃的供款於僱員已提供服務使其有權取得供款時確認為開支。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Employee benefits (Continued)

Pension schemes (Continued)

The assets of the schemes are held separately from those of the Group in independently administered funds. When an employee leaves the schemes, with the exception of the Mandatory Provident Fund scheme, prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of any forfeited contributions. In respect of the Mandatory Provident Fund scheme, the Group's employer contributions vest fully with the employees when contributed into the scheme.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain amounts for the employees in the PRC, pursuant to the local municipal government regulations. The contributions are charged to the profit or loss, as they become payable in accordance with the rules of the central pension scheme.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Share-based employee compensation

Details about the accounting policy on share-based compensation to employee are set out in note 2.20 below.

2. 主要會計政策概要 (續)

2.19 僱員福利 (續)

退休金計劃 (續)

有關計劃之資產以獨立管理基金形式持有，與本集團之資產分開。倘僱員於可全數保留其於本集團僱主供款之權益前退出有關計劃（強制性公積金計劃除外），則本集團持續應付之供款可以沒收之供款金額減低。至於強制性公積金計劃方面，本集團之僱主供款一旦注入計劃，即悉數歸僱員所有。

本集團於中國營運之子公司之僱員須參加由地方市政府營運之中央退休金計劃。根據地方市政府規定，該等子公司須為中國之僱員作出若干款額之供款。有關供款在根據中央退休金計劃條例應付時，自損益中扣除。

短期僱員福利

僱員可享有之年假於累計予僱員時確認。本集團會就僱員截至呈報日期止已提供之服務而可享有之年假之估計負債作出撥備。

非累計補償缺席（如病假及產假）於休假時方予以確認。

以股份為支付基準之僱員補償
以股份為支付基準之僱員補償之有關會計政策之詳情乃載於下文附註2.20。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Share-based payment

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share based payment reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated losses.

Where the terms and conditions of options are modified before they vest, the change in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

2. 主要會計政策概要 (續)

2.20 以股份為支付基準款項

就授出須達成指定歸屬條件的購股權而言，參照授出當日已授出購股權的公平值而釐定已收取服務的公平值，於歸屬期間按直線法支銷，而權益（以股份為支付基準款項儲備）則相應增加。

於各呈報期末，本集團會修訂其對預期最終將予歸屬的購股權數目的估計。於歸屬期間修訂原先估計的影響（如有）在損益中確認，以累積開支反映經修訂估計，並對以股份為支付基準款項儲備作出相應調整。

當購股權獲行使時，過往於以股份為支付基準款項儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為支付基準款項儲備確認的金額將轉撥至累計虧損。

在購股權歸屬前其條款及條款修改時，緊接修改前後計量之購股權公平值變動亦會於餘下歸屬期在損益確認。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

2. 主要會計政策概要 (續)

2.21 研究及開發開支

研究活動的開支於其產生期間確認為開支。

當且僅當以下所有各項得到證明時，方會對由開發項目（或內部項目的開發階段）內部產生的無形資產予以確認：

- 完成該無形資產以使其可供使用或出售的技術可行性；
- 完成該無形資產並將其使用或出售的意圖；
- 使用或出售該無形資產的能力；
- 該無形資產將如何產生可能的未來經濟利益；
- 具備充足的技術、財務及其他資源，以完成開發並使用或出售該無形資產；及
- 可靠地計量該無形資產在其開發期間應佔相關開支的能力。

內部產生的無形資產的初步確認金額為有關無形資產首次符合上述所列確認標準當日起所產生的開支總額。倘並無內部產生的無形資產可予確認，則開發開支會於其產生期間在損益中扣除。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Research and development expenditure (Continued)

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

2.22 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2. 主要會計政策概要 (續)

2.21 研究及開發開支 (續)

初步確認後，內部產生的無形資產按與單獨取得的無形資產相同的基準，按成本減累計攤銷及累計減值虧損（如有）計量。

2.22 撥備及或然負債

倘本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能須耗用經濟利益，且涉及該責任之金額可作可靠估計，則確認有關撥備。若貨幣之時間價值屬重大，則撥備按履行該責任預計所需開支之現值列賬。

所有撥備於各報告日期檢討並調整以反映現時之最佳估計。

倘經濟利益流出之可能性較低，或無法對有關數額作出可靠之估計，便會作為或然負債披露，惟經濟利益流出之可能性極低則除外。倘本集團之責任須視乎某宗或多宗本集團並不能完全控制之未來不確定事件是否發生才能確定是否存在，亦會披露為或然負債，惟經濟利益流出之可能性極低則除外。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.

2. 主要會計政策概要 (續)

2.23 關連方

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理層成員。
- (b) 倘符合下列任何條件，則實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、子公司及同系子公司彼此間有關連）。
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為其成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方之合營企業。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

2. 主要會計政策概要 (續)

2.23 關連方 (續)

- (b) 倘符合下列任何條件，則實體與本集團有關連：(續)
- (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
- (vi) 該實體受(a)內所識別人土控制或共同控制。
- (vii) (a)(i)內所識別人土對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員。

一名人士之近親是指與該實體交易時預期可影響該人士或受該人士影響之家庭成員，並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之受養人。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs

3.1 Impact of new/amended HKFRSs which are effective during the year

In the current year, the Group has adopted all the amended HKFRSs issued by the HKICPA, which are first effective for the reporting year and relevant to the Group. Except as explained below, the adoption of these amended HKFRSs did not result in material changes to the Group's accounting policies.

Amendments to HKFRS 7 – Disclosures – Transfers of Financial Assets

The amendments to HKFRS 7 expand the disclosure requirements for transfer transactions of financial assets, in particular, where the reporting entity has continuing involvement in financial assets that it has derecognised. The newly required disclosures allow users of financial statements to understand better the risks to which the reporting entity remains exposed. This information is relevant in assessing the amount, timing and uncertainty of the entity's future cash flows.

3. 採納新訂／經修訂香港財務報告準則

3.1 年內生效之新訂／經修訂香港財務報告準則之影響

於本年度，本集團已採納由香港會計師公會頒佈之於報告年度內首次生效並與本集團有關之所有經修訂香港財務報告準則。除下文所闡釋者外，採納該等經修訂香港財務報告準則並無導致本集團之會計政策發生重大變動。

香港財務報告準則第7號（修訂本）－披露－金融資產轉讓
香港財務報告準則第7號（修訂本）擴大了對金融資產轉讓之披露要求，尤其是當呈報實體持續地涉及其不再確認金融資產。新披露要求能讓財務報告之使用者更容易了解呈報實體仍然面對之風險。該資料在評估該實體之未來現金流之金額、時間及不確定性具有重大意義。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)	Annual Improvements 2009-2011 Cycle ²
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities ²
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁴
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance ²
HKFRS 13	Fair Value Measurement ²
HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ³

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響

下列可能與本集團財務報表有關之新訂／經修訂香港財務報告準則經已頒佈，惟尚未生效亦未經本集團提早採納。

香港財務報告準則 (修訂本)	二零零九年—二零一一年週期之年度改進 ²
香港財務報告準則第7號 (修訂本)	披露—抵銷金融資產及金融負債 ²
香港財務報告準則第7號及香港財務報告準則第9號 (修訂本)	香港財務報告準則第9號之強制性生效日期及過渡性披露 ⁴
香港財務報告準則第9號	金融工具 ⁴
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第12號	於其他實體權益之披露 ²
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號 (修訂本)	綜合財務報表、共同安排及於其他實體權益之披露：過渡指引 ²
香港財務報告準則第13號	公平值計量 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號	投資實體 ³

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ¹
HKAS 19 (as revised in 2011)	Employee Benefits ²
HKAS 27 (as revised in 2011)	Separate Financial Statements ²
HKAS 28 (as revised in 2011)	Investments in Associate and Joint Ventures ²
HKAS 32 (Amendment)	Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities ²
HKAS 36 (Amendment)	Recoverable Amount Disclosures for Non-Financial Assets ³
HKIFRIC 21	Levies ³

¹ Effective for annual periods beginning on or after 1 July 2012

² Effective for annual periods beginning on or after 1 January 2013

³ Effective for annual periods beginning on or after 1 January 2014

⁴ Effective for annual periods beginning on or after 1 January 2015

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港會計準則第1號 (修訂本)	其他全面收益項目之呈列 ¹
香港會計準則第19號 (二零一一年經修訂)	僱員福利 ²
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表 ²
香港會計準則第28號 (二零一一年經修訂)	於聯營公司及合營企業之投資 ²
香港會計準則第32號 (修訂本)	金融工具：呈列－抵銷金融資產及金融負債 ²
香港會計準則第36號 (修訂本)	非金融資產之可收回金額披露 ³
香港國際財務報告詮釋委員會第21號	徵費 ³

¹ 於二零一二年七月一日或之後開始之年度期間生效

² 於二零一三年一月一日或之後開始之年度期間生效

³ 於二零一四年一月一日或之後開始之年度期間生效

⁴ 於二零一五年一月一日或之後開始之年度期間生效

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

The impact of these new/revised HKFRS are illustrated below:

HKFRSs (Amendments) – Annual Improvements
2009-2011 Cycle

The improvements made amendments to certain standards.

(i) *HKAS 1 Presentation of Financial Statements*

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRS. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

該等新訂／經修訂香港財務報告準則之影響列示如下：

香港財務報告準則 (修訂本)
— 二零零九年—二零一一年週
期之年度改進

年度改進對若干準則進行了修訂。

(i) *香港會計準則第1號財
務報表之呈列*

該等修訂闡明對實體追溯應用一項會計政策或對其財務報表中之項目追溯重列或重新分類時需要呈列第三項財務狀況報表之規定，只限於該重列或重新分類對財務狀況報表所載資料有重大影響的情況。財務狀況報表的期初結餘日期為上一個財務期間之開始日期，而並非現時所規定的最早可比較期間的期初日期。該等修訂同時闡明，除香港會計準則第1.41-44號及香港會計準則第8號所規定之披露外，無須呈報第三項財務狀況報表之相關附註。實體可以呈列額外自願提供之比較資料，只要資料是按香港財務報告準則之規定編製，亦可包括一份或多份報表而並非一套完整財務報表。每份額外報表須附加相關附註。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle (Continued)

(ii) *HKAS 16 Property, Plant and Equipment*

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

(iii) *HKAS 32 Financial Instruments: Presentation*

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

(iv) *HKAS 34 Interim Financial Reporting*

The amendments clarifies that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則 (修訂本) – 二零零九年–二零一一年週期之年度改進 (續)

(ii) *香港會計準則第16號物業、機器及設備*

該等修訂闡明當零件、備用設備及服務設備符合物業、機器及設備之定義時應被確認為物業、機器及設備，否則應被分類為存貨。

(iii) *香港會計準則第32號金融工具：呈列*

該等修訂闡明與向股權工具持有人分派及股權交易所涉及交易費用有關之所得稅應按香港會計準則第12號所得稅入賬。視情況而定，該等所得稅項目可能在股本、其他全面收益或損益中確認。

(iv) *香港會計準則第34號中期財務報告*

有關修訂澄清，在中期財務報表中，當就一個特定可申報分部而計量之資產及負債總值乃定期向主要經營決策者匯報，而該分部之資產及負債總值較上一份年度財務報表所披露者有重大變動時，則須披露有關資產及負債總值之計量。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKAS 32 – Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港會計準則第1號 (修訂本) (經修訂) – 其他全面收益項目之呈列

香港會計準則第1號 (修訂本) (經修訂) 規定本集團將呈列於其他全面收益之項目分為可能於日後重新分類至損益賬之項目 (如可供出售金融資產之重新估值) 及未必會重新分類至損益賬之項目 (如物業、機器及設備之重新估值)。就其他全面收益項目繳納之稅項會按相同基準進行分配及予以披露。有關修訂具追溯效力。

香港會計準則第32號 (修訂本) – 金融工具：呈列 – 抵銷金融資產及金融負債

該等修訂通過在香港會計準則第32號中加入應用指引來闡明抵銷之規定，闡明何時實體「擁有可依法執行之抵銷權利」及何時總額結算機制被視為等同淨額結算。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

Amendments to HKFRS 7 – Disclosures – Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則第7號(修訂本) – 披露 – 抵銷金融資產及金融負債

修訂香港財務報告準則第7號旨在引入就所有根據香港會計準則第32號抵銷之已確認金融工具及受限於可執行之沖銷淨額總協議或類似安排之金融工具(無論其是否根據香港會計準則第32號抵銷)作出披露之規定。

香港財務報告準則第9號 – 金融工具

根據香港財務報告準則第9號，金融資產視乎實體管理金融資產之業務模式及金融資產之合約現金流量特徵，將其分類為按公平值或按攤銷成本計量之金融資產。公平值損益將於損益賬確認，惟對非買賣股本投資除外，就此，實體可選擇於其他全面收益報表確認損益。香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認、分類及計量之規定，惟按公允價於損益賬處理之金融負債除外，該負債信貸風險變動產生之公平值變動金額於其他全面收益確認，惟會導致或擴大會計錯配者除外。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方（不論實際上否行使該權力）、對來自被投資方之浮動回報承擔風險或享有權利，以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權規模及分散情況，投資者之表決權足以佔優，使其獲得對被投資方之權力，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在（即持有人有實際能力可行使潛在表決權）時，在分析控制權時一併考慮。該準則明確規定評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKFRS 12 – Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則第12號 – 於其他實體權益之披露

香港財務報告準則第12號整合有關於子公司、聯營公司及合營安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險，以及該等權益對呈報實體之財務報表之影響。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKFRS 13 – Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 “Financial Instruments: Disclosures”. HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則第13號 – 公平值計量

香港財務報告準則第13號提供有關如何在其他準則規定或准許時計量公平值之單一指引來源。該準則適用於按公平值計量之財務項目及非財務項目，並引入公平值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公平值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格（即平倉價）。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公平值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公平值所採用之方法及輸入數據，以及公平值計量對財務報表之影響。香港財務報告準則第13號可提早採納及按追溯基準應用。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

3. ADOPTION OF NEW/AMENDED HKFRSs (Continued)

3.2 Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity's business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs but are not yet in a position to state whether they could have material financial impact on the Group's results and financial position.

3. 採納新訂／經修訂香港財務報告準則 (續)

3.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響 (續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)(修訂本)–投資實體

修訂適用於符合投資實體資格的某一類業務。投資實體的業務目的為僅為資本增值、投資收入或兩者兼備的回報而投資資金。其根據公平價值評估其投資的表現。投資實體可包括私人權益組織、風險資本組織、退休金及投資基金。

修訂對香港財務報告準則第10號「綜合財務報表」綜合要求的例外情況，並要求投資實體以按公平價值於損益賬列賬的方式計量個別子公司，而並非將其綜合處理。修訂亦載列投資實體的披露要求。修訂將會追溯應用，惟存在若干過渡性規定。

本集團現正評估該等新訂／經修訂香港財務報告準則之潛在影響，惟現階段未能說明該等準則會否對本集團之業績及財務狀況造成重大財務影響。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS

In preparing the Group's consolidated financial statements for the year ended 31 March 2013, the Group has identified certain errors in its consolidated financial statements for the years ended 31 March 2012, 2011 and 2010. A detailed description of the nature of each prior years' error is provided in notes 4(a) to 4(e) below. The amounts of the prior years' correction for each financial statement line item affected are presented in the tables in note 4(f)(I) to note 4(f)(VI) below.

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010

On 30 November 2009, the Company entered into an agreement with Cyberland (China) Limited ("Cyberland") to acquire the entire equity interest in Kang Yuan Universal Investment Limited and its subsidiaries (collectively referred to as "Kang Yuan Group") at a consideration of HK\$1,398,000,000, comprising a cash consideration of HK\$300,000,000 and a convertible bond issued by the Company with a face value of HK\$1,098,000,000 (the "Acquisition"). The Acquisition was completed on 1 February 2010.

In the preparation of the Group's consolidated financial statements, the management has come to aware that certain errors relating to the applicable accounting standards, including that: (1) the previous-mentioned business combination were not accounted for in accordance with the HKFRS 3 – Business Combination; (2) the subsequent measurement of net identifiable assets acquired in the Acquisition did not fully comply with the HKAS 36 – Impairment of Assets; and (3) the initial and subsequent measurement of the convertible bond did not fully comply with HKAS 32 – Financial Instruments: Presentation and HKAS 39 – Financial Instruments: Recognition and Measurement.

4. 因更正過往年度誤差而重列

於編製本集團截至二零一三年三月三十一日止年度之綜合財務報表時，本集團已識別其截至二零一二年、二零一一年及二零一零年三月三十一日止年度之綜合財務報表內之若干誤差。各項過往年度誤差之性質詳述載列於下文附註4(a)至4(e)。受影響之各財務報表項目之過往年度更正金額於下文附註4(f)(I)至附註4(f)(VI)之表格內呈列。

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量

於二零零九年十一月三十日，本公司與科地(中國)有限公司(「科地中國」)訂立一份協議以收購康源環球投資有限公司及其子公司(統稱為「康源集團」)之全部股權，代價為1,398,000,000港元，包括現金代價300,000,000港元及本公司發行之面值為1,098,000,000港元之可換股債券(「收購事項」)。收購事項已於二零一零年二月一日完成。

於編製本集團之綜合財務報表時，管理層了解到有關適用會計準則之若干誤差，包括(1)先前所述之業務合併並無根據香港財務報告準則第3號－業務合併入賬；(2)自收購事項中收購之可識別資產淨值之其後計量並無全面遵守香港會計準則第36號－資產減值；及(3)可換股債券之初步及其後計量並無全面遵守香港會計準則第32號－金融工具：呈列及香港會計準則第39號－金融工具：確認及計量。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010 (Continued)

In this regard, the management has appointed an independent valuer to remeasure the valuation of purchase price allocation for the Acquisition and the valuation of the convertible bond. A summary of the effects of the errors is set out below:

(i) Identification of intangible assets arising from the Acquisition

In the previous valuation, there was only one intangible asset – “technologies” was identified on the Acquisition. The following intangible assets in addition to the previously reported “technologies” were identified after having re-performed valuation:

- tradename (with indefinite useful lives);
- patents and license rights (with indefinite useful lives);
- non-competition agreements;
- customer relationships; and
- distribution network.

Adjustments and restatements have been made to recognise these additional intangible assets.

4. 因更正過往年度誤差而重列 (續)

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量 (續)

就此而言，管理層已委任一名獨立估值師以重新計量就收購事項分配之購買價之估值及可換股債券之估值。該等誤差之影響概要載於下文：

(i) 對因收購事項產生之無形資產之識別

先前估值僅就收購事項識別一項無形資產－「技術」。除先前呈報之「技術」外，以下無形資產已於重新進行估值後識別：

- 商標（具無限可使用年期）；
- 專利及許可權（具無限可使用年期）；
- 不競爭協議；
- 客戶關係；及
- 分銷網絡。

已作出調整及重列以確認該等額外無形資產。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010 (Continued)

(ii) Valuation of property, plant and equipment

The fair value of the property, plant and equipment as at the Acquisition date was re-measured and properly adjusted and, while their carrying amounts for each subsequent reporting period were also re-measured.

(iii) Convertible bond issued for the Acquisition

The convertible bond was issued as part of the consideration for the Acquisition. Previously, the convertible bond was regarded to have complied the "fixed for fixed" criteria of the relevant accounting standards. And this financial instrument was treated as to comprise of a liability component and an equity component. However, it was subsequently noted that there was an embedded call option which was inappropriately included in the equity component. After revisiting the terms and conditions of the convertible bond, the "fixed for fixed" criteria was determined to be violated and so, the entire convertible bond was designated as a financial liability through profit or loss on previous initial recognition. Appropriate adjustments have been made for the necessary rectification.

4. 因更正過往年度誤差而重列 (續)

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量 (續)

(ii) 物業、機器及設備之估值

物業、機器及設備於收購事項日之公平值已獲重新計量及適當調整，而於各其後報告期間，其賬面值亦已獲重新計量。

(iii) 就收購事項發行之可換股債券

可換股債券乃發行作為收購事項之部份代價。先前，可換股債券被視為符合有關會計準則之「固定換固定」標準，且此項金融工具被視為包括負債部份及權益部份。然而，其後發現嵌入式認購期權並不適合計入權益部份。於重新檢視可換股債券之條款及條件後，「固定換固定」標準釐定為已不符合，因此，全部可換股債券於先前初步確認時已指定為於損益賬處理之金融負債。已就必要更正作出適當調整。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010 (Continued)

(iv) Deferred tax

In the reporting period ended 31 March 2010, no deferred tax had been recognised for the temporary differences arising from the Acquisition. In addition, a tax rate of 16.5% was inappropriately used for the deferred tax calculation in subsequent reporting periods. The Directors have revisited the deferred tax calculation and used the enacted tax rate applicable to the acquired PRC subsidiaries for each relevant accounting periods. Appropriate adjustments have been made accordingly.

(v) Capital reserve

The capital reserve of the acquired PRC subsidiaries was previously inappropriately included in identifiable net assets for goodwill calculation at the Acquisition date. Necessary adjustment and restatement have been made appropriately to report the capital reserve.

(vi) Goodwill

Having taken into consideration of above adjustments to the identifiable net assets and the issued convertible bond at the Acquisition date, goodwill was therefore re-measured and adjusted accordingly.

4. 因更正過往年度誤差而重列 (續)

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量 (續)

(iv) 遞延稅項

於截至二零一零年三月三十一日止之報告期間，並無就收購事項產生之暫時差額確認遞延稅項。此外，16.5%之稅率並不適合於其後報告期間之遞延稅項計算。董事已重新檢視遞延稅項計算及採用於各有關會計期間適用於所收購中國子公司之稅率，並已相應作出適當調整。

(v) 資本儲備

就於收購事項日之商譽計算而言，所收購中國子公司之資本儲備先前並不適合計入可識別資產淨值內。已適當作出必要調整及重列以呈報資本儲備。

(vi) 商譽

經考慮上述對於收購事項日之可識別資產淨值及已發行可換股債券之調整，因此，商譽已相應予以重新計量及調整。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010 (Continued)

- (vii) Impairment of goodwill and other intangible assets acquired in the Acquisition

For the purpose of impairment testing, goodwill arising from the Acquisition should be allocated to each of the relevant CGUs that are expected to benefit from the synergy of the Acquisition.

In the previous valuation, there was only one single CGU – “Tobacco agriculture operation” identified. After the re-performance of the valuation for the business combination in 2010, two appropriate CGUs were identified by the management, namely “Tobacco agriculture operation” and “Fertilizer and pesticide operation”. Consequently, the re-measured goodwill arising from the Acquisition was properly allocated to the two identifiable CGUs.

Furthermore, subsequent impairment testing of the re-measured goodwill and all other intangible assets was re-performed and the resultant impairment losses were appropriately recognised. When the goodwill of the “Tobacco agriculture operation” was fully impaired at 31 March 2011, the remaining impairment losses were allocated to the other assets of that CGU on a pro-rata basis of carrying amount.

4. 因更正過往年度誤差而重列 (續)

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量 (續)

- (vii) 於收購事項中所收購商譽及其他無形資產之減值

就減值測試而言，因收購事項產生之商譽應分配至預期將自收購事項之協同效應受惠之各有關現金產生單位。

於先前估值中，僅有一個單一現金產生單位－「煙草農業業務」獲識別。於重新進行於二零一零年業務合併之估值後，管理層已識別兩個適當之現金產生單位，即「煙草農業業務」及「肥料及農藥業務」。因此，因收購事項產生之經重新計量之商譽已適時分配至兩個可識別現金產生單位。

此外，已重新進行經重新計量之商譽及所有其他無形資產之其後減值測試並適當確認相應減值虧損。當於二零一一年三月三十一日對「煙草農業業務」之商譽作出悉數減值時，餘下減值虧損乃按賬面值之比例基準分配至該現金產生單位之其他資產。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(a) Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination completed in 2010 (Continued)

(viii) Assets held for sale

As indicated in the financial statements for the year ended 31 March 2011, the Group has reclassified certain land use right and property, plant and equipment relating to the manufacturing of fertilizers as assets held for sale for subsequent disposal.

Assets held for sale at each relevant accounting period was properly reviewed and adjusted accordingly. Furthermore, a reassessment of the fair value less cost to sell of the assets held for sale was conducted on subsequent disposal. It was noted that the fair value less cost to sell of the assets held for sale is less than its carrying amount. The appropriate impairment loss has therefore been recognised.

(b) Timing of recognition of share option expenses

The Company had granted share options to certain employees, director, suppliers of goods or services and consultants for the year ended 31 March 2011. These options have a vesting period over 1 year. However, the entire fair value of these options was inappropriately recognised and expensed in the consolidated statement of comprehensive income for the year ended 31 March 2011.

4. 因更正過往年度誤差而重列 (續)

(a) 就於二零一零年完成之業務合併中所收購資產及所承擔負債之初步確認及其後計量 (續)

(viii) 持作銷售資產

誠如截至二零一一年三月三十一日止年度之財務報表所示，本集團已將有關肥料製造之若干土地使用權及物業、機器及設備重新分類為以供其後出售之持作銷售資產。

於各有關會計期間之持作銷售資產已獲適當審閱及相應調整。此外，已於其後出售時對持作銷售資產之公平值減銷售成本進行重新評估。茲發現持作銷售資產之公平值減銷售成本乃低於其賬面值。因此，已確認適當之減值虧損。

(b) 確認購股權開支的時間

本公司已於截至二零一一年三月三十一日止年度向若干僱員、董事、貨品或服務之供應商及顧問授出購股權。該等購股權均有超過一年之歸屬期。然而，該等購股權之全部公平值已於截至二零一一年三月三十一日止年度之綜合全面收益表內不適當確認及列支。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(b) Timing of recognition of share option expenses (Continued)

However, in accordance with HKFRS 2 – Share-based Payment, expenses of this nature should be recognised over the vesting period of each share option. As a result, the share-based payment expense included in administrative expenses was adjusted and increased by approximately HK\$4,430,000 and decreased by approximately HK\$5,875,000 for the years ended 31 March 2012 and 2011 respectively. The related share option reserve of the Company and the Group have been adjusted by the same amount as at 31 March 2012 and 2011 respectively.

(c) Reclassification of cost of sales and services and distribution costs

In the reporting year, certain line items in the consolidated statement of comprehensive income have been reclassified to better reflect the relevance of financial information relating to the Group's activities. Prior years' figures have also been re-presented to reflect the new presentation format. The resultant reclassification has had no net effect on the results of the Group for the year ended 31 March 2012.

(d) Reclassification of amounts due from related companies and other receivables

There were amounts due from related companies included in the balance of other receivables for the years ended 31 March 2012 and 2011 respectively. To reflect a better comparability of the financial information, prior years' figures have been re-presented to reflect the new presentation. The reclassification has had no net effect on the financial position of the Group for the year ended 31 March 2012 and 2011.

4. 因更正過往年度誤差而重列 (續)

(b) 確認購股權開支的時間 (續)

然而，根據香港財務報告準則第2號—以股份為基礎之付款，此性質之開支應按各購股權之歸屬期確認。因此，計入行政開支之以股份為基礎之付款開支已於截至二零一二年及二零一一年三月三十一日止年度分別獲調整並增加約4,430,000港元及減少約5,875,000港元。本公司及本集團於二零一二年及二零一一年三月三十一日之相關購股權儲備已分別按相同金額予以調整。

(c) 重新分類銷售及服務成本及分銷成本

於報告年度，綜合全面收益表內若干項目已獲重新分類以更佳反映與本集團活動有關之財務資料之相關性。過往年度之數字亦已予以重新呈列以反映新呈列格式。相應重新分類並無對本集團截至二零一二年三月三十一日止年度之業績造成任何淨影響。

(d) 重新分類應收關連公司款項及其他應收款項

於截至二零一二年及二零一一年三月三十一日止年度，有應收關連公司款項分別計入其他應收款項結餘中。為更佳反映財務資料之比較性，過往年度之數字已予以重新呈列以反映新呈列方式。重新分類並無對本集團截至二零一二年及二零一一年三月三十一日止年度之財務狀況造成任何淨影響。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(e) Impairment on amounts due from subsidiaries

In preparing the Company's financial statements for the year ended 31 March 2013, an inadequacy of impairment loss was identified on the amounts due from subsidiaries for the prior years. As a result adjustment has been made accordingly.

(f) Summary of effects of restatements due to correction of prior years' errors

The following schedules represent a summary of the effects of the restatements to correct the prior years' errors in:

- I. the Group's consolidated statement of comprehensive income for the year ended 31 March 2012;
- II. the Group's consolidated statement of financial position as at 31 March 2012;
- III. the Group's consolidated statement of financial position as at 1 April 2011;
- IV. the Company's statement of financial position as at 31 March 2012;
- V. the Company's statement of financial position as at 1 April 2011; and
- VI. the Group's consolidated statement of cash flows as at 31 March 2012.

4. 因更正過往年度誤差而重列 (續)

(e) 應收子公司款項之減值

於編製本公司截至二零一三年三月三十一日止年度之財務報表時，已識別就過往年度應收子公司款項之減值虧損不足。因此，已相應作出調整。

(f) 因更正過往年度誤差而重列之影響概要

以下安排指為更正下列各項之過往年度誤差而重列之影響概要：

- I. 本集團截至二零一二年三月三十一日止年度之綜合全面收益表；
- II. 本集團於二零一二年三月三十一日之綜合財務狀況表；
- III. 本集團於二零一一年四月一日之綜合財務狀況表；
- IV. 本公司於二零一二年三月三十一日之財務狀況表；
- V. 本公司於二零一一年四月一日之財務狀況表；及
- VI. 本集團於二零一二年三月三十一日之綜合現金流量表。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- I. Effect of error corrections on the Group's consolidated statement of comprehensive income for the year ended 31 March 2012

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- I. 更正本集團截至二零一二年三月三十一日止年度之綜合全面收益表之誤差之影響

		Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步	Timing of recognition of share option expenses note 4(b) 確認購股權開支的時間	Reclassification of cost of sales and services and distribution costs note 4(c) 重新分類銷售及服務成本及分銷成本	As restated 重列
	As previously reported 如先前呈報	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	663,896	-	-	663,896
Cost of sales and services	銷售及服務成本	(469,153)	-	34,640	(434,513)
Gross profit	毛利	194,743	-	34,640	229,383
Other revenue	其他收入	20,435	-	-	20,435
Distribution costs	分銷成本	(43,898)	-	(34,640)	(78,538)
Administrative expenses	行政費用	(94,371)	(38,622)	(4,430)	(137,423)
Profit from operations	經營溢利	76,909	(38,622)	(4,430)	33,857
Other (losses)/gains	其他(虧損)/收益	(20,022)	120,006	-	99,984
Finance costs	融資成本	(32,203)	10,842	-	(21,361)
Share of results of associates	分佔聯營公司業績	611	-	-	611
Gain on disposal of subsidiaries	出售子公司之收益	1,760	-	-	1,760
Loss on deconsolidation of subsidiaries	終止作為子公司綜合列賬之虧損	(2,779)	-	-	(2,779)
Impairment losses on other intangible assets	其他無形資產減值虧損	(59,105)	(18,069)	-	(77,174)
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(34,829)	74,157	(4,430)	34,898
Income tax credit	所得稅抵免	2,435	15,526	-	17,961
(Loss)/Profit for the year	年度(虧損)/溢利	(32,394)	89,683	(4,430)	52,859

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- I. Effect of error corrections on the Group's consolidated statement of comprehensive income for the year ended 31 March 2012 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- I. 更正本集團截至二零一二年三月三十一日止年度之綜合全面收益表之誤差之影響 (續)

	As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a) HK\$'000 千港元	Timing of recognition of share option expenses note 4(b) 確認購股權開支的時間 附註4(b) HK\$'000 千港元	Reclassification of cost of sales and services and distribution costs note 4(c) 重新分類銷售及服務成本及分銷成本 附註4(c) HK\$'000 千港元	As restated
	如先前呈報 HK\$'000 千港元	附註4(a) HK\$'000 千港元	附註4(b) HK\$'000 千港元	附註4(c) HK\$'000 千港元	重列 HK\$'000 千港元
Other comprehensive income for the year, including reclassification adjustments:					
Other comprehensive income for the year, including reclassification adjustments: 年度其他全面收益 (包括重新分類調整):					
Exchange differences on translating foreign operations 換算海外業務產生之匯兌差額	15,489	14,863	-	-	30,352
Reclassification adjustments relating to foreign operations disposed of during the year 年內出售海外業務之重新分類調整	46	-	-	-	46
	15,535	14,863	-	-	30,398
Total comprehensive income for the year	(16,859)	104,546	(4,430)	-	83,257
(Loss)/Profit attributable to:					
Owners of the Company 以下人士應佔(虧損)/溢利: 本公司擁有人	(34,790)	89,683	(4,430)	-	50,463
Non-controlling interests 非控股權益	2,396	-	-	-	2,396
	(32,394)	89,683	(4,430)	-	52,859

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- I. Effect of error corrections on the Group's consolidated statement of comprehensive income for the year ended 31 March 2012 (Continued)

	As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Timing of recognition of share option expenses note 4(b) 確認購股權開支的時間 附註4(b)	Reclassification of cost of sales and services and distribution costs note 4(c) 重新分類銷售及服務成本及分銷成本 附註4(c)	As restated
	如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
Total comprehensive income attributable to:					
Owners of the Company	(19,129)	104,546	(4,430)	-	80,987
Non-controlling interests	2,270	-	-	-	2,270
	(16,859)	104,546	(4,430)	-	83,257
(Loss)/Earnings per share					
- Basic and diluted	(1.28)				1.86

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- I. 更正本集團截至二零一二年三月三十一日止年度之綜合全面收益表之誤差之影響 (續)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- II. Effect of error corrections on the Group's consolidated statement of financial position as at 31 March 2012

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- II. 更正本集團於二零一二年三月三十一日之綜合財務狀況表之誤差之影響

	As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
	如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
ASSETS AND LIABILITIES				
Non-current assets				
Property, plant and equipment	76,347	7,169	-	83,516
Prepaid land lease payments	6,739	4,261	-	11,000
Goodwill	776,323	(762,759)	-	13,564
Other intangible assets	57,504	317,229	-	374,733
Interests in associates	16,531	-	-	16,531
Deferred tax assets	10,891	(3,056)	-	7,835
	944,335	(437,156)	-	507,179
Current assets				
Inventories	67,910	-	-	67,910
Trade and bills receivables	442,635	-	-	442,635
Prepayments, other receivables and deposits	249,180	273	(3,511)	245,942
Amounts due from related companies	-	-	3,511	3,511
Pledged deposits	260,222	-	-	260,222
Cash and cash equivalents	160,755	-	-	160,755
	1,180,702	273	-	1,180,975
Assets held for sale	103,431	25,730	-	129,161
	1,284,133	26,003	-	1,310,136

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- II. Effect of error corrections on the Group's consolidated statement of financial position as at 31 March 2012 (Continued)

	As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
	如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
Current liabilities				
Trade and bills payables	62,236	–	–	62,236
Other payables and accruals	67,434	24	–	67,458
Amount due to a non-controlling shareholder of a subsidiary	1,522	–	–	1,522
Amount due to a director	5,186	–	–	5,186
Borrowings	747,004	–	–	747,004
Tax payable	3,963	–	–	3,963
	887,345	24	–	887,369
Net current assets	396,788	25,979	–	422,767
Total assets less current liabilities	1,341,123	(411,177)	–	929,946

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- II. 更正本集團於二零一二年三月三十一日之綜合財務狀況表之誤差之影響 (續)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- II. Effect of error corrections on the Group's consolidated statement of financial position as at 31 March 2012 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- II. 更正本集團於二零一二年三月三十一日之綜合財務狀況表之誤差之影響 (續)

		As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	9,462	84,879	-	94,341
Convertible bond	可換股債券	645,400	146,592	-	791,992
		654,862	231,471	-	886,333
Net assets	淨資產	686,261	(642,648)	-	43,613
EQUITY	權益				
Share capital	股本	27,138	-	-	27,138
Reserves	儲備	659,620	(642,648)	-	16,972
Equity attributable to owners of the Company	本公司擁有人應佔權益	686,758	(642,648)	-	44,110
Non-controlling interests	非控股權益	(497)	-	-	(497)
Total equity	總權益	686,261	(642,648)	-	43,613

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

III. Effect of error corrections on the Group's consolidated statement of financial position as at 1 April 2011

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

III. 更正本集團於二零一一年四月一日之綜合財務狀況表之誤差之影響

	As previously reported	Initial recognition and Subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
	如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
ASSETS AND LIABILITIES				
Non-current assets				
Property, plant and equipment	83,514	8,703	–	92,217
Prepaid land lease payments	6,730	4,136	–	10,866
Goodwill	777,347	(763,243)	–	14,104
Other intangible assets	142,928	357,868	–	500,796
Deferred tax assets	–	4,260	–	4,260
	1,010,519	(388,276)	–	622,243
Current assets				
Inventories	64,745	–	–	64,745
Trade and bills receivables	462,152	–	–	462,152
Prepayments, other receivables and deposits	152,075	268	(14,286)	138,057
Amounts due from customers for contracts work	5,992	–	–	5,992
Amounts due from related companies	–	–	14,286	14,286
Financial assets at fair value through profit or loss	822	–	–	822
Pledged deposits	231,372	–	–	231,372
Cash and cash equivalents	47,491	–	–	47,491
	964,649	268	–	964,917
Assets held for sale	101,902	28,862	–	130,764
	1,066,551	29,130	–	1,095,681

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

III. Effect of error corrections on the Group's consolidated statement of financial position as at 1 April 2011 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

III. 更正本集團於二零一一年四月一日之綜合財務狀況表之誤差之影響 (續)

		As previously reported	Initial recognition and Subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
Current liabilities	流動負債				
Trade and bills payables	應付賬款及應付票據	210,141	–	–	210,141
Other payables and accruals	其他應付款項及應計費用	56,438	23	–	56,461
Amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股東款項	1,807	–	–	1,807
Amounts due to directors	應付董事款項	6,013	–	–	6,013
Borrowings	借貸	407,111	–	–	407,111
Deferred income	遞延收入	583	–	–	583
Tax payable	應付稅項	3,357	–	–	3,357
		685,450	23	–	685,473
Net current assets	淨流動資產	381,101	29,107	–	410,208
Total assets less current liabilities	總資產減流動負債	1,391,620	(359,169)	–	1,032,451

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

III. Effect of error corrections on the Group's consolidated statement of financial position as at 1 April 2011 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

III. 更正本集團於二零一一年四月一日之綜合財務狀況表之誤差之影響 (續)

		As previously reported	Initial recognition and Subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a) HK\$'000 千港元	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d) HK\$'000 千港元	As restated
Non-current liabilities	非流動負債				
Deferred tax liabilities	遞延稅項負債	12,825	104,740	–	117,565
Convertible bond	可換股債券	645,288	283,285	–	928,573
		658,113	388,025	–	1,046,138
Net assets/(liabilities)	淨資產/(負債)	733,507	(747,194)	–	(13,687)
EQUITY	權益				
Share capital	股本	27,138	–	–	27,138
Reserves	儲備	678,612	(747,194)	–	(68,582)
Equity attributable to owners of the Company	本公司擁有人應佔權益	705,750	(747,194)	–	(41,444)
Non-controlling interests	非控股權益	27,757	–	–	27,757
Total equity/(Capital deficiency)	總權益/(股本虧絀)	733,507	(747,194)	–	(13,687)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

IV. Effect of error corrections on the Company's statement of financial position as at 31 March 2012

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

IV. 更正本公司於二零一二年三月三十一日之財務狀況表之誤差之影響

		As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Impairment on amounts due from subsidiaries note 4(e) 應收子公司款項減值 附註4(e)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債				
Non-current asset	非流動資產				
Investments in subsidiaries	子公司投資	-	-	-	-
Current assets	流動資產				
Prepayments, other receivables and deposits	預付款項、其他應收款項及按金	1,124	-	-	1,124
Amounts due from subsidiaries	應收子公司款項	1,333,031	(190,443)	(320,000)	822,588
Cash and cash equivalents	現金及現金等價物	115	-	-	115
		1,334,270	(190,443)	(320,000)	823,827
Current liability	流動負債				
Other payables and accruals	其他應付款項及應計費用	2,560	-	-	2,560
Net current assets	淨流動資產	1,331,710	(190,443)	(320,000)	821,267
Non-current liability	非流動負債				
Convertible bond	可換股債券	645,400	146,592	-	791,992
Net assets/(liabilities)	淨資產/(負債)	686,310	(337,035)	(320,000)	29,275
EQUITY	權益				
Share capital	股本	27,138	-	-	27,138
Reserves	儲備	659,172	(337,035)	(320,000)	2,137
Total equity	總權益	686,310	(337,035)	(320,000)	29,275

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

- V. Effect of error corrections on the Company's statement of financial position as at 1 April 2011

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

- V. 更正本公司於二零一一年四月一日之財務狀況表之誤差之影響

		As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併 所收購之 資產及承擔之 負債之初步 確認及 其後計量 附註4(a)	Impairment on amounts due from subsidiaries note 4(e) 應收子公司 款項減值 附註4(e)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債				
Non-current asset	非流動資產				
Investments in subsidiaries	子公司投資	-	-	-	-
Current assets	流動資產				
Prepayments, other receivables and deposits	預付款項、其他應收款項 及按金	1,374	-	-	1,374
Amounts due from subsidiaries	應收子公司款項	1,402,545	(190,443)	(320,000)	892,102
Cash and cash equivalents	現金及現金等價物	7,343	-	-	7,343
		1,411,262	(190,443)	(320,000)	900,819
Current liabilities	流動負債				
Other payables and accruals	其他應付款項及應計費用	908	-	-	908
Amount due to a director	應付一名董事款項	5,000	-	-	5,000
		5,908	-	-	5,908
Net current assets	淨流動資產	1,405,354	(190,443)	(320,000)	894,911
Non-current liability	非流動負債				
Convertible bond	可換股債券	645,288	283,285	-	928,573
Net assets/(liabilities)	淨資產/(負債)	760,066	(473,728)	(320,000)	(33,662)
EQUITY	權益				
Share capital	股本	27,138	-	-	27,138
Reserves	儲備	732,928	(473,728)	(320,000)	(60,800)
Total equity/(Capital deficiency)	總權益/(股本虧絀)	760,066	(473,728)	(320,000)	(33,662)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

VI. Effect of error corrections on the consolidated statement of cash flows as at 31 March 2012

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

VI. 更正於二零一二年三月三十一日之綜合現金流量表之誤差之影響

		Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及 其後計量 附註4(a) HK\$'000 千港元	Timing of recognition of share option expenses note 4(b) 確認購股權開支的時間 附註4(b) HK\$'000 千港元	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d) HK\$'000 千港元	As restated 重列 HK\$'000 千港元
	As previously reported 如先前呈報 HK\$'000 千港元				
Cash flows from operating activities	經營活動之現金流量				
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(34,829)	74,157	(4,430)	34,898
Adjustments for:	就下列各項調整:				
Finance costs	融資成本	32,203	(10,842)	-	21,361
Interest income	利息收入	(7,272)	-	-	(7,272)
Dividend income	股息收入	(32)	-	-	(32)
Share of results of associates	分佔聯營公司業績	(611)	-	-	(611)
Gain on disposal of subsidiaries	出售子公司之收益	(1,760)	-	-	(1,760)
Loss on deconsolidation of subsidiaries	終止作為子公司綜合列賬之虧損	2,779	-	-	2,779
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	19	-	-	19
Change in fair value of financial assets designated at fair value through profit or loss	指定於損益賬按公平值處理之金融資產之公平值變動	22	-	-	22
Waiver of interest expenses on convertible bond	免除可換股債券之利息開支	(10,730)	-	-	(10,730)
Expenses recognised in respect of equity-settled share-based payments	就以權益結算並以股份為支付基準款項確認之開支	137	-	4,430	4,567
Depreciation and amortisation	折舊及攤銷	35,671	38,420	-	74,091
Impairment losses on other intangible assets	其他無形資產之減值虧損	59,105	18,069	-	77,174
Impairment losses on assets held for sale	持作銷售資產之減值虧損	-	4,149	-	4,149
Impairment losses on property, plant and equipment	物業、機器及設備之減值虧損	-	1,696	-	1,696
Impairment loss on other receivables	其他應收款項之減值虧損	20,000	-	-	20,000
Change in fair value of a convertible bond	可換股債券之公平值變動	-	(125,851)	-	(125,851)
Operating profit before working capital changes	營運資金變動前之經營溢利	94,702	(202)	-	94,500

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

VI. Effect of error corrections on the consolidated statement of cash flows as at 31 March 2012 (Continued)

		As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Timing of recognition of share option expenses note 4(b)	Reclassification of amounts due from related companies and other receivables note 4(d)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	確認購股權開支的時間 附註4(b) HK\$'000 千港元	重新分類應收關連公司款項及其他應收款項 附註4(d) HK\$'000 千港元	重列 HK\$'000 千港元
Increase in inventories	存貨增加	(12,126)	-	-	-	(12,126)
Increase in trade and bills receivables	應收賬款及應收票據增加	(73,488)	-	-	-	(73,488)
Increase in prepayments, other receivables and deposits	預付款項、其他應收款項及按金增加	(172,849)	-	-	(10,775)	(183,624)
Increase in amounts due from customers for contract works	應收客戶合約工程款項增加	(17,004)	-	-	-	(17,004)
Decrease in amounts due from related companies	應收關連公司款項減少	-	-	-	10,775	10,775
Increase in amounts due from associates	應收聯營公司款項增加	(7,048)	-	-	-	(7,048)
Decrease in trade and bills payables	應付賬款及應付票據減少	(114,154)	-	-	-	(114,154)
Increase in other payables and accruals	其他應付款項及應計費用增加	119,838	-	-	-	119,838
Decrease in amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股東款項減少	(23,267)	-	-	-	(23,267)
Decrease in amount due to a director	應付一名董事款項減少	(827)	-	-	-	(827)
Net cash used in operations	營運所用現金淨額	(206,223)	(202)	-	-	(206,425)
Interest received	已收利息	7,272	-	-	-	7,272
Interest paid	已付利息	(21,361)	-	-	-	(21,361)
Income taxes paid	已付所得稅	(10,950)	-	-	-	(10,950)
Net cash used in operating activities	經營活動所用現金淨額	(231,262)	(202)	-	-	(231,464)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

VI. 更正於二零一二年三月三十一日之綜合現金流量表之誤差之影響 (續)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

VI. Effect of error corrections on the consolidated statement of cash flows as at 31 March 2012 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

VI. 更正於二零一二年三月三十一日之綜合現金流量表之誤差之影響 (續)

	As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Timing of recognition of share option expenses note 4(b) 確認購股權開支的時間 附註4(b)	Reclassification of amounts due from related companies and other receivables note 4(d) 重新分類應收關連公司款項及其他應收款項 附註4(d)	As restated
	如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	重列 HK\$'000 千港元
Cash flows from investing activities		投資活動之現金流量			
Purchases of property, plant and equipment	(3,863)	購買物業、機器及設備	-	-	(3,863)
Proceeds from disposal of property, plant and equipment	207	出售物業、機器及設備之所得款項	-	-	207
Net cash inflow from disposal of subsidiaries	2,813	出售子公司之現金流入淨額	-	-	2,813
Net cash inflow from deconsolidation of subsidiaries	9,845	終止作為子公司綜合列賬之現金流入淨額	-	-	9,845
Dividends received from financial assets designated at fair value through profit or loss	32	已收指定於損益賬按公平值處理之金融資產股息	-	-	32
Purchases of financial assets	(14,633)	購買金融資產	-	-	(14,633)
Proceeds from disposal of financial assets	15,433	出售金融資產之所得款項	-	-	15,433
Increase in pledged deposits	(28,850)	已抵押存款增加	-	-	(28,850)
Net cash used in investing activities	(19,016)	投資活動所用現金淨額	-	-	(19,016)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

4. RESTATEMENTS DUE TO CORRECTION OF PRIOR YEARS' ERRORS (Continued)

(f) Summary of effects of restatements due to correction of prior years' errors (Continued)

VI. Effect of error corrections on the consolidated statement of cash flows as at 31 March 2012 (Continued)

4. 因更正過往年度誤差而重列 (續)

(f) 因更正過往年度誤差而重列之影響概要 (續)

VI. 更正於二零一二年三月三十一日之綜合現金流量表之誤差之影響 (續)

		As previously reported	Initial recognition and subsequent measurements of assets acquired and liabilities assumed in a business combination note 4(a) 於業務合併所收購之資產及承擔之負債之初步確認及其後計量 附註4(a)	Timing of recognition of share option expenses note 4(b)	Reclassification of amounts due from related companies and other receivables note 4(d)	As restated
		如先前呈報 HK\$'000 千港元	HK\$'000 千港元	確認購股權開支的時間 附註4(b) HK\$'000 千港元	重新分類應收關連公司款項及其他應收款項 附註4(d) HK\$'000 千港元	重列 HK\$'000 千港元
Cash flows from financing activity	融資活動之現金流量					
Net borrowings raised	籌措借貸淨額	354,440	-	-	-	354,440
Net cash generated from financing activity	融資活動所產生之現金淨額	354,440	-	-	-	354,440
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	104,162	(202)	-	-	103,960
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	47,491	-	-	-	47,491
Effects of exchange rate changes, net	匯率變動之影響淨額	9,102	202	-	-	9,304
Cash and cash equivalents at end of year	年終之現金及現金等價物	160,755	-	-	-	160,755

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 2 to the financial statements, the directors of the Company (the "Directors") are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Current tax and deferred tax

The Group is subject to income taxes in Hong Kong and PRC. Significant judgement is required in determining the amount of the provision for taxes and the timing of payment of the related taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income taxes and deferred tax provision in the period in which such determination is made.

5. 重要會計估計及判斷

於應用本集團會計政策（如財務報表附註2所述）時，本公司董事（「董事」）須對尚無法從其他渠道確認的資產及負債賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及視作有關的其他因素作出。實際結果可能有別於該等估計。

該等估計及相關假設將按持續基準檢討。倘會計估計的修訂僅影響修訂估計的期間，則該修訂會於該期間確認；倘修訂對當前及未來期間均有影響，則在作出修訂的期間及未來期間確認。

以下是於呈報期末有關未來的主要假設及估計不明朗因素的其他估計不明朗因素的主要來源，有關假設及來源具有導致資產及負債的賬面值於下一財政年度內作出大幅調整的重大風險。

即期稅項及遞延稅項

本集團須繳納香港及中國所得稅。釐定稅項撥備金額及支付相關稅項之時間須作出重大判斷。一般業務過程中有大量交易及計算無法確切釐定最終稅額。本集團參考現行稅法及慣例，根據估計可能出現之結果確認稅項。倘該等事項最終之稅項與最初記錄之金額不同，其差額將影響作出有關釐定期間之所得稅及遞延稅項撥備。

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財務報表附註

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Current tax and deferred tax (Continued)

Deferred tax assets relating to certain deductible temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

Estimated impairment of goodwill and other intangible assets

The Group tests annually whether goodwill and other intangible assets have suffered any impairment in accordance with accounting policies stated in note 2.13 to the financial statements. The recoverable amounts of CGUs have been determined based on value-in-use calculations or its fair value less cost to sell, whichever is higher, and both bases require the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Please refer to notes 20 and 21 to the financial statements for details.

Estimated useful lives of other intangible assets

The Group's management determines the estimated useful lives and consequent related amortisation rate (if any) for its other intangible assets. These estimates are based on the historical experience of the actual useful lives of comparable intangible assets in related industries. Actual economic life may vary from estimated useful life. Periodic review could result in a change in amortisable lives and consequently increase or decrease in amortisation expenses. Please refer to note 21 to the financial statements for details.

5. 重要會計估計及判斷 (續)

即期稅項及遞延稅項 (續)

管理層認為可能存在可用暫時差額或稅項虧損予以抵銷之未來應課稅溢利時，則確認與若干可抵扣暫時差額及稅項虧損相關之遞延稅項資產。當預期與原有估計者不同，該等差額將影響於該等估計出現變動期間之遞延稅項資產及稅項之確認。

商譽及其他無形資產之估計減值

本集團根據財務報表附註2.13所載的會計政策每年測試商譽及其他無形資產是否減值。現金產生單位之可收回金額乃基於使用價值計算，或按其公平值減銷售成本釐定（以較高者為準）。兩項基準均要求本集團估計預期源於現金產生單位之日後現金流量以及用於計算現值之適當貼現率。倘實際日後現金流量不及預期，則產生重大減值虧損。詳情請參閱財務報表附註20及21。

其他無形資產之估計可使用年期

本集團管理層釐定其他無形資產之估計可使用年期以及因此相關的攤銷率（如有）。該等估計乃根據有關行業之可資比較無形資產之實際可使用年期之過往經驗而作出。實際經濟年期可能與估計可使用年期不同。定期審閱可使攤銷年期作出變動，以致增加或減少攤銷開支。詳情請參閱財務報表附註21。

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財務報表附註

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Provision for impairment of receivables

The policy for the provision for impairment of receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provision for impairment may be required.

Valuation of share options

The fair value of options granted under the share option scheme is determined using the binomial model. The significant inputs into the model were the weighted average price at the grant date, exercise price, risk-free interest rate, dividend yield, expected volatility, expected life of options, and exit rate of directors and staff. When the actual results of the inputs differ from the management's estimate, it will have impact on share option expenses and the related share option reserve of the Company.

Useful lives and residual value of property, plant and equipment

The Group's management determines the residual values, useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual residual value and useful lives of property, plant and equipment of similar nature and functions and may vary significantly as a result of technical innovations and keen competitions from competitors, resulting in higher depreciation charge and/or write-off or write-down of technically obsolete assets when residual value or useful lives are less than previously estimated.

5. 重要會計估計及判斷 (續)

應收款項之減值撥備

本集團之應收款項減值撥備政策乃根據對賬目之可收回性之評估及賬目賬齡分析以及按管理層之判斷作出。評估該等應收款項最終能否變現需作出大量判斷，包括客戶目前之信譽及各債務人之過往收款歷史記錄。倘本集團債務人之財務狀況惡化導致其付款能力減弱，則或須作出額外減值撥備。

購股權之估值

根據購股權計劃授出之購股權公平值採用二項式定價模式釐定，模式所採用之重大計算數據為授出日期之加權平均股價、行使價、無風險利率、派息率、預期波幅、購股權預期有效期以及董事及員工流失率。倘計算數據之實際結果與管理層之估計不同，則會對本公司之購股權開支及相關購股權儲備構成影響。

物業、機器及設備的可使用年期及殘餘價值

本集團管理層釐定本集團物業、機器及設備的殘餘價值、可使用年期及有關折舊開支。該估計乃根據過往對性質及功能相若的物業、機器及設備的實際殘餘價值及可使用年期的估計經驗而進行，可能會因技術創新及競爭對手的激烈競爭而出現重大變動，倘殘餘價值或可使用年期低於預先估計，會導致折舊開支會增加及/或需撇銷或撇減技術陳舊資產。

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財務報表附註

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Fair value of convertible bond accounted for as a financial liability through profit or loss

At the reporting year end date, the Group had an outstanding convertible bond, the details of which are set out in note 34 to the financial statements. The convertible bond, which contains an embedded convertible option derivative, was issued in March 2010 in connection with the acquisition of the Kang Yuan Group. The Group has elected to account for this convertible bond as a financial liability at fair value through profit or loss. Accordingly, the Directors are required to use their judgment in selecting an appropriate valuation technique to determine the fair value of this convertible bond, which is not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The fair value of the convertible bond is estimated with the assistance of an independent professional valuer. The independent valuations are based on various inputs and estimates with reference to quoted market rates and adjusted for specific features of the instrument. If the inputs and estimates applied in the model are different, the carrying amounts of this convertible bond will change.

6. FINANCIAL RISK MANAGEMENT

The Group is exposed to a variety of financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest risk), credit risk and liquidity risk.

5. 重要會計估計及判斷 (續)

於損益入賬為金融負債之可換股債券之公平值

於年結日，本集團擁有尚未行使之可換股債券，其詳情乃載於財務報表附註34。本公司於二零一零年三月就收購康源集團發行載有嵌入式可換股購股權衍生工具之可換股債券。本集團入賬此可換股債券列作於損益按公平值列賬之金融負債。因此，董事須自行判斷選擇合適估值技術以釐定在活躍市場並無報價之此可換股債券之公平值。所採用之估值技術由市場從業者普遍採用。可換股債券之公平值乃在獨立專業估值師之協助下進行估計。獨立估值乃基於參考已報市場比率及就工具特性進行調整之多項輸入值及估計。倘模型中採用之輸入值及估計不同，則此可換股債券之賬面值會產生變動。

6. 財務風險管理

本集團因於日常業務及其投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險（包括貨幣風險及利率風險）、信貸風險及流動資金風險。

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財務報表附註

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6. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the Board. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

It is not the Group's policy to actively engage in the trading of financial instruments for speculative purposes. The Board from time to time identifies ways to access financial markets and monitors the Group's financial risk exposures.

6.1 Financial risk management objectives and policies

The Group's major financial instruments include, trade and bills receivables, other receivables, amounts due from related companies, amounts due from subsidiaries, amounts due from associates, pledged deposits, cash and bank balances, trade and bills payables, other payables, borrowings, amount due to a director, amount due to a non-controlling shareholders of a subsidiary and convertible bond. Details of these financial instruments are disclosed in the relevant notes to the financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

6. 財務風險管理 (續)

財務風險管理由本集團總部與董事會緊密合作統籌。管理財務風險之整體目標旨在藉盡量降低本集團於金融市場之風險，從而確保本集團中短期之現金流。長期金融投資之管理為在可接受風險水平帶來持續回報。

本集團之政策並非積極參與金融工具投機買賣。董事會不時物色進入金融市場之方法並監察本集團承擔之財務風險。

6.1 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及應收票據、其他應收款項、應收關連公司款項、應收子公司款項、應收聯營公司款項、已抵押存款、現金及銀行結餘、應付賬款及應付票據、其他應付款項、借貸、應付一名董事款項、應付子公司一名非控股股東款項及可換股債券。該等金融工具詳情於財務報表相關附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

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財務報表附註

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6. FINANCIAL RISK MANAGEMENT (Continued)

6.2 Categories of financial assets and liabilities

The carrying amounts presented in the statements of financial position relate to the following categories of financial assets and financial liabilities:

6. 財務風險管理 (續)

6.2 金融資產及負債之分類

有關下列類別金融資產及金融負債於財務狀況報表呈列之賬面值：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Financial assets	金融資產				
Loans and receivables:	貸款及應收款項：				
– Trade and bills receivables	– 應收賬款及應收票據	363,120	442,635	–	–
– Other receivables and deposits (excluding prepayments)	– 其他應收款項及按金 (不包括預付款)	108,430	61,828	827	832
– Amounts due from subsidiaries	– 應收子公司款項	–	–	822,612	822,588
– Amounts due from related companies	– 應收關連公司款項	20,705	3,511	–	–
– Amounts due from associates	– 應收聯營公司款項	–	7,048	–	–
Pledged deposits	已抵押存款	181,237	260,222	–	–
Cash and cash equivalents	現金及現金等價物	11,313	160,755	1,304	115
		684,805	935,999	824,743	823,535
Financial liabilities	金融負債				
Financial liabilities measured at amortised cost:	按攤銷成本計量之金融負債：				
– Trade and bills payables	– 應付賬款及應付票據	96,331	62,236	–	–
– Other payables and accruals	– 其他應付款項及應計費用	50,688	67,458	4,548	2,560
– Amount due to a non-controlling shareholder of a subsidiary	– 應付子公司一名 非控股股東款項	1,129	1,522	–	–
– Amount due to a director	– 應付一名董事款項	5,541	5,186	–	–
– Amounts due to subsidiaries	– 應付子公司款項	–	–	178,251	–
– Borrowings	– 借貸	502,811	747,004	–	–
Convertible bond	可換股債券	756,961	791,992	756,961	791,992
		1,413,461	1,675,398	939,760	794,552

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.3 Market risk

The Group's activities expose it primarily to the market risks of changes in interest rates and foreign currency exchange rates risks. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk over the year.

Interest rate risk management

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market rate on bank balances, bank and other borrowings which are carried at prevailing market interest rates and variable rate based on the interest rates quoted by the People's Bank of China.

The Group's fair value interest rate risk relates primarily to pledged bank deposits, bank and other borrowings and convertible bond which are carried at fixed interest rate. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rate risks on financial liabilities are detailed in the liquidity risk management section of this note.

6. 財務風險管理 (續)

6.3 市場風險

本集團的活動令其主要面對利率變動的市場風險及外幣匯率風險。年內，本集團所面對的市場風險或其管理及衡量風險的方式並無重大變動。

利率風險管理

由於銀行結餘與銀行及其他借貸（按現行市場利率及根據中國人民銀行所報利率計算的浮動利率計息）的現行市場利率波動，本集團面對現金流量利率風險。

本集團的公平值利率風險主要與已抵押銀行存款、按固定利率計息之銀行及其他借貸及可換股債券有關。本集團現時並無利用任何衍生工具合約對沖其面對的利率風險。然而，管理層於有需要時會考慮對沖重大利率風險。

本集團面對與金融負債有關的利率風險之詳情載於本附註流動資金風險管理一節。

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6. FINANCIAL RISK MANAGEMENT (Continued)

6.3 Market risk (Continued)

Interest rate sensitivity

The sensitivity analysis below has been prepared based on the exposure to interest rates for non-derivative instruments carried at variable rate (bank balances and bank and other borrowings) at the end of the reporting period and assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point increase or decrease for interest rates on bank balances and bank and other borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rate in respect of bank and other borrowings and bank balances respectively.

If interest rates had been increased/decreased by 50 basis points in respect of bank and other borrowings and all other variables were held constant, the Group's profit for the year would increase/decrease by approximately HK\$741,000 for the year ended 31 March 2012. There is no impact on the Group's loss for the year ended 31 March 2013.

If interest rates had been increased/decreased by 50 basis points in respect of bank deposits and all other variables were held constant, the Group's loss for the year would decrease/increase by approximately HK\$963,000 (2012: decrease/increase by approximately HK\$2,105,000) for the year ended 31 March 2013.

6. 財務風險管理 (續)

6.3 市場風險 (續)

利率敏感度

以下敏感度分析乃基於呈報期末面對的以浮動利率計息之非衍生工具(銀行結餘與銀行及其他借貸)利率風險以及假設於呈報期末未償還的金融工具於整年未償還而作出。就銀行結餘與銀行及其他借貸之利率而言，公司內部向主要管理人員匯報利率風險時會以升跌50個基點為基準，並指管理層分別對銀行及其他借貸以及銀行結餘利率可能變動的評估。

倘利率上升／下降50個基點(就銀行及其他借貸而言)，而所有其他變數維持不變，則本集團截至二零一二年三月三十一日止年度的年內溢利將增加／減少約741,000港元，對本集團截至二零一三年三月三十一日止年度的年內虧損概無影響。

倘利率上升／下降50個基點(就銀行存款而言)，而所有其他變數維持不變，則本集團截至二零一三年三月三十一日止年度的年內虧損將減少／增加約963,000港元(二零一二年：減少／增加約2,105,000港元)。

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6. FINANCIAL RISK MANAGEMENT (Continued)

6.3 Market risk (Continued)

Foreign currency risk management

The Group collects all of its revenue in Renminbi ("RMB") and most of the expenditures including expenditures and capital expenditures are also denominated in RMB.

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposures should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's loss before income tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

6. 財務風險管理 (續)

6.3 市場風險 (續)

外幣風險管理

本集團的全部收入均以人民幣(「人民幣」)收款，且大部份開支(包括開支及資本開支)亦以人民幣計值。

本集團進行若干以外幣計值的交易，因此面對匯率波動風險。本集團現時並無外幣對沖政策。然而，管理層會監察外匯風險，並將在必要時考慮對沖重大外幣風險。

下表顯示假設所有其他變數維持不變，本集團之除所得稅前虧損(因貨幣資產及負債之公平值變動而產生)及本集團之權益於呈報期末對人民幣匯率之合理可能變動之敏感度。

		Increase/ (decrease) in (loss)/profit before Income tax 除所得稅前 (虧損)/溢利 增加/(減少)	Increase/ (decrease) in equity 權益 增加/(減少)
	Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下跌)	% HK\$'000 千港元	% HK\$'000 千港元
2013	二零一三年		
If RMB weakens against HK\$	倘人民幣兌港元貶值	(5)	(10,088)
If RMB strengthens against HK\$	倘人民幣兌港元升值	5	10,088
2012	二零一二年		
If RMB weakens against HK\$	倘人民幣兌港元貶值	(5)	14,709
If RMB strengthens against HK\$	倘人民幣兌港元升值	5	(14,709)

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.4 Credit risk management

At the end of the reporting period, the Group's maximum exposure to credit risk in the event of counterparties' failure to perform their obligations in relation to each class of recognised financial asset is the carrying amount of those assets as stated in the consolidated statement of financial position.

The Group has put in place policies to ensure that sales of products or services are made to customers with an appropriate credit history and the Group performs credit period evaluations of its customers. In addition, the Group reviews the recoverable amount of each individual receivable at the end of each reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit-rating agencies or state-owned banks in the PRC.

Other than a concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group has no significant concentration of credit risk, as risk exposure is spread over a number of counterparties and customers.

6. 財務風險管理 (續)

6.4 信貸風險管理

於呈報期末，本集團就各類已確認金融資產所面對的因對手方無法履行其責任而導致的最大信貸風險，為綜合財務狀況表內所示該等資產的賬面值。

本集團已制訂政策確保向有恰當信貸記錄之客戶銷售產品或服務，而本集團亦會對其客戶進行信貸期評估。此外，於各呈報期末，本集團會評估每項個別應收款項之可收回金額，以確保就不可收回金額確認足夠之減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

由於對手方均為具備國際信貸評級機構高信貸評級之信譽良好的銀行或中國的國有銀行，故銀行結餘之信貸風險有限。

除存放於若干高信貸評級銀行之流動資金有信貸風險集中的情況外，由於本集團的風險分佈於多個對手方及客戶，故並無重大集中信貸風險。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.5 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and an availability of funding through the ability to close-out market positions. In the opinion of the Directors, the Group does not have any significant liquidity risk exposure.

The following table details the remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group and the Company can be required to pay:

		Group 本集團					
		On demand	Within 1 year	Within 1 to 2 years	Over 2 years	Total	Carrying amount
		按要求	一年內	一至兩年內	超過兩年	合計	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
As at 31 March 2013	於二零一三年三月三十一日						
Trade and bills payables	應付賬款及應付票據	72,496	23,835	-	-	96,331	96,331
Other payables and accruals	其他應付款項及應計費用	50,688	-	-	-	50,688	50,688
Amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股東款項	1,129	-	-	-	1,129	1,129
Amount due to a director	應付一名董事款項	-	5,541	-	-	5,541	5,541
Borrowings	借貸	52,885	462,726	-	-	515,611	502,811
Convertible bond	可換股債券	-	9,024	911,425	-	920,449	756,961
		177,198	501,126	911,425	-	1,589,749	1,413,461

6. 財務風險管理 (續)

6.5 流動資金風險

審慎流動資金風險管理指透過於市場平倉之能力持有充裕現金及可供動用資金。董事認為，本集團並無任何重大流動資金風險。

下表詳列本集團及本公司非衍生金融負債於各報告日期之餘下合約到期情況，此乃根據未貼現合約現金流（包括按訂約利率或（若為浮息）按報告日期之即期利率計算之利息支出）以及本集團及本公司可能需要支付之最早日期而得出：

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.5 Liquidity risk (Continued)

6. 財務風險管理 (續)

6.5 流動資金風險 (續)

		Group 本集團				Total 合計	Carrying amount 賬面值
		On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	Within 1 to 2 years 一至兩年內 HK\$'000 千港元	Over 2 years 超過兩年 HK\$'000 千港元		
As at 31 March 2012	於二零一二年三月三十一日						
Trade and bills payables	應付賬款及應付票據	51,245	10,991	-	-	62,236	62,236
Other payables and accruals	其他應付款項及應計費用	67,458	-	-	-	67,458	67,458
Amount due to a non-controlling shareholder of a subsidiary	應付子公司一名非控股股東款項	1,522	-	-	-	1,522	1,522
Amount due to a director	應付一名董事款項	186	5,000	-	-	5,186	5,186
Borrowings	借貸	27,794	727,033	-	-	754,827	747,004
Convertible bond	可換股債券	-	10,730	10,730	1,083,524	1,104,984	791,992
		148,205	753,754	10,730	1,083,524	1,996,213	1,675,398

		Company 本公司				Total 合計	Carrying amount 賬面值
		On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	Within 1 to 2 years 一至兩年內 HK\$'000 千港元	Over 2 years 超過兩年 HK\$'000 千港元		
As at 31 March 2013	於二零一三年三月三十一日						
Other payables and accruals	其他應付款項及應計費用	4,548	-	-	-	4,548	4,548
Amount due to a subsidiary	應付一間子公司款項	178,251	-	-	-	178,251	178,251
Convertible bond	可換股債券	-	9,024	911,425	-	920,449	756,961
		182,799	9,024	911,425	-	1,103,248	939,760

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.5 Liquidity risk (Continued)

	Company 本公司				Total 合計	Carrying amount 賬面值 HK\$'000 千港元
	On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	Within 1 to 2 years 一至兩年內 HK\$'000 千港元	Over 2 years 超過兩年 HK\$'000 千港元		
As at 31 March 2012						
Other payables and accruals	2,560	-	-	-	2,560	2,560
Convertible bond	-	10,730	10,730	1,083,524	1,104,984	791,992
	2,560	10,730	10,730	1,083,524	1,107,544	794,552

6.6 Fair value

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of the Group's financial assets at fair value are calculated by using quoted price; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Apart from for the convertible bond at fair value described in note 34 to the financial statements, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their respective fair values at the end of the reporting period.

6. 財務風險管理 (續)

6.5 流動資金風險 (續)

6.6 公平值

金融資產及金融負債的公平值乃按下列方式釐定：

- 本集團按公平值處理之金融資產的公平值，乃採用報價計算；及
- 其他金融資產及金融負債的公平值，乃根據普遍採納的定價模型，按照折現現金流分析釐定。

除財務報表附註34所述之按公平值入賬之可換股債券外，董事認為，於綜合財務狀況表按攤銷成本入賬的金融資產及金融負債的賬面值與其各自於呈報期末的公平值相若。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.6 Fair value (Continued)

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted price (unadjusted) in an active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable of the asset and liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 財務風險管理 (續)

6.6 公平值 (續)

下表呈列根據公平值架構，以公平值計入財務狀況表之金融資產及負債。此架構根據計量此等金融資產及負債之公平值所使用之主要資料輸入之相對可靠性，將金融資產及負債劃分為三層。公平值架構分為以下各層：

- 第一層：相同資產及負債於活躍市場之報價（未經調整）；
- 第二層：就資產及負債而直接（即價格）或間接（即從價格推算）可觀察之資料輸入（不包括第一層所包含之報價）；及
- 第三層：並非根據可觀察之市場數據而得出之資產或負債資料輸入（無法觀察之資料輸入）。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.6 Fair value (Continued)

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets and liabilities measured at fair value in the statements of financial position are grouped into the fair value hierarchy as follows:

		Group and Company 本集團及本公司			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2013	於二零一三年三月三十一日				
Convertible bond	可換股債券	-	756,961	-	756,961
		-	756,961	-	756,961

		Group and Company 本集團及本公司			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2012	於二零一二年三月三十一日				
Convertible bond	可換股債券	-	791,992	-	791,992
		-	791,992	-	791,992

There have been no significant transfers between level 1, 2 and 3 in the reporting period. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

於呈報期間，第一、二及三層之間並無重大轉撥。用於計量公平值之方法及估值技術與過往呈報期間相比並無變動。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.7 Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The capital structure of the Group consists of debts and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Group reviews the capital structure on an annual basis and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. Based on the review, the Group will balance its overall capital structure through raising or repayment of borrowings.

The Group monitors capital on the basis of the gearing ratio. The gearing ratio is calculated as total indebtedness divided by total assets. At the reporting periods ended 31 March 2013 and 2012, the Group's gearing ratio was 101.9% and 87.0%, respectively.

6. 財務風險管理 (續)

6.7 資本管理

本集團資本管理的主要目標為保障本集團之持續經營能力及維持穩健的資本比例，以為其業務提供支持及為股東創造最高價值。

本集團的資本結構包含債務及本公司擁有人應佔權益（包括已發行股本及儲備）。

本集團每年檢討資本架構，並根據經濟環境變動及相關資產的風險特徵作出調整。根據有關檢討，本集團會透過籌措或償還借貸平衡其整體資本結構。

本集團採用資產負債比率監察其資本。資產負債比率按負債總額除以資產總額計算。於截至二零一三年及二零一二年三月三十一日止報告期間，本集團的資產負債比率分別為101.9%及87.0%。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive Directors for their decisions about resource allocation in the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive Directors are determined by the Group's major product and service lines.

During the year, the Group has amended the presentation of management information provided to the chief operating decision-maker. Previously, the business of the tobacco agricultural and fertilizer is reported under one single segment. From 1 April 2012 onwards, the fertilizer and pesticide operation segment is separately disclosed as an individual operating segment. Income and expenses that are directly attributable to the reportable segments are also affected. Comparative figures have been restated to conform to the current year's presentation.

The Group has identified the following reportable segments:

- Tobacco agricultural operation;
- Fertilizer and pesticide operation;
- Digital television operation; and
- Healthcare products operation.

Segment results represent the profit earned or loss incurred by each segment, but exclude interest income, unallocated gains, corporate and other unallocated expenses, finance costs, other gains/losses, share of results of associates, gain on disposal of subsidiaries, loss on deconsolidation of subsidiaries, loss on disposal on interests in associates and income tax which are not directly attributable to the business activities of any operating segment.

7. 分類報告

本集團根據定期向執行董事所匯報用作彼等決定有關本集團業務單位的資源分配及檢討於該等單位表現的內部財務資料而識別營運分類及編製分類資料。向執行董事所匯報內部財務資料之業務單位乃按本集團主要生產及服務線釐定。

年內，本集團已修訂提供予主要經營決策者之管理資料之呈列方式。先前，煙草農業及肥料業務乃於一個單一分類下呈報。自二零一二年四月一日起，肥料及農藥業務分類乃單獨披露為個別經營分類。各可報告分類直接應佔之收入及開支亦受到影響。比較數字已予以重列以與本年度之呈列方式一致。

本集團已識別以下可報告分類：

- 煙草農業業務；
- 肥料及農藥業務；
- 數字電視業務；及
- 保健產品業務。

分類業績指各分類賺取之溢利或產生之虧損，但不包括利息收入、未分配收益、企業及其他未分配開支、融資成本、其他收益／虧損、分佔聯營公司業績、出售子公司之收益、取消綜合子公司之虧損、出售聯營公司權益之虧損及非直接歸屬於任何經營分類之業務活動之所得稅。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING (Continued)

Segment assets include all assets, but exclude interests in associates, deferred tax assets, assets held for sale and unallocated corporate assets.

Segment liabilities include all liabilities, but exclude amount due to a director, deferred tax liabilities, convertible bond and unallocated corporate liabilities.

(a) Segment Results

		2013 二零一三年					2012 二零一二年				
		Tobacco agricultural operation 煙草 農業業務 HK\$'000 千港元	Fertilizer and pesticide operation 肥料 及農藥業務 HK\$'000 千港元	Digital television operation 數字 電視業務 HK\$'000 千港元	Healthcare products operation 保健產品 業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Tobacco agricultural operation 煙草 農業業務 HK\$'000 千港元 (Restated) (重列)	Fertilizer and pesticide operation 肥料 及農藥業務 HK\$'000 千港元 (Restated) (重列)	Digital television operation 數字 電視業務 HK\$'000 千港元 (Restated) (重列)	Healthcare products operation 保健產品 業務 HK\$'000 千港元 (Restated) (重列)	Total 合計 HK\$'000 千港元 (Restated) (重列)
Segment revenue	分類收益										
Sales to external customers	銷售予外部客戶	683,194	44,730	6,335	401	734,660	628,805	29,381	4,795	915	663,896
Other revenue	其他收入	900	-	-	-	900	2,369	-	-	-	2,369
		684,094	44,730	6,335	401	735,560	631,174	29,381	4,795	915	666,265
Segment results	分類業績	(124,673)	(13,983)	(639)	(5,420)	(144,715)	(24,471)	(7,547)	(21,613)	(5,089)	(58,720)
Reconciliation:	對賬:										
Interest income	利息收入					7,047					7,272
Unallocated gains	未分配收益					15,957					10,794
Corporate and other unallocated expenses	企業及其他未分配開支					(30,161)					(24,360)
Finance costs	融資成本					(22,914)					(21,361)
Other (losses)/gains	其他(虧損)/收益					(156,046)					121,681
Share of results of associates	分佔聯營公司業績					(681)					611
Gain on disposal of subsidiaries	出售子公司之收益					-					1,760
Loss on deconsolidation of subsidiaries	終止作為子公司綜合列賬之虧損					-					(2,779)
Loss on disposals of interests in associates	出售於聯營公司權益之虧損					(1,504)					-
Gain on disposal of assets held for sale	出售待作銷售資產之收益					35,469					-
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利					(297,548)					34,898

7. 分類報告(續)

分類資產包括所有資產，但不包括聯營公司權益、遞延稅項資產、持作銷售資產及未分配企業資產。

分類負債包括所有負債，但不包括應付一名董事款項、遞延稅項負債、可換股債券及未分配企業負債。

(a) 分類業績

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING (Continued)

(b) Segment Assets and Liabilities

7. 分類報告 (續)

(b) 分類資產及負債

		2013 二零一三年					2012 二零一二年				
		Tobacco agricultural operation	Fertilizer and pesticide operation	Digital television operation	Healthcare products operation	Total	Tobacco agricultural operation	Fertilizer and pesticide operation	Digital television operation	Healthcare products operation	Total
		煙草 農業業務	肥料 及農藥業務	數字 電視業務	保健產品 業務	合計	煙草 農業業務	肥料 及農藥業務	數字 電視業務	保健產品 業務	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(重列)	(重列)	(重列)	(重列)	(重列)	(重列)	(重列)	(重列)	(重列)	(重列)
Segment assets	分類資產	1,093,194	74,174	6,606	42,620	1,216,594	1,511,353	96,797	7,152	43,753	1,659,055
Reconciliation:	對賬:										
Interests in associates	聯營公司權益					-					16,531
Deferred tax assets	遞延稅項資產					3,399					7,835
Assets held for sale	持作銷售資產					-					129,161
Corporate and other unallocated assets	企業及其他未分配資產					37,877					4,733
Total assets	資產總額					1,257,870					1,817,315
Segment liabilities	分類負債	578,358	3,942	21,235	39,597	643,132	811,295	7,825	19,480	35,437	874,037
Reconciliation:	對賬:										
Deferred tax liabilities	遞延稅項負債					36,120					94,341
Convertible bond	可換股債券					756,961					791,992
Corporate and other unallocated liabilities	企業及其他未分配負債					15,511					13,332
Total liabilities	負債總額					1,451,724					1,773,702

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING (Continued)

(c) Other Segment Information

7. 分類報告 (續)

(c) 其他分類資料

		2013 二零一三年					2012 二零一二年				
		Tobacco agricultural operation	Fertilizer and pesticide operation	Digital television operation	Healthcare products operation	Total	Tobacco agricultural operation	Fertilizer and pesticide operation	Digital television operation	Healthcare products operation	Total
		煙草 農業業務 HK\$'000 千港元	肥料 及農業業務 HK\$'000 千港元	數字 電視業務 HK\$'000 千港元	保健產品 業務 HK\$'000 千港元	合計 HK\$'000 千港元	煙草 農業業務 HK\$'000 千港元 (Restated) (重列)	肥料 及農業業務 HK\$'000 千港元 (Restated) (重列)	數字 電視業務 HK\$'000 千港元 (Restated) (重列)	保健產品 業務 HK\$'000 千港元 (Restated) (重列)	合計 HK\$'000 千港元 (Restated) (重列)
Depreciation	折舊	5,564	-	395	2,112	8,071	5,827	-	367	2,265	8,459
Unallocated depreciation	未分配折舊					519					556
						8,590					9,015
Amortisation of other intangible assets	其他無形資產攤銷	53,271	12,742	8	-	66,021	52,303	12,498	7	-	64,808
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	273	-	-	-	273	268	-	-	-	268
Impairment loss on assets held for sale	持作銷售資產之減值虧損					-					4,149
Impairment loss on goodwill	商譽之減值虧損	-	8,495	-	-	8,495	-	-	-	-	-
Impairment loss on other receivables	其他應收款項之減值虧損					5,000	-	-	20,000	-	20,000
Impairment loss on other intangible assets	其他無形資產之減值虧損	135,396	-	-	-	135,396	77,174	-	-	-	77,174
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	3,329	-	-	-	3,329					1,696
Loss on redemption of convertible bond	贖回可換股債券之虧損					44,570					-
Equity-settled share-based payment expenses	以權益結算並以股份為支付基準之開支					9,749					4,567
Waiver of interest expenses on convertible bond	免除可換股債券之利息開支					(9,295)					10,730
Waiver of other payables	免除其他應付款項					(6,466)					-
Change in fair value of convertible bond	可換股債券之公平值變動					106,467					(125,851)
Capital expenditure	資本開支	2,228	8	261	9	2,506	3,579	-	263	3	3,845
Unallocated expenditure	未分配開支					-					18
						2,506					3,863

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING (Continued)

(d) Geographical information

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than deferred tax assets.

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue from external customers	外部客戶收入		
The PRC	中國	734,660	663,896
Hong Kong	香港	-	-
		734,660	663,896

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Non-current assets	非流動資產		
The PRC	中國	260,490	496,057
Hong Kong	香港	515	3,287
		261,005	499,344

7. 分類報告 (續)

(d) 地區資料

下表提供本集團外部客戶收入及非流動資產(遞延稅項資產除外)之分析。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

7. SEGMENT REPORTING (Continued)

(d) Geographical information (Continued)

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on the physical and operating location of the assets. The Company is an investment holding company incorporated in Hong Kong where the Group has the majority of its operations and its workforce in the PRC, and therefore, the PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by HKFRS 8 "Operating Segments".

(e) Information about major customers

No sales to a single customer or a group of customers under with common control accounted for 10% or more of the Group's revenue for the years ended 31 March 2013 and 2012.

8. TURNOVER

7. 分類報告 (續)

(d) 地區資料 (續)

客戶所在地乃按提供服務或商品付運之位置劃分。非流動資產所在地乃按資產之實際及經營位置劃分。本公司為於香港註冊成立之投資控股公司，本集團大部份業務及員工均位於中國，因此，就作出香港財務報告準則第8號「經營分類」之披露而言，本集團視中國為居留國家。

(e) 主要客戶之資料

並無對某單一客戶或處於共同控制下的客戶組別的銷售額超過本集團截至二零一三年及二零一二年三月三十一日止年度收入的10%或以上。

8. 營業額

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Sale of agricultural machinery and provision of construction services	銷售農業業務機械及提供建築服務	683,194	628,805
Sale of fertilizer and pesticide	銷售肥料及農藥	44,730	29,381
Provision of digital television services	提供數字電視業務	6,335	4,795
Sale of cordyceps-related and other healthcare products	銷售北冬蟲夏草相關產品及其他保健產品	401	915
		734,660	663,896

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

9. OTHER REVENUE

9. 其他收入

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Dividend income from financial assets designated at fair value through profit or loss	指定於損益賬按公平值處理之金融資產之股息收入	-	32
Government grants (note below)	政府補助(下文附註)	324	1,626
Interest income	利息收入	7,047	7,272
Waiver of interest expenses on convertible bond (note 34(c))	免除可換股債券之利息開支(附註34(c))	9,295	10,730
Waiver of other payables	免除其他應付款項	6,466	-
Sundry income	雜項收入	772	775
		23,904	20,435

Note:

Government grants mainly include government grants received for investments in Jiangsu province in the PRC. There are no unfulfilled conditions or contingencies relating to these grants.

附註:

政府補助主要包括於中國江蘇省投資而獲得之政府補助。此等補助並無附帶任何未實現之條件或或有事項。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

10. OTHER LOSSES/(GAINS)

10. 其他虧損／（收益）

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Change in fair value of financial assets designated at fair value through profit or loss	指定為於損益表按公平值處理之金融資產之公平值變動	(3)	22
Gain on bargain purchase	議價收購之收益	(8)	-
Gain on disposal of assets held for sale	出售持作銷售資產之收益	(35,469)	-
Impairment loss on property, plant and equipment	物業、機器及設備減值虧損	3,329	1,696
Impairment loss on assets held for sale	持作銷售資產減值虧損	-	4,149
Impairment loss on other receivables	其他應收款項減值虧損	5,000	20,000
Loss on redemption of convertible bond	贖回可換股債券之虧損	44,570	-
Loss on disposal of interests in associates	出售聯營公司權益之虧損	1,504	-
Change in fair value of convertible bond	可換股債券之公平值變動	106,487	(125,851)
		125,410	(99,984)

11. FINANCE COSTS

11. 融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Interest on bank loans wholly repayable within five years	須於五年內全部償還之銀行貸款利息	14,701	22,314
Interest on other loans	其他貸款之利息	8,213	4,621
Reversal of interest expenses over-provided in prior year	撥回上一年度超額撥備之利息支出	-	(5,574)
		22,914	21,361

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

12. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/Profit before income tax is arrived at after charging/
(crediting):

12. 除所得稅前(虧損)/溢利

除所得稅前(虧損)/溢利經扣除/
(計入)以下各項達致:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
(a)	Staff costs		
	Contributions to defined contribution retirement plans (note 44)	2,170	2,514
	Equity-settled share-based payment expenses (note 36)	672	994
	Salaries, wages and other benefits	45,927	40,465
		48,769	43,973

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

12. (LOSS)/PROFIT BEFORE INCOME TAX (Continued)

12. 除所得稅前(虧損)/溢利 (續)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
(b)	Other items		
	Amortisation		
	– prepaid land lease payment	273	268
	– other intangible assets	66,021	64,808
	Gain on bargain purchase*	(8)	–
	Depreciation on property, plant and equipment	8,590	9,015
	Loss on disposals of property, plant and equipment	342	19
	Write-off of property, plant and equipment	1,956	–
	Gain on disposal of assets held for sale	(35,469)	–
	Impairment losses		
	– property, plant and equipment (note 18)	3,329	1,696
	– goodwill (note 20)	8,495	–
	– other intangible assets (note 21)	135,396	77,174
	– assets held for sale (note 29)	–	4,149
	– other receivables	5,000	20,000
	Operating lease charges:		
	minimum lease payments		
	– hire of building	5,371	5,342
	– hire of office equipment	62	59
	Auditors' remuneration		
	– audit services in current year	950	1,315
	– audit services (over)/under provided in prior years	(778)	18
	– other services in current year	1,046	1,398
	Cost of inventories recognised as expense	484,689	428,125
	Research and development costs	5,431	4,823

* Gain on bargain purchase is included in "Other (losses)/gains" in the consolidated statement of comprehensive income.

* 議價購買收益列入綜合全面收益表「其他(虧損)/收益」內。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

13. DIRECTORS' REMUNERATION

Directors' emoluments and fee for the year, disclosed pursuant to the GEM Listing Rules and Section 161 of the Hong Kong Companies Ordinance, are as follows:

13. 董事酬金

根據創業板上市規則及香港公司條例第161條披露之董事之年度酬金及袍金如下：

	Fees 袍金		Salaries, allowances and benefits in kind 薪金、津貼及實物利益		Retirement scheme contributions 退休計劃供款		Sub-total 小計		Share-based payments 以股份為支付基準款項		Total 合計	
	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Executive Directors 執行董事												
Jingquan Yingzi 井泉瑛孜	-	-	416	476	31	-	447	476	-	-	447	476
Wong Man Hung Patrick 王文雄	-	12	887	804	15	12	902	828	359	-	1,261	828
Shan Xiaochang 單曉昌	-	-	415	476	-	-	415	476	-	-	415	476
Wu Zhongxin 吳中心	-	-	415	476	-	-	415	476	-	-	415	476
Feng Xiaoping (resigned on 28 September 2012) 封小平(於二零一二年 九月二十八日辭任)	-	-	53	128	-	-	53	128	-	-	53	128
Stephen William Frostick Stephen William Frostick	-	140	130	-	6	7	136	147	-	-	136	147
Non-executive Director 非執行董事												
Prof. Liu Guoshun 劉國順教授	-	-	-	-	-	-	-	-	-	-	-	-
Independent Non-executive Directors 獨立非執行董事												
Sousa Richard Alvaro 蘇志汶	78	78	-	-	-	-	78	78	-	-	78	78
Lee Chi Hwa Joshua 李智華	78	78	-	-	-	-	78	78	-	-	78	78
Zhao Zhizheng (appointed on 26 July 2012) 趙志正(於二零一二年 七月二十六日獲委任)	53	-	-	-	-	-	53	-	-	-	53	-
Chan Mei Bo Mabel 陳美寶(於二零一二年 (resigned on 27 April 2012) 四月二十七日辭任)	25	78	-	-	-	-	25	78	-	-	25	78
Total 合計	234	386	2,316	2,360	52	19	2,602	2,765	359	-	2,961	2,765

The Directors' emoluments are determined by the Board with reference to their contribution in terms of time, effort and expertise. The emoluments are reviewed on an annual basis.

During the year, a director was granted share options, in respect of his services to the Group, under the share option scheme of the Company, further details of which are set out in note 36 to the financial statements. The fair value of these options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the Directors' remuneration disclosures above.

董事酬金乃由董事會參考其貢獻之時間、努力及專業知識而釐定。有關酬金於每年檢討。

年內，一名董事因其為本集團提供之服務而根據本公司之購股權計劃獲授購股權，其進一步詳情載於財務報表附註36。該等購股權之公平值（已於歸屬期內於收益表內確認）於授出日期釐定，而於本年度財務報表內列賬之金額則已計入上文董事酬金之披露。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

14. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group for the year included two directors (2012: one director), details of whose remuneration are set out in note 13 above. Details of the remuneration for the year of the remaining three (2012: four) highest paid employees are as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,419	2,034
Equity-settled share-based payment expenses (note 36)	以權益結算並以股份為支付基準之開支(附註36)	289	637
Retirement scheme contributions	退休計劃供款	60	36
		1,768	2,707

The emoluments of the five highest paid individuals, other than the director, fell within the following bands:

		Number of individuals 人數	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Emolument bands	酬金範圍		
HK\$ Nil to HK\$1,000,000	零港元至1,000,000港元	3	4
HK\$1,000,001 to HK\$3,000,000	1,000,001港元至 3,000,000港元	-	-
		3	4

14. 五位最高薪人士

年內，本集團五位最高薪人士包括兩名董事(二零一二年：一名董事)，其酬金詳情載於上文附註13。年內餘下三名(二零一二年：四名)最高薪僱員之酬金詳情如下：

五位最高薪人士(董事除外)之酬金介乎下列範圍：

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

14. FIVE HIGHEST PAID INDIVIDUALS (Continued)

During the years ended 31 March 2013 and 2012, no emoluments were paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors have waived any emoluments during the year.

14. 五位最高薪人士 (續)

截至二零一三年及二零一二年三月三十一日止年度，本集團概無向任何董事或五位最高薪人士支付任何酬金作為彼等加入或於加入本集團時之獎金或離職補償。年內概無董事放棄任何酬金。

15. INCOME TAX CREDIT

15. 所得稅抵免

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Current tax – Hong Kong Profits Tax	當期稅項 – 香港利得稅		
Provision for the year	年度撥備	–	–
Current tax – PRC Enterprise Income Tax	當期稅項 – 中國企業所得稅		
Provision for the year	年度撥備	8,476	14,692
Under/(Over)-provision in respect of prior years	過往年度不足 / (超額) 撥備	420	(2,221)
		8,896	12,471
Deferred tax	遞延稅項		
Origination and reversal of temporary differences (note 33)	暫時性差額之產生及撥回 (附註33)	(53,850)	(30,432)
Income tax credit	所得稅抵免	(44,954)	(17,961)

No provision for Hong Kong profits tax has been made in the financial statements as there were no estimated assessable profits for the years ended 31 March 2013 and 2012.

由於截至二零一三年及二零一二年三月三十一日止年度並無估計應課稅溢利，故財務報表中並無就香港利得稅作出撥備。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

15. INCOME TAX CREDIT (Continued)

In accordance with the relevant tax laws and regulations in the PRC, the PRC subsidiaries are subject to an enterprise income tax rate of 25% (2012: 25%) on its taxable income. However, one of the PRC subsidiaries is entitled to exemption of enterprise income tax for two years starting from the first year of profitable operations after offsetting prior year tax losses, followed by a three-year 50% tax reduction. Accordingly, the PRC subsidiary enjoyed 50% tax deduction. After the expiry of the above tax concession on 31 December 2012, that subsidiary had been designated as a High-Tech Enterprise and its PRC enterprise income tax rate was subjected to 15% in accordance with the relevant PRC tax laws and regulations. The remaining subsidiaries of the Company in the PRC are subject to PRC enterprise income tax at 25% (2012: 25%) on their taxable income.

Reconciliation between the income tax credit and accounting (loss)/profit at applicable tax rates is as follows:

15. 所得稅抵免 (續)

根據中國有關稅法及稅規，中國子公司須就其應課稅收入按25%（二零一二年：25%）之企業所得稅稅率繳稅。然而，其中一間中國子公司自抵銷上年度虧損後盈利首年起兩個年度獲豁免繳納企業所得稅，其後三年減免50%。故此，該中國子公司享受50%稅務減免。於上述稅務寬減於二零一二年十二月三十一日屆滿後，該子公司被授予高新科技企業資格，根據中國有關稅法及稅規，該公司之中國企業所得稅稅率為15%。本公司之其他中國子公司須就其應課稅收入按25%（二零一二年：25%）之中國企業所得稅稅率繳稅。

按適用稅率計算之所得稅抵免及會計（虧損）／溢利之對賬如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
(Loss)/Profit before income tax	除所得稅前（虧損）／溢利	(297,548)	34,898
Tax calculated at domestic income tax rate of 16.5% (2012: 16.5%)	按本地所得稅率16.5%（二零一二年：16.5%）計算之稅項	(49,095)	5,758
Tax effect of share results of associates	應佔聯營公司業績之稅務影響	112	(101)
Tax effect of non-taxable income	毋須課稅收益之稅務影響	(32,859)	(37,966)
Tax effect of non-deductible expenses	不可扣稅支出之稅務影響	38,890	21,936
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	73	358
Under/(Over)-provision in respect of prior year	過往年度不足／（超額）撥備	420	(2,221)
Profit not subject to tax due to tax concessions	因稅務寬減而毋須課稅溢利	(5,348)	(10,731)
Effect of different tax rates in other jurisdictions	其他司法權區不同稅率之影響	2,853	5,006
Income tax credit	所得稅抵免	(44,954)	(17,961)

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16. LOSS/PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss/profit attributable to owners of the Company includes a loss of HK\$153,775,000 (2012: a profit of HK\$58,370,000) which has been dealt with in the financial statements of the Company.

17. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company.

16. 本公司擁有人應佔年度虧損／溢利

本公司擁有人應佔虧損／溢利包括虧損153,775,000港元（二零一二年：溢利58,370,000港元），已於本公司之財務報表內作出處理。

17. 每股（虧損）／盈利

(a) 每股基本（虧損）／盈利按本年度本公司擁有人應佔（虧損）／溢利除以年內已發行普通股（不包括本公司購回之普通股）之加權平均股數計算。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
(Loss)/Profit attributable to owners of the Company	本公司擁有人應佔（虧損）／溢利	(248,806)	50,463
Weighted average number of ordinary shares in issue (thousands)	已發行普通股之加權平均數（千股）	2,713,798	2,713,798

(b) Basic and diluted (loss)/earnings per share for the years ended 31 March 2013 and 2012 have been presented as equal because the exercise prices of the Company's share options were higher than the average market price for these years and therefore the effect is considered as anti-dilutive.

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the years ended 31 March 2013 and 2012 in respect of a dilution as the impact of the convertible bond outstanding had an anti-dilutive effect on the basic (loss)/earnings per share amounts presented.

(b) 由於本公司購股權行使價高於該等年度之平均市價並因而被認為具反攤薄效應，因此截至二零一三年及二零一二年三月三十一日止年度之每股基本及攤薄（虧損）／盈利呈列為相同。

由於尚未行使可換股債券對所呈報之每股基本（虧損）／盈利具有反攤薄影響，故並未就截至二零一三年及二零一二年三月三十一日止年度所呈報之每股基本（虧損）／盈利作出調整。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT

Group

18. 物業、機器及設備

本集團

		Buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(重列)	(重列)	(重列)	(重列)	(重列)	(重列)
Cost	成本						
At 1 April 2011	於二零一一年四月一日						
As previously reported	如先前呈報	33,483	12,916	55,365	10,899	12,042	124,705
Prior years' adjustments	過往年度調整	14,148	(1,626)	(1,939)	(574)	(1,601)	8,408
As restated	重列	47,631	11,290	53,426	10,325	10,441	133,113
Additions	增購	-	1,994	729	174	966	3,863
Disposals	出售	-	(336)	-	(157)	-	(493)
Disposal of subsidiaries (note 40)	出售子公司(附註40)	-	-	(2,399)	(390)	(1,018)	(3,807)
Deconsolidation of subsidiaries (note 41)	終止作為子公司綜合列賬(附註41)	-	-	(426)	(408)	(1,290)	(2,124)
Exchange differences	匯兌差額	1,764	349	1,870	159	299	4,441
At 31 March 2012 and 1 April 2012 (as restated)	於二零一二年三月三十一日及二零一二年四月一日(重列)	49,395	13,297	53,200	9,703	9,398	134,993
Additions	增購	-	-	292	159	2,055	2,506
Disposal	出售	-	-	-	-	(765)	(765)
Write-off	撇銷	-	(2,657)	-	-	-	(2,657)
At 31 March 2013	於二零一三年三月三十一日	49,395	10,640	53,492	9,862	10,688	134,077

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT (Continued)

Group (Continued)

18. 物業、機器及設備 (續)

本集團 (續)

		Buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(重列)	(重列)	(重列)	(重列)	(重列)	(重列)
Accumulated depreciation and impairment	累計折舊及減值						
At 1 April 2011	於二零一一年四月一日						
As previously reported	如先前呈報	1,340	3,380	25,549	7,716	3,206	41,191
Prior years' adjustments	過往年度調整	4,387	(1,625)	(2,095)	(300)	(662)	(295)
As restated	重列	5,727	1,755	23,454	7,416	2,544	40,896
Depreciation	折舊	1,685	1,432	3,125	919	1,854	9,015
Reclassification	重新分類	-	60	(60)	-	-	-
Disposals	出售	-	(172)	-	(95)	-	(267)
Disposal of subsidiaries (note 40)	出售子公司(附註40)	-	-	(201)	(173)	(229)	(603)
Deconsolidation of subsidiaries (note 41)	終止作為子公司綜合列賬(附註41)	-	-	(146)	(151)	(346)	(643)
Impairment loss	減值虧損	1,696	-	-	-	-	1,696
Exchange differences	匯兌差額	281	78	919	57	48	1,383
At 31 March 2012 and 1 April 2012 (as restated)	於二零一二年三月三十一日及二零一二年四月一日(重列)	9,389	3,153	27,091	7,973	3,871	51,477
Depreciation	折舊	1,715	1,607	2,996	788	1,484	8,590
Disposals	出售	-	-	-	-	(364)	(364)
Write-off	撇銷	-	(701)	-	-	-	(701)
Impairment loss	減值虧損	3,329	-	-	-	-	3,329
At 31 March 2013	於二零一三年三月三十一日	14,433	4,059	30,087	8,761	4,991	62,331
Carrying amount	賬面值						
At 31 March 2013	於二零一三年三月三十一日	34,962	6,581	23,405	1,101	5,697	71,746
At 31 March 2012	於二零一二年三月三十一日	40,006	10,144	26,109	1,730	5,527	83,516

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31 March 2013, certain of the Group's buildings with a net carrying amount of approximately HK\$34,401,000 (2012: HK\$36,337,000) have been pledged to secure general banking facilities granted to the Group as disclosed in note 32.

19. PREPAID LAND LEASE PAYMENTS

Group

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Carrying amount	賬面值		
At 1 April	於四月一日		
As previously reported	如先前呈報	6,739	6,730
Prior years' adjustments (note 4(a))	過往年度調整 (附註4(a))	4,534	4,404
As restated	重列	11,273	11,134
Amortisation provided during the year	年度攤銷撥備	(273)	(268)
Exchange differences	匯兌差額	-	407
At 31 March	於三月三十一日	11,000	11,273
Current portion included in other receivables	計入其他應收款項之流動部份	(273)	(273)
Non-current portion	非流動部份	10,727	11,000

The leasehold land is situated in Mainland China and is held under a medium term lease.

At 31 March 2013, the Group's prepaid land lease payments with a net carrying amount of approximately HK\$11,000,000 (2012: approximately HK\$11,273,000) has been pledged to secure general banking facilities granted to the Group as disclosed in note 32 to the financial statements.

18. 物業、機器及設備 (續)

於二零一三年三月三十一日，本集團賬面淨值約34,401,000港元(二零一二年：36,337,000港元)之若干樓宇已抵押作為附註32所披露本集團所獲一般銀行融通額度之擔保。

19. 預付土地租賃款

本集團

租賃土地位於中國內地，按中期租約持有。

於二零一三年三月三十一日，本集團賬面淨值為數約11,000,000港元(二零一二年：約11,273,000港元)之預付土地租賃款已抵押作為財務報表附註32所披露本集團所獲一般銀行融通額度之擔保。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

20. GOODWILL

Group

20. 商譽

本集團

		HK\$'000 千港元
At 1 April 2011, as restated	於二零一一年四月一日，重列	
Cost	成本	305,586
Accumulated impairment	累計減值	(291,482)
Net carrying amount	賬面淨值	14,104
Cost at 1 April 2011, net of accumulated impairment	於二零一一年四月一日之成本 (扣除累計減值)	
As previously reported	如先前呈報	777,347
Prior years' adjustments (note 4(a))	過往年度調整(附註4(a))	(763,243)
As restated	重列	14,104
Derecognised on disposal of subsidiaries (note 40)	取消確認出售子公司(附註40)	(222)
Derecognised on deconsolidation of subsidiaries (note 41)	取消確認終止作為子公司綜合列賬 (附註41)	(816)
Exchange differences	匯兌差額	498
At 31 March 2012	於二零一二年三月三十一日	13,564
At 1 April 2012, as restated	於二零一二年四月一日，重列	
Cost	成本	315,842
Accumulated impairment	累計減值	(302,278)
Net carrying amount	賬面淨值	13,564
Net carrying amount at 1 April 2012, net of accumulated impairment	於二零一二年四月一日之賬面淨值 (扣除累計減值)	
As previously reported	如先前呈報	776,323
Prior years' adjustments (note 4(a))	過往年度調整(附註4(a))	(762,759)
As restated	重列	13,564
Impairment loss	減值虧損	(8,495)
At 31 March 2013	於二零一三年三月三十一日	5,069
At 31 March 2013	於二零一三年三月三十一日	
Cost	成本	315,842
Accumulated impairment	累計減值	(310,773)
Net carrying amount	賬面淨值	5,069

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

20. GOODWILL (Continued)

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to the following CGUs for impairment testing:

- Tobacco agricultural cash-generating unit; and
- Fertilizer and pesticide cash-generating unit.

At the Acquisition date, the management had originally anticipated that there would be a significant growth in the tobacco agricultural CGU and fertilizer and pesticide CGU in subsequent years. However, as to the fact that the benefit of expected synergies and revenue growth had been slower than expected and the changes in industry policy may have imposed uncertainties over the business, it was also noted that the working capital calculation adopted in the previous valuation for subsequent impairment testing of the CGU did not comply with HKAS36 – Impairment of Asset, such that the goodwill of both CGUs was significantly impaired in subsequent years.

Tobacco agricultural cash-generating unit

For the year under review, the recoverable amount of the tobacco agricultural CGU has been determined based on a value in use calculation by taking into account the cash flow projections that based on financial budgets approved by management covering a seven-year period (2012: seven-year period) which reflects the prevailing economic pattern of the operation and valued by the professional valuers. The discount rate applied to the cash flow projections is 29.2% (2012: 28.6%). The growth for the calculation of the terminal value is 3% (2012: 3%) which was benchmarked to the long term average growth rate of the market.

20. 商譽 (續)

商譽之減值測試

透過業務合併收購之商譽已分配至下列現金產生單位進行減值測試:

- 煙草農業現金產生單位; 及
- 肥料及農藥現金產生單位。

於收購事項日, 管理層原先估計, 煙草農業現金產生單位以及肥料及農藥現金產生單位於其後年度將會有重大增長。然而, 由於預期協同效益及收益增長較預期為慢及行業政策變化可能會為該業務帶來不確定性, 其亦注意到, 於就現金產生單位之後續減值測試之先前估值所採納之營運資金計算並不符合香港會計準則第36號 – 資產減值, 因此, 兩個現金產生單位之商譽已於其後年度大幅減值。

煙草農業現金產生單位

於回顧年度, 煙草農業現金產生單位之可收回數額乃以根據管理層批准及專業估值師估值之反映現行營運經濟模式之七年期 (二零一二年: 七年期) 財務預算使用現金流量預測計算之使用價值而釐定。現金流量預測適用之折現率為29.2% (二零一二年: 28.6%)。以長期平均市場增長率為基準, 計算最終價值之增長率為3% (二零一二年: 3%)。

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20. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Tobacco agricultural cash-generating unit (Continued)

Based on the value in use calculation, the goodwill associated with the tobacco agriculture CGU was fully impaired as at 31 March 2011 and impairment loss was further recognised on (1) other intangible assets of approximately HK\$187,676,000, HK\$77,174,000, and HK\$135,396,000 and (2) property, plant and equipment of approximately HK\$3,830,000, HK\$1,696,000, and HK\$3,329,000, for the years ended 31 March 2011, 2012 and 2013 respectively as the recoverable amounts of this CGU is less than the carrying value in respective year.

Fertilizer and pesticide cash-generating unit

The recoverable amount of the fertilizer and pesticide CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period (2012: ten-year period) approved by management and valued by the professional valuers. The discount rate applied to the cash flow projections was 17.38% (2012: 20.36%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2012: 3%) by reference to the long term average growth rate.

Goodwill associated with the fertilizer and pesticide CGU was impaired by approximately HK\$19,491,000 as at 31 March 2011 and recognised a further impairment loss of approximately HK\$8,495,000 for the year ended 31 March 2013 due to the recoverable amounts of this CGU is less than the carrying value.

20. 商譽 (續)

商譽之減值測試 (續)

煙草農業現金產生單位 (續)

根據使用價值計算方式，與煙草農業現金產生單位相關之商譽乃於二零一一年三月三十一日悉數減值，並分別於截至二零一一年、二零一二年及二零一三年三月三十一日止年度，就(i)其他無形資產約187,676,000港元、77,174,000港元及135,396,000港元及(2)物業、機器及設備約3,830,000港元、1,696,000港元及3,329,000港元進一步確認減值虧損，原因為此現金產生單位之可收回金額少於有關年度之賬面值。

肥料及農藥現金產生單位

肥料及農藥現金產生單位之可收回數額乃以根據管理層批准及專業估值師估值之五年期(二零一二年：十年期)財務預算使用現金流量預測計算之使用價值而釐定。經參考長期平均增長率，現金流量預測適用之折現率為17.38%(二零一二年：20.36%)，而超過五年期之現金流量以3%(二零一二年：3%)之增長率推定。

與肥料及農藥現金產生單位相關之商譽乃於二零一一年三月三十一日減值約19,491,000港元，並由於此現金產生單位之可收回金額少於賬面值而於截至二零一三年三月三十一日止年度確認進一步減值虧損約8,495,000港元。

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20. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

The carrying amount of goodwill, net of any allowance for impairment, is allocated to the following CGUs:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Tobacco agricultural business	煙草農業業務	-	-
Fertilizer and pesticide business	肥料及農藥業務	5,069	13,564
Carrying amount at end of the year	年終之賬面值	5,069	13,564

Management's key assumptions include stable profit margins, which are determined from past performance and its expectations for market share after taking into consideration of prevailing market forecasts and research. The growth rates adopted in the valuation models are generally consistent with the forecasts found in industry reports. The discount rates used are the one of pre-tax that reflect specific risks of the Company in the industry.

Apart from the considerations that have been taken into account in determining the value in use of the CGUs, the Group's management is not aware of any possible changes that would necessitate changes in its key estimates.

20. 商譽 (續)

商譽之減值測試 (續)

商譽之賬面值 (扣除任何減值撥備) 乃分配至下列現金產生單位:

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Tobacco agricultural business	-	-
Fertilizer and pesticide business	5,069	13,564
Carrying amount at end of the year	5,069	13,564

經計及現行市場預測及研究後，管理層之主要假設包括從市場過往表現及對市場佔有率預測釐定之穩定利潤率。估值模式所用增長率一般與業內報告所載預測相符。所用貼現率為可反映本公司於業內之特定風險之稅前貼現率。

除於釐定現金產生單位之使用價值時已考慮之因素外，本集團管理層並不知悉有任何可能變化，以致有需要修改其主要估計。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

21. OTHER INTANGIBLE ASSETS

Group

21. 其他無形資產

本集團

	Club membership	Technologies	Patents and license rights	Tradename	Non-competition agreements	Customer relationships	Distribution network	License with definite useful lives 具有無限可使用年期之許可權	Total
	會所會籍 HK\$'000 千港元	技術 HK\$'000 千港元 (Restated) (重列)	專利及許可權 HK\$'000 千港元 (Restated) (重列) (note a) (附註a)	商標名稱 HK\$'000 千港元 (Restated) (重列) (note b) (附註b)	不競爭協議 HK\$'000 千港元 (Restated) (重列)	客戶關係 HK\$'000 千港元 (Restated) (重列) (note c) (附註c)	分銷網絡 HK\$'000 千港元 (Restated) (重列)	許可權 HK\$'000 千港元 (Restated) (重列)	總計 HK\$'000 千港元 (Restated) (重列)
At 1 April 2011									
- As previously reported	158	142,770	-	-	-	-	-	-	142,928
- Prior years' adjustments (note 4(a))	-	(103,813)	100,467	127,096	46,558	32,622	154,938	-	357,868
- As restated	158	38,957	100,467	127,096	46,558	32,622	154,938	-	500,796
Amortisation for the year	(7)	(14,732)	-	-	(15,981)	(8,665)	(25,423)	-	(64,808)
Impairment losses	-	(4,701)	(19,276)	(24,387)	(3,872)	-	(24,938)	-	(77,174)
Exchange differences	6	1,083	3,364	4,256	1,357	1,048	4,805	-	15,919
At 31 March 2012	157	20,607	84,555	106,965	28,062	25,005	109,382	-	374,733
At 1 April 2012									
- As previously reported	157	57,347	-	-	-	-	-	-	57,504
- Prior years' adjustments (note 4(a))	-	(36,740)	84,555	106,965	28,062	25,005	109,382	-	317,229
- As restated	157	20,607	84,555	106,965	28,062	25,005	109,382	-	374,733
Acquisition of a subsidiary (note 39)	-	-	-	-	-	-	-	147	147
Amortisation for the year	(8)	(15,005)	-	-	(16,276)	(8,825)	(25,894)	(13)	(66,021)
Impairment losses	-	(2,664)	(40,133)	(50,773)	(2,192)	-	(39,634)	-	(135,396)
At 31 March 2013	149	2,938	44,422	56,192	9,594	16,180	43,854	134	173,463

Notes:

(a) The patents and license rights ("Licenses") was purchased as part of business combinations in the Acquisition of Kang Yuan Group in 1 February 2010. The Directors are of the opinion that the upkeep of the Licenses are at minimal cost and the Group would be able to renew the License continuously.

附註:

(a) 專利及許可權(「許可權」)乃作為於二零一零年二月一日收購康源集團之業務合併之一部分而收購。董事認為這許可權之維護費乃最低之成本，且本集團將能夠持續重續許可權。

Notes to the financial statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

21. OTHER INTANGIBLE ASSETS (Continued)

Notes:

(a) (Continued)

The Licenses are considered by the management of the Group as having an indefinite life and thus will not be amortised until their useful lives are determined to be finite upon reassessment annually. Nevertheless, they will be subject to impairment test annually, and whenever there is an indication, impairment testing will be conducted.

(b) The tradename is considered by management to have indefinite useful lives and there is no foreseeable limit to the period over which they are expected to generate cash flows for the Group as it is expected that their value will not be reduced through usage and there are no legal or similar limits on the period for the use of the tradename.

(c) The useful life of customer relationships that arose from the aforesaid business combination, were estimated on the basis that their expected successful rate in retaining the acquirees' customers, and the prevailing general practice in the industry in estimating the expected useful life of customer relationships acquired in business combination. The amortising period for customer relationships is 5 years (2012: 5 years).

(d) These intangible assets are used in the Group's tobacco agricultural segment and fertilizer and pesticide segment. The Group recognised an impairment losses for these intangible assets of approximately HK\$135,396,000 for the year under review (2012: HK\$77,174,000) which has been reflected in the consolidated statement of comprehensive income.

Impairment testing of other intangible assets

Other intangible assets acquired through business combinations have been allocated to the following CGUs for impairment testing:

- Tobacco agricultural cash-generating unit; and
- Fertilizer and pesticide cash-generating unit.

At the Acquisition date, management had originally anticipated that there would be a significant growth in the tobacco agricultural CGU and fertilizer and pesticide CGU in subsequent years. However, as to the fact that the benefit of expected synergies and revenue growth had been slower than expected and the changes in industry policy may have imposed uncertainties over the business, it was also noted that the working capital calculation adopted in the previous valuation for subsequent impairment testing of the CGU did not comply with HKAS36 – Impairment of Asset, such that the goodwill of both CGUs was significantly impaired in subsequent years.

21. 其他無形資產 (續)

附註:

(a) (續)

管理層團隊認為許可權具有無限年期，並因此將不會被攤銷直至於每年重估時釐定其可使用年期為有限時為止。然而，其須每年及於有減值跡象時進行減值測試。

(b) 商標被管理層團隊視作具有無限的使用年期，預期可為本集團帶來現金流的期限沒有可預見限制，因為預期商標之價值不會因使用而減少，使用商標之期限亦無任何法律或類似限制。

(c) 因上述業務合併而產生之客戶關係之可使用年期乃根據本集團管理層於保留被收購方客戶之預期成功率及業內於估計於業務合併時所取得之客戶關係之預期可使用年期之現行一般慣例予以估計。客戶關係之攤銷期為5年(二零一二年:5年)。

(d) 該等無形資產用於本集團之煙草農業分部及肥料及農藥分部。本集團於回顧年度就該等無形資產確認減值虧損約135,396,000港元(二零一二年:77,174,000港元)，已於綜合全面收益表反映。

其他無形資產之減值測試

透過業務合併收購之其他無形資產已分配至下列現金產生單位以進行減值測試:

- 煙草農業現金產生單位; 及
- 肥料及農藥現金產生單位。

於收購事項日，管理層原先估計，煙草農業現金產生單位以及肥料及農藥現金產生單位於其後年度將會有重大增長。然而，由於預期協同效益及收益增長較預期為慢及行業政策變化可能會為該業務帶來不確定性，其亦注意到，於就現金產生單位之後續減值測試之先前估值所採納之營運資金計算並不符合香港會計準則第36號—資產減值，因此，兩個現金產生單位之商譽已於其後年度大幅減值。

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21. OTHER INTANGIBLE ASSETS (Continued)

Impairment testing of other intangible assets

(Continued)

Tobacco agricultural cash-generating unit

For the year under review, the recoverable amount of the tobacco agricultural CGU has been determined based on a value in use calculation by taking into account the cash flow projections that based on financial budgets approved by management covering a seven-year period (2012: seven-year period) which reflects the prevailing economic pattern of the operation and valued by the professional valuers. The discount rate applied to the cash flow projections is 29.2% (2012: 28.6%). The growth for the calculation of the terminal value is 3% (2012: 3%) which was benchmarked to the long term average growth rate of the market.

Based on the value in use calculation, the goodwill associated with the tobacco agriculture CGU was fully impaired as at 31 March 2011 and impairment loss was further recognised on (1) other intangible assets of approximately HK\$187,676,000, HK\$77,174,000, and HK\$135,396,000 and (2) property, plant and equipment of approximately HK\$3,830,000, HK\$1,696,000, and HK\$3,329,000, for the years ended 31 March 2011, 2012 and 2013 respectively as the recoverable amounts of this CGU is less than the carrying value in respective year.

Fertilizer and pesticide cash-generating unit

The recoverable amount of the fertilizer and pesticide CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period (2012: ten-year period) approved by management and valued by the professional valuers. The discount rate applied to the cash flow projections was 17.38% (2012: 20.36%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2012: 3%) by reference to the long term average growth rate.

Goodwill associated with the fertilizer and pesticide CGU was impaired by approximately HK\$19,491,000 as at 31 March 2011 and recognised a further impairment loss of approximately HK\$8,495,000 for the year ended 31 March 2013 due to the recoverable amounts of this CGU is less than the carrying value.

21. 其他無形資產 (續)

其他無形資產之減值測試

(續)

煙草農業現金產生單位

於回顧年度，煙草農業現金產生單位之可收回數額乃以根據管理層批准及專業估值師估值之反映現行營運經濟模式之七年期（二零一二年：七年期）財務預算使用現金流量預測計算之使用價值而釐定。現金流量預測適用之折現率為29.2%（二零一二年：28.6%）。以長期平均市場增長率為基準，計算最終價值之增長率為3%（二零一二年：3%）。

根據使用價值計算方式，與煙草農業現金產生單位相關之商譽乃於二零一一年三月三十一日悉數減值，並分別於截至二零一一年、二零一二年及二零一三年三月三十一日止年度，就(i)其他無形資產約187,676,000港元、77,174,000港元及135,396,000港元及(2)物業、機器及設備約3,830,000港元、1,696,000港元及3,329,000港元進一步確認減值虧損，原因為此現金產生單位之可收回金額少於賬面值。

肥料及農藥現金產生單位

肥料及農藥現金產生單位之可收回數額乃以根據管理層批准及專業估值師估值之五年期（二零一二年：十年期）財務預算使用現金流量預測計算之使用價值而釐定。經參考長期平均增長率，現金流量預測適用之折現率為17.38%（二零一二年：20.36%），而超過五年期之現金流量以3%（二零一二年：3%）之增長率推定。

與肥料及農藥現金產生單位相關之商譽乃於二零一一年三月三十一日減值約19,491,000港元，並由於此現金產生單位之可收回金額少於賬面值而於截至二零一三年三月三十一日止年度確認進一步減值虧損約8,495,000港元。

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21. OTHER INTANGIBLE ASSETS (Continued)

Impairment testing of other intangible assets

(Continued)

Fertilizer and pesticide cash-generating unit (Continued)

The carrying amount of other intangible assets, net of any allowance for impairment, is allocated to the following CGUs:

	Technologies	Patents and license rights	Tradenname	Non-competition agreements	Customers relationships	Distribution network	License with definite useful lives	Total
	技術	專利及許可權	商標名稱	不競爭協議	客戶關係	分銷網絡	具有有限使用年期之許可	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Tobacco agricultural business	2,938	44,422	56,192	2,437	-	43,854	-	149,843
Fertilizer and pesticide business	-	-	-	7,157	16,180	-	134	23,471
At 31 March 2013	2,938	44,422	56,192	9,594	16,180	43,854	134	173,314

	Technologies	Patents and license rights	Tradenname	Non-competition agreements	Customers relationships	Distribution network	License with definite useful lives	Total
	技術	專利及許可權	商標名稱	不競爭協議	客戶關係	分銷網絡	具有有限使用年期之許可	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Tobacco agricultural business	20,607	84,555	106,965	17,001	-	109,382	-	338,510
Fertilizer and pesticide business	-	-	-	11,061	25,005	-	-	36,066
At 31 March 2012	20,607	84,555	106,965	28,062	25,005	109,382	-	374,576

Management's key assumptions include stable profit margins, which are determined based on past performance and its expectations for market share after taking into consideration of published market forecast and research. The growth rates adopted in the valuation models are generally consistent with the forecasts found in industry reports. The discount rates used are the one of pre-tax and that reflect specific risk of the Company in the industry.

21. 其他無形資產 (續)

其他無形資產之減值測試

(續)

肥料及農藥現金產生單位 (續)

其他無形資產之賬面值，扣除任何減值撥備，乃分配至下列現金產生單位：

經計及已刊發之市場預測及研究後，管理層之主要假設包括從市場過往表現及對市場佔有率預測釐定之穩定利潤率。估值模式所用增長率一般與業內報告所載預測相符。所用貼現率為可反映本公司於業內之特定風險之稅前貼現率。

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21. OTHER INTANGIBLE ASSETS (Continued)

Apart from the considerations that have been taken into account in determining the value in use of the CGUs, the Group's management is not aware of any possible changes that would necessitate changes in its key estimates.

22. INTERESTS IN SUBSIDIARIES

21. 其他無形資產 (續)

除於釐定現金產生單位之使用價值時已考慮之因素外，本集團管理層並不知悉有任何可能變化，以致有需要修改其主要估計。

22. 子公司權益

		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Unlisted shares, at cost	非上市股份，按成本	13,307	13,307
Less: Impairment losses	減：減值虧損	(13,307)	(13,307)
		-	-
Amounts due from subsidiaries (note a)	應收子公司款項 (附註a)	1,853,591	1,897,207
Less: Impairment losses	減：減值虧損	(1,030,979)	(1,074,619)
		822,612	822,588
Amounts due to subsidiaries (note b)	應付子公司款項 (附註b)	178,251	-

Notes

- (a) The amounts due from subsidiaries are unsecured, interest free and repayment on demand.
- (b) The amounts due to subsidiaries are unsecured, interest free and repayment on demand.

附註

- (a) 應收子公司款項為無抵押、免息及按
要求償還。
- (b) 應付子公司款項為無抵押、免息及按
要求償還。

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22. INTERESTS IN SUBSIDIARIES (Continued)

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

22. 子公司權益 (續)

本公司之主要子公司詳情如下：

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Particulars of issued and paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Group's effective interest 本集團之實際權益		Percentage held by the Company indirectly 本公司間接持有之 百分比		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	
Kang Yuan Universal Investment Limited 康源環球投資有限公司	Hong Kong 香港	10,000 shares of HKD1 per share 10,000股每股面值 1港元之股份	100%	100%	100%	100%	Investment holding 投資控股
Jiangsu Kedi Modern Agriculture Co., Ltd. 江蘇科地現代農業有限公司	The PRC 中國	USD11,600,000 11,600,000美元	100%	100%	100%	100%	Manufacturing and trading of tobacco flue-curing agricultural machinery and fertilizer 製造及買賣煙草烘烤農業 機械及肥料
Zhengzhou Ruihao Tobacco Technology Company Limited 鄭州瑞豪煙草科技有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	100%	100%	100%	Trading of agricultural machinery 買賣農業機械
Henan Baorong Biological Technology Company Limited ("Henan Baorong") (note a) 河南寶融生物科技有限 公司(「河南寶融」) (附註a)	The PRC 中國	RMB5,050,000 人民幣5,050,000元	50.5%	–	50.5%	–	Trading of fertilizer and pesticide 買賣化肥及農藥
Henan Agricultural University Kedi Modern Agriculture Co., Ltd. 河南農大科地現代農業煙草 有限公司	The PRC 中國	RMB9,000,000 人民幣9,000,000元	100%	100%	100%	100%	Provision of consultancy service 提供諮詢服務
Sky Dragon Digital Television and Movies Limited 天龍數碼影視有限公司	Hong Kong 香港	21,000,000 shares of HKD1 per share 21,000,000股每股面值 1港元之股份	100%	100%	100%	100%	Investment holding 投資控股

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

22. INTERESTS IN SUBSIDIARIES (Continued)

22. 子公司權益 (續)

Name of company 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Particulars of issued and paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Group's effective interest 本集團之實際權益		Percentage held by the Company indirectly 本公司間接持有之百分比		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	
Hunan Xiaoxiang Digital Television Broadcast Company Limited 湖南瀟湘數字電視有限公司	The PRC 中國	RMB50,000,000 人民幣50,000,000元	70%	70%	70%	70%	Provision of digital television service 提供數字電視服務
Sparkle View Enterprises Limited 景輝企業有限公司	British Virgin Islands 英屬處女群島	1 share of USD 1 per share 1股每股面值1美元之股份	100%	100%	100%	100%	Investment holding 投資控股
Goodside International Limited 傲海國際有限公司	Hong Kong 香港	1 share of HKD 1 per share 1股每股面值1港元之股份	100%	100%	100%	100%	Provision of management services 提供管理服務
Hong Kong New Success International Group Investment Company Limited 香港新勝國際集團投資有限公司	Hong Kong 香港	10,000 shares of HKD 1 per share 10,000股每股面值1港元之股份	100%	100%	100%	100%	Investment holding 投資控股
Fujian Tianxin Biological Technology Company Limited 福建省天馨生物科技開發有限公司	The PRC 中國	USD10,000,000 10,000,000美元	72%	72%	72%	72%	Manufacturing and sales of cordyceps-related healthcare products 生產及銷售北冬蟲夏草相關保健產品
Quanzhou Liangxin Biological Technology Development Company Limited 泉州良鑫生物科技開發有限公司	The PRC 中國	USD200,000 200,000美元	100%	100%	100%	100%	Manufacturing and sales of healthcare products 生產及銷售保健產品

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財務報表附註

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22. INTERESTS IN SUBSIDIARIES (Continued)

The above table lists out the subsidiaries of the Company as at 31 March 2013 which, in the opinion of the Directors, principally affected the Group's results for the year or formed a substantial portion of the net assets of the Group.

Note:

- (a) On 31 October 2012, the Group acquired a 50.5% interest in Henan Baorong from independent third parties. Please refer to note 39 to the financial statements for details.

22. 子公司權益 (續)

上表列出本公司於二零一三年三月三十一日之子公司，而董事認為，該等子公司對本集團本年度業績構成主要影響或構成本集團資產淨值之重大部份。

附註：

- (a) 於二零一二年十月三十一日，本集團自獨立第三方收購河南寶融50.5%的權益。詳情請參閱財務報表附註39。

23. INTERESTS IN ASSOCIATES

23. 聯營公司權益

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Share of net assets	分佔淨資產	1,148	10,631
Less: Impairment losses	減：減值虧損	(1,148)	(1,148)
		-	9,483
Amounts due from associates (note a)	應收聯營公司款項(附註a)	4,457	11,505
Less: Impairment losses	減：減值虧損	(4,457)	(4,457)
		-	7,048
		-	16,531

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

23. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Company's principal associates are as follows:

Name of company 公司名稱	Place of incorporation/ registration/ and operation 註冊成立/註冊 及經營地點	Particulars of issued and paid up share capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Group's effective interest 本集團之實際權益		Percentage held by the Company indirectly 本公司間接持有之 百分比		Principal activities 主要業務
			2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	
Jiangsu BCTV Fashion Media Company Limited (note b) 江蘇廣電時尚傳媒有限公司 (附註b)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	39.20%	39.20%	49.00%	49.00%	Dormant 停業
Xian Shenghua Electronic Engineering Company Limited (note c) 西安聖華電子工程有限責任 公司(附註c)	The PRC 中國	RMB3,000,000 人民幣3,000,000元	-	20.00%	-	20.00%	Manufacturing and trading of tobacco flue-curing agricultural machinery 製造及買賣煙草烘烤農業 機械

Notes:

- (a) The amounts due from associates are unsecured, interest free and repayable on demand.
- (b) The company has been dormant since 2010.
- (c) On 10 May 2012, the Group disposed of its entire interest in Xian Shenghua Electronic Engineering Company Limited to an independent third party. Please refer to the note 42 to the financial statements for details.

附註:

- (a) 應收聯營公司款項為無抵押、免息及按要求償還。
- (b) 該公司自二零一零年起已停業。
- (c) 於二零一二年五月十日，本集團向一名獨立第三方出售其於西安聖華電子工程有限責任公司之全部權益。有關詳情，請參閱財務報表附註42。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

23. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information in respect of the Group's associates is set out below:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total assets	總資產	8,392	84,642
Total liabilities	總負債	(5,462)	(33,750)
Net assets	淨資產	2,930	50,892
Group's share of net assets of associates	本集團分佔聯營公司淨資產	1,148	10,631
Turnover	營業額	5,710	18,582
(Loss)/Profit for the year	年度(虧損)/溢利	(3,406)	3,057
Group's share of results of associates for the year	本集團分佔聯營公司年度業績	(681)	611

23. 聯營公司權益(續)

本集團聯營公司之財務資料概要列載如下：

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

24. INVENTORIES

24. 存貨

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Raw materials	原料	7,157	38,720
Work in progress	在製品	82,933	19,040
Finished goods	製成品	16,809	10,150
		106,899	67,910

25. TRADE AND BILLS RECEIVABLES

25. 應收賬款及應收票據

(a) Ageing analysis

Based on the invoice dates, the ageing analysis of the trade and bills receivables is as follows:

(a) 賬齡分析

根據發票日期，應收賬款及應收票據之賬齡分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current	即期	65,067	118,923
30 – 90 days	30至90天	20,567	69,557
91 – 180 days	91至180天	66,694	44,800
Over 180 days	180天以上	210,792	209,355
		363,120	442,635

The average credit period on sales of goods is 180 days (2012: 30 to 270 days) from the invoice date.

銷售貨品之平均信貸期自發票日期起計180天(二零一二年: 30至270天)。

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25. TRADE AND BILLS RECEIVABLES (Continued)

(a) Ageing analysis (Continued)

The ageing of trade debtors which are past due but not impaired are as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Neither past due nor impaired	並未逾期及減值	152,328	296,710
0 to 3 months past due	逾期零至3個月	132,563	41,569
4 to 6 months past due	逾期4至6個月	33,896	16,216
Over 6 months past due	逾期6個月以上	44,333	88,140
		363,120	442,635

Trade receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

- (b) Trade receivables that were past due but not impaired related to a large number of diversified customers that have a good track record of credit with the Group. Based on past credit history, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

25. 應收賬款及應收票據 (續)

(a) 賬齡分析 (續)

逾期但並未減值的應收款項之賬齡如下：

並未逾期及減值的應收賬款乃與眾多並無近期違約記錄之分散客戶有關。

- (b) 逾期但並未減值的應收賬款乃與本集團眾多擁有良好往績記錄之分散客戶有關。根據過往信貸記錄，管理層認為鑑於信貸質素並無重大變化，且結餘應仍可全數收回，故無須就此等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

25. TRADE AND BILLS RECEIVABLES (Continued)

(c) At 31 March 2012, certain of the Group's trade receivables with a net book amount of approximately HK\$4,391,000 had been pledged to secure general banking facilities granted to the Group as disclosed in note 32 to the financial statements. At 31 March 2013, no Group's trade receivables has been pledged to secure general banking facilities granted to the Group.

25. 應收賬款及應收票據 (續)

(c) 於二零一二年三月三十一日，本集團之賬面淨值約4,391,000港元之若干應收賬款已抵押作為財務報表附註32所披露本集團所獲一般銀行融通額度之擔保。於二零一三年三月三十一日，本集團概無抵押任何應收賬款以取得授予本集團之一般銀行融通額度。

26. PREPAYMENTS, OTHER RECEIVABLES AND DEPOSITS

26. 預付款項、其他應收款項及按金

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Other receivables and deposits	其他應收款項及按金	108,703	62,101	827	832
Prepayments	預付款項	201,489	183,841	266	292
		310,192	245,942	1,093	1,124

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

27. AMOUNTS DUE FROM RELATED COMPANIES

Details of amounts due from related companies, disclosed pursuant to section 161B of the Hong Kong Companies Ordinance are as follows:

Group

27. 應收關連公司款項

應收關連公司款項之詳情根據香港公司條例第161B條披露如下：

本集團

Name	名稱	2013	2012	Maximum amount outstanding during the year
		二零一三年 HK\$'000 千港元	二零一二年 HK\$'000 千港元	於本年度 尚未收回之 最大金額 HK\$'000 千港元
Jiangsu Kedi New Energy Company Limited (note)	江蘇科地新能源有限公司 (附註)	3,082	3,086	3,086
Jiangsu Yucheng Agriculture Company Limited (note)	江蘇昱誠農業有限公司 (附註)	17,514	371	24,540
Jiangsu Yonglu Fertilizer Company Limited (note)	江蘇永祿肥料有限公司 (附註)	54	54	54
Others	其他	55	–	55
		20,705	3,511	

The amounts due are unsecured, interest free and repayable on demand.

Note:

Those companies are controlled by Mr. Shan Xiaochang, a director of the Company.

該等應收款項為無抵押、免息及按要求償還。

附註：

該等公司受本公司董事單曉昌先生控制。

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財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

28. PLEDGED DEPOSITS AND CASH AND CASH EQUIVALENTS

28. 已抵押存款以及現金及現金等價物

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Pledged time deposits	已抵押定期存款	181,237	260,222	-	-
Cash and cash equivalents	現金及現金等價物	11,313	160,755	1,304	115
		192,550	420,977	1,304	115

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited in reputable banks with high credit ratings assigned by international credit-rating agencies or state-owned banks in the PRC.

At 31 March 2013, certain Group's bank deposits of approximately HK\$181,237,000 (2012: HK\$260,222,000) has been pledged as guarantee deposits for the issuance of bank acceptance notes to suppliers.

銀行現金按每日銀行存款利率以浮動利率計息。定期存款之存款期各有不同，介乎一日至三個月，視乎本集團之即時現金需求而定，並按各短期定期存款利率計息。銀行結餘及定期存款均存放於具備國際信貸評級機構所指定高信貸評級之信譽良好之銀行或中國之國有銀行。

於二零一三年三月三十一日，本集團若干銀行存款約181,237,000港元（二零一二年：260,222,000港元）已抵押作為向供應商發出銀行承兌票據之擔保存款。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

29. ASSETS HELD FOR SALE

29. 持作銷售資產

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
At 1 April, as previously reported	於四月一日，如先前呈報	103,431	101,902
Prior years' adjustments (note 4(a))	過往年度調整（附註4(a)）	25,730	28,862
As restated	重列	129,161	130,764
Disposal of subsidiaries (note 40)	出售子公司（附註40）	-	(2,141)
Disposal of assets held for sale (note 43)	出售持作銷售資產 （附註43）	(128,419)	-
Impairment loss (note 10)	減值虧損（附註10）	-	(4,149)
Exchange differences	匯兌差額	(742)	4,687
At 31 March	於三月三十一日	-	129,161
Represented by:	其中包括：		
Property, plant and equipment	物業、機器及設備	-	92,771
Prepaid land lease payments	預付土地租賃款	-	36,390
		-	129,161

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30. TRADE AND BILLS PAYABLES

Based on the invoice dates, the aging analysis of the trade and bills payables is as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current	即期	35,534	51,245
30 – 90 days	30至90天	25,275	–
91 – 180 days	91至180天	11,687	–
Over 180 days	180天以上	23,835	10,991
		96,331	62,236

Trade payables are due within 30 to 60 days (2012: 30 to 60 days) from the invoice date.

30. 應付賬款及應付票據

根據發票日期，應付賬款及應付票據之賬齡分析如下：

應付賬款自發票日期起計30至60天（二零一二年：30至60天）內到期。

31. OTHER PAYABLES AND ACCRUALS

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Other payables, customer receipts in advances and accruals	其他應付款項、預收客戶款項及應計費用	50,688	67,458	4,548	2,560
Amount due to a non-controlling shareholder of a subsidiary (note a)	應付子公司一名非控股股東款項（附註a）	1,129	1,522	–	–
Amount due to a director (note b)	應付一名董事款項（附註b）	5,541	5,186	–	–
		57,358	74,166	4,548	2,560

31. 其他應付款項及應計費用

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

31. OTHER PAYABLES AND ACCRUALS (Continued)

- (a) At 31 March 2013 and 2012, the amount due to a non-controlling shareholder of a subsidiary is unsecured, interest free and repayable on demand.
- (b) At 31 March 2013, the amount due to a director is unsecured, bears interest at 7% per annum and repayable within 1 year.

At 31 March 2012, the amount due to a director of HK\$5,000,000 is unsecured, bears interest at 5% per annum and repayable within 1 year.

At 31 March 2012, the amount due to a director of approximately HK\$186,000 is unsecured, interest free and repayable on demand.

31. 其他應付款項及應計費用 (續)

- (a) 於二零一三年及二零一二年三月三十一日，應付子公司一名非控股股東款項為無抵押、免息及按要求償還。
- (b) 於二零一三年三月三十一日，應付一名董事款項為無抵押、按年利率7%計息及須於一年內償還。

於二零一二年三月三十一日，應付一名董事款項5,000,000港元為無抵押、按年利率5%計息及須於一年內償還。

於二零一二年三月三十一日，應付董事款項約186,000港元為無抵押、免息及按要求償還。

32. BORROWINGS

32. 借貸

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Bank loans, secured	銀行貸款·有抵押		
Floating interest rate (note b)	浮動利率(附註b)	-	148,148
Fixed interest rate (note c)	固定利率(附註c)	143,827	46,296
Bills of exchange, secured floating interest rate (note d)	匯票·有抵押浮動利率(附註d)	315,667	518,518
Other loans, unsecured	其他貸款·無抵押		
Interest free	免息	6,111	6,111
Fixed interest rate (note e)	固定利率(附註e)	37,206	27,931
		502,811	747,004

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32. BORROWINGS (Continued)

Notes:

- (a) All borrowings are repayable within 1 year or on demand and denominated in RMB.
- (b) At 31 March 2012, the borrowings were with floating annum interest rate which is calculated with the benchmark interest rates announced by the People's Bank of China; interest of 5.31%-6.1% per annum was charged on the outstanding loan balances.
- (c) The bank loans bear interest of 5.6%-8.1% (2012: 6.56%-7.22%) per annum.
- (d) The effective interest rate on the bills is 0.05% (2012: 0.05%) per annum.
- (e) The other loans bear interest of 1.5%-5% (2012: 1.5%-5%) per annum.
- (f) Certain of the Group's bank loans are secured by:
 - (i) the pledge of certain of the Group's time deposits amounting to HK\$181,237,000 (2012: HK\$260,222,000).
 - (ii) mortgages over the Group's prepaid land lease payments situated in Mainland China, which had an aggregate carrying value at the end of the reporting period of approximately HK\$11,000,000 (2012: HK\$11,273,000).
 - (iii) mortgages over the Group's buildings, which had an aggregate carrying value at the end of the reporting period of approximately HK\$34,401,000 (2012: HK\$36,337,000).
 - (iv) the pledge of certain of the Group's trade receivables of approximately HK\$4,391,000 as at 31 March 2012.

32. 借貸 (續)

附註:

- (a) 所有借貸須於一年內或按要求償還並以人民幣計值。
- (b) 於二零一二年三月三十一日，浮動年利率（乃按根據中國人民銀行公佈之基準利率計算）借貸按年利率5.31%至6.1%就未償還貸款結餘計息。
- (c) 銀行貸款按年利率5.6%至8.1%（二零一二年：6.56%至7.22%）計息。
- (d) 票據實際年利率為0.05%（二零一二年：0.05%）。
- (e) 其他貸款按年利率1.5%至5%（二零一二年：1.5%至5%）計息。
- (f) 本集團之若干銀行貸款乃以下列各項作抵押：
 - (i) 金額為181,237,000港元（二零一二年：260,222,000港元）之本集團之若干定期存款之抵押。
 - (ii) 本集團位於中國大陸之預付土地租賃付款之按揭，其於報告期末之賬面總值約為11,000,000港元（二零一二年：11,273,000港元）。
 - (iii) 本集團之樓宇之按揭，其於報告期末之賬面總值約為34,401,000港元（二零一二年：36,337,000港元）。
 - (iv) 於二零一二年三月三十一日約為4,391,000港元之本集團之若干應收賬款之抵押。

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33. DEFERRED TAX ASSETS/(LIABILITIES)

The following are the major deferred tax assets and liabilities and their movements during the current and prior years:

33. 遞延稅項資產／（負債）

以下為於本年度及過往年度之主要遞延稅項資產及負債及其變動：

		Fair value adjustments on prepaid land lease payments and other intangible assets	Fair value adjustments on property, plant and equipment	Fair value adjustments on prepaid land lease payments and other intangible assets	Net amount
		預付土地 租賃款及其他 無形資產之 公平值調整	物業、機器及 設備之 公平值調整	預付土地 租賃款及其他 無形資產之 公平值調整	淨款項
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2011	於二零一一年四月一日				
As previously reported	如先前呈報		-	(12,825)	(12,825)
Prior years' adjustments (note 4(a))	過往年度調整 (附註4(a))		4,260	(104,740)	(100,480)
As restated	重列		4,260	(117,565)	(113,305)
Deferred tax charged to profit or loss during the year (note 15)	年內從損益扣除之遞延稅 項(附註15)		3,355	27,077	30,432
Exchange differences	匯兌差額		220	(3,853)	(3,633)
At 31 March 2012	於二零一二年 三月三十一日		7,835	(94,341)	(86,506)

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33. DEFERRED TAX ASSETS/(LIABILITIES) (Continued) 33. 遞延稅項資產／（負債）（續）

		Fair value adjustments on property, plant and equipment 物業、機器及設備之公平值調整 HK\$'000 千港元	Fair value adjustments on prepaid land lease payments and other intangible assets 預付土地租賃款及其他無形資產之公平值調整 HK\$'000 千港元	Net amount 淨款項 HK\$'000 千港元
At 1 April 2012	於二零一二年四月一日			
As previously reported	如先前呈報	10,891	(9,462)	1,429
Prior years' adjustments (note 4(a))	過往年度調整（附註4(a)）	(3,056)	(84,879)	(87,935)
As restated	重列	7,835	(94,341)	(86,506)
Acquisition of a subsidiary	收購一間子公司	-	(37)	(37)
Deferred tax (credited)/ charged to profit or loss during the year (note 15)	年內從損益（計入）／扣除之遞延稅項（附註15）	(4,404)	58,254	53,850
Exchange differences	匯兌差額	(32)	4	(28)
At 31 March 2013	於二零一三年三月三十一日	3,399	(36,120)	(32,721)

At 31 March 2013, the Group has unrecognised tax losses of the subsidiaries operating in Hong Kong and in the PRC of approximately HK\$623,948,000 and HK\$11,885,000 (2012: HK\$623,948,000 and HK\$20,121,000) respectively.

Deferred tax asset in respect of unused tax losses has not been recognised in the financial statements due to the unpredictability of future profit streams against which the tax losses can be utilised. The tax losses of the subsidiaries operating in the PRC can be carried forward for 5 years, while tax losses of the companies within the Group operating in Hong Kong can carry forward their tax losses indefinitely under the current tax legislation.

於二零一三年三月三十一日，本集團於香港及中國經營之子公司之未確認稅務虧損分別約為623,948,000港元及11,885,000港元（二零一二年：623,948,000港元及20,121,000港元）。

由於可供動用稅務虧損之未來溢利流不可預測，故並無於財務報表內確認有關未動用稅務虧損之遞延稅項資產。於中國經營之子公司之稅務虧損可結轉五年，而根據現行稅務法例，於香港經營之本集團旗下公司之稅務虧損可無限期結轉。

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34. CONVERTIBLE BOND

34. 可換股債券

		Group and Company 本集團及本公司		
		Liability portion 負債部份 HK\$'000 千港元	Equity portion 股權部份 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2011	於二零一一年四月一日			
As previously stated	如先前呈報	645,288	427,825	1,073,113
Prior years' adjustment (note 4(a))	過往年度之調整 (附註4(a))	283,285	(427,825)	(144,540)
As restated	重列	928,573	-	928,573
Interest expenses waived (note (c))	已豁免之利息開支 (附註(c))	(10,730)	-	(10,730)
Change in fair value	公平值變動	(125,851)	-	(125,851)
At 31 March 2012	於二零一二年 三月三十一日	791,992	-	791,992
At 1 April 2012	於二零一二年四月一日			
As previously stated	如先前呈報	645,400	427,825	1,073,225
Prior years' adjustment (note 4(a))	過往年度之調整 (附註4(a))	146,592	(427,825)	(281,233)
As restated	重列	791,992	-	791,992
Interest expenses waived (note (c))	已豁免之利息開支 (附註(c))	(9,295)	-	(9,295)
Redeemed during the year (note (b))	年內贖回(附註(b))	(132,223)	-	(132,223)
Change in fair value	公平值變動	106,487	-	106,487
At 31 March 2013	於二零一三年 三月三十一日	756,961	-	756,961

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

34. CONVERTIBLE BOND (Continued)

- (a) On 25 March 2010, the Company issued convertible bond in the principal amount of HK\$1,098,000,000 ("CB 2015") pursuant to a sales and purchase agreement dated 1 February 2010 entered into between the Company and Cyberland, a related company. The principal terms of the CB 2015 were set out as follows:
- (i) Cyberland has the right to convert the whole or part of the outstanding principal amount of the CB 2015 into share at HK\$0.43 each in the Company at any time during the period commencing from the expiry of the second anniversary of the date of issue of the CB 2015 (the "Issue Date").
 - (ii) The CB 2015 bears interest at the rate of 1% per annum and interest will be payable to the bondholder semi-annually in arrears on 30 June and 31 December in each year.
 - (iii) The Company shall be entitled to require redemption of the CB 2015 or any part thereof at any time up to (and excluding) the commencement of the seven calendar day period ending on the fifth anniversary of the Issue date at a price equal to such principal amount of the CB 2015 redeemed plus any interest accrued thereon.
 - (iv) Unless previously converted into share or repaid, the CB 2015 will be redeemed by the Company at 100% of the principal amount at maturity plus any interest accrued thereon.

34. 可換股債券 (續)

- (a) 於二零一零年三月二十五日，本公司根據本公司與一間關連公司科地中國於二零一零年二月一日所訂立之買賣協議，發行本金額為1,098,000,000港元之可換股債券（「可換股債券二零一五」）。可換股債券二零一五之主要條款載列如下：
- (i) 科地中國有權於可換股債券二零一五發行日期（「發行日期」）之第二週年屆滿期間起計之任何時間內按每股0.43港元兌換可換股債券之全部或部份尚未還還本金額為本公司之股份。
 - (ii) 可換股債券二零一五乃按年利率1%計息，利息將於每年六月三十日及十二月三十一日每半年向債券持有人支付一次。
 - (iii) 本公司將有權要求截至發行日期第五個週年前七個曆日（不包括該日）期間任何時間內，按等同於所贖回之可換股債券二零一五有關本金額加任何應計利息之價格贖回可換股債券二零一五或其任何部份。
 - (iv) 除非過往已轉換成股份或償還，可換股債券二零一五將於到期日由本公司按本金額100%加任何應計利息贖回。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

34. CONVERTIBLE BOND (Continued)

(a) (Continued)

The conversion feature of this CB 2015 constituted a hybrid contract, with a conversion option derivative embedded into the convertible bond. The terms of CB 2015 contained certain anti-dilution clauses which breach the "fixed for fixed" rule in HKAS 32. Therefore, the conversion option was regarded as a derivative. The CB 2015 included the liability component and embedded derivatives (including the conversion option and early redemption options). The Group elected to account for this CB 2015 as a financial liability at fair value through profit or loss. Therefore, prior years' adjustments were made to reverse all liability and equity components for previous years.

The fair values of the liability component of the CB 2015 at 31 March 2013 and 2012 were based on the present value of the estimated future cash flows discounted at the average yield of a group of non-convertible bond with similar credit ratings and structure which incorporated appropriate adjustments to reflect possible effects of country factors, firm specific risks and liquidity risk.

The fair values of the conversion option and early redemption option embedded were calculated using the Binomial model. The key inputs were as follows:

34. 可換股債券 (續)

(a) (續)

該可換股債券二零一五之兌換特徵構成混合合約，附帶嵌入可換股債券之兌換期權衍生工具。可換股債券二零一五之條款包括已違反香港會計準則第32號「固定換固定」之若干反攤薄條款。因此，兌換期權被視為衍生工具。可換股債券二零一五包括負債部份及嵌入式衍生工具（包括兌換期權及提早贖回期權）。本集團選擇將該可換股債券二零一五列賬為於損益賬按公平值處理之金融負債。因此，本集團已作出過往年度調整以撥回過往年度之所有負債及權益部份。

於二零一三年及二零一二年三月三十一日之可換股債券二零一五負債部份之公平值乃根據按一組具有相若信貸評級及架構之不可換股債券之平均回報率貼現之估計未來現金流之現值計算，並納入合適調整以反映國家因素、公司特定風險及流動資金風險之可能影響。

嵌入式之兌換期權及提早贖回期權之公平值採用二項式模式計算。主要輸入數據如下：

		2013 二零一三年	2012 二零一二年
Stock price	股價	0.09	0.18
Exercise price	行使價	0.43	0.43
Expected volatility	預期波幅	49.45%	53.40%
Maturity life	到期年期	1.99 years 年	2.99 years 年
Risk-free rate	無風險利率	0.187%	0.328%
Expected dividend yield	預期股息率	0%	0%

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34. CONVERTIBLE BOND (Continued)

- (b) On 29 May 2012, the Group completed a transaction in relation to the disposal of certain of its prepaid land lease payments and property and equipment (the "Disposal") which were classified as assets held for sale in the Annual Report 2012. The CB 2015 in the principal amounts of HK\$170,599,000 (as at the date of redemption the fair value is HK\$132,223,000) was redeemed in settlement of net sales proceeds due from the Disposal. A loss on redemption of approximately HK\$44,570,000 was recognised in profit or loss (See note 43 to the financial statements).
- (c) At 31 March 2013, the Company's convertible bond of the principal amount of HK\$852,400,500 (2012: HK\$1,023,000,000) was held by Cyberland. As agreed with the convertible bond holder of the Company, the interest on the convertible bond, amounting to approximately HK\$9,295,000 (2012: HK\$10,730,000), was waived with the objective of improving the profitability and liquidity of the Group.

34. 可換股債券 (續)

- (b) 於二零一二年五月二十九日，本集團已完成出售其若干預付土地租賃款以及物業及設備之交易（「出售事項」）（已於二零一二年年報中分類為持作銷售資產）。本金額170,599,000港元（於贖回日期之公平值為132,223,000港元）之可換股債券二零一五已獲贖回用於結算應收出售事項之銷售所得款項淨額。贖回虧損約44,570,000港元已於損益內確認（見財務報表附註43）。
- (c) 於二零一三年三月三十一日，本公司本金額為852,400,500港元（二零一二年：1,023,000,000港元）之可換股債券由科地中國持有。經與本公司可換股債券持有人協定，為數約9,295,000港元（二零一二年：10,730,000港元）之可換股債券利息已獲豁免，藉以提高本集團之盈利能力及流動性。

35. SHARE CAPITAL

35. 股本

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01港元之 普通股數目	HK\$'000 千港元
Authorised	法定		
At 1 April 2011, 31 March 2012 and 31 March 2013	於二零一一年四月一日、 二零一二年三月三十一日及 二零一三年三月三十一日	10,000,000,000	100,000
Issued and fully paid	已發行及繳足股款		
At 1 April 2011, 31 March 2012 and 31 March 2013	於二零一一年四月一日、 二零一二年三月三十一日及 二零一三年三月三十一日	2,713,798,000	27,138

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36. SHARE OPTION SCHEME

A share option scheme (the "Scheme"), has been adopted pursuant to a resolution passed on 9 February 2009 for the primary purpose to enable the Company to grant options' to eligible participants to subscribe for shares of the Company and will expire on 8 February 2019. Under the Scheme, the Board may grant options to the eligible participants, including an employee, a director, a supplier of goods or services, a customer of the Company or any of its subsidiaries, an agent, adviser, consultant, strategist, contractor, sub-contractor, expert or entity that provides research, development or other technological support or any valuable services to the Company or any of its subsidiaries or any securities issued by the Company or any of its subsidiaries.

The total numbers of shares in respect of which options may be granted under Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point of time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point of time, without prior approval from the Company's shareholders. Options granted to directors, chief executive or substantial shareholder of the Company or any of their associates shall be approved by the independent non-executive Directors and in any event that the proposed participant is an independent non-executive director of the Company, the vote of such independent non-executive director shall not be counted for the purpose of approving such grant. Options granted to independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

36. 購股權計劃

根據於二零零九年二月九日通過之決議案，本公司已採納一項購股權計劃（「計劃」），該計劃之主要目的是使本公司可向合資格參與者授出購股權以認購本公司股份，計劃將於二零一九年二月八日屆滿。根據計劃，董事會可向合資格參與者授出購股權，包括本公司或其任何子公司之僱員、董事、貨品或服務供應商、客戶，向本公司或其任何子公司或由本公司或其任何子公司發行的任何證券提供研發或其他技術支援或任何有價值服務之代理、顧問、諮詢人、策略師、承辦商、分承辦商、專家或實體。

在未經本公司股東事先批准前，根據計劃可能授出之購股權所涉及之股份總數不得超過本公司於任何時候已發行股份之10%。在未經本公司股東事先批准前，於任何年度授予或可能授予任何人士之購股權所涉及之已發行及將予發行股份數目不得超過本公司任何時候已發行股份之1%。授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人士之購股權須經本公司獨立非執行董事批准，倘建議參與人為獨立非執行董事，則該名獨立非執行董事之投票不得計入就批准向其授出購股權而進行之表決。倘授予獨立非執行董事之購股權超過本公司股本之0.1%或總價值超過5,000,000港元，則須經本公司股東事先批准。

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36. SHARE OPTION SCHEME (Continued)

The amount payable for the acceptance of an option granted by the Company under Scheme shall be the sum of HK\$1.00. Options may be exercised at any time specified on the Option certificate sealed by the Company. The exercise price of an option is determined by the Board, and will not be less than the greater of (i) the closing price of the shares on the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing price of the shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The following table set out movements in the Company's share options under the Scheme during the years ended 31 March 2013 and 2012.

For the year ended 31 March 2013

Grant date	Exercise price	Outstanding at 1 April 2012	Granted during the year	Forfeited during the year	Outstanding at 31 March 2013
授出日期	行使價 HK\$ 港元	於二零一二年 四月一日 尚未行使	於年內授出	於年內沒收	於二零一三年 三月三十一日 尚未行使
Employees	僱員				
10 December 2010 (note)	二零一零年十二月十日 (附註)	10,000,000	-	-	10,000,000
7 October 2011	二零一一年十月七日	7,000,000	-	(7,000,000)	-
Consultants	顧問				
10 December 2010 (note)	二零一零年十二月十日 (附註)	50,000,000	-	-	50,000,000
3 October 2012	二零一二年十月三日	-	135,000,000	-	135,000,000
Director	董事				
3 October 2012	二零一二年十月三日	-	7,000,000	-	7,000,000
		67,000,000	142,000,000	(7,000,000)	202,000,000
Exercisable at the end of the year	於年末可行使	38,100,000	-	-	197,000,000
Weighted average exercise price	加權平均行使價	0.311	0.163	0.170	0.163

36. 購股權計劃 (續)

接納本公司根據計劃授出之每份購股權應付之款項將為1.00港元。購股權可於經本公司蓋章之購股權證書所指定之任何時間內行使。購股權之行使價由董事會釐定，並將不低於下列之最高者：(i)股份於授出日期在聯交所每日報價表所列之收市價；(ii)股份緊接授出日期前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份之面值。

下表載列於截至二零一三年及二零一二年三月三十一日止年度內計劃項下本公司購股權之變動。

截至二零一三年三月三十一日止年度

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綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

36. SHARE OPTION SCHEME (Continued)

For the year ended 31 March 2012

Grant date		Exercise price	Outstanding at 1 April 2011 於二零一一年四月一日 尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內沒收	Outstanding at 31 March 2012 於二零一二年三月三十一日 尚未行使
授出日期		行使價 HK\$ 港元				
Employees	僱員					
10 December 2010	二零一零年十二月十日	0.328	10,000,000	-	-	10,000,000
7 October 2011	二零一一年十月七日	0.170	-	7,000,000	-	7,000,000
Consultants	顧問					
10 December 2010	二零一零年十二月十日	0.328	50,000,000	-	-	50,000,000
Suppliers	供應商					
9 March 2010	二零一零年三月九日	0.125	10,000,000	-	(10,000,000)	-
			70,000,000	7,000,000	(10,000,000)	67,000,000
Exercisable at the end of the year	於年末可行使		28,000,000	-	-	38,100,000
Weighted average exercise price	加權平均行使價		0.299	0.170	0.125	0.311

Note:

On 3 October 2012, the Company modified the details of the outstanding share options previously granted by the Company on 10 December 2010. The exercise price of 60,000,000 the outstanding share options at the date of modification was reduced from HK\$0.328 per share to HK\$0.163 per share.

36. 購股權計劃 (續)

截至二零一二年三月三十一日止年度

附註：

於二零一二年十月三日，本公司修訂本公司於二零一零年十二月十日先前提出之尚未行使購股權之詳情。於修訂日期，60,000,000份尚未行使購股權之行使價乃由每股0.328港元削減至每股0.163港元。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

36. SHARE OPTION SCHEME (Continued)

Note: (Continued)

The fair value of the share options of the Company immediately before and after the modification at 3 October 2012 were calculated using the Binomial model. The inputs into the model were as follows:

		Before modification 於修訂前	After modification 於修訂後
Share price	股價	HK\$0.163港元	HK\$0.163港元
Exercise price	行使價	HK\$0.328港元	HK\$0.163港元
Expected volatility	預期波幅	58.15% – 61.54%	62.56% – 57.06%
Expected life (years)	預期年期(年)	0.18 – 1.18 years 年	1 – 2 years 年
Risk free rates	無風險利率	0.21% – 0.27%	0.26% – 0.28%
Annualised dividend yield	年股息收益率	0%	0%

The risk free rates is the yield of Hong Kong Exchange Fund Note yield. Expected volatility is the historical volatility of the Group's share price over the previous years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. Changes in variables and assumptions may result in changes in fair values of the share options.

The fair values of the share options of the Company immediately before and after modification at 3 October 2012 were approximately HK\$250,000 and HK\$2,638,000, respectively. The incremental fair values of approximately HK\$2,388,000 will be expensed over the remaining vesting period of the relevant options.

All holders of options granted under the Scheme may only exercise their options in the following ways:

- (a) Share options granted on 10 December 2010 after modification:

These share options were granted under the Scheme, vesting in 2 tranches, i.e. the first 50% on 3 October 2012 to 2 October 2013 and the balance on 3 October 2013 to 2 October 2014.

36. 購股權計劃 (續)

附註：(續)

緊接及緊隨二零一二年十月三日修訂之前及之後，本公司購股權之公平值按二項式模式計算。該模式之輸入數據如下：

	Before modification 於修訂前	After modification 於修訂後
Share price	HK\$0.163港元	HK\$0.163港元
Exercise price	HK\$0.328港元	HK\$0.163港元
Expected volatility	58.15% – 61.54%	62.56% – 57.06%
Expected life (years)	0.18 – 1.18 years 年	1 – 2 years 年
Risk free rates	0.21% – 0.27%	0.26% – 0.28%
Annualised dividend yield	0%	0%

無風險利率為香港外匯基金票據收益率之收益。預期波幅為本集團過往年度股價之歷史波幅。該模式所用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。變數及假設之變動可能導致購股權公平值變動。

本公司購股權於緊接及緊隨二零一二年十月三日之修訂之前及之後之公平值分別約為250,000港元及2,638,000港元。公平值增加約2,388,000港元將於相關購股權之剩餘歸屬期支銷。

根據計劃所授出購股權之所有持有人僅可以下列方式行使其購股權：

- (a) 於修訂後於二零一零年十二月十日授出之購股權：

該等購股權均根據計劃授出，並歸屬於兩批，即第一批50%於二零一二年十月三日至二零一三年十月二日及餘下於二零一三年十月三日至二零一四年十月二日。

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

36. SHARE OPTION SCHEME (Continued)

Note: (Continued)

(b) Share options granted on 3 October 2012:

The fair value of the share options of the Company granted at 3 October 2012 were calculated using the Binomial model. The inputs into the model were as follows:

		Granted 已授出
Share price	股價	HK\$0.163港元
Exercise price	行使價	HK\$0.163港元
Expected volatility	預期波幅	57.06%
Expected life (years)	預期年期(年)	2 years 年
Risk free rates	無風險利率	0.28%
Annualised dividend yield	年化股息收益率	0%

These share options were granted under the Scheme, vesting in 3 October 2012 to 2 October 2014.

No share option was exercised during the years ended 31 March 2013 and 2012.

The options outstanding at 31 March 2013 had an exercise price of HK\$0.163 (2012: HK\$0.328 or HK\$0.170) and a weighted average remaining contractual life of 1.5 years (2012: 2.3 years).

37. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are set out in the consolidated statement of changes in equity on page 62 of the consolidated financial statements.

36. 購股權計劃 (續)

附註：(續)

(b) 於二零一二年十月三日授出之購股權：

本公司於二零一二年十月三日授出之購股權之公平值乃使用二項式模式計算。該模式之輸入數據如下：

	Granted 已授出
Share price	HK\$0.163港元
Exercise price	HK\$0.163港元
Expected volatility	57.06%
Expected life (years)	2 years 年
Risk free rates	0.28%
Annualised dividend yield	0%

該等購股權均根據計劃授出，並於二零一二年十月三日至二零一四年十月二日歸屬。

截至二零一三年及二零一二年三月三十一日止年度並無購股權已獲行使。

於二零一三年三月三十一日尚未行使購股權之行使價為0.163港元(二零一二年：0.328港元或0.170港元)及加權平均餘下合約年期為1.5年(二零一二年：2.3年)。

37. 儲備

(a) 本集團

本集團於本年度及以往年度之儲備金額及有關變動載列於綜合財務報表第62頁之綜合權益變動表內。

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37. RESERVES (Continued)

(b) Company

37. 儲備 (續)

(b) 本公司

		Share premium	Accumulated losses	Merger reserve	Share option reserve	Convertible bond reserve	Total
		股份溢價	累計虧損	合併儲備	購股權儲備	可換股 債券儲備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(重列)	(重列)	(重列)	(重列)	(重列)	(重列)
				(note b) (附註b)	(note c) (附註c)		
At 1 April 2011	於二零一一年四月一日						
As previously reported	如先前呈報	1,048,002	(765,780)	13,107	9,774	427,825	732,928
Prior years' adjustments (note 4(a))	過往年度調整 (附註4(a))	-	(45,903)	-	-	(427,825)	(473,728)
Prior years' adjustments (note 4(b))	過往年度調整 (附註4(b))	-	5,875	-	(5,875)	-	-
Prior years' adjustments (note 4(e))	過往年度調整 (附註4(e))	-	(320,000)	-	-	-	(320,000)
As restated	重列	1,048,002	(1,125,808)	13,107	3,899	-	(60,800)
Share option scheme	購股權計劃						
- Value of services	- 服務價值	-	-	-	4,567	-	4,567
- Forfeited during the year	- 一年內沒收	-	412	-	(412)	-	-
Profit for the year	年度溢利	-	58,370	-	-	-	58,370
At 31 March 2012	於二零一二年三月三十一日	1,048,002	(1,067,026)	13,107	8,054	-	2,137
At 1 April 2012	於二零一二年四月一日						
As previously reported	如先前呈報	1,048,002	(839,261)	13,107	9,499	427,825	659,172
Prior years' adjustments (note 4(a))	過往年度調整 (附註4(a))	-	90,790	-	-	(427,825)	(337,035)
Prior years' adjustments (note 4(b))	過往年度調整 (附註4(b))	-	1,445	-	(1,445)	-	-
Prior years' adjustments (note 4(e))	過往年度調整 (附註4(e))	-	(320,000)	-	-	-	(320,000)
As restated	重列	1,048,002	(1,067,026)	13,107	8,054	-	2,137
Share option scheme	購股權計劃						
- Value of services	- 服務價值	-	-	-	9,749	-	9,749
- Forfeited during the year	- 一年內沒收	-	279	-	(279)	-	-
Loss for the year	年度虧損	-	(153,775)	-	-	-	(153,775)
At 31 March 2013	於二零一三年三月三十一日	1,048,002	(1,220,522)	13,107	17,524	-	(141,889)

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37. RESERVES (Continued)

(b) Company (Continued)

- (a) The Company had no distributable reserve at the end of the reporting period.
- (b) The merger reserve of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company and the nominal value of the shares issued by the Company in exchange thereof pursuant to the Group reorganisation on 20 March 2001 as set out in the prospectus of the Company dated 26 March 2001. Under the Companies Act 1998 of Bermuda (as amended), contributed surplus is available for distribution to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (a) it is, or would after the payment be, unable to pay its liabilities as they become due, or (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.
- (c) The share-based payment reserve relates to share options granted to the eligible person under the share option scheme. Further information about the share option scheme is set out in note 36.

37. 儲備 (續)

(b) 本公司 (續)

- (a) 於呈報期末，本公司並無可分配儲備。
- (b) 本公司之合併儲備指本公司收購子公司之相關淨資產與本公司為換股而根據本公司於二零零一年三月二十六日刊發之售股章程所載本集團於二零零一年三月二十日之重組所發行股份之面值之差額。根據百慕達一九九八年公司法（經修訂），實繳盈餘可供分派予股東，惟倘(a)本公司於派付後無法或將無法償還到期負債，或(b)本公司資產之可變現值將少於其負債、已發行股本及股份溢價賬之總額，則本公司不得宣派或派付股息，亦不得分派實繳盈餘。
- (c) 以股份為支付基準款項儲備與根據購股權計劃授予合資格人士之購股權有關。有關購股權計劃之進一步資料載於附註36。

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38. NON-CONTROLLING INTERESTS

38. 非控股權益

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	(497)	27,757
(Loss)/Profit for the year	年度(虧損)/溢利	(3,788)	2,396
Acquisition of a subsidiary (note 39)	收購一間子公司(附註39)	6,119	-
Released on disposal of subsidiaries	出售子公司時轉撥	-	(9,478)
Released on deconsolidation of subsidiaries	終止作為子公司綜合列賬時轉撥	-	(21,046)
Net exchange differences	匯兌差額淨額	(44)	(126)
At 31 March	於三月三十一日	1,790	(497)

39. ACQUISITION OF A SUBSIDIARY

On 31 October 2012, the Group has acquired 50.5% equity interest in Henan Baorong from independent third parties at a consideration of RMB5,050,000 (equivalent to HK\$6,234,000). Henan Baorong is principally engaged in the fertilizer and pesticide operation.

The acquisition of Henan Baorong allows the Group to better deploy its existing employees who have in depth knowledge in fertilizer industry within the Group and to expand its fertilizer and pesticide operation. It can enhance its market share in the fertilizer and pesticide market and generate synergistic effect with its existing distribution network of agricultural resources products.

The Group has elected to measure the non-controlling interest in Henan Baorong at the non-controlling interest's proportionate share of Henan Baorong's identifiable net assets.

39. 收購一間子公司

於二零一二年十月三十一日，本集團向獨立第三方收購河南寶融之50.5%權益，代價為人民幣5,050,000元（相當於6,234,000港元）。河南寶融主要從事肥料及農藥經營業務。

收購河南寶融令本集團可更好調配其於本集團內對肥料業擁有深厚認識之現有僱員及擴展其肥料及農藥業務。本集團可提升其於肥料及農藥市場之市場佔有率及與其農業資源產品之現有分銷網絡帶來協同效應。

本集團已選擇按非控股權益於河南寶融之已識別資產淨值之比例份額計量於河南寶融之非控股權益。

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39. ACQUISITION OF A SUBSIDIARY (Continued)

The fair value of the identifiable assets and liabilities of Henan Baorong as at the date of acquisition were:

39. 收購一間子公司 (續)

於收購日，河南寶融之可識別資產及負債之公平值如下：

		Fair value recognised on acquisition 2013 於收購時 確認之公平值 二零一三年 HK\$'000 千港元
Other intangible assets	其他無形資產	147
Inventories	存貨	82
Trade receivables	應收賬款	1,502
Prepayments and other receivables	預付款項及其他應收款項	12,423
Cash and bank balances	現金及銀行結餘	1
Other payables and accruals	其他應付款項及應計費用	(1,757)
Deferred tax liabilities	遞延稅項負債	(37)
Total identifiable net assets acquired	收購之可識別淨資產總額	12,361
Non-controlling interests	非控股權益	(6,119)
		6,242
Gain on bargain purchase (note 10)	議價收購之收益 (附註10)	(8)
Total consideration satisfied by cash	以現金支付之總代價	6,234

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39. ACQUISITION OF A SUBSIDIARY (Continued)

Analysis of the cash flows in respect of the acquisition is as follows:

		2013 二零一三年 HK\$'000 千港元
Cash consideration paid	已付現金代價	6,234
Less: cash and cash equivalent balances acquired	減：收購之現金及現金等價物結餘	(1)
Net cash outflow for acquisition of a subsidiary	收購一間子公司現金流出淨額	6,233

Included in the revenue and the loss for the year 2013 are approximately HK\$4,936,000 and HK\$85,000 respectively, attributable to the additional business generated by this new acquired subsidiary.

Had the business combination been effected on 1 April 2012, the revenue of the Group would be approximately HK\$734,660,000 and the loss for the year of the Group would be approximately HK\$252,641,000. The Directors consider these 'pro-formas' an approximate measure of the performance of the combined group on an annualised basis and a reference point for comparison in future periods.

40. DISPOSAL OF SUBSIDIARIES

On 17 June 2011, the Group and an independent third party entered into a sale and purchase agreement for disposal of the entire issued share capital in M21 Mastertech Company Limited and M21 Digicast Company Limited (collectively referred to as the "M21 Group") which has been dormant since 2010, for an aggregate consideration of HK\$5.

The transaction was completed on 22 September 2011 and the M21 Group ceased to be a subsidiary of the Group on that date.

39. 收購一間子公司 (續)

有關收購事項之現金流量分析如下：

該新收購之子公司產生之其他業務應佔二零一三年度之收入及虧損分別約為4,936,000港元及85,000港元。

倘業務合併於二零一二年四月一日已生效，則本集團收入將約為734,660,000港元及本集團於本年度之虧損將約為252,641,000港元。董事認為，該等「備考數字」按年度基準概約計量經合併集團之表現，並為日後期間比較之參照。

40. 出售子公司

於二零一一年六月十七日，本集團與一名獨立第三方訂立一項買賣協議，內容有關出售智庫視訊科技有限公司及智庫數碼有限公司（統稱為「智庫集團」，自二零一零年起已停業）之全部已發行股本，總代價為5港元。

該交易於二零一一年九月二十二日完成，此日後智庫集團不再為本集團之子公司。

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40. DISPOSAL OF SUBSIDIARIES (Continued)

On 16 January 2012, the Group and an independent third party entered into a sale and purchase agreement for disposal of the Group's 51% interests in Jiangsu Kedi Runxin Steel Construction Company Limited ("Jiangsu Runxin") which is in the tobacco agricultural business, for an aggregate consideration of RMB7,000,000 (equivalent to HK\$8,485,000).

The transaction was completed on 16 January 2012 and Jiangsu Runxin ceased to be a subsidiary of the Group on that date.

Net assets at the date of disposal were as follows:

		M21 Group 智庫集團 HK\$'000 千港元	Jiangsu Runxin 江蘇潤鑫 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property, plant and equipment (note 18)	物業、機器及設備 (附註18)	-	3,204	3,204
Goodwill (note 20)	商譽 (附註20)	-	222	222
Inventories	存貨	-	3,580	3,580
Trade receivables	應收賬款	-	78,419	78,419
Other current assets	其他流動資產	-	72,659	72,659
Cash and bank balances	現金及銀行結餘	-	5,672	5,672
Assets held for sale (note 29)	持作銷售之資產 (附註29)	2,141	-	2,141
Trade and bills payables	應付賬款及應付票據	(56)	(27,772)	(27,828)
Borrowings	借貸	-	(14,545)	(14,545)
Other current liabilities	其他流動負債	(5,477)	(101,874)	(107,351)
Net assets disposed of	所售淨資產	(3,392)	19,565	16,173
Non-controlling interests	非控股權益	-	(9,478)	(9,478)
Cumulative exchange gain in respect of the net assets of the subsidiaries reclassified from equity to profit and loss upon loss of control of subsidiaries	於失去子公司控制權時將子公司淨資產從權益重新分類至損益之累計匯兌收益	-	30	30
Gain/(loss) on disposal of subsidiaries	出售子公司之收益/(虧損)	3,392	(1,632)	1,760
		-	8,485	8,485
Satisfied by:	以下列形式支付:			
Cash received	已收現金	-	8,485	8,485

40. 出售子公司 (續)

於二零一二年一月十六日，本集團與一名獨立第三方訂立一項買賣協議，內容有關出售本集團於江蘇科地潤鑫鋼結構製造有限公司（「江蘇潤鑫」）（該公司經營煙草農業業務）之51%權益，總代價為人民幣7,000,000元（相當於8,485,000港元）。

該交易於二零一二年一月十六日完成，此日後江蘇潤鑫不再為本集團之子公司。

於出售日期之淨資產如下：

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40. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the net cash flows in respect of the disposal of subsidiaries is as follows:-

		2012 二零一二年 HK\$'000 千港元
Cash consideration	現金代價	8,485
Less: cash and bank balances disposed of	減：已售現金及銀行結餘	(5,672)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售子公司之現金及現金等價物流入淨額	2,813

40. 出售子公司 (續)

有關出售子公司之現金流量淨額分析如下：

41. DECONSOLIDATION OF SUBSIDIARIES

On 8 December 2011, the Group and two independent third parties entered into sale and purchase agreements for 20% and 11% of the equity interest in Xian Shenghua Electronic Engineering Company Limited ("Xian Shenghua"), which hold the entire equity of Xuchang Tongxing Modern Agricultural Technology Limited ("Xuchang Tongxing") collectively referred to as "Xian Shenghua Group", the sales was for an aggregate consideration of RMB6,000,000 (equivalent to HK\$7,229,000) and RMB3,300,000 (equivalent to HK\$3,976,000) respectively.

Following the disposal of the Group's aggregate 31% equity interest in Xian Shenghua, the Group's equity interest in Xian Shenghua Group was reduced to 20% from 51%. The remaining interests in Xian Shenghua Group were reclassified as interests in associates and equity accounted for in the Group's consolidated financial statements subsequent thereto.

41. 終止作為子公司綜合列賬

於二零一一年十二月八日，本集團與兩名獨立第三方訂立買賣協議，買賣西安聖華電子工程有限責任公司（「西安聖華」，其持有許昌同興現代農業科技有限公司全數股權（「許昌同興」，統稱為「西安聖華集團」）的20%及11%之股權，出售總代價分別為人民幣6,000,000元（相當於7,229,000港元）及人民幣3,300,000元（相當於3,976,000港元）。

於出售本集團於西安聖華合共31%之股權後，本集團於西安聖華集團之股權從51%減少至20%。本集團於西安聖華集團持有之餘下權益已於其後重分類為聯營公司權益及以權益法於本集團綜合財務報表內入賬。

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41. DECONSOLIDATION OF SUBSIDIARIES (Continued)

The consolidated net assets of Xian Shenghua Group on the date of control loss were as follows:

41. 終止作為子公司綜合列賬 (續)

於失去控制權日期，西安聖華集團之綜合淨資產如下：

		2012 二零一二年 HK\$'000 千港元
Property, plant and equipment (note 18)	物業、機器及設備(附註18)	1,481
Goodwill (note 20)	商譽(附註20)	816
Inventories	存貨	5,383
Trade and bills receivables	應收賬款及應收票據	14,585
Other current assets	其他流動資產	34,743
Cash and bank balances	現金及銀行結餘	1,360
Trade and bills payables	應付賬款及應付票據	(5,924)
Deferred income	遞延收入	(618)
Other current liabilities	其他流動負債	(8,058)
Net assets deconsolidated	終止綜合列賬之淨資產	43,768
Non-controlling interests	非控股權益	(21,046)
Cumulative exchange gain in respect of the net assets of the subsidiaries reclassified from equity to profit and loss upon loss of control of subsidiaries	於失去子公司控制權時將子公司淨資產從權益重新分類至損益之累計匯兌收益	16
Loss on deconsolidation of subsidiaries	終止作為子公司綜合列賬之虧損	(2,779)
		19,959
Satisfied by:	以下列形式支付：	
Fair value of interests in associates	聯營公司權益之公平值	8,754
Cash consideration received	已收現金代價	11,205
		19,959

Notes to the financial statements

綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

41. DECONSOLIDATION OF SUBSIDIARIES (Continued)

The portion of loss attributable to revaluation of retained interest:

		2012 二零一二年 HK\$'000 千港元
Fair value of retained interest	保留權益之公平值	8,754
Net assets retained	保留淨資產	(8,754)

Considering the unfavorable operating results of these companies, in the view of the Directors, the fair value of the retained interest in these associates is equal to the fair value of the retained interest in the assets and liabilities.

An analysis of the net cash flows in respect of the deconsolidation of subsidiaries is as follows:

		2012 二零一二年 HK\$'000 千港元
Cash consideration	現金代價	11,205
Less: cash and bank balances deconsolidated of	減：終止綜合列賬現金及銀行結餘	(1,360)
Net inflow of cash and cash equivalents in respect of the deconsolidation of subsidiaries	有關終止作為子公司綜合列賬之現金 及現金等價物流入淨額	9,845

42. DISPOSAL OF INTEREST IN AN ASSOCIATE

The Group holds a 20% interest in Xian Shenghua which holds the entire equity of Xian Shenghua Group.

On 10 May 2012, the Group disposed of its entire interest in Xian Shenghua to an independent third party at total consideration of RMB6,000,000 (equivalent to HK\$7,407,000). A loss on disposal of the interest in an associate of RMB1,218,000 (equivalent to HK\$1,504,000) was recognised in the income statements.

41. 終止作為子公司綜合列賬 (續)

重估保留權益應佔虧損部份：

	2012 二零一二年 HK\$'000 千港元
Fair value of retained interest	8,754
Net assets retained	(8,754)

考慮到該等公司之經營業績不理想，董事認為，於該等聯營公司之保留權益公平值相當於資產及負債保留權益之公平值。

有關終止作為子公司綜合列賬之現金流量淨額分析如下：

	2012 二零一二年 HK\$'000 千港元
Cash consideration	11,205
Less: cash and bank balances deconsolidated of	(1,360)
Net inflow of cash and cash equivalents in respect of the deconsolidation of subsidiaries	9,845

42. 出售於聯營公司之權益

本集團持有西安聖華之20%權益，而西安聖華持有於西安聖華集團之全部股權。

於二零一二年五月十日，本集團向一名獨立第三方出售其於西安聖華之全部權益，總代價為人民幣6,000,000元（相當於7,407,000港元）。出售於聯營公司之權益之虧損人民幣1,218,000元（相當於1,504,000港元）已於收益表內確認。

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綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

43. GAIN ON DISPOSAL OF ASSETS HELD FOR SALE

On 8 April 2011, Jiangsu Kedi Modern Agriculture Co., Ltd (“Jiangsu Kedi”), an indirectly wholly-owned subsidiary of the Company, entered into the “Asset Transfer Agreement” with Jiangsu Yonglu Fertilizer Company Limited (“Jiangsu Yonglu”), a related company. Jiangsu Kedi has conditionally agreed to dispose of and Jiangsu Yonglu has conditionally agreed to purchase certain land, property and equipment with a total consideration of approximately RMB138,984,000 (equivalent to HK\$170,599,000), which will be settled by offsetting an equivalent principal amount against part of convertible bond issued by the Company to Cyberland.

On 29 May 2012, the Group has completed a transaction in relation to the disposal of its certain prepaid land lease payments and property and equipment which were classified as assets held for sale in the Annual Report 2012. Net sales proceed from the disposal is settled by the convertible bond which was issued by the Company to Cyberland and a gain on disposal of assets held for sales is as follows:

43. 出售持作銷售資產收益

於二零一一年四月八日，本公司的間接全資子公司江蘇科地現代農業有限公司（「江蘇科地」）與一間關連公司江蘇永祿肥料有限公司（「江蘇永祿」）簽訂「資產轉讓協議」。江蘇科地已有條件同意出售及江蘇永祿已有條件同意購買若干土地、物業及設備，總代價約為人民幣138,984,000元（相當於170,599,000港元），其將透過抵銷本公司向科地中國發行之相等本金額之部份可換股債券而予以支付。

於二零一二年五月二十九日，本集團已完成出售其若干預付土地租賃款及物業及設備之交易，該等預付土地租賃款及物業及設備於二零一二年年報內被分類為持作銷售資產。出售事項之銷售所得款項淨額以本公司向科地中國發行之可換股債券予以支付，出售持作銷售資產之收益如下：

		2013 二零一三年 HK\$'000 千港元
Fair value of assets held for sale at the date of disposal	於出售日期持作銷售資產之公平值	176,793
Less: Value added tax in relation to disposal of assets held for sale	減：與出售持作銷售資產有關之增值稅	(12,905)
		163,888
Less: Carrying amount of assets held for sale (note 29)	減：持作銷售資產之賬面值（附註29）	(128,419)
Gain on disposal of assets held for sale	出售持作銷售資產之收益	35,469

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For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

44. RETIREMENT BENEFITS SCHEME

Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contribution.

The Group recognised retirement benefit contributions of HK\$2,170,000 (2012: HK\$2,514,000) for the year ended 31 March 2013.

45. OPERATING LEASE COMMITMENTS

At 31 March 2013, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

44. 退休福利計劃

供款退休福利計劃

本集團為所有香港的合資格僱員提供強制性公積金計劃。計劃之資產與本集團之資產分開，由信託人控制之基金管理。

本集團中國子公司的僱員乃屬中國政府設立之國營退休福利計劃之成員。該等子公司須按薪金成本之特定百分比向退休福利計劃作出供款。就退休福利計劃而言，本集團的唯一責任為作出指定供款。

本集團就截至二零一三年三月三十一日止年度確認退休福利供款2,170,000港元（二零一二年：2,514,000港元）。

45. 經營租賃承擔

於二零一三年三月三十一日，本集團及本公司根據不可撤銷經營租賃於以下期間到期之未來最低租賃付款總額為：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	4,706	3,870	335	2,691
In the second to fifth years inclusive	第二至第五年 (包括首尾 兩年)	5,015	3,214	-	335
Over five years	五年以上	2,980	3,257	-	-
		12,701	10,341	335	3,026

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綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

45. OPERATING LEASE COMMITMENTS (Continued)

The Group leases certain of its office properties and office equipment under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 to 19 years, and office equipment is for terms of five years. None of the leases includes contingent rentals.

46. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure general banking facilities granted to the Group or borrowings of the Group as disclosed in note 32 to the financial statements:

45. 經營租賃承擔 (續)

本集團根據經營租賃安排租用若干辦公室物業及辦公室設備。經磋商物業的租賃期間介乎1至19年，而辦公室設備的租賃期間則為五年。該等租賃均不包含或有租金。

46. 資產抵押

賬面值如下的資產已予抵押，作為本集團所獲授一般銀行融通或本集團借貸的抵押（請參閱財務報表附註32）：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Restated) (重列)
Prepaid land lease payments	預付租賃款	11,000	11,273
Buildings	樓宇	34,401	35,678
Trade receivables	應收賬款	-	4,391
Pledged deposits	已抵押存款	181,237	260,222
		226,638	311,564

47. CONTINGENT LIABILITIES

No material contingent liabilities of the Group and the Company were noted at 31 March 2013 and 31 March 2012.

47. 或然負債

於二零一三年三月三十一日及二零一二年三月三十一日，本集團及本公司並無重大或然負債。

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綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

48. LITIGATIONS

On 25 January 2013, the Company received a winding-up petition (the “Winding-up Petition”), presented by Mr. Zhang Wei Bing (the “Petitioner”), at the Court of First Instance of the High Court of HKSAR (the “High Court”) for winding up the Company. The Winding-up Petition concerns a sum of approximately HK\$51,230,000 arising from convertible bond with principal amount of HK\$50,000,000 (“Convertible Bond Number 3”) and the related outstanding interest of approximately HK\$1,230,000, issued by the Company to the Petitioner. The Winding-up Petition was heard on 15 April 2013, and the Company was ordered to pay approximately HK\$51,230,000 into the court as a security in relation to the claim. The Company paid the sum approximately of HK\$51,230,000 into the High Court in May 2013.

As the hearing which took place on 13 May 2013, the High Court ordered that the Winding-up Petition be dismissed with the costs of the Petitioner borne by the Company, and pursuant to the court order granted on 13 May 2013, the sum concerned of approximately HK\$51,230,000 paid into court by the Company should have been paid out to the Petitioner on or after 24 May 2013 unless Cyberland obtains an order restraining the payment out or the court orders otherwise. Cyberland informed the Company that to its best knowledge as at 8 October 2013, the said concerned sum is still kept at the court. As advised by Company’s legal adviser, the concerned Convertible Bond Number 3 had been redeemed on 8 May 2013 when the Company had deposited approximately HK\$51,230,000 with the High Court.

On 28 March 2013, the Company made a report to Commercial Crime Bureau of the Hong Kong Police Force (the “CCB”) against the Petitioner in connection with possible criminal offences which may have been committed by the Petitioner in relation to the Convertible Bond Number 3. As of the date of this report, the matter is still being dealt with by the CCB.

48. 訴訟

於二零一三年一月二十五日，本公司收到張偉兵先生（「呈請人」）於香港特別行政區高等法院（「高等法院」）原訟法庭呈交有關將本公司清盤之清盤呈請（「清盤呈請」）。清盤呈請涉及一筆約為51,230,000港元之款項，乃為本公司對呈請人所發出本金額為50,000,000港元的可換股債券（「可換股債券三」）所產生，而相關尚未償還利息約1,230,000港元。清盤呈請於二零一三年四月十五日聆訊，頒令本公司支付予法院約51,230,000港元作為有關索償之擔保。本公司已於二零一三年五月向高等法院支付約51,230,000港元之款項。

由於聆訊已於二零一三年五月十三日進行，高等法院頒令清盤呈請被撤銷，而本公司承擔呈請人之訴訟費，並根據二零一三年五月十三日所授出之法院頒令，本公司向法院支付約51,230,000港元之有關款項須於二零一三年五月二十四日或之後向呈請人支付，除非科地中國獲得限制支付該款額之頒令或法院作出其他頒令。科地中國知會本公司，據其所深知，於二零一三年十月八日，上述有關款項仍存置於法院。誠如本公司法律顧問所告知，於本公司已向高等法院存款約51,230,000港元時，有關可換股債券三已於二零一三年五月八日贖回。

於二零一三年三月二十八日，本公司就可換股債券三已向香港警務處商業罪案調查科（「商業罪案調查科」）舉報該呈請人可能涉嫌觸犯刑事罪行。於本報告日期，事件現仍由商業罪案調查科著手處理。

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綜合財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

48. LITIGATIONS (Continued)

In another High Court Action No. HCA 776/2013 (the "Action") which related to the Writ of Summon issued by Cyberland claiming against the Petitioner and the Company, the Company has ultimately reached a settlement with Cyberland on 24 September 2013 with Cyberland for discontinuation of the Action with no order as to costs.

A provision for litigation costs and related professional fees of HK\$1,430,000 (included in other payables and accruals) in relation to the aforesaid litigations have been made by the Company accordingly.

49. RELATED PARTIES TRANSACTIONS

Remuneration for key management personnel represents amount paid to the Directors as disclosed in note 13 to the financial statements.

The related party transaction in respect of disposal of assets held for sale during the year as disclosed in note 43 to the financial statements and also constitute connected transaction as defined in Chapter 20 of the GEM Listing Rules.

Except as disclosed above and elsewhere in the financial statements, there was no other material related party transaction during the year.

Balance with related parties

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

48. 訴訟 (續)

於有關由科地中國對呈請人及本公司提出之申索而發出之傳訊令狀之高等法院第HCA 776/2013號訴訟(「該訴訟」)方面,本公司已於二零一三年九月二十四日與科地中國就科地中國終止並無有關訴訟費頒令之訴訟最終達成和解。

本公司已就有關上述訴訟之可能訴訟費用及相關專業費用作出相應撥備為1,430,000港元(計入其他應付款項及應計費用內)。

49. 關連方交易

主要管理人員酬金指財務報表附註13所披露之已付董事之款項。

誠如財務報表附註43所披露,關連方交易乃有關於年內出售持作銷售資產,根據創業板上市規則第20章,其亦構成一項持續關連交易。

除上文及財務報表其他部份所披露者外,於本年度,概無其他重大關連方交易。

關連方結餘

本公司與其子公司(為本公司之關連方)之間的結餘及交易於綜合時已對銷及並無於本附註披露。

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49. RELATED PARTIES TRANSACTIONS (Continued)

Balances with related parties are disclosed in note 27 to the financial statements.

The related party transactions disclosed above did not fall under the definition of connected transaction or continuing connected transaction in Chapter 20 of the GEM Listing Rules, with which the Company has complied throughout the year unless otherwise disclosed.

50. EVENTS AFTER REPORTING PERIOD

Subsequent to the year ended 31 March 2013, the convertible bond number 3 was redeemed on 8 May 2013 when the Company deposited approximately HK\$51,230,000 with the High Court in relation to the High Court Action No. HCCW31/2013 as describe in note 48 to the financial statements.

In May 2013, pursuant to the regulation and rules in the PRC, Jiangsu Kedi, an indirectly wholly owned subsidiary of the Company, has issued two-year small and medium-sized enterprise Private Placement Bonds with aggregate principal amount of RMB60,000,000 carrying terms of 24 months tenure, unlisted, unsecured and bearing interest at the rate of 9.0% per annum. The debenture was registered in the Shenzhen Stock Exchange. The subscribers were financial institutions approved and designated by the Shenzhen Stock Exchange.

51. COMPARATIVE FIGURES

Certain comparative figures have been changed in order to conform with the current year's presentation.

49. 關連方交易 (續)

與關連方之間的結餘於財務報表附註27中披露。

上文所披露之關連方交易並非屬於創業板上市規則第20章所界定之關連交易或持續關連交易，除另有披露者外，本公司已於整個年度遵守有關規定。

50. 呈報期後事項

於截至二零一三年三月三十一日止年度後，於本公司就財務報表附註48所述之高等法院第HCCW31/2013號訴訟向高等法院存放約51,230,000港元時，可換股債券三已於二零一三年五月八日被贖回。

於二零一三年五月，根據中國之規例及規則，江蘇科地（本公司之一間間接全資子公司）已發行本金總額為人民幣60,000,000元之中小企業兩年私募債券，並附有二十四個月到期期限、非上市、無抵押及按年利息9.0厘計息。債券乃於深圳證券交易所登記。認購人為獲深圳證券交易所批准及指定之財務機構。

51. 比較數字

若干比較數字已予更改以符合本年度之呈列方式。

Five-year Financial Summary

五年財務概要

FINANCIAL SUMMARY

財務概要

		Year ended 31 March 2013 截至 二零一三年 三月三十一日 止年度	Year ended 31 March 2012 截至 二零一二年 三月三十一日 止年度 (Restated) (重列)	Year ended 31 March 2011 截至 二零一一年 三月三十一日 止年度 (Restated) (重列)	Year ended 31 March 2010 截至 二零一零年 三月三十一日 止年度 (Restated) (重列)	Year ended 31 March 2009 截至 二零零九年 三月三十一日 止年度
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Results	業績					
Turnover	營業額	734,660	663,896	597,268	220,796	28,741
Profit/(Loss) attributable to owners of the Company	本公司擁有人應佔溢利/(虧損)	(248,806)	50,463	(429,933)	(389,029)	(283,421)
		As at 31 March 2013 於 二零一三年 三月三十一日	As at 31 March 2012 於 二零一二年 三月三十一日 (Restated) (重列)	As at 31 March 2011 於 二零一一年 三月三十一日 (Restated) (重列)	As at 31 March 2010 於 二零一零年 三月三十一日 (Restated) (重列)	As at 31 March 2009 於 二零零九年 三月三十一日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	1,257,870	1,817,315	1,717,924	1,985,654	344,925
Total liabilities	負債總額	(1,451,724)	(1,773,702)	(1,731,611)	(1,652,287)	(49,390)
		(193,854)	43,613	(13,687)	333,367	295,535

