

**FREEMAN FINANCIAL
CORPORATION LIMITED**
民豐企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

HK Stock Code 香港股份代號: 279

(Since 1988) (自1988年)



Annual Report
2013/2014 年報



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BOARD OF DIRECTORS

Executive Directors

Mr. Lo Kan Sun (*Chairman*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Ms. Chow Mun Yee

Non-Executive Directors

Mr. Andrew Liu
Mr. Liu Kam Fai, Winston

Independent Non-Executive Directors

Mr. Cheung Wing Ping (appointed on 7 August 2013)
Mr. Chung Yuk Lun (appointed on 7 August 2013)
Mr. Hung Cho Sing
Dr. Agustin V. Que
Mr. Gary Drew Douglas (resigned on 11 July 2013)

Mr. Peter Temple Whitelam (resigned on 7 August 2013)

Mr. Frank H. Miu (resigned on 7 August 2013)

AUDIT COMMITTEE

Mr. Chung Yuk Lun[#] (appointed on 7 August 2013)
Mr. Cheung Wing Ping (appointed on 7 August 2013)
Mr. Hung Cho Sing
Dr. Agustin V. Que
Mr. Gary Drew Douglas (resigned on 11 July 2013)

Mr. Peter Temple Whitelam (resigned on 7 August 2013)

Mr. Frank H. Miu (resigned on 7 August 2013)

REMUNERATION COMMITTEE

Mr. Cheung Wing Ping[#] (appointed on 7 August 2013)
Mr. Hung Cho Sing
Dr. Agustin V. Que
Mr. Gary Drew Douglas (resigned on 11 July 2013)

Mr. Peter Temple Whitelam (resigned on 7 August 2013)

NOMINATION COMMITTEE

Mr. Cheung Wing Ping[#] (appointed on 7 August 2013)
Mr. Hung Cho Sing
Dr. Agustin V. Que
Mr. Gary Drew Douglas (resigned on 11 July 2013)

Mr. Peter Temple Whitelam (resigned on 7 August 2013)

[#] Chairman of the relevant Board Committee

董事會

執行董事

盧更新先生 (主席)
許廣熙先生 (董事總經理)
柯淑儀女士
鄒敏兒小姐

非執行董事

廖駿倫先生
廖金輝先生

獨立非執行董事

張榮平先生 (於二零一三年八月七日獲委任)
鍾育麟先生 (於二零一三年八月七日獲委任)
洪祖星先生
Agustin V. Que博士
Gary Drew Douglas先生
(於二零一三年七月十一日辭任)
Peter Temple Whitelam先生
(於二零一三年八月七日辭任)
繆希先生 (於二零一三年八月七日辭任)

審核委員會

鍾育麟先生[#] (於二零一三年八月七日獲委任)
張榮平先生 (於二零一三年八月七日獲委任)
洪祖星先生
Agustin V. Que博士
Gary Drew Douglas先生
(於二零一三年七月十一日辭任)
Peter Temple Whitelam先生
(於二零一三年八月七日辭任)
繆希先生 (於二零一三年八月七日辭任)

薪酬委員會

張榮平先生[#] (於二零一三年八月七日獲委任)
洪祖星先生
Agustin V. Que博士
Gary Drew Douglas先生
(於二零一三年七月十一日辭任)
Peter Temple Whitelam先生
(於二零一三年八月七日辭任)

提名委員會

張榮平先生[#] (於二零一三年八月七日獲委任)
洪祖星先生
Agustin V. Que博士
Gary Drew Douglas先生
(於二零一三年七月十一日辭任)
Peter Temple Whitelam先生
(於二零一三年八月七日辭任)

[#] 相關董事委員會主席



COMPANY SECRETARY

Ms. Chow Mun Yee

AUDITORS

Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

LEGAL COUNSELS

Hong Kong

Reed Smith Richards Butler
20th Floor, Alexandra House
18 Chater Road
Central, Hong Kong

Cayman Islands

Conyers Dill & Pearman
2901, One Exchange Square
8 Connaught Place
Central, Hong Kong

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS

Room 2302, 23rd Floor, China United Centre
28 Marble Road
North Point, Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.freeman279.com>

TRADING OF SHARES

The Stock Exchange of Hong Kong Limited
(Stock Code: 279)

公司秘書

鄒敏兒小姐

核數師

安永會計師事務所
香港中環
添美道一號
中信大廈二十二樓

法律顧問

香港

禮德齊伯禮律師行
香港中環
遮打道18號
歷山大廈20樓

開曼群島

Conyers Dill & Pearman
香港中環
康樂廣場8號
交易廣場第一座2901室

主要往來銀行

交通銀行股份有限公司
香港上海滙豐銀行有限公司

註冊辦事處

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

主要營業地點

香港北角
馬寶道28號
華匯中心23樓2302室

香港股份過戶登記處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

網址

<http://www.freeman279.com>

股份買賣

香港聯合交易所有限公司
(股份代號: 279)



BUSINESS REVIEW

The Group's consolidated net profit for the year was approximately HK\$477.3 million (2013: HK\$327.4 million). The consolidated net assets of the Group increased from approximately HK\$2,499.9 million as at 31 March 2013 to approximately HK\$3,204.2 million as at 31 March 2014. The consolidated net profit was mainly attributable to (i) realised and unrealised gains from securities trading business; (ii) an increase in dividend income from investments in securities; and (iii) share of results of an associate.

During the year, the Company completed certain share issue transactions in respect of share options exercised, placing and rights issue and raised net proceeds of approximately HK\$207.7 million from these share transactions. The Company also completed a share consolidation in May 2013. As at 31 March 2014, the authorised share capital of the Company was HK\$5,000,000,000 divided into 500,000,000,000 shares of HK\$0.01 each and the issued share capital of the Company was HK\$3,441,379.10 divided into 344,137,910 shares of HK\$0.01 each.

The Group accounted for investment in HEC Capital Limited ("HEC") as an associate of the Group for the year ended 31 March 2014. HEC underwent a share allotment during the year and the Group's shareholding interest in HEC has been slightly diluted from 19.57% as at 31 March 2013 to 19.54% as at 31 March 2014. Subsequent to 31 March 2014, HEC has issued and allotted new shares to investors resulting the Group's shareholding interest in HEC being further diluted from 19.54% as at 31 March 2014 to approximately 18.00% after such share allotments.

FINANCIAL REVIEW

The Group's turnover significantly increased by approximately 200.8% to HK\$227.7 million from HK\$75.7 million in 2013. Income from sale of securities included in trading of securities segment recorded a net profit of HK\$107.4 million (2013: HK\$25.6 million) as securities were sold at better market sentiment. Dividend income from trading investments increased by approximately 197.9% to HK\$56.9 million as compared to HK\$19.1 million in 2013, mainly contributed by more dividends were received by the Group from listed securities. Interest income from provision of finance increased by approximately 104.3% to HK\$9.4 million as compared to HK\$4.6 million in 2013. With increased loan portfolio of the provision of finance segment, higher interest income was resulted for the year. Income from securities brokerage, placing, underwriting and margin financing services amounted to HK\$46.7 million, representing an increase of 96.2% when compared to HK\$23.8 million in 2013 as the Group continued undertaking a number of sizeable underwriting and other capital markets transactions for its clients during the current year.

業務回顧

年內，本集團之綜合溢利淨額約為港幣477,300,000元（二零一三年：港幣327,400,000元）。本集團之綜合資產淨值由二零一三年三月三十一日約港幣2,499,900,000元增至二零一四年三月三十一日約港幣3,204,200,000元。綜合溢利淨額主要源於(i)證券買賣業務之已變現及未變現收益；(ii)證券投資之股息收入增加；及(iii)分佔一間聯營公司業績。

年內，本公司完成有關行使購股權、配售及供股之若干股份發行交易，從該等股份交易中籌集所得款項淨額約港幣207,700,000元。本公司亦於二零一三年五月完成一次股份合併。於二零一四年三月三十一日，本公司之法定股本為港幣5,000,000,000元，分為500,000,000,000股每股面值港幣0.01元之股份，本公司之已發行股本為港幣3,441,379.10元，分為344,137,910股每股面值港幣0.01元之股份。

截至二零一四年三月三十一日止年度，本集團將於HEC Capital Limited（「HEC」）之投資作為本集團之聯營公司入賬。年內HEC進行一次股份配發，本集團於HEC之股權由二零一三年三月三十一日之19.57%小幅攤薄至二零一四年三月三十一日之19.54%。於二零一四年三月三十一日後，HEC向投資者發行及配發新股份，令本集團於HEC之股權由二零一四年三月三十一日之19.54%進一步攤薄至該等股份配發後約18.00%。

財務回顧

本集團營業額由二零一三年港幣75,700,000元大幅增加約200.8%至港幣227,700,000元。由於市場情緒改善，出售證券的收入（計入證券買賣分部）錄得溢利淨額港幣107,400,000元（二零一三年：港幣25,600,000元）。投資買賣之股息收入由二零一三年港幣19,100,000元增加約197.9%至港幣56,900,000元，主要是由於本集團所收取之上市證券股息增加。提供融資之利息收入由二零一三年港幣4,600,000元增加約104.3%至港幣9,400,000元。由於提供融資分部之貸款組合增加，年內利息收入有所增加。證券經紀、配售、包銷及孖展融資服務之收入為港幣46,700,000元，較二零一三年港幣23,800,000元增加96.2%，乃由於本集團於本年度繼續為客戶承接多項大型包銷及其他資本市場交易。



FINANCIAL REVIEW (Continued)

The Group's gross profit for the year was HK\$224.2 million (2013: HK\$75.2 million), representing a substantial increase of approximately 198.1% as compared to last year. It was mainly due to increase in income from financial services and net gains from sale of trading securities.

Other income and gains decreased to HK\$3.2 million for the year (2013: HK\$59.4 million). During 2013, there was a gain on changes in shareholding interests in associates of HK\$39.2 million and net gain on disposal of an available-for-sale investment of HK\$18.5 million recorded in the profit or loss, no such other income was recorded for the year. The Group also recorded a significant unrealised fair value gain on securities held for trading of HK\$396.0 million for the year (2013: HK\$186.3 million). The Group shared losses of HK\$98.2 million from an associate for the year (2013: profits of HK\$51.7 million) to the Group. Cost saving is a continuous aim in monitoring daily operations by the Group. This year, general and administrative expenses amounted to HK\$35.4 million, representing an increase of approximately 7.9% as compared to HK\$32.8 million in 2013. During the year, all direct expenses related to issuance of new shares were set off against the Company's reserve.

Net profit attributable to shareholders of the Company for the year was HK\$477.3 million (2013: HK\$327.5 million). An earnings per share was HK\$1.80 (2013: HK\$3.56).

DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2014 (2013: Nil).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2014, net current assets of the Group amounted to HK\$2,175.1 million (2013: HK\$1,381.8 million) and the current ratio (current assets/current liabilities) was 11.1 (2013: 5.3). The cash and bank balances were HK\$57.2 million (2013: HK\$180.6 million). As at 31 March 2014, the Group had secured other borrowings of HK\$208.7 million (2013: HK\$303.5 million) which were repayable on demand or within one year. Gearing ratio, calculated on the basis of the Group's interest-bearing borrowings divided by the equity attributable to owners of the Company, was 6.5% (2013: 12.1%) at the end of the reporting period. The other borrowings of the Group carried floating interest rates calculated by reference to the Hong Kong dollar prime rate or lender's cost of funds were made in Hong Kong dollar and the Group's exposure to foreign exchange rate was minimal. The Group did not have any financial instruments used for hedging purpose.

財務回顧 (續)

年內本集團毛利為港幣224,200,000元(二零一三年:港幣75,200,000元),較去年大幅增加約198.1%,主因是金融服務的收入增加,以及銷售買賣證券獲得收益淨額。

年內,其他收入及收益減少至港幣3,200,000元(二零一三年:港幣59,400,000元)。二零一三年損益內錄得於聯營公司持股權益變動收益港幣39,200,000元及出售可供出售投資的淨收益港幣18,500,000元,而本年度並無該其他收入。本集團之持作買賣證券亦於年內錄得巨額未變現公平值收益港幣396,000,000元(二零一三年:港幣186,300,000元)。年內,本集團分佔聯營公司虧損港幣98,200,000元(二零一三年:溢利港幣51,700,000元)。本集團審視日常業務運作,以持續追求節省成本。於本年度,一般及行政開支為港幣35,400,000元,較二零一三年港幣32,800,000元增加約7.9%。年內,有關發行新股之所有直接開支已與本公司之儲備抵銷。

年內,本公司股東應佔溢利淨額為港幣477,300,000元(二零一三年:港幣327,500,000元)。每股盈利為港幣1.80元(二零一三年:港幣3.56元)。

股息

董事不建議派發截至二零一四年三月三十一日止年度之末期股息(二零一三年:無)。

流動資金、財務資源及資本架構

於二零一四年三月三十一日,本集團之流動資產淨值為港幣2,175,100,000元(二零一三年:港幣1,381,800,000元),流動比率(流動資產/流動負債)為11.1(二零一三年:5.3)。現金及銀行結餘為港幣57,200,000元(二零一三年:港幣180,600,000元)。截至二零一四年三月三十一日,本集團取得其他借款港幣208,700,000元(二零一三年:港幣303,500,000元),有關款項須按要求或於一年內償還。於報告期末,根據本集團之計息借款除以本公司擁有人應佔權益所計算之資本負債比率,為6.5%(二零一三年:12.1%)。本集團其他借款以港幣借入,按浮動利率計息,參考港幣最優惠利率或放貸人資金成本計算。本集團面對之外匯風險微不足道。本集團並無任何用於對沖目的之金融工具。



Management Discussion and Analysis 管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The Group's assets portfolio is mainly financed by its shareholders' funds. As at 31 March 2014, the Group had shareholders' funds of HK\$3,204.2 million (2013: HK\$2,499.9 million). During the year, the Company raised net proceeds from issue of new shares of approximately HK\$207.7 million which has been used as the general working capital of the Company, as well as funding for the Group's securities brokerage business, strategic investments and investments in marketable securities. In light of the amount of liquid assets on hand and banking facilities available, the Directors are of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

PLEDGE OF ASSETS

As at 31 March 2014, investments held for trading of HK\$1,836.6 million (2013: HK\$1,380.0 million) and an available-for-sale investment of HK\$18.5 million (2013: HK\$2.0 million) were pledged to financial institutions to secure margin-financing facilities provided to the Group.

MATERIAL ACQUISITIONS/DISPOSALS

Details of material acquisitions/disposals during the year are set out in the section "Business Review".

CAPITAL COMMITMENTS

The Group had no material capital commitment as at 31 March 2014 (2013: Nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2014 (2013: Nil).

EMPLOYEES' REMUNERATION POLICY AND RETIREMENT BENEFITS SCHEME

As at 31 March 2014, the Group employed 29 staff members including directors of the Company (2013: 24 staff). Staff costs incurred for the year, including directors' remuneration, were approximately HK\$11.2 million (2013: HK\$12.5 million). It was the remuneration policy of the Group to reward its employees with reference to their qualifications, experience and work performance as well as market benchmarks. Remuneration packages, include granting of share options, and on-going training were structured to motivate individual performance and contributions to the Group. The Company has adopted a share option scheme and the Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance for its employees.

流動資金、財務資源及資本架構

(續)

本集團資產組合之主要資金來自股東。於二零一四年三月三十一日，本集團有股東資金港幣3,204,200,000元（二零一三年：港幣2,499,900,000元）。於本年度，本公司藉發行新股份籌得款項淨額約港幣207,700,000元，用作本公司一般營運資金，以及為本集團之證券經紀業務、策略投資及有價證券投資提供資金。基於手頭上的流動資產及現有銀行融資額，董事認為本集團擁有足夠財政資源，可應付其持續營運需求。

資產抵押

於二零一四年三月三十一日，持作買賣投資港幣1,836,600,000元（二零一三年：港幣1,380,000,000元）及可供出售投資港幣18,500,000元（二零一三年：港幣2,000,000元）已抵押予金融機構，作為本集團獲授孖展融資之擔保。

重大收購／出售

有關年內重大收購／出售之詳情，載列於「業務回顧」一節。

資本承擔

於二零一四年三月三十一日，本集團並無重大資本承擔（二零一三年：無）。

或然負債

於二零一四年三月三十一日，本集團並無重大或然負債（二零一三年：無）。

僱員薪酬政策及退休福利計劃

於二零一四年三月三十一日，本集團僱用29名員工，當中包括本公司董事（二零一三年：24名員工）。年內，包括董事酬金在內之僱員成本，約為港幣11,200,000元（二零一三年：港幣12,500,000元）。本集團之薪酬政策，乃根據僱員之資歷、經驗及工作表現，並按照市場指標，釐定給予僱員之報酬。薪酬待遇包括授予購股權，並持續提供培訓，旨在推動僱員各盡其才，以及對本集團作出貢獻。本公司已採納一項購股權計劃，而本集團已根據強制性公積金計劃條例，為僱員設立一項定額供款強制性公積金退休福利計劃。



EVENTS AFTER THE REPORTING PERIOD

In May 2014, the Group entered into a subscription agreement with a wholly-owned subsidiary of Willie International Holdings Limited (“Willie”, whose shares are listed on the mainboard of The Stock Exchange of Hong Kong Limited, stock code: 273) (the “Subscriber”), pursuant to which the Subscriber has agreed to subscribe for 300 million new shares of Freeman Corporation Limited, a wholly-owned subsidiary of the Company at an aggregate subscription price of HK\$879 million (subject to adjustment) (the “Subscription”). Upon completion of the Subscription, the Company’s equity interest in Freeman Corporation Limited will be diluted from 100% to approximately 71.7%. Up to the date of this annual report, the Subscription was not yet completed.

In June 2014, the Group entered into a conditional sale and purchase agreement with a wholly-owned subsidiary of HEC, pursuant to which the Group agreed to purchase the entire share capital of another wholly-owned subsidiary of HEC, which is incorporated in Hong Kong with limited liability and a licensed corporation carrying out business in Type 2 (dealing in futures contracts) regulated activity as defined under the Securities and Futures Ordinance at a consideration of HK\$10 million (the “Acquisition”). Up to the date of this annual report, the Acquisition was not yet completed.

In June 2014, the Group also entered into a joint venture agreement with a wholly-owned subsidiary of Willie (“Willie’s subsidiary”) and a joint venture company (the “JV Company”), pursuant to which the Group and Willie’s subsidiary agreed to contribute or procure the contribution of their respective holding of issued shares of HEC to the JV Company in exchange for the same amount of new shares to be allotted and issued by the JV Company (the “JV Contribution”). Following the completion of JV Contribution, there will be no change in the Group’s effective interest in HEC. Up to the date of this annual report, the conditions precedent to the joint venture agreement were fulfilled and the JV Contribution was completed.

PROSPECTS

The Group always aims to enhance its service capacity in the financial services industry. Looking ahead, the Group will continue to look for additional opportunities to further enhance its service offering repertoire and create a one-stop financial conglomerate with comprehensive range of financial services in order to enhance values to the shareholders of the Company.

報告期後事項

於二零一四年五月，本集團與威利國際控股有限公司（「威利」，其股份於香港聯合交易所有限公司主板上市，股份代號：273）之一間全資附屬公司（「認購人」）訂立一份認購協議，據此，認購人同意按總認購價港幣879,000,000元（可予調整）認購300,000,000股民豐控股有限公司（為本公司之全資附屬公司）新股份（「認購事項」）。認購事項完成後，本公司於民豐控股有限公司之股權將由100%攤薄至約71.7%。截至本年報日期，認購事項尚未完成。

於二零一四年六月，本集團與HEC一間全資附屬公司訂立一份有條件買賣協議，據此，本集團同意購買HEC另一間全資附屬公司（為於香港註冊成立之有限公司及從事第2類（期貨合約交易）受規管活動（定義見證券及期貨條例之持牌法團）之全部股本，代價為港幣10,000,000元（「收購事項」）。截至本年報日期，收購事項尚未完成。

於二零一四年六月，本集團亦與威利之一間全資附屬公司（「威利附屬公司」）及一間合營公司（「合營公司」）訂立合營協議，據此，本集團與威利附屬公司同意向合營公司注入或促成注入彼等各自所持HEC之已發行股份，以交換將由合營公司配發及發行之相同數目新股份（「合營公司注資」）。合營公司注資完成後，本集團於HEC之實際權益不會發生變化。截至本年報日期，合營協議之先決條件已達成，合營公司注資已完成。

前景

本集團始終致力於加強其於金融服務業之服務能力。展望未來，本集團將繼續物色其他機遇以進一步增強其服務種類，形成一個提供全面金融服務之一站式金融集團，從而增加本公司股東之價值。



Management Discussion and Analysis

管理層討論及分析

APPRECIATION

The Directors would like to take this opportunity express its gratitude and appreciation to all shareholders, business partners, banks, professional parties and employees of the Company for their continuous contributions and support to the Group.

By order of the Board
Freeman Financial Corporation Limited

Lo Kan Sun
Chairman

Hong Kong, 30 June 2014

致意

董事會謹藉此機會，對本公司全體股東、業務夥伴、銀行、專業人士及僱員，持續擁戴及支持本集團，致以衷心謝意。

承董事會命
民豐企業控股有限公司

主席
盧更新

香港，二零一四年六月三十日



EXECUTIVE DIRECTORS

Mr. Lo Kan Sun (“Mr. Lo”), aged 60, joined the Company as Executive Director in June 2008 and was re-designated as Managing Director in November 2008. Mr. Lo was promoted as Acting Chairman in July 2012 and as Chairman in July 2013. Mr. Lo holds a Master’s degree in Business Administration from Indiana University in the United States of America (“the USA”) and a Bachelor’s degree in Electrical Engineering from University of Illinois, the USA. Mr. Lo has over 30 years of experience in finance, investment and banking in Hong Kong and Canada.

Mr. Hui Quincy Kwong Hei (“Mr. Hui”), aged 41, joined the Company as General Manager in August 2010 and was re-designated as Managing Director in September 2010. Mr. Hui holds a Bachelor of Laws (Hons) degree and a Bachelor of Economics degree from the University of Sydney, Australia. Mr. Hui has over 15 years of investment banking, financial services and legal experience. Prior to joining the Company, Mr. Hui was a managing director with Credit Suisse (Hong Kong) Limited (“Credit Suisse”). Before that, Mr. Hui was a managing director and Head of Hong Kong Banking in Global Banking of Deutsche Bank Group (“Deutsche Bank”). During his service with Deutsche Bank and Credit Suisse, Mr. Hui worked on and supervised the completion of many landmark mergers and acquisitions and fund-raising transactions. Mr. Hui was a solicitor with Linklaters in Hong Kong before joining Deutsche Bank, and was admitted as solicitor of the Supreme Court of England and Wales, legal practitioner of the Supreme Court of New South Wales, Australia, and solicitor of the High Court of Hong Kong.

Ms. Au Shuk Yee, Sue (“Ms. Au”), aged 49, joined the Company as Executive Director in June 2006. Ms. Au has obtained a bachelor’s degree of science in accounting from Liberty University, Virginia and has more than 10 years of experience in business administration and accounting. Previously, Ms. Au was the managing director of a telecommunication equipment manufacturing and trading company and was the Chief Executive Officer of a listed company before joining the Company.

Ms. Chow Mun Yee (“Ms. Chow”), aged 38, joined the Company’s accounts and company secretarial department in December 2010 and was appointed as Executive Director in February 2011. Ms. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a fellow member of the Association of Chartered Certified Accountants and holds a Bachelor (Hons) degree in Business Administration from The Chinese University of Hong Kong. Ms. Chow was also appointed as Company Secretary in March 2011. Prior to joining the Company, Ms. Chow has over 13 years of experience in accounting and auditing at an international accounting firm and has extensive experience in financial services, investment and property development.

執行董事

盧更新先生（「盧先生」），60歲，於二零零八年六月加入本公司，擔任執行董事，並於二零零八年十一月調任為董事總經理。盧先生於二零一二年七月晉升為代理主席，於二零一三年七月晉升為主席。盧先生持有美利堅合眾國（「美國」）印第安納大學工商管理碩士學位及美國伊利諾大學機電工程學士學位。盧先生於香港及加拿大的金融、投資及銀行業擁有逾30年經驗。

許廣熙先生（「許先生」），41歲，於二零一零年八月加入本公司，擔任總經理，並於二零一零年九月調任為董事總經理。許先生持有澳洲悉尼大學法律（榮譽）學士及經濟學士學位。許先生於投資銀行、金融服務及法律方面擁有逾15年經驗。於加入本公司前，許先生為瑞士信貸（香港）有限公司（「瑞信」）之董事總經理。在此之前，許先生為德意志銀行集團（「德意志銀行」）之董事總經理及其環球銀行部的香港區主管。於彼任職德意志銀行及瑞信期間，許先生負責並監督完成多項具代表性之收購合併及集資交易。許先生於加盟德意志銀行前，乃香港年利達律師事務所之律師並獲認可為英格蘭及威爾斯高等法院事務律師、澳洲新南威爾斯最高法院律師及香港高等法院事務律師。

柯淑儀女士（「柯女士」），49歲，於二零零六年六月加入本公司，擔任執行董事。柯女士於維吉尼亞州Liberty University取得會計學理學士學位，並擁有10年以上行政管理及會計經驗。柯女士於加入本公司前曾於一間電訊設備生產及貿易公司任職董事總經理，亦曾擔任一間上市公司之行政總裁。

鄒敏兒小姐（「鄒小姐」），38歲，於二零一零年十二月加入本公司會計及公司秘書部，並於二零一一年二月獲委任為執行董事。鄒小姐為香港會計師公會及英國特許公認會計師公會之資深會員及持有香港中文大學頒發之工商管理（榮譽）學士學位。鄒小姐於二零一一年三月亦獲委任為公司秘書。於加入本公司前，鄒小姐在一間國際會計師行擁有逾13年會計及審核經驗，並在金融服務、投資及物業開發方面擁有豐富經驗。



Biographical Details of Directors 董事履歷詳情

NON-EXECUTIVE DIRECTORS

Mr. Andrew Liu (“Mr. A. Liu”), aged 58, joined the Company as Non-executive Director in November 2010. Mr. A. Liu is a non-executive director of Liu Chong Hing Investment Limited (“LCH Investment”) (listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. A. Liu is the Chairman of Unitas Capital Pte Ltd. (formerly known as CCMP Capital Asia Pte Ltd.). Mr. A. Liu, holder of a Master of Arts degree from the Oxford University in England, was a solicitor with Slaughter and May in London before joining Morgan Stanley & Co. Inc. in New York in 1981. Mr. A. Liu was promoted to managing director in 1990 before relocating to Morgan Stanley Asia Limited in Hong Kong, where he assumed the position of President and managing director until his resignation in September 1997. Mr. A. Liu remains associated with Morgan Stanley as an advisory director. From May 1999 to December 2012, Mr. A. Liu was appointed as non-executive director of Chong Hing Bank Limited (listed on the main board of the Stock Exchange). Mr. A. Liu is a cousin of Mr. Liu Kam Fai, Winston, the Company’s Non-executive Director.

Mr. Liu Kam Fai, Winston (“Mr. W. Liu”), aged 47, joined the Company as Non-executive Director in January 2011. Mr. W. Liu was appointed as executive director of LCH Investment since 1997 and was redesignated as the deputy managing director in August 2008. Mr. W. Liu holds a Master’s degree in economics from the University of London, specialising in finance and macro-economic policy. Mr. W. Liu oversees LCH Investment’s strategic development, project implementation, as well as all aspects of business operations. Mr. W. Liu also serves as a director of a number of subsidiaries of LCH Investment. Mr. W. Liu is the son of Dr. Liu Lit Mo, LLD, MBE, JP. Mr. W. Liu is also a cousin of Mr. A. Liu, the Company’s Non-executive Director and substantial shareholder. LCH Investment is a company listed on the main board of the Stock Exchange.

非執行董事

廖駿倫先生（「廖駿倫先生」），58歲，於二零一零年十一月加入本公司，擔任非執行董事。廖駿倫先生為廖創興企業有限公司（「廖創興企業」）（於香港聯合交易所有限公司（「聯交所」）主板上市）之非執行董事。廖駿倫先生亦為Unitas Capital Pte Ltd.（前稱CCMP Capital Asia Pte Ltd.）主席。廖駿倫先生乃英國牛津大學文學碩士，曾於倫敦之司力達律師樓任職律師。之後於一九八一年受聘於紐約之摩根士丹利，隨後於一九九零年升任董事總經理，並於同年調任香港之摩根士丹利亞洲有限公司總裁兼董事總經理一職，直至一九九七年九月離職。廖駿倫先生仍擔任摩根士丹利顧問董事。一九九九年五月至二零一二年十二月，廖駿倫先生獲委任為創興銀行有限公司（於聯交所主板上市）之非執行董事。廖駿倫先生為本公司非執行董事廖金輝先生之堂兄。

廖金輝先生（「廖金輝先生」），47歲，於二零一一年一月加入本公司，擔任非執行董事。廖金輝先生自一九九七年起獲委任為廖創興企業執行董事，並於二零零八年八月調任為副董事總經理。廖金輝先生持有倫敦大學經濟學碩士學位，主修金融及宏觀經濟政策。廖金輝先生現負責廖創興企業之發展策略、項目執行、以及日常經營運作。廖金輝先生現時亦出任廖創興企業若干附屬公司之董事。廖金輝先生為廖烈武博士(LLD, MBE, JP)之子。廖金輝先生亦為本公司非執行董事及主要股東廖駿倫先生之堂弟。廖創興企業為一間於聯交所主板上市之公司。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Wing Ping (“Mr. Cheung”), aged 47, has been appointed as an Independent Non-executive Director of the Company on 7 August 2013. Mr. Cheung has over 20 years of experience in auditing and accounting fields. He holds a Bachelor’s degree in Accountancy with honours from City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung is an executive director of Willie International Holdings Limited (“Willie”, a company listed on the main board of the Stock Exchange) where Willie holds 23,438,649 shares of the Company, representing approximately 6.81% of the total issued shares of the Company as at 31 March 2014.

Mr. Chung Yuk Lun (“Mr. Chung”), aged 53, has been appointed as an Independent Non-executive Director of the Company on 7 August 2013. Mr. Chung is a fellow member of The Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountants (England and Wales). Mr. Chung has over 20 years’ experience in finance and project investment.

Mr. Hung Cho Sing (“Mr. Hung”), aged 73, joined the Company as Independent Non-executive Director on 9 January 2013. Mr. Hung has over 30 years of experience in the film distribution industry and founded Delon International Film Corporation in 1970. Mr. Hung has been the chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association Limited since 1991 and was the chairman of Hong Kong Film Awards Association Limited from 1993 to 1995. Mr. Hung was appointed by the HKSAR Government as a member of the Hong Kong Film Development Council from 2007 to 31 March 2013. Mr. Hung was also appointed as a consultant of the China Film Association since 2013. Mr. Hung is also a member of HKSAR Election Committee and a vice-chairman of the Cultural Profession Committee of the Guangdong, Hong Kong and Macau Cooperation Promotion Council (廣東省粵港澳合作促進會文化專業委員會副主任委員). Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government in 2005 in recognition of his contribution to the Hong Kong Film industry. Mr. Hung has been appointed by the HKSAR Government as member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission on an ad personam basis for a term of two years with effect from 17 January 2013.

獨立非執行董事

張榮平先生(「張先生」)，47歲，於二零一三年八月七日獲委任為本公司獨立非執行董事。張先生於審核及會計領域擁有超過20年經驗。張先生持有香港城市大學榮譽會計學士學位，並為英國特許公認會計師公會資深會員及香港會計師公會會員。張先生現任威利國際控股有限公司(「威利」，於聯交所主板上市之公司)執行董事，威利持有23,438,649股本公司股份，相當於二零一四年三月三十一日本公司全部已發行股份約6.81%。

鍾育麟先生(「鍾先生」)，53歲，於二零一三年八月七日獲委任為本公司獨立非執行董事。鍾先生為英國特許公認會計師公會資深會員、香港會計師公會會員及英格蘭及威爾斯特許會計師。鍾先生擁有逾20年金融及項目投資經驗。

洪祖星先生(「洪先生」)，73歲，於二零一三年一月九日加入本公司，擔任獨立非執行董事。洪先生擁有逾30年電影發行經驗，於一九七零年創立狄龍國際電影企業公司。自一九九一年起，洪先生一直擔任香港影業協會有限公司之主席，並曾於一九九三年至一九九五年期間擔任香港電影金像獎協會有限公司之主席。洪先生自二零零七年起至二零一三年三月三十一日獲香港特別行政區政府委任為香港電影發展局委員。洪先生亦於二零一三年起獲委任為中國電影家協會顧問。洪先生為香港特別行政區選舉委員會委員，以及廣東省粵港澳合作促進會文化專業委員會副主任委員。香港特別行政區政府為表揚洪先生對香港電影業的貢獻，於二零零五年向彼頒發銅紫荊勳章(BBS)。洪先生獲香港政府委任為經濟發展委員會轄下之製造、高新科技及文化創意產業工作小組之成員，彼以個人身份加入工作小組，任期由二零一三年一月十七日起為期兩年。



Biographical Details of Directors

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Dr. Agustin V. Que ("Dr. Que"), aged 67, joined the Company as Independent Non-executive Director in September 2010. Dr. Que holds Doctor of Philosophy and Master degrees in Business Administration, both majoring in Finance, from the Wharton School of the University of Pennsylvania in Philadelphia, Pennsylvania, the USA. Dr. Que has been involved in the field of finance for more than 35 years as a private equity investor, merchant banking, corporate and development finance professional in Jakarta, Hong Kong, Singapore, Boston and Washington, District of Columbia. Dr. Que recently returned to Manila after 15 years in Jakarta where Dr. Que was corporate finance adviser to an Indonesian holding company with diversified interests in agribusiness, property and financial services. In this position, Dr. Que was responsible for mergers and acquisitions, new investments, business development and investment banking activities. Prior to Jakarta, Dr. Que worked in the financial sector in Hong Kong for 12 years. Dr. Que started his career in finance in Washington, District of Columbia, the USA with The World Bank, over a period of 10 years. His last posting was senior investment officer in the capital markets department of the International Finance Corporation, The World Bank's private investment arm.

獨立非執行董事 (續)

Agustin V. Que博士(「Que博士」)，67歲，於二零一零年九月加入本公司，擔任獨立非執行董事。Que博士持有美國賓夕法尼亞州費城賓夕法尼亞大學華頓學院博士及工商管理碩士學位，主修金融。Que博士為私募股權投資者、商人銀行、企業及發展融資專業人士，在雅加達、香港、新加坡、波士頓及華盛頓哥倫比亞特區從事金融行業逾35年。Que博士於雅加達工作15年後，最近重回馬尼拉，擔任一間印尼控股公司之企業財務顧問，該公司擁有多元化業務，包括農業、物業及金融服務。在此崗位上，Que博士負責併購、新投資、業務發展及投資銀行活動。在雅加達工作之前，Que博士於香港之金融業工作12年。Que博士於美國華盛頓哥倫比亞特區之金融業展開其事業，在世界銀行工作逾10年。彼最後之職位為國際金融公司(世界銀行下屬私人投資機構)資本市場部資深投資總監。



CORPORATE GOVERNANCE PRACTICES

The Board of Directors (“Board”) of the Company has always valued transparency and accountability as the keys for achieving a high standard of corporate governance, earning the confidence of shareholders and the public.

The Company has adopted the code provisions of the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as its own code on corporate governance practices. Save as disclosed below, in the opinion of the Directors, the Company has complied with the code provisions as set out in the Code and there have been no material deviations from the Code during the year:

Code Provision A.6.7 – Two Non-executive Directors were unable to attend the annual general meeting of the Company held on 5 September 2013, as they had other engagements.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiry of all Directors, the Company confirmed that throughout the year, all Directors have complied with the required standards set out in the Model Code.

BOARD OF DIRECTORS

1. Board composition

As of the date of this annual report, the Board of Directors of the Company comprises four Executive Directors, namely Mr. Lo Kan Sun (Chairman), Mr. Hui Quincy Kwong Hei (Managing Director), Ms. Au Shuk Yee, Sue and Ms. Chow Mun Yee, two Non-executive Directors namely Mr. Andrew Liu and Mr. Liu Kam Fai, Winston and four Independent Non-executive Directors, namely Mr. Cheung Wing Ping, Mr. Chung Yuk Lun, Mr. Hung Cho Sing and Dr. Agustin V. Que. Director’s biographical details are set out in the Biographical Details of Directors on pages 9 to 12.

2. Change in Director’s information

Pursuant to the relevant requirement under the Listing Rules, the changes in Director’s information since the date of 2013 Interim Report of the Company are set out below:

Mr. Hung Cho Sing has been appointed as an executive director of Universe International Holdings Limited with effect from 16 October 2013. Mr. Hung has resigned as a non-executive director of Capital VC Limited with effect from 30 January 2014. All these companies are listed on the main board of the Stock Exchange.

企業管治常規

本公司董事會（「董事會」）一向重視透明度及問責性，並視之為實施高水平企業管治和贏得股東及公眾信任之要素。

本公司已採納聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「守則」）之守則條文，作為本身企業管治常規之守則。除下文所披露者外，董事認為，本公司於年內已遵守守則所載之守則條文且並無重大偏離守則：

守則條文第A.6.7條—兩名非執行董事未能出席本公司於二零一三年九月五日舉行之股東週年大會，因為彼等須處理其他事務。

董事進行證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為其本身就董事進行證券交易之行為守則。經向全體董事作出特定查詢後，本公司確認全體董事於整個年度內一直遵守標準守則所載之規定準則。

董事會

1. 董事會組成

於本年報日期，本公司董事會由四名執行董事（包括盧更新先生（主席）、許廣熙先生（董事總經理）、柯淑儀女士及鄒敏兒小姐）、兩名非執行董事（包括廖駿倫先生及廖金輝先生）以及四名獨立非執行董事（包括張榮平先生、鍾育麟先生、洪祖星先生及Agustin V. Que博士）組成。董事履歷詳情載於第9頁至第12頁之董事履歷詳情內。

2. 董事資料之變更

根據上市規則之相關規定，自本公司二零一三年中期報告日期以來，董事資料之變更載述如下：

洪祖星先生已獲委任為寰宇國際控股有限公司執行董事，由二零一三年十月十六日起生效。洪先生已辭任首都創投有限公司非執行董事，由二零一四年一月三十日起生效。所有該等公司均於聯交所主板上市。

BOARD OF DIRECTORS (Continued)

2. Change in Director's information (Continued)

Mr. Chung Yuk Lun was appointed as an executive director and vice chairman of Mascotte Holdings Limited with effect from 7 May 2014 and re-designated from vice chairman to acting Chairman of Mascotte Holdings Limited with effect from 3 June 2014. Mr. Chung was the managing director and chief executive officer of Tack Fiori International Group Limited for the period from 4 November 2013 to 31 March 2014, the executive director of Radford Capital Investment Limited (currently known as Eagle Ride Investment Holdings Limited) for the period from 25 April 2002 to 1 November 2013, the executive director of Ming Fung Jewellery Group Limited for the period from 28 February 2002 to 28 September 2013. All these companies are listed on the main board of the Stock Exchange.

3. Attendance records of board meetings and other general meetings

For the year ended 31 March 2014, the Board convened a total of 21 full board meetings. Attendance records of the Board meetings, other general meetings and the meetings of the Board Committees during the year were set out below:

| | | Meetings Attended/Held 出席/舉行會議次數 | | | | | |
|---|--|-------------------------------------|--|---|-----------------------------|------------------------------------|----------------------------------|
| | | Board 董事會 | Annual General Meeting 股東週年大會 | Extraordinary General Meeting 股東特別大會 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 |
| Executive Directors | | 執行董事 | | | | | |
| Mr. Lo Kan Sun (Chairman) | 盧更新先生 (主席) | 20/21 | 1/1 | - | - | - | - |
| Mr. Hui Quincy Kwong Hei (Managing Director) | 許廣熙先生 (董事總經理) | 2/21 | 1/1 | - | - | - | - |
| Ms. Au Shuk Yee, Sue | 柯淑儀女士 | 16/21 | 1/1 | - | - | - | - |
| Ms. Chow Mun Yee | 鄧敏兒小姐 | 21/21 | 1/1 | - | - | - | - |
| Non-executive Directors | | 非執行董事 | | | | | |
| Mr. Andrew Liu | 廖駿倫先生 | 1/21 | 0/1 | - | - | - | - |
| Mr. Liu Kam Fai, Winston | 廖金輝先生 | 0/21 | 0/1 | - | - | - | - |
| Independent Non-executive Directors | | 獨立非執行董事 | | | | | |
| Mr. Cheung Wing Ping (appointed on 7 August 2013) | 張榮平先生 (於二零一三年八月七日獲委任) | 5/14 | 1/1 | - | 1/1 | - | - |
| Mr. Chung Yuk Lun (appointed on 7 August 2013) | 鍾育麟先生 (於二零一三年八月七日獲委任) | 3/14 | 1/1 | - | 1/1 | - | - |
| Mr. Hung Cho Sing | 洪祖星先生 | 11/21 | 1/1 | - | 2/2 | 2/2 | 2/2 |
| Dr. Agustin V. Que | Agustin V. Que博士 | 9/21 | 1/1 | - | 2/2 | 2/2 | 2/2 |
| Mr. Gary Drew Douglas (resigned on 11 July 2013) | Gary Drew Douglas先生 (於二零一三年七月十一日辭任) | 3/5 | - | - | 0/1 | 0/1 | - |
| Mr. Peter Temple Whitelam (resigned on 7 August 2013) | Peter Temple Whitelam先生 (於二零一三年八月七日辭任) | 5/6 | - | - | 1/1 | 1/1 | 1/1 |
| Mr. Frank H. Miu (resigned on 7 August 2013) | 繆希先生 (於二零一三年八月七日辭任) | 4/6 | - | - | 1/1 | - | - |

董事會 (續)

2. 董事資料之變更 (續)

鍾育麟先生獲委任為馬斯葛集團有限公司執行董事及副主席，由二零一四年五月七日起生效，並由馬斯葛集團有限公司副主席調任署理主席，由二零一四年六月三日起生效。鍾先生於二零一三年十一月四日至二零一四年三月三十一日期間任野馬國際集團有限公司董事總經理及行政總裁，於二零零二年四月二十五日至二零一三年十一月一日期間任萊福資本投資有限公司（現稱鷹力投資控股有限公司）執行董事，於二零零二年二月二十八日至二零一三年九月二十八日期間任明豐珠寶集團有限公司執行董事。所有該等公司均於聯交所主板上市。

3. 董事會會議及其他股東大會之出席記錄

截至二零一四年三月三十一日止年度，董事會合共召開21次董事會全體會議。年內，董事會會議、其他股東大會及董事委員會會議之出席情況載列如下：



BOARD OF DIRECTORS (Continued)

4. Responsibilities of the Board

The Board is collectively responsible for the leadership, control and overall strategic development of the Group, as well as overseeing internal control, financial performance, overall management and operations of the Group. The Board has delegated day-to-day operations to management, who is responsible for implementing the Group's business strategies and managing the daily business operations.

5. Independence of Directors

During the year ended 31 March 2014 and up to the date of the annual report, the Company has complied with the requirements under the Listing Rules and has appointed four Independent Non-executive Directors, representing more than one-third of the number of Directors at the Board, with at least one of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise.

Each of the Independent Non-executive Directors has made an annual confirmation of independence, and the Company considers that all of the Independent Non-executive Directors are independent in accordance with the guidelines as set out in the Listing Rules.

Mr. Liu Kam Fai, Winston is a cousin of Mr. Andrew Liu, who is a Non-executive Director and substantial shareholder of the Company.

6. Directors' professional development

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has also arranged in-house training for Directors and provided the relevant materials to the Directors.

All Directors have provided record of training to the Company. Orientation was provided to newly appointed directors.

董事會 (續)

4. 董事會之責任

董事會集體負責本集團之領導、監控及整體策略發展，並監督本集團之內部監控、財務表現、整體管理及營運。董事會將日常運作授權予管理層，管理層負責執行本集團之業務策略及管理日常業務運作。

5. 董事之獨立性

於截至二零一四年三月三十一日止年度及直至年報日期，本公司已遵守上市規則的規定，並已委任四名獨立非執行董事，即超過董事會董事人數的三分之一，最少一名獨立非執行董事擁有適當專業資格、或會計或相關財務管理專業知識。

各獨立非執行董事已就其獨立性作出年度確認，而根據上市規則所載之指引，本公司亦認為所有獨立非執行董事均為獨立人士。

廖金輝先生為本公司非執行董事兼主要股東廖駿倫先生之堂弟。

6. 董事之專業發展

本公司鼓勵董事參與持續專業發展，以發展及更新彼等之知識及技能。本公司亦已為董事安排公司內部培訓，並向彼等提供相關材料。

全體董事均已向本公司提供彼等之培訓記錄。新委任董事獲提供上崗培訓。

BOARD OF DIRECTORS (Continued)

6. Directors' professional development (Continued)

For the year ended 31 March 2014, the Directors participated in the following trainings:

| Name 姓名 | | Type of trainings 培訓種類 |
|---|---|---------------------------|
| Executive Directors | | |
| Mr. Lo Kan Sun (<i>Chairman</i>) | 盧更新先生 (主席) | A, B |
| Mr. Hui Quincy Kwong Hei (<i>Managing Director</i>) | 許廣熙先生 (董事總經理) | A, B |
| Ms. Au Shuk Yee, Sue | 柯淑儀女士 | A, B |
| Ms. Chow Mun Yee | 鄒敏兒小姐 | A, B |
| Non-executive Directors | | |
| Mr. Andrew Liu | 廖駿倫先生 | A, B |
| Mr. Liu Kam Fai, Winston | 廖金輝先生 | A, B |
| Independent Non-executive Directors | | |
| Mr. Cheung Wing Ping (appointed on 7 August 2013) | 張榮平先生 (於二零一三年八月七日獲委任) | A, B |
| Mr. Chung Yuk Lun (appointed on 7 August 2013) | 鍾育麟先生 (於二零一三年八月七日獲委任) | A, B |
| Mr. Hung Cho Sing | 洪祖星先生 | A, B |
| Dr. Agustin V. Que | Agustin V. Que博士 | A, B |
| Mr. Gary Drew Douglas (resigned on 11 July 2013) | Gary Drew Douglas先生 (於二零一三年七月十一日辭任) | B |
| Mr. Peter Temple Whitelam (resigned on 7 August 2013) | Peter Temple Whitelam先生 (於二零一三年八月七日辭任) | B |
| Mr. Frank H. Miu (resigned on 7 August 2013) | 繆希先生 (於二零一三年八月七日辭任) | B |
| A: in-house training | A: 內部培訓 | |
| B: attending seminars and/or forums and/or reading relevant materials | B: 出席研討會及/或論壇及/或閱讀相關材料 | |

董事會 (續)

6. 董事之專業發展 (續)

截至二零一四年三月三十一日止年度，董事曾參與下列培訓：

CHAIRMAN AND CHIEF EXECUTIVE

The role of the Chairman and the Chief Executive are segregated. Mr. Lo Kan Sun is the Chairman of the Company and provides leadership for the Board. One of the major roles of Mr. Lo is to ensure that the Board works effectively and discharges its responsibility properly. Mr. Lo also ensures that good corporate governance practice is in force from time to time, and all key issues are discussed by the Board in a timely manner. Mr. Hui Quincy Kwong Hei, the Managing Director of the Company, performs the role of Chief Executive of the Company and is responsible for implementing the Group's investment strategies within the authorities delegated by the Board and managing the day-to-day business of the Group.

NON-EXECUTIVE DIRECTORS

The term of office of each Non-executive Director is for a period of three years but subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

主席及行政總裁

主席及行政總裁之角色應予區分。盧更新先生為本公司主席，並擔當領導董事會的角色。盧先生其中一項主要職務是確保董事會有效運作及妥善履行其責任。盧先生亦確保不時生效之良好企業管治常規及所有重要事宜按時經董事會商討。本公司董事總經理許廣熙先生履行本公司行政總裁之職務，在董事會授權範圍內負責落實本集團投資策略及管理本集團日常業務。

非執行董事

各非執行董事之任期為三年，惟須根據本公司之組織章程細則於本公司股東週年大會上輪值退任及膺選連任。



BOARD COMMITTEES

1. Audit Committee

At the date of this annual report, the Audit Committee comprises four Independent Non-executive Directors, namely Mr. Chung Yuk Lun (Chairman), Mr. Cheung Wing Ping, Mr. Hung Cho Sing and Dr. Agustin V. Que. Each committee meeting was chaired by an Independent Non-executive Director. The principal duties of the Audit Committee include:

- monitoring integrity of the Company's financial statements and reports;
- reviewing financial controls, internal controls and risk management system; and
- reviewing the Company's financial and accounting policies and practices.

The Audit Committee is provided with sufficient resources to perform its duties and has access to independent professional advice if necessary. During the year, the Audit Committee had reviewed the Group's internal control, the interim report for the six months ended 30 September 2013 and the annual report for the year ended 31 March 2014.

The Audit Committee convened two meetings for the year. Additional meetings will be held if the Audit Committee shall so request. The individual attendance record of each member of the Audit Committee is disclosed under the section headed "Board of Directors" above.

2. Remuneration Committee

At the date of this annual report, the Remuneration Committee comprises three Independent Non-executive Directors, namely Mr. Cheung Wing Ping (Chairman), Mr. Hung Cho Sing and Dr. Agustin V. Que. The major roles and functions of the Remuneration Committee as per the terms of reference are as follows:

- to make recommendations to the Board on the Group's policy and structure for the remuneration of the Directors and senior management;
- to review and recommend the remuneration packages of all Executive Directors for approval by the Board; and
- to review and approve compensation payable to Directors in connection with loss of their offices or compensation arrangement relating to dismissal or removal of Director.

董事委員會

1. 審核委員會

於本年報日期，審核委員會由四名獨立非執行董事組成，分別為鍾育麟先生（主席）、張榮平先生、洪祖星先生及Agustin V. Que博士。每次委員會會議均由獨立非執行董事擔任主席。審核委員會之主要職責包括：

- 監察本公司財務報表及報告是否符合誠信；
- 檢討財務監控、內部監控及風險管理制度；及
- 檢討本公司財務及會計政策與實務。

審核委員會獲提供充裕資源履行其職務，亦可在其認為有需要時尋求獨立專業意見。年內，審核委員會已審閱本集團內部監控、本公司截至二零一三年九月三十日止六個月之中期報告及截至二零一四年三月三十一日止年度之年報。

年內，審核委員會召開了兩次會議。額外會議將會應審核委員會要求舉行。各審核委員會成員個別出席會議之情況於上文「董事會」一節披露。

2. 薪酬委員會

於本年報日期，薪酬委員會由三名獨立非執行董事組成，分別為張榮平先生（主席）、洪祖星先生及Agustin V. Que博士。以下為載於職權範圍書之薪酬委員會主要角色和職能：

- 就本集團董事及高級管理層薪酬政策及架構向董事會作出推薦建議；
- 檢討所有執行董事之薪酬方案，並就此提出推薦建議供董事會批准；及
- 檢討及批准董事之離職補償或與董事罷免或撤職有關之賠償安排。

BOARD COMMITTEES (Continued)

2. Remuneration Committee (Continued)

The Remuneration Committee has every right to access to professional advice relating to remuneration proposal if necessary. The Remuneration Committee is provided with sufficient resources to perform its duties and has access to independent professional advice if necessary. During the year, the Remuneration Committee had reviewed the remuneration package for the Directors and senior management of the Group and no Director was involved in deciding his/her remuneration. The Remuneration Committee adopted the approach under the Code to determine and review, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management.

The Remuneration Committee convened two meetings for the year. The individual attendance record of each member of the Remuneration Committee is disclosed under the section headed "Board of Directors" above.

3. Nomination Committee

At the date of this annual report, the Nomination Committee comprises three Independent Non-executive Directors, namely Mr. Cheung Wing Ping (Chairman), Mr. Hung Cho Sing and Dr. Agustin V. Que. The major roles and functions of the Nomination Committee as per the terms of reference are as follows:

- to review the structure, size and composition of the Board and make recommendations for appointment of directors/chairman/chief executives; and
- to assess the independence of the Independent Non-executive Directors.

The Nomination Committee is provided with sufficient resources to perform its duties and has access to independent professional advice if necessary. During the year, the Nomination Committee had reviewed the structure, size and composition of the Board; and considered the appointment of Independent Non-executive Directors.

Nomination Committee would make recommendations to the Board regarding the appointment and re-appointment of Directors, with reference to the skills, knowledge, experiences education background, professional knowledge, personal integrity of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. A candidate who is to be appointed as an Independent Non-executive Director should also meet the independence criteria as set out in the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

董事委員會 (續)

2. 薪酬委員會 (續)

薪酬委員會可在有需要時就薪酬方案尋求專業意見。提名委員會獲提供充裕資源履行其職務，亦可在其認為有需要時尋求獨立專業意見。提名委員會已獲提供充足資源履行職責，並可在必要時徵求獨立專業意見。年內，薪酬委員會已檢討董事及本集團高級管理層之薪酬組合，及概無董事參與有關本身薪酬之決策。薪酬委員會採納守則條文下的方針，獲授權釐訂及審閱個別執行董事及高級管理層之薪酬組合。

薪酬委員會於本年度召開了兩次會議。各薪酬委員會成員個別出席會議之情況於上文「董事會」一節披露。

3. 提名委員會

於本年報日期，提名委員會由三名獨立非執行董事組成，分別為張榮平先生（主席）、洪祖星先生及Agustin V. Que博士。以下為載於職權範圍書之提名委員會主要角色和職能：

- 檢討董事會的架構、人數及組成，及就董事／主席／行政總裁的委任提出建議；及
- 評核獨立非執行董事的獨立性。

提名委員會獲提供充裕資源履行其職務，亦可在其認為有需要時尋求獨立專業意見。年內，提名委員會已審閱董事會的架構、規模及組成；且已考慮獨立非執行董事之委任。

提名委員會就委聘及續聘董事向董事會作出推薦建議，當中會參考建議候選人的技能、知識、經驗、教育背景、專業知識、個人誠信，以及本公司之需要及有關職位所涉及之其他相關法定要求及法規。獨立非執行董事之候選人亦應符合上市規則所載的獨立性標準。合資格的候選人將據此獲推薦予董事會以待批准。



BOARD COMMITTEES (Continued)

3. Nomination Committee (Continued)

The Nomination Committee convened two meetings for the year. The individual attendance record of each member of the Nomination Committee is disclosed under the section headed "Board of Directors" above.

Board Diversity

The Board established a set of Board Diversity Policy setting out the terms and approach to achieve diversity on the Board in order to enhance its effectiveness and to maintain the high standards of corporate governance. Board diversity has been considered from a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as well as the Company's business nature and specific needs from time to time. The Nomination Committee will review the Board Diversity Policy on a regular basis to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective. Board appointments will continue to be made on a merit and contribution basis and candidates will be considered against objective criteria, with due regard for the benefits of diversity on the Board. The current Board consists of diverse mix of Board members appropriate to the requirement of the business of the Company.

4. Corporate Governance Function

No corporate governance committee has been established. The Board is responsible for performing the corporate governance duties with written terms of reference as below:

- to develop and review an issuer's policies and practices on corporate governance and make recommendations to the board;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

董事委員會 (續)

3. 提名委員會 (續)

提名委員會於年內已召開兩次會議。各提名委員會成員的個別出席記錄於上文「董事會」一節披露。

董事會多元化

董事會已制定一套董事會多元化政策，載列實現董事會多元化之條款及方法，以增強董事會有效性及維持高標準企業管治。董事會多元化已從多個因素考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資，以及本公司之業務性質及不時之具體需要。提名委員會定期審閱董事會多元化政策，以確保董事會具備支援實施業務策略及令董事會有效適當所需技巧、經驗及多樣的觀點與角度。董事會成員將繼續依據優點及貢獻委任，候選人將按照客觀標準考慮，並計及董事會多元性之裨益。現有董事會由多元化董事會成員組成，適合本公司之業務需要。

4. 企業管治職能

本公司並無成立企業管治委員會。董事會負責執行企業管治職務，其書面職權範圍載列如下：

- 制定及檢討發行人就企業管治之政策及常規，並向董事會作出建議；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司就遵守法律及法規規定的政策及常規；

BOARD COMMITTEES (Continued)

4. Corporate Governance Function (Continued)

- to develop, review and monitor the code of conduct applicable to employees and Directors; and
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

During the year, the Board had reviewed the Company's policies and practices on corporate governance.

AUDITORS' REMUNERATION

For the year ended 31 March 2014, the remuneration paid/payable to the Company's external auditors in respect of audit services and non-audit services were as follows:

| Nature of services 服務性質 | Amount 金額 HK\$'000 港幣千元 |
|--|----------------------------------|
| Review of interim results | 620 |
| Audit services | 2,430 |
| Non-audit services for other engagements (including Rights Issue transaction) | 140 |

董事委員會 (續)

4. 企業管治職能 (續)

- 制定、檢討及監察僱員及董事適用的操守守則；及
- 檢討本公司遵守守則的情況及在企業管治報告內的披露。

年內，董事會已檢討本公司的企業管治政策及常規。

核數師酬金

於截至二零一四年三月三十一日止年度，已付／應付本公司外部核數師有關審核服務及非審核服務之酬金如下：



COMPANY SECRETARY

Ms. Chow Mun Yee is the Company Secretary of the Company, who is also an Executive Director of the Company. She supports the Board, ensures good information flow within the Board and Board policy and procedures are followed, advises the Board on governance matters and arrange continuous professional development to the Directors. Her biography is set out in the “Biographical Details of Directors” of this annual report.

During the year ended 31 March 2014, Ms. Chow has confirmed that she has duly complied with the relevant requirement under the Listing Rules and taken not less than 15 hours of relevant professional training.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for the system of internal controls and risk management of the Group and to review its effectiveness. The internal controls of the Group was designed to provide reasonable assurance that material assets were protected, business risks attributable to the Group were identified and monitored properly, material transactions were executed in accordance with proper authorisation. It aims to provide reasonable but not absolute assurance against material misstatement, loss or fraud.

During the year, a review of key internal control procedures had been conducted to ensure that processes had been properly carried out as prescribed in making decisions; the internal control policies had been properly followed; books and records and documents were properly maintained; and the investment or divestment was in compliance with relevant legislations, regulations or/and other statutory requirements.

Investment in listed securities is the core of the Group’s investments which classified as investments at fair value through profit or loss in the statement of financial position and may expose to market price risk. The Board has continuously monitoring the Group’s investments with an aim to reduce such risk.

公司秘書

鄒敏兒小姐為本公司之公司秘書，彼亦擔任本公司之執行董事。彼支援董事會，確保董事會內部資訊交流良好，以及遵循董事會政策及程序，就管治事宜向董事會提供意見，並為董事安排持續專業發展。彼之履歷載於本年報「董事履歷詳情」。

於截至二零一四年三月三十一日止年度，鄒小姐確認彼已妥善遵守上市規則之相關規定，接受不少於15小時的相關專業培訓。

內部監控及風險管理

董事會負責本集團內部監控制度及風險管理，並檢討其成效。本集團內部監控之設計目的乃合理確保本集團之重大資產受到保障，本集團能夠妥為識別及監察其承擔之業務風險，以及重大交易乃根據適當授權執行。內部監控旨在於重大錯誤陳述、損失或欺詐方面提供合理但非絕對保證。

年內，董事會已檢討主要內部監控程序，以確保作出決策時已按規定妥善進行程序；內部監控政策得以妥為遵行；賬冊、記錄及文件已妥當保存；以及投資或撤出投資符合有關法例、法規或／及其他法定規定。

上市證券投資為本集團之核心投資項目，於財務狀況報表歸類為透過損益以公平值列賬之投資，可能承受市場價格風險。董事會持續監察本集團之投資，藉此減低有關風險。

SHAREHOLDERS' RIGHTS**1. Procedures for shareholders to convene an extraordinary general meeting**

Pursuant to the Articles of Association of the Company, any two shareholders of the Company may request the Board to convene an extraordinary general meeting by way of depositing a written requisition at the registered office of the Company (Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands) specifying the objects of the meeting and signed by the requisitionists.

2. Procedures for proposing a person for election as a Director

Subject to applicable laws and regulations, including the Companies Law of the Cayman Islands, the Listing Rules and the Articles of Association of the Company, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.

A shareholder of the Company may propose a person (the "Person") for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong at Room 2302, 23rd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong:

- (1) a notice in writing signed by the shareholder concerned of his/her/its intention to propose the Person as a Director with full particulars of the Person including his/her/its full name and biographical details as required under the relevant requirement under the Listing Rules; and
- (2) a notice in writing signed by the Person of his/her/its consent to be elected as a Director.

The period for lodgement of such notice shall commence on (and include) the day after the despatch of the notice of meeting appointed for such election and end on (and exclude) the date that is seven (7) days before the date appointed for the general meeting.

股東之權利**1. 股東召開股東特別大會的程序**

根據本公司組織章程細則，任何兩位本公司股東可要求董事會召開股東特別大會，為此，股東須將一份書面要求送達本公司之註冊辦事處（地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands），當中列明大會之主要商議事項並由請求人簽署。

2. 提名他人參選董事的程序

在適用法律及法規（包括開曼群島公司法、上市規則及本公司組織章程細則）的規限下，本公司可不時透過普通決議案於股東大會上推選任何人士為董事，以填補臨時空缺，或作為董事會新增成員。

本公司股東可將以下文件遞呈至本公司在香港之主要營業地點（香港北角馬寶道28號華匯中心23樓2302室），以提名一名人士（「該人士」）參選董事：

- (1) 有關股東簽署的書面通知，當中載有其有意提名該人士參選董事的意向，連同該人士的全部資料（包括其全名及履歷詳情），以符合上市規則的相關規定；及
- (2) 該人士簽署的書面通知，表明其同意參選董事。

遞交該等通知的期限由就選舉舉行的股東大會通告寄發日期翌日（包括該日）開始，並於有關股東大會指定舉行日期前七(7)日（不包括該日）結束。



SHAREHOLDERS' RIGHT (Continued)

3. Procedures for shareholders to put enquiries to the Board

Shareholders may direct their enquiries about their shareholdings to the Company's share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Other shareholders' enquiries can be sent by mail to the Company's principal place of business in Hong Kong at Room 2302, 23rd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong for the attention of Company Secretary who will direct the enquiries to the Board for their handling.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

INVESTOR RELATIONS AND COMMUNICATIONS

1. The Company's Constitutional Documents

There is no significant change in the Company's constitutional documents during the year ended 31 March 2014.

2. Communication with Investors

The Company's corporate website (www.freeman279.com) facilitates effective communications with shareholders, investors and other stakeholders, making corporate information and other relevant financial and non-financial information available electronically and on a timely basis. This includes extensive historical information about the Group's performance and activities via Interim Report, Annual Report, announcements and other corporate information.

Shareholder's meetings, such as annual general meeting and extraordinary general meetings, provide another channel for the Board to meet and communicate with shareholders. All shareholders are provided with sufficient notice to attend the shareholders' meeting. The results of the voting by poll are published on the Stock Exchange's website and the Company's website on a timely basis.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledge their responsibility for preparation of financial statements of the Group which give a true and fair view of the state of affairs of the Group and of its results and cash flows. The Directors ensure that the financial statements for the year ended 31 March 2014 have been prepared in accordance with statutory requirements and applicable accounting standards. They will also ensure the publication of which be in a timely manner.

股東之權利 (續)

3. 股東向董事會查詢之程序

股東可將涉及股權之查詢向本公司之香港股份過戶登記處卓佳秘書商務有限公司提出，地址為香港灣仔皇后大道東183號合和中心22樓。其他股東查詢可郵寄至本公司在香港之主要營業地點，地址為香港北角馬寶道28號華匯中心23樓2302室，收件人為公司秘書，而公司秘書會將查詢呈交至董事會處理。

股東亦可於本公司之股東大會上向董事會作出查詢。

投資者關係及通訊

1. 本公司的憲章文件

於截至二零一四年三月三十一日止年度，本公司的憲章文件概無重大變動。

2. 與投資者之溝通

本公司之公司網站(www.freeman279.com)便利與股東、投資者及其他利益關係人進行有效通訊，以電子方式適時提供公司資料及其他相關財務及非財務資料。有關通訊包括透過中期報告、年報、公佈及其他公司資料提供有關本集團表現及活動之詳盡過往資料。

股東大會（如股東週年大會及股東特別大會）為董事會提供另一渠道與股東會面及溝通。所有股東均可收取有關出席股東大會之充足通知。投票表決結果會於聯交所網站及本公司網站適時登載。

董事責任聲明

董事確認其負責編製本集團財務報表，以公平合理反映本集團之事務狀況以及其業績及現金流量。董事確保截至二零一四年三月三十一日止年度之財務報表乃按法定規定及適用會計準則編製，並確保適時刊發該等報表。



Directors' Report 董事會報告

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The Company is an investment holding company and provides corporate management services. Details of the principal activities of the principal subsidiaries are set out in note 15 to the financial statements.

Details of the analysis of the Group's revenue and results for the year by operating segments are set out in note 4 to the financial statements.

RESULTS AND DIVIDENDS

The Group's results for the year ended 31 March 2014 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 32 to 119. No dividend was paid by the Company during the year. The directors do not recommend the payment of a final dividend for the year.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Company for the last five financial years, as extracted from the audited financial statements and restated/reclassified/re-presented as appropriate, is set out on page 120. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the share capital and share options of the Company during the year are set out in notes 26 and 27 to the financial statements respectively.

PRE-EMPTIVE RIGHTS

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

董事提呈截至二零一四年三月三十一日止年度之年度報告及經審核綜合財務報表。

主要業務及業務分析

本公司為投資控股公司，提供企業管理服務。主要附屬公司之主要業務詳情載於財務報表附註15。

本集團於年內之收益及業績按經營分類分析之詳情載於財務報表附註4。

業績及股息

本集團截至二零一四年三月三十一日止年度之業績與本公司及本集團於該日之財務狀況載於第32至119頁之財務報表。年內，本公司並無派發股息。董事不建議派付本年度末期股息。

財務資料概要

本公司於過去五個財政年度之已公佈業績及資產、負債及非控股權益之概要乃摘錄自經審核財務報表，並經重列／重新分類／重新呈列（視情況而定），有關概要載於第120頁。此概要並不構成經審核財務報表之一部分。

物業、廠房及設備

年內本集團物業、廠房及設備之變動詳情載於財務報表附註13。

股本及購股權

年內本公司股本及購股權變動之詳情分別載於財務報表附註26及27。

優先購買權

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



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

During the year, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company during the year.

RESERVES

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 35 and note 28 to the financial statements.

In accordance with the Company's Articles of Association, dividends shall be payable out of the profits or other reserves of the Company. The Company's reserves available for distribution to the Company's shareholders comprise share premium, capital redemption reserve, contributed surplus, distributable reserve, shareholder's contribution, and retained profits, which in aggregate amounted to HK\$3,732,781,000 (2013: HK\$2,273,025,000) at 31 March 2014.

CHARITABLE CONTRIBUTIONS

During the year, the Group did not made any charitable contributions.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the aggregate turnover during the year attributable to the Group's five largest customers represents less than 30% of the Group's total turnover.

The aggregate purchases during the year attributable to the Group's five largest suppliers represents approximately 59.6% of the Group's total purchases and the purchases attributable to the Group's largest supplier was approximately 17.4% of the Group's total purchases.

As far as the Directors are aware, no directors of the Company, their associates or any shareholders of the Company (who to the directors' knowledge is interested in or owns more than 5% of the Company's share capital) has any shareholding in the suppliers referred to above as at 31 March 2014.

購買、銷售或贖回本公司上市證券

年內，本公司或其任何附屬公司於年內概無購買、贖回或銷售任何本公司上市證券。

儲備

年內本集團及本公司儲備之變動分別載於第35頁之綜合權益變動表及財務報表附註28。

根據本公司之組織章程細則，股息應自本公司溢利或其他儲備撥付。於二零一四年三月三十一日，本公司可供分派予本公司股東之儲備包括股份溢價、資本贖回儲備、繳入盈餘、可分派儲備、股東注資及保留溢利，合共為港幣3,732,781,000元（二零一三年：港幣2,273,025,000元）。

慈善捐獻

年內，本集團並無捐出任何善款。

主要客戶及供應商

於回顧年度，本集團五大客戶所佔之總營業額佔本集團總營業額不足30%。

年內，本集團五大供應商應佔之採購總額佔本集團採購總額約59.6%，而本集團最大供應商應佔之採購額佔本集團採購總額約17.4%。

就董事所知，於二零一四年三月三十一日，本公司之董事、彼等之聯繫人或本公司之任何股東（就董事所知，擁有本公司股本5%以上之權益者）概無擁有上述供應商之任何股權。



Directors' Report 董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. Lo Kan Sun (*Chairman*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Ms. Chow Mun Yee

Non-executive Directors

Mr. Andrew Liu
Mr. Liu Kam Fai, Winston

Independent Non-executive Directors

Mr. Cheung Wing Ping (appointed on 7 August 2013)
Mr. Chung Yuk Lun (appointed on 7 August 2013)
Mr. Hung Cho Sing
Dr. Agustin V. Que
Mr. Gary Drew Douglas (resigned on 11 July 2013)

Mr. Peter Temple Whitelam (resigned on 7 August 2013)

Mr. Frank H. Miu (resigned on 7 August 2013)

In accordance with Article 112 of the Company's Articles of Association, Mr. Lo Kan Sun, Ms. Au Shuk Yee, Sue, Mr. Liu Kam Fai, Winston and Mr. Hung Cho Sing will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事及董事之服務合約

年內及截至本報告日期之本公司董事如下：

執行董事

盧更新先生 (主席)
許廣熙先生 (董事總經理)
柯淑儀女士
鄒敏兒小姐

非執行董事

廖駿倫先生
廖金輝先生

獨立非執行董事

張榮平先生 (於二零一三年八月七日獲委任)
鍾育麟先生 (於二零一三年八月七日獲委任)
洪祖星先生
Agustin V. Que博士
Gary Drew Douglas先生
(於二零一三年七月十一日辭任)
Peter Temple Whitelam先生
(於二零一三年八月七日辭任)
繆希先生 (於二零一三年八月七日辭任)

根據本公司之組織章程細則第112條，盧更新先生、柯淑儀女士、廖金輝先生及洪祖星先生將於應屆股東週年大會上退任，彼等均符合資格並願膺選連任。

在應屆股東週年大會上擬重選連任之董事概無與本公司或其任何附屬公司簽訂任何不可由本公司於一年內免付補償 (法定補償除外) 予以終止之服務合約。



DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 March 2014, based on the register kept by the Company, the interests of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules were as follows:

Long positions in ordinary shares of the Company:

| Name of Directors | Capacity | Number of shares held | Approximate percentage of the issued share capital 佔已發行股本 概約百分比 |
|-------------------------------|---------------------------|-----------------------|---|
| 董事姓名 | 身份 | 所持股份數目 | |
| Mr. Andrew Liu 廖駿倫先生 | Beneficial owner 實益擁有人 | 37,228,269 | 10.82% |
| Ms. Au Shuk Yee, Sue 柯淑儀女士 | Beneficial owner 實益擁有人 | 245,844 | 0.07% |
| Ms. Chow Mun Yee 鄒敏兒小姐 | Beneficial owner 實益擁有人 | 201,600 | 0.06% |

The interests stated above represent the Directors' interests in the shares of the Company. The Directors' interests in the share options of the Company are disclosed in note 27 to the financial statements. Save as disclosed above and based on the register kept by the Company, at 31 March 2014, none of the Directors, chief executives nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

董事於重大合約中之權益

於年末或年內任何時間，本公司或其任何附屬公司均無訂立任何與本公司董事直接或間接有重大利益關係之重要合約。

董事於股份及相關股份之權益及淡倉

於二零一四年三月三十一日，據本公司存置之登記冊所載列，本公司董事及主要行政人員以及彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份及債權證中，擁有須記入本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內，或根據上市規則內上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

於本公司普通股之好倉：

上文所述之權益指董事於本公司股份之權益，而董事於本公司購股權之權益則在財務報表附註27披露。除上文所披露者外及據本公司存置之登記冊所載列，於二零一四年三月三十一日，概無董事、主要行政人員或彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份及債權證中，擁有須記入根據證券及期貨條例第352條須存置之登記冊內，或根據上市規則須知會本公司及聯交所之任何權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 27 to the financial statements headed "Share Option Schemes", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and none of the directors, or their spouses or children under the age of eighteen, had any right to subscribe for the securities of the Company, or had exercised any such rights during the year.

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

At 31 March 2014, based on the register kept by the Company, the following persons has interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known to the Company or recorded in the register maintained by the Company pursuant to Section 336 of SFO:

| Name of substantial shareholders | Capacity | Number of shares held | Approximate percentage of the issued share capital |
|---|---|-----------------------|--|
| 主要股東名稱／姓名 | 身份 | 所持股份數目 | 佔已發行股本概約百分比 |
| Ou Yaping (Note 1) 歐亞平(附註1) | Beneficial owner 實益擁有人 | 28,000,000 | 8.14% |
| Willie International Holdings Limited 威利國際控股有限公司 | Beneficial owner 實益擁有人 | 23,438,649 | 6.81% |
| HEC Capital Limited (Note 2) HEC Capital Limited (附註2) | Interest of controlled corporation 受控制法團權益 | 21,832,018 | 6.34% |

Note 1: These shares are held by Enerchine Securities Limited and Kenson Investment Limited, wholly-owned subsidiaries of Enerchina Holdings Limited ("Enerchina"), whereas Asia Pacific Promotion Limited (a wholly-owned subsidiary of Ou Yaping) has approximately 36.40% equity interest in Enerchina.

Note 2: These shares are held by Murtsa Capital Management Limited and HEC Securities Limited, wholly-owned subsidiaries of HEC Capital Limited.

董事購買股份或債券之權利

除財務報表附註27「購股權計劃」所披露者外，於年內任何時間，本公司或其任何附屬公司並無訂立任何安排，使本公司董事可藉購買本公司或任何其他法人團體之股份或債務證券（包括債券）而獲得利益。此外，並無任何董事或其配偶或未滿十八歲子女擁有任何認購本公司證券之權利，或已於年內行使任何該等權利。

主要股東及其他人士於股份及相關股份之權益

於二零一四年三月三十一日，據本公司存置之登記冊所載列，就本公司所知，或本公司根據證券及期貨條例第336條存置之登記冊所記錄，以下人士持有於本公司股份及相關股份之權益或淡倉，為本公司已發行股本5%或以上：

附註1：該等股份由Enerchine Securities Limited及Kenson Investment Limited（均為威華達控股有限公司（「威華達」）之全資附屬公司）持有，而歐亞平之全資附屬公司Asia Pacific Promotion Limited擁有威華達約36.40%股權。

附註2：該等股份由Murtsa Capital Management Limited及中南証券有限公司（均為HEC Capital Limited之全資附屬公司）持有。



SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above and based on the register kept by the Company, the Company had not been notified by any persons who had interests or short positions in the shares and underlying shares of the Company at 31 March 2014 as recorded in the register required to be kept under Sections 336 of the SFO.

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the Independent Non-executive Directors are independent.

EMOLUMENT POLICY

The emolument policy of the employees of the Company is set up by the board of Directors on the basis of their merit, qualifications and competence. The emoluments of the Directors of the Company are decided by the Directors, who are authorised by the shareholders in the annual general meeting, having regard to the Company's operating results, individual performance and comparable market statistics. The Company has adopted a share option scheme as an incentive, details of the scheme are set out in note 27 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of Directors, at least 25% of the Company's total issued share capital is held by the public as at the date of this report.

AUDITORS

A resolution will be submitted to the coming annual general meeting of the Company to re-appoint Messrs. Ernst & Young as auditors of the Company.

On behalf of the Board
Freeman Financial Corporation Limited

Lo Kan Sun
Chairman

Hong Kong, 30 June 2014

主要股東及其他人士於股份及相關股份之權益 (續)

除上文所披露者外以及據本公司存置之登記所載列，於二零一四年三月三十一日，本公司並未獲任何人士知會，其於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

獨立非執行董事之確認書

本公司已接獲每位獨立非執行董事根據上市規則第3.13條所發出之年度獨立性確認書。本公司認為全體獨立非執行董事均為獨立人士。

薪酬政策

本公司之僱員薪酬政策乃由董事會按僱員之優點、資格及能力制定。本公司董事之薪酬乃由於股東週年大會上獲股東授權之董事釐定，並會參考本公司之營運業績、個人表現及可資比較市場數據。本公司已採納購股權計劃作為獎勵，計劃之詳情載於財務報表附註27。

足夠公眾持股量

根據本公司所得之公開資料及據董事所知，於本報告日期，公眾人士最少持有本公司已發行股本總額之25%。

核數師

本公司將於即將舉行之股東週年大會上提出繼續委聘安永會計師事務所為本公司核數師之決議案。

代表董事會
民豐企業控股有限公司

主席
盧更新

香港，二零一四年六月三十日



To the shareholders of Freeman Financial Corporation Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Freeman Financial Corporation Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 32 to 119, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated income statement, 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.

AUDITORS' 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

致民豐企業控股有限公司
(於開曼群島註冊成立之有限公司)
全體股東

本核數師已完成審核刊載於第32頁至第119頁之民豐企業控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表,包括於二零一四年三月三十一日之綜合及公司財務狀況報表,及截至該日止年度之綜合收益表、綜合全面收入報表、綜合權益變動表及綜合現金流量表,以及主要會計政策之概要及其他說明資料。

董事對綜合財務報表之責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定,編製及真實與公平地呈報綜合財務報表以及落實董事認為編製綜合財務報表所必要之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本核數師之責任是根據本核數師之審核工作,對綜合財務報表作出意見並僅向全體股東報告,除此之外本報告別無其他目的。本核數師不會就本報告之內容向任何其他人士負上或承擔任何責任。

本核數師已按照香港會計師公會頒佈之香港審計準則進行審核。該等準則要求本核數師遵守職業道德規範,並規劃及執行審核,以合理確定綜合財務報表是否不存有任何重大錯誤陳述。



AUDITORS' RESPONSIBILITY (Continued)

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 auditors' 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 2014, and of the Group's profit 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.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

30 June 2014

核數師之責任 (續)

審核工作涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實與公平地呈報綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但並非為對公司之內部監控是否有效發表意見。審核工作亦包括評價董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈報方式。

本核數師相信已獲得充足及合適之審核憑證，作為提供審核意見之基礎。

意見

本核數師認為，綜合財務報表按照香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零一四年三月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已根據香港公司條例之披露規定妥善編製。

安永會計師事務所
執業會計師
香港中環
添美道一號
中信大廈二十二樓

二零一四年六月三十日

Consolidated Income Statement

綜合收益表

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

| | | Notes 附註 | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|--|-----------------------|-------------|-----------------------------------|-----------------------------------|
| REVENUE | 收益 | 5 | 227,678 | 75,701 |
| Cost of sales | 銷售成本 | | (3,453) | (502) |
| Gross profit | 毛利 | | 224,225 | 75,199 |
| Other income and gains | 其他收入及收益 | 5 | 3,197 | 59,416 |
| Fair value gains on investments at fair value through profit or loss, net | 透過損益以公平值列賬之投資之公平值收益淨額 | | 395,954 | 186,340 |
| General and administrative expenses | 一般及行政開支 | | (35,405) | (32,792) |
| Other expenses | 其他開支 | | (2,011) | (1,398) |
| Finance costs | 融資成本 | 7 | (7,685) | (9,251) |
| Share of profits and losses of associates | 分佔聯營公司溢利及虧損 | | (98,193) | 51,700 |
| PROFIT BEFORE TAX | 除稅前溢利 | 6 | 480,082 | 329,214 |
| Income tax expense | 所得稅開支 | 10 | (2,746) | (1,792) |
| PROFIT FOR THE YEAR | 本年度溢利 | | 477,336 | 327,422 |
| Attributable to: | 下列人士應佔： | | | |
| Owners of the Company | 本公司擁有人 | 11 | 477,336 | 327,502 |
| Non-controlling interest | 非控股權益 | | – | (80) |
| | | | 477,336 | 327,422 |
| EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY | 本公司普通股權持有人應佔每股盈利 | 12 | | |
| Basic and diluted | 基本及攤薄 | | 港幣HK\$1.80元 | 港幣HK\$3.56元 |

Consolidated Statement of Comprehensive Income

綜合全面收入報表

Year ended 31 March 2014 截至二零一四年三月三十一日止年度



| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|-----------------------------|------------|-----------------------------------|-----------------------------------|
| | | Note 附註 | | |
| PROFIT FOR THE YEAR | 本年度溢利 | | 477,336 | 327,422 |
| OTHER COMPREHENSIVE INCOME/ (LOSS) | 其他全面收入／(虧損) | | | |
| Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods: | 將於隨後期間重新分類至損益之其他全面收入／(虧損)： | | | |
| An available-for-sale investment: | 可供出售投資： | 17 | | |
| Change in fair value | 公平值變動 | | 16,521 | 17,068 |
| Impairment loss reclassified to the consolidated income statement | 重新分類至綜合收益表之減值虧損 | | – | 1,398 |
| Reclassification of cumulative gains to the consolidated income statement upon disposal | 出售後累計收益重新分類至綜合收益表 | | – | (18,466) |
| Share of other comprehensive income/(loss) of associates, net | 分佔聯營公司之其他全面收入／(虧損)淨額 | | 2,179 | (12,927) |
| OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR, NET OF TAX | 本年度其他全面收入／(虧損) (除稅後) | | 18,700 | (12,927) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 本年度全面收入總額 | | 496,036 | 314,495 |
| Attributable to: | 下列人士應佔： | | | |
| Owners of the Company | 本公司擁有人 | | 496,036 | 314,575 |
| Non-controlling interest | 非控股權益 | | – | (80) |
| | | | 496,036 | 314,495 |

Consolidated Statement of Financial Position

綜合財務狀況報表

31 March 2014 二零一四年三月三十一日

| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|--|----------------|-------------|-----------------------------------|-----------------------------------|
| | | Notes 附註 | | |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 13 | 2,716 | 3,885 |
| Investment in an associate | 於聯營公司之投資 | 16 | 1,006,729 | 1,102,754 |
| Intangible asset | 無形資產 | 14 | 339 | 339 |
| Available-for-sale investment | 可供出售投資 | 17 | 18,507 | 1,986 |
| Loans receivable | 應收貸款 | 18 | 748 | 1,411 |
| Note receivable | 應收票據 | 20 | – | 7,711 |
| Deferred tax assets | 遞延稅項資產 | 25 | 99 | 47 |
| Total non-current assets | 非流動資產總值 | | <u>1,029,138</u> | <u>1,118,133</u> |
| CURRENT ASSETS | 流動資產 | | | |
| Accounts receivable | 應收賬款 | 19 | 193,449 | 136,886 |
| Loans receivable | 應收貸款 | 18 | 301,792 | 4,623 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 20 | 1,483 | 2,026 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬之投資 | 21 | 1,836,599 | 1,380,032 |
| Cash and bank balances | 現金及銀行結餘 | 22 | 57,160 | 180,594 |
| Total current assets | 流動資產總值 | | <u>2,390,483</u> | <u>1,704,161</u> |
| CURRENT LIABILITIES | 流動負債 | | | |
| Accounts payable | 應付賬款 | 23 | 363 | 11,853 |
| Other payables and accruals | 其他應付款項及應計費用 | | 3,539 | 4,161 |
| Interest-bearing other borrowings | 計息其他借貸 | 24 | 208,731 | 303,506 |
| Tax payable | 應付稅項 | | 2,771 | 2,852 |
| Total current liabilities | 流動負債總額 | | <u>215,404</u> | <u>322,372</u> |
| NET CURRENT ASSETS | 流動資產淨值 | | <u>2,175,079</u> | <u>1,381,789</u> |
| NET ASSETS | 資產淨值 | | <u>3,204,217</u> | <u>2,499,922</u> |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Issued capital | 已發行股本 | 26 | 3,441 | 42,017 |
| Reserves | 儲備 | 28(a) | 3,200,776 | 2,457,905 |
| Total equity | 權益總額 | | <u>3,204,217</u> | <u>2,499,922</u> |

Lo Kan Sun
盧更新
Director
董事

Chow Mun Yee
鄒敏兒
Director
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

Attributable to owners of the Company
本公司擁有人應佔

| | Notes 附註 | Issued | Share | Share | Capital | Distributable | Special | Available- | Exchange | Retained | Total | Non- | Total |
|---|-------------------|------------------|------------------|------------------|------------------|--------------------------|-------------------|--------------------------|--------------------------|------------------|------------------|------------------|------------------|
| | | capital | premium | option | redemption | reserve | reserve | reserve [#] | for-sale | fluctuation | | profits/ | controlling |
| | | 已發行股本 | 股份溢價 | 購股權儲備 | 資本贖回儲備 | 可供 | 特別儲備 [#] | 出售投資 | 外匯 | 保留溢利/ (累積虧損) | 總計 | 非控股權益 | 權益總額 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | 分派儲備 HK\$'000 港幣千元 | HK\$'000 港幣千元 | 重估儲備 HK\$'000 港幣千元 | 波動儲備 HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| At 1 April 2012 | 於二零一二年四月一日 | 12,256 | 1,225,895 | - | 485 | 827,644 | 35,131 | 18,964 | - | (184,888) | 1,935,487 | 15,878 | 1,951,365 |
| Profit/(loss) for the year | 本年度溢利/(虧損) | - | - | - | - | - | - | - | - | 327,502 | 327,502 | (80) | 327,422 |
| Other comprehensive income/(loss) for the year: | 本年度其他全面收入/(虧損): | | | | | | | | | | | | |
| An available-for-sale investment: | 可供出售投資: | | | | | | | | | | | | |
| Change in fair value | 公平值變動 | - | - | - | - | - | - | 17,068 | - | - | 17,068 | - | 17,068 |
| Impairment loss reclassified to the consolidated income statement | 重新分類至綜合收益表之減值虧損 | - | - | - | - | - | - | 1,398 | - | - | 1,398 | - | 1,398 |
| Reclassification of cumulative gains to the consolidated income statement upon disposal | 出售後累計收益重新分類至綜合收益表 | - | - | - | - | - | - | (18,466) | - | - | (18,466) | - | (18,466) |
| Share of other comprehensive loss of associates | 分佔聯營公司其他全面虧損 | - | - | - | - | - | - | (12,927) | - | - | (12,927) | - | (12,927) |
| Total comprehensive income/(loss) for the year | 本年度全面收入/(虧損)總額 | - | - | - | - | - | - | (12,927) | - | 327,502 | 314,575 | (80) | 314,495 |
| Rights issue | 供股 | 26(a) | 24,511 | 220,601 | - | - | - | - | - | - | 245,112 | - | 245,112 |
| Share issue expenses | 股份發行開支 | | - | (5,935) | - | - | - | - | - | - | (5,935) | - | (5,935) |
| Acquisition of additional interest in a subsidiary | 收購一間附屬公司之額外權益 | 26(d),29 | 5,250 | 8,190 | - | (2,757) | - | - | - | - | 10,683 | (15,798) | (5,115) |
| At 31 March 2013 | 於二零一三年三月三十一日 | 42,017 | 1,448,751* | -* | 485* | 824,887* | 35,131* | 6,037* | -* | 142,614* | 2,499,922 | - | 2,499,922 |
| At 1 April 2013 | 於二零一三年四月一日 | 42,017 | 1,448,751 | - | 485 | 824,887 | 35,131 | 6,037 | - | 142,614 | 2,499,922 | - | 2,499,922 |
| Profit for the year | 本年度溢利 | - | - | - | - | - | - | - | - | 477,336 | 477,336 | - | 477,336 |
| Other comprehensive income/(loss) for the year: | 本年度其他全面收入/(虧損): | | | | | | | | | | | | |
| An available-for-sale investment: | 可供出售投資: | | | | | | | | | | | | |
| Change in fair value | 公平值變動 | - | - | - | - | - | - | 16,521 | - | - | 16,521 | - | 16,521 |
| Share of other comprehensive income of an associate, net | 分佔一間聯營公司其他全面收入淨額 | - | - | - | - | - | - | 3,952 | (1,773) | - | 2,179 | - | 2,179 |
| Total comprehensive income/(loss) for the year | 本年度全面收入/(虧損)總額 | - | - | - | - | - | - | 20,473 | (1,773) | 477,336 | 496,036 | - | 496,036 |
| Equity-settled share option arrangement | 以權益結算購股權之安排 | | | 547 | - | - | - | - | - | - | 547 | - | 547 |
| Exercise of share options | 行使購股權 | 26(e),27 | 3,677 | 5,253 | (547) | - | - | - | - | - | 8,383 | - | 8,383 |
| Issue of new shares | 發行新股份 | 26(f) | 2,676 | 41,679 | - | - | - | - | - | - | 44,355 | - | 44,355 |
| Capital reorganisation | 股本重組 | 26(g) | (46,841) | - | - | 46,841 | - | - | - | - | - | - | - |
| Rights issue | 供股 | 26(h) | 1,912 | 160,598 | - | - | - | - | - | - | 162,510 | - | 162,510 |
| Share issue expenses | 股份發行開支 | | - | (7,536) | - | - | - | - | - | - | (7,536) | - | (7,536) |
| At 31 March 2014 | 於二零一四年三月三十一日 | 3,441 | 1,648,745* | -* | 485* | 871,728* | 35,131* | 26,510* | (1,773)* | 619,950* | 3,204,217 | - | 3,204,217 |

* These reserve accounts comprise the consolidated reserves of HK\$3,200,776,000 (2013: HK\$2,457,905,000) in the consolidated statement of financial position.

* 此等儲備賬包括綜合財務狀況報表內之綜合儲備港幣3,200,776,000元(二零一三年:港幣2,457,905,000元)。

The special reserve of the Group represents the difference between the aggregate amount of the share capital and share premium account of a company which was the former holding company of the Group and the nominal value of the Company's shares issued pursuant to the group reorganisation in 1992.

本集團特別儲備指本集團前控股公司之股本及股份溢價賬之總額與本公司於一九九二年根據集團重組所發行股份之面值之差額。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|-------------|-----------------------|-----------------------------------|-----------------------------------|
| | Notes 附註 | | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | 營運活動所產生之現金流量 | | |
| Profit before tax | | 除稅前溢利 | 480,082 | 329,214 |
| Adjustments for: | | 就以下項目作出調整： | | |
| Finance costs | 7 | 融資成本 | 7,685 | 9,251 |
| Share of profits and losses of associates | | 分佔聯營公司之溢利及虧損 | 98,193 | (51,700) |
| Interest income | | 利息收入 | (26,816) | (17,725) |
| Depreciation | 6 | 折舊 | 1,188 | 1,258 |
| Fair value gains on investments at fair value through profit or loss, net | | 透過損益以公平值列賬之投資之公平值收益淨額 | (395,954) | (186,340) |
| Gain on disposal of an available-for-sale investment | 5 | 出售一項可供出售投資之收益 | – | (18,466) |
| Gain on redemption of a note receivable | 5 | 贖回應收票據之收益 | (77) | – |
| Gain on disposal of subsidiaries | 5 | 出售附屬公司之收益 | (57) | – |
| Loss/(gain) on changes in shareholding interests in associates | 5,6 | 於聯營公司股權變動之虧損／(收益) | 11 | (39,243) |
| Loss on disposal/write-off of items of property, plant and equipment | 6 | 出售／撇銷物業、廠房及設備項目之虧損 | 134 | 19 |
| Impairment of an available-for-sale investment | 6 | 可供出售投資減值 | – | 1,398 |
| Impairment of a loan receivable | 6 | 應收貸款減值 | 2,000 | – |
| Equity-settled share option expenses | 27 | 以權益結算購股權之開支 | 547 | – |
| | | | 166,936 | 27,666 |
| Increase in accounts receivable | | 應收賬款增加 | (40,351) | (82,345) |
| Increase in loans receivable | | 應收貸款增加 | (293,137) | (3,993) |
| Decrease in prepayments, deposits and other receivables | | 預付款項、按金及其他應收款項減少 | 543 | 529 |
| Increase in investments at fair value through profit or loss | | 透過損益以公平值列賬之投資增加 | (60,613) | (302,576) |
| Increase/(decrease) in accounts payable | | 應付賬款增加／(減少) | (11,490) | 9,549 |
| Decrease in other payables and accruals | | 其他應付款項及應計費用減少 | (622) | (1,324) |
| Cash used in operations | | 營運所用現金 | (238,734) | (352,494) |
| Interest received | | 已收利息 | 5,235 | 5,515 |
| Interest paid | | 已付利息 | (4,495) | (3,818) |
| Income tax paid | | 已付所得稅 | (2,879) | (1,184) |
| Net cash flows used in operating activities | | 營運活動所動用之現金流量淨額 | (240,873) | (351,981) |

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|--|----------------------|-------------|-----------------------------------|-----------------------------------|
| | | Notes 附註 | | |
| Net cash flows used in operating activities | 營運活動所動用之現金流量淨額 | | (240,873) | (351,981) |
| CASH FLOWS FROM INVESTING ACTIVITIES | 投資活動所產生之現金流量 | | | |
| Additions to property, plant and equipment | 添置物業、廠房及設備 | 13 | (153) | (1,172) |
| Proceeds from disposal of an available-for-sale investment | 出售可供出售投資之所得款項 | | – | 32,775 |
| Proceeds from redemption of a note receivable | 贖回應收票據之所得款項 | 20 | 7,788 | – |
| Disposal of subsidiaries | 出售附屬公司 | 30 | 57 | – |
| Net cash flows from investing activities | 投資活動所產生之現金流量淨額 | | 7,692 | 31,603 |
| CASH FLOWS FROM FINANCING ACTIVITIES | 融資活動所產生之現金流量 | | | |
| Proceeds from share options exercised | 行使購股權之所得款項 | 26(e) | 8,383 | – |
| Proceeds from issue of new shares | 發行新股之所得款項 | 26(f) | 44,355 | – |
| Proceeds from rights issue | 供股之所得款項 | 26(a), (h) | 162,510 | 245,112 |
| Share issue expenses | 股份發行開支 | | (7,536) | (5,935) |
| Drawdown of other borrowings | 提取其他借貸 | | 570,416 | 514,012 |
| Repayment of other borrowings | 償還其他借貸 | | (606,690) | (474,024) |
| Decrease in margin loan borrowings, net | 孖展貸款借貸減少淨額 | | (61,691) | (8,959) |
| Acquisition of additional interest in a subsidiary | 收購一間附屬公司之額外權益 | 29 | – | (5,115) |
| Net cash flows from financing activities | 融資活動所產生之現金流量淨額 | | 109,747 | 265,091 |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值物減少淨額 | | (123,434) | (55,287) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值物 | | 180,594 | 235,881 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年終之現金及現金等值物 | | 57,160 | 180,594 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值物之結餘分析 | | | |
| Cash and bank balances | 現金及銀行結餘 | | 57,160 | 180,594 |

Statement of Financial Position

財務狀況報表

31 March 2014 二零一四年三月三十一日

| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|----------------|-------------|-----------------------------------|-----------------------------------|
| | | Notes 附註 | | |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Investments in subsidiaries | 於附屬公司之投資 | 15 | 72,360 | 34,360 |
| Available-for-sale investment | 可供出售投資 | 17 | – | 120,000 |
| Total non-current assets | 非流動資產總值 | | <u>72,360</u> | <u>154,360</u> |
| CURRENT ASSETS | 流動資產 | | | |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 20 | 71 | 424 |
| Due from subsidiaries | 應收附屬公司款項 | 15 | 3,676,461 | 2,166,661 |
| Cash and bank balances | 現金及銀行結餘 | 22 | 1,292 | 2,440 |
| Total current assets | 流動資產總值 | | <u>3,677,824</u> | <u>2,169,525</u> |
| CURRENT LIABILITIES | 流動負債 | | | |
| Due to subsidiaries | 應付附屬公司款項 | 15 | 12,013 | 6,753 |
| Other payables and accruals | 其他應付款項及應計費用 | | 1,949 | 2,090 |
| Total current liabilities | 流動負債總額 | | <u>13,962</u> | <u>8,843</u> |
| NET CURRENT ASSETS | 流動資產淨值 | | <u>3,663,862</u> | <u>2,160,682</u> |
| NET ASSETS | 資產淨值 | | <u>3,736,222</u> | <u>2,315,042</u> |
| EQUITY | 權益 | | | |
| Issued capital | 已發行股本 | 26 | 3,441 | 42,017 |
| Reserves | 儲備 | 28(b) | 3,732,781 | 2,273,025 |
| Total equity | 權益總額 | | <u>3,736,222</u> | <u>2,315,042</u> |

Lo Kan Sun
盧更新
Director
董事

Chow Mun Yee
鄒敏兒
Director
董事



1. CORPORATE INFORMATION

Freeman Financial Corporation Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at Room 2302, 23rd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong.

During the year, the Group was principally engaged in the financial services sector, including the provision of securities brokerage services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, trading of securities, provision of finance, as well as investment holding.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an available-for-sale investment and investments at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interest, even if this results in the non-controlling interest having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

1. 公司資料

民豐企業控股有限公司為一間於開曼群島註冊成立之有限公司。本公司之主要營業地點位於香港北角馬寶道28號華匯中心23樓2302室。

年內，本集團主要從事金融服務業，包括提供證券經紀服務、提供保險經紀及理財策劃服務、提供企業融資顧問服務、買賣證券、提供融資及投資控股業務。

2.1 編製基準

該等財務報表乃根據由香港會計師公會（「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」）（當中包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。除可供出售投資及透過損益以公平值列賬之投資外，該等財務報表乃根據歷史成本法編製。該等財務報表以港幣呈列，而除另有指明外，所有數額均調整至最接近之千位數。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一四年三月三十一日止年度之財務報表。附屬公司之財務報表乃就與本公司相同的報告期間按一致的會計政策編製。附屬公司之業績自本集團取得控制權當日起直至該控制權終止之日止綜合入賬。

損益及其他全面收入各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀。與本集團成員公司之間交易相關的所有集團內部公司間資產及負債、權益、收入、開支及現金流，於綜合時悉數對銷。

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

| | |
|--|---|
| HKFRS 1 Amendments | Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i> |
| HKFRS 7 Amendments | Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> |
| HKFRS 10 | <i>Consolidated Financial Statements</i> |
| HKFRS 11 | <i>Joint Arrangements</i> |
| HKFRS 12 | <i>Disclosure of Interests in Other Entities</i> |
| HKFRS 10, HKFRS 11 and HKFRS 12 Amendments | Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i> |
| HKFRS 13 | <i>Fair Value Measurement</i> |
| HKAS 1 Amendments | Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> |
| HKAS 19 (2011) | <i>Employee Benefits</i> |

2.1 編製基準 (續)

綜合基準 (續)

如事實及情況表明下文有關附屬公司之會計政策所述控制權三項因素中一項或多項出現變動，則本集團會重新評估其是否控制被投資實體。附屬公司之擁有權權益變動如並無喪失控制權，乃入賬列作股本交易。

倘本集團失去對一間附屬公司之控制權，則終止確認(i)該附屬公司之資產(包括商譽)及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計匯兌差額；及確認(i)所收代價之公平值，(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認之本集團應佔部分，按與本集團直接出售相關資產或負債的情況下相同之基準重新分類至損益或保留溢利(視情況而定)。

2.2 會計政策及披露事項之變動

本集團已於本年度之財務報表首次採納以下新訂及經修訂的香港財務報告準則。

| | |
|---|--|
| 香港財務報告準則第1號之修訂 | 香港財務報告準則第1號之修訂 首次採用香港財務報告準則—政府貸款 |
| 香港財務報告準則第7號之修訂 | 香港財務報告準則第7號之修訂 金融工具：披露—抵銷金融資產及金融負債 |
| 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11號 | 共同安排 |
| 香港財務報告準則第12號 | 披露於其他實體之權益 |
| 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號之修訂 | 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號之修訂—過渡指引 |
| 香港財務報告準則第13號 | 公平值計量 |
| 香港會計準則第1號之修訂 | 香港會計準則第1號之修訂財務報表之呈列—呈列其他全面收入項目 |
| 香港會計準則第19號 | 僱員福利 |
| (二零一一年) | |

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

| | |
|--|---|
| HKAS 27 (2011) | <i>Separate Financial Statements</i> |
| HKAS 28 (2011) | <i>Investments in Associates and Joint Ventures</i> |
| HKAS 36 Amendments | Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i> (early adopted) |
| HK(IFRIC)-Int 20 | <i>Stripping Costs in the Production Phase of a Surface Mine</i> |
| <i>Annual Improvements 2009-2011 Cycle</i> | Amendments to a number of HKFRSs issued in June 2012 |

Other than as further explained below regarding the impact of HKFRS 12, HKFRS 13 and HKAS 1 Amendments, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

- (a) HKFRS 12 sets out the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities. Details of the disclosures for subsidiaries and an associate are included in notes 15 and 16 to the financial statements.
- (b) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended. Additional disclosures required by HKFRS 13 for the fair value measurements of financial instruments are included in note 36 to the financial statements.

2.2 會計政策及披露事項之變動 (續)

| | |
|------------------------------------|---------------------------------------|
| 香港會計準則 第27號 (二零一一年) | 獨立財務報表 |
| 香港會計準則 第28號 (二零一一年) | 於聯營公司及合營公司之投資 |
| 香港會計準則 第36號之修訂 | 香港會計準則第36號之修訂資產減值—非金融資產的可收回金額披露(提早採納) |
| 香港(國際財務 報告詮釋委員 會)—詮釋第20 號 | 露天礦場生產期的剝除成本 |
| 二零零九年至二零 一一年週期之年 度改進 | 於二零一二年六月頒佈之多項香 港財務報告準則之修訂 |

除下文進一步解釋之香港財務報告準則第12號、香港財務報告準則第13號及香港會計準則第1號之修訂之影響外，採納該等新訂及經修訂香港財務報告準則對該等財務報表並無重大財務影響。

採納該等新訂及經修訂香港財務報告準則之主要影響如下：

- (a) 香港財務報告準則第12號載有就附屬公司、共同安排、聯營公司及結構性實體之披露規定，該等規定以往包括在香港會計準則第27號綜合及獨立財務報表、香港會計準則第31號於合營公司之權益及香港會計準則第28號於聯營公司之投資內。該準則亦就該等實體引入多項新披露規定。附屬公司及聯營公司之披露詳情已列入財務報表附註15及16。
- (b) 香港財務報告準則第13號提供公平值之精確定義、公平值計量之單一來源及在香港財務報告準則範圍內使用之披露規定。該準則並不改變本集團須使用公平值之情況，但為其在其他香港財務報告準則已規定或允許使用公平值之情況下應如何應用公平值提供指引。香港財務報告準則第13號已預期應用，且採納該準則對本集團之公平值計量並無重大影響。由於香港財務報告準則第13號之指引，公平值計量政策已予修訂。香港財務報告準則第13號就金融工具公平值計量規定之額外披露已列入財務報表附註36。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) The HKAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) are presented separately from items which will never be reclassified (for example, the revaluation of land and buildings). The amendments have affected the presentation only and have had no impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

| | | |
|--|---|---|
| HKFRS 9 | <i>Financial Instruments</i> ⁵ | 香港財務報告準則 金融工具 ⁵ 第9號 |
| HKFRS 9, HKFRS 7 and HKAS 39 Amendments | <i>Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39</i> ⁵ | 香港財務報告準則 對沖會計處理及香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號之修訂 ⁵ |
| HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments | <i>Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities</i> ¹ | 香港財務報告準則 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)之修訂–投資實體 ¹ |
| HKFRS 11 Amendments | <i>Accounting for Acquisition of Interests in Joint Operations</i> ⁵ | 香港財務報告準則 收購於合營業務權益之會計處理 ⁵ |
| HKFRS 14 | <i>Regulatory Deferral Accounts</i> ³ | 香港財務報告準則 監管遞延賬戶 ³ 第14號 |
| HKAS 16 and HKAS 18 Amendments | <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ⁵ | 香港會計準則第16號及香港會計準則第18號之修訂 澄清可接受之折舊及攤銷方式 ⁵ |
| HKAS 19 Amendments | <i>Amendments to HKAS 19 Employee Benefits – Defined Benefit Plans: Employee Contributions</i> ² | 香港會計準則第19號之修訂 香港會計準則第19號之修訂僱員福利–定額福利計劃：僱員供款 ² |
| HKAS 32 Amendments | <i>Amendments to HKAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ¹ | 香港會計準則第32號之修訂 香港會計準則第32號之修訂金融工具：呈列–抵銷金融資產及金融負債 ¹ |
| HKAS 39 Amendments | <i>Amendments to HKAS 39 Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting</i> ¹ | 香港會計準則第39號之修訂 香港會計準則第39號之修訂金融工具：確認及計量–衍生工具之約務更替及對沖會計處理之延續 ¹ |

2.2 會計政策及披露事項之變動

(續)

- (c) 香港會計準則第1號之修訂更改在其他全面收入內呈列項目之分組。可在未來某一時間重新分類(或再循環)至損益之項目(例如換算境外業務之匯兌差額、現金流量對沖變動淨額及可供出售金融資產之收益或虧損淨額)，與永不重新分類之項目(例如土地及樓宇重估)分開呈列。修訂僅影響呈列，對本集團之財務狀況或財務表現並無影響。

2.3 已頒佈但尚未生效之香港財務報告準則

本集團尚未於該等財務報表中採納以下已頒佈但尚未生效之香港財務報告準則。



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

| | |
|--|---|
| HK(IFRIC)-Int 21 | Levies ¹ |
| <i>Annual Improvements 2010-2012 Cycle</i> | Amendments to a number of HKFRSs issued in January 2014 ⁴ |
| <i>Annual Improvements 2011-2013 Cycle</i> | Amendments to a number of HKFRSs issued in January 2014 ⁴ |
| 1 | Effective for annual periods beginning on or after 1 January 2014 |
| 2 | Effective for annual periods beginning on or after 1 July 2014 |
| 3 | Effective for first annual HKFRS financial statements for a period beginning on or after 1 January 2016 and not applicable to the Group |
| 4 | Generally effective for annual periods beginning, or transactions occurring, on or after 1 July 2014 |
| 5 | No mandatory effective date yet determined but is available for adoption |

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on its financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

| | |
|---|---|
| 香港 (國際財務報告 徵費 ¹ 詮釋委員會) – 註 釋第21號 | |
| 二零一零年至二零一二年週期之年 度改進 | 於二零一四年一月頒佈之多項香 港財務報告準則之修訂 ⁴ |
| 二零一一年至二零一三年週期之年 度改進 | 於二零一四年一月頒佈之多項香 港財務報告準則之修訂 ⁴ |

- 1 於二零一四年一月一日或之後開始之年度期間生效
- 2 於二零一四年七月一日或之後開始之年度期間生效
- 3 於二零一六年一月一日或之後開始之期間就首份香港財務報告準則年度財務報表生效，不適用於本集團
- 4 一般於二零一四年七月一日或之後開始之年度期間或就於該日或之後發生之交易生效
- 5 並無強制生效日期，但可予採納

本集團現正評估首次應用該等新訂及經修訂香港財務報告準則之影響，惟尚無法確定該等新訂及經修訂香港財務報告準則會否對本集團之財務報表構成重大影響。

2.4 主要會計政策之概要

附屬公司

附屬公司為本公司直接或間接控制之實體 (包括結構性實體)。當本集團承受或享有參與被投資公司業務之可變回報以及能透過對被投資公司之權力 (即本集團獲賦予現有能以主導被投資公司相關活動之既存權利) 影響該等回報時，即取得控制權。

倘本公司直接或間接擁有被投資公司不足構成大多數之投票權或類似權利，則本集團於評估其是否擁有對被投資公司之權力時會考慮一切相關事實及情況，包括：

- (a) 與被投資公司其他投票權持有人之合約安排；
- (b) 其他合約安排所產生之權利；及

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

(c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

Upon the disposal of investments in subsidiaries, any gain or loss arising thereon is included in the income statement and any amounts recognised in other comprehensive income in relation to those subsidiaries should be accounted for on the same basis as if the related assets or liabilities are directly disposed of by those subsidiaries.

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated income statement and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

2.4 主要會計政策之概要 (續)

附屬公司 (續)

(c) 本集團之投票權及潛在投票權。

附屬公司業績按已收及應收股息計入本公司之收益表。本公司於附屬公司之投資按成本減任何減值虧損列賬。

在出售於附屬公司之投資後，當中所產生之盈虧會計入收益表，以及於其他全面收入確認的有關該等附屬公司之任何金額，乃以該等附屬公司直接出售相關資產或負債之相同方式入賬。

於聯營公司之投資

聯營公司指本集團一般擁有不少於20%股本投票權之長期權益，並可對其行使重大影響力之企業。重大影響力指具有參與被投資實體之財務及經營政策決策之權力，但對有關政策並無控制權或聯合控制權。

本集團於聯營公司之投資以權益會計法按本集團應佔資產淨值扣除任何減值虧損在綜合財務狀況報表列賬。任何不同的會計政策會進行調整以使之貫徹一致。

本集團分佔聯營公司之收購後業績及其他全面收入分別計入綜合收益表及綜合其他全面收入。此外，當出現直接於聯營公司權益確認之變動時，本集團將其所分佔之任何變動（如適用）於綜合權益變動表確認。本集團與其聯營公司交易所產生之未變現收益及虧損以本集團於聯營公司之投資為限對銷，惟倘未變現虧損有證據顯示所轉讓資產出現減值則除外。收購聯營公司產生之商譽計入本集團於聯營公司之投資。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interest in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interest and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策之概要 (續)

業務合併及商譽

業務合併採用收購法入賬。所轉讓代價按收購日期的公平值計量，即本集團對被收購方原擁有人所轉讓資產、本集團所承擔的負債以及本集團為換取被收購方控制權所發行股權於收購日期之公平值總和。對於每項業務合併，本集團可選擇以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方的非控股權益。有關權益屬現時擁有人權益，並賦予其持有人在清盤時可按比例分佔資產淨值。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時計作開支。

本集團收購業務時，評估金融資產及所承擔負債，需以按照合同條款、收購當日的經濟狀況及相關條件作出適當分類及指定用途，此包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併分階段進行，則先前所持股權按收購日期公平值重新計量，而任何因此產生的收益或虧損於損益確認。

收購方將轉讓的或然代價於收購當日按公平值確認。或然代價分類為屬金融工具及香港會計準則第39號涵蓋的範圍內之資產或負債，乃按公平值計量，而公平值變動將於損益確認，或計作其他全面收入的變動。如果或然代價不屬於香港會計準則第39號涵蓋的範圍內，其將根據適當的香港財務報告準則計量。分類為權益的或然代價不會重新計量及其後結算於權益內入賬。

商譽初始按成本計量，即所轉讓代價、已確認的非控股權益數額以及本集團先前所持之被收購方股權的公平值總數超出所收購可識別資產淨值及所承擔負債之差額。倘該代價及其他項目總和低於所收購資產淨值的公平值，則差額經重新評估後於損益確認為議價購買收益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its available-for-sale investment and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策之概要 (續)

業務合併及商譽 (續)

初始確認後，商譽按成本減任何累計減值虧損計量。每年測試商譽有否減值，倘有事件或情況變動顯示賬面值可能發生減值，則會更頻繁檢討。本集團於三月三十一日進行年度商譽減值測試。就減值測試而言，業務合併中所購入之商譽由收購日期起分配至本集團預期將受惠於合併協同效益之各現金產生單位或現金產生單位組合，而不論本集團之其他資產或負債是否分配予該等單位或單位組合。

減值乃透過評估與商譽有關之現金產生單位（現金產生單位組合）之可收回金額釐定。倘現金產生單位（現金產生單位組合）之可收回金額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於其後期間撥回。

倘商譽分配至現金產生單位（或現金產生單位組合）之一部分，而該單位內部分業務已出售，則與所出售業務有關之商譽於釐定出售之損益時計入有關業務之賬面值。在此等情況下，所出售之商譽乃按所出售業務與所保留之部分現金產生單位之相對價值計量。

公平值計量

本集團於各報告期末按公平值計量其可供出售投資及股權投資。公平值為市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃基於出售資產或轉讓負債之交易於資產或負債主要市場或（在無主要市場情況下）最具優勢市場進行之假設而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃採用市場參與者於資產或負債定價時會採用之假設計量，並假定市場參與者以其最佳經濟利益行事。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and deferred tax assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

2.4 主要會計政策之概要 (續)

公平值計量 (續)

非金融資產之公平值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途之其他市場參與者，以產生經濟效益之能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值之估值方法，以盡量使用相關可觀察輸入參數及盡量減少使用不可觀察輸入參數。

所有於財務報表計量或披露公平值之資產及負債，乃基於對公平值計量整體而言屬重大之最低層輸入參數按以下公平值等級分類：

- 第1層 – 基於相同資產或負債於活躍市場之報價（未經調整）
- 第2層 – 基於對公平值計量而言屬重大之最低層輸入參數可觀察（直接或間接）之估值方法
- 第3層 – 基於對公平值計量而言屬重大之最低層輸入參數不可觀察之估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類（基於對公平值計量整體而言屬重大之最低層輸入參數）確定是否發生不同層級之間的轉移。

非金融資產減值

倘有跡象顯示出現減值或須就資產（不包括金融資產及遞延稅項資產）進行年度減值測試，則會估計資產之可收回金額。資產之可收回金額為資產或現金產生單位之使用價值及其公平值減銷售成本之較高者，並就個別資產而釐定，除非有關資產並無產生在很大程度上獨立於其他資產或資產組別之現金流入，在此情況下，可收回金額就資產所屬之現金產生單位而釐定。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

2.4 主要會計政策之概要 (續)

非金融資產減值 (續)

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計日後現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生之期間內在收益表扣除。

本集團會於各報告期末評估有否跡象顯示過往確認之減值虧損不再存在或已減少。如有該跡象存在則估計可收回金額。過往確認之資產（商譽除外）減值虧損僅會於用以釐定該資產可收回金額之估計有變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而應有之賬面值（扣除任何折舊）。減值虧損撥回於產生之期間內計入收益表。

關連方

任何一方如屬以下情況，即視為本集團之關連方：

- (a) 有關方為一名人士或該人士家庭之近親，而該人士：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司高級管理人員之成員；

或

- (b) 有關方為實體並符合以下任何一項條件：
 - (i) 該實體及本集團屬同一集團的成員公司；
 - (ii) 一個實體是另一實體的聯繫人或合營公司（或另一實體之母公司、附屬公司或同系附屬公司）；



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) (Continued)
- (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (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).

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策之概要 (續)

關連方 (續)

- (b) (續)
- (iii) 該實體及本集團均為相同第三方之合營公司；
 - (iv) 一個實體為第三實體之合營公司及另一實體為第三實體之聯繫人；
 - (v) 該實體乃為本集團或本集團關連實體的僱員福利而設的離職後福利計劃；
 - (vi) 該實體受(a)項所識別之人士控制或共同控制；及
 - (vii) 於(a)(i)所識別之人士對該實體有重大影響，或是該實體（或該實體之母公司）高級管理人員之成員。

物業、廠房及設備與折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及令資產達致工作狀況及地點作擬定用途之任何直接應佔成本。

物業、廠房及設備項目投產後產生之開支（如維修及保養），一般於產生之期間自收益表扣除。倘能夠符合確認標準，重大檢查之開支會於資產賬面值中撥充資本作為替補。倘物業、廠房及設備之重大部分須分期替換，本集團會確認該等部分為具有特定可使用年期之個別資產及據此折舊。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

(Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|-----------------------------------|---|
| Leasehold improvements | Over the shorter of the lease terms and 15% |
| Furniture, fixtures and equipment | 15% |
| Computer equipment | 33 $\frac{1}{3}$ % |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Trading right

Trading right represents the eligibility right to trade on or through The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with an indefinite useful life. It is carried at cost less any impairment losses.

2.4 主要會計政策之概要 (續)

物業、廠房及設備與折舊 (續)

各物業、廠房及設備項目之折舊按其估計可使用年期以直線法撇銷其成本至剩餘價值計算。就此所用之主要年率如下：

| | |
|----------|--------------------|
| 租賃物業裝修 | 租期及15% (以較短期者為準) |
| 傢俬、裝置及設備 | 15% |
| 電腦設備 | 33 $\frac{1}{3}$ % |

倘物業、廠房及設備項目各部分具有不同可使用年期，該項目之成本按合理基準分配至各部分，而各部分均獨立計算折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討及調整（如適用）。

初步確認之物業、廠房及設備項目（包括任何重要部分）於出售或預期日後使用或出售不再產生經濟利益時終止確認。於終止確認資產之年度內在收益表確認之出售或報廢盈虧，指出售所得款項淨額與有關資產賬面值之差額。

無形資產(商譽除外)

個別收購之無形資產於初步確認時按成本計量。於業務合併中收購之無形資產之成本為於收購當日之公平值。無形資產之可使用年期乃評估為有限或無限。

具有無限可使用年期之無形資產應個別或按現金產生單位層面每年進行減值測試。該等無形資產不作攤銷。本集團會每年審閱具有無限年期之無形資產之可使用年期，以釐定無限年期之評估是否持續合理。如不合理，可使用年期評估將由無限年期改為有限年期，並按預期基準入賬。

交易權

交易權指可於或透過香港聯合交易所有限公司（「聯交所」）買賣之資格權利，視作具有無限可使用年期，並以成本減任何減值虧損列賬。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets of the Group are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

2.4 主要會計政策之概要 (續)

經營租賃

當資產所有權之絕大部分回報及風險仍然歸屬出租人時，租約入賬列為經營租約。根據經營租約應付租金於租期內按直線法從收益表扣除。

投資及其他金融資產

初步確認及計量

本集團之金融資產於初步確認時分類為透過損益以公平值列賬之金融資產、貸款及應收款項以及可供出售金融投資（視情況而定）。金融資產於初步確認時以公平值加收購金融資產應佔之交易成本計量，惟透過損益以公平值列賬之金融資產除外。

所有以正常方式買賣之金融資產於交易日（即本集團承諾購買或出售資產當日）確認。以正常方式買賣指以須於市場規例或常規通常所定時間內交付資產之方式買賣金融資產。

後續計量

金融資產之後續計量視乎其分類如下：

透過損益以公平值列賬之金融資產

透過損益以公平值列賬之金融資產包括持作買賣金融資產及於初步確認時指定為透過損益以公平值列賬之金融資產。為於短期內出售而購入之金融資產分類為持作買賣金融資產。衍生工具（包括獨立嵌入式衍生工具）亦分類為持作買賣金融資產，除非其被指定為有效對沖工具（定義見香港會計準則第39號）。

透過損益以公平值列賬之金融資產於財務狀況報表內以公平值列賬，而公平值之變動淨值於收益表內確認。公平淨值變動不包括該等金融資產之任何股息，該等股息按照下文「收益確認」所載之政策確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss (Continued)

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

2.4 主要會計政策之概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

透過損益以公平值列賬之金融資產 (續)

於初步確認時指定為透過損益以公平值列賬之金融資產，僅當符合香港會計準則第39號之標準時於初步確認日期指定。

倘主合約之嵌入式衍生工具之經濟特性及風險並非與主合約密切相關，而主合約並非持作買賣用途或指定透過損益以公平值列賬，則有關嵌入式衍生工具會入賬列作獨立衍生工具並按公平值入賬。該等嵌入式衍生工具以公平值計量，而公平值之變動於收益表確認。倘合約條款有變導致合約下所需現金流量有重大修改或將金融資產重新分類出透過損益以公平值列賬之金融資產，方會進行重新評估。

貸款及應收款項

貸款及應收款項為非衍生金融資產，擁有固定或可釐定之款額，且並無於活躍市場報價。該等資產於初步計量後按以實際利率法計算之攤銷成本減任何減值撥備作其後計量。計算攤銷成本時會考慮收購之任何折讓或溢價，並包括構成實際利率不可或缺部分之費用或成本。實際利率攤銷會計入收益表內之其他收入及收益。減值所產生之虧損於收益表內確認。

可供出售金融投資

可供出售金融投資為上市及非上市股權投資及債務證券中之非衍生金融資產。分類為可供出售之股權投資為既無分類為持作出售，亦無指定為透過損益以公平值列賬者。此分類中之債務證券為擬無限期待持有，並可因應流動資金需求或市況變動而出售者。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Available-for-sale financial investments (Continued)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the income statement. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the income statement in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

2.4 主要會計政策之概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

可供出售金融投資 (續)

於初步確認後，可供出售金融投資其後按公平值計量，而未變現盈虧則確認為可供出售投資重估儲備內之其他全面收入，直至終止確認投資或直至投資被評定為已減值。於前者情況下，累計盈虧會於收益表確認為其他收入，而於後者情況下，則會將累計盈虧自可供出售投資重估儲備重新歸類至收益表。持有可供出售金融投資所賺取之利息及股息，分別入賬列為利息收入及股息收入，並按照下文「收益確認」所載之政策於收益表確認。

倘由於(a)合理公平值估計範圍之變動對該項投資而言屬重大，或(b)在上述範圍內之各種估計之概率未能合理地評估及用作估計公平值，以致不能可靠地計量非上市股權投資之公平值，則該項投資會按成本減任何減值虧損列賬。

本集團會評估其可供出售金融資產，以評估於近期出售之能力及意向是否仍然合適。當在罕見情況下市場不活躍導致本集團無法買賣該等金融資產，而管理層有能力及意向於可預見的將來或直至到期持有資產，則本集團可能選擇將該等金融資產重新分類。

就從可供出售類別重新分類之金融資產而言，其於重新分類日期之公平值賬面值成為新攤銷成本，而之前於權益中確認之任何資產盈虧，會在投資剩餘年期以實際利率攤銷至損益。新攤銷成本與到期金額兩者之間之任何差額亦會在資產剩餘年期以實際利率攤銷。倘資產其後確定已經減值，則記錄在權益之金額會重新分類至收益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策之概要 (續)

金融資產之終止確認

金融資產(或(如適用)一項金融資產部分或類似金融資產組別之部分)主要在下列情況下終止確認(即自本集團之綜合財務狀況報表中剔除):

- 自該資產收取現金流量之權利屆滿; 或
- 本集團已轉讓自資產收取現金流量之權利, 或有責任根據「轉手」安排, 在無重大延誤之情況下將已收取之現金流量全部支付予第三方; 及(a)本集團已轉讓該資產之絕大部分風險及回報, 或(b)本集團既無轉讓亦無保留該資產之絕大部分風險及回報, 但已轉讓資產之控制權。

倘本集團已轉讓其收取資產現金流量之權利或已訂立轉手安排, 其會評估其是否及何種程度上保留資產所有權之風險及回報。當其既無轉讓亦無保留該資產絕大部分風險及回報, 亦無轉讓該資產之控制權時, 本集團會按其持續參與該資產之程度繼續確認有關轉讓資產。在此情況下, 本集團亦會確認相關負債。已轉讓資產及相關負債以本集團保留之相關權利及義務為基準計量。

金融資產減值

本集團會於各報告期末評估有否客觀跡象顯示一項或一組金融資產已出現減值。如資產初步確認後發生之一個或多個事項對該項或該組金融資產之預計未來現金流量造成能夠可靠估計之影響, 則存在減值。減值證據可包括債務人或一組債務人經歷重大財務困難、拖欠支付利息或本金、彼等很可能破產或進行其他財務重組之跡象, 以及有可觀察數據顯示預計未來現金流量出現可計量之減少, 如與拖欠相聯繫之欠款或經濟狀況有變。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the income statement.

2.4 主要會計政策之概要 (續)

金融資產減值 (續)

以攤銷成本列賬之金融資產

有關以攤銷成本列賬之金融資產，本集團首先會就個別而言屬重大之金融資產獨立評估或就個別而言屬不重大之金融資產整體評估有否客觀證據顯示出現減值。倘本集團確定並無客觀證據顯示經獨立評估之金融資產出現減值（無論重大與否），則將該資產計入具有相似信貸風險特徵之金融資產組別內，並對整個組別評估減值。已獨立評估減值並確認或繼續確認減值虧損之資產不作整體減值評估。

已識別減值虧損金額會按資產賬面值與估計未來現金流量現值（尚未出現之未來信貸虧損除外）兩者之間之差額計量。估計未來現金流量之現值按金融資產原實際利率（即初步確認時計算之實際利率）貼現。

資產賬面值直接或透過使用撥備賬調低，而虧損於收益表確認。利息收入按調低後之賬面值持續累計，並採用計量減值虧損時用以貼現未來現金流量之利率累計。倘未來並無可收回之實質跡象，貸款及應收款項連同任何相關撥備會被撇銷，而所有抵押品會被套現或轉讓予本集團。

倘估計之減值虧損金額於往後期間因於確認減值後發生之事件而增加或減少，則之前確認之減值虧損會透過調整撥備賬增加或減少。倘撇銷於其後收回，則收回數額會計入收益表中其他開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

2.4 主要會計政策之概要 (續)

金融資產減值 (續)

以成本列賬之資產

倘有客觀證據顯示並非以公平值列賬之無報價股本工具因公平值無法可靠計量而產生減值虧損，則虧損金額會按資產賬面值與以同類金融資產之當前市場回報率貼現之估計未來現金流量所得現值兩者之間之差額計量。該等資產之減值虧損不會撥回。

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估有否任何客觀證據顯示投資或投資組別出現減值。

倘可供出售資產出現減值，包括成本（扣除任何本金付款及攤銷）與其現時公平值之差額，扣除之前已於收益表確認之任何減值虧損後，會從其他全面收入中剔除，並於收益表確認。

就分類為可供出售之股權投資而言，客觀證據可包括投資之公平值大幅或長期低於其成本。評估是否「大幅」時會視乎投資之原成本，而評估是否「長期」時會考慮公平值低於其原成本之時間。倘存在減值證據，累積虧損（按收購成本與現時公平值兩者之間之差額計量，並扣除之前於收益表就該項投資確認之任何減值虧損）會從其他全面收入中剔除，並於收益表確認。分類為可供出售之股本工具之減值虧損不會透過收益表撥回，其公平值在減值後之增加會直接在其他全面收入中確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

2.4 主要會計政策之概要 (續)

金融負債

初步確認及計量

本集團金融負債於初步確認時分類為貸款及借貸。

所有金融負債初步按公平值確認，及如屬貸款及借貸則扣除直接應佔之交易成本。

後續計量

金融負債之後續計量視乎其分類如下：

貸款及借貸

於初步確認後，計息貸款及借貸其後按實際利率法以攤銷成本計量，除非貼現之影響並非重大，在此情況下則按成本列賬。在負債終止確認時及在按實際利率法攤銷過程中產生之損益在收益表中確認。

計算攤銷成本時會考慮收購之任何折讓或溢價以及構成實際利率不可或缺部分之費用或成本。實際利率攤銷計入收益表內之融資成本。

財務擔保合約

本集團發出之財務擔保合約為要求作出特定付款以償付持有人因特定債務人未能按照債務工具條款償還到期款項而招致損失之合約。財務擔保合約初步按公平值確認為負債，並就發行擔保直接應佔之交易成本作出調整。於初步確認後，本集團以下列兩者之較高者計量財務擔保合約：(i)於報告期末清償現有責任所須支出之最佳估計金額；及(ii)初步確認之金額減去累計攤銷（倘適用）。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

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 statement of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

2.4 主要會計政策之概要 (續)

金融負債之終止確認

當金融負債下之責任被解除或取消或到期時，則終止確認有關負債。

倘現有金融負債由同一貸款人授予條款迥異之其他負債取代，或現有金融負債之條款經重大修訂，則該等變更或修訂視作終止確認原有負債並確認新負債，而各賬面值之差額於收益表內確認。

抵銷金融工具

如果以現時可強制執行之法定權利抵銷已確認之金額，並且打算以淨額基準結算，或同時變現資產及清償負債，則有關資產及負債會互相抵銷，淨額會於財務狀況報表中報告。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括庫存現金及活期存款，以及高流動性短期投資（即可隨時兌換為已知數額現金、價值變動風險不大及擁有一般不超過購入後三個月內到期之較短期限之投資），減去須應要求償還並作為本集團現金管理一部分之銀行透支。

就財務狀況報表而言，現金及銀行結餘包括庫存現金及銀行存款，包括用途不受限制之定期存款。

撥備

倘目前某些責任（法定或推定）因過去已發生之事件而引致，且日後可能需要動用資源清還有關責任，同時有關金額能可靠地估計，則會確認撥備。

當貼現之影響屬重大，就撥備確認之金額為預計日後需用作清還有關責任之支出於報告期末之現值。因時間流逝而導致經貼現現值增加會計入收益表之融資成本內。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 主要會計政策之概要 (續)

所得稅

所得稅包括即期及遞延稅項。與於損益外確認之項目有關之所得稅於損益外確認，即於其他全面收入確認或直接於權益確認。

本期間及過往期間之即期稅項資產及負債，以報告期末已執行或實質上已執行之稅率（及稅法）為基礎，考慮到本集團經營所在國家之現行詮釋及常規，以預期可向稅務機關收回或支付予稅務機關之款項計量。

遞延稅項按負債法就資產與負債之稅基與其就財務報告而言之賬面值兩者於報告期末之所有暫時差額作出撥備。

本集團會就所有應課稅暫時差額確認遞延稅項負債，惟以下情況則另當別論：

- 遞延稅項負債因初步確認於交易（業務合併除外）中的商譽或一項資產或負債而產生，且於交易時並不影響會計溢利或應課稅損益；及
- 就於附屬公司及聯營公司之投資之相關應課稅暫時差額而言，倘可控制撥回暫時差額之時限，且暫時差額不大可能於可見將來撥回。

本集團會就所有可扣稅暫時差額、未動用稅款抵免及未動用稅項虧損結轉確認遞延稅項資產。遞延稅項資產將予確認，前題為很可能有應課稅溢利可用作抵銷可扣稅暫時差額，以及可利用未動用稅款抵免及未動用稅項虧損結轉，惟以下情況則另當別論：

- 有關可扣稅暫時差額之遞延稅項資產因於交易（業務合併除外）中初步確認一項資產或負債而產生，且於交易時並不影響會計溢利或應課稅損益；及

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

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

- income from the sale of equity and debt securities, on a trade-date basis;
- dividend income, when the shareholders' right to receive payment has been established;
- interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;

2.4 主要會計政策之概要 (續)

所得稅 (續)

- 就於附屬公司及聯營公司之投資之相關可扣稅暫時差額而言，倘很有可能於可見將來撥回暫時差額，且有應課稅溢利可用作抵銷暫時差額，方會確認遞延稅項資產。

本集團遞延稅項資產之賬面值會於各報告期末檢討，並會調減至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。本集團會於各報告期末重新評估未確認之遞延稅項資產，並在很可能有足夠應課稅溢利可用作收回全部或部分遞延稅項資產時確認有關遞延稅項資產。

遞延稅項資產及負債以報告期末已執行或實質上已執行之稅率（及稅法）為基礎，按預期在變現資產或清償負債期間應用之稅率計量。

倘存有在法律上可強制執行之權利以對銷即期稅項資產與即期稅項負債，而遞延稅項與同一應課稅實體及同一稅務機關相關，則會對銷遞延稅項資產與遞延稅項負債。

收益確認

當本集團很有可能獲得經濟利益，且收益能可靠地計量，則按以下基準確認收益：

- 銷售股本及債務證券之收入按交易日期基準確認；
- 股息收入於股東收取款項之權利確立時確認；
- 利息收入以應計基準透過應用於金融工具預計年期或較短時間（如適用）內將未來估計現金收入確切地貼現至金融資產賬面淨值之利率利用實際利率法確認；



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

- (d) insurance brokerage income, on the inception of the associated insurance policy;
- (e) corporate finance advisory income, when the relevant service has been rendered;
- (f) commission and brokerage income from securities dealings, on a trade-date basis; and
- (g) underwriting and placing commission income, when the relevant service has been rendered.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and/or rewards to eligible participants (including the Company's directors and other employees of the Group and of the investee entities, and any consultant, advisor or agent engaged by or business partners of any member of the Group or any investee entity), who render services and/or contribute to the success of the Group's operations. Employees (including directors) and advisors of the Group receive remuneration in the form of share-based payments, whereby employees/advisors render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of the services received at the date they are received. Where the market information for the services provided by non-employees cannot be reliably determined, the fair value of the share options granted at the date when the services are received is applied as a surrogate measure. In this case, the fair value of the share options is determined by external valuers using a binomial model.

2.4 主要會計政策之概要 (續)

收益確認 (續)

- (d) 保險經紀收入於相關保單起保時確認；
- (e) 企業融資顧問收入於提供相關服務時確認；
- (f) 證券買賣之佣金及經紀收入按交易日期基準確認；及
- (g) 包銷及配售佣金收入於提供相關服務時確認。

以股份為基礎付款

本公司實行一項購股權計劃，旨在向為本集團提供服務及／或為本集團營運成功作出貢獻之合資格參與人士（包括本公司董事及本集團及被投資實體之其他僱員，及本集團或任何被投資實體之任何成員公司或其業務夥伴所委聘之任何顧問、諮詢人或代理）提供鼓勵及／或獎勵。本集團僱員（包括董事）及顧問按以股份為基礎付款之方式收取薪酬，而僱員／顧問則以提供服務作為獲取股本工具之代價（「以權益結算之交易」）。

就二零零二年十一月七日後授出之獎勵而言，與僱員進行以權益結算之交易之成本透過參考授出當日之公平值計量。公平值由外部估值師利用二項式模型釐定。於評估以權益結算之交易時並無計及任何績效條件，惟與本公司股價掛鈎之條件（「市場條件」）（倘適用）除外。

與非僱員按權益結算交易成本經參考於提供服務當日所提供之服務之公平值後計量。倘非僱員就服務提供的市場資料不能可靠釐定，於提供服務當日授出的購股權之公平值則用作替代計量。在此情況下，購股權之公平值由外聘估值師以二項式模式釐定。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expenses. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employees/advisors as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策之概要 (續)

以股份為基礎付款 (續)

以權益結算之交易之成本連同權益相應之增加於達成績效及／或服務條件期間於僱員福利開支確認。於各報告期末直至歸屬日期止就以權益結算之交易確認之累計開支反映歸屬期已到期部分，以及本集團對將最終歸屬之股本工具數目作出之最佳估計。於某一期間在收益表中扣除或計入之款項指於該期初及期終已確認之累計開支變動。

最終不會歸屬之獎勵之開支將不會予以確認，惟須視乎市場或非歸屬條件決定是否歸屬之以權益結算之交易除外。該等以權益結算之交易已視作歸屬，不論市場或非歸屬條件是否達成，惟必須達成所有其他績效及／或服務條件。

倘以權益結算之獎勵條款經修訂，所確認之開支最少須達到猶如條款並無經修訂之水準（倘符合獎勵之原條款）。此外，倘任何修訂於按修訂日期計量時會增加以股份為基礎付款之總公平值或令僱員／顧問受惠，則應就該等修訂確認開支。

當以權益結算之獎勵被取消，則被視為猶如已於取消日期歸屬，而未就獎勵確認之任何開支會即時獲確認，當中包括未能符合屬本集團或僱員控制範圍內之非歸屬條件之任何獎勵。然而，倘有新獎勵代替已取消之獎勵，且於授出日期指定為替代獎勵，則已取消之獎勵及新獎勵將被視為前段所述對原有獎勵所作之修訂。

於計算每股盈利時，尚未行使購股權之攤薄影響反映為額外股份攤薄。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations as further explained in the accounting policy for "Share-based payments" above.

Retirement benefit scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策之概要 (續)

僱員福利

以股份為基礎付款

誠如上文「以股份為基礎付款」之會計政策所詳述，本公司實行一項購股權計劃，旨在向為本集團營運成功作出貢獻之合資格參與人士提供鼓勵及獎勵。

退休福利計劃

本集團根據香港強制性公積金計劃條例為其所有合資格參與強制性公積金退休福利計劃（「強積金計劃」）之僱員設立定額供款強積金計劃。供款乃按僱員基本薪金某一百分比作出，並按照強積金計劃之規則於應付時在收益表內扣除。強積金計劃之資產與本集團之資產以獨立管理基金分開持有。向強積金計劃作出供款時，本集團之僱主供款全數歸僱員所有，惟本集團之僱主自願供款則除外。按照強積金計劃之規則，僱員若於供款全數歸屬前離職，僱主自願供款則退回本集團。

外幣

該等財務報表以本公司之功能及呈報貨幣—港幣列值。本集團各實體釐定其本身之功能貨幣，而各實體之財務報表所載之項目均以該功能貨幣計量。本集團內實體入賬之外幣交易初步按有關實體各自於交易日之現行功能貨幣匯率列賬。以外幣計值之貨幣資產及負債按報告期末之適用功能貨幣匯率換算。因結算或換算貨幣項目所產生的匯兌差額於收益表內確認。

按公平值以外幣計值之非貨幣項目按釐定公平值當日之匯率換算。換算非貨幣項目所產生的損益按公平值計量，處理方法與確認有關項目的公平值變動損益一致（即公平值損益分別在其他全面收入或損益中確認的項目換算差額，亦分別在其他全面收入或損益中確認）。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of loans receivable

The Group maintains an allowance for the estimated loss arising from the inability of its borrowers to make the required payments. The Group makes its estimates based on the aging of its loans receivable balances, borrowers' creditworthiness and historical write-off experience. If the financial condition of its borrowers was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected.

Impairment of accounts receivable

The provision for impairment of accounts receivable of the Group is based on the evaluation of collectibility and the aging analysis of the receivables and on the judgement of management. 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 the customers. Management reassesses the estimation regularly throughout the reporting period.

Impairment of available-for-sale financial assets

The Group classifies certain assets as available for sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement.

3. 主要會計判斷及估計

編製本集團之財務報表時，管理層須作出會影響收益、開支、資產及負債之報告金額及隨附披露資料以及或然負債披露之判斷、估計及假設。由於有關假設及估計涉及不明朗因素，故可導致須就未來受影響之資產或負債賬面值作出重大調整。

估計不明朗因素

下文討論有關日後之主要假設及於報告期末之其他主要估計不明朗因素（具有導致須對下一個財政年度之資產與負債賬面值作出大幅調整之重大風險）。

應收貸款減值

本集團為借款人無能力支付須繳款項而導致之估計虧損作準備。本集團根據應收貸款結餘之賬齡、借款人之信用度及過往撇銷經驗作出估計。倘若借款人之財政狀況將會轉壞致令實際減值虧損可能較預期為高，本集團將須修改準備基準，而未來之業績或會受到影響。

應收賬款減值

本集團應收賬款之減值撥備乃以可收回程度之評估、應收款項之賬齡分析及管理層判斷為基礎。評估應收款項最終能否變現須進行大量判斷，包括客戶現時之信用度及過往收款記錄。管理層於整個報告期間定期重新評估相關估計。

可供出售金融資產之減值

本集團將若干資產分類為可供出售，並將其公平值變動在權益中確認。當公平值下降時，管理層會作出有關價值下降之假設，釐定是否應在收益表中確認減值。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets including investment in an associate are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Measurement of unlisted investments at fair value

The fair values of financial instruments that are not traded in an active market are estimated by management based on the valuation performed by independent qualified valuers by using valuation techniques that require various sources of information and assumptions. The carrying amount of the Group's unlisted investment at fair value through profit or loss as at 31 March 2013 was approximately HK\$7,585,000. The Company also had an unlisted available-for-sale investment stated at fair value with a carrying amount of HK\$120,000,000 as at 31 March 2013. Further details are given in notes 17, 21 and 36 to these financial statements.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 March 2014 was HK\$850,936,000 (2013: HK\$1,388,594,000). Further details are contained in note 25 to these financial statements.

3. 主要會計判斷及估計 (續)

估計不明朗因素 (續)

非金融資產減值

本集團於各報告期末評估所有非金融資產是否存在任何減值跡象。具有無限年期之無形資產會每年及於出現減值現象之其他時間進行減值測試。其他非金融資產(包括於聯營公司之投資)則於出現賬面值可能無法收回之跡象時進行減值測試。當資產或現金產生單位之賬面值超出其可收回金額(即其公平值減出售成本與使用價值兩者之較高者)時,有關資產或現金產生單位即出現減值。公平值減出售成本乃根據從同類資產公平交易之具約束力成交所得數據或可觀察市場價格減去出售資產之遞增成本計算。計算使用價值時,管理層必須估計來自有關資產或現金產生單位之預期未來現金流量,並選擇合適貼現率以計算該等現金流量之現值。

以公平值列賬之非上市投資之計量

並無於活躍市場買賣之金融工具之公平值由管理層根據獨立合資格估值師使用涉及多項資料來源及假設之估值技巧進行的估值進行估計。於二零一三年三月三十一日,本集團透過損益以公平值列賬之非上市投資賬面值約為港幣7,585,000元。於二零一三年三月三十一日,本集團亦有以公平值列賬之非上市可供出售投資,其賬面值為港幣120,000,000元。進一步詳情載於該等財務報表附註17、21及36。

遞延稅項資產

遞延稅項資產乃就所有未動用稅項虧損而確認,惟以很可能將有應課稅溢利可以有相關虧損抵銷為限。在釐定可予確認之遞延稅項資產數額時,管理層須根據可能出現未來應課稅溢利之時間及數額連同未來稅務計劃策略作出重大判斷。於二零一四年三月三十一日,未確認稅項虧損為港幣850,936,000元(二零一三年:港幣1,388,594,000元)。進一步詳情載於該等財務報表附註25。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has reportable operating segments as follows:

- (a) the trading of securities segment engages in the purchase and sale of securities and the securities investment;
- (b) the provision of finance segment engages in the provision of financing services in Hong Kong;
- (c) the insurance brokerage business segment engages in insurance brokerage business and the provision of financial planning and related services;
- (d) securities brokerage, placing, underwriting and margin financing in Hong Kong;
- (e) the investment holding segment engages in holding investments for continuing strategic or long term purposes, primarily for their dividend income and capital appreciation; and
- (f) the corporate finance advisory segment engages in the provision of corporate finance advisory services and related activities.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that bank and other interest income (excluding interest income from provision of finance), finance costs as well as head office and corporate expenses are excluded from such measurement.

Intersegment transactions are made with reference to the prices used for services made to third parties at the then prevailing market prices.

4. 經營分類資料

本集團將業務單位按其產品及服務劃分，以方便管理，並有下列可報告經營分類：

- (a) 證券買賣分類之業務為買賣證券及證券投資；
- (b) 提供融資分類之業務為在香港提供融資服務；
- (c) 保險經紀業務分類之業務為從事保險經紀業務及提供財務策劃及相關服務；
- (d) 在香港從事證券經紀、配售、包銷及孖展融資服務；
- (e) 投資控股分類之業務為就持續策略或長期目的而進行控股投資，主要目的為賺取股息收入及資本增值；及
- (f) 企業融資顧問分類為從事提供企業融資顧問服務及相關活動。

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分類之業績。分類表現會按照可報告分類溢利／（虧損）評估，而可報告分類溢利／（虧損）乃用作計量經調整除稅前溢利／（虧損）。經調整除稅前溢利／（虧損）之計量方式與本集團除稅前溢利一致，惟有關計量會剔除銀行及其他利息收入（不包括提供融資之利息收入）、融資成本以及總辦事處與公司開支。

分類間交易乃參照按當前市場價格向第三方提供服務所用之價格而作出。

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 March 2014/As at 31 March 2014

4. 經營分類資料 (續)

截至二零一四年三月三十一日止年度/
於二零一四年三月三十一日

| | | Trading of securities | Provision of finance | Insurance brokerage business | Securities brokerage, placing, underwriting and margin financing | Investment holding | Corporate finance advisory | Total |
|---|----------------|-----------------------|----------------------|------------------------------|--|--------------------|----------------------------|-----------|
| | | 證券買賣 | 提供融資 | 保險經紀業務 | 證券經紀、配售、包銷及孖展融資 | 投資控股 | 企業融資顧問 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Segment revenue: | 分類收益: | | | | | | | |
| Sales to external customers | 對外部客戶之銷售 | 164,290 | 9,392 | 4,380 | 46,686 | - | 2,930 | 227,678 |
| Intersegment sales | 分類間銷售 | - | - | - | - | - | - | - |
| | | 164,290 | 9,392 | 4,380 | 46,686 | - | 2,930 | 227,678 |
| <i>Reconciliation:</i> | <i>調整:</i> | | | | | | | |
| Elimination of intersegment sales | 分類間銷售對銷 | | | | | | | - |
| Total revenue | 收益總額 | | | | | | | 227,678 |
| Segment results | 分類業績 | 560,071 | 2,726 | 875 | 41,613 | (102,257) | 2,897 | 505,925 |
| <i>Reconciliation:</i> | <i>調整:</i> | | | | | | | |
| Bank interest income | 銀行利息收入 | | | | | | | 11 |
| Other interest income | 其他利息收入 | | | | | | | 1,201 |
| Corporate and other unallocated expenses | 公司及其他未分配開支 | | | | | | | (19,370) |
| Finance costs | 融資成本 | | | | | | | (7,685) |
| Profit before tax | 除稅前溢利 | | | | | | | 480,082 |
| Other segment information: | 其他分類資料: | | | | | | | |
| Share of profits and losses of an associate | 分佔一間聯營公司溢利及虧損 | - | - | - | - | (98,193) | - | (98,193) |
| Depreciation | 折舊 | | | | | | | |
| - operating segment | - 經營分類 | - | - | - | (366) | - | - | (366) |
| - unallocated | - 未分配 | - | - | - | - | - | - | (822) |
| | | | | | | | | (1,188) |
| Investment in an associate | 於一間聯營公司之投資 | - | - | - | - | 1,006,729 | - | 1,006,729 |
| Capital expenditure | 資本開支 | | | | | | | |
| - operating segment | - 經營分類 | - | - | - | 65 | - | - | 65 |
| - unallocated | - 未分配 | - | - | - | - | - | - | 88 |
| | | | | | | | | 153* |

* Capital expenditure represented additions to property, plant and equipment.

* 資本開支指添置物業、廠房及設備。

Notes to Financial Statements 財務報表附註

31 March 2014 二零一四年三月三十一日

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 March 2013/As at 31 March 2013

4. 經營分類資料 (續)

截至二零一三年三月三十一日止年度/
於二零一三年三月三十一日

| | | Trading of securities | Provision of finance | Insurance brokerage business | Securities brokerage, placing, underwriting and margin financing 證券經紀、配售、包銷及孖展融資 | Investment holding | Corporate finance advisory | Total |
|--|----------------|--------------------------|--------------------------|------------------------------|---|--------------------------|----------------------------|------------------------|
| | | 證券買賣 HK\$'000 港幣千元 | 提供融資 HK\$'000 港幣千元 | 保險經紀業務 HK\$'000 港幣千元 | 證券經紀、 配售、包銷 及孖展融資 HK\$'000 港幣千元 | 投資控股 HK\$'000 港幣千元 | 企業融資顧問 HK\$'000 港幣千元 | 總計 HK\$'000 港幣千元 |
| Segment revenue: | 分類收益: | | | | | | | |
| Sales to external customers | 對外部客戶之銷售 | 44,739 | 4,559 | 626 | 23,842 | - | 1,935 | 75,701 |
| Intersegment sales | 分類間銷售 | - | - | - | - | - | - | - |
| | | 44,739 | 4,559 | 626 | 23,842 | - | 1,935 | 75,701 |
| Reconciliation: | 調整: | | | | | | | |
| Elimination of intersegment sales | 分類間銷售對銷 | | | | | | | - |
| Total revenue | 收益總額 | | | | | | | 75,701 |
| Segment results | 分類業績 | 231,161 | 4,402 | 38 | 17,048 | 103,043 | 934 | 356,626 |
| Reconciliation: | 調整: | | | | | | | |
| Bank interest income | 銀行利息收入 | | | | | | | 59 |
| Other interest income | 其他利息收入 | | | | | | | 931 |
| Corporate and other unallocated expenses | 公司及其他未分配開支 | | | | | | | (19,151) |
| Finance costs | 融資成本 | | | | | | | (9,251) |
| Profit before tax | 除稅前溢利 | | | | | | | 329,214 |
| Other segment information: | 其他分類資料: | | | | | | | |
| Share of profits and losses of associates | 分佔聯營公司溢利及虧損 | - | - | - | - | 51,700 | - | 51,700 |
| Impairment of an available-for-sale investment | 可供出售投資之減值 | - | - | - | - | (1,398) | - | (1,398) |
| Depreciation | 折舊 | | | | | | | |
| - operating segment | - 經營分類 | - | - | - | (410) | - | - | (410) |
| - unallocated | - 未分配 | - | - | - | - | - | - | (848) |
| | | | | | | | | (1,258) |
| Investment in an associate | 於一間聯營公司之投資 | - | - | - | - | 1,102,754 | - | 1,102,754 |
| Capital expenditure | 資本開支 | | | | | | | |
| - operating segment | - 經營分類 | - | - | - | 940 | - | - | 940 |
| - unallocated | - 未分配 | - | - | - | - | - | - | 232 |
| | | | | | | | | 1,172* |

* Capital expenditure represented additions to property, plant and equipment.

* 資本開支指添置物業、廠房及設備。



4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

- (a) The Group's revenue is derived from its external customers in Hong Kong.
- (b) Non-current assets

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|-----------|----|-----------------------------------|-----------------------------------|
| Hong Kong | 香港 | 1,009,784 | 1,106,978 |

The non-current asset information above is based on the location of assets and excludes financial instruments and deferred tax assets.

上述非流動資產資料以資產所在地為依據，當中並不包括金融工具及遞延稅項資產。

Information about major customers

Included in revenue arising from major customers individually accounted for over 10% of the Group's revenue for the year:

有關主要客戶的資料

包括在來自主要客戶之收益，各佔本集團本年度收益超過10%：

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| Securities brokerage, placing, underwriting and margin financing | 證券經紀、配售、包銷及孖展融資 | | |
| Customer A | 客戶A | – | 3,279 |
| Customer B | 客戶B | 13,125 | – |
| | | 13,125 | 3,279 |

The Group's dividend income and gains from the sale of investments at fair value through profit or loss are excluded from total revenue for the purpose of identifying major customers of the Group who accounted for over 10% of the Group's revenue.

本集團股息收入及來自出售透過損益以公平值列賬之投資收益不計入總收益，藉以辨識本集團之主要客戶，其佔本集團收益超過10%。

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents interest income earned from provision of finance; dividend income from investments at fair value through profit or loss; net gains from the sale of investments at fair value through profit or loss; insurance brokerage income; corporate finance advisory fee; commission and brokerage income from securities dealings; commission from underwriting and placing services; and interest income on margin financing activities during the year.

An analysis of revenue, other income and gains is as follows:

5. 收益、其他收入及收益

收益（亦為本集團之營業額）指年內提供融資所得之利息收入；透過損益以公平值列賬之投資之股息收入；出售透過損益以公平值列賬之投資收益淨額；保險經紀收入；企業融資顧問費；證券買賣佣金及經紀收入；包銷及配售服務佣金；以及孖展融資服務之利息收入。

收益、其他收入及收益之分析如下：

| | | Group 本集團 | |
|---|--------------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | Notes 附註 | Notes 附註 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Revenue | 收益 | | |
| Interest income from provision of finance | 提供融資所得利息收入 | 9,392 | 4,559 |
| Dividend income from investments at fair value through profit or loss | 透過損益以公平值列賬之投資之股息收入 | 56,869 | 19,115 |
| Gains from the sale of investments at fair value through profit or loss, net (note) | 出售透過損益以公平值列賬之投資之收益淨額（附註） | 107,421 | 25,624 |
| Insurance brokerage income | 保險經紀收入 | 4,380 | 626 |
| Corporate finance advisory fee | 企業融資顧問費用 | 2,930 | 1,935 |
| Commission and brokerage income from securities dealings | 證券買賣佣金及經紀收入 | 3,117 | 1,045 |
| Commission from underwriting and placing services | 包銷及配售服務佣金 | 27,357 | 10,621 |
| Interest income on margin financing activities | 孖展融資服務之利息收入 | 16,212 | 12,176 |
| | | 227,678 | 75,701 |
| Other income and gains | 其他收入及收益 | | |
| Bank interest income | 銀行利息收入 | 11 | 59 |
| Other interest income | 其他利息收入 | 1,201 | 931 |
| Gain on changes in shareholding interests in associates | 於聯營公司股權變動之收益 | 16 | 39,243 |
| Gain on disposal of an available-for-sale investment | 出售可供出售投資之收益 | 17 | 18,466 |
| Gain on redemption of a note receivable | 贖回應收票據之收益 | 20 | — |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 30 | — |
| Others | 其他 | 1,851 | 717 |
| | | 3,197 | 59,416 |

Note: The gross proceeds from sale of investments at fair value through profit or loss for the year were approximately HK\$422,395,000 (2013: HK\$209,498,000).

附註：年內出售透過損益以公平值列賬之投資所得款項總額約為港幣422,395,000元（二零一三年：港幣209,498,000元）。



6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團之除稅前溢利已扣除/(計入)：

| | | Group 本集團 | |
|--|-----------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| | Notes 附註 | | |
| Depreciation | 折舊 | | |
| Employee benefit expenses (excluding directors' remuneration (note 8)): | 僱員福利開支(不包括董事酬金(附註8)): | 13 | |
| Salaries and allowances | 薪金及津貼 | 5,297 | 6,178 |
| Retirement benefit scheme contributions (defined contribution scheme)* | 退休福利計劃供款(定額供款計劃)* | 192 | 230 |
| | | <u>5,489</u> | <u>6,408</u> |
| Auditors' remuneration | 核數師酬金 | 2,430 | 2,608 |
| Minimum lease payments under operating leases in respect of land and buildings | 根據經營租約就土地及樓宇支付之最低租賃款項 | 7,411 | 7,737 |
| Equity-settled share option expense | 以權益結算之購股權開支 | 27 | – |
| Loss on disposal/write-off of items of property, plant and equipment | 出售/撇銷物業、廠房及設備項目之虧損 | 134 | 19 |
| Loss/(gain) on changes in shareholding interests in associates** | 於聯營公司之股權變動之虧損/(收益)** | 16 | (39,243) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 30 | – |
| Impairment of an available-for-sale investment** | 可供出售投資減值** | 17 | 1,398 |
| Impairment of a loan receivable** | 應收貸款減值** | 18 | – |

* At 31 March 2014, the Group had no material forfeited contributions available to reduce its contributions to the retirement benefit scheme in future years (2013: Nil).

** These balances are included in "Other expenses" in the consolidated income statement.

* 於二零一四年三月三十一日，本集團並無重大沒收供款可用於減少其未來數年之退休福利計劃供款(二零一三年：無)。

** 該等結餘乃計入綜合收益表中之「其他開支」內。

7. FINANCE COSTS

An analysis of finance costs is as follows:

| | | Group 本集團 | |
|--|-----------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Interests on other loans wholly repayable within five years or on demand | 須於五年內或按要求悉數償還之其他貸款之利息 | 7,685 | 9,251 |

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Section 161 of the Hong Kong Companies Ordinance, is as follows:

8. 董事酬金

下列為根據香港聯合交易所有限公司證券上市規則及香港公司條例第161條披露之年內董事酬金：

| | | Group 本集團 | |
|---|-------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Fees | 袍金 | 874 | 775 |
| Other emoluments: | 其他酬金： | | |
| Salaries and other benefits | 薪金及其他福利 | 4,765 | 5,216 |
| Retirement benefit scheme contributions (defined contribution scheme) | 退休福利計劃供款 (定額供款計劃) | 114 | 112 |
| | | 4,879 | 5,328 |
| | | 5,753 | 6,103 |



8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

| | | 2014 二零一四年 | 2013 二零一三年 |
|--|--------------------------------------|------------------|------------------|
| | | Fees 袍金 | Fees 袍金 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Dr. Agustin V. Que | Agustin V. Que博士 | 120 | 120 |
| Mr. Hung Cho Sing [#] | 洪祖星先生 [#] | 240 | 55 |
| Mr. Cheung Wing Ping [*] | 張榮平先生 [*] | 78 | - |
| Mr. Chung Yuk Lun [*] | 鍾育麟先生 [*] | 78 | - |
| Mr. Gary Drew Douglas ^{**} | Gary Drew Douglas先生 ^{**} | 34 | 120 |
| Mr. Peter Temple Whitlam ^{**} | Peter Temple Whitlam先生 ^{**} | 42 | 120 |
| Mr. Frank H. Miu ^{**} | 繆希先生 ^{**} | 42 | 120 |
| | | 634 | 535 |

There were no other emoluments payable to the independent non-executive directors during the year (2013: Nil).

年內並無應付獨立非執行董事之其他酬金(二零一三年:無)。

(b) Executive directors and non-executive directors

| | | Fees | Salaries and other benefits | Retirement benefit scheme contributions | Total remuneration |
|--------------------------|--------|------------------|-----------------------------------|--|-----------------------|
| | | 袍金 | 薪金及 其他福利 | 退休福利 計劃供款 | 酬金總額 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| 2014 | 二零一四年 | | | | |
| Executive directors: | 執行董事: | | | | |
| Mr. Lo Kan Sun | 盧更新先生 | - | 1,008 | 50 | 1,058 |
| Mr. Hui Quincy Kwong Hei | 許廣熙先生 | - | 2,095 | 15 | 2,110 |
| Ms. Au Shuk Yee, Sue | 柯淑儀女士 | - | 678 | 34 | 712 |
| Ms. Chow Mun Yee | 鄒敏兒小姐 | - | 984 | 15 | 999 |
| | | - | 4,765 | 114 | 4,879 |
| Non-executive directors: | 非執行董事: | | | | |
| Mr. Andrew Liu | 廖駿倫先生 | 120 | - | - | 120 |
| Mr. Liu Kam Fai, Winston | 廖金輝先生 | 120 | - | - | 120 |
| | | 240 | - | - | 240 |
| | | 240 | 4,765 | 114 | 5,119 |

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors and non-executive directors

(Continued)

| | | Fees | Salaries and other benefits | Retirement benefit scheme contributions | Total remuneration |
|--|--|------------------|-----------------------------------|--|-----------------------|
| | | 袍金 | 薪金及 其他福利 | 退休福利 計劃供款 | 酬金總額 |
| 2013 | 二零一三年 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Executive directors: | 執行董事： | | | | |
| Mr. Lo Kan Sun | 盧更新先生 | – | 1,000 | 50 | 1,050 |
| Mr. Hui Quincy Kwong Hei | 許廣熙先生 | – | 2,101 | 14 | 2,115 |
| Ms. Au Shuk Yee, Sue | 柯淑儀女士 | – | 670 | 34 | 704 |
| Ms. Chow Mun Yee | 鄒敏兒小姐 | – | 970 | 14 | 984 |
| Mr. Scott Allen Phillips ^{**} | Scott Allen Phillips 先生 ^{**} | – | 475 | – | 475 |
| | | – | 5,216 | 112 | 5,328 |
| Non-executive directors: | 非執行董事： | | | | |
| Mr. Andrew Liu | 廖駿倫先生 | 120 | – | – | 120 |
| Mr. Liu Kam Fai, Winston | 廖金輝先生 | 120 | – | – | 120 |
| | | 240 | – | – | 240 |
| | | 240 | 5,216 | 112 | 5,568 |

* Appointed during the year ended 31 March 2014

* 於截至二零一四年三月三十一日止年度獲委任

** Resigned during the year ended 31 March 2014

** 於截至二零一四年三月三十一日止年度辭任

Appointed during the year ended 31 March 2013

於截至二零一三年三月三十一日止年度獲委任

Resigned during the year ended 31 March 2013

於截至二零一三年三月三十一日止年度辭任

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2013: Nil).

年內並無有關董事放棄或同意放棄任何酬金的安排(二零一三年:無)。



9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2013: five) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of remaining one (2013: Nil) highest paid employee who is not a director of the Company is as follows:

| | | 2014 二零一四年 HK\$'000 港幣千元 |
|---|------------|-----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 381 |
| Pension scheme contributions | 退休計劃供款 | 14 |
| | | 395 |

10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

10. 所得稅開支

香港利得稅乃按稅率16.5% (二零一三年: 16.5%) 就年內於香港產生之估計應課稅溢利計提撥備。

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|-------------------------------|-----------|-----------------------------------|-----------------------------------|
| Group: | 本集團: | | |
| Current – Hong Kong | 本期—香港 | | |
| Charge for the year | 本年度支出 | 2,800 | 1,792 |
| Overprovision in prior year | 上一年度超額撥備 | (2) | — |
| Deferred (note 25) | 遞延(附註25) | (52) | — |
| | | 2,746 | 1,792 |
| Total tax charge for the year | 本年度稅項支出總額 | 2,746 | 1,792 |

10. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to profit before tax at the Hong Kong statutory tax rate to the tax charge at the Group's effective tax rate is as follows:

| | | Group 本集團 | |
|---|---------------------------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Profit before tax | 除稅前溢利 | 480,082 | 329,214 |
| Tax charge at the Hong Kong statutory tax rate of 16.5% | 按香港法定稅率16.5%計算之稅項支出 | 79,214 | 54,320 |
| Adjustments in respect of current tax of previous periods | 就先前期間之即期稅項之調整 | (2) | - |
| Income not subject to tax | 毋須課稅之收入 | (9,709) | (10,231) |
| Expenses not deductible for tax | 不可扣稅開支 | 437 | 2,909 |
| Temporary differences not recognised | 未確認之暫時差額 | 62 | 73 |
| Tax losses utilised from previous periods | 動用過往期間之稅務虧損 | (84,923) | (38,203) |
| Tax losses not recognised | 未確認之稅務虧損 | 1,465 | 1,454 |
| Tax effect of share of results of associates | 分佔聯營公司業績之稅務影響 | 16,202 | (8,530) |
| Tax charge at the Group's effective tax rate of 0.57% (2013: 0.54%) | 按本集團之實際稅率0.57% (二零一三年: 0.54%) 計算之稅項支出 | 2,746 | 1,792 |

The share of tax attributable to associates amounting to HK\$273,000 (2013: HK\$1,271,000) is included in "Share of profits and losses of associates" in the consolidated income statement.

分佔聯營公司之稅項為港幣273,000元(二零一三年: 港幣1,271,000元), 已包括在綜合收益表之「分佔聯營公司溢利及虧損」內。

11. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year includes a profit of HK\$1,212,963,000 (2013: HK\$194,808,000) which has been dealt with in the financial statements of the Company (note 28(b)).

10. 所得稅開支 (續)

下列為按香港法定稅率計算之除稅前溢利適用之稅項開支與以本集團實際稅率計算之稅項支出之對賬:

11. 本公司擁有人應佔溢利

本年度本公司擁有人應佔綜合溢利包括溢利港幣1,212,963,000元(二零一三年: 港幣194,808,000元), 已在本公司之財務報表中處理(附註28(b))。



12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(a) Basic earnings per share

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$477,336,000 (2013: HK\$327,502,000), and the weighted average number of 264,631,383 (2013: 91,912,471) ordinary shares in issue during the year. The basic earnings per share amounts for the years ended 31 March 2014 and 2013 have been adjusted to reflect the share consolidation and rights issues during the respective reporting periods.

(b) Diluted earnings per share

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2014 and 2013 as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2014 and 2013.

12. 本公司普通股權持有人應佔每股盈利

(a) 每股基本盈利

每股基本盈利金額乃按本公司普通股權持有人應佔本年度溢利港幣477,336,000元(二零一三年:港幣327,502,000元)以及年內已發行普通股之加權平均數264,631,383股(二零一三年:91,912,471股)計算。截至二零一四年及二零一三年三月三十一日止年度之每股基本盈利金額已作調整,以反映於各報告期間內發生的股份合併及供股。

(b) 每股攤薄盈利

並無對所呈列截至二零一四年及二零一三年三月三十一日止年度之每股基本金額作出調整,原因是本集團於截至二零一四年及二零一三年三月三十一日止年度並無具有潛在攤薄效應之普通股。

13. PROPERTY, PLANT AND EQUIPMENT

Group

13. 物業、廠房及設備

本集團

| | | Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元 | Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元 | Computer equipment 電腦設備 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
|--|-------------------------------------|---|---|---|---------------------------------|
| 31 March 2014 | 二零一四年 三月三十一日 | | | | |
| At 31 March 2013 and at 1 April 2013: | 於二零一三年 三月三十一日及 二零一三年 四月一日: | | | | |
| Cost | 成本 | 904 | 5,144 | 1,468 | 7,516 |
| Accumulated depreciation | 累計折舊 | (249) | (2,235) | (1,147) | (3,631) |
| Net carrying amount | 賬面淨值 | <u>655</u> | <u>2,909</u> | <u>321</u> | <u>3,885</u> |
| At 1 April 2013, net of accumulated depreciation | 於二零一三年 四月一日， 扣除累計折舊 | 655 | 2,909 | 321 | 3,885 |
| Additions | 添置 | – | 57 | 96 | 153 |
| Disposals/write-off | 出售／撇銷 | (131) | (1) | (2) | (134) |
| Depreciation provided during the year | 年內之折舊撥備 | (267) | (717) | (204) | (1,188) |
| At 31 March 2014, net of accumulated depreciation | 於二零一四年 三月三十一日， 扣除累計折舊 | <u>257</u> | <u>2,248</u> | <u>211</u> | <u>2,716</u> |
| At 31 March 2014: | 於二零一四年 三月三十一日: | | | | |
| Cost | 成本 | 714 | 5,200 | 1,558 | 7,472 |
| Accumulated depreciation | 累計折舊 | (457) | (2,952) | (1,347) | (4,756) |
| Net carrying amount | 賬面淨值 | <u>257</u> | <u>2,248</u> | <u>211</u> | <u>2,716</u> |

13. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Group

| | | 本集團 | | | |
|--|------------------------------|---|---|---|---------------------------------|
| | | Leasehold improvements 租賃物業 裝修 HK\$'000 港幣千元 | Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元 | Computer equipment 電腦設備 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 |
| 31 March 2013 | 二零一三年 三月三十一日 | | | | |
| At 1 April 2012: | 於二零一二年 四月一日: | | | | |
| Cost | 成本 | 182 | 4,962 | 1,236 | 6,380 |
| Accumulated depreciation | 累計折舊 | (3) | (1,488) | (899) | (2,390) |
| Net carrying amount | 賬面淨值 | <u>179</u> | <u>3,474</u> | <u>337</u> | <u>3,990</u> |
| At 1 April 2012, net of accumulated depreciation | 於二零一二年四月 一日, 扣除累計折舊 | 179 | 3,474 | 337 | 3,990 |
| Additions | 添置 | 722 | 182 | 268 | 1,172 |
| Write-off | 撇銷 | - | - | (19) | (19) |
| Depreciation provided during the year | 年內之折舊撥備 | (246) | (747) | (265) | (1,258) |
| At 31 March 2013, net of accumulated depreciation | 於二零一三年三月 三十一日, 扣除 累計折舊 | <u>655</u> | <u>2,909</u> | <u>321</u> | <u>3,885</u> |
| At 31 March 2013: | 於二零一三年三月 三十一日: | | | | |
| Cost | 成本 | 904 | 5,144 | 1,468 | 7,516 |
| Accumulated depreciation | 累計折舊 | (249) | (2,235) | (1,147) | (3,631) |
| Net carrying amount | 賬面淨值 | <u>655</u> | <u>2,909</u> | <u>321</u> | <u>3,885</u> |

14. INTANGIBLE ASSET

| | |
|---------------|-----|
| Trading right | 交易權 |
|---------------|-----|

The trading right has been considered to have an indefinite life because it is expected to contribute to the net cash flows of the Group indefinitely, and is not amortised.

There has been no movement in the intangible asset during the years ended 31 March 2014 and 2013.

15. INVESTMENTS IN SUBSIDIARIES/BALANCES WITH SUBSIDIARIES

| | |
|-------------------------------|-----------|
| Unlisted investments, at cost | 非上市投資，按成本 |
|-------------------------------|-----------|

As at 31 March 2014, the balances with subsidiaries included in the Company's current assets and liabilities of HK\$3,676,461,000, net of impairment of HK\$7,072,000 and HK\$12,013,000, respectively, were interest-free, unsecured and repayable on demand or within twelve months from the end of the reporting period.

As at 31 March 2013, except for amounts due from subsidiaries of HK\$763,088,000, net of impairment of HK\$87,140,000, which bore interest at rates ranging from 2% to 2.5% per annum, the remaining balances with subsidiaries included in the Company's current assets and liabilities of HK\$1,403,573,000, net of impairment of HK\$1,326,570,000 and HK\$6,753,000, respectively, were interest-free, unsecured and repayable on demand or within twelve months from the end of the reporting period.

14. 無形資產

| | |
|----------|--------------|
| | Group 本集團 |
| 2014 | 2013 |
| 二零一四年 | 二零一三年 |
| HK\$'000 | HK\$'000 |
| 港幣千元 | 港幣千元 |

| | | | |
|--|--|-----|-----|
| | | 339 | 339 |
|--|--|-----|-----|

交易權被視為有無限使用年期，因為預期對本集團之淨現金流量之貢獻並無限制，故此並無攤銷。

截至二零一四年及二零一三年三月三十一日止年度，無形資產並無變動。

15. 於附屬公司之投資／與附屬公司之結餘

| | |
|----------|----------------|
| | Company 本公司 |
| 2014 | 2013 |
| 二零一四年 | 二零一三年 |
| HK\$'000 | HK\$'000 |
| 港幣千元 | 港幣千元 |

| | | | |
|--|--|--------|--------|
| | | 72,360 | 34,360 |
|--|--|--------|--------|

於二零一四年三月三十一日，包括在本公司流動資產及負債中與附屬公司之結餘為港幣3,676,461,000元（分別扣除減值港幣7,072,000元及港幣12,013,000元），為免息、無抵押及須按要求或於報告期末起十二個月內償還。

於二零一三年三月三十一日，除按年利率介乎2厘至2.5厘計息之應收附屬公司款項港幣763,088,000元（扣除減值港幣87,140,000元）外，計入本公司流動資產及負債之其餘與附屬公司之結餘為港幣1,403,573,000元（分別扣除減值港幣1,326,570,000元及港幣6,753,000元），該等款項為免息、無抵押及須按要求或於報告期末起十二個月內償還。

15. INVESTMENTS IN SUBSIDIARIES/BALANCES WITH SUBSIDIARIES (Continued)

The movements in provision for impairment of amounts due from subsidiaries are as follows:

| | | Company 本公司 | |
|---|-----------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| At beginning of year | 於年初 | 1,413,710 | 1,613,705 |
| Impairment loss reversed | 已撥回減值虧損 | (1,336,974) | (199,935) |
| Disposal/deregistration of subsidiaries | 出售／註銷附屬公司 | (69,664) | (60) |
| At 31 March | 於三月三十一日 | 7,072 | 1,413,710 |

At 31 March 2014, impairment was recognised for certain amounts due from subsidiaries with an aggregate carrying amount of HK\$7,072,000 (2013: HK\$3,390,769,000) (before deducting the impairment loss) because certain subsidiaries have suffered losses over the years and the amounts are considered as not recoverable. The remaining amounts due from subsidiaries are neither past due nor impaired and the directors of the Company are of the opinion that these balances are fully recoverable.

The carrying amounts of these amounts due from/to subsidiaries approximate to their fair values.

15. 於附屬公司之投資／與附屬公司之結餘 (續)

應收附屬公司款項減值撥備之變動如下：

於二零一四年三月三十一日，本公司已就賬面總值為港幣7,072,000元（二零一三年：港幣3,390,769,000元）（未扣除減值虧損）之若干應收附屬公司款項確認減值，因為若干附屬公司於過去年間虧損，且有關款項被視為不可收回。剩餘應收附屬公司款項均未逾期且未減值，本公司董事認為該等結餘可全數收回。

該等應收／應付附屬公司款項之賬面值與其公平值相若。

15. INVESTMENTS IN SUBSIDIARIES/BALANCES WITH SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries are as follows:

| Name 名稱 | Place of incorporation and operations 註冊成立及營業地點 | Nominal value of issued ordinary share capital 已發行普通股本面值 | Percentage of equity attributable to the Company 本公司應佔權益百分比 | | Principal activities 主要業務 |
|--|--|---|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Ambition Union Limited 志聯有限公司 | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | – | 100 | Investment holding 投資控股 |
| Eastern Sunny Limited 東旭有限公司 | Hong Kong 香港 | HK\$2 港幣2元 | – | 100 | Provision of management services 提供管理服務 |
| Freeman Corporate Finance Limited 民豐企業融資有限公司 | Hong Kong 香港 | HK\$200,000 港幣200,000元 | – | 100 | Provision of corporate finance advisory services 提供企業融資顧問服務 |
| Freeman Financial Investment Corporation Freeman Financial Investment Corporation | Cayman Islands/ Hong Kong 開曼群島/香港 | HK\$48,000,000 港幣48,000,000元 | 100 | – | Investment holding 投資控股 |
| Freeman Financial Services Limited ("FFSL") 民豐金融服務有限公司(「民豐金融」) | Hong Kong 香港 | HK\$10,000,000 港幣10,000,000元 | – | 100 | Investment holding 投資控股 |
| Freeman Securities Limited ("FSL") 民豐證券有限公司(「民豐證券」) | Hong Kong 香港 | HK\$250,000,000 港幣250,000,000元 | – | 100 | Securities brokerage, placing, underwriting, margin financing and trading of securities 證券經紀、配售、包銷、孖展融資及買賣證券 |
| Freeman Union Limited Freeman Union Limited | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | – | – | 100 | Investment holding 投資控股 |
| Freeman United Investments Limited Freeman United Investments Limited | Hong Kong 香港 | HK\$1 港幣1元 | – | 100 | Investment holding 投資控股 |
| Hansom Finance Limited 恒盛財務有限公司 | Hong Kong 香港 | HK\$2 港幣2元 | – | 100 | Provision of finance 提供融資 |
| Harvest Financial Services Limited 豐裕理財服務有限公司 | Hong Kong 香港 | HK\$200,000 港幣200,000元 | – | 100 | Provision of insurance brokerage services, financial planning and related services 提供保險經紀服務、理財策劃及相關服務 |
| Smart Jump Corporation Smart Jump Corporation | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | – | 100 | Trading in securities 證券買賣 |

15. 於附屬公司之投資／與附屬公司之結餘(續)

主要附屬公司之詳情如下：

15. INVESTMENTS IN SUBSIDIARIES/BALANCES WITH SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

16. INVESTMENT IN AN ASSOCIATE

Particulars of the associate of the Group at the end of the reporting period are as follows:

| Name 名稱 | Particulars of issued shares held 持有已發行股份之詳情 | Place of incorporation and business 註冊成立及營業地點 | Percentage of ownership interest attributable to the Group 本集團應佔擁有人權益百分比 | | Principal activities 主要業務 |
|-----------------------------|---|--|---|---------------|---|
| | | | 2014 二零一四年 | 2013 二零一三年 | |
| HEC Capital Limited ("HEC") | Ordinary share of HK\$0.10 each | Cayman Islands/ Hong Kong | 19.54 | 19.57 | Investment holding, property investment, commodities dealer, money lending, nominees, securities brokerage and financial services, corporate finance advisory services, asset management, investment advisory and fund management |
| HEC Capital Limited (「HEC」) | 每股面值港幣0.10元之普通股 | 開曼群島／香港 | | | 主要從事投資控股、物業投資、商品交易、貸款業務、代理人、證券經紀及融資服務、企業融資顧問服務、資產管理、投資顧問及基金管理 |

The above investment in an associate is indirectly held by the Company. HEC is a strategic partner of the Group engaged in investment holding, property investment, commodities dealer, money lending, nominees, securities brokerage and financial services, corporate finance advisory services, asset management, investment advisory and fund management businesses.

The associate has been accounted for using the equity method in these financial statements.

15. 於附屬公司之投資／與附屬公司之結餘 (續)

上表載列之本公司附屬公司為董事認為對本集團之本年度業績有主要影響或構成本集團資產淨值主要組成部分之附屬公司。董事認為，收錄其他附屬公司之詳情將會導致篇幅過於冗長。

16. 於聯營公司之投資

| | Group 本集團 | |
|--|-----------------------------------|-----------------------------------|
| | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |

| | | |
|-------------------------------|-----------|-----------|
| Share of net assets 分佔資產淨值 | 1,006,729 | 1,102,754 |
|-------------------------------|-----------|-----------|

於報告期末，本集團聯營公司之詳情如下：

上述於聯營公司之投資由本公司間接持有。HEC為本集團之策略夥伴，從事投資控股、物業投資、商品交易、貸款業務、代理人、證券經紀及融資服務、企業融資顧問服務、資產管理、投資顧問及基金管理業務。

該聯營公司在該等財務報表中以權益法入賬。

16. INVESTMENT IN AN ASSOCIATE (Continued)

During the year, 1,500,000 new ordinary shares of HEC were issued to an existing shareholder, and the Group's shareholding interest in HEC was diluted to approximately 19.54% as at 31 March 2014. A net loss of approximately HK\$11,000 was resulted from the change in shareholding interest in HEC during the year. During the year ended 31 March 2013, a net gain of approximately HK\$39,243,000 was resulted from the changes in shareholding interests in associates.

Although the Group's shareholding interest in HEC fell below the presumed range of voting power of 20% under HKAS 28 (2011) *Investments in Associates and Joint Ventures*, in the opinion of the directors, the Group's ability to exercise significant influence over HEC has not been changed considering, inter alia, the Group's ability to exercise significant influence, through its ability to exercise voting power, at the meetings of shareholders and the board of directors of HEC.

The following table illustrates the summarised financial information of HEC adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

16. 於聯營公司之投資 (續)

年內，1,500,000股HEC新普通股獲發行予一名現有股東，本集團於HEC之股權被攤薄至二零一四年三月三十一日約19.54%。年內於HEC之股權變動導致虧損淨額約港幣11,000元。截至二零一三年三月三十一日止年度，於聯營公司之股權變動產生收益淨額約港幣39,243,000元。

儘管本集團於HEC之股權已下跌至低於香港會計準則第28號（二零一一年）於聯營公司及合營公司之投資規定之投票權範圍20%，惟經考慮（其中包括）本集團可於HEC股東大會及董事會會議上通過行使投票權發揮重大影響力後，董事認為本集團仍能維持對HEC發揮重大影響力。

下表列示HEC之財務資料概要（已就會計政策之差異作出調整並與綜合財務報表中之賬面值對賬）：

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|-----------------------|-----------------------------------|-----------------------------------|
| Current assets | 流動資產 | 5,338,641 | 5,026,836 |
| Non-current assets | 非流動資產 | 2,023,179 | 2,203,165 |
| Current liabilities | 流動負債 | (2,124,382) | (1,571,598) |
| Non-current liabilities | 非流動負債 | (20,813) | (23,483) |
| Net assets | 資產淨值 | 5,216,625 | 5,634,920 |
| Attributable to: | 下列人士應佔： | | |
| Owners of HEC | HEC擁有人 | 5,152,142 | 5,634,920 |
| Non-controlling interests | 非控股權益 | 64,483 | - |
| Reconciliation to the Group's interest in HEC: | 與本集團於HEC之權益對賬： | | |
| Proportion of the Group's ownership | 本集團擁有權比例 | 19.54% | 19.57% |
| Carrying amount of the investment | 投資賬面值 | 1,006,729 | 1,102,754 |
| Revenue | 收益 | 967,430 | 526,432 |
| Profit/(loss) for the year | 本年度溢利／（虧損） | (505,623) | 199,763 |
| Other comprehensive income | 其他全面收入 | 11,195 | 9,511 |
| Total comprehensive income/(loss) for the year | 本年度全面收入／（虧損）總額 | (494,428) | 209,274 |



17. AVAILABLE-FOR-SALE INVESTMENT

17. 可供出售投資

| | | Group 本集團 | | Company 本公司 | |
|--|-------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Listed investment in Hong Kong, at fair value | 於香港上市之投資， 按公平值 | 18,507 | 1,986 | - | - |
| Unlisted investment, at fair value | 非上市投資，按公平值 | - | - | - | 120,000 |
| | | 18,507 | 1,986 | - | 120,000 |

Available-for-sale investments represented the Group's and the Company's investments in listed and unlisted equity securities which are neither classified as held for trading nor designated at fair value through profit or loss.

The unlisted investment as at 31 March 2013 of the Company represented the Company's 2.24% equity investment in HEC.

During the year, the gross fair value gain in respect of the Group's listed available-for-sale investment recognised in other comprehensive income amounted to approximately HK\$16,521,000 (2013: HK\$17,068,000). During the year ended 31 March 2013, approximately HK\$18,466,000 was reclassified from the Group's available-for-sale investment revaluation reserve to the consolidated income statement upon the disposal of the Group's listed available-for-sale investment during that year.

In the prior year, the directors considered there was a significant decline in the market value of the listed equity investment which indicated that the listed equity investment had been impaired and an impairment loss of HK\$1,398,000 had been reclassified from other comprehensive income of HK\$1,398,000 to the consolidated income statement for that year.

The Group's listed available-for-sale investment with an aggregate carrying value at the end of the reporting period of approximately HK\$18,507,000 (2013: HK\$1,986,000) was pledged to certain financial institutions to secure certain margin financing facilities provided to the Group (note 24).

At the date of approval of these financial statements, the market value of the listed available-for-sale investment held by the Group as at 31 March 2014 was approximately HK\$14,708,000 (2013: HK\$2,500,000).

可供出售投資指本集團及本公司於上市及非上市股本證券之投資，該等股本證券非分類為持作買賣或指定為透過損益以公平值列賬。

本公司於二零一三年三月三十一日之非上市投資指本公司於HEC之2.24%股權投資。

年內，本集團之上市可供出售投資之公平值總收益已於其他全面收入確認，金額約為港幣16,521,000元（二零一三年：港幣17,068,000元）。截至二零一三年三月三十一日止年度，約港幣18,466,000元已於年內本集團出售其上市可供出售投資後，由本集團可供出售投資重估儲備重新分類至綜合收益表。

董事認為，上一年度上市股權投資之市值大幅下跌，反映上市股權投資已減值，而減值虧損港幣1,398,000元已由其他全面收入港幣1,398,000元重新分類至該年度綜合收益表。

於報告期末，本集團之上市可供出售投資之賬面總值約港幣18,507,000元（二零一三年：港幣1,986,000元）已抵押予若干金融機構，以擔保本集團獲授之若干孖展融資（附註24）。

於該等財務報表獲批准日期，本集團於二零一四年三月三十一日所持有上市可供出售投資的市值約為港幣14,708,000元（二零一三年：港幣2,500,000元）。

18. LOANS RECEIVABLE

18. 應收貸款

| | | Group 本集團 | |
|--|-----------------------|-----------------------------------|-----------------------------------|
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Loans receivable | 應收貸款 | 304,540 | 6,034 |
| Impairment | 減值 | (2,000) | — |
| | | 302,540 | 6,034 |
| Less: Balances due within one year included in current assets | 減：計入流動資產於 一年內到期之結餘 | (301,792) | (4,623) |
| Non-current portion | 非流動部分 | 748 | 1,411 |

Loans receivable represent receivables arising from the provision of finance business of the Group, and bear interest at rates ranging from 6% to 48% per annum (2013: 1% per month or 12% per annum). The grants of these loans were approved and monitored by the Group's management.

Except for a loan receivable with a carrying amount of HK\$20,147,000 as at 31 March 2014, which was secured by the pledge of collateral and personal guarantees by certain independent third parties, all of the loans receivable as at 31 March 2014 and 2013 were unsecured.

An aging analysis of loans receivable, determined based on the age of the loans receivable since the effective drawn down date of the loans, as at the end of the reporting period is as follows:

應收貸款指本集團提供融資業務所產生之應收款項，按每年6厘至48厘（二零一三年：每月1厘或每年12厘）之利率計息。本集團管理層已批准授出及監察該等貸款。

除於二零一四年三月三十一日賬面值為港幣20,147,000元之應收貸款以若干獨立第三方提供之抵押品及個人擔保抵押外，於二零一四年及二零一三年三月三十一日之所有應收貸款均為無抵押。

於報告期末，按應收貸款自貸款實際提取日期起之賬齡釐定之應收貸款賬齡分析如下：

| | | Group 本集團 | |
|-----------------------|---------|-----------------------------------|-----------------------------------|
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Loans receivable: | 應收貸款： | | |
| Within 90 days | 90日內 | 242,965 | 6,034 |
| Within 91 to 180 days | 91至180日 | 8,136 | — |
| 180 days to one year | 180日至一年 | 52,028 | — |
| Over one year | 一年以上 | 1,411 | — |
| | | 304,540 | 6,034 |



18. LOANS RECEIVABLE (Continued)

An aged analysis of the loans receivable (that are not considered to be impaired) as at the end of the reporting period, based on the payment due date, is as follows:

| | | Group 本集團 | |
|-------------------------------|---------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Neither past due nor impaired | 未逾期且未減值 | 302,540 | 6,034 |

The movements in provision for impairment of loans receivable are as follows:

| | | Group 本集團 | |
|---------------------------------------|--------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| At beginning of year | 於年初 | – | 9,000 |
| Impairment losses recognised (note 6) | 已確認減值虧損(附註6) | 2,000 | – |
| Amount written off as uncollectible | 撇銷作不可收回金額之款項 | – | (9,000) |
| At 31 March | 於三月三十一日 | 2,000 | – |

As at 31 March 2014, included in the above provision for impairment of loans receivable was a provision for individually impaired loan receivable of HK\$2,000,000 with a carrying amount of HK\$2,000,000. The individually impaired loan receivable related to a borrower that was in financial difficulties or was in default and was not expected to be recoverable.

Loans receivable that were neither past due nor impaired relate to a number of diversified borrowers for whom there was no recent history of default.

18. 應收貸款 (續)

於報告期末，按到期付款日計算之應收貸款（並未被視為減值）之賬齡分析如下：

應收貸款之減值撥備變動如下：

於二零一四年三月三十一日，上述應收貸款減值撥備包括賬面值為港幣2,000,000元之個別減值應收貸款之撥備港幣2,000,000元。個別減值應收貸款涉及之一名借款人存在財務困難或拖欠還款，故預期無法收回。

未逾期且未減值之應收貸款與多名不同借款人有關，近期該等借款人並無拖欠記錄。

19. ACCOUNTS RECEIVABLE

19. 應收賬款

| | | Group 本集團 | |
|--|------------------|-----------------------------------|-----------------------------------|
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Accounts receivable arising from the ordinary course of business of: | 於日常業務過程中產生之應收賬款： | | |
| – Dealing in securities: | – 證券買賣： | | |
| Clearing houses | 結算所 | 3,838 | 88 |
| Cash clients | 現金客戶 | 67 | – |
| Margin clients | 孖展客戶 | 189,191 | 136,763 |
| – Corporate finance business | – 企業融資業務 | 350 | – |
| – Insurance brokerage business | – 保險經紀業務 | 3 | 35 |
| | | 193,449 | 136,886 |

The settlement terms of accounts receivable attributable to the dealing in securities transactions are two days after the trade date except for the balances with margin clients and cash clients which are repayable on demand. The trading terms with customers of corporate finance and insurance brokerage businesses are mainly on credit, except for new customers where payment in advance is normally required. The credit period of corporate finance and insurance brokerage businesses is generally 30 days, extending up to 90 days for major customers.

The above balances are all aged within 60 days, based on the trade date.

As at 31 March 2014, except for margin loans receivable of HK\$189,191,000 (2013: HK\$136,763,000), which were secured by underlying equity securities, the Group did not hold any collateral or other credit enhancements over these balances.

Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise the credit risk. Overdue balances are regularly monitored by management.

Accounts receivable as at 31 March 2014 and 2013 relate to a number of independent clients that have a good track record with the Group and were not impaired. Based on past experience, the directors of the Company were of the opinion that no provision for impairment was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable as at 31 March 2014 and 2013.

除孖展客戶及現金客戶之結餘須按要求償還外，證券買賣業務應佔之應收賬款還款期為交易日期後兩日。與企業融資及保險經紀業務客戶的交易條款主要以記賬形式進行，惟新客戶一般須預先付款。一般而言，企業融資及保險經紀業務的信貸期為30日，而主要客戶則可延長至最多90日。

根據交易日期計算，上述結餘之賬齡均為60日內。

於二零一四年三月三十一日，除港幣189,191,000元（二零一三年：港幣136,763,000元）之應收孖展貸款以相關股本證券作抵押品外，本集團並無就該等結餘持有任何抵押品或其他信用增強措施。

客戶受買賣限額限制。本集團致力對其未收回應收賬款維持嚴謹之監控，以將信貸風險減至最低。管理層定期監察逾期結餘。

於二零一四年及二零一三年三月三十一日之應收賬款涉及若干於本集團有良好往績記錄之獨立客戶，故並無減值。根據過往經驗，本公司之董事認為，由於信用質素於二零一四年及二零一三年三月三十一日並無發生重大改變，且結餘仍被視為可悉數收回，故毋須就該等結餘作出減值撥備。



20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收款項

| | | Group 本集團 | | Company 本公司 | |
|---------------------------------|----------|------------------|------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Prepayments and deposits | 預付款項及按金 | 887 | 1,682 | 56 | 409 |
| Other receivables | 其他應收款項 | 596 | 8,055 | 15 | 15 |
| | | 1,483 | 9,737 | 71 | 424 |
| Less: Long term note receivable | 減：應收長期票據 | – | (7,711) | – | – |
| Current portion | 流動部分 | 1,483 | 2,026 | 71 | 424 |

Other receivables balances are neither past due nor impaired and the directors of the Company are of the opinion that these balances are fully recoverable.

其他應收款項結餘為未逾期及未減值，本公司董事認為該等結餘可悉數收回。

The long term note receivable of the Group as at 31 March 2013 bore interest at a fixed rate of 6% per annum with maturity due in February 2015. The note receivable was redeemed by the note issuer at a cash consideration of approximately HK\$7,788,000 during the year, giving rise to a gain on redemption of approximately HK\$77,000, which was recognised under "Other income and gains" in the consolidated income statement.

本集團於二零一三年三月三十一日之應收長期票據按固定年利率6厘計息，並於二零一五年二月到期。年內應收票據由票據發行人以現金代價約港幣7,788,000元贖回，產生贖回收益約港幣77,000元，於綜合收益表之「其他收入及收益」確認。

21. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 透過損益以公平值列賬之投資

| | | Group 本集團 | |
|---|--------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Listed equity investments, at market value: | 上市股權投資，按市值： | | |
| Hong Kong | 香港 | 1,811,288 | 1,355,049 |
| Singapore | 新加坡 | 19,609 | 17,398 |
| Listed debt investment, at market value: | 上市債務投資，按市值： | | |
| Singapore | 新加坡 | 5,702 | – |
| | | 1,836,599 | 1,372,447 |
| Unlisted debt investments, at fair value | 非上市債務投資，按公平值 | – | 7,585 |
| | | 1,836,599 | 1,380,032 |

21. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The investments as at 31 March 2014 and 2013 were classified as held for trading. The Group's investments at fair value through profit or loss with an aggregate carrying value at the end of the reporting period of approximately HK\$1,836,599,000 (2013: HK\$1,380,032,000) were pledged to certain financial institutions to secure certain margin financing facilities provided to the Group (note 24).

At the date of approval of these financial statements, the aggregate market value of listed securities held by the Group as at 31 March 2014 was approximately HK\$1,654,604,000 (2013: HK\$1,250,192,000).

22. CASH AND BANK BALANCES

As at 31 March 2014 and 2013, all the cash and bank balances of the Group were denominated in Hong Kong dollars.

Certain cash at banks of the Group and of the Company earns interest at floating rates based on daily bank deposit rates. The carrying amounts of the cash and bank balances approximate to their fair values.

The Group maintains trust accounts with authorised institutions in respect of clients' monies arising from the course of securities brokerage, insurance brokerage and the respective financing services. As at 31 March 2014, HK\$6,326,000 (2013: HK\$2,530,000) was held by the Group on behalf of the clients in the trust accounts. The client monies as at 31 March 2014 and 2013 were not included in the Group's and the Company's cash and bank balances.

23. ACCOUNTS PAYABLE

The balances as at 31 March 2014 and 2013 were all aged within 30 days.

21. 透過損益以公平值列賬之投資 (續)

於二零一四年及二零一三年三月三十一日之投資分類為持作買賣類別。於報告期末，本集團透過損益以公平值列賬之投資之賬面總值約為港幣1,836,599,000元(二零一三年：港幣1,380,032,000元)，已抵押予若干金融機構，以擔保本集團獲授之若干孖展融資(附註24)。

於批准該等財務報表日期，本集團於二零一四年三月三十一日持有之上市證券之總市值約為港幣1,654,604,000元(二零一三年：港幣1,250,192,000元)。

22. 現金及銀行結餘

| | | Group 本集團 | | Company 本公司 | |
|------------------------|---------|------------------|------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Cash and bank balances | 現金及銀行結餘 | 57,160 | 180,594 | 1,292 | 2,440 |

於二零一四年及二零一三年三月三十一日，本集團所有現金及銀行結餘均以港幣計值。

本集團及本公司於銀行之若干現金根據每日銀行存款利率按浮動利率計息。現金及銀行結餘之賬面值與其公平值相若。

本集團於獲授權機構設立託管賬戶，存放於證券經紀、保險經紀過程及相關融資服務中產生之客戶款項。於二零一四年三月三十一日，本集團代表客戶於託管賬戶持有港幣6,326,000元(二零一三年：港幣2,530,000元)。於二零一四年及二零一三年三月三十一日的客戶款項並無計入本集團及本公司之現金及銀行結餘。

23. 應付賬款

於二零一四年及二零一三年三月三十一日，結餘之賬齡均為30日內。

24. INTEREST-BEARING OTHER BORROWINGS

24. 計息其他借貸

| | | 2014 二零一四年 | | | 2013 二零一三年 | | |
|----------------------|---------------|--|------------------|------------------|--|------------------|------------------|
| | | Effective interest rate (%) p.a. 每年實際 利率(%) | Maturity 到期日 | HK\$'000 港幣千元 | Effective interest rate (%) p.a. 每年實際 利率(%) | Maturity 到期日 | HK\$'000 港幣千元 |
| Current | 流動 | | | | | | |
| Other borrowings | 其他借貸 | | | | | | |
| - secured (note (b)) | - 有抵押 (附註(b)) | 1.89 – 2.65 | 2014 二零一四年 | 175,848 | 2.11 – 3.24 | 2013 二零一三年 | 176,300 |
| - secured (note (b)) | - 有抵押 (附註(b)) | 1.76 – 7.24 | On demand 按要求 | 32,883 | 1.90 – 7.24 | On demand 按要求 | 127,206 |
| | | | | <u>208,731</u> | | | <u>303,506</u> |

| | | Group 本集團 | |
|--|-------------------|-----------------------------------|-----------------------------------|
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Analysed into: | 分析: | | |
| Margin loan borrowings repayable on demand | 須按要求償還之孖展貸款 借貸 | <u>32,883</u> | <u>127,206</u> |
| Other borrowings repayable within one year | 須於一年內償還之其他借貸 | <u>175,848</u> | <u>176,300</u> |
| | | <u>208,731</u> | <u>303,506</u> |

Notes:

- (a) All borrowings of the Group as at 31 March 2014 and 2013 were denominated in Hong Kong dollars.
- (b) At 31 March 2014, the Group's margin loan borrowings and other borrowings of HK\$208,731,000 (2013: HK\$303,506,000) were secured by the Group's listed available-for-sale investment and investments at fair value through profit or loss with aggregate carrying values of approximately HK\$18,507,000 (2013: HK\$1,986,000) and HK\$1,836,599,000 (2013: HK\$1,380,032,000), respectively (notes 17 and 21).

附註:

- (a) 本集團於二零一四年及二零一三年三月三十一日的所有借貸均以港幣計值。
- (b) 於二零一四年三月三十一日，本集團港幣208,731,000元（二零一三年：港幣303,506,000元）之孖展貸款借貸及其他借貸已獲本集團賬面總值分別約港幣18,507,000元（二零一三年：港幣1,986,000元）之上市可供出售投資及港幣1,836,599,000元（二零一三年：港幣1,380,032,000元）之透過損益以公平值列賬之投資作抵押（附註17及21）。

25. DEFERRED TAX ASSETS

The movements in deferred tax assets during the year are as follows:

Group

| | | | |
|--|----------------------|--|--|
| At beginning of year | 於年初 | | |
| Deferred tax credited to the consolidated income statement during the year (note 10) | 年內計入綜合收益表之遞延稅項(附註10) | | |
| Deferred tax assets at 31 March | 於三月三十一日之遞延稅項資產 | | |

At 31 March 2014, the Group had tax losses arising in Hong Kong of approximately HK\$850,936,000 (2013: HK\$1,388,594,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised at the end of the reporting period in respect of these losses as they have arisen in companies that have been loss-making for some time or due to the unpredictability of future profit streams of those companies, and accordingly, it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

25. 遞延稅項資產

遞延稅項資產於年內之變動如下:

本集團

Temporary difference related to depreciation in excess of related depreciation allowances
與超出相關折舊撥備之折舊有關之暫時差額

| 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|-----------------------------------|-----------------------------------|
|-----------------------------------|-----------------------------------|

| | |
|----|----|
| 47 | 47 |
| 52 | - |
| 99 | 47 |

於二零一四年三月三十一日，本集團在香港產生之稅項虧損約為港幣850,936,000元（二零一三年：港幣1,388,594,000元）（有待香港稅務局同意），該等稅項虧損可無限期用作抵銷產生虧損之公司之未來應課稅溢利。由於錄得有關虧損之公司已虧蝕多時或由於未能確定該等公司之未來溢利來源，故被視為不可能有應課稅溢利以可動用之稅項虧損抵銷，因此於報告期末並無就該等虧損確認遞延稅項資產。

26. SHARE CAPITAL

Shares

26. 股本

股份

| | | Company 本公司 | |
|--|--|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Authorised: | 法定： | | |
| 500,000,000,000 (2013: 100,000,000,000) ordinary shares of HK\$0.01 each (2013: HK\$0.05 each) | 500,000,000,000股(二零一三年：100,000,000,000股)每股面值港幣0.01元(二零一三年：每股面值港幣0.05元)之普通股 | 5,000,000 | 5,000,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| 344,137,910 (2013: 840,337,420) ordinary shares of HK\$0.01 each (2013: HK\$0.05 each) | 344,137,910股(二零一三年：840,337,420股)每股面值港幣0.01元(二零一三年：每股面值港幣0.05元)之普通股 | 3,441 | 42,017 |

A summary of the movements of the Company's issued capital and share premium account is as follows:

本公司已發行股本及股份溢價賬之變動概述如下：

| | | Number of shares in issue 已發行股份數目 | Issued capital 已發行股本 HK\$'000 港幣千元 | Share premium account 股份溢價賬 HK\$'000 港幣千元 | Total 總額 HK\$'000 港幣千元 | |
|---|----------------------------|---|--|--|---------------------------------|-----------|
| | | Notes 附註 | | | | |
| At 1 April 2012 | 於二零一二年四月一日 | | 1,225,562,371 | 12,256 | 1,224,545* | 1,236,801 |
| Rights issue | 供股 | (a) | 2,451,124,742 | 24,511 | 220,601 | 245,112 |
| Share issue expenses | 股份發行開支 | | - | - | (5,935) | (5,935) |
| Repurchase of shares | 購回股份 | (b) | (5) | - | - | - |
| Capital reorganisation | 股本重組 | (c) | (2,941,349,688) | - | - | - |
| Acquisition of additional interest in a subsidiary | 收購一間附屬公司之 額外權益 | (d) | 105,000,000 | 5,250 | 8,190 | 13,440 |
| At 31 March 2013 and 1 April 2013 | 於二零一三年三月三十一日 及二零一三年四月一日 | | 840,337,420 | 42,017 | 1,447,401* | 1,489,418 |
| Exercise of share options | 行使購股權 | (e) | 73,533,740 | 3,677 | 5,253 | 8,930 |
| Issue of new shares | 發行新股份 | (f) | 99,423,798 | 2,676 | 41,679 | 44,355 |
| Capital reorganisation | 股本重組 | (g) | (860,344,776) | (46,841) | - | (46,841) |
| Rights issue | 供股 | (h) | 191,187,728 | 1,912 | 160,598 | 162,510 |
| Share issue expenses | 股份發行開支 | | - | - | (7,578) | (7,578) |
| At 31 March 2014 | 於二零一四年三月三十一日 | | 344,137,910 | 3,441 | 1,647,353* | 1,650,794 |

* Share issue expenses of HK\$1,350,000 and HK\$42,000, which were paid to a subsidiary of the Company during the years ended 31 March 2010 and 31 March 2014, respectively, were eliminated in full at consolidation. Such share issue expenses were deducted from the share premium account balance of the Company.

* 股份發行開支港幣1,350,000元及港幣42,000元已分別於截至二零一零年三月三十一日及二零一四年三月三十一日止年度支付予本公司之附屬公司，已於綜合時悉數對銷。該等股份發行開支已從本公司股份溢價賬餘額中扣除。

26. SHARE CAPITAL (Continued)

Notes:

- (a) In May 2012, the Group issued 2,451,124,742 new shares with par value of HK\$0.01 each at a subscription price of HK\$0.10 each under rights issue for a total cash consideration, before expenses, of approximately HK\$245,112,000.
- (b) In July 2012 and February 2013, the Company repurchased three ordinary shares with par value of HK\$0.01 each at HK\$0.033 each and two ordinary shares with par value of HK\$0.05 each at HK\$0.108 each, respectively, on the Stock Exchange. The repurchased shares were cancelled and, accordingly, the issued share capital of the Company was reduced by the nominal value of issued capital of the shares repurchased and the value of cash consideration paid was credited to the capital redemption reserve of the Company.
- (c) In July 2012, the Company completed a share consolidation pursuant to which every five issued and unissued shares with par value of HK\$0.01 each were consolidated into one consolidated share with par value in the capital of the Company of HK\$0.05 each.
- (d) In March 2013, the Company allotted and issued 105,000,000 ordinary shares with par value of HK\$0.05 each as a part of the consideration for the acquisition of additional interest in a subsidiary. The share price of the Company at the issue date of these consideration shares was HK\$0.128 per share. The fair value of these ordinary shares allotted of approximately HK\$13,440,000 less par value of the ordinary shares was recorded as share premium of approximately HK\$8,190,000.
- (e) In April 2013, the subscription right attaching to 73,533,740 share options granted to certain independent third party advisors were exercised at an exercise price of HK\$0.114 per share, resulting in the issue of 73,533,740 new shares of the Company of HK\$0.05 each for a total cash consideration, before share option expenses of HK\$547,000, of approximately HK\$8,383,000.
- (f) In May 2013, the Company allotted and issued 42,067,480 ordinary shares of HK\$0.05 each to independent third parties at a subscription price of HK\$0.10 per share, giving rise to an increase of approximately HK\$2,103,000 for both share capital and share premium.

In December 2013 (after the below-mentioned capital reorganisation in note 26(g)), the Company allotted and issued 57,356,318 ordinary shares of HK\$0.01 each to independent third parties at a subscription price of HK\$0.7 per share, giving rise to an increase in share capital of approximately HK\$573,000 and share premium of HK\$39,576,000.

- (g) In May 2013, the Company effected a capital reorganisation ("Capital Reorganisation") which involved (i) the consolidation of every ten shares with par value of HK\$0.05 each being consolidated into one consolidated share with par value in the capital of the Company of HK\$0.50 each; (ii) a capital reduction to reduce the par value of the consolidated share from HK\$0.50 to HK\$0.01 by cancellation of the paid-up capital to the extent of HK\$0.49 on each consolidation share; and (iii) the application of the credit arising from such reduction of approximately HK\$46,841,000 towards the distributable reserve of the Company.
- (h) In July 2013, the Group issued 191,187,728 new shares with par value of HK\$0.01 each at a subscription price of HK\$0.85 each under rights issue for a total cash consideration, before expenses, of approximately HK\$162,510,000.

26. 股本 (續)

附註:

- (a) 於二零一二年五月，本集團根據供股按認購價每股港幣0.10元發行2,451,124,742股每股面值港幣0.01元之新股份，總現金代價（未計開支）約港幣245,112,000元。
- (b) 於二零一二年七月及二零一三年二月，本公司在聯交所分別以每股港幣0.033元購回三股每股面值港幣0.01元之普通股及以每股港幣0.108元購回兩股每股面值港幣0.05元之普通股。所購回股份已予註銷，因此，本公司已發行股本已減少所購回股份之已發行股本之面值，已付現金代價之價值計入本公司之資本贖回儲備。
- (c) 於二零一二年七月，本公司完成一次股份合併，據此，每五股每股面值港幣0.01元之已發行及未發行股份已合併為本公司股本中每股面值港幣0.05元之一股合併股份。
- (d) 於二零一三年三月，本公司配發及發行105,000,000股每股面值港幣0.05元之普通股，作為收購一間附屬公司額外權益的部分代價。本公司於發行該等代價股份日期之股價為每股港幣0.128元。該等已配發普通股之公平值約港幣13,440,000元，減去普通股面值，錄得股份溢價約港幣8,190,000元。
- (e) 於二零一三年四月，授予若干獨立第三方顧問之73,533,740份購股權隨附之認購權按每股港幣0.114元之行使價獲行使，導致發行73,533,740股每股面值港幣0.05元之本公司新股份，總現金代價約為港幣8,383,000元（未計購股權開支港幣547,000元）。
- (f) 於二零一三年五月，本公司按每股認購價港幣0.10元向多名獨立第三方配發及發行42,067,480股每股面值港幣0.05元之普通股，導致股本及股份溢價均增加港幣約2,103,000元。

於二零一三年十二月（附註26(g)下述股本重組後），本公司按認購價每股港幣0.7元向多名獨立第三方配發及發行57,356,318股每股面值港幣0.01元之普通股，導致股本增加約港幣573,000元及股份溢價增加港幣39,576,000元。

- (g) 於二零一三年五月，本公司進行一次股本重組（「股本重組」），涉及(i)將本公司股本中每十股每股面值港幣0.05元之股份合併為一股面值港幣0.50元之合併股份；及(ii)透過註銷每股合併股份中港幣0.49元之繳足股本而削減股本，將合併股份之面值由港幣0.50元減少至港幣0.01元；及(iii)將因該削減產生之進賬額約港幣46,841,000元計入本公司之可分派儲備。
- (h) 於二零一三年七月，本集團根據供股按認購價每股港幣0.85元發行191,187,728股每股面值港幣0.01元之新股份，總現金代價（未計開支）約港幣162,510,000元。



27. SHARE OPTION SCHEMES

The share option scheme of the Company was approved and adopted by the shareholders at the extraordinary general meeting held on 23 August 2002 (the "2002 Scheme") with a term of ten years and expired on 22 August 2012. A new share option scheme of the Company was approved and adopted by the shareholders at the annual general meeting held on 31 August 2012 (the "2012 Scheme"). The 2012 Scheme shall be valid and effective for a period of ten years commencing from 31 August 2012.

The primary purpose of the 2002 Scheme and 2012 Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Further details of the 2012 Scheme were disclosed in the Company's circular dated 25 July 2012.

The categories of the participants under the 2002 Scheme and 2012 Scheme are any directors (including executive directors, non-executive directors and independent non-executive directors) of the Company and its subsidiaries and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers to the Group whom the board of directors of the Company (the "Board") considers, in its sole discretion, have contributed or will contribute to the Group.

The Board may, at its absolute discretion, make an offer to any participant to take up share options. An offer is deemed to have been accepted and a share option is deemed to have been granted and accepted and shall take effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee and the remittance of HK\$1 by way of consideration for the grant thereof is received by the Company. Share options granted may be exercised during the period as notified by the Board to each grantee at the time of making the offer and shall be at any time from the date of grant to the tenth anniversary thereof.

27. 購股權計劃

股東於二零零二年八月二十三日舉行之股東特別大會上批准及採納本公司之購股權計劃（「二零零二年計劃」）。該計劃為期十年，已於二零一二年八月二十二日屆滿。於二零一二年八月三十一日舉行的股東週年大會上，股東通過及採納本公司一項新購股權計劃（「二零一二年計劃」）。二零一二年計劃由二零一二年八月三十一日起計十年期間內有效及生效。

二零零二年計劃及二零一二年計劃的主要目的為向參與者提供認購本公司資本權益之機會，並鼓勵參與者致力擴大大公司及其股份之價值，令本公司及其股東整體受惠。二零一二年計劃的進一步詳情已於本公司日期為二零一二年七月二十五日的通函中披露。

根據二零零二年計劃及二零一二年計劃，參與人類別分別包括本公司及其附屬公司之任何董事（包括執行董事、非執行董事及獨立非執行董事）及本集團之僱員以及本公司董事會（「董事會」）全權酌情認為對本集團作出或將作出貢獻之任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營公司業務夥伴、創辦人及服務供應商。

董事會可全權酌情決定向任何參與人提呈購股權要約。當本公司接獲要約函件（其中載有經承授人正式簽署之承約書）副本連同就授出購股權向本公司支付之代價港幣1元後，要約將被視作已獲接納及購股權將被視作已授出、接納及有效。已授出之購股權可於董事會提出要約時通知各承授人之期間內行使，而該期間須為授出日期起至其第十週年止之任何時間。

27. SHARE OPTION SCHEMES (Continued)

The total number of ordinary shares which may be issued upon exercise of all share options granted under the 2002 Scheme and 2012 Scheme and any other share option scheme(s) of the Company (excluding share options lapsed) must not exceed 10% of the total number of the Company's ordinary shares in issue on respective adoption date (the "Scheme Mandate Limit"). Moreover, the maximum number of ordinary shares in respect of which share options may be granted to each of the participants (including both exercised and outstanding options) under the 2002 Scheme and 2012 Scheme in any 12-month period shall not (when aggregated with any shares subject to any other share option scheme(s) of the Company) exceed 1% of the Company's ordinary shares in issue. The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders' approval in general meeting and the Stock Exchange granting listing of and permission to deal in the Company's shares to be issued upon exercise of options pursuant to the refreshment of the Scheme Mandate Limit.

The subscription price for shares on the exercise of share options under the 2002 Scheme and 2012 Scheme shall be determined by the Board in its absolute discretion but in any event shall not be less than the greatest of: (i) the closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange on the date on which a share option is granted; (ii) the average closing price of the Company's share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date on which a share option is granted; and (iii) the nominal value of the Company's shares.

At 31 March 2013, the total number of shares available for issue under the 2012 Scheme remained at 73,533,742, and were utilised in full during the year upon the share options of 73,533,742 being granted in April 2013, and were fully exercised as described in note 26(e) to the financial statements.

The Scheme Mandate Limit was refreshed to 28,678,159 upon the approval of shareholders on 5 September 2013. At 31 March 2014, the total number of shares available for issue under the 2012 Scheme remained at 28,678,159, being approximately 8% of the issued share capital of the Company as at the end of the reporting period.

27. 購股權計劃 (續)

根據二零零二年計劃及二零一二年計劃及本公司任何其他購股權計劃而授出的所有購股權(不包括已失效購股權)獲行使時可發行的普通股總數,不得超過於各自的採納日期本公司已發行普通股總數10% (「計劃授權限額」)。另外,根據二零零二年計劃及二零一二年計劃,於任何十二個月期間向各參與者授出的購股權(包括已行使及未行使購股權)有關的普通股最高數目(與本公司任何其他購股權計劃的任何股份合計時),不得超過本公司已發行普通股數目的1%。於股東大會取得股東事前批准,以及聯交所批准根據更新計劃授權限額的購股權獲行使而發行的本公司股份上市買賣後,本公司可隨時更新計劃授權限額。

根據二零零二年計劃及二零一二年計劃行使購股權時,股份之認購價由董事會全權酌情釐定,惟在任何情況下均不得低於下列之最高者:(i)於授出購股權日期本公司股份在聯交所每日報價表所報之收市價;(ii)本公司股份於緊接授出購股權日期前五個營業日在聯交所每日報價表所報之平均收市價;及(iii)本公司股份面值。

於二零一三年三月三十一日,二零一二年計劃下可供發行之股份總數仍為73,533,742股,已於年內在二零一三年四月授出73,533,742份購股權後悉數動用,並已悉數行使(如財務報表附註26(e)所述)。

在股東於二零一三年九月五日批准後,計劃授權限額更新至28,678,159股。於二零一四年三月三十一日,二零一二年計劃下可供發行之股份總數仍為28,678,159股,相當於報告期末本公司已發行股本約8%。



27. SHARE OPTION SCHEMES (Continued)

The following share options were exercised under the 2012 Scheme during the year ended 31 March 2014:

| Name or category of participant | Number of share options** 購股權數目** | | | | | Price of the Company's shares 本公司股份價格 | | | | | | |
|--|--------------------------------------|-------------------------|---------------------------|---------------------------|-----------------------------|--|---------------------------------|--|-----------------------------------|---|---|-----------------------------------|
| | At 1 April | Granted during the year | Exercised during the year | Cancelled during the year | Adjustments during the year | At 31 March | Date of grant of share options* | Exercise period of share options | Exercise price of share options** | Immediately before the date of grant of share options | Immediately before the exercise date*** | At exercise date of share options |
| 參與者姓名或類別 | 於四月一日 | 年內授出 | 年內行使 | 年內註銷 | 年內調整 | 於三月三十一日 | 購股權授出日期* | 購股權行使期 | 購股權行使價** | 緊接購股權授出日期前 | 緊接行使日期前*** | 於購股權行使日期 |
| | '000 千股 | '000 千股 | '000 千股 | '000 千股 | '000 千股 | '000 千股 | | | HK\$ per share 每股港幣 | HK\$ per share 每股港幣 | HK\$ per share 每股港幣 | HK\$ per share 每股港幣 |
| 2014 二零一四年 | | | | | | | | | | | | |
| Non-employees 非僱員 | | | | | | | | | | | | |
| In aggregate 總計 | - | 73,534 | (73,534) | - | - | - | 16-4-2013 二零一三年 四月十六日 | 16-4-2013 to 15-4-2023 二零一三年 四月十六日 至二零二三年 四月十五日 | 0.114 | 0.112 | 0.112 | 0.111 |
| Weighted average exercise price 加權平均行使價 | - | HK\$0.114 港幣0.114元 | HK\$0.114 港幣0.114元 | - | - | - | | | | | | |

* The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

** The exercise price and the number of the share options are subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

*** The price of the Company's shares disclosed immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing price immediately before the dates on which the options were exercised.

27. 購股權計劃 (續)

下列根據二零一二年計劃授出之購股權於截至二零一四年三月三十一日止年度獲行使：

* 此等購股權之歸屬期由授出日期起計至行使期開始為止。

** 倘進行供股或紅股發行，或本公司股本有其他類似變動，此等購股權之行使價及數目可予調整。

*** 所披露於緊接購股權行使日期前之本公司股份價格為緊接購股權行使日期前之聯交所收市價之加權平均數。

27. SHARE OPTION SCHEMES (Continued)

On 16 April 2013, 73,533,740 share options to subscribe for the ordinary shares in the capital of the Company at an exercise price of HK\$0.114 each were granted by the Company to non-employees of the Group under the 2012 Scheme and were fully exercised on the same date. The 73,533,740 share options exercised during the year resulted in the issue of 73,533,740 ordinary shares of the Company and new share capital of HK\$3,677,000 and share premium of HK\$4,706,000 (before the transfer of related share option reserve), as further detailed in note 26(e) to these financial statements.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using the binomial model, taking into account the terms and conditions upon which the options were granted. The values of share options calculated using the binomial model were subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself. The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

The following table lists the inputs to the model used during the year:

| | | |
|-------------------------------------|------------|-------|
| Contractual life of options (years) | 購股權合約年期(年) | 10 |
| Exercise price (HK\$ per share) | 行使價(每股港幣) | 0.114 |
| Dividend yield (%) | 股息率(%) | - |
| Historical volatility (%) | 過往波幅(%) | 89.79 |
| Risk-free interest rate (%) | 無風險利率(%) | 0.896 |
| Exercise multiple | 行使倍數 | 1.07 |
| Exit rate | 退出率 | - |

The aggregate fair value of the share options granted was HK\$547,000 and was recognised as share option expenses in these consolidated financial statements. No share option was granted during the year ended 31 March 2013.

There were no share options outstanding under the 2012 Scheme as at 31 March 2014 and 2013.

27. 購股權計劃 (續)

於二零一三年四月十六日，本公司根據二零一二年計劃向本集團非僱員授出73,533,740份購股權，以認購本公司股本中的普通股，每份行使價港幣0.114元，有關購股權已於同日悉數行使。於年內行使73,533,740份購股權後發行73,533,740股本公司普通股，並增加股本港幣3,677,000元及股份溢價港幣4,706,000元（於轉移至相關購股權儲備前），詳情見該等財務報表附註26(e)。

本年度授出的以權益結算購股權之公平值，乃於授出日期採用二項式模式估計，並考慮所授出購股權的條款及條件。購股權的價值採用二項式模式計算，並受若干基本限制所限。由於模式之主觀性質及一系列有關預期未來表現的假設的輸入參數具有不確定性，以及模式本身的若干局限，購股權的價值受若干主觀假設的變數影響。所使用變數的變動可對購股權的公平值估計做成重大影響。

下表載列年內該模式所採用之輸入參數：

所授出購股權之總公平值為港幣547,000元，於該等綜合財務報表中確認為購股權開支。截至二零一三年三月三十一日止年度並無授出任何購股權。

於二零一四年及二零一三年三月三十一日，並無二零一二年計劃下之購股權尚未行使。



28. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

(b) Company

28. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備金額及其變動於綜合權益變動表中呈列。

(b) 本公司

| | | Reserves 儲備 | | | | | | | Total |
|--|---------------|-----------------------|----------------------------|---------------------|-----------------------|----------------------------|----------------------|--|------------------|
| | | Share premium account | Capital redemption reserve | Contributed surplus | Distributable reserve | Shareholder's contribution | Share option reserve | Retained profits/ (accumulated losses) | |
| Notes | | 股份溢價賬 | 資本贖回儲備 | 實繳盈餘 | 可分派儲備 | 股東注資 | 購股權儲備 | 保留溢利/ (累積虧損) | 總計 |
| 附註 | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| 1 April 2012 | 二零一二年四月一日 | 1,224,545 | 485 | 39,521 | 827,273 | 15,000 | - | (251,463) | 1,855,361 |
| Rights issue | 供股 | 220,601 | - | - | - | - | - | - | 220,601 |
| Share issue expenses | 股份發行開支 | (5,935) | - | - | - | - | - | - | (5,935) |
| Acquisition of additional interest in a subsidiary | 收購一間附屬公司之額外權益 | 8,190 | - | - | - | - | - | - | 8,190 |
| Profit and total comprehensive income for the year | 本年度溢利及全面收入總額 | - | - | - | - | - | - | 194,808 | 194,808 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 1,447,401 | 485 | 39,521 | 827,273 | 15,000 | - | (56,655) | 2,273,025 |
| At 1 April 2013 | 於二零一三年四月一日 | 1,447,401 | 485 | 39,521 | 827,273 | 15,000 | - | (56,655) | 2,273,025 |
| Equity-settled share option arrangement | 以權益結算購股權之安排 | - | - | - | - | - | 547 | - | 547 |
| Exercise of share options | 行使購股權 | 5,253 | - | - | - | - | (547) | - | 4,706 |
| Issue of new shares | 發行新股份 | 41,679 | - | - | - | - | - | - | 41,679 |
| Capital reorganisation | 股本重組 | - | - | - | 46,841 | - | - | - | 46,841 |
| Rights issue | 供股 | 160,598 | - | - | - | - | - | - | 160,598 |
| Share issue expenses | 股份發行開支 | (7,578) | - | - | - | - | - | - | (7,578) |
| Profit and total comprehensive income for the year | 本年度溢利及全面收入總額 | - | - | - | - | - | - | 1,212,963 | 1,212,963 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 1,647,353 | 485 | 39,521 | 874,114 | 15,000 | - | 1,156,308 | 3,732,781 |

28. RESERVES (Continued)**(b) Company (Continued)**

The Company's contributed surplus represents the difference between the nominal value of the share capital issued by the Company and the underlying net tangible asset value net of pre-acquisition dividends and realised pre-acquisition investment property revaluation reserve of subsidiaries which were acquired by the Company pursuant to the group reorganisation in 1992.

The distributable reserve of the Company represents the aggregate of the credit arising from (i) the reduction in the nominal value of the shares from HK\$0.10 each to HK\$0.002 each by cancelling HK\$0.098 paid up on each issued share and the cancellation of share premium account as at 31 October 1998, after a transfer of HK\$607,193,000 towards the elimination of the accumulated losses of the Company at 31 October 1998; (ii) the capital reduction during the year ended 31 March 2002; (iii) the capital reorganisation during the year ended 31 March 2009; (iv) a transfer of HK\$530,000,000 towards the accumulated losses of the Company during the year ended 31 March 2012; (v) the capital reorganisation of the Company during the year ended 31 March 2012; and (vi) the Capital Reorganisation during the year.

The share option reserve comprised the fair value of share options granted which were yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to these financial statements. The amount was transferred to the share premium account when the related options were exercised.

28. 儲備 (續)**(b) 本公司 (續)**

本公司之實繳盈餘指本公司已發行股本面值與本公司根據一九九二年進行之集團重組所收購附屬公司之相關有形資產淨值(扣除收購前所派股息及已變現收購前投資物業重估儲備)之差額。

本公司之可分派儲備指下列各項產生之進賬總額：(i)透過註銷每股已發行股份之已繳股款港幣0.098元，將股份面值由每股港幣0.10元削減至每股港幣0.002元，以及註銷於一九九八年十月三十一日之股份溢價賬(經轉撥港幣607,193,000元以對銷本公司於一九九八年十月三十一日之累積虧損)；(ii)截至二零零二年三月三十一日止年度之股本削減；(iii)截至二零零九年三月三十一日止年度之股本重組；(iv)截至二零一二年三月三十一日止年度轉撥港幣530,000,000元至本公司之累積虧損；(v)截至二零一二年三月三十一日止年度的本公司股本重組；及(vi)本年度的股本重組。

購股權儲備包括已授出但未行使的購股權公平值，進一步詳情見該等財務報表附註2.4以股份為基礎付款之交易之會計政策。倘相關購股權獲行使，金額會轉撥至股份溢價賬。



29. TRANSACTION WITH NON-CONTROLLING INTEREST

Acquisition of additional interest in FSL

In March 2013, the Group acquired an additional 8.77% equity interest in FSL from an independent third party, and the Group's ownership interest in FSL was increased from 91.23% to 100%. The consideration for the acquisition was satisfied by cash of HK\$5,115,000 and the allotment and issue of 105,000,000 ordinary shares of the Company as described in note 26(d) to these financial statements. The carrying amount of the acquired non-controlling interest in FSL at acquisition was approximately HK\$15,798,000. The Group recognised a decrease in non-controlling interest of approximately HK\$15,798,000 and a decrease in distributable reserve attributable to owners of the Company of approximately HK\$2,757,000. The effect of the change in the Group's ownership interest in FSL on the equity attributable to owners of the Company during the year ended 31 March 2013 is summarised as follows:

29. 與非控股權益之交易

增購民豐證券權益

於二零一三年三月，本集團向一名獨立第三方增購民豐證券之8.77%股權，而本集團於民豐證券之擁有權權益由91.23%增至100%。收購代價以現金港幣5,115,000元及配發及發行105,000,000股本公司普通股支付，詳情於該等財務報表附註26(d)載述。於收購中購入之民豐證券非控股權益賬面值約為港幣15,798,000元。本集團已確認非控股權益減少約港幣15,798,000元，以及本公司擁有人應佔可分派儲備減少約港幣2,757,000元。截至二零一三年三月三十一日止年度，本集團於民豐證券之擁有權權益變動對本公司擁有人應佔權益之影響概述如下：

| | | 2013 二零一三年 HK\$'000 港幣千元 |
|--|---------------------|-----------------------------------|
| Carrying amount of non-controlling interest acquired | 已收購非控股權益之賬面值 | 15,798 |
| Fair value of total consideration paid | 已付總代價之公平值 | <u>(18,555)</u> |
| Difference recognised in distributable reserve attributable to owners of the Company | 於本公司擁有人應佔可分派儲備確認之差額 | <u>(2,757)</u> |

30. DISPOSAL OF SUBSIDIARIES

During the year ended 31 March 2014, the Group disposed of its entire equity interests in Longsun Limited, Loyal Epic Limited and Swiss Nice Limited, which were wholly-owned subsidiaries of the Group and either principally engaged in investment holding or inactive, to independent third parties, for a total consideration of approximately HK\$70,000 pursuant to the respective sale and purchase agreements entered into during the current year.

30. 出售附屬公司

截至二零一四年三月三十一日止年度，本集團根據於本年度訂立之多份買賣協議，以總代價約港幣70,000元向多名獨立第三方出售其於Longsun Limited、Loyal Epic Limited及Swiss Nice Limited之全部股權。該等公司為本集團之全資附屬公司，主要從事投資控股或暫無營業。

| | | 2014 二零一四年 HK\$'000 港幣千元 |
|----------------------------------|------------|-----------------------------------|
| | Note 附註 | |
| Net assets disposed of: | 出售資產淨值： | |
| Cash and bank balances | 現金及銀行結餘 | 13 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 57 |
| | | <u>70</u> |
| Satisfied by: | 以下列方式支付： | |
| Cash | 現金 | 70 |

An analysis of the net inflow of cash and cash equivalents during the year ended 31 March 2014 in respect of the disposal of subsidiaries was as follows:

於截至二零一四年三月三十一日止年度，有關出售附屬公司之現金及現金等值物流入淨額分析如下：

| | | 2014 二零一四年 HK\$'000 港幣千元 |
|--|-----------------------|-----------------------------------|
| Cash consideration | 現金代價 | 70 |
| Cash and bank balances disposed of | 已出售現金及銀行結餘 | (13) |
| Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries | 有關出售附屬公司之現金及現金等值物流入淨額 | <u>57</u> |

31. MAJOR NON-CASH TRANSACTION

The Group had the following major non-cash transaction during the year ended 31 March 2013:

The consideration of the Group's acquisition of an 8.77% equity interest in FSL in March 2013 was agreed with the vendor at HK\$16,140,000, which was satisfied by cash of HK\$5,115,000 and allotment and issue of 105,000,000 ordinary shares with par value of HK\$0.05 each. The share price of the Company at the issue date of these shares was HK\$0.128 per share.

31. 主要非現金交易

於截至二零一三年三月三十一日止年度內，本集團之主要非現金交易如下：

本集團於二零一三年三月收購民豐證券8.77%股權的代價乃與賣方協定為港幣16,140,000元，透過現金港幣5,115,000元及配發及發行105,000,000股每股面值港幣0.05元之普通股支付。本公司於發行該等股份日期之股價為每股港幣0.128元。



32. PLEDGE OF ASSETS

Details of the Group's interest-bearing other borrowings, which are secured by the assets of the Group, are included in notes 17, 21 and 24 to these financial statements.

33. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases staff quarters and office premises under operating lease arrangements. The leases for the properties are negotiated for terms of ranging from one to two years.

The Group had total future minimum lease payments under the non-cancellable operating leases falling due as follows:

| | |
|--------------------|-----|
| Within one year | 一年內 |
| In the second year | 第二年 |

32. 資產抵押

本集團之計息其他借貸（以本集團之資產作抵押）之詳情載於該等財務報表附註17、21及24。

33. 經營租約安排

作為承租人

本集團根據經營租約安排租賃員工宿舍及辦公場所。物業租賃之租期經磋商為介乎一至兩年。

本集團根據不可撤銷經營租約之未來最低租賃付款總額之到期情況如下：

| | | Group 本集團 | |
|--------------------|-----|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Within one year | 一年內 | 5,172 | 5,969 |
| In the second year | 第二年 | 731 | 2,631 |
| | | <u>5,903</u> | <u>8,600</u> |

The Company had no operating lease arrangements during the years ended 31 March 2014 and 2013.

截至二零一四年及二零一三年三月三十一日止年度，本公司並無經營租約安排。

34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and arrangements detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

| | | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|--|------------------|-------------|-----------------------------------|-----------------------------------|
| | | Notes 附註 | | |
| Associates (including their subsidiaries): | 聯營公司(包括彼等之附屬公司): | | | |
| Loan interest expense | 貸款利息開支 | (i) | - | 109 |
| Commission and brokerage income from securities dealings | 來自證券買賣之佣金及經紀收入 | (ii) | 817 | - |
| Commission and brokerage expense from securities dealings | 來自證券買賣之佣金及經紀開支 | (iii) | 1,134 | 1,329 |
| Commission income from underwriting services | 來自包銷服務之佣金收入 | (iv) | 500 | - |
| Commission expenses from underwriting and placing services | 來自包銷及配售服務之佣金開支 | (v) | 4,875 | 2,425 |
| Margin loan interest income | 孖展貸款利息收入 | (vi) | 5,049 | 1,688 |
| Introduction fee | 介紹費 | (vii) | 1,000 | - |
| Rental expenses | 租金開支 | (viii) | 4,566 | 3,963 |

Notes:

- (i) The loan interest expense for the year ended 31 March 2013 arose from a loan of HK\$40,000,000 granted by a subsidiary of an associate of the Group during that year ended 31 March 2013. The loan was unsecured, bore interest at 5.25% per annum and was fully settled during the prior year.
- (ii) The commission and brokerage income were received from a subsidiary of an associate of the Group for securities brokerage services rendered. The terms and conditions associated with the dealing of securities were made according to the terms and conditions offered to external customers of that entity.
- (iii) The commission and brokerage expenses were paid to certain subsidiaries of associates of the Group for securities brokerage services rendered. The terms and conditions associated with the dealing of securities were made according to the terms and conditions offered to external customers of those entities.

34. 關連方交易

- (a) 除該等財務報表其他部分所詳述之交易及安排外，本集團於本年度與關連方有以下交易：

附註：

- (i) 截至二零一三年三月三十一日止年度之貸款利息開支來自一筆港幣40,000,000元之貸款，該筆貸款由本集團一間聯營公司之一間附屬公司於截至二零一三年三月三十一日止年度之授出，並為無抵押、按年利率5.25厘計息及已於上一年度內悉數償還。
- (ii) 佣金及經紀收入乃就提供證券經紀服務向本集團一間聯營公司之一間附屬公司收取。與買賣證券相關之條款及條件乃根據提供予該實體外部客戶之條款及條件釐定。
- (iii) 佣金及經紀開支乃就提供證券經紀服務支付予本集團聯營公司之若干附屬公司。與買賣證券相關之條款及條件乃根據提供予該等實體外部客戶之條款及條件釐定。



34. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes: (Continued)

- (iv) The commission income was received from a subsidiary of an associate. The terms and conditions associated with the underwriting services were made according to the terms and conditions offered to external customers of that entity.
- (v) The commission fee was paid to a subsidiary of an associate. The terms and conditions associated with the underwriting and placing services were made according to the terms and conditions offered to external customers of that entity.
- (vi) The interest income arose from margin loans advanced to certain subsidiaries of an associate of the Group amounting to approximately HK\$52,259,000 as at 31 March 2014 (2013: HK\$51,688,000), which was charged at 8.25% to 10% per annum (2013: 12% per annum).
- (vii) The introduction fee income arose from referral a customer to a subsidiary of an associate of the Group for underwriting and placing services, in which a lump sum service income was received. The fee was mutually agreed between the Group and that entity.
- (viii) The rental expenses were related to the leasing of the Group's office premises from certain subsidiaries of an associate of the Group, of which rentals were charged at monthly fixed amounts in accordance with the underlying rental agreements.

(b) Compensation of key management personnel of the Group:

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|----------------|-----------------------------------|-----------------------------------|
| Short term employee benefits | 短期僱員福利 | 4,765 | 5,216 |
| Post-employment payments | 退休福利 | 114 | 112 |
| Total compensation paid to key management personnel | 已向主要管理人員支付之總薪酬 | <u>4,879</u> | <u>5,328</u> |

Further details of directors' emoluments are included in note 8 to these financial statements.

34. 關連方交易 (續)

(a) (續)

附註: (續)

- (iv) 佣金收入及收取自一間聯營公司之一間附屬公司。與包銷服務相關之條款及條件乃根據提供予該實體外部客戶之條款及條件釐定。
- (v) 佣金費用乃支付予一間聯營公司之一間附屬公司。與包銷及配售服務相關之條款及條件乃根據提供予該實體外部客戶之條款及條件釐定。
- (vi) 利息收入來自提供予本集團一間聯營公司之若干附屬公司之孖展貸款，該貸款於二零一四年三月三十一日約為港幣52,259,000元（二零一三年：港幣51,688,000元），按每年8.25厘至10厘（二零一三年：每年12厘）計息。
- (vii) 介紹費來自就包銷及配售服務為本集團一間聯營公司之一間附屬公司介紹客戶，收取一次性服務收入。該費用乃由本集團與該實體共同協定。
- (viii) 租金開支與向本集團一間聯營公司之若干附屬公司租賃本集團辦公場所相關，當中租金每月根據相關租賃協議按定額收取。

(b) 本集團主要管理人員之薪酬：

| | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|-----------------------------------|-----------------------------------|
| Short term employee benefits | 4,765 | 5,216 |
| Post-employment payments | 114 | 112 |
| Total compensation paid to key management personnel | <u>4,879</u> | <u>5,328</u> |

董事酬金之進一步詳情載於該等財務報表附註8。

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Group

2014

二零一四年

Financial assets

金融資產

| | | Available- for-sale financial asset | Financial assets at fair value through profit or loss – held for trading 透過損益 以公平值 列賬之 金融資產 – 持作買賣 | Loans and receivables | Total |
|--|--------------------------------|--|--|---------------------------------|------------------------|
| | | 可供出售 金融資產 HK\$'000 港幣千元 | 金融資產 – 持作買賣 HK\$'000 港幣千元 | 貸款及 應收款項 HK\$'000 港幣千元 | 總計 HK\$'000 港幣千元 |
| Available-for-sale investment | 可供出售投資 | 18,507 | – | – | 18,507 |
| Accounts receivable | 應收賬款 | – | – | 193,449 | 193,449 |
| Loans receivable | 應收貸款 | – | – | 302,540 | 302,540 |
| Financial assets included in prepayments, deposits and other receivables | 包括於預付款項、 按金及其他應收款項之 金融資產 | – | – | 1,016 | 1,016 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬之 投資 | – | 1,836,599 | – | 1,836,599 |
| Cash and bank balances | 現金及銀行結餘 | – | – | 57,160 | 57,160 |
| | | 18,507 | 1,836,599 | 554,165 | 2,409,271 |

Financial liabilities

金融負債

| | | Financial liabilities at amortised cost 按攤銷成本入賬 之金融負債 HK\$'000 港幣千元 |
|---|-------------------------|---|
| Accounts payable | 應付賬款 | 363 |
| Financial liabilities included in other payables and accruals | 包括於其他應付款項及應計費用之 金融負債 | 811 |
| Interest-bearing other borrowings | 計息其他借貸 | 208,731 |
| | | 209,905 |

35. 按類別劃分之金融工具

於報告期末，各類別之金融工具之賬面值如下：

本集團

35. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

Group (Continued)

2013

二零一三年

Financial assets

金融資產

| | | Available- for-sale financial asset | Financial assets at fair value through profit or loss – held for trading 透過損益 以公平值 列賬之 金融資產 —持作買賣 | Loans and receivables | Total |
|--|--------------------------------|--|---|---------------------------------|------------------------|
| | | 可供出售 金融資產 HK\$'000 港幣千元 | 金融資產 —持作買賣 HK\$'000 港幣千元 | 貸款及 應收款項 HK\$'000 港幣千元 | 總計 HK\$'000 港幣千元 |
| Available-for-sale investment | 可供出售投資 | 1,986 | – | – | 1,986 |
| Note receivable | 應收票據 | – | – | 7,711 | 7,711 |
| Accounts receivable | 應收賬款 | – | – | 136,886 | 136,886 |
| Loans receivable | 應收貸款 | – | – | 6,034 | 6,034 |
| Financial assets included in prepayments, deposits and other receivables | 包括於預付款項、 按金及其他應收款項 之金融資產 | – | – | 1,426 | 1,426 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬 之投資 | – | 1,380,032 | – | 1,380,032 |
| Cash and bank balances | 現金及銀行結餘 | – | – | 180,594 | 180,594 |
| | | <u>1,986</u> | <u>1,380,032</u> | <u>332,651</u> | <u>1,714,669</u> |

Financial liabilities

金融負債

| | | Financial liabilities at amortised cost 按攤銷成本入賬 之金融負債 HK\$'000 港幣千元 |
|--|-------------------------|---|
| Accounts payable | 應付賬款 | 11,853 |
| Financial liabilities included in other payables and accruals | 包括於其他應付款項及應計費用之 金融負債 | 1,362 |
| Interest-bearing other borrowings | 計息其他借貸 | 303,506 |
| | | <u>316,721</u> |

35. 按類別劃分之金融工具 (續)

於報告期末，各類別之金融工具之賬面值如下：(續)

本集團 (續)

35. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

Company

Financial assets

金融資產

本公司

35. 按類別劃分之金融工具 (續)

於報告期末，各類別之金融工具之賬面值如下：(續)

| | | Available-for-sale financial asset 可供出售 金融資產 HK\$'000 港幣千元 | Loans and receivables 貸款及 應收款項 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
|-------------------------------|----------|---|---|---------------------------------|
| 2014 | 二零一四年 | | | |
| Due from subsidiaries | 應收附屬公司款項 | - | 3,676,461 | 3,676,461 |
| Other receivables | 其他應收款項 | - | 15 | 15 |
| Cash and bank balances | 現金及銀行結餘 | - | 1,292 | 1,292 |
| | | - | 3,677,768 | 3,677,768 |
| 2013 | 二零一三年 | | | |
| Available-for-sale investment | 可供出售投資 | 120,000 | - | 120,000 |
| Due from subsidiaries | 應收附屬公司款項 | - | 2,166,661 | 2,166,661 |
| Other receivables | 其他應收款項 | - | 15 | 15 |
| Cash and bank balances | 現金及銀行結餘 | - | 2,440 | 2,440 |
| | | 120,000 | 2,169,116 | 2,289,116 |

Financial liabilities

金融負債

| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
|---|---------------------|-----------------------------------|-----------------------------------|
| Financial liabilities at amortised cost: | 按攤銷成本入賬之金融負債： | | |
| Due to subsidiaries | 應付附屬公司款項 | 12,013 | 6,753 |
| Financial liabilities included in other payables and accruals | 包括於其他應付款項及應計費用之金融負債 | 163 | 143 |
| | | 12,176 | 6,896 |



36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's and the Company's financial instruments, other than those with carrying amounts that reasonably approximate to fair value, are as follows:

Group

| | | 本集團 | | Fair values | |
|--|---------------|------------------|-----------|-------------|-----------|
| | | Carrying amounts | | 公平值 | |
| | | 賬面值 | | 公平值 | |
| | | 2014 | 2013 | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Financial assets | 金融資產 | | | | |
| Available-for-sale investment | 可供出售投資 | 18,507 | 1,986 | 18,507 | 1,986 |
| Loans receivable, non-current portion | 應收貸款之非即期部分 | 748 | 1,411 | 748 | 1,411 |
| Note receivable | 應收票據 | - | 7,711 | - | 7,711 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬之投資 | 1,836,599 | 1,380,032 | 1,836,599 | 1,380,032 |

Company

| | | 本公司 | | Fair values | |
|-------------------------------|--------|------------------|----------|-------------|----------|
| | | Carrying amounts | | 公平值 | |
| | | 賬面值 | | 公平值 | |
| | | 2014 | 2013 | 2014 | 2013 |
| | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Financial assets | 金融資產 | | | | |
| Available-for-sale investment | 可供出售投資 | - | 120,000 | - | 120,000 |

Management has assessed that the fair values of accounts receivable, the current portion of loans receivable, financial assets included in prepayments, deposits and other receivables, cash and bank balances, accounts payable, financial liabilities included in other payables and accruals, interest-bearing other borrowings and amounts due from/to subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments and reports directly to the audit committee. At each reporting date, management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

管理層評估，應收賬款、應收貸款之即期部分、包括在預付款項、按金及其他應收款項中之金融資產、現金及銀行結餘、應付賬款、包括在應付款項及應計費用中之金融負債、計息其他借貸及應收／應付附屬公司款項之公平值與其賬面值相若，主要是由於該等工具之到期時間較短。

本集團管理層負責釐定公平值計量之政策及程序，並直接向審核委員會報告。於各報告日期，管理層分析金融工具之價值變動，釐定估值採用之主要輸入參數。每年兩次與審核委員會討論估值過程及結果，以進行年度及中期申報。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity and debt investments are based on quoted market price.

The fair value of unlisted debt investments as at 31 March 2013 had been estimated using Binomial Tree Pricing Model, based on the quoted market price of the underlying listed security. The directors believe that the estimated fair values resulting from the valuation technique, which were recorded in the consolidated statement of financial position, and the related changes in fair values, which were recorded in consolidated income statement, were reasonable, and that they were the most appropriate values at the end of the reporting period.

The fair value of unlisted available-for-sale investment of the Company as at 31 March 2013 was measured by reference to the most recent transaction prices.

The fair values of the non-current portion of loans receivable and note receivable have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

36. 金融工具之公平值及公平值分級架構 (續)

金融資產及負債之公平值以該工具自願交易方(強迫或清盤出售除外)當前交易下之可交易金額入賬。估計公平值時已採用下列方法及假設:

上市股權及債務投資之公平值基於市場報價。

非上市債務投資於二零一三年三月三十一日之公平值乃根據相關上市證券之市場報價,採用二項式定價模型估計。董事認為,使用估值技術估計之公平值(記入綜合財務狀況報表)及相關公平值變動(記入綜合收益表)屬合理,且於報告期末為最合適之估值。

本公司非上市可供出售投資於二零一三年三月三十一日之公平值乃參考最近交易價格計量。

應收貸款之非即期部分及應收票據之公平值乃使用條款、信貸風險及餘下到期時間類似之金融工具現時可得之利率貼現預期未來現金流量而計算。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

| Group | 本集團 | Fair value measurement using 使用以下各項之公平值計量 | | | Total 總計 |
|---|-------------------|---|--|---|------------------|
| | | Quoted prices in active markets 活躍市場報價 (Level 1) (第一層) HK\$'000 港幣千元 | Significant observable inputs 重大可觀察 輸入參數 (Level 2) (第二層) HK\$'000 港幣千元 | Significant unobservable inputs 重大不可 觀察輸入參數 (Level 3) (第三層) HK\$'000 港幣千元 | |
| <i>As at 31 March 2014:</i> | | <i>於二零一四年三月三十一日:</i> | | | |
| Available-for-sale investment | 可供出售投資 | 18,507 | - | - | 18,507 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬 之投資 | 1,836,599 | - | - | 1,836,599 |
| | | <u>1,855,106</u> | <u>-</u> | <u>-</u> | <u>1,855,106</u> |
| <i>As at 31 March 2013:</i> | | <i>於二零一三年三月三十一日:</i> | | | |
| Available-for-sale investment | 可供出售投資 | 1,986 | - | - | 1,986 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬 之投資 | 1,372,447 | 7,585 | - | 1,380,032 |
| | | <u>1,374,433</u> | <u>7,585</u> | <u>-</u> | <u>1,382,018</u> |
| <i>Company</i> | | <i>本公司</i> | | | |
| <i>As at 31 March 2013:</i> | | <i>於二零一三年三月三十一日:</i> | | | |
| Available-for-sale investment | 可供出售投資 | - | 120,000 | - | 120,000 |

The Company did not have any financial assets measured at fair value as at 31 March 2014.

The Group and the Company did not have any financial liabilities measured at fair value as at 31 March 2014 and 2013.

36. 金融工具之公平值及公平值分級架構 (續)

公平值分級架構

下表列示本集團金融工具之公平值分級架構：

以公平值計量之資產：

Fair value measurement using 使用以下各項之公平值計量

| Quoted prices in active markets 活躍市場報價 (Level 1) (第一層) HK\$'000 港幣千元 | Significant observable inputs 重大可觀察 輸入參數 (Level 2) (第二層) HK\$'000 港幣千元 | Significant unobservable inputs 重大不可 觀察輸入參數 (Level 3) (第三層) HK\$'000 港幣千元 | Total 總計 | | |
|---|--|---|--------------|----------|------------------|
| | | | | | |
| <i>As at 31 March 2014:</i> | | | | | |
| Available-for-sale investment | 可供出售投資 | 18,507 | - | - | 18,507 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬 之投資 | 1,836,599 | - | - | 1,836,599 |
| | | <u>1,855,106</u> | <u>-</u> | <u>-</u> | <u>1,855,106</u> |
| <i>As at 31 March 2013:</i> | | | | | |
| Available-for-sale investment | 可供出售投資 | 1,986 | - | - | 1,986 |
| Investments at fair value through profit or loss | 透過損益以公平值列賬 之投資 | 1,372,447 | 7,585 | - | 1,380,032 |
| | | <u>1,374,433</u> | <u>7,585</u> | <u>-</u> | <u>1,382,018</u> |
| <i>Company</i> | | | | | |
| <i>As at 31 March 2013:</i> | | | | | |
| Available-for-sale investment | 可供出售投資 | - | 120,000 | - | 120,000 |

於二零一四年三月三十一日，本公司並無任何以公平值計量的金融資產。

於二零一四年及二零一三年三月三十一日，本集團及本公司並無任何以公平值計量的金融負債。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2013: Nil).

Assets for which fair values are disclosed:

36. 金融工具之公平值及公平值分級架構 (續)

公平值分級架構 (續)

於年內，第一層與第二層間並無轉撥任何公平值計量，亦無自第三層轉入或轉出任何公平值（二零一三年：無）。

已披露公平值之資產：

Fair value measurement using
使用以下各項之公平值計量

| | | Quoted prices | Significant | Significant | Total |
|---------------------------------------|---------------|---------------|-------------|--------------|----------|
| | | in active | observable | unobservable | |
| | | markets | inputs | inputs | |
| | | 活躍市場報價 | 重大可觀察 | 重大不可 | |
| | | (Level 1) | (Level 2) | (Level 3) | 總計 |
| | | (第一層) | (第二層) | (第三層) | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| Group | 本集團 | | | | |
| As at 31 March 2014: | 於二零一四年三月三十一日： | | | | |
| Loans receivable, non-current portion | 應收貸款之非即期部分 | - | 748 | - | 748 |
| As at 31 March 2013: | 於二零一三年三月三十一日： | | | | |
| Loans receivable, non-current portion | 應收貸款之非即期部分 | - | 1,411 | - | 1,411 |
| Note receivable | 應收票據 | - | 7,711 | - | 7,711 |
| | | - | 9,122 | - | 9,122 |



37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing other borrowings and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as an available-for-sale investment, accounts receivable, loans receivable, financial assets included in prepayments, deposits and other receivables, investments at fair value through profit or loss, accounts payable, and financial liabilities included in other payables and accruals, which mainly arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to its interest-bearing financial assets and liabilities. Interest-bearing financial assets are mainly loans receivable and bank deposits primarily at floating interest rates which are mostly short term in nature whereas financial liabilities are mainly other borrowings at floating interest rates. The Group's policy is to obtain the most favourable interest rate available.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank deposits, loans receivable and borrowings) and the Group's equity.

37. 財務風險管理目標與政策

本集團之主要金融工具包括計息其他借貸與現金及銀行結餘。該等金融工具主要旨在為本集團營運籌集資金。本集團擁有多項其他金融資產及負債，如主要由其營運中直接產生之可供出售投資、應收賬款、應收貸款、包括於預付款項、按金及其他應收款項之金融資產、透過損益以公平值列賬之投資、應付賬款及包括於其他應付款項及應計費用中之金融負債。

本集團之金融工具所產生之主要風險為利率風險、信貸風險、流動資金風險及股權價格風險。董事會就管理各項風險檢討及協定政策，現概述如下。

利率風險

本集團面對之市場利率變動風險主要與其計息金融資產及負債有關。計息金融資產主要為以浮動利率計息之應收貸款及銀行存款（大部分屬短期性質），而金融負債則主要為以浮動利率計息之其他借貸。本集團之政策旨在獲取最優惠利率。

下表列示本集團除稅前溢利（在浮息銀行存款、應收貸款及借貸之影響下）與本集團之權益對利率之可能合理變更之敏感度，當中假設所有其他變數維持不變。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

| | |
|------------------|-------|
| 2014 | 二零一四年 |
| Hong Kong dollar | 港幣 |
| Hong Kong dollar | 港幣 |
| 2013 | 二零一三年 |
| Hong Kong dollar | 港幣 |
| Hong Kong dollar | 港幣 |

* Excluding retained profits

Credit risk

The Group's major exposure to credit risk relates to accounts receivable, loans receivable, financial assets included in prepayments, deposits and other receivables, cash and bank balances and investments at fair value through profit or loss arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments. The Group's loans and accounts receivable arise from the ordinary course of business of the Group and are closely monitored by the directors on an ongoing basis. Further quantitative data in respect of the Group's exposure to credit risk arising from loans and accounts receivable are disclosed in notes 18 and 19, respectively, to these financial statements.

37. 財務風險管理目標與政策 (續)

利率風險 (續)

| | Increase/ (decrease) in basis points 基點增加/ (減少) | Group 本集團 Increase/ (decrease) in profit before tax 除稅前溢利 增加/ (減少) HK\$'000 港幣千元 | Increase/ (decrease) in equity* 權益增加/ (減少)* HK\$'000 港幣千元 |
|--|---|--|---|
| | 25 | (441) | – |
| | (25) | 441 | – |
| | 25 | (715) | – |
| | (25) | 715 | – |

* 不包括保留溢利

信貸風險

本集團因對方違約產生之主要信貸風險與應收賬款、應收貸款、包括在預付款項、按金及其他應收款項中之金融資產、現金及銀行結餘及透過損益以公平值列賬之投資有關，其最大風險等於該等工具之賬面值。本集團之應收貸款及賬款在本集團一般業務過程中產生，並由董事持續嚴密監察。有關本集團因貸款及應收賬款引致之信貸風險之進一步量化數據，分別於該等財務報表附註18及19披露。



37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's liquidity risk is minimal in the current year and is managed by matching the raising of loans or equity funding to cover expected cash demands. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The maturity profile of the financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

37. 財務風險管理目標與政策 (續)

流動資金風險

本集團於年內之流動資金風險甚低，並通過貸款或股本融資應付預期現金需求而管理。本集團之政策為定期監察現有及預期流動資金需求及遵循其貸款契約，以確保維持足夠現金儲備應付短期及長期之流動資金需求。

於報告期末，金融負債按合約未貼現付款之到期情況如下：

| | | Group 本集團 | |
|---|----------------------|--|-----------------------------------|
| | | Within one year or on demand 一年以內或按要求 | |
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Accounts payable | 應付賬款 | 363 | 11,853 |
| Financial liabilities included in other payables and accruals | 包括於其他應付款項及應計費用中之金融負債 | 811 | 1,362 |
| Interest-bearing other borrowings | 計息其他借貸 | 209,326 | 304,383 |
| | | <u>210,500</u> | <u>317,598</u> |
| | | Company 本公司 | |
| | | Within one year or on demand 一年以內或按要求 | |
| | | 2014 二零一四年 HK\$'000 港幣千元 | 2013 二零一三年 HK\$'000 港幣千元 |
| Due to subsidiaries | 應付附屬公司款項 | 12,013 | 6,753 |
| Financial liabilities included in other payables and accruals | 包括於其他應付款項及應計費用中之金融負債 | 163 | 143 |
| | | <u>12,176</u> | <u>6,896</u> |

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity and debt price risk

Equity and debt price risk is the risk that the fair values of equity and debt securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity and debt price risk arising from individual equity and debt investments classified as trading investments (note 21) and available-for-sale investment (note 17). The Group's listed investments are either listed on the Stock Exchange or Singapore Exchange Limited and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 5% change in the fair values of the equity investments and debt investments to which the Group has significant exposure at the end of the reporting period, with all other variables held constant and before any impact on tax. For the purpose of this analysis, for the available-for-sale equity investment, the impact is deemed to be on the available-for-sale investment revaluation reserve and no account is given for factors such as impairment which might impact the income statement.

37. 財務風險管理目標與政策 (續)

股權及債務價格風險

股權及債務價格風險指由於股權指數水平及個別證券價值變動導致股本及債務證券公平值減少之風險。本集團之股權及債務價格風險來自分類為買賣投資(附註21)及可供出售投資(附註17)之個別股權及債務投資。本集團之上市投資分別在聯交所或新加坡證券交易所有限公司上市，於報告期末以市場報價計值。

下表列示本集團於報告期末承受重大風險之股權投資及債務投資公平值面對每變動5%之敏感度，當中假設所有其他變數維持不變，亦未計及任何稅務影響。就本分析而言，對可供出售股權投資之影響被視為對可供出售投資重估儲備之影響，並無計及可能影響收益表之減值等因素。

| | | Carrying amount of investments 投資之賬面值 HK\$'000 港幣千元 | Change in profit before tax 除稅前 溢利變動 HK\$'000 港幣千元 | Change in equity* 權益變動* HK\$'000 港幣千元 |
|------------------------------------|--------------|--|--|--|
| 2014 | 二零一四年 | | | |
| Investments listed in: | 投資之上市地： | | | |
| – Hong Kong – held-for-trading | – 香港 – 持作買賣 | 1,811,288 | 90,564 | – |
| – Hong Kong – available-for-sale | – 香港 – 可供出售 | 18,507 | – | 925 |
| – Singapore – held-for-trading | – 新加坡 – 持作買賣 | 25,311 | 1,266 | – |
| 2013 | 二零一三年 | | | |
| Investments listed in: | 投資之上市地： | | | |
| – Hong Kong – held-for-trading | – 香港 – 持作買賣 | 1,355,049 | 67,753 | – |
| – Hong Kong – available-for-sale | – 香港 – 可供出售 | 1,986 | – | 99 |
| – Singapore – held-for-trading | – 新加坡 – 持作買賣 | 17,398 | 870 | – |
| Unlisted investments at fair value | 非上市投資，按公平值 | | | |
| – Convertible note | – 可換股票據 | 7,585 | 379 | – |

* Excluding retained profits

* 不包括保留溢利



37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

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 Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements except for certain subsidiaries engaged in securities dealing and broking businesses and corporate finance advisory services, which are regulated entities under the Hong Kong Securities and Futures Commission ("SFC") and a subsidiary, which is registered under the Hong Kong Insurance Companies Ordinance ("ICO"), are required to comply with the respective minimum capital requirements of the SFC and the ICO. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2014 and 2013.

37. 財務風險管理目標與政策 (續)

資本管理

本集團資本管理之主要目標是保障本集團之持續經營能力及維持良好之資本比率，以支持其業務及為股東締造最大價值。

本集團因應經濟狀況之變化及相關資產之風險特質管理其資本結構並作出調整。為維持或調整資本結構，本集團可能調整派付予股東之股息、向股東退還股本或發行新股份。除從事證券買賣及經紀業務與企業融資顧問服務之若干附屬公司（均為受香港證券及期貨事務監察委員會（「證監會」）規管之實體），以及一間根據香港保險公司條例（「保險公司條例」）註冊之附屬公司，須符合證監會及保險公司條例之最低資本規定外，本集團並無受限於外部施加之資本規定。於截至二零一四年及二零一三年三月三十一日止年度內，本集團並無改變其資本管理目標、政策或程序。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is interest-bearing other borrowings divided by the equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

| | | Group 本集團 | |
|--|------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Interest-bearing other borrowings | 計息其他借貸 | 208,731 | 303,506 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 3,204,217 | 2,499,922 |
| Gearing ratio | 借貸比率 | 6.5% | 12.1% |

38. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in these financial statements, the following significant events of the Group occurred after the end of the reporting period:

- a) On 7 May 2014, Freeman Corporation Limited ("FCL"), a wholly-owned subsidiary of the Company, entered into a subscription agreement with a wholly-owned subsidiary (the "Subscriber") of Willie International Holdings Limited ("Willie"), a company listed on the Stock Exchange, pursuant to which the Subscriber agreed to subscribe for 300,000,000 new shares of FCL at an aggregate subscription price of HK\$879 million (subject to adjustment). Upon completion, the equity interests in FCL will be held as to 71.7% by the Group and 28.3% by the Subscriber.
- b) On 9 June 2014, FSL, a wholly-owned subsidiary of the Company, entered into a conditional sale and purchase agreement with a wholly-owned subsidiary of HEC (an associate of the Group), pursuant to which FSL agreed to purchase the entire issued share capital of HEC Commodities Limited ("HCL"), a wholly-owned subsidiary of HEC at a consideration of HK\$10 million. Upon completion, HCL will become a wholly-owned subsidiary of the Company.

37. 財務風險管理目標與政策 (續)

資本管理 (續)

本集團通過借貸比率管理資本，借貸比率按計息其他借貸除以本公司擁有人應佔權益計算。於報告期末，本集團之借貸比率如下：

38. 報告期後事項

除該等財務報表其他地方披露者外，報告期末後，本集團發生以下重要事項：

- a) 於二零一四年五月七日，本公司之全資附屬公司民豐控股有限公司（「民豐控股」）與威利國際控股有限公司（「威利」，為股份於聯交所上市之公司）之一間全資附屬公司（「認購人」）訂立一份認購協議，據此，認購人同意按總認購價港幣879,000,000元（可予調整）認購300,000,000股民豐控股新股份。完成後，本集團與認購人將分別持有民豐控股之71.7%及28.3%股權。
- b) 於二零一四年六月九日，本公司之全資附屬公司民豐證券與HEC（本集團之聯營公司）之一間全資附屬公司訂立一份有條件買賣協議，據此，民豐證券同意購買HEC之全資附屬公司中南期貨有限公司（「中南期貨」）之全部已發行股本，代價為港幣10,000,000元。完成後，中南期貨將成為本公司之全資附屬公司。



38. EVENTS AFTER THE REPORTING PERIOD

(Continued)

- c) On 20 June 2014, FFSL, a wholly-owned subsidiary of the Company, executed a joint venture agreement with another wholly-owned subsidiary of Willie (the "JV Partner"), pursuant to which FFSL and the JV Partner agreed to contribute or procure the contribution of 174,426,127 and 92,687,861 ordinary shares of HEC in exchange for the same respective ordinary shares of a joint venture company. Upon completion, FFSL and the JV Partner will hold approximately 65.30% and 34.70% equity interest in that joint venture company, respectively.

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 June 2014.

38. 報告期後事項 (續)

- c) 於二零一四年六月二十日，本公司之全資附屬公司民豐金融與威利另一間全資附屬公司（「合營夥伴」）簽署一份合營協議，據此，民豐金融與合營夥伴同意分別注入或促使注入174,426,127股及92,687,861股HEC普通股，以分別交換相同數目之合營公司普通股。完成後，民豐金融與合營夥伴將分別持有該合營公司約65.30%及34.70%股權。

39. 批准財務報表

董事會已於二零一四年六月三十日批准及授權刊發財務報表。

Five Year Financial Summary

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified/re-presented as appropriate, is set out below.

本集團最近五個財政年度之業績以及資產、負債及非控股權益之概要(摘錄自己公佈經審核財務報表並已重列/重新分類/重新呈列(視情況而定))載列如下。

RESULTS

業績

| | | Year ended 31 March 截至三月三十一日止年度 | | | | |
|---|------------------|------------------------------------|------------------|------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2012 二零一二年 | 2011 二零一一年 | 2010 二零一零年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| CONTINUING OPERATIONS | 持續經營業務 | | | | | |
| REVENUE | 收益 | 227,678 | 75,701 | 8,759 | 82,163 | 165,573 |
| Profit/(loss) before tax | 除稅前溢利/(虧損) | 480,082 | 329,214 | (662,335) | (173,777) | 297,929 |
| Income tax expense | 所得稅開支 | (2,746) | (1,792) | 278 | (1,159) | (4,855) |
| Profit/(loss) for the year from continuing operations | 持續經營業務之年內溢利/(虧損) | 477,336 | 327,422 | (662,057) | (174,936) | 293,074 |
| DISCONTINUED OPERATION | 終止經營業務 | | | | | |
| Profit for the year from the discontinued operation | 終止經營業務之年內溢利 | — | — | 24,134 | 3,438 | 10,786 |
| PROFIT/(LOSS) FOR THE YEAR | 年內溢利/(虧損) | 477,336 | 327,422 | (637,923) | (171,498) | 303,860 |
| Attributable to: | 下列人士應佔: | | | | | |
| Owners of the Company | 本公司擁有人 | 477,336 | 327,502 | (639,172) | (189,530) | 297,486 |
| Non-controlling interests | 非控股權益 | — | (80) | 1,249 | 18,032 | 6,374 |
| | | 477,336 | 327,422 | (637,923) | (171,498) | 303,860 |

ASSETS, LIABILITIES AND NON-CONTROLLING INTEREST

資產、負債以及非控股權益

| | | As at 31 March 於三月三十一日 | | | | |
|---------------------------|-------|---------------------------|------------------|------------------|------------------|------------------|
| | | 2014 二零一四年 | 2013 二零一三年 | 2012 二零一二年 | 2011 二零一一年 | 2010 二零一零年 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| TOTAL ASSETS | 資產總值 | 3,419,621 | 2,822,294 | 2,228,446 | 2,851,884 | 2,714,280 |
| TOTAL LIABILITIES | 負債總額 | (215,404) | (322,372) | (277,081) | (350,060) | (673,270) |
| NON-CONTROLLING INTERESTS | 非控股權益 | — | — | (15,878) | — | (512,788) |
| | | 3,204,217 | 2,499,922 | 1,935,487 | 2,501,824 | 1,528,222 |

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