



**PROSTEN TECHNOLOGY HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**長達科技控股有限公司\***

*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號 : 8026

A silhouette of a person in a suit stands on a reflective surface, looking towards a horizon. A large, stylized cloud is positioned above the person, and a white line graph with vertical bars is overlaid on the background. The text "LOOK BEYOND TODAY" is prominently displayed in the foreground, with "LOOK" and "TODAY" in teal and "BEYOND" in orange. The text is reflected on the surface below.

LOOK  
BEYOND  
TODAY

ANNUAL REPORT 2016 年報

\* For identification purpose only 僅供識別

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創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所《創業板證券上市規則》（「創業板上市規則」）之規定而提供有關長達科技控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

- Mr. Xu Zhigang (*Chairman and executive director*, appointed on 25 June 2015)
- Mr. Yeung Yiu Bong, Anthony (appointed on 26 February, 2016)
- Mr. Han Jun
- Ms. Ding Pingying (appointed on 25 June, 2015 and resigned on 26 February, 2016)
- Mr. Yip Heon Keung (redesignated to Non-executive Director with effect from 17 July, 2015)
- Mr. Yip Heon Ping (resigned on 17 July, 2015)

### NON-EXECUTIVE DIRECTORS

- Mr. Chen Weixi (appointed on 25 June, 2015)
- Mr. Yip Heon Keung (redesignated from Executive Director with effect from 17 July, 2015)
- Mr. Song Xuxi (appointed on 1 June, 2016)
- Ms. Li Luyi (resigned on 17 July, 2015)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

- Mr. Lam Kwok Cheong (appointed on 25 June, 2015)
- Mr. Xu Xiaoping (appointed on 25 June, 2015)
- Mr. Poon Yan Wai (appointed on 8 October, 2015)
- Ms. Wong Chi Yan (appointed on 25 June, 2015 and resigned on 8 October 2015)
- Mr. Tam Chun Wan (resigned on 17 July 2015)
- Ms. Tse Yuet Ling, Justine (resigned on 17 July 2015)
- Ms. Lai May Lun (resigned on 17 July 2015)

### 執行董事

- 徐志剛先生 (主席及執行董事，於二零一五年六月二十五日獲委任)
- 楊耀邦先生 (於二零一六年二月二十六日獲委任)
- 韓軍先生
- 丁萍英女士 (於二零一五年六月二十五日獲委任及於二零一六年二月二十六日辭任)
- 葉向強先生 (於二零一五年七月十七日調任為非執行董事)
- 葉向平先生 (於二零一五年七月十七日辭任)

### 非執行董事

- 陳煒熙先生 (於二零一五年六月二十五日獲委任)
- 葉向強先生 (於二零一五年七月十七日從執行董事調任)
- 宋旭曦先生 (於二零一六年六月一日獲委任)
- 李魯一女士 (於二零一五年七月十七日辭任)

### 獨立非執行董事

- 林國昌先生 (於二零一五年六月二十五日獲委任)
- 徐小平先生 (於二零一五年六月二十五日獲委任)
- 潘仁偉先生 (於二零一五年十月八日獲委任)
- 黃志恩女士 (於二零一五年六月二十五日獲委任及於二零一五年十月八日辭任)
- 譚振寰先生 (於二零一五年七月十七日辭任)
- 謝月玲女士 (於二零一五年七月十七日辭任)
- 黎美倫女士 (於二零一五年七月十七日辭任)

# Corporate Information 公司資料

## COMPANY SECRETARY

Ms. Wu Weilan

## COMPLIANCE OFFICER

Mr. Xu Zhigang

## AUDIT COMMITTEE

Mr. Poon Yan Wai (*Committee Chairman*)

Mr. Chen Weixi

Mr. Xu Xiaoping

Mr. Lam Kwok Cheong

## REMUNERATION COMMITTEE

Mr. Xu Xiaoping (*Committee Chairman*)

Mr. Lam Kwok Cheong

Mr. Xu Zhigang

## NOMINATION COMMITTEE

Mr. Xu Zhigang (*Committee Chairman*)

Mr. Lam Kwok Cheong

Mr. Xu Xiaoping

## AUTHORISED REPRESENTATIVES

Mr. Xu Zhigang

Ms. Wu Weilan

## REGISTERED OFFICE

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## 公司秘書

吳瑋瀾女士

## 監察主任

徐志剛先生

## 審核委員會

潘仁偉先生 (*委員會主席*)

陳煒熙先生

徐小平先生

林國昌先生

## 薪酬委員會

徐小平先生 (*委員會主席*)

林國昌先生

徐志剛先生

## 提名委員會

徐志剛先生 (*委員會主席*)

林國昌先生

徐小平先生

## 授權代表

徐志剛先生

吳瑋瀾女士

## 註冊辦事處

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## Corporate Information 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 905, Star House  
3 Salisbury Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

### 總辦事處及主要營業地點

香港  
九龍尖沙咀  
梳士巴利道3號  
星光行905室

### INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*  
31st Floor, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central, Hong Kong

### 獨立核數師

國衛會計師事務所有限公司  
香港執業會計師  
香港中環  
畢打街11號  
置地廣場  
告羅士打大廈31樓

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada  
Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### 股份登記及過戶總處

Royal Bank of Canada  
Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東183號  
合和中心22樓

# Corporate Information

## 公司資料

### PRINCIPAL BANKER

Standard Chartered Bank (Hong Kong) Limited  
Standard Chartered Bank Building  
4-4A Des Voeux Road Central  
Hong Kong

The Hong Kong and Shanghai Banking Corporation Limited  
1 Queen's Road Central, Hong Kong

### COMPANY WEBSITE

<http://www.prosten.com>

### STOCK CODE

8026

### 主要往來銀行

渣打銀行（香港）有限公司  
香港  
德輔道中 4-4A 號  
渣打銀行大廈

香港上海滙豐銀行有限公司  
香港皇后大道中 1 號

### 公司網址

<http://www.prosten.com>

### 股份代號

8026

# CHAIRMAN'S STATEMENT

On behalf of the board of Directors (the "Board") of the Company, I am pleased to present the annual report of the Company and its subsidiaries (collectively the "Group") for the financial year ended 31 March 2016.

## Wireless value – added services

The past financial year continued to be very challenging and volatile for the wireless value-added business. The telecommunication industry has been going through significant structural changes and couple with the impact of the rapid advancement of technologies changed the overall industry landscape. Our traditional wireless value-added service was still adversely affected by the unstable market policies from telecommunication operators in the People's Republic of China (the "PRC").

The Group will continue to seek growth opportunities both within our existing business and in new business areas where we can leverage our competitive advantages to broaden and improve our profitability in the future. With the recent deployment of 4G technology, the telecommunication operators believe that the future key revenue driver is dataflow. We are working on a number of solutions aiming to help telecommunication operators to effectively manage its customers vast dataflow.

## Lending Business

During the year, the Group had commenced in lending business in Hong Kong to diversity the Group's income source by acquiring a group of companies with a valid lending licence in Hong Kong. Nevertheless, the lending business is still at the development phase and contributed only a small portion to the Group's results during the current year, the Group would continue to monitor the market and environment for further expansion opportunities.

## Jewelry trading and retailing business

During the year, the Group had also expanded into the trading and retailing business by acquiring a group of jewelry companies which were mainly based in Hong Kong and Shenzhen, PRC. Such acquisition is to broaden income source and so as to compensate the effect of reduction of income attributable to the wireless value-added services.

We would continue to adopt a cautions approach to balance between our business development process and our financial liquidity position.

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation of the continuing supports of our shareholders and business partners and also of the contribution and dedication of our management and dedicated staff.

**Xu Zhigang**  
*Chairman*

Hong Kong  
27 June 2016



# 主席報告

本人謹代表本公司董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一六年三月三十一日止財政年度之年報。

## 無線增值服務

就無線增值業務而言，上一個財政年度繼續充滿挑戰且波動不定。電信行業正經歷重大之結構性轉變，加上科技快速發展的影響，改變了整體行業的格局。中華人民共和國（「中國」）電信運營商不穩定之市場政策仍對我們傳統無線增值服務造成不利影響。

本集團將繼續於我們現有業務及新業務領域尋求增長機遇，並利用本集團之競爭優勢，擴大及提升本集團未來之盈利能力。隨著近期4G技術之應用，電信運營商相信，未來推動收益增長的主要因素為數據流。本集團正著手制定一系列解決方案，旨在為電信運營商的龐大客戶數據流提供高效管理。

## 借貸業務

年內，本集團透過在香港收購一系列持有有效放債人牌照之公司，在香港開展借貸業務，以分散本集團之收入來源。儘管如此，其借貸業務仍在發展階段，並僅為本集團本年度業績貢獻一小部分，本集團將持續監察市場及環境，以了解進一步發展機會。

## 珠寶買賣及零售業務

年內，本集團亦透過收購一系列主要位於香港及中國深圳之珠寶公司拓展至貿易及零售業務。有關收購旨在擴大我們的收入來源，從而彌補無線增值服務導致之收入減少之影響。

我們將繼續採取審慎方法以平衡我們的業務發展進程與我們的流動資金狀況。

本人謹代表董事會藉此機會向股東及業務夥伴對本集團一如既往地支持表示摯誠謝意，亦對管理層及盡心竭力之員工對本集團之貢獻及熱誠表示衷心感謝。

主席  
徐志剛

香港  
二零一六年六月二十七日

EXPLORING THE  
**WIDER WORLD**  
拓展 新領域





# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

During the year, apart from revenue from the wireless value-added service (“WVAS”) for music as the Group’s main source of income. The Group diversified its revenue base to jewelry trading and retailing and lending business (“New Business”). The income from the Group’s technical supporting services to a major telecommunication operator in the PRC, however, showed a downward trend due to the expiry of contracts. The introduction of the New Business has compensated the reduction from WVAS revenue.

As a result, the Group’s revenue for the year ended 31 March 2016 amounted to approximately HK\$10,050,000, representing an increase of approximately 3% from approximately HK\$9,763,000 for the year ended 31 March 2015.

#### Cost of sales and gross profit margin

As a result of entering into the jewelry trading and retailing business, cost of sales of the Group increase from approximately HK\$3,213,000 for the year ended 31 March 2015 to approximately HK\$4,641,000 for the year ended 31 March 2016, representing an increase of approximately 44%. As the Group has revenue generated from New Business which has a lower gross profit margin, the overall gross profit margin decreased from approximately 67% to 54% in current year.

#### Other income and gains

Other income and gains during the year amounted to approximately HK\$604,000, which was decreased by approximately HK\$1,202,000 as compared with that of 2015 (2015: HK\$1,806,000). The decrease was mainly attributable to the reduction in gain from disposal of items of property, plant and equipment.

#### Selling expenses

For the year ended 31 March 2016, as a result of expansion of New Business, the Group’s selling expenses experienced an increase from approximately HK\$2,989,000 for the year ended 31 March 2015 to approximately HK\$3,635,000 for the year ended 31 March 2016, representing a rise of approximately 22%.

### 財務回顧

#### 收益

年內，除音樂無線增值服務（「無線增值服務」）為本集團之主要收入來源外，本集團已透過進軍珠寶買賣及零售以及借貸業務（「新業務」）擴大其收益基礎。然而，由於合約期滿，本集團向中國主要電信運營商提供之技術支援服務產生之收入呈現下行趨勢。新業務之引進已彌補無線增值服務收益之減少。

因此，本集團截至二零一六年三月三十一日止年度之收益約為10,050,000港元，較截至二零一五年三月三十一日止年度之約9,763,000港元增加約3%。

#### 銷售成本及毛利率

由於進軍珠寶買賣及零售業務，本集團之銷售成本由截至二零一五年三月三十一日止年度之約3,213,000港元增加至截至二零一六年三月三十一日止年度之約4,641,000港元，增加約44%。由於本集團擁有從毛利率較低之新業務產生之收益，故本年度整體毛利率由約67%下降至54%。

#### 其他收入及收益

年內，其他收入及收益約604,000港元，較二零一五年減少約1,202,000港元（二零一五年：1,806,000港元）。該減少乃主要由於來自出售物業、廠房及儲備項目之收益減少所致。

#### 銷售開支

於截至二零一六年三月三十一日止年度，由於擴展新業務，本集團之銷售開支由截至二零一五年三月三十一日止年度之約2,989,000港元增加至截至二零一六年三月三十一日止年度之約3,635,000港元，上升約22%。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (continued)

#### Administrative expenses

Administrative expenses mastered a decrease of approximately HK\$8,346,000 from approximately HK\$31,414,000 for the year ended 31 March 2015 to approximately HK\$23,068,000 for the year ended 31 March 2016. The decrease in such expenses was due to the reduction on the administrative expenses such as directors' remuneration research and development cost.

#### Other expenses

Other expenses, which mainly represented expenses for staff development and other non-operating expenses, decreased from approximately HK\$2,179,000 in 2015 to approximately HK\$60,000 in 2016 which was mainly due to the decrease in non-operating staff costs during the year.

#### Net gain on revaluation of available-for-sale financial assets

During the year, the Group had invested in 6% of its Shareholdings in Hong Kong Net TV Limited at cost of HK\$15,000,000. The fair value of these available-for-sale financial assets amounted to HK\$21,760,000. As a result, the Group had a net gain of HK\$6,760,000 in the available-for-sale financial assets equity reserves (2015: nil).

#### Net loss on de-consolidation of subsidiaries

As the result of the De-Consolidation, further details of which are set out in note 3 to the consolidated financial statement, the Group incurred an one-off non-recurring loss of HK\$10,555,000 (2015: nil).

#### Result for the year

The Group's loss attributable to equity holders of the Company was approximately HK\$31,359,000 in current year, representing an increase in loss of approximately HK\$1,652,000 from that in 2015 (2015: HK\$29,707,000).

#### Total equity

As a results of placement activities, as at 31 March 2016, the Group has a total equity amounted to approximately HK\$70,954,000 (2015: total deficit in assets of approximately HK\$10,867,000) and net current assets amount to approximately HK\$42,935,000 (2015: net current liabilities of approximately HK\$18,058,000).

### 財務回顧 (續)

#### 行政開支

行政開支由截至二零一五年三月三十一日止年度之約31,414,000港元減少約8,346,000港元至截至二零一六年三月三十一日止年度之約23,068,000港元。有關開支減少乃由於行政開支（如董事薪酬）以及研究及開發成本減少所致。

#### 其他開支

其他開支（主要為員工發展開支以及其他非經營性開支）由二零一五年之約2,179,000港元減少至二零一六年之約60,000港元，主要原因是年內非經營性員工成本減少。

#### 重估可供出售金融資產之收益淨額

年內，本集團已投資於香港衛視網絡電視台有限公司之6%股份，成本為15,000,000港元。該等可供出售金融資產之公平價值為21,760,000港元。因此，本集團可供出售金融資產權益儲備之收益淨額為6,760,000港元（二零一五年：無）。

#### 取消附屬公司綜合入賬之虧損淨額

由於取消綜合入賬，其詳情載於綜合財務報表附註3，本集團產生之一次性非經常性虧損為10,555,000港元（二零一五年：無）。

#### 本年度業績

本公司權益持有人應佔本集團虧損於本年度為約31,359,000港元，較二零一五年增加虧損約1,652,000港元（二零一五年：29,707,000港元）。

#### 權益總額

由於配售活動，於二零一六年三月三十一日，本集團之權益總額約為70,954,000港元（二零一五年：資產虧絀總額約為10,867,000港元）及流動資產淨值約為42,935,000港元（二零一五年：流動負債淨值約為18,058,000港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (continued)

#### Liquidity and financial resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally placed in deposits with banks.

As at 31 March 2016, total cash and cash equivalents of the Group amounted to approximately HK\$28,761,000 (2015: HK\$1,778,000).

#### Treasury policies and foreign currency exchange exposure

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Renminbi and Hong Kong dollar, the impact of foreign exchange exposure to the Group was minimal and there was no significant adverse effect on normal operations.

Cash is generally deposited at banks in the PRC and Hong Kong and denominated mostly in Renminbi and Hong Kong dollar. As at 31 March 2016, no related hedges were made by the Group (2015: nil).

#### Contingent liabilities

As at 31 March 2016, the Group had no material contingent liabilities (2015: nil).

#### Significant investments, acquisitions or disposals

The Group had acquired 6% shares in Hong Kong Net TV Limited, expanded into the business in jewelry trading and retailing, and lending during the year ended 31 March 2016 (2015: nil).

Details of these investments and acquisition are set out in notes 19 and 35 to the consolidated financial statements, respectively.

### 財務回顧 (續)

#### 流動資金及財政資源

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般作為存款存放於銀行。

於二零一六年三月三十一日，本集團之現金及現金等值物總額約為28,761,000港元（二零一五年：1,778,000港元）。

#### 庫務政策及外匯風險

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團影響甚微，對正常業務亦無重大不利影響。

現金一般存放於中國及香港的銀行，主要以人民幣及港元為計算單位。於二零一六年三月三十一日，本集團並無進行相關對沖（二零一五年：無）。

#### 或然負債

於二零一六年三月三十一日，本集團並無重大或然負債（二零一五年：無）。

#### 重大投資、收購或出售

於截至二零一六年三月三十一日止年度，本集團已收購香港衛視網絡電視台有限公司之6%股份，並拓展至珠寶買賣及零售業務以及借貸業務（二零一五年：無）。

該等投資及收購事項之詳情分別載於綜合財務報表附註19及35。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (continued)

#### Capital structure and use of proceeds

The shares of the Company were listed on GEM on 28 March 2000. During the year under review, a total of 3,137,500 share options were exercised to subscribe for shares of the Company.

Further, pursuant to placing agreements dated 31 July 2015 and 19 February 2016, totalling of 296,118,000, new ordinary shares of HK\$0.1 each of the Company were issued under the general mandate at the price of HK\$0.43 per share as to 136,270,000 shares and HK\$0.31 per share as to 159,848,000, respectively for cash to placing agents (the "Placings").

The total of 296,118,000 new shares issued under the Placings, represents approximately 37% of the then Company's issued share capital before the Placings (799,242,500 ordinary shares) and approximately 27% of its enlarged issued share capital of the Company after the Placings (1,095,360,500 ordinary shares). The net proceeds from the Placings were approximately HK\$105,718,000. The Group had used such net proceeds mainly for general working capital of the Group and investment. The Placings were completed on 21 August 2015 and 10 March 2016, respectively.

Details about the use of proceeds up to 31 March 2016 out of the placements were summarized as follows:

### 財務回顧 (續)

#### 資本架構及所得款項用途

本公司股份於二零零零年三月二十八日在創業板上市。於回顧年度內，合共3,137,500份購股權已獲行使，以認購本公司股份。

此外，根據日期為二零一五年七月三十一日及二零一六年二月十九日之配售協議，本公司根據一般授權向配售代理發行合共296,118,000股每股面值0.1港元之新普通股，分別以現金136,270,000股每股作價0.43港元及159,848,000股每股作價0.31港元（「配售事項」）。

根據配售事項已發行合共296,118,000股新股，佔本公司於配售事項前已發行股本（799,242,500股普通股）約37%，及本公司於配售事項後經擴大之已發行股本（1,095,360,500股普通股）約27%。配售事項之所得款項淨額約為105,718,000港元。本集團已將該所得款項淨額主要用作本集團之一般營運資金及投資。配售事項已分別於二零一五年八月二十一日及二零一六年三月十日完成。

有關截至二零一六年三月三十一日從配售事項產生之所得款項之用途詳情概述如下：

Usage of proceeds for the year ended 31 March 2016	截至二零一六年三月三十一日止年度之所得款項用途	Unallocated (head-office) (總辦事處) HK\$'000 千港元	Wireless value-added services 無線增值服務 HK\$'000 千港元	Trading and retailing of jewellery 珠寶買賣及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Investment acquired yet to commence business	已收購但尚未營業之投資	8,000	—	—	—	8,000
Inventory acquired	已收購存貨	7,000	—	8,000	—	15,000
Lending money to customer	向客戶放款	—	—	—	26,000	26,000
Investment in available-for-sale financial assets	於可供出售金融資產之投資	—	—	15,000	—	15,000
Administrative expenditure	行政開支	11,050	1,950	—	—	13,000
General working capital reserve	一般營運資金儲備	21,000	—	4,000	3,000	28,000
		47,050	1,950	27,000	29,000	105,000

### FINANCIAL REVIEW (continued)

#### Events after the reporting period

##### (a) The Subscription

On 31 May 2016, the Company and the subscriber entered into the subscription agreement pursuant to which the subscriber agreed to subscribe for, and the Company agreed to issue, the Convertible Note in the aggregate principal amount of HK\$35 million. The subscription is conditional upon satisfaction of the conditions precedent.

##### (b) The Acquisition

On 31 May 2016, a direct wholly-owned subsidiary of the Company, the vendor and the guarantor entered into the acquisition agreement, pursuant to which the Company conditionally agreed to purchase and the vendor conditionally agreed to sell the sale shares of a group of target companies, at the aggregate consideration of HK\$14,378,000.

##### (c) Proposed change of company name

The Board of the Company proposes to change the existing English name of the Company from “PROSTEN TECHNOLOGY HOLDINGS LIMITED” to “PROSTEN HEALTH HOLDINGS LIMITED” and to adopt the dual foreign name in Chinese “長達健康控股有限公司” to replace the existing Chinese name “長達科技控股有限公司” which was adopted for identification purposes only subject to certain conditions, including the passing of a special resolution by the Shareholders at the extraordinary general meeting to approve the proposed change of company name. The stock short name of the Company will be changed consequently.

### 財務回顧 (續)

#### 報告期後事項

##### (a) 認購事項

於二零一六年五月三十一日，本公司與認購人訂立認購協議，據此，認購人同意認購及本公司同意發行本金總額為35,000,000港元之可換股票據。認購事項須待先決條件獲達成後方可作實。

##### (b) 收購事項

於二零一六年五月三十一日，本公司之直接全資附屬公司、賣方及擔保人訂立收購協議，據此，本公司有條件同意購買及賣方有條件同意出售一家目標公司集團之銷售股份，代價總額為14,378,000港元。

##### (c) 建議更改公司名稱

本公司之董事會建議將本公司之現有英文名稱由「PROSTEN TECHNOLOGY HOLDINGS LIMITED」更改為「PROSTEN HEALTH HOLDINGS LIMITED」及採納「長達健康控股有限公司」作為中文雙重外文名稱，以取代現有中文名稱「長達科技控股有限公司」（僅供識別），惟須受若干條件（包括股東於股東特別大會上通過批准建議更改公司名稱之特別決議案）規限。本公司之股份簡稱其後將作出變更。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (continued)

#### Events after the reporting period (continued)

##### (d) De-consolidated subsidiaries

On 24 June 2016, the Company announced that despite repeated verbal and written requests (including legal letters), the Directors has been unable to access the complete sets of book and records together with the supporting documents of De-Consolidated Subsidiaries for the period from 1 January 2016 to 31 March 2016. This was mainly due to the lack of cooperation by the management of the De-Consolidated Subsidiaries.

On 24 June 2016, the Directors considered that the Group was unable to govern the De-Consolidated Subsidiaries, and the control over the De-Consolidated Subsidiaries was lost. Therefore, from 1 January 2016 onwards, the Group had de-consolidated the De-Consolidated Subsidiaries from its financial statements for the financial year ended 31 March 2016. Details of the above will be included in the Company's annual results announcement for the financial year ended 31 March 2016.

The Directors has been taking all reasonable steps and has been using its best endeavours to protect interest of the Group and try to resolve the above matters.

##### (e) Provision of loan

On 22 April 2016, SZ Enterprise Union Finance Limited, a subsidiary of the Company, and independent third party entered in a loan agreement, which SZ Enterprise Union Finance Limited has agreed to lend to the independent third party a term loan in the principal amount of HK\$6,000,000. Term loan is six months period from the drawdown date with 10% interest rate per annum. For details, please refer to the Company's announcement date 22 April 2016.

### 財務回顧 (續)

#### 報告期後事項 (續)

##### (d) 取消綜合入賬附屬公司

於二零一六年六月二十四日，本公司宣佈，儘管多次作出口頭及書面要求（包括律師函件），董事仍然一直未能取得取消綜合入賬附屬公司於二零一六年一月一日至二零一六年三月三十一日期間之完整賬簿及記錄以及證明文件。此乃主要由於取消綜合入賬附屬公司之管理層缺乏合作所致。

於二零一六年六月二十四日，董事認為本集團無法管理取消綜合入賬附屬公司，並失去對取消綜合入賬附屬公司之控制權。因此，自二零一六年一月一日起，本集團已將取消綜合入賬附屬公司終止於其截至二零一六年三月三十一日止財政年度之財務報表內綜合入賬。以上所述之詳情將納入本公司於截至二零一六年三月三十一日止財政年度之全年業績公告。

董事一直採取一切合理行動，並一直盡其最大努力保護本集團之利益及致力解決上述事宜。

##### (e) 提供貸款

於二零一六年四月二十二日，本公司之附屬公司深企聯合小額貸款有限公司與獨立第三方訂立貸款協議，據此，深企聯合小額貸款有限公司已同意向獨立第三方貸出本金額為6,000,000港元之定期貸款。定期貸款年期為自提款日期起計6個月，並按年利率10%計息。詳情請參閱本公司日期為二零一六年四月二十二日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

### EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2016, the Group had a total of 95 employees (2015: 59). Total staff costs for the year ended 31 March 2016 decreased to approximately HK\$15,127,000 million (2015: HK\$17,913,000) mainly due to strict control over staff cost.

The Group's remuneration policy is basically determined by the performance of individual employees and Directors and the market condition. In addition to salaries and discretionary bonuses, employee benefits included medical schemes, pension contributions, share option schemes and staff training.

### BUSINESS REVIEW AND OUTLOOK

During the financial year ended 31 March 2016, as a result of the expiry of WWAS contracts, revenue from WWAS decreased in the year.

During the year, the Group had acquired companies in lending, as well as in jewelry trading and retailing business in order to broaden and diversify the income source. Such diversification had minimised and compensated the effect of reduction in WWAS revenue. The Group had made effort to reduce the burden on the liquidity position due to expansion of business development by raising additional fund activities on placement of new shares. These placements activities had strengthen the Group's liquidity position in fulfilling its business development commitment.

Details of placement activities and such acquisition are set out in notes 31 and 35 to the consolidated financial statements, respectively.

Looking ahead, there are still great challenges for the Group. While carrying out initiatives already under way in its current strategic plans, the Group will also critically review the future opportunities in its traditional businesses with a target to reallocate the Group's resources for a more fruitful manner. In the coming future, the Group will focus its work on strengthen its marketing and channel efforts, increasing user base and improving the quality of its products.

### 僱員及薪酬政策

於二零一六年三月三十一日，本集團之僱員總數為95人（二零一五年：59人）。截至二零一六年三月三十一日止年度，由於嚴格控制員工成本，員工成本總額減少至約15,127,000港元（二零一五年：17,913,000港元）成本所致。

本集團之薪酬政策一般根據個別僱員及董事之表現及市況釐定。除薪金及酌情獎金外，僱員福利包括醫療計劃、退休金供款、購股權計劃及員工培訓。

### 業務回顧及展望

於截至二零一六年三月三十一日止財政年度，由於無線增值服務合約期滿，故自無線增值服務之收益於年內下降。

年內，本集團已收購從事借貸業務以及珠寶買賣及零售業務之公司，以擴大並分散收入來源。分散收入來源削弱並彌補了無線增值服務收益減少之影響。本集團透過配售籌集額外資金，努力減輕因擴大業務發展範圍對流動資金狀況帶來之負擔。該等配售活動鞏固了本集團履行業務發展承諾之流動資金狀況。

有關配售活動及收購事項之詳情分別載於綜合財務報表附註31及35。

展望未來，本集團仍面臨巨大挑戰。在繼續推進本集團當前戰略計劃下的措施的同時，本集團亦將審慎檢討其傳統業務中的未來機遇，以更有效的方式重新分配本集團的資源。未來，本集團將著重加強營銷與渠道力量，提高用戶規模與產品質量。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### EXECUTIVE DIRECTORS

**Mr. Xu Zhigang (“Mr. Xu”)**, aged 45, appointed as an executive Director of the Company on 25 June 2015 and appointed as Chairman of the Board on 17 July 2015. Mr. Xu holds a master’s degree in business management from Southwest Jiaotong University in the PRC. Prior to joining the Group, Mr. Xu acted as a vice president of Mega Medical Technology Limited (formerly known as “Wing Tai Investment Holdings Limited) (stock code: 876), a company listed on the Exchange, and he was an executive director and later re-designated as a non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the Exchange. Mr. Xu has extensive experience in areas such as corporate management, business financing, corporate investment and asset acquisition.

**Mr. Yeung Yiu Bong Anthony (“Mr. Yeung”)**, aged 52, appointed as an executive Director of the Company on 26 February 2016. Mr. Yeung graduated from University of Westminster, London with a bachelor of arts degree in Architecture. Mr. Yeung is a fellow of the Hong Kong Securities and Investors Institute, a fellow of the Hong Kong Institute of Directors, a member of the Hong Kong Management Association, and a member of the Chartered Insurance Institute. Mr. Yeung is a seasoned professional in the securities industry especially in the areas of management and compliance of securities brokerage firm as well as corporate finance. Prior to joining the Group, Mr. Yeung was a founder, executive director and responsible officer of Hani Securities (H.K.) Limited, an intermediary licensed by the Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out types 1, 4 and 6 regulated activities. Mr. Yeung was also an executive director of Asia Resources Holdings Limited, a company listed on the Exchange (stock code: 899) prior to joining the Group.

### 執行董事

徐志剛先生（「徐先生」），45歲，於二零一五年六月二十五日獲委任為本公司執行董事並於二零一五年七月十七日獲委任為董事會主席。徐先生持有中國西南交通大學工商管理碩士學位。在加入本集團前，徐先生曾擔任美加醫學科技有限公司（前稱「永泰投資控股有限公司」）（股份代號：876）（一間於聯交所上市之公司）之副總裁及曾擔任奧栢中國集團有限公司（股份代號：8148）（一間於聯交所上市之公司）之執行董事（其後調任為非執行董事）。徐先生於企業管理、業務融資、企業投資及資產收購等領域擁有豐富經驗。

楊耀邦先生（「楊先生」），52歲，於二零一六年二月二十六日獲委任為本公司執行董事。楊先生畢業於英國倫敦西敏寺大學，取得建築學文學學士學位。楊先生為香港證券及投資學會資深會員、香港董事學會資深會員、香港管理專業協會會員及英國特許保險學會會員。楊先生為證券行業之資深專業人士，尤其是於證券經紀公司之管理及合規以及企業融資領域。在加入本集團前，楊先生曾為恒利證券（香港）有限公司（彼獲香港證券及期貨事務監察委員會根據證券及期貨條例發出牌照可進行第1、4及6類受規管活動）之創辦人、執行董事及負責人。在加入本集團前，楊先生亦曾為一間聯交所上市公司亞洲資源控股有限公司（股份代號：899）之執行董事。

# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS (continued)

**Mr. Han Jun (“Mr. Han”)** aged 45, was redesignated from a non-executive Director to an executive Director on 5 February 2015. Mr. Han graduated from the College of Computer Science of Beijing University of Technology, majoring in computer software. Since 2004, Mr. Han has held the position of General Manager of Beijing Flash Unite Network Technology Co., Ltd, which is a leading mobile phone content and service provider in the mainland China. Prior to that, Mr. Han worked in TOM.COM LIMITED as a vice-president from 2000 to 2004, responsible for the company website and wireless business. Before 2000, Mr. Han worked in China Potevio Co., Ltd, responsible for the development of software for operation service of telecommunication main network. Mr. Han has very extensive experience in management and operation of telecommunication value-added business.

### NON-EXECUTIVE DIRECTORS

**Mr. Chen Weixi (“Mr. Chen”)**, aged 29, appointed as a non-executive Director of the Company on 25 June 2015. Mr. Chen graduated from the department of economics from Southern Methodist University in the United States. Mr. Chen is currently the general manager of 深圳市金茂會投資有限公司 (Shenzhen Jin Mao Hui Investment Limited\*) and 深圳前海紅鼎投資基金管理有限公司 (Shenzhen Qian Hai Hong Ding Investment Funds Management Limited\*) and the chief investment officer of 深圳市紅鼎資產管理有限公司 (Shenzhen Hong Ding Assets Management Limited\*). Mr. Chen has engaged in various areas in finance and real estate, managed different investment projects and conducted in-depth studies in the field of crowd-sourcing and online to offline aspects.

\* The English translation of the name is for identification purpose only

### 執行董事 (續)

**韓軍先生 (「韓先生」)**，45歲，於二零一五年二月五日由非執行董事調任為執行董事。韓先生於北京工業大學電腦學院軟體工程專業大專畢業。韓先生自二零零四年至今出任北京閃聯互動網路科技有限責任公司總經理，其為一間國內領先的手機內容及服務提供商。在此之前，韓先生於二零零零年至二零零四任職於TOM.COM LIMITED，擔任副總裁一職，先後負責公司網站及無線業務。於二零零零年之前，韓先生任職於中國普天資訊產業股份有限公司，從事電信骨幹絡運營服務軟件發展。韓先生在電信增值業務管理及運營方面，均擁有十分豐富之經驗。

### 非執行董事

**陳煒熙先生 (「陳先生」)**，29歲，於二零一五年六月二十五日獲委任為本公司非執行董事。陳先生畢業於美國南方衛理公會大學 (Southern Methodist University) 之經濟學系。陳先生現為深圳市金茂會投資有限公司及深圳前海紅鼎投資基金管理有限公司之總經理以及深圳市紅鼎資產管理有限公司之投資總監。陳先生曾從事金融及房地產等各個領域，負責多元化項目基金管理及對群眾集資及線上至線下方面有深入研究。

\* 英文名稱僅供識別

# Directors and Senior Management

## 董事及高級管理層

### NON-EXECUTIVE DIRECTORS (continued)

**Mr. Yip Heon Keung (“Mr. Yip”)**, aged 46, joined the Group in October 1996, was redesignated from an executive Director to a non-executive Director on 17 July 2015. Mr. Yip also holds certain directorships in other members of the Group. Mr. Yip is a graduate of Program for Management Development from Harvard University and holds a bachelor degree in electrical engineering from the University Wisconsin-Madison in the United States of America (“USA”). Prior to joining the Group, Mr. Yip worked in a software-consulting firm as a consultant in the USA.

**Mr. Song Xuxi (“Mr. Song”)**, aged 33, appointed non-executive Director of the Company on 1 June 2016. Mr. Song holds a Bachelor's Degree in Business Administration from Beijing Economic and Technological Training Institute (北京經濟技術研修學院) and a Master's Degree in Business Administration from Ursuline College in the USA. Mr. Song also completed a Business Administration and Innovation Leadership Seminar (工商管理及創新領導力研修班) in the Research Institute of Tsinghua University in Shenzhen (深圳清華大學研究院). Mr. Song has over 8 years of experience in corporate administration and strategic planning.

### 非執行董事 (續)

**葉向強先生 (「葉先生」)**，46歲，於一九九六年十月加入本集團，其於二零一五年七月十七日由執行董事調任為非執行董事。葉先生亦於本集團旗下若干其他成員公司出任董事。葉先生畢業於哈佛大學管理發展課程，及持有美利堅合眾國 (「美國」) 威斯康辛-麥迪遜大學電機工程學士學位。葉先生在加入本集團之前，曾於美國一家軟件顧問公司出任顧問一職。

**宋旭曦先生 (「宋先生」)**，33歲，於二零一六年六月一日獲委任為本公司非執行董事。宋先生持有北京經濟技術研修學院工商管理專業學士學位及美國赫斯萊茵學院 (Ursuline College) 工商管理碩士學位。宋先生亦已完成深圳清華大學研究院工商管理及創新領導力研修班課程。宋先生於企業管理及策略規劃方面擁有逾8年經驗。

# Directors and Senior Management

## 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lam Kwok Cheong (“Mr. Lam”)**, aged 62, appointed as an independent non-executive Director of the Company on 25 June 2015. Mr. Lam is a Justice of the Peace, a holder of a Bronze Bauhinia Star and a solicitor of the High Court of Hong Kong. Mr. Lam holds a bachelor of laws degree from the University of Hong Kong and has been a practicing solicitor for over 32 years. Mr. Lam is currently a member of the Buildings Ordinance Appeal Tribunal Panel, a member of the Panel of Adjudicators, Obscene Articles Tribunal, an ex-officio member of Heung Yee Kuk New Territories, a civil celebrant of marriages, a China-appointed Attesting Officer and a fellow of the Hong Kong Institute of Directors. Mr. Lam is non-executive director of Mega Medical Technology Limited (stock code: 876), and an independent non-executive director of Southwest Securities International Securities Limited (stock code: 812) and Sparkle Roll Group Limited (stock code: 970), all of which are companies with shares listed on the Exchange. Mr. Lam was an independent non-executive director of Same Time Holdings Limited (now known as “GCL New Energy Holdings Limited”) (stock code: 451) and he resigned in May 2014. Mr. Lam was also appointed as a non-executive director of Sky Forever Supply Chain Management Group Limited (Stock Code: 8047) until he resigned on 28 July 2015, both of which are companies with shares listed on the Exchange.

**Mr. Xu Xiaoping**, aged 51, appointed as an independent non-executive Director of the Company on 25 June 2015. Mr. Xu Xiaoping is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited\*), 天奇電子有限公司 (Tian Qi Electronics Limited\*), which were companies carrying on the business of online banking services in the PRC. Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited\*), a company carrying on the business of air cargo services in the PRC. Mr. Xu is currently the investor of 嘉興友夯投資合夥企業 (Jia Xing You Ben Investment Partnership\*), which is engaged in the venture capital business.

\* The English translation of the name is for identification purpose only

### 獨立非執行董事

林國昌先生(「林先生」)，62歲，於二零一五年六月二十五日獲委任為本公司獨立非執行董事。林先生為太平紳士、銅紫荊星章持有人及香港高等法院律師。林先生持有香港大學法學學士學位，至今擔任執業律師逾32年。林先生現為建築物條例上訴審裁團成員、淫褻及不雅物品審裁委員小組成員、新界鄉議局當然議員、婚禮監禮人、中國委託人公證人及香港董事學會資深會員。林先生現任美加醫學科技有限公司(股份代號：876)之非執行董事、西證國際證券股份有限公司(股份代號：812)及耀萊集團有限公司(股份代號：970)之獨立非執行董事(此三間公司均為聯交所上市公司)。林先生先前擔任聯交所上市公司森泰集團有限公司(現稱為「協鑫新能源控股有限公司」)(股份代號：451)之獨立非執行董事，直至於二零一四年五月辭任為止。彼亦曾獲委任為聯交所上市公司宇恒供應鏈集團有限公司(股份代號：8047)之非執行董事，直至於二零一五年七月二十八日辭任為止。

徐小平先生，51歲，於二零一五年六月二十五日獲委任為本公司獨立非執行董事。徐小平先生為一名資深管理人員。徐先生於一九八九年開始其職業生涯，他曾就職於深華貿易有限公司及天奇電子有限公司(此兩間公司為於中國從事網上銀行服務業務之公司)。徐先生亦曾擔任深圳市奔翔物流有限公司(一間於中國從事航空貨運服務業務之公司)之董事會主席。徐先生現為嘉興友夯投資合夥企業(一間從事創業資金業務之公司)之投資者。

\* 英文名稱僅供識別

## Directors and Senior Management 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

**Mr. Poon Yan Wai (“Mr. Poon”)**, aged 46, appointed as an independent non-executive Director of the Company on 8 October 2015. Mr. Poon holds a Bachelor’s Degree in Accountancy and a Master’s Degree in Corporate Finance from the Hong Kong Polytechnic University. Mr. Poon is a fellow member of The Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in the auditing and accounting field. Mr. Poon is the financial controller, company secretary and authorised representative of a Hong Kong listed company. Mr. Poon is currently an independent non-executive director of the Emperor Capital Group Limited, which is listed on the Main Board of the Exchange (stock code: 717).

### SENIOR MANAGEMENT

All the executive Directors are responsible for the various aspects of the business and operations of the Group and are regarded as the members of the senior management team of the Group.

### 獨立非執行董事 (續)

潘仁偉先生(「潘先生」)，46歲，於二零一五年十月八日獲委任為本公司獨立非執行董事。潘先生持有香港理工大學之會計學士學位及企業融資碩士學位。潘先生為香港會計師公會資深會員。彼於審核及會計領域擁有逾20年之經驗。潘先生目前擔任一間香港上市公司之財務總監、公司秘書及授權代表。潘先生現為聯交所主板上市公司英皇證券集團有限公司(股份代號：717)之獨立非執行董事。

### 高級管理層

所有執行董事負責本集團業務及營運之不同層面及被視為屬本集團高級管理層團隊之成員。

# REPORT OF THE DIRECTORS

## 董事會報告

The directors (“Directors”) of Prosten Technology Holdings Limited (the “Company”) are pleased to present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2016.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 18 to the consolidated financial statements.

### SEGMENTAL INFORMATION

An analysis of the Group’s revenue and results by principal activities for the year ended 31 March 2016 is set out in note 8 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The Group’s loss for the year ended 31 March 2016 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 64 to 172.

The Board does not recommend the payment of any dividend for the year ended 31 March 2016.

### BUSINESS REVIEW

A review of the business of the Group for the year under review is set out in the Management Discussion and Analysis section of this annual report on page 16.

長達科技控股有限公司（「本公司」）董事（「董事」）欣然提呈彼等之報告以及本公司及本集團截至二零一六年三月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務詳情載於綜合財務報表附註18。

### 分部資料

本集團截至二零一六年三月三十一日止年度按主要業務劃分之收益及業績分析載於綜合財務報表附註8。

### 業績及股息

本集團截至二零一六年三月三十一日止年度之虧損及本公司與本集團在當日之財務狀況載於第64頁至第172頁之財務報表內。

董事會不建議就截至二零一六年三月三十一日止年度派發任何股息。

### 業務回顧

本集團於回顧年度之業務回顧載於本年報第16頁之管理層討論及分析一節。



# Report of the Directors

## 董事會報告

### SUMMARY FINANCIAL INFORMATION

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years.

#### Results

### 財務資料摘要

本集團過往五個財政年度已刊登之業績及資產與負債摘要如下。

#### 業績

Year ended 31 March

截至三月三十一日止年度

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue 收益	10,050	9,763	24,209	57,161	67,244
Loss before tax 除稅前虧損	(31,351)	(28,307)	(41,607)	(29,444)	(23,849)
Income tax (expense)/ credit 所得稅(開支)/抵免	(8)	(1,400)	(6)	67	(1,626)
Loss for the year attributable to equity holders of the Company 本公司權益持有人應佔年內虧損	(31,359)	(29,707)	(41,613)	(29,377)	(25,475)

SUMMARY FINANCIAL INFORMATION  
(continued)

財務資料摘要 (續)

Assets and Liabilities

資產及負債

As at 31 March

於三月三十一日

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Property, plant and equipment	2,067	2,351	3,373	3,907	4,043
Investment property	—	4,367	4,767	4,490	3,444
Deposits	46	141	371	—	717
Available-for-sale investments	22,179	832	831	831	826
Goodwill	3,908	—	—	—	—
Deferred tax asset	—	—	1,394	1,396	1,303
Current assets	75,019	9,884	25,852	76,742	91,705
Current liabilities	(32,084)	(27,942)	(25,273)	(37,392)	(23,780)
Non-current liability	(181)	(500)	(499)	(499)	(493)
Net assets/(liabilities)	79,054	(10,867)	10,816	49,475	77,765
Share capital	109,536	79,610	75,635	75,635	75,635
Reserves	(38,582)	(90,477)	(64,819)	(26,160)	2,130
Total (deficit in assets)/equity	79,054	(10,867)	10,816	49,475	77,765

PROPERTY, PLANT AND EQUIPMENT  
AND INVESTMENT PROPERTY

物業、廠房及設備以及投資物業

Details of movements in the property, plant and equipment, and the investment property of the Group during the year are set out in notes 16 and 17 to the consolidated financial statements, respectively.

本集團物業、廠房及設備以及投資物業於年內之變動詳情分別載於綜合財務報表附註 16 及 17。

SHARE CAPITAL AND SHARE OPTIONS

股本及購股權

Details of movements in the Company's share capital and share options during the year are set out in notes 31 and 32 to the consolidated financial statements, respectively.

本公司股本及購股權於年內之變動詳情分別載於綜合財務報表附註 31 及 32。

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association (the "Articles of Association") or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company ("Shareholders").

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

On 21 August 2015, an aggregate of 136,270,000 placing shares were successfully placed under general mandate to not fewer than six placees, which are independent third parties of the Group, at the placing price of HK\$0.43 per placing share. The 136,270,000 placing shares represents approximately 17.05% of existing issued share capital of the Company on 31 July 2015, the date the placing agreement was entered into, and approximately 14.57% of the issued share capital of the Company as enlarged by the placing shares.

On 10 March 2016, an aggregate of 159,848,000 placing shares were successfully placed under general mandate to not fewer than six placees, which are independent third parties of the Group, at the placing price of HK\$0.31 per placing share. The 159,848,000 placing shares represents approximately 17.09% of existing issued share capital of the Company on 19 February 2016, the date the placing agreement was entered into, and approximately 14.59% of the issued share capital of the Company as enlarged by the placing shares.

During the year, the Company has issued and allotted 3,137,500 new shares at par value of HK\$0.1 per share, as a result of the exercise of share options to the share option holders of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 March 2016.

### 優先購買權

本公司組織章程細則（「組織章程細則」）或開曼群島（本公司註冊成立之司法權區）法例並無載列優先購買權條文，以規定本公司須按比例向本公司現有股東（「股東」）發售新股份。

### 購買、贖回或出售本公司之上市證券

於二零一五年八月二十一日，本公司根據一般授權以每股配售股份0.43港元之價格向不少於六名承配人（均為本集團之獨立第三方）成功配售合共136,270,000股配售股份。該136,270,000股配售股份佔本公司於二零一五年七月三十一日（配售協議訂立日期）之現有已發行股本約17.05%，並佔本公司經配售股份擴大後之已發行股本約14.57%。

於二零一六年三月十日，本公司根據一般授權以每股配售股份0.31港元之價格向不少於六名承配人（均為本集團之獨立第三方）成功配售合共159,848,000股配售股份。該159,848,000股配售股份佔本公司於二零一六年二月十九日（配售協議訂立日期）之現有已發行股本約17.09%，並佔本公司經配售股份擴大後之已發行股本約14.59%。

於本年度，本公司因購股權被行使，向本公司的購股權持有人發行及配發了3,137,500股每股面值為0.1港元的新股份。

除上文所披露者外，於截至二零一六年三月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

# Report of the Directors

## 董事會報告

### RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 34 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2016, the Company had no reserves available for distribution as calculated in accordance with the Companies Law (2001 Revision) of the Cayman Islands. Under the laws of the Cayman Islands, the share premium account is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, sales to the Group's five largest customers accounted for approximately 99% (2015: 100%) of the Group's total sales for the year and sales to the largest customer included therein accounted for approximately 39% (2015: 98%) of the Group's total sales.

During the year under review, supplies from the Group's five largest suppliers accounted for approximately 20% (2015: nil) of the Group's total purchases and purchases from the Group's largest supplier included therein accounted for approximately 17.3% of the Group's total purchases.

Save as disclosed above, none of the Directors of the Company or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers during the year.

### 儲備

本公司及本集團之儲備於年內之變動詳情分別載於財務報表附註34及綜合權益變動表內。

### 可供分派儲備

於二零一六年三月三十一日，根據開曼群島公司法（二零零一年修訂本）計算，本公司並無可供分派之儲備。根據開曼群島法例，股份溢價賬可供分派予股東，惟於緊隨建議分派股息之日期後，本公司須有能力於日常業務過程中償還到期之債項。股份溢價賬亦可以繳足紅股形式分派。

### 主要客戶及供應商

於回顧年度內，本集團向五大客戶之銷售額佔本集團本年度總銷售額約99%（二零一五年：100%），其中向最大客戶之銷售額佔本集團總銷售額約39%（二零一五年：98%）。

於回顧年度內，本集團五大供應商之供應額佔本集團總採購額約20%（二零一五年：無），其中來自本集團最大供應商之採購額佔本集團總採購額約17.3%。

除上文所披露者外，本公司董事或任何彼等之聯繫人或任何股東（就董事所知，擁有本公司已發行股本逾5%者）於年內在本集團五大客戶或供應商中概無擁有任何實益權益。

### SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group recognises the importance of environmental sustainability against modern ecological challenges. Therefore, the Group committed to the long-term sustainability of its businesses and the communities with which it engages. We pursue this business approach by managing our business prudently and executing management decisions with due care and attention. The Group is committed to acting in an environmentally responsible manner. Recycling and use of ecofriendly stationery, plus a series of measures to save paper and energy, resulted in more efficient use of resources, as well as reduction of waste.

### STAKEHOLDER ENGAGEMENT

Continuous dialogue is maintained with stakeholders that include customers, employees, regulators and the public. The Company seeks to balance the views and interests of these various stakeholders through constructive conversations with a view to charting a course for the long-term prosperity of the Company and the communities we touch.

#### Employees

Hard-working and dedicated employees are the backbone of a company. The Company treasures its loyal and industrious staff members. In addition, it adopts non-discriminatory hiring and employment practices and strives to provide a safe and healthy workplace.

### 社會責任與服務及環境政策

本集團認識到，在現代生態挑戰中，環境的持續發展至為重要。因此，本集團致力維持其業務及所在社區之長遠可持續發展。我們審慎經營業務、盡責專注地執行管理決策，以推動此業務模式。本集團致力以對環境負責任之態度行事。本集團透過回收及使用環保文具，加上一系列節約用紙及能源之措施而更有效地使用資源及減少廢物。

### 與利益相關人士的溝通

本公司與客戶、員工、監管機構及公眾人士等利益相關人士保持持續緊密聯繫。本公司透過具建設性之溝通，努力平衡各利益相關人士之意見及利益，從而為本公司與所在社區釐定長遠發展方向。

#### 員工

勤奮而專注之員工是公司之骨幹。本公司重視忠誠勤奮之員工。此外，本公司採納非歧視之招聘與僱用守則，並致力提供安全及健康之工作環境。

### STAKEHOLDER ENGAGEMENT (continued)

#### Government/Community

We recognise the importance of contributing within the local community and we encourage our people to develop close links with charities, schools and other institutions, both locally and nationally, to help to build more economically sustainable local environments. Strenuous efforts are exerted to ensure compliance with the laws and regulations of the jurisdictions in which the Company operates.

### DIRECTORS

The Directors of the Company who held office during the year and up to the date of this report were:

#### Executive Directors

Mr. Xu Zhigang (appointed on 25 June, 2015)

Mr. Han Jun

Mr. Yeung Yiu Bong, Anthony (appointed on 26 February, 2016)

Ms. Ding Pingying (appointed on 25 June, 2015 and resigned on 26 February, 2016)

Mr. Yip Heon Keung (redesignated to Non-executive Directors with effect from 17 July, 2015)

Mr. Yip Heon Ping (resigned on 17 July, 2015)

### 與利益相關人士的溝通 (續)

#### 政府／社區

我們意識到向本地社區貢獻之重要性，以及鼓勵我們員工與本地及全國慈善團隊、學校及其他機構建立緊密關係，以助建立經濟上有更強可持續性之本地環境。本公司竭力遵守本公司業務所在司法權區之法律與規例。

#### 董事

於年內及截至本報告日期本公司在職董事如下：

#### 執行董事

徐志剛先生（於二零一五年六月二十五日獲委任）

韓軍先生

楊耀邦先生（於二零一六年二月二十六日獲委任）

丁萍英女士（於二零一五年六月二十五日獲委任及於二零一六年二月二十六日辭任）

葉向強先生（於二零一五年七月十七日調任為非執行董事）

葉向平先生（於二零一五年七月十七日辭任）

# Report of the Directors

## 董事會報告

### DIRECTORS (continued)

#### Non-executive Directors

Mr. Chen Weixi (appointed on 25 June, 2015)

Mr. Yip Heon Keung (redesignated from Executive Director with effect from 17 July, 2015)

Mr. Song Xuxi (appointed on 1 June, 2016)

Ms. Li Luyi (resigned on 17 July, 2015)

#### Independent Non-executive Directors

Mr. Lam Kwok Cheong (appointed on 25 June, 2015)

Mr. Xu Xiaoping (appointed on 25 June, 2015)

Mr. Poon Yan Wai (appointed on 8 October, 2015)

Ms. Wong Chi Yan (appointed on 25 June, 2015 and resigned 8 October, 2015)

Mr. Tam Chun Wan (resigned on 17 July, 2015)

Ms. Tse Yuet Ling, Justine (resigned on 17 July, 2015)

Ms. Lai May Lun (resigned on 17 July, 2015)

In accordance with article 108 of the Articles of Association, Mr. Han Jun, Mr. Yip Heon Keung and Mr. Xu Zhigang will retire by rotation and, being eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company (the "AGM").

Pursuant to article 112 of the Articles of Association, Mr. Poon Yan Wai, Mr. Yeung Yiu Bong Anthony and Mr. Song Xuxi will hold office until the next AGM and, being eligible, to offer themselves for re-election at the AGM.

### 董事 (續)

#### 非執行董事

陳煒熙先生 (於二零一五年六月二十五日獲委任)

葉向強先生 (於二零一五年七月十七日從執行董事調任)

宋旭曦先生 (於二零一六年六月一日獲委任)

李魯一女女士 (於二零一五年七月十七日辭任)

#### 獨立非執行董事

林國昌先生 (於二零一五年六月二十五日獲委任)

徐小平先生 (於二零一五年六月二十五日獲委任)

潘仁偉先生 (於二零一五年十月八日獲委任)

黃志恩女士 (於二零一五年六月二十五日獲委任及於二零一五年十月八日辭任)

譚振寰先生 (於二零一五年七月十七日辭任)

謝月玲女士 (於二零一五年七月十七日辭任)

黎美倫女士 (於二零一五年七月十七日辭任)

按照組織章程細則第 108 條，韓軍先生、葉向強先生及徐志剛先生將輪席告退，惟彼等符合資格於即將舉行之本公司股東週年大會（「股東週年大會」）上膺選連任。

根據組織章程細則第 112 條，潘仁偉先生、楊耀邦先生及宋旭曦先生將任職直至下屆股東週年大會，且符合資格於股東週年大會上膺選連任。

### INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATIONS OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of its independent non-executive Directors to be independent.

### DIRECTORS' SERVICE CONTRACTS

Mr. Xu Zhigang, an executive Director, entered into a Director's service contract with the Company for a term of two years commencing from 25 June, 2015 to 24 June, 2017, subject to retirement by rotation and reelection at the general meeting in accordance with the Articles of Association.

Mr. Yeung Yiu Bong, Anthony, an executive Director, entered into a Director's service contract with the Company commencing from 26 February, 2016 and expiring on termination agreed by either party, subject to termination by either party giving not less than three months' notice in writing to the other party, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

Mr. Han Jun, an executive director, entered into a Director's service contract with the Company for a term of one year, commencing from 25 June, 2015 to 24 June 2016, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

Mr. Yip Heon Keung, redesignated from an executive Director to a non-executive Director in 17 July, 2015, was appointed by a letter of appointment for a term of one year commencing from 17 July 2015 to 16 July 2016, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

### 獨立非執行董事確認彼等之獨立性

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條所發出之年度獨立確認函。本公司認為所有獨立非執行董事均屬獨立。

### 董事之服務合約

執行董事徐志剛先生已與本公司訂立一份董事服務合約，由二零一五年六月二十五日起至二零一七年六月二十四日止，為期二年，惟須按照組織章程細則於股東大會上輪席告退及重選連任。

執行董事楊耀邦先生已與本公司訂立一份董事服務合約，由二零一六年二月二十六日起生效至約滿雙方同意，惟任何一方可向另一方發出不少於三個月書面通知終止服務合約，惟須按照組織章程細則於股東大會上輪席告退及重選連任。

執行董事韓軍先生已與本公司訂立一份董事服務合約，由二零一五年六月二十五日起至二零一六年六月二十四日止，為期一年，惟須按照組織章程細則於股東大會上輪席告退及重選連任。

葉向強先生於二零一五年七月十七日由執行董事調任為非執行董事，已由委任函件委任，由二零一五年七月十七日起至二零一六年七月十六日止，為期一年，惟須按照組織章程細則於股東大會上輪席告退及重選連任。



# Report of the Directors

## 董事會報告

### DIRECTORS' SERVICE CONTRACTS

(continued)

Mr. Chen Weixi, a non-executive Director, was appointed by a letter of appointment for a term of one year commencing from 25 June 2015 to 24 June 2017, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

Mr. Song Xuxi, a non-executive director, enacted into a Director's service contract with the Company for a term of one year, commencing from 1 June 2016 to 31 May 2017, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

The term of appointment of each of the independent non-executive Directors under their respective letter of appointment made with the Company is set out below and is subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association:

Name	Term
Mr. Lam Kwok Cheong	Two years commencing from 25 June 2015
Mr. Xu Xiaoping	Two years commencing from 25 June 2015
Mr. Poon Yan Wai	One year commencing from 8 October 2015

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' REMUNERATION

The Board are authorised by the Shareholders in general meeting to fix the Directors' remuneration. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance, the results of the Group as well as the prevailing market conditions.

### 董事之服務合約 (續)

非執行董事陳煒熙先生已由委任函件委任，由二零一五年六月二十五日起至二零一六年六月二十四日止，為期一年，惟須按照組織章程細則於股東大會上輪席告退及重選連任。

非執行董事宋旭曦先生已與本公司訂立一份董事服務合約，由二零一六年六月一日起至二零一七年五月三十一日止，為期一年，惟須按照組織章程細則於股東大會上輪席告退及重選連任。

各獨立非執行董事已分別根據各自與本公司訂立之委任函件之委任年期如下，並須按照組織章程細則於股東大會上輪席告退及重選連任：

姓名	任期
林國昌先生	二零一五年六月二十五日起 (二年期)
徐小平先生	二零一五年六月二十五日起 (二年期)
潘仁偉先生	二零一五年十月八日起 (一年期)

擬於即將舉行之股東週年大會上膺選連任之董事與本公司概無訂立本公司不可於一年內免付賠償 (法定賠償除外) 而予以終止之服務合約。

### 董事酬金

董事會獲股東於股東大會上授權釐定董事酬金。其他酬金由董事會經參考董事之職務、責任及表現、本集團業績以及現行市況後釐定。

### RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in notes 12 and 38 to the consolidated financial statements, respectively.

The Directors confirmed that during the year under review, the Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

### DIRECTORS' INTERESTS IN CONTRACTS

None of the Directors had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### MANAGEMENT CONTRACTS

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

### SHARE OPTION SCHEMES

The Company adopts and administers a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the Shareholders on 7 March 2000 (the "2000 Scheme"), and was terminated and replaced by a share option scheme approved by the Shareholders on 9 April 2002 (the "2002 Scheme"). The 2002 Scheme was terminated and replaced by a new share option scheme approved by the Shareholders on 5 August 2011 (the "New Scheme"). The options granted under the 2000 Scheme, which were not exercised or terminated or expired previously, became expired on 21 August 2011. Further details of the 2002 Scheme and the New Scheme are disclosed in note 32 to the consolidated financial statements.

### 有關連人士交易

本集團有關連人士交易之詳情分別載於綜合財務報表附註 12 及 38。

董事確認，於回顧年度內，本公司已遵守創業板上市規則第 20 章之披露規定。

### 董事之合約權益

年內，董事概無於任何與本公司或其任何附屬公司訂立，且對本集團之業務而言屬重大之合約中擁有直接或間接重大實益權益。

### 管理合約

年內並無訂立或訂有有關管理及經營本集團整體或任何重大部分業務之合約。

### 購股權計劃

本公司採納及管理目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。股東於二零零零年三月七日批准之本公司原有購股權計劃（「二零零零年計劃」）已終止，並被股東於二零零二年四月九日批准之一項購股權計劃（「二零零二年計劃」）取代。二零零二年計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「新計劃」）取代。根據二零零零年計劃授出但於過往未獲行使或終止或屆滿之購股權已於二零一一年八月二十一日屆滿。二零零二年計劃及新計劃之進一步詳情於綜合財務報表附註 32 內披露。

# Report of the Directors

## 董事會報告

### SHARE OPTION SCHEMES (continued)

The following tables disclose movements in the Company's share options outstanding during the year:

#### 2002 Scheme

Name or category of participant	Number of share options***				At 31 March 2016	Date of share options granted*	Exercise period of share options granted	Exercise price of share options granted**
	At 1 April 2015	Transferred during the period	Exercised during the period	Lapsed during the period				
參與者名稱或類別	於二零一五年四月一日	期內轉撥	期內行使	期內失效	於二零一六年三月三十一日	購股權授出日期*	授出購股權之行使期限	授出購股權之行使價**
								HK\$ per share 港元(每股)
<b>Director</b>								
<b>董事</b>								
N/A 不適用	N/A 不適用	—	—	—	N/A 不適用			
<b>Other employees of the Group</b>								
<b>本集團其他僱員</b>								
In aggregate 合計	200,000	—	(200,000)	—	—	3 April 2008 二零零八年四月三日	3 April 2008 to 2 April 2018 二零零八年四月三日至 二零一八年四月二日	0.410
In aggregate 合計	200,000	—	(200,000)	—	—	3 June 2008 二零零八年六月三日	3 June 2008 to 2 June 2018 二零零八年六月三日至 二零一八年六月二日	0.417
	400,000	—	(400,000)	—	—			

### 購股權計劃 (續)

下表披露本年度本公司尚未行使購股權之變動情況：

#### 二零零二年計劃

# Report of the Directors

## 董事會報告

### SHARE OPTION SCHEMES (continued)

### 購股權計劃 (續)

#### New Scheme

#### 新計劃

Name or category of participant 參與者 名稱或類別	Number of share options*** 購股權數目***				At 31 March 2016 於二零一六年 三月三十一日	Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權 之行使價** HK\$ per share 港元 (每股)
	At 1 April 2015 於二零一五年 四月一日	Transferred during the period 期內轉撥	Exercised during the period 期內行使	Lapsed during the period 期內失效				
<b>Directors</b> 董事								
Mr. Yip Heon Keung 葉向強先生	1,400,000	—	(700,000)	—	700,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二三年 十二月四日	0.165
*Mr. Yip Heon Ping *葉向平先生	1,400,000	(700,000)	(700,000)	—	—	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二三年 十二月四日	0.165
	2,800,000	(700,000)	(1,400,000)	—	700,000			
<b>Other employees of the Group</b> 本集團 其他僱員								
In aggregate 合計	50,000	—	(37,500)	(12,500)	—	27 March 2013 二零一三年 三月二十七日	27 March 2013 to 26 March 2023 二零一三年 三月二十七日 二零二三年 三月二十六日	0.162
In aggregate 合計	2,600,000	700,000	(1,300,000)	—	2,000,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二三年 十二月四日	0.165
	5,450,000	—	(2,737,500)	(12,500)	2,700,000			

### SHARE OPTION SCHEMES (continued)

#### New Scheme (continued)

- \* The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.
- \*\* The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- \*\*\* There were no share options cancelled during the period.
- # Mr. Yip Heon Ping has ceased to be a Director of the Company since 17 July 2015 but he is still entitled to his share options to subscribe for 700,000 shares of the Company in his capacity as an employee of the Group.

As at 31 March, 2016, the Company had outstanding options to subscribe for up to 2,700,000 shares under the New Scheme.

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

As at 31 March 2016, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

### 購股權計劃 (續)

#### 新計劃 (續)

- \* 購股權之接納時間為自購股權要約日期起計21日內。根據各購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干不同之歸屬期所規限。
- \*\* 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。
- \*\*\* 期內並無購股權獲註銷。
- # 葉向平先生自二零一五年七月十七日起已不再為本公司董事，但彼仍可以本集團之僱員身份享有可認購本公司700,000股股份之購股權。

於二零一六年三月三十一日，本公司根據新計劃有可認購最多2,700,000股股份之尚未行使購股權。

### 董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一六年三月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

# Report of the Directors

## 董事會報告

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

(continued)

### 董事及主要行政人員於股份及相關股份之權益及淡倉

(續)

#### Long positions in the ordinary shares of the Company

#### 於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital
				Note (3) 佔本公司 已發行股本 百分比 附註(3)
Mr. Yip Heon Keung 葉向強先生	(1)	Personal Interest 個人權益	6,300,000	0.58%
Mr. Chen Weixi 陳煒熙先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	294,276,619	26.87%

Notes:

附註：

- (1) Mr. Yip Heon Keung is personally interested in 6,300,000 shares of the Company.
- (2) 294,276,619 shares of the Company are held by Dynamic Peak and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang, the chairman of the Company. By virtue of the SFO, Mr. Chen Weixi is deemed to be interested in 294,276,619 shares of the Company held by Dynamic Peak.
- (3) Based on 1,095,360,500 shares of the Company in issue as at 31 March, 2016.

- (1) 葉向強先生個人擁有本公司6,300,000股股份之權益。
- (2) Dynamic Peak持有294,276,619股本公司股份及其全部已發行股本由陳煒熙先生持有80%及由本公司主席徐志剛先生持有餘下20%。根據證券及期貨條例，陳煒熙先生被視為於Dynamic Peak持有之294,276,619股本公司股份中擁有權益。
- (3) 根據於二零一六年三月三十一日已發行之1,095,360,500股本公司股份計算。

Save as disclosed above, as at 31 March, 2016, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零一六年三月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

# Report of the Directors

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Schemes" and "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or nor was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 March, 2016, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long positions in the ordinary shares or underlying shares of the Company

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital Note (4) 佔本公司 已發行股本 百分比 附註(4)
Dynamic Peak Limited	(1)	Beneficially owned 實益擁有	294,276,619	26.87%
Right Advance Management Limited	(2)	Beneficially owned 實益擁有	111,000,000	10.13%
Ms. Wang Li Mei 王立梅女士	(2)	Interest of a controlled corporation 一間受控制公司之權益	111,000,000	10.13%
Mr. Wang Leilei 王雷雷先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	111,000,000	10.13%

### 董事購買股份或債券之權利

除上文「購股權計劃」及「董事及主要行政人員於股份及相關股份之權益及淡倉」兩節所披露者外，於年內任何時間概無向任何董事、彼等各自配偶或未成年子女授出藉收購本公司之股份或債券而獲益之權利，彼等亦概無行使任何此等權利；本公司或其任何附屬公司亦概無訂立可使董事從任何其他法人團體獲得該等權利之任何安排。

### 主要股東之權益及淡倉

於二零一六年三月三十一日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

#### 於本公司普通股或相關股份之好倉

Percentage of the  
Company's issued  
share capital  
Note (4)  
佔本公司  
已發行股本  
百分比  
附註(4)

### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (continued)

#### Long positions in the ordinary shares or underlying shares of the Company (continued)

Notes:

- (1) Dynamic Peak is a company incorporated in the British Virgin Islands and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang. Both of them are the Directors.
- (2) Right Advance Management Limited ("Right Advance") is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.

Save as disclosed above, as at 31 March 2016, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or the controlling Shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the year.

### 主要股東之權益及淡倉 (續)

#### 於本公司普通股或相關股份之好倉 (續)

附註：

- (1) Dynamic Peak 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由陳煒熙先生持有 80% 及由徐志剛先生持有餘下 20%。陳先生及徐先生均為董事。
- (2) Right Advance Management Limited (「Right Advance」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊，而王雷雷先生則最終擁有該等股份。王立梅女士為 Right Advance 之唯一董事。

除上文披露者外，於二零一六年三月三十一日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等於本公司股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及第 3 分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第 336 條須備存之登記冊內之權益或淡倉。

### 董事於競爭性業務之權益

年內，各董事或本公司之控股股東或彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。



### EMOLUMENT POLICY

The emolument policy of the employees of the Group is formulated by the remuneration committee of the Company (“Remuneration Committee”) on the basis of their performance, qualifications and competence. As incentives for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors and non-executive Directors) may also be granted share options by the Company from time to time pursuant to the share option scheme.

The emoluments of the Directors are either determined by the Remuneration Committee or recommended to the Board, having regard to the Group’s operating results, individual performance and comparable market remuneration packages for executive and non-executive directors of listed issuers in Hong Kong.

### AUDIT COMMITTEE

The Company established an audit committee (“Audit Committee”) on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the Corporate Governance Code (the “CG Code”).

The primary duties of the Audit Committee include review and supervision of the Group’s financial reporting system and risk management and internal control procedures, review of the Group’s financial information and review of the Group’s relationship with its auditors.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Poon Yan Wai (Chairman of the Audit Committee), Mr. Xu Xiaoping, Mr. Lam Kwok Cheong, and one non-executive Director, namely Mr. Chen Weixi.

The Group’s audited financial statements for the year ended 31 March 2016 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

### 酬金政策

本公司之薪酬委員會（「薪酬委員會」）基於僱員之表現、資歷及能力制定本集團僱員之酬金政策。本集團僱員及所有董事（包括獨立非執行董事及非執行董事）亦可獲本公司根據購股權計劃不時授予購股權以作為彼等對本集團所作貢獻之獎勵。

薪酬委員會根據本集團之營運業績、個人表現及香港上市發行人執行董事及非執行董事可比較市場薪酬福利釐定董事之酬金或向董事會提供建議。

### 審核委員會

本公司已於二零零零年三月七日成立審核委員會（「審核委員會」），並已根據企業管治守則（「企業管治守則」）所載之條文制訂及不時修訂其書面職權範圍。

審核委員會之主要職責包括審閱及監察本集團之財務申報制度及風險管理及內部控制程序、審閱本集團之財務資料及檢討本集團與其核數師之關係。

審核委員會由三名獨立非執行董事潘仁偉先生（審核委員會主席）、徐小平先生、林國昌先生及一名非執行董事陳煒熙先生組成。

本集團截至二零一六年三月三十一日止年度之經審核財務報表已經由審核委員會審閱。審核委員會認為該等報表符合適用之會計準則、創業板上市規則與法定要求，並已作出充分披露。

### CORPORATE GOVERNANCE CODE

The Directors considered that the Company has complied with all the code provisions set out in the CG Code as contained in Appendix 15 to the GEM Listing Rules throughout the year under review. Save for the deviation disclosed for i) the roles of the Chairman and Chief Executive Officer under the CG Code provision A.2.1. ii) all non-executive director should attend general meetings under the CG Code provision A.6.7, and iii) management should provide sufficient information and monthly updates to the board under CG code provision C.1.1 and C.1.2.

### SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, the Company has maintained the prescribed public float under the GEM Listing Rules based on the information that is publicly available to the Company and within the knowledge of the Directors.

### AUDITORS

The accounts for the year were audited by HLB Hodgson Impey Cheng Limited (“HLB”) whose term of office will expire upon the forthcoming AGM. A resolution will be submitted to the forthcoming AGM to re-appoint HLB as auditors of the Group.

On behalf of the Board

**Xu Zhigang**  
*Chairman*

Hong Kong  
27 June 2016

### 企業管治守則

於整個回顧年度內，董事認為本公司一直遵守創業板上市規則附錄十五所載之企業管治守則之所有守則條文。惟以下各條披露之偏離除外：i) 根據企業管治守則條文第A.2.1條規定，主席與行政總裁的角色；ii) 根據企業管治守則條文第A.6.7條規定，所有非執行董事應參與股東大會；及iii) 根據企業管治守則條文第C.1.1條及第C.1.2條規定，管理層應向董事會提供充分資料及每月更新資料。

### 足夠公眾持股量

截至本年報日期，根據本公司可公開獲得之資料及按董事所知，本公司一直維持創業板上市規則所規定之公眾持股量。

### 核數師

本年度之賬目由國衛會計師事務所有限公司（「國衛」）審核，其任期將於應屆股東週年大會屆滿。有關重新委任國衛為本集團核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

主席  
**徐志剛**

香港  
二零一六年六月二十七日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance with a view to assuring the conduct of management of the Company as well as protecting the interests of all Shareholders. The good corporate governance principles adopted by the Company emphasise a quality board for leading and controlling of the Company, effective internal controls, transparency and accountability to all Shareholders.

The Company's code of corporate governance practices was adopted with reference to the CG Code and Corporate Governance Report ("CG Report") as contained in Appendix 15 to the GEM Listing Rules.

The Company has complied with all the code provisions set out in the CG Code throughout the year under review, save for the deviation disclosed below of CG Code provisions A.2.1, A.6.7, C.1.1 and C.1.2.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2016.

### 企業管治常規

本公司致力維持高水平企業管治，以期確保本公司管理層之操守及保障全體股東之利益。本公司採納之良好企業管治原則著重高質素董事會對本公司之領導及監控、進行有效之內部監控、保持透明度及向全體股東問責。

本公司之企業管治常規守則乃經參考創業板上市規則附錄十五所載企業管治守則及企業管治報告（「企業管治報告」）後採納。

於回顧年度內，本公司一直遵守企業管治守則所載之所有守則條文，惟如下文披露根據企業管治守則條文第A.2.1條、第A.6.7條、第C.1.1條及第C.1.2條有所偏離除外。

### 董事進行證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一六年三月三十一日止年度已遵守交易必守標準及董事進行證券交易之行為守則。

### BOARD OF DIRECTORS

#### Composition

During the year under review, Mr. Xu Zhigang was appointed as an executive director on 25 June, 2015. Mr. Yeung Yiu Bong, Anthony was appointed as an executive director on 26 February, 2016. Mr. Yip Heon Keung was redesignated from an executive director to a non-executive director on 17 July, 2015. Ms. Ding Pingying was appointed as an executive director on 25 June, 2015 and resigned on 26 February, 2016. Mr. Yip Heon Ping resigned as an executive director on 17 July, 2015.

Mr. Chen Weixi was appointed as a non-executive director on 25 June, 2015. Mr. Song Xuxi was appointed as a non-executive director on 1 June, 2016. Ms. Li Luyi was resigned as a non-executive director on 17 July, 2015.

In addition, Mr. Lam Kwok Cheong and Mr. Xu Xiaoping were appointed as independent non-executive directors on 25 June, 2015. Mr. Poon Yan Wai was appointed as independent non-executive director on 8 October, 2015, and Ms. Wong Chi Yan was appointed as an independent non-executive director on 25 June 2015 and resigned on 8 October, 2015.

As at the date of this annual report, the Board comprises three executive Directors, three non-executive Directors and three independent non-executive Directors. All Directors gave sufficient time and attention to the affairs of the Company for the year ended 31 March 2016. Each executive Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. In full compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company had in place three independent non-executive Directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. They provided the Company with diversified industry expertise, advised the management on strategic development and assumed that the Board maintains high standard of compliance with financial and other mandatory reporting requirements as well as provide adequate checks and balances to safeguard the interests of shareholders and the Company as a whole.

### 董事會

#### 組成

於回顧年度內，徐志剛先生於二零一五年六月二十五日獲委任為執行董事，楊耀邦先生於二零一六年二月二十六日獲委任為執行董事，葉向強先生於二零一五年七月十七日由執行董事調任為非執行董事，丁萍英女士於二零一五年六月二十五日獲委任為執行董事，並於二零一六年二月二十六日辭任。葉向平先生於二零一五年七月十七日辭任執行董事。

陳煒熙先生於二零一五年六月二十五日獲委任為非執行董事，宋旭曦先生於二零一六年六月一日獲任為非執行董事，李魯一女士於二零一五年七月十七日辭任非執行董事。

此外，林國昌先生及徐小平先生於二零一五年六月二十五日獲委任為獨立非執行董事，潘仁偉先生於二零一五年十月八日獲委任為獨立非執行董事，及黃志恩女士於二零一五年六月二十五日獲委任為獨立非執行董事，並於二零一五年十月八日辭任。

於本年報日期，董事會包括三名執行董事、三名非執行董事及三名獨立非執行董事。於截至二零一六年三月三十一日止年度內，所有董事均已對本公司事務投入充足之時間及精力。各執行董事均擁有擔任該職位之充分經驗，能夠有效及高效地履行其職責。為全面遵守創業板上市規則第5.05(1)及(2)條，本公司已委任三名獨立非執行董事，其中最少一位具備適當專業資格或會計或相關財務管理專長。該等董事具有多元化之業務專長，並以此向本公司管理層就策略性發展提供意見，並確保董事會根據財務及其他強制性申報規定維持高標準，以及採取適當制衡措施以維護股東及本公司之整體利益。

### BOARD OF DIRECTORS (continued)

#### Composition (continued)

The Board as at 31 March 2016 comprised:

#### Executive Directors

- Mr. Xu Zhigang (*Chairman*)  
(appointed on 25 June, 2015)
- Mr. Han Jun
- Mr. Yeung Yiu Bong, Anthony  
(appointed on 26 February, 2016)

#### Non-executive Directors

- Mr. Chen Weixi  
(appointed on 25 June, 2015)
- Mr. Yip Heon Keung  
(redesignated from Executive Director on 17 July, 2015)

#### Independent non-executive Directors

- Mr. Poon Yan Wai  
(appointed on 8 October, 2015)
- Mr. Xu Xiaoping  
(appointed on 25 June, 2015)
- Mr. Lam Kwok Cheong  
(appointed on 25 June, 2015)

The names, biographical details of the Directors and the relationships among them are set out in the “Directors and Senior Management” section of this annual report.

An updated list of the Directors identifying their roles and functions from time to time is posted on the website of the Exchange and the Company's website from time to time.

#### Chairman and the Chief Executive Officer

Under the CG Code provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing.

### 董事會 (續)

#### 組成 (續)

於二零一六年三月三十一日，董事會由以下董事組成：

#### 執行董事

- 徐志剛先生 (*主席*)  
(於二零一五年六月二十五日獲委任)
- 韓軍先生
- 楊耀邦先生  
(於二零一六年二月二十六日獲委任)

#### 非執行董事

- 陳煒熙先生  
(於二零一五年六月二十五日獲委任)
- 葉向強先生  
(於二零一五年七月十七日從執行董事調任)

#### 獨立非執行董事

- 潘仁偉先生  
(於二零一五年十月八日獲委任)
- 徐小平先生  
(於二零一五年六月二十五日獲委任)
- 林國昌先生  
(於二零一五年六月二十五日獲委任)

各董事之姓名、履歷詳情及彼等間之關係載於本年報「董事及高級管理層」一節。

識別董事角色及職能之不時已更新董事名單不時刊登於聯交所網址及本公司網址。

#### 主席及首席執行官

根據企業管治守則條文第A.2.1條，主席與首席執行官之角色應有區分，且不應由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。

### BOARD OF DIRECTORS (continued)

#### Chairman and the Chief Executive Officer (continued)

During the year under review, the Company has not appointed Chief Executive Officer. The Chairman, Mr. Xu Zhigang, was responsible for ensuring that the Board functions effectively and smoothly. In doing so, the Chairman ensured that good corporate governance practices were adhered to and proper procedures were established and followed, and that all Directors were properly briefed and received all relevant information prior to each Board meeting. The Chairman was also responsible for overseeing the implementation of corporate strategies of the Group. The Board considers that the current arrangement is adequate in view of the size and complexity of the Group's operations. The Board will, nonetheless, review the business growth of the Group and locate suitable candidate to fill the vacancy of the chief executive officer when considered essential and will continue setting out a clear division of responsibilities at the board level and the day-to-day management team to ensure a proper balance of power and authority within the Company.

#### Board Meetings

The Board meets in person or through electronic means of communication at least four times every year. Notice of at least 14 days for all Board meetings were given to all Directors, who were all given an opportunity to include matters in the agenda for discussion. The company secretary of the Company ("Company Secretary") assists the Chairman in preparing the agenda for each meeting, and ensures that all applicable rules and regulations regarding the meetings are observed. The finalised agenda and accompanying Board papers are then sent to all Directors prior to each meeting.

### 董事會 (續)

#### 主席及首席執行官 (續)

於回顧年度內，本公司並無委任首席執行官，主席徐志剛先生負責確保董事會有效及順利地履行職責。於履行責任時，主席確保秉承良好企業管治常規，並建立及遵守適當程序，而所有董事在各董事會會議前均得到適當知會及獲得一切相關資料。同時，主席亦負責監察本集團企業策略之實施。鑒於本集團業務之規模及複雜性，董事會認為現時之安排屬充足。然而，董事會將檢討本集團之業務增長，於必要時物色合適人選填補首席執行官之空缺，並將繼續確立董事會層面及日常管理團隊之明確職責劃分，確保本公司內部權力與職權之適當平衡。

#### 董事會會議

董事會以親身出席方式或電子通訊方式每年至少召開四次會議。所有董事會會議均會向全體董事發出至少14日通知，各董事均有機會在會議議程內列入討論事宜。本公司之公司秘書（「公司秘書」）協助主席編排各會議議程，並確保有關會議之所有適用規則及規定均已獲得遵守。最終確定之議程及隨附之董事會文件隨後將在各會議召開前送交全體董事。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (continued)

#### Board Meetings (continued)

For the year ended 31 March 2016, the individual attendance record of each Director is as follows:

### 董事會 (續)

#### 董事會會議 (續)

截至二零一六年三月三十一日止年度，各董事各自出席會議之記錄如下：

Directors	董事	Attendance 出席次數
<b>Executive Directors</b>		
Mr. Xu Zhigang ( <i>Chairman</i> ) (appointed on 25 June, 2015)	徐志剛 ( <i>主席</i> ) (於二零一五年六月二十五日獲委任)	21/21
Mr. Han Jun	韓軍先生	17/28
Mr. Yeung Yiu Bong, Anthony (appointed on 26 February, 2016)	楊耀邦先生 (於二零一六年二月二十六日獲委任)	1/2
Ms. Ding Pingying (appointed on 25 June, 2015 and resigned on 26 February 2016)	丁萍英女士 (於二零一五年六月二十五日 獲委任及於二零一六年二月二十六日辭任)	14/19
Mr. Yip Heon Ping (resigned on 17 July, 2015)	葉向平先生 (於二零一五年七月十七日辭任)	5/7
<b>Non-executive Directors</b>		
Mr. Chen Weixi (appointed on 25 June, 2015)	陳煒熙先生 (於二零一五年六月二十五日獲委任)	7/21
Mr. Yip Heon Keung (redesignated from an executive Director with effect from 17 July, 2015)	葉向強先生 (於二零一五年 七月十七日從執行董事調任)	20/28
Mr. Song Xuxi (appointed on 1 June, 2016)	宋旭曦先生 (於二零一六年六月一日獲委任)	N/A 不適用
Ms. Li Luyi (resigned on 17 July, 2015)	李魯一女士 (於二零一五年七月十七日辭任)	0/7
<b>Independent non-executive Directors</b>		
Mr. Lam Kwok Cheong (appointed on 25 June, 2015)	林國昌先生 (於二零一五年六月二十五日獲委任)	17/21
Mr. Xu Xiaoping (appointed on 25 June, 2015)	徐小平先生 (於二零一五年六月二十五日獲委任)	18/21
Mr. Poon Yan Wai (appointed on 8 October, 2015)	潘仁偉先生 (於二零一五年十月八日獲委任)	10/12
Ms. Wong Chi Yan (appointed on 25 June, 2015 and resigned on 8 October 2015)	黃志恩女士 (於二零一五年六月二十五日獲委任 及於二零一五年十月八日辭任)	5/9
Mr. Tam Chun Wan (resigned on 17 July, 2015)	譚振寰先生 (於二零一五年七月十七日辭任)	4/7
Ms. Tse Yuet Ling, Justine (resigned on 17 July, 2015)	謝月玲女士 (於二零一五年七月十七日辭任)	4/7
Ms. Lai May Lun (resigned on 17 July, 2015)	黎美倫女士 (於二零一五年七月十七日辭任)	4/7

The Board held four regular meetings for the year ended 31 March 2016. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Company, monitored financial performances and discussed the annual and interim results, set annual budgets, as well as discussed and decided on other significant matters.

於截至二零一六年三月三十一日止年度，董事會定期召開四次會議。在董事會定期召開之會議上，董事討論並制定了本公司之整體策略，對財務表現進行了監控，並討論了年度及中期業績，同時亦提出年度預算方案，以及就其他重大事項進行商討並作出決定。

### BOARD OF DIRECTORS (continued)

#### Board Meetings (continued)

Apart from the regular Board meetings of the year, the Board met on other occasions when a board-level decision on a particular matter was required. The Directors would receive the agenda and documents to be tabled for consideration in advance of each Board meeting.

The Company Secretary recorded the proceedings of each Board meeting in details by keeping detailed minutes, including all decisions made by the Board together with concerns raised and dissenting views expressed (if any). Draft Board minutes were circulated to all Directors for comments and approval as soon as practicable after the meeting. All minutes are open for inspection by the Directors at any reasonable time on their request. All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner.

During the Year, the Company provides regular updates on the business performance of the Group to the Directors, so as to ensure that they had appropriate understanding of the Group's business and of their duties and responsibilities under the GEM Listing Rules and the relevant statutory and regulatory requirements.

GC Code provision C.1.1 provides management should provide sufficient explanation and information to the board to enable it to make an informed assessment of financial and other information put before it for approval. CG Code provision C.1.2 provides that management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under rule 5.01 and Chapter 17. The Board has been unable to access the complete sets of book and records together with the supporting documents of the De-Consolidated Subsidiaries for the period from 1 January 2016 to 31 March 2016 due to the lack of cooperation by the management of the De-Consolidated Subsidiaries. Following the De-Consolidation, the Company can continue to provide the complete set of monthly update to the Board.

### 董事會 (續)

#### 董事會會議 (續)

除本年度定期召開之董事會會議外，董事會亦在其需要就某特定事項作出決定時不定期召開會議。董事將於各董事會會議召開前接獲將提呈供彼等省覽之議程及文件。

公司秘書詳細記錄各董事會會議程序，並保留詳細之會議記錄，包括董事會作出之所有決定，以及提出之問題及表達之反對意見（如有）。董事會會議記錄草稿在會議結束後於可行情況下盡快發送予全體董事，以供彼等提出意見及給予批准。所有會議記錄均可應董事要求在任何合理時間供各董事查閱。由於主席確保管理層將及時向董事會及其委員會提供一切相關資料，因此所有董事於任何時間均可查閱有關及最新資料。

於本年度，本公司向董事提供本集團業務表現的定期更新，以確保彼等適當理解本集團業務，以及其根據創業板上市規則及相關法定及監管規定項下的職責與責任。

企業管治守則條文第C.1.1條規定，管理層應向董事會提供充分的解釋及資料，讓董事會可以就向其提交供批准之財務及其他資料，作出有根據之評估。企業管治守則條文第C.1.2條規定，管理層應每月向董事會全體成員提供更新資料，載列有關發行人之表現、狀況及前景的公正及易於理解的評估，內容足以讓董事會整體及每名董事履行第5.01條及第17章所規定之職責。由於取消綜合入賬附屬公司之管理層缺乏合作，董事會未能取得取消綜合入賬附屬公司於二零一六年一月一日至二零一六年三月三十一日期間之完整賬簿及記錄以及證明文件。於取消綜合入賬後，本公司可繼續向董事會提供整套每月更新資料。



### BOARD OF DIRECTORS (continued)

#### Delegation by the Board

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management. The Board delegates day-to-day operations of the Group to executive Directors and senior management while reserving certain key matters for its approval. The Board is responsible for the approval and monitoring of the Company's overall strategies and policies, approval of business plans; evaluating the performance of the Company and overseeing its management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

Decisions of the Board are communicated to the management through executive Directors who have attended at Board meetings.

#### Directors' Work Commitments Outside the Group

Directors are required to disclose in a timely manner to the Company Secretary for any change, the number and nature of offices held in public companies or organisations and other significant commitments, and the identity of such public companies or organisations. Such information is disclosed in the "Directors and Senior Management" section of this annual report.

#### Directors' Training

The Company provides newly appointed Directors with briefings on the businesses of the Group and training materials on corporate governance, directors' duties and responsibilities and other matters under the GEM Listing Rules and other relevant rules and regulations.

Pursuant to code provision A.6.5 of the CG Code, which has come into effect from 1 April 2012, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the year under review, all Directors have participated in continuous professional development by attending in-house briefing, studying materials on the topics related to corporate governance and regulations and/or attending or participating in industry-specific seminars and conferences and provided a record of training to the Company.

### 董事會 (續)

#### 董事會權力之轉授

本公司已訂明董事會本身及授權管理層各自之職能及責任。董事會授權予執行董事及高級管理層負責本集團之日常營運，但保留對若干重大事宜作出審批之權利。董事會負責批准及監控本公司之整體策略及政策、審批業務計劃、評估本公司之表現及監察其管理層。董事會亦負責透過帶領及監管本公司之事務，促進本公司及其業務之成功。

董事會之決定將由出席董事會會議之執行董事轉達管理層。

#### 董事於本集團外之工作承擔

董事須及時向公司秘書披露其於公眾公司或組織任職之任何變動、數目及性質及其他重大承擔以及該等公眾公司或組織之身份。該等資料於本年報中「董事及高級管理層」一節披露。

#### 董事培訓

本公司向新獲委任董事提供本集團之業務簡報以及有關企業管治、董事職責及責任及創業板上市規則及其他有關規則及規例項下之其他事宜之培訓資料。

根據企業管治守則之守則條文第A.6.5條（自二零一二年四月一日起生效），所有董事均須參與持續專業發展以增長及更新其知識及技能。此為確保彼等對董事會之貢獻保持瞭解及與之相關。於回顧年度內，所有董事通過出席內部簡報、學習有關企業管治及規例專題之資料及／或出席或參與行業特定研討會及會議以參與持續專業發展並向本公司提供培訓記錄。

### BOARD OF DIRECTORS (continued)

#### Directors' Liability Insurance

The Company has arranged appropriate liability insurance to cover the Directors' risk exposure arising out of corporate activities. The insurance coverage is reviewed annually.

#### Term of Appointment and Re-election

Details of the terms of appointment of the Directors are disclosed in the section "Directors' Service Contracts" of the Report of the Directors in this annual report. All Directors are subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association.

Every newly appointed Director is provided with a package of orientation materials detailing the duties and responsibilities of Directors under the GEM Listing Rules, the Articles of Association, related ordinances and relevant regulatory requirements of Hong Kong.

Every Director is aware that, before accepting appointment as a Director, he/she must be able to give sufficient time and attention to the affairs of the Company.

Under the CG Code provision A.4.2, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

### 董事會 (續)

#### 董事責任保險

本公司已安排適當之責任保險，以保障董事因企業活動而可能承擔之風險。保險範圍須每年進行檢討。

#### 委任及重選條款

有關董事委任條款之詳情載於本年報董事會報告「董事之服務合約」一節。所有董事均須按照組織章程細則於股東大會上輪席告退及重選。

每名新獲委任之董事均會獲得一份入職指引，當中載有董事根據創業板上市規則、組織章程細則、香港相關條例及有關監管規定之職責及責任詳情。

各董事知悉，在接納委任為董事前，彼必須有能力對本公司事務投入充足之時間及精力。

根據企業管治守則條文第A.4.2條規定，所有為填補臨時空缺而獲委任之董事應在獲委任後之首屆股東大會上接受股東選舉，而每名董事（包括有指定任期之董事）應至少每三年輪席告退一次。

根據組織章程細則，在每屆股東週年大會上，當時佔三分之一人數之董事（或倘其人數並非三(3)或三(3)之倍數，則最接近但不少於三分之一之數目）須輪席告退，惟每位董事（包括有指定任期之董事）必須至少每三年輪值退任一次。任何獲董事會委任以填補臨時空缺之董事之任期將直至本公司下屆股東大會止，並符合資格於大會上重選連任，惟於釐定該大會上輪值退任之董事或董事數目時不得計算在內。

# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

The Company Secretary is responsible for facilitating the Board's process and communications among Board members and with the Shareholders and the management, and advising the Board and its committees on all corporate governance matters. She reports to the Chairman of the Board and/or the Chief Executive Officer and her selection, appointment or dismissal shall be a Board decision.

The Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable laws, rules and regulations are followed.

Ms. Lo Oi Ling resigned from the office of the Company Secretary with effect from 15 October 2015. Ms. Wu Weilan ("Ms. Wu") was appointed as the Company Secretary of the Company from an external secretarial services provider with effect from 15 October 2015 to fill the vacancy. Mr. Xu Zhigang, who is the Chairman of the Board, is the primary point of contact at the Company with the Company Secretary. In accordance with Rule 5.15 of the GEM Listing Rules, Ms. Wu has taken no less than 15 hours of the relevant professional training during the year under review.

### BOARD COMMITTEES

The Board has established three committees, namely the Remuneration Committee, the Nomination Committee and the Audit Committee for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the website of the Exchange and the Company's website.

The majority of the members of the Remuneration Committee and the Nomination Committee are independent non-executive Directors; which all members of the Audit Committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out below.

The Board committees are provided with sufficient resource to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### 公司秘書

公司秘書負責促進董事會之程序以及董事會成員及股東及管理層間之溝通，並就所有企業管治事宜向董事會及其委員會提出建議。彼向董事會主席及／或首席執行官報告工作，而彼之推選、委任或解聘應由董事會決定。

董事可獲取公司秘書之建議及服務，以確保遵守董事會程序及所有適用法律、法規及規例。

盧愛玲女士辭任公司秘書的職務，自二零一五年十月十五日起生效。吳瑋瀾女士（「吳女士」）自外部秘書服務供應商獲委聘為本公司的公司秘書以填補空缺，自二零一五年十月十五日起生效。董事會主席徐志剛先生為公司秘書於本公司的主要聯繫人。根據創業板上市規則第5.15條，吳女士於回顧年度內已參與不少於15小時有關專業培訓。

### 董事委員會

董事會已成立三個委員會，分別為薪酬委員會、提名委員會及審核委員會，以監察本公司事務之特定範疇。本公司之所有董事委員會均根據明確之書面職權範圍而成立。董事委員會之職權範圍登載於聯交所及本公司網站內。

薪酬委員會及提名委員會之多數成員為獨立非執行董事，而審核委員會所有成員均為獨立非執行董事，各董事委員會之主席及成員名單載於下文。

董事委員會獲提供充足資源以履行職務，並於提出合理要求時，可在適當情況下徵求獨立專業意見，費用由本公司支付。

### BOARD COMMITTEES (continued)

#### Remuneration Committee

In accordance with the CG Code, the Company established the Remuneration Committee on 17 June 2005 with written terms of reference. The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Xu Xiaoping (Chairman of the Remuneration Committee), Mr. Lam Kwok Cheong and one executive Director, Mr. Xu Zhigang.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee held three meetings during the year under review. The individual attendance record of each Remuneration Committee member is as follows:

### 董事委員會 (續)

#### 薪酬委員會

根據企業管治守則之規定，本公司已於二零零五年六月十七日成立薪酬委員會，並制訂其書面職權範圍。薪酬委員會由兩名獨立非執行董事徐小平先生（薪酬委員會主席）、林國昌先生以及一名執行董事徐志剛先生組成。

薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

薪酬委員會於回顧年度內共舉行三次會議。薪酬委員會各成員各自出席會議之記錄如下：

Members	成員	Attendance 出席次數
Mr. Xu Xiaoping (appointed as chairman on 17 July 2015)	徐小平先生（於二零一五年七月十七日獲委任為主席）	2/2
Mr. Xu Zhigang (appointed as member on 17 July 2015)	徐志剛先生（於二零一五年七月十七日獲委任為委員）	2/2
Mr. Lam Kwok Cheong (appointed as member On 17 July 2015)	林國昌先生（於二零一五年七月十七日獲委任為委員）	2/2
Mr. Tam Chun Wan (resigned as director on 17 July 2015)	譚振寰先生（於二零一五年七月十七日辭任董事）	1/1
Mr. Yip Heon Keung (ceased to be member on 17 July 2015)	葉向強先生（於二零一五年七月十七日退任委員）	1/1
Ms. Lai May Lun (resigned as director on 17 July 2015)	黎美倫女士（於二零一五年七月十七日辭任董事）	1/1

### BOARD COMMITTEES (continued)

#### Nomination Committee

In accordance with the CG Code, the Company established the Nomination Committee on 29 March 2012 with written terms of reference. The Nomination Committee comprises one executive Director, namely Mr. Xu Zhigang (Chairman of the Nomination Committee) and two independent non-executive Directors, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee held two meetings during the year under review. The individual attendance record of each Nomination Committee member is as follows:

### 董事委員會 (續)

#### 提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會，並制定其書面職權範圍。提名委員會由一名執行董事徐志剛先生（提名委員會主席）及兩名獨立非執行董事徐小平先生及林國昌先生組成。

提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會於回顧年度內共舉行兩次會議。提名委員會各成員各自出席會議之記錄如下：

Members	成員	Attendance 出席次數
Mr. Xu Zhigang (appointed as chairman on 17 July 2015)	徐志剛先生（於二零一五年七月十七日獲委任為主席）	1/1
Mr. Xu Xiaoping (appointed as member on 17 July 2015)	徐小平先生（於二零一五年七月十七日獲委任為委員）	1/1
Mr. Lam Kwok Cheong (appointed as member On 17 July 2015)	林國昌先生（於二零一五年七月十七日獲委任為委員）	0/1
Mr. Yip Heon Keung (ceased to be chairman on 17 July 2015)	葉向強先生（於二零一五年七月十七日退任主席）	1/1
Mr. Tam Chun Wan (resigned as director on 17 July 2015)	譚振寰先生（於二零一五年七月十七日辭任董事）	1/1
Ms. Lai May Lun (resigned as director on 17 July 2015)	黎美倫女士（於二零一五年七月十七日辭任董事）	1/1

### BOARD COMMITTEES (continued)

#### Audit Committee

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The existing Audit Committee comprises three independent non-executive Directors, namely Mr. Poon Yan Wai (Chairman of the Audit Committee), Mr. Xu Xiaoping and Mr. Lam Kwok Cheong and one non-executive director, namely Mr. Chen Weixi.

The primary duties of the Audit Committee include review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the Group's relationship with its auditors.

The Audit Committee held five meetings during the year under review. The individual attendance record of each Audit Committee member is as follows:

### 董事委員會 (續)

#### 審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治守則之守則條文制訂及不時修訂其書面職權範圍。審核委員會現由三名獨立非執行董事潘仁偉先生（審核委員會主席）、徐小平先生及林國昌先生及一名非執行董事陳煒熙先生組成。

審核委員會之主要職責包括審閱及監察本集團之財務申報制度及內部控制程序、審閱本集團之財務資料，及檢討本集團與其核數師之關係。

審核委員會於回顧年度內共舉行五次會議。審核委員會各成員各自出席會議之記錄如下：

Members	成員	Attendance 出席次數
Mr. Poon Yan Wai (appointed as chairman on 8 October 2015)	潘仁偉先生 (於二零一五年十月八日獲委任為主席)	2/2
Mr. Xu Xiaoping (appointed as member on 17 July 2015)	徐小平先生 (於二零一五年七月十七日獲委任為委員)	3/3
Mr. Lam Kwok Cheong (appointed as member On 17 July 2015)	林國昌先生 (於二零一五年七月十七日獲委任為委員)	3/3
Mr. Chen Weixi (appointed as member On 17 July 2015)	陳煒熙先生 (於二零一五年七月十七日獲委任為委員)	0/3
Ms. Wong Chi Yan (appointed and resigned as chairman on 17 July 2015 and 8 October 2015 respectively)	黃志恩女士 (分別於二零一五年七月十七日獲委任及於二零一五年十月八日退任主席)	1/1
Mr. Tam Chun Wan (resigned as director on 17 July 2015)	譚振寰先生 (於二零一五年七月十七日辭任董事)	2/2
Ms. Lai May Lun (resigned as director on 17 July 2015)	黎美倫女士 (於二零一五年七月十七日辭任董事)	2/2
Ms. Tse Yuet Ling, Justine (resigned as director on 17 July 2015)	謝月玲女士 (於二零一五年七月十七日辭任董事)	2/2

### BOARD COMMITTEES (continued)

#### Audit Committee (continued)

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 March 2016 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

### AUDITORS' REMUNERATION

The Audit Committee of the Company is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

During the year under review, the remuneration in respect of audit services provided by the auditors, amounted to HK\$600,000 and no non-audit related services was provided.

### DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The statements of the external auditors of the Group, HLB, about their reporting responsibilities on the financial statements of the Group are set out in the section headed "Independent Auditors' Report" of this annual report.

### 董事委員會 (續)

#### 審核委員會 (續)

本集團截至二零一六年三月三十一日止年度之未經審核季度及中期業績及經審核年度業績已經由審核委員會審閱。審核委員會認為該等業績之編製符合適用之會計準則及要求，並已作出充分披露。

### 核數師酬金

本公司審核委員會負責考慮及審閱外聘核數師之委任及審閱外聘核數師所履行之任何非核數職能，包括該非核數職能會否對本集團帶來任何潛在重大不利影響。

於回顧年度內，有關核數師提供之核數服務之酬金為600,000港元，並無獲得非核數相關服務。

### 董事及核數師就財務報表須承擔之責任

董事知悉彼等有責任編製本集團之財務報表，並確保財務報表乃根據法定規定及適用會計準則編製。董事亦確保適時刊發本集團之財務報表。

本集團之外聘核數師國衛就有關本集團財務報表之申報責任發出之聲明載於本年報「獨立核數師報告」一節。

### INTERNAL CONTROL

The Board is responsible for the maintenance of a sound and effective internal control system of the Group and has established the Group's internal control policies and procedures for monitoring the internal control system. The internal control system of the Group is designed to achieve business objectives, safeguard assets against unauthorized use or disposition, ensure maintenance of proper books and records for the provision of reliable financial information for internal use or publication, and ensure compliance with relevant legislations and regulations. The management and various departments conduct periodic self-assessment of the effectiveness of the internal control policies and procedures. Besides, the Board reviews at least annually the overall effectiveness of the Group's internal control system.

However, certain internal controls were not enforced effectively in the De-Consolidated Subsidiaries during the year under review. Reference is made to the announcement of the Company dated 24 June 2016. In light of the issue associated with the non-cooperation of the management of the De-Consolidated Subsidiaries (the "Identified Issue"), the Board has resolved to take legal action in respect of the Identified Issue and financial adviser and legal adviser have been appointed in this connection. The Board has been taking all reasonable steps and has been using its best endeavours to protect interest of the Group and try to resolve the Identified Issue. The Company will keep the shareholders and potential investors informed of any material development in this connection as and when appropriate.

### 內部控制

董事會負責維持本集團穩健及高效之內部控制系統，並已制定本集團之內部控制政策及程序，以監控內部控制系統。本集團之內部控制系統旨在達致業務目標、保護資產不被非授權使用或出售、確保維持妥當之賬簿及記錄，以提供可靠財務資料供內部使用或刊發，及確保遵守有關法律及法規。管理層及多個部門定期就內部控制政策及程序之效能進行自行評估。此外，董事會最少每年對本集團內部控制系統之效能進行全面檢討。

然而，於回顧年度內，取消綜合入賬附屬公司若干內部控制並未有效實施。茲提述本公司日期為二零一六年六月二十四日之公告。鑒於取消綜合入賬附屬公司之管理層不合作有關之問題（「發現之問題」），董事會已議決就發現之問題採取法律行動及已就此委任財務顧問及法律顧問。董事會一致採取合理行動，並一直盡其最大努力保護本集團之利益及致力解決發現之問題。本公司將在適當時候就任何與此有關之重大發展通知股東及潛在投資者。



### INTERNAL CONTROL (continued)

Review of the internal control system has been performed by executive management and the Directors after the Identified Issue was brought to the attention of the Board. Based on review of the financial and control situation of the members of the Group other than the De-Consolidated Subsidiaries, the Board is satisfied that there are no other significant governance matters unrelated to the Identified Issue that have had a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. Besides internal review, the Company may also engage independent internal control specialists to carry out an internal control review when considered necessary. Improvement actions will be carried out and monitored by the management of the Company and follow-up review will be conducted to ensure the improvement actions are efficiently and effectively in force.

The Board is of the view that the Group's internal control system is effectively implemented within the Group other than in the De-Consolidated Subsidiaries, with room for improvement, to achieve the Group's internal control objectives. Going forward, the Board will oversee the Company's risk management and internal control systems on an ongoing basis. It will ensure that the Company's risk management and internal control systems are properly designed and implemented and a review of the effectiveness of such systems will be conducted at least annually. The Board will also ensure that adequate resources will be allocated to the Company's risk management and internal control functions to achieve the Group's internal control objectives.

### 內部控制 (續)

於提請董事會垂注發現之問題後，行政管理人員及董事已審閱內部控制系統。根據本集團成員公司（取消綜合入賬附屬公司除外）之財務及控制狀況，董事會信納，並無其他與發現之問題無關之重大管治事宜已對本集團之綜合財務報表內之呈報金額及披露資料造成重大影響。除內部檢討外，本公司亦會於必要情況下聘請獨立內部控制專家進行內部控制檢討。本公司管理層將進行及監察相關改善行動，並進行跟進檢討，以確保改善措施具效率地有效落實。

董事會認為，本集團之內部控制系統已於本集團內部（取消綜合入賬附屬公司除外）有效實施，惟欲達致本集團之內部控制目標仍有改善空間。展望未來，董事會將持續監督本公司之風險管理及內部控制系統，以確保本公司之風險管理及內部控制系統得以適當設計及實施，以及至少將就該等系統之有效性每年進行一次審查。董事會亦將確保有足夠之資源分配予本公司之風險管理及內部控制職能，從而達致本集團之內部控制目標。

### SHAREHOLDERS' RELATIONS

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Directors host the annual general meeting each to meet the Shareholders and answer their enquiries. The Company also updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The website of the Company has provided an effective communication platform to the public and the Shareholders.

### 股東關係

本集團致力維持高水平之透明度及採用向其股東公開且及時披露相關資料之政策。

董事會努力透過多種方式鼓勵及維持與其股東持續溝通。董事每年均會召開股東週年大會，以與股東會面及回覆彼等之查詢。本公司亦透過年度報告、中期報告及季度報告向其股東知會有關其最新業務發展及財務表現之情況。本公司之網址亦為與公眾及股東進行溝通之有效平台。

### SHAREHOLDERS' MEETINGS

During the year ended 31 March 2016, an annual general meeting of the Company was held on 5 August 2015. The individual attendance record of each Director is as follows:

### 股東大會

截至二零一六年三月三十一日止年度，本公司於二零一五年八月五日舉行股東週年大會。各董事各自出席會議之記錄如下：

Directors	董事	Attendance 出席次數
<b>Executive Directors</b>		
Mr. Xu Zhigang ( <i>Chairman</i> ) (appointed on 25 June, 2015)	徐志剛先生 ( <i>主席</i> ) (於二零一五年六月二十五日獲委任)	1/1
Mr. Han Jun	韓軍先生	0/1
Mr. Yeung Yiu Bong, Anthony (appointed on 26 February, 2016)	楊耀邦先生 (於二零一六年二月二十六日獲委任)	N/A 不適用
Ms. Ding Pingying (appointed on 25 June, 2015 and resigned on 26 February 2016)	丁萍英女士 (於二零一五年六月二十五日 獲委任及於二零一六年二月二十六日辭任)	1/1
Mr. Yip Heon Ping (resigned on 17 July, 2015)	葉向平先生 (於二零一五年七月十七日辭任)	N/A 不適用
<b>Non-executive Directors</b>		
Mr. Chen Weixi (appointed on 25 June, 2015)	陳煒熙先生 (於二零一五年六月二十五日獲委任)	0/1
Mr. Yip Heon Keung (redesignated from an executive Director with effect from 17 July, 2015)	葉向強先生 (於二零一五年七月十七日 從執行董事調任)	0/1
Mr. Song Xuxi (appointed on 1 June, 2016)	宋旭曦先生 (於二零一六年六月一日獲委任)	N/A 不適用
Ms. Li Luyi (resigned on 17 July, 2015)	李魯一女士 (於二零一五年七月十七日辭任)	N/A 不適用
<b>Independent non-executive Directors</b>		
Mr. Lam Kwok Cheong (appointed on 25 June, 2015)	林國昌先生 (於二零一五年六月二十五日獲委任)	1/1
Mr. Xu Xiaoping (appointed on 25 June, 2015)	徐小平先生 (於二零一五年六月二十五日獲委任)	1/1
Mr. Poon Yan Wai (appointed on 8 October, 2015)	潘仁偉先生 (於二零一五年十月八日獲委任)	N/A 不適用
Ms. Wong Chi Yan (appointed on 25 June, 2015 and resigned on 8 October 2015)	黃志恩女士 (於二零一五年六月二十五日獲委任 及於二零一五年十月八日辭任)	1/1
Mr. Tam Chun Wan (resigned on 17 July, 2015)	譚振寰先生 (於二零一五年七月十七日辭任)	N/A 不適用
Ms. Tse Yuet Ling, Justine (resigned on 17 July, 2015)	謝月玲女士 (於二零一五年七月十七日辭任)	N/A 不適用
Ms. Lai May Lun (resigned on 17 July, 2015)	黎美倫女士 (於二零一五年七月十七日辭任)	N/A 不適用

Code provision A.6.7 of the CG Code requires all independent non-executive directors and non-executive directors should attend general meetings of listed issuers. Mr. Chen Weixi and Mr. Yip Heon Keung, non-executive Directors, were unable to attend the annual general meeting held on 5 August 2015 due to their personal commitments.

企業管治守則之守則條文第A.6.7條，所有獨立非執行董事及非執行董事應出席上市發行人的股東大會。非執行董事陳煒熙先生及葉向強先生因個人需要未能出席於二零一五年八月五日舉行的股東週年大會。

### INVESTOR RELATIONS

The Company has disclosed all necessary information to the Shareholders and established a range of communication channels between itself, its Shareholders and investors in compliance with the GEM Listing Rules. During the year under review, there is no change in the Company's constitutional documents.

### PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

There is no provision allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, Shareholders are requested to follow article 64 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one day of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the requisition(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### 投資者關係

本公司已根據創業板上市規則向股東披露一切必要之資料及建立本公司、股東及投資者之間之一系列溝通渠道。於回顧年度內，本公司之組織章程文件並無變動。

### 股東召開股東特別大會之程序

開曼群島公司法（二零一二年修訂本）並無條文批准股東於股東大會上提呈新決議案。然而，股東須遵守組織章程細則第64條，發出書面要求召開股東大會，即任何一位或以上於提請要求當日持有不少於本公司繳足股本（賦予權利在本公司股東大會投票）十分之一之股東，可隨時向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明之任何事項，且須於提請該要求後兩個月內舉行大會。倘提請後二十一日內董事會未有召開大會，則提請要求之人士可自行以相同方式召開大會，而本公司須向提請要求之人士補償因董事會未有按要求召開大會而產生之所有合理開支。

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

The provisions for a shareholder to propose a person for election as a Director are laid down in article 113 of the Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a Shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office or at the Registration Office. The minimum length of the period during which such notices are given shall be at least seven clear days and the period for lodgement of such notices shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such intention and end no later than seven days before the date of such general meeting.

### PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of the Company Secretary, by fax: (852) 2838 2922, e-mail at [ir@prosten.com.cn](mailto:ir@prosten.com.cn) or mail to Unit 905, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong.

### INFORMATION DISCLOSURE

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

### 股東提名人選參選為董事之程序

有關股東提名人選參選為董事之規定載列於組織章程細則第 113 條。概無任何人士（將於大會上退任之董事除外）合資格在任何股東大會上膺選為董事，除非該人士為董事會所推薦或由有權出席會議及於會上投票的一名股東（並非為該被提名參選董事之人士）以其所簽署的書面通知提名，而被提名人士所簽署以表明其願意接受選舉之通知須送交總辦事處或註冊辦事處。提交通知之期限必須不少於七個足日，提交有關通知之期間之開始時間不得早於緊隨選舉董事之股東大會通告寄發後翌日，而結束時間則不得遲於該股東大會舉行日期前七日。

### 向董事會發出查詢之程序

股東可透過以下方式將書面查詢發送給本公司（註明公司秘書為收件人）：傳真至 (852) 2838 2922、電郵至 [ir@prosten.com.cn](mailto:ir@prosten.com.cn) 或郵寄至香港九龍尖沙咀梳士巴利道 3 號星光行 905 室。

### 資料披露

本公司根據創業板上市規則披露資料，及根據有關法律及法規向公眾定期刊發報告及公告。本公司盡力確保準時披露資料，有關資料公正準確、真實及完整，務求使股東及公眾能做出合理知情決定。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



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

31/F, Gloucester Tower      香港中環  
The Landmark              畢打街 11 號  
11 Pedder Street, Central      置地廣場  
Hong Kong                      告羅士打大廈 31 樓

**To the shareholders of Prosten Technology Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

**致長達科技控股有限公司列位股東**  
*(於開曼群島註冊成立之有限公司)*

We were engaged to audit the consolidated financial statements of Prosten Technology Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 64 to 172, which comprise the consolidated statements of financial position as at 31 March 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

吾等獲委聘審核載於第 64 頁至 172 頁的長達科技控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之綜合財務報表，此綜合財務報表包括於二零一六年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明資料。

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

## 董事就綜合財務報表須承擔的責任

The directors (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.

貴公司董事（「董事」）須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製並且真實與公平地列報綜合財務報表，並作出董事認為屬必要的內部監控，以使編製綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

# Independent Auditors' Report

## 獨立核數師報告

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Except for the inability to obtain sufficient appropriate audit evidence as explained below, 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 as to whether the consolidated financial statements are free from material misstatement. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### BASIS FOR DISCLAIMER OF OPINION

#### De-consolidation of certain subsidiaries

As detailed in note 3 to the consolidated financial statements, certain subsidiaries were deconsolidated (the "De-Consolidated Subsidiaries") from the consolidated financial statements for the year ended 31 March 2016 due to the loss of control since 1 January 2016 (the "De-Consolidation").

We have not been provided with sufficient information and explanations on the De-Consolidated Subsidiaries and there were no alternative audit procedures that we could perform to satisfy ourselves as to whether the De-Consolidation was appropriate to deconsolidate the assets and liabilities and cease to record results of operations of the De-Consolidated Subsidiaries from the consolidated financial statements from 1 January 2016 for the financial year ended 31 March 2016.

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見，並謹向閣下整體報告，除此之外本報告別無其他目的。我們概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。除未能取得足夠及適當之審核憑證（如下文所述）外，我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，從而合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。然而，由於不發表意見之基準一段所述事項，我們未能取得足夠及適當之審核憑證以為審核意見提供基礎。

### 不發表意見之基準

#### 取消若干附屬公司綜合入賬

如綜合財務報表附註3所詳列，若干附屬公司因喪失控制權而自二零一六年一月一日起被取消於截至二零一六年三月三十一日止年度之綜合財務報表內綜合入賬（「取消綜合入賬附屬公司」）（「取消綜合入賬」）。

我們未獲提供有關取消綜合入賬附屬公司之充足資料及解釋，亦無任何其他可行審核程序可供進行，以令我們信納是否宜取消綜合入賬，以自二零一六年一月一日起取消將取消綜合入賬附屬公司之資產及負債於截至二零一六年三月三十一日止財政年度之綜合財務報表內綜合入賬及不再記錄取消綜合入賬附屬公司之經營業績。

# Independent Auditors' Report

## 獨立核數師報告

As the Company was unable to provide complete books and records of the De-Consolidated Subsidiaries, we have not been able to obtain sufficient appropriate audit evidence and explanations to determine as to (i) whether an amount due to the De-Consolidated Subsidiaries was properly recorded and accounted for and in compliance with the requirements of applicable HKFRSs (ii) whether the net loss on the De-Consolidation and the result of the De-Consolidated Subsidiaries for a period from 1 April 2015 to 31 December 2015, which were charged to the Group's loss for the year ended 31 March 2016 were free from material misstatement, and (iii) whether the contingent liabilities and commitments, the events after the reporting period and the related party transactions of the De-Consolidated Subsidiaries, were properly recorded, accounted for, disclosed and in compliance with the requirements of applicable HKFRSs in the consolidated financial statements. There were no alternative audit procedures that we could perform (i) to satisfy ourselves as to whether, the amount due to the De-Consolidated Subsidiaries, the contingent liabilities and commitments of the De-Consolidated Subsidiaries and the net loss on de-consolidation and the result of the De-Consolidated Subsidiaries for a period from 1 April 2015 to 31 December 2015 which were charged to the Group's loss for the year ended 31 March 2016, were free from material misstatements, (ii) over the significant transactions after the reporting period of the De-Consolidated Subsidiaries which occurred during the period from 1 April 2016 to the date of this auditors' report and over the related party transactions of the De-Consolidated Subsidiaries which occurred during the year ended 31 March 2016.

Any adjustments or additional disclosures found to be necessary in respect of the above matters, including any related tax impact, will have a consequential significant effect on the financial position of the Group as at 31 March 2016 and the financial performance and cash flows of the Group for the year then ended, and may have resulted in additional information being disclosed in the consolidated financial statements as to the nature of the transactions and any contingent liabilities, commitments, related party transactions and significant subsequent event related to the Group.

由於 貴公司無法提供取消綜合入賬附屬公司之完整賬冊及記錄，我們未能取得足夠及適當之審核憑證及解釋，以釐定：(i) 應付取消綜合入賬附屬公司之款項是否已妥為記錄及入賬，以及符合適用香港財務報告準則之規定，(ii) 取消綜合入賬之虧損淨額及取消綜合入賬附屬公司於二零一五年四月一日至二零一五年十二月三十一日期間之業績（於 貴集團截至二零一六年三月三十一日止年度之虧損內扣除）是否不存在重大錯誤陳述，及(iii) 取消綜合入賬附屬公司之或然負債及承擔、報告期後事項及有關連人士交易是否已於綜合財務報表內妥為記錄、入賬、披露及符合適用香港財務報告準則之規定。我們並無任何其他可行審核程序可供進行，(i) 以令我們信納應付取消綜合入賬附屬公司之款項、取消綜合入賬附屬公司之或然負債及承擔以及取消綜合入賬之虧損淨額及取消綜合入賬附屬公司於二零一五年四月一日至二零一五年十二月三十一日期間之業績（於 貴集團截至二零一六年三月三十一日止年度之虧損內扣除）是否不存在重大錯誤陳述，(ii) 取消綜合入賬附屬公司於二零一六年四月一日至本核數師報告日期之期間發生之報告期後重大交易及取消綜合入賬附屬公司於截至二零一六年三月三十一日止年度內發生之有關連人士交易。

任何發現須就上述事項作出之調整或額外披露（包括任何相關稅務影響）均將會因此對 貴集團於二零一六年三月三十一日之財務狀況以及 貴集團截至該日止年度之財務表現及現金流量造成重大影響，並可能已導致在綜合財務報表內披露有關交易性質及任何或然負債、承擔、有關連人士交易及與 貴集團有關之重大其後事項之額外資料。



# Independent Auditors' Report

## 獨立核數師報告

### DISCLAIMER OF OPINION

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements as whether they give a true and fair view of the state of affairs of the Group as at 31 March 2016 and of the Group's financial performance and cash flows for the year then ended in compliance with Hong Kong Financial Reporting Standards and as to whether the financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### REPORT ON OTHER MATTERS UNDER SECTIONS 407(2) AND 407(3) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the inability to obtain sufficient appropriate audit evidence regarding the De-Consolidated Subsidiaries as described in the Basis for Disclaimer of Opinion section of our report above:

- we were unable to determine whether adequate accounting records had been kept; and
- we have not obtained all the information or explanations that, to the best of our knowledge and belief, are necessary and material for the purpose of the audit.

**HLB Hodgson Impey Cheng Limited**

*Certified Public Accountants*

**Yu Chi Fat**

Practising Certificate Number: P05467

Hong Kong, 27 June 2016

### 不發表意見

由於不發表意見之基準各段所述之事項屬重大，我們未能取得足夠及適當之審核憑證，以為發表審核意見提供基礎。因此，就綜合財務報表是否已根據香港財務報告準則真實與公平地反映 貴集團於二零一六年三月三十一日之財務狀況及 貴集團截至該日止年度之財務表現及現金流量，及該等財務報表是否已按照香港公司條例之披露規定妥為編製而言，我們並不發表意見。

### 有關香港公司條例第407(2)及407(3)條項下其他事項之報告

僅就無法取得有關取消綜合入賬附屬公司之足夠審核憑證（如本報告上文不發表意見之基準一節所載）而言：

- 我們無法確定是否已保存足夠之會計記錄；及
- 我們並未取得，據我們所知及所信，就進行審核而言屬必要及重大之所有資料或解釋。

**國衛會計師事務所有限公司**

香港執業會計師

**余智發**

執業證書編號：P05467

香港，二零一六年六月二十七日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	8, 9	<b>10,050</b>	9,763
Cost of sales	銷售成本		<b>(4,641)</b>	(3,213)
<b>Gross profit</b>	<b>毛利</b>		<b>5,409</b>	6,550
Other income and gains	其他收入及收益	9	<b>604</b>	1,806
Selling expenses	銷售開支		<b>(3,635)</b>	(2,989)
Administrative expenses	行政開支		<b>(23,068)</b>	(31,414)
Other expenses	其他開支		<b>(60)</b>	(2,179)
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬 之虧損淨額	36	<b>(10,555)</b>	—
Finance costs	財務費用	10	<b>(46)</b>	(81)
<b>Loss before tax</b>	<b>除稅前虧損</b>	11	<b>(31,351)</b>	(28,307)
Income tax expense	所得稅開支	14	<b>(8)</b>	(1,400)
<b>Loss for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔 年內虧損</b>		<b>(31,359)</b>	(29,707)
<b>Other comprehensive income/(expense):</b>	<b>其他全面收益／(開支)：</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之 項目：</i>			
Exchange differences on translation of foreign operations	換算海外業務之匯兌 差額		<b>66</b>	(17)
Reclassification adjustment relating to foreign operation de-consolidation during the year	年內有關海外業務取消 綜合入賬之重新分類調整		<b>(87)</b>	—
Net gain on revaluation of available-for-sale financial assets	重估可供出售金融資產之 收益淨額		<b>6,760</b>	—
<b>Total comprehensive expense for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔 年內全面開支總額</b>		<b>(24,620)</b>	(29,724)
<b>Loss per share attributable to ordinary equity holders of the Company</b>	<b>本公司普通權益持有人應佔 每股虧損</b>			
Basic	基本	15	<b>(HK3.52) cents 港仙</b>	(HK3.87) cents 港仙
Diluted	攤薄		<b>(HK3.52) cents 港仙</b>	(HK3.87) cents 港仙

Details of dividend are set out in note 33 to the consolidated financial statements.

有關股息之詳情載於綜合財務報表附註33。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

		Notes	2016	2015
		附註	二零一六年	二零一五年
			HK\$'000	HK\$'000
			千港元	千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	2,067	2,351
Investment property	投資物業	17	—	4,367
Deposits	訂金	23	46	141
Available-for-sale financial assets	可供出售金融資產	19	22,179	832
Goodwill	商譽	20	3,908	—
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>28,200</b>	7,691
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	21	15,266	—
Trade receivables	應收賬款	22	26,862	4,974
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	23	4,130	3,132
Cash and cash equivalents	現金及現金等值物	24	28,761	1,778
<b>Total current assets</b>	<b>流動資產總額</b>		<b>75,019</b>	9,884
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	26	2,703	9,713
Other payables and accruals	其他應付款項及應計款項	27	8,336	11,767
Due to non-executive Directors	應付非執行董事之款項	25	5,425	2,000
Due to an ultimate holding company	應付最終控股公司之款項	29	142	—
Due to de-consolidated subsidiaries	應付取消綜合入賬附屬公司之款項	29	15,300	—
Interest-bearing borrowing, secured	已抵押計息借貸	28	—	1,125
Tax payable	應付稅項		178	3,337
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>32,084</b>	27,942

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>NET CURRENT ASSETS/(LIABILITIES)</b> 流動資產／（負債）淨值		<b>42,935</b>	(18,058)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> 資產總額減流動負債		<b>71,135</b>	(10,367)
<b>NON-CURRENT LIABILITY</b> 非流動負債			
Deferred tax liability 遞延稅項負債	30	<b>181</b>	500
<b>NET ASSETS/(LIABILITIES)</b> 資產／（負債）淨值		<b>70,954</b>	(10,867)
<b>EQUITY/(DEFICIT IN ASSETS)</b> 權益／（資產虧絀）			
<b>Equity/(Deficit in assets) attributable to equity holders of the Company</b> 本公司權益持有人 應佔權益／（資產虧絀）			
Share capital 股本	31	<b>109,536</b>	79,610
Reserves 儲備		<b>(38,582)</b>	(90,477)
<b>TOTAL EQUITY/(DEFICIT IN ASSETS)</b> 權益／（資產虧絀）總額		<b>70,954</b>	(10,867)

The consolidated financial statements were approved and authorised for issue by the board of Directors (the "Board") on 27 June 2016 and were signed on its behalf by:

綜合財務報表已於二零一六年六月二十七日獲董事會（「董事會」）批准及授權刊發，並已由以下人士代表董事會簽署：

**Xu Zhigang**  
徐志剛  
Chairman  
主席

**Han Jun**  
韓軍  
Director  
董事

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

隨附之附註為該等財務報表之組成部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔							
Notes	Share capital	Share premium account	Statutory reserve fund	Available-for-sale financial assets equity reserve	Foreign currency translation reserve	Share option reserve	Accumulated losses	Reserves sub-total	Total equity
附註	股本	股份溢價賬	法定儲備基金	可供出售金融資產權益儲備	外幣匯兌儲備	購股權儲備	累積虧損	儲備小計	權益總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note a) (附註a)	(note b) (附註b)	(note c) (附註c)				
At 1 April 2015	79,610	378,628	3,349	—	14,787	611	(487,852)	(90,477)	(10,867)
Loss for the year	—	—	—	—	—	—	(31,359)	(31,359)	(31,359)
<b>Other comprehensive income/(expense) for the year:</b>									
Exchange differences on translation of foreign operations	—	—	—	—	66	—	—	66	66
Re-classification of foreign currency translation reserve relating to foreign operations de-consolidated during the year	—	—	—	—	(87)	—	—	(87)	(87)
Net gain on revaluation of available-for-sale financial assets	—	—	—	6,760	—	—	—	6,760	6,760
Total comprehensive income/(expense) for the year	—	—	—	6,760	(21)	—	(31,359)	(24,620)	(24,620)
Equity-settled share option arrangements	—	—	—	—	—	106	—	106	106
Exercise of share options	314	704	—	—	—	(401)	—	303	617
Placements of new shares	29,612	77,466	—	—	—	—	—	77,466	107,078
Expenses on issue of new shares	—	(1,360)	—	—	—	—	—	(1,360)	(1,360)
At 31 March 2016	109,536	455,438	3,349	6,760	14,766	316	(519,211)	(38,582)	70,954
At 1 April 2014	75,635	372,468	3,349	—	14,804	10,041	(465,481)	(64,819)	10,816
Loss for the year	—	—	—	—	—	—	(29,707)	(29,707)	(29,707)
<b>Other comprehensive income for the year:</b>									
Exchange differences on translation of foreign operations	—	—	—	—	(17)	—	—	(17)	(17)
Total comprehensive expense for the year	—	—	—	—	(17)	—	(29,707)	(29,724)	(29,724)
Equity-settled share option arrangements	—	—	—	—	—	268	—	268	268
Transfer of share option reserve on the forfeited share options	—	—	—	—	—	(7,336)	7,336	—	—
Exercise of share options	2,475	3,841	—	—	—	(2,362)	—	1,479	3,954
Placement of new shares	1,500	2,550	—	—	—	—	—	2,550	4,050
Expenses on issue of new shares	—	(231)	—	—	—	—	—	(231)	(231)
At 31 March 2015	79,610	378,628	3,349	—	14,787	611	(487,852)	(90,477)	(10,867)

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

Notes to consolidated statement of changes in equity:

(a) *Statutory reserve fund*

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(b) *Available-for-sale financial assets equity reserve*

Available-for-sale financial assets equity reserve relates to the cumulative gains or losses arising on the change in fair value of available-for-sale financial assets that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those financial assets are disposed or impaired.

(c) *Foreign currency translation reserve*

Foreign currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal or de-consolidation of the foreign operations.

綜合權益變動表附註：

(a) 法定儲備基金

根據中華人民共和國（「中國」）的相關企業法律及條例，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備基金。當該等儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷以前年度之虧損或增資。然而，運用法定儲備基金後之結餘須至少維持在資本之25%。

(b) 可供出售金融資產權益儲備

可供出售金融資產權益儲備乃與因可供出售金融資產之公平價值變動（已於其他全面收益確認）而產生之累計收益或虧損有關，當中已扣減於金融資產出售或減值時重新分類至損益之金額。

(c) 外幣匯兌儲備

外幣匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣（即港元）時產生之匯兌差額，直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額於出售或取消綜合入賬海外業務時重新分類至損益賬內。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Loss before tax	除稅前虧損	<b>(31,351)</b>	(28,307)
Adjustments for:	經調整下列各項：		
Finance costs	財務費用 10	<b>46</b>	81
Interest income	利息收入 9, 11	<b>(64)</b>	(134)
Investment income	投資收入 9, 11	<b>(152)</b>	(502)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益 9	<b>—</b>	(1,170)
Depreciation	折舊 11, 16	<b>1,114</b>	1,053
Equity-settled share option arrangements	以權益結算之購股權安排 11, 34	<b>106</b>	268
Fair value (gain)/loss on an investment property	投資物業之公平價值(收益)／虧損 9, 11, 17	<b>(388)</b>	408
Impairment allowances on trade receivables	應收賬款減值撥備 11, 22	<b>827</b>	222
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬之虧損淨額 11, 36	<b>10,555</b>	—
		<b>(19,307)</b>	(28,081)
Increase in trade receivables	應收賬款增加	<b>(23,677)</b>	—
Increase in inventories	存貨增加	<b>(14,264)</b>	—
(Decrease)/increase in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項(減少)／增加	<b>(2,783)</b>	4,933
Increase/(decrease) in trade payables	應付賬款增加／(減少)	<b>24</b>	(239)
Increase in other payables and accruals	其他應付款項及應計款項增加	<b>704</b>	312
Increase in due to an ultimate holding company	應付最終控股公司之款項增加	<b>142</b>	—
Increase in due to non-executive Directors	應付非執行董事之款項增加	<b>3,425</b>	1,465
Exchange realignment	匯兌調整	<b>641</b>	5
Cash used in operations	經營業務所用之現金	<b>(55,095)</b>	(21,605)
Profits taxes paid outside Hong Kong	已付香港境外利得稅項	<b>—</b>	(6)
Net cash outflow in operating activities	經營業務之現金流出淨額	<b>(55,095)</b>	(21,611)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net cash outflow in operating activities	經營業務之現金流出淨額	(55,095)	(21,611)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資業務之現金流量</b>		
Interest received	已收利息 9, 11	64	134
Investment income received	已收投資收入 9, 11	152	502
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目 16	(395)	(27)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項 9, 11	—	1,170
Purchases of available-for-sale financial assets	購入可供出售金融資產 19	(15,000)	—
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額 35	(6,683)	—
De-consolidation of subsidiaries	取消附屬公司綜合入賬 36	(1,773)	—
Decrease in pledged deposits	已抵押存款減少	—	250
Exchange realignment	匯兌調整	(19)	(13)
Net cash (outflow)/inflow from investing activities	投資業務之現金(流出)/流入淨額	(23,654)	2,016
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資業務之現金流量</b>		
Proceed from exercise of share options	行使購股權所得款項	617	3,954
Proceed from issue of shares under placing	配售新股所得款項	105,718	3,819
New interest-bearing borrowing raised	新籌得之計息借貸	—	2,063
Repayment of secured borrowings	歸還有抵押借貸	(623)	(938)
Interest paid	已付利息 10	(46)	(81)
Net cash flows inflow from financing activities	融資業務之現金流量流入淨額	105,666	8,817
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物增加/(減少)淨額</b>	<b>26,917</b>	<b>(10,778)</b>
Cash and cash equivalent at beginning of year	年初之現金及現金等值物	1,778	12,570
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	66	(14)
<b>CASH AND CASH EQUIVALENTS AT THE END OF YEAR</b>	<b>年終之現金及現金等值物</b>	<b>28,761</b>	<b>1,778</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 1. GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The address of its principal place of business is Unit 905, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on the GEM.

On 1 April 2015, Dynamic Peak Limited (the "Offeror"), and Century Technology Holding (PTC) Limited, Bakersfield Global (PTC) Corporation and Greenford Company (PTC) Limited (the "Vendors") entered into a sale and purchase agreement ("S&P Agreement"). Pursuant to which, the Offeror conditionally agreed to purchase and the Vendors conditionally agreed to sell the aggregate of 294,276,619 shares of the Company (the "Sale Shares"), for a total consideration of HK\$79,454,687.13 (representing HK\$0.27 per Sale Share). The completion of the S&P Agreement took place on 29 April 2015. For details, please refer to the Company's announcement dated 29 April 2015.

As a result of the completion of S&P Agreement, Dynamic Peak Limited ("Dynamic") became the immediate and ultimate holding company of the Company. As at 31 March, 2016, Dynamic held approximately 26.87% interest in the Company and continued to be the single largest shareholder of the Company.

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 18 to the financial statements.

### 1. 一般資料

本公司為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。其主要營業地點地址為香港九龍尖沙咀梳士巴利道3號星光行905室。本公司之股份於創業板上市。

於二零一五年四月一日，Dynamic Peak Limited（「要約人」）與Century Technology Holdings (PTC) Limited、Bakersfield Global (PTC) Corporation及Greenford Company (PTC) Limited（「賣方」）訂立買賣協議（「買賣協議」），據此，要約人有條件地同意購買而賣方有條件地同意出售本公司合共294,276,619股股份（「銷售股份」），總代價為79,454,687.13港元（相等於每股銷售股份0.27港元）。買賣協議於二零一五年四月二十九日完成。詳情請參閱本公司日期為二零一五年四月二十九日之公告。

由於完成買賣協議，Dynamic Peak Limited（「Dynamic」）成為本公司之直系及最終控股公司。於二零一六年三月三十一日為止，Dynamic持有本公司約26.87%權益且仍為本公司之單一最大股東。

本公司為一間投資控股公司。其主要附屬公司之主要業務載於財務報表附註18。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

## 2. STATEMENT OF COMPLIANCE

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

The provisions of the new Hong Kong Companies Ordinance (Cap 622) regarding preparation of accounts and directors’ reports and audits became effective for the Company for the financial year ended 31 March 2016. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new Hong Kong Companies Ordinance (Cap 622) and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements of the Group for the year ended 31 March 2016 have been amended to comply with these new requirements. Comparative information in respect of the year ended 31 March 2015 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor Hong Kong Companies Ordinance or Listing Rules but not under the new Hong Kong Companies Ordinance or amended Listing Rules are not disclosed in these consolidated financial statements.

## 2. 合規聲明

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

新香港公司條例（第622章）有關編製賬目及董事會報告及審核之條文已對本公司截至二零一六年三月三十一日止財政年度生效。此外，創業版上市規則所載有關年度賬目之披露規定已參考新香港公司條例（第622章）而修訂並藉此與香港財務報告準則精簡一致。因此，本集團截至二零一六年三月三十一日止年度之綜合財務報表內之資料呈列及披露已予修訂以遵守此等新規定。有關截至二零一五年三月三十一日止年度之比較資料已根據新規定於綜合財務報表內呈列或披露。根據前香港公司條例或創業版上市規則在以往須予披露但根據新香港公司條例或經修訂創業版上市規則毋須披露之資料，在該等綜合財務報表中不再披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 3. BASIS OF PREPARATION

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The measurement basis used in the preparation of the consolidated financial statements is the historical cost convention, except for investment property and available-for-sale financial assets which have been measured at fair value.

These consolidated financial statements are presented in Hong Kong dollar which is also the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated. The Group's major subsidiaries are operated in the PRC with Renminbi ("RMB") as their functional currency.

#### De-consolidation

Despite the Board have repeated verbal and written requests (including legal letter), the Board had been unable to access the complete set of books and records together with the supporting documents of certain subsidiaries incorporated in Shanghai (the "Shanghai Subsidiaries") for the period from 1 January 2016 to 31 March 2016 for the purpose of, among others, preparing the Group's consolidated financial statements for the year ended 31 March 2016.

As a result, due to the Board considered that the Company was unable to govern the Shanghai Subsidiaries, and the control over these subsidiaries was lost, the Group had de-consolidated the financial results, assets and liabilities of the Shanghai Subsidiaries from the consolidated financial statements of the Group since 1 January 2016. The de-consolidation has resulted in a net loss on de-consolidation of subsidiaries of approximately HK\$10,555,000.

### 3. 編製基準

根據香港財務報告準則編製綜合財務報表要求使用若干重大會計估計，並要求管理層在應用本集團會計政策過程中運用其判斷。用於編製綜合財務報表之計量基準乃歷史成本慣例，惟投資物業及可供出售金融業資產以公平價值列賬。

除另有指明者外，此等綜合財務報表之概要以港元（亦為本公司之功能貨幣）呈列，所有金額均調整至最接近千位數。本集團之主要附屬公司乃於中國經營業務，功能貨幣為人民幣（「人民幣」）。

#### 取消綜合入賬

儘管董事會多次作出口頭及書面要求（包括律師函件），但董事會一直無法取得若干於上海成立之附屬公司（「上海附屬公司」）於二零一六年一月一日至二零一六年三月三十一日期間之完整賬簿及記錄以及核證文件，以就為編製（其中包括）本集團截至二零一六年三月三十一日止年度之財務報表綜合入賬。

因此，由於董事會認為本公司無法管理上海附屬公司，並失去對該等附屬公司之控制權，本集團自二零一六年一月一日起取消上海附屬公司之財務業績、資產及負債於本集團綜合財務報表綜合入賬。取消綜合入賬已導致取消綜合入賬附屬公司之虧損淨額約10,555,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 3. BASIS OF PREPARATION (continued)

#### De-consolidation (continued)

The following tables set out the financial information of the de-consolidated subsidiaries.

#### Financial Result

The followings are the unaudited financial results of the de-consolidated subsidiaries for the nine months ended 31 December 2015. These financial results have been included in the unaudited consolidated financial results included in the third quarterly report of the Company.

For the nine months ended 31 December 2015

		Unaudited 未經審核 HK\$'000 千港元
Revenue	收益	5,061
Loss for the period attributable to equity holders of the Company	本公司權益持有人應佔期內虧損	(4,203)

#### Assets and liabilities

The followings are the unaudited assets and liabilities of the de-consolidated subsidiaries immediate before the de-consolidation on 1 January 2016, and the effect of impairment of investments costs and amounts due from the de-consolidated subsidiaries are set out below.

		Immediate before de-consolidation on 1 January 2016 於二零一六年一月一日 緊接取消綜合入賬前 (Unaudited) (未經審核) HK\$'000 千港元
<b>Assets and liabilities de-consolidated:</b>	<b>取消綜合入賬之資產及負債：</b>	
Non-current assets	非流動資產	6,389
Current assets	流動資產	18,446
Current liabilities	流動負債	(66,435)
Non-current liabilities	非流動負債	(302)
Net liabilities de-consolidated	取消綜合入賬之負債淨值	(41,902)
Effect of written off of investments in de-consolidated subsidiaries and amounts due from the de-consolidated subsidiaries	撇銷於取消綜合入賬附屬公司之投資及應收取消綜合入賬附屬公司之款項之影響	52,544
Translation reserves	匯兌儲備	(87)
Net loss on de-consolidation	取消綜合入賬之虧損淨額	10,555

### 3. 編製基準 (續)

#### 取消綜合入賬 (續)

下表載列取消綜合入賬附屬公司之財務資料。

#### 財務業績

以下為取消綜合入賬附屬公司截至二零一五年十二月三十一日止九個月之未經審核財務業績。該等財務業績已計入本公司第三季度業績報告之未經審核綜合財務業績。

截至二零一五年十二月三十一日止九個月

	Unaudited 未經審核 HK\$'000 千港元
Revenue	5,061
Loss for the period attributable to equity holders of the Company	(4,203)

#### 資產及負債

以下為取消綜合入賬附屬公司於二零一六年一月一日緊接取消綜合入賬前之未經審核資產及負債，而投資成本及應收取消綜合入賬附屬公司之款項之減值亦載於下文。

Immediate before  
de-consolidation  
on 1 January 2016  
於二零一六年一月一日  
緊接取消綜合入賬前  
(Unaudited)  
(未經審核)  
HK\$'000  
千港元

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 3. BASIS OF PREPARATION (continued)

#### Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

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

### 3. 編製基準 (續)

#### 綜合基準

綜合財務報表包括本公司及本公司及其附屬公司所控制之實體(包括結構實體)之財務報表。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報之風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

倘本集團於投資對象之投票權未能佔大多數，則當投票權足以賦予本公司實際能力以單方面指揮投資對象之相關活動時即對投資對象擁有權力。本集團於評估本集團於投資對象之投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相對其他投票權持有人所持投票權之數量及分散情況，本集團持有投票權之數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 需要作出決定時，本集團目前能夠或不能指揮相關活動之任何額外事實及情況(包括於過往股東會議上之投票模式)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 3. BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

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

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

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

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

#### Changes in the Group's ownership interests in existing subsidiaries

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

### 3. 編製基準 (續)

#### 綜合基準 (續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購、出售或取消綜合入賬附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合收益表，直至本集團不再控制有關附屬公司之日期為止。

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

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易之所有集團內公司間之資產及負債、權益、收益、支出及現金流量於綜合入賬時悉數對銷。

#### 本集團於現有附屬公司擁有權益之變動

本集團於並無導致本集團喪失對附屬公司之控制權之現有附屬公司擁有權益之變動，會作為權益交易入賬。本集團之權益及非控股權益之賬面值經調整以反映彼等於附屬公司之有關權益變動。非控股權益之經調整金額與已付或已收代價的公平價值之間之任何差額直接於權益中確認並歸屬於本公司擁有人。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 3. BASIS OF PREPARATION (continued)

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 4. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

In the current year, the Group has applied the following revised HKFRSs issued by the HKICPA, which are relevant to the Group and effective for the first time for the Group's current year's financial statements.

Amendments of HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior year and/or on the disclosures set out in these consolidated financial statements.

### 3. 編製基準 (續)

#### 本集團於現有附屬公司擁有權權益之變動 (續)

倘本集團失去對附屬公司之控制權，收益或虧損於損益中確認，並按下列兩者之差額計算：(i) 已收代價之公平價值與任何保留權益之公平價值之總額及(ii) 附屬公司及任何非控股權益之資產（包括商譽）及負債之先前賬面值。先前於其他全面收益確認有關該附屬公司之所有金額按與假設本集團直接出售該附屬公司之相關資產或負債之同一基準入賬（即如適用香港財務報告準則所指定／批准，重新分類至損益或轉移至另一權益類別）。於喪失控制權當日於前附屬公司保留之任何投資之公平價值將根據香港會計準則第39號於其後入賬時被列作初步確認之公平價值，或（如適用）於初步確認於聯營公司或合營企業之投資時入賬為成本。

### 4. 會計政策及披露的變更

於本年度，本集團應用以下由香港會計師公會頒佈的經修訂香港財務報告準則，該等準則與本集團有關並於本集團本年度之財務報表首次生效。

香港財務報告準則 (修訂本)	二零一零年至二零一二年週期香港財務報告準則之年度改進
香港財務報告準則 (修訂本)	二零一一年至二零一三年週期香港財務報告準則之年度改進
香港會計準則第19號 (修訂本)	界定利益計劃：僱員供款

本年度採納之經修訂香港財務報告準則對本年度及過往年度載列於該等綜合財務報表之財務表現及財務狀況及／或披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 5. HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Group has not applied or early adopted the following new or revised HKFRSs (including their consequential amendments) that have been issued but not yet effective in these consolidated financial statements. The name and principal nature of pronouncements which may be relevant to the Group are set out below.

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
HKFRS 16	Leases <sup>4</sup>
Amendments to HKAS 1	Disclosure Initiative <sup>2</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>2</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plant <sup>2</sup>
Amendments to HKAS 27	Equity Method in Separate Financial Statements <sup>2</sup>
Amendment to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle <sup>2</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associated or Joint Venture <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January 2018

<sup>2</sup> Effective for annual periods beginning on or after 1st January 2016

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2019

### 5. 已頒佈但尚未生效的香港財務報告準則

本集團並無於該等綜合財務報表內應用或提早採納下列已經頒佈但尚未生效的新訂或經修訂香港財務報告準則(包括其後續修訂)。可能與本集團相關的頒佈之準則之名稱及主要性質載列如下。

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	客戶合同收益 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>4</sup>
香港會計準則第1號(修訂本)	披露主動性 <sup>2</sup>
香港會計準則第16號及香港會計準則第38號(修訂本)	釐清可接納之折舊及攤銷方法 <sup>2</sup>
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物 <sup>2</sup>
香港會計準則第27號(修訂本)	獨立財務報表內之權益法 <sup>2</sup>
香港財務報告準則(修訂本)	2012年至2014年週期香港財務報告準則之年度改進 <sup>2</sup>
香港財務報告準則第11號(修訂本)	收購共同營運權益之入賬方法 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 <sup>3</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合入賬例外情況 <sup>2</sup>

<sup>1</sup> 於二零一八年一月一日或其後開始之年度期間生效

<sup>2</sup> 於二零一六年一月一日或其後開始之年度期間生效

<sup>3</sup> 於待定期日或其後開始之年度期間生效

<sup>4</sup> 於二零一九年一月一日或其後開始之年度期間生效



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## 綜合財務報表附註

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### 5. HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

#### HKFRS 9 Financial Instruments

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

Key requirements of HKFRS 9:

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

### 5. 已頒佈但尚未生效的香港財務報告準則 (續)

#### 香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號對金融資產的分類及計量提出新要求。其後於二零一零年修訂之香港財務報告準則第9號包括對金融負債的分類及計量及撤銷確認提出要求，以及於二零一三年再行修訂，包括對一般對沖會計提出新要求。於二零一四年頒佈香港財務報告準則第9號的經修訂版本主要加入(a)財務資產的減值規定及(b)藉為若干簡單債務工具引入透過按公平值計入其他全面收益計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號的主要要求敘述如下：

- 屬香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後均須按攤銷成本或公平值計量。特別是收取合約現金流量為目的之業務模式下所持有，及合約現金流量僅為本金及未付本金之利息付款之債務投資，一般於其後之會計期末按攤銷成本計量。於目的為同時收取合約現金流量及出售金融資產之業務模式中持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流量僅為本金及未付本金之利息付款之債務工具，一般按公平值計入其他全面收益計量。所有其他債務投資及股本投資於其後會計期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，於其他全面收益內呈列股本投資（並非持作買賣）公平值之其後變動，一般只有股息收益會於損益賬確認。

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## 綜合財務報表附註

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### 5. HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

#### HKFRS 9 Financial Instruments (continued)

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.
- the new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in HKAS 39. Under HKFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the retrospective quantitative effectiveness test has been removed. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Directors anticipate that the application of HKFRS 9 in the future may have material impact on amounts reported and disclosures made in respect of the Group's financial assets. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until a detailed review has been completed.

### 5. 已頒佈但尚未生效的香港財務報告準則 (續)

#### 香港財務報告準則第9號金融工具 (續)

- 就財務資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於每結算日將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映自開始確認以來信貸風險的變動。換言之，毋須再待發生信貸事件後方確認信貸虧損。
- 新訂一般對沖會計要求保留香港會計準則第39號下現時可用的三種對沖會計處理類別。於香港財務報告準則第9號下，新規定為合資格作對沖會計處理的各類交易提供更大的靈活性，特別是增加合資格作為對沖工具的工具類別以及合資格作對沖會計處理的非金融項目之風險成分類別。此外，追溯性定量成效測試已經剔除。新規定同時提出增加有關實體風險管理活動披露的要求。

董事預期日後採納香港財務報告準則第9號可能對現時本集團之金融資產所呈報金額及所作披露造成重大影響。然而，於完成詳細審查前無法提供合理估算香港財務報告準則第9號的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 5. HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

#### HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocated the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' for the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

### 5. 已頒佈但尚未生效的香港財務報告準則 (續)

#### 香港財務報告準則第15號 來自客戶合約之收益

香港財務報告準則第15號制定一項單一全面模式供實體用作將自客戶合約所產生的收益入賬。香港財務報告準則第15號將於生效時取代現時載於香港會計準則第18號*收益*、香港會計準則第11號*建築合約*及相關詮釋的收益確認指引。

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收益的五個步驟：

- 第一步：識別客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

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## 綜合財務報表附註

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### 5. HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

#### HKFRS 15 Revenue from Contracts with Customers (continued)

The Directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The Group is currently assessing the impact of these new or revised HKFRSs upon their initial application but is not yet in a position to state whether they would have any significant impact in its results of operation and financial position. It is anticipate that all of the pronouncements will be adopted in the Group's accounting policy in the accounting period when they first become effective.

### 6. 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
- (c) the Group's voting rights and potential voting rights.

### 5. 已頒佈但尚未生效的香港財務報告準則 (續)

#### 香港財務報告準則第15號來自客戶合約之收益 (續)

董事預期日後採納香港財務報告準則第15號可能對本集團綜合財務報表之已報告金額及披露有重大影響。然而本集團於完成詳細審閱前無法提供合理估算香港財務報告準則第15號的影響。

本集團現正評估首次採用此等新訂或經修訂香港財務報告準則時之影響，惟仍未能確定彼等是否會對其營運業績及財務狀況構成任何重大影響。預期所有頒佈之準則將於其首次生效時之會計期間納入本集團之會計政策。

### 6. 主要會計政策概要

#### 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）。當本集團自參與投資對象營運所得浮動回報享有承擔或權利以及能夠運用其對投資對象之權力（即本集團獲賦予現有能以主導投資對象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少於投資對象大多數投票或類似權利之權利，則本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Subsidiaries (continued)

The results of subsidiaries are included in the Company's result to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

#### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests 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.

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 the end of reporting period. 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.

### 6. 主要會計政策概要 (續)

#### 附屬公司 (續)

附屬公司之業績按已收及應收股息計入本公司之業績。本公司於附屬公司之投資且並非根據香港財務報告準則第5號分類為持作出售者按成本減任何減值虧損入賬。

#### 商譽

商譽起初按成本計量，即已轉讓代價、非控股權益之確認金額及本集團先前持有之被收購方股本權益之任何公平價值總額，與所收購可識別資產淨值及所承擔負債之間之差額。如該代價與其他項目之總額低於所收購資產淨值之公平價值，於重新評估後該差額將於損益賬內確認為議價收購收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於報告期末進行商譽之年度減值測試。為進行減值測試，因業務合併而購入之商譽自收購日期起被分配至預期將受惠於合併產生之協同效益之本集團各現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Goodwill (continued)

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. 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 disposed operation and the portion of the cash-generating unit retained.

#### Fair value measurement

The Group measures its investment property and available-for-sale financial assets 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.

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.

### 6. 主要會計政策概要 (續)

#### 商譽 (續)

減值乃通過評估與商譽有關之現金產生單位 (或現金產生單位組別) 之可收回金額釐定。當現金產生單位 (或現金產生單位組別) 之可收回金額低於賬面金額時，減值虧損便予以確認。當商譽已獲分配至現金產生單位 (或現金產生單位組別)，而該單位中之部分業務經已售出，則與所出售業務相關之商譽乃於釐定出售盈虧時計入該業務之賬面值。在該等情況下出售之商譽乃按所出售之業務及現金產生單位保留部分之相關價值計量。

#### 公平價值計量

本集團於各報告期末按公平價值計量其投資物業及可供出售金融資產。公平價值為市場參與者之間於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格。公平價值計量乃假設出售資產或轉讓負債之交易於資產或負債之主要市場或 (在無主要市場情況下) 資產或負債之最具優勢市場進行。主要或最具優勢市場須為本集團可進入的市場。資產或負債之公平價值乃基於市場參與者為資產或負債定價時所用之假設計量 (假設市場參與者依照彼等的最佳經濟利益行事)。

非金融資產的公平價值計量須計及市場參與者通過使用該資產之最高及最佳用途或將該資產出售予將使用其最高及最佳用途之另一市場參與者而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價值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

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

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

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 deferred tax assets, financial assets and investment property), 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.

### 6. 主要會計政策概要 (續)

#### 公平價值計量 (續)

此外，為進行財務申報，公平價值計量乃根據公平價值計量輸入值之可觀察程度及公平價值計量輸入值之整體重要性分類為第一層、第二層或第三層，載列如下：

- 第一層：輸入值為相同資產或負債於實體可進入之活躍市場在計量日期的報價（未經調整）；
- 第二層：輸入值為資產或負債可直接或間接觀察之輸入值（不包括計入第一層的報價）；及
- 第三層：輸入值為資產或負債不可觀察之輸入值。

就按經常性基準於本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（基於對公平價值計量整體而言屬重大的最低層輸入數據）釐定是否發生不同等級轉移。

#### 非金融資產減值

倘有跡象顯示資產出現減值，或須對資產（遞延稅項資產、金融資產及投資物業除外）進行年度減值測試，則會估計該項資產之可收回金額。資產之可收回金額為資產或現金產生單位之使用價值與其公平價值減出售成本兩者間之較高者，並就個別資產釐定，惟該項資產並無產生大致獨立於其他資產或其他組別資產之現金流入則除外，在此情況下，就該項資產所屬現金產生單位釐定可收回金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 6. 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 profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is any 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/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises (only if there are revalued assets in the financial statements), unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

#### 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.

### 6. 主要會計政策概要 (續)

#### 非金融資產減值 (續)

減值虧損僅於資產賬面值超逾其可收回金額時確認。於評估使用價值時，估計未來現金流量以反映當時市場對貨幣時間價值之估計及該項資產之特有風險之除稅前折現率折減至現值。減值虧損於產生期間在損益賬中於與已減值資產功能相符之開支項目扣除。

於各報告期末，均會評估是否有跡象顯示過往已確認之減值虧損不再存在或可能減少。倘出現該跡象，則會估計可收回金額。過往確認之資產（商譽除外）減值虧損僅於用於釐定該項資產之可收回金額所採用之估計出現變化時回撥，但有關金額不得超逾假設過往年度並無就該項資產確認減值虧損而應釐定之賬面值（已扣除任何折舊／攤銷）。回撥減值虧損於產生期間計入損益賬（僅在財務報表中存在重估資產之情況下），惟倘該資產按重估金額列賬，則減值虧損回撥會根據該重估資產之有關會計政策列賬。

#### 物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目之成本包括購買價及任何將資產達致其運作狀況與地點作擬定用途之直接應佔成本。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss 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 depreciation.

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 building	2.5% or over the lease terms, whichever is shorter
Leasehold improvements	30% or over the lease terms, whichever is shorter
Office equipment	30%
Computer equipment	30%
Furniture and fixtures	20%
Motor vehicles	30%

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 the end of each financial period.

An item of property, plant and equipment and 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 statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### 6. 主要會計政策概要 (續)

#### 物業、廠房及設備以及折舊 (續)

各項物業、廠房及設備項目投入運作後產生之開支(如維修及保養)一般於產生期間自損益表扣除。倘能符合確認條件,重大檢查之開支可於資產賬面值資本化以作代替。倘物業、廠房及設備之主要部分須定期替換,本集團會確認該等部分為有特定可使用年期及折舊之個別資產。

折舊按各項物業、廠房及設備之估計可使用年期以直線法計算,以撇銷成本至其剩餘價值。就此採用之主要年率如下:

租賃樓宇	2.5% 或按租期 (以較短者為準)
租賃物業裝修	30% 或按租期 (以較短者為準)
辦公室設備	30%
電腦設備	30%
傢俬及裝置	20%
汽車	30%

倘物業、廠房及設備項目各部分之可使用年期各有不同,該項目之成本乃按合理基準在各部分之間進行分配,而每部分則各自計算折舊。剩餘價值、可使用年期及折舊方法最少於每個財政期間末進行檢討及調整(如適用)。

初步確認之物業、廠房及設備項目及任何重要部分於出售時或於預期使用或出售不會產生未來經濟利益時撤銷確認。在撤銷確認該項資產之同一年度於損益表確認之任何出售或報廢收益或虧損,為有關資產出售所得款項淨額與其賬面值之差額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment property

An investment property is an interest in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair value of an investment property are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised to profit or loss in the year of the retirement or disposal.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis for homogenous items while it is determined on an actual unit cost basis for certain unique or specific items and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads, and where appropriate, subcontracting charges. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 6. 主要會計政策概要 (續)

#### 投資物業

投資物業乃為賺取租金收入及／或資本增值（而非用以生產或提供貨物或服務或作行政用途）；或為於日常業務中出售而持有之土地及樓宇權益。有關物業初步按成本（包括交易成本）計量。於初步確認後，投資物業按反映報告期末之市場情況之公平價值列賬。

投資物業公平價值變動所產生之收益或虧損於產生年度計入損益賬。

報廢或出售投資物業之任何收益或虧損於報廢或出售之年度在損益賬確認。

#### 存貨

存貨乃按成本與可變現淨值兩者中之較低者列賬。某些同質貨品乃按加權平均法計算成本，而若干獨特或特定之貨品則按實際單位成本計算成本及（倘為在製品及製成品）包括直接原料、直接工資及適當比例之間接費用並在適當情況下包括分包費用。可變現淨值乃按估計售價扣除直至完成及出售所產生之任何估計成本計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating lease are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of land and buildings as a finance lease in property, plant and equipment.

### 6. 主要會計政策概要 (續)

#### 租賃

凡資產擁有權(法定業權除外)之絕大部分回報及風險轉嫁予本集團之租賃均作為財務租賃列賬。在財務租賃開始時,租賃資產成本均按最低租金付款之現值撥充資本,並連同債務(不包括利息部分)記錄,反映收購及融資情況。按資本化財務租賃持有之資產(包括財務租賃下之預付土地租賃付款)計入物業、廠房及設備,並按租賃期及資產估計可使用年期兩者中之較短者計算折舊。該等租賃之財務費用自損益賬扣除,以就租賃期訂出固定之定期開支比率。

透過具融資性質之租購合約收購之資產乃列作財務租賃,惟有關資產乃按估計可使用年期計提折舊。

凡資產擁有權之絕大部分回報及風險仍歸出租人所有之租約均作為經營租賃列賬。倘本集團是出租人,則本集團根據經營租賃出租之資產均計入非流動資產,而經營租賃項下應收租金則以直線法在租賃期內計入損益賬。倘本集團是承租人,則經營租賃項下應付租金(扣除出租人給予之任何優惠)以直線法在租賃期內自損益賬扣除。

經營租賃項下之預付土地租賃付款初步按成本呈列,其後在租賃期內以直線法確認。當租賃付款不能於土地及樓宇之間可靠地分配時,全部租賃付款會計入土地及樓宇成本作為物業、廠房及設備之財務租賃。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets

##### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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:

##### *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 finance income in profit or loss. The loss arising from impairment is recognised in profit or loss in other expenses.

### 6. 主要會計政策概要 (續)

#### 投資及其他金融資產

##### 初步確認及計量

根據香港會計準則第39號範圍之金融資產視情況分類為按公平價值列賬及在損益賬處理之金融資產、貸款及應收款項及可供出售金融資產，或分類為指定於有效對沖中作為對沖工具之衍生工具（如適用）。本集團於初步確認時釐定其金融資產分類。金融資產於初步確認時以公平價值計算，就並非按公平價值列賬及在損益賬處理之投資而言，則另加直接應佔交易費用計算。

金融資產之所有常規買賣概於交易日（即本集團承諾購買或出售該資產之日期）予以確認。常規買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

##### 其後計量

金融資產按其分類之其後計量如下：

##### *貸款及應收款項*

貸款及應收款項為具有固定或可釐定付款，但並無在活躍市場報價之非衍生金融資產。於初步計量後，該等資產其後按以實際利率法計算之攤銷成本減任何減值撥備計量。攤銷成本計及收購之任何折讓或溢價計算，並包括屬實際利率之組成部分之費用或成本。實際利率攤銷計入損益賬之財務收入內。減值產生之虧損於損益賬之其他開支內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement (continued)

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated 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.

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

When the fair value of unlisted equity securities 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 securities are stated at cost less any impairment losses.

### 6. 主要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 其後計量 (續)

##### *可供出售金融資產*

可供出售金融資產乃於上市及非上市股權及債務證券之非衍生金融資產。分類為可供出售之股權投資乃既未分類為持作買賣用途亦未指定為按公平價值列賬及在損益賬處理之股權投資。該類別之債務證券乃擬於無限期內持有並可能因流動資金之需要或因市況變動而出售之金融投資。

於初步確認後，可供出售金融資產隨後按公平價值計量，未變現盈虧於該投資撤銷確認前於可供出售金融資產權益儲備內確認為其他全面收益，屆時累計盈虧乃於損益賬內確認，或至該投資釐定為減值，屆時累計盈虧乃於損益賬內確認並剝離可供出售金融資產權益儲備。賺取之利息及股息分別作為利息收入及股息收入呈報，按照下文「收益確認」所載政策在損益賬內確認。

倘非上市權益證券之公平價值由於(a)合理之公平價值估計範圍之變動對該投資而言屬重大，或(b)在上述範圍內之各種估計之概率無法合理地衡量及用於估計公平價值，而不能可靠地計算時，則該等證券按成本減去任何減值虧損後列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement (continued)

##### *Available-for-sale financial assets (continued)*

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. Reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified out of the available-for-sale category, 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 expected cash flows 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 profit or loss.

### 6. 主要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 其後計量 (續)

##### *可供出售金融資產 (續)*

本集團就其可供出售金融資產，評估於近期之出售能力或其出售意圖是否仍然恰當。倘因市場不活躍及管理層於可見將來將其出售之意圖出現重大變化而導致本集團未能買賣該等金融資產，則本集團可選擇在此罕見情況下重列該等金融資產之分類。倘金融資產符合貸款及應收款項之定義且本集團有於可見將來持有該等資產或持有該等資產直至屆滿日之意圖及能力，可將彼等重新列為貸款及應收款項。該企業須具備持有金融資產直至屆滿日之能力及意圖，方可將彼等重新列為持有至屆滿日類別。

對於重新分類劃出可供出售類別之金融資產，已於權益內確認資產之任何過往盈虧將使用實際利率法按投資之剩餘年限於損益賬內攤銷。任何新攤銷成本與預期現金流量間之差額亦將使用實際利率法按該項資產之剩餘年限攤銷。倘該資產隨後確認為減值，則權益內計入之金額將重新分類至損益賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (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 derecognised 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 cashflows 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, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 6. 主要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 撤銷確認金融資產

金融資產 (或, 如適用, 金融資產之一部分或一組類似金融資產之一部分) 在下列情況下將撤銷確認:

- 自該項資產收取現金流量之權利經已屆滿; 或
- 本集團已轉讓其自該項資產收取現金流量之權利, 或已根據一項「轉付」安排承擔責任, 在無重大延誤之情況下, 將已收到之現金流量全數付予第三方; 及(a)本集團已轉讓該項資產之絕大部分風險及回報; 或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報, 但已轉讓該項資產之控制權。

凡本集團轉讓其自該項資產收取現金流量之權利或已訂立一項轉付安排, 但並無轉讓或保留該項資產之絕大部分風險及回報, 且並無轉讓該項資產之控制權, 該項資產將視本集團於資產之持續參與程度確認入賬。於該情況下, 本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團保留之權利及義務之基準計量。

以擔保方式繼續參與已轉讓資產之程度, 乃按該資產之原賬面值及本集團可被要求償還代價最高金額兩者中之較低者計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has 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.

#### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists 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.

### 6. 主要會計政策概要 (續)

#### 金融資產減值

本集團於各報告期末評估是否有客觀證據顯示某項或某組金融資產出現減值。倘且僅倘於初步確認某項或某組金融資產後發生一項或多項事件（一項已發生的「虧損事件」）導致存在客觀減值證據，而該項虧損事件對該項或該組金融資產之估計未來現金流量所造成之影響乃能夠可靠地估計，該項或該組金融資產方會被視作減值。減值證據可包括一名或一組債務人出現重大財務困境、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況等跡象。

#### 按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先會按個別基準就個別屬重大之金融資產或按組合基準就個別不屬重大之金融資產，評估是否存在客觀減值證據。倘本集團確定按個別基準經評估之金融資產（無論屬重大與否）並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值之資產，如確認或繼續確認減值虧損，則不會納入共同減值評估之內。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, 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 (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). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. 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 future write-off is later recovered, the recovery is credited to profit or loss.

##### 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, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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.

### 6. 主要會計政策概要 (續)

#### 金融資產減值 (續)

##### 按攤銷成本列賬之金融資產 (續)

倘有客觀證據顯示出現減值虧損，則虧損金額按該資產賬面值與估計未來現金流量（不包括並未產生之未來信貸虧損）現值之差額計量。估計未來現金流量之現值按金融資產之初始實際利率（即初次確認時計算之實際利率）折現。倘貸款之利率為浮動利率，則計量任何減值虧損之折現率為本期實際利率。

該資產之賬面值通過使用撥備賬減少，而虧損金額於損益賬確認。利息收入於減少後之賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量之利率累計。若不太可能進行日後收回，且所有抵押品已變現或已轉至本集團，則撇銷貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額因確認減值之後發生之事項而增加或減少，則透過調整撥備賬增加或減少先前確認之減值虧損。若未來撇銷於其後撥回，則該項撥回計入損益賬。

##### 按成本列賬之資產

倘一項無報價及因無法可靠衡量公平價值而非以公平價值列賬之股本工具，或與該等無報價股本工具有緊密聯繫並必須透過交付該等股本工具結算之衍生工具資產出現減值虧損之客觀證據，虧損金額按資產賬面值與按類似金融資產現行市場回報率折現之估計未來現金流量現值間之差額計算。該等資產之減值虧損不予撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Available-for-sale financial assets

For available-for-sale financial assets, 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 profit or loss, is removed from the comprehensive income and recognised in profit or loss.

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. The determination of what is “significant” or “prolonged” requires judgement. “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 statement of profit or loss — is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available of sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

#### Financial liabilities

##### Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

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

### 6. 主要會計政策概要 (續)

#### 金融資產減值 (續)

##### 可供出售金融資產

就可供出售金融資產而言，本集團會於各報告期末評估有否客觀證據顯示一項投資或一組投資出現減值。

倘可供出售資產出現減值，其成本值（扣除任何本金付款及攤銷）與其現行公平價值之差額，扣減先前在損益賬確認之任何減值虧損後之金額會由全面收益移除，並於損益賬確認。

倘股權投資被列作可供出售類別，則客觀證據將包括該項投資之公平價值大幅或長期跌至低於其成本值。釐定「大幅」或「長期」時需要判斷。「大幅」是相對於投資之原始成本評估，而「長期」則相對於公平價值低於原始成本之時期而評估。倘出現減值證據，則累計虧損（按收購成本與現行公平價值之差額減該項投資先前在損益表內確認之任何減值虧損計量）將從其他全面收益中移除，並於損益表內確認。歸類為可供出售之股本工具之減值虧損不可透過損益表撥回，而其公平價值於減值後之增加部分會直接於其他全面收益中確認。

#### 金融負債

##### 初步確認與計量

根據香港會計準則第39號範圍之金融負債視情況分類為按公平價值列賬及在損益賬處理之金融負債、貸款及借貸，或分類為指定於有效對沖中作為對沖工具之衍生工具（如適用）。本集團於初步確認時釐定其金融負債分類。

所有金融負債於初步確認時以公平價值計算及倘為貸款及借貸，則應加上直接應佔交易成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Subsequent measurement

The 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 statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method 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 statement of profit or loss.

##### Derecognition of financial liabilities

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

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 statement of profit or loss.

##### Offsetting of financial instruments

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

### 6. 主要會計政策概要 (續)

#### 金融負債 (續)

##### 其後計量

金融負債按其分類之計量如下：

##### 貸款及借貸

於首次確認後，計息貸款及借貸其後以實際利率法按攤銷成本計量，倘折現之影響甚微，在此情況下則按成本列賬。撤銷確認負債及透過實際利率法攤銷過程中產生之收益及虧損於損益表中確認。

攤銷成本計及收購之任何折讓或溢價計算，並包括屬實際利率之組成部分之費用或成本。實際利率攤銷計入損益表之財務費用內。

##### 撤銷確認金融負債

當負債項下之責任被解除或取消或屆滿時，金融負債將撤銷確認。

如現有金融負債由同一貸款方以條款明顯不同之另一金融負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為撤銷確認原有負債及確認新負債處理，有關賬面值之差額於損益表確認。

##### 金融工具之抵銷

倘及僅於現時有可依法執行之權利抵銷已確認金額，及有意作淨額結算或同時變現資產及清償負債時，金融資產及金融負債方可互相抵銷，並按淨值呈報於財務狀況表內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

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

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, 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 statement of profit or loss.

#### Income tax

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

Current tax asset and liability 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.

### 6. 主要會計政策概要 (續)

#### 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手頭現金與活期存款，以及可隨時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期之短期高流通性投資，減去須按要求償還及組成本集團現金管理一部分之銀行透支。

就財務狀況表而言，現金及現金等值物包括手頭現金及銀行存款（包括定期存款）以及性質與現金類似而用途不受限制之資產。

#### 撥備

當由於過往事件導致現時須承擔法律或推定責任而未來可能須流失資源以履行責任，且能可靠估計責任之數額，則會確認撥備。

倘折現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支在報告期末之現值。隨時間流逝使折現現值增加之款項計入損益表之財務費用。

#### 所得稅

所得稅包括即期及遞延稅項。與於損益賬外確認之項目有關之所得稅於其他全面收益或直接於權益確認。

本期及過往期間之即期稅項資產及負債，乃根據於報告期末已實施或實質上已實施之稅率（及稅法），並考慮本集團業務所在國家之現有詮釋及慣例，按預期將從稅務機關收回或將支付予稅務機關之金額計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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

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

- where 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
- in respect of deductible temporary differences associated with investments in subsidiaries, 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.

### 6. 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項須按負債法就報告期末資產及負債之稅基與財務申報之賬面值之間之所有暫時差額作出撥備。

- 因業務合併以外之交易（交易當時並無因而影響會計溢利或應課稅溢利或虧損者）下初步確認商譽或資產或負債所產生之遞延稅項負債；及
- 就於附屬公司之投資相關之應課稅暫時差額而言，如暫時差額之撥回時間可予控制，且暫時差額不大可能在可見將來撥回。

遞延稅項資產乃於可能取得應課稅溢利而可動用可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損結轉抵銷時，就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損結轉確認，惟下列情況除外：

- 遞延稅項資產涉及因業務合併以外之交易（交易當時並無因而影響會計溢利或應課稅溢利或虧損者）下初步確認資產或負債所產生之可扣稅暫時差額；及
- 就於附屬公司之投資相關之可扣稅暫時差額而言，僅於暫時差額可能在可見將來撥回及有可能取得應課稅溢利而可動用暫時差額抵銷之情況下，遞延稅項資產方予確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

The carrying amount of deferred tax asset 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 asset is reassessed at the end of each reporting period and is 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 asset and liability 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 asset and deferred tax liability are offset if a legally enforceable right exists to set off current tax asset against current tax liability 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:

- (a) services income, when the relevant services have been rendered;
- (b) Sale of goods income, which is recognised when the goods are delivered and title has passed, at which time all the following conditions are satisfied:
  - the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
  - the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

### 6. 主要會計政策概要 (續)

#### 所得稅 (續)

於各報告期末會檢討遞延稅項資產之賬面值，倘不再可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產，則會作出相應調減。未確認之遞延稅項資產則會於各報告期末重新評估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃根據預期於變現資產或清償債務期間適用之稅率計算，而該稅率乃基於報告期末已實施或實質上已實施之稅率（及税法）釐定。

當存在可依法執行之權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及同一應課稅實體及同一稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

#### 收益確認

當經濟利益有可能流入本集團及當收益能可靠地計量時，收益會按下列基準確認：

- (a) 服務收入於提供相關服務時確認；
- (b) 貨品之銷售收入乃於交付貨品及所有權轉移時確認，且在達成以下全部條件時，方可作實：
  - 本集團已將貨物擁有權之重大風險及回報轉讓予買方；
  - 本集團沒有保留任何一般與擁有權相關之持續管理權或已售貨品之實際控制權；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

(b) (continued)

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and

(d) investment income, when the policyholders' right to receive payment has been established.

#### Employee benefits

##### Share-based payment transactions

The Company operates a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees 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 option pricing model, further details of which are given in note 32 to the financial statements.

### 6. 主要會計政策概要 (續)

#### 收益確認 (續)

(b) (續)

- 收益金額可被可靠地計量；
- 與交易有關之經濟利益可能將流入本集團；及
- 交易已經或將產生之成本可被可靠地計量。

(c) 利息收入按應計基準以實際利率法利用將金融工具在預計可使用年期或較短期間（如適用）估計在日後收取之現金準確折現至金融資產賬面淨值之利率確認；及

(d) 投資收入於確立保單持有人收款權利時確認。

#### 僱員福利

##### 以股份為本付款之交易

本公司推行目前有效及具效力之購股權計劃，以向為本集團成功營運作出貢獻之合資格參與者提供激勵及獎勵。本集團僱員（包括董事）按以股份為本付款交易之形式收取酬金，據此僱員提供服務作為股權工具之代價（「以權益結算之交易」）。

於二零零二年十一月七日後授出之僱員以權益結算之交易之成本乃參照於授予日期之公平價值計量。公平價值由外聘估值師使用二項式期權定價模式釐定，進一步詳情載於財務報表附註32。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### Share-based payment transactions (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. 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 statement of profit or loss 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 a market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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. All cancellations of equity-settled transaction awards are treated equally.

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

### 6. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 以股份為本付款之交易 (續)

以權益結算之交易之成本於表現及／或服務條件履行期間確認，同時相應增加權益。在各報告期末至歸屬日期就以權益結算之交易確認之累計開支反映歸屬期屆滿之程度及本集團對最終歸屬之股權工具數量的最佳估計。於期內損益表扣除或計入之金額指於期初及期終確認之累計開支變動。

除須視乎市場或非歸屬條件歸屬之以權益結算之交易外，對於最終未予歸屬之獎勵不確認任何開支。而對於須視乎市場或非歸屬條件歸屬之以權益結算之交易，在所有其他表現及／或服務條件均獲達成的情況下，不管市場或非歸屬條件是否達到，均視作已歸屬。

倘註銷以權益結算之獎勵，則會視作已於註銷當日歸屬，而任何未就獎勵確認之開支將立即確認。此包括任何在本集團或僱員控制範圍內之非歸屬條件未達成時之獎勵。然而，倘以新獎勵取代所註銷之獎勵，並於授出當日指定為取代獎勵，則所註銷及新授出之獎勵將視作原有獎勵之修訂，有關詳情載於上段。所有以權益結算之交易獎勵之註銷將會公平處理。

尚未行使購股權之攤薄影響（如有）列作計算每股盈利之額外股份攤薄。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the 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 statement of profit or loss 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. Employees of the Group's subsidiaries in Mainland China are required to participate in the employee retirement scheme operated by the relevant local government bureau in Mainland China. The contributions to be borne by the Group are calculated at a certain percentage of the salaries and wages for those eligible employees.

##### 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 ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. 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 determined.

### 6. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 退休金計劃

本集團根據強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員設立強積金計劃。供款乃按僱員基本薪金之某個百分比計算，並於根據強積金計劃之規則應付時在損益表扣除。強積金計劃資產與本集團資產分開存放，由獨立管理之基金持有。本集團之僱主供款於向強積金計劃供款時即全數歸僱員所有。本集團在中國內地之附屬公司之僱員均須參與中國內地有關地方政府部門推行之僱員退休計劃。須由本集團負擔之供款部分，按該等合資格僱員薪金及工資之某個百分比計算。

##### 外幣

該等財務報表以港元(本公司之功能及呈列貨幣)呈列。本集團旗下各實體自行決定功能貨幣，而各實體財務報表內之項目均以該功能貨幣計算。本集團旗下各實體之外幣交易首先按交易日期適用之各實體功能貨幣之匯率入賬。以外幣為單位之貨幣資產與負債按於報告期末適用之功能貨幣匯率重新換算。所有差額列入損益表。根據外幣歷史成本計算之非貨幣項目按最初交易日期之匯率換算。根據外幣公平價值計算之非貨幣項目按釐定公平價值當日之匯率換算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

#### Related parties

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

### 6. 主要會計政策概要 (續)

#### 外幣 (續)

若干海外附屬公司之功能貨幣並非港元。於報告期末，該等實體之資產及負債均按報告期末之匯率換算為本公司之呈列貨幣，而該等實體之損益表按年內之加權平均匯率換算為港元。因此而產生之匯兌差額於其他全面收益確認，並於外幣匯兌儲備中累計。於出售海外業務時，與特定海外業務有關之其他全面收益部分於損益表確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港元。海外附屬公司在年內產生之經常性現金流量會按該年度之加權平均匯率換算為港元。

#### 有關連人士

- (a) 倘屬以下人士，即該人士或該人士之家族近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司之主要管理人員。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties (continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) both entities are joint ventures of the same third party.
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) the entity is controlled or jointly controlled by a person identified in (a).
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) the entity, or any member of a group of which it is apart, provides key management personnel services to the Group or to the parent of the Group.

### 6. 主要會計政策概要 (續)

#### 有關連人士 (續)

- (b) 倘符合下列任何條件，則實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
  - (iii) 兩間實體均為同一第三方之合營企業。
  - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - (v) 該實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃。
  - (vi) 實體受(a)所識別人士控制或共同控制。
  - (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體（或該實體之母公司）主要管理人員。
  - (viii) 為本集團或本集團之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties (continued)

A related party transaction is a transfer of resources, services or obligations between a group and a related party, regardless of whether a price is charged.

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

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

### 7. SIGNIFICANT ESTIMATION UNCERTAINTIES AND ACCOUNTING JUDGEMENTS

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 the disclosure of contingent liabilities, at the end of the reporting period. However, 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 discussed below.

### 6. 主要會計政策概要 (續)

#### 有關連人士 (續)

有關連人士交易指集團與有關連人士之間進行之資源、服務或責任轉讓，而不論是否收取價格。

該人士之家族近親可能被預期與實體進行交易時影響該人士或受該人士影響之該等家族成員並包括：

- (a) 該人士之子女及配偶或家庭夥伴；
- (b) 該人士之配偶或家庭夥伴之子女；及
- (c) 該人士或該人士之配偶或家庭夥伴之家屬。

### 7. 主要估計之不確定因素及會計判斷

於編製本集團之財務報表時，管理層需作出影響報告期末之收入、支出、資產及負債之申報數額以及或然負債之披露事項之判斷、估計及假設。然而，該等假設及估計之不確定因素可能導致需就日後受影響資產或負債之賬面值作出重大調整。

#### 估計之不確定因素

於報告期末，可能導致下個財政年度之資產及負債賬面值發生重大調整之重大風險之有關未來之主要假設及其他估計之不確定因素之主要來源載列如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 7. SIGNIFICANT ESTIMATION UNCERTAINTIES AND ACCOUNTING JUDGEMENTS (continued)

#### Estimation uncertainty (continued)

##### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate present value. Please refer to note 20 to the financial statements for the carrying value of goodwill at the end of reporting period.

##### Impairment of trade receivables and other receivables

Impairment of trade receivables and other receivables is made based on an assessment of the recoverability of trade receivables and other receivables. The identification of doubtful debts requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the receivables as well as doubtful debt expenses or write-back of doubtful debts in the period in which such estimate has been changed. Please refer to notes 22 and 23 to the financial statements for the carrying value of trade receivables and other receivables at the end of reporting period.

##### Estimation of fair value of an investment property

As described in note 17 to the financial statements, the investment property was revalued at the end of the reporting period on an open market, existing use basis by an independent firm of professionally qualified valuers. Such valuation was based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from a variety of sources, including current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period. Please refer to note 17 to the financial statements for the carrying value of investment property at the end of reporting period.

### 7. 主要估計之不確定因素及會計判斷 (續)

#### 估計之不確定因素 (續)

##### 商譽減值

於確定商譽是否減值時，須估計獲分配商譽之現金產生單位之使用價值。計算使用價值時，管理層須估計預期現金產生單位產生之未來現金流量及適當之折現率以計算現值。有關商譽於報告期末之賬面值，請參閱財務報表附註20。

##### 應收賬款及其他應收款項減值

應收賬款及其他應收款項減值以對應收賬款及其他應收款項可回收程度之評估為基礎。識別呆賬需要管理層作出判斷及估計。倘日後實際結果或預期與原有估計有異，該等差異將對於該估計變更期間之應收款項賬面值以及呆賬開支或呆賬回撥構成影響。有關應收賬款及其他應收款項於報告期末之賬面值，請參閱財務報表附註22及23。

##### 投資物業公平價值估計

如財務報表附註17所述，投資物業已由獨立合資格專業估值師於報告期末按現行用途以公開市值基準重新估值。有關估值乃根據若干假設進行，故當中仍有不確定因素且或會與實際結果有重大差異。於作出估計時，本集團已考慮各種資料來源，其中包括活躍市場中類似物業之當前市價，並運用主要根據報告期末之市況作出之假設。有關投資物業於報告期末之賬面值，請參閱財務報表附註17。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 7. SIGNIFICANT ESTIMATION UNCERTAINTIES AND ACCOUNTING JUDGEMENTS (continued)

#### Estimation uncertainty (continued)

##### Valuation of share options

As described in note 32 to the financial statements, the Company engaged an independent firm of professional qualified valuers to assist in the valuation of the share options granted during the years ended 31 March 2014. The fair value of options granted under the share option schemes is determined using the binomial option pricing model. The significant inputs into the model were share price at grant date, risk-free interest rate, exercise price and expected volatility of the underlying shares. When the actual results of the inputs differ from management's estimate, it will have an impact on share option expense and the related share option reserve of the Company. The Company did not grant any share options during the year. The fair value of the share options granted during the year ended 31 March 2014 was HK\$2,813,000. Further details of the share options are set out in note 32 to the 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 carrying value of deferred tax assets relating to recognised tax losses at 31 March 2016 was approximately HK\$Nil (2015: HK\$Nil). Further details are contained in note 30 to the financial statements.

### 7. 主要估計之不確定因素及會計判斷 (續)

#### 估計之不確定因素 (續)

##### 購股權之估值

如財務報表附註32所述，本公司已委聘獨立合資格專業估值師協助對於截至二零一四年三月三十一日止年度授出之購股權進行估值。根據購股權計劃授出的購股權公平價值採用二項式期權定價模式釐定。模式所採用的重大輸入值為授出日期的股價、無風險利率、行使價及相關股份的預期波幅。倘輸入值的實際結果與管理層的估計不同，則會對本公司的購股權開支及相關購股權儲備構成影響。本公司年內並無授出任何購股權。截至二零一四年三月三十一日止年度已授出購股權的公平價值為2,813,000港元。購股權之進一步詳情載於財務報表附註32。

##### 遞延稅項資產

遞延稅項資產乃於可能取得應課稅溢利而可動用稅項虧損抵銷時就所有未動用稅項虧損予以確認。釐定可確認遞延稅項資產金額時，管理層需要根據將來預期應課稅溢利時間及水平以及稅務計劃策略作出重要判斷。於二零一六年三月三十一日，有關已確認稅項虧損的遞延稅項資產賬面值約為零港元（二零一五年：零港元）。進一步詳情載於財務報表附註30。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 7. SIGNIFICANT ESTIMATION UNCERTAINTIES AND ACCOUNTING JUDGEMENTS (continued)

#### Estimation uncertainty (continued)

##### Current income taxes

The Group's subsidiaries that operate in the PRC are subject to Enterprise Income Tax in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax in the period in which such determination is made. The provision for income tax of the Group at 31 March 2016 was approximately HK\$Nil (2015: HK\$3,337,000).

##### Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The directors reassess the estimations at the end of each reporting period.

##### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

### 7. 主要估計之不確定因素及會計判斷 (續)

#### 估計之不確定因素 (續)

##### 即期所得稅

本集團在中國營運之附屬公司須繳納中國企業所得稅。在釐定所得稅撥備時，須作出重大判斷。在日常業務過程中，多項交易及計算均難以明確作出最終稅務釐定。本集團根據對是否需要繳付額外稅款之估計，就預期稅務確認負債。倘該等事宜之最終稅務結果與最初記錄之金額存在差異，有關差額將影響稅務釐定期間之所得稅。於二零一六年三月三十一日，本集團的所得稅撥備約為零港元（二零一五年：3,337,000港元）。

##### 存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中作出之估計售價減去估計完成成本及可變出售開支。此等估計乃根據現時市況及製造及出售性質類似產品之過往經驗而作出，並會因應客戶品味及競爭對手就劇烈行業週期所作出之行動而有重大變化。董事於各報告期末重新評估有關估計。

##### 判斷

在應用本集團會計政策之過程中，管理層除了作出估計外，還作出了下列對財務報表所確認之金額具有重大影響之判斷：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 7. SIGNIFICANT ESTIMATION UNCERTAINTIES AND ACCOUNTING JUDGEMENTS (continued)

#### Judgements (continued)

##### Revenue recognition

In making its judgement, management considered the detailed criteria for the recognition of revenue from the sale of goods set out in HKAS 18 Revenue and, in particular, whether the Group had transferred to the buyer the significant risks and rewards of ownership of the goods. Following the detailed quantification of the Group's liabilities in respect of rectification work, and the agreed limitation on the customer's ability to require further work or to require replacement of the goods, management is satisfied that the significant risks and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate provision for the rectification costs.

##### Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities comprising the Group, judgement is required to determine and consider the currency that mainly influences sales prices of services and of the country/jurisdiction whose competitive forces and regulations mainly determines the sales prices of services; the currency that mainly influences labour and other costs of providing services; the currency in which funds from financing activities are generated; and the currency in which receipts from operating activities are usually retained. The functional currencies of the entities comprising the Group are determined based on management's assessment of the primary economic environment in which the entities operate. When the indicators are mixed and the functional currency is not obvious, management uses its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

### 7. 主要估計之不確定因素及會計判斷 (續)

#### 判斷 (續)

##### 收益確認

在作出判斷時，管理層已考慮香港會計準則第18號收益所載列確認出售產品之收益之詳細條件，以及（特別是）本集團是否已把產品之主要風險及擁有權之回報已轉移給買方。繼詳盡計量本集團就整頓工作產生之負債，以及客戶在要求進一步工作或要求更換貨品方面之能力之議定限度後，管理層信納，主要風險及回報經已轉移，且本年度之收入確認乃屬恰當，亦已確認就整頓成本作出適當撥備。

##### 釐定功能貨幣

本集團以本公司及其附屬公司各自之功能貨幣計量其外幣交易。在決定組成本集團之實體之功能貨幣時，需判斷決定及考慮主要影響服務之銷售價格之貨幣及其競爭力及法規主要決定服務之銷售價格之國家／司法權區之貨幣；主要影響勞動力及所提供服務之其他成本之貨幣；產生融資活動資金之貨幣；以及經營活動通常所收取之款項之貨幣。組成本集團之實體之功能貨幣取決於管理層對實體營運之基本經濟環境之評估。倘各指標顯示複雜及功能貨幣不明顯，管理層根據其判斷力決定最能忠實反映相關交易、事件及條件之經濟效益之功能貨幣。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 8. OPERATING SEGMENT INFORMATION

The Group's operating activities are currently attributable to three operating segments focusing on the wireless value-added services, trading and retailing of jewelry and lending business (continuing operation). These operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conformed to HKFRSs, that are regularly reviewed by the executive Directors (the "Executive Directors") (being the chief operating decision maker of the Company). The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The details of operating and reportable segments of the Group are as follows:

- Wireless valued-added services
- Trading and retailing of jewelry
- Lending business

### 8. 經營分部資料

本集團之經營業務目前歸屬於三個專注於無線增值服務、珠寶買賣及零售以及借貸業務（持續經營）之經營分部。該等經營分部乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，並由執行董事（「執行董事」，為本公司之主要經營決策者）定期審閱。執行董事審閱本集團之內部呈報以評估表現及分配資源。本集團之經營及可申報分部詳情如下：

- 無線增值服務
- 珠寶買賣及零售
- 借貸業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

The operation of trading and retailing of jewelry and lending business were introduced to the Group during the year. The following is an analysis of the Group's revenue and results by operating segments:

### 8. 經營分部資料 (續)

珠寶買賣及零售業務以及借貸業務於年內引進本集團。按經營分部劃分之本集團收益及業績分析如下：

For the year ended 31 March 2016 截至二零一六年 三月三十一日止年度		Wireless valued-added services 無線增值服務 HK\$'000 千港元	Trading and retailing of jewelry 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
<b>REVENUE</b>	<b>收益</b>				
External sales	外部銷售	5,061	4,911	78	10,050
<b>RESULTS</b>	<b>業績</b>				
Segment results profit/(loss)	分部業績溢利/(虧損)	2,089	(393)	78	1,774
Unallocated income	未分配收入	543	61	—	604
Unallocated expenses	未分配開支	(14,259)	(8,796)	(73)	(23,128)
Finance costs	財務費用	(11)	(35)	—	(46)
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬之虧損淨額	(10,555)	—	—	(10,555)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(22,193)	(9,163)	5	(31,351)
For the year ended 31 March 2015 截至二零一五年 三月三十一日止年度		Wireless valued-added services 無線增值服務 HK\$'000 千港元	Trading and retailing of jewelry 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
External sales	外部銷售	9,763	—	—	9,763
<b>RESULTS</b>	<b>業績</b>				
Segment results profit	分部業績溢利	3,561	—	—	3,561
Unallocated income	未分配收入	1,806	—	—	1,806
Unallocated expenses	未分配開支	(33,185)	—	—	(33,185)
Finance costs	財務費用	(81)	—	—	(81)
Fair value loss on investment property	投資物業之公平價值虧損	(408)	—	—	(408)
Loss before taxation	除稅前虧損	(28,307)	—	—	(28,307)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

Segment profit/loss represents the profit/loss earned/suffered by each segment without allocation of central administration costs, certain other income, gains and losses and other expenses, finance costs and net loss on de-consolidation of subsidiaries. This is the measure reported to the Executive Directors for the purposes of resource allocation and performance assessment.

The following is an analysis of the Group's assets and liabilities by operating segment:

### 8. 經營分部資料 (續)

分部溢利／虧損指各分部所賺取之溢利／產生之虧損，當中並未分配中央行政成本、若干其他收入、收益及虧損以及其他開支、財務費用及取消附屬公司綜合入賬之虧損淨額。此乃為分配資源及評估表現而向執行董事匯報之基準。

按經營分部劃分之本集團資產及負債分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<strong>SEGMENT ASSETS</strong>	<strong>分部資產</strong>		
Wireless valued-added services	無線增值服務	2,061	17,362
Trading and retailing of jewelry	珠寶買賣及零售	32,041	—
Lending business	借貸業務	29,098	—
Unallocated assets	未分配資產	40,019	213
		<strong>103,219</strong>	17,575
<strong>SEGMENT LIABILITIES</strong>	<strong>分部負債</strong>		
Wireless valued-added services	無線增值服務	30,316	28,442
Trading and retailing of jewelry	珠寶買賣及零售	881	—
Lending business	借貸業務	249	—
Unallocated liabilities	未分配負債	819	—
		<strong>32,265</strong>	28,442

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain prepayments and bank balances and cash held by the respective head offices from continuing was allocated to the above components segment; and
- all liabilities are allocated to operating segments other than liabilities of the respective head offices of continuing, deferred taxation, and taxation payable from each segment.

#### Information about major customers

During the year ended 31 March 2016, revenue of approximately HK\$7,281,000 which represents 72.45% of the Group's total sales was derived from services rendered to two customers. During the year ended 31 March 2015, approximately HK\$9,528,000 which represented 97.60% of the Group's total sales were derived from services rendered to one customer. No other single customer contributed 10% or more to the Group's revenue for each of the years ended 31 March 2016 and 2015.

### 8. 經營分部資料 (續)

為監察分部表現及於各分部間分配資源：

- 除持續經營業務彼等各自總部持有之若干預付款項及銀行結餘及現金分配至上述分部外，所有資產均分配至經營分部；及
- 除持續經營業務彼等各自總部之負債、各分部之遞延稅項及應付稅項外，所有負債均分配至經營分部。

#### 有關主要客戶之資料

於截至二零一六年三月三十一日止年度，約7,281,000港元之收益（佔本集團總銷售額72.45%）乃源自向兩位客戶提供之服務。於截至二零一五年三月三十一日止年度，約9,528,000港元（佔本集團總銷售額97.60%）乃源自向一位客戶提供之服務。概無其他單一客戶於本集團截至二零一六年及二零一五年三月三十一日止年度各年之收益中佔10%或以上之比重。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer A	客戶 A	5,061	9,528
Customer B	客戶 B	2,220	—
Others	其他	2,769	235
		10,050	9,763

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 8. OPERATING SEGMENT INFORMATION

(continued)

#### Other segment information

31 March 2016

### 8. 經營分部資料 (續)

#### 其他分部資料

二零一六年三月三十一日

		Wireless valued-added services 無線增值服務 HK\$'000 千港元	Trading and retailing of jewelry 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	756	358	—	1,114
Net loss on de-consolidation of subsidiaries	取消附屬公司綜合入賬之虧損淨額	10,555	—	—	10,555
Impairment losses on trade receivables	應收賬款減值虧損	827	—	—	827
Income tax expense	所得稅開支	—	8	—	8
31 March 2015					
					二零一五年三月三十一日
		Wireless valued-added services 無線增值服務 HK\$'000 千港元	Trading and retailing of jewelry 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,053	—	—	1,053
Impairment losses on trade receivables	應收賬款減值虧損	222	—	—	222
Income tax expense	所得稅開支	1,400	—	—	1,400

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 9. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of good sold and services rendered during the years.

An analysis of the Group's revenue, other income and gains is as follows:

### 9. 收益、其他收入及收益

收益即本集團之營業額，指年內產品銷售及所提供服務之發票淨值。

本集團收益、其他收入及收益分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Net invoiced value of goods sold and services rendered	產品銷售及所提供服務之發票淨值	10,050	9,763
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	64	134
Investment income	投資收入	152	502
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益	—	1,170
Fair value gain on an investment property (note 17)	投資物業之公平價值收益(附註17)	388	—
		604	1,806
		10,654	11,569

### 10. FINANCE COSTS

An analysis of finance costs is as follows:

### 10. 財務費用

財務費用分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on borrowing wholly repayable within five years and total borrowing cost	須於五年內悉數償還之借貸利息及總借貸成本	46	81

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 11. LOSS BEFORE TAX

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

### 11. 除稅前虧損

本集團之除稅前虧損經扣除／（計入）  
下列各項後達致：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of services*	服務成本*	1,037	—
Cost of sales	銷售成本	3,604	3,213
Depreciation (note 16)*	折舊（附註16）*	1,114	1,053
Minimum lease payments under operating leases in respect of:	以下經營租賃最低租賃 付款：		
Land and buildings	土地及樓宇	2,137	2,733
Auditors' remuneration	核數師酬金	600	550
Employee benefits expense (including Directors' remuneration (note 12))*#:	僱員福利開支（包括董事 酬金（附註12））*#：		
Wages, salaries, allowances and benefits in kind	工資、薪酬、津貼 及實物利益	14,357	15,770
Equity-settled share option arrangements	以權益結算之購股權安排	106	268
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 （界定供款計劃）	241	1,790
Severance payments	離職金	423	85
		<b>15,127</b>	<b>17,913</b>
Foreign exchange losses, net	匯兌虧損淨額	42	29
Impairment allowances on trade receivables (note 22)	應收賬款之減值撥備 （附註22）	827	222
Net loss on de-consolidation of subsidiaries (note 36)	取消附屬公司綜合入賬 之虧損淨額（附註36）	10,555	—
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備 項目之收益	—	(1,170)
Research and development costs#	研究及開發成本#	310	1,770
Bank interest income	銀行利息收入	(64)	(134)
Investment income	投資收入	(152)	(502)
Fair value (gain)/loss on an investment property (note 17)	投資物業之公平價值 （收益）／虧損（附註17）	(388)	408

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 11. LOSS BEFORE TAX (continued)

- \* The cost of services provided includes depreciation and employee benefits expense totaling approximately HK\$822,000 for the year ended 31 March 2016 (2015: HK\$2,098,000), which is also included in the respective total amount separately disclosed above.
- # The research and development costs for the year include approximately HK\$310,000 (2015: HK\$1,770,000) relating to employee benefits expense for research and development activities, which is also included in the employee benefits expense separately disclosed above.

At 31 March 2016, the Group had no material forfeited contributions available to reduce its contributions to the pension schemes in future years (2015: Nil).

### 12. DIRECTORS' REMUNERATION

Directors' remuneration comprises payment by the Group to Directors of the Company in connection with the management of the affairs of the Company and its subsidiaries. The remuneration of each Director for the years ended 31 March 2016 and 2015 is set out below:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Fees	袍金	394	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,717	8,138
Equity-settled share option arrangements	以權益結算之購股權安排	38	184
Pension scheme contributions	退休金計劃供款	87	58
		<b>3,842</b>	8,380
		<b>4,236</b>	8,680

### 11. 除稅前虧損 (續)

- \* 截至二零一六年三月三十一日止年度之服務成本包括折舊及僱員福利開支共約822,000港元(二零一五年：2,098,000港元)，該等成本亦已計入上述獨立披露之有關總額中。
- # 本年度研究及開發成本包括與用作進行研究及開發活動有關之僱員福利開支約310,000港元(二零一五年：1,770,000港元)，該等成本亦已計入上述獨立披露之僱員福利開支中。

於二零一六年三月三十一日，本集團並無沒收重大供款以供日後年度減少其退休金計劃供款(二零一五年：無)。

### 12. 董事酬金

董事酬金包括本集團就本公司董事管理本公司及其附屬公司事宜而向其支付之款項。下表載列每名董事於截至二零一六年及二零一五年三月三十一日止年度之酬金：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 12. DIRECTORS' REMUNERATION (continued)

In the prior years, three Directors were granted share options in respect of their services to the Group under the share option schemes of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such options which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above Directors' remuneration disclosures.

#### (a) Independent non-executive Directors

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

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Mr. Lam Kwok Cheong (appointed on 25 June 2015)	林國昌先生 (於二零一五年六月二十五日獲委任)	102	—
Mr. Xu Xiaoping (appointed on 25 June 2015)	徐小平先生 (於二零一五年六月二十五日獲委任)	102	—
Mr. Poon Yan Wai (appointed on 8 October 2015)	潘仁偉先生 (於二零一五年十月八日獲委任)	68	—
Ms. Wong Chi Yan (appointed on 25 June 2015 and resigned on 8 October 2015)	黃志恩女士 (於二零一五年六月二十五日獲委任及於二零一五年十月八日辭任)	35	—
Mr. Tam Chun Wan (resigned on 17 July 2015)	譚振寰先生 (於二零一五年七月十七日辭任)	29	100
Ms. Tse Yuet Ling, Justine (resigned on 17 July 2015)	謝月玲女士 (於二零一五年七月十七日辭任)	29	100
Ms. Lai May Lun (resigned on 17 July 2015)	黎美倫女士 (於二零一五年七月十七日辭任)	29	100
		<b>394</b>	<b>300</b>

There were no other emoluments payable to the independent non-executive Directors during the year (2015: Nil).

### 12. 董事酬金 (續)

於過往年度，三名董事就向本集團提供服務而根據本公司購股權計劃獲授購股權，進一步詳情載於財務報表附註32。該等購股權之公平價值乃於授出日期釐定，並已於歸屬期間在損益表確認，而列入本年度財務報表之金額已計入上述董事酬金披露資料內。

#### (a) 獨立非執行董事

年內支付予獨立非執行董事之袍金如下：

年內並無其他應付予獨立非執行董事之酬金 (二零一五年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 12. DIRECTORS' REMUNERATION (continued)

### 12. 董事酬金 (續)

#### (b) Executive Directors and non-executive Directors

The emoluments of each executive and non-executive Director and the chief executive officer were as follows:

#### (b) 執行董事及非執行董事

各執行及非執行董事及首席執行官之酬金如下：

2016

二零一六年

	Fee	Salaries, allowances and benefits in kind	Pension scheme contributions	Equity-settled share option arrangements	Total remuneration
	袍金	薪金、津貼及實物利益	退休金計劃供款	以權益結算之購股權安排	酬金總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive Directors:					
Mr. Xu Zhigang (appointed on 25 June, 2015)	—	816	5	—	821
Mr. Yeung Yiu Bong, Anthony (appointed on 26 February, 2016)	—	77	—	—	77
Ms. Ding Pingying (appointed on 25 June, 2015 and resigned on 26 February 2016)	—	276	5	—	281
Mr. Yip Heon Ping (resigned on 17 July, 2015)	—	1,102	30	19	1,151
Mr. Han Jun	—	459	17	—	476
	—	2,730	57	19	2,806
Non-executive Directors:					
Mr. Chen Weixi (appointed on 25 June, 2015)	—	306	—	—	306
Mr. Yip Heon Keung (redesignated from an executive Director with effect from 17 July, 2015)	—	681	30	19	730
Ms. Li Luyi (resigned on 17 July, 2015)	—	—	—	—	—
	—	987	30	19	1,036
	—	3,717	87	38	3,842

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 12. DIRECTORS' REMUNERATION (continued)

#### (b) Executive Directors and non-executive Directors (continued)

2015

二零一五年

	Fee	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Pension scheme contributions 退休金計劃供款	Equity-settled share option arrangements 以權益結算之購股權安排	Total remuneration 酬金總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive Directors:</b>					
Mr. Yip Heon Ping	—	4,140	18	92	4,250
Mr. Yip Heon Keung*	—	3,694	18	92	3,804
Mr. Han Jun (redesignated from a non-executive Director on 5 February 2015)	—	—	—	—	—
	—	7,834	36	184	8,054
<b>Non-executive Directors:</b>					
Mr. Mah Yong Sun (retired on 6 August 2014)	—	—	—	—	—
Ms. Li Luyi (redesignated from an executive Director on 5 February 2015)	—	304	22	—	326
	—	304	22	—	326
	—	8,138	58	184	8,380

\* Following the resignation of Ms. Li Luyi as the chief executive officer of the Company on 5 February 2015, Mr. Yip Heon Keung, the Chairman of the Company, assumed the post of the acting chief executive officer with effect from 5 February 2015.

\* 李魯一女士於二零一五年二月五日辭任本公司首席執行官之職務後，本公司主席葉向強先生擔任本公司署理首席執行官之職務，自二零一五年二月五日起生效。

There was no arrangement under which a Director waived or agreed to waive any remuneration during the year (2015: Nil). During the year, no emoluments have been paid by the Group to the Directors or any of the five highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

年內，概無董事放棄或同意放棄任何酬金之安排（二零一五年：無）。年內，本集團並無向董事或任何五名最高薪僱員支付酬金，以作為吸引彼等加入本集團或於加入本集團後之獎勵或作為離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2015: two) Directors, details of whose remuneration are set out in note 12 to the financial statements above. Details of the remuneration of the remaining three (2015: three) non-director, highest paid employees for the year were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,114	2,200
Equity-settled share option arrangements	以權益結算之購股權安排	—	65
Pension scheme contributions	退休金計劃供款	17	83
		<b>1,131</b>	<b>2,348</b>

The number of non-Director, highest paid employees whose remuneration fell within the following bands is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
HK\$1 to HK\$500,000	1 港元至 500,000 港元	1	—
HK\$500,001 to HK\$1,000,000	500,001 港元至 1,000,000 港元	1	2
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	—	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	—	—
		<b>2</b>	<b>3</b>

### 13. 五名最高薪僱員

年內五名最高薪僱員包括兩名(二零一五年: 兩名)董事, 其酬金詳情已於上文財務報表附註12載述。年內其餘三名(二零一五年: 三名)非董事最高薪僱員之酬金詳情如下:

酬金屬於以下組別之非董事最高薪僱員人數如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 14. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the year ended 31 March 2016. Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the years ended 31 March 2015. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

### 14. 所得稅開支

截至二零一六年三月三十一日止年度，香港利得稅乃按估計應課稅溢利之16.5%計算。由於本集團於截至二零一五年三月三十一日止年度內並無錄得任何於香港產生之應課稅溢利，故並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current — Hong Kong: Charge for the year	即期 — 香港： 年內支出	8	—
Current — Elsewhere: Charge for the year	即期 — 其他地區： 年內支出	—	6
Deferred (note 30)	遞延（附註30）	—	1,394
Total tax charged for the year	年內稅項支出總額	8	1,400

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 14. INCOME TAX EXPENSE (continued)

A reconciliation of the tax charge applicable to loss before tax at the statutory tax rates for the jurisdictions in which the Company and its principal subsidiaries operate to the tax charge at the effective tax rate, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before tax	除稅前虧損	<b>(31,351)</b>	(28,307)
Tax credit at the Hong Kong profits tax rate of 16.5% (2015: 16.5%)	按香港利得稅稅率 16.5% (二零一五年：16.5%) 計算之稅項抵免	<b>(2,278)</b>	(2,016)
Tax credit at the Mainland China statutory tax rate of 25.0% (2015: 25.0%)	按中國內地法定稅率 25.0% (二零一五年：25.0%) 計算之稅項抵免	<b>(4,387)</b>	(4,022)
Lower applicable tax rate enjoyed by the Group	本集團享有之較低適用稅率	—	72
Income not subject to tax	毋須課稅收入	<b>(125)</b>	(309)
Expenses not deductible for tax	不可扣稅開支	<b>3,051</b>	1,990
Tax losses not recognised	未獲確認之稅項虧損	<b>3,747</b>	5,685
Total tax charged at the Group's effective rate	按本集團實際稅率計算之稅項支出總額	<b>8</b>	1,400

Beijing Xin Tong Le Sou Technology Co., Ltd. was approved to qualify for the "Software Enterprise Scheme" for a five-year period from 13 June 2011 to 31 December 2015 and enjoyed an exemption of PRC corporate income tax for the first two years and a 50% reduction for the following three years.

以適用於本公司及其主要附屬公司經營所在司法權區之法定稅率計算之除稅前虧損之稅項支出與按實際稅率計算之稅項支出之對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before tax	除稅前虧損	<b>(31,351)</b>	(28,307)
Tax credit at the Hong Kong profits tax rate of 16.5% (2015: 16.5%)	按香港利得稅稅率 16.5% (二零一五年：16.5%) 計算之稅項抵免	<b>(2,278)</b>	(2,016)
Tax credit at the Mainland China statutory tax rate of 25.0% (2015: 25.0%)	按中國內地法定稅率 25.0% (二零一五年：25.0%) 計算之稅項抵免	<b>(4,387)</b>	(4,022)
Lower applicable tax rate enjoyed by the Group	本集團享有之較低適用稅率	—	72
Income not subject to tax	毋須課稅收入	<b>(125)</b>	(309)
Expenses not deductible for tax	不可扣稅開支	<b>3,051</b>	1,990
Tax losses not recognised	未獲確認之稅項虧損	<b>3,747</b>	5,685
Total tax charged at the Group's effective rate	按本集團實際稅率計算之稅項支出總額	<b>8</b>	1,400

北京信通樂搜科技有限公司獲批並符合資格參與「軟件企業計劃」，為期五年，自二零一一年六月十三日起至二零一五年十二月三十一日止，及可於首兩年獲豁免繳納中國企業所得稅，並於其後三年享有減免50%企業所得稅之稅項優惠。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 15. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the Company of approximately HK\$31,359,000 (2015: HK\$29,707,000), and the weighted average numbers of ordinary shares of 890,864,168 (2015: 767,951,438) in issue during the year.

No diluted loss per share are calculated as there were no dilutive potential equity shares in existence as at 31 March 2016 and 2015. Hence, the basic and diluted loss per share were the same for both years.

### 15. 本公司普通權益持有人應佔每股虧損

每股基本虧損乃根據本公司普通權益持有人應佔年內虧損約31,359,000港元（二零一五年：29,707,000港元）及年內已發行普通股加權平均數890,864,168股（二零一五年：767,951,438股）計算。

由於二零一六年及二零一五年三月三十一日並無潛在攤薄權益股份，故並無計算每股攤薄虧損。因此，兩個年度之每股基本及攤薄虧損相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備

2016

二零一六年

		Land and building in Mainland China 於中國內地之土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office and computer equipment, furniture and fixture 辦公室及電腦設備傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本值：</b>					
At 1 April 2015	於二零一五年四月一日	1,385	1,373	12,231	3,650	18,639
Additions	添置	—	154	241	—	395
Acquisition of subsidiaries	收購附屬公司	—	—	1,637	—	1,637
Disposals	出售	—	(61)	(297)	—	(358)
De-consolidation of subsidiaries	取消附屬公司綜合入賬	—	(1,321)	(9,466)	(3,466)	(14,253)
Exchange realignment	匯兌調整	—	(51)	(854)	(184)	(1,089)
At 31 March 2016	於二零一六年三月三十一日	1,385	94	3,492	—	4,971
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>					
At 1 April 2015	於二零一五年四月一日	351	937	12,004	2,996	16,288
Provided for the year	年內撥備	35	296	499	284	1,114
Disposals	出售	—	(61)	(297)	—	(358)
De-consolidation of subsidiaries	取消附屬公司綜合入賬	—	(1,115)	(9,371)	(2,609)	(13,095)
Exchange realignment	匯兌調整	—	(29)	(345)	(671)	(1,045)
At 31 March 2016	於二零一六年三月三十一日	386	28	2,490	—	2,904
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 March 2016	於二零一六年三月三十一日	999	66	1,002	—	2,067



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT (continued)

### 16. 物業、廠房及設備 (續)

2015

二零一五年

		Land and building in Mainland China 於中國內地之 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office and computer equipment, furniture and fixtures 辦公室及 電腦設備、 傢私及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本值：</b>					
At 1 April 2014	於二零一四年四月一日	1,385	1,820	12,458	5,344	21,007
Additions	添置	—	—	27	—	27
Disposals	出售	—	(450)	(272)	(1,700)	(2,422)
Exchange realignment	匯兌調整	—	3	18	6	27
At 31 March 2015	於二零一五年三月三十一日	1,385	1,373	12,231	3,650	18,639
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>					
At 1 April 2014	於二零一四年四月一日	316	1,106	11,950	4,262	17,634
Provided for the year	年內撥備	35	279	309	430	1,053
Disposals	出售	—	(450)	(272)	(1,700)	(2,422)
Exchange realignment	匯兌調整	—	2	17	4	23
At 31 March 2015	於二零一五年三月三十一日	351	937	12,004	2,996	16,288
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 March 2015	於二零一五年三月三十一日	1,034	436	227	654	2,351

The Group's leasehold building is held under a medium term lease and is situated in Mainland China.

本集團之租賃樓宇以中期租約持有，位於中國內地。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 17. INVESTMENT PROPERTY

### 17. 投資物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Carrying amount:	賬面值：		
At 1 April	於四月一日	4,367	4,767
Fair value adjustment (notes 9 and 11)	公平價值調整 (附註9及11)	388	(408)
Exchange realignment	匯兌調整	77	8
De-consolidation of subsidiaries (note 36)	取消附屬公司綜合入賬 (附註36)	(4,832)	—
At 31 March	於三月三十一日	—	4,367

The Group's investment property is held under a long term lease and its address is 中國北京東城區東直門外大街乙36號院25號樓7層1單元807室 (Unit 807, Level 7, Entrance 1, Building 25, No. Yi 36, Dongzhimenwai Street, Dongcheng District, Beijing, the PRC, for identification purpose only) which is a residential unit.

The Group's investment property was revalued on 31 December 2015 by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent firm of professional qualified valuers, not connected to the Group who have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation was arrived at by using direct comparison method by making reference to the comparable properties on a price per square meter basis using market data which is publicly available. The Group has determined that the highest and best use of the investment property at 31 December 2015 would be for rental purpose. For strategic reasons, the property is not being used in this manner.

At each financial year end the Directors assess property valuations movements when compared to the prior year valuation report.

Fair value adjustment of the investment property is recognised in the consolidated statement of profit or loss. All gains or losses recognised in the consolidated statement of profit or loss for the year are arisen from the property held at the end of the reporting period. There has been no change from the valuation technique used in the prior year.

本集團根據長期租約持有之投資物業，其地址為中國北京東城區東直門外大街乙36號院25號樓7層1單元807室，用作住宅單位之用途。

本集團之投資物業由仲量聯行企業評估及諮詢有限公司（為與本集團並無關聯之獨立合資格專業估值師，擁有合適資歷及於近期對有關地區內類似物業進行評估之經驗）於二零一五年十二月三十一日重估。有關估值乃採用直接比較法並參考可比較物業，按可公開查閱之市場數據計算得出之每平方米單價進行。本集團認為，於二零一五年十二月三十一日，投資物業之最高及最佳用途為作租賃用途。由於策略性原因，該物業並未作此用途。

於各財政年度末，董事對較上一年度估值報告之物業估值變動進行評估。

投資物業之公平價值調整乃於綜合損益表確認。年內於綜合損益表中確認之所有收益或虧損均由於報告期末持有之物業產生。所用之估值方法與上年度相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 17. INVESTMENT PROPERTY (continued)

Details of the Group's investment property and information about the fair value hierarchy at 31 March 2016 are as follows:

### 17. 投資物業 (續)

於二零一六年三月三十一日，本集團投資物業之詳情及有關公平價值等級架構之資料如下：

		Fair value at 31 March 2016 於二零一六年 三月三十一日 之公平價值 HK\$'000 千港元			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	
Investment property in Beijing	於北京之投資物業	—	—	—	—
		Fair value at 31 March 2015 於二零一五年 三月三十一日 之公平價值 HK\$'000 千港元			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	
Investment property in Beijing	於北京之投資物業	4,367	—	4,367	—

During the years ended 31 March 2016 and 2015, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3.

截至二零一六年及二零一五年三月三十一日止年度，第一層與第二層之間並沒有轉移公平價值之計量，亦沒有轉入或轉出第三層。

As at 31 March 2015, the investment property with carrying amount of approximately HK\$4,367,000 was pledged as security for a loan granted to the Group by an independent third party (note 28).

於二零一五年三月三十一日，賬面值約4,367,000港元之投資物業已抵押，作為獨立第三方向本集團授出貸款之擔保（附註28）。

As at 31 March 2016, there was no investment property was pledged as security for a loan granted to the Group by an independent third party.

於二零一六年三月三十一日，概無任何投資物業獲抵押，作為獨立第三方向本集團授出貸款之擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 18. PARTICULAR OF SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2016 are as follows:

### 18. 附屬公司詳情

於二零一六年三月三十一日，本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股／ 註冊資本之面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比	Principal activities 主要業務
			(2016 and 2015) (二零一六年及 二零一五年)	
Lighting Storm Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000 美元	100%, —	Investment holding 投資控股
Meteor Storm Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000 美元	100%, —	Investment holding 投資控股
Meteor Investment (H.K.) Limited	Hong Kong 香港	HK\$10,000 10,000 港元	100%, —	Investment holding 投資控股
Mastery Jewellery Co. Limited 至尊珠寶有限公司	Hong Kong 香港	HK\$10,000 10,000 港元	100%, —	Investment holding 投資控股
至尊彩虹鑽石(深圳)有限公司	PRC/Mainland China 中國／中國內地	HK\$17,000,000 17,000,000 港元	100%, —	The design, research and development, wholesale and retail of jewellery and related ancillary business 珠寶首飾的設計、 研發、批發、零售 及相關配套業務
Prosten Medical Investment Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000 美元	100%, —	Investment holding 投資控股
Prosten Medical Health Holdings Limited	Hong Kong 香港	HK\$10,000 10,000 港元	100%, —	Investment holding 投資控股
Prosten E-Business Investment Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000 美元	100%, —	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 18. PARTICULAR OF SUBSIDIARIES

(continued)

### 18. 附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本之面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比	Principal activities 主要業務
			(2016 and 2015) (二零一六年及 二零一五年)	
茂名市長達藥業有限公司	PRC/Mainland China 中國/中國內地	RMB8,000,000 人民幣8,000,000元	100%, —	中藥材種植、養殖 (不含禽畜養殖)
Prosten Healthcare Finance & Investment Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%, —	Investment holding 投資控股
Wing Tai Industrial Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	100%, —	Investment holding 投資控股
Wing Tai Industrial Investment Limited 永泰實業投資有限公司	Hong Kong 香港	HK\$2 2港元	100%, —	Investment holding 投資控股
深圳市奧輝投資諮詢有限公司	PRC/Mainland China 中國/中國內地	HK\$1,000,000 1,000,000港元	100%, —	實業項目投資諮詢
SZ Enterprise Union Finance Limited 深企聯合小額貸款有限公司	Hong Kong 香港	HK\$1,000,000.00 1,000,000.00港元	100%, —	Money lending
Prosten Wealth Investment Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	100%, —	Investment holding 投資控股
Prosten (BVI) Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$21,025 21,025美元	100%, 100%	Investment holding 投資控股
Prosten Technology Co. Limited 長達科技有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	100%, 100%	Investment holding 投資控股
Prolink Technology Limited 致訊科技有限公司	Hong Kong 香港	HK\$5 5港元	100%, 100%	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 18. PARTICULAR OF SUBSIDIARIES

(continued)

### 18. 附屬公司詳情 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本之面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比	Principal activities 主要業務
			(2016 and 2015) (二零一六年及 二零一五年)	
Worldly Limited 和益利有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%, 100%	Investment holding 投資控股
Welltop Investment Limited 威旺投資有限公司	Hong Kong 香港	HK\$1,000 1,000港元	100%, 100%	Investment holding 投資控股
Beijing Xin Tong Le Sou Technology Co Ltd.* 北京信通樂搜科技有限公司*	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣 1,000,000元	100%, 100%	Provision of wireless mobile value-added services 提供無線移動增值服務

\* Registered as wholly-foreign-owned enterprises under the PRC Law.

\* 根據中國法律註冊之外商獨資企業。

Except for Prosten (BVI) Limited, Lighting Storm Holdings Limited, Prosten Medical Investment Limited, Prosten E-Business Investment Limited, Prosten Healthcare Finance & Investment Limited and Prosten Wealth Investment Limited, all other subsidiaries are indirectly held by the Company.

除 Prosten (BVI) Limited、Lighting Storm Holdings Limited、Prosten Medical Investment Limited、Prosten E-Business Investment Limited、Prosten Healthcare Finance & Investment Limited 及 Prosten Wealth Investment Limited 外，所有其他附屬公司均由本公司間接持有。

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.

上表所列為董事認為主要影響本年度之業績或構成本集團資產淨值之主要部分之本公司附屬公司。董事認為，列出其他附屬公司之詳情將令篇幅過於冗長。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 19. 可供出售金融資產

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Club debentures, at cost (note (a))	419	832
Unlisted equity securities, at fair value (note (b))		
Upon acquisition at cost	15,000	—
Fair value adjustment during the period	6,760	—
	<b>21,760</b>	—
	<b>22,179</b>	832

(a) At the end of the reporting period, club debentures were stated at cost as the Directors are of the opinion that their fair values cannot be measured reliably because the range of reasonable fair value estimates is so significant. The Group does not intend to dispose of them in the near future.

(b) On 23 October 2015, Meteor Storm Holdings Limited, a wholly-owned subsidiary of the Group, has entered into agreement with Hong Kong Media Group Limited, a shareholder of Hong Kong Net TV Limited which incorporated under the laws of British Virgin Islands with the limited liability to acquire 6% of the ordinary share capital in Hong Kong Net TV Limited, a company is principally engaged in the business of provision of advertising and consultancy services. The directors of the Company do not believe that the Group is able to exercise significant influence over Hong Kong Net TV Limited as the other 94% of the ordinary share capital is held by one shareholder, who also manages the day-to-day operations of that company. The acquisition transaction was completed on 21 December 2015. No dividend was entitled to the Group during the year ended 31 March 2016.

The above unlisted equity securities was revalued on 31 March 2016 by Peak Vision Appraisals Limited, an independent firm of professionally qualified valuers, not connected to the Group who have appropriate qualifications and recent experience in the valuation of similar equity securities.

(a) 於報告期末，會所債券按成本列賬，原因為公平價值估計之合理範圍龐大，董事認為公平價值未能可靠計量。本集團無意於不久將來出售該等債券。

(b) 於二零一五年十月二十三日，本集團之全資附屬公司 Meteor Storm Holdings Limited 已與香港衛視網絡電視台有限公司之一名股東香港江傳媒集團有限公司（根據英屬處女群島法例註冊成立之有限公司）訂立協議，以收購香港衛視網絡電視台有限公司（主要從事提供廣告及諮詢服務業務之公司）6%之普通股。本公司董事認為本集團無法對香港衛視網絡電視台有限公司行使重大影響力，因為其他94%之普通股乃由一名股東持有，該股東亦管理該公司之日常營運。有關收購交易於二零一五年十二月二十一日完成。截至二零一六年三月三十一日止年度，本集團無權獲派股息。

上文非上市權益證券由滙鋒評估有限公司（為與本集團並無關聯之獨立合資格專業估值師，擁有合適資歷及於近期對類似權益證券進行評估之經驗）於二零一六年三月三十一日重估。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 20. GOODWILL

### 20. 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>		
At 1 April	於四月一日	188	188
De-consolidation of subsidiaries (note 36)	取消附屬公司綜合入賬 (附註36)	(188)	—
Arising on acquisition of subsidiaries	來自收購附屬公司	3,908	—
At 31 March	於三月三十一日	3,908	188
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>		
At 1 April	於四月一日	(188)	(188)
De-consolidation of subsidiaries (note 36)	取消附屬公司綜合入賬 (附註36)	188	—
At 31 March	於三月三十一日	—	(188)
<b>Carrying amounts:</b>	<b>賬面值：</b>		
At 31 March	於三月三十一日	3,908	—
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Mastery Jewellery Co. Limited	至尊珠寶有限公司	2,914	—
Wing Tai Industrial Holdings Limited	Wing Tai Industrial Holdings Limited	994	—
		3,908	—

#### Impairment Tests for Cash-generating Units Containing Goodwill

Goodwill acquired has been allocated for impairment testing purposes to the following cash generating units (“CGU”):

- Mastery Jewellery Co. Limited
- Wing Tai Industrial Holdings Limited

The Group test goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

#### 包含商譽之現金產生單位之減值測試

收購之商譽已分配至以下之現金產生單位 (「現金產生單位」) 以作減值測試用途：

- 至尊珠寶有限公司
- Wing Tai Industrial Holdings Limited

本集團每年對商譽進行減值測試，或倘有跡象顯示商譽可能已減值時，則更頻密測試減值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 20. GOODWILL (continued)

#### Impairment Tests for Cash-generating Units Containing Goodwill (continued)

Note:

Mastery Jewellery Co. Limited

The recoverable amount of the Mastery Jewellery Co. Limited CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a 5-year period, and the post-tax discount rate of approximately 15% that reflects current market assessment of the time value of money and the risks specific to the Mastery Jewellery Co. Limited CGU. The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3% per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

The recoverable amount of the Mastery Jewellery Co. Limited CGU has been referenced to the valuation report prepared by Peak Vision Appraisals Limited, an independent professional valuer.

As the recoverable amount was calculated to be exceed the carrying amount of CGU to which goodwill is allocated, no impairment loss was recognised.

Wing Tai Industrial Holdings Limited

The recoverable amount of the Wing Tai Industrial Holdings Limited CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a 5-year period, and the post-tax discount rate of approximately 15% that reflects current market assessment of the time value of money and the risks specific to the Wing Tai Industrial Holdings Limited CGU. The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 10% per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

As the recoverable amount was calculated to be exceed the carrying amount of CGU to which goodwill is allocated, no impairment loss was recognised.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試 (續)

附註：

至尊珠寶有限公司

至尊珠寶有限公司現金產生單位之可收回金額乃根據收入法中之使用價值計算方式釐定，包括根據管理層批准之五年期間財政預算之折現後現金流，而稅後折現率約15%反映現時市場對貨幣時間價值及對至尊珠寶有限公司現金產生單位特有風險之評估。本集團每年對商譽進行減值測試，或倘有跡象顯示商譽可能已減值時，則更頻密測試減值。

於預算期間之現金流預測乃基於整個預算期間之現有及潛在客戶之預期收益而作出。超過五年期之現金流已採用固定3%的年增長率推算。該增長率並未超出市場之長期平均增長率。

至尊珠寶有限公司現金產生單位之可收回金額乃參考獨立專業估值師滙鋒評估有限公司編製之估值報告而釐定。

鑑於經計算之可收回金額超出獲分配商譽之現金產生單位之賬面值，故並無確認減值虧損。

Wing Tai Industrial Holdings Limited

Wing Tai Industrial Holdings Limited 現金產生單位之可收回金額乃根據收入法中之使用價值計算方式釐定，包括根據管理層批准之五年期間之財政預算之折現後現金流，而稅後折現率約15%反映現時市場對貨幣時間價值及對Wing Tai Industrial Holdings Limited 現金產生單位特有風險之評估。本集團每年對商譽進行減值測試，或倘有跡象顯示商譽可能已減值時，則更頻密測試減值。

於預算期間之現金流預測乃基於整個預算期間之現有及潛在客戶之預期收益而作出。超過五年期之現金流已採用固定10%的年增長率推算。該增長率並未超出市場之長期平均增長率。

鑑於經計算之可收回金額超出獲分配商譽之現金產生單位之賬面值，故並無確認減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 20. GOODWILL (continued)

#### Impairment Tests for Cash-generating Units Containing Goodwill (continued)

Note: (continued)

The key assumptions used in the value in use calculations for the CGU are as follows:

**Budgeted market share**                      The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

**Budgeted gross margin**                      Average gross margins achieved in the period immediately before the budget period, increased for expected efficiency improvements. This reflects past experience.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試 (續)

附註：(續)

計算現金產生單位之使用價值時所用之主要假設如下：

**預算市場份額**                      假設所指定之價值反映過往經驗，惟增長係數除外，其與董事對來自現有及潛在客戶收益之估計一致。董事相信未來五年之規劃年收益增長率為合理的可實現水平。

**預算毛利率**                      緊接預算期間前一期間取得之平均毛利率乃因預期效率提升而增加。其反映過往經驗。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 21. INVENTORIES

### 21. 存貨

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Raw material	原料	223	—
Finished goods	成品	15,043	—
		15,266	—

### 22. TRADE RECEIVABLES

### 22. 應收賬款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables, gross	應收賬款總額	2,275	6,311
Impairment allowances	減值撥備	(1,491)	(1,337)
Loans receivables	應收貸款	26,078	—
Trade receivables, net	應收賬款淨額	26,862	4,974

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 22. TRADE RECEIVABLES (continued)

#### Loans receivables

Loans receivables represent loans to individuals which are unsecured and carry interest at 10% per annum. At 31 March 2016, all loans receivable have lending terms of 6 months but contained a repayable on demand clause. The aggregated principal amount outstanding at the end of the reporting period is HK\$26,000,000 and the balance includes interest receivable of HK\$78,000.

All loans receivables are with average credit terms of 180 days (since the loans were granted) and are not yet past due at the end of the reporting period (average overdue was 0 days since maturity date). The Group had reviewed the recoverability of the loan receivables and the Group has not provided impairment loss on these loans receivables.

The Group's trade receivables, which generally have credit terms of one month to three months (2015: one month to three months) pursuant to the provisions of the relevant contracts, are recognised based on services rendered, and money lent and carried at the original invoice amount, and an estimate of impairment of trade receivables is made and deducted when collection of the full amount is no longer probable.

At the end of the reporting period, the Group has significant concentration of credit risk as approximately 49% (2015: 81%) of the balance represented a receivable from a customer with the largest trade receivable at the year end. The trade receivables balances as at 31 March 2016 contributed by the five largest customers of the year was 100% (2015: 100%). Concentration of credit risk is managed by control over credit term over individual customer. Trade receivables are unsecured and non-interest-bearing.

The loan receivables outstanding as at 31 March 2016 are denominated in Hong Kong dollars.

### 22. 應收賬款 (續)

#### 應收貸款

應收貸款為向個別人士貸出，無抵押，每年利率10%之貸款。於二零一六年三月三十一日，所有應收貸款之貸款期均為六個月，但附有應要求還款條款。於本報告期末，尚未清還之本金總值為26,000,000港元，包括應收利息78,000港元。

全部應收貸款之平均信貸期為180日（由批出貸款之時起計），於本報告期末並未過期（由到期日起計平均過期零日）。本集團已檢閱應收貸款之可回收程度及本集團並無就該等應收貸款作減值虧損撥備。

根據有關合約之規定，本集團之應收賬款一般均有一個月至三個月（二零一五年：一個月至三個月）之信貸期。應收賬款基於已提供的服務及貸出款項予以確認並按原始發票金額列賬，並在可能不能全數收回時作出應收賬款減值估計，並予以扣除。

於報告期末，本集團存在重大集中信貸風險，原因為約49%（二零一五年：81%）之結餘為於年底應收最大應收賬款之客戶之款項。本年度五大客戶應佔於二零一六年三月三十一日之應收賬款結餘為100%（二零一五年：100%）。本集團透過控制個別客戶之信貸期管理集中信貸風險。應收賬款為無抵押及不計息。

於二零一六年三月三十一日，尚未償還應收貸款乃以港元計值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 22. TRADE RECEIVABLES (continued)

An aged analysis of the Group's trade receivables, net of impairment allowances, based on the invoice date, goods were sold and money lent, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 3 months	三個月內	26,862	2,364
4 to 6 months	四至六個月	—	806
7 to 12 months	七至十二個月	—	1,198
Over 1 year	超過一年	—	606
Trade receivables, net	應收賬款淨額	<b>26,862</b>	4,974

The movements in the Group's impairment allowances of trade receivables are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	1,337	1,114
De-consolidation of subsidiaries	取消附屬公司綜合入賬	(719)	—
Impairment losses recognised (note 11)	已確認減值虧損(附註11)	827	222
Exchange realignment	匯兌調整	46	1
At 31 March	於三月三十一日	<b>1,491</b>	1,337

The above allowances for impairment of trade receivables are allowances for individually impaired trade receivables with carrying amounts before allowances of approximately HK\$1,491,000 (2015: HK\$1,337,000). The individually impaired trade receivables are considered to be less likely to recover by management after considering the credit quality of those individual customers based on their settlement history.

### 22. 應收賬款 (續)

本集團應收賬款(經扣除減值撥備及根據發票日期、銷售產品及貸出款項)之賬齡分析如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 3 months	三個月內	26,862	2,364
4 to 6 months	四至六個月	—	806
7 to 12 months	七至十二個月	—	1,198
Over 1 year	超過一年	—	606
Trade receivables, net	應收賬款淨額	<b>26,862</b>	4,974

本集團應收賬款減值撥備之變動如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	1,337	1,114
De-consolidation of subsidiaries	取消附屬公司綜合入賬	(719)	—
Impairment losses recognised (note 11)	已確認減值虧損(附註11)	827	222
Exchange realignment	匯兌調整	46	1
At 31 March	於三月三十一日	<b>1,491</b>	1,337

上述應收賬款之減值撥備為就個別已減值應收賬款作出之撥備，其撥備前之賬面值約為1,491,000港元(二零一五年：1,337,000港元)。經考慮該等個別客戶基於過往結算記錄之信貸質素後，管理層認為不大可能收回該等個別已減值應收賬款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 22. TRADE RECEIVABLES (continued)

An aged analysis of the Group's trade receivables that are not considered to be impaired, based on the due date, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not yet past due	並未逾期	26,862	779
Past due but not impaired:	逾期但未減值：		
1 to 3 months past due	已逾期一至三個月	—	1,829
4 to 6 months past due	已逾期四至六個月	—	844
7 to 12 months past due	已逾期七至十二個月	—	1,037
Past due for over 1 year	已逾期超過一年	—	485
Trade receivables, net	應收賬款淨額	<b>26,862</b>	4,974

Receivables that were past due but not impaired relate to independent customers that have a good repayment record with the Group. Based on past experience, the Directors are of the opinion that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The Group does not hold any collateral or other credit enhancements over these balances.

### 22. 應收賬款 (續)

不被視為已減值之本集團應收賬款根據到期日之賬齡分析如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not yet past due	26,862	779
Past due but not impaired:		
1 to 3 months past due	—	1,829
4 to 6 months past due	—	844
7 to 12 months past due	—	1,037
Past due for over 1 year	—	485
Trade receivables, net	<b>26,862</b>	4,974

已逾期但未減值的應收賬款乃與本集團有良好還款記錄的獨立客戶有關。根據以往經驗，董事認為，由於該等結餘之信貸質素並無重大變動，且仍視為可全數收回，故毋須對該等結餘作減值撥備。

本集團並無就該等結餘持有任何抵押品或作出其他信貸改善措施。

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### 綜合財務報表附註

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#### 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Prepayments	預付款項	449	374
Deposits and other receivables	訂金及其他應收款項	3,727	2,899
		<b>4,176</b>	3,273
Less: Current portion	減：流動部分	<b>(4,130)</b>	(3,132)
Non-current portion	非流動部分	46	141

#### 23. 預付款項、訂金及其他應收款項

#### 24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	28,661	1,778
Time deposits	定期存款	100	—
Cash and cash equivalents	現金及現金等值物	<b>28,761</b>	1,778

#### 24. 現金及現金等值物及已抵押存款

At the end of the reporting period, the cash and bank balances and time deposits held by subsidiaries of the Company denominated in RMB amounted to approximately HK\$2,813,000 (2015: HK\$1,614,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

本公司附屬公司於報告期末以人民幣計值之現金及銀行結餘以及定期存款約為2,813,000港元(二零一五年：1,614,000港元)。人民幣不可自由兌換為其他貨幣，惟根據中國內地之外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯交易業務之銀行將人民幣兌換為其他貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits were made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The deposits at banks are deposited with creditworthy banks with no recent history of default.

### 25. DUE TO NON-EXECUTIVE DIRECTORS

Amounts due to non-executive Directors are unsecured, non-interest bearing and repayable on demand.

### 26. TRADE PAYABLES

An aged analysis of the Group's trade payables, based on the month in which the services were rendered, is as follows:

### 24. 現金及現金等值物及已抵押存款 (續)

銀行存款根據每日銀行存款利率釐定之浮動利率計息。短期定期存款的週期為期一日至三個月不等，視乎本集團當時之現金需要而定，並按有關之短期定期存款利率計息。於銀行之存款存放於近期並無不良信貸記錄且信譽良好之銀行。

### 25. 應付非執行董事之款項

應付非執行董事之款項為無抵押、不計利息及須於要求時償還。

### 26. 應付賬款

本集團根據提供服務月份之應付賬款賬齡分析如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Over 1 year 超過一年	2,703	9,713

### 27. OTHER PAYABLES AND ACCRUALS

Other payables  
Accruals

其他應付款項  
應計款項

### 27. 其他應付款項及應計款項

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other payables 其他應付款項	4,048	3,487
Accruals 應計款項	4,288	8,280
	8,336	11,767



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 28. INTEREST-BEARING BORROWING, SECURED

At 31 March 2015, the Group had a secured borrowing with remaining balance of approximately HK\$1,125,000 which is secured by the Group's investment property with carrying amount of approximately HK\$4,367,000 (note 17). The secured borrowing is interest bearing at 8.5% per annum and repayable within one year. The borrowing was fully settled during the year ended 31 March 2016.

### 29. DUE TO AN ULTIMATE HOLDING COMPANY/DE-CONSOLIDATED SUBSIDIARIES

Amounts due to an ultimate holding company/de-consolidated subsidiaries are unsecured, non-interest bearing and repayable on demand.

### 30. DEFERRED TAX

The movements in deferred tax asset and liability during the year are as follows:

#### Deferred tax asset

Deferred tax asset arising from losses available for offsetting against future taxable profits.

### 28. 已抵押計息借貸

於二零一五年三月三十一日，本集團有抵押借貸之餘額約為1,125,000港元，乃由賬面值約4,367,000港元之本集團投資物業作擔保（附註17）。該有抵押借貸按年息8.5%計息及須於一年內償還。於截至二零一六年三月三十一日止年度，該借貸已獲悉數結算。

### 29. 應付最終控股公司／取消綜合入賬附屬公司之款項

應付最終控股公司／取消綜合入賬附屬公司之款項為無抵押，不計利息及須於要求時償還。

### 30. 遞延稅項

遞延稅項資產及負債於年內之變動如下：

#### 遞延稅項資產

可用作抵銷未來應課稅溢利之虧損所產生之遞延稅項資產。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	—	1,394
Deferred tax credited to profit or loss during the year (note 14)	年內計入損益賬之遞延稅項（附註14）	—	(1,394)
At 31 March	於三月三十一日	—	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 30. DEFERRED TAX (continued)

#### Deferred tax liability

Deferred tax liability related to withholding taxes of unremitted earnings.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	於四月一日	500	499
De-consolidation for subsidiaries (note 36)	取消附屬公司綜合入賬 (附註36)	(302)	—
Exchange realignment	匯兌調整	(17)	1
At 31 March	於三月三十一日	181	500

Pursuant to the Corporate Income Tax Law of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the respective jurisdictions of the foreign investors.

For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated after 1 January 2008.

### 30. 遞延稅項 (續)

#### 遞延稅項負債

關於未付匯盈利之預扣稅之遞延稅項負債。

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 April	500	499
De-consolidation for subsidiaries (note 36)	(302)	—
Exchange realignment	(17)	1
At 31 March	181	500

根據中國之企業所得稅法，須就於中國內地成立之外資企業向海外投資者宣派之股息徵收10%預扣稅。有關規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國內地與相應之海外投資者所屬司法權區訂有稅務條約，則可能會施加較低之預扣稅率。

本集團之適用稅率為5%。因此，本集團須就於中國內地成立之該等附屬公司從二零零八年一月一日後產生之盈利分派之股息繳納預扣稅。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 31. SHARE CAPITAL

### 31. 股本

		Number of shares 股份數目 '000 千股	Amounts 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary Shares:	普通股：		
At 1 April 2014, 31 March 2015, 1 April 2015 and 31 March 2016 — HK\$0.10 each	於二零一四年四月一日、 二零一五年三月三十一日、 二零一五年四月一日及 二零一六年三月三十一日 — 每股面值0.10港元	2,500,000	250,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 April 2014	於二零一四年四月一日	756,355	75,635
Exercise of share options	行使購股權	24,750	2,475
Placing of new shares (Note a)	配售新股（附註a）	15,000	1,500
At 31 March 2015	於二零一五年三月三十一日	796,105	79,610
Exercise of share options	行使購股權	3,138	314
Placings of new shares (Note b and c)	配售新股（附註b及c）	296,118	29,612
<b>At 31 March 2016</b>	<b>於二零一六年三月三十一日</b>	<b>1,095,361</b>	<b>109,536</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 31. SHARE CAPITAL (continued)

Note:

- (a) On 23 January 2015, the Company entered into a placing agreement with a placing agent, an independent third party. On 30 January 2015, the placing was completed. Pursuant to the placing agreement, the Company issued a total of 15,000,000 ordinary shares with par value of HK\$0.1 each at a price of HK\$0.27 each. The issued share capital of the Company was thus increased from HK\$78,110,500 to HK\$79,610,500. The excess of the placement proceeds over the nominal value of share capital issued was credited as share premium.
- (b) On 31 July 2015, the Company entered into a placing agreement with a placing agent, an independent third party. On 21 August 2015, the placing was completed. Pursuant to the placing agreement, the Company issued a total of 136,270,000 ordinary shares with par value of HK\$0.1 each at a price of HK\$0.43 each. The issued share capital of the Company was thus increased from HK\$79,924,250 to HK\$93,551,250. The excess of the placement proceeds over the nominal value of share capital issued was credited as share premium.
- (c) On 19 February 2016, the Company entered into a placing agreement with a placing agent, an independent third party. On 10 March 2016, the placing was completed. Pursuant to the placing agreement, the Company issued a total of 159,848,000 ordinary shares with par value of HK\$0.1 each at a price of HK\$0.31 each. The issued share capital of the Company was thus increased from HK\$93,551,250 to HK\$109,536,050. The excess of the placement proceeds over the nominal value of share capital issued was credited as share premium.

### 31. 股本 (續)

附註：

- (a) 於二零一五年一月二十三日，本公司與一名配售代理（獨立第三方）訂立配售協議。配售事項已於二零一五年一月三十日完成。根據配售協議，本公司按每股0.27港元之價格發行合共15,000,000股每股面值0.1港元之普通股。本公司已發行股本因而由78,110,500港元增加至79,610,500港元。配售事項之所得款項超出所發行股本面值之差額已入賬列作股份溢價。
- (b) 於二零一五年七月三十一日，本公司與一名配售代理（獨立第三方）訂立配售協議。配售事項已於二零一五年八月二十一日完成。根據配售協議，本公司按每股0.43港元之價格發行合共136,270,000股每股面值0.1港元之普通股。本公司已發行股本因而由79,924,250港元增加至93,551,250港元。配售事項之所得款項超出所發行股本面值之差額已入賬列作股份溢價。
- (c) 於二零一六年二月十九日，本公司與一名配售代理（獨立第三方）訂立配售協議。配售事項已於二零一六年三月十日完成。根據配售協議，本公司按每股0.31港元之價格發行合共159,848,000股每股面值0.1港元之普通股。本公司已發行股本因而由93,551,250港元增加至109,536,050港元。配售事項之所得款項超出所發行股本面值之差額已入賬列作股份溢價。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES

The Company operates a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the shareholders on 7 March 2000 (the "2000 Scheme"), and was terminated and replaced by a share option scheme approved by the shareholders on 9 April 2002 (the "2002 Scheme"). The 2002 Scheme was terminated and replaced by a new share option scheme approved by the shareholders on 5 August 2011 (the "New Scheme"). The options granted under the 2000 Scheme, which were not exercised or terminated or expired previously, became expired on 21 August 2011.

A summary of the share option schemes is set out below:

#### (a) 2002 Scheme

The 2002 Scheme became effective for a period of 10 years commencing on 23 April 2002. Eligible participants of the 2002 Scheme include all directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the 2002 Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company. The exercise period of the options granted is determinable by the Directors, and commences after a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof. The 2002 Scheme was terminated and replaced by the New Scheme with effect from 5 August 2011. The options granted under the 2002 Scheme remain exercisable within their respective exercise periods.

### 32. 購股權計劃

本公司設有目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。股東於二零零零年三月七日批准之本公司原有購股權計劃（「二零零零年計劃」）已終止及被股東於二零零二年四月九日批准之一項購股權計劃（「二零零二年計劃」）取代。二零零二年計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「新計劃」）取代。根據二零零零年計劃授出但於過往未行使或終止或屆滿之購股權已於二零一一年八月二十一日屆滿。

購股權計劃之概要載列如下：

#### (a) 二零零二年計劃

二零零二年計劃自二零零二年四月二十三日開始生效，為期十年。二零零二年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零零二年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以認購本公司之普通股。所授購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。二零零二年計劃已於二零一一年八月五日終止及以新計劃取代。根據二零零二年計劃授出之購股權於其各自行使期內仍可行使。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### (b) New Scheme

At the annual general meeting of the Company held on 5 August 2011 (the "2011 AGM"), an ordinary resolution was passed by the shareholders to approve and adopt the New Scheme in place of the 2002 Scheme.

The New Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the New Scheme include all directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the New Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Exchange's daily quotation sheet on the date of the offer of grant; (ii) the average closing price of the shares of the Company on GEM as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, which commences after the date of offer with a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the 2011 AGM.

### 32. 購股權計劃 (續)

#### (b) 新計劃

在本公司於二零一一年八月五日舉行之股東週年大會（「二零一一年股東週年大會」）上，股東通過一項普通決議案，批准及採納新計劃以取代二零零二年計劃。

新計劃自二零一一年八月十日開始生效，為期十年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列在創業板之本公司股份收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計二十一日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，並於要約日期後開始，並有若干歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。

於行使根據新計劃將授出之所有購股權時可配發及發行之股份總數，其數目相等於截至二零一一年股東週年大會舉行日期之本公司已發行股份之10%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

#### (b) New Scheme (continued)

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive Directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Company's shareholders. The New Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

### 32. 購股權計劃 (續)

#### (b) 新計劃 (續)

於行使根據新計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲本公司股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司股本之0.1%及總價值逾5,000,000港元，必須事先獲本公司股東批准。新計劃並無規定任何持有購股權之最短期限或行使購股權前之任何表現目標。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the 2002 Scheme and the New Scheme during the year:

		2016 二零一六年		2015 二零一五年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 港元 (每股)	Number of shares issuable under the options 根據購股權 可發行之 股份數目 '000 千股	Weighted average exercise price 加權平均 行使價 HK\$ per share 港元 (每股)	Number of shares issuable under the options 根據購股權 可發行之 股份數目 '000 千股
At 1 April	於四月一日	0.18	5,850	0.28	59,310
Cancelled during the year	年內註銷	—	—	0.48	(10,000)
Exercised during the year	年內行使	0.20	* (3,138)	0.16	#(24,750)
Lapsed during the year	年內失效	0.16	(12)	0.36	(18,710)
At 31 March	於三月三十一日	0.17	2,700	0.18	5,850

\* Total exercise monies of HK\$165,000 was received for the exercise of 400,000 share options of the Company under the 2002 Scheme.

Total exercise monies of HK\$451,575 was received for the exercise of 2,738,000 share options of the Company under the New Scheme.

# Total exercise monies of HK\$268,000 was received for the exercise of 2,400,000 share options of the Company under the 2002 Scheme.

Total exercise monies of HK\$3,686,250 was received for the exercise of 22,350,000 share options of the Company under the New Scheme.

### 32. 購股權計劃 (續)

購股權並不賦予持有人獲取股息或於股東大會上投票之權利。

年內，根據二零零二年計劃及新計劃之尚未行使購股權如下：

\* 根據二零零二年計劃，行使400,000份本公司購股權已收取總行使款項165,000港元。

根據新計劃，行使2,738,000份本公司購股權已收取總行使款項451,575港元。

# 根據二零零二年計劃，行使2,400,000份本公司購股權已收取總行使款項268,000港元。

根據新計劃，行使22,350,000份本公司購股權已收取總行使款項3,686,250港元。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

The exercise prices, exercise periods and number of shares issuable in respect of the share options outstanding under the 2002 Scheme and the New Scheme as at the end of the reporting period are as follows:

2016

二零一六年

Number of shares issuable under the options '000 根據購股權可發行之 股份數目 千股	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
2,700	0.165	5 December 2013 to 4 December 2023 二零一三年十二月五日至二零二三年十二月四日
<b>2,700</b>		

2015

二零一五年

Number of shares issuable under the options '000 根據購股權可發行之 股份數目 千股	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
200	0.410	3 April 2008 to 2 April 2018 二零零八年四月三日至二零一八年四月二日
200	0.417	3 June 2008 to 2 June 2018 二零零八年六月三日至二零一八年六月二日
50	0.162	27 March 2013 to 26 March 2023 二零一三年三月二十七日至二零二三年三月二十六日
5,400	0.165	5 December 2013 to 4 December 2023 二零一三年十二月五日至二零二三年十二月四日
<b>5,850</b>		

\* The exercise prices of the share options are subject to adjustments in case of rights or bonus issues, or other similar changes in the Company's share capital.

\* 購股權行使價可根據供股或紅股發行或本公司股本中其他類似變動予以調整。

No share options were granted for the years ended 31 March 2016 and 2015.

於截至二零一六年及二零一五年三月三十一日止年度並無授出購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

The fair value of equity-settled share options granted during the year ended 31 March 2014 was estimated as at the date of grant, with reference to the valuation performed by Grant Sherman Appraisal Limited, an independent firm of professionally qualified valuers, using a binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	股息率 (%)	0.0%
Expected volatility (%)	預期波幅 (%)	100.57%
Historical volatility (%)	歷史波幅 (%)	100.57%
Risk-free interest rate (%)	無風險利率 (%)	2.2%
Weighted average share price (HK\$ per share)	加權平均股價 (港元 (每股))	0.163

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

For equity-settled share-based payments with parties other than employees, the Group has rebutted the presumption that the fair values of the services received can be estimated reliably as in the opinion of the Directors, the fair value of the services cannot be reliably measured. Accordingly, the Group measured the services received from these parties, with reference to the fair values of the share options granted using the binomial option pricing model, at the date these parties rendered related services to the Group.

### 32. 購股權計劃 (續)

於截至二零一四年三月三十一日止年度授出以權益結算之購股權之公平價值乃參考獨立合資格專業估值師中證評估有限公司進行之估值使用二項式期權定價模式於授出日期進行估計，並已計及該等購股權之授出條款及條件。下表列載該模式所用輸入資料：

Share options  
granted on  
5 December 2013  
於二零一三年  
十二月五日  
授出之購股權

預期波幅反映假設歷史波幅可顯示未來趨勢，惟不一定與實際結果相符。

就僱員以外之有關方之以權益結算及以股份為本之付款而言，由於董事認為服務之公平價值並未能可靠地計量，本集團已推翻所獲服務之公平價值能可靠地估計之假設。因此，本集團於有關方向本集團提供有關服務當日，參照使用二項式期權定價模式得出之已授出購股權之公平價值，計量從該等有關方獲得之服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 32. SHARE OPTION SCHEMES (continued)

No other feature of the share options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had aggregated outstanding share options that enable the grantees to subscribe for up to 2,700,000 (2015: 5,850,000) shares in the Company under the 2002 Scheme and the New Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 2,700,000 (2015: 5,850,000) additional ordinary shares of the Company and additional share capital of HK\$270,000 (2015: HK\$585,000) and share premium of HK\$175,500 (2015: HK\$479,500).

At the date of approval of these financial statements, the Company had aggregate outstanding share options that enable the grantees to subscribe for up to and 2,700,000 shares under the New Scheme, the underlying shares in respect of which represented approximately 0.34%, respectively, of the Company's shares in issue as at that date.

### 33. DIVIDENDS

The Board does not recommend the payment of any dividend for the year ended 31 March 2016 (2015: Nil).

### 32. 購股權計劃 (續)

計算公平價值時概無列入所授出購股權之其他特質。

於報告期末，在二零零二年計劃及新計劃下，本公司之尚未行使購股權總額使承授人可認購最多2,700,000股（二零一五年：5,850,000股）本公司股份。根據本公司現時之股本架構，全面行使該等尚未行使購股權將導致發行2,700,000股（二零一五年：5,850,000股）本公司額外普通股、額外股本270,000港元（二零一五年：585,000港元）及股份溢價175,500港元（二零一五年：479,500港元）。

於該等財務報表獲批准日期，根據新計劃，本公司之尚未行使購股權總額使承授人可認購最多2,700,000股股份，其所涉及之相關股份佔本公司於當日已發行股份約為0.34%。

### 33. 股息

董事會不建議就截至二零一六年三月三十一日止年度派發任何股息（二零一五年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 34. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

### 34. 本公司財務狀況表及儲備

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Properties, plant and equipment	物業、廠房及設備	90	—
Interests in subsidiaries	於附屬公司之權益	2,370	—
Amounts due from subsidiaries	應收附屬公司款項	52,836	—
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>55,296</b>	—
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	須付款項、訂金及其他應收款項	322	208
Cash and cash equivalents	現金及現金等值物	18,401	5
<b>Total current assets</b>	<b>流動資產總額</b>	<b>18,723</b>	213
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款及應計款項	629	1,768
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>629</b>	1,768
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產／（負債）淨值</b>	<b>18,094</b>	(1,555)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>	<b>73,390</b>	(1,555)
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	2,754	1,838
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>2,754</b>	1,838
<b>NET ASSETS/(LIABILITIES)</b>	<b>資產／（負債）淨值</b>	<b>70,636</b>	(3,393)
<b>EQUITY/(DEFICIT IN ASSETS)</b>	<b>權益／（資產虧絀）</b>		
Share capital	股本	109,536	79,610
Reserves	儲備	(38,900)	(83,003)
<b>TOTAL EQUITY/(DEFICIT IN ASSETS)</b>	<b>權益／（資產虧絀）總額</b>	<b>70,636</b>	(3,393)

The financial statements were approved and authorised for issue by the Board on 27 June 2016 and were signed on its behalf by:

財務報表已於二零一六年六月二十七日獲董事會批准及授權刊發，並已由以下人士代表董事會簽署：

**Xu Zhigang**

徐志剛

Chairman

主席

**Han Jun**

韓軍

Director

董事

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 34. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

(continued)

### 34. 本公司財務狀況表及儲備 (續)

#### Movements of the Company's reserve

#### 本公司儲備之變動

		Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2014 and at 1 April 2014	於二零一四年三月三十一日及二零一四年四月一日	372,468	10,041	(445,483)	(62,974)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	—	—	(24,095)	(24,095)
Equity-settled share option arrangements	以權益結算之購股權安排	—	268	—	268
Transfer of share option reserve on the forfeited share options	購股權被沒收時轉撥購股權儲備	—	(7,336)	7,336	—
Exercise of share options	行使購股權	3,841	(2,362)	—	1,479
Placement of new shares	配售新股份	2,550	—	—	2,550
Expenses on issue of new shares	發行新股份之費用	(231)	—	—	(231)
At 31 March 2015	於二零一五年三月三十一日	378,628	611	(462,242)	(83,003)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	—	—	(32,412)	(32,412)
Equity-settled share option arrangements	以權益結算之購股權安排	—	106	—	106
Exercise of share option	行使購股權	704	(401)	—	303
Placement of new Shares	配售新股份	77,466	—	—	77,466
Expenses on issue of new Shares	發行新股份之費用	(1,360)	—	—	(1,360)
At 1 April 2016	於二零一六年四月一日	455,438	316	(494,654)	(38,900)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 34. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

(continued)

#### Movements of the Company's reserve

(continued)

- (i) Under the Companies Law (2001 Revision) of the Cayman Islands, the share premium account of the Company is distributable to its shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (ii) As at 31 March 2016 and 2015, in the opinion of the Directors, the Company had no reserves available for distribution to shareholders.
- (iii) The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 6 to the financial statements. The amount will be transferred to the share premium account when the related options are exercised, and will be transferred to accumulated losses should the related options expire or be forfeited.

### 35. ACQUISITION OF SUBSIDIARIES

#### Mastery Jewellery Co. Limited

During the year ended 31 March 2016, Lighting Storm Holdings Limited has entered into an agreement to acquire 100% equity interest in Mastery Jewellery Co. Limited at a total consideration of approximately HK\$6,900,000. The acquisition has been completed on 5 October 2015. The aggregate consideration of approximately HK\$6,900,000 has been settled by cash.

Acquisition-related costs of approximately of HK\$196,000 have been recognised as expenses in the year and included in the administrative expenses.

### 34. 本公司財務狀況表及儲備 (續)

#### 本公司儲備之變動 (續)

- (i) 根據開曼群島公司法(二零零一年修訂本),本公司之股份溢價賬可供分派予股東,惟於緊隨建議派付股息當日後,本公司須能償還於日常業務過程中到期之債務。
- (ii) 於二零一六年及二零一五年三月三十一日,董事認為本公司並無儲備可分派予股東。
- (iii) 購股權儲備包括已授出但尚未行使購股權之公平價值,詳情載於財務報表附註6有關以股份為本付款交易之會計政策。金額將於有關購股權獲行使時轉撥至股份溢價賬,及將會於有關購股權屆滿或被沒收時轉撥至累計虧損。

### 35. 收購附屬公司

#### 至尊珠寶有限公司

截至二零一六年三月三十一日止年度,Lighting Storm Holdings Limited已訂立一項協議,以收購至尊珠寶有限公司100%股本權益,總代價約為6,900,000港元。該收購事項已於二零一五年十月五日完成。合共代價約6,900,000港元已以現金結算。

有關收購費用約196,000港元已獲確認為年內開支並計入行政開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 35. ACQUISITION OF SUBSIDIARIES

(continued)

#### Mastery Jewellery Co. Limited (continued)

The net assets acquired in the transaction and the goodwill arising therefrom, are as follows:

		Fair value recognised on acquisition 收購時確認之 公平價值 HK\$'000 千港元
Net assets acquired:	收購之資產淨值：	
Property, plant and equipment	物業、廠房及設備	1,637
Inventories	存貨	1,002
Trade and other receivables	應收賬款及其他應收款項	1,318
Cash and cash equivalents	現金及現金等值物	994
Due to related companies	應付相關公司之款項	(833)
Other payables	其他應付款項	(132)
		<hr/>
Net assets acquired by the Group	本集團收購之資產淨值	3,986
Goodwill arising on acquisition	收購產生之商譽	2,914
		<hr/>
Total consideration	總代價	6,900
		<hr/>
Satisfied by:	按以下方式支付：	
Cash	現金	6,900
		<hr/>
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Consideration paid in cash	以現金支付之代價	(6,900)
Less: Cash and cash equivalents	減：現金及現金等值物	994
		<hr/>
		(5,906)

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

收購所產生之商譽概不會就稅務目的而遭扣減。

The goodwill arising on the acquisition of Mastery Jewellery Co. Limited is attributable to the network of its design, research and development and wholesale of jewellery.

收購至尊珠寶有限公司產生之商譽歸因於其珠寶設計、研發及批發網絡。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 35. ACQUISITION OF SUBSIDIARIES

(continued)

#### Impact of acquisition on the results of the Group

Had the acquisition of Mastery Jewellery Co. Limited been effected at 1 April 2015, the Group's revenue for the year ended 31 March 2016 would have been HK\$10,533,000 and the consolidated loss for the year would have been HK\$32,893,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at 5 October 2015, nor is it intended to be a projection of future results.

#### Wing Tai Industrial Holdings Limited

During the year ended 31 March 2016, Prosten E-Business Investment Limited has entered into an agreement to acquire 100% equity interest in Wing Tai Industrial Holdings Limited at a total consideration of approximately HK\$800,000. The acquisition has been completed on 20 January 2016. The aggregate consideration of approximately HK\$800,000 has been settled by cash.

Acquisition-related costs of approximately of HK\$4,000 have been recognised as expenses in the year and included in the administrative expenses.

### 35. 收購附屬公司 (續)

#### 收購對本集團業績之影響

假設收購至尊珠寶有限公司於二零一五年四月一日生效，本集團於截至二零一六年三月三十一日止年度之收益及年度綜合虧損將分別為10,533,000港元及32,893,000港元。該備考資料僅供說明用途，未必反映本集團於假設收購已於二零一五年十月五日完成的情況下所實際錄得的收入及經營業績，亦不擬作為未來業績的預測。

#### Wing Tai Industrial Holdings Limited

於截至二零一六年三月三十一日止年度，Prosten E-Business Investment Limited已簽訂協議，以收購Wing Tai Industrial Holdings Limited之100%股本權益，總代價約為800,000港元。該收購事項已於二零一六年一月二十日完成。代價總額約800,000港元乃以現金結算。

收購相關成本約4,000港元已確認為年內開支並計入行政開支內。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 35. ACQUISITION OF SUBSIDIARIES (continued)

#### Wing Tai Industrial Holdings Limited (continued)

The net assets acquired in the transaction and the goodwill arising therefrom, are as follows:

		<b>Fair value recognised on acquisition</b> 於收購時確認之 公平價值 HK\$'000 千港元
Net assets acquired:	所收購之資產淨值：	
Cash and cash equivalents	現金及現金等值物	23
Other payables	其他應付款項	(47)
Tax payables	應付稅項	(170)
		<hr/>
Net liabilities acquired by the Group	本集團收購之負債淨值	(194)
Goodwill arising on acquisition (note 20)	收購產生之商譽(附註20)	994
		<hr/>
Total consideration	總代價	800
		<hr/>
Satisfied by:	以下列方式支付：	
Cash	現金	800
		<hr/>
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Consideration paid in cash	以現金支付之代價	(800)
Less: Cash and cash equivalents	減：現金及現金等值物	23
		<hr/>
		(777)
		<hr/>

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

### 35. 收購附屬公司(續)

#### Wing Tai Industrial Holdings Limited(續)

於交易內收購之資產淨值及產生之商譽如下：

		<b>Fair value recognised on acquisition</b> 於收購時確認之 公平價值 HK\$'000 千港元
Net assets acquired:	所收購之資產淨值：	
Cash and cash equivalents	現金及現金等值物	23
Other payables	其他應付款項	(47)
Tax payables	應付稅項	(170)
		<hr/>
Net liabilities acquired by the Group	本集團收購之負債淨值	(194)
Goodwill arising on acquisition (note 20)	收購產生之商譽(附註20)	994
		<hr/>
Total consideration	總代價	800
		<hr/>
Satisfied by:	以下列方式支付：	
Cash	現金	800
		<hr/>
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Consideration paid in cash	以現金支付之代價	(800)
Less: Cash and cash equivalents	減：現金及現金等值物	23
		<hr/>
		(777)
		<hr/>

該收購事項所產生之商譽預期不會進行稅項扣減。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 35. ACQUISITION OF SUBSIDIARIES

(continued)

#### Impact of acquisition on the results of the Group (continued)

Had the acquisition of Wing Tai Industrial Holdings Limited been effected at 1 April 2015, the Group's revenue for the year ended 31 March 2016 would have been HK\$10,050,000 and the consolidated loss for the year would have been HK\$31,367,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at 20 January 2016, nor is it intended to be a projection of future results.

### 36. DE-CONSOLIDATION OF SUBSIDIARIES

As mentioned in note 3 to the consolidated financial statements, De-Consolidated Subsidiaries have been de-consolidated from the consolidated financial statements of the Group as from 1 January 2016.

### 35. 收購附屬公司 (續)

#### 收購對本集團業績之影響 (續)

假設收購Wing Tai Industrial Holdings Limited於二零一五年四月一日生效，本集團於截至二零一六年三月三十一日止年度之收益及年度綜合虧損將分別為10,050,000港元及31,367,000港元。該備考資料僅供說明用途，未必反映本集團於假設收購已於二零一六年一月二十日完成的情況下所實際錄得的收入及經營業績，亦不擬作為未來業績的預測。

### 36. 取消附屬公司綜合入賬

如綜合財務報表附註3所述，取消綜合入賬附屬公司已自二零一六年一月一日起取消於本集團之綜合財務報表內綜合入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 36. DE-CONSOLIDATION OF SUBSIDIARIES (continued)

Details of the aggregate net liabilities of the above-mentioned subsidiaries are set out below:

Net liabilities acquired:	
Property, plant and equipment	
Investment property	
Available-for-sale financial assets	
Amounts due from the Group	
Goodwill	
Trade receivables	
Prepayments, deposits and other receivables	
Due from a Director	
Cash and cash equivalents	
Trade payables	
Amounts due to the Group	
Other payables and accruals	
Tax payables	
Interest-bearing borrowing, secured	
Deferred tax liabilities	
Net Liabilities	
Effect of written off of investment in de-consolidation subsidiaries and amounts due from the de-consolidated subsidiaries	
Translation reserves	
Net loss on de-consolidation of subsidiaries	
Analysis of net outflow of cash and cash equivalents arising from de-consolidation of subsidiaries	

On 24 June 2016, the Board resolved that the Group no longer had the power to govern the De-Consolidated Subsidiaries, and the control over the De-Consolidated Subsidiaries was lost. Detail were set up in Group's announcement date 24 June 2016.

### 36. 取消附屬公司綜合入賬 (續)

上述附屬公司負債淨值總額之詳情載列如下：

	<b>Immediate before de-consolidation on 1 January 2016</b>
	於二零一六年一月一日
	緊接取消綜合入賬前
	(Unaudited)
	(未經審核)
	HK\$'000
	千港元
收購之負債淨值：	
物業、廠房及設備	1,158
投資物業	4,832
可供出售金融資產	399
應收本集團款項	12,580
商譽	—
應收賬款	2,270
預付款項、訂金及其他應收款項	1,790
應收一名董事款項	33
現金及現金等值物	1,773
應付賬款	(6,672)
應付本集團款項	(49,967)
其他應付款項及應計款項	(6,076)
應付稅項	(3,218)
已抵押計息借貸	(502)
遞延稅項負債	(302)
	<hr/>
	(41,902)
負債淨值	
撇銷於取消綜合入賬附屬公司之投資及應收取消綜合入賬附屬公司之款項之影響	52,544
匯兌儲備	(87)
取消附屬公司綜合入賬之虧損淨額	10,555
	<hr/>
因取消附屬公司綜合入賬產生之現金及現金等值物流出淨額分析	1,773

於二零一六年六月二十四日，董事會議決，本集團不再擁有權力規管取消綜合入賬附屬公司，並失去對取消綜合入賬附屬公司之控制權。有關詳情載於本集團日期為二零一六年六月二十四日之公告內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 37. COMMITMENTS

#### (a) Operating lease arrangements

The Group leases its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (2015: one to three years).

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Land and buildings:	土地及樓宇：
Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

#### (b) Capital commitments

The Group has no significant capital commitment at the end of the reporting period (2015: Nil).

### 38. RELATED PARTY TRANSACTIONS

Details of compensation of key management personnel of the Group are included in note 12 to the financial statements which do not constitute connected transactions or continuing connected transactions under the GEM Listing Rules.

### 37. 承擔

#### (a) 經營租賃安排

本集團根據經營租賃安排租賃其辦公室物業。物業之租賃經磋商後為期一至三年不等（二零一五年：一至三年）。

於報告期末，本集團根據不可撤銷經營租賃須於以下期間到期之未來最低租賃付款總額如下：

		Group 本集團	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Land and buildings:	土地及樓宇：		
Within one year	一年內	3,457	543
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	11,592	26
		15,049	569

#### (b) 資本承擔

本集團於報告期末並無任何重大資本承擔（二零一五年：無）。

### 38. 有關連人士交易

有關本集團主要管理人員之報酬詳情載於財務報表附註12，該等報酬並不構成創業板上市規則之關連交易或持續關連交易。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 39. 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:

#### Financial assets

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Loans and receivables:</b>	<b>貸款及應收款項：</b>		
Trade receivables (note 22)	應收賬款（附註22）	26,862	4,974
Financial assets included in deposits and other receivables (note 23)	計入訂金及其他應收款項之金融資產（附註23）	3,727	2,899
Cash and cash equivalents (note 24)	現金及現金等值物（附註24）	28,761	1,778
		<b>59,350</b>	9,651
<b>Available-for-sale Financial assets:</b>	<b>可供出售金融資產：</b>		
Available-for-sale financial assets (note 19)	可供出售金融資產（附註19）	22,179	832
		<b>22,179</b>	832
		<b>81,529</b>	10,483

### 39. 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

#### 金融資產

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 39. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

#### Financial liabilities

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial liabilities at amortised cost:</b>	<b>按攤銷成本列賬之金融負債：</b>		
Trade payables (note 26)	應付賬款 (附註26)	<b>2,703</b>	9,713
Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計款項之金融負債 (附註27)	<b>8,336</b>	9,361
Financial liabilities included in due to an ultimate holding company (note 29)	計入應付最終控股公司之金融負債 (附註29)	<b>142</b>	—
Due to non-executive Directors (note 25)	應付非執行董事之款項 (附註25)	<b>5,425</b>	2,000
Interest-bearing borrowing (note 28)	計息借貸 (附註28)	<b>—</b>	1,125
Due to de-consolidated subsidiaries (note 29)	應付取消綜合入賬附屬公司之款項 (附註29)	<b>15,300</b>	—
		<b>31,906</b>	22,199

### 39. 按類別劃分之金融工具 (續)

#### 金融負債

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Financial liabilities at amortised cost:</b>	<b>按攤銷成本列賬之金融負債：</b>		
Trade payables (note 26)	應付賬款 (附註26)	<b>2,703</b>	9,713
Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計款項之金融負債 (附註27)	<b>8,336</b>	9,361
Financial liabilities included in due to an ultimate holding company (note 29)	計入應付最終控股公司之金融負債 (附註29)	<b>142</b>	—
Due to non-executive Directors (note 25)	應付非執行董事之款項 (附註25)	<b>5,425</b>	2,000
Interest-bearing borrowing (note 28)	計息借貸 (附註28)	<b>—</b>	1,125
Due to de-consolidated subsidiaries (note 29)	應付取消綜合入賬附屬公司之款項 (附註29)	<b>15,300</b>	—
		<b>31,906</b>	22,199

### 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that except as set out below, the fair values of all financial assets and liabilities of the Group are reasonably approximate to their carrying values largely due to the short term maturities of these instruments. For fair value of available-for-sale financial assets, please refer to note 19 to the financial statements. As at 31 March 2016, the fair values of financial instruments for which fair value are disclosed below which are classified based on their nature, characteristics and risks and the level of fair value hierarchy of these instruments.

### 40. 金融工具之公平價值及公平價值等級架構

除下文載列者外，管理層已評估本集團之所有金融資產及負債之公平價值與其賬面值合理相若，主要是由於該等工具在短期內到期。請參閱財務報表附註19瞭解可供出售金融資產之公平價值。於二零一六年三月三十一日，金融工具之公平價值乃根據彼等之性質、特徵及風險以及該等工具之公平價值等級架構之層級分類，披露如下。

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## 綜合財務報表附註

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### 40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 40. 金融工具之公平價值及公平價值等級架構 (續)

Financial assets 金融資產	Fair value at 31 March 2016 於二零一六年 三月三十一日之 公平價值	Fair value at 31 March 2015 於二零一五年 三月三十一日之 公平價值	Fair value hierarchy 公平價值 等級架構	Valuation technique(s) and key inputs 估值技術及主要輸入值	Significant unobservable inputs 重大不可觀察輸入值
Available-for-sale financial assets (Note 19) 可供出售金融資產 (附註 19)	<b>21,760</b>	—	Level 2 第二層	Market based approach Key inputs: price of each similar companies or interest in companies 市場法主要輸入值： 各可資比較公司之 價格及於公司之權益	Prices used are derived from a multiple of price to earnings, prices to revenues and price to book 所使用的價格來自多項 本盈率、價格對收益 比例及市賬率

The fair value of non-current portion of deposits has been calculation by discounting the expected future cash flows using the risk-free rate (key input).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 (2015: Nil) and no transfers into or out of Level 3 (2015: Nil).

訂金之非流動部分之公平價值乃採用無風險利率（主要輸入值）折現預期未來現金流量計算。

年內，第一層與第二層之間並沒有轉移公平價值之計量（二零一五年：無），亦沒有轉入或轉出第三層（二零一五年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The major financial instruments of the Group included trade receivables, certain deposits and other receivables, cash and bank deposits, trade payables, certain other payables and accruals and an interest-bearing borrowing. The Group have various other financial assets and liabilities such as amounts due to Directors and/or available-for-sale financial assets.

The principal risk management objective of the Group is to manage the risks associated to the unpredictability of financial markets in a prudent manner. They are measured by degree of such risks and their effects to the financial performance and financial positions of the Group.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken. The management seeks to minimise the adverse effects of such risks to the Group by closely monitoring individual exposure.

The main risks arising from the financial instruments are credit risk, liquidity risk, interest rate risk and foreign currency risk. The management reviews and agrees policies for managing each of these risks and they are summarised below. No changes were made in the risk management objectives, policies, processes and the methods used to measure the risks during each of the years ended 31 March 2016 and 2015.

### 41. 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款、若干訂金及其他應收款項、現金及銀行存款、應付賬款、若干其他應付款項及應計款項以及計息借貸。本集團擁有其他各種金融資產及負債，如應付董事之款項及／或可供出售金融資產。

本集團之主要風險管理目標為審慎管理與金融市場不可預測性有關之風險。該等風險以風險程度及其對本集團財務表現及財務狀況之影響計量。

於回顧年度，本集團繼續實施禁止金融工具買賣之政策。管理層致力透過密切監察個別風險減少該等風險對本集團之不利影響。

金融工具所產生之主要風險為信貸風險、流動資金風險、利率風險及外幣風險。管理層審閱並協定管控以上各種風險之政策，有關資料概述如下。於截至二零一六年及二零一五年三月三十一日止年度各年，風險管理目標、政策、流程及風險計量方法概無變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### (a) Credit risk

Credit risk is mainly arising from risk of default of counterparties. The Group expenses to credit risk mainly from their financial assets with a maximum exposure equal to their carrying amounts, except for the Group's cash balances of approximately HK\$400,000 (2015: HK\$58,000).

The objective of the Group is to manage the adverse effect bring about by the risk of potential default or delay in payments. It is the Group's policy that they trade only with recognised and creditworthy counterparties and they are subject to credit verification procedures. The management monitors such exposures on an ongoing basis mainly by control over credit limits and terms by reference to their history of repayment and default.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements. Save as those disclosed in note 22 to the financial statements, there are no financial assets that are past due but not impaired. The financial assets included thereof relate to receivables for which there was no recent history of default.

#### (b) Liquidity risk

Liquidity risk is the risk of non-availability of funds to meet all contractual financial commitments as they fall due. The objective of the Group is through prudent treasury policy to monitor liquidity ratios against risk limits with a contingency plan for funding, to ensure the Group has sufficient funding for operation needs. The management manages liquidity risk by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### 41. 財務風險管理目標及 政策 (續)

#### (a) 信貸風險

信貸風險主要來自對手方違約之風險。本集團之信貸風險開支主要來自其金融資產。本集團承擔之最高信貸風險為該等金融資產之賬面值，惟本集團之現金結餘約400,000港元（二零一五年：58,000港元）除外。

本集團之目標為管理潛在違約或延期付款風險導致之不利影響。本集團之政策為其僅與獲認可及信譽良好之對手方進行交易，且彼等須通過信用認證程序。管理層經參考對手方之還款及違約記錄後，主要透過控制信貸限額及條款持續監察該風險。

有關本集團因應收賬款而產生之信貸風險之進一步量化資料於財務報表附註22披露。除財務報表附註22所披露者外，概無逾期但未減值之金融資產。其中之金融資產與近期並無不良信貸記錄之應收款項有關。

#### (b) 流動資金風險

流動資金風險指未能取得資金以應付所有到期之合約財務承擔之風險。本集團之目標是透過穩健之財務政策，藉著風險限額監察流動資金比率，並設有應急資金計劃，確保本集團具備足夠現金以應付其運營需要。管理層透過持續監察預測與實際現金流量及透過金融資產及負債之到期情況配對來管理流動資金風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### (b) Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period based on the contractual undiscounted payments is as follows:

### 41. 財務風險管理目標及政策 (續)

#### (b) 流動資金風險 (續)

於報告期末，本集團根據合約未折現付款計算之金融負債之到期情況如下：

		Total undiscounted cash flows on demand or less than 12 months 按要求或少於十二個月支付的未折現金流量總額 2016 二零一六年 HK\$'000 千港元	Total carrying amount 賬面值 總額 2016 二零一六年 HK\$'000 千港元	Total undiscounted cash flows on demand or less than 12 months 按要求或少於十二個月支付的未折現金流量總額 2015 二零一五年 HK\$'000 千港元	Total carrying amount 賬面值 總額 2015 二零一五年 HK\$'000 千港元
Trade payables (Note 26)	應付賬款(附註26)	2,703	2,703	9,713	9,713
Financial liabilities included in other payables and accruals (Note 27)	計入其他應付款項及應計款項之金融負債(附註27)	8,336	8,336	9,361	9,361
Due to non-executive Directors (Note 25)	應付非執行董事之款項(附註25)	5,425	5,425	2,000	2,000
Due to an ultimate holding company (Note 29)	應付最終控股公司款項(附註29)	142	142	—	—
Interest-bearing borrowing (Note 28)	計息借貸(附註28)	—	—	1,125	1,125
Due to de-consolidated subsidiaries (Note 29)	應付取消綜合入賬附屬公司之款項(附註29)	15,300	15,300	—	—
		<b>31,906</b>	<b>31,906</b>	22,199	22,199

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### (c) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to its floating rate bank deposits. The Group's income and operating cash flows are largely independent of changes in market interest rates.

Objective of the Group is to manage its interest cost by a combination of fixed and variable rate financial instruments. Currently, there is no interest rate hedging policy. However, to monitor the interest rate exposures, the management will consider hedging in case of significant interest rate exposure.

At 31 March 2016 and 2015, the Group's exposure to interest rate risk is minimal as the Group does not have any significant interest bearing financial assets/liabilities and therefore no sensitivity analysis is presented.

#### (d) Foreign currency risk

The Group's trading transactions, monetary assets and liabilities are mainly denominated in RMB and Hong Kong dollars. As the foreign currency risks generated from the sales and cost of sales can be set off with each other, the impact of foreign exchange exposure to the Group was not material. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of business. The majorities of the Group's operating assets are located in Mainland China and are denominated in RMB.

##### Sensitivity analysis

The Group has no significant direct exposure to foreign currencies as most of the commercial transaction, assets and liabilities are denominated in a currency as a functional currency of each entry of the Company.

### 41. 財務風險管理目標及政策 (續)

#### (c) 利率風險

本集團因其浮息銀行存款而承擔現金流量利率風險。本集團之收入及經營現金流量基本不受市場利率變動之影響。

本集團之目標是透過結合固定及浮動利率金融工具來管理其利率成本。現時並無制定利率對沖政策。然而，為監察利率風險，管理層將考慮對沖，以預防重大利率風險。

於二零一六年及二零一五年三月三十一日，由於本集團並無擁有任何重大計息金融資產／負債，故本集團的利率風險甚微，因而並無呈列敏感度分析。

#### (d) 外幣風險

本集團買賣交易、貨幣資產及負債主要以人民幣及港元為計值單位。由於銷售及銷售成本所產生之外幣風險可互相抵銷，因此，外匯風險對本集團所構成之影響甚微。本集團並無以衍生金融工具對沖日常業務過程之外幣交易及其他金融資產及負債所附帶之波動。本集團大部分經營資產位於中國內地，並以人民幣計值。

##### 敏感度分析

由於本集團大部分商業交易、資產及負債乃按本公司各實體之功能貨幣呈列，故本集團並無直接承擔重大外幣風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 42. CAPITAL MANAGEMENT

The primary objectives of capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the management may make adjustments on the dividend policy or capital structure policy in light of changes in conditions and the risk characteristics of the underlying assets. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2016 and 2015.

### 43. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at 31 March 2016 (2015: Nil).

### 44. EVENT AFTER THE REPORTING PERIOD

#### (a) The Subscription

On 31 May 2016, the Company and the subscriber entered into the subscription agreement pursuant to which the subscriber agreed to subscribe for, and the Company agreed to issue, the convertible note in the aggregate principal amount of HK\$35 million. The Subscription is conditional upon satisfaction of the conditions precedent.

#### (b) The Acquisition

On 31 May 2016, a direct wholly-owned subsidiary of the Company, the vendor and the Guarantor entered into the acquisition agreement, pursuant to which the Company conditionally agreed to purchase and the Vendor conditionally agreed to sell the sale shares of a group of target Companies, at the aggregate consideration of HK\$14,378,000.

### 42. 資本管理

資本管理之主要目標為確保本集團能持續營運，以向股東提供回報及維持最佳資本架構以減少資金成本。

為維持或調整資本架構，管理層可能根據狀況之轉變及相關資產風險特性調整股息政策或資本架構政策。本集團毋須遵守任何外界資本規定。截至二零一六年及二零一五年三月三十一日止年度，資本管理之目標、政策或流程並無變動。

### 43. 或然負債

於二零一六年三月三十一日，本集團並無重大或然負債（二零一五年：無）。

### 44. 報告期後事項

#### (a) 認購事項

於二零一六年五月三十一日，本公司與認購人訂立認購協議，據此，認購人同意認購及本公司同意發行本金總額為35,000,000港元之可換股票據。認購事項須待先決條件獲達成後方可作實。

#### (b) 收購事項

於二零一六年五月三十一日，本公司之直接全資附屬公司、賣方及擔保人訂立收購協議，據此，本公司有條件同意購買及賣方有條件同意出售一組目標公司之銷售股份，代價總額為14,378,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 44. EVENT AFTER THE REPORTING PERIOD (continued)

#### (c) Proposed Change of Company Name

The Board of the Company proposes to change the existing English name of the Company from “PROSTEN TECHNOLOGY HOLDINGS LIMITED” to “PROSTEN HEALTH HOLDINGS LIMITED” and to adopt the dual foreign name in Chinese “長達健康控股有限公司” to replace the existing Chinese name “長達科技控股有限公司” which was adopted for identification purposes only subject to certain conditions, including the passing of a special resolution by the Shareholders at the extraordinary general meeting to approve the proposed change of company's name. The stock short name of the Company will be changed subsequently.

Details of such events after the reporting period as set out in the announcement of the Company dated 31 May, 2016

#### (d) Resolution on De-consolidated subsidiaries

On 24 June 2016, the Company announces that despite repeated verbal and written requests (including legal letters), the Directors has been unable to access the complete sets of book and records together with the supporting documents of De-Consolidated Subsidiaries for the period from 1 January 2016 to 31 March 2016. This was mainly due to the lack of cooperation by the management of the De-Consolidated Subsidiaries.

### 44. 報告期後事項 (續)

#### (c) 建議更改公司名稱

本公司之董事會建議將本公司之現有英文名稱由「PROSTEN TECHNOLOGY HOLDINGS LIMITED」更改為「PROSTEN HEALTH HOLDINGS LIMITED」及採納「長達健康控股有限公司」作為中文雙重外文名稱，以取代現有中文名稱「長達科技控股有限公司」（僅供識別），惟須受若干條件（包括股東於股東特別大會上通過批准建議更改公司名稱之特別決議案）規限。本公司之股份簡稱將因此更改。

有關報告期後事項之詳情已載於本公司日期為二零一六年五月三十一日之公告。

#### (d) 有關取消綜合入賬附屬公司之決議案

於二零一六年六月二十四日，本公司宣佈，儘管多次作出口頭及書面要求（包括律師函件），董事仍然未能取得取消綜合入賬附屬公司於二零一六年一月一日至二零一六年三月三十一日期間之完整賬目及記錄以及證明文件。此乃主要由於取消綜合入賬附屬公司之管理層缺乏合作所致。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2016 二零一六年三月三十一日

### 44. EVENT AFTER THE REPORTING PERIOD (continued)

#### (d) Resolution on De-consolidated subsidiaries (continued)

On 24 June 2016, the Directors considered that the Group was unable to govern the De- Consolidated Subsidiaries, and the control over the De-Consolidated Subsidiaries was lost. Therefore, from 1 January 2016 onwards, the Group had de-consolidated the De- Consolidated Subsidiaries from its financial statements for the financial year ended 31 March 2016. Details of the above will be included in the Company's annual results announcement for the financial year ended 31 March 2016.

The Directors has been taking all reasonable steps and has been using its best endeavors to protect interest of the Group and try to resolve the above matters.

#### (e) Provision of loan

On 22 April 2016, SZ Enterprise Union Finance Limited and independent third party entered in a loan agreement, which SZ Enterprise Union Finance Limited has agreed to lend to the independent third party a term loan in the principal amount of HK\$ 6,000,000. Term loan is six months period from the drawdown date with 10% interest rate per annum. For details, please refer to the Company's announcement dated 22 April 2016.

### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 27 June 2016.

### 44. 報告期後事項 (續)

#### (d) 有關取消綜合入賬附屬公司之決議案 (續)

於二零一六年六月二十四日，董事認為本集團無法管理該等取消綜合入賬附屬公司，並失去對該等取消綜合入賬附屬公司之控制權。因此，自二零一六年一月一日起，本集團已將該等取消綜合入賬附屬公司終止於其截至二零一六年三月三十一日止財政年度之財務報表內綜合入賬。以上所述之詳情將納入本公司於截至二零一六年三月三十一日止財政年度之全年業績公告。

董事一直採取一切合理行動，並一直盡其最大努力保護本集團之利益及致力解決上述事宜。

#### (e) 提供貸款

於二零一六年四月二十二日，深企聯合小額貸款有限公司與獨立第三方訂立貸款協議，據此，深企聯合小額貸款有限公司已同意向獨立第三方貸出本金額為6,000,000港元之定期貸款。定期貸款年期為自提款日期起計6個月，並按年利率10%計息。詳情請參閱本公司日期為二零一六年四月二十二日之公告。

### 45. 財務報表之核准

財務報表於二零一六年六月二十七日獲董事會批准及授權發佈。



The logo for Prosten Technology Holdings Limited, featuring the word "PROSTEN" in white capital letters inside a blue rounded rectangle.

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