



**PROSTEN HEALTH HOLDINGS LIMITED**

*(formerly known as Prosten Technology Holdings Limited)*  
*(Incorporated in the Cayman Islands with limited liability)*

**長達健康控股有限公司**

*(前稱為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

ANNUAL REPORT 2017 年報

LOOK  
BEYOND  
TODAY



\* For identification purpose only 僅供識別

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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健康控股有限公司（「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*)  
Mr. Shi Liangsheng (appointed on 18 July 2016)

Mr. Han Jun  
Mr. Wen Xingcheng (appointed on 3 April 2017)

Mr. Yeung Yiu Bong, Anthony (resigned on 15 July 2016)

### NON-EXECUTIVE DIRECTORS

Mr. Chen Weixi  
Mr. Yip Heon Keung (resigned on 15 February 2017)

Mr. Song Xuxi (appointed on 1 June 2016  
and resigned on 15 February 2017)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Kwok Cheong  
Mr. Xu Xiaoping  
Mr. Poon Yan Wai

### COMPANY SECRETARY

Ms. Wu Weilan

### COMPLIANCE OFFICER

Mr. Xu Zhigang

### 執行董事

徐志剛先生 (*主席*)  
石梁升先生  
(於二零一六年七月十八日獲委任)  
韓軍先生  
溫興程先生  
(於二零一七年四月三日獲委任)  
楊耀邦先生  
(於二零一六年七月十五日辭任)

### 非執行董事

陳煒熙先生  
葉向強先生  
(於二零一七年二月十五日辭任)  
宋旭曦先生 (於二零一六年六月一日  
獲委任及於二零一七年二月十五日辭任)

### 獨立非執行董事

林國昌先生  
徐小平先生  
潘仁偉先生

### 公司秘書

吳瑋瀾女士

### 監察主任

徐志剛先生

# Corporate Information

## 公司資料

### 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

### 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  
吳璋瀾女士

### 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

### INDEPENDENT AUDITORS

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

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited  
Royal Bank House-3rd Floor  
24 Shedden Road, P.O. Box 1586,  
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

### 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

### 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

### 股份登記及過戶總處

SMP Partners (Cayman) Limited  
Royal Bank House-3rd Floor  
24 Shedden Road, P.O. Box 1586,  
Grand Cayman KY1-1110  
Cayman Islands

### 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 2017.

The business environment was challenging for the Group for the year ended 31 March 2017 and the Group has then responded to the challenges and adjusted its business plan to achieve its goal of development and growth of value. Despite the Group's efforts made during the year under review to seek further opportunities in the wireless value-added service ("WVAS") business, after the expiry of the WVAS contracts with a PRC telecommunication operator during the year ended 31 March 2016, the WVAS business did not generate any revenue. After considering the challenging and volatile market situation, the loss position of the WVAS business, and the issue of loss of control over certain subsidiaries as disclosed in the Group's annual report for the year ended 31 March 2016 ("De-Consolidation Subsidiaries"), the Group casted away the de-consolidated subsidiaries which engaged in the WVAS business through the disposal of Prosten (BVI) Limited in June 2017 and currently has no intention to further invest in the WVAS business. During the year under review, the Group has allocated more resources to its jewelry trading and retailing business and lending business, and to its expansion to the pharmaceutical and healthcare products business to broaden income sources of the Group and these businesses have brought in significant increase in revenue to the Group for the year under review.

Looking ahead, the Group will steadily develop the existing businesses, while seeking to identify attractive investment opportunities with the object of expanding its income sources as well as improving its profitability. We would continue to adopt a cautious approach to balance between our business development process and our financial liquidity position, thus laying a solid foundation for our long-term development.

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  
26 June 2017



# 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」）截至二零一七年三月三十一日止財政年度之年報。

於截至二零一七年三月三十一日止年度，本集團之營商環境面對挑戰。在應對該等挑戰下，本集團將業務計劃加以調整，以實現本集團之發展目標及價值增長。儘管本集團於回顧年度內致力尋求無線增值服務業務（「無線增值業務」）方面的其他商機，然而，當一家中國電信運營商與我們簽訂的無線增值服務合約於截至二零一六年三月三十一日止年度屆滿後，無線增值業務便再無產生任何收入。考慮到上述營商環境的挑戰以及市場狀況波動不定、無線增值業務在虧損，以及誠如本集團於截至二零一六年三月三十一日止年度年報所披露若干附屬公司因喪失控制權而取消綜合入賬的問題（「取消綜合入賬附屬公司」），本集團已於二零一七年六月透過出售 Prosten (BVI) Limited 摒除從事無線增值業務的取消綜合入賬附屬公司，且目前無意對無線增值業務作進一步投資。於回顧年度內，本集團已進一步配置資源予旗下的珠寶買賣及零售業務及借貸業務，並擴展至藥業及健康護理產品業務，以擴大本集團的收入來源，而該等業務於回顧年度均已為本集團之收入帶來顯著增幅。

展望未來，本集團將穩步拓展現有業務，同時尋求可觀的投資機遇，務求達成擴大其收入來源及提升盈利能力的目標。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，藉此為我們的長遠發展建立穩健基礎。

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  
二零一七年六月二十六日

EXPLORING THE  
**WIDER WORLD**  
拓展 新領域





# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK

#### Revenue

During the year, the Group continued to diversify its revenue base to jewelry trading and retailing, lending business as well as pharmaceutical and healthcare products business. The growth in the jewelry trading and retailing and lending business, together with the development of these businesses has compensated the reduction of revenue from wireless value-added services (“WVAS”).

As a result, the Group's revenue for the year ended 31 March 2017 amounted to approximately HK\$30,255,000, representing an increase of approximately 201% from approximately HK\$10,050,000 for the year ended 31 March 2016.

#### Cost of sales and gross profit margin

As a result of entering into pharmaceutical and healthcare products business, as well as the development of the jewelry trading and retailing, cost of sales of the Group increased from approximately HK\$4,641,000 for the year ended 31 March 2016 to approximately HK\$23,690,000 for the year ended 31 March 2017, representing an increase of approximately 410%. As the above-mentioned businesses had a lower gross profit margin as compared to WVAS business, the overall gross profit margin decreased from approximately 54% to 22% in current year.

#### Other income and gains

Other income and gains during the year amounted to approximately HK\$307,000, which was decreased by approximately HK\$297,000 as compared with that of 2016 (2016: HK\$604,000). The decrease was mainly attributable to the reduction in gain from fair value change in an investment property.

#### Selling expenses

The Group's selling expenses were approximately HK\$3,578,000 for the year ended 31 March 2017 and were in line with that for the year ended 31 March 2016 of approximately HK\$3,635,000.

### 財務回顧、業務表現及展望

#### 收益

年內，本集團持續多元化其收益基礎至珠寶買賣及零售、借貸業務以及藥業及健康護理產品業務。珠寶買賣及零售以及借貸業務的增長連同該等業務之發展已彌補無線增值服務收益之減少。

因此，本集團截至二零一七年三月三十一日止年度之收益約為30,255,000港元，較截至二零一六年三月三十一日止年度之約10,050,000港元增加約201%。

#### 銷售成本及毛利率

由於進軍藥業及健康護理產品業務及發展珠寶買賣及零售業務，本集團之銷售成本由截至二零一六年三月三十一日止年度之約4,641,000港元增加至截至二零一七年三月三十一日止年度之約23,690,000港元，增加約410%。由於上述業務之毛利率較無線增值業務為低，故本年度整體毛利率由約54%下降至22%。

#### 其他收入及收益

年內，其他收入及收益約為307,000港元，較二零一六年減少約297,000港元（二零一六年：604,000港元）。該減少乃主要由於投資物業之公平價值變動收益減少所致。

#### 銷售開支

截至二零一七年三月三十一日止年度，本集團之銷售開支約為3,578,000港元，而截至二零一六年三月三十一日止年度則約為3,635,000港元。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

#### Administrative expenses

Administrative expenses experienced an increase of approximately HK\$3,642,000 from approximately HK\$23,068,000 for the year ended 31 March 2016 to approximately HK\$26,710,000 for the year ended 31 March 2017. The increase in such expenses was mainly due to the increase in legal and professional fees.

#### Other expenses

Other expenses, which mainly represented expenses for other non-operating expenses, decreased from approximately HK\$60,000 in 2016 to approximately HK\$39,000 in 2017.

#### Share of loss of an associate

During the year ended 31 March 2017, the Group had share of loss from an associate amounted to approximately HK\$195,000 (2016: nil)

#### Result for the year

The Group's loss attributable to equity holders of the Company was approximately HK\$23,657,000 in the current year, representing an decrease in loss of approximately HK\$7,702,000 from that in 2016 (2016: HK\$31,359,000) which was mainly due to no net loss on de-consolidation of subsidiaries in the current year.

#### Revaluation of available-for-sale financial assets

During the year ended 31 March 2017, the fair value of the available-for-sale financial assets decreased by approximately HK\$5,596,000 to approximately HK\$16,583,000 (2016: HK\$22,179,000) with respect to mainly the investment in 6% of its shareholdings in Hong Kong Net TV Limited.

#### Total equity

As a results of funding activities in relation to issue of the Convertible Note and subsequent issue of shares upon conversion of the Convertible Note, effect of which was partially reduced by loss for the year, as at 31 March 2017, the Group's a total equity increased by approximately HK\$3,737,000 to approximately HK\$74,691,000 (31 March 2016: HK\$70,954,000).

### 財務回顧、業務表現及展望 (續)

#### 行政開支

行政開支由截至二零一六年三月三十一日止年度之約23,068,000港元增加約3,642,000港元至截至二零一七年三月三十一日止年度之約26,710,000港元。有關開支增加乃主要由於法律及專業費用增加所致。

#### 其他開支

其他開支（主要為其他非經營性開支）由二零一六年之約60,000港元減少至二零一七年之約39,000港元。

#### 應佔一間聯營公司虧損

於截至二零一七年三月三十一日止年度，本集團之應佔一間聯營公司虧損約為195,000港元（二零一六年：零）。

#### 本年度業績

本公司權益持有人應佔本集團虧損於本年度約為23,657,000港元，較二零一六年減少虧損約7,702,000港元（二零一六年：31,359,000港元），主要原因是本年度並無取消附屬公司綜合入賬之虧損淨額。

#### 重估可供出售金融資產

於截至二零一七年三月三十一日止年度，就其主要於香港衛視網絡電視台有限公司之6%股權投資而言，可供出售金融資產之公平價值已減少約5,596,000港元至約16,583,000港元（二零一六年：22,179,000港元）。

#### 權益總額

由於有關發行可換股票據之集資活動及於其後經兌換可換股票據後發行股份（其影響因年內虧損而部分減少），於二零一七年三月三十一日，本集團之權益總額增加約3,737,000港元至約74,691,000港元（二零一六年三月三十一日：70,954,000港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (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 2017, total cash and cash equivalents of the Group amounted to approximately HK\$8,738,000 (31 March 2016: HK\$28,761,000). The reduction in total cash and cash equivalent was mainly due to the increase in loan receivables as well as the investment in acquisition of subsidiaries and acquisition of assets through acquisition of subsidiaries.

#### 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 insignificant 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 United States Dollar, Renminbi and Hong Kong Dollar. During the year ended and as at 31 March 2017, no related hedges were made by the Group (2016: nil).

#### Contingent liabilities

As at 31 March 2017, the Group had no material contingent liabilities (31 March 2016: nil).

#### Significant investments, acquisitions or disposals

During the year, the Group had acquired the entire interest in and the shareholders' loans to Sino Yao Shang Technology Limited and the entire interest in and the shareholders' loans to King Win Intelligent Technologies Limited.

### 財務回顧、業務表現及展望 (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。

於二零一七年三月三十一日，本集團之現金及現金等值物總額約為8,738,000港元（二零一六年三月三十一日：28,761,000港元）。現金及現金等值物總額有所下跌，主要原因是應收貸款增加以及投資收購附屬公司及透過收購附屬公司收購資產。

#### 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並不重大，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，主要以美元、人民幣及港元為計算單位。截至二零一七年三月三十一日止年度及於二零一七年三月三十一日，本集團並無進行相關對沖（二零一六年：無）。

#### 或然負債

於二零一七年三月三十一日，本集團並無重大或然負債（二零一六年三月三十一日：無）。

#### 重大投資、收購或出售

年內，本集團已收購中國藥商科技有限公司之全部權益及向其提供之股東貸款，以及King Win Intelligent Technologies Limited之全部權益及向其提供之股東貸款。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

#### Capital structure and use of proceeds

##### Capital structure

The shares of the Company were listed on GEM on 28 March 2000.

On 31 May 2016, the Company and a potential investor entered into a subscription agreement pursuant to which the subscriber agreed to subscribe for, and the Company agreed to issue, a convertible note (“Convertible Note”) in the aggregate principal amount of HK\$35 million. All the conditions precedent under the subscription agreement have been fulfilled and completion took place on 31 October 2016.

On 24 November 2016, the Company received a notice from the holder of the Convertible Note, requesting for the conversion in the principal amount of HK\$35,000,000 into shares in the Company. On 29 November 2016, the Company allotted and issued a total of 112,903,225 shares in the Company to the holder at the conversion price of HK\$0.31 per share.

Upon conversion of the Convertible Note, the excess of the carrying amount of the Convertible Note over the nominal value of shares that have been issued of approximately HK\$24,160,000 was transferred to the Company's share premium account.

### 財務回顧、業務表現及展望 (續)

#### 資本架構及所得款項用途

##### 資本架構

本公司股份於二零零零年三月二十八日在創業板上市。

於二零一六年五月三十一日，本公司與一名潛在投資者訂立認購協議，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（「可換股票據」）。所有認購協議下之先決條件經已達成且完成已於二零一六年十月三十一日落實。

於二零一六年十一月二十四日，本公司接獲來自可換股票據持有人通知，要求轉換本金額為35,000,000港元之可換股票據為本公司之股份。於二零一六年十一月二十九日，本公司配發及發行總數為112,903,225股本公司股份予可換股票據持有人，轉換價為每股0.31港元。

轉換可換股票據後，可換股票據賬面值超出已發行股份面值約24,160,000港元之金額已轉撥至本公司之股份溢價賬。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

#### Capital structure and use of proceeds

##### Capital structure

The Company's authorised, issued and fully paid share capital were as follows:

### 財務回顧、業務表現及展望 (續)

#### 資本架構及所得款項用途 (續)

##### 資本架構 (續)

本公司之法定、已發行及繳足股本如下：

|  |   | Number<br>of shares<br>股份數目 | Share<br>capital<br>股本<br>HK\$'000<br>千港元 |
|--|---|-----------------------------|---|
| Authorised:  | 法定：                                       |                             |   |
| As at 1 April 2016 and<br>31 March 2017 (HK\$0.1 each)     | 於二零一六年四月一日<br>及二零一七年三月三十一日<br>(每股面值0.1港元) | 2,500,000,000               | 250,000                                   |
| Issued and fully paid:                                     | 已發行及繳足：                                   |                             |   |
| As at 1 April 2016 (HK\$0.1 each)                          | 於二零一六年四月一日<br>(每股面值0.1港元)                 | 1,095,360,500               | 109,536                                   |
| Issue of shares upon conversion<br>of the Convertible Note | 經轉換可換股票據<br>發行之股份                         | 112,903,225                 | 11,290                                    |
| As at 31 March 2017 (HK\$0.1 each)                         | 於二零一七年三月三十一日<br>(每股面值0.1港元)               | 1,208,263,725               | 120,826                                   |

The Group's capital structure is sound with healthy working capital management. As at 31 March 2017, the Group's total equity amounted to approximately HK\$74,691,000, representing an increase of approximately HK\$3,737,000 compared with approximately HK\$70,954,000 as at 31 March 2016. As at 31 March 2017, the Group's cash and cash equivalents totaled approximately HK\$8,738,000 (31 March 2016: HK\$28,761,000). The current ratio (note a), quick ratio (note b) and gearing ratio (note c) of the Group as at 31 March 2017 was 2.38 (31 March 2016: 2.34), 1.86 (31 March 2016: 1.86) and 13.92% (31 March 2016: net cash position), respectively.

本集團之資本架構穩健，營運資金管理有序。於二零一七年三月三十一日，本集團之權益總額約為74,691,000港元，較二零一六年三月三十一日約70,954,000港元增加約3,737,000港元。於二零一七年三月三十一日，本集團之現金及現金等值物共計約8,738,000港元（二零一六年三月三十一日：28,761,000港元）。本集團於二零一七年三月三十一日之流動比率（附註a）、速動比率（附註b）及資本與負債比率（附註c）分別為2.38（二零一六年三月三十一日：2.34）、1.86（二零一六年三月三十一日：1.86）及13.92%（二零一六年三月三十一日：淨現金狀況）。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

#### Capital structure and use of proceeds (continued)

##### Capital structure (continued)

Apart from the above, there has been no material change in the capital structure of the Group during the year.

Notes:

- (a) Current Ratio = Current Assets ÷ Current Liabilities
- (b) Quick Ratio = (Current Assets – Inventories) ÷ Current Liabilities
- (c) Gearing Ratio = (Debts – Cash and cash equivalents) ÷ Equity

##### Use of proceeds

An analysis about the expected funding needs for the twelve months from September 2016 to August 2017 and the actual use of proceeds up to 31 March 2017 out of Convertible Note was set out as follows:

| Total estimated minimum funding need in respect of the issue of the Convertible Note  | Designated area/ business segment | Expected source of funding for the twelve months from September 2016 to August 2017<br>自二零一六年九月至二零一七年八月止十二個月之預期資金來源  | Actual use of proceeds up to 31 March 2017<br>直至二零一七年三月三十一日之實際所得款項用途 |
|---|-----------------------------------|--|--|
| 有關發行可換股票據之估計最低資金需求總額  | 指定範疇/業務分部                         |  |  |
| (i) General working capital (including legal and professional fees, rental expenses, payroll and other administrative expenses, and if investment opportunity arises, may allocate part of the working capital for such opportunity)<br>一般營運資金 (包括法律及專業費用、租金開支、薪金及其他行政開支，倘出現投資機遇，可將部分營運資金分配至有關機遇) | Head office<br>總部                 | Approximately HK\$11.7 million (approximately HK\$7.5 million from the proceeds and the remaining of approximately HK\$4.2 million from internal resources and other equity financing methods as appropriate from time to time)<br>約 11,700,000 港元 (約 7,500,000 港元來自所得款項，其餘約 4,200,000 港元來自內部資源及不時適用之其他股本融資方法) | Approximately HK\$5.91 million<br>約 5,910,000 港元                     |

### 財務回顧、業務表現及展望 (續)

#### 資本架構及所得款項用途 (續)

##### 資本架構 (續)

除上述者外，本集團之資本架構於年內並無重大變動。

附註：

- (a) 流動比率 = 流動資產 ÷ 流動負債
- (b) 速動比率 = (流動資產 – 存貨) ÷ 流動負債
- (c) 資本與負債比率 = (債務 – 現金及現金等值物) ÷ 權益

##### 所得款項用途

有關可換股票據自二零一六年九月至二零一七年八月止十二個月之預期資金需求及直至二零一七年三月三十一日之實際所得款項用途之分析載列如下：

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

### 財務回顧、業務表現及展望 (續)

#### Capital structure and use of proceeds (continued)

##### Capital structure (continued)

#### 資本架構及所得款項用途 (續)

##### 所得款項用途 (續)

| Total estimated minimum funding need in respect of the issue of the Convertible Note  | Designated area/ business segment                              | Expected source of funding for the twelve months from September 2016 to August 2017<br>自二零一六年九月至二零一七年八月止十二個月之預期資金來源   | Actual use of proceeds up to 31 March 2017<br>直至二零一七年三月三十一日之實際所得款項用途 |
|---|--|---|--|
| 有關發行可換股票據之估計最低資金需求總額  | 指定範疇/業務分部  |   |  |
| (ii) Balance payment for the acquisition of the sale shares and sale loan of Sino Yao Shang Technology Limited<br>支付收購中國藥商科技有限公司銷售股份及銷售貸款之結餘              | Pharmaceutical and healthcare products business<br>藥業及健康護理產品業務 | Approximately HK\$4.3 million for the balance payment as consideration of acquisition<br>用作支付結餘之約4,300,000港元作為收購事項之代價 | Approximately HK\$4.3 million<br>約4,300,000港元                        |
| (iii) Future development of the pharmaceutical and healthcare products business<br>藥業及健康護理產品業務之未來發展   | Pharmaceutical and healthcare products business<br>藥業及健康護理產品業務 | Approximately HK\$17 million for the future development (note)<br>用作未來發展之約17,000,000港元(附註)                            | Nil (note)<br>無(附註)  |
| (iv) Establishment of new wireless value-added services by way of hiring new staffs to seek further business opportunities<br>透過僱用新員工成立全新的無線增值服務，以尋求進一步商機 | Wireless value-added services business<br>無線增值服務業務             | Approximately HK\$2.5 million for the establishment<br>用作成立業務之約2,500,000港元  | Approximately HK\$2.5 million<br>約2,500,000港元                        |
| (v) General working capital (mainly administrative expenses) for wireless value-added services business<br>無線增值服務業務之一般營運資金(主要是行政開支)                       | Wireless value-added services business<br>無線增值服務業務             | Approximately HK\$1.2 million for general working capital<br>用作一般營運資金之約1,200,000港元                                    | Nil<br>無   |

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW, BUSINESS PERFORMANCE AND OUTLOOK (continued)

### 財務回顧、業務表現及展望 (續)

#### Capital structure and use of proceeds (continued)

#### 資本架構及所得款項用途 (續)

##### Capital structure (continued)

##### 所得款項用途 (續)

| Total estimated minimum funding need in respect of the issue of the Convertible Note  | Designated area/ business segment                   | Expected source of funding for the twelve months from September 2016 to August 2017  | Actual use of proceeds up to 31 March 2017 |
|---|---|--|--|
|   |   | 自二零一六年九月至二零一七年八月止十二個月之預期資金來源   | 直至二零一七年三月三十一日之實際所得款項用途                     |
| 有關發行可換股票據之估計最低資金需求總額  | 指定範疇/業務分部   |  |  |
| (vi) General working capital (including purchase of inventories, rental, wages, other administrative expenses and selling and distribution expenses) for the jewelry trading and retailing business<br>珠寶買賣及零售業務之一般營運資金 (包括購買存貨、租金、工資、其他行政開支及銷售及分銷開支) | Jewelry trading and retailing business<br>珠寶買賣及零售業務 | Approximately HK\$8.3 million (approximately HK\$1.5 million from the proceeds and the remaining of HK\$6.8 million from internal resources and other equity financing methods as appropriate from time to time<br>約8,300,000港元 (約1,500,000港元來自所得款項，其餘6,800,000港元來自內部資源及不時適用之其他股本融資方法) | Nil<br>無                                   |
| (vii) Administrative expenses for the leading business<br>借貸業務之行政開支   | Lending business<br>借貸業務                            | Approximately HK\$0.65 million<br>約650,000港元   | HK\$0.26 million<br>260,000港元              |

The expected funding needs of the Convertible Note were based on the best estimation and assumption of future market conditions at the time of preparing the issue of the Convertible Note while the actual use of proceeds were based on the development of the Group's business.

可換股票據之預期資金需求乃基於籌備發行可換股票據時對未來市況作出的最佳估計及假設制定，而實際所得款項用途則基於本集團之業務發展制定。

Note:

附註：

Approximately HK\$17 million was originally intended for financing the business development of the pharmaceutical and healthcare products business. After considering the operation and business development of the Group, the Board resolved to re-allocate approximately HK\$14 million to finance the acquisition and future business development of King Win Intelligent Technologies Limited. The Company would finance the funding needs of the pharmaceutical and healthcare products business by internal resources and/or other possible fund raising activities in future.

約17,000,000港元原定擬用作為藥業及健康護理產品業務之業務發展撥資。經考慮本集團之營運及業務發展，董事會議決將約14,000,000港元重新分配至為收購King Win Intelligent Technologies Limited及其日後業務發展撥資。本公司日後將以內部資源及/或透過其他潛在集資活動應付藥業及健康護理產品業務之資金需求。

### EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2017, the Group had a total of 99 employees (31 March 2016: 95). However, total staff costs for the year ended 31 March 2017 decreased to approximately HK\$9,659,000 (2016: HK\$15,127,000) mainly due to strict control over staff costs.

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.

### EVENTS AFTER THE REPORTING PERIOD

#### (a) Extension of loan

On 8 May 2017, SZ Enterprise Union Finance Limited, a wholly owned subsidiary of the Company, and an independent third party entered in a loan extension agreement, pursuant to which SZ Enterprise Union Finance Limited has agreed to extend the final repayment date of the loan in the amount of HK\$13,000,000 for five months from 8 May 2017 to 8 October 2017. For details, please refer to the Company's announcement dated 8 May 2017.

### 僱員及薪酬政策

於二零一七年三月三十一日，本集團之僱員總數為99人（二零一六年三月三十一日：95人）。然而，截至二零一七年三月三十一日止年度，員工成本總額減少至約9,659,000港元（二零一六年：15,127,000港元），主要由於嚴格控制員工成本所致。

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。

### 報告期後事項

#### (a) 延長貸款

於二零一七年五月八日，本公司之全資附屬公司深企聯合小額貸款有限公司與一名獨立第三方訂立貸款延長協議，據此，深企聯合小額貸款有限公司已同意將金額為13,000,000港元之貸款之最後還款日期從二零一七年五月八日延長五個月至二零一七年十月八日。詳情請參閱本公司日期為二零一七年五月八日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

### EVENTS AFTER THE REPORTING PERIOD (continued)

#### (b) Provision of loan

On 2 June 2017, SZ Enterprise Union Finance Limited and an independent third party entered in a loan agreement, pursuant to 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. The term of the loan is eight months from the drawdown date with interest rate of 12% per annum. For details, please refer to the Company's announcement dated 2 June 2017.

#### (c) Disposal of subsidiaries

On 2 June 2017, the Company entered into a disposal agreement with an independent third party, pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to acquire the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan), which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries, at the consideration of HK\$4,600,000. The Disposal was completed on 5 June 2017. For details, please refer to the Company's announcement dated 2 June 2017.

### 報告期後事項 (續)

#### (b) 提供貸款

於二零一七年六月二日，深企聯合小額貸款有限公司與一名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一筆本金額為6,000,000港元之定期貸款。該筆貸款之期限為自提款日期起計八個月，年利率為12%。詳情請參閱本公司日期為二零一七年六月二日之公告。

#### (c) 出售附屬公司

於二零一七年六月二日，本公司與一名獨立第三方訂立一份出售協議，據此，本公司有條件同意出售而買方有條件同意收購Prosten (BVI) Limited之全部已發行股本（連同相關股東貸款），代價為4,600,000港元，Prosten (BVI) Limited間接持有取消綜合入賬附屬公司之全部已發行股本。出售已於二零一七年六月五日完成。詳情請參閱本公司日期為二零一七年六月二日之公告。

### BUSINESS REVIEW AND OUTLOOK

#### Lending business

During the financial year ended 31 March 2016, the Group had commenced in lending business in Hong Kong to diversity the Group's income sources by acquiring a group of companies with a valid money lending licence in Hong Kong.

The lending business continued to grow and contributed a positive result to the Group for the year ended 31 March 2017. The Group will pay a closer attention to the market situation and the external economic environment and consider the possibility of further expansion in the lending business sector. There were three major outstanding loan receivables with the Group at the end of the reporting period. All of them were carried out as part of the ordinary and usual course of business of the Group and brought in interest income to the Group. One of the loans was in the principal amount of HK\$13,000,000 under the loan agreement and extension agreement entered into between SZ Enterprise Union Finance Limited, an indirect wholly-owned subsidiary of the Company, and the borrower, Mr. Xu Weiqiang, on 21 March 2016 and 20 September 2016 respectively. This loan was unsecured and bearing an interest at a rate of 10% per annum for an original term of six months and an extended term of another six months. Interest accrued under the loan for the original term has been fully paid to the Group before 31 March 2017. Accrued interest for the extended term shall be paid in the first instance upon the end of the third month of the extended term, and thereafter on the final repayment date together with repayment of the principal. The interest derived from this loan was fully settled and the principal was repaid in the aggregate amount of HK\$7,500,000 and HK\$6,017,000, on 15 May 2017 and 18 May 2017, respectively.

### 業務回顧及展望

#### 借貸業務

截至二零一六年三月三十一日止財政年度，本集團透過收購一系列持有香港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。

截至二零一七年三月三十一日止年度，借貸業務持續增長，為本集團業績帶來正面貢獻。本集團將更密切監察市況及外部經濟環境，並考慮進一步擴展借貸業務之可能性。於報告期末，本集團擁有三筆尚未收回之主要應收貸款，均構成於本集團一般及日常業務過程中進行的交易，並為本集團帶來利息收入。其中一筆貸款乃本公司之間接全資附屬公司深企聯合小額貸款有限公司與借款人許偉強先生分別於二零一六年三月二十一日及二零一六年九月二十日訂立之貸款協議及延長協議下本金額為13,000,000港元的貸款。本貸款為無抵押，按年利率10%計息，初始年期為六個月，並另行延長六個月。貸款於初始年期之應計利息已於二零一七年三月三十一日之前悉數支付予本集團。延長年期之應計利息應首先於延長年期第三個月末後支付，其後連同本金之還款一併於最後還款日期支付。本貸款產生之利息已全數結付，而7,500,000港元及6,017,000港元之本金總額分別於二零一七年五月十五日及二零一七年五月十八日償還。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (continued)

#### Lending business (continued)

In addition, pursuant to the loan agreement and extension agreement entered into between SZ Enterprise Union Finance Limited and the borrower, Mr. Wen Qimin, on 8 November 2016 and 8 May 2017 respectively, an unsecured loan in a principal amount of HK\$13,000,000 bearing interest at a rate of 10% per annum for a six-month period, was drawn down on 8 November 2016. The original final repayment date of the loan was on 8 May 2017 and was extended to 8 October 2017. Accrued interest shall be paid in the first instance upon the end of the third month of the term, and thereafter on the final repayment date together with the repayment of the loan principal. Accrued interest under the extension agreement shall be paid in the first instance upon the end of the third month of the extended term, and thereafter on the final repayment date together with the repayment of the principal.

Furthermore, pursuant to the Company's announcement dated 25 January 2017, a loan agreement granting a loan in the principal amount of HK\$10,000,000 was entered into between, SZ Enterprise Union Finance Limited and the borrower, Mr. Chen Tianju, on 25 January 2017. The loan was unsecured and bearing an interest at a rate of 12% per annum. The first drawdown of the loan in the amount of HK\$6,000,000 ("Installment 1") was on 25 January 2017 and the remaining of loan of HK\$4,000,000 ("Installment 2") should be drawdown on or before 28 February 2017. Drawdown of Installment 2 did not take place by the stipulated deadline of 28 February 2017. The final repayment date of the Installment 1 is on 25 January 2018 but early repayment is allowed.

The Group had obtained valid business licence to conduct lending business in Hong Kong.

### 業務回顧及展望 (續)

#### 借貸業務 (續)

此外，根據深企聯合小額貸款有限公司與借款人溫起民先生分別於二零一六年十一月八日及二零一七年五月八日訂立之貸款協議及延長協議，一筆本金額為13,000,000港元、按年利率10%計息及年期六個月之無抵押貸款已於二零一六年十一月八日提取。該筆貸款之初始最後還款日期為二零一七年五月八日，並已延長至二零一七年十月八日。應計利息應首先於年期第三個月末後支付，其後連同貸款本金之還款一併於最後還款日期支付。延長協議項下之應計利息應首先於經延長年期第三個月末後支付，其後連同本金之還款一併於最後還款日期支付。

此外，根據本公司日期為二零一七年一月二十五日之公告，於二零一七年一月二十五日，深企聯合小額貸款有限公司與借款人陳天駒先生訂立貸款協議，授出一筆本金額為10,000,000港元的貸款。該筆貸款為無抵押，按年利率12%計息。首次提取貸款6,000,000港元（「第一筆貸款」）之日期為二零一七年一月二十五日，餘下貸款4,000,000港元（「第二筆貸款」）將於二零一七年二月二十八日或之前提取。第二筆貸款並未於規定截止時間（即二零一七年二月二十八日）前提取。第一筆貸款之最後還款日期為二零一八年一月二十五日，惟允許提前還款。

本集團已取得有效之營業執照，在香港進行借貸業務。

### BUSINESS REVIEW AND OUTLOOK (continued)

#### Trading and retailing of jewelry business

The Group had also expanded into the trading and retailing of jewelry business since the second half of the financial year ended 31 March 2016 by acquiring a group of jewelry companies which are mainly based in Shenzhen, the PRC. Such acquisition was to broaden the Group's income sources.

The increase in revenue in trading and retailing of jewelry business for the year ended 31 March 2017 was mainly because of the increase in trading of gold and golden jewelry products in the PRC, and the sales of gold to an associate. However, the selling and administrative expenses to maintain and develop this business resulted in loss in this segment. Going forward, the Group will try further effort to control the selling and administrative expenses while balancing the development of this business.

The Group had obtained valid business licences to conduct trading and retailing of jewelry business in both Hong Kong and PRC.

#### Pharmaceutical and healthcare products business

Further to the commencement of pharmaceutical and healthcare products business, the Group is expected to benefit from entering into the PRC market with a population of 1.4 billion. Despite that the current economic conditions in the PRC were stringent, it is believed that this could turn out to be an opportunity for the Group to develop a sound market share there. Moreover, the Treasury Department of the PRC government has formulated plans to support the pharmaceutical and healthcare business sector with a total budget of RMB1.4 trillion spending in the year 2017. It is expected that the Group would be benefited from the development in this sector.

The Group had obtained valid business licence to conduct pharmaceutical and healthcare products business in the PRC.

Nevertheless, the Group would continue to adopt a cautious approach to balance between our business development process and its financial liquidity position.

### 業務回顧及展望 (續)

#### 珠寶買賣及零售業務

自截至二零一六年三月三十一日止財政年度下半年以來，本集團亦透過收購一系列主要位於中國深圳之珠寶公司拓展至珠寶買賣及零售業務。有關收購旨在擴大本集團之收入來源。

於截至二零一七年三月三十一日止年度，珠寶買賣及零售業務之收益增加，乃主要由於中國之黃金及黃金珠寶產品買賣增加以及向一間聯營公司出售黃金所致。然而，維持及發展此業務之銷售及行政開支導致此分部出現虧損。展望未來，本集團將繼續致力控制銷售及行政開支，同時權衡此業務發展。

本集團已取得有效之營業執照，在香港及中國進行珠寶買賣及零售業務。

#### 藥業及健康護理產品業務

隨著藥業及健康護理產品業務的開展，預期本集團將受益於進軍中國這個擁有14億人口之市場。儘管當前中國經濟狀況嚴峻，相信市場仍將湧現出機遇，本集團可藉此爭取可觀之市場份額。此外，中國政府財政部已制訂計劃支援藥業及健康護理產品業務行業，擬於二零一七年動用之總預算為人民幣1,400,000,000,000元。期望本集團將可從該分部發展受惠。

本集團已取得有效之營業執照，在中國進行藥業及健康護理產品業務。

儘管如此，本集團將繼續採取審慎方法以平衡我們的業務發展進程與其流動資金狀況。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (continued)

#### Wireless value-added services business

Since the expiry of wireless value-added service contracts with a PRC telecommunication operator during the year ended 31 March 2016, the Group did not have any revenue from wireless value-added service for the year ended 31 March 2017. Despite efforts made during the year to seek further opportunities in this business, considering the challenging and volatile market situation for this business, the Group currently has no plan to further invest in this segment.

#### Updates on matters relating to the De-consolidation

With reference to the annual report of the Company for the year ended 31 March 2016 (“2016 Annual Report”), 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 (the “De-Consolidation”).

#### The Disposal

The Company was in negotiations with relevant party(ies) with an aim to resolving the matters arising from or in connection with the loss of control over the De-Consolidated Subsidiaries. Nevertheless, there was no conclusion in this regard. On 2 June 2017 (after trading hours), the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan) which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries.

The Disposal in effect casted away the Prosten (BVI) Limited, its subsidiaries and the De-Consolidated Subsidiaries from the Group. Therefore, no further efforts is required to be spent on negotiation or other actions to be taken in connection with the loss of control over the De-Consolidated Subsidiaries.

### 業務回顧及展望 (續)

#### 無線增值服務業務

由於與中國電信運營商訂立之無線增值服務合約已於截至二零一六年三月三十一日止年度屆滿，故於截至二零一七年三月三十一日止年度，本集團並無來自無線增值服務之任何收益。儘管本集團於年內致力尋求此業務方面之其他商機，惟考慮到此業務之挑戰以及市場狀況波動不定，本集團目前無意對此分部作進一步投資。

#### 有關取消綜合入賬事宜之最新資料

經參考本公司截至二零一六年三月三十一日止年度之年度報告（「二零一六年年報」），董事認為本集團無法管理取消綜合入賬附屬公司（定義見二零一六年年報），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（「取消綜合入賬」）。

#### 出售

本公司已與有關方進行磋商，旨在解決因失去對取消綜合入賬附屬公司之控制權而產生或與此相關之事宜。儘管如此，在此方面仍未得出任何結論。於二零一七年六月二日（交易時段後），本公司訂立出售協議，以出售 Prosten (BVI) Limited 的全部已發行股本（連同相關股東貸款），Prosten (BVI) Limited 間接持有取消綜合入賬附屬公司之全部已發行股本。

出售實際上把 Prosten (BVI) Limited（其附屬公司及取消綜合入賬附屬公司）摒除在本集團之外。故此，無須就失去對取消綜合入賬附屬公司之控制權進一步進行磋商或採取其他行動。

### BUSINESS REVIEW AND OUTLOOK (continued)

#### The Internal Control Review

The Company also engaged an internal control reviewer to conduct an internal control review for the Group (the “IC Review”) which covers four major areas, namely, (i) corporate internal control; (ii) financial reporting and disclosure internal control; (iii) internal control over business processes; and (iv) operational manual.

The first stage of the IC Review was completed. Findings and recommendations under the IC Review were presented to the Board and the Board is considering the recommendations and will implement the same if thought fit. The Company expects to take approximately 3 to 6 months to implement the aforesaid recommendations and the follow up review on such implementation will be conducted thereafter. The Company will keep the shareholders of the Company and potential investors of the Company informed in this regard as and when appropriate.

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 existing businesses with a target to re-allocate 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.

### 業務回顧及展望 (續)

#### 內部監控審核

本公司亦聘請一家內部監控審核顧問，以對本集團進行內部控制審核（「內部監控審核」），涵蓋四個主要方面，即(i)企業內部控制；(ii)財務報告與內部控制披露；(iii)業務流程之內部控制；及(iv)營運手冊。

內部監控審核第一階段已告完成。內部監控審核之結果及建議已呈交董事會，董事會正考慮並將會酌情實施有關建議。本公司預計實施上述建議需時約三至六個月，而有關實施情況之跟進審核將於其後進行。本公司將適時就此通知本公司股東及本公司潛在投資者。

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現有業務中的未來機遇，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 46, 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 and Wing Lee Holdings Limited”) (stock code: 876), a company listed on the Main Board of 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 GEM. Mr. Xu has extensive experience in areas such as corporate management, business financing, corporate investment and asset acquisition.

**Mr. Han Jun (“Mr. Han”)** aged 46, 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.

### 執行董事

徐志剛先生（「徐先生」），46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及永利控股有限公司」）（股份代號：876）（一間於聯交所主板上市之公司）之副總裁及曾擔任奧栢中國集團有限公司（股份代號：8148）（一間於創業板上市之公司）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。

韓軍先生（「韓先生」），46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件工程專業大專畢業。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，負責電信骨幹網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。

# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS

**Mr. Shi Liangsheng (“Mr. Shi”)** aged 34, appointed as an executive Director of the Company on 18 July 2016. Mr. Shi graduated from Yang-En University with a bachelor degree in laws in 2007, and obtained a master degree in laws from the Chinese University of Hong Kong in 2009. Mr. Shi has acquired a legal professional qualification in the People’s Republic of China and has acquired the professional qualification of holding estate agent (individual) license in Hong Kong. He is currently a director of Hong Kong Assets & Equity Exchange Co., Ltd., which mainly serves as a platform for assets and equity exchange in the Greater China Region.

Mr. Shi possesses working experience in law firm(s) in the Mainland China, and is familiar with the legal system of the People’s Republic of China. He had participated in projects on mergers and acquisitions and therefore has extensive experience in commercial legal services in the capital market of the Mainland China. Mr. Shi previously worked in the legal department of 3D-Gold Jewellery business segment of Hong Kong Resources Holdings Co., Ltd. (stock code: 2882), as senior assistant to the vice president for a term of three years.

Mr. Shi has been one of the executive directors of Lamtex Holdings Limited (formerly known as “China New Energy Power Group Limited”) (stock code: 1041), a company listed on the Main Board of the Exchange from 28 July 2015 to 15 July 2016 and was the authorised representative of that company to the Exchange from 28 March 2016 to 15 July 2016.

**Mr. Wen Xingcheng (“Mr. Wen”)** aged 30, appointed as an executive Director of the Company on 3 April 2017. Mr. Wen graduated from Shenzhen Shende Technical School (深圳市深德技工學校) with an associated degree in 2009. He worked at Maoming Dianbai Zhi Wei Long Food Co., Ltd. (茂名市電白縣智偉龍食品有限公司) as a salesman, mainly responsible for the development of food processing and sales channels, between February 2012 and December 2012; and at Maoming Zhi Wei Long Energy Co., Ltd. (茂名市智偉龍能源有限公司) as manager, in charge of coal wholesale and distribution, between January 2013 and December 2014. He has been working at Maoming Zhi Wei Long Business Co., Ltd. (茂名市智偉龍商業有限公司) as manager, responsible for the management of processing and sale of agricultural by-product and medicinal materials and development of new projects, since January 2015. Mr. Wen is the nephew of Ms. Shen Jing, a substantial shareholder of the Company.

### 執行董事

石梁升先生(「石先生」)，34歲，於二零一六年七月十八日獲委任為本公司執行董事。石先生於二零零七年畢業於仰恩大學，獲法律學士學位，並於二零零九年獲得香港中文大學法律碩士學位。石先生具有中華人民共和國法律職業資格，並已取得香港物業代理(個人)牌照專業資格。彼現為香港產權交易所有限公司董事，該交易所主要作為大中華區的產權交易平台。

石先生擁有在中國內地律師事務所的從業經驗，熟悉中華人民共和國的法律制度。他曾參與併購等項目，並因此在中國內地資本市場擁有商業法律服務方面之豐富經驗。石先生曾任職於香港資源控股有限公司(股份代號：2882)的金至尊珠寶業務分部的法律部門，並曾擔任副總裁高級助理職務為期三年。

石先生於二零一五年七月二十八日至二零一六年七月十五日期間，曾擔任聯交所主板上市公司林達控股有限公司(前稱「中國新能源動力集團有限公司」)(股份代號：1041)其中之一執行董事，並於二零一六年三月二十八日至二零一六年七月十五日期間擔任該公司聯交所授權代表。

**溫興程先生(「溫先生」)**，30歲，於二零一七年四月三日獲委任為本公司執行董事。溫先生於二零零九年畢業於深圳市深德技工學校並取得大專學歷。溫先生於二零一二年二月至二零一二年十二月任職於茂名市電白縣智偉龍食品有限公司，擔任該公司業務員，主要負責食品加工、銷售管道的拓展；於二零一三年一月至二零一四年十二月任職於茂名市智偉龍能源有限公司，擔任該公司經理，管理公司煤炭批發經營、銷售業務；於二零一五年一月至今，任職於茂名市智偉龍商業有限公司，擔任該公司經理，負責管理農副產品和藥材加工、銷售及開發新項目等業務。溫先生是本公司一名主要股東沈靜女士的侄兒。

# Directors and Senior Management

## 董事及高級管理層

### NON-EXECUTIVE DIRECTORS

**Mr. Chen Weixi (“Mr. Chen”)**, aged 30, 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

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lam Kwok Cheong (“Mr. Lam”)**, aged 63, 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 an independent non-executive director of Sparkle Roll Group Limited (stock code: 970), which is a company with shares listed on the Stock 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 Southwest Securities International Securities Limited (stock code: 812) until he resigned in May 2014 and September 2016 respectively, both of which are companies with shares listed on the Exchange. Mr. Lam was also appointed as a non-executive director of Sky Forever Supply Chain Management Group Limited (Stock Code: 8047) and Mega Medical Technology Limited (stock code: 876) until he resigned in July 2015 and July 2016 respectively, both of which are companies with shares listed on the Exchange.

### 非執行董事

**陳煒熙先生 (「陳先生」)**，30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

### 獨立非執行董事

**林國昌先生 (「林先生」)**，63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。林先生現任聯交所上市公司耀萊集團有限公司 (股份代號：970) 之獨立非執行董事。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) 及西證國際證券股份有限公司 (股份代號：812) 之獨立非執行董事 (此兩間公司均為聯交所上市公司)，直至於二零一四年五月及二零一六年九月各自辭任為止。彼亦曾獲委任為宇恒供應鏈集團有限公司 (股份代號：8047) 及美加醫學科技有限公司 (股份代號：876) 之非執行董事 (此兩間公司均為聯交所上市公司)，直至於二零一五年七月及二零一六年九月各自辭任為止。

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

### INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

**Mr. Xu Xiaoping**, aged 52, 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 Electrons 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 嘉興友卒投資合夥企業 (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

**Mr. Poon Yan Wai (“Mr. Poon”)**, aged 47, 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)

徐小平先生，52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，彼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。徐先生現為嘉興友卒投資合夥企業（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

潘仁偉先生（「潘先生」），47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 Director of the Company are pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2017.

### 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 42 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 2017 is set out in note 8 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 March 2017 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 76 to 208.

The Board does not recommend the payment of any dividend for the year ended 31 March 2017.

### 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 pages 20 to 24.

### CHANGE OF THE COMPANY'S NAME

During the years under review, the name of the Company had been changed from "Prosten Technology Holdings Limited" to "Prosten Health Holdings Limited".

本公司董事欣然提呈彼等之年報以及本集團截至二零一七年三月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司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42。

### 分部資料

本集團截至二零一七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

本集團截至二零一七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76頁至第208頁之財務報表內。

董事會不建議就截至二零一七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20頁至第24頁之管理層討論及分析一節。

### 更改本公司名稱

於回顧年度，本公司之名稱由「長達科技控股有限公司」更改為「長達健康控股有限公司」。

# 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

|  |                    | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 | 2013<br>二零一三年<br>HK\$'000<br>千港元 |
|--|--------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Revenue  | 收益                 | 30,255                           | 10,050                           | 9,763                            | 24,209                           | 57,161                           |
| Loss before tax  | 除稅前虧損              | (23,657)                         | (31,351)                         | (28,307)                         | (41,607)                         | (29,444)                         |
| Income tax (expense)/<br>credit  | 所得稅(開支)/抵免         | (35)                             | (8)                              | (1,400)                          | (6)                              | 67                               |
| Loss for the year<br>attributable to<br>equity holders<br>of the Company | 本公司權益持有人<br>應佔年內虧損 | (23,692)                         | (31,359)                         | (29,707)                         | (41,613)                         | (29,377)                         |



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

|                                      |                 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 | 2013<br>二零一三年<br>HK\$'000<br>千港元 |
|--------------------------------------|-----------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Property, plant and equipment        | 物業、廠房及設備        | 5,799                            | 2,067                            | 2,351                            | 3,373                            | 3,907                            |
| Investment property                  | 投資物業            | 4,391                            | —                                | 4,367                            | 4,767                            | 4,490                            |
| Long-term prepaid rentals            | 長期預付租金          | 1,093                            | —                                | —                                | —                                | —                                |
| Deposits                             | 訂金              | —                                | 46                               | 141                              | 371                              | —                                |
| Available-for-sale financial assets  | 可供出售金融資產        | 16,583                           | 22,179                           | 832                              | 831                              | 831                              |
| Goodwill                             | 商譽              | 5,092                            | 3,908                            | —                                | —                                | —                                |
| Interest in an associate             | 於一間聯營公司之權益      | 2,068                            | —                                | —                                | —                                | —                                |
| Deferred tax assets                  | 遞延稅項資產          | —                                | —                                | —                                | 1,394                            | 1,396                            |
| Current assets                       | 流動資產            | 68,707                           | 75,019                           | 9,884                            | 25,852                           | 76,742                           |
| Current liabilities                  | 流動負債            | (28,873)                         | (32,084)                         | (27,942)                         | (25,273)                         | (37,392)                         |
| Non-current liabilities              | 非流動負債           | (169)                            | (181)                            | (500)                            | (499)                            | (499)                            |
| Net assets/(liabilities)             | 資產/(負債)淨值       | 74,691                           | 70,954                           | (10,867)                         | 10,816                           | 49,475                           |
| Share capital                        | 股本              | 120,826                          | 109,536                          | 79,610                           | 75,635                           | 75,635                           |
| Reserves                             | 儲備              | (46,100)                         | (38,582)                         | (90,477)                         | (64,819)                         | (26,160)                         |
| Non-controlling interest             | 非控股權益           | (35)                             | —                                | —                                | —                                | —                                |
| Total equity/<br>(deficit in assets) | 權益總額/<br>(資產虧絀) | 74,691                           | 79,054                           | (10,867)                         | 10,816                           | 49,475                           |

# Report of the Directors

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

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.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 35 and 36 to the consolidated financial statements, respectively.

### 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 31 October 2016, the Company issued a Convertible Note with a principal amount of HK\$35,000,000. The Convertible Note was fully converted into 112,903,225 ordinary shares of the Company on 29 November 2016 at the conversion price of HK\$0.31 per share.

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 2017.

### 物業、廠房及設備以及投資物業

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。

### 股本及購股權

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 35 及 36。

### 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

於二零一六年十月三十一日，本公司發行本金額為 35,000,000 港元之可換股票據。於二零一六年十一月二十九日，該可換股票據已按每股 0.31 港元之換股價全部轉換成 112,903,225 股本公司普通股。

除上文所披露者外，於截至二零一七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 38 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2017, 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 77% (2016: 99%) of the Group's total sales for the year and sales to the largest customer included therein accounted for approximately 28% (2016: 39%) of the Group's total sales.

During the year under review, supplies from the Group's five largest suppliers accounted for approximately 21% (2016: 20%) of the Group's total purchases and purchases from the Group's largest supplier included therein accounted for approximately 18% (2016: 17.3%) of the Group's total purchases.

Save as disclosed above, none of the Directors 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綜合財務報表附註38及綜合權益變動表內。

### 可供分派儲備

於二零一七年三月三十一日，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77%（二零一六年：99%），其中向最大客戶之銷售額佔本集團總銷售額約28%（二零一六年：39%）。

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21%（二零一六年：20%），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18%（二零一六年：17.3%）。

除上文所披露者外，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. The Group pursues this business approach by managing its 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.

Further details of the Groups environmental, social and governance initiatives are set out in the “Environmental, Social and Governance Report” in this report.

## 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.

### Government/Community

The Group recognises the importance of contributing within the local community and the Group encourage its 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.

## 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。本集團審慎經營業務、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。

有關本集團環境、社會及管治措施之進一步詳情載於本報告「環境、社會及管治報告」內。

## 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。

### 政府／社區

本集團意識到向本地社區貢獻之重要性，以及鼓勵其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。

# Report of the Directors

## 董事會報告

### 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  
Mr. Han Jun  
Mr. Shi Liangsheng (appointed on 18 July 2016)  
  
Mr. Wen Xingcheng (appointed on 3 April 2017)  
  
Mr. Yeung Yiu Bong, Anthony (resigned on 15 July 2016)

#### Non-executive Directors

Mr. Chen Weixi  
Mr. Yip Heon Keung (resigned on 15 February 2017)  
Mr. Song Xuxi (appointed on 1 June 2016 and resigned on 15 February 2017)

#### Independent Non-executive Directors

Mr. Lam Kwok Cheong  
Mr. Xu Xiaoping  
Mr. Poon Yan Wai

In accordance with article 108 of the Articles of Association, Mr. Chen Weixi, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong will retire from office and, being eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company (the "AGM").

In accordance with article 112 of the Articles of Association, Mr. Wen Xingcheng will retire from office and, being eligible, to offer himself for re-election at the AGM.

### 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  
韓軍先生  
石梁升先生  
(於二零一六年七月十八日獲委任)  
溫興程先生  
(於二零一七年四月三日獲委任)  
楊耀邦先生  
(於二零一六年七月十五日辭任)

#### 非執行董事

陳煒熙先生  
葉向強先生 (於二零一七年二月十五日辭任)  
宋旭曦先生 (於二零一六年六月一日  
獲委任及於二零一七年二月十五日辭任)

#### 獨立非執行董事

林國昌先生  
徐小平先生  
潘仁偉先生

按照組織章程細則第 108 條，陳煒熙先生、徐小平先生及林國昌先生將告退，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。

按照組織章程細則第 112 條，溫興程先生將告退，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 fixed term of two years, commencing from 25 June 2015, and thereafter be continuous until terminated by either party by serving on the other party not less than three months' prior notice in writing, and is subject to retirement by rotation and re-election at the general meeting of the Company 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 fixed term of one year, commencing from 25 June 2015, and thereafter be continuous until terminated by either party by serving on the other party not less than three months' prior notice in writing, and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association.

Mr. Shi Liangsheng, an executive director, entered into a Director's service contract with the Company. Mr. Shi's appointment commenced from 18 July 2016 and there is no fixed term for his appointment, which shall be continuous until terminated by either party by serving on the other party not less than three months' prior notice in writing, and is subject to retirement by rotation and re-election at the general meeting of the Company 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，固定期為兩年，其後應繼續有效，至任何一方向另一方發出不少於三個月之事先書面通知終止，並須按照組織章程細則於本公司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，固定期為一年，其後應繼續有效，至任何一方向另一方發出不少於三個月之事先書面通知終止，並須按照組織章程細則於本公司股東大會上輪席告退及重選連任。

執行董事石梁升先生已與本公司訂立一份董事服務合約。石先生之委任由二零一六年七月十八日起，並無固定任期，將持續任職至任何一方向另一方發出不少於三個月之事先書面通知終止，並須按照組織章程細則於本公司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. Wen Xingcheng, an executive director, entered into a Director's service contract with the Company. Mr. Wen's appointment commenced from 3 April 2017 and there is no fixed term for his appointment, which shall be continuous until terminated by either party by serving on the other party not less than three months' prior notice in writing, and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association.

Mr. Chen Weixi, a non-executive Director, was appointed by a letter of appointment for a term of one year commencing from 25 June 2017 to 24 June 2018, 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 | One year commencing from 25 June 2017   |
| Mr. Xu Xiaoping     | One year commencing from 25 June 2017   |
| Mr. Poon Yan Wai    | One year commencing from 8 October 2016 |

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)

執行董事溫興程先生已與本公司訂立一份董事服務合約。溫先生之委任由二零一七年四月三日起，並無固定任期，將持續任職至任何一方向另一方發出不少於三個月之事先書面通知終止，並須按照組織章程細則於公司股東大會上輪席告退及重選連任。

非執行董事陳煒熙先生已由委任函件委任，由二零一七年六月二十五日起至二零一八年六月二十四日止，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。

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 | 二零一七年六月二十五日起 (一年期) |
| 徐小平先生 | 二零一七年六月二十五日起 (一年期) |
| 潘仁偉先生 | 二零一六年十月八日起 (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 44 to the consolidated financial statements, respectively. Such transactions did not constitute connected transactions or continuing connected transactions under the GEM Listing Rules.

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 share option scheme was approved by the Shareholders on 5 August 2011 and its scheme mandate limit was refreshed by an ordinary resolution at the annual general meeting of the Company on 28 September 2016 (the "2011 Scheme"). Further details of the 2011 Scheme are disclosed in note 36 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44。該等交易並不構成創業板上市規則之關連交易或持續關連交易。

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。股東於二零一一年八月五日批准該購股權計劃及其計劃授權限額已透過本公司於二零一六年九月二十八日之股東週年大會之一項普通決議案更新（「二零一一年計劃」）。二零一一年計劃之進一步詳情於綜合財務報表附註36內披露。



# Report of the Directors

## 董事會報告

### SHARE OPTION SCHEMES (continued)

### 購股權計劃 (續)

#### 2011 Scheme

#### 二零一一年計劃

| Name or category of participant<br>參與者<br>名稱或類別                           | Number of share options***<br>購股權數目***     |   |   |  | As at<br>31 March<br>2017<br>於二零一七年<br>三月三十一日 | Date of<br>share options<br>granted*<br>購股權<br>授出日期* | Exercise period of<br>share options<br>granted<br>授出購股權<br>之行使期限        | Exercise price of<br>share options<br>granted**<br>授出購股權<br>之行使價**<br>HK\$ per share<br>港元(每股) |
|---|--|---|---|--|---|--|---|--|
|   | As at<br>1 April<br>2016<br>於二零一六年<br>四月一日 | Transferred<br>during<br>the period<br>期內轉撥 | Exercised<br>during<br>the period<br>期內行使 | Lapsed<br>during<br>the period<br>期內失效 |   |  |   |  |
| <b>Directors</b><br>董事  |  |   |   |  |   |  |   |  |
| Mr. Yip Heon Keung<br>葉向強先生<br>(up to 15 February 2017)<br>(直至二零一七年二月十五日) | 700,000                                    | (700,000)                                   | —   | —                                      | —   | 5 December 2013<br>二零一三年<br>十二月五日                    | 5 December 2013 to<br>20 June 2017<br>二零一三年<br>十二月五日至<br>二零一七年<br>六月二十日 | 0.165  |
|   | 700,000                                    | (700,000)                                   | —   | —                                      | —   |  |   |  |
| <b>Others</b><br>其他   |  |   |   |  |   |  |   |  |
| Mr. Yip Heon Keung<br>葉向強先生<br>(from 16 February 2017)<br>(自二零一七年二月十六日起)  | —  | 700,000                                     | —   | —                                      | 700,000                                       | 5 December 2013<br>二零一三年<br>十二月五日                    | 5 December 2013 to<br>20 June 2017<br>二零一三年<br>十二月五日至<br>二零一七年<br>六月二十日 | 0.165  |
| <b>Other employees of the Group</b><br>本集團<br>其他僱員                        |  |   |   |  |   |  |   |  |
| In aggregate<br>合計  | 2,000,000                                  | —   | —   | —                                      | 2,000,000                                     | 5 December 2013<br>二零一三年<br>十二月五日                    | 5 December 2013 to<br>20 June 2017<br>二零一三年<br>十二月五日至<br>二零一七年<br>六月二十日 | 0.165  |
|   | 2,700,000                                  | —   | —   | —                                      | 2,700,000                                     |  |   |  |

### SHARE OPTION SCHEMES (continued)

#### 2011 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.

As at 31 March 2017, the Company had outstanding options to subscribe for up to 2,700,000 shares under the 2011 Scheme.

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

As at 31 March 2017, 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)

#### 二零一一年計劃 (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。

於二零一七年三月三十一日，本公司根據二零一一年計劃有可認購最多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

於二零一七年三月三十一日，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：

**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<br>董事姓名 | Note<br>附註 | Capacity and<br>nature of interest<br>身份及<br>權益性質  | Number of<br>ordinary shares<br>普通股數目 | Percentage of the<br>Company's issued<br>share capital |
|--------------------------|------------|--|---------------------------------------|--|
|                          |            |  |                                       | Note (2)<br>佔本公司<br>已發行股本<br>百分比<br>附註(2)              |
| Mr. Chen Weixi<br>陳煒熙先生  | (1)        | Interest of a controlled corporation<br>一間受控制公司之權益 | 294,276,619                           | 24.36%   |

Notes:

- (1) 294,276,619 shares of the Company are held by Dynamic Peak Limited 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.
- (2) Based on 1,208,263,725 shares in the Company in issue as at 31 March 2017.

附註：

- (1) Dynamic Peak Limited 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。
- (2) 根據於二零一七年三月三十一日已發行之 1,208,263,725 股本公司股份計算。

Save as disclosed above, as at 31 March 2017, 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，於二零一七年三月三十一日，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 2017, 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<br>股東名稱              | Notes<br>附註 | Capacity and<br>nature of interest<br>身份及<br>權益性質     | Number of<br>ordinary shares or<br>underlying shares<br>普通股或<br>相關股份數目 | Percentage of the<br>Company's issued<br>share capital<br>佔本公司<br>已發行股本<br>百分比<br>Note (8)<br>附註(8) |
|--|-------------|---|--|---|
| Dynamic Peak Limited                     | (1)         | Beneficially owned<br>實益擁有                            | 294,276,619  | 24.36%  |
| Rainbow Enterprise<br>Holdings Co., Ltd. | (2)         | Beneficially owned<br>實益擁有                            | 206,647,000  | 17.10%  |
| Mr. Cheng Haiqing<br>程海慶先生               | (2)         | Interest of a controlled<br>corporation<br>一間受控制公司之權益 | 206,647,000  | 17.10%  |

### 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

於二零一七年三月三十一日，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

# Report of the Directors

## 董事會報告

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

### 主要股東之權益及淡倉 (續)

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

#### 於本公司普通股或相關股份之好倉 (續)

| Name of shareholder<br>股東名稱                         | Notes<br>附註   | Capacity and<br>nature of interest<br>身份及<br>權益性質  | Number of<br>ordinary shares or<br>underlying shares<br>普通股或<br>相關股份數目 | Percentage of the<br>Company's issued<br>share capital<br>佔本公司<br>已發行股本<br>百分比<br>Note (8)<br>附註(8) |
|---|---------------|--|--|---|
| Glory Gate International Limited                    | (3)           | Interest of controlled corporations<br>多間受控制公司之權益  | 127,582,675  | 10.56%  |
| Legit Ability Limited                               | (4)           | Interest of a controlled corporation<br>一間受控制公司之權益 | 127,582,675  | 10.56%  |
| Ms. Shen Jing<br>沈靜女士                               | (3), (4), (5) | Interest of a controlled corporation<br>一間受控制公司之權益 | 127,582,675  | 10.56%  |
| Dragon Fortune Group Holdings Limited<br>龍達集團控股有限公司 | (5)           | Beneficially owned<br>實益擁有                         | 112,903,225  | 9.34%   |
| Right Advance Management Limited                    | (6)           | Beneficially owned<br>實益擁有                         | 111,000,000  | 9.19%   |
| Ms. Wang Li Mei<br>王立梅女士                            | (6)           | Interest of a controlled corporation<br>一間受控制公司之權益 | 111,000,000  | 9.19%   |
| Mr. Wang Leilei<br>王雷雷先生                            | (6)           | Interest of a controlled corporation<br>一間受控制公司之權益 | 111,000,000  | 9.19%   |
| Will City Limited<br>志城有限公司                         | (7)           | Beneficially owned<br>實益擁有                         | 100,000,000  | 8.28%   |
| Ms. Zhang Yingnan<br>張穎楠女士                          | (7)           | Interest of a controlled corporation<br>一間受控制公司之權益 | 100,000,000  | 8.28%   |
| Mr. Pei Chuang<br>裴創先生                              |               | Beneficially owned<br>實益擁有                         | 70,000,000   | 5.79%   |

### 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 Limited 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) Rainbow Enterprise Holdings Co., Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Mr. Cheng Haiqing, and such shares are solely owned by Mr. Cheng Haiqing.
- (3) Glory Gate International Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Legit Ability Limited.
- (4) Legit Ability Limited is a Company incorporated in the British Virgin Islands and its entire issued shares capital is held by Ms. Shen Jing.
- (5) Dragon Fortune Group Holdings Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Glory Gate International Limited.
- (6) 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.
- (7) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
- (8) Based on 1,208,263,725 shares of the Company in issue as at 31 March 2017.

### 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 Limited 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%。兩位均為董事。
- (2) Rainbow Enterprise Holdings Co., Limited 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程海慶先生之名義註冊，故程海慶先生單獨擁有該等全部股份。
- (3) Glory Gate International Limited 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 Legit Ability Limited 持有。
- (4) Legit Ability Limited 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沈靜女士持有。
- (5) 龍達集團控股有限公司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 Glory Gate International Limited 持有。
- (6) 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。
- (7) 志城有限公司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張穎楠女士持有。
- (8) 根據於二零一七年三月三十一日已發行之 1,208,263,725 股本公司股份計算。

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

Save as disclosed above, as at 31 March 2017, 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.

### 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.

### 主要股東之權益及淡倉 (續)

除上文披露者外，於二零一七年三月三十一日，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。

### 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資比較市場薪酬福利釐定董事之酬金或向董事會提供建議。

# Report of the Directors

## 董事會報告

### 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 2017 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.

### 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, and ii) all non-executive director should attend general meetings under the CG Code provision A.6.7.

### 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.

### 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。

本集團截至二零一七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。

### 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；及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。

### 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。



# Report of the Directors

## 董事會報告

### 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  
26 June 2017

### 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  
二零一七年六月二十六日

# 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 and A.6.7.

### 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 complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2017.

### 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條及第A.6.7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，其於截至二零一七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 and Mr. Han Jun were continuously appointed as executive Directors. Mr. Shi Liangsheng was appointed as an executive Director on 18 July 2016. Mr. Yeung Yiu Bong, Anthony was resigned as an executive Director on 15 July 2016.

Mr. Chen Weixi was continuously appointed as a non-executive Director. Mr. Song Xuxi was appointed on 1 June 2016 and resigned on 15 February 2017 as a non-executive Director. Mr. Yip Heon Keung was resigned as a non-executive Director on 15 February 2017.

In addition, Mr. Lam Kwok Cheong, Mr. Xu Xiaoping and Mr. Poon Yan Wai were continuously appointed as independent non-executive Directors' during the year under review.

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 2017. 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，徐志剛先生及韓軍先生繼續獲委任為執行董事，石梁升先生於二零一六年七月十八日獲委任為執行董事，楊耀邦先生於二零一六年七月十五日辭任執行董事。

陳煒熙先生繼續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委任及於二零一七年二月十五日辭任非執行董事，葉向強先生於二零一七年二月十五日辭任非執行董事。

此外，於回顧年度內，林國昌先生、徐小平先生及潘仁偉先生繼續獲委任為獨立非執行董事。

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。於截至二零一七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 2017 comprised:

#### Executive Directors

Mr. Xu Zhigang (*Chairman*)

Mr. Han Jun

Mr. Shi Liangsheng

(appointed on 18 July 2016)

Mr. Wen Xingcheng

(appointed on 3 April 2017)

#### Non-executive Director

Mr. Chen Weixi

#### Independent non-executive Directors

Mr. Poon Yan Wai

Mr. Xu Xiaoping

Mr. Lam Kwok Cheong

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)

於二零一七年三月三十一日，董事會由以下董事組成：

#### 執行董事

徐志剛先生 (主席)

韓軍先生

石梁升先生

(於二零一六年七月十八日獲委任)

溫興程先生

(於二零一七年四月三日獲委任)

#### 非執行董事

陳煒熙先生

#### 獨立非執行董事

潘仁偉先生

徐小平先生

林國昌先生

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。

### BOARD OF DIRECTORS (continued)

#### Board Meetings (continued)

For the year ended 31 March 2017, the individual attendance record of each Director is as follows:

### 董事會 (續)

#### 董事會會議 (續)

截至二零一七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<br>出席次數 |
|--|---|--------------------|
| <b>Executive Directors</b>   |   |                    |
| Mr. Xu Zhigang ( <i>Chairman</i> )   | 徐志剛 (主席)                                | 18/18              |
| Mr. Han Jun  | 韓軍先生                                    | 11/18              |
| Mr. Shi Liangsheng<br>(appointed on 18 July 2016)                            | 石梁升先生<br>(於二零一六年七月十八日獲委任)               | 13/13              |
| Mr. Wen Xingcheng<br>(appointed on 3 April 2017)                             | 溫興程先生<br>(於二零一七年四月三日獲委任)                | N/A 不適用            |
| Mr. Yeung Yiu Bong, Anthony<br>(resigned on 15 July 2016)                    | 楊耀邦先生<br>(於二零一六年七月十五日辭任)                | 4/5                |
| <b>Non-executive Directors</b>   |   |                    |
| Mr. Chen Weixi   | 陳煒熙先生                                   | 3/18               |
| Mr. Yip Heon Keung<br>(resigned on 15 February 2017)                         | 葉向強先生<br>(於二零一七年二月十五日辭任)                | 4/18               |
| Mr. Song Xuxi (appointed on 1 June 2016 and<br>resigned on 15 February 2017) | 宋旭曦先生 (於二零一六年六月一日獲委任<br>及於二零一七年二月十五日辭任) | 5/16               |
| <b>Independent non-executive Directors</b>                                   |   |                    |
| Mr. Lam Kwok Cheong  | 林國昌先生                                   | 16/18              |
| Mr. Xu Xiaoping  | 徐小平先生                                   | 16/18              |
| Mr. Poon Yan Wai   | 潘仁偉先生                                   | 14/18              |

The Board held four regular meetings for the year ended 31 March 2017. 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.

於截至二零一七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.

#### 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.

### 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。

#### 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。

### BOARD OF DIRECTORS (continued)

#### 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.

#### 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.

### 董事會 (續)

#### 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。

#### 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。



### BOARD OF DIRECTORS (continued)

#### Term of Appointment and Re-election (continued)

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.

### 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.

### 董事會 (續)

#### 委任及重選條款 (續)

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。

### 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。

### COMPANY SECRETARY (continued)

Throughout the year under review, Ms. Wu Weilan (“Ms. Wu”) was appointed as the Company Secretary of the Company from an external secretarial services provider. 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 non-executive or independent non-executive Directors; which 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.

#### 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.

### 公司秘書 (續)

於回顧年度整年，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。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非執行董事或獨立非執行董事，而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。

#### 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。

### BOARD COMMITTEES (continued)

#### Remuneration Committee (continued)

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

| Members                    | 成員         | Attendance<br>出席次數 |
|----------------------------|------------|--------------------|
| Mr. Xu Xiaoping (Chairman) | 徐小平先生 (主席) | 4/4                |
| Mr. Xu Zhigang             | 徐志剛先生      | 4/4                |
| Mr. Lam Kwok Cheong        | 林國昌先生      | 4/4                |

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

| Members                   | 成員         | Attendance<br>出席次數 |
|---------------------------|------------|--------------------|
| Mr. Xu Zhigang (Chairman) | 徐志剛先生 (主席) | 5/5                |
| Mr. Xu Xiaoping           | 徐小平先生      | 4/5                |
| Mr. Lam Kwok Cheong       | 林國昌先生      | 5/5                |

### 董事委員會 (續)

#### 薪酬委員會 (續)

薪酬委員會於回顧年度內共舉行四次會議。薪酬委員會各成員各自出席會議之記錄如下：

#### 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五次會議。提名委員會各成員各自出席會議之記錄如下：

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

| Members                              | 成員         | Attendance<br>出席次數 |
|--------------------------------------|------------|--------------------|
| Mr. Poon Yan Wai ( <i>Chairman</i> ) | 潘仁偉先生 (主席) | 3/4                |
| Mr. Xu Xiaoping                      | 徐小平先生      | 4/4                |
| Mr. Lam Kwok Cheong                  | 林國昌先生      | 4/4                |
| Mr. Chen Weixi                       | 陳煒熙先生      | 2/4                |

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 March 2017 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.

### 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四次會議。審核委員會各成員各自出席會議之記錄如下：

本集團截至二零一七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。

### 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 annual audit and non-audit services (which comprised of an agreed-upon procedure and one review of interim financial information services) provided by the auditors, amounted to HK\$660,000 and HK\$488,000.

### 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.

### INTERNAL CONTROL AND RISK MANAGEMENT

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.

### 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，有關核數師提供之年度核數服務及非核數服務（包括一項商定程序和一項審閱中期財務資料服務）之酬金分別為660,000港元及488,000港元。

### 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。

### 內部控制及風險管理

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。

### INTERNAL CONTROL AND RISK MANAGEMENT (continued)

However, certain internal controls were not enforced effectively in the De-Consolidated Subsidiaries. Reference is made to the announcement of the Company dated 24 June 2016 in relation to, amongst others, the issue associated with the non-cooperation of the management of the De-Consolidated Subsidiaries (the “Identified Issue”). 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. The Company also engaged an internal control reviewer to conduct the IC Review which covers four major areas, namely, (i) corporate internal control; (ii) financial reporting and disclosure internal control; (iii) internal control over business processes; and (iv) operational manual.

The first stage of the IC Review was completed. Findings and recommendations under the IC Review were presented to the Board and the Board is considering the recommendations and will implement the same if thought fit. The Company expects to take approximately 3 to 6 months to implement the aforesaid recommendations and the follow up review on such implementation will be conducted thereafter. The Company will keep the Shareholders and potential investors of the Company informed in this regard as and when appropriate.

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.

### 內部控制及風險管理 (續)

然而，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，內容有關（其中包括）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」）。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。本公司亦聘請一家內部監控審核顧問，以進行內部監控審核，涵蓋四個主要方面，即(i)企業內部控制；(ii)財務報告與內部控制披露；(iii)業務流程之內部控制；及(iv)營運手冊。

內部監控審核第一階段已告完成。內部監控審核之結果及建議已呈交董事會，董事會正考慮並將會酌情實施有關建議。本公司預計實施上述建議需時約三至六個月，而有關實施情況之跟進審核將於其後進行。本公司將適時就此通知本公司股東及潛在投資者。

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 2017, an annual general meeting of the Company was held on 28 September 2016. The individual attendance record of each Director is as follows:

### 股東大會

截至二零一七年三月三十一日止年度，本公司於二零一六年九月二十八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<br>出席次數 |
|--|---|--------------------|
| <b>Executive Directors</b>   | <b>執行董事</b>                             |                    |
| Mr. Xu Zhigang ( <i>Chairman</i> )   | 徐志剛先生 ( <i>主席</i> )                     | 2/2                |
| Mr. Han Jun  | 韓軍先生                                    | 0/2                |
| Mr. Shi Liangsheng<br>(appointed on 18 July 2016)                            | 石梁升先生<br>(於二零一六年七月十八日獲委任)               | 1/2                |
| Mr. Wen Xingcheng<br>(appointed on 3 April 2017)                             | 溫興程先生<br>(於二零一七年四月三日獲委任)                | N/A 不適用            |
| Mr. Yeung Yiu Bong, Anthony<br>(resigned on 15 July 2016)                    | 楊耀邦先生<br>(於二零一六年七月十五日辭任)                | N/A 不適用            |
| <b>Non-executive Directors</b>   | <b>非執行董事</b>                            |                    |
| Mr. Chen Weixi   | 陳煒熙先生                                   | 0/2                |
| Mr. Yip Heon Keung<br>(resigned on 15 February 2017)                         | 葉向強先生<br>(於二零一七年二月十五日辭任)                | 0/2                |
| Mr. Song Xuxi (appointed on 1 June 2016 and<br>resigned on 15 February 2017) | 宋旭曦先生 (於二零一六年六月一日獲委任<br>及於二零一七年二月十五日辭任) | 0/2                |
| <b>Independent non-executive Directors</b>                                   | <b>獨立非執行董事</b>                          |                    |
| Mr. Lam Kwok Cheong  | 林國昌先生                                   | 2/2                |
| Mr. Xu Xiaoping  | 徐小平先生                                   | 0/2                |
| Mr. Poon Yan Wai   | 潘仁偉先生                                   | 1/2                |

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. Poon Yan Wai, being independent non-executive Director, was unable to attend the annual general meeting held on 28 September 2016; and Mr. Xu Xiaoping, being independent non-executive Director, and Mr. Chen Weixi, Mr. Yip Heon Keung and Mr. Song Xuxi, being non-executive Directors, were unable to attend the annual general meeting and the extraordinary general meeting held on 28 September 2016 and 18 October 2016 respectively 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。獨立非執行董事潘仁偉先生未能出席於二零一六年九月二十八日舉行之股東週年大會；及獨立非執行董事徐小平先生以及非執行董事陳煒熙先生、葉向強先生及宋旭曦先生因個人需要未能出席分別於二零一六年九月二十八日及二零一六年十月十八日舉行之股東週年大會及股東特別大會。



### 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, article 111, 112 and 134 of the Articles of Association have been amended. The updated Articles of Association is available on the Stock Exchange's and the Company's website.

### 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 requisitionist(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，組織章程細則第111條、第112條及第134條已作修訂。更新版本之組織章程細則刊載於聯交所及本公司之網站可供查閱。

### 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。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

This is the Group's first Environmental, Social and Governance (the "ESG") report focusing on the Group's environmental, social and governance initiatives. When preparing this report, references have been made to Appendix 20 of the GEM Listing Rules.

The initiatives of the Group in implementing environment and social-related policies are as follows:

- 1) To optimize efficient use of resources in efforts to minimize impact on the environment and natural resources;
- 2) To encourage employees to be environmentally conscientious; and
- 3) To contribute to the community's well-being.

## STAKEHOLDER ENGAGEMENT AND MATERIALITY

In order to identify the most significant ESG aspects for the Group to report on for this ESG report, key stakeholders such as investors, shareholders, employees, clients, suppliers, customers, environment and community have been taken into consideration.

## STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on its ESG approach and performance. Suggestions can be sent to the Company via e-mail at [info@prosten.com.hk](mailto:info@prosten.com.hk).

此為本集團首份關於本集團環境、社會及管治措施的環境、社會及管治（「環境、社會及管治」）報告，於編製本報告時已參照創業板上市規則附錄20。

本集團於實行環境及社會相關政策時之措施如下：

- 1) 優化資源的有效運用以盡量減低對環境及天然資源造成的影響；
- 2) 鼓勵僱員關注環保；及
- 3) 為社群享有更美好的明天作出貢獻。

## 持份者之參與及重要性

為確定本集團於本環境、社會及管治報告中所匯報之最重要環境、社會及管治方向，當中已考慮主要持份者如投資者、股東、僱員、顧客、供應商、客戶、環境及社區。

## 持份者意見

本集團歡迎持份者就其環境、社會及管治方針及表現提出意見。相關建議可透過電郵地址 [info@prosten.com.hk](mailto:info@prosten.com.hk) 發送至本公司。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL

It is the Group's policy to ensure compliance with applicable environmental laws and regulations and minimise the Group's environmental footprint through efficient use of resources and adoption of pro-environmental technologies. The Group believes that increased environmental awareness is the key to environmental protection and wellness to the general community.

The Group's main office headquarter is located in Hong Kong and the main emissions and wastes produced by the Group are primarily attributable to its use of electricity, water and paper. The Group does not produce any hazardous waste in its operations.

Given the nature of the Group's business, the Company believes that its business operations have minimal direct impact on the environment and natural resources. The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the environment and natural resource relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

#### Electricity

Electricity consumed by the Group's headquarters as well as subsidiaries' office in Hong Kong in its normal business operations is supplied by China Light & Power. The Group encourages energy conservation by using energy-saving light fixtures and equipment as well as encouraging employees to turn off lights and equipment when not in use. The electricity consumed by the Group's subsidiaries in the PRC was strictly monitored.

### 環境

本集團的政策是確保遵守適用環境法律法規以及透過本集團有效運用資源及採納有利環境的技術而減少本集團的環境足印。本集團相信，提高環保意識是環保工作及促進大眾健康的關鍵。

本集團的辦公室總部設於香港，其主要排放及產生的廢料主要源自其使用的電力、水及紙。本集團的營運並不產生任何危險廢物。

鑑於本集團業務的性質，本公司相信其業務營運對環境及自然資源造成的直接影響甚為輕微。就本集團所知，並無任何重大不遵守有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生之相關法律法規的情況而對環境及天然資源造成顯著影響。

#### 電力

本集團總部及香港附屬公司辦公室於正常業務營運的用電由中華電力有限公司供應。本集團通過使用節能燈具和設備以及鼓勵員工關掉不使用的燈具和設備，從而達致節約能源之目的。本集團中國附屬公司的耗電量受嚴格監控。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL (continued)

#### Water

There is no direct water supply to the office apart from water uses/ affluent discharges at shared facilities of the office building for which no usage statistics are available. Water consumption by the Group for the year involved mainly bottled drinking water uses at its office premises and the Group's business operations do not require any other water usage.

#### Paper

In efforts to prevent paper wastage, the Group encourages employees to print and copy double sided two pages to one page and re-use paper to the extent practicable. Employee are also encouraged to go paperless by limiting printouts and communicate via e-mail as opposed to fax. The Group has not otherwise adopted any dedicated recycling programme regarding paper uses.

### 環境 (續)

#### 用水

除了在辦公室建築物的共用設施之用水／污水排放（無法取得有關用量的統計數據）外，辦公室並無直接供水。本集團本年度的用水量主要是其辦公室物業的瓶裝水飲用水而本集團的業務營運毋須其他用水。

#### 用紙

為免浪費用紙，本集團鼓勵員工在切實可行情況採用雙面打印、以每張兩面的方式打印及影印以及重用紙張。本集團亦鼓勵僱員無紙化辦公，減少列印並以電郵（而非傳真）通訊。本集團並無在其他方面就用紙而採納任何回收再用專項計劃。

## SOCIAL

### Employment

The employees of the Group are mainly located in Hong Kong and China. The Group safeguards the rights of our employees by strictly complying with the requirements of the Labour Law of Hong Kong and the Labour Law of the PRC. In China, we have participated in welfare schemes concerning pension insurance, unemployment insurance, occupational injury insurance and medical insurance in accordance with the local regulations of the PRC. In Hong Kong, we have participated in the Mandatory Provident Fund (MPF) Scheme, prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). All of our employees have employment contracts that cover matters such as wages, benefits and grounds for termination. The Group's remuneration policies and packages are reviewed by the management on a regular basis. The Group grants discretionary bonuses to qualified employees based on operation results and individual performance. The employees are also entitled to medical insurance and various types of paid leave.

The Group is not aware of any material non-compliance with any relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare during the reporting period.

### Employee health and safety

The Group endeavours to provide a safe working environment for its employees. As part of the Group's employee health and safety policy, the Group has adopted the Occupational Health for Office Workers guideline published by the Occupational Safety and Health Branch, Labour Department. During the reporting period, no work related fatalities or lost days due to work injury were recorded.

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards during the reporting period.

## 社會

### 僱傭關係

本集團之僱員主要位於香港及中國。本集團透過嚴格遵守香港勞工法例及中國勞動法，保障僱員之權利。在中國，我們已根據中國當地法規，參與有關退休金保險、失業保險、工傷保險及醫療保險之福利計劃。在香港，我們已參與香港法例第485章強制性公積金計劃條例所規定之強制性公積金（強積金）計劃。我們與全體員工訂有僱傭合同，涵蓋工資、福利和終止僱用理由等事項。本集團的薪酬政策及薪津組合由管理層定期檢討。本集團根據經營業績和個人表現向合資格僱員發放酌情花紅。僱員亦享有醫療保險和各類有薪假期。

於報告期，就本集團所知，並無任何重大不遵守相關法律法規的情況而在薪酬及解僱、招聘及晉升、工作時間、休息時間、平等機會、多元化、反歧視，以及其他得益和福利方面對本集團造成顯著影響。

### 職安健

本集團致力為其僱員提供安全工作環境。作為本集團僱員職安健政策的一環，本集團已採納勞工處職業安全及健康部發出的《辦公室員工的職業健康》指引。報告期內並無錄得因工傷造成的工業傷亡事故或工作日數損失。

於報告期內，就本集團所知，並無任何重大不遵守相關法律法規的情況以致在提供安全工作環境及保障員工免於職業危害事故方面對本集團造成顯著影響。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### SOCIAL (continued)

#### Development and training

All new employees are required to attend orientation training to ensure the employee is aware and familiarizes themselves with the Group's values and goals and to ensure the employee understands their role in the Group. Employees are encouraged to attend seminars relevant to their position to enhance their role within the Group.

#### Labour standard

All employees are recruited through the Human Resources Department to ensure they fulfill the job requirements underlying their respective positions.

The Group regularly reviews its employment practice and Group's guidelines on staff recruitment to ensure that it is in full compliance with the Employment Ordinance and other regulations related to, among other things, prevention of child labour and forced labour.

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to prevention of child and forced labour.

### OPERATING PRACTICES

#### Personal data practices

The Group's policy on Privacy of Personal Data provides guidelines for managing different kinds of personal data and the establishment of a privacy framework that secures the personal data of our employees.

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress.

### 社會 (續)

#### 發展與培訓

所有新僱員必須參加入職培訓，以確保僱員了解並熟悉本集團的價值觀和目標，並確保僱員了解本身在本集團中的角色。本集團鼓勵僱員參加與本身職位相關的研討會，以發揮彼等在本集團的角色。

#### 勞工標準

所有僱員均經由人力資源部聘任，以確保彼等符合相關職位的就任條件。

本集團定期檢討其僱傭慣例及本集團有關招聘員工的指引，以確保完全遵守《僱傭條例》及其他與（其中包括）防止童工及強迫勞動有關的規例。

就本集團所知，並無任何重大不遵守相關法律法規的情況而在防止童工及強迫勞動方面對本集團造成顯著影響。

#### 營運實務

##### 保障個人資料實務

本集團的個人資料私隱政策為管理各類個人資料及建立保障僱員個人資料的私隱權框架提供指引。

就本集團所知，並無任何重大不遵守相關法律法規的情況而在有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法方面對本集團有重大影響。

### OPERATING PRACTICES (continued)

#### Anti-corruption

The Group adopts a zero-tolerance policy on bribery, extortion, fraud and money laundering. It is also the responsibility of all employees to maintain ethical behavior. All financials data are double checked through different levels of personnel to ensure compliance with all relevant laws and regulations relating to bribery, extortion, fraud and money laundering. All employees are encouraged to raise any related concerns to the senior management in a strictly confidential manner. Any matters of genuine concern are to be thoroughly investigated and actions will be taken accordingly.

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering during the reporting period.

#### Community

##### Community investment

The Group encourages to serve the Community. The Group donated HK\$48,000 to 2 Tons Charity Fund Limited during 2017 in efforts to help the low income or subsidised family in Hong Kong.

### 營運實務 (續)

#### 反貪腐

本集團絕不姑息賄賂、勒索、詐騙和洗錢等不法行徑。全體僱員亦須守法循規。所有財務數據須通過不同級別的人員進行雙重檢查，以確保遵守與賄賂、勒索、詐騙和洗錢有關的所有相關法律法規。本集團鼓勵所有員工以嚴格保密的方式向有關高層管理人員提出關注事宜。本集團徹底調查須認真看待的事宜並採取相應行動。

於報告期，就本集團所知，並無任何重大不遵守相關法律法規的情況而在賄賂、勒索、詐騙和洗錢方面對本集團有重大影響。

#### 社群

##### 惠澤社群

本集團提倡服務社群。本集團於二零一七年向兩噸慈善基金有限公司捐贈48,000港元，以致力於幫助香港的低收入或受資助的家庭。



# 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  
The Landmark  
11 Pedder Street, Central  
Hong Kong

香港中環  
畢打街11號  
置地廣場  
告羅士打大廈31樓

To the shareholders of Prosten Health Holdings Limited  
(formerly known as Prosten Technology Holdings Limited)  
(Incorporated in the Cayman Islands with limited liability)

致長達健康控股有限公司列位股東  
(前稱為長達科技控股有限公司)  
(於開曼群島註冊成立之有限公司)

### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Prosten Health Holdings Limited (formerly known as Prosten Technology Holdings Limited) (the “Company”) and its subsidiaries (the “Group”) set out on pages 76 to 208, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR DISCLAIMER OF OPINION

As described in Note 3 to the consolidated financial statements, the Group had been unable to access the complete set of books and records together with the supporting documents of certain subsidiaries incorporated in Shanghai (the “De-Consolidated 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.

### 不發表意見

吾等獲委聘審核載於第76頁至208頁的長達健康控股有限公司（前稱為長達科技控股有限公司，「貴公司」）及其附屬公司（「貴集團」）之綜合財務報表，此綜合財務報表包括於二零一七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，以及綜合財務報表附註（包括主要會計政策概要）。

我們並不就 貴集團之綜合財務報表發表意見。由於本報告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計憑證，以為發表有關該等綜合財務報表之審計意見提供基礎。在所有其他方面，我們認為綜合財務報表已按照香港公司條例之披露規定妥為編製。

### 不發表意見之基礎

誠如綜合財務報表附註3所述， 貴集團一直無法取得若干於上海註冊成立之附屬公司（「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核證文件，以就為（其中包括）編製 貴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。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (continued)

As a result, the directors of the Company (“Directors”) were of the opinion that the Company was unable to govern the De-Consolidated Subsidiaries, and the control over these subsidiaries was lost, the Group had deconsolidated the financial results, assets and liabilities of the De-Consolidated Subsidiaries from the consolidated financial statements of the Group since 1 January 2016 (“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 and for the financial year ended 31 March 2017.

As the Company was unable to provide complete books and records of the De-Consolidated Subsidiaries, we were unable to obtain sufficient appropriate audit evidence and explanations to determine as to (i) whether the amount due to the De-consolidated Subsidiaries as at 31 March 2016 and 2017 was properly recorded and accounted for and in compliance with the requirements of applicable Hong Kong Financial Reporting Standards (“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 for the year ended 31 March 2016 as this could have an impact on the comparative figures reflected in the Group’s consolidated statement of profit or loss and other comprehensive income.

### 不發表意見之基礎 (續)

因此，貴公司董事（「董事」）認為，貴公司無法管理取消綜合入賬附屬公司，並喪失對該等附屬公司之控制權，貴集團自二零一六年一月一日起將取消綜合入賬附屬公司之財務業績、資產及負債取消綜合於貴集團之綜合財務報表中入賬（「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計程序可供進行，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及二零一七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。

由於貴公司無法提供取消綜合入賬附屬公司之完整賬簿及記錄，我們無法獲取充足及適當之審計憑證及解釋，以釐定 (i) 截至二零一六年及二零一七年三月三十一日之應付取消綜合入賬附屬公司之款項是否妥為記錄、入賬及符合適用香港財務報告準則（「香港財務報告準則」）之規定；(ii) 於取消綜合入賬時之虧損淨額及取消綜合入賬附屬公司自二零一五年四月一日至二零一五年十二月三十一日止期間之業績（已於貴集團截至二零一六年三月三十一日止年度虧損中扣除）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妥為記錄、入賬、披露及符合適用香港財務報告準則之規定，因為上述妥為處理與否對反映於貴集團綜合損益及其他全面收益表之比較數字可能造成影響。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (continued)

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 as at 31 March 2016 and 2017 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 and 2017.

As a result of being the same unresolved issues which are set out above, we were unable to obtain sufficient appropriate audit evidence regarding the opening balances and corresponding figures and there were no alternative audit procedures to satisfy ourselves as to whether the opening balances and corresponding figures were free from material misstatement. Any adjustments that might have been found necessary may have an effect on the Group's assets and liabilities as at 31 March 2016 and 2017 and its financial performance for the years ended 31 March 2016 and 2017, and the presentation and disclosure thereof in the consolidated financial statements.

### 不發表意見之基礎 (續)

我們並無任何其他可行審核程序可供進行，(i) 以令我們信納截至二零一六年及二零一七年三月三十一日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、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及二零一七年三月三十一日止年度內發生之有關連人士交易。

鑑於上述相同而未能解決之原因，我們無法就年初結餘及比較數字取得充足及適當之審計憑證，亦無其他審計程序可令我們確定年初結餘及比較數字是否不存在重大錯誤陳述。任何或經發現須作出之調整或會對貴集團於二零一六年及二零一七年三月三十一日之資產及負債及其截至二零一六年及二零一七年三月三十一日止年度之財務表現，以及綜合財務報表內的呈列方式及披露造成影響。

# Independent Auditors' Report

## 獨立核數師報告

### RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA and to issue an auditors' report. We 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. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

### 董事及審核委員會就綜合財務報表須承擔的責任

董事須遵照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則及香港公司條例之披露規定，編製真實而中肯之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，除非董事擬將 貴集團清盤或停止營運，或除此之外並無實際可行的替代方案，否則須採用以持續經營為會計基礎。

審核委員會負責監督 貴集團之財務報告過程。

### 核數師就審計綜合財務報表須承擔之責任

我們的責任為根據香港會計師公會頒佈之香港會計準則（「香港會計準則」）審閱 貴集團之綜合財務報表，並發出核數師報告。我們僅向閣下整體報告意見，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。然而，由於不發表意見之基礎一部所述事項，我們未能取得足夠且合適之審計憑證，以作為綜合財務報表的審核意見提供基礎。

# Independent Auditors' Report

## 獨立核數師報告

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

### 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, 26 June 2017

### 核數師就審計綜合財務報表須承擔之責任 (續)

根據香港會計師公會之專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已根據守則履行其他道德責任。

出具本獨立核數師報告之審核項目董事為余智發。

### 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及適當之審核憑證(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**  
執業會計師

**余智發**  
執業證書編號：P05467

香港，二零一七年六月二十六日

# 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 2017 截至二零一七年三月三十一日止年度

|   |                        | Notes | 2017            | 2016     |
|---|------------------------|-------|-----------------|----------|
|   |                        | 附註    | 二零一七年           | 二零一六年    |
|   |                        |       | HK\$'000        | HK\$'000 |
|   |                        |       | 千港元             | 千港元      |
| <b>Revenue</b>  | <b>收益</b>              | 9     | <b>30,255</b>   | 10,050   |
| Cost of sales   | 銷售成本                   |       | <b>(23,690)</b> | (4,641)  |
| <b>Gross profit</b>   | <b>毛利</b>              |       | <b>6,565</b>    | 5,409    |
| Other income and gains  | 其他收入及收益                | 9     | <b>307</b>      | 604      |
| Selling expenses  | 銷售開支                   |       | <b>(3,578)</b>  | (3,635)  |
| Administrative expenses   | 行政開支                   |       | <b>(26,710)</b> | (23,068) |
| Other expenses  | 其他開支                   |       | <b>(39)</b>     | (60)     |
| Change in fair value of biological assets   | 生物資產公平價值變動             | 23    | <b>646</b>      | —        |
| Realised loss on financial assets   | 按公平價值列賬及在損益賬處理         |       |                 |          |
| at fair value through profit or loss  | 之金融資產之已變現虧損            | 11    | <b>(30)</b>     | —        |
| Unrealised loss on financial assets   | 按公平價值列賬及在損益賬處理         |       |                 |          |
| at fair value through profit or loss  | 之金融資產之未變現虧損            | 11    | <b>(84)</b>     | —        |
| Share of loss of an associate   | 應佔一間聯營公司虧損             | 21    | <b>(195)</b>    | —        |
| Finance costs   | 財務費用                   | 10    | <b>(539)</b>    | (46)     |
| Net loss on De-consolidation  | 取消附屬公司綜合入賬             |       |                 |          |
| of subsidiaries   | 之虧損淨額                  | 41    | <b>—</b>        | (10,555) |
| <b>Loss before tax</b>  | <b>除稅前虧損</b>           | 11    | <b>(23,657)</b> | (31,351) |
| Taxation  | 稅項                     | 14    | <b>(35)</b>     | (8)      |
| <b>Loss for the year</b>  | <b>年內虧損</b>            |       | <b>(23,692)</b> | (31,359) |
| <b>Other comprehensive (loss)/income:</b>   | <b>其他全面(虧損)/收益:</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>(2,844)</b>  | 66       |
| Reclassification adjustment relating to foreign operations 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>—</b>        | (87)     |
| Net (loss)/gain on revaluation of available-for-sale financial assets                       | 重估可供出售金融資產之(虧損)/收益淨額   | 19    | <b>(5,177)</b>  | 6,760    |
| Other comprehensive (loss)/income for the year, net of tax                                  | 年內其他全面(虧損)/收益，扣除稅項     |       | <b>(8,021)</b>  | 6,739    |
| <b>Total comprehensive loss for the year</b>  | <b>年內全面虧損總額</b>        |       | <b>(31,713)</b> | (24,620) |

# 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 2017 截至二零一七年三月三十一日止年度

|  |                         | Note<br>附註 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|-------------------------|------------|----------------------------------|----------------------------------|
| <b>Loss for the year attributable to:</b>                                    | <b>以下人士應佔年內虧損：</b>      |            |                                  |                                  |
| — Owners of the Company  | — 本公司擁有人                |            | <b>(23,657)</b>                  | (31,359)                         |
| — Non-controlling interest   | — 非控股權益                 |            | <b>(35)</b>                      | —                                |
|  |                         |            | <b>(23,692)</b>                  | (31,359)                         |
| <b>Total comprehensive loss for the year attributable to:</b>                | <b>以下人士應佔年內全面虧損總額：</b>  |            |                                  |                                  |
| — Owners of the Company  | — 本公司擁有人                |            | <b>(31,678)</b>                  | (24,620)                         |
| — Non-controlling interest   | — 非控股權益                 |            | <b>(35)</b>                      | —                                |
|  |                         |            | <b>(31,713)</b>                  | (24,620)                         |
| <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> |            |                                  |                                  |
|  |                         | 15         |                                  |                                  |
| Basic  | 基本                      |            | <b>(HK2.09)</b><br>cents 港仙      | (HK3.52)<br>cents 港仙             |
| Diluted  | 攤薄                      |            | <b>(HK2.09)</b><br>cents 港仙      | (HK3.52)<br>cents 港仙             |

Details of dividend are set out in note 37 to the consolidated financial statements.

有關股息之詳情載於綜合財務報表附註37。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 March 2017 二零一七年三月三十一日

|   |                     | Notes<br>附註 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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          | 5,799                            | 2,067                            |
| Investment property                                   | 投資物業                | 17          | 4,391                            | —                                |
| Long-term prepaid rentals                             | 長期預付租金              | 18          | 1,093                            | —                                |
| Available-for-sale financial assets                   | 可供出售金融資產            | 19          | 16,583                           | 22,179                           |
| Goodwill  | 商譽                  | 20          | 5,092                            | 3,908                            |
| Interest in an associate                              | 於一間聯營公司之權益          | 21          | 2,068                            | —                                |
| Prepayments, deposits and other receivables           | 預付款項、訂金及其他應收款項      | 25          | —                                | 46                               |
| <b>Total non-current assets</b>                       | <b>非流動資產總額</b>      |             | <b>35,026</b>                    | 28,200                           |
| <b>CURRENT ASSETS</b>                                 |                     |             |                                  |                                  |
|   | <b>流動資產</b>         |             |                                  |                                  |
| Inventories   | 存貨                  | 22          | 14,946                           | 15,266                           |
| Biological assets                                     | 生物資產                | 23          | 699                              | —                                |
| Current portion of long-term prepaid rentals          | 長期預付租金之流動部份         | 18          | 95                               | —                                |
| Trade receivables                                     | 應收賬款                | 24          | 37,186                           | 26,862                           |
| Prepayments, deposits and other receivables           | 預付款項、訂金及其他應收款項      | 25          | 6,252                            | 4,130                            |
| Tax recoverable                                       | 可收回稅項               |             | 157                              | —                                |
| Financial assets at fair value through profit or loss | 按公平價值列賬及在損益賬處理之金融資產 | 26          | 600                              | —                                |
| Due from related companies                            | 應收相關公司之款項           | 27          | 34                               | —                                |
| Cash and cash equivalents                             | 現金及現金等值物            | 28          | 8,738                            | 28,761                           |
| <b>Total current assets</b>                           | <b>流動資產總額</b>       |             | <b>68,707</b>                    | 75,019                           |
| <b>CURRENT LIABILITIES</b>                            |                     |             |                                  |                                  |
|   | <b>流動負債</b>         |             |                                  |                                  |
| Trade payables  | 應付賬款                | 29          | 3,859                            | 2,703                            |
| Other payables and accruals                           | 其他應付款項及應計款項         | 30          | 5,882                            | 8,336                            |
| Due to a then non-executive director                  | 應付一名時任非執行董事之款項      | 31          | 668                              | 5,425                            |
| Due to an ultimate holding company                    | 應付最終控股公司之款項         | 32          | 142                              | 142                              |
| Due to de-consolidated subsidiaries                   | 應付取消綜合入賬附屬公司之款項     | 32          | 18,322                           | 15,300                           |
| Tax payable   | 應付稅項                |             | —                                | 178                              |
| <b>Total current liabilities</b>                      | <b>流動負債總額</b>       |             | <b>28,873</b>                    | 32,084                           |



# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2017 二零一七年三月三十一日

|   |              | Notes | 2017            | 2016     |
|---|--------------|-------|-----------------|----------|
|   |              | 附註    | 二零一七年           | 二零一六年    |
|   |              |       | HK\$'000        | HK\$'000 |
|   |              |       | 千港元             | 千港元      |
| <b>NET CURRENT ASSETS</b>                                   | 流動資產淨值       |       | <b>39,834</b>   | 42,935   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                | 資產總額減流動負債    |       | <b>74,860</b>   | 71,135   |
| <b>NON-CURRENT LIABILITIES</b>                              | 非流動負債        |       |                 |          |
| Deferred tax liabilities                                    | 遞延稅項負債       | 33    | <b>169</b>      | 181      |
| Convertible note  | 可換股票據        | 34    | —               | —        |
| <b>Total non-current liabilities</b>                        | 非流動負債總額      |       | <b>169</b>      | 181      |
| <b>NET ASSETS</b>   | 資產淨值         |       | <b>74,691</b>   | 70,954   |
| <b>EQUITY</b>   | 權益           |       |                 |          |
| <b>Equity attributable to equity holders of the Company</b> | 本公司權益持有人應佔權益 |       |                 |          |
| Share capital   | 股本           | 35    | <b>120,826</b>  | 109,536  |
| Reserves  | 儲備           |       | <b>(46,100)</b> | (38,582) |
| Equity attributable to owners of the Company                | 本公司擁有人應佔權益   |       | <b>74,726</b>   | 70,954   |
| Non-controlling interest                                    | 非控股權益        |       | <b>(35)</b>     | —        |
| <b>TOTAL EQUITY</b>   | 權益總額         |       | <b>74,691</b>   | 70,954   |

The consolidated financial statements were approved and authorised for issue by the board of Directors (the "Board") on 26 June 2017 and were signed on its behalf by:

綜合財務報表已於二零一七年六月二十六日獲董事會（「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

**Shi Liangsheng**  
石梁升  
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 2017 截至二零一七年三月三十一日止年度

|  |                           | Attributable to equity holders of the Company<br>本公司權益持有人應佔 |                       |                                       |  |                                       |                      |                                       |                    |                    |                          |                 |
|--|---------------------------|---|-----------------------|---------------------------------------|--|---------------------------------------|----------------------|---------------------------------------|--------------------|--------------------|--------------------------|-----------------|
|  |                           | Share capital   | Share premium account | Statutory reserve fund                | Available-for-sale financial assets equity reserve | Foreign currency translation reserve  | Share option reserve | Convertible note equity reserve       | Accumulated losses | Reserves sub-total | Non-controlling interest | Total equity    |
| Notes  |                           | 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                | 可換股票據權益儲備                             | 累積虧損               | 儲備小計               | 非控股權益                    | 權益總計            |
| 附註   |                           | HK\$'000<br>千港元   | HK\$'000<br>千港元       | HK\$'000<br>千港元<br>(note a)<br>(附註 a) | HK\$'000<br>千港元<br>(note b)<br>(附註 b)              | HK\$'000<br>千港元<br>(note c)<br>(附註 c) | HK\$'000<br>千港元      | HK\$'000<br>千港元<br>(note d)<br>(附註 d) | HK\$'000<br>千港元    | HK\$'000<br>千港元    | HK\$'000<br>千港元          | HK\$'000<br>千港元 |
| As at 1 April 2016   | 於二零一六年四月一日                | 109,536   | 455,438               | 3,349                                 | 6,760  | 14,766                                | 316                  | —                                     | (519,211)          | (38,582)           | —                        | 70,954          |
| Loss for the year  | 年內虧損                      | —   | —                     | —                                     | —  | —                                     | —                    | —                                     | (23,657)           | (23,657)           | (35)                     | (23,692)        |
| <b>Other comprehensive loss for the year:</b>  | <b>年內其他全面虧損：</b>          |   |                       |                                       |  |                                       |                      |                                       |                    |                    |                          |                 |
| Exchange differences on translation of foreign operations  | 換算海外業務之匯兌差額               | —   | —                     | —                                     | —  | (2,844)                               | —                    | —                                     | —                  | (2,844)            | —                        | (2,844)         |
| Net loss on revaluation of available-for-sale financial assets   | 可供出售金融資產重估之虧損淨額           | —   | —                     | —                                     | (5,177)  | —                                     | —                    | —                                     | —                  | (5,177)            | —                        | (5,177)         |
| Total comprehensive loss for the year  | 年內全面虧損總額                  | —   | —                     | —                                     | (5,177)  | (2,844)                               | —                    | —                                     | (23,657)           | (31,678)           | (35)                     | (31,713)        |
| Equity component of a convertible note   | 可換股票據之權益部分                | —   | —                     | —                                     | —  | —                                     | —                    | 4,560                                 | —                  | 4,560              | —                        | 4,560           |
| Deferred tax arising on issue of a convertible note  | 發行可換股票據產生之遞延稅項            | —   | —                     | —                                     | —  | —                                     | —                    | (752)                                 | —                  | (752)              | —                        | (752)           |
| Issues of shares on a conversion of a convertible note   | 於兌換可換股票據時發行之股份            | 11,290  | 24,160                | —                                     | —  | —                                     | —                    | (3,808)                               | —                  | 20,352             | —                        | 31,642          |
| As at 31 March 2017  | 於二零一七年三月三十一日              | 120,826   | 479,598               | 3,349                                 | 1,583  | 11,922                                | 316                  | —                                     | (542,868)          | (46,100)           | (35)                     | 74,691          |
| As at 1 April 2015   | 於二零一五年四月一日                | 79,610  | 378,628               | 3,349                                 | —  | 14,787                                | 611                  | —                                     | (487,852)          | (90,477)           | —                        | (10,867)        |
| Loss for the year  | 年內虧損                      | —   | —                     | —                                     | —  | —                                     | —                    | —                                     | (31,359)           | (31,359)           | —                        | (31,359)        |
| <b>Other comprehensive income/(loss) for the year:</b>   | <b>年內其他全面收益/(虧損)：</b>     |   |                       |                                       |  |                                       |                      |                                       |                    |                    |                          |                 |
| Exchange differences on translation of foreign operations  | 換算海外業務之匯兌差額               | —   | —                     | —                                     | —  | 66                                    | —                    | —                                     | —                  | 66                 | —                        | 66              |
| Re-classification of foreign currency translation reserve relating to foreign operations de-consolidated during the year | 年內有關海外業務取消綜合入賬之外幣匯兌儲備重新分類 | —   | —                     | —                                     | —  | (87)                                  | —                    | —                                     | —                  | (87)               | —                        | (87)            |
| Net gain on revaluation of available-for-sale financial assets   | 可供出售金融資產之重估收益淨額           | —   | —                     | —                                     | 6,760  | —                                     | —                    | —                                     | —                  | 6,760              | —                        | 6,760           |
| Total comprehensive income/(loss) for the year   | 年內全面收益/(虧損)總額             | —   | —                     | —                                     | 6,760  | (21)                                  | —                    | —                                     | (31,359)           | (24,620)           | —                        | (24,620)        |
| Equity-settled share option arrangements   | 以權益結算之購股權安排               | —   | —                     | —                                     | —  | —                                     | 106                  | —                                     | —                  | 106                | —                        | 106             |
| Exercise of share options  | 行使購股權                     | 314   | 704                   | —                                     | —  | —                                     | (401)                | —                                     | —                  | 303                | —                        | 617             |
| Placements of new shares   | 配售新股                      | 29,612  | 77,466                | —                                     | —  | —                                     | —                    | —                                     | —                  | 77,466             | —                        | 107,078         |
| Expenses on issue of new shares  | 發行新股之開支                   | —   | (1,360)               | —                                     | —  | —                                     | —                    | —                                     | —                  | (1,360)            | —                        | (1,360)         |
| As at 31 March 2016  | 於二零一六年三月三十一日              | 109,536   | 455,438               | 3,349                                 | 6,760  | 14,766                                | 316                  | —                                     | (519,211)          | (38,582)           | —                        | 70,954          |

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 March 2017 截至二零一七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.

(d) *Convertible note equity reserve*

The amount represented the equity component of a convertible note issued.

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。

(d) 可換股票據權益儲備

該金額為所發行可換股票據之權益部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 March 2017 截至二零一七年三月三十一日止年度

|   | Notes<br>附註                  | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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                        | (23,657)                         | (31,351)                         |
| Adjustments for:  | 經調整下列各項：                     |                                  |                                  |
| Finance costs   | 財務費用 10                      | 539                              | 46                               |
| Bank interest income  | 銀行利息收入 9, 11                 | (5)                              | (64)                             |
| Investment income   | 投資收入 9, 11                   | (6)                              | (152)                            |
| 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, 11        | (12)                             | —                                |
| Written off of property, plant and equipment                            | 物業、廠房及設備之撇銷 11               | 44                               | —                                |
| Depreciation  | 折舊 11, 16                    | 2,328                            | 1,114                            |
| Amortisation of prepaid rentals   | 預付租金之攤銷                      | 54                               | —                                |
| Change in fair value of biological asset                                | 生物資產公平價值變動 23                | (646)                            | —                                |
| Realised loss on financial assets at fair value through profit or loss  | 按公平價值列賬及在損益賬處理之金融資產之已變現虧損 11 | 30                               | —                                |
| Unrealised loss on financed assets at fair value through profit or loss | 按公平價值列賬及在損益賬處理之金融資產之未變現虧損 11 | 84                               | —                                |
| Equity-settled share option arrangements                                | 以權益結算之購股權安排 11               | —                                | 106                              |
| Fair value gain on an investment property                               | 投資物業之公平價值收益 9, 11, 17        | —                                | (388)                            |
| Impairment allowances on trade receivables                              | 應收賬款減值撥備 11, 24              | —                                | 827                              |
| Written off of an available-for-sales financial assets                  | 一項可供出售金融資產之撇銷 11             | 419                              | —                                |
| Share of loss of an associate   | 應佔一間聯營公司虧損 11, 21            | 195                              | —                                |
| Net loss on de-consolidation of subsidiaries                            | 取消附屬公司綜合入賬之虧損淨額 11, 41       | —                                | 10,555                           |
|   |                              | (20,633)                         | (19,307)                         |
| Increase in trade receivables   | 應收賬款增加                       | (10,391)                         | (23,677)                         |
| Increase in inventories   | 存貨增加                         | (658)                            | (14,264)                         |
| 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)        | 1,391                            | (2,783)                          |
| Increase in due from related companies                                  | 應收相關公司之款項增加                  | (34)                             | —                                |
| Increase in trade payables  | 應付賬款增加                       | 1,370                            | 24                               |
| (Decrease)/increase in other payables and accruals                      | 其他應付款項及應計款項(減少)／增加           | (1,988)                          | 704                              |
| Increase in due to an ultimate holding company                          | 應付最終控股公司之款項增加                | —                                | 142                              |
| Increase in due to de-consolidated subsidiaries                         | 應付取消綜合入賬附屬公司之款項增加            | 3,022                            | —                                |
| (Decrease)/increase in due to a then non-executive director             | 應付一名時任非執行董事之款項(減少)／增加        | (4,757)                          | 3,425                            |
| Exchange realignment, net   | 匯兌調整淨額                       | 299                              | 641                              |
| Cash used in operations   | 經營業務所用之現金                    | (32,379)                         | (55,095)                         |
| Profits taxes paid in Hong Kong   | 已付香港境內利得稅項                   | (459)                            | —                                |
| Net cash outflow in operating activities                                | 經營業務之現金流出淨額                  | (32,838)                         | (55,095)                         |

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 March 2017 截至二零一七年三月三十一日止年度

|   | Notes<br>附註                | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                     | <b>投資業務之現金流量</b>           |                                  |                                  |
| Bank interest received  | 已收銀行利息 9, 11               | 5                                | 64                               |
| Investment income received  | 已收投資收入 9, 11               | 6                                | 152                              |
| Purchases of items of property, plant and equipment                             | 購入物業、廠房及設備項目 16            | (475)                            | (395)                            |
| Proceeds from disposal of items of property, plant and equipment                | 出售物業、廠房及設備項目之所得款項          | 60                               | —                                |
| Prepayment of long-term rentals   | 預付長期租金 18                  | (1,282)                          | —                                |
| Purchases of available-for-sale financial assets                                | 購入可供出售金融資產 19              | —                                | (15,000)                         |
| Payment for construction cost of investment property                            | 支付投資物業建築成本 17              | (816)                            | —                                |
| Net cash outflow from acquisition of subsidiaries                               | 收購附屬公司之現金流出淨額 39           | (9,257)                          | (6,683)                          |
| Net cash outflow from acquisition of assets through acquisition of subsidiaries | 透過收購附屬公司收購資產之現金流出淨額 40     | (4,708)                          | —                                |
| Net cash outflow from acquisition of an associate                               | 收購一間聯營公司之現金流出淨額            | (2,256)                          | —                                |
| De-consolidation of subsidiaries  | 取消附屬公司綜合入賬 41              | —                                | (1,773)                          |
| Proceeds from disposal of financial assets at fair value through profit or loss | 出售按公平價值列賬及在損益賬處理之金融資產之所得款項 | 383                              | —                                |
| Acquisition of financial assets at fair value through profit or loss            | 收購按公平價值列賬及在損益賬處理之金融資產      | (1,117)                          | —                                |
| Net additional to biological asset  | 添置生物資產淨額 23                | (76)                             | —                                |
| Exchange realignment, net   | 匯兌調整淨額                     | 192                              | (19)                             |
| Net cash outflow from investing activities                                      | 投資業務之現金流出淨額                | (19,341)                         | (23,654)                         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                     | <b>融資業務之現金流量</b>           |                                  |                                  |
| Net proceeds from issue of a convertible note                                   | 發行可換股票據所得款項淨額              | 35,000                           | —                                |
| Proceed from exercise of share options  | 行使購股權所得款項                  | —                                | 617                              |
| Proceed from issue of shares under placing                                      | 配售新股所得款項                   | —                                | 105,718                          |
| Repayment of secured borrowings   | 歸還有抵押借貸                    | —                                | (623)                            |
| Interest paid   | 已付利息 10                    | —                                | (46)                             |
| Net cash inflow from financing activities                                       | 融資業務之現金流入淨額                | 35,000                           | 105,666                          |
| <b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>                     | <b>現金及現金等值物(減少)／增加淨額</b>   | <b>(17,179)</b>                  | <b>26,917</b>                    |
| Cash and cash equivalent at beginning of year                                   | 年初之現金及現金等值物                | 28,761                           | 1,778                            |
| Effect of foreign exchange rate changes, net                                    | 匯率變動之影響淨額                  | (2,844)                          | 66                               |
| <b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>                                 | <b>年終之現金及現金等值物</b>         | <b>8,738</b>                     | <b>28,761</b>                    |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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"/"Dynamic"), 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 in 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 became the immediate and ultimate holding company of the Company. As at 31 March 2017, Dynamic held approximately 24.36% 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 42 to the consolidated 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」／「Dynamic」)與Century Technology Holding (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成為本公司之直系及最終控股公司。於二零一七年三月三十一日，Dynamic持有本公司約24.36%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綜合財務報表附註42。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 1. GENERAL INFORMATION (continued)

During the year, pursuant to the Certificate of Incorporation on Change of Name which was issued by the Registry of Companies in the Cayman Island on 30 September 2016, and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company which was issued by the Registrar of Companies in Hong Kong on 14 October 2016, the English name of the Company was changed from “Prosten Technology Holdings Limited” to “Prosten Health Holdings Limited”, and the dual foreign name in Chinese “長達健康控股有限公司” was adopted to replace the Chinese name “長達科技控股有限公司” which has adopted for identification purpose.

### 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 (“Int”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and 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 Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance.

### 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 completed properties at fair value of investment property, biological assets and certain financial instruments which have been measured at fair value.

### 1. 一般資料 (續)

年內，根據開曼群島公司註冊處於二零一六年九月三十日發出之更改名稱註冊證明書，以及香港公司註冊處處長於二零一六年十月十四日發出之註冊非香港公司變更名稱註冊證明書，本公司之英文名稱由「Prosten Technology Holdings Limited」更改為「Prosten Health Holdings Limited」，並採納中文名稱「長達健康控股有限公司」作為雙重外文名稱，以取代中文名稱「長達科技控股有限公司」(僅供識別)。

### 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」)而編製，該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」)，以及香港普遍採納之會計原則。此外，綜合財務報表包括香港聯合交易所有限公司(「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。

### 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，惟按投資物業公平價值計量之竣工物業、生物資產及若干金融工具以公平價值列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 3. BASIS OF PREPARATION (continued)

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. The directors consider that it is more appropriate to present the consolidated financial statements in Hong Kong dollars as the shares of the Company are listed on the Stock Exchange.

#### 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 "De-Consolidated Subsidiaries") since 1 January 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 De-Consolidated Subsidiaries, and the control over these subsidiaries was lost, the Group had de-consolidated the financial results, assets and liabilities of the De-Consolidated Subsidiaries from the consolidated financial statements of the Group since 1 January 2016 ("De-consolidation"). The de-consolidation has resulted in a net loss on De-consolidation of subsidiaries of approximately HK\$10,555,000.

During the year ended 31 March 2017, 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.

On 2 June 2017 (after trading hours), the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan) which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries (the "Disposal"). The Disposal was completed on 5 June 2017.

The following tables set out the financial information of the De-Consolidated Subsidiaries.

### 3. 編製基準 (續)

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」）。鑑於本公司股份於聯交所上市，董事認為以港元呈列綜合財務報表實屬恰當。

#### 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在上海註冊成立之附屬公司（「取消綜合入賬附屬公司」）自二零一六年一月一日起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綜合財務報表綜合入賬。

因此，由於董事會認為本公司無法管理取消綜合入賬附屬公司，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取消綜合入賬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」）。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。

於截至二零一七年三月三十一日止年度內，董事已採取一切合理行動，並盡其最大努力保護本集團之利益及嘗試解決上述問題。

於二零一七年六月二日（交易時段後），本公司訂立一份出售協議，以出售 Prosten (BVI) Limited 之全部已發行股本（連同相關股東貸款）（「出售」），Prosten (BVI) Limited 間接持有取消綜合入賬附屬公司之全部已發行股本。出售已於二零一七年六月五日完成。

下表載列取消綜合入賬附屬公司之財務資料。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 3. BASIS OF PREPARATION (continued)

#### 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 that have included the Group's unaudited consolidated financial results for the nine months ended 31 December 2015, have been included in the third quarterly report of the Company and the annual report of the Company for the year ended 31 March 2016.

For the nine months ended 31 December 2015

|   |                | Unaudited<br>未經審核<br>HK\$'000<br>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 investment costs and amounts due from the De-Consolidated Subsidiaries are set out below.

#### Immediate before De-consolidation on 1 January 2016

緊接於二零一六年一月一日取消綜合入賬前

|  |                                     | Unaudited<br>未經審核<br>HK\$'000<br>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 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                               |
| Foreign currency translation reserve   | 外幣匯兌儲備                              | (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)

#### 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集團截至二零一五年十二月三十一日止九個月之未經審核綜合財務業績，並已列入本公司之第三季度業績報告及本公司截至二零一六年三月三十一日止年度之年報內。

截至二零一五年十二月三十一日止九個月

#### 資產及負債

以下為取消綜合入賬附屬公司緊接於二零一六年一月一日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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 of or de-consolidated during the year are included in the consolidated statement of profit or loss and other comprehensive income 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損益及其他全面收益表，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

31 March 2017 二零一七年三月三十一日

### 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 consolidated financial statements.

|                                |   |
|--------------------------------|---|
| HKFRSs (Amendments)            | Annual Improvements to HKFRSs 2012–2014 Cycle             |
| HKFRS 10, HKFRS 12 and HKAS 28 | Investment Entities: Applying the Consolidation Exception |

### 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綜合財務報表首次生效。

|                                      |                            |
|--------------------------------------|----------------------------|
| 香港財務報告準則（修訂本）                        | 二零一二年至二零一四年週期香港財務報告準則的年度改進 |
| 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 | 投資實體：應用綜合入賬例外情況            |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 4. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

|                                  |  |
|----------------------------------|--|
| HKFRS 11 (Amendments)            | Accounting for Acquisition of Interests in Joint Operations          |
| HKAS 1 (Amendments)              | Disclosure Initiative  |
| HKAS 16 and HKAS 38 (Amendments) | Clarification of Acceptable Methods of Depreciation and Amortisation |
| HKAS 16 and HKAS 41 (Amendments) | Agriculture: Bearer Plants   |
| HKAS 27 (Amendments)             | Equity Method in Separate Financial Statements                       |
| HKFRS 14                         | Regulation Deferral Accounts   |

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 years and/or on the disclosures set out in these consolidated financial statements.

### 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 the pronouncements which may be relevant to the Group are set out below.

### 4. 會計政策及披露的變更 (續)

|                                 |               |
|---------------------------------|---------------|
| 香港財務報告準則第 11 號 (修訂本)            | 收購合資經營權益的會計處理 |
| 香港會計準則第 1 號 (修訂本)               | 披露措施          |
| 香港會計準則第 16 號及香港會計準則第 38 號 (修訂本) | 澄清折舊及攤銷的可接受方式 |
| 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      |
| 香港會計準則第 27 號 (修訂本)              | 獨立財務報表之權益法    |
| 香港財務報告準則第 14 號                  | 監管遞延賬戶        |

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。

### 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。

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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)

|                                   |  |
|-----------------------------------|--|
| HKFRSs (Amendments)               | Annual Improvements to HKFRSs 2014-2016 Cycle <sup>5</sup>   |
| HKFRS 2 (Amendments)              | Classification and Measurement of Share-based Payment Transactions <sup>2</sup>                    |
| HKFRS 4 (Amendments)              | Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>2</sup>               |
| HKFRS 9                           | Financial Instruments <sup>2</sup>   |
| HKFRS 10 and HKAS 28 (Amendments) | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup> |
| HKFRS 15                          | Revenue from Contracts with Customers <sup>2</sup>   |
| HKFRS 15 (Amendments)             | Clarifications to HKFRS 15 Revenue from Contracts with Customers <sup>2</sup>                      |
| HKFRS 16                          | Leases <sup>3</sup>  |
| HK(IFRIC) — Int 22                | Foreign Currency Translations and Advance Consideration <sup>2</sup>                               |
| HKAS 7 (Amendments)               | Disclosure Initiative <sup>1</sup>   |
| HKAS 12 (Amendments)              | Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>                              |
| HKAS 40 (Amendments)              | Transfer of Investment Property <sup>2</sup>   |

- 1 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- 2 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- 3 Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- 4 Effective for annual periods beginning on or after a date to be determined.
- 5 Effective for annual periods beginning on or after 1 January 2017 or 2018, as appropriate.

### 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 (修訂本)                | 二零一四年至二零一六年週期香港財務報告準則之年度改進 <sup>5</sup>        |
| 香港財務報告準則第2號 (修訂本)             | 以股份為基礎付款的交易的分類及計量 <sup>2</sup>                 |
| 香港財務報告準則第4號 (修訂本)             | 應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約 <sup>2</sup> |
| 香港財務報告準則第9號                   | 財務工具 <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資公司之間的資產出售或投入 <sup>4</sup>          |
| 香港財務報告準則第15號                  | 來自客戶合約之收入 <sup>2</sup>                         |
| 香港財務報告準則第15號 (修訂本)            | 對香港財務報告準則第15號來自客戶合約之收入的澄清 <sup>2</sup>         |
| 香港財務報告準則第16號                  | 租賃 <sup>3</sup>                                |
| 香港 (國際財務詮釋委員會) — 詮釋第22號       | 外幣交易及預付代價 <sup>2</sup>                         |
| 香港會計準則第7號 (修訂本)               | 披露計劃 <sup>1</sup>                              |
| 香港會計準則第12號 (修訂本)              | 確認未變現虧損之遞延稅項資產 <sup>1</sup>                    |
| 香港會計準則第40號 (修訂本)              | 轉讓投資物業 <sup>2</sup>                            |

- 1 於二零一七年一月一日或其後開始之年度期間生效，允許提早應用。
- 2 於二零一八年一月一日或其後開始之年度期間生效，允許提早應用。
- 3 於二零一九年一月一日或其後開始之年度期間生效，允許提早應用。
- 4 於待釐定之日期或其後開始之年度期間生效。
- 5 於二零一七年或二零一八年一月一日 (如適用) 或其後開始之年度期間生效。

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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 included 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 fair value through other comprehensive income (“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價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價值計量。特別是以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，一般按公平價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價值計量。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）公平價值之其後變動，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，以反映自初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。



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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

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.

### 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。

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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 the rest of the 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 anticipated 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上文所述其餘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。

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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.

#### Interest in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

### 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。

#### 於聯營公司之權益

聯營公司指本集團對其行使重大影響力之實體。重大影響力乃指可參與被投資方之財務及營運決策之權力，惟對該等政策並無控制權或共同控制權。

聯營公司之業績與資產及負債，乃按權益會計法列入綜合財務報表。聯營公司及合營企業用於權益會計法之財務報表乃按與本集團於同類情況下就同類交易及事件所遵循者一致之會計政策編製。根據權益法，於聯營公司或合營企業之投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司或合營企業之損益及其他全面收益而作出調整。當本集團應佔一間聯營公司或合營企業之虧損超出本集團佔該聯營公司或合營企業之權益時（包括任何實際上構成本集團於聯營公司或合營企業投資淨值其中部分之長遠權益），本集團會終止確認其應佔之進一步虧損。當本集團產生法定或推定責任或代表該聯營公司或合營企業付款時，方會確認額外虧損。

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## 綜合財務報表附註

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

#### Interest in an associate (continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 6. 主要會計政策概要 (續)

#### 於聯營公司之權益 (續)

於聯營公司之投資使用權益法自被投資公司成為聯營公司或合營企業日期起入賬。在收購於聯營公司或合營企業之投資時，投資成本超出本集團分佔有關被投資公司可予識別資產及負債公平淨值之差額，確認為商譽。有關商譽計入該投資之賬面值。本集團應佔可識別資產及負債之公平淨值超出投資成本之任何差額，於重新評估後即時於收購投資期間的損益確認。

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號資產減值以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平價值減出售成本之較高者）與賬面值，任何已確認之減值虧損構成該項投資之賬面值一部份。於該項投資之可收回金額其後增加時根據香港會計準則第36號確認該減值虧損之任何撥回。

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## 綜合財務報表附註

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

#### Interest in an associate (continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

### 6. 主要會計政策概要 (續)

#### 於聯營公司之權益 (續)

當本集團不再對聯營公司擁有重大影響力，則按出售被投資者全部權益作會計處理，產生之損益於損益內確認。當本集團保留於前聯營公司之權益，且保留權益為香港會計準則第39號範圍內之金融資產時，則本集團於當日按公平價值計量保留權益，而公平價值則被視為首次確認時之公平價值。聯營公司之賬面值與任何保留權益之公平價值及出售聯營公司相關權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司之損益。此外，倘該聯營公司直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營企業的以往於其他全面收入確認的所有金額。因此，倘該聯營公司以往於其他全面收益確認之損益重新分類為出售相關資產或負債之損益賬，則本集團將於終止使用權益法時將權益盈虧重新分類至損益（列作重新分類調整）。

當本集團削減於聯營公司之擁有權權益但繼續使用權益法時，倘以往於其他全面收益確認有關削減擁有權權益之盈虧部分將於出售相關資產或負債時重新分類至損益，則本集團會將該盈虧重新分類至損益。

當集團實體與本集團之聯營公司進行交易時，則與聯營公司交易所產生之損益僅於聯營公司之權益與本集團無關時，方於本集團之綜合財務報表確認。

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## 綜合財務報表附註

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

#### Biological assets

Biological assets consist of longan and radix millettiae speciosae.

Longan and radix millettiae speciosae are stated at their fair values less costs to sell, where the fair values are based on the present value of expected net cash flows from the longan and radix millettiae speciosae discounted at a current market-determined pre-tax rate.

A gain or loss arising on initial recognition of biological assets at fair value less costs to sell and from a change in fair value less costs to sell is recognised in profit or loss in the period in which it arises.

Agricultural produce harvested from the biological assets is measured at its fair value less costs to sell at the point of harvest. The fair value of agricultural produce is based on market prices of agricultural produce of similar size and weight or alternative estimates of fair value.

Biological assets that are expected to be realised in the next harvest within the next twelve months are classified under current assets.

### 6. 主要會計政策概要 (續)

#### 生物資產

生物資產包括龍眼及山蓮藕。

龍眼及山蓮藕乃按其公平價值減出售成本列賬，而公平價值以龍眼及山蓮藕之預期現金流量淨額現值作基準，並按目前市場釐定之稅前貼現率加以貼現。

於初步確認按公平價值減出售成本列賬之生物資產所產生及源自公平價值減出售成本之變動之收益或虧損於其產生期間在損益賬內確認。

自生物資產收穫之農產品於收成期按其公平價值減出售成本計量。農產品之公平價值按大小及重量類似之農產品之市價或其他公平價值估計釐定。

預期將於未來十二個月內的收成期變現之生物資產乃分類為流動資產。

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## 綜合財務報表附註

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

#### 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.

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.

### 6. 主要會計政策概要 (續)

#### 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。

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對價值計量。

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## 綜合財務報表附註

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

#### Fair value measurement

The Group measures its completed property at fair value of investment property, available-for-sale financial assets, biological assets and financial assets at fair value through profit or loss 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)

#### 公平價值計量

本集團於各報告期末按投資物業之公平價值計量之竣工物業、可供出售金融資產、生物資產及按公平價值列賬及在損益賬處理之金融資產。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。



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## 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

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### 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:

|                                     |  |
|-------------------------------------|--|
| Land and building in Mainland China | 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% to 50%   |
| Furniture and fixtures              | 20%  |

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:

|           |                    |
|-----------|--------------------|
| 中國內地土地及樓宇 | 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% 至 50%          |
| 傢俬及裝置     | 20%                |

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

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

#### Investment property and investment properties under construction and development

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction and development for such purpose and land held for a currently undermined future use. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair values of investment properties are included in profit or loss for the period in which they arise. However, if the fair values of investment properties under construction and development are not reliably determinable when construction/development is completed, it shall measure that investment properties under construction and development at cost, less any impairment loss, until either its fair value become reliably determinable or construction/development is completed (whichever is earlier).

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)

#### 投資物業以及在建及發展中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括作以上用途之在建及發展中物業及現時持有但未能確定未來用途之土地。於初步確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於初步確認後，投資物業乃按公平價值計量。投資物業公平價值變動所產生之收益或虧損於產生期間計入損益賬。然而，倘在建及發展中投資物業之公平價值於完成興建／發展時無法可靠地釐定，則該在建及發展中投資物業按成本減任何減值虧損計量，直至其公平價值能夠可靠地釐定或興建／發展完成（以較早者為準）為止。

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

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### 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

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### 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

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### 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

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### 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.

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss ("FVTPL") comprise financial assets held for trading purpose and derivative financial instruments that are not designated as effective hedging instruments. At the end of each reporting period date subsequent to initial recognition, FVTPL are measured at fair value, with changes in fair value recognised directly in the consolidated statement of comprehensive income in the period in which they arise.

### 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。

##### 按公平價值列賬及在損益賬處理之金融資產

按公平價值列賬及在損益賬處理之金融資產包括持作買賣之金融資產以及未指定為有效對沖工具之衍生金融工具。於初步確認後之各報告期結算日，按公平價值列賬及在損益賬處理之金融資產按公平價值計量，而公平價值變動直接於產生期間於綜合全面收益表內確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 no 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.

### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

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

#### Convertible note

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

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

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

If the convertible note is converted, the convertible note equity reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the convertible note is redeemed, the convertible note equity reserve is released directly to retained profits.

### 6. 主要會計政策概要 (續)

#### 可換股票據

持有人可選擇轉換為權益股本之可換股票據，倘轉換時將予發行之股份數目及當時將予收取之代價價值並無改變，乃列作包含負債部分及權益部分之複合金融工具。

可換股票據負債部分於初步確認時按日後利息及支付本金之現值，以初步確認時適用市場利率貼現至並無轉換權之類似負債計量。任何超出初步確認為負債部分之所得款項差額確認為權益部分。與發行複合金融工具有關之交易成本按所得款項分配比例分配至負債及權益部分。

負債部分其後按攤銷成本列賬。於損益確認之負債部分利息開支以實際利息法計算。權益部分於可換股票據權益儲備確認，直至票據獲轉換或贖回為止。

倘可換股票據獲轉換，可換股票據權益儲備連同負債部分於轉換時之賬面值轉撥至股本及股份溢價，作為所發行股份之代價。倘可換股票據獲贖回，可換股票據權益儲備直接轉撥至保留溢利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

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

#### Convertible note (continued)

When the convertible note is extinguished before maturity through an early redemption or repurchase where the original conversion privileges are unchanged, the consideration paid and any transaction costs for the redemption or repurchase are allocated to the liability component and equity component using the same allocation basis as when the convertible note was originally issued. Once the allocation of consideration and transaction costs is made, any resulting gain or loss relating to the liability component is recognised in profit or loss and the amount of consideration relating to equity component is recognised in equity.

#### 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)

#### 可換股票據 (續)

當於到期前透過提早贖回或購回之方式清償可換股票據，而原兌換權不變，則所付代價及贖回或購回所產生之任何交易成本運用與可換股票據最初發行時相同之分配基準分配至負債部分及權益部分。一經分配代價及交易成本，有關負債部分之收益或虧損於損益內確認，而有關權益部分之代價金額乃於權益內確認。

#### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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;

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

(e) sundry income, on an accrual basis.

#### 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 36 to the consolidated 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；

(d) 投資收入於確立保單持有人收款權利時確認；及

(e) 雜項收入（按應計基準）。

#### 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，進一步詳情載於綜合財務報表附註36。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 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)所識別人土控制或共同控制。
  - (vii) 於(a)(i)所識別人土對該實體有重大影響力或屬該實體（或該實體之母公司）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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

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

#### Estimation uncertainty (continued)

##### Fair values of biological assets

Management estimates the fair values of biological assets less costs to sell at the end of the reporting period with reference to the recent market prices of the underlying agricultural produce or valuations from independent appraiser. Unexpected volatility in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value remeasurement changes in future accounting periods.

The Group's business is subject to the usual agricultural hazards from fire, wind, insects and other natural phenomena/ occurrences. Forces of nature such as temperature and rainfall may also affect harvest efficiency. Management considers adequate measures are in place, in minimise negative impacts from natural disaster, if any. Nevertheless, unexpected factors affecting harvestable agricultural produce may result in re-measurement or changes in harvests in future accounting periods. Please refer to note 23 to the consolidated financial statements for the carrying value of the Group's biological assets.

##### Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimation is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to market conditions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Please refer to note 16 to the consolidated financial statements for the carrying value of the Group's property, plant and equipment.

### 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)

##### 生物資產之公平價值

管理層經參考相關農產品之近期市價或獨立評估師之估值估計生物資產於報告期末之公平價值減銷售成本。相關農產品市價之不可預測波幅對該等生物資產之公平價值構成重大影響，致使於日後會計期間出現公平價值重新計量變動。

本集團之業務受到火災、風暴、蟲災及其他自然現象／事件等一般農業災害影響。氣溫及雨量等自然條件亦可能影響收成。管理層認為已採取足夠措施以降低自然災害（如有）之負面影響。然而，影響可收成農產品之不可預測因素或會致使於日後會計期間出現重新計量或收成變動。有關本集團生物資產之賬面值，請參閱綜合財務報表附註23。

##### 物業、廠房及設備之估計可使用年期

本集團管理層釐定其物業、廠房及設備之估計可使用年期及相關折舊費用。該估計乃基於性質及功能相似之物業、廠房及設備實際可使用年期之過往經驗，可能因技術創新及競爭對手回應市場狀況所作行動而有重大變動。管理層將於可使用年期少於先前估計年期時增加折舊費用，或撤銷或撤減技術過時或已廢棄或出售之非策略資產。有關本集團物業、廠房及設備之賬面值，請參閱綜合財務報表附註16。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 consolidated 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 24 and 25 to the consolidated 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 consolidated 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 consolidated 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，請參閱綜合財務報表附註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，請參閱綜合財務報表附註24及25。

##### 投資物業公平價值估計

如綜合財務報表附註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，請參閱綜合財務報表附註17。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

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

#### Estimation uncertainty (continued)

##### Valuation of share options

As described in note 36 to the consolidated financial statements, the Company engaged an independent firm of professional qualified valuers to assist in the valuation of the share options granted during the year 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 36 to the consolidated 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

如綜合財務報表附註36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綜合財務報表附註36。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

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

#### Estimation uncertainty (continued)

##### Current income taxes

The Group's subsidiaries that operate in Hong Kong and the PRC are subject to Profits Tax in Hong Kong, and 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 for the year ended 31 March 2017 was approximately HK\$126,000 (2016: HK\$8,000). Tax recoverable as at 31 March 2017 was approximately HK\$157,000 (31 March 2016: tax provision of approximately HK\$178,000).

##### 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. The carrying value of the Group's inventories is set out in note 22 to the consolidated financial statements.

##### 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

本集團在香港及中國營運之附屬公司須繳納香港利得稅及中國企業所得稅。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。截至二零一七年三月三十一日止年度，本集團的所得稅撥備約為126,000港元（二零一六年：8,000港元）。於二零一七年三月三十一日，可收回稅項約為157,000港元（二零一六年三月三十一日：稅項撥備約為178,000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。本集團存貨之賬面值載於綜合財務報表附註22。

##### 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 2017 二零一七年三月三十一日

### 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 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION

The Group's operating activities are currently attributable to four operating segments focusing on the wireless value-added services, trading and retailing of jewelry, lending business and pharmaceutical and healthcare products. 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 makers 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
- Pharmaceutical and healthcare products

### 8. 經營分部資料

本集團之經營業務目前歸屬於四個專注於無線增值服務、珠寶買賣及零售、借貸業務以及藥業及健康護理產品之經營分部。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
- 藥業及健康護理產品

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

The operation of pharmaceutical and healthcare products was introduced to the Group during the year ended 31 March 2017. The following is an analysis of the Group's revenue and results by operating segments:

### 8. 經營分部資料 (續)

藥業及健康護理產品業務於截至二零一七年三月三十一日止年度內引進本集團。按經營分部劃分之本集團收益及業績分析如下：

| For the year ended<br>31 March 2017<br>截至二零一七年<br>三月三十一日止年度 |                 | Wireless<br>value-added<br>services<br>無線增值服務<br>HK\$'000<br>千港元 | Trading and<br>retailing of<br>jewelry<br>珠寶買賣<br>及零售<br>HK\$'000<br>千港元 | Lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Pharmaceutical<br>and healthcare<br>products<br>藥業及<br>健康護理產品<br>HK\$'000<br>千港元 | Consolidation<br>合計<br>HK\$'000<br>千港元 |
|---|-----------------|--|--|--|--|--|
| <b>REVENUE</b>  | <b>收益</b>       |  |  |  |  |  |
| External sales  | 外部銷售            | —  | 21,215   | 4,144  | 4,896  | 30,255                                 |
| <b>RESULTS</b>  | <b>業績</b>       |  |  |  |  |  |
| Segment results   | 分部業績            | (9)  | (723)  | 4,144  | (425)  | 2,987                                  |
| Unallocated income  | 未分配收入           |  |  |  |  | 307                                    |
| Unallocated expenses  | 未分配開支           |  |  |  |  | (26,217)                               |
| Finance costs   | 財務費用            |  |  |  |  | (539)                                  |
| Share of loss of an associate                               | 應佔一間聯營公司虧損      |  |  |  |  | (195)                                  |
| Loss before tax   | 除稅前虧損           |  |  |  |  | (23,657)                               |
|   |                 |  |  |  |  |  |
| For the year ended<br>31 March 2016<br>截至二零一六年<br>三月三十一日止年度 |                 | Wireless<br>value-added<br>services<br>無線增值服務<br>HK\$'000<br>千港元 | Trading and<br>retailing of<br>jewelry<br>珠寶買賣<br>及零售<br>HK\$'000<br>千港元 | Lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Pharmaceutical<br>and healthcare<br>products<br>藥業及<br>健康護理產品<br>HK\$'000<br>千港元 | Consolidation<br>合計<br>HK\$'000<br>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   | 分部業績            | 2,089  | (393)  | 78   | —  | 1,774                                  |
| Unallocated income  | 未分配收入           |  |  |  |  | 604                                    |
| Unallocated expenses  | 未分配開支           |  |  |  |  | (23,128)                               |
| Finance costs   | 財務費用            |  |  |  |  | (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)                               |
| Loss before tax   | 除稅前虧損           |  |  |  |  | (31,351)                               |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

Segment profit/loss represents the profit/loss earned/suffered from each segment without allocation of central administration costs, certain other income, gains and losses and other expenses, finance costs, share of loss of an associate and net loss on the 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、應佔一間聯營公司虧損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：

|  |                | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|----------------|----------------------------------|----------------------------------|
| <b>SEGMENT ASSETS</b>                  |                |                                  |                                  |
| Wireless valued-added services         | 分部資產<br>無線增值服務 | 1,214                            | 2,061                            |
| Trading and retailing of jewelry       | 珠寶買賣及零售        | 17,324                           | 32,041                           |
| Lending business                       | 借貸業務           | 40,179                           | 29,098                           |
| Pharmaceutical and healthcare products | 藥業及健康護理產品      | 36,705                           | —                                |
| Unallocated assets                     | 未分配資產          | 8,311                            | 40,019                           |
|  |                | <b>103,733</b>                   | <b>103,219</b>                   |
| <b>SEGMENT LIABILITIES</b>             |                |                                  |                                  |
| Wireless valued-added services         | 分部負債<br>無線增值服務 | 23,558                           | 30,316                           |
| Trading and retailing of jewelry       | 珠寶買賣及零售        | 884                              | 881                              |
| Lending business                       | 借貸業務           | 72                               | 249                              |
| Pharmaceutical and healthcare products | 藥業及健康護理產品      | 2,095                            | —                                |
| Unallocated liabilities                | 未分配負債          | 2,433                            | 819                              |
|  |                | <b>29,042</b>                    | <b>32,265</b>                    |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 certain other payables and accruals of the respective head offices of continuing, was allocated to the above components segment.

#### Geographical information

The Group's operations are mainly located in the PRC and Hong Kong, and it also derives revenue from PRC and Hong Kong.

Information about the Group's revenue from external customers is presented based on geographical location of the customers and information about the Group's non-current assets other than financial assets is presented based on geographical location of the assets are detailed below:

### 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若干其他應付款項及應計款項分配至上述分部外，所有負債均分配至經營分部。

#### 地域資料

本集團之業務主要位於中國及香港，而其收益亦源自中國及香港。

有關本集團來自外部客戶之收入資料乃以客戶之地理位置呈列，而有關本集團金融資產除外之非流動資產資料乃以資產之地理位置呈列，詳情如下：

|           |    | Revenue from<br>external customers<br>來自外部客戶之收入 |                                  | Non-current assets<br>非流動資產      |                                  |
|-----------|----|---|----------------------------------|----------------------------------|----------------------------------|
|           |    | 2017<br>二零一七年<br>HK\$'000<br>千港元                | 2016<br>二零一六年<br>HK\$'000<br>千港元 | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
| The PRC   | 中國 | 24,711  | 7,201                            | 9,887                            | 1,973                            |
| Hong Kong | 香港 | 5,544   | 2,849                            | 8,556                            | 4,048                            |
| Total     | 總計 | 30,255  | 10,050                           | 18,443                           | 6,021                            |

Note: Non-current assets excluded available-for sale financial assets

附註：非流動資產不包括可供出售金融資產

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

#### Information about major customers

During the year ended 31 March 2017, revenue of approximately HK\$12,961,000 which represented approximately 42.84% of the Group's total sales was derived from services rendered to two customers. During the year ended 31 March 2016, approximately HK\$7,281,000 which represented approximately 72.45% of the Group's total sales were derived from services rendered to two customers. No other single customer contributed 10% or more to the Group's revenue for each of the years ended 31 March 2017 and 2016.

### 8. 經營分部資料 (續)

#### 有關主要客戶之資料

於截至二零一七年三月三十一日止年度，約12,961,000港元之收益（佔本集團總銷售額約42.84%）乃源自向兩位客戶提供之服務。於截至二零一六年三月三十一日止年度，約7,281,000港元（佔本集團總銷售額約72.45%）乃源自向兩位客戶提供之服務。概無其他單一客戶於本集團截至二零一七年及二零一六年三月三十一日止年度各年之收益中佔10%或以上之比重。

|            |      | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|------------|------|----------------------------------|----------------------------------|
| Customer A | 客戶 A | 8,422                            | —                                |
| Customer B | 客戶 B | 4,539                            | —                                |
| Customer C | 客戶 C | —                                | 5,061                            |
| Customer D | 客戶 D | —                                | 2,220                            |
| Others     | 其他   | 17,294                           | 2,769                            |
|            |      | <b>30,255</b>                    | 10,050                           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

#### Other segment information

For the year ended 31 March 2017

### 8. 經營分部資料 (續)

#### 其他分部資料

截至二零一七年三月三十一日止年度

|  |                           | Wireless<br>valued-added<br>services | Trading and<br>retailing of<br>jewelry | Lending<br>business | Pharmaceutical<br>and healthcare<br>products | Consolidated |
|--|---------------------------|--------------------------------------|--|---------------------|--|--------------|
|  |                           | 無線增值服務                               | 珠寶買賣<br>及零售                            | 借貸業務                | 藥業及<br>健康護理產品                                | 綜合           |
|  |                           | 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          |
| Depreciation of property,<br>plant and equipment (note 16)         | 物業、廠房及設備<br>折舊 (附註 16)    | 62                                   | 521                                    | —                   | 1,745  | 2,328        |
| Amortisation of prepaid rentals<br>(note 18)                       | 預付租金攤銷<br>(附註 18)         | —                                    | —                                      | —                   | 54   | 54           |
| Written off of property,<br>plant and equipment (note 16)          | 物業、廠房及<br>設備之撇銷 (附註 16)   | 44                                   | —                                      | —                   | —  | 44           |
| Written off of an available-for-sale<br>financial asset (note 19)  | 可供出售金融資產<br>之撇銷 (附註 19)   | 419                                  | —                                      | —                   | —  | 419          |
| Income tax expense (note 14)                                       | 所得稅開支 (附註 14)             | —                                    | —                                      | 124                 | —  | 124          |
| Capital Expenditure:<br>Property, plant and equipment<br>(note 16) | 資本開支：<br>物業、廠房及設備 (附註 16) | 23                                   | 4                                      | —                   | 448  | 475          |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 8. OPERATING SEGMENT INFORMATION (continued)

#### Other segment information (continued)

For the year ended 31 March 2016

### 8. 經營分部資料 (續)

#### 其他分部資料 (續)

截至二零一六年三月三十一日止年度

|   |                          | Wireless<br>valued-added<br>services<br>無線增值服務<br>HK\$'000<br>千港元 | Trading and<br>retailing of<br>jewelry<br>珠寶買賣<br>及零售<br>HK\$'000<br>千港元 | Lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Pharmaceutical<br>and healthcare<br>products<br>藥業及<br>健康護理產品<br>HK\$'000<br>千港元 | Consolidated<br>綜合<br>HK\$'000<br>千港元 |
|---|--------------------------|---|--|--|--|---------------------------------------|
| Depreciation of property, plant and equipment (note 16)         | 物業、廠房及設備折舊 (附註16)        | 756   | 358  | —  | —  | 1,114                                 |
| Net loss on De-consolidation of subsidiaries (note 41)          | 取消附屬公司綜合入賬之虧損淨額 (附註41)   | 10,555  | —  | —  | —  | 10,555                                |
| Impairment losses on trade receivables (note 24)                | 應收賬款減值虧損 (附註24)          | 827   | —  | —  | —  | 827                                   |
| Income tax expense (note 14)                                    | 所得稅開支 (附註14)             | —   | 8  | —  | —  | 8                                     |
| Capital Expenditure:<br>Property, plant and equipment (note 16) | 資本開支：<br>物業、廠房及設備 (附註16) | 184   | 211  | —  | —  | 395                                   |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 9. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of good sold, services rendered and interest income 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、所提供服務以及利息收入之發票淨值。

本集團收益、其他收入及收益分析如下：

|   |                      | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| <b>Revenue</b>  | <b>收益</b>            |                                  |                                  |
| Net invoiced value of goods sold, services rendered and interest income | 產品銷售、所提供服務及利息收入之發票淨值 | <b>30,255</b>                    | 10,050                           |
| <b>Other income and gains</b>   | <b>其他收入及收益</b>       |                                  |                                  |
| Sundry income   | 雜項收入                 | <b>265</b>                       | —                                |
| Gain on disposal of items of property, plant and equipment              | 出售物業、廠房及設備項目之收益      | <b>12</b>                        | —                                |
| Exchange gains, net   | 匯兌收益淨額               | <b>19</b>                        | —                                |
| Bank interest income  | 銀行利息收入               | <b>5</b>                         | 64                               |
| Investment income   | 投資收入                 | <b>6</b>                         | 152                              |
| Fair value gain on an investment property (note 17)                     | 投資物業之公平價值收益 (附註 17)  | <b>—</b>                         | 388                              |
|   |                      | <b>307</b>                       | 604                              |
|   |                      | <b>30,562</b>                    | 10,654                           |

### 10. FINANCE COSTS

An analysis of finance costs is as follows:

### 10. 財務費用

財務費用分析如下：

|   |                      | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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                               |
| Imputed interest on a convertible note (note 34)                                  | 可換股票據之推算利息 (附註 34)   | <b>539</b>                       | —                                |
|   |                      | <b>539</b>                       | 46                               |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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：

|   |                                | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|--------------------------------|----------------------------------|----------------------------------|
| Cost of services*   | 服務成本*                          | —                                | 1,037                            |
| Cost of sales   | 銷售成本                           | 23,690                           | 3,604                            |
| Amortisation on prepaid rentals<br>(note 18)                                  | 預付租金攤銷<br>(附註 18)              | 54                               | —                                |
| Depreciation (note 16)*   | 折舊 (附註 16)*                    | 2,328                            | 1,114                            |
| Written off of items of property,<br>plant and equipment (note 16)            | 物業、廠房及<br>設備項目之撇銷 (附註 16)      | 44                               | —                                |
| Minimum lease payments under<br>operating leases in respect of:               | 以下經營租賃最低租賃<br>付款：              |                                  |                                  |
| Land and buildings  | 土地及樓宇                          | 4,196                            | 2,137                            |
| Auditors' remuneration  | 核數師酬金                          |                                  |                                  |
| — audit services  | — 審計服務                         | 660                              | 600                              |
| — non-audit services  | — 非審計服務                        | 488                              | —                                |
| Employee benefits expense (including<br>Directors' remuneration (note 12)**): | 僱員福利開支 (包括董事<br>酬金 (附註 12))**： |                                  |                                  |
| Wages, salaries, allowances<br>and benefits in kind                           | 工資、薪金、津貼<br>及實物利益              | 9,363                            | 14,357                           |
| Equity-settled share option<br>arrangements                                   | 以權益結算之購股權安排                    | —                                | 106                              |
| Pension scheme contributions<br>(defined contribution schemes)                | 退休金計劃供款<br>(界定供款計劃)            | 296                              | 241                              |
| Severance payments  | 離職金                            | —                                | 423                              |
|   |                                | <b>9,659</b>                     | <b>15,127</b>                    |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 11. LOSS BEFORE TAX (continued)

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

### 11. 除稅前虧損 (續)

本集團之除稅前虧損經扣除／(計入)  
下列各項後達致：(續)

|   |                               | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Foreign exchange (gains)/losses, net<br>(note 9)                            | 匯兌(收益)／虧損淨額<br>(附註9)          | (19)                             | 42                               |
| Realised loss on financial assets<br>at fair value through profit or loss   | 按公平價值列賬及在損益賬處理<br>之金融資產之已變現虧損 | 30                               | —                                |
| Unrealised loss on financial assets<br>at fair value through profit or loss | 按公平價值列賬及在損益賬處理<br>之金融資產之未變現虧損 | 84                               | —                                |
| Impairment allowances on trade<br>receivables (note 24)                     | 應收賬款之減值撥備<br>(附註24)           | —                                | 827                              |
| Written off of an available-for-sale<br>financial asset (note 19)           | 可供出售金融資產<br>之撇銷(附註19)         | 419                              | —                                |
| Net loss on De-consolidation<br>of subsidiaries (note 41)                   | 取消附屬公司綜合入賬<br>之虧損淨額(附註41)     | —                                | 10,555                           |
| Gain on disposal of items of property,<br>plant and equipment               | 出售物業、廠房及設備<br>項目之收益           | (12)                             | —                                |
| Share of loss of an associate (note 21)                                     | 應佔一間聯營公司虧損(附註21)              | 195                              | —                                |
| Research and development costs#   | 研究及開發成本#                      | —                                | 310                              |
| Bank interest income (note 9)   | 銀行利息收入(附註9)                   | (5)                              | (64)                             |
| Investment income (note 9)  | 投資收入(附註9)                     | (6)                              | (152)                            |
| Fair value gain on an investment<br>property (note 17)                      | 投資物業之公平價值<br>收益(附註17)         | —                                | (388)                            |

\* The cost of services provided includes depreciation and employee benefits expense for the year ended 31 March 2017 (2016: HK\$822,000), which is also included in the respective total amount separately disclosed above for the year ended 31 March 2016.

# No research and development costs for the year was incurred (2016: HK\$310,000) relating to employee benefits expense for research and development activities, which is also included in the employee benefits expense separately disclosed above.

\* 截至二零一七年三月三十一日止年度提供之服務成本包括折舊及僱員福利開支(二零一六年：822,000港元)，該等成本亦已計入上述截至二零一六年三月三十一日止年度獨立披露之有關總額中。

# 本年度概無產生與用作進行研究及開發活動之僱員福利開支有關的研究及開發成本(二零一六年：310,000港元)，該等成本亦已計入上述獨立披露之僱員福利開支中。

As at 31 March 2017, the Group had no material forfeited contributions available to reduce its contributions to the pension schemes in future years (2016: nil).

於二零一七年三月三十一日，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(二零一六年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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 each of the years ended 31 March 2017 and 2016 is set out below:

|   |             | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Fees                                      | 袍金          | 390                              | 394                              |
| Other emoluments:                         | 其他酬金：       |                                  |                                  |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益  | 2,860                            | 3,717                            |
| Equity-settled share option arrangements  | 以權益結算之購股權安排 | —                                | 38                               |
| Pension scheme contributions              | 退休金計劃供款     | 64                               | 87                               |
|   |             | <b>2,924</b>                     | 3,842                            |
|   |             | <b>3,314</b>                     | 4,236                            |

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 36 to the consolidated 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.

### 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二零一七年及二零一六年三月三十一日止年度各年之酬金：

|   |             | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Fees                                      | 袍金          | 390                              | 394                              |
| Other emoluments:                         | 其他酬金：       |                                  |                                  |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益  | 2,860                            | 3,717                            |
| Equity-settled share option arrangements  | 以權益結算之購股權安排 | —                                | 38                               |
| Pension scheme contributions              | 退休金計劃供款     | 64                               | 87                               |
|   |             | <b>2,924</b>                     | 3,842                            |
|   |             | <b>3,314</b>                     | 4,236                            |

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，進一步詳情載於綜合財務報表附註36。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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 12. DIRECTORS' REMUNERATION (continued)

### 12. 董事酬金 (續)

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

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

#### (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：

|   |   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|---|----------------------------------|----------------------------------|
| Mr. Lam Kwok Cheong<br>(appointed on 25 June 2015)                                | 林國昌先生<br>(於二零一五年六月二十五日<br>獲委任)                | 130                              | 102                              |
| Mr. Xu Xiaoping<br>(appointed on 25 June 2015)                                    | 徐小平先生<br>(於二零一五年六月二十五日<br>獲委任)                | 130                              | 102                              |
| Mr. Poon Yan Wai<br>(appointed on 8 October 2015)                                 | 潘仁偉先生<br>(於二零一五年十月八日<br>獲委任)                  | 130                              | 68                               |
| Ms. Wong Chi Yan<br>(appointed on 25 June 2015<br>and resigned on 8 October 2015) | 黃志恩女士 (於二零一五年<br>六月二十五日獲委任，並<br>於二零一五年十月八日辭任) | —                                | 35                               |
| Mr. Tam Chun Wan<br>(resigned on 17 July 2015)                                    | 譚振寰先生 (於二零一五年<br>七月十七日辭任)                     | —                                | 29                               |
| Ms. Tse Yuet Ling, Justine<br>(resigned on 17 July 2015)                          | 謝月玲女士 (於二零一五年<br>七月十七日辭任)                     | —                                | 29                               |
| Ms. Lai May Lun<br>(resigned on 17 July 2015)                                     | 黎美倫女士 (於二零一五年<br>七月十七日辭任)                     | —                                | 29                               |
|   |   | <b>390</b>                       | <b>394</b>                       |

There were no other emoluments payable to the independent non-executive Directors during the year (2016: nil).

年內並無其他應付予獨立非執行董事之酬金 (二零一六年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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：

2017

二零一七年

|  | Fee      | Salaries, allowances and benefits in kind | Pension scheme contributions | Equity-settled share option arrangements | Total remuneration |
|--|----------|---|------------------------------|--|--------------------|
|  | 薪金       | 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 (Chairman)  | —        | 1,040                                     | 18                           | —  | 1,058              |
| Mr. Shi Liangsheng<br>(appointed on 18 July 2016)  | —        | 400                                       | 13                           | —  | 413                |
| Mr. Yeung Yiu Bong, Anthony<br>(resigned on 15 July 2016)  | —        | 235                                       | —                            | —  | 235                |
| Mr. Han Jun  | —        | 585                                       | —                            | —  | 585                |
| Mr. Wen Xingcheng<br>(appointed on 3 April 2017)   | —        | —   | —                            | —  | —                  |
|  | —        | 2,260                                     | 31                           | —  | 2,291              |
| Non-executive Directors:   |          |   |                              |  |                    |
| Mr. Chen Weixi<br>(appointed on 25 June 2015)  | —        | 390                                       | —                            | —  | 390                |
| Mr. Yip Heon Keung<br>(redesignated from an Executive Director with effect from 17 July 2015 and resigned on 15 February 2017) | —        | 115                                       | 33                           | —  | 148                |
| Mr. Song Xuxi<br>(appointed on 1 June 2016 and resigned on 15 February 2017)   | —        | 95  | —                            | —  | 95                 |
|  | —        | 600                                       | 33                           | —  | 633                |
|  | —        | 2,860                                     | 64                           | —  | 2,924              |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 12. DIRECTORS' REMUNERATION (continued)

### 12. 董事酬金 (續)

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

#### (b) 執行董事及非執行董事 (續)

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                |       |
| <b>Executive Directors:</b>  |  |   |                              |  |                    |       |
| Mr. Xu Zhigang (Chairman)<br>(appointed on 25 June 2015)   | 徐志剛先生 (主席)<br>(於二零一五年六月二十五日獲委任)              | —   | 816                          | 5  | —                  | 821   |
| Mr. Yeung Yiu Bong, Anthony<br>(appointed on 26 February 2016 and resigned on 15 July 2016)                                    | 楊耀邦先生<br>(於二零一六年二月二十六日獲委任，並於二零一六年七月十五日辭任)    | —   | 77                           | —  | —                  | 77    |
| Ms. Ding Pingying<br>(appointed on 25 June 2015 and resigned on 26 February 2016)  | 丁萍英女士<br>(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)    | —   | 276                          | 5  | —                  | 281   |
| Mr. Yip Heon Ping<br>(resigned on 17 July 2015)  | 葉向平先生<br>(於二零一五年七月十七日辭任)                     | —   | 1,102                        | 30                                       | 19                 | 1,151 |
| Mr. Han Jun  | 韓軍先生   | —   | 459                          | 17                                       | —                  | 476   |
|  |  | —   | 2,730                        | 57                                       | 19                 | 2,806 |
| <b>Non-executive Directors:</b>  |  |   |                              |  |                    |       |
| Mr. Chen Weixi<br>(appointed on 25 June 2015)  | 陳煒熙先生<br>(於二零一五年六月二十五日獲委任)                   | —   | 306                          | —  | —                  | 306   |
| Mr. Yip Heon Keung<br>(redesignated from an Executive Director with effect from 17 July 2015 and resigned on 15 February 2017) | 葉向強先生<br>(於二零一五年七月十七日從執行董事調任，並於二零一七年二月十五日辭任) | —   | 681                          | 30                                       | 19                 | 730   |
| Ms. Li Luyi<br>(resigned on 17 July 2015)  | 李魯一女士<br>(於二零一五年七月十七日辭任)                     | —   | —                            | —  | —                  | —     |
|  |  | —   | 987                          | 30                                       | 19                 | 1,036 |
|  |  | —   | 3,717                        | 87                                       | 38                 | 3,842 |

There was no arrangement under which a Director waived or agreed to waive any remuneration during the year (2016: 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（二零一六年：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 2017 二零一七年三月三十一日

### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2016: three) Directors, details of whose remuneration are set out in note 12 to the consolidated financial statements above. Details of the remuneration of the remaining three (2016: two) non-director, highest paid employees for the year were as follows:

|   |            | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|------------|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 1,511                            | 1,114                            |
| Pension scheme contributions              | 退休金計劃供款    | 58                               | 17                               |
|   |            | <b>1,569</b>                     | <b>1,131</b>                     |

The number of non-Director, highest paid employees whose remuneration fell within the following bands is as follows:

|                              |                          | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|------------------------------|--------------------------|----------------------------------|----------------------------------|
| HK\$1 to HK\$500,000         | 1 港元至 500,000 港元         | 1                                | 1                                |
| HK\$500,001 to HK\$1,000,000 | 500,001 港元至 1,000,000 港元 | 2                                | 1                                |
|                              |                          | <b>3</b>                         | <b>2</b>                         |

### 13. 五名最高薪僱員

年內五名最高薪僱員包括兩名（二零一六年：三名）董事，其酬金詳情已於上文綜合財務報表附註 12 載述。年內其餘三名（二零一六年：兩名）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 2017 二零一七年三月三十一日

### 14. TAXATION

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for each of the years ended 31 March 2017 and 2016. 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. 稅項

截至二零一七年及二零一六年三月三十一日止年度各年，香港利得稅乃按估計應課稅溢利之16.5%計算。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。

|                                |              | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--------------------------------|--------------|----------------------------------|----------------------------------|
| Current — Hong Kong:           | 即期 — 香港：     |                                  |                                  |
| Charge for the year            | 年內支出         | 126                              | 8                                |
| Over-provision in prior year   | 過往年度超額撥備     | (2)                              | —                                |
|                                |              | <b>124</b>                       | <b>8</b>                         |
| Deferred tax income (note 33)  | 遞延稅項收入（附註33） | <b>(89)</b>                      | —                                |
| Total tax charged for the year | 年內稅項支出總額     | <b>35</b>                        | <b>8</b>                         |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 14. TAXATION (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:

### 14. 稅項 (續)

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：

|  |                                       | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|---------------------------------------|----------------------------------|----------------------------------|
| Loss before tax  | 除稅前虧損                                 | <b>(23,657)</b>                  | (31,351)                         |
| Tax credit at the Hong Kong profits tax rate of 16.5% (2016: 16.5%)        | 按香港利得稅稅率 16.5% (二零一六年：16.5%) 計算之稅項抵免  | <b>(2,996)</b>                   | (2,278)                          |
| Tax credit at the Mainland China statutory tax rate of 25.0% (2016: 25.0%) | 按中國內地法定稅率 25.0% (二零一六年：25.0%) 計算之稅項抵免 | <b>(1,373)</b>                   | (4,387)                          |
| Tax effect of share of loss of an associate                                | 應佔一間聯營公司虧損之稅務影響                       | <b>47</b>                        | —                                |
| Income not subject to tax  | 毋須課稅收入                                | <b>(2,949)</b>                   | (125)                            |
| Expenses not deductible for tax  | 不可扣稅開支                                | <b>3,042</b>                     | 3,051                            |
| Tax losses not recognised  | 未獲確認之稅項虧損                             | <b>4,266</b>                     | 3,747                            |
| 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>35</b>                        | 8                                |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 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\$23,657,000 (2016: HK\$31,359,000), and the weighted average numbers of ordinary shares of 1,133,098,026 (2016: 890,864,168) in issue during the year.

As there were no dilutive potential equity shares in existence as at 31 March 2017 and 2016, 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23,657,000港元（二零一六年：31,359,000港元）及年內已發行普通股加權平均數1,133,098,026股（二零一六年：890,864,168股）計算。

由於二零一七年及二零一六年三月三十一日並無潛在攤薄權益股份，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 2017 二零一七年三月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

2017

二零一七年

|   |                 | Land and building in Mainland China<br>於中國內地之土地及樓宇<br>HK\$'000<br>千港元 | Leasehold improvements<br>租賃物業裝修<br>HK\$'000<br>千港元 | Office and computer equipment, furniture and fixture<br>辦公室及電腦設備傢俬及裝置<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|-----------------|---|---|--|--------------------------------|
| <b>Cost:</b>                                    | <b>成本值：</b>     |   |   |  |                                |
| As at 1 April 2016                              | 於二零一六年四月一日      | 1,385   | 94  | 3,492  | 4,971                          |
| Additions                                       | 添置              | —   | 256   | 219  | 475                            |
| Acquisition of subsidiaries (note 39)           | 收購附屬公司 (附註39)   | —   | 823   | 4,960  | 5,783                          |
| Disposals                                       | 出售              | —   | —   | (53)   | (53)                           |
| Written off                                     | 撇銷              | —   | (214)   | (1,080)  | (1,294)                        |
| Exchange realignment                            | 匯兌調整            | —   | (31)  | (123)  | (154)                          |
| As at 31 March 2017                             | 於二零一七年三月三十一日    | 1,385   | 928   | 7,415  | 9,728                          |
| <b>Accumulated depreciation and impairment:</b> | <b>累計折舊及減值：</b> |   |   |  |                                |
| As at 1 April 2016                              | 於二零一六年四月一日      | 386   | 28  | 2,490  | 2,904                          |
| Provided for the year                           | 年內撥備            | 35  | 283   | 2,010  | 2,328                          |
| Disposals                                       | 出售              | —   | —   | (5)  | (5)                            |
| Written off                                     | 撇銷              | —   | (187)   | (1,063)  | (1,250)                        |
| Exchange realignment                            | 匯兌調整            | —   | (7)   | (41)   | (48)                           |
| As at 31 March 2017                             | 於二零一七年三月三十一日    | 421   | 117   | 3,391  | 3,929                          |
| <b>Carrying amount:</b>                         | <b>賬面值：</b>     |   |   |  |                                |
| As at 31 March 2017                             | 於二零一七年三月三十一日    | 964   | 811   | 4,024  | 5,799                          |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 16. PROPERTY, PLANT AND EQUIPMENT (continued)

### 16. 物業、廠房及設備 (續)

2016

二零一六年

|   |                  | Land and<br>building in<br>Mainland<br>China<br>於中國內地之<br>土地及樓宇<br>HK\$'000<br>千港元 | Leasehold<br>improvements<br>租賃物業裝修<br>HK\$'000<br>千港元 | Office and<br>computer<br>equipment,<br>furniture<br>and fixture<br>辦公室及<br>電腦設備<br>傢俬及裝置<br>HK\$'000<br>千港元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|------------------|--|--|--|--|--------------------------------|
| <b>Cost:</b>  | <b>成本值：</b>      |  |  |  |  |                                |
| As 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 (note 39)               | 收購附屬公司(附註39)     | —  | —  | 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)                        |
| As 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<br/>and impairment:</b> | <b>累計折舊及減值：</b>  |  |  |  |  |                                |
| As 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)                        |
| As at 31 March 2016                                 | 於二零一六年<br>三月三十一日 | 386  | 28   | 2,490  | —  | 2,904                          |
| <b>Carrying amount:</b>                             | <b>賬面值：</b>      |  |  |  |  |                                |
| As at 31 March 2016                                 | 於二零一六年三月三十一日     | 999  | 66   | 1,002  | —  | 2,067                          |

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 2017 二零一七年三月三十一日

### 17. INVESTMENT PROPERTY

### 17. 投資物業

|  |                                | Fair value<br>公平價值                                     | Cost<br>成本   |              |
|--|--------------------------------|--|--|--------------|
|  |                                | Completed<br>properties<br>已落成物業<br>(note a)<br>(附註 a) | Properties under<br>construction<br>在建物業<br>(note b)<br>(附註 b) | Total<br>總計  |
| As at 1 April 2015   | 於二零一五年四月一日                     | 4,367  | —  | 4,367        |
| Fair value adjustment<br>(notes 9 and 11)                                | 公平價值調整<br>(附註 9 及 11)          | 388  | —  | 388          |
| Exchange realignment   | 匯兌調整                           | 77   | —  | 77           |
| De-consolidation of<br>subsidiaries (note 41)                            | 取消附屬公司綜合入賬<br>(附註 41)          | (4,832)  | —  | (4,832)      |
| As at 31 March 2016<br>and 1 April 2016                                  | 於二零一六年<br>三月三十一日及<br>二零一六年四月一日 | —  | —  | —            |
| Acquisition of asset<br>through acquisition<br>of subsidiaries (note 40) | 透過收購附屬<br>公司收購資產<br>(附註 40)    | —  | 3,601  | 3,601        |
| Construction cost incurred   | 已產生建築成本                        | —  | 816  | 816          |
| Exchange realignment   | 匯兌調整                           | —  | (26)   | (26)         |
| <b>As at 31 March 2017</b>   | <b>於二零一七年<br/>三月三十一日</b>       | <b>—</b>   | <b>4,391</b>   | <b>4,391</b> |

Notes:

a) 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.

附註：

a) 本集團之投資物業以長期租約持有，其為一個住宅單位，位於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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 17. INVESTMENT PROPERTY (continued)

Notes: (continued)

a) (continued)

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 as 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.

b) For the Group's investment properties under construction at cost, when their fair values were not reliably measurable, they were measured at cost, less any impairment loss, until the earlier of the date of construction is completed and the date at which fair value become reliably measurable.

The Group's investment property, which is under construction, is held for a long term lease purpose and its address is southern side of Zhongshan Road, western side of Zhawang Highway, Jianggan District, Jiaying City, Zhejiang Province, the PRC, which is a construction of a six-storey commercial building in progress.

As at 31 March 2017 and 2016, there was no investment property pledged as security for any loan granted to the Group.

### 17. 投資物業 (續)

附註：(續)

a) (續)

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。

b) 就本集團按成本列賬之在建投資物業而言，當其公平價值無法可靠地計量時，則按成本減任何減值虧損計量，直至完成興建之日或公平價值能夠可靠地計量之日(以較早者為準)為止。

本集團在建中之投資物業以長期租賃用途持有，該物業位於中國浙江省嘉興市江干區乍王公路以西中山路以南，為一座在建中之六層高商用樓宇。

於二零一七年及二零一六年三月三十一日，概無任何投資物業獲抵押，作為向本集團授出任何貸款之擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 18. LONG-TERM PREPAID RENTALS

This represents the prepayment of long-term rentals of farm in PRC for the business on pharmaceutical and healthcare products segment as at the end of the reporting period under operating leases in the PRC. The lease term is 13 years. The movements of the long-term prepaid rentals are summarised as follows:

### 18. 長期預付租金

長期預付租金指於報告期末於中國按經營租賃有關藥業及健康護理產品分部業務之中國農場長期租金預付款項。租期為13年。長期預付租金之變動概述如下：

|  |                   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| <b>Cost:</b>   | <b>成本：</b>        |                                  |                                  |
| As at 1 April  | 於四月一日             | —                                | —                                |
| Addition during the year                             | 年內添置              | 1,282                            | —                                |
| Exchange realignment                                 | 匯兌調整              | (41)                             | —                                |
| As at 31 March                                       | 於三月三十一日           | 1,241                            | —                                |
| <b>Accumulated amortisation and impairment loss:</b> | <b>累計攤銷及減值虧損：</b> |                                  |                                  |
| As at 1 April  | 於四月一日             | —                                | —                                |
| Amortisation for the year                            | 年內攤銷              | 54                               | —                                |
| Exchange realignment                                 | 匯兌調整              | (1)                              | —                                |
| As at 31 March                                       | 於三月三十一日           | 53                               | —                                |
| <b>Carrying amount:</b>                              | <b>賬面值：</b>       |                                  |                                  |
| As at 31 March                                       | 於三月三十一日           | 1,188                            | —                                |
| Analysis of long-term prepaid rentals is as follows: | 長期預付租金之分析如下：      |                                  |                                  |
| Non-current portion                                  | 非流動部分             | 1,093                            | —                                |
| Current portion                                      | 流動部分              | 95                               | —                                |
| Carrying amount as at 31 March                       | 於三月三十一日之賬面值       | 1,188                            | —                                |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 19. 可供出售金融資產

|  |                          | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| <b>Club debenture, at cost</b>                                 | 會所債券，按成本                 | —                                | 419                              |
| <b>Unlisted equity securities, at fair value</b><br>(note (a)) | 非上市權益證券，<br>按公平價值(附註(a)) |                                  |                                  |
| As at 1 April  | 於四月一日                    | <b>21,760</b>                    | —                                |
| Additions  | 添置                       | —                                | 15,000                           |
| Fair value adjustment during the year                          | 年內之公平價值調整                | <b>(5,177)</b>                   | 6,760                            |
| As at 31 March   | 於三月三十一日                  | <b>16,583</b>                    | 21,760                           |
| Total  | 總計                       | <b>16,583</b>                    | 22,179                           |

- (a) 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 the 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 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 each of the years ended 31 March 2017 and 2016.

The above unlisted equity securities were revalued on 31 March 2017 and 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。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%之普通股本乃由一名股東持有，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。截至二零一七年及二零一六年三月三十一日止年度各年，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)於二零一七年及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 2017 二零一七年三月三十一日

### 20. GOODWILL

|  |                   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| <b>Cost:</b>                                     | <b>成本：</b>        |                                  |                                  |
| As at 1 April                                    | 於四月一日             | 3,908                            | 188                              |
| Arising on acquisition of subsidiaries (note 39) | 來自收購附屬公司 (附註39)   | 1,184                            | 3,908                            |
| De-consolidation of subsidiaries (note 41)       | 取消附屬公司綜合入賬 (附註41) | —                                | (188)                            |
| As at 31 March                                   | 於三月三十一日           | 5,092                            | 3,908                            |
| <b>Accumulated impairment losses:</b>            | <b>累計減值虧損：</b>    |                                  |                                  |
| As at 1 April                                    | 於四月一日             | —                                | (188)                            |
| De-consolidation of subsidiaries (note 41)       | 取消附屬公司綜合入賬 (附註41) | —                                | 188                              |
| As at 31 March                                   | 於三月三十一日           | —                                | —                                |
| <b>Carrying amounts:</b>                         | <b>賬面值：</b>       |                                  |                                  |
| As at 31 March                                   | 於三月三十一日           | 5,092                            | 3,908                            |

|   |   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|---|----------------------------------|----------------------------------|
| Goodwill analysed by subsidiaries acquired was: | 按所收購附屬公司之商譽分析為：                             |                                  |                                  |
| Sino Yao Shang Technology Limited (note 39)     | 中國藥商科技有限公司 (附註39)                           | 1,184                            | —                                |
| Mastery Jewellery Co. Limited (note 39)         | 至尊珠寶有限公司 (附註39)                             | 2,914                            | 2,914                            |
| Wing Tai Industrial Holdings Limited (note 39)  | Wing Tai Industrial Holdings Limited (附註39) | 994                              | 994                              |
|   |   | 5,092                            | 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”):

- Sino Yao Shang Technology Limited
- Mastery Jewellery Co. Limited
- Wing Tai Industrial Holdings Limited

The Group tests 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：

- 中國藥商科技有限公司
- 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 2017 二零一七年三月三十一日

### 20. GOODWILL (continued)

#### Impairment tests for cash-generating units containing goodwill (continued)

Notes:

##### Sino Yao Shang Technology Limited

The recoverable amount of the Sino Yao Shang Technology 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 Sino Yao Shang Technology 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 Sino Yao Shang Technology 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.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試 (續)

附註：

##### 中國藥商科技有限公司

中國藥商科技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中國藥商科技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。

中國藥商科技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滯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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 20. GOODWILL (continued)

#### Impairment tests for cash-generating units containing goodwill (continued)

Notes: (continued)

##### 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 12% (2016: 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% (2016: 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 11% (2016: 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 3% (2016: 10%) per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試 (續)

附註：(續)

##### 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12% (二零一六年：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% (二零一六年：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滯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11% (二零一六年：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3% (二零一六年：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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 20. GOODWILL (continued)

#### Impairment tests for cash-generating units containing goodwill (continued)

As the recoverable amount was calculated to be exceed the carrying amount of CGU to which goodwill is allocated, no impairment loss was recognised.

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, increase for expected efficiency improvements. This reflects past experience.

Directors believe that any reasonable possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed its recoverable amount.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試 (續)

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。

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。

董事認為，對可收回金額之主要假設的任何合理可能變動不會使現金產生單位之賬面值超過其可收回金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 21. INTEREST IN AN ASSOCIATE

### 21. 於一間聯營公司之權益

|                                     |               | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|-------------------------------------|---------------|----------------------------------|----------------------------------|
| Unlisted investments:               | 非上市投資：        |                                  |                                  |
| Investment at cost                  | 按成本列賬之投資      | 2,256                            | —                                |
| Share of post-acquisition losses    | 應佔收購後虧損       | (195)                            | —                                |
| Exchange realignment                | 匯兌調整          | 7                                | —                                |
| Share of net assets of an associate | 應佔一間聯營公司之資產淨值 | 2,068                            | —                                |

Details of the interest in an associate as at 31 March 2017 are as follows:

本集團於二零一七年三月三十一日於一間聯營公司之權益：

| Name<br>名稱     | Place of<br>incorporation<br>註冊成立地點 | Registered capital<br>註冊股本        | Percentage of<br>equity interest |          | Principal activities<br>主要業務           |
|----------------|-------------------------------------|-----------------------------------|----------------------------------|----------|--|
|                |                                     |                                   | Direct                           | Indirect |  |
|                |                                     |                                   | 直接                               | 間接       |  |
| 華茂翔龍(深圳)實業有限公司 | Shenzhen, the PRC<br>中國深圳           | RMB10,000,000<br>人民幣 10,000,000 元 | 20%                              | —        | Investment in gold industry<br>於黃金產業投資 |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 21. INTEREST IN AN ASSOCIATE (continued)

The following table shows information on the associate which is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the financial statements of the associate prepared using HKFRS.

| Name   | 名稱                | 2017<br>二零一七年                    | 2016<br>二零一六年                    |
|--|-------------------|----------------------------------|----------------------------------|
| % of ownership interests/voting rights held by the Group | 本集團持有之擁有權益／投票權百分比 | 20%                              | —                                |
|  |                   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
| At 31 March  | 於三月三十一日           |                                  |                                  |
| Non-current assets                                       | 非流動資產             | 1,119                            | —                                |
| Current assets   | 流動資產              | 15,859                           | —                                |
| Non-current liabilities                                  | 非流動負債             | 6,543                            | —                                |
| Current liabilities                                      | 流動負債              | 95                               | —                                |
| Net assets   | 淨資產               | 10,340                           | —                                |
| Group's share of net assets                              | 本集團分佔資產淨值         | 2,068                            | —                                |
| Group's share of carrying amount of interests            | 本集團分佔權益賬面值        | 2,068                            | —                                |
| Year ended 31 March 2017:                                | 截至二零一七年三月三十一日止年度： |                                  |                                  |
| Revenue  | 收益                | 2,687                            | —                                |
| Loss for the year  | 年內虧損              | (973)                            | —                                |
| Other comprehensive income                               | 其他全面收益            | —                                | —                                |
| Total comprehensive loss                                 | 全面虧損總額            | (973)                            | —                                |
| Share of results of an associate for the year            | 年內應佔一間聯營公司業績      | (195)                            | —                                |

### 21. 於一間聯營公司之權益 (續)

下表列載於綜合財務報表以權益法入賬之聯營公司之資料。所呈列財務資料概要乃根據聯營公司採用香港財務報告準則編製之財務報表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 22. INVENTORIES

|                |    | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|----------------|----|----------------------------------|----------------------------------|
| Raw material   | 原料 | 42                               | 223                              |
| Finished goods | 成品 | 14,904                           | 15,043                           |
|                |    | <b>14,946</b>                    | <b>15,266</b>                    |

### 22. 存貨

### 23. BIOLOGICAL ASSETS

|  |  | Longan<br>龍眼<br>HK\$'000<br>千港元 | Radix<br>milletiae<br>speciosae<br>山蓮藕<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|--|--|---------------------------------|---|--------------------------------|
| As at 1 April 2015,<br>31 March 2016<br>and 1 April 2016                                 | 於二零一五年四月一日、<br>二零一六年三月三十一日<br>及二零一六年四月一日   | —                               | —   | —                              |
| Net increase due to<br>cultivation   | 因種植引致之<br>增加淨額                             | 51                              | 25  | 76                             |
| Net gain on change<br>in fair value due to<br>price, yield, maturity<br>and cost changes | 因價格、收益、成熟<br>程度及成本變動<br>引致之公平價值<br>變動之收益淨額 | 40                              | 606   | 646                            |
| Exchange realignment   | 匯兌調整                                       | (3)                             | (20)  | (23)                           |
| <b>As at 31 March 2017</b>   | <b>於二零一七年三月三十一日</b>                        | <b>88</b>                       | <b>611</b>  | <b>699</b>                     |

### 23. 生物資產

As at 31 March 2017, longan and radix millettiae speciosae are stated at fair value less costs to sell which is determined by the management's best estimates and judgement with reference to the recent market prices of longan and radix millettiae speciosae in similar locations and conditions. It is categorised as level 3 fair value measurement within the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement.

於二零一七年三月三十一日，龍眼及山蓮藕按公平價值減出售成本列賬，乃管理層經參考所處位置及狀況類近之龍眼及山蓮藕之近期市價後所作最佳估計及判斷而釐定。其於三層公平價值等級（定義見香港財務報告準則第13號「公平價值計量」）內分類為第三層公平價值計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 23. BIOLOGICAL ASSETS (continued)

As at 31 March 2017, the biological assets represent approximately 650 kilogram longan and approximately 30,000 trees radix millettiae speciosae. As at 31 March 2016, the Group did not have any biological assets.

As at 31 March 2017 and 2016, there was no biological assets was pledged as security for any loan granted to the Group.

The Group is exposed to a number of risks related to the biological assets:

#### (1) Regulatory and environmental risks

The Group is subject to laws and regulations in the jurisdiction in which it operates. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage those risks.

#### (2) Supply and demand risks

The Group is exposed to risks arising from fluctuations in the price and sales volume of longan and radix millettiae speciosae. Where possible the Group manages this risk by aligning its harvest volume to market supply and demand. Management performs regular industry trend analysis to ensure that the Group's pricing structure is in line with the market and to ensure that projected harvest volumes are consistent with the expected demand.

#### (3) Climate and other risks

The Group's longan and radix millettiae speciosae plantations are exposed to the risk of damage from climatic changes, diseases, forest fires and other natural forces. The Group has extensive processes in place aimed to minimise those risks, including regular forest health inspections and industry pest and disease surveys.

The Group has engaged an independent valuer to determine the fair value of longan and radix millettiae speciosae less costs to sell as at 31 March 2017. The valuation methodology used to determine the fair value of longan and radix millettiae speciosae less costs to sell is in compliance with HKAS 41, Agriculture with aims to determine the fair value of a biological asset in its present location and condition.

### 23. 生物資產 (續)

於二零一七年三月三十一日，生物資產指約650公斤龍眼及約30,000棵山蓮藕樹。於二零一六年三月三十一日，本集團概無任何生物資產。

於二零一七年及二零一六年三月三十一日，概無任何生物資產獲抵押，作為向本集團授出任何貸款之擔保。

本集團面臨多種與生物資產有關之風險：

#### (1) 監管及環境風險

本集團須遵守營運所在司法權區之法律及法規。本集團已制定環境政策及程序，以遵守當地環境及其他法律。管理層進行定期檢討，以確定環境風險並確保現有制度足以管理有關風險。

#### (2) 供求風險

本集團面臨因龍眼及山蓮藕價格及銷量波動引致之風險。本集團在可能之情況下依據市場供求狀況調整採收量以管理有關風險。管理層定期進行行業趨勢分析，以確保本集團之定價結構符合市場，並確保預測採收量與預期需求一致。

#### (3) 氣候及其他風險

本集團之龍眼及山蓮藕種植場面臨受氣候變化、疾病、森林火災及其他自然力量破壞之風險。本集團設有大量措施以將該等風險減至最低，包括定期進行森林健康檢驗以及行業病蟲害調查。

本集團已委聘獨立估值師釐定龍眼及山蓮藕於二零一七年三月三十一日之公平價值減出售成本。用於釐定龍眼及山蓮藕的公平價值減出售成本之估值方法符合香港會計準則第41號「農業」（旨在釐定生物資產於其目前位置及狀況下之公平價值）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 23. BIOLOGICAL ASSETS (continued)

The fair value has been determined by income approach. In estimating the future cash flows and discount rate, the following key assumptions were applied:

- The natural disaster risk can be basically controlled, that is, during the land contract management period, it is possible to maintain the survey of longan and radix millettiae speciosae;
- It is assumed that the valuation of radix millettiae speciosae should only consider harvesting the root of the production of the target, regardless of the possible value of the seed and the breeding seed;
- Assuming the production of longan and radix millettiae speciosae was vigorously, all in accordance with the investigation of the barley transaction price. And during the entire operating period, the price of these two products were unchanged; and
- The discount rate used is 12% to be applied to the longan and radix millettiae speciosae.

The fair value measurement of the longan and radix millettiae speciosae is categorised as level 3 within the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. Significant unobservable inputs are mainly the expected future cash flow and the discount rate. The higher the future cash flows or the lower the discount rate, the higher the fair value determined.

During each of the years ended 31 March 2017 and 2016, there was no transfer occurred between levels in the hierarchy.

### 24. TRADE RECEIVABLES

|                          |        |
|--------------------------|--------|
| Trade receivables, gross | 應收賬款總額 |
| Impairment allowances    | 減值撥備   |
| Loans receivables        | 應收貸款   |
| Trade receivables, net   | 應收賬款淨額 |

### 23. 生物資產 (續)

公平價值已按收益法釐定。估計未來現金流量及折現率時，曾採用以下主要假設：

- 天然災害風險基本受控，即於土地承包經營期間內可維持龍眼及山蓮藕的測量工作；
- 假設山蓮藕之估值方面應僅考慮收割目標農作物產出之根部價值，而不論其種子及培育種子的潛在價值；
- 根據大麥交易價格之調查，假設龍眼及山蓮藕之產量眾多，且於整個營運期間，兩者價格均維持不變；及
- 就龍眼及山蓮藕所採用之折現率為12%。

龍眼及山蓮藕之公平價值計量於三層公平價值等級（定義見香港財務報告準則第13號「公平價值計量」）內分類為第三層。重大不可觀察輸入數據主要為預計未來現金流量及折現率。未來現金流量愈高（或折現率愈低），所釐定之公平價值則愈高。

截至二零一七年及二零一六年三月三十一日止年度各年，等級內各層級之間概無出現轉移。

### 24. 應收賬款

|                          |        | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--------------------------|--------|----------------------------------|----------------------------------|
| Trade receivables, gross | 應收賬款總額 | 4,211                            | 2,275                            |
| Impairment allowances    | 減值撥備   | (1,397)                          | (1,491)                          |
| Loans receivables        | 應收貸款   | 34,372                           | 26,078                           |
| Trade receivables, net   | 應收賬款淨額 | 37,186                           | 26,862                           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 24. TRADE RECEIVABLES (continued)

#### Loans receivables

Loans receivables represent loans to individuals which are unsecured and carry interest from 10% to 24% per annum. As at 31 March 2017 and 2016, all loans receivables have lending terms from 6 months to one year but contained a repayable on demand clause. The aggregated principal amount outstanding at the end of the reporting period is HK\$33,000,000 (2016: HK\$26,000,000) and the balance includes interest receivable of HK\$1,372,000 (2016: HK\$78,000).

All loans receivables are with average credit terms of 215 days (2016: 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.

#### Trade receivables

The Group's trade receivables, which generally have credit terms of one month to three months (2016: one month to three months) pursuant to the relevant contracts, are recognised based on goods sold, 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 37% (2016: 49%) 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 2017 contributed by the five largest customers of the year was approximately 96% (2016: 100%). Concentration of credit risk is managed by control over credit term over individual customer. Trade receivables are unsecured and non-interest-bearing.

The loans receivables outstanding as at 31 March 2017 and 2016 are denominated in Hong Kong dollar.

### 24. 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%至24%之貸款。於二零一七年及二零一六年三月三十一日，所有應收貸款之貸款期為六個月至一年，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33,000,000港元（二零一六年：26,000,000港元），結餘包括應收利息1,372,000港元（二零一六年：78,000港元）。

全部應收貸款之平均信貸期為215日（二零一六年：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。

#### 應收賬款

根據有關合約，本集團之應收賬款一般均有一個月至三個月（二零一六年：一個月至三個月）之信貸期。應收賬款基於產品銷售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37%（二零一六年：49%）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二零一七年三月三十一日之應收賬款結餘約為96%（二零一六年：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。

於二零一七年及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 2017 二零一七年三月三十一日

### 24. TRADE RECEIVABLES (continued)

An aged analysis of the Group's trade receivables, net of impairment allowances, based on the invoice date on which the goods were sold and money lent, is as follows:

|                        |        | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|------------------------|--------|----------------------------------|----------------------------------|
| Within 3 months        | 三個月內   | 7,768                            | 26,862                           |
| 4 to 6 months          | 四至六個月  | 15,729                           | —                                |
| Over 1 year            | 超過一年   | 13,689                           | —                                |
| Trade receivables, net | 應收賬款淨額 | <b>37,186</b>                    | 26,862                           |

The movements in the Group's impairment allowances of trade receivables are as follows:

|  |               | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|---------------|----------------------------------|----------------------------------|
| As at 1 April                          | 於四月一日         | 1,491                            | 1,337                            |
| 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                              |
| Exchange realignment                   | 匯兌調整          | (94)                             | 46                               |
| As at 31 March                         | 於三月三十一日       | <b>1,397</b>                     | 1,491                            |

The above allowances for impairment of trade receivables are allowances for individually impaired trade receivables with carrying amounts before allowances of approximately HK\$1,397,000 (2016: HK\$1,491,000). 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.

### 24. 應收賬款 (續)

本集團應收賬款(經扣除減值撥備及根據銷售產品及貸出款項之發票日期)之賬齡分析如下:

|                        |        | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|------------------------|--------|----------------------------------|----------------------------------|
| Within 3 months        | 三個月內   | 7,768                            | 26,862                           |
| 4 to 6 months          | 四至六個月  | 15,729                           | —                                |
| Over 1 year            | 超過一年   | 13,689                           | —                                |
| Trade receivables, net | 應收賬款淨額 | <b>37,186</b>                    | 26,862                           |

本集團應收賬款減值撥備之變動如下:

|  |               | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|---------------|----------------------------------|----------------------------------|
| As at 1 April                          | 於四月一日         | 1,491                            | 1,337                            |
| 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                              |
| Exchange realignment                   | 匯兌調整          | (94)                             | 46                               |
| As at 31 March                         | 於三月三十一日       | <b>1,397</b>                     | 1,491                            |

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1,397,000港元(二零一六年：1,491,000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 2017 二零一七年三月三十一日

### 24. 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:

|                            |          | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|----------------------------|----------|----------------------------------|----------------------------------|
| Not yet past due           | 並未逾期     | 23,497                           | 26,862                           |
| 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 | 13,689                           | —                                |
| Trade receivables, net     | 應收賬款淨額   | 37,186                           | 26,862                           |

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.

### 24. 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：

|                            |          | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|----------------------------|----------|----------------------------------|----------------------------------|
| Not yet past due           | 並未逾期     | 23,497                           | 26,862                           |
| 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 | 13,689                           | —                                |
| Trade receivables, net     | 應收賬款淨額   | 37,186                           | 26,862                           |

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

31 March 2017 二零一七年三月三十一日

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

|                                |             | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--------------------------------|-------------|----------------------------------|----------------------------------|
| Prepayments (note a)           | 預付款項 (附註 a) | 2,277                            | 449                              |
| Deposits and other receivables | 訂金及其他應收款項   | 3,975                            | 3,727                            |
|                                |             | <b>6,252</b>                     | 4,176                            |
| Less: Current portion          | 減：流動部分      | <b>(6,252)</b>                   | (4,130)                          |
| Non-current portion            | 非流動部分       | —                                | 46                               |

Note:

- (a) The amount included prepayment of approximately HK\$1,140,000 (2016: nil) to certain third parties located in the PRC for prepaid repair and maintenance fee.

### 25. 預付款項、訂金及其他應收款項

附註：

- (a) 該金額包括就預付維修及保養費用支付予中國若干第三方之預付款項約 1,140,000 港元 (二零一六年：無)。

### 26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

|  |                    | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| Listed securities:                                   | 上市證券：              |                                  |                                  |
| — Equity securities listed in the PRC, at fair value | — 於中國上市之權益證券，按公平價值 | 600                              | —                                |

As at the end of the reporting period, financial assets at fair value through profit or loss are stated at fair value. Fair values of listed securities are determined with reference to quoted market prices.

### 26. 按公平價值列賬及在損益賬處理之金融資產

於報告期末，按公平價值列賬及在損益賬處理之金融資產按公平價值列賬。上市證券之公平價值乃經參考市場報價而釐定。

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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 27. DUE FROM RELATED COMPANIES

### 27. 應收相關公司之款項

| Name of companies<br>公司名稱  |          | Maximum balance<br>during the year<br>年內最高結餘<br>HK\$'000<br>千港元 | 2017                     | 2016                     |
|----------------------------|----------|---|--------------------------|--------------------------|
|                            |          |   | 二零一七年<br>HK\$'000<br>千港元 | 二零一六年<br>HK\$'000<br>千港元 |
| Prosten Capital Limited    | 長達資本有限公司 | 17  | 17                       | —                        |
| Prosten Securities Limited | 長達證券有限公司 | 17  | 17                       | —                        |
|                            |          |   | 34                       | —                        |

Amounts due from related companies are unsecured, non-interest bearing and recoverable on demand.

應收相關公司之款項為無抵押、不計利息及須於要求時收回。

### 28. CASH AND CASH EQUIVALENTS

### 28. 現金及現金等值物

|                           |          | 2017                     | 2016                     |
|---------------------------|----------|--------------------------|--------------------------|
|                           |          | 二零一七年<br>HK\$'000<br>千港元 | 二零一六年<br>HK\$'000<br>千港元 |
| Cash and bank balances    | 現金及銀行結餘  | 8,638                    | 28,661                   |
| Time deposits             | 定期存款     | 100                      | 100                      |
| Cash and cash equivalents | 現金及現金等值物 | 8,738                    | 28,761                   |

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\$1,399,000 (2016: HK\$2,813,000). 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1,399,000港元（二零一六年：2,813,000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。

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## 綜合財務報表附註

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### 28. CASH AND CASH EQUIVALENTS

(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.

As at the end of reporting period, there is no pledged deposits (2016: nil).

### 29. TRADE PAYABLES

An aged analysis of the Group's trade payables, based on the month in which the services were rendered, is as follows:

### 28. 現金及現金等值物 (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。

於報告期末，概無已抵押存款（二零一六年：無）。

### 29. 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：

|                 |       | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|-----------------|-------|----------------------------------|----------------------------------|
| Within 3 months | 三個月內  | 1,309                            | —                                |
| 4 to 6 months   | 四至六個月 | 17                               | —                                |
| Over 1 year     | 超過一年  | 2,533                            | 2,703                            |
|                 |       | <b>3,859</b>                     | 2,703                            |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 30. OTHER PAYABLES AND ACCRUALS

|                |        | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Other payables | 其他應付款項 | 2,199                            | 4,048                            |
| Accruals       | 應計款項   | 3,683                            | 4,288                            |
|                |        | 5,882                            | 8,336                            |

### 31. DUE TO A THEN NON-EXECUTIVE DIRECTOR

Amount due to a then non-executive director is unsecured, non-interest bearing and repayable on demand.

### 32. 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. 其他應付款項及應計款項

### 31. 應付一名時任非執行董事之款項

應付一名時任非執行董事之款項為無抵押、不計利息及須於要求時償還。

### 32. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 33. DEFERRED TAX LIABILITIES

Deferred tax liability related to withholding taxes of unremitted earnings.

### 33. 遞延稅項負債

關於未付匯盈利之預扣稅之遞延稅項負債。

|   |                        | <b>Unremitted earnings</b> | <b>Convertible note</b> | <b>Total</b> |
|---|------------------------|----------------------------|-------------------------|--------------|
|   |                        | <b>未付匯盈利</b>               | <b>可換股票據</b>            | <b>總計</b>    |
|   |                        | HK\$'000                   | HK\$'000                | HK\$'000     |
|   |                        | 千港元                        | 千港元                     | 千港元          |
| As at 1 April 2015                          | 於二零一五年四月一日             | 500                        | —                       | 500          |
| De-consolidation for subsidiaries (note 41) | 取消附屬公司<br>綜合入賬(附註41)   | (302)                      | —                       | (302)        |
| Exchange realignment                        | 匯兌調整                   | (17)                       | —                       | (17)         |
| As at 31 March 2016 and 1 April 2016        | 於二零一六年三月三十一日及二零一六年四月一日 | 181                        | —                       | 181          |
| Issuance of a convertible note              | 發行可換股票據                | —                          | 752                     | 752          |
| Credit to profit or loss (note 14)          | 計入損益(附註14)             | —                          | (89)                    | (89)         |
| Conversion into shares                      | 轉換為股份                  | —                          | (663)                   | (663)        |
| Exchange realignment                        | 匯兌調整                   | (12)                       | —                       | (12)         |
| <b>As at 31 March 2017</b>                  | <b>於二零一七年三月三十一日</b>    | <b>169</b>                 | <b>—</b>                | <b>169</b>   |

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.

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。

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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 34. CONVERTIBLE NOTE

On 31 October 2016, the Company issued 6% denominated convertible note with the aggregate principal amount of HK\$35,000,000 (“Convertible Note”). The Convertible Note holder are entitled to convert to ordinary share at a conversion price of HK\$ 0.31 per share and will be matured on 30 October 2017.

Apart from its core business, the Group has recently expanded its business into the pharmaceutical, jewellery and financial services industries.

The issue of the Convertible Note represents an opportunity to strengthen the financial position of the Group and provide funding to the Group to meet the operational needs of its existing core business and the new investments as mentioned above, and any other future development opportunities and obligations.

The Directors also consider that the issue of the Convertible Note is an appropriate means of raising additional capital of the Company since it will not have an immediate dilution effect on the shareholding of the existing shareholders of the Company.

The proceeds from the issuance of the Convertible Note have been used to acquire certain subsidiaries.

The Convertible Note might be converted into shares in the Company at any time on or after issue date up to the date falling five business days prior to the maturity date.

Unless previously redeemed, converted, purchased and cancelled, the Company will redeem each Convertible Note at its principal amount with accrued and unpaid interest thereon on the maturity date.

### 34. 可換股票據

於二零一六年十月三十一日，本公司發行6%可換股票據，本金總額為35,000,000港元（「可換股票據」）。可換股票據持有人有權按每股0.31港元之換股價轉換為普通股，並將於二零一七年十月三十日到期。

除其核心業務外，本集團最近已將其業務拓展至藥業、珠寶及金融服務業。

發行可換股票據乃增強本集團財務狀況及為本集團提供資金之良機，以應付其現有核心業務及上述新投資之營運需求，以及任何其他未來發展機遇及責任之需要。

董事亦認為，發行可換股票據為本公司籌集額外資金之適當方式，原因是此舉將不會對本公司之現有股東之股權產生即時攤薄影響。

發行可換股票據之所得款項已用於收購若干附屬公司。

可換股票據可自發行日期當日或之後直至到期日前五個營業日當日止期間隨時轉換為本公司股份。

除非先前已贖回、轉換、購買及註銷，否則本公司將按相關本金額連同於到期日應計但未付之利息贖回所有可換股票據。

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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 34. CONVERTIBLE NOTE (continued)

The Convertible Note bore interest from and including the issue date at 6% per annum. The interest payable amount is calculated by 6% to outstanding principal amount of the Convertible Note.

The Convertible Note contained two components: liability and equity elements. The equity element is presented in equity heading “convertible note equity reserve”. The effective interest rate of the liability component on initial recognition is 21.86% per annum. The valuation of Convertible Note was performed by an independent qualified professional valuer of the Company.

In November 2016, the holder of the Convertible Note exercised the right to converted a total of 112,903,225 shares in the Company at the conversion price of HK\$0.31 per share.

Information regarding the Convertible Note is presented as follows:

### 34. 可換股票據 (續)

可換股票據將自發行日(包括該日)起按年利率6%計息。應付利息金額乃按照有關可換股票據之未轉換本金額之6%計算。

可換股票據包含兩個部分：負債及權益部分。權益部分呈列於權益項下「可換股票據權益儲備」。負債部分於初步確認時之實際年利率為21.86%。可換股票據乃由本公司之獨立合資格專業估值師進行估值。

於二零一六年十一月，可換股票據持有人行使權利，按每股0.31港元之換股價轉換合共112,903,225股本公司股份。

有關可換股票據之資料呈列如下：

|   | <b>Convertible notes</b> |
|---|--------------------------|
|   | 可換股票據                    |
|   | HK\$'000                 |
|   | 千港元                      |
| Principal amounts:  |                          |
| — as at 31 October 2016                                     | 35,000                   |
| — Interest: in HK\$ settlement<br>6% p.a. payable per annum |                          |
| Issue date: 31 October 2016                                 |                          |
| Maturity date: 31 October 2017                              |                          |
| Conversion price per share: HK\$ 0.31                       |                          |
| Risk free rate  | 0.45%                    |
| Discount rate   | 21.86%                   |

本金額：  
— 於二零一六年十月三十一日  
— 利息：以港元結算  
年利率6%，須每年支付

發行日：二零一六年十月三十一日  
到期日：二零一七年十月三十一日  
每股換股價：0.31 港元  
無風險利率  
折現率



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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 34. CONVERTIBLE NOTE (continued)

The Convertible Note recognised in the consolidated statement of financial position was calculated as follows:

|   |                                      | <b>Convertible notes</b><br>可換股票據<br>HK\$'000<br>千港元 |
|---|--------------------------------------|--|
| Principle amounts:  | 本金額：                                 |  |
| Liability component   | 負債部分                                 | 30,440   |
| Equity component  | 權益部分                                 | 4,560  |
| Nominal value of Convertible Note issued on 31 October 2016 | 於二零一六年十月三十一日<br>已發行可換股票據之面值          | 35,000   |
| As at 1 April 2015, 31 March 2016 and 1 April 2016          | 於二零一五年四月一日、二零一六年三月三十一日<br>及二零一六年四月一日 | —  |
| Liability component on 31 October 2016                      | 於二零一六年十月三十一日之負債部分                    | 30,440   |
| Imputed interest charge (note 10)                           | 推算利息開支(附註10)                         | 539  |
| Less: Converted during the year                             | 減：年內已轉換                              | (30,979)   |
| As at 31 March 2017   | 於二零一七年三月三十一日                         | —  |

### 34. 可換股票據 (續)

於綜合財務狀況表內確認之可換股票據乃計算如下：

### 35. SHARE CAPITAL

|  |  | <b>Number of shares</b><br>股份數目<br>'000<br>千股 | <b>Amounts</b><br>金額<br>HK\$'000<br>千港元 |
|--|--|---|---|
| <b>Authorised:</b>   | <b>法定：</b>   |   |   |
| Ordinary Shares:   | 普通股：   |   |   |
| As at 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017<br>— HK\$0.10 each | 於二零一五年四月一日、<br>二零一六年三月三十一日、<br>二零一六年四月一日及<br>二零一七年三月三十一日<br>— 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>   |   |   |
| As at 1 April 2015   | 於二零一五年四月一日   | 796,105                                       | 79,610                                  |
| Exercise of share options  | 行使購股權  | 3,138   | 314                                     |
| Placing of new shares<br>(Notes a and b)   | 配售新股<br>(附註a及b)  | 296,118                                       | 29,612                                  |
| As at 31 March 2016 and 1 April 2016   | 於二零一六年三月三十一日及<br>二零一六年四月一日   | 1,095,361                                     | 109,536                                 |
| Issue of shares upon conversion<br>of the Convertible Note (Note c)                  | 於轉換可換股票據時發行股份<br>(附註c)   | 112,903                                       | 11,290                                  |
| <b>As at 31 March 2017</b>   | <b>於二零一七年三月三十一日</b>  | <b>1,208,264</b>                              | <b>120,826</b>                          |

### 35. 股本

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 35. SHARE CAPITAL (continued)

Notes:

- (a) 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 per share. 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.
- (b) 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 per share. 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.
- (c) On 24 November 2016, the Company received a notice from the holder of the Convertible Note, requesting for the conversion of the Convertible Note in the principal amount of HK\$35,000,000 into shares of the Company. On 29 November 2016, the Company allotted and issued a total of 112,903,225 shares in the Company to the holder at the conversion price of HK\$0.31 per share.

### 35. 股本 (續)

附註：

- (a) 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。
- (b) 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。
- (c) 於二零一六年十一月二十四日，本公司接獲來自可換股票據持有人的通告，要求轉換本金為35,000,000港元之可換股票據為本公司之股份。於二零一六年十一月二十九日，本公司配發及發行總數為112,903,225股本公司股份予可換股票據持有人，轉換價為每股0.31港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 36. SHARE OPTION SCHEMES

#### 2011 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 a share option scheme (the “2011 Scheme”).

The 2011 Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the 2011 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 2011 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 2011 Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the 2011 AGM.

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 2011 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.

### 36. 購股權計劃

#### 二零一一年計劃

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，批准及採納一項購股權計劃（「二零一一年計劃」）。

二零一一年計劃自二零一一年八月十日開始生效，為期十年。二零一一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。根據二零一一年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按 (i) 於要約授出日期聯交所每日報價表上所列於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。

於行使根據二零一一年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%。

於行使根據二零一一年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%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 36. SHARE OPTION SCHEMES (continued)

#### 2011 Scheme (continued)

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 2011 Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding during the year:

|                           |         | 2017<br>二零一七年  |  | 2016<br>二零一六年  |  |
|---------------------------|---------|--|--|--|--|
|                           |         | Weighted average exercise price<br>加權平均行使價<br>HK\$ per share<br>港元(每股) | Number of shares issuable under the options<br>根據購股權可發行之股份數目<br>'000<br>千股 | Weighted average exercise price<br>加權平均行使價<br>HK\$ per share<br>港元(每股) | Number of shares issuable under the options<br>根據購股權可發行之股份數目<br>'000<br>千股 |
| As at 1 April             | 於四月一日   | 0.17   | 2,700  | 0.18   | 5,850  |
| Exercised during the year | 年內行使    | —  | —  | 0.20   | * (3,138)  |
| Lapsed during the year    | 年內失效    | —  | —  | 0.16   | (12)   |
| As at 31 March            | 於三月三十一日 | 0.17   | 2,700  | 0.17   | 2,700  |

\* Total exercise monies of HK\$165,000 was received for the exercise of 400,000 share options of the Company under a share option scheme approved by the shareholders on 9 April 2002.

Total exercise monies of HK\$451,575 was received for the exercise of 2,738,000 share options of the Company under the 2011 Scheme.

### 36. 購股權計劃 (續)

#### 二零一一年計劃 (續)

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。二零一一年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。

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。

年內尚未行使之購股權如下：

\* 根據股東於二零零二年四月九日批准之購股權計劃，行使400,000份本公司購股權已收取總行使款項165,000港元。

根據二零一一年計劃，行使2,738,000份本公司購股權已收取總行使款項451,575港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 36. SHARE OPTION SCHEMES (continued)

The exercise price, exercise period and number of share issuable in respect of the share options outstanding under the 2011 Scheme as at the end of the reporting period are as follows:

#### 2017 and 2016

二零一七年及二零一六年

| Number of shares<br>issuable under the options<br>'000<br>根據購股權可發行之<br>股份數目<br>千股 | Exercise price*<br>HK\$ per share<br>行使價*<br>港元(每股) | Exercise period<br>行使期限                                     |
|---|---|---|
| 2,700   | 0.165   | 5 December 2013 to 4 December 2023<br>二零一三年十二月五日至二零二三年十二月四日 |
| 2,700   |   |   |

\* 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.

No share options were granted for each of the years ended 31 March 2017 and 2016.

### 36. 購股權計劃 (續)

於報告期末，根據二零一一年計劃之尚未行使購股權有關之行使價、行使期限及可發行之股份數目如下：

\* 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。

於截至二零一七年及二零一六年三月三十一日止各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 2017 二零一七年三月三十一日

### 36. 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.

### 36. 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 2017 二零一七年三月三十一日

### 36. 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 (2016: 2,700,000) shares in the Company under the 2011 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 (2016: 2,700,000) additional ordinary shares in the Company and additional share capital of HK\$270,000 (2016: HK\$270,000) and share premium of HK\$175,000 (2016: HK\$175,000).

At the date of approval of these consolidated financial statements, the Company had aggregate outstanding share options that enable the grantees to subscribe for up to and 2,700,000 (2016: 2,700,000) shares under the 2011 Scheme, the underlying shares in respect of which represented approximately 0.22% (2016: 0.34%), in the Company's shares in issue as at that date.

### 37. DIVIDENDS

The Board does not recommend the payment of any dividend for the year ended 31 March 2017 (2016: nil).

### 36. 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，根據二零一一年計劃，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（二零一六年：2,700,000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（二零一六年：2,700,000股）本公司額外普通股、額外股本270,000港元（二零一六年：270,000港元）及股份溢價175,000港元（二零一六年：175,000港元）。

於該等綜合財務報表獲批准日期，根據二零一一年計劃，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（二零一六年：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0.22%（二零一六年：0.34%）。

### 37. 股息

董事會不建議就截至二零一七年三月三十一日止年度派發任何股息（二零一六年：無）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

### 38. 本公司財務狀況表及儲備

|  |                  | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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         | —                                | 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         | 66,485                           | 52,836                           |
| Amounts due from related companies           | 應收相關公司之款項        | 34                               | —                                |
| <b>Total non-current assets</b>              | <b>非流動資產總額</b>   | <b>66,519</b>                    | 55,296                           |
| <b>CURRENT ASSETS</b>                        | <b>流動資產</b>      |                                  |                                  |
| Prepayments, deposits and other receivables  | 預付款項、訂金及其他應收款項   | 611                              | 322                              |
| Cash and cash equivalents                    | 現金及現金等值物         | 1,980                            | 18,401                           |
| <b>Total current assets</b>                  | <b>流動資產總額</b>    | <b>2,591</b>                     | 18,723                           |
| <b>CURRENT LIABILITIES</b>                   | <b>流動負債</b>      |                                  |                                  |
| Other payables and accruals                  | 其他應付款及應計款項       | 770                              | 629                              |
| <b>Total current liabilities</b>             | <b>流動負債總額</b>    | <b>770</b>                       | 629                              |
| <b>NET CURRENT ASSETS</b>                    | <b>流動資產淨值</b>    | <b>1,821</b>                     | 18,094                           |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> | <b>資產總額減流動負債</b> | <b>68,340</b>                    | 73,390                           |
| <b>NON-CURRENT LIABILITIES</b>               | <b>非流動負債</b>     |                                  |                                  |
| Amounts due to De-Consolidated Subsidiaries  | 應付取消綜合入賬附屬公司之款項  | 1,838                            | 1,838                            |
| Amounts due to subsidiaries                  | 應付附屬公司款項         | 470                              | 916                              |
| <b>Total non-current liabilities</b>         | <b>非流動負債總額</b>   | <b>2,308</b>                     | 2,754                            |
| <b>NET ASSETS</b>                            | <b>資產淨值</b>      | <b>66,032</b>                    | 70,636                           |
| <b>EQUITY</b>                                | <b>權益</b>        |                                  |                                  |
| Share capital                                | 股本               | 120,826                          | 109,536                          |
| Reserves                                     | 儲備               | (54,794)                         | (38,900)                         |
| <b>TOTAL EQUITY</b>                          | <b>權益總額</b>      | <b>66,032</b>                    | 70,636                           |

The financial statements were approved and authorised for issue by the Board on 26 June 2017 and were signed on its behalf by:

財務報表已於二零一七年六月二十六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

**Shi Liangsheng**

石梁升

Director

董事



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

(continued)

### 38. 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 | Share option reserve | Convertible note equity reserve | Accumulated losses | Total    |
|--|------------------------|-----------------------|----------------------|---------------------------------|--------------------|----------|
|  |                        | 股份溢價賬                 | 購股權儲備                | 可換股票據權益儲備                       | 累積虧損               | 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      |
|  |                        |                       |                      | (note iv)                       |                    |          |
|  |                        |                       |                      | (附註iv)                          |                    |          |
| As at 1 April 2016                                   | 於二零一六年四月一日             | 378,628               | 611                  | —                               | (462,242)          | (83,003) |
| Loss and total comprehensive loss for the year       | 年內虧損及全面虧損總額            | —                     | —                    | —                               | (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 options                            | 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)  |
| As at 31 March 2016 and 1 April 2016                 | 於二零一六年三月三十一日及二零一六年四月一日 | 455,438               | 316                  | —                               | (494,654)          | (38,900) |
| Loss and total comprehensive loss for the year       | 年內虧損及全面虧損總額            | —                     | —                    | —                               | (40,054)           | (40,054) |
| Equity component of a Convertible Note               | 可換股票據權益部份              | —                     | —                    | 4,560                           | —                  | 4,560    |
| Deferred tax arising on issue of a Convertible Note  | 發行可換股票據產生之遞延稅項         | —                     | —                    | (752)                           | —                  | (752)    |
| Issue of share upon conversion of a Convertible Note | 於轉換可換股票據時發行股份          | 24,160                | —                    | (3,808)                         | —                  | 20,352   |
| As at 31 March 2017                                  | 於二零一七年三月三十一日           | 479,598               | 316                  | —                               | (534,708)          | (54,794) |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 38. 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 2017 and 2016, 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 consolidated 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.
- (iv) Convertible note equity reserve represented the equity component of the Convertible Note issued.

### 39. ACQUISITION OF SUBSIDIARIES

#### Sino Yao Shang Technology Limited

During the year ended 31 March 2017, Prosten Medical Investment Limited has entered into an agreement and a supplemental agreement to acquire 100% equity interest in Sino Yao Shang Technology Limited at a total consideration of approximately HK\$9,300,000. The acquisition has been completed on 30 August 2016. The aggregate consideration of approximately HK\$9,300,000 has been settled by cash.

Acquisition-related costs of approximately HK\$525,000 have been recognised as expenses in the year and included in the administrative expenses.

### 38. 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) 於二零一七年及二零一六年三月三十一日，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，詳情載於綜合財務報表附註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。
- (iv) 可換股票據權益儲備為發行之可換股票據之權益部分。

### 39. 收購附屬公司

#### 中國藥商科技有限公司

截至二零一七年三月三十一日止年度，長達醫學投資有限公司已訂立一項協議及一項補充協議，以收購中國藥商科技有限公司100%股本權益，總代價約為9,300,000港元。該收購事項已於二零一六年八月三十日完成。合共代價約9,300,000港元已以現金結算。

有關收購費用約525,000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 2017 二零一七年三月三十一日

### 39. ACQUISITION OF SUBSIDIARIES

(continued)

#### Sino Yao Shang Technology Limited (continued)

The net liabilities acquired in the transaction and the goodwill arising therefrom, are as follows:

### 39. 收購附屬公司 (續)

#### 中國藥商科技有限公司 (續)

於交易所收購負債淨值及其中產生之商譽如下所示：

|  |                             | Fair value<br>recognised<br>on acquisition<br>收購時確認之<br>公平價值<br>HK\$'000<br>千港元 |
|--|-----------------------------|---|
| Net liabilities acquired:  | 收購之負債淨值：                    |   |
| Property, plant and equipment (note 16)  | 物業、廠房及設備 (附註 16)            | 5,783   |
| Prepayments, deposits and other receivables  | 預付款項、訂金及其他應收款項              | 2,557   |
| Cash and cash equivalents  | 現金及現金等值物                    | 43  |
| Other payables   | 其他應付款項                      | (267)   |
| Amount due to a then shareholder   | 應付一名時任股東之款項                 | (12,290)  |
|  |                             | <hr/>   |
| Net liabilities acquired by the Group  | 本集團收購之負債淨值                  | (4,174)   |
| Add: Amount due to a then shareholder assigned to Prosten Medical Investment Limited | 加：轉讓予長達醫院投資有限公司之應付一名時任股東之款項 | 12,290  |
| Goodwill arising on acquisition (note 20)  | 收購產生之商譽 (附註 20)             | 1,184   |
|  |                             | <hr/>   |
| Total consideration  | 總代價                         | 9,300   |
|  |                             | <hr/>   |
| Satisfied by:  | 按以下方式支付：                    |   |
| Cash   | 現金                          | 9,300   |
|  |                             | <hr/>   |
| Net cash outflow arising on acquisition:   | 收購產生之現金流出淨額：                |   |
| Consideration paid in cash   | 以現金支付之代價                    | (9,300)   |
| Less: Cash and cash equivalents  | 減：現金及現金等值物                  | 43  |
|  |                             | <hr/>   |
|  |                             | (9,257)   |

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 Sino Yao Shang Technology Limited is attributable to the development on the segment of pharmaceutical and healthcare products.

收購中國藥商科技有限公司產生之商譽歸因於藥業及健康護理產品之開發。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 39. ACQUISITION OF SUBSIDIARIES

(continued)

#### Impact of acquisition on the results of the Group

Had the acquisition of Sino Yao Shang Technology Limited been effected as at 1 April 2016, the Group's revenue for the year ended 31 March 2017 would have been approximately HK\$30,255,000 and the consolidated loss for the year would have been approximately HK\$27,498,000. 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 1 April 2016, nor is it intended to be a projection of future results.

#### Mastery Jewellery Co. Limited

During the year ended 31 March 2016, Lighting Storm Holdings Limited 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 HK\$196,000 have been recognised as expenses in the year and included in the administrative expenses.

### 39. 收購附屬公司 (續)

#### 收購對本集團業績之影響

假設收購中國藥商科技有限公司於二零一六年四月一日生效，本集團於截至二零一七年三月三十一日止年度之收益及年度綜合虧損將分別約為30,255,000港元及約為27,498,000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四月一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。

#### 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 2017 二零一七年三月三十一日

### 39. 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<br>recognised<br>on acquisition<br>收購時確認之<br>公平價值<br>HK\$'000<br>千港元 |
|---|----------------|---|
| Net assets acquired:                      | 收購之負債淨值：       |   |
| Property, plant and equipment (note 16)   | 物業、廠房及設備（附註16） | 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 then related companies             | 應付當時相關公司之款項    | (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 (note 20) | 收購產生之商譽（附註20）  | 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 outflow arising on acquisition:  | 收購產生之現金流出淨額：   |   |
| 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 2017 二零一七年三月三十一日

### 39. ACQUISITION OF SUBSIDIARIES

(continued)

#### Impact of acquisition on the results of the Group

Had the acquisition of Mastery Jewellery Co. Limited been effected as at 1 April 2015, the Group's revenue for the year ended 31 March 2016 would have been approximately HK\$10,533,000 and the consolidated loss for the year would have been approximately 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 that had the acquisition been completed at 1 April 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 HK\$4,000 have been recognised as expenses in the year and included in the administrative expenses.

### 39. 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約為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四月一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 2017 二零一七年三月三十一日

### 39. ACQUISITION OF SUBSIDIARIES (continued)

#### Wing Tai Industrial Holdings Limited (continued)

The net liabilities acquired in the transaction and the goodwill arising therefrom, are as follows:

|   |               | Fair value<br>recognised<br>on acquisition<br>於收購時確認之<br>公平價值<br>HK\$'000<br>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 payable                               | 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 outflow arising on acquisition:  | 收購產生之現金流出淨額：  |  |
| 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.

### 39. 收購附屬公司(續)

#### Wing Tai Industrial Holdings Limited(續)

於交易內收購之負債淨值及產生之商譽如下：

|   |               | Fair value<br>recognised<br>on acquisition<br>於收購時確認之<br>公平價值<br>HK\$'000<br>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 payable                               | 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 outflow arising on acquisition:  | 收購產生之現金流出淨額：  |  |
| 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 2017 二零一七年三月三十一日

### 39. 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 as at 1 April 2015, the Group's revenue for the year ended 31 March 2016 would have been approximately HK\$10,050,000 and the consolidated loss for the year would have been approximately 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 1 April 2015, nor is it intended to be a projection of future results.

### 40. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

#### Acquisition of King Win Intelligent Technologies Limited ("King Win")

On 13 December 2016, the Group entered into a sale and purchase agreement to acquire 100% equity interest of King Win and shareholders' loans of HK\$11,378,000 in the subsidiary of King Win at a total consideration of HK\$10,600,000. King Win is engaged in property investment and its major asset is an investment property. The acquisition was completed on 13 January 2017.

### 39. 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約為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二零一五年四月一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。

### 40. 透過收購附屬公司收購資產

#### 收購King Win Intelligent Technologies Limited (「King Win」)

於二零一六年十二月十三日，本集團訂立買賣協議，收購King Win附屬公司全部King Win股本權益及11,378,000港元之股東貸款，總代價為10,600,000港元。King Win從事物業投資，而其主要資產為一項投資物業。該收購已於二零一七年一月十三日完成。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 40. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

(continued)

#### Acquisition of King Win Intelligent Technologies Limited (“King Win”) (continued)

The acquisition has been accounted for as an acquisition of asset during the year ended 31 March 2017. The effect of the acquisition is summarised as follows:

|  |                 | HK\$'000<br>千港元 |
|--|-----------------|-----------------|
| Net asset acquired:  | 所收購之資產淨值：       |                 |
| Investment property (note 17)                                | 投資物業 (附註 17)    | 3,601           |
| Prepayment, deposit and other receivable                     | 預付款項、訂金及其他應收款項  | 1,107           |
| Cash and cash equivalents                                    | 現金及現金等值物        | 5,892           |
| Amount due to a shareholder                                  | 應付一名股東之款項       | (11,378)        |
|  |                 | <hr/>           |
| Net liabilities acquired through acquisition of subsidiaries | 透過收購附屬公司收購之負債淨值 | (778)           |
|  |                 | <hr/>           |
| Add: Amount due to a shareholder assigned to the Group       | 加：轉讓予本集團之應付股東款項 | 11,378          |
|  |                 | <hr/>           |
| Total consideration  | 總代價             | 10,600          |
|  |                 | <hr/>           |
| Satisfied by:  | 按以下方式支付：        |                 |
| Cash   | 現金              | 10,600          |
|  |                 | <hr/>           |
| Net cash outflow arising on acquisition:                     | 收購產生之現金流出淨額：    |                 |
| Cash consideration   | 現金代價            | (10,600)        |
| Less: Cash and cash equivalents                              | 減：現金及現金等值物      | 5,892           |
|  |                 | <hr/>           |
|  |                 | (4,708)         |

There was no acquisition of assets through acquisition of subsidiaries during the year ended 31 March 2016.

### 41. DE-CONSOLIDATION OF SUBSIDIARIES

As mentioned in note 3 to the consolidated financial statements, the De-Consolidated Subsidiaries have been de-consolidated from the consolidated financial statements of the Group during the previous financial year ended 31 March 2016 since 1 January 2016.

### 40. 透過收購附屬公司收購資產 (續)

#### 收購 King Win Intelligent Technologies Limited (「King Win」) (續)

截至二零一七年三月三十一日止年度，該收購已入賬列作資產收購。該收購的影響概述如下：

|  |                 | HK\$'000<br>千港元 |
|--|-----------------|-----------------|
| Net asset acquired:  | 所收購之資產淨值：       |                 |
| Investment property (note 17)                                | 投資物業 (附註 17)    | 3,601           |
| Prepayment, deposit and other receivable                     | 預付款項、訂金及其他應收款項  | 1,107           |
| Cash and cash equivalents                                    | 現金及現金等值物        | 5,892           |
| Amount due to a shareholder                                  | 應付一名股東之款項       | (11,378)        |
|  |                 | <hr/>           |
| Net liabilities acquired through acquisition of subsidiaries | 透過收購附屬公司收購之負債淨值 | (778)           |
|  |                 | <hr/>           |
| Add: Amount due to a shareholder assigned to the Group       | 加：轉讓予本集團之應付股東款項 | 11,378          |
|  |                 | <hr/>           |
| Total consideration  | 總代價             | 10,600          |
|  |                 | <hr/>           |
| Satisfied by:  | 按以下方式支付：        |                 |
| Cash   | 現金              | 10,600          |
|  |                 | <hr/>           |
| Net cash outflow arising on acquisition:                     | 收購產生之現金流出淨額：    |                 |
| Cash consideration   | 現金代價            | (10,600)        |
| Less: Cash and cash equivalents                              | 減：現金及現金等值物      | 5,892           |
|  |                 | <hr/>           |
|  |                 | (4,708)         |

截至二零一六年三月三十一日止年度，並無透過收購附屬公司收購資產。

### 41. 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截至二零一六年三月三十一日止上一財政年度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 2017 二零一七年三月三十一日

### 41. DE-CONSOLIDATION OF SUBSIDIARIES (continued)

Details of the aggregate net liabilities of the above-mentioned subsidiaries are set out below:

### 41. 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：

|   | Immediate before<br>de-consolidation on<br>1 January 2016<br>緊接於二零一六年一月一日<br>取消綜合入賬前<br>(Unaudited)<br>(未經審核)<br>HK\$'000<br>千港元 |
|---|--|
| Net liabilities acquired:   |  |
| Property, plant and equipment   | 1,158  |
| Investment property   | 4,832  |
| Available-for-sale financial assets   | 399  |
| Amounts due from the Group  | 12,580   |
| Goodwill  | —  |
| Trade receivables   | 2,270  |
| Prepayments, deposits and other receivables   | 1,790  |
| Due from a then Director  | 33   |
| Cash and cash equivalents   | 1,773  |
| Trade payables  | (6,672)  |
| Amounts due to the Group  | (49,967)   |
| Other payables and accruals   | (6,076)  |
| Tax payables  | (3,218)  |
| Interest-bearing borrowing, secured   | (502)  |
| Deferred tax liabilities  | (302)  |
|   | (41,902)   |
| Net Liabilities   |  |
| Effect of written off of investment in De-Consolidated Subsidiaries and amounts due from De-Consolidated Subsidiaries | 52,544   |
| Foreign currency translation reserves   | (87)   |
| Net loss on De-consolidation of subsidiaries  | 10,555   |
| Analysis of net outflow of cash and cash equivalents arising from De-consolidation of subsidiaries                    | 1,773  |

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. Details were set up in Group's announcement dated 24 June 2016.

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 2017 二零一七年三月三十一日

### 42. PARTICULAR OF SUBSIDIARIES

### 42. 附屬公司詳情

#### General information of subsidiaries

Particulars of the Company's principal subsidiaries as at 31 March 2017 are as follows:

#### 附屬公司之一般資料

於二零一七年三月三十一日，本公司主要附屬公司之詳情如下：

| Name<br>名稱  | Place of<br>incorporation/<br>registration and<br>operations<br>註冊成立／註冊及<br>營運地點 | Nominal value<br>of issued<br>ordinary share/<br>registered capital<br>已發行普通股／<br>註冊資本之面值 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司應佔<br>權益百分比 | Principal activities<br>主要業務  |
|---|--|---|---|---|
|   |  |   | (2017 and 2016)<br>(二零一七年及<br>二零一六年)  |   |
| Prosten Development Limited<br>長達發展有限公司                 | British Virgin Islands<br>英屬處女群島   | USD1<br>1美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Lighting Storm Holdings Limited                         | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Meteor Storm Holdings Limited                           | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Meteor Investment (H.K.) Limited<br>星豫投資有限公司            | Hong Kong<br>香港  | HK\$10,000<br>10,000港元  | 100%, 100%  | Investment holding<br>投資控股  |
| Mastery Jewellery Co. Limited<br>至尊珠寶有限公司               | Hong Kong<br>香港  | HK\$10,000<br>10,000港元  | 100%, 100%  | Investment holding<br>投資控股  |
| 至尊彩虹鑽石(深圳)有限公司  | PRC/Mainland China<br>中國／中國內地  | HK\$22,809,770<br>22,809,770港元  | 100%, 100%  | The design, research<br>and development,<br>wholesale and retail of<br>jewellery and related<br>ancillary business<br>珠寶首飾的設計、<br>研發、批發、零售<br>及相關配套業務 |
| Prosten Medical Investment Limited<br>長達醫學投資有限公司        | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Prosten Medical Health Holdings Limited<br>長達醫學健康控股有限公司 | Hong Kong<br>香港  | HK\$10,000<br>10,000港元  | 100%, 100%  | Investment holding<br>投資控股  |
| Prosten E-Business Investment Limited<br>長達電子商務投資有限公司   | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 42. PARTICULAR OF SUBSIDIARIES

(continued)

### 42. 附屬公司詳情 (續)

#### General information of subsidiaries (continued)

#### 附屬公司之一般資料 (續)

| Name<br>名稱   | Place of<br>incorporation/<br>registration and<br>operations<br>註冊成立/註冊及<br>營運地點 | Nominal value<br>of issued<br>ordinary share/<br>registered capital<br>已發行普通股/<br>註冊資本之面值 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司應佔<br>權益百分比 | Principal activities<br>主要業務  |
|--|--|---|---|---|
|  |  |   | (2017 and 2016)<br>(二零一七年及<br>二零一六年)  |   |
| 茂名市長達藥業有限公司  | PRC/Mainland China<br>中國/中國內地  | RMB8,000,000<br>人民幣8,000,000元   | 100%, 100%  | Chinese herbal,<br>medicine cultivation<br>and breeding<br>栽種及培植中藥材 |
| Prosten Healthcare Finance &<br>Investment Limited<br>長達醫療金融投資有限公司 | Hong Kong<br>香港  | HK\$10,000<br>10,000港元  | 100%, 100%  | Investment holding<br>投資控股  |
| Wing Tai Industrial Holdings Limited                               | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Wing Tai Industrial Investment Limited<br>永泰實業投資有限公司               | Hong Kong<br>香港  | HK\$2<br>2港元  | 100%, 100%  | Investment holding<br>投資控股  |
| 深圳市奧輝移動網絡科技有限公司<br>(前稱：深圳市奧輝投資諮詢有限公司)                              | PRC/Mainland China<br>中國/中國內地  | HK\$1,000,000<br>1,000,000港元  | 100%, 100%  | Network and<br>data services<br>網絡及數據服務                             |
| SZ Enterprise Union Finance Limited<br>深企聯合小額貸款有限公司                | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000港元  | 100%, 100%  | Money lending<br>貸款   |
| Prosten Wealth Investment Limited                                  | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100%, 100%  | Investment holding<br>投資控股  |
| Sino Yao Shang Technology Limited<br>中國藥商科技有限公司                    | British Virgin Islands<br>英屬處女群島   | USD50,000<br>50,000美元   | 100% —  | Investment holding<br>投資控股  |
| Sino Traditional Chinese Medicine<br>Internet Ltd<br>中國中藥互聯網有限公司   | Hong Kong<br>香港  | HK\$10,000<br>10,000港元  | 100% —  | Investment holding<br>投資控股  |
| 深圳市漢盛堂科技有限公司   | PRC/Mainland China<br>中國/中國內地  | HK\$880,514<br>880,514港元  | 100% —  | Investment holding<br>投資控股  |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 42. PARTICULAR OF SUBSIDIARIES (continued)

### 42. 附屬公司詳情 (續)

#### General information of subsidiaries (continued)

#### 附屬公司之一般資料 (續)

| Name<br>名稱  | Place of<br>incorporation/<br>registration and<br>operations<br>註冊成立/註冊及<br>營運地點 | Nominal value<br>of issued<br>ordinary share/<br>registered capital<br>已發行普通股/<br>註冊資本之面值 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司應佔<br>權益百分比 | Principal activities<br>主要業務   |
|---|--|---|---|--|
|   |  |   | (2017 and 2016)<br>(二零一七年及<br>二零一六年)  |  |
| 廣東長達醫藥有限公司<br>(前稱遂溪縣健利藥業有限公司)                                   | PRC/Mainland China<br>中國/中國內地  | RMB1,200,000<br>人民幣 1,200,000 元   | 100%  | — Distribution and retailing<br>of chinese herbal<br>medicine and drugs<br>批發及零售中藥材及<br>成藥投資控股               |
| King Win Intelligent Technologies<br>Limited                    | British Virgin Islands<br>英屬處女群島   | USD1<br>1 美元  | 100%  | — Investment holding<br>投資控股   |
| King Win Intelligent Technologies (HK)<br>Limited<br>嘉健高端技術有限公司 | Hong Kong<br>香港  | HK\$10,000<br>10,000 港元   | 100%  | — Investment holding<br>投資控股   |
| 嘉興嘉健智能技術有限公司  | PRC/Mainland China<br>中國/中國內地  | US\$1,344,730<br>1,344,730 美元   | 100%  | — Internet artificial<br>intelligence research,<br>management and<br>consultancy<br>網絡智能化系統技術的<br>研發、管理及諮詢服務 |
| 茂名市電白區長達種養殖專業合作社  | PRC/Mainland China<br>中國/中國內地  | RMB1,000,000<br>人民幣 1,000,000 元   | 70%   | — Chinese herbal<br>medicine cultivation and<br>breeding<br>栽種及培植中藥材   |
| Prosten (BVI) Limited   | British Virgin Islands/<br>Hong Kong<br>英屬處女群島/香港                                | US\$21,025<br>21,025 美元   | 100%  | 100% Investment holding<br>投資控股  |
| Prosten Technology Co. Limited<br>長達科技有限公司                      | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000 港元   | 100%  | 100% Investment holding<br>投資控股  |
| Prolink Technology Limited<br>致訊科技有限公司                          | Hong Kong<br>香港  | HK\$5<br>5 港元   | 100%  | 100% Investment holding<br>投資控股  |
| Worldly Limited<br>和益利有限公司                                      | Hong Kong<br>香港  | HK\$10,000<br>10,000 港元   | 100%  | 100% Investment holding<br>投資控股  |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 42. PARTICULAR OF SUBSIDIARIES

(continued)

#### General information of subsidiaries (continued)

| Name<br>名稱   | Place of<br>incorporation/<br>registration and<br>operations<br>註冊成立／註冊及<br>營運地點 | Nominal value<br>of issued<br>ordinary share/<br>registered capital<br>已發行普通股／<br>註冊資本之面值 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司應佔<br>權益百分比 | Principal activities<br>主要業務  |
|--|--|---|---|---|
|  |  |   | (2017 and 2016)<br>(二零一七年及<br>二零一六年)  |   |
| Welltop Investment Limited<br>威旺投資有限公司                       | Hong Kong<br>香港  | HK\$1,000<br>1,000港元  | 100% 100%   | Investment holding<br>投資控股  |
| Beijing Xin Tong Le Sou Technology Co Ltd.*<br>北京信通樂搜科技有限公司* | PRC/Mainland China<br>中國／中國內地  | RMB1,000,000<br>人民幣1,000,000元   | 100% 100%   | Provision of wireless<br>mobile value-added<br>services<br>提供無線移動增值服務 |

\* Registered as a wholly-foreign-owned enterprises under the PRC Law.

As at 31 March 2017, except for Prosten (BVI) Limited and Prosten Development Limited, all other subsidiaries are indirectly held by the Company.

As at 31 March 2016, except for Prosten (BVI) Limited, Lighting Storm Holdings Limited, Meteor 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 were indirectly held by the Company.

The directors of the Company made an assessment as at the end of the reporting period that there is no subsidiary that has non-controlling interest individually that is material to the Group and therefore no information is disclosed for these non-wholly owned subsidiaries.

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.

### 42. 附屬公司詳情 (續)

#### 附屬公司之一般資料 (續)

| Name<br>名稱   | Place of<br>incorporation/<br>registration and<br>operations<br>註冊成立／註冊及<br>營運地點 | Nominal value<br>of issued<br>ordinary share/<br>registered capital<br>已發行普通股／<br>註冊資本之面值 | Percentage<br>of equity<br>attributable to<br>the Company<br>本公司應佔<br>權益百分比 | Principal activities<br>主要業務  |
|--|--|---|---|---|
|  |  |   | (2017 and 2016)<br>(二零一七年及<br>二零一六年)  |   |
| Welltop Investment Limited<br>威旺投資有限公司                       | Hong Kong<br>香港  | HK\$1,000<br>1,000港元  | 100% 100%   | Investment holding<br>投資控股  |
| Beijing Xin Tong Le Sou Technology Co Ltd.*<br>北京信通樂搜科技有限公司* | PRC/Mainland China<br>中國／中國內地  | RMB1,000,000<br>人民幣1,000,000元   | 100% 100%   | Provision of wireless<br>mobile value-added<br>services<br>提供無線移動增值服務 |

\* 根據中國法律註冊之外商獨資企業。

於二零一七年三月三十一日，除 Prosten (BVI) Limited 及長達發展有限公司外，所有其他附屬公司均由本公司間接持有。

於二零一六年三月三十一日，除 Prosten (BVI) Limited、Lighting Storm Holdings Limited、Meteor 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。

於報告期末，本公司董事已進行評估，概無附屬公司個別擁有對本集團而言屬重大的非控股權益，故並無披露該等非全資附屬公司之資料。

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 2017 二零一七年三月三十一日

### 43. 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 four years (2016: 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:

|   |                    | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Land and buildings:                     | 土地及樓宇：             |                                  |                                  |
| Within one year                         | 一年內                | 4,965                            | 3,457                            |
| In the second to fifth years, inclusive | 第二至第五年<br>(包括首尾兩年) | 8,851                            | 11,592                           |
|   |                    | <b>13,816</b>                    | 15,049                           |

#### (b) Capital commitments

The Group's capital commitments at the end of the reporting period are as follows:

|   |                    | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Contracted but not provided for:                                  | 已訂約但未撥備：           |                                  |                                  |
| Unpaid balance of capital contribution to subsidiaries in the PRC | 向中國附屬公司<br>注資之未付結餘 | 12,105                           | —                                |
| Development expenditure of investment property                    | 投資物業之發展開支          | 9,295                            | —                                |

### 43. 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四年不等（二零一六年：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：

#### (b) 資本承擔

本集團於報告期末之資本承擔如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 44. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

|   | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|----------------------------------|----------------------------------|
| Sales of products to an associate 向一間聯營公司銷售產品 | 4,539                            | —                                |

The Directors are of the opinion that the above transactions with related parties were conducted in the usual course of business and agreed between parties.

- (b) Details of compensation of key management personnel of the Group are included in notes 12 and 13 to the consolidated financial statements which do not constitute connected transactions or continuing connected transactions under the GEM Listing Rules.

### 44. 有關連人士交易

- (a) 除綜合財務報表其他部分披露之該等關連人士交易及結餘外，本集團於本年度曾與其關連人士進行以下交易：

董事認為上述與關連人士之交易乃於一般業務過程中進行，並已經由雙方協定。

- (b) 有關本集團主要管理人員之報酬詳情載於綜合財務報表附註12及13，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 2017 二零一七年三月三十一日

### 45. 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

|   |                             | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|-----------------------------|----------------------------------|----------------------------------|
| <b>Loans and receivables:</b>   | <b>貸款及應收款項：</b>             |                                  |                                  |
| Trade receivables (note 24)   | 應收賬款（附註24）                  | <b>37,186</b>                    | 26,862                           |
| Financial assets included in deposits and other receivables (note 25) | 計入訂金及其他應收款項之金融資產（附註25）      | <b>3,975</b>                     | 3,727                            |
| Due from related companies  | 應收相關公司之款項                   | <b>34</b>                        | —                                |
| Cash and cash equivalents (note 28)                                   | 現金及現金等值物（附註28）              | <b>8,738</b>                     | 28,761                           |
|   |                             | <b>49,933</b>                    | 59,350                           |
| <b>Financial assets at fair value through profit or loss:</b>         | <b>按公平價值列賬及在損益賬處理之金融資產：</b> |                                  |                                  |
| Financial assets at fair value through profit or loss (note 26)       | 按公平價值列賬在損益賬處理之金融資產（附註26）    | <b>600</b>                       | —                                |
|   |                             | <b>600</b>                       | —                                |
| <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）              | <b>16,583</b>                    | 22,179                           |
|   |                             | <b>16,583</b>                    | 22,179                           |
|   |                             | <b>67,116</b>                    | 81,529                           |

### 45. 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

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### 45. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

#### Financial liabilities

|  |                           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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 29)   | 應付賬款 (附註29)               | <b>3,859</b>                     | 2,703                            |
| Financial liabilities included in other payables and accruals (note 30)        | 計入其他應付款項及應計款項之金融負債 (附註30) | <b>5,882</b>                     | 8,336                            |
| Financial liabilities included in due to an ultimate holding company (note 32) | 計入應付最終控股公司之金融負債 (附註32)    | <b>142</b>                       | 142                              |
| Due to a then non-executive director (note 31)                                 | 應付一名時任非執行董事之款項 (附註31)     | <b>668</b>                       | 5,425                            |
| Due to De-Consolidated Subsidiaries (note 32)                                  | 應付取消綜合入賬附屬公司之款項 (附註32)    | <b>18,322</b>                    | 15,300                           |
|  |                           | <b>28,873</b>                    | 31,906                           |

### 45. 按類別劃分之金融工具 (續)

#### 金融負債

|  |                           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>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 29)   | 應付賬款 (附註29)               | <b>3,859</b>                     | 2,703                            |
| Financial liabilities included in other payables and accruals (note 30)        | 計入其他應付款項及應計款項之金融負債 (附註30) | <b>5,882</b>                     | 8,336                            |
| Financial liabilities included in due to an ultimate holding company (note 32) | 計入應付最終控股公司之金融負債 (附註32)    | <b>142</b>                       | 142                              |
| Due to a then non-executive director (note 31)                                 | 應付一名時任非執行董事之款項 (附註31)     | <b>668</b>                       | 5,425                            |
| Due to De-Consolidated Subsidiaries (note 32)                                  | 應付取消綜合入賬附屬公司之款項 (附註32)    | <b>18,322</b>                    | 15,300                           |
|  |                           | <b>28,873</b>                    | 31,906                           |

### 46. 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 except for the available-for-sale financial assets.

For fair value of biological assets, please refer to note 23 to the consolidated financial statements.

As at 31 March 2017, 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.

### 46. 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（可供出售金融資產除外）在短期內到期。

請參閱綜合財務報表附註23瞭解生物資產之公平價值。

於二零一七年三月三十一日，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，披露於下文。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### 46. 金融工具之公平價值及公平價值等級架構 (續)

| Financial assets<br>金融資產   | Fair value at<br>31 March 2017<br>於二零一七年<br>三月三十一日之<br>公平價值 | Fair value at<br>31 March 2016<br>於二零一六年<br>三月三十一日之<br>公平價值 | Fair value<br>hierarchy<br>公平價值<br>等級架構 | Valuation technique(s)<br>and key inputs<br>估值技術及主要輸入值   | Significant<br>unobservable inputs<br>重大不可觀察輸入值   |
|--|---|---|---|--|---|
| Financial assets<br>at fair value<br>through profit<br>or loss (note 26)<br>— Equity securities<br>listed in PRC<br>按公平價值列賬<br>及在損益賬<br>處理之金融資產<br>(附註 26)<br>— 於中國上市之<br>權益證券 | 600   | —   | Level 1<br>第一層                          | Quoted bid prices in<br>an active market<br>於活躍市場所報之買入價  | N/A<br>不適用  |
| Available-for-sale<br>financial assets<br>(note 19)<br>可供出售金融資產<br>(附註 19)   | 16,583  | 21,760  | Level 2<br>第二層                          | Market based approach<br>Key inputs:<br>price of each<br>similar companies<br>or interest in companies<br>市場法主要輸入值：<br>各可資比較公司之<br>價格及於公司之權益 | Prices used are<br>derived from a multiple<br>of price to earnings,<br>prices to revenues and<br>price to book<br>所使用的價格來自多項<br>市盈率、價格對收益<br>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).

There were no transfers of fair value measurements between level 1 and level 2 and no transfers into or out of Level 3 during the years ended 31 March 2017 and 2016.

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。

於截至二零一七年及二零一六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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The major financial instruments of the Group included trade receivables, certain deposits and other receivables, due from related companies, cash and bank equivalents, available-for-sale financial assets, trade payables and certain other payables and accruals. The Group have various other financial assets and liabilities such as amounts due to an ultimate holding company, a then non-executive director, financial assets at fair value through profit or loss and De-Consolidated Subsidiaries.

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 2017 and 2016.

### 47. 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、應收相關公司之款項、現金及銀行等值物、可供出售金融資產、應付賬款及若干其他應付款項及應計款項。本集團擁有其他各種金融資產及負債，如應付一間最終控股公司、一名時任非執行董事之款項、按公平價值列賬及在損益賬處理之金融資產及應付取消綜合入賬附屬公司之款項。

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。於截至二零一七年及二零一六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 2017 二零一七年三月三十一日

### 47. 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\$552,000 (2016: HK\$400,000).

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 24 to the consolidated financial statements. Save as those disclosed in note 24 to the consolidated 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.

### 47. 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552,000港元（二零一六年：400,000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綜合財務報表附註24披露。除綜合財務報表附註24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 2017 二零一七年三月三十一日

### 47. 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:

### 47. 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<br>按要求或少於十二個月支付的未折現現金流量總額<br>2017<br>二零一七年<br>HK\$'000<br>千港元 | Total carrying amount<br>賬面值總額<br>2017<br>二零一七年<br>HK\$'000<br>千港元 | Total undiscounted cash flows on demand or less than 12 months<br>按要求或少於十二個月支付的未折現現金流量總額<br>2016<br>二零一六年<br>HK\$'000<br>千港元 | Total carrying amount<br>賬面值總額<br>2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---|--------------------------|--|--|--|--|
| Trade payables (note 29)  | 應付賬款(附註29)               | 3,859  | 3,859  | 2,703  | 2,703  |
| Financial liabilities included in other payables and accruals (note 30) | 計入其他應付款項及應計款項之金融負債(附註30) | 5,882  | 5,882  | 8,336  | 8,336  |
| Due to a then non-executive director (note 31)                          | 應付一名時任非執行董事之款項(附註31)     | 668  | 668  | 5,425  | 5,425  |
| Due to an ultimate holding company (note 32)                            | 應付最終控股公司款項(附註32)         | 142  | 142  | 142  | 142  |
| Due to De-Consolidated Subsidiaries (note 32)                           | 應付取消綜合入賬附屬公司之款項(附註32)    | 18,322   | 18,322   | 15,300   | 15,300   |
|   |                          | <b>28,873</b>  | <b>28,873</b>  | 31,906   | 31,906   |

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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 47. 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.

As at 31 March 2017 and 2016, 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 operates in Hong Kong and the PRC and majority of transactions are denominated in Hong Kong dollar, United States Dollar ("US\$") and RMB. Foreign exchange risk arises from trading transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign exchange risk in respect of Hong Kong dollar against the US\$ as long as this currency is pegged.

The transactions and monetary assets and liabilities denominated in RMB outside the PRC are minimal, the directors of the Company consider that there is no significant foreign exchange risk in respect of RMB.

The Group has no significant exposure to foreign exchange rate fluctuations.

### 47. 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。

於二零一七年及二零一六年三月三十一日，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

本集團在香港及中國經營業務，且大部分交易乃以港元、美元（「美元」）及人民幣計值。外匯風險主要來自買賣交易、已確認資產及負債以本集團功能貨幣以外之其他貨幣計值而產生。

本集團並無就港元兌美元面臨外匯風險，因該兩種貨幣掛鉤。

中國境外以人民幣計值之交易及貨幣資產及負債甚微，本公司董事認為並無有關人民幣之重大外匯風險。

本集團概無重大外匯匯率波動風險。

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## 綜合財務報表附註

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### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### (e) Agricultural activities

Details of certain risks arising from regulatory and environmental, supply and demand and climate are disclosed in note 23 to the consolidated financial statements.

### 48. 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 each of the years ended 31 March 2017 and 2016.

The Group is not subject to any externally imposed capital requirements.

#### Gearing ratio

The Directors review the capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 47. 財務風險管理目標及 政策 (續)

#### (e) 農業活動

監管及環境、供求以及氣候方面所引致之若干風險詳情於綜合財務報表附註23內披露。

### 48. 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。截至二零一七年及二零一六年三月三十一日止年度各年，資本管理之目標、政策或流程並無變動。

本集團毋須遵守任何外界資本規定。

#### 資本與負債比率

董事定期檢討資本架構。為配合此次檢討，董事將資金成本及與各資本類別有關之風險納入考慮。基於董事之推薦意見，本集團將透過派付股息、發行新股及股份回購以及發行新債或贖回現有債務平衡其整體資本架構。



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## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 48. CAPITAL MANAGEMENT (continued)

#### Gearing ratio (continued)

The gearing ratio at the end of the reporting period was as follows:

|                           |           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|---------------------------|-----------|----------------------------------|----------------------------------|
| Debts (note a)            | 債務(附註a)   | 19,132                           | 20,867                           |
| Cash and cash equivalents | 現金及現金等值物  | (8,738)                          | (28,761)                         |
| Net debt/(asset)          | 債務/(資產)淨額 | 10,394                           | (7,894)                          |
| Equity (note b)           | 權益(附註b)   | 74,691                           | 70,954                           |
| Net debt to equity ratio  | 債務淨額對權益比率 | 13.92%                           | Net Cash Position<br>淨現金流狀況      |

Notes:

- (a) Debts comprises due to a then non-executive director, due to an ultimate holding company and due to De-Consolidated Subsidiaries.
- (b) Equity includes all capital and reserves attributable to owners of the Company.

### 49. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 March 2017 and 2016.

### 48. 資本管理 (續)

#### 資本與負債比率 (續)

於報告期末之資本與負債比率如下：

|           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2016<br>二零一六年<br>HK\$'000<br>千港元 |
|-----------|----------------------------------|----------------------------------|
| 債務(附註a)   | 19,132                           | 20,867                           |
| 現金及現金等值物  | (8,738)                          | (28,761)                         |
| 債務/(資產)淨額 | 10,394                           | (7,894)                          |
| 權益(附註b)   | 74,691                           | 70,954                           |
| 債務淨額對權益比率 | 13.92%                           | Net Cash Position<br>淨現金流狀況      |

附註：

- (a) 債務包括應付一名時任非執行董事之款項、應付一間最終控股公司之款項及應付取消綜合入賬附屬公司之款項。
- (b) 權益包括歸屬於本公司擁有人之全部資本及儲備。

### 49. 或然負債

於二零一七年及二零一六年三月三十一日，本集團並無重大或然負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

31 March 2017 二零一七年三月三十一日

### 50. EVENTS AFTER REPORTING PERIOD

#### (a) Extension of loan

On 8 May 2017, SZ Enterprise Union Finance Limited, a wholly owned subsidiary of the Company, and independent third party entered in a loan extension agreement, which SZ Enterprise Union Finance Limited has agreed to extend final repayment date of the loan in the amount of HK\$13,000,000 for five months from 8 May 2017 to 8 October 2017. For details, please refer to the Company's announcement dated 8 May 2017.

#### (b) Provision of loan

On 2 June 2017, SZ Enterprise Union Finance Limited and independent third party entered in a loan agreement, pursuant to 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. The term of the loan is eight months from the drawdown date with interest rate of 12% per annum. For details, please refer to the Company's announcement dated 2 June 2017.

#### (c) Disposal of subsidiaries

On 2 June 2017, the Company entered into a disposal agreement with an independent third party, pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to acquire the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan), which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries, at the consideration of HK\$4,600,000. The Disposal was completed on 5 June 2017. For details, please refer to the Company's announcement dated 2 June 2017.

### 51. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 26 June 2017.

### 50. 報告期後事項

#### (a) 延長貸款

於二零一七年五月八日，本公司之全資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延長協議，據此，深企聯合小額貸款有限公司已同意將金額為13,000,000港元之貸款之最後還款日期從二零一七年五月八日延長五個月至二零一七年十月八日。詳情請參閱本公司日期為二零一七年五月八日之公告。

#### (b) 提供貸款

於二零一七年六月二日，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一筆本金額為6,000,000港元之定期貸款。該筆貸款之期限為自提款日期起計八個月，年利率為12%。詳情請參閱本公司日期為二零一七年六月二日之公告。

#### (c) 出售附屬公司

於二零一七年六月二日，本公司與一名獨立第三方訂立一份出售協議，據此，本公司有條件同意出售而買方有條件同意收購Prosten (BVI) Limited之全部已發行股本（連同相關股東貸款），代價為4,600,000港元，Prosten (BVI) Limited 間接持有取消綜合入賬附屬公司之全部已發行股本。出售已於二零一七年六月五日完成。詳情請參閱本公司日期為二零一七年六月二日之公告。

### 51. 綜合財務報表之核准

財務報表於二零一七年六月二十六日獲董事會批准及授權發佈。





**PROSTEN HEALTH HOLDINGS LIMITED**

Unit 905, 9/F, Star House  
3 Salisbury Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

**長達健康控股有限公司**

香港九龍尖沙咀梳士巴利道3號  
星光行9樓905室

**[www.prosten.com](http://www.prosten.com)**