



**China Brilliant Global Limited**

**朗華國際集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8026

# New Era



**Annual Report 2018 年報**



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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Zhang Chunhua (*Chairman*, appointed on 12 February 2018)

Ms. Chung, Elizabeth Ching Yee (*Chief Executive Officer*, appointed on 18 May 2018)

Ms. Zhang Chunping (appointed on 12 February 2018)

Mr. Shi Liangsheng (resigned on 12 February 2018)

Mr. Han Jun (resigned on 12 February 2018)

Mr. Wen Xingcheng (appointed on 3 April 2017 and resigned on 1 September 2017)

### NON-EXECUTIVE DIRECTORS

Mr. Xu Zhigang (redesignated from *Chairman* and *executive director* with effect from 12 February 2018)

Mr. Chen Weixi (resigned on 12 February 2018)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)

Mr. Kwan Chi Hong (appointed on 12 February 2018)

Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)

Mr. Lam Kwok Cheong (resigned on 12 February 2018)

Mr. Xu Xiaoping (resigned on 12 February 2018)

Mr. Poon Yan Wai (resigned on 12 February 2018)

### COMPANY SECRETARIES

Mr. Chan Koon Fat (appointed on 12 February 2018)

Ms. Wu Weilan (resigned on 12 February 2018)

### COMPLIANCE OFFICER

Mr. Xu Zhigang

### 執行董事

張春華先生（主席，於二零一八年二月十二日獲委任）

鍾靜儀女士（首席執行官，於二零一八年五月十八日獲委任）

張春萍女士（於二零一八年二月十二日獲委任）

石梁升先生（於二零一八年二月十二日辭任）

韓軍先生（於二零一八年二月十二日辭任）

溫興程先生（於二零一七年四月三日獲委任並於二零一七年九月一日辭任）

### 非執行董事

徐志剛先生（由主席及執行董事調任，自二零一八年二月十二日起生效）

陳煒熙先生（於二零一八年二月十二日辭任）

### 獨立非執行董事

陳美恩女士（於二零一八年二月十二日獲委任）

關志康先生（於二零一八年二月十二日獲委任）

李筠翎女士（於二零一八年二月十二日獲委任）

林國昌先生（於二零一八年二月十二日辭任）

徐小平先生（於二零一八年二月十二日辭任）

潘仁偉先生（於二零一八年二月十二日辭任）

### 公司秘書

陳觀發先生（於二零一八年二月十二日獲委任）

吳瑋瀾女士（於二零一八年二月十二日辭任）

### 監察主任

徐志剛先生

# CORPORATE INFORMATION

## 公司資料

### AUDIT COMMITTEE

Ms. Chan Mei Yan Hidy (*Committee Chairman*, appointed on 12 February 2018)  
Mr. Kwan Chi Hong (appointed on 12 February 2018)  
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
Mr. Poon Yan Wai (resigned on 12 February 2018)  
Mr. Chen Weixi (resigned on 12 February 2018)  
Mr. Xu Xiaoping (resigned on 12 February 2018)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)

### REMUNERATION COMMITTEE

Mr. Kwan Chi Hong (*Committee Chairman*, appointed on 12 February 2018)  
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)  
Ms. Zhang Chunping (appointed on 12 February 2018 and ceased be member on 18 May 2018)  
Mr. Xu Xiaoping (resigned on 12 February 2018)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
Mr. Xu Zhigang (ceased be member on 12 February 2018)

### NOMINATION COMMITTEE

Ms. Lee Kwun Ling, May Jean (*Committee Chairman*, appointed on 12 February 2018)  
Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)  
Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)  
Ms. Zhang Chunping (appointed on 12 February 2018 until 18 May 2018)  
Mr. Xu Zhigang (ceased be *committee chairman* and member on 12 February 2018)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
Mr. Xu Xiaoping (resigned on 12 February 2018)

### AUTHORISED REPRESENTATIVES

Mr. Xu Zhigang  
Mr. Chan Koon Fat (appointed on 12 February 2018)  
Ms. Wu Weilan (resigned on 12 February 2018)

### 審核委員會

陳美恩女士 (*委員會主席*，於二零一八年二月十二日獲委任)  
關志康先生 (於二零一八年二月十二日獲委任)  
李筠翎女士 (於二零一八年二月十二日獲委任)  
潘仁偉先生 (於二零一八年二月十二日辭任)  
陳煒熙先生 (於二零一八年二月十二日辭任)  
徐小平先生 (於二零一八年二月十二日辭任)  
林國昌先生 (於二零一八年二月十二日辭任)

### 薪酬委員會

關志康先生 (*委員會主席*，於二零一八年二月十二日獲委任)  
李筠翎女士 (於二零一八年二月十二日獲委任)  
鍾靜儀女士 (於二零一八年五月十八日獲委任)  
張春萍女士 (於二零一八年二月十二日獲委任並於二零一八年五月十八日不再為成員)  
徐小平先生 (於二零一八年二月十二日辭任)  
林國昌先生 (於二零一八年二月十二日辭任)  
徐志剛先生 (於二零一八年二月十二日不再為成員)

### 提名委員會

李筠翎女士 (*委員會主席*，於二零一八年二月十二日獲委任)  
陳美恩女士 (於二零一八年二月十二日獲委任)  
鍾靜儀女士 (於二零一八年五月十八日獲委任)  
張春萍女士 (於二零一八年二月十二日獲委任直至二零一八年五月十八日止)  
徐志剛先生 (於二零一八年二月十二日不再為*委員會主席*及成員)  
林國昌先生 (於二零一八年二月十二日辭任)  
徐小平先生 (於二零一八年二月十二日辭任)

### 授權代表

徐志剛先生  
陳觀發先生 (於二零一八年二月十二日獲委任)  
吳瑋瀾女士 (於二零一八年二月十二日辭任)

# CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

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

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 715, Star House  
3 Salisbury Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

### INDEPENDENT AUDITOR

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

### 註冊辦事處

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

### 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715室

### 獨立核數師

國衛會計師事務所有限公司  
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

## **CORPORATE INFORMATION**

### **公司資料**

#### **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

#### **PRINCIPAL BANKERS**

China CITIC Bank International Limited  
61-65 Des Voeux Road Central,  
Hong Kong

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

#### **COMPANY WEBSITE**

[www.cbg.com.hk](http://www.cbg.com.hk)

#### **STOCK CODE**

8026

#### **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

#### **主要往來銀行**

中信銀行（國際）有限公司  
香港  
德輔道中61-65號

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**

[www.cbg.com.hk](http://www.cbg.com.hk)

#### **股份代號**

8026

# CHAIRMAN'S STATEMENT

## 主席報告

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 2018.

On 28 November 2017, the former substantial shareholders of the Company (the “Vendors”), had entered into the sales and purchase agreement (the “S&P Agreement”) with Brilliant Chapter Limited (“Brilliant Chapter”), a company incorporated in the Republic of Seychelles. According to the S&P Agreement, Brilliant Chapter has conditionally agreed to acquire and the Vendors have conditionally agreed to sell their existing issued shares of the Company. After completion of the S&P Agreement, Brilliant Chapter became the Company’s controlling shareholder.

We expect the arrival of the new shareholder to further strengthen our widely-recognized market development advantages, while at the same time lifting our standards of internal governance and helping us achieve higher levels of efficiency across our operations. The new shareholder’s experience will enable us to ride on future opportunities arising in China and overseas markets. The Group was officially renamed to “China Brilliant Global Limited” on 31 May 2018, opening a new chapter in the history of the Group’s development.

During the year, the Group continued to diversify its revenue segments 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 generic business development contributed the vast majority of income to the Group. As a result, the Group’s revenue for the year ended 31 March 2018 amounted to approximately HK\$64,739,000, representing an increase of approximately 114% from approximately HK\$30,255,000 for the year ended 31 March 2017.

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」）截至二零一八年三月三十一日止財政年度之年報。

於二零一七年十一月二十八日，本公司之前主要股東（「賣方」）與Brilliant Chapter Limited（「Brilliant Chapter」，為一間於塞席爾共和國註冊成立的公司）訂立買賣協議（「買賣協議」）。根據買賣協議，Brilliant Chapter已有條件同意收購及賣方已有條件同意出售彼等現有之本公司已發行股份。買賣協議完成後，Brilliant Chapter成為本公司之控股股東。

我們期望新股東的出現可進一步增強我們廣受認可的市場發展優勢，同時提高內部管治之標準及協助我們整體營運獲得更高效率。新股東之經驗可協助我們把握於中國及海外市場興起之未來機遇。本集團於二零一八年五月三十一日正式重命名為「朗華國際集團有限公司」，為本集團之發展歷史揭開新篇章。

年內，本集團持續多元化其收益分部至珠寶買賣及零售、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一般業務之發展為本集團帶來主要收入。因此，本集團截至二零一八年三月三十一日止年度之收益約為64,739,000港元，較截至二零一七年三月三十一日止年度之約30,255,000港元增加約114%。

# CHAIRMAN'S STATEMENT

## 主席報告

Since 1 January 2016, the Company was unable to govern Wireless value-added services business ("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 for the year ended 31 March 2017. On 2 June 2017, the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders' loans) which indirectly held the entire issued share capital of the De-consolidated Subsidiaries. The profit from discontinued operations for the year is HK\$41,770,000 compared to the loss in amounting to HK\$2,207,000 for the year ended 31 March 2017.

Looking forward, the Group will steadily develop its existing businesses, while seeking attractive investment opportunities to pursue expansion of its income streams and 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.

In a year of change, I would like to offer my thankfulness to those who have supported our strategies and worked along with our Group. In particular, the management team and staff have wholeheartedly devoted themselves to the growth of the Group, while not compromising our reputation for quality and reliability across our businesses. Special thanks are due to our business partners and Shareholders for their loyal support throughout years. We believe that by virtue of our Group's excellent working team, who always acts in the best interests of the Shareholders as a whole, we will be able to achieve ongoing enhancement of our corporate value.

**Mr. Zhang Chunhua**

*Chairman*

Hong Kong

26 June 2018

自二零一六年一月一日起，本公司無法管理無線增值服務業務（「取消綜合入賬附屬公司」），並喪失對該等附屬公司之控制權，本集團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截至二零一七年三月三十一日止年度之綜合財務報表綜合入賬。於二零一七年六月二日，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），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。同比截至二零一七年三月三十一日止年度之虧損2,207,000港元，年內來自已終止經營業務之溢利為41,770,000港元。

展望未來，本集團將穩步發展其現有業務，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。

於此充滿變化的一年，本人謹藉此機會感謝支持我們的策略及與本集團攜手合作的人士。特別是，全心全意推動本集團的增長之管理團隊及員工，同時致力維持我們各業務的高質素及可靠聲譽。我們就業務夥伴及股東多年來的忠誠支持向彼等致以特別衷心的感謝。我們深信，憑藉本集團出眾的工作團隊，時刻以股東整體利益為重，我們將能不斷提升企業價值。

*主席*

**張春華先生**

香港

二零一八年六月二十六日



# 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 jewellery trading and retailing, lending business as well as pharmaceutical and healthcare products business. The growth in the jewellery trading and retailing and lending business, together with the development of these businesses has compensated the disposal of revenue from wireless value-added services (“WVAS”).

As a result, the Group’s revenue for the year ended 31 March 2018 amounted to approximately HK\$64,739,000, representing an increase of approximately 114% from approximately HK\$30,255,000 for the year ended 31 March 2017.

#### 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 jewellery trading and retailing, cost of sales of the Group increased from approximately HK\$23,690,000 for the year ended 31 March 2017 to approximately HK\$56,478,000 for the year ended 31 March 2018, representing an increase of approximately 138%. As the gold jewellery wholesale contributed a significant part of the revenue, which had a lower gross profit margin, the overall gross profit margin decreased from approximately 22% to 13% in current year.

#### Other income and gains

Other income and gains during the year amounted to approximately HK\$92,000, which was decreased by approximately HK\$207,000 as compared with that of 2017 (2017: HK\$299,000). The decrease was mainly attributable to the reduction in sundry income.

#### Selling expenses

The Group’s selling expenses were approximately HK\$3,460,000 for the year ended 31 March 2018 and were in line with that for the year ended 31 March 2017 of approximately HK\$3,569,000.

### 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出售。

因此，本集團截至二零一八年三月三十一日止年度之收益約為64,739,000港元，較截至二零一七年三月三十一日止年度之約30,255,000港元增加約114%。

#### 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二零一七年三月三十一日止年度之約23,690,000港元增加至截至二零一八年三月三十一日止年度之約56,478,000港元，增加約138%。由於毛利率較低之黃金飾品批發佔收益之大部分，故本年度整體毛利率由約22%下降至13%。

#### 其他收入及收益

年內，其他收入及收益約為92,000港元，較二零一七年減少約207,000港元（二零一七年：299,000港元）。該減少乃主要由於雜項收入減少所致。

#### 銷售開支

截至二零一八年三月三十一日止年度，本集團之銷售開支約為3,460,000港元，與截至二零一七年三月三十一日止年度之約3,569,000港元相若。

# 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 decrease of approximately HK\$1,315,000 from approximately HK\$24,618,000 for the year ended 31 March 2017 to approximately HK\$23,303,000 for the year ended 31 March 2018 which was mainly due to decrease in legal and professional fee and rental expenses, and the effect of which was partially offset by increase in administrative expense from the Jewelry Business and the Pharmaceutical Business due to their business expansion.

#### Other expenses

Other expenses, which mainly represented expenses for other non-operating expenses, decreased from approximately HK\$39,000 for the year ended 31 March 2017 to approximately HK\$2,000 for the year ended 31 March 2018.

#### Finance costs

The Group's finance costs experienced an decrease of approximately HK\$523,000 from approximately HK\$539,000 for the year ended 31 March 2017 to approximately HK\$16,000 for the year ended 31 March 2018. The decrease in such expenses was mainly due to no imputed interest on a convertible note during the year and incurred interest on borrowing.

#### Share of loss of an associate

During the year ended 31 March 2018, the Group had share of loss from an associate amounted to approximately HK\$710,000 (2017: HK\$195,000)

#### Gain on disposal of subsidiaries

Gain on disposal of subsidiaries, which represented the gain on disposal of Prosten Wealth Investment Limited and Meteor Investment (HK) Limited, is approximately HK\$1,371,000 for the year ended 31 March 2018 (2017: nil).

### 財務回顧、業務表現及展望 (續)

#### 行政開支

行政開支由截至二零一七年三月三十一日止年度之約24,618,000港元，減少約1,315,000港元至截至二零一八年三月三十一日止年度之約23,303,000港元。有關開支減少乃主要由於法律及專業費用及租金開支減少所致（其影響因珠寶業務及藥業業務之業務擴展導致行政開支增加而部分抵銷）。

#### 其他開支

其他開支（主要為其他非經營性開支）由截至二零一七年三月三十一日止年度之約39,000港元減少至截至二零一八年三月三十一日止年度之約2,000港元。

#### 財務費用

由截至二零一七年三月三十一日止年度之本集團之財務費用約539,000港元減少約523,000港元至截至二零一八年三月三十一日止年度之約16,000港元。有關費用減少乃主要由於年內並無可換股票據之推算利息及借貸已產生利息。

#### 應佔一間聯營公司虧損

於截至二零一八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710,000港元（二零一七年：195,000港元）。

#### 出售附屬公司之收益

於截至二零一八年三月三十一日止年度，出售附屬公司之收益（指出售Prosten Wealth Investment Limited及星豫投資有限公司）約為1,371,000港元（二零一七年：零）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

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

#### Discontinued operations

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries, which is principally engaged in wireless value-added services operation. The disposal of wireless value-added services operation is consistent with the Group's long-term policy to focus its activities on the Group's other operations. The disposal was completed on 5 June 2017, on which date the control of Prosten (BVI) Limited passed to the acquirer.

Profit for the year ended 31 March 2018 from the discontinued wireless value-added services operation included loss from wireless value-added services operation approximately HK\$65,000 (2017: HK\$2,207,000) and Gain on disposal of wireless value-added services operation approximately HK\$41,835,000 (2017: nil)

#### Result for the year

The Group recorded a profit of approximately HK\$23,329,000 for the year ended 31 March 2018, compared to loss of approximately HK\$23,657,000 for the year ended 31 March 2017 mainly due to gain on disposal of the Group's discontinued operations.

#### Dividend

The Board do not recommend the payment of a dividend for the year ended 31 March 2018.

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

During the year ended 31 March 2018, the fair value of the available-for-sale financial assets decreased by approximately HK\$1,583 to approximately HK\$15,000 (2017: HK\$16,583,000) with respect to mainly the investment in 6% of its shareholdings in Hong Kong Net TV Limited.

### 財務回顧、業務表現及展望 (續)

#### 已終止經營業務

於二零一七年六月二日，本集團訂立一份買賣協議，以出售Prosten (BVI) Limited及其附屬公司之全部已發行股本，其主要從事無線增值服務業務。出售無線增值服務業務符合本集團專注於其他業務活動之長遠政策。出售已於二零一七年六月五日完成，而Prosten (BVI) Limited之控制權已於同日轉移予收購方。

於截至二零一八年三月三十一日止年度來自已終止經營無線增值服務業務之溢利包括來自無線增值服務業務之虧損約65,000港元（二零一七年：2,207,000港元）及出售無線增值服務業務之收益約41,835,000港元（二零一七年：零）。

#### 本年度業績

於截至二零一八年三月三十一日止年度，本集團錄得溢利約為23,329,000港元，而於截至二零一七年三月三十一日止年度虧損約為23,657,000港元，主要原因是出售本集團之已終止經營業務之收益。

#### 股息

董事會不建議就截至二零一八年三月三十一日止年度派發股息。

#### 重估可供出售金融資產

於截至二零一八年三月三十一日止年度，主要就其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1,583港元至約15,000港元（二零一七年：16,583,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

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

#### Total equity

As a results of Reclassification adjustments relating to foreign operations disposed and loss on revaluation of available-for-sale financial assets, effect of which was partially setoff with profit for the year, as at 31 March 2018, the Group's a total equity increased by approximately HK\$13,159,000 to approximately HK\$87,850,000 (31 March 2017: HK\$74,691,000).

#### 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 2018, total cash and cash equivalents of the Group amounted to approximately HK\$10,341,000 (31 March 2017: HK\$8,738,000). The increase in total cash and cash equivalent was mainly due to the effect of foreign exchange rate change.

#### 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 2018, no related hedges were made by the Group (2017: nil).

### 財務回顧、業務表現及展望 (續)

#### 權益總額

由於有關出售海外業務之重新分類調整及重估可供出售金融資產之虧損(其影響因年內溢利而部分抵銷)，於二零一八年三月三十一日，本集團之權益總額增加約13,159,000港元至約87,850,000港元(二零一七年三月三十一日：74,691,000港元)。

#### 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。

於二零一八年三月三十一日，本集團之現金及現金等值物總額約為10,341,000港元(二零一七年三月三十一日：8,738,000港元)。現金及現金等值物總額有所增加，主要原因是匯率變動之影響。

#### 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。截至二零一八年三月三十一日止年度及於二零一八年三月三十一日，本集團並無進行相關對沖(二零一七年：無)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

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

#### Charges on group's assets

As at 31 March 2018, the Group did not have any charges on assets (2017: Nil).

#### Contingent liabilities

As at 31 March 2018, the Group had no material contingent liabilities (31 March 2017: nil).

#### Significant investments, acquisitions or disposals

During the year, the Group had disposed Prosten (BVI) Limited, Prosten Wealth Investment Limited and Meteor Investment (HK) Limited.

#### Capital structure and use of proceeds

##### Capital structure

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

During the year ended 31 March 2018, the Company has issued and allotted 2,700,000 new shares at the exercise price of HK\$0.165 per share as a result of exercise of share options by the share option holders of the Company.

### 財務回顧、業務表現及展望 (續)

#### 本集團之資產抵押

於二零一八年三月三十一日，本集團並無任何資產抵押（二零一七年：無）。

#### 或然負債

於二零一八年三月三十一日，本集團並無重大或然負債（二零一七年三月三十一日：無）。

#### 重大投資、收購或出售

年內，本集團已出售Prosten (BVI) Limited、Prosten Wealth Investment Limited及星豫投資有限公司。

#### 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。

於截至二零一八年三月三十一日止年度，因本公司的購股權持有人行使購股權，本公司按每股0.165港元之行使價發行及配發了2,700,000股新股份。

# 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)

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 of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised:	法定：		
As at 1 April 2017 and 31 March 2018 (HK\$0.1 each)	於二零一七年四月一日 及二零一八年三月三十一日 (每股面值 0.1 港元)	250,000,000	250,000
Issued and fully paid:	已發行及繳足：		
As at 1 April 2017 (HK\$0.1 each)	於二零一七年四月一日 (每股面值 0.1 港元)	1,208,263,725	120,826
Exercise of share options	行使購股權	2,700,000	270
As at 31 March 2018 (HK\$0.1 each)	於二零一八年三月三十一日 (每股面值0.1港元)	1,210,963,725	121,096

The Group's capital structure is sound with healthy working capital management. As at 31 March 2018, the Group's total equity amounted to approximately HK\$87,850,000, representing an increase of approximately HK\$13,159,000 compared with approximately HK\$74,691,000 as at 31 March 2017. As at 31 March 2018, the Group's cash and cash equivalents totaled approximately HK\$10,341,000 (31 March 2017: HK\$8,738,000). The current ratio (note a), quick ratio (note b) and gearing ratio (note c) of the Group as at 31 March 2018 was 3.03 (31 March 2017: 2.38), 2.47 (31 March 2017: 1.86) and Net cash position (31 March 2017: 13.92%), respectively.

本集團之資本架構穩健，營運資金管理有序。於二零一八年三月三十一日，本集團之權益總額約為87,850,000港元，較二零一七年三月三十一日約74,691,000港元增加約13,159,000港元。於二零一八年三月三十一日，本集團之現金及現金等值物共計約10,341,000港元（二零一七年三月三十一日：8,738,000港元）。本集團於二零一八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3.03（二零一七年三月三十一日：2.38）、2.47（二零一七年三月三十一日：1.86）及淨現金狀況（二零一七年三月三十一日：13.92%）。

# 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 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 2018 直至二零一八年三月三十一日之實際所得款項用途	Balance as at 31 March 2018 於二零一八年三月三十一日結餘
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) 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 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) 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\$11.7 million 約11,700,000港元	Nil 無

### 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)

#### 資本架構及所得款項用途 (續)

#### Capital structure (Continued)

#### 資本架構 (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 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 2018 直至二零一八年三月三十一日之實際所得款項用途	Balance as at 31 March 2018 於二零一八年三月三十一日結餘
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	預期資金來源	實際所得款項用途	於二零一八年三月三十一日結餘
(ii) Balance payment for the acquisition of the sale shares and sale loan of Sino Yao Shang Technology Limited 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 藥業及健康護理產品業務	Approximately HK\$4.3 million for the balance payment as consideration of acquisition 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 約4,300,000港元	Nil 無
(iii) Future development of the pharmaceutical and healthcare products business 藥業及健康護理產品業務之未來發展	Pharmaceutical and healthcare products business 藥業及健康護理產品業務	Approximately HK\$17 million for the future development (note) 用作未來發展之約17,000,000港元 (附註)	Nil (note) 無 (附註)	Nil 無
(iv) Establishment of new wireless value-added services by way of hiring new staffs to seek further business opportunities 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 無線增值服務業務	Approximately HK\$2.5 million for the establishment 用作成立業務之約2,500,000港元	Approximately HK\$2.5 million 約2,500,000港元	Nil 無
(v) General working capital (mainly administrative expenses) for wireless value-added services business 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 無線增值服務業務	Approximately HK\$1.2 million for general working capital 用作一般營運資金之約1,200,000港元	Approximately HK\$200,000 (note) 約200,000港元 (附註)	Nil 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)

#### 資本架構 (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 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 2018 直至二零一八年三月三十一日之 實際所得款項用途	Balance as at 31 March 2018 於二零一八年三月三十一日結餘
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	預期資金來源	實際所得款項用途	於二零一八年三月三十一日結餘
(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 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 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 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)	Approximately HK\$4.3 million 約4,300,000港元	Approximately HK\$4.0 million 約4,000,000港元
(vii) Administrative expenses for the leading business 借貸業務之行政開支	Lending business 借貸業務	Approximately HK\$0.65 million 約650,000港元	Approximately HK\$650,000 約650,000港元	Nil 無

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:

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 and approximately HK\$3 million to general working capital for the pharmaceutical and healthcare products business.

#### 附註：

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，以及約3,000,000港元用作藥業及健康護理產品業務之一般營運資金。

# 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)

Note: (Continued)

Approximately HK\$1.2 million was originally intended for general working capital (mainly administrative expenses) for wireless value-added services business. the Board resolved to re-allocate approximately HK\$200,000 to finance the professional fee for disposal of wireless value-added services business. After disposal of wireless value-added services business, the Board resolved to re-allocate approximately HK\$1 million to general working capital for the pharmaceutical and healthcare products business.

### EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2018, the Group had a total of 49 employees (31 March 2017: 99). However, total staff costs for the year ended 31 March 2018 increased to approximately HK\$9,301,000 (2017: HK\$9,093,000) mainly due to increase in pension scheme contribution.

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) Placing of shares

On 17 April 2018, the Company and placing agent entered into the placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent up to 240,000,000 placing shares, representing approximately 16.54% of the total number of issued shares of the Company, at the placing price of HK\$0.27 per placing share to not less than six placees who and whose beneficial owners shall be independent third parties. The placing was completed on 30 April 2018 and the gross and net proceeds from the placing are approximately HK\$64,800,000 and approximately HK\$63,713,000 respectively. For details, please refer to the Company's announcement dated 17 April 2018 and 2 May 2018.

### 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)

附註：(續)

約1,200,000港元原定擬用作為無線增值服務業務之一般營運資金(主要為行政開支)。董事會議決將約200,000港元重新分配至為出售無線增值服務業務之專業費用撥資。出售無線增值服務業務後，董事會議決將約1,000,000港元重新分配至藥業及健康護理產品業務之一般營運資金。

### 僱員及薪酬政策

於二零一八年三月三十一日，本集團之僱員總數為49人(二零一七年三月三十一日：99人)。然而，截至二零一八年三月三十一日止年度，員工成本總額增加至約9,301,000港元(二零一七年：9,093,000港元)，主要由於退休金計劃供款增加所致。

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) 配售股份

於二零一八年四月十七日，本公司與配售代理訂立配售協議，據此，本公司有條件同意透過配售代理按每股配售股份0.27港元之配售價配售至多240,000,000股配售股份(相當於本公司已發行股份總數約16.54%)予不少於六位承配人，而該等承配人本身及其實益擁有人均為獨立第三方。配售於二零一八年四月三十日完成且來自配售之所得款項總額及淨額分別約為64,800,000港元及63,713,000港元。詳情請參閱本公司日期為二零一八年四月十七日及二零一八年五月二日之公告。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EVENTS AFTER THE REPORTING PERIOD (Continued)

#### (b) Acquisition of 40% of equity interest in Darling Paganini Holding Limited

On 16 May 2018, Lighting Storm Holdings Limited (the “Purchaser”), an indirectly wholly-owned subsidiary of the Company, entered into the sale and purchase agreement with Ms. Chung, Elizabeth Ching Yee (the “Vendor”), an executive director of the Company pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase 40% of the equity interest in the Darling Paganini Holding Limited (the “Target Company”), at a total consideration of HK\$10,000,000. Upon Completion, the Target Company and its subsidiaries will become an associate of the Company. For details, please refer to the Company’s announcement dated 16 May 2018.

### 報告期後事項 (續)

#### (b) 收購Darling Paganini Holding Limited 40%股權

於二零一八年五月十六日，本公司一間間接全資附屬公司 Lighting Storm Holdings Limited (「買方」) 與本公司執行董事鍾靜儀女士 (「賣方」) 訂立買賣協議，據此，賣方同意出售及買方同意購買Darling Paganini Holding Limited (「目標公司」) 40%股權，總代價為10,000,000港元。完成後，目標公司及其附屬公司將成為本公司之聯繫人。詳情請參閱本公司日期為二零一八年五月十六日之公告。

## BUSINESS REVIEW AND OUTLOOK

### Jewelry business

The Group commenced its Jewelry Business in 2015 and continued to develop this business in the period under review.

During the period under review, the Group’s Jewelry Business included wholesale and retail of jewelry and related ancillary business (including but not limited to custom-made jewelry, valet-procurement of jewelry and various after-sales services), and most of the processing businesses are performed in the form of commissioned processing by external factories. The jewelry products sold by the Group mainly included gold jewelry, platinum jewelry, diamond jewelry, gemstone jewelry, emerald and karat gold jewelry.

The Group’s jewelry retailing business was conducted mainly through an offline store located in Wongtee Plaza, Futian District, Shenzhen, the PRC, which is a franchised store of the Luk Fook Jewellery brand. The store is required to select goods from the suppliers designated by Luk Fook Jewellery. Upon quality inspection by state-approved jewelry identification center and being claimed to the store by the Group’s staff, the goods are immediately entered into store sales system for sale. Most of the jewelry goods purchased by the store from the suppliers were finished jewelry products, which are generally not required to undergo reprocessing before sale.

### 業務回顧及展望

#### 珠寶業務

本集團於二零一五年開展其珠寶業務及在回顧期內繼續發展此業務。

於回顧期內，本集團之珠寶業務包括珠寶的批發、零售及相關配套業務 (包括但不限於代客訂製首飾、代客採購首飾及各種售後服務)，而當中涉及之加工業務則多採用委託外部工廠加工的形式進行。本集團銷售的珠寶產品主要包括黃金飾品、鉑金飾品、鑽石飾品、寶石飾品、翡翠和K金飾品。

本集團之珠寶零售業務主要通過在中國深圳市福田區皇庭廣場開設的一間實體店鋪開展。該店鋪為六福珠寶品牌加盟店。該店鋪需前往六福珠寶指定的供應商挑選貨品，貨品由國家認可的珠寶鑒定中心進行貨物質檢並由本集團之職員取回店鋪後，即被錄入店鋪銷售系統進行銷售。該店鋪從供應商處購買的珠寶貨品大部分為珠寶飾品成品，通常在銷售前無需進行再加工。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Jewelry business (Continued)

The Group's jewelry wholesale business was mainly conducted through the wholesale of jewelry products to jewelry wholesalers by 至尊彩虹鑽石(深圳)有限公司, a wholly owned subsidiary of the Company, where the jewelry products being wholesaled were mainly gold jewelries. During the period under review, the Group has the secondary membership (二級會員資格) of Shanghai Gold Exchange and continued to develop the secondary gold sales agency business (黃金二級代理業務). The Group may place orders for bullion via the online trading platform of Shanghai Gold Exchange. After claiming the bullion, the Group may commission external factories to process into finished gold jewelries and wholesale to jewelry wholesalers.

The Group will continue to focus on developing its Jewelry Business. With reference to its past sales experience, the Group intends to step up its efforts in identifying more jewelry wholesaler customers in South China, thereby expanding the sales channels of its secondary gold sales agency business (黃金二級代理業務). As to retail of jewelry, the positioning of retail products in stores will focus on mid-end products, which will be supplemented by low end products. Meanwhile, the Group will put more efforts to raise the sales proportion to its major high-end corporate customers (which principally purchase or customize jewelry as corporate gifts/awards) so as to increase the jewelry sales as well as generate profits.

The revenue from the Jewelry Business increased by approximately HK\$13,470,000 from approximately HK\$21,215,000 for the year ended 31 March 2017 to approximately HK\$34,685,000 for the year ended 31 March 2018. The increase in revenue from the Jewelry Business for the year under review was mainly because of the increase in trading of golden jewelry products in the PRC. However, relatively low gross margin of wholesale of jewelry and the selling and administrative expenses to maintain and develop this business resulted in loss in this segment. Going forward, the Group will try to allocate more resources to develop its Jewelry Business, especially the golden jewelry trading business, and at the same will try further effort to control the selling and administrative expenses to increase the profitability of the Jewelry Business.

### 業務回顧及展望 (續)

#### 珠寶業務 (續)

本集團之珠寶批發業務主要通過本公司之全資附屬公司至尊彩虹鑽石(深圳)有限公司批發珠寶產品予珠寶批發商進行，而批發之珠寶產品主要為黃金飾品。於回顧期內，本集團持有上海黃金交易所二級會員資格，並繼續發展了黃金二級代理業務。本集團可在上海黃金交易所網上交易平台下單採購金條，在提取金條後再委託外部工廠加工成成品黃金首飾後批發給珠寶批發商。

本集團將繼續致力於其珠寶業務的發展。結合過往的銷售經驗，本集團計劃著力在華南地區尋找更多的珠寶批發商客戶，從而拓寬其黃金二級代理業務的銷售渠道。而在珠寶零售方面，店鋪零售產品定位將以中端產品為主，低端產品為輔，同時努力提高對高端企業大客戶（主要採購或訂製珠寶作為企業禮品／獎品）的銷售比例，以增加珠寶銷售額及爭取創造利潤。

珠寶業務之收益由截至二零一七年三月三十一日止年度約21,215,000港元增加約13,470,000港元至截至二零一八年三月三十一日止年度約34,685,000港元。於回顧年內，珠寶業務之收益增加乃主要由於中國之黃金珠寶產品買賣增加所致。然而，珠寶批發毛利率相對較低以及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，本集團將嘗試調配更多資源發展其珠寶業務，特別是黃金珠寶交易業務，同時將進一步努力控制銷售及行政開支以增加珠寶業務的盈利能力。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Lending business

The Group commenced its Lending Business in Hong Kong in 2016 through acquiring a group of companies with a valid money lending licence in Hong Kong to diversify its income source. The Lending Business continued to grow and contributed positive results to the Group during the period under review. 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.

There were two major outstanding loan receivables with the Group as at 31 March 2018. 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.

Pursuant to the loan agreement and extension agreements entered into between SZ Enterprise Union Finance Limited ("SZ Finance"), an indirect wholly-owned subsidiary of the Company, and the borrower, Mr. Chen Tianju, on 25 January 2017 and 2 June 2017 respectively, two unsecured loans was granted to and drawn down by Mr. Chen Tianju on 25 January 2017 and 7 June 2017 respectively. The loans were in the principal amount of HK\$6,000,000 each and were bearing an interest at a rate of 12% per annum for a term of twelve months and eight months respectively. On 25 January 2018, SZ Finance entered into the extension agreement with the borrower whereby the final repayment date of the loans is extended to 25 April 2018 and 7 May 2018 respectively but early repayment is allowed.

In addition, pursuant to the loan agreements entered into between SZ Finance and the borrower, Ms. Ding Pingying, on 9 February 2018, the unsecured loan was granted to and drawn down by Ms. Ding Pingying on 9 February 2018. The loan was in the principal amount of HK\$11,000,000 and was bearing an interest at a rate of 12% per annum for a term of six months. The final repayment date of the loan is 8 August 2018 respectively but early repayment is allowed.

### 業務回顧及展望 (續)

#### 借貸業務

本集團於二零一六年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，以拓寬其收入來源。於回顧期內，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。

於二零一八年三月三十一日，本集團擁有兩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。

根據本公司之間接全資附屬公司深企聯合小額貸款有限公司（「深企貸款」）與借款人陳天駒先生分別於二零一七年一月二十五日及二零一七年六月二日訂立之貸款協議及延長協議，兩筆無抵押貸款分別於二零一七年一月二十五日及二零一七年六月七日授予陳天駒先生及由陳天駒先生提取。該等貸款之本金金額均為6,000,000港元、按年利率12%計息及期限分別為一年及八個月。於二零一八年一月二十五日，深企貸款與借款人訂立延長協議，據此，貸款之最後還款日期分別延長至二零一八年四月二十五日及二零一八年五月七日，惟允許提前還款。

此外，根據深企貸款與借款人丁萍英女士於二零一八年二月九日訂立之貸款協議，一筆無抵押貸款於二零一八年二月九日授予丁萍英女士及由丁萍英女士提取。該貸款本金額為11,000,000港元，按年利率12%計息及年期為六個月。貸款之最後還款日期為二零一八年八月八日，惟允許提前還款。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Lending business (Continued)

The Group has conducted internal risk assessment on these loan arrangements and noted both of the borrowers have substantial investments and assets in the PRC which support their respective financial capability to repay the loans, thus no securities or collaterals was sought. The purpose of the loans is to enhance their short-term cash flow.

#### Pharmaceutical and healthcare products business

The Group commenced its Pharmaceutical Business in 2016 and continued to develop this business in the year under review.

During the year ended 31 March 2017, the Group has established business relationships with target pharmaceutical companies and chain pharmacies and during the year under review, it has established business relationships with a group of target hospitals in western Guangdong, which are mainly related to the distribution of pharmaceuticals and pharmaceutical consumables to such hospitals as well as the supply of pharmaceuticals and healthcare products to such pharmaceutical companies and chain pharmacies. During the aforementioned supply and sales activities, the Group mainly acts as a channel distributor to conduct sales activities, which does not involve pharmaceutical production.

During the year ended 31 March 2017 and the year ended 31 March 2018, the Group also engaged in the cultivation of longan and radix millettiae speciosae, which requires relatively long period to realise the investment. As the auxiliary business of the Pharmaceutical Business, the Group also sold health food products, such as health protection tea leaves and walnut jujube, in the year ended 31 March 2017. During the year ended 31 March 2018, the Group had no revenue from sales of health food products and cultivation of longan and radix millettiae speciosae.

### 業務回顧及展望 (續)

#### 借貸業務 (續)

本集團已對該等貸款安排進行內部風險評估及知悉該等借款人之大部分投資及資產位於中國。有關投資及資產對其各自償還貸款之財務能力構成支撐，因此並無尋求抵押或抵押品。貸款旨在提升彼等的短期現金流量。

#### 藥業及健康護理產品業務

本集團於二零一六年開展其藥業業務，並於回顧年內繼續發展此業務。

於截至二零一七年三月三十一日止年度，本集團已與目標醫藥公司及連鎖藥房建立業務關係，並於回顧年內在粵西地區與一批目標醫院建立業務關係，主要為配送藥品及醫用耗材予該等醫院，及供應藥品及健康護理產品予該等醫藥公司及連鎖藥房。在上述供銷活動中，本集團主要作為渠道分銷商進行銷售活動，並不涉及藥品生產。

於截至二零一七年三月三十一日止年度及於截至二零一八年三月三十一日止年度，本集團亦從事龍眼及牛大力之種植，此業務需要較長時間才可實現投資。作為藥業業務之輔助性業務，本集團亦於截至二零一七年三月三十一日止年度銷售保健茶葉和核桃棗等保健食品。於截至二零一八年三月三十一日止年度，本集團並無來自銷售保健食品及種植龍眼及牛大力之任何收益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Pharmaceutical and healthcare products business (Continued)

On 26 July 2017, Meteor Storm Holdings Limited ("Meteor Storm"), an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement with an independent third party, pursuant to which Meteor Storm agreed to sell and the purchaser agreed to acquire the entire issued share capital of Meteor Investment (H.K.) Limited ("Meteor HK"), a direct wholly-owned subsidiary of Meteor Storm. The disposal was completed on 14 August 2017. Upon completion of the disposal, Meteor HK and its subsidiaries ("Meteor HK Group"), which were engaged in trading of pharmaceutical products (Chinese medicine), sales of health food and cultivation of longan and radix millettiae speciosae, ceased to be subsidiaries of the Company. The disposal represented an opportunity to realise the Group's investment in the Meteor HK Group. After the disposal, the Group has focused its resources allocated to the Pharmaceutical Business on the remaining subsidiaries under the Pharmaceutical Business, which holds license such as the pharmaceutical operation permit (藥品經營許可證), the medical equipment operation permit (醫療器械經營企業許可證) and the good supply practices (GSP) certificate (藥品經營質量管理規範認證證書) and is principally engaged in the sales of pharmaceuticals, healthcare products and pharmaceutical consumables.

The revenue from the Pharmaceutical Business increased by approximately HK\$21,739,000 from approximately HK\$4,896,000 for the year ended 31 March 2017 to approximately HK\$26,635,000 for the year ended 31 March 2018. Such increase was mainly due to the increase in sales of pharmaceutical products to hospitals.

In regard to the sales of pharmaceuticals and healthcare products, the Group will review the market situation and the profitability of the business periodically. Then the Group will adjust the business volume in accordance with market demands and determine the resources to be further allocated based upon the business volume and operating situation from time to time.

### 業務回顧及展望 (續)

#### 藥業及健康護理產品業務 (續)

於二零一七年七月二十六日，Meteor Storm Holdings Limited (「Meteor Storm」，為本公司之間接全資附屬公司) 與一名獨立第三方訂立一份出售協議，據此，Meteor Storm同意出售而買方同意購買星豫投資有限公司 (「星豫」，為Meteor Storm之直接全資附屬公司) 之全部已發行股本。出售已於二零一七年八月十四日完成。於出售完成後，星豫及其附屬公司 (「星豫集團」，從事買賣中藥、銷售保健食品及種植龍眼及牛大力) 不再為本公司之附屬公司。出售為本集團變現其於星豫集團投資之良機。於出售後，本集團已將分配予藥業業務的資源集中於藥業業務之餘下附屬公司 (持有藥品經營許可證、醫療器械經營企業許可證及藥品經營質量管理規範認證證書等執照，及主要從事藥品、健康護理產品及醫藥耗材之銷售) 之上。

藥業業務收益由截至二零一七年三月三十一日止年度約4,896,000港元增加約21,739,000港元至截至二零一八年三月三十一日止年度約26,635,000港元。該增加主要由於對醫院的藥品銷售增加所致。

在藥品及健康護理產品銷售方面，本集團將定期回顧市況及業務的盈利能力，按照市場需要調整業務量，並根據不時之業務量及經營情況決定進一步投放之資源。

# 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 and 2018.

As disclosed in the Company's announcement dated 2 June 2017, the Company disposed the entire issued share capital of Prosten (BVI) Limited, a direct wholly-owned subsidiary of the Company. The disposal was completed on 5 June 2017. As a result of the disposal, the Company disposed most of its subsidiaries engaged in the wireless value-added service business. Considering the challenging and volatile market situation for this business, the Group currently has no plan to further invest in this segment, unless suitable business opportunities arise in the future.

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 customer base and improving the quality of its service and products.

### 業務回顧及展望 (續)

#### 無線增值服務業務

由於與一間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及二零一八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。

如本公司日期為二零一七年六月二日之公告披露，本公司出售了Prosten (BVI) Limited (本公司之直接全資附屬公司) 的全部已發行股本。該出售已於二零一七年六月五日完成。該出售導致本公司出售其大部分從事無線增值服務業務之附屬公司。考慮到此業務充滿挑戰及波動不定之市況，本集團目前無意對此分部作進一步投資，惟未來出現合適之商機除外。

展望未來，本集團仍面臨巨大挑戰。在繼續推進其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，本集團將著重加強其營銷與渠道力量，提高客戶規模與服務及產品質量。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### 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 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)

#### 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，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」）。

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。

出售實際上將 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，毋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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### 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 Group is implementing the recommendations if thought fit.

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)

#### 內部監控審閱

本公司亦聘請一家內部監控審閱顧問，以對本集團進行內部監控審閱（「內部監控審閱」），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。內部監控審閱第一階段已告完成。內部監控審閱之結果及建議已呈交董事會，本集團正酌情實施有關建議。

展望未來，本集團仍面臨巨大挑戰。在繼續推進其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，本集團將著重加強其營銷與渠道力量，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. Zhang Chunhua (“Mr. Zhang”)**, was appointed as the Chairman of the Board and executive director on 12 February 2018. Mr. Zhang is in charge of the overall corporate strategies and business development of the Group. Mr. Zhang founded a trading company in Shenzhen and it evolved to become a global supply chain management corporation which Mr. Zhang is currently the chairman. Mr. Zhang is responsible for the overall strategic development of the corporation which is a top 100 import/export corporation in the PRC and a pioneer of supply chain management in the PRC. Mr. Zhang has over 12 years of experience in supply chain management in the PRC. Mr. Zhang was the vice chairman of 深圳市工商業聯合會第七屆執委會 and 深圳市總商會第七屆理事會.

**Ms. Chung, Elizabeth Ching Yee (“Ms. Chung”)**, was appointed as an executive Director, a chief executive officer on 18 May 2018. Ms. Chung is also both the nomination committee (“Nomination Committee”) and the remuneration committee (“Remuneration Committee”) of the Company. Ms. Chung has extensive professional experience in Global brand building and investment advisory. She is appointed as CEO and executive director of Paganini Milano (SG) PTE Limited in early 2017, responsible for brand positioning, strategic planning, and business development. She leads her team to develop retail business globally. Prior to that, Ms. Chung was a director at BOCI Securities Limited and an assistant vice president at HSBC Broking Securities (Asia) Limited responsible for investment advisory for over 10 years. Ms. Chung graduated at Rutgers University, and started her professional career at General Electric Capital Corporation in the United States of America and she joined A.T. Kearney (Hong Kong) Limited after returning Hong Kong.

**Ms. Zhang Chunping (“Ms. Zhang”)**, was appointed as an executive director of the Company on 12 February 2018. Ms. Zhang has over 10 years of experience in financial management in the PRC and she is the financial director of the global supply chain management corporation Mr. Zhang founded since 2007. Ms. Zhang is responsible for overseeing the financial operation of the corporation and liaising with various bankers of the corporation for banking facilities and other services.

### 執行董事

**張春華先生 (「張先生」)**，於二零一八年二月十二日獲委任為董事會主席及執行董事。張先生負責本集團之整體企業戰略及業務發展。張先生於深圳創立一間貿易公司，該公司蛻變成為一間全球供應鏈管理公司，而張先生目前擔任該公司之董事長。張先生負責該公司之整體戰略發展，該公司既是中國百強進出口公司，亦是中國供應鏈管理的先驅。張先生在中國供應鏈管理方面擁有逾12年經驗。張先生曾任深圳市工商業聯合會第七屆執委會及深圳市總商會第七屆理事會副會長。

**鍾靜儀女士 (「鍾女士」)**，於二零一八年五月十八日獲委任為執行董事及首席執行官。鍾女士亦為本公司提名委員會 (「提名委員會」) 及薪酬委員會 (「薪酬委員會」) 成員。鍾女士在全球品牌創建及投資顧問方面擁有豐富的專業經驗。彼於二零一七年年初獲委任為 Paganini Milano (SG) PTE Limited 的首席執行官兼執行董事，負責品牌定位、戰略規劃及業務發展。彼領導其團隊在全球範圍內發展零售業務。於此之前，鍾女士為中銀國際證券有限公司的董事及滙豐金融證券 (亞洲) 有限公司的助理副總裁，負責投資顧問工作逾10年。鍾女士畢業於羅格斯大學，於美國的 General Electric Capital Corporation 開始其職業生涯並於返回香港後加入科爾尼管理顧問 (香港) 有限公司。

**張春萍女士 (「張女士」)**，於二零一八年二月十二日獲委任為本公司執行董事。張女士在中國擁有逾10年財務管理經驗，彼自二零零七年以來擔任張先生創立之全球應鏈管理公司之財務總監。張女士負責監管該公司之財務運作並就銀行融資及其他服務與該公司之各往來銀行保持緊密聯繫。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### NON-EXECUTIVE DIRECTORS

**Mr. Xu Zhigang (“Mr. Xu”)**, appointed as a non-executive Director of the Company on 12 February 2018, 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. Mr. Xu is also appointed as an executive director and chief executive officer of Hong Kong Resources Holdings Company Limited (stock code: 02882). 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.

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

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Chan Mei Yan Hidy (“Ms. Chan”)**, was appointed as an independent non-executive Director on 12 February 2018. Ms. Chan is also the Chairman of the audit committee (“Audit Committee”) of the Company and a member of the Nomination Committee. Ms. Chan is a finance expert with more than 20 years professional and commercial exposure in international accounting firm, multinational corporations and Hong Kong listed companies. She served as a Principal of Crowe Horwath (HK) CPA Limited. Ms. Chan graduated from the University of Hong Kong with a bachelor degree in accounting. She also holds a master degree in business administration from the University of Manchester. Ms. Chan is the member of certain professional associations. Ms. Chan was Committee member and Chairman, SME Sub-committee of the Association of Chartered Certified Accountants (“ACCA”) for 8 years. She is elected in the ACCA Global Council Election in December 2017.

### 非執行董事

徐志剛先生（「徐先生」），於二零一八年二月十二日獲委任為本公司非執行董事，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。徐先生亦獲委任為香港資源控股有限公司（股份代號：02882）執行董事及行政總裁。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。

### 獨立非執行董事

陳美恩女士（「陳女士」），於二零一八年二月十二日獲委任為獨立非執行董事。陳女士亦為公司之審核委員會（「審核委員會」）主席及本公司之提名委員會成員。陳女士在國際會計公司、跨國公司及香港上市公司擁有逾20年專業及營商經驗。彼為國富浩華（香港）會計師事務所有限公司主管。陳女士畢業於香港大學，取得會計學士學位。彼亦持有曼徹斯特大學工商管理碩士學位。陳女士為若干專業協會成員。陳女士為特許公認會計師公會（「ACCA」）委員會委員及中小型企業委員會主席達八年。彼於二零一七年十二月ACCA全球理事會選擇(Global Council Election)中獲選。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

**Mr. Kwan Chi Hong (“Mr. Kwan”)**, was appointed as an independent non-executive Director on 12 February 2018. Mr. Kwan is also the Chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Kwan is the chairman, executive director and one of the controlling shareholders of Bamboos Health Care Holdings Limited (stock code: 02293) and an independent non-executive director of Stream Ideas Group Limited (stock code: 08041). Mr. Kwan obtained a bachelor’s degree in Economics and a master’s degree in Economics from The University of Hong Kong in January 1995 and December 2005 respectively. Mr. Kwan completed a programme in Executive MBA and obtained a master’s degree in Business Administration from The Chinese University of Hong Kong in December 2007. Mr. Kwan had over 10 years of managerial experience in the public sector, from February 1995 to December 2007, including working as an executive officer in various government departments including Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration’s Office Government Secretariat.

**Ms. Lee Kwun Ling, May Jean (“Ms. Lee”)**, was appointed as an independent non-executive Director on 12 February 2018. Ms. Lee is also the Chairman of the Nomination Committee and a member of both the Audit Committee and Remuneration Committee. Ms. Lee was appointed as an independent non-executive Director of Finsoft Financial Investment Holdings Limited (stock code: 08018) on September 2013. Ms. Lee is currently studies in a Doctor of Business Administration programme, at City University of Hong Kong (“City U”). Prior to that Ms. Lee obtained a degree of Master of Business Administration (Executive) at City U in October 2014. Ms. Lee is running her own business in luxury fur coat retail since 2015. From December 2006 to October 2012, Ms. Lee worked for King Fook Holdings Limited and her last position was director of sales and brand development, Greater China. From October 2012 to January 2015, Ms. Lee worked for Boucheron Hong Kong Limited as a retail director. Ms. Lee was a director of Yan Oi Tong, a registered non-profit charitable organisation, from 2010 to 2014 and 2017 to 2018.

### 獨立非執行董事 (續)

**關志康先生 (「關先生」)**，於二零一八年二月十二日獲委任為獨立非執行董事。關先生亦為薪酬委員會主席及審核委員會成員。關先生為百本醫護控股有限公司 (股份代號：02293) 之主席、執行董事兼控股股東之一及源想集團有限公司 (股份代號：08041) 之獨立非執行董事。關先生分別於一九九五年一月及二零零五年十二月取得香港大學經濟學學士學位及經濟學碩士學位。關先生已修畢行政人員工商管理碩士課程，並於二零零七年十二月取得香港中文大學工商管理碩士學位。關先生於一九九五年二月至二零零七年十二月間累積逾10年公共部門管理經驗，包括擔任多個政府部門 (包括選舉事務處、市政總署、民政事務總署、香港警務處及政務司司長辦公室) 行政主任。

**李筠翎女士 (「李女士」)**，於二零一八年二月十二日獲委任為獨立非執行董事。李女士亦為提名委員會主席以及審核委員會及薪酬委員會成員。李女士亦於二零一三年九月獲委任為匯財金融投資控股有限公司 (股份代號：08018) 之獨立非執行董事。李女士目前正在修讀香港城市大學 (「城市大學」) 工商管理博士學位課程。在此之前，李女士於二零一四年十月獲城市大學頒授行政人員工商管理碩士學位。李女士自二零一五年以來經營其自身的奢侈毛皮大衣零售業務。由二零零六年十二月至二零一二年十月，李女士受聘於景福集團有限公司，最後擔任的職位為大中華區銷售及品牌發展總監。由二零一二年十月至二零一五年一月，李女士受聘於Boucheron Hong Kong Limited出任零售總監。由二零一零年至二零一四年及二零一七年至二零一八年，李女士亦為仁愛堂總理，仁愛堂為註冊非牟利慈善團體。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### SENIOR MANAGEMENT

**Mr. Chan Koon Fat (“Mr. Chan”)** has been appointed as the chief financial officer, Company Secretary and the Authorised Representative of the Company on 12 February 2018. Mr. Chan, has over 15 years of experience in the areas of capital markets, accounting and finance, investment and corporate management covering a number of industry sectors such as real estate, medical and garment. Prior to joining the Company, Mr. Chan is the chief financial officer and company secretary of On Real International Holdings Limited (stock code: 8245) from March 2016 to August 2017 and is responsible for all financial, accounting, investment and corporate finance matters. Since August 2007, Mr. Chan held senior positions including chief financial officer, financial controller and company secretary of certain companies which were listed on Singapore Exchange Limited. Mr. Chan holds a Master of Business Administration (Financial Services) of Hong Kong Polytechnic University and a bachelor degree in accounting of Lingnan University, Hong Kong. He is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

### 高級管理層

陳觀發先生（「陳先生」），於二零一八年二月十二日獲委任為首席財務官、公司秘書及本公司授權代表。陳先生擁有超過15年的資本市場、會計及金融、投資和企業管理經驗，涵蓋了不同行業，如房地產、醫療、服裝等領域。於加入本公司前，自二零一六年三月至二零一七年八月，陳先生擔任安悅國際控股有限公司（股份代號：8245）之首席財務官及公司秘書，負責所有財務、會計、投資及企業融資事宜。自二零零七年八月起，陳先生擔任不同的高級職務，包括於數間在新加坡證券交易所上市的公司中擔任首席財務官、財務總監及公司秘書。陳先生於香港理工大學獲得工商管理（金融服務）碩士學位，並從香港嶺南大學獲得工商管理會計學士學位。彼為香港會計師公會的資深註冊及執業會計師，亦為英國特許公認會計師公會資深會員。

# 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 2018.

### 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 43 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 2018 is set out in note 5 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 March 2018 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 86 to 228.

The Board does not recommend the payment of any dividend for the year ended 31 March 2018.

### 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 8 to 25.

### CHANGE OF THE COMPANY'S NAME

On 31 May 2018, the name of the Company had been changed from "Prosten Health Holdings Limited" to "China Brilliant Global Limited".

本公司董事欣然提呈彼等之年報以及本集團截至二零一八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43。

### 分部資料

本集團截至二零一八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5。

### 業績及股息

本集團截至二零一八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86頁至第228頁之財務報表內。

董事會不建議就截至二零一八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8頁至第25頁之管理層討論及分析一節。

### 更改本公司名稱

於二零一八年五月三十一日，本公司之名稱由「長達健康控股有限公司」更改為「朗華國際集團有限公司」。

# 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				
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	收益	<b>64,739</b>	30,255	10,050	9,763	24,209
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(18,180)</b>	(21,450)	(31,351)	(28,307)	(41,607)
Income tax expense	所得稅開支	<b>(272)</b>	(35)	(8)	(1,400)	(6)
		<b>(18,452)</b>	(21,485)	(31,359)	(29,707)	(41,613)
Discontinued operations	已終止經營業務					
Profit/(loss) for the year from discontinued operation	來自已終止經營業務之年內溢利/(虧損)	<b>41,770</b>	(2,207)	-	-	-
Profit/(loss) for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利/(虧損)	<b>23,318</b>	(23,692)	(31,359)	(29,707)	(41,613)



# REPORT OF THE DIRECTORS

## 董事會報告

### 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				
		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		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
Property, plant and equipment	物業、廠房及設備	<b>1,687</b>	5,799	2,067	2,351	3,373
Investment property	投資物業	<b>12,299</b>	4,391	–	4,367	4,767
Long-term prepaid rentals	長期預付租金	–	1,093	–	–	–
Deposits	訂金	–	–	46	141	371
Prepayment	預付款項	<b>156</b>	–	–	–	–
Available-for-sale investments	可供出售投資	<b>15,000</b>	16,583	22,179	832	831
Goodwill	商譽	<b>4,679</b>	5,092	3,908	–	–
Interest in an associate	於一間聯營公司之權益	–	2,068	–	–	–
Deferred tax asset	遞延稅項資產	–	–	–	–	1,394
Current assets	流動資產	<b>80,579</b>	68,707	75,019	9,884	25,852
Current liabilities	流動負債	<b>(26,550)</b>	(28,873)	(32,084)	(27,942)	(25,273)
Non-current liability	非流動負債	–	(169)	(181)	(500)	(499)
Net assets/(liabilities)	資產/(負債)淨值	<b>87,850</b>	74,691	70,954	(10,867)	10,816
Share capital	股本	<b>121,096</b>	120,826	109,536	79,610	75,635
Reserves	儲備	<b>(33,246)</b>	(46,100)	(38,582)	(90,477)	(64,819)
Non-controlling interest	非控股權益	–	(35)	–	–	–
Total equity/(deficit in assets)	權益總額/(資產虧絀)	<b>87,850</b>	74,691	79,054	(10,867)	10,816

# 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 37 and 38 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 30 April 2018, an aggregate of 240,000,000 placing shares were successfully placed under general mandate to not fewer than six placees, which are independent third parties of the Group, at the placing price of HK\$0.27 per placing share. The 240,000,000 placing shares represents approximately 19.82% of existing issued share capital of the Company on 17 April 2018, the date the agreement was entered into, and approximately 16.54% of the issued share capital of the Company as enlarged by the placing shares.

During the year, the Company has issued and allotted 2,700,000 new shares at par value of HK\$0.1 per share, as a result of the exercise of share options to the share option holders of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 March 2018.

### 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37及38。

### 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

於二零一八年四月三十日，合共240,000,000股配售股份已根據一般授權成功按每股配售股份0.27港元之配售價配售予不少於六名承配人（均為本集團之獨立第三方）。該等240,000,000股配售股份於二零一八年四月十七日（即訂立協議之日期）佔本公司現有已發行股本約19.82%，並佔本公司經配售股份擴大後之已發行股本約16.54%。

本公司於年內因行使本公司的購股權持有人購股權發行及配發了2,700,000股每股面值為0.1港元的新股份。

除上文所披露者外，於截至二零一八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 39 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2018, 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 51% (2017: 77%) of the Group's total sales for the year and sales to the largest customer included therein accounted for approximately 18% (2017: 28%) of the Group's total sales.

During the year under review, supplies from the Group's five largest suppliers accounted for approximately 83% (2017: 21%) of the Group's total purchases and purchases from the Group's largest supplier included therein accounted for approximately 29% (2017: 18%) 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39及綜合權益變動表內。

### 可供分派儲備

於二零一八年三月三十一日，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51%（二零一七年：77%），其中向最大客戶之銷售額佔本集團總銷售額約18%（二零一七年：28%）。

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83%（二零一七年：21%），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29%（二零一七年：18%）。

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。

# REPORT OF THE DIRECTORS

## 董事會報告

### 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，環境的可持續發展至為重要。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. Zhang Chunhua  
(*Chairman*, appointed on 12 February 2018)  
Ms. Chung, Elizabeth Ching Yee (*Chief Executive Officer*,  
appointed on 18 May 2018)  
Ms. Zhang Chunping (appointed on 12 February 2018)  
Mr. Shi Liangsheng (resigned on 12 February 2018)  
Mr. Han Jun (resigned on 12 February 2018)  
Mr. Wen Xingcheng (appointed on 3 April 2017 and  
resigned on 1 September 2017)

#### Non-executive Directors

Mr. Xu Zhigang (redesignated from *Chairman* and  
*executive director* with effect from 12 February 2018)  
Mr. Chen Weixi (resigned on 12 February 2018)

#### Independent Non-executive Directors

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)  
Mr. Kwan Chi Hong (appointed on 12 February 2018)  
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
Mr. Xu Xiaoping (resigned on 12 February 2018)  
Mr. Poon Yan Wai (resigned on 12 February 2018)

In accordance with article 108 of the Articles of Association, Mr. Xu Zhigang will retire from office and, being eligible to offer himself 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. Zhang Chunhua, Ms. Chung, Elizabeth Ching Yee, Ms. Zhang Chunping, Ms. Chan Mei Yan Hidy, Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean will retire from office and, being eligible, to offer themselves 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

張春華先生  
(主席，於二零一八年二月十二日獲委任)  
鍾靜儀女士 (首席執行官，  
於二零一八年五月十八日獲委任)  
張春萍女士 (於二零一八年二月十二日獲委任)  
石梁升先生 (於二零一八年二月十二日辭任)  
韓軍先生 (於二零一八年二月十二日辭任)  
溫興程先生 (於二零一七年四月三日獲委任及  
於二零一七年九月一日辭任)

#### 非執行董事

徐志剛先生 (由主席及執行董事調任，  
自二零一八年二月十二日起生效)  
陳煒熙先生 (於二零一八年二月十二日辭任)

#### 獨立非執行董事

陳美恩女士 (於二零一八年二月十二日獲委任)  
關志康先生 (於二零一八年二月十二日獲委任)  
李筠翎女士 (於二零一八年二月十二日獲委任)  
林國昌先生 (於二零一八年二月十二日辭任)  
徐小平先生 (於二零一八年二月十二日辭任)  
潘仁偉先生 (於二零一八年二月十二日辭任)

按照組織章程細則第108條，徐志剛先生將告退，惟彼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，張春華先生、鍾靜儀女士、張春萍女士、陳美恩女士、關志康先生及李筠翎女士將告退，且於股東週年大會上膺選連任。

# REPORT OF THE DIRECTORS

## 董事會報告

### 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. Zhang Chunhua, an executive director, entered into a Director's service contract with the Company for a fixed term of one years, commencing from 12 February 2018, 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.

Ms. Chung, Elizabeth Ching Yee, an executive director, entered into a Director's service contract with the Company for a fixed term of three years, commencing from 18 May 2018, 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.

Ms. Zhang Chunping, an executive director, entered into a Director's service contract with the Company for a fixed term of three years, commencing from 12 February 2018, 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.

### 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

執行董事張春華先生已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，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。

執行董事鍾靜儀女士已與本公司訂立一份董事服務合約，由二零一八年五月十八日起，固定期為三年，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。

執行董事張春萍女士已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，固定期為三年，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。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' SERVICE CONTRACTS (Continued)

Mr. Xu Zhigang, an non-executive director, entered into a Director's service contract with the Company for a fixed term of one year, commencing from 12 February 2018, 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.

Ms. Chan Mei Yan Hidy, an independent non-executive director, entered into a Director's service contract with the Company for a fixed term of three years, commencing from 12 February 2018, and thereafter be continuous until terminated by either party by serving on the other party not less than one month's 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. Kwan Chi Hong, an independent non-executive director, entered into a Director's service contract with the Company for a fixed term of three years, commencing from 12 February 2018, and thereafter be continuous until terminated by either party by serving on the other party not less than one month's 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.

Ms. Lee Kwun Ling, May Jean, an independent non-executive director, entered into a Director's service contract with the Company for a fixed term of three years, commencing from 12 February 2018, and thereafter be continuous until terminated by either party by serving on the other party not less than one month's 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.

### 董事之服務合約 (續)

非執行董事徐志剛先生已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，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。

獨立非執行董事陳美恩女士已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，固定期為三年，其後應繼續有效，至任何一方向另一方發出不少於一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。

獨立非執行董事關志康先生已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，固定期為三年，其後應繼續有效，至任何一方向另一方發出不少於一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。

獨立非執行董事李筠翎女士已與本公司訂立一份董事服務合約，由二零一八年二月十二日起，固定期為三年，其後應繼續有效，至任何一方向另一方發出不少於一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' 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.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in notes 12 and 43 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.

### 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。

### 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43。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。該購股權計劃已於二零一一年八月五日獲股東批准，且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 參與者 名稱或類別	Number of share options*** 購股權數目***				At 31 March 2018 於二零一八年 三月三十一日	Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權 之行使價** HK\$ per share 港元 (每股)
	At 1 April 2017 於二零一七年 四月一日	Transferred during the period 期內轉撥	Exercised during the period 期內行使	Lapsed during the period 期內失效				
<b>Others</b> 其他								
Mr. Yip Heon Keung 葉向強先生	700,000	-	(700,000)	-	-	5 December 2013 二零一三年 十二月五日	5 December 2013 to 20 June 2017 二零一三年 十二月五日至 二零一七年 六月二十日	0.165
<b>Other employees of the Group</b> 本集團 其他僱員								
In aggregate 合計	2,000,000	-	(2,000,000)	-	-	5 December 2013 二零一三年 十二月五日	5 December 2013 to 20 June 2017 二零一三年 十二月五日至 二零一七年 六月二十日	0.165
	2,700,000	-	(2,700,000)	-	-			

# REPORT OF THE DIRECTORS

## 董事會報告

### 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 2018, the Company had not any outstanding options under the 2011 Scheme.

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

As at 31 March 2018, 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。

於二零一八年三月三十一日，本公司根據二零一一年計劃並無任何尚未行使購股權。

### 董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一八年三月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

# REPORT OF THE DIRECTORS

## 董事會報告

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

### 董事及主要行政人員於股份及相關股份之權益及淡倉 (續)

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

#### 於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及權益性質	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital
				Note (2) 佔本公司 已發行股本百分比 附註(2)
Mr. Zhang Chunhua 張春華先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	822,319,294	67.91%

Notes:

(1) 822,319,294 shares of the Company are held by Brilliant Chapter Limited and its entire issued share capital is held as to 80% by Mr. Zhang Chunhua and as to the remaining 20% by Source Mega Limited, a company incorporated in the Republic of Seychelles. The directors of Brilliant Chapter Limited are Mr. Zhang Chunhua and Ms. Zhang Chunping and the sole director of Source Mega Limited is Ms. Zhang Chunping. Ms. Zhang Chunping is the executive director of the Company. Mr. Zhang Chunhua is the brother of Ms. Zhang Chunping. By virtue of the SFO, Mr. Zhang Chunhua is deemed to be interested in 822,319,294 shares of the Company held by Brilliant Chapter Limited.

(2) Based on 1,210,963,725 shares in the Company in issue as at 31 March 2018.

Save as disclosed above, as at 31 March 2018, 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.

附註：

(1) Brilliant Chapter Limited 持有 822,319,294 股本公司股份，且其全部已發行股本由張春華先生持有 80% 及由 Source Mega Limited (一間於塞席爾共和國註冊成立之公司) 持有餘下 20%。Brilliant Chapter Limited 之董事為張春華先生及張春萍女士。張春萍女士為 Source Mega Limited 之唯一董事。張春萍女士為本公司之執行董事。張春華先生為張春萍女士之胞兄。根據證券及期貨條例，張春華先生被視為於 Brilliant Chapter Limited 持有之 822,319,294 股本公司股份中擁有權益。

(2) 根據於二零一八年三月三十一日已發行之 1,210,963,725 股本公司股份計算。

除上文所披露者外，於二零一八年三月三十一日，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 2018, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

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

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身分及 權益性質	Interest in the ordinary shares or underlying shares 普通股或 相關股份權益	Percentage of the Company's issued share capital Note (2) 佔本公司 已發行股本百分比 附註(2)
Brilliant Chapter Limited	(1)	Beneficially owned 實益擁有	822,319,294	67.91%
Mr. ZHANG Chunhua 張春華先生	(1)		822,319,294	67.91%

### 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

於二零一八年三月三十一日，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)

#### Long positions in the ordinary shares or underlying shares of the company (Continued)

Notes:

- (1) Brilliant Chapter Limited is a limited liability company incorporated in the Republic of Seychelles, the entire issued share capital of which is beneficially owned as to 80% by Mr. Zhang Chunhua and as to 20% by Source Mega Limited, a company incorporated in the Republic of Seychelles. The directors of Brilliant Chapter Limited are Mr. Zhang Chunhua and Ms. Zhang Chunping and the sole director of Source Mega Limited is Ms. Zhang Chunping. Both of them are the Directors of the Company.
- (2) Based on 1,210,963,725 shares in the Company in issue as at 31 March 2018.

Save as disclosed above, as at 31 March 2018, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

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

### 主要股東之權益及淡倉 (續)

#### 於本公司普通股或相關股份之好倉 (續)

附註：

- (1) Brilliant Chapter Limited為一間於塞席爾共和國註冊成立之有限責任公司，其全部已發行股本由張春華先生實益擁有80%及由Source Mega Limited（一間於塞席爾共和國註冊成立之公司）擁有20%。Brilliant Chapter Limited之董事為張春華先生及張春萍女士，而張春萍女士為Source Mega Limited之唯一董事。兩位均為本公司之董事。
- (2) 根據於二零一八年三月三十一日已發行之1,210,963,725股本公司股份計算。

除上文披露者外，於二零一八年三月三十一日，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之業務中概無擁有任何權益，與本集團之間亦無任何其他利益衝突。

# REPORT OF THE DIRECTORS

## 董事會報告

### EMOLUMENT POLICY

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

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

### AUDIT COMMITTEE

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

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

The Audit Committee comprises three independent non-executive Directors, namely Ms. Chan Mei Yan Hidy (Chairman of the Audit Committee), Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean.

The Group’s audited financial statements for the year ended 31 March 2018 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

### 酬金政策

本集團之薪酬委員會（「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。

### 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陳美恩女士（審核委員會主席）、關志康先生及李筠翎女士組成。

本集團截至二零一八年三月三十一日止年度之經審核財務報表已由審核委員會審閱。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。

# REPORT OF THE DIRECTORS

## 董事會報告

### 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) the non-executive director should attend director training under the CG Code provision A.6.5.

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDITORS

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

On behalf of the Board

**Mr. Zhang Chunhua**

*Chairman*

Hong Kong  
26 June 2018

### 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.6.5條規定，非執行董事應參與董事培訓。

### 足夠公眾持股量

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

### 核數師

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

代表董事會

*主席*

**張春華先生**

香港  
二零一八年六月二十六日

# 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 2018.

### 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，其於截至二零一八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。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition

During the year under review, Mr. Zhang Chunhua and Ms. Zhang Chunping were appointed as executive Directors on 12 February 2018. Ms. Chung, Elizabeth Ching Yee was appointed as an executive Director on 12 February 2018. Mr. Han Jun and Mr. Shi Liangsheng were resigned as executive Directors on 12 February 2018. Mr. Wen Xingcheng appointed as an executive Director on 3 April 2017 and resigned on 1 September 2017.

Mr. Xu Zhigang has been re-designated from an executive Director to a non-executive Director with effect from 12 February 2018. Mr. Chen Weixi was resigned as a non-executive Director on 12 February 2018.

Ms. Chan Mei Yan Hidy, Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean were appointed as independent non-executive Directors on 12 February 2018. Mr. Lam Kwok Cheong, Mr. Xu Xiaoping and Mr. Poon Yan Wai were resigned as independent non-executive Directors on 12 February 2018.

As at the date of this annual report, the Board comprises three executive Directors, one 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 2018. 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，張春華先生及張春萍女士於二零一八年二月十二日獲委任為執行董事。鍾靜儀女士於二零一八年二月十二日獲委任為執行董事。韓軍先生及石梁升先生於二零一八年二月十二日辭任執行董事。溫興程先生於二零一七年四月三日獲委任為執行董事，並於二零一七年九月一日辭任。

徐志剛先生由執行董事轉任為非執行董事，自二零一八年二月十二日起生效。陳煒熙先生於二零一八年二月十二日辭任非執行董事。

陳美恩女士、關志康先生及李筠翎女士已於二零一八年二月十二日獲委任為獨立非執行董事。林國昌先生、徐小平先生及潘仁偉先生已於二零一八年二月十二日辭任獨立非執行董事。

於本年報日期，董事會包括三名執行董事、一名非執行董事及三名獨立非執行董事。於截至二零一八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，並以此向管理層就策略性發展提供意見，並假設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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Composition (Continued)

The Board as at 31 March 2018 comprised:

#### Executive Directors

Mr. Zhang Chunhua (*Chairman*, appointed on 12 February 2018)

Ms. Chung, Elizabeth Ching Yee (*Chief Executive Officer*, appointed on 18 May 2018)

Ms. Zhang Chunping (appointed on 12 February 2018)

Mr. Shi Liangsheng (resigned on 12 February 2018)

Mr. Han Jun (resigned on 12 February 2018)

Mr. Wen Xingcheng (appointed on 3 April 2017 and resigned on 1 September 2017)

#### Non-executive Directors

Mr. Xu Zhigang (redesignated from *Chairman and executive director* with effect from 12 February 2018)

Mr. Chen Weixi (resigned on 12 February 2018)

#### Independent non-executive Directors

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)

Mr. Kwan Chi Hong (appointed on 12 February 2018)

Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)

Mr. Lam Kwok Cheong (resigned on 12 February 2018)

Mr. Xu Xiaoping (resigned on 12 February 2018)

Mr. Poon Yan Wai (resigned on 12 February 2018)

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.

### 董事會 (續)

#### 組成 (續)

於二零一八年三月三十一日，董事會由以下董事組成：

#### 執行董事

張春華先生 (主席，於二零一八年二月十二日獲委任)

鍾靜儀女士 (首席執行官，於二零一八年五月十八日獲委任)

張春萍女士 (於二零一八年二月十二日獲委任)

石梁升先生 (於二零一八年二月十二日辭任)

韓軍先生 (於二零一八年二月十二日辭任)

溫興程先生 (於二零一七年四月三日獲委任並於二零一七年九月一日辭任)

#### 非執行董事

徐志剛先生 (由主席及執行董事調任，自二零一八年二月十二日起生效)

陳煒熙先生 (於二零一八年二月十二日辭任)

#### 獨立非執行董事

陳美恩女士 (於二零一八年二月十二日獲委任)

關志康先生 (於二零一八年二月十二日獲委任)

李筠翎女士 (於二零一八年二月十二日獲委任)

林國昌先生 (於二零一八年二月十二日辭任)

徐小平先生 (於二零一八年二月十二日辭任)

潘仁偉先生 (於二零一八年二月十二日辭任)

各董事之姓名、履歷詳情及彼等間之關係載於本年報「董事及高級管理層」一節。

識別董事角色及職能之不時已更新董事名單不時刊登於聯交所網站及本公司網站。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### 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.

During the year under review until 18 May 2018, the Company has not appointed Chief Executive Officer. The Chairman 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.

Since 18 May 2018, the Company has appointed the Chief Executive Officer is Ms. Chung, Elizabeth Ching Yee. The role of the Chairman and Chief Executive Officer are separate and exercised by different individual which complies with Rule A.2.1.

#### 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.

### 董事會 (續)

#### 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。

於回顧年度內至二零一八年五月十八日，本公司並無委任首席執行官，主席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。

自二零一八年五月十八日起，本公司已委任鍾靜儀女士為首席執行官。主席及行政總裁之職責有所區分及由不同人士行使，符合第A.2.1條。

#### 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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Board meetings (Continued)

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.

For the year ended 31 March 2018, the individual attendance record of each Director is as follows:

#### Directors

##### 董事

#### Executive Directors

##### 執行董事

Mr. Zhang Chunhua (*Chairman*, appointed on 12 February 2018)

張春華先生 (主席，於二零一八年二月十二日獲委任)

Ms. Chung, Elizabeth Ching Yee (*Chief Executive Officer*, appointed on 18 May 2018)

鍾靜儀女士 (首席執行官，於二零一八年五月十八日獲委任)

Ms. Zhang Chunping (appointed on 12 February 2018)

張春萍女士 (於二零一八年二月十二日獲委任)

Mr. Shi Liangsheng (resigned on 12 February 2018)

石梁升先生 (於二零一八年二月十二日辭任)

Mr. Han Jun (resigned on 12 February 2018)

韓軍先生 (於二零一八年二月十二日辭任)

Mr. Wen Xingcheng (appointed on 3 April 2017 and resigned on 1 September 2017)

溫興程先生 (於二零一七年四月三日獲委任並於二零一七年九月一日辭任)

#### Non-executive Directors

##### 非執行董事

Mr. Xu Zhigang (redesignated from *executive director* with effect from 12 February 2018)

徐志剛先生 (由執行董事調任，自二零一八年二月十二日起生效)

Mr. Chen Weixi (resigned on 12 February 2018)

陳煒熙先生 (於二零一八年二月十二日辭任)

### 董事會 (續)

#### 董事會會議 (續)

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。

截至二零一八年三月三十一日止年度，各董事各自出席會議之記錄如下：

#### Attendance

##### 出席次數

1/1

N/A

不適用

1/1

13/15

6/15

4/8

15/15

3/15

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Board meetings (Continued)

#### Independent non-executive Directors

##### 獨立非執行董事

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)	1/1
陳美恩女士（於二零一八年二月十二日獲委任）	
Mr. Kwan Chi Hong (appointed on 12 February 2018)	1/1
關志康先生（於二零一八年二月十二日獲委任）	
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)	1/1
李筠翎女士（於二零一八年二月十二日獲委任）	
Mr. Lam Kwok Cheong (resigned on 12 February 2018)	11/15
林國昌先生（於二零一八年二月十二日辭任）	
Mr. Xu Xiaoping (resigned on 12 February 2018)	10/15
徐小平先生（於二零一八年二月十二日辭任）	
Mr. Poon Yan Wai (resigned on 12 February 2018)	12/15
潘仁偉先生（於二零一八年二月十二日辭任）	

The Board held four regular meetings for the year ended 31 March 2018. 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.

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.

### 董事會（續）

#### 董事會會議（續）

於截至二零一八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。

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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Board meetings (Continued)

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.

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.

### 董事會 (續)

#### 董事會會議 (續)

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。

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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Delegation by the Board (Continued)

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)

#### 董事會權力之轉授 (續)

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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### 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.

### 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。

根據企業管治之守則條文第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）必須至少每三年輪席告退一次。任何獲董事會委任以填補臨時空缺之董事之任期將僅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席告退之董事或董事數目時不得計算在內。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARY

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

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

Throughout the year under review, Mr. Chan Koon Fat was appointed as the Company Secretary of the Company on 12 February 2018. Ms. Wu Weilan was resigned as the Company Secretary of the Company on 12 February 2018.

In accordance with Rule 5.15 of the GEM Listing Rules, Mr. Chan has taken no less than 15 hours of the relevant professional training during the year under review.

### 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。

於回顧年度整年，陳觀發先生於二零一八年二月十二日獲委聘為本公司的公司秘書。吳璋瀾女士於二零一八年二月十二日辭任本公司的公司秘書。

根據創業板上市規則第5.15條，陳先生於回顧年度內已參與不少於15小時的有關專業培訓。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD DIVERSITY POLICY

The Company has adopted the board diversity policy. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board is reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and need. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board has to review the policy concerning diversity of Board members and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

### 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.

### 董事會多元化政策

本公司已採納董事會多元化政策，該政策載列達致董事會多元化之辦法，以根據本集團業務及遵守合規要求使董事會具備適當所需技巧、經驗及多元觀點。本公司每年及定期檢討董事會之組成及多元化政策。董事會應確保其組成人員的變動不會導致任何不當干預。董事會成員於履行職責及職能時應具備適當專業知識、經驗及誠信。董事會將視乎本公司之狀況及需求使其成員多元化。董事會各成員於年內參與董事候選人提名及建議時，可透過考慮多項因素達到，包括但不限於性別、年齡、文化及教育背景或專業經驗，為本公司達致有利各項業務發展及管理之多元化。董事會須檢討有關董事會成員之多元化政策並於企業管治報告中披露該政策或其概要，包括為執行該政策的任何可計量目標與標準及達標的進度。

### 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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES (Continued)

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. Kwan Chi Hong (Chairman of the Remuneration Committee), Ms. Lee Kwun Ling, May Jean and one executive Director, Ms. Chung, Elizabeth Ching Yee.

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.

### 董事委員會 (續)

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關志康先生（薪酬委員會主席）、李筠翎女士以及一名執行董事鍾靜儀女士組成。

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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### 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:

Mr. Kwan Chi Hong (*Committee Chairman*, appointed on 12 February 2018)  
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)  
Ms. Zhang Chunping (appointed on 12 February 2018 and ceased be member on 18 May 2018)  
Mr. Xu Xiaoping (resigned on 12 February 2018)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
Mr. Xu Zhigang (ceased be member on 12 February 2018)

#### Members

##### 成員

Mr. Kwan Chi Hong (*Committee Chairman*, appointed on 12 February 2018)  
關志康先生 (委員會主席，於二零一八年二月十二日獲委任)  
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
李筠翎女士 (於二零一八年二月十二日獲委任)  
Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)  
鍾靜儀女士 (於二零一八年五月十八日獲委任)  
Ms. Zhang Chunping (appointed on 12 February 2018 and ceased be member on 18 May 2018)  
張春萍女士 (於二零一八年二月十二日獲委任並於二零一八年五月十八日不再為成員)  
Mr. Xu Xiaoping (resigned on 12 February 2018)  
徐小平先生 (於二零一八年二月十二日辭任)  
Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
林國昌先生 (於二零一八年二月十二日辭任)  
Mr. Xu Zhigang (ceased be member on 12 February 2018)  
徐志剛先生 (於二零一八年二月十二日不再為成員)

### 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：

關志康先生 (委員會主席，於二零一八年二月十二日獲委任)  
李筠翎女士 (於二零一八年二月十二日獲委任)  
鍾靜儀女士 (於二零一八年五月十八日獲委任)  
張春萍女士 (於二零一八年二月十二日獲委任並於二零一八年五月十八日不再為成員)  
徐小平先生 (於二零一八年二月十二日辭任)  
林國昌先生 (於二零一八年二月十二日辭任)  
徐志剛先生 (於二零一八年二月十二日不再為成員)

#### Attendance

##### 出席次數

N/A  
不適用  
N/A  
不適用  
N/A  
不適用  
N/A  
不適用  
3/4  
4/4  
4/4

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Nomination committee

In accordance with the CG Code, the Company established the Nomination Committee on 29 March 2012 with written terms of reference. The Nomination Committee comprises two independent non-executive Directors, namely Ms. Lee Kwun Ling, May Jean (Chairman of the Nomination Committee) and Ms. Chan Mei Yan Hidy and one executive Director, Ms. Chung, Elizabeth Ching Yee.

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

#### Members

##### 成員

Ms. Lee Kwun Ling, May Jean (Committee Chairman, appointed on 12 February 2018)

李筠翎女士 (委員會主席，於二零一八年二月十二日獲委任)

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018)

陳美恩女士 (於二零一八年二月十二日獲委任)

Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)

鍾靜儀女士 (於二零一八年五月十八日獲委任)

Ms. Zhang Chunping (appointed on 12 February 2018 and ceased be member on 18 May 2018)

張春萍女士 (於二零一八年二月十二日獲委任並於二零一八年五月十八日不再為成員)

Mr. Xu Zhigang (ceased be committee chairman and member on 12 February 2018)

徐志剛先生 (於二零一八年二月十二日不再為委員會主席及成員)

Mr. Lam Kwok Cheong (resigned on 12 February 2018)

林國昌先生 (於二零一八年二月十二日辭任)

Mr. Xu Xiaoping (resigned on 12 February 2018)

徐小平先生 (於二零一八年二月十二日辭任)

### 董事委員會 (續)

#### 提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會，並制定其書面職權範圍。提名委員會由兩名獨立非執行董事李筠翎女士 (提名委員會主席)、陳美恩女士及一名執行董事鍾靜儀女士組成。

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三次會議。提名委員會各成員各自出席會議之記錄如下：

#### Attendance

##### 出席次數

N/A

不適用

N/A

不適用

N/A

不適用

N/A

不適用

3/3

3/3

3/3

3/3

3/3

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### 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 Ms. Chan Mei Yan Hidy (Chairman of the Audit Committee), Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean.

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

Ms. Chan Mei Yan Hidy (*Committee Chairman*, appointed on 12 February 2018)  
陳美恩女士 (委員會主席，於二零一八年二月十二日獲委任)

Mr. Kwan Chi Hong (appointed on 12 February 2018)  
關志康先生 (於二零一八年二月十二日獲委任)

Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)  
李筠翎女士 (於二零一八年二月十二日獲委任)

Mr. Poon Yan Wai (resigned on 12 February 2018)  
潘仁偉先生 (於二零一八年二月十二日辭任)

Mr. Chen Weixi (resigned on 12 February 2018)  
陳煒熙先生 (於二零一八年二月十二日辭任)

Mr. Xu Xiaoping (resigned on 12 February 2018)  
徐小平先生 (於二零一八年二月十二日辭任)

Mr. Lam Kwok Cheong (resigned on 12 February 2018)  
林國昌先生 (於二零一八年二月十二日辭任)

### 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陳美恩女士 (審核委員會主席)、關志康先生及李筠翎女士組成。

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：

#### Attendance

##### 出席次數

N/A  
不適用

N/A  
不適用

N/A  
不適用

4/4

3/4

3/4

2/4

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Audit committee (Continued)

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 March 2018 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

### AUDITORS' REMUNERATION

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

During the year under review, the remuneration in respect of annual audit and non-audit services provided by the auditors, amounted to HK\$739,000 and nil.

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

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

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

### 董事委員會 (續)

#### 審核委員會 (續)

本集團截至二零一八年三月三十一日止年度之未經審核季度及中期業績及經審核年度業績已經由審核委員會審閱。審核委員會認為該等業績之編製符合適用之會計準則及要求，並已作出充分披露。

### 核數師酬金

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

於回顧年度內，有關核數師提供之年度核數服務及非核數服務之酬金分別為739,000港元及零港元。

### 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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### 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.

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.

### 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成業務目標、保護資產不被非授權使用或出售、確保維持妥當之賬簿及記錄，以提供可靠財務資料供內部使用或刊發，及確保遵守有關法律及法規。管理層及多個部門定期就內部控制政策及程序之效能進行自行評估。此外，董事會最少每年對本集團內部控制系統之效能進行全面檢討。

然而，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。根據對本集團成員公司（取消綜合入賬附屬公司除外）財務及控制狀況之檢討，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閱顧問，以進行內部監控審閱，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。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INTERNAL CONTROL AND RISK MANAGEMENT (Continued)

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.

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.

### 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.

### 內部控制及風險管理 (續)

內部監控審閱第一階段已告完成。內部監控審閱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。

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。

### 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。本公司之網站亦為與公眾及股東進行溝通之有效平台。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' MEETINGS

During the year ended 31 March 2018, an annual general meeting of the Company was held on 28 September 2017. The individual attendance record of each Director is as follows:

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. Han Jun, being executive Director, and Mr. Chen Weixi, Mr. Yip Heon Keung being non-executive Directors, and Mr. Xu Xiaoping being independent non-executive Director were unable to attend the annual general meeting held on 28 September 2017 respectively due to their personal commitments.

### 股東大會

截至二零一八年三月三十一日止年度，本公司於二零一七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：

企業管治守則之守則條文第A.6.7條規定，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。執行董事韓軍先生；及非執行董事陳煒熙先生、葉向強先生；以及獨立非執行董事徐小平先生分別因個人需要未能出席於二零一七年九月二十八日舉行之股東週年大會。

#### Directors

#### 董事

#### Attendance

#### 出席次數

#### Executive Directors 執行董事

Mr. Zhang Chunhua ( <i>Chairman</i> , appointed on 12 February 2018) 張春華先生 (主席，於二零一八年二月十二日獲委任)	N/A 不適用
Ms. Chung, Elizabeth Ching Yee ( <i>Chief Executive Officer</i> , appointed on 18 May 2018) 鍾靜儀女士 (首席執行官，於二零一八年五月十八日獲委任)	N/A 不適用
Ms. Zhang Chunping (appointed on 12 February 2018) 張春萍女士 (於二零一八年二月十二日獲委任)	N/A 不適用
Mr. Shi Liangsheng (resigned on 12 February 2018) 石梁升先生 (於二零一八年二月十二日辭任)	1/1
Mr. Han Jun (resigned on 12 February 2018) 韓軍先生 (於二零一八年二月十二日辭任)	0/1
Mr. Wen Xingcheng (appointed on 3 April 2017 and resigned on 1 September 2017) 溫興程先生 (於二零一七年四月三日獲委任並於二零一七年九月一日辭任)	N/A 不適用

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' MEETINGS (Continued)

### 股東大會 (續)

#### Non-executive Directors 非執行董事

Mr. Xu Zhigang (redesignated from <i>executive director</i> with effect from 12 February 2018) 徐志剛先生 (由執行董事調任，自二零一八年二月十二日起生效)	1/1
Mr. Chen Weixi (resigned on 12 February 2018) 陳煒熙先生 (於二零一八年二月十二日辭任)	0/1

#### Independent non-executive Directors 獨立非執行董事

Ms. Chan Mei Yan Hidy (appointed on 12 February 2018) 陳美恩女士 (於二零一八年二月十二日獲委任)	N/A 不適用
Mr. Kwan Chi Hong (appointed on 12 February 2018) 關志康先生 (於二零一八年二月十二日獲委任)	N/A 不適用
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018) 李筠翎女士 (於二零一八年二月十二日獲委任)	N/A 不適用
Mr. Lam Kwok Cheong (resigned on 12 February 2018) 林國昌先生 (於二零一八年二月十二日辭任)	1/1
Mr. Xu Xiaoping (resigned on 12 February 2018) 徐小平先生 (於二零一八年二月十二日辭任)	0/1
Mr. Poon Yan Wai (resigned on 12 February 2018) 潘仁偉先生 (於二零一八年二月十二日辭任)	1/1

### INVESTOR RELATIONS

### 投資者關係

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.

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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

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

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

### 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.

### 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。

### 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。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### 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.hk](mailto:ir@prosten.com.hk) or mail to Unit 715, 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.

### 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.hk](mailto:ir@prosten.com.hk)或郵寄至香港九龍尖沙咀梳士巴利道3號星光行715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

### INTRODUCTION

China Brilliant Global Limited (“the Company”) is pleased to present the Environmental, Social and Governance Report (the “ESG Report”) of the Company and its subsidiaries (collectively referred to as “the Group”). This report discloses our practices and performance on sustainable development in a transparent and open manner, in an effort to strengthen stakeholders’ confidence in and understanding of the Group. The report is prepared in accordance with the ESG Reporting Guide (the “Guide”) as set out in Appendix 20 of the Listing Rules of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). All the information in the report presents the Group’s performance in environmental protection and social responsibility from 1 April 2017 to 31 March 2018.

### SCOPE OF THE REPORT

The report focuses on the Group’s jewelry retailing business and trading of pharmaceutical while lending business is not included. The scope of disclosure will be expanded gradually to cover all of our operations after we have further established our ESG practices and have a more well-developed data collection system.

### FEEDBACK

The Groups continuous improvement relies on valuable opinions from all stakeholders on its ESG approach and performance. If you have any recommendations, please feel free to email us at [ir@prosten.com.hk](mailto:ir@prosten.com.hk) to help us in enhancing our ESG performance.

### 引言

我們欣然呈報朗華國際集團有限公司（「本公司」）及其附屬公司（統稱為「本集團」）的環境、社會及管治報告（「環境、社會及管治報告」），本報告以透明及公開的方式披露了我們於可持續發展方面的做法及表現，以提高利益相關者對本集團的信心及理解。本報告是根據香港聯合交易所（簡稱「聯交所」）上市規則附錄二十所載之《環境、社會及管治報告指引》（「指引」）而編製，報告中的所有資料均反映本集團於二零一七年四月一日至二零一八年三月三十一日在環境保護和社會責任方面的績效。

### 報告範圍

報告聚焦於本集團在珠寶零售業務和藥業買賣，但借貸業務並不包括在內。待本集團進一步建立環境、社會及管治的工作，以及資料收集系統更趨完整之後，集團將逐步擴大披露的範圍，以包含本集團的所有業務。

### 意見反饋

本集團的持續進步有賴各持份者對我們的環境、社會及管治方針及表現提出寶貴意見。如閣下有相關建議，歡迎隨時透過電郵地址 [ir@prosten.com.hk](mailto:ir@prosten.com.hk) 發送至本公司，協助我們提升環境、社會及管治的績效。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### STAKEHOLDER ENGAGEMENT AND MATERIALITY

The Stock Exchange has proposed four reporting principles in the Guide: including Materiality, Quantitative, Balance and Consistency, which serve as the basis for preparing the ESG Report. As mentioned by the Stock Exchange, stakeholder engagement is the method for assessing materiality. Through communication with stakeholders, companies can understand stakeholders' opinions and identify crucial environmental and social issues.

For the Group, stakeholders refer to groups and individuals significantly influencing or those who may be affected by the Group's business. The Group's stakeholders include employees, management and directors, as well as external stakeholders such as clients, business partners, investors, regulatory authorities and various types of community groups. The Group identified the material aspects for the Group's ESG report by discussing amongst senior management and department heads, performing evaluation and analysis of materiality so as to take into account their importance to our ESG issues.

### 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.

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

### 持份者之參與及重要性

聯交所指引中提出了匯報的四項原則，包括：重要性、量化、平衡及一致性，作為編製環境、社會及管治報告的基礎。誠如聯交所所言，持份者的參與是用以評估重要性的方法。透過與持份者的溝通，企業能夠瞭解持份者的意見，識別重要的環境和社會問題。

對於本集團而言，持份者是對本集團的業務有重大影響，或會受本集團業務影響的群體和個人。本集團的持份者不僅包括內部的員工、管理層、董事，亦包括外部持份者如客戶、業務夥伴、投資者、監管機構及各類型的社區團體等。透過與高級管理層及部門負責人討論，進行重要性評估及分析，並考慮彼等對我們環境、社會及管治議題的重要性，以識別對本集團的環境、社會及管治報告而言屬重大之事宜。

### 環境

本集團的政策是確保遵守適用環境法律及法規，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。

鑑於本集團業務的性質，本公司相信我們的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，並無任何重大違反有關廢氣及溫室氣體排放、用水及土地排污、有害及無害廢棄物產生之相關法律及法規的情況，而對環境及天然資源造成顯著影響。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ENVIRONMENTAL (Continued)

#### Use of resource and greenhouse gas emissions

The Group is clearly aware that reduction of greenhouse gas emissions is the most important mitigation method in coping with climate change, while carbon footprint assessment provides the foundation for such reduction. As the first step of carbon reduction, the Group conducted carbon footprint assessments on its current principal businesses for the year, recognised its greenhouse gas emissions every year, and set carbon reduction targets and priorities, thus increasing efficiency of the carbon reduction process.

### 環境 (續)

#### 資源使用及溫室排放

集團深知減少溫室氣體排放是應對氣候變化最重要的減緩方法，而碳足跡評估正為減少溫室氣體排放提供基礎。本年度集團把目前的主要業務進行碳足跡評估，每年確認溫室氣體排放量，作為減碳的第一步，並由此制定減碳目標和優先次序，讓減碳的過程更有效率。

#### Scope of greenhouse gas emissions 溫室氣體排放描述

#### Unit 單位

#### Total 總量

Scope 1 – direct emissions 範圍1 – 直接排放	tonnes 公噸	N/A 不適用
Scope 2 – indirect emissions (electricity) 範圍2 – 間接排放 (電力)	tonnes 公噸	71
Scope 3 – other indirect emissions (paper) 範圍3 – 其他間接排放 (紙張)	tonnes 公噸	14
Total emissions 總排放量	tonnes 公噸	85
Density of total emissions per employee 總排放量密度 – 以員工計算	employee/tonnes 每員工 / 公噸	2.5

#### Electricity consumption

The Group also emphasizes implementing green office practices in daily operation. The resource consumption most relevant to the office operation of the Group is the use of electricity. The Group stipulates energy conservation as one of its disciplinary regulations in its Staff Handbook. For instance, employees are required to turn off lights, computers, air conditioners and other office appliances when they are not in use to reduce energy consumption.

#### 用電

集團同樣重視在日常營運中推行各項綠色辦公室措施。與集團辦公室營運最相關的資源消耗之一是電力的使用。集團在《員工手冊》中，把節約能源作為紀律規定之一，例如要求員工在不使用時把電燈、電腦、冷氣機等電器關閉，以減少能耗。

#### Resource consumption/discharge description

#### Unit

#### Total

#### Unit

#### Total

#### 資源消耗 / 排放物描述

#### 單位

#### 總量

#### 單位

#### 總量

Electricity 電力	kWh 千瓦時	81,864	employee/kWh 每員工 / 千瓦時	4,816
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# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ENVIRONMENTAL (Continued)

#### Use of Paper

In efforts to prevent paper wastage, the Group has promoted the importance of preventing paper wastage to employees and encouraged them to take action in order to save paper, such as, use double-sided printing, and reuse paper to the extent practicable. Employees are also encouraged to go paperless by limiting printouts and communicate via e-mail. The Group has not otherwise adopted any dedicated recycling programme regarding use of paper.

Resource consumption/discharge description 資源消耗／排放物描述	Unit 單位	Total 總量	Unit 單位	Total 總量
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Paper 紙張	kg 千克	2,941	employee/kg 每員工／千克	173
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#### Use of Water

In addition to electricity and paper conservation, the Group encourages employees to conserve water. Efficient use of water resource is one of the resource conservation programmes promoted by the Group.

Resource consumption/discharge description 資源消耗／排放物描述	Unit 單位	Total 總量	Unit 單位	Total 總量
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Water 水	Cubic meter 立方米	60	employee/kg 每員工／千克	3.5
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### 環境 (續)

#### 紙張使用

為免浪費用紙，集團在《員工手冊》中說明其重要性，並鼓勵員工須節約使用，例如在切實可行情況下採用雙面列印、以每張兩面的方式列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。

#### 用水

除節約電力及用紙外，本集團提倡員工節約用水，有效使用水源是集團其中一種推動節約資源項目。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SOCIAL

#### Employment

The Staff Handbook formulated by the Group is the basis of the Company in managing its employees and related matters and conducting administrative management. The Group upholds the principles of fairness, equality and openness when recruiting staff from the public or conducting internal transfer.

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 (Cap. 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. To boost morale, the Group also rewards employees based on their performances. 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, other benefits and welfare and non-compliance cases of child labour and forced labour during the reporting period.

### 社會

#### 僱傭關係

本集團制定的《員工手冊》是規範公司管理僱員相關事宜及行政管理的依據。集團招聘時持以公平、公正及公開方式面向社會招聘或進行內部調任。

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，酌情花紅是根據經營業績和個人表現向合資格僱員發放，而集團同時會根據員工的表現頒發不同獎勵，加以提升員工士氣。僱員亦享有醫療保險和各類有薪假期。

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而就薪酬及解僱、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、僱用童工或強制勞工的違規個案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)

#### Employee health and safety

The Group did not involve high-risk work activities. Nevertheless, rules of safety management were established and set out in the Staff Handbook of the Group in order to create a safe and comfortable working environment for its staff. All departments shall pay attention to the safety and health facilities at all times to ensure the health of employees and the safety of the Company's property.

During the reporting period, no work-related fatalities or lost days due to work injury were recorded. In addition, 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 provide a safe working environment and protect employees from occupational hazards.

#### Development and training

All new employees are required to attend orientation training to ensure the employees are aware and familiarize themselves with the Group's values and goals and to ensure the employees understand their roles in the Group. Employees are encouraged to attend seminars relevant to their positions to enhance their roles within the Group. In order to enhance selling techniques and customer service quality of our employees in the jewellery retailing business, the Company and the brand owner have organized training programmes, including training on knowledge of emerald, makeup skills, knowledge of diamonds and store management, etc. Employees have attended the training program organized by Certified Pharmacist Registration Center in Guangdong Province\* (廣東省執業藥師註冊中心) regarding trading of pharmaceuticals to enhance their knowledge in the industry.

### 社會 (續)

#### 職安健

本集團並沒有從事高風險工作的職位。儘管如此，集團在《員工手冊》中訂立了有關安全管理的守則，為員工創造一個安全和舒適的工作環境。各部門隨時隨地注意工作環境的安全與衛生設施，以維護員工身體健康與公司財產安全。

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。另外，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。

#### 發展與培訓

所有新入職僱員必須參加入職培訓，以確保僱員瞭解並熟悉本集團的價值觀和目標，並確保僱員瞭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。為加強珠寶零售業務員工的銷售技巧及提升客戶服務質素，公司及品牌持有人已安排培訓課程，包括翡翠課程培訓和化妝技巧培訓，鑽石及店鋪管理等；就藥品貿易而言，員工已參加由廣東省執業藥師註冊中心舉辦的課程，以提升行業知識。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SOCIAL (Continued)

#### Labour standard

All employees are recruited through the Human Resources Department to ensure that they fulfill the job requirements underlying their respective positions. The Group regularly reviews its employment practice and the 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 during the reporting period.

#### Supply chain management

The Group's jewellery retailing business is conducted through the capacity of licensee of branded products. All of its suppliers are qualified suppliers. These arrangements ensure that the products sold by the Group meet the requirements of brand owner.

In addition to jewellery retailing business, the Group has established a supply chain management mechanism as prerequisites in selecting suppliers based on various factors such as quality, capacity, service, environmental protection practice and work safety measures. New suppliers' qualifications are reviewed by related departments. Any complaint, punishment and legal dispute against the suppliers is taken into consideration. Only those that met various standards after review are selected as qualified service providers.

Strategically, the Group maintains long-term cooperation with major suppliers and compiles a list of qualified suppliers. During daily operations, the Group holds regular meetings with suppliers to understand their operational condition and discuss latest developments in the industry and market, ensure information flows between both parties, and thereby makes timely adjustments.

### 社會 (續)

#### 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，以確保完全遵守相關《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，於報告期內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。

#### 供應鏈管理

由於集團的珠寶零售業務是品牌許可使用者之一，所有供應方均是合資格的供應商，此等安排確保本集團售出的產品符合品牌持有人的要求。

除珠寶零售業務外，本集團訂立了供應鏈管理機制，以品質、能力、服務、環保及工作安全等指標作為選擇供應商的先決條件。對於新供應商，相關部門同事需要對其進行資質審核。供應商是否存在投訴、處分或法律糾紛等情況均納入考慮。經審核符合各項標準的機構，方會被集團挑選成為合資格服務供應商。

本集團在策略層面與主要供應商維持長期合作關係並建立供應商檔案。日常營運中，本集團亦會與供應商定期召開會議，瞭解其營運狀況，並且交流行業動態、市場資訊等，確保雙方資訊互通，從而作出適時管理。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SOCIAL (Continued)

#### Product responsibility

The Group's jewelry products are all acquired from brand owner or qualified suppliers who provided relevant product certifications. The pharmaceutical suppliers of the Group all hold valid the good supply practices (GSP) certificate and all its acquired pharmaceuticals have been issued related pharmaceutical qualified certificates. Therefore, the quality and the traceability of the jewelry and pharmaceuticals are guaranteed.

The Group is not aware of any complaint against its products and services during the reporting period.

#### 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 behaviour. All financial information 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. The Group has put in place the Anti-fraud and Anti-theft Policy and the Whistle-blowing Policy and encouraged all employees 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.

### 社會 (續)

#### 產品責任

由於本集團的珠寶產品來源全是向品牌持有人或合資格供應商採購，並由其提供產品資格證明；而本集團採用的藥品供應商均持有有效的《良好供應規範 (GSP) 證書》，而每批採購藥品均附上藥品合格證明書支持。因此，珠寶產品和藥品均能確保其產品質素及其追溯性。

就本集團所知，於報告期內沒有收到關於產品與服務的投訴。

#### 反貪污

本集團絕不容忍賄賂、勒索、詐騙和洗黑錢等不法行徑。全體僱員亦須守法循規。所有財務資料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。本集團已制定《反詐騙和盜竊政策》及《舉報政策》，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，本集團將對有關事宜徹底調查並認真看待和採取相應行動。

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而在賄賂、勒索、詐騙和洗錢方面對本集團有重大影響。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### SOCIAL (Continued)

#### Community Investment

The Group advocates the idea of serving the community, and fully appreciates the importance of fulfilling the expectations of various stakeholders and the communities in which the Group operates. As the market places focus more on corporate behaviours, the pursuit of maximizing financial returns to reward shareholders is no longer the only goal of corporate management. The group values building a harmonious relationship with the communities in which it operates and supports various community programmes. As a sign of taking concrete actions to care for the society, employees are encouraged and receive our support to participate in volunteer services.

### 社會 (續)

#### 社區投資

本集團提倡服務社群，並深刻理解到滿足不同持份者以及集團營運所在社區之期望的重要性。隨著市場對企業行為的關注，追求財務績效以回饋股東已經不是企業管理的唯一目標。集團重視與營運所在社區建立和諧共融的關係和支持營運所在社區的各種計劃，亦鼓勵及支持員工參與義工服務，身體力行關心社會。

# 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  
中環  
畢打街11號  
置地廣場  
告羅士打大廈31樓

**TO THE SHAREHOLDERS OF  
CHINA BRILLIANT GLOBAL LIMITED  
(formerly known as Prosten Health Holdings Limited)**  
*(Incorporated in the Cayman Islands with limited liability)*

致朗華國際集團有限公司  
列位股東  
(前稱長達健康控股有限公司)  
(於開曼群島註冊成立之有限公司)

### DISCLAIMER OF OPINION

### 不發表意見

We have audited the consolidated financial statements of China Brilliant Global Limited (formerly known as Prosten Health Holdings Limited) (the "Company") and its subsidiaries (the "Group") set out on pages 86 to 228, which comprise the consolidated statement of financial position as at 31 March 2018, 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.

吾等已審核載於第86頁至228頁的朗華國際集團有限公司(前稱長達健康控股有限公司)(「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二零一八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)。

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 and as to whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們並不就貴集團之綜合財務報表發表意見。由於本報告「不發表意見之基礎」一節所述之事項屬重大，我們未能取得足夠及適當之審計憑證，以為該等綜合財務報表之審計意見提供基礎及綜合財務報表是否已按照香港公司條例之披露規定妥為編製。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION

#### (a) De-consolidation of certain subsidiaries of the Company incorporated in Shanghai

As described in note 3 to the consolidated financial statements, the Group considered that it had been unable to have access to the complete set of books and records and the supporting documents of certain subsidiaries incorporated in Shanghai (the “De-consolidated Subsidiaries”) since 1 January 2016 for the purposes of, among others, preparing the Group’s consolidated financial statements for the financial years ended 31 March 2016, 2017 and 2018.

As a result, the directors were of the opinion that the Group was unable to direct the relevant activities of the De-consolidated Subsidiaries, and that the control over these subsidiaries was lost, since 1 January 2016. Hence the Group had deconsolidated the financial results, cash flows, assets and liabilities of the De-consolidated Subsidiaries from the consolidated financial statements of the Group since 1 January 2016 (the “De-consolidation”).

On 2 June 2017, the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited together with the relevant shareholders’ loan (the “Disposal”). Prosten (BVI) Limited indirectly held the entire issued share capital of the De-consolidated Subsidiaries. As disclosed in note 3 to the consolidated financial statements, the Disposal was completed on 5 June 2017 (the “Disposal Date”).

### 不發表意見之基礎

#### (a) 取消綜合入賬 貴公司若干於上海註冊成立之附屬公司

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」）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（其中包括）編製貴集團截至二零一六年、二零一七年及二零一八年三月三十一日止年度之綜合財務報表。

因此，貴董事認為貴集團無法指揮取消綜合入賬附屬公司之相關活動，並自二零一六年一月一日起喪失對該等附屬公司之控制權。因此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、現金流量、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」）。

於二零一七年六月二日，貴公司訂立出售協議，以出售Prosten (BVI) Limited的全部已發行股本連同相關股東貸款（「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。誠如綜合財務報表附註3所述，出售已於二零一七年六月五日（「出售日期」）完成。



# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (Continued)

#### (a) De-consolidation of certain subsidiaries of the Company incorporated in Shanghai (Continued)

Due to lack of access to the relevant supporting documentation in respect of the De-consolidated Subsidiaries and to management and other personnel of the De-consolidated Subsidiaries, we have not been provided with sufficient appropriate audit evidence, including information and explanations, in relation to the nature of the Group's involvement and interests in the De-Consolidated Subsidiaries during the period from 1 January 2016 to the Disposal Date. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the De-consolidated Subsidiaries were controlled by the Group during the period from 1 January 2016 to the Disposal Date. Under the requirements of HKFRS 10 *Consolidated Financial Statements*, all subsidiaries controlled by the Company and its subsidiaries shall be included in the consolidated financial statements of the Group. The facts and circumstances described above and in note 3 to the consolidated financial statements are not sufficient to support the management's view that the Group had lost control over the relevant subsidiaries located in the Peoples' Republic of China (the "PRC") with effect from 1 January 2016. Hence we were unable to satisfy ourselves as to the appropriateness of the accounting treatment adopted by the Group of ceasing to treat the De-consolidated Subsidiaries as subsidiaries of the Group and thereby ceasing to include the results of operations, cash flows, assets and liabilities of the De-consolidated Subsidiaries in the consolidated financial statements of the Group with effect from 1 January 2016 rather than from the Disposal Date.

### 不發表意見之基礎 (續)

#### (a) 取消綜合入賬 貴公司若干於上海註冊成立之附屬公司 (續)

由於無法取得有關取消綜合入賬附屬公司之相關核證文件及連繫取消綜合入賬附屬公司之管理層及其他人員，我們未能取得足夠及適當之審計憑證，包括自二零一六年一月一日起至出售日期有關貴集團於取消綜合入賬附屬公司之參與及權益性質之資料及解釋。我們無其他可行審計程序可供進行，以令我們信納自二零一六年一月一日起至出售日期貴集團是否控制取消綜合入賬附屬公司。根據香港財務報告準則第10號「綜合財務報表」，所有貴公司及其附屬公司控制之附屬公司須計入貴集團之綜合財務報表。上文及綜合財務報表附註3所述事實及情況不足以支持管理層之觀點，即自二零一六年一月一日起貴集團已喪失位於中華人民共和國（「中國」）相關附屬公司之控制權，因此我們無法信納貴集團所採用不再將取消綜合入賬附屬公司視為貴集團之附屬公司之會計處理的合適性，即自二零一六年一月一日起而非出售日期起不再將取消綜合入賬附屬公司之經營業績、現金流量、資產及負債計入貴集團之綜合財務報表。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (Continued)

#### (a) De-consolidation of certain subsidiaries of the Company incorporated in Shanghai (Continued)

Had the De-consolidated Subsidiaries remained to be controlled by the Group after 1 January 2016 and hence required to be and had been consolidated up until the Disposal Date, many elements in the consolidated financial statements of the Group for the years ended 31 March 2018 and 2017 would have been materially affected. However, as stated above, we have not been able to obtain sufficient appropriate audit evidence to enable us to assess the nature and effects of the matters to which the De-consolidation relates. The possible effects of these matters on the consolidated financial statements of the Group could not be determined due to our lack of access to complete books and records of the De-consolidated Subsidiaries. These scope limitations also impact on our ability to determine the reliability of the management representations received by us as audit evidence for our audit testing purposes. Any adjustments found to be required may have consequential significant effects on the elements in the consolidated financial statements for the years ended 31 March 2018 and 2017 and hence on the profit or loss and cash flows of the Group for the years ended 31 March 2018 and 2017 and the net assets of the Group as at 31 March 2018 and 2017.

### 不發表意見之基礎 (續)

#### (a) 取消綜合入賬 貴公司若干於上海註冊成立之附屬公司 (續)

假設於二零一六年一月一日後取消綜合入賬附屬公司仍由 貴集團控制且因此直至出售日期須將且確實已將該等附屬公司綜合入賬， 貴集團截至二零一八年及二零一七年三月三十一日止年度綜合財務報表中許多要素將受重大影響。然而，承上述，我們無法取得足夠及適當審計憑證以使我們能評估該取消綜合入賬有關事宜之性質及影響。由於我們無法取得取消綜合入賬附屬公司之完整賬簿及記錄，因此無法釐定該等事宜對 貴集團之綜合財務報表之潛在影響。該等範圍限制亦影響我們釐定作為審計憑證所獲得之管理層陳述就審計測試用途可靠性之整體能力。如發現須作出任何調整，可能會對截至二零一八年及二零一七年三月三十一日止年度 貴集團綜合財務報表中要素產生後續重大影響，並因此對截至二零一八年及二零一七年三月三十一日止年度 貴集團之損益賬及現金流量及對於至二零一八年及二零一七年三月三十一日 貴集團之資產淨值產生後續重大影響。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (Continued)

#### (b) Gain on disposal of Prosten (BVI) Limited

As described in the notes 3 and 42 to the consolidated financial statements and paragraph (a) above, the Company entered into a disposal agreement for the disposal of Prosten (BVI) Limited, which indirectly held the entire issued share capital of the De-consolidated Subsidiaries, for a total consideration of HK\$4,600,000. Details of the Disposal are set out in the Company's announcement dated 2 June 2017. Upon the completion of the Disposal on 5 June 2017, a gain on disposal of subsidiaries of approximately HK\$41,835,000 was recognised and presented as profit for the year from discontinued operation in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2018.

The scope of our audit work in relation to the Disposal have been limited in the following respects:

- Due to the reasons as described in paragraph (a) above, we have been unable to satisfy ourselves as to whether the De-consolidated Subsidiaries were controlled by the Group during the period from 1 January 2016 to the Disposal Date. Had the De-consolidated Subsidiaries been required to be and had been consolidated up until the Disposal Date, the profit or loss from discontinued operation and the gain or loss on disposal of discontinued operation as disclosed in note 11 to the consolidated financial statements, and hence the profit or loss for the year from discontinued operation as presented in the consolidated statement of profit or loss and other comprehensive income of the Group for the year ended 31 March 2018, as well as the carrying amounts of net liabilities as at the Disposal Date of the disposal group represented by Prosten (BVI) Limited and its subsidiaries being disposed of as disclosed in note 42 to the consolidated financial statements, would have been materially affected.

### 不發表意見之基礎 (續)

#### (b) 出售Prosten (BVI) Limited之收益

誠如綜合財務報表附註3及42以及上文(a)段所述，貴公司訂立出售協議以出售Prosten (BVI) Limited (其間接持有取消綜合入賬附屬公司之全部已發行股本)，總代價為4,600,000港元。出售詳情載列於貴公司日期為二零一七年六月二日之公告。於二零一七年六月五日完成出售後，出售附屬公司之收益約41,835,000港元已於截至二零一八年三月三十一日止年度綜合損益及其他全面收益表之已終止經營業務中確認及呈列為年內溢利。

我們有關出售之審計工作之範圍已受到以下方面限制：

- 由於上文(a)段所述原因，我們無法信納取消綜合入賬附屬公司自二零一六年一月一日起至出售日期期間是否由貴集團控制。假設直至出售日期須將且確實已將該等取消綜合入賬附屬公司綜合入賬，將對披露於綜合財務報表附註11來自已終止經營業務之損益及出售已終止經營業務之收益或虧損造成重大影響，並因此對呈列於貴集團於截至二零一八年三月三十一日止年度綜合損益及其他全面收益表之已終止經營業務之年度損益，以及披露於綜合財務報表附註42以Prosten (BVI) Limited代表之出售組別及其獲出售附屬公司之出售組別於出售日期負債淨值之賬面值造成重大影響。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (Continued)

#### (b) Gain on disposal of Prosten (BVI) Limited (Continued)

- Due to lack of access to complete books and records of the De-consolidated Subsidiaries and our inability to satisfy ourselves as to whether the De-consolidated Subsidiaries were controlled by Prosten (BVI) Limited and hence by the Group as at the Disposal Date, we were unable to satisfy ourselves as to whether the Disposal constituted a notifiable transaction which required shareholders' approval in general meeting of the Company. No such shareholders' approval was obtained prior to completion of the Disposal. Accordingly, we were unable to satisfy ourselves as to the consequences for the Group in the event that such approval was found to be required for the Disposal and the impact thereof on the amounts presented in the consolidated financial statements of the Group for the year ended 31 March 2018 in respect of the Disposal and whether provisions or disclosure of contingent liabilities for penalties for breach of the Listing Rules are required.

There were no alternative audit procedures that we could perform to satisfy ourselves that these balances were free from material misstatements. Any adjustments that might have been found to be necessary to these balances would have consequential effects on the profit and cash flows of the Group for the year ended 31 March 2018 and the net assets of the Group as at 31 March 2018.

### 不發表意見之基礎 (續)

#### (b) 出售Prosten (BVI) Limited之收益 (續)

- 由於我們無法取得取消綜合入賬附屬公司之完整賬簿及記錄及我們無法信納於出售日期該等取消綜合入賬附屬公司是否由Prosten (BVI) Limited控制及因此由 貴集團控制，故我們無法信納出售是否構成須於 貴公司之股東大會上獲股東批准之須予公佈交易。出售完成前未取得相關股東批准。據此，我們無法信納倘若須就出售取得相關批准及對截至二零一八年三月三十一日止年度 貴集團之綜合財務報表呈列與出售有關之金額之影響以及是否須為違反上市規則而受到懲罰計提撥備或披露或然負債。

概無任何其他可行審計程序可供進行，以令我們信納該等結餘不存在重大錯誤陳述。任何發現可能須對該等結餘作出之調整可能會對截至二零一八年三月三十一日止年度 貴集團之溢利及現金流量及於二零一八年三月三十一日 貴集團之資產淨值造成後續影響。

# Independent Auditors' Report

## 獨立核數師報告

### BASIS FOR DISCLAIMER OF OPINION (Continued)

#### (c) Opening balances and comparative information

The opening balances and comparative information presented or disclosed in the consolidated financial statements are based on the consolidated financial statements of the Group for the year ended 31 March 2017 in respect of which we expressed a disclaimer opinion in our auditors' report dated 26 June 2017. The matters which led us to disclaim our opinion are explained in that auditors' report and in paragraph (a) above. Therefore, the opening balances and comparative information presented or disclosed in the consolidated financial statements may not be comparable with the figures presented or disclosed in respect of the current year. Also, any adjustments to the opening balances as at 1 April 2017 would have consequential effects on the profit and cash flows of the Group for the year ended 31 March 2018.

### 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 Hong Kong Financial Reporting Standards ("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 the 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.

### 不發表意見之基礎 (續)

#### (c) 年初結餘及比較資料

呈列或披露於綜合財務報表之年初結餘及比較資料乃根據 貴集團截至二零一七年年三月三十一日止年度之綜合財務報表而得，我們就該報表於日期為二零一七年六月二十六日之核數師報告中發出不發表意見。致使我們發出不發表意見之事項於核數師報告及上文(a)段中解釋。因此，呈列或披露於綜合財務報表之年初結餘及比較資料未必能與就本年度所呈列或披露的數字比較。此外，於二零一七年四月一日對年初結餘作出之任何調整將對截至二零一八年三月三十一日止年度 貴集團之溢利及現金流量造成後續影響。

### 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（「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。

# Independent Auditors' Report

## 獨立核數師報告

### 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.

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 2018

### 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審計準則（「香港審計準則」）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，由於本報告「不發表意見之基礎」一段所述事項，我們未能取得足夠且合適之審計憑證，以為該等綜合財務報表之審計意見提供基礎。

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計憑證（如本報告上文「不發表意見之基礎」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，二零一八年六月二十六日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>Revenue</b>	<b>收益</b>	6	<b>64,739</b>	30,255
Cost of sales	銷售成本		<b>(56,478)</b>	(23,690)
<b>Gross profit</b>	<b>毛利</b>		<b>8,261</b>	6,565
Other income and gains	其他收入及收益	7	<b>92</b>	299
Selling expenses	銷售開支		<b>(3,460)</b>	(3,569)
Administrative expenses	行政開支		<b>(23,303)</b>	(24,618)
Other expenses	其他開支		<b>(2)</b>	(39)
Gain arising on change in fair value less costs to sell of biological assets	生物資產公平價值變動減出售成本產生之收益	23	<b>-</b>	646
Finance costs	財務費用	8	<b>(16)</b>	(539)
Share of loss of an associate	應佔一間聯營公司虧損		<b>(710)</b>	(195)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損		<b>(413)</b>	-
Gain on disposal of subsidiaries	出售附屬公司之收益	42	<b>1,371</b>	-
<b>Loss before tax</b>	<b>除稅前虧損</b>	9	<b>(18,180)</b>	(21,450)
Income tax expense	所得稅開支	10	<b>(272)</b>	(35)
<b>Loss for the year from continuing operations</b>	<b>來自持續經營業務之年內虧損</b>		<b>(18,452)</b>	(21,485)
<b>Discontinued operation Profit/(loss) for the year from discontinued operation</b>	<b>已終止經營業務來自已終止經營業務之年內溢利/(虧損)</b>	11	<b>41,770</b>	(2,207)
<b>Profit/(loss) for the year</b>	<b>年內溢利/(虧損)</b>		<b>23,318</b>	(23,692)
<b>Other comprehensive (loss)/income:</b>	<b>其他全面(虧損)/收益:</b>			
<i>Items 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	換算海外業務產生之匯兌差額		<b>4,102</b>	(2,844)
Reclassification adjustments relating to foreign operations disposed of during the year	年內有關出售海外業務之重新分類調整		<b>(13,169)</b>	-
Net loss on revaluation of available-for-sale financial assets	重估可供出售金融資產之虧損淨額	19	<b>(1,583)</b>	(5,177)
Other comprehensive loss for the year, net of tax	年內其他全面虧損，扣除稅項		<b>(10,650)</b>	(8,021)
<b>Total comprehensive income/(loss) for the year</b>	<b>年內全面收益/(虧損)總額</b>		<b>12,668</b>	(31,713)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Profit/(loss) for the year attributable to:</b>			
– Owners of the Company	以下人士應佔年內溢利／(虧損)：	<b>23,329</b>	(23,657)
– Non-controlling interest	– 本公司擁有人 – 非控股權益	<b>(11)</b>	(35)
		<b>23,318</b>	(23,692)
<b>Total comprehensive income/(loss) for the year attributable to:</b>			
– Owners of the Company	以下人士應佔年內全面溢利／(虧損)總額：	<b>12,679</b>	(31,678)
– Non-controlling interest	– 本公司擁有人 – 非控股權益	<b>(11)</b>	(35)
		<b>12,668</b>	(31,713)
<b>Profit/(loss) for the year attributable to owners of the Company arising from:</b>			
– Continuing operations	來自以下項目之本公司擁有人應佔年內溢利／(虧損)：	<b>(18,441)</b>	(21,450)
– Discontinued operation	– 持續經營業務 – 已終止經營業務	<b>41,770</b>	(2,207)
		<b>23,329</b>	(23,657)
<b>Earnings/(loss) per share from continuing and discontinued operation</b>			
Basic	來自持續及已終止經營業務之每股盈利／(虧損) 基本	<b>HK1.93</b> cents 港仙	(HK2.09) cents 港仙
Diluted	攤薄	<b>HK1.93</b> cents 港仙	(HK2.09) cents 港仙
<b>Loss per share from continuing operations</b>			
Basic	來自持續經營業務之每股虧損 基本	<b>(HK1.52)</b> cents 港仙	(HK1.89) cents 港仙
Diluted	攤薄	<b>(HK1.52)</b> cents 港仙	(HK1.89) cents 港仙
<b>Earnings/(loss) per share from discontinued operation</b>			
Basic	來自已終止經營業務之每股盈利／(虧損) 基本	<b>HK3.45</b> cents 港仙	(HK0.19) cents 港仙
Diluted	攤薄	<b>HK3.45</b> cents 港仙	(HK0.19) cents 港仙

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

隨附之附註為該等財務報表之組成部分。



# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2018 二零一八年三月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 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	1,687	5,799
Investment property	投資物業	17	12,299	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	15,000	16,583
Goodwill	商譽	20	4,679	5,092
Interest in an associate	於一間聯營公司之權益	21	–	2,068
Prepayments	預付款項	25	156	–
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>33,821</b>	35,026
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	22	14,951	14,946
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分	18	–	95
Trade receivables	應收賬款	24	46,956	37,186
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	25	6,793	6,252
Prepaid tax	預付稅項		–	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	10,341	8,738
			<b>79,041</b>	68,707
Non-current asset classified as held for sale	分類為持作出售之非流動資產	29	1,538	–
<b>Total current assets</b>	<b>流動資產總額</b>		<b>80,579</b>	68,707
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	30	19,274	3,859
Other payables and accruals	其他應付款項及應計款項	31	5,279	5,882
Due to a then non-executive director	應付一名時任非執行董事之款項	32	–	668
Due to a then ultimate holding company	應付時任最終控股公司之款項	33	–	142
Due to De-consolidated Subsidiaries	應付取消綜合入賬附屬公司之款項	33	–	18,322
Borrowing	借貸	34	1,932	–
Tax payable	應付稅項		65	–
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>26,550</b>	28,873

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 March 2018 二零一八年三月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>NET CURRENT ASSETS</b>	流動資產淨值		<b>54,029</b>	39,834
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	資產總額減流動負債		<b>87,850</b>	74,860
<b>NON-CURRENT LIABILITIES</b>	非流動負債			
Deferred tax liabilities	遞延稅項負債	35	–	169
Convertible note	可換股票據	36	–	–
<b>Total non-current liabilities</b>	非流動負債總額		<b>–</b>	169
<b>NET ASSETS</b>	資產淨值		<b>87,850</b>	74,691
<b>EQUITY</b>	權益			
<b>Equity attributable to owners of the Company</b>	本公司擁有人 應佔權益			
Share capital	股本	37	<b>121,096</b>	120,826
Reserves	儲備	39	<b>(33,246)</b>	(46,100)
<b>Equity attributable to owners of the Company</b>	本公司擁有人 應佔權益		<b>87,850</b>	74,726
Non-controlling interest	非控股權益		–	(35)
<b>TOTAL EQUITY</b>	權益總額		<b>87,850</b>	74,691

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 June 2018 and were signed on its behalf by:

綜合財務報表已於二零一八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：

**Mr. Zhang Chunhua**

張春華先生  
Chairman  
主席

**Ms. Chung, Elizabeth Ching Yee**

鍾靜儀女士  
Director  
董事

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

隨附之附註為該等綜合財務報表之組成部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium account (note a) (附註a)	Statutory reserve fund (note b) (附註b)	Available-for-sale financial assets equity reserve (note c) (附註c) 可供出售金融資產權益儲備	Foreign currency translation reserve (note d) (附註d) 外幣匯兌儲備	Share option reserve (note e) (附註e) 購股權儲備	Convertible note equity reserve (note f) (附註f) 可換股票據權益儲備	Accumulated losses	Reserves sub-total	Non-controlling interest	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	法定儲備基金 HK\$'000 千港元	可供出售金融資產權益儲備 HK\$'000 千港元	外幣匯兌儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可換股票據權益儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	儲備小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總計 HK\$'000 千港元
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)
Other comprehensive loss for the year:	年內其他全面虧損：											
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	重估可供出售金融資產之虧損淨額	-	-	-	(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)
Issue of shares on 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
At 31 March 2017 and at 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	120,826	479,598	3,349	1,583	11,922	316	-	(542,868)	(46,100)	(35)	74,691
Profit for the year	年內溢利	-	-	-	-	-	-	-	23,329	23,329	(11)	23,318
Other comprehensive loss for the year:	年內其他全面虧損：											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	4,102	-	-	-	4,102	-	4,102
Reclassification adjustments relating to foreign operations disposed of during the year	年內有關出售海外業務之重新分類調整	-	-	-	-	(13,169)	-	-	-	(13,169)	-	(13,169)
Net loss on revaluation of available-for-sale financial assets	重估可供出售金融資產之虧損淨額	-	-	-	(1,583)	-	-	-	-	(1,583)	-	(1,583)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(1,583)	(9,067)	-	-	23,329	12,679	(11)	12,668
Exercise of share options	行使購股權	270	491	-	-	-	(316)	-	-	175	-	445
Disposal of subsidiaries	出售附屬公司	-	-	(3,348)	-	-	-	-	3,348	-	46	46
At 31 March 2018	於二零一八年三月三十一日	121,096	480,089	1	-	2,855	-	-	(516,191)	(33,246)	-	87,850

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

Notes:

### (a) Share Premium account

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.

### (b) 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.

### (c) 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.

### (d) 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.

### (e) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised. 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.

### (f) Convertible note equity reserve

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

附註：

### (a) 股份溢價賬

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。

### (b) 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%。

### (c) 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。

### (d) 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。

### (e) 購股權儲備

購股權儲備包括已授出但尚未行使購股權之公平價值。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。

### (f) 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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Profit/(loss) before tax:	除稅前溢利/(虧損):	<b>(18,180)</b>	(21,450)
From continuing operation	來自持續經營業務	<b>41,770</b>	(2,207)
From discontinued operation	來自已終止經營業務		
		<b>23,590</b>	(23,657)
Adjustments for:	經調整下列各項:		
Finance costs	財務費用	<b>16</b>	539
Bank interest income	銀行利息收入	<b>(6)</b>	(5)
Investment income	投資收入	<b>-</b>	(6)
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)	<b>2</b>	(12)
Written off of property, plant and equipment	物業、廠房及設備之撇銷	<b>-</b>	44
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>4,956</b>	2,328
Amortisation of prepaid rentals	預付租金之攤銷	<b>49</b>	54
Gain arising on change in fair value less costs to sell of biological asset	生物資產公平價值變動減出售成本產生之收益	<b>-</b>	(646)
Loss on fair value change of 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公平價值變動虧損	<b>22</b>	114
Impairment loss recognised in respect of trade receivables	就應收賬款確認之減值虧損	<b>508</b>	-
Written off of due from related companies	撇銷應收相關公司之款項	<b>34</b>	-
Written off of available-for-sales financial assets	一項可供出售金融資產之撇銷	<b>-</b>	419
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	<b>413</b>	-
Share of loss of an associate	應佔一間聯營公司虧損	<b>710</b>	195
Gain on disposal of subsidiaries	出售附屬公司之收益	<b>(43,206)</b>	-
		<b>(12,912)</b>	(20,633)
<b>Operating cash flow before movements in working capital</b>	<b>營運資金變動前經營現金流量</b>		
Increase in trade receivables	應收賬款增加	<b>(9,702)</b>	(10,391)
Increase in inventories	存貨增加	<b>(3,980)</b>	(658)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項(增加)/減少	<b>(1,030)</b>	1,391
Increase in due from related companies	應收相關公司之款項增加	<b>-</b>	(34)
Increase in trade payables	應付賬款增加	<b>16,927</b>	1,370
Increase/(decrease) in other payables and accruals	其他應付款項及應計款項增加/(減少)	<b>3,163</b>	(1,988)
Decrease in due to a then ultimate holding company	應付時任最終控股公司之款項減少	<b>(142)</b>	-
Increase in due to De-consolidated Subsidiaries	應付取消綜合入賬附屬公司之款項增加	<b>-</b>	3,022
Decrease in due to a then non-executive director	應付一名時任非執行董事之款項減少	<b>(668)</b>	(4,757)
		<b>(8,344)</b>	(32,678)
Cash used in operations	經營業務所用之現金	<b>(50)</b>	(459)
Tax paid	已付稅項		
		<b>(8,394)</b>	(33,137)
Net cash used in operating activities	持續經營業務所用之淨現金		

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 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	6	5
Investment income received	已收投資收入	-	6
Purchases of property, plant and equipment	購入物業、廠房及設備	(1,881)	(475)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	92	60
Prepayment of long-term rentals	預付長期租金	-	(1,282)
Additions for construction cost of investment property	添置投資物業建築成本	(7,452)	(816)
Prepayment for construction cost of investment property	預付投資物業建築成本	(156)	-
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額	-	(9,257)
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	-	(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)
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	14,463	-
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	567	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	-	(76)
<b>Net cash inflow/(outflow) from investing activities</b>	<b>投資業務之現金流入/(流出)淨額</b>	<b>5,639</b>	<b>(19,533)</b>
<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	445	-
Proceed from borrowing	借貸所得款項	1,932	-
<b>Net cash inflow from financing activities</b>	<b>融資業務之現金流入淨額</b>	<b>2,377</b>	<b>35,000</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物減少淨額</b>	<b>(378)</b>	<b>(17,670)</b>
Cash and cash equivalents at the beginning of the reporting period	報告期初之現金及現金等值物	8,738	28,761
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	1,981	(2,353)
<b>CASH AND CASH EQUIVALENTS AT THE END OF REPORTING PERIOD</b>	<b>報告期末之現金及現金等值物</b>	<b>10,341</b>	<b>8,738</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 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 715, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on GEM of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). At 31 March 2018, its ultimate parent is Brilliant Chapter Limited, a company incorporated in Republic of Seychelles with limited liabilities and owned by Mr. Zhang Chun Hua ("Mr. Zhang") and Source Mega Limited which acts as nominee of Ms. Zhang Chun Ping ("Ms. Zhang"). Both Mr. Zhang and Ms. Zhang are the directors of the Company and Mr. Zhang is the brother of Ms. Zhang.

Pursuant to a special resolution passed on 28 May 2018, the English name of the Company changed from "Prosten Health Holdings Limited" to "China Brilliant Global Limited" and the dual foreign name in Chinese of the Company changed from "長達健康控股有限公司" to "朗華國際集團有限公司".

The principal activities of the Company and its subsidiaries (the "Group") are wholesale and retailing of jewellery, money lending and distribution and retailing of chinese herbal medicine and drugs.

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK\$'000"), unless otherwise stated. The Group's major subsidiaries are operating 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 HK\$ as the shares of the Company are listed on the Stock Exchange.

### 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715室。本公司之股份於香港聯合交易所有限公司（「聯交所」）創業板上市。於二零一八年三月三十一日，其最終母公司為Brilliant Chapter Limited（一間於塞席爾共和國註冊成立的有限公司，由張春華先生（「張先生」）及Source Mega Limited（為張春萍女士（「張女士」）之代名人）擁有）。張先生及張女士均為本公司董事且張先生為張女士之胞兄。

根據於二零一八年五月二十八日通過的特別決議案，本公司英文名稱已由「Prosten Health Holdings Limited」更改為「China Brilliant Global Limited」，且本公司之雙重外文名稱已由「長達健康控股有限公司」更改為「朗華國際集團有限公司」。

本公司及其附屬公司（「本集團」）之主要業務為批發及零售珠寶、放債及批發及零售中藥材及藥品。

除另有指明外，綜合財務報表以港元（「港元」）呈列，本公司之功能貨幣亦為港元，所有金額均調整至最接近千位數（「千港元」）。本集團之主要附屬公司乃於中國經營業務，其功能貨幣為人民幣（「人民幣」）。因本公司之股份於聯交所上市，董事認為綜合財務報表以港元呈列較為適合。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (collectively referred to as the “new and revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial year beginning from 1 April 2017. A summary of the new and revised HKFRSs applied by the Group is set out as follows:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle relating to Amendments to HKFRS 12 <i>Disclosures of Interests in Other Entities</i>
HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

#### Amendments to HKAS 7 *Disclosure Initiative*

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of consolidated financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from these financial assets were, or future cash flows will be, included in cash flows from financing activities.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團首次應用以下由香港會計師公會頒佈的新訂及經修訂準則、修訂本及詮釋（統稱「新訂及經修訂香港財務報告準則」），自本集團自二零一七年四月一日起之財政年度起生效。本集團應用之新訂及經修訂香港財務報告準則之摘要載列如下：

香港財務報告準則（修訂本）	有關香港財務報告準則第12號於其他實體中權益之披露之香港財務報告準則二零一四年至二零一六年週期的年度改進
香港會計準則第7號（修訂本）	披露計劃
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

#### 香港會計準則第7號「披露計劃」之修訂本

本集團於本年度首次應用該等修訂。該修訂要求實體作出披露，以讓綜合財務報表使用者可評估融資活動所產生之負債變動，包括現金及非現金變動。此外，倘來自該等金融資產之現金流量，已或將計入來自融資活動之現金流量，該等修訂亦要求披露金融資產之變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### Amendments to HKAS 7 Disclosure Initiative (Continued)

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 53 to the consolidated financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 53 to the consolidated financial statements, the application of these amendments has had no impact on the Group’s consolidated financial statements.

Except as described above, the application of other new and revised HKFRSs in the current year has had no material impact on the Group’s financial position and financial performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港會計準則第7號「披露計劃」之修訂本（續）

具體而言，該等修訂須披露以下變動：(i) 融資現金流量之變動；(ii) 來自取得或喪失對附屬公司或其他業務之控制權之變動；(iii) 外幣匯率變動之影響；(iv) 公平價值之變動；及(v) 其他變動。

該等項目之期初及期末結餘之對賬於綜合財務報表附註53披露。符合該等修訂之過渡條文，本集團並無披露去年之比較資料。除載於綜合財務報表附註53之額外披露外，該等修訂之應用對本集團之綜合財務報表並無造成影響。

除上文所述者外，於本年度應用其他新訂及經修訂香港財務報告準則對本集團於目前及過往年度之財務狀況及財務表現，及／或載列於該等綜合財務報表之披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement <sup>2</sup>
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures <sup>2</sup>
HKAS 40 (Amendments)	Transfers of Investment Property <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle except HKFRS 12 (Amendments) <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle <sup>2</sup>
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
HKFRS 4 (Amendments)	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contracts</i> <sup>1</sup>
HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation <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 and the related Amendments <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並未提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港會計準則第19號（修訂本）	計劃修訂、縮減或清償 <sup>2</sup>
香港會計準則第28號（修訂本）	於聯營公司及合營企業之長期權益 <sup>2</sup>
香港會計準則第40號（修訂本）	轉移投資物業 <sup>1</sup>
香港財務報告準則（修訂本）	除香港財務報告準則外之第12號（修訂本）香港財務報告準則二零一四年至二零一六年週期的年度改進 <sup>1</sup>
香港財務報告準則（修訂本）	香港財務報告準則二零一五年至二零一七年週期的年度改進 <sup>2</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>1</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4號保險合約時一併應用香港財務報告準則第9號金融工具 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第9號（修訂本）	有負補償的預付款項特性 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>4</sup>
香港財務報告準則第15號	來自客戶合約之收益及有關修訂本 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第17號	保險合約 <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>1</sup>
香港（國際財務詮釋委員會）— 詮釋第23號	所得稅處理之不確定性 <sup>2</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- 2 Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- 3 Effective for annual periods beginning on or after 1 January 2021, with earlier application permitted.
- 4 Effective for annual periods beginning on or after a date to be determined.

#### HKFRS 9 Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirement of HKFRS 9 which is relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 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 fair value through other comprehensive income (“FVTOCI”). All other financial assets are measured at their fair value at 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; and

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

- 1 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。
- 2 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。
- 3 於二零二一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。

#### 香港財務報告準則第9號金融工具

香港財務報告準則第9號對金融資產、金融負債、一般對沖會計及金融資產的減值規定提出新要求。

與本集團相關的香港財務報告準則第9號的主要要求如下：

- 屬香港財務報告準則第9號範圍內之所有已確認之金融資產，於其後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（「按公平價值計入其他全面收益」）計量。所有其他金融資產於其後會計期間按公平價值計量。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，一般僅股息收益於損益賬確認；及

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 9 *Financial Instruments* (Continued)

Key requirement of HKFRS 9 which is relevant to the Group are: (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.

Based on the Group's financial instruments and risk management policies as at 31 March 2018, the directors anticipate the following potential impact on initial application of HKFRS 9:

#### Classification and measurement:

- Equity securities classified as available-for-sale investments carried at fair value as disclosed in note 19: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for the designation and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, available-for-sale financial assets equity reserve related to these available-for-sale investments will be transferred to accumulated losses at 1 April 2018; and
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

### 2. 應用新訂及經修訂香港財務報告準則（「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）

與本集團相關的香港財務報告準則第9號的主要要求如下：（續）

- 就金融資產之減值而言，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。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，將毋須再待發生信貸事件後方確認信貸虧損。

根據本集團於二零一八年三月三十一日的金融工具及風險管理政策，董事預期初步應用香港財務報告準則第9號將會有以下潛在影響：

#### 分類及計量：

- 分類為按公平價值列賬的可供出售投資之權益證券（如附註19所披露）：該等證券符合根據香港財務報告準則第9號指定按公平價值計入其他全面收益計量，然而本集團計劃不採用此指定分類，並將於其後於損益賬中確認公平價值之盈虧之公平價值對該等證券進行計量。於初步應用香港財務報告準則第9號後，與該等可供出售投資有關之可供出售金融資產權益儲備將於二零一八年四月一日轉撥至累計虧損；及
- 所有其他金融資產及金融負債將持續按與目前根據香港會計準則第39號相同的計量基準予以計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### HKFRS 9 *Financial Instruments* (Continued) Impairment

In general, the directors anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group. However, the directors have not quantified the impact that the application of the expected credit loss model of HKFRS 9 will have on the Group's the opening accumulated losses as at 1 April 2018.

### 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: Allocate the transaction price to the performance obligations in the contract(s)
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

## 2. 應用新訂及經修訂香港財務報告準則（「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） 減值

一般而言，董事預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之金融資產以及其他須作出減值撥備的項目之尚未產生的信貸虧損提前撥備。然而，董事尚未量化應用香港財務報告準則第9號的預期信貸虧損模式對於二零一八年四月一日本集團的期初累計虧損之影響。

### 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包括香港會計準則第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號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

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

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors are still in the process of assessing the impact that the application of HKFRS 15 will have on the timing and amounts of revenue recognised in the respective reporting period.

#### HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

### 2. 應用新訂及經修訂香港財務報告準則（「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）

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，例如，當特定履約責任相關之商品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求更詳盡之披露。

香港會計師公會於二零一六年就識別履約義務、當事人與代理人的考量及許可證應用指引頒佈香港財務報告準則第15號的澄清。

董事預期，日後應用香港財務報告準則第15號或會導致有更多的資料需要披露，然而，董事仍在評估應用香港財務報告準則第15號對於各報告期間確認的收益的時間及金額之影響的過程中。

#### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個全面模式。香港財務報告準則第16號於生效後將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低值資產租賃外，經營租賃及財務租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 Leases (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands classified as investment properties and other operating lease payments as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Furthermore, extensive disclosures are required by HKFRS 16.

At 31 March 2018, the Group has non-cancellable operating lease commitments of approximately HK\$1,360,000 as disclosed in note 44 to the consolidated financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第16號租賃（續）

使用權資產初步按成本計量，其後按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。租賃負債初步按該日尚未支付的租賃付款的現值計量。隨後，租賃負債將就（其中包括）利息及租賃付款以及租賃變動的影響作出調整。就現金流量的分類而言，本集團目前將前期預付租賃付款列作為與分類為投資物業的租賃土地有關的投資現金流量，其他經營租賃付款則列作為經營現金流量。於應用香港財務報告準則第16號後，與租賃負債有關的租賃付款將劃入本金及利息部分，並將由本集團列作融資現金流量。

此外，香港財務報告準則第16號要求作出更詳盡的披露。

於二零一八年三月三十一日，本集團的不可撤銷經營租賃承擔約為1,360,000港元（如綜合財務報表附註44所披露）。初步評估顯示，該等安排將符合租賃的定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，惟低值或短期租賃除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### HKFRS 16 Leases (Continued)

In addition, the Group currently considers refundable rental deposits paid of HK\$458,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

#### Amendments to HKAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by observable evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for property under construction. For example, change in use for transfer from property under development for sale in the ordinary course of business to investment property could be evidenced by inception of an operating lease to another party. Currently, the Group accounts for such transfer only upon commencement of an operating lease.

The directors anticipate that the application of these amendments will result in early recognition of such transfers on the Group's consolidated financial statements in future periods should there be a change in use of any of its property.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第16號租賃（續）

此外，本集團現時認為已付可退回租金按金458,000港元為租賃項下的權利及義務，適用於香港會計準則第17號。根據香港財務報告準則第16號租賃付款的定義，該等按金並非與使用相關資產權利有關的付款，因此，該等按金的賬面值可予調整至攤銷成本，而有關調整乃被視為額外租賃付款。已付可退回租金按金的調整會計入使用權資產的賬面值。

此外，應用新規定可能會對上文所述的計量、呈列及披露造成變動。

#### 香港會計準則第40號轉移投資物業之修訂

該等修訂澄清轉至或轉自投資物業需評估物業是否符合或不再符合投資物業之定義，須以可觀察證據支持其用途改變。該等修訂進一步澄清，除香港會計準則第40號所列情況外，其他情況可能會證明用途有所改變，在建物業之用途亦可能改變。例如，在日常業務過程中作銷售用途之發展中物業轉移至投資物業之用途改變可由另一方展開經營租賃佐證。目前，本集團僅在經營租賃開始時才進行轉移。

董事預期，倘本集團任何物業的用途改變，則應用此等修訂將導致於未來期間在本集團綜合財務報表提前確認有關轉移。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Except as described above, the directors do not anticipate that the application of other new and revised HKFRSs in issue but not yet effective will have a material impact on the Group’s consolidated financial performance and consolidated financial positions.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the 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 (the “GEM Listing Rules”) on GEM of the Stock Exchange and by the disclosure requirements of the Hong Kong Companies Ordinance.

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for biological assets, available-for-sale financial assets and financial assets at fair value through profit or loss which have been measured at fair value at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

除上文所述者外，董事預期，應用已頒佈但尚未生效之其他新訂及經修訂香港財務報告準則將不會對本集團綜合財務表現及綜合財務狀況產生重大影響。

### 3. 主要會計政策概要

編製綜合財務報表所應用的主要會計政策載列如下。除非另有所指外，該等政策均一致應用於所有呈列的年度。

#### 合規聲明

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則（包括所有適用個別香港財務報告準則、香港會計準則及詮釋之統稱）及香港普遍認可的會計原則而編製。此外，綜合財務報表包括聯交所創業板證券上市規則（「創業板上市規則」）及香港公司條例規定披露之適用披露事項。

#### 編製基準

如下文會計政策所詳述，除於報告期末已以公平價值計量的生物資產、可供出售金融資產及按公平價值列賬及在損益賬處理之金融資產外，綜合財務報表乃根據歷史成本基準編製。

歷史成本一般以為交換貨品及服務之代價的公平價值為準。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of preparation (Continued)

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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.

For financial instruments which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

### 3. 主要會計政策概要 (續)

#### 編製基準 (續)

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，而不論可否使用其他估值方法直接可觀察或估計該價格。於估計資產或負債的公平價值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮資產或負債特性。此等綜合財務報表中作計量及／或披露用途的公平價值乃按此基準釐定，惟香港財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易、香港會計準則第17號租賃範圍內的租賃交易及與公平價值類似但並非公平價值的計量（如香港會計準則第2號存貨的可變現淨值或香港會計準則第36號資產減值的使用價值）除外。

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。

按公平價值轉移的金融工具，凡於其後期間應用以不可觀察數據計量公平價值之估值方法，估值方法應予校正，以致估值方法之結果相等於交易價格。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of preparation (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.

#### De-consolidation of certain subsidiaries

Despite the board of the directors (the “Board”) have made 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, the Board considered that the Company was unable to govern the De-consolidated Subsidiaries, and the control over these subsidiaries was lost. Hence, 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 the recognition of a net loss on De-consolidation of subsidiaries of approximately HK\$10,555,000 in the consolidated profit or loss of the Group in the financial year ended 31 March 2016.

### 3. 主要會計政策概要 (續)

#### 編製基準 (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：

- 第一層輸入值為為相同資產或負債於實體可進入之活躍市場在計量日期之報價（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（不包括計入第一層之報價）；及
- 第三層輸入值為資產或負債不可觀察之輸入值。

#### 取消綜合入賬若干附屬公司

儘管董事會（「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（其中包括）編製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。

因此，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。因此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本集團截至二零一六年三月三十一日止財政年度之綜合損益中取消綜合入賬附屬公司之虧損淨額確認為約10,555,000港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### De-consolidation of certain subsidiaries (Continued)

The followings are the unaudited financial results of the De-consolidated Subsidiaries for the nine months ended 31 December 2015 included in consolidated profit or loss and other comprehensive income of the Group in the year ended 31 March 2016, the unaudited carrying amounts of assets and liabilities of the De-consolidated Subsidiaries immediately before the De-consolidation on 1 January 2016, and the effect of impairment of investment costs and amounts due from the De-consolidated Subsidiaries:

*Unaudited financial results for the nine months ended 31 December 2015*

### 3. 主要會計政策概要 (續)

#### 取消綜合入賬若干附屬公司 (續)

以下為取消綜合入賬附屬公司計入本集團截至二零一六年三月三十一日止年度之綜合損益及其他全面收益表之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，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之賬面值，以及投資成本及應收取消綜合入賬附屬公司之款項之減值影響：

*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*

		<b>Unaudited</b> 未經審核 HK\$'000 千港元
Revenue	收益	5,061
Loss for the period attributable to owners of the Company	本公司擁有人 應佔期內虧損	(4,203)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

#### De-consolidation of certain subsidiaries (Continued)

Unaudited carrying amounts of assets and liabilities immediate before De-consolidation on 1 January 2016

#### 取消綜合入賬若干附屬公司 (續)

緊接於二零一六年一月一日取消綜合入賬前之資產及負債之未經審核賬面值

		Unaudited 未經審核 HK\$'000 千港元
<b>Net liabilities de-consolidated:</b>	<b>取消綜合入賬之負債淨值：</b>	
Property, plant and equipment	物業、廠房及設備	1,158
Investment property	投資物業	4,832
Available-for-sale financial assets	可供出售金融資產	399
Amounts due from the Group	應收本集團款項	12,580
Goodwill	商譽	-
Trade receivables	應收賬款	2,270
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	1,790
Due from a then director	應收時任董事款項	33
Cash and cash equivalents	現金及現金等值物	1,773
Trade payables	應付款項	(6,672)
Amounts due to the Group	應付本集團款項	(49,967)
Other payables and accruals	其他應付款項及應計款項	(6,076)
Tax payables	應付稅項	(3,218)
Interest-bearing borrowing, secured	已抵押計息借貸	(502)
Deferred tax liabilities	遞延稅項負債	(302)
Net liabilities	負債淨值	(41,902)
Effect of full write down of investment in De-consolidated Subsidiaries and amounts due from De-consolidated Subsidiaries	全部撇減於取消附屬公司綜合入賬 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 reserves	外幣匯兌儲備	(87)
Net loss on De-consolidation of subsidiaries recognized in the consolidated profit or loss for the year ended 31 March 2016	於截至二零一六年三月三十一日止 年度於綜合損益中確認取消 附屬公司綜合入賬之虧損淨額	10,555
Analysis of net outflow of cash and cash equivalents arising from De-consolidation of subsidiaries	因取消附屬公司綜合入賬產生之 現金及現金等值物流出淨額分析	1,773

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### De-consolidation of certain subsidiaries(Continued)

During the year ended 31 March 2018, the directors continued to take all reasonable steps and use its best endeavours to protect interests of the Group by trying 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 the relevant shareholders' loans owed to the Group) which indirectly held the entire issued share capital of the De-consolidated Subsidiaries (the "Disposal"). The Disposal was completed on 5 June 2017.

As a result of the Disposal, a gain on disposal of subsidiaries of approximately HK\$41,835,000 was recognised and presented as profit for the year from discontinued operation in consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2018.

In the opinion of the directors, the consolidated financial statements for the year ended 31 March 2018 and 2017 prepared on the aforementioned basis presents more fairly the results and state of affairs of the Group.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and 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.

### 3. 主要會計政策概要 (續)

#### 取消綜合入賬若干附屬公司 (續)

於截至二零一八年三月三十一日止年度內，董事持續採取一切合理行動，並透過嘗試解決上述問題盡其最大努力保護本集團之利益。

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(連同欠付本集團之相關股東貸款)(「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。

該出售導致出售附屬公司之收益約41,835,000港元已於截至二零一八年三月三十一日止年度綜合損益及其他全面收益表之已終止經營業務中確認及呈列為年度溢利。

董事認為按上述基準編製截至二零一八年及二零一七年三月三十一日止年度綜合財務報表更公正地呈列本集團之業績及財務狀況。

#### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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

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 owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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.

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 is 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).

### 3. 主要會計政策概要 (續)

#### 綜合基準 (續)

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。

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。

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、收入、開支及現金流量於綜合入賬時悉數對銷。

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及非控股權益。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）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date.

### 3. 主要會計政策概要 (續)

#### 業務合併

業務收購乃採用收購法進行入賬。業務合併轉讓代價乃按公平價值計量，即為本集團對被收購方前擁有人所轉讓的資產、本集團所產生的負債及本集團為換取被收購方的控制權發行的股權於收購日的公平價值總和。收購相關成本通常於產生時在損益中確認。

於收購日期，所收購可予識別資產及所承擔負債按其公平價值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購方以股份為本付款安排或本集團訂立以取代被收購方以股份為本付款安排的以股份為本付款安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號以股份為本付款計量；及
- 根據香港財務報告準則第5號分類為持作出售資產（或出售組別）持作出售非流動資產及已終止經營業務根據該準則計量。

商譽乃以所轉讓之代價、任何非控股權益於被收購方中所佔金額及收購方以往持有之被收購方股權（如有）之公平價值總和超出所收購可識別資產及所承擔的負債於收購日期之淨值之部分計量。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment property which are subsequently measured under cost model and financial assets at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or gain on bargain purchase.

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

### 3. 主要會計政策概要 (續)

#### 收購一間不構成業務之附屬公司

本集團收購一組不構成業務的資產及負債時，本集團藉由先將購買價按照各自之公平價值分配至其後根據成本模型計量的投資物業及金融資產，以識別及確認所收購之個別可識別資產及所承擔之負債，並將購買價之餘下結餘按其於購買日之相對公平價值分配至其他個別可識別資產及負債。該等交易並不會產生商譽或議價購買收益。

#### 商譽

收購業務產生之商譽按於收購業務當日確定的成本減任何累計減值虧損列賬。

就減值測試而言，商譽會分配至預期將自合併協同效益獲益之本集團各現金產生單位（「現金產生單位」）或一組現金產生單位，其為就內部管理用途監察商譽的不大於經營分部之最低級別。

獲分配商譽之現金產生單位（或一組現金產生單位）將每年進行減值測試或於有跡象顯示單位可能出現減值時更頻密地進行減值測試。就於報告期間內收購產生之商譽而言，所獲分配商譽之現金產生單位（或一組現金產生單位）於報告期間結束前進行減值測試。倘可收回金額少於其賬面值，則首先分配減值虧損，以調低分配至該單位之任何商譽賬面值，然後根據單位內各資產之賬面值按比例分配至單位（或一組現金產生單位）之其他資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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, except when the investment, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. The financial statements of associates 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 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. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

### 3. 主要會計政策概要 (續)

#### 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，除非分類為可供出售之投資，則按照香港財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。聯營公司用於權益會計用途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之虧損超出本集團佔該聯營公司之權益時（包括任何實際上構成本集團於聯營公司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付款時，方會確認額外虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. 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. On acquisition of the investment in an associate, 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. 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.

### 3. 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日期起入賬。在收購於聯營公司之投資時，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*以單一項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。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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. 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 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.

### 3. 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益確認的所有金額。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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current asset held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving disposal of an investment in an associate, the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment is classified as held for sale.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

#### 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.

### 3. 主要會計政策概要 (續)

#### 持作出售非流動資產

非流動資產分類為持作出售倘其賬面值將主要透過銷售交易而非持續使用收回。此條件僅於資產可按現狀即時出售，惟須符合出售該等資產之慣常條款及相當可能會被出售時方被視為符合。管理層必須致力於該出售，預期有關出售自分類當日起計一年內完成此等交易並為其列帳。

當本集團致力於涉及出售於一間聯營公司之投資之銷售計劃時，當符合上述條件時該將被出售投資將被分類為持作出售，當該投資被非分類為持作出售時本集團終止就有關被分類為持作出售部分使用權益法。

分類為持作出售的非流動資產按彼等過往賬面值及公平價值減出售成本中較低者計量。

#### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Biological assets (Continued)

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.

#### Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repair and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

### 3. 主要會計政策概要 (續)

#### 生物資產 (續)

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。

#### 物業、廠房及設備

物業、廠房及設備乃按成本減隨後累計折舊及隨後累計減值虧損(如有)於綜合財務狀況表列賬。

資產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。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。倘可明確證明該開支可提高日後自使用物業、廠房及設備預期將取得之未來經濟利益,該開支將作為該資產之額外成本撥充成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

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

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%

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

#### Investment property under construction

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

### 3. 主要會計政策概要 (續)

#### 物業、廠房及設備 (續)

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%

物業、廠房及設備項目於出售時或於預期該資產之持續使用不會產生未來經濟利益時撤銷確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損，釐定為有關資產出售所得款項與其賬面值之差額且於損益中確認。

#### 在建中投資物業

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中物業。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，倘在建中投資物業之公平價值於尚未完成興建時無法可靠地釐定，則該在建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完成（以較早者為準）為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

### 3. 主要會計政策概要 (續)

#### 有形資產之減值

於各報告期末，本集團對其有形資產之賬面值進行審閱，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何該等跡象，將估計資產之可收回金額，以釐定減值虧損（如有）之程度。

倘不能估計單一資產的可收回金額，則集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理和一貫分配基準的情況下，企業資產亦被分配至個別現金產生單位，否則或會被分配至可按合理及按一貫分配基準識別的最小現金產生單位組合。

可收回金額為公平價值減去銷售成本及使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估的金錢時間值及並未就其調整估計未來現金流量的資產（或現金產生單位）特定風險。

倘資產（或現金產生單位）的估計可收回金額低於其賬面值，則資產（或現金產生單位）的賬面值將被調低至其可收回金額。於分配減值虧損時，減值虧損以減少任何商譽之賬面值（如適用），其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。一項資產之賬面值不會降低至低於其公平價值減出售成本（如可計量）、其使用價值（如可釐定）及零中最高者。本將分配至該資產的減值虧損之金額按比例分配至該單位的其他資產。減值虧損撥回即時於損益確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of tangible assets (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

### 3. 主要會計政策概要 (續)

#### 有形資產之減值 (續)

倘減值虧損其後撥回，則該資產（或現金產生單位）之賬面值須增加至其經修訂之估計可收回金額，惟增加後之賬面值數額不得超過倘若於過往年度未有就該項資產（或現金產生單位）確認減值虧損之原有賬面值。減值虧損撥回會即時於損益賬中確認。

#### 存貨

存貨乃按成本與可變現淨值兩者中之較低者列賬。按加權平均法計算成本。可變現淨值指存貨估計售價扣除完成所有估計成本及進行銷售所須之成本。

#### 金融工具

金融資產及金融負債乃於集團實體成為工具合約條文訂約方時進行確認。

金融資產及金融負債初步按公平價值計量。收購或發行金融資產及金融負債直接應佔之交易成本（按公平價值計入損益賬之金融資產除外）乃於初步確認時自金融資產或金融負債之公平價值加入或扣除（如適用）。收購按公平價值計入損益賬之金融資產直接應佔之交易費用，即時於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

The Group's financial assets are classified into the following specified categories: financial assets at fair value through profit or loss ("FVTPL"), available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purposes of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees or points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount of on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產

本集團金融資產分類為以下特定類別：按公平價值列賬及在損益賬處理之金融資產、可供出售金融資產及貸款及應收款項。分類按該金融資產之本質與用途並於初次確認時設定，所有常規買賣之金融資產，按交易日之基準確認及終止確認。常規買賣乃指按照市場規則或慣例在一定時間內交付資產之金融資產買賣。

##### 實際利率法

實際利率法指一種在有關期間內用於計算債務工具之攤銷成本及分配利息收入之方法。實際利率指一種在債務工具之預期壽命或(如適用)更短期間內能夠精確折現估計在日後收取之現金(包括構成實際利率部分之一切已付或已收費用或基點、交易成本及其他溢價或折讓)至初步確認時賬面淨值之利率。

債務工具之利息收入乃按實際利率基準確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 按公平價值列賬及在損益賬處理之金融資產

當金融資產為(i)持作交易或(ii)獲指定為按公平價值計入列賬及在損益賬處理之金融資產時，金融資產分類為按公平價值列賬及在損益賬處理之金融資產。

出現下列情況，金融資產乃分類為持作交易：

- 主要作為近期內出售目的而收購；或
- 於初步確認時其為本集團已識別共同管理之金融工具組合之部分及其具短期獲利實際模式；或
- 其為一個衍生工具而非指定及有效對沖工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 按公平價值列賬及在損益賬處理之金融資產 (續)

倘出現下列情況，持作交易之金融資產以外之金融資產可於初步確認時指定為按公平價值列賬及在損益賬處理之金融資產：

- 有關指定撇除或大幅減低計量或確認時出現不一致之情況；或
- 金融資產組成金融資產或金融負債或兩者之部分，並根據本集團文件既定風險管理或投資策略，按公平價值基準管理及評估其表現，而有關編組的資料則按該基準由內部提供；或
- 其組成包含一種或以上嵌入式衍生工具之合約其中部分，而香港會計準則第39號允許整份合併合約（資產或負債）被指定為按公平價值列賬及在損益賬處理之金融資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Financial assets at FVTPL (Continued)

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend earned on the financial assets and is included in the 'other income and gains' line item. Fair value is determined in the manner described in note 48.

#### AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

Equity securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period. Dividends on AFS equity securities are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of available-for-sale financial assets equity reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the available-for-sale financial assets equity reserve is reclassified to profit or loss.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 按公平價值列賬及在損益賬處理之金融資產 (續)

按公平價值列賬及在損益賬處理之金融資產乃按公平價值列賬，而再計量後所產生之收益或虧損於損益中確認，於損益中確認之收益或虧損淨額不包括金融資產賺取之任何股息，並計入「其他收入及收益」項目中。公平價值按附註48所述之方式釐定。

#### 可供出售金融資產

可供出售金融資產為非衍生項目，並指定為可供出售或並無分類為(a)貸款及應收款項、(b)持有至屆滿日之投資或(c)按公平價值列賬及在損益賬處理之金融資產。

本集團所持有並分類為可供出售金融資產的權益證券於各報告期末按公平價值計量。可供出售權益證券之股息於本集團收取股息的權利確立時於損益確認。可供出售金融資產賬面值的其他變動於其他全面收益內確認並於可供出售金融資產權益儲備內累計。當投資被出售或確定減值時，先前於可供出售金融資產權益儲備內累計的累計收益或虧損則重新分類至損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables, due from related companies and cash equivalents) are measured at amortised cost using the effective interest method, less any identified impairment losses.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

##### *Impairment of financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### *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。於初步確認後，貸款及應收款項（包括應收賬款、訂金及其他應收款項、應收相關公司之款項及現金等值物）均按實際利率法計算之攤銷成本減任何已識別減值虧損計算。

利息收入按實際利率計算確認，惟短期應收款項除外，乃因其利息確認並不重大。

##### *金融資產減值*

於各報告期末，金融資產（惟按公平價值列賬及在損益賬處理之金融資產除外）被評定是否有減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件出現而受到影響時，該等金融資產即已被視作減值。

就可供出售股本投資而言，該證券之公平價值大幅或長期低於其成本時被考慮為減值之客觀證據。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent period.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

就所有金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手出現重大財務困難；或
- 違反合約，例如逾期交付或拖欠利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 出現財務困難而導致該金融資產失去活躍市場。

應收款項組合減值之客觀證據包括本集團過去收取付款之經驗、組合內延遲付款超過平均信用期限宗數之增加及可觀察到與應收款項與其相關之全國或區域性經濟狀況之變動。

就按攤銷成本值列賬之金融資產而言，確認減值虧損之金額按該項資產之賬面值與估計未來現金流量按該金融資產以初始實際利率折現之現值之間之差額確認。

就按成本值列賬之金融資產而言，減值虧損之金額按該項資產之賬面值與估計未來現金流量按同類金融資產現時市場回報率折現之現值之間之差額計量。該減值虧損將不會於其後之期間撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of “available-for-sale financial assets equity reserve”.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

全部金融資產之減值虧損會直接於金融資產之賬面值中扣減，惟應收款項除外，其賬面值會通過使用撥備賬作出扣減。撥備賬內之賬面值變動於損益中確認。當應收款項被視為不可收回時於撥備賬內撇銷，其後收回先前已撇銷之金額均撥回撥備賬內。

當可供出售之金融資產被認為已減值時，先前於其他全面收益中已確認之累計收益或虧損重新分類至該期損益中。

就按攤銷成本值計量之金融資產而言，如在其後期間減值虧損金額減少，而該減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日之賬面值不得超過並無確認減值下之攤銷成本。

就可供出售股本投資而言，先前於損益確認之減值虧損將不會撥回損益中。減值虧損後之任何公平價值增加於其他全面收益中確認並於「可供出售金融資產權益儲備」中累計。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

##### **Classification as financial liabilities or equity**

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### **Financial liabilities at amortised cost**

Financial liabilities (including trade payables, other payables and accruals (excluding receipt in advance), due to a then non-executive director, due to a then ultimate holding company, due to De-consolidated subsidiaries and borrowing) are subsequently measured at amortised cost, using the effective interest method.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融負債及股本工具

##### **金融負債或股本之分類**

集團實體發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債與股本工具之定義予以分類為金融負債或股本工具。

##### **股本工具**

股本工具為可證明於實體資產經扣除其所有負債後之餘額權益之任何合約。本集團發行之股本工具按已收取款項扣除直接發行成本確認。

##### **實際利率法**

實際利率法指一種在有關期間內用於計算金融負債之攤銷成本及分配利息開支之方法。實際利率指一種在金融負債之估計壽命或(如適用)更短期間內能夠精確折現估計未來現金付款(包括構成實際利率不可或缺部分之一切已付或已收費用或基點、交易成本及其他溢價或折讓)至初步確認時賬面淨值之利率。

利息開支乃按實際利率基準確認。

##### **按攤銷成本列賬之金融負債**

金融負債(包括應付一名時任非執行董事、應付一間時任最終控股公司、應付取消綜合入賬附屬公司及借貸之應付賬款、其他應付款項及應計款項(除預收款項外))其後按攤銷成本以實際利率法計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Convertible note

##### **Convertible note contains equity component**

The component parts of the convertible note is classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium account. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible note are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible note using the effective interest method.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 可換股票據

##### **可換股票據包含權益部分**

可換股票據的組成部分根據合約安排之實質及金融負債與股本工具之定義區分為金融負債及權益。將以定額現金或其他金融資產交換本公司本身固定數目的股本工具結算之轉換權為股本工具。

於發行日期，負債部分之公平價值（包括任何嵌入式非股本衍生工具特徵）乃透過計量並無相關權益部分之類似負債之公平價值而估計。

分類為權益之轉換權乃通過扣除整個複合工具公平價值之負債部分金額予以釐定，並於權益中入賬（扣除所得稅影響），而其後不予重新計量。此外，分類為權益之轉換權將仍保留於權益中，直至轉換權獲得行使，在此情況下，於權益中確認的結餘將轉撥至股份溢價賬。倘轉換權於可換股票據之到期日仍未獲行使，則於權益中確認的結餘將轉撥至累計虧損。轉換權兌換或到期時將不會於損益內確認任何盈虧。

與發行可換股票據相關之交易成本乃按所得款項總額之劃分比例分配至負債及權益部分。與權益部分相關之交易成本乃直接於權益中扣除，與負債部分相關之交易成本乃計入負債部分之賬面值，並於可換股票據之期間採用實際利率法攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 終止確認

本集團僅在資產所產生現金流量的合約權利屆滿或於其轉讓金融資產以及資產擁有權的絕大部分風險及回報予另一實體時終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，本集團確認其於該資產之保留權益及其可能須為相關負債支付之金額。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團將繼續確認該金融資產，及確認已收所得款項的有擔保借款。

於全面終止確認財務資產時，資產賬面值與已收及應收代價以及於其他全面收益確認及於權益累計之累計盈虧之總和間之差額會於損益賬確認。

倘非完全終止確認金融資產，本集團將於其繼續確認的部分與不再確認的部分之間按該等部分於轉讓日期的相關公平價值基準分配該金融資產先前賬面值。不再確認部分獲分配之賬面值，與已於其他全面收益確認之不再確認部分之已收代價及獲分配之任何累計收益或虧損之總和之差額，乃於損益內確認。已於其他全面收益確認的累計收益或虧損於繼續確認的部分與不再確認的部分之間按該等部分的相關公平價值基準進行分配。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

##### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 終止確認 (續)

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面值與已付及應付的代價之間的差額會在損益中確認。

##### 抵銷金融工具

倘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，並按淨值呈報於綜合財務狀況表內。該可依法執行之權利必須不取決於未來事件，並且必須可於公司或其對手正常業務過程或發生違約、無力償債或破產時強制執行。

##### 現金及現金等值物

現金及現金等值物包括手頭現金與銀行及其他金融機構活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高之短期高流通性投資。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

### 3. 主要會計政策概要 (續)

#### 撥備

當由於過往事件導致本集團現時須承擔法律或推定責任，本集團可能將須履行該責任且能可靠估計該責任之數額時，則會確認撥備。

確認為撥備之金額是於報告期末經計入有關責任之風險及不確定因素後，對結算現有責任之所需代價之最佳估計。倘撥備使用結算現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值（其對貨幣時間價值影響屬重大）。

倘結算撥備所需部分或全部經濟利益預期可自第三方收回時，應收款項於本集團將實際確定獲得退款及能可靠估計應收款項的金額時確認為資產。

#### 或然負債及或然資產

或然負債指過往事件可能引致的責任，此等責任需就某一或多項本集團未能完全控制的不確定未來事件會否發生方能予以確認。或然負債亦可能是因過往事件引致的現有責任，由於可能將無需經濟資源流出，或責任金額未能可靠地計量而未予以確認。倘發生流出之可能性變動使流出變得可能，該等或然負債將於其後確認為撥備。

或然資產指過往事件可能產生的資產，此等資產需就某一或多項本集團未能完全控制的不確定未來事件會否發生方能予以確認。當確定有相關利益流入時，將會確認為資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

- (a) Services income, when the relevant services have been rendered;
- (b) Sale of goods, which is recognised when the goods are delivered and title has passed;
- (c) Interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (d) Investment income, when the policyholders' right to receive payment has been established.

### 3. 主要會計政策概要 (續)

#### 收益確認

收益按已收或應收代價之公平價值計量。收益已就估計客戶退貨、回扣及其他類似津貼作出扣減。

當收益能可靠地計量、當未來經濟利益有可能流入本集團時及當本集團各活動符合特定條件時，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) 貨品之銷售乃於交付貨品及所有權轉移時確認；
- (c) 利息收入按應計基準以實際利率法利用將金融工具在預計可使用年期或較短期間（如適用）估計在日後收取之現金準確折現至金融資產賬面淨值之利率確認；及
- (d) 投資收入於確立保單持有人收款權利時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing

All leases are classified as operating leases.

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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

#### Employee benefits

##### Short term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as salaries and bonus) after deducting any amount already paid.

### 3. 主要會計政策概要 (續)

#### 租賃

所有租賃分類為經營租賃。

#### 本集團作為承租人

經營租賃付款乃於租賃期間內按直線法確認為開支，惟倘另有系統基準更能代表自租賃資產消耗經濟利益之時間模式則除外。

倘於訂立經營租賃時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，惟另有系統基準更能代表自租賃資產消耗經濟利益之時間模式則除外。

#### 僱員福利

##### 短期僱員福利

短期僱員福利是在僱員提供服務時預期支付的福利的未折現金額。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或批准在資產成本中納入福利。

經扣除任何已付金額後，僱員之應計福利（例如薪金及獎金）確認為負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### Retirement benefit obligations

Payment to Mandatory Provident Fund Scheme (the “**MPF Scheme**”) is recognised as an expense when employees have rendered service entitling them to the contributions. The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, with the employers’ contributions subject to a cap of monthly relevant income of HK\$30,000. The Group’s contributions to the scheme are expensed as incurred and vested in accordance with the scheme’s vesting scales. Where employees leave the scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

Employees of the Group’s subsidiaries in the PRC are required to participate in the employee retirement scheme operated by the relevant local government bureau in the PRC. The contributions to be borne by the Group are calculated at a certain percentage of the salaries and wages for those eligible employees.

The retirement benefits scheme contributions charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

### 3. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 退休福利責任

向強制性公積金計劃(「**強積金計劃**」)作出之供款於僱員提供服務而有權獲得供款時確認為開支。本集團根據香港強制性公積金計劃條例為香港強制性公積金計劃條例司法權區之僱員經營強制性公積金計劃。該強積金計劃為界定供款計劃，而有關之資產由獨立信託管理基金持有管理。

根據強積金計劃，僱主及其僱員均須按僱員相關收入之5%向計劃作出供款，惟僱主供款以每月相關收入30,000港元為上限。本集團向強積金計劃作出之供款於產生時支銷，並根據計劃之歸屬程度歸屬。倘僱員於僱主供款全數歸屬前退出強積金計劃，沒收之供款金額將用作扣減本集團之應付供款。

本集團在中國之附屬公司之僱員均須參與中國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，按該等合資格僱員薪金及工資之若干百分比計算。

於損益賬中扣除之退休福利計劃供款乃本集團按該等計劃規則指定之比率本集團已付或應付該等基金之供款。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### 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 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 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.

### 3. 主要會計政策概要 (續)

#### 僱員福利 (續)

##### 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」）。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### Share-based payment transactions (Continued)

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.

#### Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 3. 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)

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。

#### 借貸成本

所有借貸成本按其產生期間在損益賬中確認。

#### 稅項

所得稅開支即指即期應付稅項及遞延稅項之總額。

#### 即期稅項

即期應付之稅項是根據本年度之應課稅溢利計算。應課稅溢利與綜合損益表及其他全面收益表所載之「除稅前虧損」有所不同，乃由於應課稅溢利不包括於其他年度的應課稅或可予扣減之收入或開支，同時亦不包括該等永遠毋須課稅或不可扣減之項目。本集團的本期稅項負債以報告期末已立法或實際立法之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

##### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amounts of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 3. 主要會計政策概要 (續)

#### 稅項 (續)

##### 遞延稅項

遞延稅項是指在綜合財務報表內確認之資產與負債之賬面值與以相應稅基計算應課稅溢利之暫時性差異。遞延稅項負債通常會就所有應課稅暫時性差異確認，而遞延稅項資產則會在預期應課稅溢利可供用作抵銷可予扣減暫時性差異時確認入賬為可予扣減暫時性差異。倘暫時性差異是因一項交易涉及之資產及負債進行初步確認時（不包括業務合併）產生而不會影響應課稅溢利或會計溢利，該等遞延稅項資產及負債則不會確認入賬。此外，倘暫時性差異來自商譽之初步確認，將不會確認遞延稅項負債。

遞延稅項負債按於附屬公司之投資及於一間聯營公司之權益所引致之應課稅暫時性差異而予以確認，惟本集團可控制撥回之暫時性差異及不大可能於可見未來撥回之暫時性差異則除外。而該等投資及權益之可扣減暫時性差異產生之遞延稅項資產僅在未來有可能產生足以抵銷暫時性差異之應課稅溢利及預計於可見未來撥回之情況下，則該遞延稅項資產可予確認。

遞延稅項資產之賬面值於各報告期末進行檢討，並於預期將不可能有足夠應課稅溢利可供收回全部或部分資產時減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

##### Deferred tax (Continued)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

##### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

##### Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 3. 主要會計政策概要 (續)

#### 稅項 (續)

##### 遞延稅項 (續)

遞延稅項資產及負債乃按預期於負債清償或資產變現期間按已實施或於報告期末大致上已實施之稅率（及稅制）計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還其資產及負債賬面值之方式所產生之稅務後果。

##### 本年度即期及遞延稅項

即期及遞延稅項於損益賬中確認，惟倘該等稅項與其他全面收益或直接於權益中確認之項目有關時，即期或遞延稅項亦須分別於其他全面收益或直接於權益中確認。

##### 分部呈報

經營分部及綜合財務報表內報告各分部項目的金額，乃從財務資料中識別，有關財務資料乃定期向本集團高級行政管理人員提供用作本集團各項業務及地理位置分配資源並評估其表現。

個別重大的經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似的產品及服務性質、生產流程性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數條件則可予合計。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

### 3. 主要會計政策概要 (續)

#### 外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃按交易日期當時之當前匯率確認。於報告期末，以外幣計值之貨幣項目以當日之當前匯率重新換算。按公平價值列賬且按外幣計值之非貨幣項目乃按釐定公平價值當日之匯率重新換算，而以外幣歷史成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額，於其產生期間在損益賬中確認，惟應收或應付海外業務而結算並無計劃亦不可能發生（因此構成海外業務投資淨額之一部分）之貨幣項目之匯兌差額除外，該等匯兌差額初步於其他全面收益內確認，並於出售或部分出售本集團權益時自權益重新分類至損益賬。

就呈列綜合財務報表而言，本集團業務之資產及負債均按各報告期末匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目乃按期內平均匯率換算。所產生的匯兌差額（如有）均於其他全面收益內確認，並累積於權益中之外幣匯兌儲備（於適當時撥作非控股權益）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

#### Related parties

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

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

### 3. 主要會計政策概要 (續)

#### 外幣 (續)

於出售海外業務 (即出售本集團於海外業務的全部權益) 時, 就本公司擁有人應佔該業務而於權益內累計的所有匯兌差額重新分類至損益。

於收購海外業務時所產生的商譽及已收購可識別資產之公平價值調整乃作為該海外業務之資產及負債處理, 並按各報告期末的當前匯率換算。所產生的匯兌差額乃於其他全面收益確認。

#### 有關連人士

倘屬以下人士, 則會被視為與本集團有關連:

- (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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. 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 the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (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); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

### 3. 主要會計政策概要 (續)

#### 有關連人士 (續)

(b) 倘符合下列任何條件，則實體與本集團有關連：

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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

A related party transaction is a transfer of resources, services or obligation between the Group and a related party, regardless of whether a price is charged.

Close family members 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.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

### 3. 主要會計政策概要 (續)

#### 有關連人士 (續)

有關連人士交易指本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。

### 4. 估計不確定因素之主要來源

於應用本集團於綜合財務報表附註3所述之會計政策時，董事須對資產及負債難於循其他途徑取得之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及其他被視為有關的因素而作出。實際結果或會有別於估計數字。

此等估計及相關假設乃持續檢討。倘修訂僅影響某個期間，則對會計估計的修訂於作出估計的期間確認；倘影響當前及未來期間，則於修訂期間及未來期間確認。

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不明朗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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### 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.

#### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs 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.

#### 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.

### 4. 估計不確定因素之主要來源 (續)

#### 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，或撇銷或撇減技術過時或已廢棄或出售之非策略資產。

#### 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。

#### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 4. KEY SOURCES OF 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.

#### 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.

### 4. 估計不確定因素之主要來源 (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。

#### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION

Information reported to the Group's management, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- Trading and retailing of jewellery
- Lending business
- Pharmaceutical and healthcare products

An operating segment regarding the wireless value-added services was discontinued in the current year. The segment information reported below does not include any amounts for these discontinued operation, which are described in more detail in note 11 to the consolidated financial statements.

The following is an analysis of the Group's revenue and results from continuing operations:

#### Continuing operations

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度		Trading and retailing of jewellery 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Pharmaceutical and healthcare products 藥業及健康 護理產品 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
<b>REVENUE</b>	<b>收益</b>				
From external customers:	來自外部客戶：				
Trading of gold and jewellery	黃金及珠寶買賣	26,011	-	-	26,011
Retailing of jewellery	珠寶零售	8,674	-	-	8,674
Lending business	借貸業務	-	3,419	-	3,419
Trading of pharmaceutical and healthcare products	藥業及健康護理產品買賣	-	-	26,635	26,635
		<b>34,685</b>	<b>3,419</b>	<b>26,635</b>	<b>64,739</b>
<b>RESULTS</b>	<b>業績</b>				
Segment results	分部業績	(1,261)	2,523	(7,795)	(6,533)
Unallocated income	未分配收入				4
Unallocated expenses	未分配開支				(12,296)
Finance costs	財務費用				(16)
Share of loss of an associate	應佔一間聯營公司虧損				(710)
Gain on disposal of subsidiaries	出售附屬公司之收益				1,371
Loss before tax	除稅前虧損				<b>(18,180)</b>

### 5. 經營分部資料

就分配資源及評估表現而向本集團管理層匯報之資料著重於所交付產品或所提供服務的種類。

具體而言，於香港財務報告準則第8號下本集團的可申報分部如下：

- 珠寶買賣及零售
- 借貸業務
- 藥業及健康護理產品

有關無線增值服務的經營分部於本年度已終止經營。以下呈報之分部資料不包括該等已終止經營業務之任何金額，進一步資料詳述於綜合財務報表附註11。

本集團來自持續經營業務之收益及業績分析如下：

#### 持續經營業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION (Continued)

### 5. 經營分部資料 (續)

#### Continuing operations (Continued)

#### 持續經營業務 (續)

		Trading and retailing of jewellery 珠寶買賣 及零售	Lending business 借貸業務	Pharmaceutical and healthcare products 藥業及健康 護理產品	Consolidation 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
For the year ended 31 March 2017 截至二零一七年三月三十一日止年度					
<b>REVENUE</b>	<b>收益</b>				
From external customers:	來自外部客戶：				
Trading of gold and jewellery	黃金及珠寶買賣	14,633	-	-	14,633
Retailing of jewellery	珠寶零售	6,582	-	-	6,582
Lending business	借貸業務	-	4,144	-	4,144
Trading of pharmaceutical and healthcare products	藥業及健康護理產品買賣	-	-	4,896	4,896
		21,215	4,144	4,896	30,255
<b>RESULTS</b>	<b>業績</b>				
Segment results	分部業績	(723)	4,144	(425)	2,996
Unallocated income	未分配收入				298
Unallocated expenses	未分配開支				(24,010)
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				(21,450)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3 to the consolidated financial statements. Segment profit/(loss) represents the profit earned/(loss suffered) from each segment without allocation of central administrative costs, certain other income and gains, other expenses, finance costs, gain on disposal of subsidiaries and share of loss of an associate. This is the measure reported to the Group's management for the purposes of resource allocation and performance assessment.

經營分部的會計政策與本集團綜合財務報表附註3所述之會計政策一致。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、若干其他收入及收益、其他開支、財務費用、出售附屬公司之收益及應佔一間聯營公司虧損。此乃為分配資源及評估表現而向本集團管理層匯報之基準。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION (Continued)

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

### 5. 經營分部資料 (續)

按經營分部劃分之本集團資產及負債分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>SEGMENT ASSETS</b>	<b>分部資產</b>		
Trading and retailing of jewellery	珠寶買賣及零售	13,566	17,324
Lending business	借貸業務	32,777	40,179
Pharmaceutical and healthcare products	藥業及健康護理產品	36,342	36,705
Segment assets from continuing operations	持續經營業務之分部資產	82,685	94,208
Assets related to discontinued operations	已終止經營業務之相關資產	-	1,214
Non-current asset classified as held for sale	分類為持作出售之 非流動資產	1,538	-
Unallocated assets	未分配資產	30,177	8,311
Total assets	資產總額	114,400	103,733
<b>SEGMENT LIABILITIES</b>	<b>分部負債</b>		
Trading and retailing of jewellery	珠寶買賣及零售	648	884
Lending business	借貸業務	112	72
Pharmaceutical and healthcare products	藥業及健康護理產品	23,383	2,095
Segment liabilities from continuing operations	持續經營業務之分部負債	24,143	3,051
Liabilities related to discontinued operations	已終止經營業務之相關負債	-	23,558
Unallocated liabilities	未分配負債	2,407	2,433
Total liabilities	負債總額	26,550	29,042

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. 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 cash and cash equivalents held by the respective head offices; and
- all liabilities are allocated to operating segments other than certain other payables and accruals of the respective head offices.

#### Geographical information

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

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

### 5. 經營分部資料 (續)

為監察分部表現及於各分部間分配資源：

- 除各總部持有之若干預付款項及現金及現金等值物外，所有資產均分配至經營分部；及
- 除各總部之若干其他應付款項及應計款項外，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持續經營業務收益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 of external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務				
The PRC	中國	61,320	24,711	14,142	9,887
Hong Kong	香港	3,419	5,544	4,679	8,556
Total	總計	64,739	30,255	18,821	18,443

Note: Non-current assets exclude 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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION (Continued)

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trading and retailing of jewellery	珠寶買賣及零售		
Customer A	客戶A	11,908	8,422
Customer B	客戶B	-	4,539
Customer C	客戶C	11,328	-

No other customers contributed 10% or more to the Group's revenue for both years.

### 5. 經營分部資料 (續)

#### 有關主要客戶之資料

佔本集團於相應年度總銷售額逾10%之客戶之收益如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trading and retailing of jewellery	珠寶買賣及零售		
Customer A	客戶A	11,908	8,422
Customer B	客戶B	-	4,539
Customer C	客戶C	11,328	-

概無其他客戶於本集團於兩個年度之收益中佔10%或以上之比重。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 March 2018

#### Continuing operations

### 5. 經營分部資料 (續)

#### 其他分部資料

截至二零一八年三月三十一日止年度

#### 持續經營業務

		Trading and retailing of jewellery 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Pharmaceutical and healthcare products 藥業及健康 護理產品 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
Interest income	利息收入	6	-	-	6
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	542	-	3,224	3,766
Amortisation of prepaid rentals	預付租金攤銷	-	-	49	49
Impairment loss recognised in respect of trade receivables	就應收賬款確認之 減值虧損	-	-	508	508
Loss on disposal of property, plant and equipment	出售物業、廠房及設備 之虧損	2	-	-	2
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	-	-	413	413
Capital Expenditure: Property, plant and equipment	資本開支： 物業、廠房及設備	4	-	187	191



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 5. OPERATING SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

For the year ended 31 March 2017

#### Continuing operations

		Trading and retailing of jewellery 珠寶買賣 及零售 HK\$'000 千港元	Lending business 借貸業務 HK\$'000 千港元	Pharmaceutical and healthcare products 藥業及健康 護理產品 HK\$'000 千港元	Consolidation 合計 HK\$'000 千港元
Interest income	利息收入	4	-	-	4
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	521	-	1,745	2,266
Amortisation of prepaid rentals	預付租金攤銷	-	-	54	54
Capital Expenditure:	資本開支：				
Property, plant and equipment	物業、廠房及設備	4	-	448	452

### 6. REVENUE

An analysis of the Group's revenue from continuing operations is as follows:

### 5. 經營分部資料 (續)

#### 其他分部資料 (續)

截至二零一七年三月三十一日止年度

#### 持續經營業務

### 6. 收益

本集團來自持續經營業務之收益如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Sales of goods	產品銷售	<b>61,292</b>	26,110
Services income	服務收入	<b>28</b>	734
Loan interest income	貸款利息收入	<b>3,419</b>	3,411
		<b>64,739</b>	30,255

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 7. OTHER INCOME AND GAINS

### 7. 其他收入及收益

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Sundry income	雜項收入	86	265
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	12
Exchange gains, net	匯兌收益淨額	-	17
Bank interest income	銀行利息收入	6	5
		<b>92</b>	<b>299</b>

### 8. FINANCE COSTS

### 8. 財務費用

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Interest on borrowing	借貸利息	16	-
Imputed interest on a convertible note (Note 36)	可換股票據之推算利息 (附註36)	-	539
		<b>16</b>	<b>539</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 9. LOSS BEFORE TAX

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

### 9. 除稅前虧損

本集團來自持續經營業務之除稅前虧損經扣除／(計入)下列各項後達致：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Cost of inventories sold	售出存貨成本	<b>56,478</b>	23,690
Amortisation of prepaid rentals	預付租金攤銷	<b>49</b>	54
Depreciation of property, plants and equipment	物業、廠房及設備之折舊	<b>4,952</b>	2,266
Written off of property, plant and equipment	物業、廠房及設備之撇銷	<b>-</b>	44
Written off of due from related companies	應收相關公司款項之撇銷	<b>34</b>	-
Minimum lease payments under operating leases in respect of:	以下經營租賃最低租賃付款：		
land and buildings	土地及樓宇	<b>1,824</b>	3,954
Auditors' remuneration:	核數師酬金：		
- audit services	- 審計服務	<b>739</b>	660
- non-audit services	- 非審計服務	<b>-</b>	488
		<b>739</b>	1,148
Employee benefits expense (including directors' remuneration):	僱員福利開支 (包括董事酬金)：		
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物 利益	<b>8,893</b>	8,874
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	<b>408</b>	219
		<b>9,301</b>	9,093

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 9. LOSS BEFORE TAX (Continued)

### 9. 除稅前虧損 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Exchange gain, net	匯兌收益淨額	-	(17)
Impairment loss recognised in respect of trade receivables	就應收賬款確認之減值虧損	<b>508</b>	-
Professional fee	專業費用	<b>4,953</b>	5,326
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損／(收益)	<b>2</b>	(12)

### 10. INCOME TAX EXPENSE

### 10. 所得稅開支

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax – Hong Kong:	即期稅項 – 香港：		
Charge for the year	年內支出	<b>180</b>	126
Under/(over) provision in prior years	過往年度撥備不足／(超額撥備)	<b>92</b>	(2)
		<b>272</b>	124
Deferred tax credit (note 35)	遞延稅項抵免 (附註35)	-	(89)
		<b>272</b>	35

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

兩個年度之香港利得稅乃按估計應課稅溢利之16.5%計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 10. INCOME TAX EXPENSE (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years

No provision for the PRC Enterprise Income Tax has been made for both years as the Group has no assessable profits arising in the PRC.

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 10. 所得稅開支(續)

根據中華人民共和國《中國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施細則，中國附屬公司兩個年度之稅率為25%。

由於本集團於中國並未產生應課稅溢利，故概無於兩個年度就中國企業所得稅作出任何撥備。

本年度之稅項支出與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before tax from continuing operations	來自持續經營業務之 除稅前虧損	<b>(18,180)</b>	(21,450)
Tax at domestic income tax rates	按國內所得稅稅率計算之 稅項	<b>(3,538)</b>	(4,000)
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>177</b>	47
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(239)</b>	(2,904)
Tax effect of expense not deductible for tax purpose	不可扣稅開支之稅務影響	<b>1,166</b>	2,925
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>2,644</b>	3,969
One-off tax reduction of Hong Kong Profits Tax by Inland Revenue Departments	稅務局就香港利得稅之 一次性減稅	<b>(30)</b>	-
Under/(over) provision in prior years	過往年度撥備不足/ (超額撥備)	<b>92</b>	(2)
Income tax expense for the year relating to continuing operations	有關持續經營業務之年度 所得稅開支	<b>272</b>	35

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 11. DISCONTINUED OPERATION

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries, including the De-consolidated Subsidiaries, which were principally engaged in wireless value-added services operation in the PRC. The disposal of wireless value-added services operation is consistent with the Group's long-term policy to focus its activities on the Group's other operations. The disposal was completed on 5 June 2017, on which date the control of Prosten (BVI) Limited passed to the acquirer.

Profit/(loss) for the year from Prosten (BVI) Limited and its subsidiaries is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to re-present the results of Prosten (BVI) Limited and its subsidiaries as discontinued operation:

### 11. 已終止經營業務

於二零一七年六月二日，本集團訂立一份買賣協議，以出售Prosten (BVI) Limited及其附屬公司（包括取消綜合入賬附屬公司）之全部已發行股本，其主要於中國從事無線增值服務業務。出售無線增值服務業務符合本集團專注於其他業務活動之長遠政策。出售已於二零一七年六月五日完成，而Prosten (BVI) Limited之控制權已於同日轉移予收購方。

Prosten (BVI) Limited及其附屬公司之年內溢利／（虧損）載列如下。綜合損益及其他全面收益表之比較數字已經重列，以將Prosten (BVI) Limited及其附屬公司之業績重列為已終止經營業務：

		<b>Period from 1 April 2017 to 5 June 2017</b>	Period from 1 April 2016 to 31 March 2017
		二零一七年 四月一日至 二零一七年 六月五日 期間	二零一六年 四月一日至 二零一七年 三月三十一日 期間
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Loss from wireless value-added services operation for the period/year	無線增值服務業務之期內／年內虧損	<b>(65)</b>	(2,207)
Gain on disposal of wireless value-added services operation	出售無線增值服務業務之收益	<b>41,835</b>	-
Profit/(loss) for the period/year attributable to owners of the Company	本公司擁有人應佔之期內／年內溢利／（虧損）	<b>41,770</b>	(2,207)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 11. DISCONTINUED OPERATION (Continued)

Loss of Prosten (BVI) Limited and its subsidiaries for the period/year, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

### 11. 已終止經營業務 (續)

Prosten (BVI) Limited及其附屬公司之期內／年內虧損(已計入綜合損益及其他全面收益表)如下:

		<b>Period from 1 April 2017 to 5 June 2017</b>	Period from 1 April 2016 to 31 March 2017
		二零一七年 四月一日至 二零一七年 六月五日 期間 <b>HK\$'000</b> 千港元	二零一六年 四月一日至 二零一七年 三月三十一日 期間 HK\$'000 千港元
Revenue	收益	-	-
Other income and gains	其他收入及收益	<b>34</b>	8
Selling expenses	銷售開支	-	(9)
Loss on fair value change of 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公平價值變動虧損	<b>(22)</b>	(114)
Administrative expenses	行政開支	<b>(77)</b>	(2,092)
Loss before tax	除稅前虧損	<b>(65)</b>	(2,207)
Income tax expense	所得稅開支	-	-
Loss for the period/year	期內／年內虧損	<b>(65)</b>	(2,207)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 11. DISCONTINUED OPERATION (Continued)

Loss for the period/year from discontinued operation has been arrived at after charging:

### 11. 已終止經營業務 (續)

已終止經營業務之期內／年內虧損乃經扣除下列各項：

		<b>Period from 1 April 2017 to 5 June 2017 二零一七年 四月一日至 二零一七年 六月五日 期間 HK\$'000 千港元</b>	Period from 1 April 2016 to 31 March 2017 二零一六年 四月一日至 二零一七年 三月三十一日 期間 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	4	62
Minimum lease payments under operating leases in respect of land and buildings	以下經營租賃最低租賃付款 土地及樓宇	16	242
Exchange gains, net	匯兌收益淨額	-	(2)
Written off of available-for-sale financial asset	可供出售金融資產之撇銷	-	419
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	22	30
Unrealised 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 資產之未變現虧損	-	84
		<b>22</b>	114
Employee benefits expense:	僱員福利開支：		
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及 實物利益	-	489
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	-	77
		-	566



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 11. DISCONTINUED OPERATION (Continued)

Cash flows of the discontinued operation for the period were as follows:

		<b>Period from 1 April 2017 to 5 June 2017 二零一七年 四月一日至 二零一七年 六月五日 期間 HK\$'000 千港元</b>	Period from 1 April 2016 to 31 March 2017 二零一六年 四月一日至 二零一七年 三月三十一日 期間 HK\$'000 千港元
Net cash outflow from operating activities	經營業務之現金流出淨額	<b>(565)</b>	(310)
Net cash inflow/(outflow) from investing activities	投資業務之現金流入／ (流出)淨額	<b>591</b>	(734)
Net cash inflow/(outflow)	現金流入／(流出)淨額	<b>26</b>	(1,044)

The carrying amounts of the assets and liabilities of Prosten (BVI) Limited and its subsidiaries at the date of disposal are disclosed in note 42 to the consolidated financial statements.

### 11. 已終止經營業務 (續)

已終止經營業務之期內現金流量如下：

		<b>Period from 1 April 2017 to 5 June 2017 二零一七年 四月一日至 二零一七年 六月五日 期間 HK\$'000 千港元</b>	Period from 1 April 2016 to 31 March 2017 二零一六年 四月一日至 二零一七年 三月三十一日 期間 HK\$'000 千港元
Net cash outflow from operating activities	經營業務之現金流出淨額	<b>(565)</b>	(310)
Net cash inflow/(outflow) from investing activities	投資業務之現金流入／ (流出)淨額	<b>591</b>	(734)
Net cash inflow/(outflow)	現金流入／(流出)淨額	<b>26</b>	(1,044)

Prosten (BVI) Limited及其附屬公司於出售日期之資產及負債之賬面值於綜合財務報表附註42披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 12. DIRECTORS' REMUNERATION

The remuneration of directors were set out below:

#### (a) Executive directors

### 12. 董事酬金

董事酬金載列如下：

#### (a) 執行董事

		Salaries, allowances and benefits		Pension scheme	Total
		Fee	in kind	contributions	remuneration
		袍金	薪金、津貼及實物利益	退休金計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>For the year ended</b>	<b>截至二零一八年</b>				
<b>31 March 2018</b>	<b>三月三十一日止年度</b>				
Mr. Zhang Chunhua (appointed on 12 February 2018)	張春華先生 (於二零一八年二月十二日獲委任)	-	-	-	-
Ms. Zhang Chunping (appointed on 12 February 2018)	張春萍女士 (於二零一八年二月十二日獲委任)	-	-	-	-
Ms. Chung, Elizabeth Ching Yee (appointed on 18 May 2018)	鍾靜儀女士 (於二零一八年五月十八日獲委任)	-	-	-	-
Mr. Xu Zhigang (re-designated to non-executive director on 12 February 2018)	徐志剛先生 (於二零一八年二月十二日調任為非執行董事)	-	930	17	947
Mr. Shi Liangsheng (resigned on 12 February 2018)	石梁升先生 (於二零一八年二月十二日辭任)	-	493	16	509
Mr. Han Jun (resigned on 12 February 2018)	韓軍先生 (於二零一八年二月十二日辭任)	-	514	-	514
Mr. Wen Xingcheng (appointed on 3 April 2017 and resigned on 1 September 2017)	溫興程先生 (於二零一七年四月三日獲委任及於二零一七年九月一日辭任)	-	99	-	99
		-	2,036	33	2,069

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 12. DIRECTORS' REMUNERATION (Continued)

#### (a) Executive directors (Continued)

		Fee	Salaries,	Pension	Total
			allowances and benefits in kind	scheme contributions	
		袍金	薪金、津貼及實物利益	退休金計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
For the year ended	截至二零一七年三月				
31 March 2017	三十一日止年度				
Mr. Xu Zhigang	徐志剛先生	-	1,040	18	1,058
Mr. Shi Liangsheng (appointed on 18 July 2016)	石梁升先生 (於二零一六年七月十八日獲委任)	-	400	13	413
Mr. Yeung Yiu Bong, Anthony (resigned on 15 July 2016)	楊耀邦先生 (於二零一六年七月十五日辭任)	-	235	-	235
Mr. Han Jun	韓軍先生	-	585	-	585
Mr. Wen Xingcheng (appointed on 3 April 2017)	溫興程先生 (於二零一七年四月三日獲委任)	-	-	-	-
		-	2,260	31	2,291

### 12. 董事酬金 (續)

#### (a) 執行董事 (續)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 12. DIRECTORS' REMUNERATION (Continued)

#### (b) Non-executive directors

		Fee	Salaries, allowances and benefits	Pension scheme	Total remuneration
			in kind	contributions	
		袍金	薪金、津貼 及實物利益	退休金 計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>For the year ended 31 March 2018</b>	<b>截至二零一八年三月 三十一日止年度</b>				
Mr. Xu Zhigang (re-designated from executive director on 12 February 2018)	徐志剛先生 (於二零一八年二月十二日由執行董事調任)	-	15	-	15
Mr. Chen Weixi (resigned on 12 February 2018)	陳煒熙先生 (於二零一八年二月十二日辭任)	-	343	-	343
		-	358	-	358

### 12. 董事酬金 (續)

#### (b) 非執行董事

		Fee	Salaries, allowances and benefits	Pension scheme	Total remuneration
			in kind	contributions	
		袍金	薪金、津貼 及實物利益	退休金 計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>For the year ended 31 March 2017</b>	<b>截至二零一七年三月 三十一日止年度</b>				
Mr. Chen Weixi	陳煒熙先生	-	390	-	390
Mr. Yip Heon Keung (resigned on 15 February 2017)	葉向強先生 (於二零一七年二月十五日辭任)	-	115	33	148
Mr. Song Xuxi (appointed on 1 June 2016 and resigned on 15 February 2017)	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)	-	95	-	95
		-	600	33	633

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 12. DIRECTORS' REMUNERATION (Continued)

#### (c) Independent non-executive directors

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

Ms. Chan Mei Yan, Hidy (appointed on 12 February 2018)	陳美恩女士 (於二零一八年二月十二日獲委任)
Mr. Kwan Chi Hong (appointed on 12 February 2018)	關志康先生 (於二零一八年二月十二日獲委任)
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)	李筠翎女士 (於二零一八年二月十二日獲委任)
Mr. Lam Kwok Cheong (resigned on 12 February 2018)	林國昌先生 (於二零一八年二月十二日辭任)
Mr. Xu Xiaoping (resigned on 12 February 2018)	徐小平先生 (於二零一八年二月十二日辭任)
Mr. Poon Yan Wai (resigned on 12 February 2018)	潘仁偉先生 (於二零一八年二月十二日辭任)

Ms. Chung, Elizabeth Ching Yee is also the Chief Executive Officer of the Group and her emoluments disclosed above include those for services rendered by her as the Chief Executive Officer.

During the years ended 31 March 2018 and 2017, no emoluments were paid by the Group to the above individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the above individuals has waived or agreed to waive any emoluments during the year ended 31 March 2018 and 2017.

Except as disclosed in note 45 to the consolidated financial statements, no other transactions, arrangements or contracts of significance to which the Company, its ultimate holding company, or any subsidiaries of its ultimate holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 12. 董事酬金 (續)

#### (c) 獨立非執行董事

年內支付予獨立非執行董事之袍金如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Ms. Chan Mei Yan, Hidy (appointed on 12 February 2018)	24	—
Mr. Kwan Chi Hong (appointed on 12 February 2018)	24	—
Ms. Lee Kwun Ling, May Jean (appointed on 12 February 2018)	24	—
Mr. Lam Kwok Cheong (resigned on 12 February 2018)	124	130
Mr. Xu Xiaoping (resigned on 12 February 2018)	124	130
Mr. Poon Yan Wai (resigned on 12 February 2018)	124	130
	<b>444</b>	<b>390</b>

鍾靜儀女士亦為本集團之首席執行官，且於上述披露之其酬金包括其作為首席執行官提供服務所收取之酬金。

截至二零一八年及二零一七年三月三十一日止年度，本集團並無向上述人士支付酬金，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。截至二零一八年及二零一七年三月三十一日止年度，概無上述人士放棄或同意放棄任何酬金。

除於綜合財務報表附註45披露外，本公司、其最終控股公司或其最終控股公司之任何附屬公司概無訂立任何本公司董事於其中擁有直接或間接重大權益而於年末或於本年度內之任何時間仍然有效之重要交易、安排或合約。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2017: two) directors, details of whose remuneration are set out in note 12 to the consolidated financial statements above. Details of the remuneration for the year of the remaining two (2017: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	853	1,511
Pension scheme contributions 退休金計劃供款	32	58
	<b>885</b>	<b>1,569</b>

The number of the highest paid employees who are not the directors whose remuneration fell within the following bands is as follows:

	2018 二零一八年 Number of employees 僱員人數	2017 二零一七年 Number of employees 僱員人數
Nil to HK\$500,000 零至500,000港元	2	1
HK\$500,001 to HK\$1,000,000 500,001港元至1,000,000港元	-	2
	<b>2</b>	<b>3</b>

None of the above individuals is the senior management as disclosed in the section headed "Senior Management".

During the years ended 31 March 2018 and 2017, no emoluments were paid by the Group to the above individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the above individuals has waived or agreed to waive any emoluments during the year ended 31 March 2018 and 2017.

### 13. 五名最高薪僱員

年內五名最高薪僱員包括三名(二零一七年:兩名)董事,其酬金詳情已於上文綜合財務報表附註12載述。年內其餘兩名(二零一七年:三名)非本公司董事或主要行政人員的最高薪僱員之酬金詳情如下:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	853	1,511
Pension scheme contributions 退休金計劃供款	32	58
	<b>885</b>	<b>1,569</b>

酬金屬於以下組別之非董事的最高薪僱員人數如下:

	2018 二零一八年 Number of employees 僱員人數	2017 二零一七年 Number of employees 僱員人數
Nil to HK\$500,000 零至500,000港元	2	1
HK\$500,001 to HK\$1,000,000 500,001港元至1,000,000港元	-	2
	<b>2</b>	<b>3</b>

概無上述人士為「高級管理層」一節所披露的高級管理層。

截至二零一八年及二零一七年三月三十一日止年度,本集團並無向上述人士支付酬金,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。截至二零一八年及二零一七年三月三十一日止年度,概無上述人士放棄或同意放棄任何酬金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 14. DIVIDENDS

No dividends was paid or proposed to pay by the Company during 2018, nor has any dividend been proposed by the Board since the end of the reporting period (2017: nil).

### 15. EARNINGS/(LOSS) PER SHARE

#### For continuing and discontinued operations

The calculation of the basic and diluted earnings/(loss) per share attributable to owners of the Company is based on the following data:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Earnings/(loss)</b>	<b>盈利／(虧損)</b>		
Earnings/(loss) for the purpose of basic and diluted earnings/(loss) per share	用於計算每股基本及攤薄盈利／(虧損)之盈利／(虧損)	<b>23,329</b>	(23,657)
		2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings/(loss) per share	用於計算每股基本及攤薄盈利／(虧損)之加權平均普通股數目	<b>1,210,372</b>	1,133,098

As the Company's outstanding share options where applicable had an anti-dilutive effect to the basic earnings per share calculation for the years ended 31 March 2017, the conversion of the above potential dilutive shares is not assumed in the calculation of diluted earnings per share.

Diluted earnings per share were same as the basic earnings per share for the year ended 31 March 2018 as there were no potential dilutive ordinary shares in issue.

### 14. 股息

於二零一八年，本公司概無派付或建議派付股息，自報告期末起董事會亦無建議派付任何股息（二零一七年：無）。

### 15. 每股盈利／(虧損)

#### 持續經營及已終止經營業務

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃根據以下數據計算：

由於本公司未行使購股權（如適用）對截至二零一七年三月三十一日止年度之每股基本盈利之計算有反攤薄影響，故於計算每股攤薄盈利時未假設上述潛在攤薄股份之轉換。

由於並無已發行潛在攤薄股份，因此截至二零一八年三月三十一日止年度每股攤薄盈利與每股基本盈利相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 15. EARNINGS/(LOSS) PER SHARE (Continued)

### 15. 每股盈利／(虧損) (續)

#### For continuing operations

#### 持續經營業務

		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Earnings/(loss)</b>	<b>盈利／(虧損)</b>		
Loss for the purpose of basic and diluted earnings per share from continuing operations	用於計算來自持續經營業務之每股基本及攤薄盈利之虧損	(18,441)	(21,450)

The denominators used are the same as those detailed above for both basic and diluted earnings/(loss) per share for continuing and discontinued operations.

所用之分母與上述持續經營及已終止經營業務之每股基本及攤薄盈利／(虧損)所詳列之分母相同。

#### From discontinued operation

Basic and diluted earnings per share for the discontinued operation are HK\$3.45 cents per share (2017: loss per share of HK\$0.19 cents per share), based on the profit for the year from the discontinued operations of approximately HK\$41,770,000 (2017: loss of HK\$2,207,000) and the denominators detailed above for both basic and diluted earnings/(loss) per share for continuing and discontinued operations.

#### 已終止經營業務

已終止經營業務每股基本及攤薄盈利每股3.45港仙(二零一七年:每股虧損0.19港仙)乃根據來自已終止經營業務之年內溢利約41,770,000港元(二零一七年:虧損2,207,000港元)及上文詳列之持續經營及已終止經營業務之每股基本及攤薄盈利／(虧損)分母計算。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Land and building in Mainland China	Leasehold improvements	Office and computer equipment, furniture and fixture	Total
		於中國內地之 土地及樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	辦公室及 電腦設備、 傢俬及裝置 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</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 40)	收購附屬公司(附註40)	-	823	4,960	5,783
Disposals	出售	-	-	(53)	(53)
Written off	撇銷	-	(214)	(1,080)	(1,294)
Exchange alignment	匯兌調整	-	(31)	(123)	(154)
As at 31 March 2017 and as at 1 April 2017	於二零一七年三月三十一日及 於二零一七年四月一日	1,385	928	7,415	9,728
Additions	添置	-	472	1,409	1,881
Disposals	出售	-	-	(407)	(407)
Disposals of subsidiaries (note 42)	出售附屬公司(附註42)	(1,385)	(202)	(2,158)	(3,745)
Exchange alignment	匯兌調整	-	108	191	299
As at 31 March 2018	於二零一八年三月三十一日	-	1,306	6,450	7,756
<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
Eliminated upon disposals	於出售時抵銷	-	-	(5)	(5)
Eliminated upon written off	於撇銷時抵銷	-	(187)	(1,063)	(1,250)
Exchange alignment	匯兌調整	-	(7)	(41)	(48)
As at 31 March 2017 and as at 1 April 2017	於二零一七年三月三十一日及 於二零一七年四月一日	421	117	3,391	3,929
Provided for the year	年內撥備	4	1,019	3,933	4,956
Eliminated upon disposals	於出售時抵銷	-	-	(313)	(313)
Eliminated upon disposals of subsidiaries (note 42)	於出售附屬公司時抵銷 (附註42)	(425)	(202)	(2,041)	(2,668)
Exchange alignment	匯兌調整	-	60	105	165
As at 31 March 2018	於二零一八年三月三十一日	-	994	5,075	6,069
<b>Carrying amounts:</b>	<b>賬面值：</b>				
As at 31 March 2018	於二零一八年三月三十一日	-	<b>312</b>	<b>1,375</b>	<b>1,687</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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 17. INVESTMENT PROPERTY

### 17. 投資物業

		Cost 成本
		Property under construction 在建物業 HK\$'000 千港元
As at 1 April 2016	於二零一六年四月一日	–
Acquisition of assets through acquisition of subsidiaries (note 41)	透過收購附屬公司收購資產 (附註41)	3,601
Construction cost incurred	已產生建築成本	816
Exchange alignment	匯兌調整	(26)
As at 31 March 2017 and as at 1 April 2017	於二零一七年三月三十一日及 於二零一七年四月一日	4,391
Construction cost incurred	已產生建築成本	7,452
Exchange adjustments	匯兌調整	456
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>12,299</b>

For the Group's investment properties under construction at cost, when their fair values are not reliably measurable, they are 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 long term leasing purpose and its address is southern side of Zhongshan Road, western side of Zhawang Highway, Jianggan District, Jiaxing City, Zhejiang Province, the PRC, which is a construction of a six-storey commercial building in progress.

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 18. LONG-TERM PREPAID RENTALS

This represents the prepayment of long-term rentals of farm in PRC for the business of pharmaceutical and healthcare products segment 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：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>		
As at 1 April	於四月一日	1,241	–
Addition during the year	年內添置	–	1,282
Disposal of subsidiaries (note 42)	出售附屬公司(附註42)	(1,291)	–
Exchange alignment	匯兌調整	50	(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	53	–
Amortisation for the year	年內攤銷	49	54
Eliminated upon disposal of subsidiaries (note 42)	於出售附屬公司時抵銷(附註42)	(103)	–
Exchange alignment	匯兌調整	1	(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
<b>Analysis of long-term prepaid rentals is as follows:</b>	<b>長期預付租金之分析如下：</b>		
Non-current portion	非流動部分	–	1,093
Current portion	流動部分	–	95
		–	1,188

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

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

### 19. 可供出售金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Unlisted equity securities, at fair value</b>	<b>非上市權益證券，按公平價值</b>		
As at 1 April	於四月一日	<b>16,583</b>	21,760
Fair value adjustment during the year	年內之公平價值調整	<b>(1,583)</b>	(5,177)
As at 31 March	於三月三十一日	<b>15,000</b>	16,583

On 23 October 2015, Meteor Storm Holdings Limited, a wholly-owned subsidiary of the Company, 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 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 declared to the Group during each of the years ended 31 March 2018 and 2017.

The above unlisted equity securities were revalued on 31 March 2018 and 2017 by Peak Vision Appraisals Limited, an independent firm of qualified valuers, not connected to the Group who have appropriate qualifications and recent experience in the valuation of similar equity securities. Details of the fair value measurements are disclosed in note 48 to the consolidated financial statements.

於二零一五年十月二十三日，本公司之全資附屬公司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。截至二零一八年及二零一七年三月三十一日止年度各年，本集團概無獲宣派股息。

上文非上市權益證券由滙鋒評估有限公司（為與本集團並無關連之獨立合資格估值師，擁有合適資歷及於近期對類似權益證券進行評估之經驗）於二零一八年及二零一七年三月三十一日重估。公平價值計量之主要詳情披露於綜合財務報表附註48。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 20. GOODWILL

### 20. 商譽

		HK\$'000	
		千港元	
<b>Cost:</b>	<b>成本：</b>		
As at 1 April 2016	於二零一六年四月一日	3,908	
Arising on acquisition of subsidiaries (note 40)	來自收購附屬公司 (附註40)	1,184	
		<u>5,092</u>	
As at 31 March 2017, 1 April 2017 and 31 March 2018	於二零一七年三月三十一日、二零一七年 四月一日及二零一八年三月三十一日	<u>5,092</u>	
<b>Accumulated impairment losses:</b>	<b>累計減值虧損：</b>		
As at 1 April 2016, 31 March 2017 and 1 April 2017	於二零一六年四月一日、二零一七年 三月三十一日及二零一七年四月一日	-	
Impairment loss recognised	已確認減值虧損	413	
As at 31 March 2018	於二零一八年三月三十一日	<u>413</u>	
<b>Carrying amounts</b>	<b>賬面值</b>		
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b><u>4,679</u></b>	
As at 31 March 2017	於二零一七年三月三十一日	<u>5,092</u>	
		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Goodwill analysed by subsidiaries acquired was as below:	按所收購附屬公司之 商譽分析如下：		
Sino Yao Shang Technology Limited	中國藥商科技有限公司	<b>771</b>	1,184
Mastery Jewellery Co. Limited	至尊珠寶有限公司	<b>2,914</b>	2,914
Wing Tai Industrial Holdings Limited	Wing Tai Industrial Holdings Limited	<b>994</b>	994
		<b><u>4,679</u></b>	<u>5,092</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 20. GOODWILL (Continued)

#### Impairment tests for CGUs containing goodwill

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

Goodwill acquired has been allocated for impairment testing purposes to the following CGUs:

- Sino Yao Shang Technology Limited (Pharmaceutical and healthcare products)
- Mastery Jewellery Co. Limited (Trading and retailing of jewellery)
- Wing Tai Industrial Holdings Limited (Lending Business)

The recoverable amounts of the CGUs have been determined by reference to the valuation report prepared by Peak Vision Appraisals Limited, an independent firm of qualified valuer.

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

#### Sino Yao Shang Technology Limited

The recoverable amount of this 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 pre-tax discount rate of 13% (2017: 16%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

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% (2017: 3%) per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

Based on the value in use calculation, the recoverable amount of this CGU is estimated to be approximately HK\$9,306,000, which is less than the carrying amount of this CGU. An impairment loss of approximately HK\$413,000 was recognised.

### 20. 商譽 (續)

#### 包含商譽之現金產生單位之減值測試

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。

收購之商譽已分配至以下之現金產生單位以作減值測試用途：

- 中國藥商科技有限公司 (藥業及健康護理產品)
- 至尊珠寶有限公司 (珠寶買賣及零售)
- Wing Tai Industrial Holdings Limited (借貸業務)

現金產生單位之可收回金額乃參考獨立合資格估值師滂鋒評估有限公司編製之估值報告而釐定。

上述現金產生單位之可收回金額基準及其相關假設概述如下：

#### 中國藥商科技有限公司

此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，而稅前折現率13% (二零一七年：16%) 反映現時市場對貨幣時間價值及對現金產生單位特有風險之評估。

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% (二零一七年：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。

根據使用價值計算，現金產生單位之可收回金額估計約為9,306,000港元，低於現金產生單位之賬面值。約413,000港元之減值虧損已確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 20. GOODWILL (Continued)

#### Impairment tests for CGUs containing goodwill (continued)

##### Mastery Jewellery Co. Limited

The recoverable amount of this 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 pre-tax discount rate of approximately 11% (2017: 13%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

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% (2017: 3%) per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

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

##### Wing Tai Industrial Holdings Limited

The recoverable amount of this 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 pre-tax discount rate of approximately 11% (2017: 13%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

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% (2017: 3%) 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)

##### 至尊珠寶有限公司

此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，而稅前折現率約11% (二零一七年：13%) 反映現時市場對貨幣時間價值及對現金產生單位特有風險之評估。

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% (二零一七年：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。

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

此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，而稅前折現率約11% (二零一七年：13%) 反映現時市場對貨幣時間價值及對現金產生單位特有風險之評估。

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% (二零一七年：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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 20. GOODWILL (Continued)

#### Impairment tests for CGUs containing goodwill (continued)

##### Wing Tai Industrial Holdings Limited (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 CGUs are as follows:

**Budgeted market share** The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

**Budgeted gross margin** Average gross margins achieved in the period immediately before the budget period, increased for expected efficiency improvements. This reflects past experience.

As the goodwill allocated to Sino Yao Shang Technology Limited has been reduced to HK\$771,000, any adverse change in the assumptions used in the calculation of the recoverable amount would result in further impairment losses.

Except for the recoverable amount of Sino Yao Shang Technology Limited, the 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 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)

##### Wing Tai Industrial Holdings Limited (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。

由於分配至中國藥商科技有限公司之商譽已減少至771,000港元，計算可收回金額所用之假設的任何不利變動將導致進一步減值虧損。

除中國藥商科技有限公司之可收回金額外，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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 21. INTEREST IN AN ASSOCIATE

### 21. 於一間聯營公司之權益

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Unlisted investments:	非上市投資：		
Investment at cost	按成本列賬之投資	<b>2,068</b>	2,256
Share of post-acquisition losses	應佔收購後虧損	<b>(710)</b>	(195)
Reclassified as held for sale (note 29)	重新分類為持作出售 (附註29)	<b>(1,538)</b>	-
Exchange alignment	匯兌調整	<b>180</b>	7
		<b>-</b>	2,068

Details of the Group's associate is as follows:

本集團聯營公司之詳情如下：

Name of entity 實體名稱	Country of incorporation/ principal place of business 註冊成立國家／主要營業地點	Proportion of ownership interests held by the Group 本集團持有之擁有權權益比例		Principal activity 主要業務
		<b>2018</b> 二零一八年	2017 二零一七年	
華茂翔龍(深圳)實業有限公司 ("華茂翔龍")	Shenzhen, the PRC 中國深圳	<b>20%</b>	20%	Trading activities in gold industry 於黃金產業之買賣活動

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

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

On 19 March 2018, 至尊彩虹鑽石(深圳)有限公司(“至尊彩虹”) as vendors entered into conditional sale and purchase agreement with an independent third party for the disposal of the 20% equity interests in 華茂翔龍 at a consideration of RMB1,320,000. The completion of the disposal is conditional upon transfer of consideration and registration of the amendment at National Enterprise Credit Information at the State Administration for Industry & Commerce of the PRC. Since the conditions were not fulfilled as at 31 March 2018 but were considered as highly probable to be fulfilled, the 20% equity interests in 華茂翔龍 were reclassified as asset held for sale and date of reclassification would be the date of signing of the conditional sale and purchase agreement which is 19 March 2018 (the “Reclassification Date”).

The following table shows information on the associate which is accounted for in the consolidated financial statements using the equity method. Since the associate was reclassified asset as held for sale, the Group had equity accounted for its share of result of the associate until the Reclassification Date. The summarised financial information presented is based on the financial statements of the associate prepared using HKFRS.

### 21. 於一間聯營公司之權益(續)

於二零一八年三月十九日，至尊彩虹鑽石(深圳)有限公司(「至尊彩虹」)(作為賣方)與獨立第三方訂立有條件買賣協議，以出售於華茂翔龍之20%股本權益，代價為人民幣1,320,000元。出售須待轉讓代價及於中國國家工商總局國家企業信用信息登記變更後，方告完成。由於條件尚未於二零一八年三月三十一日獲達成但被視為相當可能達成，故於華茂翔龍之20%股本權益已重新分類為持作出售資產，而重新分類之日期為簽署有條件買賣協議之日期，即二零一八年三月十九日(「重新分類日期」)。

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。由於該聯營公司被重新分類為持作出售資產，故本集團按權益法入賬其分佔聯營公司業績直至重新分類日期為止。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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

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

### 21. 於一間聯營公司之權益 (續)

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Revenue	收益	<b>3,920</b>	2,687
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	<b>(3,548)</b>	(973)
Share of loss of an associate for the year	年內應佔一間聯營公司虧損	<b>(710)</b>	(195)

### 22. INVENTORIES

### 22. 存貨

		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Raw material	原料	<b>49</b>	42
Finished goods	成品	<b>14,902</b>	14,904
		<b>14,951</b>	14,946

Inventories are expected to be recovered within one year.

存貨預期可於一年內收回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 23. BIOLOGICAL ASSETS

### 23. 生物資產

		<b>Longan</b>	<b>Radix millettieae speciosae</b>	<b>Total</b>
		龍眼	山蓮藕	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 1 April 2016	於二零一六年四月一日	-	-	-
Net increase due to cultivation	因種植引致之增加淨額	51	25	76
Gain from changes in fair value less costs to sell	公平價值變動減出售成本之收益	40	606	646
Exchange alignment	匯兌調整	(3)	(20)	(23)
As at 31 March 2017 and at 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	88	611	699
Disposal of subsidiaries (note 42)	出售附屬公司 (附註42)	(92)	(636)	(728)
Exchange alignment	匯兌調整	4	25	29
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>-</b>	<b>-</b>	<b>-</b>

Longan and radix millettiae speciosae were stated at fair value less costs to sell which was 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.

龍眼及山蓮藕已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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 23. BIOLOGICAL ASSETS (Continued)

As at 31 March 2017, the biological assets represented approximately 650 kilograms of longan and approximately 30,000 trees of radix millettiae speciosae.

The Group was 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.

### 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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 23. BIOLOGICAL ASSETS (Continued)

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.

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

- a) 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;
- b) 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;
- c) 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
- d) 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.

### 23. 生物資產 (續)

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之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)。

公平價值已按收入法釐定。估計未來現金流量及折現率時，曾採用以下主要假設：

- a) 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；
- b) 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；
- c) 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
- d) 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 24. TRADE RECEIVABLES

### 24. 應收賬款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables, gross	應收賬款總額	20,565	4,211
Less: Impairment loss recognised	減：已確認減值虧損	-	(1,397)
Loans receivables	應收貸款	26,391	34,372
		<b>46,956</b>	<b>37,186</b>
Trade receivables	應收賬款		37,186

#### Loans receivables

Loans receivables represent include two personal loans and one corporate loan which are unsecured and carry interest from 10% to 24% per annum. As at 31 March 2018 and 2017, all loans receivables have lending terms from 6 months to one year but contained a repayable on demand clause. The aggregate principal amount outstanding at the end of the reporting period is HK\$25,360,000 (2017: HK\$33,000,000) and the balance includes interest receivable of HK\$1,031,000 (2017: HK\$1,372,000).

All loans receivables are with average credit terms of 147 days (2017: 215 days) (since the loans were granted) and loan receivables of HK\$5,237,000 are past due at the end of the reporting period (overdue within 30 days since maturity date) (2017: nil). The directors had reviewed the recoverability of the loan receivables and the Group has not provided impairment loss on these loans receivables. In determining the recoverability of the loans receivables, the directors monitored the financial background and creditworthiness of those debtors on an ongoing basis during the reporting period.

The loans receivables outstanding as at 31 March 2018 and 2017 are denominated in Hong Kong dollar.

#### 應收貸款

應收貸款包括兩項個人貸款及一項企業貸款，無抵押，每年利率10至24%之貸款。於二零一八年及二零一七年三月三十一日，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。於報告期末，尚未清還之本金總值為25,360,000港元（二零一七年：33,000,000港元），結餘包括應收利息1,031,000港元（二零一七年：1,372,000港元）。

全部應收貸款之平均信貸期為147日（二零一七年：215日）（由授出貸款之時起計），且5,237,000港元之應收貸款於報告期末已逾期（由到期日起計逾期30日內）（二零一七年：無）。董事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。於釐定應收貸款的可收回程度時，董事於報告期內持續監察該等債務人之財務背景及信譽。

於二零一八年及二零一七年三月三十一日，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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 24. TRADE RECEIVABLES (Continued)

#### Trade receivables

The Group's trade receivables, which generally have credit terms of one month to three months (2017: one month to three months) pursuant to the relevant contracts, are recognised based on goods sold 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. Trade receivables are unsecured and non-interest bearing.

Trade and loan receivables balances as at 31 March 2018 contributed by the largest customer of the year was approximately 24% (2017: approximately 37%) which represents individual borrower from lending business with credit term of 6 months. Trade and loan receivables balances as at 31 March 2018 contributed by the five largest customers of the year was approximately 71% (2017: approximately 96%) which include individual and corporate borrower from lending business, hospital and pharmaceutical companies customers. The credit term ranges from 3 months to 1 year. Concentration of credit risk is managed by control over credit term over the individual customers.

An aged analysis of the Group's loans receivables, aged based on the loan drawdown date, is as follows:

### 24. 應收賬款 (續)

#### 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(二零一七年：一個月至三個月)之信貸期。應收賬款基於產品銷售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。應收賬款為無抵押及不計息。

本年度最大客戶應佔於二零一八年三月三十一日之應收賬款結餘約為24% (二零一七年：約37%)，即來自借貸業務之個別借款人且信貸期為六個月之款項。本年度五大客戶應佔於二零一八年三月三十一日之應收賬款及應收貸款結餘約為71% (二零一七年：約96%)，包括來自借貸業務之個別及企業借款人、醫院及醫藥公司客戶之款項。信貸期介乎三個月至一年。本集團透過控制個別客戶之信貸期管理集中信貸風險。

本集團應收貸款(按貸款提取日期計算)之賬齡分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 3 months	三個月內	11,185	7,170
4 to 6 months	四至六個月	-	13,513
7 to 12 months	七至十二個月	11,461	-
Over 1 year	超過一年	3,745	13,689
		<b>26,391</b>	34,372



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 24. TRADE RECEIVABLES (Continued)

An aged analysis of the Group's trade receivables, net of impairment allowances, based on the invoice date is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 3 months	三個月內	15,797	598
4 to 6 months	四至六個月	2,819	2,216
7 to 12 months	七至十二個月	1,938	-
Over 1 year	超過一年	11	-
		<b>20,565</b>	2,814

An aged analysis of the Group's trade and loan receivables, including those which are past due and are not impaired is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值	41,433	23,497
1 to 3 months past due	已逾期一至三個月	5,523	13,689
Trade receivables, net	應收賬款淨額	<b>46,956</b>	37,186

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)

本集團應收賬款(經扣除減值撥備及根據發票日期)之賬齡分析如下:

本集團應收賬款及應收貸款(包括並未逾期或減值應收賬款及應收貸款)之賬齡分析如下:

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 24. TRADE RECEIVABLES (Continued)

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

		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
As at 1 April	於四月一日	<b>1,397</b>	1,491
Impairment losses recognised	已確認減值虧損	<b>508</b>	-
Written off	撇銷	<b>(535)</b>	-
Disposal of subsidiaries	出售附屬公司	<b>(1,397)</b>	-
Exchange alignment	匯兌調整	<b>27</b>	(94)
As at 31 March	於三月三十一日	<b>-</b>	1,397

During the year ended 31 March 2018, balance of approximately HK\$508,000 (2017: nil) has been impaired. Recovery actions have been taken to collect the outstanding balance but all attempts were in vain. The directors considered the amount irrecoverable and hence impairment was made to this individual receivable.

### 24. 應收賬款 (續)

本集團應收賬款減值撥備之變動如下：

	<b>2018</b>	2017
	<b>二零一八年</b>	二零一七年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
As at 1 April	<b>1,397</b>	1,491
Impairment losses recognised	<b>508</b>	-
Written off	<b>(535)</b>	-
Disposal of subsidiaries	<b>(1,397)</b>	-
Exchange alignment	<b>27</b>	(94)
As at 31 March	<b>-</b>	1,397

於截至二零一八年三月三十一日止年度，結餘約508,000港元(二零一七年：零)已減值。本公司已採取追討行動以收回未償還結餘，然而所有方法均無效。董事認為該款項無法收回，因此對該個別應收款項作出減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 25. 預付款項、訂金及其他應收款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Prepayments	預付款項	3,107	2,277
Deposits and other receivables	訂金及其他應收款項	3,842	3,975
		<b>6,949</b>	6,252
Less: Current portion	減：流動部分	<b>(6,793)</b>	(6,252)
Non-current portion	非流動部分	156	–

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

### 26. 按公平價值列賬及在損益賬處理之金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 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.

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 27. DUE FROM RELATED COMPANIES

Name of companies 公司名稱		Maximum balance during the year		
		2018	2017	
		二零一八年	二零一七年	
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	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 repayable on demand.

During the year ended 31 March 2018, amounts due from related companies with amounts of HK\$34,000 had been written-off due to deregistration of the above-mentioned related companies.

### 28. CASH AND CASH EQUIVALENTS

		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	現金及銀行結餘	10,341	8,638
Time deposits	定期存款	-	100
Cash and cash equivalents	現金及現金等值物	10,341	8,738

At the end of the reporting period, the cash and cash equivalents denominated in RMB amounted to approximately HK\$4,410,000 (2017: HK\$1,399,000). RMB is not freely convertible into other currencies, however, under the PRC 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.

### 27. 應收相關公司之款項

應收相關公司之款項為無抵押、不計利息及須於要求時償還。

於截至二零一八年三月三十一日止年度，由於將上述相關公司取消登記，因此應收相關公司款項34,000港元已撇銷。

### 28. 現金及現金等值物

於報告期末以人民幣計值之現金及現金等值物約為4,410,000港元(二零一七年：1,399,000港元)。人民幣不可自由兌換為其他貨幣，惟根據中國之外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯交易業務之銀行將人民幣兌換為其他貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 28. CASH AND CASH EQUIVALENTS (Continued)

Bank 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.

### 29. NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE

As fully disclosed in note 21 to the consolidated financial statements, interest in an associate was reclassified as held for sale upon signing conditional sale and purchase agreement on 19 March 2018. As at the date of approval for issuance of the consolidated financial statements, the conditions as disclosed in note 21 to the consolidated financial statements are not fulfilled and the disposal of associate is not yet completed.

### 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。

### 29. 分類為持作出售之非流動資產

如綜合財務報表附註21充分披露，於二零一八年三月十九日簽署有條件買賣協議後，於聯營公司之權益被重新分類為持作出售。於批准發行綜合財務報表日期，綜合財務報表附註21所披露之條件未獲達成，且尚未完成出售聯營公司。

2018  
二零一八年  
HK\$'000  
千港元

Interest in associate (note 21)

於聯營公司之權益 (附註21)

1,538

The interest in an associate classified as held for sale is stated at the lower of carrying amount and fair value less costs to sell.

分類為持作出售之於一間聯營公司之權益按賬面值及公平價值減出售成本中較低者列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 30. TRADE PAYABLES

An aged analysis of the Group's trade payables, based on the invoice date is as follows:

Within 3 months	三個月內
4 to 6 months	四至六個月
7 to 12 months	七至十二個月
Over 1 year	超過一年

The credit periods granted by suppliers range from 30 to 180 days.

### 31. OTHER PAYABLES AND ACCRUALS

Other payables	其他應付款項
Accruals	應計款項
Receipt in advances	預收款項

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

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

### 30. 應付賬款

本集團根據發票日期應付賬款之賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 3 months	6,745	1,309
4 to 6 months	12,345	17
7 to 12 months	184	-
Over 1 year	-	2,533
	<b>19,274</b>	<b>3,859</b>

供應商授予的信貸期介乎30至180日。

### 31. 其他應付款項及應計款項

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other payables	1,760	2,199
Accruals	2,687	3,683
Receipt in advances	832	-
	<b>5,279</b>	<b>5,882</b>

### 32. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 33. DUE TO A THEN ULTIMATE HOLDING COMPANY/ DE-CONSOLIDATED SUBSIDIARIES

Amounts due to a then ultimate holding company/De-consolidated Subsidiaries are unsecured, non-interest bearing and repayable on demand. The amounts due to the De-consolidated subsidiaries was owed by subsidiaries of Prosten (BVI) Limited (note 3) and hence was derecognised upon disposal of Prosten (BVI) Limited (note 42).

### 34. BORROWING

The unsecured loan is provided by non-bank financial institution which is independent third party and is interest bearing at annual interest rate of 6% (2017: nil).

### 35. DEFERRED TAX LIABILITIES

Deferred tax liabilities are related to the followings:

		Unremitted earnings 未付匯盈利 HK\$'000 千港元	Convertible note 可換股票據 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2016	於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 10)	計入損益 (附註10)	–	(89)	(89)
Conversion into shares	轉換為股份	–	(663)	(663)
Exchange adjustment	匯兌調整	(12)	–	(12)
At 31 March 2017 and 1 April 2017	於二零一七年三月三十一日 及二零一七年四月一日	169	–	169
Disposal of subsidiaries (note 42)	出售附屬公司 (附註42)	(169)	–	(169)
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>–</b>	<b>–</b>	<b>–</b>

### 33. 應付時任最終控股公司／取消綜合入賬附屬公司之款項

應付時任最終控股公司／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。應付取消綜合入賬附屬公司之款項乃由Prosten (BVI) Limited 所結欠 (附註3) 且因此已於出售Prosten (BVI) Limited時取消確認 (附註42)。

### 34. 借貸

無抵押貸款乃由非銀行金融機構 (為獨立第三方) 提供，並以年利率6%計息 (二零一七年：無)。

### 35. 遞延稅項負債

遞延稅項負債與下列各項相關：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
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Unsecured loan repayable within one year	應於一年內償還之無抵押貸款	1,932	–
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# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 35. DEFERRED TAX LIABILITIES (Continued)

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 the PRC. 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 withholding 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.

The Group determined that it was not probable that the tax losses and other deductible temporary differences of the Group could be utilised in foreseeable future. At 31 March 2018, the estimated unused tax losses not recognised amounted to approximately HK\$11,036,000 (2017: HK\$5,142,000) and will expire within five years.

### 36. CONVERTIBLE NOTE

On 31 October 2016, the Company issued 6% convertible note with the aggregate principal amount of HK\$35,000,000 (the "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 consolidated 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.

### 35. 遞延稅項負債 (續)

根據中國之企業所得稅法，須就於中國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。

本集團之適用預扣稅率為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。

本集團釐定該等稅項虧損及其他可予扣減暫時差額不大可能在可見將來使用。於二零一八年三月三十一日，未獲確認之估計未使用稅項虧損約為11,036,000港元（二零一七年：5,142,000港元）並將於五年內屆滿。

### 36. 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綜合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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 36. CONVERTIBLE NOTE (Continued)

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 may 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.

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 convert into a total of 112,903,225 shares in the Company at the conversion price of HK\$0.31 per share. Upon conversion of the Convertible Note, the Group had no outstanding Convertible Note.

### 36. 可換股票據 (續)

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。

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港元之換股價轉換為合共112,903,225股本公司股份。於轉換可換股票據後，本集團概無尚未轉換之可換股票據。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 36. CONVERTIBLE NOTE (Continued)

Information regarding the Convertible Note is presented as follows:

### 36. 可換股票據 (續)

有關可換股票據之資料呈列如下：

		<b>Convertible Note</b>
		可換股票據
		HK\$'000
		千港元
Principal amounts:	本金額：	
– as at 31 October 2016	– 於二零一六年十月三十一日	
– Interest: in HK\$ settlement	– 利息：以港元結算	
6 % p.a. payable per annum	年利率6%，須每年支付	35,000
Issue date: 31 October 2016	發行日：二零一六年十月三十一日	
Maturity date: 31 October 2017	到期日：二零一七年十月三十一日	
Conversion price per share: HK\$0.31	每股換股價：0.31港元	
Risk free rate	無風險利率	0.45%
Discount rate	折現率	21.86%

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

於綜合財務狀況表內確認之可換股票據乃計算如下：

		<b>Convertible Note</b>
		可換股票據
		HK\$'000
		千港元
Principal 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 已發行可換股票據之面值	35,000
As at 1 April 2016	於二零一六年四月一日	–
Issued of Convertible Note	發行可換股票據	30,440
Imputed interest charge (note 8)	推算利息開支 (附註8)	539
Less: Converted during the year	減：年內已轉換	(30,979)
As at 31 March 2017, as at 1 April 2017 and as at 31 March 2018	於二零一七年三月三十一日、 二零一七年四月一日及 二零一八年三月三十一日	–

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 37. SHARE CAPITAL

### 37. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary Shares:	普通股：		
As at 1 April 2016, as at 31 March 2017, as at 1 April 2017 and as at 31 March 2018 – HK\$0.10 each	於二零一六年四月一日、 二零一七年三月三十一日、 二零一七年四月一日及 二零一八年三月三十一日 – 每股面值0.10港元	<b>2,500,000</b>	<b>250,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 April 2016	於二零一六年四月一日	1,095,361	109,536
Issue of shares upon conversion of the Convertible Note (note a)	於轉換可換股票據時發行 股份 (附註a)	112,903	11,290
As at 31 March 2017 and at 1 April 2017	於二零一七年三月三十一日 及二零一七年四月一日	1,208,264	120,826
Exercise of share options (note b)	行使購股權 (附註b)	2,700	270
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>1,210,964</b>	<b>121,096</b>

Notes:

- (a) 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.
- (b) On 20 June 2017, share options were exercised to subscribe for 2,700,000 shares of HK\$0.10 each of the Company at an exercise price of HK\$0.165 per share.

附註：

- (a) 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之通告，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。
- (b) 於二零一七年六月二十日，購股權已獲行使，以按行使價每股0.165港元認購2,700,000股本公司股份每股面值0.10港元的股份。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 38. 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 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.

### 38. 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%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 38. SHARE OPTION SCHEMES (Continued)

#### 2011 scheme (Continued)

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the 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.

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.

### 38. 購股權計劃 (續)

#### 二零一一年計劃 (續)

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%。

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。

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## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 38. SHARE OPTION SCHEMES (Continued)

The following share options were outstanding during the year:

### 38. 購股權計劃 (續)

年內尚未行使之購股權如下：

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price	Number of shares issuable under the options	Weighted average exercise price	Number of shares issuable under the options
		根據購股權 加權平均 行使價	可發行之 股份數目	根據購股權 加權平均 行使價	可發行之 股份數目
		HK\$ per share 港元 (每股)	'000 千股	HK\$ per share 港元 (每股)	'000 千股
As at 1 April	於四月一日	0.165	2,700	0.165	2,700
Exercised during the year	年內行使	0.165	(2,700)	-	-
As at 31 March	於三月三十一日	-	-	0.165	2,700

No share options were granted or lapsed during the years ended 31 March 2018 and 2017.

於截至二零一八年及二零一七年三月三十一日止年度並無授出購股權，亦概無購股權失效。

As at 31 March 2018, the Company had no outstanding share options (2017: 2,700,000) under the 2011 Scheme.

於二零一八年三月三十一日，根據二零一一年計劃，本公司概無尚未行使購股權（二零一七年：2,700,000份）。

As at 31 March 2017, the underlying shares in respect of which represented approximately 0.22%, in the Company's shares in issue as at that date.

於二零一七年三月三十一日，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%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 39. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY 39. 本公司財務狀況表及儲備

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之權益	-	-
Amounts due from subsidiaries	應收附屬公司之款項	67,438	66,485
Amounts due from related companies	應收相關公司之款項	-	34
		<b>67,438</b>	<b>66,519</b>
Total non-current assets	非流動資產總額	<b>67,438</b>	66,519
<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	529	611
Cash and cash equivalents	現金及現金等值物	201	1,980
		<b>730</b>	<b>2,591</b>
<b>Total current assets</b>	<b>流動資產總額</b>	<b>730</b>	2,591
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計款項	2,399	770
		<b>(1,669)</b>	<b>1,821</b>
<b>NET CURRENT (LIABILITIES)/ASSETS</b>	<b>流動(負債)/資產淨值</b>	<b>(1,669)</b>	1,821
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>	<b>65,769</b>	<b>68,340</b>
<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
Amounts due to subsidiaries	應付附屬公司之款項	2,714	470
		<b>2,714</b>	<b>2,308</b>
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>2,714</b>	2,308
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>63,055</b>	<b>66,032</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 39. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY (Continued)

### 39. 本公司財務狀況表及儲備 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	<b>121,096</b>	120,826
Reserves	儲備	<b>(58,041)</b>	(54,794)
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>63,055</b>	66,032

Signed on its behalf of the Board by:

由以下人士代表董事會簽署：

**Mr. Zhang Chunhua**

張春華先生

Chairman

主席

**Ms. Chung, Elizabeth Ching Yee**

鍾靜儀女士

Director

董事



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 39. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY (Continued)

### 39. 本公司財務狀況表及儲備 (續)

#### Movements of the Company's reserve

#### 本公司儲備之變動

		Share premium account 股份溢價賬 HK\$'000 千港元 (note a) (附註a)	Share option reserve 購股權儲備 HK\$'000 千港元 (note c) (附註c)	Convertible note equity reserve 可換股票據權益儲備 HK\$'000 千港元 (note d) (附註d)	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2016	於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 shares on 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 and as at 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日	479,598	316	-	(534,708)	(54,794)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(3,422)	(3,422)
Exercise of share options	行使購股權	491	(316)	-	-	175
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>480,089</b>	<b>-</b>	<b>-</b>	<b>(538,130)</b>	<b>(58,041)</b>

Notes:

(a) 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.

附註：

(a) 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 39. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY (Continued)

#### Movements of the Company's reserve (Continued)

- (b) As at 31 March 2018 and 2017, in the opinion of the directors, the Company had no reserves available for distribution to shareholders.
- (c) The share option reserve comprises the fair value of share options granted which are yet to be exercised. 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.
- (d) The amount represented the equity component of the Convertible Note issued.

### 40. 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.

### 39. 本公司財務狀況表及儲備 (續)

#### 本公司儲備之變動 (續)

- (b) 於二零一八年及二零一七年三月三十一日，董事認為本公司並無儲備可分派予股東。
- (c) 購股權儲備包括已授出但尚未行使購股權之公平價值。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。
- (d) 此金額指已發行可換股票據之權益部分。

### 40. 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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 40. ACQUISITION OF SUBSIDIARIES (Continued)

### 40. 收購附屬公司 (續)

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

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

#### 中國藥商科技有限公司 (續)

於交易所承擔負債淨值及其中產生之商譽如下所示：

		Fair value recognised on acquisition 收購時確認之 公平價值 HK\$'000 千港元
Net liabilities assumed:	所承擔負債淨值：	
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)
Net liabilities assumed by the Group	本集團承擔之負債淨值	(4,174)
Add: Amount due to a then shareholder assigned to Prosten Medical Investment Limited	加：轉授予長達醫學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
Total consideration	總代價	9,300
Satisfied by:	按以下方式支付：	
Cash	現金	9,300
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
		(9,257)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 40. ACQUISITION OF SUBSIDIARIES (Continued)

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

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

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.

#### 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.

### 41. 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.

### 40. 收購附屬公司 (續)

#### 中國藥商科技有限公司 (續)

此收購所產生之商譽概不會就稅務目的而遭扣減。

收購中國藥商科技有限公司所產生之商譽歸因於藥業及健康護理產品之開發。

#### 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益及經營業績，亦不擬作為未來業績的預測。

### 41. 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，本集團訂立一份買賣協議，以收購King Win附屬公司全部King Win之股本權益及股東貸款11,378,000港元，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。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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)

### 41. 透過收購附屬公司收購資產 (續)

#### 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:

#### 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 千港元
Net assets acquired:	所收購之資產淨值：	
Investment property ( <i>note 17</i> )	投資物業 ( <i>附註17</i> )	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	<u>(11,378)</u>
Net liabilities acquired through acquisition of subsidiaries	透過收購附屬公司收購之負債淨值	(778)
Add: Amount due to a shareholder assigned to the Group	加：轉授予本集團之應付股東款項	<u>11,378</u>
Total consideration	總代價	<u>10,600</u>
Satisfied by:	按以下方式支付：	
Cash	現金	<u>10,600</u>
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	<u>5,892</u>
		<u>(4,708)</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 42. DISPOSAL OF SUBSIDIARIES

#### Prosten (BVI) Limited

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire equity interest in Prosten (BVI) Limited whose subsidiaries included the De-consolidated Subsidiaries, which were principally engaged in wireless value-added services operations in the PRC, and a shareholder loan with amounts of approximately HK\$8,151,000, at a consideration of HK\$4,600,000. The disposal was completed on 5 June 2017.

### 42. 出售附屬公司

#### Prosten (BVI) Limited

於二零一七年六月二日，本集團訂立一份買賣協議，以出售Prosten (BVI) Limited (其附屬公司包括取消綜合入賬附屬公司且該等附屬公司主要於中國從事無線增值服務業務) 之股份權益及股東貸款約8,151,000港元，代價為4,600,000港元。出售已於二零一七年六月五日完成。

		HK\$'000 千港元
<b>Consideration transferred:</b>	<b>轉讓代價：</b>	
Cash consideration	現金代價	<b>4,600</b>

Analysis of assets and liabilities over which control was lost

喪失控制權之資產及負債分析

		HK\$'000 千港元
Property, plant and equipment ( <i>note 16</i> )	物業、廠房及設備 ( <i>附註16</i> )	960
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	74
Cash and cash equivalents	現金及現金等值物	92
Trade payables	應付賬款	(2,703)
Other payables and accruals	其他應付款項及應計款項	(3,939)
Due to De-consolidated Subsidiaries	應付取消綜合入賬附屬公司	(18,155)
Due to the Group	應付本集團	(8,151)
Tax payable	應付稅項	(12)
Deferred tax liabilities ( <i>note 35</i> )	遞延稅項負債 ( <i>附註35</i> )	(169)
<b>Net liabilities disposed of</b>	<b>所出售負債淨值</b>	<b>(32,003)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 42. DISPOSAL OF SUBSIDIARIES (Continued)

### 42. 出售附屬公司 (續)

#### Prosten (BVI) Limited (Continued)

#### Prosten (BVI) Limited (續)

		HK\$'000 千港元
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益：</b>	
Consideration	代價	4,600
Net liabilities disposed of	所出售負債淨值	32,003
Due to the Group assigned to the purchaser	轉授予買方之應付本集團	(8,151)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	13,383
		<u>41,835</u>
<b>Gain on disposal of subsidiaries</b>	<b>出售附屬公司之收益</b>	<u>41,835</u>
<b>Net cash inflow arising on disposal of Prosten (BVI) Limited:</b>	<b>出售Prosten (BVI) Limited產生之現金流入淨額：</b>	
Cash consideration received	已收現金代價	4,600
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(92)
		<u>4,508</u>
<b>Net cash inflow</b>	<b>現金流入淨額</b>	<u>4,508</u>

#### Prosten Wealth Investment Limited

On 8 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire equity interest in Prosten Wealth Investment Limited, which is principally engaged in money lending business, and a shareholder loan with amounts of approximately HK\$100,000 at a consideration of approximately HK\$1,480,000. The disposal was completed on 15 June 2017.

#### Prosten Wealth Investment Limited

於二零一七年六月八日，本集團訂立一份買賣協議，以出售Prosten Wealth Investment Limited (其主要從事貸款業務) 之全部股份權益及股東貸款約100,000港元，代價約為1,480,000港元。出售已於二零一七年六月十五日完成。

		HK\$'000 千港元
<b>Consideration transferred:</b>	<b>轉讓代價：</b>	
Cash consideration	現金代價	1,480
		<u>1,480</u>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 42. DISPOSAL OF SUBSIDIARIES (Continued)

#### Prosten Wealth Investment Limited (Continued)

Analysis of assets and liabilities over which control was lost:

		HK\$'000 千港元
Other receivable	其他應收款項	400
Cash and cash equivalents	現金及現金等值物	2
Due to the Group	應付本集團	(100)
<b>Net assets disposed of</b>	<b>所出售資產淨值</b>	<b>302</b>
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益：</b>	
Consideration	代價	1,480
Net assets disposed of	所出售資產淨值	(302)
Due to the Group assigned to the purchaser	轉授予買方之應付本集團	(100)
<b>Gain on disposal of subsidiaries</b>	<b>出售附屬公司之收益</b>	<b>1,078</b>
<b>Net cash inflow arising on disposal of Prosten Wealth Investment Limited:</b>	<b>出售Prosten Wealth Investment Limited產生之現金流入淨額：</b>	
Cash consideration received	已收現金代價	1,480
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(2)
<b>Net cash inflow</b>	<b>現金流入淨額</b>	<b>1,478</b>

### 42. 出售附屬公司 (續)

#### Prosten Wealth Investment Limited (續)

喪失控制權之資產及負債分析：

		HK\$'000 千港元
Other receivable	其他應收款項	400
Cash and cash equivalents	現金及現金等值物	2
Due to the Group	應付本集團	(100)
<b>Net assets disposed of</b>	<b>所出售資產淨值</b>	<b>302</b>
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益：</b>	
Consideration	代價	1,480
Net assets disposed of	所出售資產淨值	(302)
Due to the Group assigned to the purchaser	轉授予買方之應付本集團	(100)
<b>Gain on disposal of subsidiaries</b>	<b>出售附屬公司之收益</b>	<b>1,078</b>
<b>Net cash inflow arising on disposal of Prosten Wealth Investment Limited:</b>	<b>出售Prosten Wealth Investment Limited產生之現金流入淨額：</b>	
Cash consideration received	已收現金代價	1,480
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(2)
<b>Net cash inflow</b>	<b>現金流入淨額</b>	<b>1,478</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 42. DISPOSAL OF SUBSIDIARIES (Continued)

#### Meteor Investment (HK) Limited

On 26 July 2017, the Group entered into a sale and purchase agreement to dispose of the entire equity interest in Meteor Investment (HK) Limited, which is principally engaged in trading of pharmaceutical products, and a shareholder loan with amounts of approximately HK\$11,311,000 at a consideration of HK\$9,000,000. The disposal was completed on 14 August 2017.

### 42. 出售附屬公司 (續)

#### 星豫投資有限公司

於二零一七年七月二十六日，本集團訂立一份買賣協議，以出售星豫投資有限公司（其主要從事買賣藥品）之全部股份權益及股東貸款約11,311,000港元，代價為9,000,000港元。出售已於二零一七年八月十四日完成。

		HK\$'000 千港元
<b>Consideration transferred:</b>	<b>轉讓代價：</b>	
Cash consideration	現金代價	<b>9,000</b>

Analysis of assets and liabilities over which control was lost

喪失控制權之資產及負債分析

		HK\$'000 千港元
Property, plant and equipment (note 16)	物業、廠房及設備 (附註16)	117
Long-term prepaid rentals (note 18)	長期預付租金 (附註18)	1,188
Biological assets (note 23)	生物資產 (附註23)	728
Inventories	存貨	5,414
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	485
Cash and cash equivalents	現金及現金等值物	523
Other payables and accruals	其他應付款項及應計款項	(8)
Due to the Group	應付本集團	<b>(11,311)</b>
<b>Net liabilities disposed of</b>	<b>所出售負債淨值</b>	<b>(2,864)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 42. DISPOSAL OF SUBSIDIARIES (Continued)

### 42. 出售附屬公司 (續)

#### Meteor Investment (HK) Limited (Continued)

#### 星豫投資有限公司 (續)

		HK\$'000 千港元
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益：</b>	
Consideration	代價	9,000
Net liabilities disposed of	所出售負債淨值	2,864
Due to the Group assigned to the purchaser	轉授予買方之應付本集團	(11,311)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	(214)
Non-controlling interests	非控股權益	(46)
<b>Gain on disposal of subsidiaries</b>	<b>出售附屬公司之收益</b>	<b>293</b>

#### Net cash inflow arising on disposal of Meteor Investment (HK) Limited:

出售星豫投資有限公司之現金流入淨額：

		HK\$'000 千港元
Cash consideration received	已收現金代價	9,000
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(523)
<b>Net cash inflow</b>	<b>現金流入淨額</b>	<b>8,477</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 43. PARTICULAR OF SUBSIDIARIES

#### General information of subsidiaries

Particulars of the Company's principal subsidiaries as at 31 March 2018 are as follows:

### 43. 附屬公司詳情

#### 附屬公司之一般資料

於二零一八年三月三十一日，本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊 及營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股／ 註冊資本之面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比	Principal activities 主要業務
			<b>(2018 and 2017)</b> (二零一八年及 二零一七年)	
Prosten Development Limited 長達發展有限公司	British Virgin Islands 英屬處女群島	USD1 1美元	<b>100%</b>	100% Investment holding 投資控股
Lighting Storm Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	<b>100%</b>	100% Investment holding 投資控股
Meteor Storm Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	<b>100%</b>	100% Investment holding 投資控股
Mastery Jewellery Co. Limited 至尊珠寶有限公司	Hong Kong 香港	HK\$10,000 10,000港元	<b>100%</b>	100% Investment holding 投資控股
至尊彩虹鑽石(深圳)有限公司*	PRC  中國	RMB19,658,870  人民幣19,658,870元	<b>100%</b>	100% The design, research and development, wholesale and retail of jewellery and related ancillary business 珠寶首飾的設計、 研發、批發、零售 及相關配套業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 43. PARTICULAR OF SUBSIDIARIES (Continued)

### 43. 附屬公司詳情 (續)

#### General information of subsidiaries (Continued)

#### 附屬公司之一般資料 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊 及營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股／ 註冊資本之面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比	Principal activities 主要業務
			<b>(2018 and 2017)</b> (二零一八年及 二零一七年)	
Prosten Medical Investment Limited 長達醫學投資有限公司	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	<b>100%</b>	100% Investment holding 投資控股
Prosten Medical Health Holdings Limited 長達醫學健康控股有限公司	Hong Kong 香港	HK\$10,000 10,000港元	<b>100%</b>	100% Investment holding 投資控股
Prosten E-Business Investment Limited 長達電子商務投資有限公司	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	<b>100%</b>	100% Investment holding 投資控股
Prosten Healthcare Finance & Investment Limited 長達醫療金融投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	<b>100%</b>	100% Investment holding 投資控股
Wing Tai Industrial Holdings Limited	British Virgin Islands 英屬處女群島	USD50,000 50,000美元	<b>100%</b>	100% Investment holding 投資控股
Wing Tai Industrial Investment Limited 永泰實業投資有限公司	Hong Kong 香港	HK\$2 2港元	<b>100%</b>	100% Investment holding 投資控股
深圳市奧輝移動網絡科技 有限公司*	PRC 中國	HK\$1,000,000 1,000,000港元	<b>100%</b>	100% Network and data services 網絡及數據服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 43. PARTICULAR OF SUBSIDIARIES (Continued)

### 43. 附屬公司詳情 (續)

#### General information of subsidiaries (Continued)

#### 附屬公司之一般資料 (續)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary share/ registered capital	Percentage of equity attributable to the Company	Principal activities	
名稱	註冊成立／註冊 及營運地點	已發行普通股／ 註冊資本之面值	本公司應佔權益 百分比	主要業務	
			<b>(2018 and 2017)</b> (二零一八年及 二零一七年)		
SZ Enterprise Union Finance Limited	Hong Kong	HK\$1,000,000	<b>100%</b>	100%	Money lending
深企聯合小額貸款有限公司	香港	1,000,000港元			貸款
Sino Yao Shang Technology Limited	British Virgin Islands	USD50,000	<b>100%</b>	100%	Investment holding
中國藥商科技有限公司	英屬處女群島	50,000美元			投資控股
Sino Traditional Chinese Medicine Internet Limited	Hong Kong	HK\$10,000	<b>100%</b>	100%	Investment holding
中國中藥互聯網有限公司	香港	10,000港元			投資控股
深圳市漢盛堂科技有限公司*	PRC 中國	RMB7,850,514 人民幣7,850,514元	<b>100%</b>	100%	Investment holding 投資控股
廣東長達醫藥有限公司	PRC 中國	RMB1,200,000 人民幣1,200,000元	<b>100%</b>	100%	Distribution and retailing of chinese herbal medicine and drugs 批發及零售中藥材及成藥
King Win Intelligent Technologies Limited	British Virgin Islands 英屬處女群島	USD1 1美元	<b>100%</b>	100%	Investment holding Limited 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 43. PARTICULAR OF SUBSIDIARIES (Continued)

### 43. 附屬公司詳情 (續)

#### General information of subsidiaries (Continued)

#### 附屬公司之一般資料 (續)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary share/ registered capital	Percentage of equity attributable to the Company	Principal activities
名稱	註冊成立／註冊及營運地點	已發行普通股／註冊資本之面值	本公司應佔權益百分比	主要業務
			<b>(2018 and 2017)</b>	
			(二零一八年及二零一七年)	
King Win Intelligent Technologies (HK) Limited	Hong Kong	HK\$10,000	<b>100%</b> 100%	Investment holding Limited
嘉健高端技術有限公司	香港	10,000港元		投資控股
嘉興嘉健智能技術有限公司*	PRC	US\$1,441,985	<b>100%</b> 100%	Internet artificial intelligence research, management and consultancy
	中國	1,441,985美元		網絡智能化系統技術的研發、管理及諮詢服務

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

\* 根據中國法律註冊之外商獨資企業。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 43. PARTICULAR OF SUBSIDIARIES (Continued)

#### General information of subsidiaries (Continued)

As at 31 March 2018, except for Prosten Development Limited, all other subsidiaries are indirectly held by the Company.

As at 31 March 2017, except for Prosten Development Limited, 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.

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

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.

### 43. 附屬公司詳情 (續)

#### 附屬公司之一般資料 (續)

於二零一八年三月三十一日，除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。

於二零一七年三月三十一日，除Prosten Development Limited、Prosten (BVI) Limited、Lighting Storm Holdings Limited、Meteor Storm Holdings Limited、長達醫學投資有限公司、長達電子商務有限公司、長達醫療金融投資有限公司及Prosten Wealth Investment Limited外，所有其他附屬公司均由本公司間接持有。

概無附屬公司於報告期末或於本年度內任何時候有任何未償還債務證券。

上表所列为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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 44. COMMITMENTS

#### (a) Operating lease arrangements

The Group leases its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (2017: one to four 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:

	<b>2018</b>	2017
	<b>二零一八年</b>	二零一七年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Within one year 一年內	<b>853</b>	4,965
In the second to fifth years, inclusive 第二至第五年（包括首尾兩年）	<b>507</b>	8,851
	<b>1,360</b>	13,816

The Group does not have option to purchase the leased premises at the expiry of the lease period.

#### (b) Capital commitments

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

	<b>2018</b>	2017
	<b>二零一八年</b>	二零一七年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Contracted but not provided for: 已訂約但未撥備： Development expenditure of 投資物業之發展開支 investment property	<b>6,050</b>	9,925

### 44. 承擔

#### (a) 經營租賃安排

本集團根據經營租賃安排租賃其辦公室物業。物業之租賃經磋商後為期一至三年不等（二零一七年：一至四年）。

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>2018</b>	2017
	<b>二零一八年</b>	二零一七年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Within one year 一年內	<b>853</b>	4,965
In the second to fifth years, inclusive 第二至第五年（包括首尾兩年）	<b>507</b>	8,851
	<b>1,360</b>	13,816

本集團並無於租期屆滿時購買租賃物業的選購權。

#### (b) 資本承擔

本集團於報告期末之資本承擔如下：

	<b>2018</b>	2017
	<b>二零一八年</b>	二零一七年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Contracted but not provided for: 已訂約但未撥備： Development expenditure of 投資物業之發展開支 investment property	<b>6,050</b>	9,925



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 45. 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:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Sales of products to an associate	向一間聯營公司銷售產品	-	4,539
Consultancy fee paid to an associate	向一間聯營公司支付的諮詢費用	201	-

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.
- (c) The parent and ultimate holding company of the Company was Dynamic Peak Limited until 28 November 2017, when Brilliant Chapter Limited become the parent and ultimate holding company. Dynamic Peak Limited ceased to be the ultimate controlling party of the Group with effect from 28 November 2017.

### 46. MAJOR NON-CASH TRANSACTIONS

During the years ended 31 March 2018 and 31 March 2017, the Group did not have major non-cash transactions.

### 45. 有關連人士交易

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Sales of products to an associate	向一間聯營公司銷售產品	-	4,539
Consultancy fee paid to an associate	向一間聯營公司支付的諮詢費用	201	-

董事認為上述與有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。
- (c) 本公司之母公司及最終控股公司原為Dynamic Peak Limited，直至Brilliant Chapter Limited於二零一七年十一月二十八日成為母公司及最終控股公司為止。Dynamic Peak Limited於二零一七年十一月二十八日不再為本集團的最終控股方。

### 46. 重大非現金交易

截至二零一八年三月三十一日及二零一七年三月三十一日止年度，本集團並無重大非現金交易。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 47. 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

### 47. 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	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Loans and receivables:</b>	<b>貸款及應收款項：</b>		
Trade receivables	應收賬款	<b>46,956</b>	37,186
Financial assets included in deposits and other receivables	計入訂金及其他應收款項之金融資產	<b>3,842</b>	3,975
Due from related companies	應收相關公司之款項	-	34
Cash and cash equivalents	現金及現金等值物	<b>10,341</b>	8,738
		<b>61,139</b>	49,933
<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	按公平價值列賬在損益賬處理之金融資產	-	600
<b>Available-for-sale financial assets:</b>	<b>可供出售金融資產：</b>		
Available-for-sale financial assets	可供出售金融資產	<b>15,000</b>	16,583
		<b>76,139</b>	67,116

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 47. FINANCIAL INSTRUMENTS BY CATEGORY (Continued) 47. 按類別劃分之金融工具 (續)

#### Financial liabilities

#### 金融負債

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Financial liabilities at amortised cost:</b>	<b>按攤銷成本列賬之金融負債：</b>		
Trade payables	應付賬款	19,274	3,859
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項之金融負債	4,447	5,882
Due to a then non-executive director	應付一名時任非執行董事之款項	-	668
Due to a then ultimate holding company	應付時任最終控股公司之款項	-	142
Due to De-consolidated Subsidiaries	應付取消綜合入賬附屬公司之款項	-	18,322
Borrowing	借貸	1,932	-
		<b>25,653</b>	<b>28,873</b>

### 48. 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.

### 48. 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。

有關生物資產之公平價值，請參閱綜合財務報表附註23。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 48. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

As at 31 March 2018, 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.

Financial assets	Fair value at 31 March 2018 於二零一八年 三月三十一日之 公平價值	Fair value at 31 March 2017 於二零一七年 三月三十一日之 公平價值	Fair value hierarchy 公平價值 等級架構	Valuation technique(s) and key inputs 估值技術及主要輸入值	Significant unobservable inputs 重大不可觀察輸入值
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					
– Equity securities listed in PRC – 於中國上市之權益證券	–	600	Level 1 第一層	Quoted bid prices in an active market 於活躍市場所報之買入價	N/A 不適用
Available-for-sale financial assets 可供出售金融資產	15,000	16,583	Level 3 第三層	Market based approach 市場法主要輸入值： 各可資比較公司之價格 及於公司之權益	Prices used are derived from a multiple of price to earnings, prices to revenues and price to book 所使用的價格來自多項市 盈率、價格對收益比例 及市賬率

The fair value of non-current portion of deposits has been calculation by discounting the expected future cash flows using the risk-free rate (key input).

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 2018 and 2017.

### 48. 金融工具之公平價值及公平價值等級架構 (續)

於二零一八年三月三十一日，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。

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。

於截至二零一八年及二零一七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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The major financial instruments of the Group included trade receivables, 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 due to a then 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 2018 and 2017.

#### (a) Credit risk

Credit risk is mainly arising from risk of default of counterparties. The Group exposure 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\$317,000 (2017: HK\$552,000).

### 49. 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、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。本集團擁有各種其他金融資產及負債，如應付時任最終控股公司、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。

於整個回顧年度，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盡量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。於截至二零一八年及二零一七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。

#### (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317,000港元（二零一七年：552,000港元）除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (a) Credit risk (Continued)

The objective of the Group is to manage the adverse effect brought 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 to adopt 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.

### 49. 財務風險管理目標及政策 (續)

#### (a) 信貸風險 (續)

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違約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。本集團之目標是採取穩健之財務政策，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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### 49. 財務風險管理目標及政策 (續)

#### (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:

#### (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 within one year 2018		Total undiscounted cash flows on demand or within one year 2017	
		按要求或一年內支付的未折現現金流量總額 二零一八年 HK\$'000 千港元		按要求或一年內支付的未折現現金流量總額 二零一七年 HK\$'000 千港元	
		Total carrying amount 2018	Total carrying amount 2018	Total carrying amount 2017	Total carrying amount 2017
		賬面值總額 二零一八年 HK\$'000 千港元	賬面值總額 二零一八年 HK\$'000 千港元	賬面值總額 二零一七年 HK\$'000 千港元	賬面值總額 二零一七年 HK\$'000 千港元
Trade payables	應付賬款	19,274	19,274	3,859	3,859
Financial liabilities included in other payables and accruals	計入其他應付款項及應計款項之金融負債	4,447	4,447	5,882	5,882
Due to a then non-executive director	應付一名時任非執行董事之款項	-	-	668	668
Due to a then ultimate holding company	應付最終控股公司款項	-	-	142	142
Due to De-Consolidated Subsidiaries	應付取消綜合入賬附屬公司之款項	-	-	18,322	18,322
Borrowing	借貸	2,048	1,932	-	-
		<b>25,769</b>	<b>25,653</b>	28,873	28,873

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 49. 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 2018 and 2017, the Group's exposure to cash flow interest rate risk is minimal as the Group does not have any significant floating rate interest bearing financial assets and floating rate interest bearing liabilities and therefore no sensitivity analysis is presented.

#### (d) Foreign exchange 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 consider that there is no significant foreign exchange risk in respect of RMB.

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

### 49. 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。

於二零一八年及二零一七年三月三十一日，由於本集團並無擁有任何重大浮動利率計息金融資產及浮動利率計息負債，故本集團的現金流量利率風險甚微，因而並無呈列敏感度分析。

#### (d) 外匯風險

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。外匯風險主要來自以本集團功能貨幣以外之其他貨幣計值的買賣交易、已確認資產及負債。

本集團並無就港元兌美元面臨外匯風險，因該兩種貨幣掛鈎。

中國境外以人民幣計值之交易及貨幣資產及負債甚微，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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 49. 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.

### 50. 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. No changes were made in the objectives, policies or processes for managing capital during each of the years ended 31 March 2018 and 2017.

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, issue of new share and redemption of existing shares as well as the issue of new debt or the redemption of existing debt.

### 49. 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。

### 50. 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。截至二零一八年及二零一七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、發行新股及贖回現有股份以及發行新債或贖回現有債務平衡其整體資本架構。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 50. CAPITAL MANAGEMENT (Continued)

#### Gearing ratio (Continued)

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

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total debts ( <i>note a</i> )	債務總額 (附註a)	1,932	19,132
Cash and cash equivalents	現金及現金等值物	(10,341)	(8,738)
Net debt/(cash)	債務/(現金)淨額	(8,409)	10,394
Equity attributable to owners of the Company	本公司擁有人應佔權益	87,850	74,726
Net debt to equity ratio	債務淨額對權益比率	NA 不適用	13.91%

Note:

- (a) Total debts comprises borrowing, due to a then non-executive director, due to a then ultimate holding company and due to De-consolidated Subsidiaries.

### 51. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 March 2018 and 2017.

### 50. 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：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total debts ( <i>note a</i> )	債務總額 (附註a)	1,932	19,132
Cash and cash equivalents	現金及現金等值物	(10,341)	(8,738)
Net debt/(cash)	債務/(現金)淨額	(8,409)	10,394
Equity attributable to owners of the Company	本公司擁有人應佔權益	87,850	74,726
Net debt to equity ratio	債務淨額對權益比率	NA 不適用	13.91%

附註：

- (a) 債務總額包括借貸、應付一名時任非執行董事之款項、應付時任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。

### 51. 或然負債

於二零一八年及二零一七年三月三十一日，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

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 52. RETIREMENT BENEFITS SCHEME

The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK\$1,500 (the "Mandatory Contributions"), and this is the only obligation of the Group with respect to the MPF Scheme to make the required contribution. The employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65, death or total incapacity.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiary is required to contribute certain percentage of its payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contribution.

The contributions arising from the above retirement benefits scheme are charged to profit or loss.

### 52. 退休福利計劃

本集團根據香港強積金計劃條例執行強積金計劃。強積金計劃之資產與本集團資產於獨立受託人控制下分開存放。根據強積金計劃，僱員須供款彼等每月薪金5%或最高1,500港元，且彼等可選擇額外供款。僱員的每月供款以其每月薪金5%或最高1,500港元（「強制供款」）計算，且本集團對該強積金計劃之唯一責任為作出所規定的供款。僱員於65歲退休時、死亡或完全喪失工作能力時得享有100%僱員強制供款。

本集團位於中國附屬公司之僱員為由中國政府執行國家管理的退休福利計劃之成員。該附屬公司須按其工資成本之若干百分比向退休福利計劃供款，為該等福利撥資。本集團對該退休福利計劃之唯一責任為作出特定供款。

上述退休福利計劃產生之供款於損益賬中扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 53. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 53. 融資活動所產生負債之對賬

下表詳載本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債為現金流量已或未來現金流量將於本集團綜合現金流量表分類為融資活動的現金流量負債。

		<b>Interest payable</b> 應付利息 HK\$'000 千港元	<b>Borrowing</b> 借貸 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	–	–	–
<b>Non-cash changes</b>	<b>非現金變動</b>			
– Interest expenses recognised (note 8)	– 已確認利息開支 (附註8)	16	–	16
<b>Cash flows</b>	<b>現金流量</b>			
– Inflow from financing activities	– 來自融資活動之 現金流入	–	1,932	1,932
<b>At 31 March 2018</b>	<b>於二零一八年 三月三十一日</b>	<b>16</b>	<b>1,932</b>	<b>1,948</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 54. EVENTS AFTER REPORTING PERIOD

#### (a) Placing of shares

On 17 April 2018, the Company and placing agent entered into the placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent up to 240,000,000 placing shares, at the placing price of HK\$0.27 per placing share to not less than six placees who and whose beneficial owners shall be independent third parties. The placing was completed on 30 April 2018 and the gross and net proceeds from the placing are approximately HK\$64,800,000 and approximately HK\$63,713,000 respectively. For details, please refer to the Company's announcement dated 17 April 2018 and 2 May 2018.

#### (b) Acquisition of 40% of equity interest in Darling Paganini Holding Limited

On 16 May 2018, Lighting Storm Holdings Limited (the "Purchaser"), an indirectly wholly-owned subsidiary of the Company, entered into the sale and purchase agreement with Ms. Chung, Elizabeth Ching Yee (the "Vendor"), an executive director of the Company, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase 40% of the equity interest in the Darling Paganini Holding Limited (the "Target Company"), at a total consideration of HK\$10,000,000. Upon Completion, the Target Company and its subsidiaries will become an associate of the Company. For details, please refer to the Company's announcement dated 16 May 2018.

### 55. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 26 June 2018.

### 54. 報告期後事項

#### (a) 配售股份

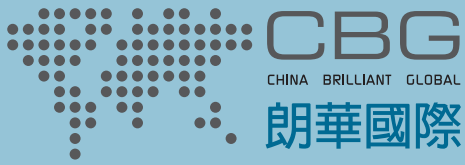
於二零一八年四月十七日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意通過配售代理配售最多240,000,000股配售股份以配售價每股配售股份0.27港元予不少於六名承配人，而該等承配人本身及其最終實益擁有人均為獨立第三方。該配售於二零一八年四月三十日完成，配售之所得款項總額及淨額分別約為64,800,000港元及63,713,000港元。詳情請參閱本公司日期為二零一八年四月十七日及二零一八年五月二日之公告。

#### (b) 收購Darling Paganini Holding Limited 40% 股權

於二零一八年五月十六日，本公司之一間間接全資附屬公司Lighting Storm Holdings Limited (「買方」) 與本公司執行董事鍾靜儀女士 (「賣方」) 訂立買賣協議，據此，賣方同意出售及買方同意購買Darling Paganini Holding Limited (「目標公司」) 40% 股權，總代價為10,000,000港元。完成後，目標公司及其附屬公司將成為本公司之聯繫人。詳情請參閱本公司日期為二零一八年五月十六日之公告。

### 55. 綜合財務報表之核准

財務報表於二零一八年六月二十六日獲董事會批准及授權發佈。



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