



# Sustainable Forest

ANNUAL REPORT 年報

13/14

Holdings Limited  
永保林業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 723



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Ms. ZHOU Jing (*Chairman*)  
Mr. MUNG Wai Ming

#### Independent Non-Executive Directors

Mr. William Keith JACOBSEN  
Mr. WU Wang Li  
Mr. NG Wai Hung

### BOARD COMMITTEES

#### Executive Committee

Ms. ZHOU Jing (*Chairman*)  
Mr. MUNG Wai Ming

#### Audit Committee

Mr. William Keith JACOBSEN (*Chairman*)  
Mr. WU Wang Li  
Mr. NG Wai Hung

#### Remuneration Committee

Mr. William Keith JACOBSEN (*Chairman*)  
Mr. WU Wang Li  
Mr. NG Wai Hung

#### Nomination Committee

Mr. William Keith JACOBSEN (*Chairman*)  
Mr. WU Wang Li  
Mr. NG Wai Hung

### COMPANY SECRETARY

Mr. CHENG Chun Shing

### AUTHORIZED REPRESENTATIVES

Ms. ZHOU Jing  
Mr. CHENG Chun Shing

### PRINCIPAL BANKERS

Bank of Communications Co., Ltd. Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited  
Shanghai Commercial Bank Limited

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 董事會

#### 執行董事

周靜女士 (*主席*)  
蒙偉明先生

#### 獨立非執行董事

葉偉其先生  
吳弘理先生  
吳偉雄先生

### 董事委員會

#### 執行委員會

周靜女士 (*主席*)  
蒙偉明先生

#### 審核委員會

葉偉其先生 (*主席*)  
吳弘理先生  
吳偉雄先生

#### 薪酬委員會

葉偉其先生 (*主席*)  
吳弘理先生  
吳偉雄先生

#### 提名委員會

葉偉其先生 (*主席*)  
吳弘理先生  
吳偉雄先生

### 公司秘書

鄭鎮昇先生

### 法定代表

周靜女士  
鄭鎮昇先生

### 主要往來銀行

交通銀行股份有限公司香港分行  
香港上海滙豐銀行有限公司  
上海商業銀行有限公司

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

# Corporate Information

## 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites No. 302-305, 3rd Floor, Sino Plaza  
255-257 Gloucester Road  
Causeway Bay, Hong Kong  
Tel. No.: (852) 3460 6600  
Fax. No.: (852) 2838 5366  
E-mail: info@susfor.com

### SHARE REGISTRARS Principal Share Registrar

MUFG Fund Services (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda  
(with effect from 30 July 2014)

### Hong Kong Branch Share Registrar

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

### AUDITORS

Crowe Horwath (HK) CPA Limited

### WEBSITES ADDRESSES

<http://www.susfor.com>  
<http://www.irasia.com/listco/hk/sustainableforest>

### HONG KONG STOCK EXCHANGE STOCK CODE

723

### 總辦事處及於香港之 主要營業地點

香港銅鑼灣  
告士打道255-257號  
信和廣場3樓302-305號室  
電話：(852) 3460 6600  
圖文傳真：(852) 2838 5366  
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### 股份過戶登記處 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM11  
Bermuda

The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda  
(由二零一四年七月三十日起生效)

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 核數師

國富浩華(香港)會計師事務所有限公司

### 網址

<http://www.susfor.com>  
<http://www.irasia.com/listco/hk/sustainableforest>

### 香港聯交所股份代號

723

# Chairman's Statement

## 主席報告

Market conditions and the business environments in which Sustainable Forest Holdings Limited ("Company") and its subsidiaries (collectively "Group") operate remained difficult during the financial year ended 31 March 2014. The Group recorded a consolidated net loss of approximately HK\$490.2 million for the financial year. During the financial year ended 31 March 2014, the harvesting operation in Acre, Brazil remained suspended. The business environment continued to be difficult for the Group in Brazil. On 5 June 2014, the board of directors changed the operation model in Acre from own harvesting to leasing out the forest in Brazil (the "Change in Operation Model") so as to enhance the income stream of the Group. The Group is actively negotiating terms and conditions with potential lessees to the Group's forest in Brazil. However, due to the short period of time from 5 June 2014 to the date of this report, the Change in Operation Model has not been crystallized and no lease relating to the Group's forest in Brazil has been entered into by the Group. As there is no lease entered into by the Group, the economic value of the future income stream from leasing out the Group's forest cannot be reasonably assessed at the date of this report. The Group has to preclude the economic value of the future income stream from leasing out the Group's forest from measuring the fair value the goodwill for prudence. Overall, this lead to a decrease in fair value of the biological assets and impairment loss of goodwill for the sustainable forest management segment which mainly accounted for the loss during the financial year.

The acquisitions of Travel Inn Limited and Good Magic Limited were completed in February 2014 and will enable the Group to diversify into other businesses.

The Group has significantly reduced staffing level and will continue to tightly manage all expenses in the period ahead.

I would like to take this opportunity to thank our staff, shareholders and other stakeholders for their continued support to the Group during this difficult time. It is anticipated that the Group will continue to experience challenging times ahead. However, the Group will work to identify new business opportunities and to divest unprofitable business in order to restore and enhance shareholders' value.

截至二零一四年三月三十一日止財政年度，永保林業控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）繼續面對嚴峻市況及經營環境。本集團於本財政年度錄得綜合淨虧損約港幣490,200,000元。截至二零一四年三月三十一日止財政年度，巴西亞克裏州之伐木業務仍然暫停。本集團於巴西的業務情況依然艱困。於二零一四年六月五日，董事會將其於亞克裏州之營運模式由自有伐木改為出租巴西的森林（「改變經營模式」），藉以改善本集團的收入來源。本集團正就其於巴西的森林積極與潛在承租人磋商租賃條款及條件。然而，由於二零一四年六月五日至本報告日期之期限頗短，故此改變經營模式尚未落實，且本集團尚未就巴西的森林訂立任何租賃。由於本集團並無訂立任何租賃，故於本報告日期，未能合理評估出租本集團的森林之未來收入來源之經濟價值。為求審慎，本集團計量商譽公平值時須剔除出租本集團的森林之未來收入來源之經濟價值。整體而言，這導致持續森林管理分部項下的生物資產公平值下跌及商譽出現減值虧損，並於本財政年度主要以虧損入賬。

旅遊棧有限公司及Good Magic Limited收購事項已於二零一四年二月完成，讓本集團能夠拓展其他業務。

本集團已大幅削減人手，並將於日後繼續嚴格管理所有開支。

本人謹藉此機會感謝員工、股東及其他利益相關者在此艱難時刻一直支持本集團。預期本集團日後將繼續面對挑戰。然而，本集團將積極物色新商機及出讓未能賺取利潤之業務，以重建及提高股東價值。

# Financial Highlights

## 財務摘要

		<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元	Changes 變化幅度
<b>Operating results</b>	<b>經營業績</b>			
Revenue	收入	<b>63,946</b>	76,550	(16.5%)
Gross profit	毛利	<b>12,581</b>	9,248	36.0%
<b>Loss attributable to the owners of the Company</b>	<b>本公司擁有人應佔虧損</b>	<b>(490,133)</b>	(326,601)	50.1%
<b>Financial position at year end</b>	<b>於年結日之財務狀況</b>			
Property, plant and equipment	物業、廠房及設備	<b>157,769</b>	190,274	(17.1%)
Investment properties	投資物業	<b>23,699</b>	-	N/A 不適用
Biological assets	生物資產	<b>17,538</b>	344,172	(94.9%)
Goodwill	商譽	-	302,118	(100%)
Cash and cash equivalents	現金及現金等價物	<b>8,965</b>	216,540	(95.9%)
Net current (liabilities)/assets	流動(負債)/資產淨值	<b>(59,625)</b>	59,024	(201.0%)
Total assets	總資產	<b>251,052</b>	1,068,024	(76.5%)
Total interest bearing borrowings from independent third parties	獨立第三方計息借貸總額	<b>28,304</b>	36,132	(21.7%)
Total interest bearing borrowings from shareholders, non-controlling shareholder and related companies	股東、非控股股東及關連公司計息借貸總額	<b>21,427</b>	241,933	(91.1%)
Total liabilities	總負債	<b>192,254</b>	551,017	(65.1%)
Equity attributable to the owners of the Company	本公司擁有人應佔之權益	<b>58,723</b>	517,000	(88.6%)
			Restated (經重列)	
<b>Per share information</b>	<b>每股資料</b>			
Basic loss per share (Hong Kong cents)	每股基本虧損 (港仙)	<b>(28.67) cents 仙</b>	(22.48) cents 仙	27.5%
Net asset value per share	每股資產淨值	<b>4.22 cents 仙</b>	43.8 cents 仙	(90.4%)

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL PERFORMANCE

The Group's revenue decreased from HK\$76.6 million to HK\$63.9 million for the year ended 31 March 2014. The total revenue consisted primarily of sales of forestry and timber products. The Group's net loss after tax increased from HK\$326.7 million to HK\$490.2 million for the year ended 31 March 2014. The net loss for the current year was primarily due to a decrease in fair value of biological assets of HK\$292.8 million and impairment loss on goodwill of HK\$302.1 million.

### BUSINESS REVIEW

#### China

The PRC is the world's largest consumer and importer of timber and logs and it continues to be the primary market for our forestry and timber products. Demand for the Group's timber products remains sluggish.

#### Brazil

Business environment continued to be difficult for the Group in Brazil. On 27 March 2012, the board decided to suspend harvesting operations in Acre, Brazil for one year and until the operating environment for its Brazilian subsidiary improves. For the financial year ended 31 March 2014, Acre's operations remained suspended. On 5 June 2014, the board of directors changed the operation model in Acre from own harvesting to leasing out the forest in Brazil so as to enhance the income stream of the Group. The Group is actively negotiating terms and conditions with potential lessees relating to the Group's forest in Brazil. However, due to the short period of time from 5 June 2014 to the date of this report, the Change in Operation Model has not been crystallized and no lease relating to the Group's forest in Brazil has been entered into by the Group. As there is no lease entered into by the Group, the economic value of the future income stream from leasing out the Group's forest cannot be reasonably assessed at the date of this report. The Group has to preclude the economic value of the future income stream from leasing out the Group's forest from measuring the fair value the goodwill for prudence. The details of the decrease in fair value of the biological assets are disclosed in Note 20 to the consolidated financial statements.

#### Acquisitions of new business opportunities

The Group has been keen on identifying and considering new business opportunities that diversifies the Group's business portfolio and provides the Group with a stable revenue stream. In February 2014, the Group completed the acquisition of 95% interest in Travel Inn Limited for a total consideration of HK\$1.2 million. Travel Inn Limited is principally engaged in the business of licensed travel agent under the Travel Agents Ordinance of the Laws of Hong Kong. Also, in February 2014, the Group completed the acquisition of entire interest of Good Magic Limited and its subsidiaries for a total consideration of HK\$0.4 million. Good Magic Limited and its subsidiaries are principally engaged in the business of property investment. The acquisitions will enable the Group to diversify into businesses of licensed travel agent and property investment.

### 財務表現

截至二零一四年三月三十一日止年度，本集團之收入由港幣76,600,000元下跌至港幣63,900,000元。總收入主要來自銷售林業及木材產品。截至二零一四年三月三十一日止年度，本集團除稅後淨虧損由港幣326,700,000元增加至港幣490,200,000元。本年度淨虧損主要由於生物資產公平值減少港幣292,800,000元及商譽出現減值虧損港幣302,100,000元所致。

### 業務回顧

#### 中國

中國為全球最大木材及原木消耗國及進口國，其繼續為本集團木材及木料產品之主要市場。本集團木材產品的需求仍然疲弱。

#### 巴西

本集團於巴西之營商環境仍然嚴峻。於二零一二年三月二十七日，董事會決定暫停巴西亞克裏州之伐木業務一年，直至其巴西附屬公司之經營環境有所改善為止。截至二零一四年三月三十一日止財政年度，亞克裏州之業務仍然暫停。於二零一四年六月五日，董事會將亞克裏州的經營模式由自有伐木改為出租巴西的森林，以增加本集團的收入來源。本集團正積極與潛在承租人就本集團於巴西之森林磋商條款及條件。然而，由於由二零一四年六月五日至本報告日期期間時間有限，改變經營模式尚未落實，故本集團尚未訂立有關本集團於巴西之森林之租約。由於本集團並無訂立任何租賃，故於本報告日期，未能合理評估出租本集團森林之未來收入來源之經濟價值。為求審慎，本集團計量商譽公平值時須剔除出租本集團森林之未來收入來源之經濟價值。生物資產公平值下跌之詳情於綜合財務報表附註20披露。

#### 收購的新商機

本集團一直致力物色及考慮可擴大本集團業務組合及為本集團提供穩定收入來源的新商機。於二零一四年二月，本集團完成收購旅遊棧有限公司95%之權益，總代價為港幣1,200,000元。旅遊棧有限公司的主要業務是根據香港法例旅行代理商條例經營持牌旅行代理商業務。於二零一四年二月，本集團亦完成收購Good Magic Limited及其附屬公司之全部權益，總代價為港幣400,000元。Good Magic Limited及其附屬公司主要從事物業投資業務。該等收購事項將有助本集團多元拓展持牌旅行代理商及物業投資業務。



# Management Discussion and Analysis

## 管理層討論及分析

### Share consolidation and reorganization

Pursuant to an ordinary resolution passed on 30 September 2013, the share consolidation was approved and effective from 2 October 2013 every six ordinary shares of HK\$0.0533 each in the authorised and issued share capital of the Company were consolidated into one ordinary share of HK\$0.32 each in the authorised and issued share capital of the Company.

Pursuant to a special resolution passed on 30 September 2013, the capital reorganization was approved and effective from 2 October 2013 in the following manner (i) the issued ordinary share capital of the Company was reduced through a cancellation of paid up capital of the Company to the extent of HK\$0.31 on each of the ordinary shares of HK\$0.32 such that the nominal value of each issued ordinary share was reduced from HK\$0.32 to HK\$0.01; (ii) all of the authorised but unissued ordinary shares of HK\$0.32 each were cancelled; and (iii) the authorised share capital of the Company was increased to HK\$575,340,000 by the creation of an additional 28,608,305,027 unissued ordinary shares of HK\$0.01 each so that the authorised share capital of the Company comprised a total of 30,000,000,000 ordinary shares of HK\$0.01 each and 27,534,000,000 convertible preferred shares of HK\$0.01 each.

The share consolidation reduced the transaction costs for dealing in the consolidated shares as the board lot value would increase after the share consolidation became effective. While the capital reorganisation gave greater flexibility to the Company to raise funds through the issue of new shares in the future.

### Fund raising

In terms of the financial position of the Group, the net assets of the Group had been eroded by the unfavourable economic environment in the past years. During the financial year ended 31 March 2014, the Group was actively exploring opportunities to enhance the capital base and financial position of the Group. By way of fund raising exercises, the Group successfully raised funds of approximately HK\$65.2 million before expenses from open offers completed in May 2013 and funds of approximately HK\$46.4 million before expenses from open offers completed subsequent to the end of the reporting period in May 2014. These funds have significantly strengthened the financial position and enhanced the liquidity of the Group.

## OUTLOOK

Uncertain market conditions and poor demand for timber products continued to affect the Group's near term outlook. The Group will continue to control its expenses and look for new business opportunities as well as divest unprofitable business to restore and enhance shareholders' value.

### 股份合併及重組

根據二零一三年九月三十日通過之普通決議案，股份合併獲批准並於二零一三年十月二日起生效，自此本公司法定及已發行股本中每六股每股面值港幣0.0533元之普通股合併為本公司法定及已發行股本中一股每股面值港幣0.32元之普通股。

根據二零一三年九月三十日通過之特別決議案，股本重組獲批准並於二零一三年十月二日起生效，方式為(i)透過註銷本公司之繳足股本(每股面值港幣0.32元之普通股註銷港幣0.31元)，將每股已發行普通股之面值由港幣0.32元削減至港幣0.01元，從而削減本公司之已發行普通股股本；(ii)註銷所有法定但未發行之每股面值港幣0.32元之普通股；及(iii)透過增設28,608,305,027股每股面值港幣0.01元之未發行普通股將本公司法定股本增加至港幣575,340,000元，本公司法定股本將因此包括合共30,000,000,000股每股面值港幣0.01元之普通股及27,534,000,000股每股面值港幣0.01元之可換股優先股。

由於股份合併生效後每手買賣金額將增加，股份合併減低買賣合併股份的交易成本。股本重組令本公司於日後透過發行新股集資時可更具靈活性。

### 集資

就本集團財務狀況而言，本集團資產淨值於過去數年一直受不利的經濟環境所蠶食。截至二零一四年三月三十一日止財政年度，本集團不斷積極發掘商機，以增強本集團的資本基礎及財務狀況。透過集資活動，本集團成功於二零一三年五月完成的公開發售籌集約港幣65,200,000元(未扣開支)及於二零一四年五月報告期後完成的公開發售籌集約港幣46,400,000元(未扣開支)。該等資金大大增強本集團的財務狀況及增加流動資金。

### 展望

不明朗市況及對木材產品之需求偏低繼續影響本集團之短期前景。本集團將繼續控制開支，並開拓新商機及出讓未能賺取利潤之業務，以重建及提升股東價值。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2014, the Group had cash and cash equivalents that amounted to HK\$9.0 million (2013: HK\$216.5 million).

The Group's gearing ratio expressed as a percentage of total interest bearing borrowings (including all interest bearing borrowings from shareholders, non-controlling shareholder and related companies), over equity attributable to the owners of the Company, increased from 53.8% as at 31 March 2013 to 84.7% as at 31 March 2014.

As at 31 March 2014, the Group had HK\$28.3 million in interest bearing borrowings from independent third parties of which HK\$5.3 million were repayable within one year and the remaining HK\$23.0 million were repayable after one year. As at 31 March 2013, the Group had HK\$36.1 million in interest bearing borrowings from an independent third party of which were repayable within one year. As at 31 March 2014, the interest bearing borrowings of HK\$28.3 million from the independent third parties consisted of HK\$13.3 million in bank loans and HK\$15.0 million in other borrowings. As at 31 March 2013, the interest bearing borrowings of HK\$36.1 million from the independent third party were other borrowings. As at 31 March 2014, the Group's had net current liabilities of HK\$59.6 million (2013: net current assets of HK\$59.0 million). In addition, interest bearing borrowings from shareholders, non-controlling shareholder and related companies totaled HK\$21.4 million and HK\$241.9 million for the years ended 31 March 2014 and 2013, respectively.

### CHARGE ON ASSETS

As at 31 March 2014, property, plant and equipment of HK\$3.2 million (2013: HK\$Nil) and investment properties of HK\$23.7 million (2013: HK\$Nil) of the Group were pledged to secure bank mortgages. As at 31 March 2014, certain area of the freehold lands with carrying value of HK\$33.1 million (2013: HK\$Nil) was filed with a precautionary injunction by a claimant.

### CONTINGENT LIABILITIES AND LITIGATIONS

The Group's contingent liabilities and litigations at 31 March 2014 are disclosed in Notes 40 and 41 to the consolidated financial statements.

### 流動資金及財務資源

於二零一四年三月三十一日，本集團之現金及現金等價物為港幣9,000,000元（二零一三年：港幣216,500,000元）。

本集團之資本負債比率為計息借貸總額（包括所有來自股東、非控股股東及關連公司之計息借貸）除本公司擁有人應佔權益之百分比，由二零一三年三月三十一日之53.8%增至二零一四年三月三十一日之84.7%。

於二零一四年三月三十一日，本集團之獨立第三方計息借貸為港幣28,300,000元，其中港幣5,300,000元須於一年內償還，而餘額港幣23,000,000元則須於一年後償還。於二零一三年三月三十一日，本集團之獨立第三方計息借貸為港幣36,100,000元，須於一年內償還。於二零一四年三月三十一日，本集團之獨立第三方計息借貸為港幣28,300,000元，其中港幣13,300,000元為銀行貸款，港幣15,000,000元為其他借貸。於二零一三年三月三十一日，獨立第三方計息借貸港幣36,100,000元為其他借貸。於二零一四年三月三十一日，本集團之流動負債淨額為港幣59,600,000元（二零一三年：流動資產淨值港幣59,000,000元）。此外，截至二零一四年及二零一三年三月三十一日止年度，股東、非控股股東及關連公司之計息借貸總額分別為港幣21,400,000元及港幣241,900,000元。

### 資產抵押

於二零一四年三月三十一日，本集團價值港幣3,200,000元之物業、廠房及設備（二零一三年：港幣零元）及港幣23,700,000元之投資物業（二零一三年：港幣零元）已抵押予銀行，以取得銀行按揭。於二零一四年三月三十一日，賬面值為港幣33,100,000元（二零一三年：港幣零元）之若干永久業權土地遭申索人入稟申請預防性禁止令。

### 或然負債及訴訟

本集團於二零一四年三月三十一日之或然負債及訴訟已於綜合財務報告附註40及41內披露。

# Management Discussion and Analysis

## 管理層討論及分析

### FOREIGN EXCHANGE RISK

The Group's continuing operation mainly operates in Brazil, China and Hong Kong.

During the year ended 31 March 2014, revenue from operations was denominated mainly in Renminbi while its costs and expenses were primarily in Renminbi, Hong Kong dollars and Brazilian Reais where the Group's operations are based. The Group is exposed to potential foreign exchange risk as a result of fluctuations between those currencies that are not pegged.

In addition, the main operational assets of the Group are located and denominated in local currencies in Brazil and China while the Group's reporting currency is in Hong Kong dollars. This also exposes the Group to potential foreign exchange risk upon translation of those assets on each reporting date.

The Group did not enter into any arrangements or financial instruments for the purpose of hedging against the potential foreign exchange risks during the year under review. Management believes that the Group's exposure to foreign exchange risks are minimal since Renminbi has been in strength while Reais have been weakening somewhat against US dollars during the current period. In the event that Reais were to rise substantially against US dollars, the risk can be mitigated by increasing local sales denominated in Reais. As for the operational assets of the Group, any foreign exchange gain or losses due to translation of the carrying value of the assets to the Group's reporting currency on reporting dates are unrealised and non-cash in nature. As such, active hedging activities are not considered warranted. Nonetheless, management will monitor closely its foreign currency exposure to ensure appropriate measures are taken promptly against any significant potential adverse impact.

### HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 March 2014, the Group had approximately 24 employees (2013: 305) mainly in Hong Kong, China and Brazil (2013: Hong Kong, China, Brazil and USA). The total remuneration paid by the Group to its employees (including directors) for the year was approximately HK\$10.3 million (2013: HK\$39.0 million).

The Group rewards its employees according to prevailing market practices, individual experience, performance and requirements under applicable labor laws in the Group's operational locations. In addition to the provision of annual bonus, provident fund scheme and medical insurance coverage, discretionary bonuses and share options are also available to employees.

### 外匯風險

本集團之持續經營業務主要位於巴西、中國及香港。

截至二零一四年三月三十一日止年度內，來自持續經營業務之收入主要以人民幣列賬，其成本及開支主要按本集團經營業務所在地之人民幣、港幣及巴西雷亞爾計值。本集團因該等貨幣彼此並無掛鈎所產生之匯率波動而承受潛在外匯風險。

此外，本集團主要營運資產位於巴西及中國，並以當地貨幣計值，而本集團之呈報貨幣為港幣，此亦導致本集團於每個報告日期換算該等資產時承受潛在在外匯風險。

於回顧年度，本集團並無作出任何安排或利用任何財務工具對沖潛在在外匯風險。管理層相信，本集團所承受外匯風險甚微，原因為本期間內人民幣處於強勢，而雷亞爾兌美元則稍呈弱勢。一旦雷亞爾兌美元匯率大幅上升，有關風險可透過增加以雷亞爾計值之當地銷售額而減輕。就本集團營運資產而言，任何因於報告日期換算資產賬面值為本集團呈報貨幣所產生外匯盈虧屬未變現及非現金性質。因此，積極對沖活動被視為並不恰當。然而，管理層將密切監察其外匯風險，以確保迅速就任何重大潛在不利影響採取恰當措施。

### 人力資源及薪酬政策

於二零一四年三月三十一日，本集團有約24名僱員（二零一三年：305名），主要駐於香港、中國及巴西（二零一三年：香港、中國、巴西及美國）。本集團於年內支付予僱員（包括董事）之薪酬總額約為港幣10,300,000元（二零一三年：港幣39,000,000元）。

本集團根據當前市場慣例、個別僱員之經驗及表現以及本集團營運所在地之適用勞工法例規定酬謝僱員。除發放年度花紅、設立公積金計劃及提供醫療保險外，本集團亦向僱員發放酌情花紅及授出購股權。

# Report of Directors

## 董事會報告

The board of directors (“Board”) of Sustainable Forest Holdings Limited (“Company”) has pleasure in presenting to the shareholders of the Company (“Shareholders”) its annual report together with the audited financial statements of the Company and its subsidiaries (collectively “Group”) for the year ended 31 March 2014.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company comprise sustainable forest management; manufacturing and sales of timber products including but not limited to wooden door, furniture and wooden floor panels; leasing of properties and travel and travel related business. The activities of its principal subsidiaries are set out in Note 22 to the consolidated financial statements.

An analysis of the Group’s performance for the year ended 31 March 2014 by geographical and business segments is set out in Note 6 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 42.

The Board does not recommend any payment of final dividend for the year ended 31 March 2014 (2013: HK\$Nil per ordinary share and HK\$Nil per convertible preferred share).

### FIVE-YEAR FINANCIAL SUMMARY

A financial summary of the results and the financial position of the Group for the last five financial years is set out on page 180.

### BIOLOGICAL ASSETS, PROPERTY, PLANTS AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the biological assets, property, plant and equipment and investment properties of the Group during the year are set out in Notes 20, 17 and 19 to the consolidated financial statements respectively.

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 34 to the consolidated financial statements.

永保林業控股有限公司(「本公司」)之董事會(「董事會」)欣然向本公司股東(「股東」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一四年三月三十一日止年度之年報連同經審核財務報告。

### 主要業務及業務地區分析

本公司之主要業務為投資控股，其附屬公司之主要業務包括可持續森林管理、製造以及銷售木材產品(包括但不限於木門、傢俱及木地板)、物業租賃及旅遊及旅遊相關業務。其主要附屬公司之業務載於綜合財務報告附註22。

本集團截至二零一四年三月三十一日止年度按地區及業務分部分析之表現載於綜合財務報告附註6。

### 業績及分派

本集團截至二零一四年三月三十一日止年度之業績載於第42頁之綜合損益及其他全面收益表。

董事會不建議就截至二零一四年三月三十一日止年度派發任何末期股息(二零一三年：每股普通股港幣零元及每股可換股優先股港幣零元)。

### 五年財務概要

本集團於過去五個財政年度之業績及財務狀況之財務概要載於第180頁。

### 生物資產、物業、廠房及設備以及投資物業

本集團之生物資產、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告附註20、17及19。

### 股本

本公司股本於年內之變動詳情載於綜合財務報告附註34。

# Report of Directors

## 董事會報告

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the bye-laws of the Company ("Bye-laws") or laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2014.

### RESERVES

Details of movement in the reserves of the Group during the year are set out in Note 36 to the consolidated financial statement and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

On 31 March 2014, the aggregate amount of reserves available for the distribution to owner of the Company calculated in accordance with the Bermuda Companies Act 1981 (as amended) was HK\$Nil (2013: HK\$147,130,000).

### DIRECTORS

The directors of the Company ("Directors") during the year and up to the date of this report were:

#### Executive Directors ("Executive Director(s)")

Ms. ZHOU Jing (*Chairman*)  
Mr. MUNG Wai Ming

#### Independent Non-Executive Directors ("Independent Non-Executive Director(s)")

Mr. William Keith JACOBSEN  
Mr. WU Wang Li  
Mr. NG Wai Hung

In accordance with Bye-law 87(2) of the Bye-laws, Ms. ZHOU Jing and Mr. MUNG Wai Ming shall retire from office by rotation at the forthcoming annual general meeting ("AGM") of the Company and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The Company has received from each Independent Non-Executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company considered all of them to be independent.

### 優先購買權

本公司之公司細則(「公司細則」)或百慕達法例均無有關優先購買權之條文，規定本公司須向現時股東按持股比例發售新股份。

### 購回、出售或贖回本公司上市證券

截至二零一四年三月三十一日止年度，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

### 儲備

本集團於本年度之儲備變動詳情分別載於綜合財務報告附註36及綜合權益變動表。

### 可供分派儲備

於二零一四年三月三十一日，根據百慕達一九八一年公司法(經修訂)計算可供分派予本公司擁有人之儲備總額為港幣零元(二零一三年：港幣147,130,000元)。

### 董事

於年內及直至本報告日期為止之本公司董事(「董事」)如下：

#### 執行董事(「執行董事」)

周靜女士(主席)  
蒙偉明先生

#### 獨立非執行董事 (「獨立非執行董事」)

葉偉其先生  
吳弘理先生  
吳偉雄先生

根據公司細則第87(2)條，周靜女士及蒙偉明先生將於應屆本公司股東週年大會(「股東週年大會」)輪值退任，並合資格及願於應屆股東週年大會膺選連任。

各獨立非執行董事已根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條向本公司發出其獨立身分之年度確認函。本公司認為，全體獨立非執行董事均為獨立人士。

# Report of Directors

## 董事會報告

### **DIRECTORS' SERVICE CONTRACTS**

Other than statutory compensation, no Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation.

### **BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

Biographical details of the Directors and the senior management of the Group are set out on pages 23 to 26.

### **DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE**

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

### **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the year.

### **董事之服務合約**

除法定賠償外，擬於應屆股東週年大會膺選連任之董事概無與本公司或其任何附屬公司訂立任何本集團於一年內不可在不予賠償情況下終止之服務合約。

### **董事及高層管理人員之履歷**

董事及本集團高層管理人員之履歷載於第23至26頁。

### **董事於重大合約中之權益**

本公司或其任何附屬公司並無訂立於年結日或於年內任何時間存續及董事直接或間接擁有重大利益之重大合約。

### **董事於競爭業務之權益**

於年內，概無董事參與任何對本集團業務構成或可能構成競爭之業務，或於該業務中直接或間接擁有權益。

# Report of Directors

## 董事會報告

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

As at 31 March 2014, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO; or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code ("Model Code") for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, were as follows:

Name of Directors 董事姓名	Nature of interest 權益性質	Number and class of shares and underlying shares held 所持股份及相關股份之數目及類別	Approximate percentage of issued shares 佔已發行股份概約百分比 (Note 1) (附註1)
Ms. ZHOU Jing ("Ms. Zhou") (Note 2) 周靜女士(「周女士」)(附註2)	Beneficial owner 實益擁有人	191,507,571	13.76%
Mr. MUNG Wai Ming ("Mr. Mung") (Note 3) 蒙偉明先生(「蒙先生」)(附註3)	Beneficial owner 實益擁有人	13,879,311	1.00%

Notes:

- The percentage figures were calculated based on 1,391,796,013 ordinary shares ("Shares") of the Company having a par value of HK\$0.01 each in issue as of 31 March 2014.
- Ms. Zhou was entitled to share options to subscribe for a maximum of 13,879,311 Shares upon exercise of the options in full. Ms. Zhou was also the registered holder of ordinary share warrants with nominal value of HK\$54,754,149.13 and convertible preferred share warrants with nominal value of HK\$2,157,945.67 convertible into 170,893,099 and 6,735,161 underlying Shares respectively. Under Part XV of the SFO, Ms. Zhou was therefore interested and deemed to have interests in 13,879,311 Shares and 177,628,260 underlying Shares upon exercise of the ordinary share warrants and convertible preferred share warrants.
- Mr. Mung was entitled to share options to subscribe for a maximum of 13,879,311 Shares upon exercise of the options in full.
- All interests stated above as at 31 March 2014 represented long positions of Shares or underlying Shares of the Company.

Save as disclosed above, as at 31 March 2014, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一四年三月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第7及8分部須知會本公司及聯交所，或已記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉如下：

Name of Directors 董事姓名	Nature of interest 權益性質	Number and class of shares and underlying shares held 所持股份及相關股份之數目及類別	Approximate percentage of issued shares 佔已發行股份概約百分比 (Note 1) (附註1)
Ms. ZHOU Jing ("Ms. Zhou") (Note 2) 周靜女士(「周女士」)(附註2)	Beneficial owner 實益擁有人	191,507,571	13.76%
Mr. MUNG Wai Ming ("Mr. Mung") (Note 3) 蒙偉明先生(「蒙先生」)(附註3)	Beneficial owner 實益擁有人	13,879,311	1.00%

附註：

- 該等百分比數字乃根據本公司於二零一四年三月三十一日已發行1,391,796,013股每股面值港幣0.01元之普通股（「股份」）計算。
- 周女士享有可於悉數行使時認購最多13,879,311股股份之購股權。周女士亦為面值金額為港幣54,754,149.13元的普通股認股權證及面值金額為港幣2,157,945.67元的可換股優先股認股權證之登記持有人，分別可轉換為170,893,099股及6,735,161股相關股份。根據證券及期貨條例第XV部，周女士因此於在行使普通股認股權證及可換股優先股認股權證所產生之13,879,311股股份及177,628,260股相關股份中擁有及被視為擁有權益。
- 蒙先生享有可於悉數行使時認購最多13,879,311股股份之購股權。
- 於二零一四年三月三十一日，上列全部權益均為本公司股份或相關股份的好倉。

除上文披露者外，於二零一四年三月三十一日，各董事及本公司最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中，擁有根據證券及期貨條例第7及第8分部須知會本公司及聯交所，或已記錄於本公司根據證券及期貨條例第352條規定所存置之登記冊，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

# Report of Directors

## 董事會報告

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2014, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the Shares or underlying Shares of the Company which would be required 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:

### 主要股東及其他人士於股份及相關股份之權益

於二零一四年三月三十一日，除董事或本公司最高行政人員外，以下人士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，或登記在本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉如下：

Name of Shareholders 股東姓名／名稱	Nature of interest 權益性質	Number and class of Shares and underlying Shares held 所持股份及相關股份之數目及類別	Approximate percentage of issued Shares 佔已發行股份概約百分比 (Note 1) (附註1)
Ms. LOH Jiah Yee, Katherine ("Ms. Loh") (Note 2) 樂家宜女士(「樂女士」)(附註2)	Interest of controlled corporation 受控制法團之權益	323,712,343	23.26%
Mr. LAU Jack ("Mr. Lau") (Note 3) 廖家俊(「廖先生」)(附註3)	Interest of spouse 配偶權益	323,712,343	23.26%
Assure Gain International Limited ("Assure Gain") (Note 4) Assure Gain International Limited (「Assure Gain」)(附註4)	Beneficial owner/ Interest of controlled corporation 實益擁有人／受控制法團之權益	314,067,736	22.57%
Expert Plan Limited ("Expert Plan") (Note 5) Expert Plan Limited (「Expert Plan」)(附註5)	Beneficial owner 實益擁有人	177,628,260	12.76%
Mr. HO Ka Kui, Boniface ("Mr. Ho") (Note 6) 何家駒先生(「何先生」)(附註6)	Interest in controlled corporation 受控制法團之權益	177,628,260	12.76%
Ocean Honor Limited ("Ocean Honor") (Note 7) Ocean Honor Limited (「Ocean Honor」)(附註7)	Beneficial owner 實益擁有人	695,796,804	49.99%
Mr. CHAN Yuen Ming ("Mr. Chan") (Note 8) 陳遠明先生(「陳先生」)(附註8)	Interest in controlled corporation 受控制法團之權益	695,796,804	49.99%
Head & Shoulders Securities Limited ("Head & Shoulders") (Note 7) 聯合證券有限公司(「聯合證券」)(附註7)	Beneficial owner 實益擁有人	298,198,632	21.43%
Ms. CHEUNG Fung Kuen, Maggie ("Ms. Cheung") (Note 9) 張鳳娟女士(「張女士」)(附註9)	Interest in controlled corporation 受控制法團之權益	298,198,632	21.43%
Mr. CHOI Chiu Fai, Stanley ("Mr. Choi") (Note 10) 蔡朝暉先生(「蔡先生」)(附註10)	Interest in controlled corporation 受控制法團之權益	298,198,632	21.43%



# Report of Directors

## 董事會報告

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

- The percentage figures were calculated based on 1,391,796,013 Shares in issue as of 31 March 2014.
- Ms. Loh was beneficially interested in 100% of the issued share capital of Assure Gain, which held 100% of the issued share capital of Winner Global Holdings Limited ("Winner Global") and Splendid Asset Holdings Limited ("Splendid Asset") respectively. Ms. Loh was also beneficially interested in 50% of the issued share capital of Corp Insights Holdings Inc. ("Corp Insights") held through Corporate Insights Limited. Assure Gain was the registered holder of 186,127,058 Shares and 621,346,723 convertible preferred shares ("CPS") of the Company convertible into 19,417,085 underlying Shares; Winner Global was the registered holder of 53,340,183 Shares; Splendid Asset was the registered holder of 55,183,410 Shares; and Corp Insights was the registered holder of 308,627,424 CPS convertible into 9,644,607 underlying Shares. Under Part XV of the SFO, Ms. Loh was therefore deemed to have interests in 294,650,651 Shares and 29,061,692 underlying Shares upon conversion of the CPS in which Assure Gain, Winner Global, Splendid Asset and Corp Insights were interested.
- Mr. Lau, being the spouse of Ms. Loh, was deemed to have an interest in the same parcel of the Shares and underlying Shares in which Ms. Loh was interested under Part XV of the SFO.
- Assure Gain held 100% of the issued share capital of Winner Global and Splendid Asset respectively. Assure Gain was the registered holder of 186,127,058 Shares and 621,346,723 CPS convertible into 19,417,085 underlying Shares; Winner Global was the registered holder of 53,340,183 Shares and Splendid Asset was the registered holder of 55,183,410 Shares. Under Part XV of the SFO, Assure Gain was therefore interested and deemed to have interests in 294,650,651 Shares and 19,417,085 underlying Shares upon conversion of CPS in which itself, Winner Global and Splendid Asset were interested.
- Expert Plan was the registered holder of 170,893,099 Shares and 215,525,161 CPS convertible into 6,735,161 underlying Shares. Under Part XV of the SFO, Expert Plan was therefore interested and deemed to have interests in 170,893,099 Shares and 6,735,161 underlying Shares upon conversion of the CPS.
- Mr. Ho was beneficially interested in 100% of the issued share capital of Expert Plan. Under Part XV of the SFO, Mr. Ho was therefore deemed to have interests in 170,893,099 Shares and 6,735,161 underlying Shares upon conversion of the CPS in which Expert Plan was interested.

### 主要股東及其他人士於股份及相關股份之權益 (續)

附註:

- 該等百分比數字乃根據於二零一四年三月三十一日已發行1,391,796,013股股份計算。
- 樂女士實益擁有Assure Gain已發行股本之全部權益，而Assure Gain分別持有Winner Global Holdings Limited (「Winner Global」)及Splendid Asset Holdings Limited (「Splendid Asset」)已發行股本之全部權益。樂女士亦通過Corporate Insights Limited持有Corp Insights Holdings Inc. (「Corp Insights」)已發行股本之50%實益權益。Assure Gain登記持有186,127,058股股份及可兌換為19,417,085股相關股份之621,346,723股本公司可換股優先股 (「CPS」)；Winner Global登記持有53,340,183股股份；Splendid Asset登記持有55,183,410股股份；而Corp Insights則登記持有可兌換為9,644,607股相關股份之308,627,424股CPS。根據證券及期貨條例第XV部，樂女士因此被視為於Assure Gain、Winner Global、Splendid Asset及Corp Insights所擁有之294,650,651股股份及CPS獲兌換而產生之29,061,692股相關股份中擁有權益。
- 廖先生為樂女士之配偶，根據證券及期貨條例第XV部被視為於樂女士所擁有權益之同一批股份及相關股份中擁有權益。
- Assure Gain分別擁有Winner Global及Splendid Asset已發行股本之全部權益。Assure Gain登記持有186,127,058股股份及可兌換為19,417,085股相關股份之621,346,723股CPS；Winner Global登記持有53,340,183股股份及Splendid Asset登記持有55,183,410股股份。根據證券及期貨條例第XV部，Assure Gain因此自身擁有及被視為於Winner Global及Splendid Asset所擁有的上述294,650,651股股份及CPS獲兌換而產生之19,417,085股相關股份中擁有權益。
- Expert Plan登記持有170,893,099股股份及可兌換為6,735,161股相關股份之215,525,161股CPS。根據證券及期貨條例第XV部，Expert Plan因此於及被視為於170,893,099股股份及6,735,161股相關股份中擁有權益。
- 何先生實益擁有Expert Plan已發行股本之全部權益。根據證券及期貨條例第XV部，何先生因此被視為於Expert Plan Limited擁有權益之170,893,099股股份及CPS獲兌換而產生之6,735,161股相關股份中擁有權益。

# Report of Directors

## 董事會報告

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES (continued)

Notes: (continued)

7. Ocean Honor and Head & Shoulders (as underwriters) and the Company entered into an underwriting agreement dated 27 February 2014 in relation to underwriting of share open offer and CPS open offer.

Under the share open offer and CPS open offer, not less than 139,173,247 offer shares and not more than 165,665,906 offer shares and not more than 172,420,129 offer CPS together with bonus shares on the basis of five bonus shares for every offer share subscribed and bonus CPS on the basis of five bonus CPS for every offer CPS subscribed were expected to be allotted and issued by the Company.

In the event of the share open offer not being fully subscribed, up to 70% of the underwritten offer shares will be first taken up by Ocean Honor to the fullest extent and the balance of the underwritten offer shares will thereafter be taken up by Head & Shoulders.

In the event of the CPS open offer not being fully subscribed, up to 70% of the underwritten offer CPS will be first taken up by Ocean Honor to the fullest extent and the balance of the underwritten offer CPS will thereafter be taken up by Head & Shoulders.

Under Part XV of the SFO, the underwriters of a public offer of shares will have interests in the shares which are to be offered even though they are unissued. Upon completion assuming the full exercise of the share options, share warrants and CPS warrants and the full conversion of the CPS before the record date for the share open offer and CPS open offer, Ocean Honor and Head & Shoulders were therefore deemed to have interests in 695,796,804 Shares and 298,198,632 Shares respectively.

8. Mr. Chan was beneficially interested in 100% of the issued share capital of Ocean Honor. Under Part XV of the SFO, Mr. Chan was therefore deemed to have interests in 695,796,804 Shares in which Ocean Honor was interested.
9. Ms. Cheung was beneficially interested in 50% of the issued share capital of Grand Rich Limited, which holds 100% interest in the issued share capital of Master Gold Limited. Head & Shoulders is directly and wholly owned by Master Gold Limited. Under Part XV of the SFO, Ms. Cheung was therefore deemed to have interests in 298,198,632 Shares in which Head & Shoulders was interested.
10. Mr. Choi was beneficially interested in 50% of the issued share capital of Grand Rich Limited, which holds 100% interest in the issued share capital of Master Gold Limited. Head & Shoulders is directly and wholly owned by Master Gold Limited. Under Part XV of the SFO, Mr. Choi was therefore deemed to have interests in 298,198,632 Shares in which Head & Shoulders was interested.
11. All interests stated above as at 31 March 2014 represented long positions of Shares or underlying Shares of the Company.

Save as disclosed above, as at 31 March 2014, the Company had not been notified of any other 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 be required 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.

### 主要股東及其他人士於股份及相關股份之權益 (續)

附註：(續)

7. Ocean Honor及聯合證券(作為包銷商)與本公司就股份公開發售及CPS公開發售之包銷訂立日期為二零一四年二月二十七日之包銷協議。

根據股份公開發售及CPS公開發售，預期本公司將配發及發行不少於139,173,247股發售股份，不多於165,665,906股發售股份及不多於172,420,129股發售CPS，連同紅利股份(基準為每認購一股發售股份獲發五股紅利股份)及紅利CPS(基準為每認購一份發售CPS獲發五份紅利CPS)。

倘股份公開發售未獲全數認購，最多70%之包銷發售股份將先由Ocean Honor盡量承購，然後由聯合證券承購餘下之包銷發售股份。

倘CPS公開發售未獲全數認購，最多70%之包銷發售CPS股份將先由Ocean Honor盡量承購，然後由聯合證券承購餘下之包銷發售CPS股份。

根據證券及期貨條例第XV部，即使將予發售之公開發售股份仍未發行，其包銷商將於有關股份中擁有權益。假設於股份公開發售及CPS公開發售之記錄日期前購股權、股份認股權證及CPS認股權證獲悉數行使及CPS獲悉數兌換，於完成時，Ocean Honor及聯合證券被視為於695,796,804股及298,198,632股股份中擁有權益。

8. 陳先生實益擁有Ocean Honor全部已發行股本。根據證券及期貨條例第XV部，陳先生被視為於Ocean Honor擁有權益之695,796,804股股份中擁有權益。
9. 張女士實益擁有Grand Rich Limited已發行股本之50%，而Grand Rich Limited持有Master Gold Limited已發行股本之全部權益。Master Gold Limited直接全資擁有聯合證券。根據證券及期貨條例第XV部，張女士因此被視為於聯合證券擁有權益之298,198,632股股份擁有權益。
10. 蔡先生實益擁有Grand Rich Limited已發行股本之50%，而Grand Rich Limited持有Master Gold Limited已發行股本之全部權益。Master Gold Limited直接全資擁有聯合證券。根據證券及期貨條例第XV部，蔡先生因此被視為於聯合證券擁有權益之298,198,632股股份擁有權益。
11. 於二零一四年三月三十一日，上列全部權益均為本公司股份或相關股份的好倉。

除上文披露者外，於二零一四年三月三十一日，本公司並無獲悉任何其他人士(董事或本公司最高行政人員除外)於本公司之股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於本公司根據證券及期貨條例第336條規定所存置之登記冊之權益或淡倉。

# Report of Directors 董事會報告

## DIRECTORS' RIGHT TO ACQUIRE SECURITIES

Save as disclosed in the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above, during the year ended 31 March 2014, none of the Director nor the chief executive of the Company had been granted any right to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporation and none of the Directors, their respective spouses nor their respective children under the age of 18 had any right to subscribe for the securities of the Company or had exercised any such rights.

## SHARE OPTION SCHEME

Pursuant to the share option scheme adopted by the Shareholders on 27 November 2009 ("Share Option Scheme"), the Company may grant share options to the directors, employees, executive or officers, managers, consultants, any customers, suppliers of goods or services to any member of the Group or any entity in which any member of the Group holds any equity interests ("Invested Entity") who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group's operation.

During the year, the movements in the share options under the Share Option Scheme were as follows:

Name 姓名	Nature of interest 權益性質	Number of share options 購股權數目					Adjusted upon share consolidation 股份合併後 經調整	Outstanding at 31 March 2014 於二零一四年 三月三十一日 尚未行使	Date of Grant 授出日期	Exercise period 行使期	Exercise price per share before share consolidation 股份合併前 每股行使價	Exercise price per share after share consolidation 股份合併後 每股行使價
		Outstanding at 1 April 2013 於二零一三年 四月一日 尚未行使	Granted 已授出	Exercised 已行使	Lapsed 已失效							
Directors 董事												
Ms. ZHOU Jing 周靜女士	Personal 個人	-	83,275,866	-	-	(69,396,555)	13,879,311	30 August 2013 二零一三年 八月三十日	30 August 2013 to 29 August 2023 二零一三年八月三十日至 二零一三年八月二十九日	HK\$0.0534 港幣0.0534元	HK\$0.3204 港幣0.3204元	
Mr. MUNG Wai Ming 蒙偉明先生	Personal 個人	-	83,275,866	-	-	(69,396,555)	13,879,311	30 August 2013 二零一三年 八月三十日	30 August 2013 to 29 August 2023 二零一三年八月三十日至 二零一三年八月二十九日	HK\$0.0534 港幣0.0534元	HK\$0.3204 港幣0.3204元	
Sub-total 小計		-	166,551,732	-	-	(138,793,110)	27,758,622					
Employees and other participants 僱員及其他參與者												
		520,865	-	-	-	(434,055)	86,810	13 January 2010 二零一零年 一月十三日	13 January 2011 to 12 January 2020 二零一一年一月十三日至 二零一零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	
		520,865	-	-	-	(434,055)	86,810	13 January 2010 二零一零年 一月十三日	13 January 2012 to 12 January 2020 二零一二年一月十三日至 二零一零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	

## 董事購買證券之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一段所披露者外，於截至二零一四年三月三十一日止年度，董事及本公司最高行政人員並無獲授予任何權利可藉收購本公司或任何其他法團之股份或債券而獲益，且董事或彼等各自之配偶或彼等各自未滿18歲之子女概無擁有任何認購本公司證券之權利，亦無行使任何該等權利。

## 購股權計劃

根據股東於二零零九年十一月二十七日採納之購股權計劃（「購股權計劃」），本公司可向董事會全權認為曾經或將會對本集團之增長及發展作出貢獻的本集團任何成員或本集團任何成員持有其股本權益之實體（「投資實體」）之董事、僱員、行政人員或職員、經理、顧問、任何客戶、提供貨品或服務之供應商授出購股權，以獎勵或回饋彼等對本集團成功營運所作出之貢獻。

於年內，根據購股權計劃之購股權變動如下：

# Report of Directors

## 董事會報告

### SHARE OPTION SCHEME (continued)

### 購股權計劃 (續)

Name 姓名	Nature of interest 權益性質	Number of share options 購股權數目					Adjusted upon share consolidation 股份合併後 經調整	Outstanding at 31 March 2014 於二零一四年 三月三十一日 尚未行使	Date of Grant 授出日期	Exercise period 行使期	Exercise price per share before share consolidation 股份合併前 每股行使價	Exercise price per share after share consolidation 股份合併後 每股行使價
		Outstanding at 1 April 2013 於二零一三年 四月一日 尚未行使	Granted 已授出	Exercised 已行使	Lapsed 已失效							
Employees and other participants (continued) 僱員及其他參與者 (續)		520,867	-	-	-	(434,056)	66,811	13 January 2010 二零一零年 一月十三日	13 January 2013 to 12 January 2020 二零一三年一月十三日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	
		5,105,428	-	-	(5,105,428)	N/A 不適用	-	13 January 2010 二零一零年 一月十三日	15 July 2010 to 12 January 2020 二零一零年七月十五日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	N/A 不適用	
		5,105,427	-	-	(5,105,427)	N/A 不適用	-	13 January 2010 二零一零年 一月十三日	15 July 2011 to 12 January 2020 二零一一年七月十五日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	N/A 不適用	
		5,105,427	-	-	(5,105,427)	N/A 不適用	-	7 May 2010 二零一零年 五月七日	15 July 2010 to 6 May 2020 二零一零年七月十五日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	
		280,865	-	-	-	(234,055)	46,810	7 May 2010 二零一零年 五月七日	13 January 2011 to 6 May 2020 二零一一年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	
		5,105,428	-	-	(5,105,428)	N/A 不適用	-	7 May 2010 二零一零年 五月七日	15 July 2011 to 6 May 2020 二零一一年七月十五日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	
		280,865	-	-	-	(234,055)	46,810	7 May 2010 二零一零年 五月七日	13 January 2012 to 6 May 2020 二零一二年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	
		280,867	-	-	-	(234,056)	46,811	7 May 2010 二零一零年 五月七日	13 January 2013 to 6 May 2020 二零一三年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	
		11,200,000	-	-	(11,000,000)	(166,667)	33,333	14 September 2010 二零一零年 九月十四日	14 September 2010 to 27 November 2019 二零一零年九月十四日至 二零一九年十一月二十七日	HK\$0.375 港幣0.375元	HK\$2.250 港幣2.250元	

# Report of Directors

## 董事會報告

### SHARE OPTION SCHEME (continued)

### 購股權計劃 (續)

Name 姓名	Nature of interest 權益性質	Number of share options 購股權數目					Adjusted upon share consolidation 股份合併後 經調整	Outstanding at 31 March 2014 於二零一四年 三月三十一日 尚未行使	Date of Grant 授出日期	Exercise period 行使期	Exercise price per share before share consolidation 股份合併前 每股行使價	Exercise price per share after share consolidation 股份合併後 每股行使價
		Outstanding at 1 April 2013 於二零一三年 四月一日 尚未行使	Granted 已授出	Exercised 已行使	Lapsed 已失效							
Employees and other participants (continued) 僱員及其他參與者 (續)		1,433,333	-	-	(1,433,333)	N/A 不適用	-	18 February 2011 二零一一年 二月十八日	16 December 2011 to 17 February 2021 二零一一年十二月十六日至 二零一二年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	
		1,433,333	-	-	(1,433,333)	N/A 不適用	-	18 February 2011 二零一一年 二月十八日	16 December 2012 to 17 February 2021 二零一二年十二月十六日至 二零一二年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	
		1,433,334	-	-	(1,433,334)	N/A 不適用	-	18 February 2011 二零一一年 二月十八日	16 December 2013 to 17 February 2021 二零一三年十二月十六日至 二零一二年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	
Sub-total 小計		38,326,904	-	-	(35,721,710)	(2,170,999)	434,195					
Total 總計		38,326,904	166,551,732	-	(35,721,710)	(140,964,109)	28,192,817					

Notes:

- The closing price of the Shares immediately before the date on which the options were granted on 13 January 2010 was HK\$0.950.
- The closing price of the Shares immediately before the date on which the options were granted on 7 May 2010 was HK\$0.700.
- The closing price of the Shares immediately before the date on which the options were granted on 14 September 2010 was HK\$0.385.
- The closing price of the Shares immediately before the date on which the options were granted on 18 February 2011 was HK\$0.415.
- The closing price of the Share immediately before the date on which the options were granted on 30 August 2013 was HK\$0.034.

附註:

- 股份於緊接購股權於二零一零年一月十三日授出當日前之收市價為港幣0.950元。
- 股份於緊接購股權於二零一零年五月七日授出當日前之收市價為港幣0.700元。
- 股份於緊接購股權於二零一零年九月十四日授出當日前之收市價為港幣0.385元。
- 股份於緊接購股權於二零一一年二月十八日授出當日前之收市價為港幣0.415元。
- 股份於緊接購股權於二零一三年八月三十日授出當日前之收市價為港幣0.034元。

# Report of Directors

## 董事會報告

### SHARE OPTION SCHEME (continued)

Summary of the terms of the Share Option Scheme is as follows:

#### (a) Purposes

The principal purposes are to recruit and retain high caliber employees and attract human resources that are valuable to the Group or any Invested Entity and to provide incentives or rewards to Eligible Participants (as defined below) for their contribution to the Group.

#### (b) Eligible Participants

Any employees (whether full time or part time), directors (including executive, non-executive and independent non-executive directors) of any members of the Group or any Invested Entity, any customer, supplier of goods and services to any member of the Group or any Invested Entity and such other persons or entities ("Eligible Participants") who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity.

#### (c) Maximum number of shares available for issue

The total number of shares (i.e. 670,236,433 Shares, before the share consolidation, which should be consolidated into 111,706,072 Shares upon the share consolidation effective from 2 October 2013) which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme represented 10% of the total number of issued Shares as at the date of passing the ordinary resolution on 11 April 2012 (being the date on which the mandate limit of the Share Option Scheme was refreshed) and represented approximately 5.0% of the total number of issued Shares of the Company as at the date of this report.

#### (d) Maximum entitlement of each Eligible Participant

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Participant must not exceed 1% of the total number of Shares in issue; and
- (ii) a substantial shareholder of the Company or an independent non-executive director must not exceed 0.1% of the total number of Shares in issue and not exceed HK\$5 million in aggregate value.

#### (e) Period within which the Shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

### 購股權計劃 (續)

購股權計劃條款概要如下：

#### (a) 目的

主要目的乃旨在招聘及留聘優秀僱員及吸納對本集團或任何投資實體有貢獻的人力資源，並獎勵或回饋合資格參與者（定義見下文）對本集團之貢獻。

#### (b) 合資格參與者

董事會全權酌情認為曾經或將會對本集團或任何投資實體之增長及發展作出貢獻之本集團任何成員公司或任何投資實體之任何僱員（不論全職或兼職）、董事（包括執行、非執行及獨立非執行董事）、任何本集團任何成員或投資實體的客戶、提供貨品及服務之供應商及有關其他人士或實體（「合資格參與者」）。

#### (c) 可供發行股份數目上限

因購股權計劃項下已授出及將授出購股權獲悉數行使而可予發行之股份總數（於股份合併前為670,236,433股股份，於股份合併在二零一三年十月二日生效後應合併為111,706,072股股份）佔普通決議案於二零一二年四月十一日（即購股權計劃之授權限額獲更新當日）獲通過當日已發行股份總數之10%及本公司於本報告日期之已發行股份總數約5.0%。

#### (d) 各合資格參與者之權益上限

於任何十二個月期間授出之購股權（不論已行使或尚未行使）獲行使時向下列人士已發行及將予發行之股份總數不得超過以下限額：

- (i) 向每名合資格參與者授出之有關總數不得超過已發行股份總數之1%；及
- (ii) 向本公司主要股東或獨立非執行董事授出之有關總數不得超過已發行股份總數之0.1%，總值亦不得超過港幣5,000,000元。

#### (e) 必須根據購股權承購股份之期間

購股權必須自其授出當日起十年內或董事會於授出有關購股權時可能訂明之較短期間內行使。

# Report of Directors 董事會報告

## SHARE OPTION SCHEME (continued)

**(f) Minimum period, if any, for which an option must be held**

No minimum period for which the option has to be held before it can be exercised is specified in the Share Option Scheme.

**(g) Period open for acceptable of an option and amount payable upon acceptance**

An offer of grant of an option may be accepted by an Eligible Participant within 28 days from the date of the offer of grant of the option. A consideration of HK\$1.00 is payable on acceptable of the offer of grant of an option.

**(h) Basis of determining the subscription price of an option**

The exercise price must be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

**(i) Validity of the Share Option Scheme**

The Share Option Scheme has a life of 10 years and will expire on 27 November 2019 unless otherwise terminated in accordance with the terms of the Share Option Scheme.

## MANAGEMENT CONTRACT

During the year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the Group's five largest customers accounted for approximately 84.0% of the total sales for the year and sales to the largest customer included therein amounted to 34.8%. Purchases from the Group's five largest suppliers accounted for approximately 43.1% of the total purchases for the year and purchases from the largest supplier amounted to 29.9%.

None of the Directors or any of their respective 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 and/or five largest suppliers.

## 購股權計劃 (續)

**(f) 必須持有購股權之最短期間 (如有)**

購股權計劃中概無指定行使前須持有購股權之最短期間。

**(g) 購股權可供接納期間及於接納時應付之款項**

合資格參與者可自購股權授出建議日期起二十八日內接納購股權授出建議。接納購股權授出建議時須支付代價港幣1.00元。

**(h) 釐定購股權認購價之基準**

行使價最少須為以下各項之最高者：(i)股份於授出日期在聯交所每日報價表所列收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份面值。

**(i) 購股權計劃之有效期**

除根據購股權計劃條款另行終止外，購股權計劃為期十年，將於二零一九年十一月二十七日到期。

## 管理合約

於年內，概無就本公司全部或任何絕大部分業務之管理及行政事務訂立或訂有任何合約。

## 主要客戶及供應商

於年內，本集團五大客戶之銷售額佔年內總銷售額約84.0%，其中最大客戶之銷售額佔年內總銷售額34.8%。自本集團五大供應商之採購額佔年內總採購額約43.1%，其中最大供應商之採購額佔年內總採購額29.9%。

概無董事或彼等各自的任何聯繫人士或就董事所深知擁有本公司已發行股本超過5%之任何股東於本集團五大客戶及／或五大供應商中擁有任何實益權益。

# Report of Directors

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

### SUBSEQUENT EVENTS

The subsequent events are set out in Note 43 to the consolidated financial statements.

### AUDITOR

The consolidated financial statements for the year ended 31 March 2014 were audited by Crowe Horwath (HK) CPA Limited ("Crowe Horwath") who retire and, being eligible, offer itself for reappointment at the forthcoming AGM of the Company.

On Behalf of the Board

### ZHOU JING

*Chairman*

Hong Kong, 30 June 2014

### 足夠之公眾持股量

根據本公司可取得之公開資料以及就董事所知，於本報告日期，本公司一直維持上市規則所規定之足夠公眾持股量，即超過本公司已發行股份之25%。

### 結算日後事項

結算日後事項載於綜合財務報告附註43。

### 核數師

截至二零一四年三月三十一日止年度之綜合財務報告由國富浩華(香港)會計師事務所有限公司(「國富浩華」)審核，其將任滿告退，惟符合資格並表示願意於應屆本公司股東週年大會接受續聘。

代表董事會

主席

周靜

香港，二零一四年六月三十日



# Biographical Details of Directors and Senior Management

## 董事及高層管理人員履歷

### DIRECTORS

#### Executive Directors

##### Ms. ZHOU Jing

Ms. ZHOU Jing, aged 40, joined the Group in January 2013 as an Executive Director and a member of the executive committee (“Executive Committee”) of the Board of the Company and subsequently she was appointed as the Chairman of the Board of the Company and acted as the chairman of the Executive Committee. Ms. Zhou graduated from a university in the PRC with a bachelor’s degree majoring in accounting and was awarded with Certified Public Accountant qualification in the PRC in 2002. She worked in an imports and exports company responsible for foreign trade accounting and has also joined an accountant firm as a shareholder and carries out her duties in auditing and asset valuation. Ms. Zhou has more than 10 years’ experience in international trade accounting and corporate financial management. Ms. Zhou is also an independent non-executive director of Perception Digital Holdings Limited (stock code: 1822). Ms. Zhou was an executive director of Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited) (stock code: 663), and resigned in February 2010. Save as disclosed above, Ms. Zhou did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Ms. Zhou is not a director or employee of a company which has an interest in the Shares and 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, “SFO”).

##### Mr. MUNG Wai Ming

Mr. MUNG Wai Ming, aged 51, joined the Group in January 2013 as an Executive Director and a member of the Executive Committee. Mr. Mung has more than 20 years’ experience in property and car park management. He has accumulated extensive concept in the operation management from his operation in different industries. Mr. Mung worked in various industries including property trading, financing, wedding witnesses, club management, car park operation and foot massage etc. Mr. Mung is the chairman of Eli Car Park Ltd. and director of Pure Massage Group Ltd and is also an executive director of Perception Digital Holdings Limited (stock code: 1822). He devotes himself in charity and was elected as the member of the sixth standing committee of the Overseas Congress of Yue Xiu District of Guangzhou, member of the forth standing committee of the Overseas Congress of Qingxin District of Qingyuan, member of Friends of Qing Yuan Association (H.K.) Ltd. and founding chairman of International Industry and Commerce Experts Association Ltd. Save as disclosed above, Mr. Mung did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Mung is not a director or employee of a company which has an interest in the Shares and 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.

### 董事

#### 執行董事

##### 周靜女士

周靜女士，40歲，於二零一三年一月加入本集團，出任執行董事及本公司董事會執行委員會（「執行委員會」）成員，隨後獲委任為本公司董事會主席，並擔任執行委員會主席。周女士持有中國一所大學頒授之學士學位，主修會計學，並於二零零二年獲中國執業會計師資格。彼曾於一家進出口公司工作，負責外貿會計事宜，亦曾加入一家會計師行成為股東，並負責審計及資產評估工作。周女士於國際貿易會計及企業財務管理方面積逾十年經驗。周女士亦為幻音數碼控股有限公司（股份代號：1822）之獨立非執行董事，彼曾任南嶺化工（國際）控股有限公司（現稱金山能源集團有限公司，股份代號：663）之執行董事，並已於二零一零年二月辭任。除上文披露者外，周女士於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。周女士並非一間於本公司股份或相關股份中，擁有根據證券及期貨條例（香港法例第571章，「證券及期貨條例」）第XV部第2及第3部分之條文須向本公司披露權益之公司之董事或員工。

##### 蒙偉明先生

蒙偉明先生，51歲，於二零一三年一月加入本集團，出任執行董事及執行委員會成員。蒙先生於地產及停車場管理方面擁有超過二十年經驗，同時在經營不同行業過程中，也累積豐富的營運管理概念。曾從事之行業包括物業買賣、財務融資、婚禮證婚、會所管理、停車場營運及足浴按摩等。蒙先生任職伊利停車場有限公司董事長及足君好集團有限公司董事，彼亦為幻音數碼控股有限公司（股份代號：1822）之執行董事。蒙先生熱心公益，當選為廣州越秀海外聯誼會第六屆理事會常務理事、清遠清新縣海外聯誼會第四屆理事會常務理事、香港清遠友好協進會會員及香港國際工商業精英聯合會創會主席。除上文披露者外，蒙先生於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。蒙先生並非一間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部分之條文須向本公司披露權益之公司之董事或員工。

# Biographical Details of Directors and Senior Management

## 董事及高層管理人員履歷

### DIRECTORS (continued)

#### Independent Non-Executive Directors

##### Mr. William Keith JACOBSEN

Mr. William Keith JACOBSEN, aged 48, joined the Group in January 2013 as an Independent Non-Executive Director. He is also the chairman and a member of each of the audit committee ("Audit Committee"), the remuneration committee ("Remuneration Committee") and the nomination committee ("Nomination Committee") of the Board of the Company. Mr. Jacobsen is the managing director of a licensed corporation to advise on corporate finance matters. He has more than 20 years of experience in corporate finance and business development. Mr. Jacobsen is an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited, stock code: 720) and is also an independent non-executive director of HyComm Wireless Limited (stock code: 499), abc Multiactive Limited (stock code: 8131), China Financial Leasing Group Limited (stock code: 2312) and Perception Digital Holdings Limited (stock code: 1822). He was also an independent non-executive director of King Stone Energy Group Limited (stock code: 663) for the period from 26 September 2008 to 30 September 2011. Save as disclosed above, Mr. Jacobsen did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Jacobsen is not a director or employee of a company which has an interest in the Shares and 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.

### 董事 (續)

#### 獨立非執行董事

##### 葉偉其先生

葉偉其先生，48歲，於二零一三年一月加入本集團，出任獨立非執行董事。彼亦分別為本公司董事會之審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）之主席及成員。葉先生為機構融資事項提供意見之持牌法團出任常務董事。彼於企業財務及業務擴展方面具有超過20年經驗。葉先生為意達利控股有限公司（前稱和記行（集團）有限公司，股份代號：720）之執行董事。葉先生亦為華脈無線通信有限公司（股份代號：499）、辰罡科技有限公司（股份代號：8131）、中國金融租賃集團有限公司（股份代號：2312）及幻音數碼控股有限公司（股份代號：1822）之獨立非執行董事。由二零零八年九月二十六日至二零一一年九月三十日止期間，葉先生亦曾任金山能源集團有限公司（股份代號：663）之獨立非執行董事。除上文披露者外，葉先生於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。葉先生並非一間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部分之條文須向本公司披露權益之公司之董事或員工。

# Biographical Details of Directors and Senior Management

## 董事及高層管理人員履歷

### DIRECTORS (continued)

#### Independent Non-Executive Directors (continued)

##### Mr. WU Wang Li

Mr. WU Wang Li, aged 40, joined the Group in January 2013 as an Independent Non-Executive Director. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He obtained his bachelor of commerce degree from Deakin University, and has over 14 years of experience in auditing and accounting profession and consulting services. Mr. Wu is a director of Skywise Consultants Limited and is admitted to the status of Certified Practising Accountant of CPA Australia. Currently, Mr. Wu is the director of Skywise Consultants Limited and an independent non-executive director of HyComm Wireless Ltd (stock code: 499) since December 2007. He was appointed as an independent non-executive director on several listed companies in main board and growth enterprise market in Hong Kong. He has appropriate accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules by virtue of his experience in accounting and financial consulting services. Mr. Wu was the independent non-executive director of Hao Wen Holdings Limited (formerly known as Everpride Biopharmaceutical Company Limited) (stock code: 8019), King Stone Energy Group Limited (formerly known as Yun Sky Chemical (International) Holdings Limited) (stock code: 663) and Talent Property Group Limited (formerly known as Tomorrow International Holdings Limited) (stock code: 760) and resigned in July 2009, January 2010 and January 2011 respectively. Save as disclosed above, Mr. Wu did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Wu is not a director or employee of a company which has an interest in the Shares and 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.

### 董事 (續)

#### 獨立非執行董事 (續)

##### 吳弘理先生

吳弘理先生，40歲，於二零一三年一月加入本集團，出任獨立非執行董事。彼亦分別為審核委員會、薪酬委員會及提名委員會之成員。彼獲Deakin University頒授商學士學位，於核數與會計專業及顧問服務方面積逾14年經驗。吳先生為Skywise Consultants Limited之董事，並已取得澳洲執業會計師資格。現時吳先生為Skywise Consultants Limited之董事，並自二零零七年十二月起擔任華脈無線通信有限公司（股份代號：499）之獨立非執行董事。彼獲委任為多家香港主板及創業板上市公司之獨立非執行董事，並基於彼在會計及財務顧問服務方面之經驗而符合上市規則第3.10(2)條所規定適當會計及相關財務管理專業人士之資格。吳先生曾任皓文控股有限公司（前稱中遠威生物製藥有限公司，股份代號：8019）、金山能源集團有限公司（前稱南嶺化工（國際）控股有限公司，股份代號：663）及新天地產集團有限公司（前稱明日國際集團有限公司，股份代號：760）之獨立非執行董事，並分別於二零零九年七月、二零一零年一月及二零一一年一月辭任。除上文披露者外，吳先生於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。吳先生並非一間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部分之條文須向本公司披露權益之公司之董事或員工。

# Biographical Details of Directors and Senior Management

## 董事及高層管理人員履歷

### DIRECTORS (continued)

#### Independent Non-Executive Directors (continued)

##### Mr. NG Wai Hung

Mr. NG Wai Hung, aged 51, joined the Group in February 2013 as an Independent Non-Executive Director. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is a practising solicitor and a partner in lu, Lai & Li, a Hong Kong firm of solicitors. Mr. Ng practises in the areas of securities law, corporate law and commercial law in Hong Kong. Mr. Ng is also an independent non-executive director of six companies listed on Stock Exchange, namely Fortune Sun (China) Holdings Limited (stock code: 352), Gome Electrical Appliances Holding Limited (stock code: 493), HyComm Wireless Limited (stock code: 499), Trigiant Group Limited (stock code: 1300), Perception Digital Holdings Limited (stock code: 1822) and Tech Pro Technology Development Limited (stock code: 3823). Mr. Ng was also an independent non-executive director of Yun Sky Chemical (International) Holdings Limited (currently known as King Stone Energy Group Limited, stock code: 663), KTP Holdings Limited (currently known as Ares Asia Limited, stock code: 645) and Tomorrow International Holdings Limited (currently known as Talent Property Group Limited, stock code: 760) and resigned in February 2010, February 2011 and January 2012, respectively. Save as disclosed above, Mr. Ng did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Ng is not a director or employee of a company which has an interest in the Shares and 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.

### SENIOR MANAGEMENT

##### Mr. Jairo Alfonso RAMOS SUAREZ (Vice President of Field Operations)

Mr. Jairo Alfonso RAMOS SUAREZ, aged 43, is the vice president of field operations of the Group. He joined the Group in November 2009. Mr. Ramos Suarez is a trained mechanical engineer, has more than 16 years of experience in production, maintenance programming, quality control, mechanical design, marketing and procurement in tropical timber products and other materials. Mr. Ramos Suarez was in charge of trading of forest products for a private Columbian company in Shanghai, China from 2006 to 2008. Mr. Ramos Suarez is responsible for the field operations in Acre. Save as disclosed above, Mr. Ramos Suarez did not hold any other directorships in any other publicly listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Ramos Suarez is not a director or employee of a company which has an interest in the Shares and 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.

### 董事 (續)

#### 獨立非執行董事 (續)

##### 吳偉雄先生

吳偉雄先生，51歲，於二零一三年二月加入本集團，出任獨立非執行董事。彼亦分別為審核委員會、薪酬委員會及提名委員會之成員。彼為一名執業律師，並為香港姚黎李律師行之合夥人。吳先生提供之服務範圍包括香港之證券法、公司法及商業法。吳先生亦為六家聯交所上市公司之獨立非執行董事，該六家公司分別為富陽（中國）控股有限公司（股份代號：352）、國美電器控股有限公司（股份代號：493）、華脈無線通信有限公司（股份代號：499）、俊知集團有限公司（股份代號：1300）、幻音數碼控股有限公司（股份代號：1822）及德普科技發展有限公司（股份代號：3823）。吳先生曾任南嶺化工（國際）控股有限公司（現稱金山能源集團有限公司，股份代號：663）、港台集團有限公司（現稱安域亞洲有限公司，股份代號：645）及明日國際集團有限公司（現稱新天地產集團有限公司，股份代號：760）之獨立非執行董事，並已分別於二零一零年二月、二零一一年二月及二零一二年一月辭任。除上文披露者外，吳先生於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。吳先生並非一間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部分之條文須向本公司披露權益之公司之董事或員工。

### 高層管理人員

##### Jairo Alfonso RAMOS SUAREZ先生 (現場作業副總裁)

Jairo Alfonso RAMOS SUAREZ先生，43歲，本集團現場作業副總裁，於二零零九年十一月加入本集團。Ramos Suarez先生為曾接受訓練之機械工程師，於生產、維修規劃、質量控制、機械設計、營銷及採購熱帶木材產品和其他材料具備逾16年經驗。自二零零六年至二零零八年，Ramos Suarez先生於中國上海主管一家哥倫比亞私人公司之森林產品貿易業務。彼負責阿克里州之現場作業。除上文披露者外，Ramos Suarez先生於過去三年並無於任何其他上市公司出任任何其他董事職位，且與本公司任何其他董事、高層管理人員或主要或控股股東概無任何關係。Ramos Suarez先生並非一間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部分之條文須向本公司披露權益之公司之董事或員工。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

During the year ended 31 March 2014, the Company has applied the principles of, and complied with, the applicable code provisions of the Corporate Governance Code (“the CG Code”) as set out in Appendix 14 to the Listing Rules, except for the deviations mentioned below:

#### Code Provision A.2.1

Under the Code Provision A.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The roles of the chairman (“Chairman”) and the chief executive (“CE”) of the Company are segregated and are clearly defined to ensure their respective independence, accountability and responsibilities. The Chairman is responsible for the formulation of the Group’s overall business development policies while the CE is responsible for the implementation of major decisions of the Board and overall management of the Group’s businesses.

On 6 April 2011, Mr. LEUNG Chau Ping, Paul was re-designated from the position as an executive director of the Company to a non-executive director and resigned as the CE. Since then and to up the date of this report, the position of the CE has not been appointed. Since the beginning of the current financial year, Ms. ZHOU Jing acted as the Chairman. During the current financial year when no CE was appointed, the functions of the CE have been performed by the Executive Directors with the assistance of the management of the Company. The Board considers that such structure does not impair the balance of power and authority between the Board and the management of the Company. The Board will however regularly review the effectiveness of this structure to ensure that such structure is appropriate in view of the Group’s prevailing circumstances.

#### Code Provision A.6.7

Under Code Provision A.6.7, independent non-executive directors and non-executive directors should attend general meetings. However, Mr. NG Wai Hung was unable to attend the special general meeting held in Hong Kong on 30 September 2013 as he had another business engagement.

The Company periodically reviews its corporate governance practices to ensure that it continues to meet the requirements under the Code Provisions.

### 企業管治常規

本公司於截至二零一四年三月三十一日止年度已應用並一直遵守上市規則附錄十四企業管治守則（「企業管治守則」）所載之適用守則條文，惟下文所述偏離情況除外：

#### 守則條文A.2.1

根據守則條文A.2.1，主席及行政總裁之職責應有所區分，且不應由同一人擔任。本公司設有主席（「主席」）及行政總裁（「行政總裁」）兩個獨立職位，且已清楚界定兩者角色，以確保彼等各自之獨立身分、問責性與職責。主席負責制訂本集團整體業務發展政策，而行政總裁則負責實行董事會之重要決策，以及整體管理本集團業務。

於二零一一年四月六日，梁秋平先生由本公司執行董事調任為非執行董事，並辭任行政總裁職務。自此至本報告日期，行政總裁一職尚未委任。自本財政年度開始以來，周靜女士擔任主席。於本財政年度行政總裁職位懸空期間，行政總裁之職務於本公司管理層之協助下由執行董事履行。董事會認為，此架構並不影響董事會與本公司管理層之權力及授權平衡。然而，董事會將定期檢討此架構之成效，以確保此架構適用於本集團當前情況。

#### 守則條文A.6.7

根據守則條文A.6.7，獨立非執行董事及非執行董事須出席股東大會。然而，由於須處理其他事務，吳偉雄先生無法出席於二零一三年九月三十日在香港舉行之股東特別大會。

本公司定期檢討其企業管治常規，確保其繼續符合守則條文之規定。

# Corporate Governance Report

## 企業管治報告

### THE BOARD OF DIRECTORS

#### Board Composition

As at 31 March 2014, the Board comprised five Directors in total, with two Executive Directors and three Independent Non-Executive Directors.

Executive Directors:

Ms. ZHOU Jing (*Chairman*)

Mr. MUNG Wai Ming

Independent Non-Executive Directors:

Mr. William Keith JACOBSEN

Mr. WU Wang Li

Mr. NG Wai Hung

There is no family or other material relationship (including financial and business) among members of the Board. Composition of the Board including the names and categories of Directors, is set out on page 2. The brief biographical details of each Director are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 23 to 26. Each Director possesses the necessary expertise and experience and provides checks and balances for safeguarding the interests of the Group and the Shareholders as a whole. The Company has during the year ended 31 March 2014 maintained a balanced board composition.

During the year, the Independent Non-Executive Directors provided the Group with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group's strategy, performance and management process, taking into account the interests of all Shareholders.

During the year under review, the Company has three Independent Non-Executive Directors representing not less than one-third of the Board. One of the Independent Non-Executive Directors, being Mr. WU Wang Li, has the appropriate professional qualifications, or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received from each of the Independent Non-Executive Directors a written confirmation of his independence and has satisfied itself of such independence up to the approval date of this report in accordance with the independent guidelines set out in Rule 3.13 of the Listing Rules.

### 董事會

#### 董事會架構

於二零一四年三月三十一日，董事會共有五名董事，包括兩名執行董事及三名獨立非執行董事。

執行董事：

周靜女士（主席）

蒙偉明先生

獨立非執行董事：

葉偉其先生

吳弘理先生

吳偉雄先生

董事會成員彼此之間概無家族或其他重大關係（包括財務與業務）。董事會之架構（包括董事姓名及類別）載於第2頁。各董事之履歷載於第23頁至26頁「董事及高層管理人員履歷」一節。各董事均擁有所需專業知識及經驗，可收互相制衡之效，以保障本集團及股東整體利益。本公司於截至二零一四年三月三十一日止年度維持權力均衡之董事會。

於年內，獨立非執行董事為本集團帶來廣泛專業知識及經驗。彼等積極參與董事會及委員會會議，以全體股東之利益為大前提，對本集團之策略、表現及管理程序事宜提供獨立判斷。

於回顧年度，本公司三名獨立非執行董事佔董事會人數不少於三分之一。其中一名獨立非執行董事（即吳弘理先生）具備上市規則第3.10條所規定之適當專業資格、會計或相關財務管理專業知識。本公司已接獲各獨立非執行董事有關其獨立性之書面確認函，而本公司亦根據上市規則第3.13條所載的獨立指引信納彼等於截至本報告獲批准日期均為獨立人士。

# Corporate Governance Report

## 企業管治報告

### Board Meetings

The Board conducts meetings on a regular basis and on an ad hoc basis of at least four times a year to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results. Board members are provided with all agendas and adequate information for their review at least 3 days before the meetings. After the meeting, draft minutes are circulated to all Directors for comments before confirmation and sign-off. Minutes of board meetings and meetings of board committees are kept by the company secretary of the Company ("Company Secretary") and are available for inspection by any Director at any reasonable time on reasonable notice. Each Director is entitled to seek independent professional advice under appropriate circumstances at the expense of the Company. During the year, 9 physical board meetings were held by way of telephone conference and 2 written resolutions for separate matters signed by all Directors were passed. Attendance of each Director at the board meetings is set out in the paragraph headed "Board Committees" below.

### Responsibilities of the Board and Delegation of Work

The Board is accountable to the Shareholders for the development of the Group with the goal of maximizing Shareholders' value in the long run. The Board also takes the responsibility for the overall strategies and policies of the Group, approves and monitors the strategic plans, investment and funding decisions, and reviews the Group's financial and operational performance. The Group's day-to-day operations and administration are overseen by the Executive Directors and the management.

The Board is responsible for setting the strategic direction and policies of the Group and supervising our management. Some functions including the monitoring and approval of material transactions, matters involving a conflict of interest for a substantial Shareholder or Director of the Company, the approval of the interim and annual results and other disclosures to the public or regulators are reserved by the Board for consideration and approval. Matters not specially reserved to the Board and necessary for the daily management and operation of the Company are delegated to the Executive Committee and management of the Company.

### Directors' and Officers' Liability Insurance

The Directors are fully insured under the directors' and officers' liability insurance policy for indemnification against costs, charges, losses, expenses and liabilities that may be incurred by them in the execution and discharge of their duties.

### Continuous Professional Development of Directors

All members of the Board have participated in continuous professional development through internal training provided by the Company on various areas including, but not limited to, the connected transaction, the Model Code and the duties and responsibilities of Directors, so as to ensure that they have appropriate understanding of the business and operations of the Group as well as fully aware of the responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

### 董事會會議

董事會每年舉行不少於四次的定期會議及特別會議，以商討整體策略以及本集團之營運及財務表現，並審閱及批准本集團全年及中期業績。董事會成員將於會議舉行時間至少三日前提供全部議程及充足資料，以供彼等審閱。會議結束後，會議記錄初稿於落實及簽核前將發送予全體董事傳閱及提出意見。董事會會議記錄及董事委員會會議記錄均由本公司之公司秘書（「公司秘書」）保管，可供董事在提出合理通知後於任何合理時間內查閱。各董事有權於適當情況下尋求獨立專業意見，費用由本公司支付。於本年度，董事會曾以電話會議方式舉行九次會議，並就個別事項由全體董事簽署通過兩份書面決議，各董事出席董事會會議之情況載於下文「董事委員會」一段。

### 董事會之職責及指派工作

董事會須就本集團發展向股東負責，以為股東爭取最大價值作為長遠目標。董事會亦負責制定本集團整體策略及政策、批准及監管策略規劃、投資及融資決策，並檢討本集團之財務及營運表現。執行董事及管理層負責監督本集團日常運作及行政事務。

董事會負責製訂本集團的策略方向及政策以及監督管理層。若干職能留待董事會考慮及批准，包括監察及批准重大交易、涉及本公司主要股東或董事的利益衝突事項、批准中期及年度業績，以及向公眾或監管機關作其他披露。並非指定由董事會決定且屬本公司日常管理及營運所須進行的事宜，則授權執行委員會及本公司管理層處理。

### 董事及高級人員責任保險

董事根據董事及高級人員責任保險政策獲全面保障，彼等於執行及履行職責時可能產生之成本、支出、損失、開支及負債均獲彌償保證。

### 董事之持續專業發展

董事會所有成員均已透過本公司所提供內部培訓參與各方面之持續專業發展，當中包括但不限於關連交易、標準守則以及董事之職責及責任，以確保其充分瞭解本集團之業務及運作並保證彼等完全知悉於上市規則及相關監管要求項下之責任及義務。

# Corporate Governance Report

## 企業管治報告

### Appointment and Re-election of Directors

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his/her appointment, including materials briefly describing the operations and business of the Company and the latest published financial reports of the Company. Directors will be continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All Non-Executive Directors of the Company were appointed for a specific term of 2 years but subject to the relevant provisions of the Bye-laws or any other applicable laws whereby the Directors shall vacate or retire from their office but eligible for re-election.

According to the Bye-laws, each Director appointed to fill a casual vacancy shall be subject to re-election at the next following general meeting or until the next following AGM in case of an addition to the Board and shall then be eligible for re-election at such meeting. Moreover, one-third of the Directors for the time being, (or, if their number is not three or a multiple of three, then the number nearest to but not greater than one-third), shall retire from office by rotation, provided that every Director (including those appointed for a specific term but excluding those holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. Every Director holding the office of Chairman or Managing Director shall be subject to re-election once every three years. The rotating Directors who are subject to retirement and re-election at the forthcoming AGM are set out on page 11.

The procedures for Shareholders to propose a person for election as a Director are available and accessible on the Company's website at <http://www.susfor.com>.

### BOARD DIVERSITY POLICY

The Company adopted a board diversity policy during the financial year ended 31 March 2014. The board diversity policy sets out that the Company should endeavour to ensure that its Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

### 董事之委任及重選

每名新任董事將於首次獲委任時自公司秘書收到一套入職資料，包括簡述本公司運作及業務之資料，以及本公司最新公佈之財務報告。董事將持續獲更新上市規則及其他適用監管規定之重大發展，以確保彼等遵守及維持良好之企業管治常規。

本公司所有非執行董事之特定任期為兩年，惟須受公司細則或任何其他適用法例有關條文規限，即董事須離任或退休但可重選連任之規定。

根據公司細則，凡為填補臨時空缺獲委任之每名董事均須於下屆股東大會重選連任；或如屬董事會新增成員，則彼之任期將直至下屆股東週年大會為止，屆時將合資格於該大會重選連任。此外，當時三分一董事（或如彼等之數目並非三或三的倍數，則為最接近但不多於三分一之數）須輪值告退，惟每位董事（包括有特定任期之董事，惟不包括主席或董事總經理）將至少每三年輪值告退一次。每位擔任主席或董事總經理職務之董事將須每三年重選一次。須於應屆股東週年大會退任及重選連任之輪任董事詳情載於第11頁。

股東提名他人參選董事之程序刊載於本公司網站 <http://www.susfor.com> 以供查閱。

### 董事會成員多元化政策

於截至二零一四年三月三十一日止財政年度，本公司採納董事會成員多元化政策，當中列明本公司應盡力確保董事會成員之技能、經驗及多元化觀點能達致適宜之平衡，以支援業務策略的執行，並使董事會有效運作。

遴選時將以一系列多元化觀點為據，包括但不限於性別、年齡、教育背景、專業經驗、技能、知識及服務年期。最終決定將以獲選定候任人之長處及其將能對董事會作出的貢獻而定。



# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

The Company has established four board committees, namely the Executive Committee, the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspects of the Company's affairs and to assist in the execution of the Board's responsibilities. All board committees have clear and specific written terms of reference and they report their work to the Board after each meeting. Copies of minutes of all meetings and resolutions passed at the board committees are kept by the Company Secretary.

#### Executive Committee

As at 31 March 2014 and the date of this report, the Executive Committee comprised Ms. ZHOU Jing (chairman of the Executive Committee) and Mr. MUNG Wai Ming. The Executive Committee was established with specific written terms of reference to, among other duties, implement, review and give recommendations to the Board on the daily operation of the Group from the time to time. The Executive Committee held 13 meetings during the year. The attendance records of each member are set out on page 33.

#### Audit Committee

As at 31 March 2014 and the date of this report, the Audit Committee comprised three members, namely Mr. William Keith JACOBSEN (chairman of the Audit Committee), Mr. WU Wang Li and Mr. NG Wai Hung and all of them are Independent Non-Executive Directors. The Audit Committee was established with specific written terms of reference. The terms of reference of the Audit Committee is available on the websites of the Stock Exchange and the Company. The Board resolved that the responsibility to perform the corporate governance functions as set out in the CG Code was delegated to the Audit Committee. The principle role and functions of the Audit Committee are to review and supervise the Company's financial reporting and internal control systems. The Audit Committee also provides an important link between the Board and the Company's external auditors in matters within the scope of the financial audit of the Group.

During the year, the Audit Committee held 3 physical meetings by way of telephone conference. Two of the physical meetings were held together with management and the external auditors. The attendance records of each member are set out on page 33. The Audit Committee has reviewed the accounting principles and practices adopted by the Group, reviewed the financial statements for the interim and final results for the year ended 31 March 2014 and discussed the internal controls together with the management.

The Audit Committee and the Board have not taken a different view regarding the selection, appointment, resignation or dismissal of the external auditors of the Company.

### 董事委員會

本公司已設立執行委員會、審核委員會、薪酬委員會及提名委員會四個董事委員會，以監督本公司特定範疇之事務，並協助履行董事會職責。所有董事委員會已制訂清晰及具體之書面職權範圍，並於每次會議後向董事會匯報工作情況。董事委員會所有會議記錄及獲通過之決議案之副本均由公司秘書保存。

#### 執行委員會

於二零一四年三月三十一日及本報告日期，執行委員會成員包括周靜女士（執行委員會主席）及蒙偉明先生。本公司已以書面訂明執行委員會之職權範圍，以不時執行、檢討本集團之日常運作，並就此向董事會提供推薦意見，及履行其他職能。執行委員會於年內共舉行十三次會議。各成員之出席記錄載於第33頁。

#### 審核委員會

於二零一四年三月三十一日及本報告日期，審核委員會由三名成員葉偉其先生（審核委員會主席）、吳弘理先生及吳偉雄先生組成，彼等均為獨立非執行董事。本公司已以書面訂明審核委員會之職權範圍。審核委員會之職權範圍載於聯交所及本公司網站。董事會議決授權審核委員會履行企業管治守則所載之企業管治職能。審核委員會的主要職責及職能為審閱及監督本公司之財務匯報及內部監控制度。審核委員會亦就本集團之財務審核範疇所涉事宜為董事會與本公司外聘核數師之間提供重要溝通橋樑。

於年內，審核委員會曾以電話會議方式舉行三次會議，其中兩次聯同管理層及外聘核數師舉行。各成員之出席記錄載於第33頁。審核委員會已審閱本集團所採納之會計原則及慣例、審閱截至二零一四年三月三十一日止年度中期及全年業績之財務報告，以及與管理層討論內部監控。

審核委員會及董事會在本公司外聘核數師之甄選、聘任、辭任或解聘方面並無意見分歧。

# Corporate Governance Report

## 企業管治報告

To comply with the requirements under the CG Code in respect of responsibilities for performing the corporate governance duties, the Board delegated its responsibilities to the Audit Committee to develop and review the Company's policy and practices on corporate governance and make recommendations to the Board; to review and monitor the training and continuous professional development of Directors and senior management; to review and monitor the Company's policy and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### Remuneration Committee

As at 31 March 2014 and the date of this report, the Remuneration Committee comprised Mr. William Keith JACOBSEN (chairman of the Remuneration Committee), Mr. WU Wang Li and Mr. NG Wai Hung. The Remuneration Committee was established with specific written terms of reference to, among other duties, review and give recommendations to the Board on the remuneration policy of the Directors and senior management. The terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The remuneration of all the Directors and senior management is monitored by the Remuneration Committee. To determine the emoluments of Directors, the Remuneration Committee takes into consideration factors such as salaries of directors paid by comparable companies, time commitment and responsibilities of the Directors. The Remuneration Committee ensures that no Director is involved in deciding his/her own remuneration. During the year, the Remuneration Committee held 2 physical meetings by way of telephone conference. The attendance records of each member are set out on page 33. During the year under review, the Remuneration Committee reviewed the existing remuneration policy and packages of all existing Directors. Details of the Directors' remuneration for the year under review are set out in Note 11 to the consolidated financial statements.

為遵守企業管治守則項下就履行企業管治職責之規定，董事會已授權審核委員會制定及檢討本公司之企業管治政策及常規，並向董事會提供建議；檢討及監察董事及高層管理人員的培訓及持續專業發展；檢討及監察本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監察僱員及董事之操守準則及合規手冊（如有）；以及檢討本公司遵守企業管治守則情況及在企業管治報告內披露。

### 薪酬委員會

於二零一四年三月三十一日及本報告日期，薪酬委員會由葉偉其先生（薪酬委員會主席）、吳弘理先生及吳偉雄先生組成。本公司已以書面訂明薪酬委員會之職權範圍，以檢討董事及高層管理人員之薪酬政策及就此向董事會提供推薦意見，及履行其他職能。薪酬委員會之職權範圍載於聯交所及本公司網站。全體董事及高級管理人員之薪酬須經薪酬委員會監察。於釐定董事之薪酬時，薪酬委員會考慮多項因素，例如可作比較公司之董事薪酬水平、董事所貢獻時間及其責任。薪酬委員會確保概無董事參與決定本身之薪酬。於年內，薪酬委員會曾以電話會議方式舉行兩次會議。各成員之出席記錄載於第33頁。於回顧年度，薪酬委員會檢討全體現任董事之現有薪酬政策及待遇。董事於回顧年度之酬金詳情載於綜合財務報告附註11。

# Corporate Governance Report

## 企業管治報告

### Nomination Committee

As at 31 March 2014 and the date of this report, the member of Nomination Committee comprised Mr. William Keith JACOBSEN (chairman of the Nomination Committee), Mr. WU Wang Li and Mr. NG Wai Hung. The Nomination Committee was established with specific written terms of reference to, among other duties, give recommendations to the Board on relevant matters relating to the appointment, re-appointment and succession planning for the Board members. The terms of reference of the Nomination Committee is available on the websites of the Stock Exchange and the Company. The Nomination Committee has the responsibility to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to identify individuals suitably qualified to become members of the Board in accordance with the board diversity policy. It is also responsible for assessing the independence of independent non-executive directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors. During the year, the Nomination Committee held 2 physical meetings by way of telephone conference. The attendance records of each member are set out on below. During the year under review, the Nomination Committee reviewed the structure, size and composition of the Board and reviewed the objectives set for implementing the board diversity policy.

The individual attendance records of each Director at the physical meetings of the Board, Executive Committee, Audit Committee, Remuneration Committee and Nomination Committee and at the general meeting of the Company during the year ended 31 March 2014 are set out below:

### 提名委員會

於二零一四年三月三十一日及本報告日期，提名委員會成員由葉偉其先生（提名委員會主席）、吳弘理先生及吳偉雄先生組成。本公司已以書面訂明提名委員會之職權範圍，向董事會建議董事會成員委任、重選及連任計劃之相關事宜，及履行其他職能。提名委員會之職權範圍刊載於聯交所及本公司網站。提名委員會負責至少每年檢討董事會架構、人數及組成（包括技能、知識及經驗）及根據董事會成員多元化政策物色出任董事會成員之合適人選。委員會亦負責評估獨立非執行董事之獨立性，並向董事會建議董事委任、重選及連任計劃之相關事宜。年內，提名委員會透過電話會議舉行兩次會議。各成員出席會議之記錄載於下文。於回顧年度，提名委員會已檢討董事會架構、人數及組成，並檢討實行董事會成員多元化政策的目標進程。

截至二零一四年三月三十一日止年度，各董事出席董事會、執行委員會、審核委員會、薪酬委員會及提名委員會會議以及本公司股東大會之個別出席記錄載列如下：

Number of physical meetings attended/held during his/her tenure  
於其任期內出席/舉行之會議數目

Name of Directors 董事姓名		Board 董事會	Executive Committee 執行委員會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General Meeting 股東大會
Ms. ZHOU Jing 周靜女士		9/9	13/13	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. MUNG Wai Ming 蒙偉明先生		9/9	13/13	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. William Keith JACOBSEN 葉偉其先生		8/9	N/A 不適用	3/3	2/2	2/2	2/2
Mr. WU Wang Li 吳弘理先生		9/9	N/A 不適用	3/3	2/2	2/2	2/2
Mr. NG Wai Hung 吳偉雄先生		8/9	N/A 不適用	3/3	2/2	2/2	1/2

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all Directors, all Directors confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 March 2014.

### ACCOUNTABILITY AND AUDIT

#### Financial Reporting

The Directors acknowledge their responsibility for the preparation and the true and fair presentation of the consolidated financial statements of the Group for the year ended 31 March 2014, in accordance with International Financial Reporting Standards ("IFRSs") and the applicable disclosure requirements of the Listing Rules. In preparing the financial statements, the Directors have adopted IFRSs and suitable accounting policies and applied them consistency, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. No material uncertainties relating to any events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern were identified by the Directors during the course of preparing and reviewing the financial statements for the year under review.

The reporting responsibility of the external auditors of the Company on the consolidated financial statements of the Group are set out in the Independent Auditor's Report on pages 38 to 40.

#### External Auditors' Remuneration

For the year ended 31 March 2014, the fees in respect of audit and non-audit services provided to the Group by the external auditors amounted to approximately HK\$1,255,000 (2013: HK\$1,088,000) and HK\$655,000 (2013: HK\$718,000), respectively. The non-audit service fees for the year ended mainly consisted of fees in relation to open offers.

### INTERNAL CONTROL

The Board is responsible for maintaining a sound and effective system of internal control. The internal control system helps to ensure effective measures are in place to protect the Group's assets and maintain the accounting records and the compliance with relevant legislation and regulations.

During the financial year under review, the Board has reviewed operational and financial reports in order to ensure the effectiveness and adequacy of the internal control system through the Audit Committee.

### 董事之證券交易

本公司已採納標準守則，作為其本身董事買賣本公司證券之操守守則。經向全體董事作出特定查詢後，各董事確認於截至二零一四年三月三十一日止年度一直遵守標準守則所載規定準則。

### 問責及審核

#### 財務報告

董事確認彼等須負責根據國際財務報告準則（「國際財務報告準則」）及上市規則之適用披露規定編製及真實公平地呈列本集團截至二零一四年三月三十一日止年度之綜合財務報告。編製財務報告時，董事已採納並持續應用國際財務報告準則及適當之會計政策，作出審慎、公平及合理之判斷及評估，並按持續經營基準編製財務報告。於編製及審閱回顧年度之財務報告時，董事並無識別任何足以令人對本公司能否持續經營產生重大疑問之重大不明朗事件或狀況。

本公司外聘核數師就本集團綜合財務報告之申報責任載於第38頁至40頁之獨立核數師報告。

#### 外聘核數師酬金

截至二零一四年三月三十一日止年度，外聘核數師就向本集團提供核數及非核數服務所收取之費用分別約為港幣1,255,000元（二零一三年：港幣1,088,000元）及港幣655,000元（二零一三年：港幣718,000元）。截至本年度止之非核數服務費主要包括公開發售之費用。

#### 內部監控

董事會負責維持穩健及有效之內部監控制度。內部監控制度有助確保實施有效措施，以保障本集團資產、保存會計記錄及遵守相關法例及規例。

於回顧財政年度內，董事會已透過審核委員會檢討營運及財務報告，以確保內部監控制度之成效及充足程度。

# Corporate Governance Report

## 企業管治報告

### COMMUNICATION WITH SHAREHOLDERS

The Company endeavors to provide its Shareholders accurate, clear, comprehensive and timely information of the Group via the publication of annual reports, announcements and circulars as well as through the Company's website. The Board resolved to adopt a Shareholders' communication policy. The policy aims to set out the provisions with the objective of ensuring that the company's Shareholders, both individual and institutional Shareholders, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company and its subsidiaries (including its financial performance, strategic goals and plans and governance, etc.), in order to enable the Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company.

The AGM is a useful forum for the Board to communicate directly with the Shareholders. The Directors, senior executives and external auditors make their best effort to attend the AGM of the Company to answer any questions from the Shareholders.

### SHAREHOLDERS' RIGHTS

#### Procedure for Shareholders to convene a special general meeting

Shareholders can submit a requisition to convene a special general meeting pursuant to Section 74 of the Companies Act 1981 of Bermuda (the "Act"). The number of Shareholders necessary for a requisition shall be representing not less than one-tenth of the Company's paid-up capital as at the date of requisition having the right to vote at the general meeting.

The written requisition must:

- state the purposes of the special general meeting;
- be signed by all the requisitionists (may consist of one or several documents in like form each signed by one or more requisitionists); and
- be deposited at the Company's office in Hong Kong for the attention of the Company Secretary.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a special general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, any themselves convene a special general meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

### 與股東之溝通

本公司透過刊發年報、公佈及通函，以及透過本公司網站，致力向其股東提供準確、清晰、全面與適時之本集團資訊。董事會議決採納股東溝通政策。本政策旨在載列向本公司股東（包括個人及機構股東，及在適當情況下包括一般投資人士）均可適時取得全面、相同及容易理解的本公司及其附屬公司資料（包括其財務表現、戰略目標及計劃以及管治等），一方面使股東可在知情情況下行使權利，另一方面可讓股東及投資人士與本公司加強溝通。

股東週年大會為董事會直接與股東溝通之有效平台。各董事、高級行政人員及外聘核數師均盡可能出席本公司股東週年大會，並解答股東任何提問。

### 股東權利

#### 股東召開股東特別大會之程序

股東可根據百慕達一九八一年公司法（「法例」）第74條，呈交書面請求召開股東特別大會。提出請求之股東須佔於請求日期持有股東大會投票權不少於十分之一之繳足股本。

書面請求必須：

- 列明股東特別大會之目的；
- 經所有請求人士簽署（由一名或多名請求人士於一份或數份同樣格式的文件內簽署）；及
- 寄送至本公司香港辦事處，收件人為公司秘書。

倘董事並未於該請求書送交日期起計21日內召開股東特別大會，則請求人或佔彼等總投票權超過一半之任何股東可自行召開股東特別大會，惟召開之任何大會不得於上述日期3個月期滿後舉行。

# Corporate Governance Report

## 企業管治報告

### Procedure for Shareholders to put forward proposals at general meetings

Shareholders can submit a requisition to move a resolution at an annual general meeting pursuant to Section 79 of the Act. The number of Shareholders necessary for a requisition shall be:

- representing not less than one-twentieth of the total voting rights of all Shareholders having at the date of requisition a right to vote at the meeting to which the requisition relates; or
- not less than 100 Shareholders.

The written requisition must:

- state the resolution, with a statement not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the meeting;
- be signed by all the requisitionists (may consist of one or several documents in like form each signed by one or more requisitionists);
- be deposited at the Company's office in Hong Kong for the attention of the Company Secretary not less than six weeks before the meeting in case of a requisition requiring notice of a resolution and not less than one week before the meeting in case of any other requisition; and
- be deposited with a sum reasonably sufficient to meet the Company's expenses in giving notice of the resolution and circulating the statements of the proposed resolution to all Shareholders in accordance with the requirements under the applicable laws and rules.

### Enquires to the Board

The Company's website provides email address and telephone to enable the Shareholders to make any enquiries and concerns to the Board. Shareholders may send their enquiries by post or by email to the attention of the Company Secretary who will direct the enquiries to the Board for handling.

### 股東於股東大會提出動議之程序

根據法例第79條，股東可提出書面請求於股東週年大會上提呈決議案。請求所需之股東數目應：

- 佔該請求書提出日期有權在該會議上表決的所有股東的總表決權不少於二十分之一；或
- 不少於100名股東。

書面請求必須：

- 列明決議案，連同一份不多於1,000字，有關建議決議案之事項或擬於會上處理之事務之陳述書；
- 經所有請求人士簽署（由一名或多名請求人士簽署於一份或數份同樣格式的文件內）；
- 如屬發出決議案通知的情況，不少於大會前6個星期送達，如屬其他情況，則不少於1個星期前送達到本公司香港辦事處，收件人為公司秘書；及
- 存放合理足夠金額，以應付本公司根據適用法律及規定要求向所有股東發出決議案通知及傳閱請求人士提交的陳述書所需的開支。

### 向董事會提出查詢

本公司網站載有電郵地址及電話以供股東向董事會提出任何查詢及關注。股東可以郵寄或電郵方式向公司秘書發送查詢，公司秘書將直接向董事會提交查詢以供處理。

# Corporate Governance Report

## 企業管治報告

### CONSTITUTIONAL DOCUMENTS

Pursuant to a special resolution passed on 30 September 2013, the bye-laws of the Company were amended by the inserting the words “or in such other manner as may be approved by Members” immediately after “the words distributed by way of dividend and in the same proportions” to bye-law 148.

Save as disclosed above, there are no changes in the Company’s constitutional documents during the year ended 31 March 2014.

On behalf of the Board

**Ms. ZHOU Jing**

*Chairman*

Hong Kong, 30 June 2014

### 憲章文件

根據於二零一三年九月三十日通過之特別決議案，本公司之公司細則已獲修訂，改動為於公司細則第148條，在緊隨「以股息形式分派時原可享該款項的股東或任何類別股東及按相同比例」後加上「或股東可能批准之其他方式」。

除上文所披露者外，截至二零一四年三月三十一日止年度，本公司之憲章文件並無任何改動。

代表董事會

主席

周靜女士

香港，二零一四年六月三十日

# Independent Auditor's Report

## 獨立核數師報告



國富浩華 (香港) 會計師事務所有限公司  
Member Crowe Horwath International

香港銅鑼灣禮頓道77號禮頓中心9樓  
9/F, Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SUSTAINABLE FOREST HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

We were engaged to audit the consolidated financial statements of Sustainable Forest Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 41 to 179, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Directors' responsibility for the consolidated financial statements

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

#### Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Except for the inability to obtain sufficient appropriate audit evidence as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. Because of the matters described in the basis for disclaimer of opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### 獨立核數師報告 致永保林業控股有限公司列位股東

*(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「我們」)獲委聘核第41頁至第179頁所載永保林業控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報告,包括於二零一四年三月三十一日之綜合及貴公司財務狀況表,及截至該日止年度之綜合損益表、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轉表,以及主要會計政策概要及其他說明資料。

#### 董事編製綜合財務報告之責任

貴公司董事負責根據國際會計準則委員會頒佈之國際財務報告準則及香港公司條例之披露規定,編製真實而公平之綜合財務報告,及執行其認為必需之內部監控,以使此等綜合財務報告不存在由於欺詐或錯誤而出現之重大錯誤陳述。

#### 核數師之責任

我們之責任為根據審核結果就此等綜合財務報告發表意見。根據百慕達一九八一年公司法第90條,本報告僅供閣下(作為一個整體)使用,且不可作其他用途。我們概不就本報告之內容,對任何其他人士負責及承擔法律責任。

除如下文所述吾等未能取得充份適當之審核憑證外,我們之審核工作乃按照香港會計師公會頒佈之香港核數準則進行。該等準則要求我們遵守操守規定,並計劃及進行審核,以合理保證綜合財務報告是否不存在重大錯誤陳述。然而,由於「不發表意見之基準」一段所述之事項,我們未能取得充份適當之審核憑證,為審核意見提供基準。



# Independent Auditor's Report

## 獨立核數師報告

### Basis for disclaimer of opinion

#### Scope limitation – fair value of biological assets, change in fair value of biological assets, carrying amount of goodwill, impairment of goodwill and deferred tax credit

During the year, an impairment loss of goodwill of approximately HK\$302,118,000 and change in the fair value of the biological assets of approximately HK\$292,758,000 have been recognized and charged to the profit or loss. As set out in note 20 and 21 to the consolidated financial statements, the directors of the Company engaged an independent valuer to perform the valuation of the fair value of the biological assets and valuation of the fair value of the business value for sustainable forest management for assessing the recoverabilities of the goodwill.

However, we were unable to obtain sufficient evidence to satisfy ourselves as to whether the assumptions adopted by the valuer in these valuations were appropriate. Whether the cash generating unit (“CGU”) of the sustainable forest management is able to generate future economic benefits to the Group is dependent on the feasibility of the future business plan provided by the Company. We were unable to obtain sufficient information to verify the reasonableness of the assumptions and the feasibility of the business plan based on which the valuations were performed, and accordingly, we were unable to satisfy ourselves as to whether the fair value of the biological assets of approximately HK\$17,538,000 and the carrying amount of the goodwill HK\$Nil and interest in subsidiaries of approximately HK\$19,896,000 as at 31 March 2014, and whether the impairment loss of goodwill of approximately HK\$302,118,000, the change in fair value of the biological assets of approximately HK\$292,758,000 and the related deferred tax credit of approximately HK\$73,187,000 recognized in the profit or loss for the year ended 31 March 2014 and the impairment of amount due from subsidiaries of approximately HK\$588,196,000 recognised in the company level profit or loss for the year ended 31 March 2014 were free from material misstatement.

Any adjustments that might have been found to be necessary in respect of the above would have a consequential effect on the net assets of the Group and the Company as at 31 March 2014, and of its loss and cash flows for the year then ended and the related disclosures in the consolidated financial statements.

#### Qualification arising from scope limitation – trade and other payables

Included in the trade and other payables of approximately HK\$56,910,000 in the consolidated statement of financial position as at 31 March 2014 was trade payable of approximately HK\$36,032,000 which was subject to an interest of 1% per month for overdue payment. During the audit of the consolidated financial statements for the year ended 31 March 2011, the related trade creditor confirmed that no interest was billed to the Group. Therefore, the Group did not accrue interest for overdue payment. However, due to the non-reply to our confirmation request, absence of new information of the trade creditor, and no sufficient appropriate audit evidence to prove that no interest was required to be accrued, there were no other alternative audit procedures that we could carry out to obtain sufficient appropriate audit evidence to verify the existence, completeness and valuation of the trade payable as at 31 March 2014, 2013 and 1 April 2012. Accordingly, we were unable to satisfy ourselves as to whether these amounts were fairly stated in the financial statements as at 31 March 2014 and 2013. Our audited opinion on the Group's financial statements for the years ended 31 March 2013 and 2012 was also qualified accordingly.

### 不表示意見之基準

#### 範圍限制－生物資產公平值、生物資產公平值變動、商譽賬面值、商譽減值及遞延稅項抵免

於本年度，商譽減值虧損約港幣302,118,000元及生物資產公平值變動約港幣292,758,000元已予以確認並於損益扣除。誠如綜合財務報表附註20及21所載，貴公司董事已委聘獨立估值師，以對生物資產之公平值及可持續森林管理業務價值之公平值進行估值藉此評估商譽之可收回值。

然而，我們未能獲取充足證據，以信納估值師在估值時採納之假設屬適當。可持續森林管理現金產生單位（「現金產生單位」）能否為貴集團產生未來經濟利益視乎貴公司所提供未來業務計劃之可行性。我們未能取得足夠資料，以核實估值所依據之若干假設屬合理及業務計劃屬可行，因此，我們未能信納，於二零一四年三月三十一日，生物資產之公平值約港幣17,538,000元及商譽之賬面值港幣零元及於附屬公司之權益約港幣19,896,000元；於截至二零一四年三月三十一日止年度之損益確認之商譽之減值之減值虧損約港幣302,118,000元、生物資產公平值變動約港幣292,758,000元，以及相關遞延稅項抵免約港幣73,187,000元；及於截至二零一四年三月三十一日止年度公司層面之損益確認之應收附屬公司款項之減值虧損約港幣588,196,000元，是否並無重大錯誤陳述。

就上述事項發現可能必須作出之任何調整，可能對貴集團及貴公司於二零一四年三月三十一日之資產淨值及其截至該日止年度之虧損及現金流量乃於綜合財務報表作出之相關披露，構成相應影響。

#### 範圍限制導致之保留意見－應付貿易款項及其他應付款項

於二零一四年三月三十一日之綜合財務狀況表之應付貿易款項及其他應付款項約港幣56,910,000元，包括應付貿易款項約港幣36,032,000元，須就逾期付款而按每月1%之利率計息。於審核截至二零一一年三月三十一日止年度之綜合財務報表時，相關貿易債權人確認並無向貴集團計算利息。因此，貴集團概無就逾期付款累計利息。然而，由於對我們的確認要求並無回覆、缺乏貿易債權人之新資料，以及並無充份審核憑證證明毋須累計利息，故此並無其他可選審核程序供我們執行，以取得充份審核憑證，核實應付貿易款項於二零一四年及二零一三年三月三十一日及二零一二年四月一日是否存在、完整及其估值。據此，我們未能信納該等金額是否公正地在二零一四年及二零一三年三月三十一日的財務報表中呈報。故此，我們對貴集團截至二零一三年及二零一二年三月三十一日止年度財務報表之審核意見亦為有保留意見。

# Independent Auditor's Report

## 獨立核數師報告

Any adjustments that might have been found to be necessary in respect of the above would have a consequential effect on the net assets of the Group as at 31 March 2014 and 2013 and 1 April 2012 and of its loss and cash flows for the years then ended and the related disclosures in the consolidated financial statements.

### Disclaimer of opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2014 and of the Group's loss and cash flows for the year then ended in accordance with International Financial Reporting Standards and as to whether the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Crowe Horwath (HK) CPA Limited

*Certified Public Accountants*  
Hong Kong, 30 June 2014

### Alvin Yeung Sik Hung

Practising Certificate Number P05206

倘就上述事項發現可能必須作出任何調整，將對 貴集團於二零一四年及二零一三年三月三十一日及二零一二年四月一日之資產淨值，以及其截至該日止年度之虧損及現金流量及於綜合財務報表作出之相關披露資料，構成相應影響。

### 不表示意見

由於不表示意見之基準各段所述之事項之重要性，我們未能取得充份適當審核憑證，為審核意見提供基準。據此，我們對綜合財務報表不發表意見，包括其是否已根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於二零一四年三月三十一日之財務狀況、 貴集團截至該日止年度之虧損及現金流量，以及是否已按照香港公司條例之披露規定妥善編製。

### 國富浩華(香港)會計師事務所有限公司

*執業會計師*  
香港，二零一四年六月三十日

### 楊錫鴻

執業證書號碼：P05206

# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

			2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
	Notes 附註			
<b>REVENUE</b>	收入	7	<b>63,946</b>	76,550
Cost of sales	銷售成本		<b>(51,365)</b>	(67,302)
<b>GROSS PROFIT</b>	毛利		<b>12,581</b>	9,248
Other income	其他收入	8	<b>24,461</b>	122,962
Other net loss	其他虧損淨額	8	<b>(1,139)</b>	(9,618)
Selling and distribution costs	銷售及分銷成本		<b>(1,647)</b>	(10,398)
Administrative expenses	行政支出		<b>(35,695)</b>	(61,040)
Other operating expenses	其他營運開支	9	<b>(315,232)</b>	(47,546)
Change in fair value of biological assets less costs to sell	生物資產公平值變動 減銷售成本	20	<b>(292,758)</b>	(482,190)
<b>LOSS FROM OPERATIONS</b>	經營虧損		<b>(609,429)</b>	(478,582)
Finance income	融資收入		<b>41</b>	5,332
Finance costs	融資費用		<b>(2,051)</b>	(16,571)
Net finance costs	融資費用淨額	10(a)	<b>(2,010)</b>	(11,239)
<b>LOSS BEFORE TAXATION</b>	除稅前虧損	10	<b>(611,439)</b>	(489,821)
Income tax	所得稅	13(a)	<b>121,285</b>	163,145
<b>LOSS FOR THE YEAR</b>	年度虧損		<b>(490,154)</b>	(326,676)
<b>ATTRIBUTABLE TO:</b>	應佔：			
Owners of the Company	本公司擁有人		<b>(490,133)</b>	(326,601)
Non-controlling interests	非控股股東權益		<b>(21)</b>	(75)
			<b>(490,154)</b>	(326,676)
<b>Loss per share</b>	每股虧損	16		
– Basic	– 基本		<b>(28.67) cents</b> 仙	(22.48) cents 仙
– Diluted	– 攤薄		<b>(28.67) cents</b> 仙	(22.48) cents 仙

The notes on pages 41 to 179 form part of these consolidated financial statements

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# 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 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

		Notes 附註	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>Loss for the year</b>	年度虧損		<b>(490,154)</b>	(326,676)
<b>Other comprehensive loss for the year</b>	年內其他全面虧損			
<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 financial statements of overseas subsidiaries	換算海外附屬公司財務報告產生之匯兌差額	13(c)	<b>(11,884)</b>	(49,534)
<b>Other comprehensive loss for the year, net of income tax</b>	年內其他全面虧損，扣除所得稅		<b>(11,884)</b>	(49,534)
<b>Total comprehensive loss for the year</b>	年內全面虧損總額		<b>(502,038)</b>	(376,210)
<b>Total comprehensive loss attributable to:</b>	以下人士應佔全面虧損總額：			
Owners of the Company	本公司擁有人		<b>(502,017)</b>	(376,131)
Non-controlling interests	非控股股東權益		<b>(21)</b>	(79)
			<b>(502,038)</b>	(376,210)

The notes on pages 41 to 179 form part of these consolidated financial statements.

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

			<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
	<i>Notes</i> 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	17	物業、廠房及設備	<b>157,769</b>	190,274
Intangible assets	18	無形資產	-	-
Investment properties	19	投資物業	<b>23,699</b>	-
Biological assets	20	生物資產	<b>17,538</b>	344,172
Goodwill	21	商譽	-	302,118
			<b>199,006</b>	836,564
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories	23	存貨	<b>3,741</b>	4,337
Trade and other receivables		應收貿易款項及 其他應收款項	<b>39,340</b>	10,583
Cash and cash equivalents	25	現金及現金等價物	<b>8,965</b>	216,540
			<b>52,046</b>	231,460
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Trade and other payables		應付貿易款項及 其他應付款項	<b>82,776</b>	79,401
Loans and borrowings	27	貸款及借貸	<b>5,310</b>	36,132
Provision for taxation	29(a)	稅項撥備	<b>2,158</b>	50,255
Promissory notes	33	承付票據	<b>6,782</b>	6,648
Amount due to non-controlling shareholder	42(b)	應付非控股股東款項	<b>1,235</b>	-
Amount due to shareholder	31	應付股東款項	<b>13,410</b>	-
			<b>111,671</b>	172,436
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<b>流動(負債)/資產淨值</b>	<b>(59,625)</b>	59,024
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>總資產減流動負債</b>	<b>139,381</b>	895,588

# Consolidated Statement of Financial Position

## 綜合財務狀況表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

			<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
	<i>Notes</i> <i>附註</i>			
<b>NON-CURRENT LIABILITIES</b>		<b>非流動負債</b>		
Loans and borrowings	27	貸款及借貸	<b>22,994</b>	-
Amounts due to shareholders	31	應付股東款項	-	231,568
Amounts due to related companies	32	應付關連公司款項	-	3,717
Financial liabilities	30	財務負債	<b>1,984</b>	-
Deferred tax liabilities	29(b)	遞延稅項負債	<b>55,605</b>	143,296
			<b>80,583</b>	378,581
<b>NET ASSETS</b>		<b>資產淨值</b>	<b>58,798</b>	517,007
<b>CAPITAL AND RESERVES</b>		<b>資本及儲備</b>		
Share capital	34	股本	<b>29,005</b>	390,832
Reserves	36(a)	儲備	<b>29,718</b>	126,168
<b>Total equity attributable to the owners of the Company</b>		<b>本公司擁有人應佔總權益</b>	<b>58,723</b>	517,000
<b>Non-controlling interests</b>		<b>非控股股東權益</b>	<b>75</b>	7
<b>TOTAL EQUITY</b>		<b>總權益</b>	<b>58,798</b>	517,007

Approved and authorised for issue by the board of directors on 30 June 2014.

On behalf of the board

### ZHOU Jing

周靜

Director

董事

The notes on pages 41 to 179 form part of these consolidated financial statements.

由董事會於二零一四年六月三十日批准及授權刊行。

代表董事會

### MUNG Wai Ming

蒙偉明

Director

董事

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# Statement of Financial Position

## 財務狀況表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

			2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	2	4
Interest in subsidiaries	附屬公司權益	22	19,896	340,713
			<b>19,898</b>	340,717
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Other receivables	其他應收款項	24	456	769
Cash and cash equivalents	現金及現金等價物	25	7,722	216,281
			<b>8,178</b>	217,050
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables	其他應付款項	26	4,561	3,303
Promissory note	承付票據	33	6,782	6,648
			<b>11,343</b>	9,951
<b>NET CURRENT (LIABILITIES)/ASSETS</b>	<b>流動(負債)/資產淨值</b>		<b>(3,165)</b>	207,099
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>16,733</b>	547,816
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Financial liabilities	財務負債	30	1,984	-
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>14,749</b>	547,816
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	34	29,005	390,832
Reserves	儲備	36(b)	(14,256)	156,984
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>14,749</b>	547,816

Approved and authorised for issue by the board of directors on 30 June 2014.

On behalf of the board

**ZHOU Jing**

周靜

Director

董事

The notes on pages 41 to 179 form part of these consolidated financial statements.

由董事會於二零一四年六月三十日批准及授權刊行。

代表董事會

**MUNG Wai Ming**

蒙偉明

Director

董事

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

		Attributable to the owners of the Company 本公司擁有人應佔												
		Shares held by the Company for settlement of acquisition consideration 本公司就償付收購代價所持股份					Distributable reserve 可供分派儲備	Capital redemption reserve 股本贖回儲備	Exchange fluctuation reserve 匯兌波動儲備	Share option reserve 購股權儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股股東權益	Total equity 總權益
Notes 附註		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 實繳盈餘 HK\$'000 港幣千元										
At 1 April 2012	於二零一二年四月一日	384,328	2,458,674	(115,920)	10,003	2,216	8,000	11,638	19,524	(1,903,154)	875,309	86	875,395	
Change in equity for 2013	二零一三年權益變動													
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	(326,601)	(326,601)	(75)	(326,676)	
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報告之匯兌差額	-	-	-	-	-	-	(49,530)	-	-	(49,530)	(4)	(49,534)	
Total other comprehensive income	其他全面收入總額	-	-	-	-	-	-	(49,530)	-	-	(49,530)	(4)	(49,534)	
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	-	-	(49,530)	-	(326,601)	(376,131)	(79)	(376,210)	
Transactions with owners	與擁有人進行之交易													
Issuance of shares pursuant to the equity line facility	根據股本融資發行股份	6,504	11,667	-	-	-	-	-	-	-	18,171	-	18,171	
Equity-settled share-based payment	以股權結算之股份付款	-	-	-	-	-	-	-	(349)	-	(349)	-	(349)	
Forfeiture of share options	沒收購股權	-	-	-	-	-	-	-	(9,321)	9,321	-	-	-	
Total transactions with owners	與擁有人進行之交易總額	6,504	11,667	-	-	-	-	-	(9,670)	9,321	17,822	-	17,822	
At 31 March 2013	於二零一三年三月三十一日	390,832	2,470,341	(115,920)	10,003	2,216	8,000	(37,892)	9,854	(2,220,434)	517,000	7	517,007	



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

		Attributable to the owners of the Company 本公司擁有人應佔												
		Shares held by the Company for settlement of acquisition consideration 本公司就購付收購代價所持股份				Distributable reserve 可供分派儲備	Capital redemption reserve 股本贖回儲備	Exchange fluctuation reserve 匯兌波動儲備	Share option reserve 購股權儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股股東權益	Total equity 總權益	
Notes 附註		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	本公司就購付收購代價所持股份 HK\$'000 港幣千元	Contributed surplus 實繳盈餘 HK\$'000 港幣千元	可供分派儲備 HK\$'000 港幣千元	股本贖回儲備 HK\$'000 港幣千元	匯兌波動儲備 HK\$'000 港幣千元	購股權儲備 HK\$'000 港幣千元	累計虧損 HK\$'000 港幣千元	小計 HK\$'000 港幣千元	非控股股東權益 HK\$'000 港幣千元	總權益 HK\$'000 港幣千元	
At 1 April 2013	於二零一三年四月一日	380,832	2,470,341	(115,920)	10,003	2,216	8,000	(37,882)	9,854	(2,220,434)	517,000	7	517,007	
Change in equity for 2014 Loss for the year	二零一四年權益變動 年度虧損	-	-	-	-	-	-	-	-	(490,133)	(490,133)	(21)	(490,154)	
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報告之匯兌差額	-	-	-	-	-	-	(11,884)	-	-	(11,884)	-	(11,884)	
Total other comprehensive income	其他全面收入總額	-	-	-	-	-	-	(11,884)	-	-	(11,884)	-	(11,884)	
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	-	-	-	(11,884)	-	(490,133)	(502,017)	(21)	(502,038)	
Transaction with owners	與擁有人之交易													
Issue of new shares in connection with the open offer	就公開發售發行新股份	34(f)	65,138	81	-	-	-	-	-	-	65,219	-	65,219	
Capital reorganization - cancellation of paid up capital and share premium	股本重組 - 註銷繳足股本及股份溢價	34(g)(i)	(431,429)	(2,467,340)	-	2,898,765	-	-	-	-	-	-	-	
Shares issue upon exercise of ordinary share warrants	於行使普通股認股權證時發行股份	32, 34(g)(ii)	4,460	1,112	-	-	-	-	-	-	5,572	-	5,572	
Share issue expenses	發行股份開支		-	(4,160)	-	-	-	-	-	-	(4,160)	-	(4,160)	
Equity-settled share-based payment	以股權結算之股份付款		-	-	-	-	-	-	446	-	446	-	446	
Forfeiture of share options	沒收購股權		-	-	-	-	-	-	(8,640)	8,640	-	-	-	
Acquisition of subsidiaries	收購附屬公司	37(a)	-	-	-	-	-	-	-	-	-	89	89	
Deemed distribution to shareholder through the open offer	視作藉公開發售向股東分派		-	-	-	(23,337)	-	-	-	-	(23,337)	-	(23,337)	
Total transactions with owners	與擁有人進行之交易總額		(361,827)	(2,470,307)	-	2,875,428	-	-	(8,194)	8,640	43,740	89	43,829	
At 31 March 2014	於二零一四年三月三十一日		28,005	34	(115,920)	2,885,431	2,216	8,000	(49,776)	1,660	(2,701,927)	58,723	75	58,798

The notes on pages 41 to 179 form part of these consolidated financial statements.

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流轉表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

	Notes 附註	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務現金流轉</b>		
Loss before taxation	除稅前虧損	<b>(611,439)</b>	(489,821)
Adjustments for:	經下列調整：		
Finance costs	融資費用	10(a) <b>2,051</b>	16,571
Finance income	融資收入	10(a) <b>(41)</b>	(5,332)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	9 <b>76</b>	736
Impairment of property, plant and equipment	物業、廠房及設備之減值	9 <b>13,038</b>	-
Impairment loss of goodwill	商譽減值虧損	21 <b>302,118</b>	-
Write off of property, plant and equipment	撇銷物業、廠房及設備	9 <b>-</b>	1,686
Depreciation	折舊	17 <b>3,027</b>	2,300
Change in fair value of financial liabilities	財務負債公平值變動	30 <b>(20,278)</b>	(6,030)
Write down of inventories	撇減存貨	9, 23 <b>-</b>	44,840
Reversal of write down of inventories, net	撥回存貨撇減淨額	8, 23 <b>(22,933)</b>	-
Waiver of liabilities by creditors	債權人豁免負債	8 <b>-</b>	(119,603)
Write off of other receivables	撇銷其他應收款項	9 <b>-</b>	284
Exchange difference, net	匯兌差額淨額	<b>22,227</b>	19,539
Share-based payment	以股份支付	10(b) <b>446</b>	(349)
Gain on bargain purchase on acquisition	議價收購之收益	37(a) <b>(503)</b>	-
Change in fair value of biological assets less costs to sell	生物資產公平值變動減銷售成本	20 <b>292,758</b>	482,190
<b>Operating loss before changes in working capital</b>	<b>未計營運資金變動前之經營虧損</b>	<b>(19,453)</b>	(52,989)
Decrease in inventories	存貨減少	<b>23,412</b>	16,382
(Increase)/Decrease in trade and other receivables	應收貿易款項及其他應收款項(增加)/減少	<b>(28,007)</b>	6,859
Increase/(Decrease) in trade and other payables	應付貿易款項及其他應付款項增加/(減少)	<b>6,674</b>	(8,814)
<b>Cash used in operations</b>	<b>經營業務流出現金</b>	<b>(17,374)</b>	(38,562)
Income tax paid	已付所得稅		
- Hong Kong Profits Tax paid	- 已付香港利得稅	-	-
- PRC Enterprise income tax paid	- 已付中國企業所得稅	-	-
		-	-
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營業務現金流出淨額</b>	<b>(17,374)</b>	(38,562)

# Consolidated Statement of Cash Flows

## 綜合現金流轉表

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

			2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流轉</b>			
Payment to acquire property, plant and equipment	購入物業、廠房及設備之付款	17	-	(2,689)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		<b>103</b>	703
Net cash outflow from acquisition of subsidiaries	收購附屬公司之現金流出淨額	37	<b>(701)</b>	-
Interest received	已收利息	10(a)	<b>41</b>	5,332
Proceeds of consideration received	已收代價所得款項		-	208,000
<b>NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES</b>	<b>投資活動現金(流出)／流入淨額</b>		<b>(557)</b>	211,346
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流轉</b>			
Loans and borrowings raised	所籌得貸款及借貸		<b>17,000</b>	33,000
Repayment of loans and borrowings	償還貸款及借貸		<b>(50,036)</b>	(7,118)
Advance from shareholders	股東墊款		-	24,923
Advance from a related company	一家關連公司墊款		-	18,500
Repayment of amounts due to shareholders	償還應付股東款項		<b>(217,360)</b>	(13,393)
Repayment of amount due to a related company	償還應付一家關連公司款項		<b>(3,720)</b>	(17,500)
Interest paid	已付利息		<b>(1,000)</b>	(2,010)
Interest element of finance lease payments	融資租約款項之利息部分		-	(49)
Capital element of finance lease payments	融資租約款項之資本部分		-	(350)
Proceeds from share issue upon exercise of share warrant	行使認股權證時發行股份之所得款項		<b>4,497</b>	-
Proceeds from share issue	發股份之所得款項		<b>65,219</b>	-
Share issue expense	發股份之開		<b>(4,160)</b>	-
<b>NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動現金(流出)／流入淨額</b>		<b>(189,560)</b>	36,003
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)／增加淨額</b>		<b>(207,491)</b>	208,787
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初現金及現金等價物</b>		<b>216,540</b>	7,760
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動之影響</b>		<b>(84)</b>	(7)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終現金及現金等價物</b>	25	<b>8,965</b>	216,540
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結存分析</b>			
Cash and cash equivalents	現金及現金等價物	25	<b>8,965</b>	216,540

The notes on pages 41 to 179 form part of these consolidated financial statements.

第41頁至第179頁之附註構成此等綜合財務報告之一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 1. CORPORATE INFORMATION

Sustainable Forest Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda and its ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office and the principal place of business is Suites No. 302-305, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company comprise sustainable forest management; manufacturing and sales of timber products including but not limited to wooden door, furniture and wooden floor panels; leasing of properties; and travel and travel related business.

### 2. STATEMENT OF COMPLIANCE

These consolidated financial statements had been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”). These consolidated financial statements also comply with the applicable disclosure provision of the Rules Governing the Listing of Securities on the Stock Exchange and the applicable disclosure requirements of the Hong Kong Companies Ordinance, which for this financial year and the comparative period continue to be those of the predecessor Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for Part 9 of the new Hong Kong Companies Ordinance (Cap. 622), “Accounts and Audit”, which are set out in Sections 76 to 87 of Schedule 11 to that Ordinance. A summary of the significant accounting policies adopted by the Company and its subsidiaries (collectively the “Group”) is set out below.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 4 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of preparation of the financial statements

The Group incurred a loss attributable to owners of the Company of approximately HK\$490,133,000 (2013: HK\$326,601,000) and had negative operating cash flows of approximately HK\$17,374,000 (2013: HK\$38,562,000) for the year.

### 1. 公司資料

永保林業控股有限公司(「本公司」)根據一九八一年百慕達公司法在百慕達註冊成立為獲豁免有限公司。本公司之普通股在香港聯合交易所有限公司(「聯交所」)主板上市。其註冊辦事處及主要營業地點之地址為香港銅鑼灣告士打道255-257號信和廣場3樓302-305室。

本公司之主要業務為投資控股，其附屬公司之主要業務包括可持續森林管理、製造及銷售木材產品(包括但不限於木門、傢俱及木地板)、租賃物業，以及旅遊及旅遊相關業務。

### 2. 合規聲明

該等綜合財務報告乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈之所有適用國際財務報告準則(「國際財務報告準則」)編製，包括所有適用之個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋。該等綜合財務報告亦遵守聯交所證券上市規則之適用披露條文，以及香港公司條例之適用披露規定(按載列於新香港公司條例(第622章)附表11第76至第87條條文內第9部有關「賬目及審計」之過渡性及保留安排所規定，本賬目就本財政年度及比對期間繼續適用根據前身公司條例(第32章)之規定而作出披露)。本公司及其附屬公司(統稱「本集團」)採納之主要會計政策概要載於下文。

國際會計準則委員會曾頒佈若干新訂及經修訂國際財務報告準則，該等準則乃於本集團及本公司目前會計期間首次生效或可供提早採納。附註4載有於該等綜合財務報告所載目前及以往會計期間初次應用該等適用於本集團之準則導致會計政策出現任何變動之資料。

### 3. 主要會計政策概要

#### (a) 財務報告編製基準

本集團於年內產生本公司擁有人應佔虧損約港幣490,133,000元(二零一三年：港幣326,601,000元)及負數經營現金流量約港幣17,374,000元(二零一三年：港幣38,562,000元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (a) Basis of preparation of the financial statements (continued)

In preparing these financial statements, the directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group and the ability of the Group to attain positive cash flow from operations in the immediate and long term.

In order to strengthen the capital base of the Group and to improve the Group's financial position, liquidity and cash flows in the immediate foreseeable future, and otherwise to sustain the Group as a going concern, the Group has adopted the following measures.

The Company completed to issue 139,179,601 Shares through the open offer at the subscription price of HK\$0.32 per offer share on the basis of one offer share for every ten existing shares held with an issue of five bonus share for every offer share subscribed.

The Company also completed to issue 150,867,613 convertible preferred share (the "CPS") through the open offer at the subscription price of HK\$0.01 per offer CPS on the basis of one offer CPS for every ten existing CPS held with five bonus CPS for every offer CPS allotted and issued.

The open offers were completed on 12 May 2014 and approximately HK\$46.4 million before expenses were raised.

In the opinion of the directors of the Company, in light of the measures taken to date, together with the expected results of other measures in progress, the Group will have sufficient working capital for its current requirements. Accordingly, the directors of the Company consider that it is appropriate to prepare the financial statements on a going concern basis.

#### (a) 財務報告編製基準 (續)

於編製該等財務報告時，本公司董事已審慎考慮本集團現時及預計未來流動資金之影響，以及本集團業務即時及長期維持正數現金流量之能力。

為於即時可見未來鞏固本集團之資本基礎及改善本集團之財務狀況、流動資金及現金流量，以及讓本集團持續營運，本集團已採納以下措施。

本公司完成透過公开发售按每持有十股現有股份獲發一股發售股份之基準發行139,179,601股股份，認購價為每股發售股份港幣0.32元，另按每認購一股發售股份獲派五股紅利股份。

本公司亦完成透過公开发售按每持有十股現有可換股優先股（「CPS」）獲發一股發售CPS之基準發行150,867,613股CPS，認購價為每股發售CPS港幣0.01元，另按每配發及發行一股發售CPS獲派五份紅利CPS。

公开发售於二零一四年五月十二日完成並籌得約港幣46,400,000元（扣除開支前）。

本公司董事認為，採納措施至今加上現正進行其他措施之預期結果，本集團將具備足夠營運資金滿足現時需要。因此，本公司董事認為，按持續經營基準編製綜合財務報告屬恰當之舉。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (a) Basis of preparation of the financial statements (continued)

The consolidated financial statements for the year ended 31 March 2014 comprise the Group.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). These financial statements are presented in Hong Kong dollars (“HK\$”), rounded to the nearest thousand except for per share data. Hong Kong dollar is the Company’s functional and the Group’s presentation currency.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the biological assets, the warrants and investment properties are stated at their fair value as explained in the accounting policies set out in Notes 3(g), 3(y) and 3(z) respectively.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major source of estimation uncertainty are discussed in Note 5.

### 3. 主要會計政策概要 (續)

#### (a) 財務報告編製基準 (續)

截至二零一四年三月三十一日止年度之綜合財務報告涵蓋本集團。

本集團旗下各實體之財務報告所列項目，乃以實體經營所在主要經濟環境之貨幣（「功能貨幣」）計量。該等財務報告以港幣（「港幣」）呈列，並已按四捨五入原則調整至最接近之千位，惟每股數據除外。港幣乃本公司之功能貨幣及本集團之呈列貨幣。

編製財務報告所用計量基準為歷史成本基準，惟生物資產、認股權證及投資物業則按公平值列賬，詳情分別見附註3(g)、3(y)及3(z)所載之會計政策。

編製符合國際財務報告準則規定之財務報告要求管理層作出判斷、估計及假設，而此等判斷、估計及假設足以影響政策之應用及所呈報資產、負債及收支之金額。估計及相關假設乃以過往經驗及其他相信在有情況下屬於合理之因素為依據，所得結果成為判斷無法隨時從其他來源清楚顯現之資產及負債賬面值之基礎。實際結果可能有別於該等估計。

估計及相關假設經不斷檢討。倘會計估計之修訂僅影響作出修訂之期間，則修訂於該期間內確認，或倘修訂影響本期間及未來期間，則修訂於作出修訂期間及未來期間內確認。

管理層在應用國際財務報告準則過程中所作出對財務報告具有重大影響之判斷及估計不明朗因素之主要來源在附註5討論。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (b) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

#### (b) 附屬公司及非控股股東權益

附屬公司為本集團控制之實體。當本集團因參與實體的經營而承受可變回報之風險或有權享有有關回報，並有能力透過行使對實體之權力影響該等回報，則本集團控制實體。評估本集團是否有權力時，僅考慮實際權力（由本集團及其他方持有）。

於附屬公司之投資乃自控制權開始日期起綜合計入綜合財務報告，直至控制權終止日期為止。集團內公司間之結餘交易及現金流量以及集團內公司間交易產生之任何未變現溢利，乃於編製綜合財務報告時全數對銷。集團內公司間交易產生之未變現虧損以與未變現收益相同之方式對銷，惟僅以並無證據證明出現減值為限。

非控股股東權益指並非由本公司直接或間接應佔附屬公司之權益，而本集團並無與該等權益持有人協定任何額外條款，以致本集團整體須就有關權益承擔財務負債所界定合約責任。

非控股股東權益於綜合財務狀況表內權益一項呈列，且獨立於本公司擁有人應佔權益。於本集團業績內之非控股股東權益在綜合損益表及綜合損益及其他全面收益表內以非控股股東及本公司擁有人應佔年內損益總額及全面收益總額分配之形式列報。倘若附屬公司之全面收益總額歸屬本公司擁有人及非控股股東權益會導致非控股股東權益產生虧絀餘額，全面收益及開支總額仍然必須歸屬於本公司擁有人及非控股股東權益。來自非控股股東權益持有人之貸款及須向該等持有人償還之其他合約債務於綜合財務狀況表列作財務負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (b) Subsidiaries and non-controlling interests (continued)

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

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (Please refer to Note 3(i)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

#### (c) Business combinations

Acquisitions of business 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 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 recognized in profit or loss as incurred.

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

- a deferred tax asset or liability arising from the assets acquired and liabilities assumed in a business combination and the potential tax effects of temporary differences and carryforwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are recognised and measured in accordance with IAS12 *Income Taxes*;

### 3. 主要會計政策概要 (續)

#### (b) 附屬公司及非控股股東權益 (續)

##### *本集團於現有附屬公司所佔擁有權權益變動*

並未導致本集團失去附屬公司控制權之權益變動以權益交易形式入賬，而綜合權益中之控股及非控股股東權益之金額須作出調整，以反映相關權益之變動，但不會調整商譽，亦不確認損益。

當本集團失去附屬公司之控制權時，列作出售該附屬公司之全部權益，所得收益或虧損於損益中確認。於失去控制權當日於該前附屬公司保留之權益乃按公平值確認，而該金額被視作於初次確認財務資產時之公平值或（於情況合適時）初次確認聯營公司或合營企業投資之成本。

於本公司之財務狀況表內，除分類為持作待售（或被納入分類為持作待售之出售集團）之投資外，於附屬公司之投資乃按成本值減去減值虧損（請參閱附註3(i)）列賬。

#### (c) 業務合併

收購業務採用收購法入賬。業務合併之已轉讓代價按公平值計量，即於收購日期本集團所轉讓資產之公平值、本集團向被收購公司之前度擁有人所承擔負債以及由本集團發行以交換該被收購公司控制權之股本權益之總和。收購相關的成本一般於產生時在損益確認。

於收購日，所收購之可識別資產及所承擔之負債乃按其公平值列賬，惟下文所述者除外：

- 因在業務合併中所收購資產及所承擔負債而產生之遞延稅項資產或負債，以及被收購公司於收購日期已存在或因收購而出現之暫時差異及結轉額之潛在稅務影響乃根據國際會計準則第12號所得稅確認及計量；



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (c) Business combinations (continued)

- assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 19 *Employee Benefits*;
- 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 IFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 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 interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another IFRS.

#### (c) 業務合併 (續)

- 與僱員福利安排有關之資產或負債，乃根據國際會計準則第19號 *僱員福利* 確認及計量；
- 與被收購公司之以股份付款安排或與以本集團之以股份付款安排取代被收購公司之以股份付款安排相關之負債或股本工具乃於收購日期根據國際財務報告準則第2號 *以股份付款計量*；及
- 根據國際財務報告準則第5號 *持作待售非流動資產及已終止業務* 被分類為持作待售之資產（或出售集團）乃根據該準則計量。

商譽是以所轉讓代價、被收購方之任何非控股股東權益金額以及收購方於以往持有之被收購方股權之公平值（如有）之總和，超出所收購可識別資產與所承擔負債於收購日期之淨額的差額計量。倘經重新評估後，所收購可識別資產與所承擔負債於收購日期之淨額超出所轉讓代價、被收購方之任何非控股股東權益金額以及收購方以往持有之被收購方權益之公平值（如有）之總和，則差額即時於損益中確認為購買優惠收益。

屬現有擁有權權益及賦予其持有人權利於清盤時按比例分佔實體淨資產之非控股股東權益可初步按公平值或非控股股東權益分佔被收購方可識別淨資產已確認金額之比例計量。計量基準視乎每項交易而作出選擇。其他類型之非控股股東權益則按公平值或按國際財務報告準則訂明之基準（如適用）計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (c) Business combinations (continued)

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*, or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

### 3. 主要會計政策概要 (續)

#### (c) 業務合併 (續)

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日期公平值計量並計入於業務合併中所轉讓代價之一部分。或然代價之公平值變動如符合資格作為計量期調整，則會追溯調整，並以商譽作出相應調整。計量期調整指於「計量期」（不得超過收購日期起計一年）內取得有關於收購日期存在事實及情況之額外資料而產生之調整。

不符合資格作為計量期調整之或然代價公平值變動日後之入賬方式須取決於或然代價如何分類。分類為權益之或然代價不會於隨後報告日期重新計量，而其後支付之代價則於權益內入賬。分類為資產或負債之或然代價根據國際會計準則第39號*財務工具：確認及計量*或國際會計準則第37號*撥備、或然負債及或然資產*（如適用）於隨後報告日期重新計量，而相應之盈虧於損益中確認。

倘業務合併分階段完成，則本集團先前於被收購方持有之股權重新計量至收購日期（即本集團取得控制權當日）之公平值，而所產生之盈虧（如有）於損益中確認。先前於其他全面收益確認於收購日期前於被收購方之權益產生之金額，在該權益出售時按有關處理方法重新分類至損益。

倘業務合併之初步會計處理於進行合併之報告期間結算日仍未完成，則本集團就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期（見上文）內作出調整，及確認額外資產或負債，以反映就於收購日期已存在事實及情況取得之新資料（倘知悉該等資料，將會影響於當日確認之金額）。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (d) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (Please refer to the accounting policy above) less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If some or all of the goodwill allocated to a cash-generating unit was acquired in a business combination during the current annual period, that unit shall be tested for impairment before the end of the current annual period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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

Freehold lands are measured on initial recognition at cost. The cost of freehold land acquired in a business combination is the fair value as at the date of acquisition.

Freehold land and construction in progress are not depreciated.

The following items of property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and accumulated impairment losses (Please refer to Note 3(i)):

- property, furniture and fixtures, machinery, engineering and other equipment, and motor vehicles

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

#### (d) 商譽

因收購業務產生之商譽以收購業務當日確定之成本(請參閱上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言,商譽分配予預期會受惠於合併之協同效益之本集團各相關現金產生單位(或多組現金產生單位)。獲分配商譽的現金產生單位每年進行減值測試一次,或當有跡象顯示單位可能出現減值時則會增加減值測試次數。倘於本年度期間內若干或所有獲分配商譽之現金產生單位於業務合併時獲收購,該單位須於本年度期間結束前進行減值測試。倘若現金產生單位的可收回金額低於其賬面值,則先將有關減值虧損分配至減低該單位已獲分配的任何商譽的賬面值,再按該單位每項資產之賬面值按比例分配至該單位的其他資產。商譽的任何減值虧損直接於損益中確認,且不會於往後期間撥回。

出售相關現金產生單位時,商譽之應佔金額於釐定出售損益時計入。

#### (e) 物業、廠房及設備

永久業權土地於初步確認時按成本計量。於業務合併中收購之永久業權土地之成本為於收購日期之公平值。

概不會就永久業權土地及在建工程計算折舊。

以下物業、廠房及設備項目於綜合財務狀況表按成本減累計折舊及累計減值虧損列賬(請參閱附註3(i)):

- 物業、傢俬及裝置、機器、工程及其他設備及汽車

自行興建之物業、廠房及設備項目之成本,包括材料成本、直接勞工成本、初步估計(如適用)拆卸及移除項目以及恢復項目所在地原貌的成本,以及適當比例的經常性生產成本及借貸成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful life as follow:

Property	Over the lease term
Furniture and fixtures	5–10 years
Machinery, engineering and other equipment	5–10 years
Motor vehicles	10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### 3. 主要會計政策概要 (續)

#### (e) 物業、廠房及設備 (續)

折舊乃使用直線法按物業、廠房及設備項目以下之估計可使用年期，以撇銷有關項目之成本值，並扣除其估計剩餘價值（如有）：

物業	於租賃年期內
傢俬及裝置	5–10年
機器、工程及其他設備	5–10年
汽車	10年

倘物業、廠房及設備項目之各個部分使用年期不同，則該項目之成本值按合理基準於各個部分之間分配，且各個部分單獨計提折舊。資產之可使用年期及其剩餘價值（如有）每年檢討。

歷史成本包括收購項目之直接應計開支。成本亦包括自權益轉撥就以外幣購買物業、廠房及設備所作合資格現金流轉對沖產生之任何盈虧。

日後出現之成本只在涉及有關項目之未來經濟利益有可能流入本集團而項目成本能可靠計量時方列入該資產之賬面值或（在適當情況下）分開確認為一項資產。重置部分之賬面值均取消確認。所有其他維修保養成本於其出現之財政期間於損益中確認。

資產之賬面值倘超出其估計可收回值，則即時撇減至其可收回值。

報廢或出售物業、廠房及設備項目所產生盈虧按出售所得款項淨額與項目賬面值間之差額釐定，並於報廢或出售當日確認損益。

用於生產、提供貨物或行政用途之物業以成本減已確認減值虧損列賬。成本包括為專業費用及（就合資格資產而言）根據本集團會計政策資本化之借貸成本。該物業完工後並達至擬定用途時被劃分為物業、廠房及設備之合適類別。與其他物業資產之基準一樣，該等資產達至擬定用途時開始折舊。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (f) Intangible assets (other than goodwill)

Intangible assets, other than goodwill, identified on business combinations are capitalised based on their fair values.

Intangible assets acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (Please refer to Note 3(i)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of patent with finite useful lives is charged to profit or loss on a straight-line basis over its useful lives.

Amortisation of outstanding sales contract with finite useful life is charged to profit or loss based on the percentage of revenue recognised on the contract.

Trademark has an indefinite useful life.

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

#### (g) Biological assets

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets and agricultural produce are measured at fair value less costs to sell at initial recognition and at each reporting date. The fair value less costs to sell at the time of harvest is deemed as the cost of agricultural produce for further processing, if applicable.

#### (f) 無形資產 (不包括商譽)

於業務合併時識別之無形資產 (不包括商譽) 按其公平值撥作資本。

本集團收購之無形資產按成本減累計攤銷 (估計可使用年期為有限) 及減值虧損 (請參閱附註3(i)) 在綜合財務狀況表列賬。有關內部產生之商譽及品牌開支, 在產生期間作為費用列賬。

具有限使用年期之專利權攤銷是根據直線法計算, 直接於損益中列賬。

具有限使用年期之未完成銷售合約之攤銷根據合約所確認之收入百分比直接於損益中列賬。

商標具有無限之可使用年限。

取消確認無形資產所產生之盈虧乃按出售所得款項淨額與該資產之賬面值兩者間之差額計量, 並於取消確認該項資產時, 於損益中列賬。

#### (g) 生物資產

生物資產乃於農務活動中把種植植物轉化為可銷售之農產品或已增值之生物資產。於各呈報日期, 生物資產及農產品於初步確認時乃按公平值減銷售成本計量。公平值減收成時之銷售成本被視作為進一步加工之農產品成本 (如適用)。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

### 3. 主要會計政策概要 (續)

#### (h) 租賃資產

倘本集團釐定某項安排(由一宗或一系列交易組成)涉及轉授一項可於協定期間內使用一項特定資產或多項資產之權利以換取一項或多項付款,則該安排屬於租賃。該釐定乃根據對有關安排之本質評估作出,而不論該安排是否採取租約之法定形式。

#### (i) 本集團承租資產之分類

本集團根據租賃持有,且所有權之絕大部分風險及回報已轉移到本集團之資產乃分類為根據融資租約持有之資產。所有權之絕大部分風險及回報並無轉移到本集團之租賃分類為經營租約,惟下列各項除外:

根據經營租約持作自用且於租賃開始時公平值無法與建於其上之樓宇公平值分開計量之土地,入賬為根據融資租約持有,除非樓宇清楚地根據經營租約持有則另作別論。就此等目的而言,租約開始指本集團最初訂立或自前承租人接管租約之時間。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (h) Leased assets (continued)

##### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as an expense in the accounting period in which they are incurred.

#### (i) Impairment of assets

##### (i) Impairment of receivables

Current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtors;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtors.

#### (h) 租賃資產 (續)

##### (ii) 經營租約費用

倘本集團擁有根據經營租約持有之資產使用權，則根據租約作出之付款乃按租期涵蓋之會計期間分期均等地於損益內扣除，惟倘另一基準更能代表將源自所租賃資產之利益模式則除外。所收取之租賃獎勵作為已作出之總租約付款淨額的一部分於損益內確認。或然租金於產生之會計期間以支銷形式扣除。

#### (i) 資產之減值

##### (i) 應收款項之減值

以成本或攤銷成本列賬之流動及非流動應收款項於每個結算日檢討以釐定是否有減值之客觀證據。減值之客觀證據包括下列引起本集團關注一項或多項虧損事項之客觀數據：

- 重大財政困難或債務；
- 違約，如逾期支付或拖欠利息或本金還款；
- 債務人有可能破產或進行其他財務重組；及
- 技術、市場、經濟或法律環境之重大變動對債務人產生不利影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (i) Impairment of assets (continued)

##### (i) Impairment of receivables (continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade receivables and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as 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 (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decrease and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 3. 主要會計政策概要 (續)

#### (i) 資產之減值 (續)

##### (i) 應收款項之減值 (續)

如存在任何證據，減值虧損將按下列方式釐定及確認：

- 就以攤銷成本列賬之應收貿易款項及其他流動應收款項以及其他財務資產而言，減值虧損乃根據資產之賬面值與按財務資產原實際利率（即該等資產於首次確認時計算之實際利率）折現預期未來現金流轉現值（當折現之影響為重大時）之差異計算。倘按攤銷成本列賬之財務資產具備類似之風險特徵（例如類似之逾期情況及並未單獨被評估為出現減值），則此等資產會一併進行評估。集體評估減值之財務資產之未來現金流轉以信貸風險特徵與本集團類似之資產過往之損失情況為依據。

倘於其後期間減值虧損金額有所減少，而客觀上與確認減值虧損後發生之事件有關，有關減值虧損會於損益撥回。減值虧損之撥回不應導致資產之賬面值超過其在過往年度沒有確認任何減值虧損情況下原應釐定之金額。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (i) Impairment of assets (continued)

##### (i) *Impairment of receivables* (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (ii) *Impairment of other assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

#### (i) 資產之減值 (續)

##### (i) *應收款項之減值* (續)

減值虧損直接以相應資產撇銷，惟就應收貿易款項（於應收貿易款項及其他應收款項內列值）確認之減值虧損除外，能否收回有關金額被視為存疑但並非不可能收回。在此情況，呆賬之減值虧損使用備抵賬記錄。倘本集團認為收回金額可能性甚微，視為不可收回之金額會於應收貿易款項中直接對銷，而備抵賬內關於該債務之任何金額會獲撥回。過去於備抵賬入賬之金額尚在其後收回，會於備抵賬內撥回。備抵賬之其他變動及於其後收回先前直接撇銷之金額，均於損益確認。

##### (ii) *其他資產之減值*

來自內部及外部之資料來源乃於各報告期間結算日予以檢討，以識別下列資產可能出現減值或（於屬於商譽之情況則除外）原先已確認之減值虧損不再存在或可能已減少之跡象：

- 物業、廠房及設備；
- 無形資產；及
- 商譽；及
- 本公司財務狀況表中於附屬公司之投資。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (i) Impairment of assets (continued)

##### (ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

##### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### – Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

### 3. 主要會計政策概要 (續)

#### (i) 資產之減值 (續)

##### (ii) 其他資產之減值 (續)

倘任何有關跡象存在，則會估計資產之可收回金額。此外，就商譽、尚未可供動用之無形資產及具備無限可使用年期之無形資產而言，不論是否有任何減值跡象，均會每年估計可收回金額。

##### – 計算可收回金額

資產之可收回金額為其公平價值減出售成本與使用價值兩者間之較高者。於評估使用價值時，估計未來現金流轉乃使用反映貨幣之時間價值及資產特定風險之現時市場評估稅前貼現率貼現至其現值。倘資產產生之現金流入並非大致上獨立於來自其他資產之現金流入，則為獨立產生現金流入之最小一組資產（即現金產生單位）釐定可收回金額。

##### – 確認減值虧損

當資產或資產所屬之現金產生單位之賬面值超過其可收回金額，則減值虧損於損益內確認。就現金產生單位確認之減值虧損予以分配，首先扣減現金產生單位（或一組單位）獲分配之任何商譽賬面值，然後，按比例扣除單位（或一組單位）之其他資產賬面值，惟資產之賬面值不會扣減至低於其個別公平價值減出售成本（倘可計量），或使用價值（倘可釐定）。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (i) Impairment of assets (continued)

##### (ii) Impairment of other assets (continued)

###### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with IAS 34, *Interim Financial Reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (Please refer to Notes 3(i)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

#### (i) 資產之減值 (續)

##### (ii) 其他資產之減值 (續)

###### – 撥回減值虧損

就商譽以外之資產而言，倘用以釐定可收回金額之估計出現有利變動，則減值虧損予以撥回。有關商譽之減值虧損不予撥回。

減值虧損之撥回限於倘於過往年度內並無確認減值虧損時原應釐定之資產賬面值。減值虧損撥回於確認撥回年度計入損益。

##### (iii) 中期財務報告及減值

根據聯交所證券上市規則，本集團須按照國際會計準則第34號中期財務報告編製財政年度首六個月之中期財務報告。於中期結算日，本集團採用之減值測試、確認及撥回標準與該財政年度結算日所採用者相同（請參閱附註3(i)(i)及(ii)）。

於中期內就商譽、可供出售股本證券及按成本列賬之未報價股本證券所確認減值虧損不可在其後期間撥回。假設在中期相關年度完結時才評估該等減值，即使毋需確認虧損或確認較少虧損，亦不可撥回減值虧損。因此，若可供出售股本證券之公平值於年度餘下期間或任何其他期間增加，該增加將於其他全面收入確認，而非於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (j) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs incurred in bringing the inventories to their present location and condition, is determined on the first-in first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### (k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see Note 3(i)).

#### (l) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### 3. 主要會計政策概要 (續)

#### (j) 存貨

存貨乃按成本值與可變現淨值兩者中之較低者列賬。成本包括所有購買成本及(如適用)轉換成本及將存貨付運至其現在位置及令存貨達致現在狀況所產生之其他成本。成本按先入先出法釐定。可變現淨值為於日常業務過程中之估計售價減完成之估計成本及銷售所需之估計成本。

當存貨售出時，該等存貨之賬面值於確認有關收入期間內支銷。將存貨撇減至可變現淨值之金額及存貨之所有虧損於撇減或虧損發生期間內支銷。任何存貨撇減之撥回金額乃於撥回產生期間內確認為已列作支銷之存貨金額之減少。

#### (k) 應收貿易款項及其他應收款項

應收貿易款項及其他應收款項初步按公平值確認，其後使用實際利息法按攤銷成本減呆賬減值備抵列賬，惟倘應收款項乃向有關連人士所提供並無固定還款期或貼現影響並不重大之免息貸款則除外。於該等情況，應收款項乃按成本值減呆賬減值備抵(見附註3(i))列賬。

#### (l) 附息借貸

附息借貸乃初步按公平值減應佔交易成本確認。於初步確認後，附息借貸乃按攤銷成本列賬，而初步確認之金額與贖回價值兩者間之任何差額使用實際利息法按借貸(連同任何應付利息及費用)之期間於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (m) Preferred share capital

Preferred share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends on preferred share capital classified as equity are recognised as distributions within equity.

Preferred share capital is classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. The liability is recognised in accordance with the Group's policy for interest-bearing borrowings set out in Note 3(l) and accordingly dividends thereon are recognised on an accruals basis in profit or loss as part of finance costs.

#### (n) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 3(r)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (o) 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 readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

#### (p) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### (m) 優先股股本

當優先股股本為不可贖回或僅本公司選擇贖回，且任何股息乃酌情派付時，優先股股本則歸類為權益。分類為權益之優先股股本股息確認為權益分派。

當優先股股本為可於指定日期贖回或可按股東選擇贖回，或當股息並非酌情派付時，優先股股本則歸類為負債。負債按照附註3(l)所載本集團有關附息借貸之政策確認，故有關股息經損益確認為融資費用部分。

#### (n) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項乃初步按公平值確認。除根據附註3(r)(i)計量之財務擔保負債外，應付貿易款項及其他應付款項其後按攤銷成本列賬，惟貼現之影響輕微時則除外，於此情況乃按成本值列賬。

#### (o) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、活期銀行及其他金融機構存款，以及可隨時兌換為已知金額之現金及毋須承受重大價值變動風險，且於購入後三個月內到期之短期高流動投資。就綜合現金流轉表而言，須按要求償還及構成本集團現金管理組成部分之銀行透支亦計作現金及現金等價物之一部分。

#### (p) 僱員福利

##### (i) 短期僱員福利及向定額退休供款計劃供款

薪金、年度花紅、有薪年假、向定額供款退休計劃作出供款及非貨幣利益之成本乃於僱員提供有關服務年度內累計。倘延遲付款或結算而將會構成重大影響，則該等金額按現值列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (p) Employee benefits (continued)

(ii) The Group operates a Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with rules of the central pension scheme.

#### (iii) Share-based payments

##### *Share options granted to employees*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

##### *Share options granted to consultants*

Share options granted to consultants in exchange for goods or services are measured at the fair values of goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The amounts are recognised as expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

### 3. 主要會計政策概要 (續)

#### (p) 僱員福利 (續)

(ii) 本集團根據強制性公積金計劃條例為其所有香港僱員設有強積金退休福利計劃(「強積金計劃」)。本集團於中國大陸經營業務之附屬公司僱員須參加當地市政府管理之中央退休金計劃。附屬公司須按其工資成本若干百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃之規則到期應付時在損益扣除。

#### (iii) 以股份支付

##### *授予僱員之購股權*

授予僱員之購股權公平值乃作為僱員成本予以確認，而權益內之購股權儲備金額則會相應增加。公平值乃於購股權授出日期使用二項式期權定價模式計量，並會計及授出購股權之條款及條件。倘僱員須符合歸屬條件後才可無條件享有購股權，則購股權之估計公平值總額乃計及購股權將歸屬之可能性後按歸屬期攤分。

於歸屬期內，預期歸屬之購股權數目予以檢討。除非原來僱員費用合資格確認為一項資產並相應調整購股權儲備，否則於過往年度內確認之累計公平值之相應調整乃於回顧年度之損益扣除／入賬。於歸屬日期，確認為開支之金額予以調整，以反映歸屬購股權之實際數目(於購股權儲備內作出相應調整)，惟倘沒收僅由於未能達到與本公司股份市價有關之歸屬條件則除外。權益數額於購股權儲備內確認，直至購股權獲行使(當其轉入股份溢價賬時)或購股權屆滿(當其直接轉至保留溢利時)為止。

##### *授予顧問之購股權*

為換取貨品或服務而授予顧問之購股權乃按所收取貨品或服務之公平值計量，除非有關公平值未能可靠計量，於此情況下，所收取貨品或服務將參考所授出購股權之公平值計量。當本集團取得貨品或當交易方提供服務時，款項將確認為開支，並相應增加權益(購股權儲備)，惟倘貨品或服務符合資格確認為資產則除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (q) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

### 3. 主要會計政策概要 (續)

#### (q) 所得稅

本年度之所得稅包括即期稅項，以及遞延稅項資產及負債之變動。即期稅項及遞延稅項資產及負債於損益中確認，惟倘涉及於其他全面收益或直接於權益確認之項目，在此情況下，有關稅項金額分別於其他全面收益或直接於權益確認。

即期稅項是根據年內應課稅收入，按報告期間結算日已頒佈或大致已頒佈之稅率計算之預期應付稅項，並就過往年度的應付稅項作出調整。

遞延稅項資產及負債乃分別來自可扣稅及應課稅暫時差額，即資產及負債為財務報告目的呈列之賬面值，與其稅基之差額。遞延稅項資產亦可以由尚未動用之稅務虧損及未動用之稅項抵免所產生。

除若干有限之例外情況外，所有遞延稅項負債及所有遞延稅項資產均被確認，惟以未來有可能產生之應課稅溢利並能沖銷可動用資產為限。可支持確認可扣稅暫時差異所產生遞延稅項資產之日後應課稅溢利包括轉回現有應課稅暫時差額所產生者，惟該等差額必須與同一稅務機關及同一應課稅實體有關，並預期在預計轉回可扣稅暫時差額之同一期間或遞延稅項資產所產生稅務虧損可予撥回或結轉之期間內轉回。在決定現有應課稅暫時差異是否足以支持確認為未使用稅項虧損及抵免所產生遞延稅項資產時，亦會採用同一準則，即須計及與同一稅務機關及同一應課稅實體有關的差額，並預期在能夠運用稅項虧損或抵免之一段或各段期間內轉回。

確認遞延稅項資產及負債之有限例外情況包括來自商譽之不可扣稅暫時差額、初步確認不影響會計或應課稅溢利之資產或負債（前提為該等資產或負債並非業務合併之一部份），以及與於附屬公司投資有關之暫時差額，如為應課稅差額，只限於本集團控制轉回時間而不大可能在可預見將來轉回之差額；或如屬可扣稅差額，則只限於可在將來轉回之差額。

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## 綜合財務報告附註

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

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

#### (q) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in Note 3(z), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### 3. 主要會計政策概要 (續)

#### (q) 所得稅 (續)

當投資物業根據附註3(z)所載按公平價值列賬，除該物業是需折舊的及以一商業模式持有，而其目的是要透過時間使用而並非出售該物業以獲取隱合於該物業之重大經濟利益，確認遞延稅項的金額按該物業於呈報日期假設以賬面值出售的稅率計算。在其他情況下，所確認之遞延稅項金額，乃按照各資產及負債預期之賬面值變現或償還方式，以及於報告期間結算日所通行或大致通行之稅率所計算。遞延稅項資產及負債不予折現。

遞延稅項資產之賬面值會於每個報告期間結算日予以檢討，並減少至不再可能有足夠之應課稅溢利以受惠於相關之稅務優惠。如有可能有足夠之應課稅溢利，該減值將被撥回。

分派股息產生之額外所得稅乃於確認支付有關股息之責任時確認。

即期稅項結餘及遞延稅項結餘以及當中之變動乃各自分開呈列及不予抵銷。倘本公司或本集團擁有以即期稅項資產抵銷即期稅項負債之法律強制執行權，以及符合以下之額外條件時，即期稅項資產才會與即期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就即期稅項資產及負債而言，本公司或本集團計劃以淨額方式結算，或同時變現資產及償還負債；或
- 就遞延稅項資產及負債而言，如該資產及負債涉及之所得稅乃由同一個稅務機關向以下各方徵收：
  - 同一個應課稅實體；或
  - 不同應課稅實體，但於每一段未來期間，預期將償還或收回龐大之遞延稅項負債或資產，計劃以淨額方式變現即期稅項資產及償還即期稅項負債或同時變現資產及償還負債。



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## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (r) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantee not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with Note 3(r)(iii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

#### (r) 已發出之財務擔保、撥備及或然負債

##### (i) 已發出之財務擔保

財務擔保為當指定債務人未能按債務工具之條款如期付款時，發行人（即：擔保人）需支付指定金額予擔保受益人（「持有人」）以補償所遭受損失之合約。

當本集團作出財務擔保時，擔保之公平值於初步確認時列為應付貿易款項及其他應付款項中的遞延收入。已發出財務擔保的公允價值於發出時乃參照類似服務於公平磋商交易的過程中所收取的費用（如可獲得該等資料）而釐定，或參照息差作出估計，方法為以放款人在獲提供擔保之情況下實際收取之利率與在不獲提供擔保之情況下放款人將會收取之估計利率作比較（如該等資料能可靠地估計）。當就發出擔保收到或可收取代價時，代價將根據本集團此類資產適用之政策確認。當沒有收到或應收代價時，則即時於損益就初步確認任何遞延收入確認開支。

初步確認為遞延收入之擔保金額，乃於擔保期限作為已發出之財務擔保收入，並在損益中攤銷。此外，倘若(i)擔保之持有人有可能就此擔保向本集團追討，及(ii)向本集團追討之金額預期超過該擔保目前於應付貿易款項及其他應付款項中列賬之金額，即初步確認之金額減累計攤銷，則按附註3(r)(iii)確認撥備。

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## 綜合財務報告附註

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

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

#### (r) Financial guarantees issued, provisions and contingent liabilities (continued)

##### (ii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with Note 3(r)(iii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligation at the date of acquisition are disclosed in accordance with Note 3(r)(iii).

##### (iii) Other provisions and contingent liabilities

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

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

### 3. 主要會計政策概要 (續)

#### (r) 已發出之財務擔保、撥備及或然負債 (續)

##### (ii) 於業務合併中承擔之或然負債

在業務合併中承擔之或然負債倘屬於收購日期之現有債務，只要能可靠計量公平值，初步以公平值確認。初步按公平值確認後，該等或然負債按初步確認數額扣除累計攤銷（如適用）後之數額與根據附註3(r)(iii)釐定之數額兩者中之較高者確認。在業務合併中承擔但無法可靠計算公平值或並非屬於收購日期之現有債務之或然負債，則按附註3(r)(iii)之規定披露。

##### (iii) 其他撥備及或然負債

倘若本集團或本公司須就已發生事件承擔法律或推定責任，而履行該責任會導致經濟效益外流，並可作出可靠估計，便會就時間或數額仍不明朗之其他負債確認撥備。如果貨幣時間價值重大，則按預計履行責任所需開支之現值計提撥備。

倘若致使經濟效益外流之機會不大，或無法對有關款額作出可靠估計，便會將該責任披露為或然負債，惟經濟效益外流之機會極低則除外。僅視乎一宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，惟經濟效益外流之機會極低則除外。

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## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (s) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided that it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### (i) Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered at the customers' premises or agreed point of delivery which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

##### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

##### (iii) Rental income from investment property

Rental income receivable from investment property is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (iv) Service income

Service income is recognised upon services in respect of the sales of air tickets, hotel accommodation and other travel related products are provided.

#### (s) 收入確認

收入按已收或應收代價之公平值計量。倘經濟效益可能會流入本集團，以及能夠可靠地計算收入及成本（如適用）時，則收入根據下列方法在損益內確認：

##### (i) 銷售貨品

銷售貨品之收入於貨品送抵客戶之場所或協定付運地點時確認，以客戶已接收貨品及擁有權之相關風險及回報為準。收入不包括增值稅或其他銷售稅，並在扣除任何商業折扣後列賬。

##### (ii) 利息收入

利息收入按實際利息法於累計時確認。

##### (iii) 投資物業之租金收入

根據投資物業可收取之租金收入於損益表確認，並於租期涵蓋之期間內平均攤分，惟倘有其他基準更能代表使用租賃資產所得利益之模式則作別論。獲授之租約優惠於損益表確認，作為總應收租金付款淨額其中部分。或然租金於賺取之會計期間確認為收入。

##### (iv) 服務收入

服務收入於提供有關銷售機票、酒店住宿及其他旅遊相關產品之服務後確認。

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

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

#### (t) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Items of statement of financial position, including goodwill arising on consolidation of foreign operations acquired on or after 1 April 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange fluctuation reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 April 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

### 3. 主要會計政策概要 (續)

#### (t) 外幣換算

年內進行之外幣交易按交易日之適用匯率換算。以外幣列值之貨幣資產及負債按報告期間結算日之適用匯率換算。匯兌盈虧均於損益內確認。

根據歷史成本計量並以外幣為單位之非貨幣資產及負債，乃採用於交易日期之適用匯率換算。按公平值列賬並以外幣列值之非貨幣資產及負債，乃採用於釐定公平值當日適用之匯率換算。

海外業務之業績乃按與交易日期適用匯率相若之匯率換算為港幣。財務狀況表項目（包括因合併於二零零五年四月一日或以後收購之海外業務而產生之商譽）則按報告期間結算日之收市外幣匯率換算為港幣。所得出匯兌差額於其他全面收益確認，並分開於匯兌波動儲備中之權益中累計。合併於二零零五年四月一日前購入之海外業務產生之商譽，按於收購該海外業務當日適用之匯率換算。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

#### (t) Translation of foreign currencies (continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), 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.

In the case of a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

#### (u) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in profit or loss in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

#### (t) 外幣換算 (續)

於出售一項海外業務(即出售本集團於一項海外業務所佔全部權益或出售涉及失去於一家包括海外業務在內的附屬公司之控制權或出售於聯營公司部分涉及海外業務之權益,其中保留權益成本金融資產)時,所有就該項業務於權益中累計之本公司擁有人應佔匯兌差額均重新分類為損益。

倘出售附屬公司部分涉及海外業務之權益而並未導致本集團失去該附屬公司之控制權,則按比例應佔之累計匯兌差額須重新歸屬於非控股股東權益而不在損益中確認。至於一切其他局部出售(即局部出售不會致使本集團失去重大影響力之聯營公司),按比例應佔之累計匯兌差額重新分類為損益。

#### (u) 借貸成本

直接用作收購、建設或生產一項需經相當長時間方可投入擬定用途或銷售之資產之借貸成本會撥充資本,作為該項資產之部分成本。其他借貸成本則在產生期間在損益支銷。

當引致涉及合資格資產之開支、引致借貸成本及籌備資產作擬定用途或出售所需之活動正在進行時,借貸成本開始撥充資本,作為有關資產之部分成本。當籌備資產作擬定用途或出售所需之絕大部分活動受干擾或完成,借貸成本須暫停或停止撥充資本。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (v) Related parties

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

#### (v) 關連人士

- (a) 倘屬以下人士，該人士或該人士之近親即與本集團有關聯：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理人員。
- (b) 倘符合下列任何條件，實體即與本集團有關聯：
- (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聯）。
  - (ii) 一家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) 兩家實體均為同一第三方之合營企業。
  - (iv) 一家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) 該實體為就本集團或與本集團有關聯之實體之僱員利益設立之離職後福利計劃。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

For the year ended 31 March 2014 截至二零一四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)

#### (v) Related parties (continued)

(b) (continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

#### (w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the board of directors of the Company (the chief operating decision maker) 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.

#### (v) 關連人士 (續)

(b) (續)

- (vi) 該實體受(a)所識別之人士控制或共同控制。
- (vii) 於(a)(i)所識別之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。

某人士之近親指於彼等與該實體進行交易時，預期可能影響該人士或受該人士影響之家族成員。

#### (w) 分部報告

經營分部及財務報告所呈報各分部項目之金額，乃取材自定期向本公司董事會(主要經營決策人)提供之財務資料，該等財務資料旨在考慮分配資源至本集團不同業務範疇及地區，以及評估其表現而編製。

在財務申報上，規模重大之個別經營分部不予累集計算，除非有關分部具有類似之經濟特點，且產品及服務性質、生產工序性質、客戶類型、分銷產品或提供服務之方法以及監管環境相若。規模並非重大之個別經營分部倘彼此符合上述大部分標準則可累集計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

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

#### (x) Shares held by the Company for settlement of acquisition consideration

The Company issued shares and held them on behalf of the vendor for the settlement of acquisition consideration payables to the vendor in future years upon meeting of net profit guarantee by the vendor in connection with acquisition of its Originate Tech Global Investments Limited and its subsidiaries. The shares, valued at HK\$0.414 per share, before share consolidation effective from 2 October 2013, including any directly attributable incremental costs, are presented as "Shares held by the Company for settlement of acquisition consideration" and deducted from total equity. As a result of the failure to meet net profit guarantee by the vendor as per the acquisition agreement, these shares are held by the Company awaiting disposal by the Company. Proceeds recovered from the disposal of these shares shall be returned to the Company.

#### (y) Warrants

Warrants issued by the Company that will be settled by other than a fixed amount of cash for a fixed number of the Company's own equity instruments are derivative financial instruments. Warrants classified as derivative financial instruments are recognised at their fair values at the date of issue. Changes in fair values in subsequent periods are recognised through profit or loss.

#### (z) Investment properties

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

### 3. 主要會計政策概要 (續)

#### (x) 本公司就償付收購代價所持股份

在賣方達成有關收購創科環球投資有限公司及其附屬公司之純利保證後，本公司就償付未來數年應付賣方之收購代價發行並代表賣方持有股份。每股估值港幣0.414元之股份（二零一三年十月二日生效之股份合併前）包括任何直接應佔增加成本，呈列為「就償付收購代價由本公司持有之股份」並從總權益中扣除。由於賣方未能達致收購協議規定之純利保證，該等股份由本公司持有以待出售。出售該等股份所收回之所得款項將歸還本公司。

#### (y) 認股權證

並非以定額現金就一定數目之本公司股本工具結算之本公司所發行認股權證為衍生財務工具。分類為衍生財務工具之認股權證按發行日期之公平值確認。於其後期間之公平值變動於損益確認。

#### (z) 投資物業

投資物業為持有作賺取租金或資本升值或作該兩種用途而非在日常業務過程中持作出售、用作生產或供應貨品或服務或作行政用途的物業。投資物業於初步確認時按成本計量及其後按公平值計量，而其任何變動會於損益內確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised Standards, Amendments and Interpretations (“new and revised IFRSs”) that are first effective for the current accounting period.

Amendments to IFRSs	Annual Improvements to IFRSs 2009-2011 Cycle
Amendments to IAS 1	Presentation of Items of Other Comprehensive Income
Amendments to IFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to IFRS 10, IFRS 11 and IFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 19 (as revised in 2011)	Employee Benefits
IAS 27 (as revised in 2011)	Separate Financial Statements
IAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
IFRIC – Int 20	Stripping Costs in the Production Phase of a Surface Mine

### 4. 應用新訂及經修訂國際財務報告準則

本集團已採納下列於本會計期間首次生效之新訂及經修訂準則、修訂及詮釋（「新訂及經修訂國際財務報告準則」）。

國際財務報告準則 (修訂本)	二零零九年至二零一一年國際財務報告準則之年度改進項目
國際會計準則第1號 (修訂本)	其他全面收入項目的呈列方式
國際財務報告準則第7號 (修訂本)	披露—金融資產及金融負債之對銷
國際財務報告準則第10號、國際財務報告準則第11號及國際財務報告準則第12號 (修訂本)	綜合財務報表、共同安排及於其他實體之權益披露：過渡指引
國際財務報告準則第10號	綜合財務報表
國際財務報告準則第11號	共同安排
國際財務報告準則第12號	於其他實體之權益披露
國際財務報告準則第13號	公平值計量
國際會計準則第19號 (於二零一一年經修訂)	僱員利益
國際會計準則第27號 (於二零一一年經修訂)	獨立財務報表
國際會計準則第28號 (於二零一一年經修訂)	於聯營公司及合營企業的投資
國際財務報告詮釋委員會詮釋第20號	露天礦場生產階段的剝採成本

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period with the exception of the amendments to IAS 36 *Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets*, which modify the disclosure requirements for impaired non-financial assets. The amendments are effective for annual periods beginning on or after 1 January 2014, but as permitted by the amendments, the Group has adopted the amendments early. The disclosures about the Group's impaired non-financial assets have been conformed to the amended disclosure requirements.

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

#### Annual Improvements to IFRSs 2009-2011 Cycle

This cycle of annual improvements contains amendments to five standards with consequential amendments to other standards and interpretations. Among them, IAS 1 has been amended to clarify that an opening statement of financial position is required only when a retrospective application of an accounting policy, a retrospective restatement or a reclassification has a material effect on the information presented in the opening statement of financial position. The amendments also remove the requirement to present related notes to the opening statement of financial position when such statement is presented. The adoption of the amendments does not have any material impact on these consolidated financial statements.

#### Amendments to IAS 1 Presentation of Items of Other Comprehensive Income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly. In addition, the Group has chosen to use the new titles "statement of profit or loss" and "statement of profit or loss and other comprehensive income" as introduced by the amendments in these financial statements.

### 4. 應用新訂及經修訂國際財務報告準則(續)

本集團並無應用任何於本會計期間尚未生效之新訂準則或詮釋，惟國際會計準則第36號(修訂本)資產減值—非金融資產可收回金額之披露除外，其修訂已減值非金融資產之披露規定。該等修訂於二零一四年一月一日或之後開始之年度期間生效，但根據該等修訂所允許，本集團已提早採納該等修訂。有關本集團已減值非金融資產之披露已按經修訂披露規定一致處理。

除下所述者外，於本年度應用其他新訂及經修訂準則及詮釋並無對本集團於本年度及先前年度之財務表現及狀況及／或此等綜合財務報表所載之披露造成重大影響。

#### 二零零九年至二零一一年週期國際財務報告準則之年度改進

該週期年度改進包括對五項準則的修訂本，連同對其他準則及詮釋之相應修訂本。其中，國際會計準則第1號已作修訂以澄清當實體在其財務報表中追溯應用會計政策、作出追溯重列或重新分類項目，而任何該等變動對期初財務狀況表呈列的資料具有重大影響，則實體須呈列期初財務狀況表。該等修訂亦刪除期初財務狀況表呈列時，呈列其相關附註的規定。採納該等修訂對此等綜合財務報表並無任何重大影響。

#### 國際會計準則第1號修訂本，其他全面收益項目的呈列

該等修訂規定實體將呈列於其他全面收益之項目分為該等在滿足若干條件下可於日後重新分類至損益賬之項目及該等永遠不會重列至損益之項目。該等財務報表之綜合損益及其他全面收益表的其他全面收益呈列已作出相應修改。此外，本集團已於財務報表採用修訂引入之新名稱「損益表」及「損益及其他全面收益表」。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

#### Amendments to IFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32 Financial Instruments: Presentation and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with IAS 32.

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of IFRS 7 during the periods presented.

#### IFRS 10 Consolidated Financial Statements

IFRS 10 replaces the requirements in IAS 27 Consolidated and Separate Financial Statements relating to the preparation of consolidated financial statements and SIC 12 Consolidation – Special Purpose Entities. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of IFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

#### IFRS 11 Joint Arrangements

IFRS 11, which replaces IAS 31 Interests in Joint Ventures, divides joint arrangements into joint operations and joint ventures. Entities are required to determine the type of an arrangement by considering the structure, legal form, contractual terms and other facts and circumstances relevant to their rights and obligations under the arrangement. Joint arrangements which are classified as joint operations under IFRS 11 are recognised on a line-by-line basis to the extent of the joint operator's interest in the joint operation. All other joint arrangements are classified as joint ventures under IFRS 11 and are required to be accounted for using the equity method in the Group's consolidated financial statements. Proportionate consolidation is no longer allowed as an accounting policy choice. The adoption of IFRS 11 does not have any material impact on these consolidated financial statements.

### 4. 應用新訂及經修訂國際財務報告準則(續)

#### 國際財務報告準則第7號修訂本，披露－抵銷金融資產及金融負債

該等修訂本引入關於抵銷金融資產及金融負債之新披露。所有根據國際會計準則第32號「金融工具：呈列」抵銷之所有已確認金融工具，以及受限於可執行之總淨額結算安排或類似協議者（包括類似金融工具及交易，不論金融工具是否已根據國際會計準則第32號抵銷），均須作出該等新披露。

採納該等修訂本對該等財務報表並無影響，因為本集團並無抵銷金融工具，亦沒有訂立總淨額結算安排或類似安排，須根據國際財務報告準則第7號於呈列期間作出披露。

#### 國際財務報告準則第10號，綜合財務報表

國際財務報告準則第10號取代國際會計準則第27號「綜合及獨立財務報表」（有關綜合財務報表之編製）及香港（常務詮釋委員會）詮釋第12號「綜合－特殊目的實體」之規定。其引入單一控制權模式，以釐定應否將接受投資方綜合入賬，並側重於實體是否有權控制接受投資方、能否藉參與接受投資方業務而承擔風險或有權獲取可變回報，以及能否運用其權力以影響該等回報金額。

採納國際財務報告準則第10號後，本集團已改變釐定其是否對被投資者有控制權之會計政策。是次採納並無改變本集團就其於二零一三年一月一日涉及其他實體而達成之任何控制權結論。

#### 國際財務報告準則第11號，合營安排

國際財務報告準則第11號取代國際會計準則第31號「合營企業權益」，把合營安排劃分為合營業務及合營企業。實體須就其在該等安排下的權力和責任，考慮合營安排之結構、法律形式、合約條款及其他事項及情況，以釐定其類型。合營安排若按國際財務報告準則第11號歸類為合營業務，則按共同經營者所佔合營業務的權益為限以分項總計法確認。其他所有合營安排則根據國際財務報告準則第11號歸類為合營企業，並須按權益法在本集團綜合財務報表入賬。會計政策中不再有比例合併的選擇權。採納國際財務報告準則第11號對該等綜合財務報表並無任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

#### IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by IFRS 12 are generally more extensive than those previously required by the respective standards. The adoption of IFRS 12 does not have any material impact on the disclosure in these consolidated financial statements.

#### IFRS 13 Fair Value Measurement

IFRS 13 replaces existing guidance in individual IFRSs with a single source of fair value measurement guidance. IFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in these consolidated financial statements.

#### IAS 19 Employee Benefits (as revised in 2011)

IAS 19 (as revised in 2011) introduces a number of amendments to the accounting for defined benefit plans. Among them, IAS 19 (as revised in 2011) eliminates the "corridor method" under which the recognition of actuarial gains and losses relating to defined benefit schemes could be deferred and recognised in profit or loss over the expected average remaining service lives of employees. Under the revised standard, all actuarial gains and losses are required to be recognised immediately in other comprehensive income. IAS 19 (as revised in 2011) also changed the basis for determining income from plan assets from expected return to interest income calculated at the liability discount rate, and requires immediate recognition of past service cost, whether vested or not. The adoption of IAS 19 (as revised in 2011) does not have any material impact on these consolidated financial statements.

### 4. 應用新訂及經修訂國際財務報告準則 (續)

#### 國際財務報告準則第12號，披露其他實體權益

國際財務報告準則第12號對實體於附屬公司、合營安排、聯營公司及未經綜合入賬結構實體之權益之所有相關披露規定，匯集成單一標準。國際財務報告準則第12號之披露規定較以往相關準則之規定一般都更為廣泛。採納此國際財務報告準則第12號對綜合財務報表之披露並無重大影響。

#### 國際財務報告準則第13號，公平值計量

國際財務報告準則第13號以單一公平值計量指引，取代個別國際財務報告準則於此事宜的現有指引。國際財務報告準則第13號也就有關金融工具及非金融工具之公平值計量包含廣泛披露規定。本集團已就其適用之規定於此等綜合財務報表提供披露資料。

#### 國際會計準則第19號，僱員福利 (於二零一一年經修訂)

國際會計準則第19號 (於二零一一年經修訂) 對界定福利計劃之會計法作出多項修訂。當中，國際會計準則第19號 (於二零一一年經修訂) 剔除「區間法」，該「區間法」容許界定福利計劃之精算收益及虧損可按僱員之預期餘下平均服務年期遞延並於損益中確認。根據經修訂之準則，所有精算收益及虧損須於其他全面收益中即時確認。國際會計準則第19號 (於二零一一年經修訂) 亦已變更釐定計劃資產所得之利息收入之基準，由預期回報變更至以負債貼現率計算之利息收入。無論歸屬與否，亦須立即確認以往所有之服務成本。採納國際會計準則第19號 (於二零一一年經修訂) 對此等綜合財務報表並無任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 5. ACCOUNTING ESTIMATES AND JUDGEMENTS

#### Key Sources of Estimation Uncertainty

In the process of applying the Group's accounting policies which are described in Note 3, management has made certain 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 amount of assets and liabilities within the next financial year, as described below.

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

The Group management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate 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 severe industry cycles. 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.

#### (b) Impairment of trade and other receivables

The Group estimates impairment losses on trade and other receivables resulting from inability of the customers or debtors to make the required payments. The Group bases the estimates on the ageing of the trade and other receivables, customer or debtor credit-worthiness, and historical write off experience. If the financial condition of the customers or debtors were to deteriorate, actual write off would be higher than estimates.

#### (c) Write down of inventories

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write down of inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write downs requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of inventories and write down of inventories in the periods in which such estimate has been changed.

### 5. 會計估計及判斷

#### 估計不明朗因素之主要來源

於應用附註3所述本集團會計政策時，管理層已就未來情況作出若干主要假設，而下文載述於報告期間結算日估計尚存在不明朗因素之其他主要來源，有關來源可能存在導致資產與負債賬面值於下一個財政年度須作出重大調整之重大風險。

#### (a) 物業、廠房及設備以及折舊

本集團之管理層決定其物業、廠房及設備之估計可使用年期及相關折舊開支。此估計乃根據在性質及功能相近的物業、廠房及設備之實際可使用年期方面的以往經驗而定。技術創新及競爭對手因應嚴重行業週期而採取之行動可能使估計有重大改變。倘可使用年期少於先前估計的年期，管理層將增加折舊開支；管理層亦可能將已棄置或出售而技術上屬陳舊之資產或非策略資產予以撇銷或撇減。

#### (b) 應收貿易款項及其他應收款項減值

本集團估計因客戶或債務人無力支付所需款項而導致應收貿易款項及其他應收款項出現之減值虧損。本集團乃按應收貿易款項及其他應收款項之賬齡、客戶或債務人之信譽及過往之撇賬記錄進行估計。倘客戶或債務人之財政狀況轉壞，實際之撇賬額將較估計數字為高。

#### (c) 存貨之撇減

存貨乃根據存貨之可變現能力的評估而撇減至可變現淨值。倘發生事件或情況有變而顯示金額可能無法變現時，則會撇減存貨。撇減之識別需要使用判斷及估計。倘若預期與原先估計有別，將影響改變有關估計期間存貨之賬面值及存貨之撇減。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 5. ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### Key Sources of Estimation Uncertainty (continued)

(d) *Impairment of goodwill*

The Group performs annual tests on whether there has been impairment of goodwill in accordance with the accounting policy stated in Note 3(i). The recoverable amounts of cash-generating units are determined based on fair value less costs of disposal calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, and other assumptions underlying the fair value less costs of disposal calculations.

(e) *Impairment loss of intangible assets*

The Group performs annual tests on whether there has been impairment of intangible assets with indefinite useful life. In the event that the carrying values of the intangible assets are higher than their recoverable amounts (i.e. the greater of its fair value less costs of disposal and value in use), impairment loss is recognized. The recoverable amounts of cash-generating units are determined based on fair value less costs of disposal calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, and other assumptions underlying the fair value less costs of disposal calculations.

(f) *Income tax*

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that are initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 5. 會計估計及判斷 (續)

#### 估計不明朗因素之主要來源 (續)

(d) *商譽減值*

本集團每年根據附註3(i)所載會計政策進行檢測，以判斷商譽有否減值。現金產生單位之可收回金額乃根據公平值減銷售成本計算釐定。計算時，管理層需要對業務之未來營運情況及公平值減銷售成本作出估計及假設，並使用有關公平值減銷售成本計算法之其他假設。

(e) *無形資產之減值虧損*

本集團每年進行檢測，以判斷具有無限使用年期之無形資產有否減值。倘無形資產之賬面值高於其可收回金額（即公平值減銷售成本與使用價值兩者中之較高者），則會確認減值虧損。現金產生單位之可收回金額乃根據公平值減銷售成本計算釐定。計算時，管理層需要對業務之未來營運情況及作出估計及假設，並使用有關公平值減銷售成本計算法之其他假設。

(f) *所得稅*

本集團須支付多個司法權區之所得稅。就所得稅釐定全球撥備時須作出重大判斷。於一般業務中若干交易之最終稅項及釐定有關稅項之計算方法仍存在不明朗因素。本集團按照額外稅項是否到期之估計，就預期稅務審核事宜確認負債。倘此等事宜之最終稅項有別於初步記錄之金額，則有關差額對釐定有關稅項期間之所得稅及遞延稅項撥備構成影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 5. ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### Key Sources of Estimation Uncertainty (continued)

(g) *Fair values of biological assets*

Management estimates at the end of the reporting period the fair value less costs to sell of biological assets with reference to market prices and professional valuations. Unanticipated volatile changes in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value re-measurement losses in future accounting periods.

The Group's forestry business is subject to the usual agricultural hazards from fire, wind and insects. Forces of nature such as temperature and rainfall may also affect harvest efficiency. Management considers adequate preventive measures are in place and the relevant legislation under forestry laws in Brazil will assist in minimising exposure. Nevertheless, to the extent that un-anticipated factors affecting harvestable agricultural produce may result in re-measurement or losses in future accounting periods.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonable possible change in cost of revenue, log price and discount rate, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of biological assets).

Change in cost of revenue	收益成本變動	Increase/ (decrease) in production cost	(Increase)/ decrease in loss before tax
		生產成本 增加／(減少) %	除稅前虧損 (增加)／減少 HK\$'000 港幣千元
If the production cost increases	倘生產成本增加	5	(17,416)
If the production cost decreases	倘生產成本減少	(5)	34,148

### 5. 會計估計及判斷 (續)

#### 估計不明朗因素之主要來源 (續)

(g) *生物資產公平值*

管理層於報告期間結算日參考市價及專業估值估計生物資產之公平值減銷售成本。相關農產品市價出現之意外波動變化，可能會對該等生物資產之公平值產生重大影響，並導致未來會計期間出現公平值重新計量虧損。

本集團林業業務受一般農業災禍影響，如火災、風災及蟲禍。氣溫及降雨量等天然因素亦可能影響砍伐效率。管理層認為，現已實施足夠預防措施，巴西亦有相關林業法例協助將風險減至最低。然而，影響農作物收成之不可預計因素可能導致未來會計期間重新計量有關金額或錄得虧損。

下表說明在報告期末，對收益成本、原木價格及折扣率之合理可能變動，而所有其他變數維持不變，本集團除稅前虧損之敏感度（因生物資產之公平值變動）。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 5. ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### Key Sources of Estimation Uncertainty (continued)

##### (g) Fair values of biological assets (continued)

		Increase/ (decrease) in log price 原木價格 增加／(減少) %	(Increase)/ decrease in loss before tax 除稅前虧損 (增加)／減少 HK\$'000 港幣千元
<b>Change in log price</b>	<b>原木價格變動</b>		
If the log price increases	倘原木價格增加	5	30,392
If the log price decreases	倘原木價格減少	(5)	(17,416)
		Increase/ (decrease) in discount rate 折扣率 增加／(減少) Percentage point 百分點	(Increase)/ decrease in loss before tax 除稅前虧損 (增加)／減少 HK\$'000 港幣千元
<b>Change in discount rate</b>	<b>折扣率變動</b>		
If the discount rate increases	倘折扣率增加	1	(683)
If the discount rate decreases	倘折扣率減少	(1)	1,024

##### (h) Revenue recognition

The Group assesses its business relationships with customers and determines that it is acting as an agent in the majority of transactions relating to the sales of air-tickets, hotel accommodation and other travel related products, and accordingly report those revenue on a net basis.

##### (i) Estimates of fair value of investment properties

The Group's investment properties were revalued at the end of the reporting period by an independent professional valuer. Such valuations were based on certain assumptions which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of the reporting period.

### 5. 會計估計及判斷 (續)

#### 估計不明朗因素之主要來源 (續)

##### (g) 生物資產公平值 (續)

##### (h) 收益確認

本集團評估其與客戶之間的業務關係，並確定其在大多數有關銷售機票、酒店住宿及其他旅遊相關產品的交易中擔任代理，因此將該等收益按淨額基準列報。

##### (i) 估計投資物業公允值

本集團的投資物業由獨立專業估值師於報告期末重新估值。有關估值乃基於若干假設，該等假設受不確定因素影響，並可能與實際結果有重大差異。於作出判斷時，本集團考慮同類物業於活躍市場的現價資料，並使用主要根據於各報告期末之現行市況而作出的假設。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the board of directors ("Board") (the chief operating decision maker) of the Company for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments. In 2014, the Group has introduced two new segments, as a result of the acquisition of subsidiaries as disclosed in Note 37. No operating segments have been aggregated to form the following reportable segments.

**Sustainable forest management:** sustainable management of and investment in natural forests; timber and wood processing; trading and sales of forestry and timber products.

**Manufacturing and sale of timber products:** manufacturing and sales of timber products including but not limited to wooden doors, furniture and wooden flooring (previously named as Zhongshan Operations).

**Leasing of properties:** lease of premises to generate rental income and to gain from the appreciation in the property values in the long term.

**Travel and travel related business:** sales of air-tickets, hotel accommodation and other travel related products.

In accordance with IFRS 8, segment information disclosed in this consolidated financial statements has been prepared in a manner consistent with the information used by the Board of the Company for the purposes of assessing segment performance and allocating resources among segments. In this regard, the Board of the Company monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all non-current assets and current assets attributable to an individual reportable segment with the exception of certain unallocated corporate assets including unallocated cash and cash equivalents.

### 6. 分部報告

本集團按分部管理其業務，分部按業務線（產品及服務）及地理位置兩方面劃分。該等資料向本公司董事會（「董事會」，主要經營決策人）作內部報告以分配資源及評核表現，本集團已呈列下列可報告分部。誠如附註37所披露，於二零一四年，本集團於收購附屬公司後引入兩個新分部。概無合併經營分部以組成下列可報告分部。

**可持續森林管理：**天然森林之可持續管理及投資、木材及木料加工、木材及木料產品貿易及銷售。

**製造及銷售木材產品：**製造及銷售木材產品，包括但不限於木門、傢俱及木地板（前稱為中山業務）。

**物業租賃：**出租物業以產生租金收入，及藉以於長遠物業升值中賺取收益。

**旅遊及旅遊相關業務：**機票、酒店住宿及其他旅遊相關產品的銷售

根據國際財務報告準則第8號，於本綜合財務報告披露之分部資料乃以與本公司董事會就評估分部表現及於分部間分配資源所用資料一致之方式編製。就此，本公司董事會按下列基準監察各可報告分部應佔之業績、資產及負債：

分部資產包括歸入個別可報告分部之全部非流動資產及流動資產，但不包括未分配現金及現金等價物等若干未分配企業資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

All liabilities are allocated to reportable segments other than current, deferred tax liabilities, promissory notes and unallocated corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment profit/(loss) represents the profit earned by/(loss) from each segment without allocation of central administration cost such as director's salaries and other head office or corporate administration costs, unallocated corporate income and unallocated interest expense.

In addition to receiving segment information concerning the profit earned by/(loss) from each segment, the Board is provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations.

### 6. 分部報告 (續)

所有負債乃分配至可報告分部，惟即期稅項負債、遞延稅項負債、承付票據及未分配企業負債除外。

收入及開支乃參考來自該等分部之銷售及該等分部所產生開支或折舊或攤銷該等分部應佔資產所產生之開支而分配至可報告分部。

分部溢利／(虧損)指各分部所產生溢利／(虧損)，惟未分配包括董事薪酬及其他總辦事處或公司行政開支之中央行政成本、未分配企業收入及未分配利息開支。

除收到有關各分部所產生溢利／(虧損)之分部資料外，董事會獲提供有關收益(包括分部間銷售)、來自直接由分部管理之現金結餘及借貸之利息收入及支出、折舊、攤銷及減值虧損以及分部於彼等營運中使用之非流動分部資產的添置的分部資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### (a) Segment results, assets and liabilities

An analysis of the Group's reportable segment is reported below:

### 6. 分部報告 (續)

#### (a) 分部業績、資產及負債

本集團所呈報可報告分部之分析如下：

		2014 二零一四年				
		Manufacturing			Leasing of	Total
		Sustainable forest management	and sale of timber products	Travel and travel related business	properties	
		可持續森林管理	製造及銷售木材產品	旅遊及旅遊相關業務	物業租賃	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Revenue from external customers	來自外界客戶之收入	-	63,762	175	9	63,946
Reportable segment revenue	可報告分部收益	-	63,762	175	9	63,946
Reportable segment (loss)/profit before taxation	可報告分部除稅前(虧損)/溢利	(640,285)	19,583	85	(59)	(620,676)
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	(13,038)	-	-	-	(13,038)
Impairment loss of goodwill	商譽減值虧損	(302,118)	-	-	-	(302,118)
Change in fair value of biological assets less costs to sell	生物資產公平值變動減銷售成本	(292,758)	-	-	-	(292,758)
Depreciation	折舊	(628)	(2,381)	(1)	(13)	(3,023)
Reversal of write down of inventories, net	撥回存貨撇減淨額	6,551	16,382	-	-	22,933
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(76)	-	-	-	(76)
Interest expense	利息開支	(1,914)	-	-	(3)	(1,917)
<b>Reportable segment assets</b>	<b>可報告分部資產</b>	<b>173,521</b>	<b>41,143</b>	<b>4,344</b>	<b>23,854</b>	<b>242,862</b>
<b>Additions to non-current segment assets</b>	<b>非流動分部資產添置</b>	<b>-</b>	<b>-</b>	<b>3,281</b>	<b>23,738</b>	<b>27,019</b>
<b>Reportable segment liabilities</b>	<b>可報告分部負債</b>	<b>(69,975)</b>	<b>(25,204)</b>	<b>(2,466)</b>	<b>(23,523)</b>	<b>(121,168)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### (a) Segment results, assets and liabilities

(continued)

An analysis of the Group's reportable segment is reported below:

(continued)

### 6. 分部報告 (續)

#### (a) 分部業績、資產及負債 (續)

本集團所呈報可報告分部之分析如下：(續)

		2013 二零一三年					
		Manufacturing and sale of timber products	Travel and travel related business	Leasing of properties	Total		
		Sustainable forest management 可持續 森林管理	製造及 銷售木材產品	旅遊及旅遊 相關業務	物業租賃	Total 總計	
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Revenue from external customers	來自外界客戶之收入		-	76,550	-	-	76,550
Inter-segment revenue	分部間收入		-	-	-	-	-
<b>Reportable segment revenue</b>	<b>可報告分部收入</b>		-	76,550	-	-	76,550
Reportable segment loss before taxation	可報告分部除稅前虧損		(419,092)	(50,825)	-	-	(469,917)
Change in fair value of biological assets less costs to sell	生物資產公平值變動減銷售成本	20	(482,190)	-	-	-	(482,190)
Depreciation	折舊		(1,011)	(1,272)	-	-	(2,283)
Write off of other receivables	撇銷其他應收款項	9	(64)	(220)	-	-	(284)
Write down of inventories	撇減存貨	9	(13,789)	(31,051)	-	-	(44,840)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	9	(736)	-	-	-	(736)
Write off of property, plant and equipment	撇銷物業、廠房及設備	9	(1,686)	-	-	-	(1,686)
Waiver of liabilities by trade creditors	貿易債權人豁免負債	8	119,603	-	-	-	119,603
Interest income	利息收入	10(a)	5,332	-	-	-	5,332
Interest expense	利息開支		(14,505)	-	-	-	(14,505)
<b>Reportable segment assets</b>	<b>可報告分部資產</b>		836,011	14,906	-	-	850,917
<b>Additions to non-current segment assets</b>	<b>非流動分部資產添置</b>		450	2,239	-	-	2,689
<b>Reportable segment liabilities</b>	<b>可報告分部負債</b>		(319,476)	(26,038)	-	-	(345,514)

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### (b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

##### (i) Revenue

		<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment revenue	可報告分部收入	<b>63,946</b>	76,550
Elimination of inter-segment revenue	對銷分部間收入	-	-
Consolidated revenue	綜合收入	<b>63,946</b>	76,550

##### (ii) Loss

		<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment loss before taxation	可報告分部除稅前虧損	<b>(620,676)</b>	(469,917)
Unallocated corporate income	未分配企業收入	<b>20,798</b>	8,969
Depreciation	折舊	<b>(4)</b>	(17)
Unallocated corporate expenses	未分配企業開支	<b>(11,423)</b>	(26,790)
Unallocated interest expense	未分配利息開支	<b>(134)</b>	(2,066)
Loss before taxation	除稅前虧損	<b>(611,439)</b>	(489,821)

### 6. 分部報告 (續)

#### (b) 可報告分部收入、溢利或虧損、資產及負債之對賬：

##### (i) 收入

	<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment revenue	<b>63,946</b>	76,550
Elimination of inter-segment revenue	-	-
Consolidated revenue	<b>63,946</b>	76,550

##### (ii) 虧損

	<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment loss before taxation	<b>(620,676)</b>	(469,917)
Unallocated corporate income	<b>20,798</b>	8,969
Depreciation	<b>(4)</b>	(17)
Unallocated corporate expenses	<b>(11,423)</b>	(26,790)
Unallocated interest expense	<b>(134)</b>	(2,066)
Loss before taxation	<b>(611,439)</b>	(489,821)

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### (b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

(continued)

## (iii) Assets

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment assets	可報告分部資產	<b>242,862</b>	850,917
Unallocated:	未分配：		
– Unallocated corporate assets	– 未分配企業資產	<b>438</b>	817
– Unallocated cash and cash equivalents	– 未分配現金及現金等價物	<b>7,752</b>	216,290
Total assets per consolidated statement of financial position	綜合財務狀況表所呈列資產總值	<b>251,052</b>	1,068,024

## (iv) Liabilities

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment liabilities	可報告分部負債	<b>121,168</b>	345,514
Unallocated:	未分配：		
– Provision for taxation	– 稅項撥備	<b>2,158</b>	50,255
– Deferred tax liabilities	– 遞延稅項負債	<b>55,605</b>	143,296
– Promissory notes	– 承付票據	<b>6,782</b>	6,648
– Unallocated corporate liabilities	– 未分配企業負債	<b>6,541</b>	5,304
Total liabilities per consolidated statement of financial position	綜合財務狀況表所呈列負債總額	<b>192,254</b>	551,017

### 6. 分部報告 (續)

#### (b) 可報告分部收入、溢利或虧損、資產及負債之對賬：(續)

## (iii) 資產

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment assets	<b>242,862</b>	850,917
Unallocated:		
– Unallocated corporate assets	<b>438</b>	817
– Unallocated cash and cash equivalents	<b>7,752</b>	216,290
Total assets per consolidated statement of financial position	<b>251,052</b>	1,068,024

## (iv) 負債

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Reportable segment liabilities	<b>121,168</b>	345,514
Unallocated:		
– Provision for taxation	<b>2,158</b>	50,255
– Deferred tax liabilities	<b>55,605</b>	143,296
– Promissory notes	<b>6,782</b>	6,648
– Unallocated corporate liabilities	<b>6,541</b>	5,304
Total liabilities per consolidated statement of financial position	<b>192,254</b>	551,017

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### (b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

(continued)

(v) Other items

		2014 二零一四年					
		Manufacturing and Sustainable forest management	sale of timber products	Travel and travel related business	Leasing of properties	Unallocated	Total
		可持續森林管理	製造及銷售木材產品	旅遊及旅遊相關業務	物業租賃	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Depreciation	折舊	(628)	(2,381)	(1)	(13)	(4)	(3,027)
Interest expense	利息開支	(1,914)	-	-	(3)	(134)	(2,051)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(76)	-	-	-	-	(76)

		2013 二零一三年					
		Manufacturing and Sustainable forest management	sale of timber products	Travel and travel related business	Leasing of properties	Unallocated	Total
		可持續森林管理	製造及銷售木材產品	旅遊及旅遊相關業務	物業租賃	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Depreciation	折舊	(1,011)	(1,272)	-	-	(17)	(2,300)
Interest expense	利息開支	(14,505)	-	-	-	(2,066)	(16,571)
Write off of other receivables	撇銷其他應收款項	(64)	(220)	-	-	-	(284)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(1,686)	-	-	-	-	(1,686)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(736)	-	-	-	-	(736)

#### (c) Revenue from major products and services:

#### (c) 來自主要產品及服務之收入：

		2014 二零一四年	2013 二零一三年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Manufacturing and sales of timber products	製造及銷售木材產品	63,762	76,550
Travel and travel related business	旅遊及旅遊相關業務	175	-
Leasing of properties	物業租賃	9	-
		<b>63,946</b>	76,550

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets, investment properties, biological assets and goodwill. The geographical locations of customers refers to the locations at which the customers reside. The geographical locations of property, plant and equipment, investment properties and biological assets is based on the physical locations of the asset under consideration. In the case of intangible assets and goodwill, the allocation is based on the location of the operation to which they are allocated.

### 6. 分部報告 (續)

#### 地區資料

以下為(i)本集團來自外界客戶之收入；及(ii)本集團物業、廠房及設備、無形資產、投資物業、生物資產及商譽之地區分析。客戶地區指客戶所在之地區。物業、廠房及設備、投資物業以及生物資產之地區為相關資產本身位處之地點。無形資產及商譽按所屬營運地區分配。

	Revenue from external customers 來自外界客戶之收入		Non-current assets 非流動資產	
	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
South America 南美洲	-	-	170,256	832,360
Asia Pacific (other than Hong Kong) 亞太區 (不包括香港)	63,762	76,550	1,622	4,016
Hong Kong (place of domicile) 香港 (居籍地點)	184	-	27,128	188
	<b>63,946</b>	76,550	<b>199,006</b>	836,564



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 6. SEGMENT REPORTING (continued)

#### Information about major customer

Revenue from customer contributing 10% or more of the total revenue of the Group is as follows:

		<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Customer A – revenue from manufacturing and sales of timber products	客戶A – 來自製造及銷售木材產品之收入	<b>22,237</b>	60,567
Customer B – revenue from manufacturing and sales of timber products	客戶B – 來自製造及銷售木材產品之收入	<b>16,648</b>	–
Customer C – revenue from manufacturing and sales of timber products	客戶C – 來自製造及銷售木材產品之收入	<b>8,765</b>	–

### 7. REVENUE

Revenue represents the net invoiced value of goods sold, (after allowances for returns and trade discounts) and revenue from manufacturing and sales of timber products; lease of premises to generate rental income; and sales of air-tickets, hotel accommodation and other travel related products.

An analysis of revenue is as follows:

		<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Manufacturing and sales of timber products	製造及銷售木材產品	<b>63,762</b>	76,550
Travel and travel related business	旅遊及旅遊相關業務	<b>175</b>	–
Leasing of properties	物業租賃	<b>9</b>	–
		<b>63,946</b>	76,550

### 6. 分部報告 (續)

#### 有關主要客戶之資料

來自佔本集團總收入10%或以上之客戶之收入如下:

### 7. 收入

收入指經扣除退貨及商業折扣備抵後出售貨品之發票淨值以及製造及銷售木材產品;租賃物業以產生租金收入;及銷售機票、酒店住宿及其他旅遊相關產品之收入。

收入分析如下:

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 8. OTHER INCOME AND OTHER NET LOSS

### 8. 其他收入及其他虧損淨額

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>Other income</b>	<b>其他收入</b>		
Rental income	租金收入	5	30
Waiver of liabilities by trade creditors (Note i)	貿易債權人豁免負債 (附註i)	-	119,603
Reversal of write down of inventories, net (Note 23)(c)(iii))	撥回存貨撇減淨額 (附註23(c)(iii))	22,933	-
Others	其他	1,523	3,329
		<b>24,461</b>	122,962
<b>Other net loss</b>	<b>其他虧損淨額</b>		
Net exchange loss	匯兌虧損淨額	(21,920)	(15,648)
Change in fair value of financial liabilities (Note 30)	財務負債公平值變動 (附註30)	20,278	6,030
Gain on bargain purchase on acquisition (Note 37(a))	議價收購之收益 (附註37(a))	503	-
		<b>(1,139)</b>	(9,618)

Notes:

- (i) In March 2011, the Group purchased logs and timber from independent suppliers in Democratic Republic of Congo ("DRC") and Virginia, USA and sold them at a total sale prices of approximately HK\$396 million to some PRC customers who were independent to the Group and its directors on an ex-yard basis. Ex-yard means the seller were required to deliver the goods to its yard. All other transportation costs and risks are assumed by the buyers. The customers inspected and accepted the goods sold at the respective designated yards in DRC and USA. The sales contracts were signed under Hong Kong laws. According to the terms and conditions of the sales contracts, the customers were responsible for arranging transportation after inspection and acceptance of delivery.

In April 2011, China placed a ban on importation of logs from Virginia, USA. No one could move any logs originated from Virginia to China. The ban was only lifted, on a test basis, beginning 1 June 2012.

附註:

- (i) 於二零一一年三月，本集團向非洲剛果民主共和國（「剛果」）及美國弗吉尼亞州之獨立供應商採購原木及木材，再按離岸價格碼頭交貨基準合共約港幣396,000,000元之售價銷售予若干獨立於本集團及其董事之中國客戶。離岸價格碼頭交貨規定賣家須付運貨品至其碼頭。所有其他運輸成本及風險概由買家承擔。客戶分別於剛果及美國之指定碼頭檢驗及接收所售貨品。銷售合約乃根據香港法例簽訂。根據銷售合約之條款及條件，客戶須負責於驗收後自行安排貨運。

於二零一一年四月，中國禁止進口美國弗吉尼亞州之原木，原產地為弗吉尼亞州之原木一概不得輸入中國。自二零一二年六月一日起，禁令僅按試行基準獲解除。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 8. OTHER INCOME AND OTHER NET LOSS

(continued)

Notes: (continued)

- (i) The Group understood that Chinese customs places ban on importation of products and goods from time to time. These bans might be politically motivated as retaliations to discriminatory policies against Chinese goods by foreign countries. Bans based on such motivations might be difficult for market participants to predict the duration. The Group was not aware of any similar rationale behind the April 2011 ban which stemmed from pests being found in some shipments from those selected states involved. Pest problems in general should be easily addressed by proper fumigation. Based on public information, the US government from those states involved seemed to be working actively and immediately to resolve the problem with the Chinese customs. In addition, the views of the Group's sales in the PRC and market views collected by them indicated that the concerns could be resolved quickly. As such, the Group believed that the ban would be short-lived.

Concurrently, the customers began looking for vessels to transport the African logs and timber from DRC to China since signing of the sales contracts. It proved to be very difficult to secure vessels as there were limited choice of shipping lines due to the perceived security risks associated with DRC, the limiting conditions of the port and the lack of proper port facilities for loading. The Group tried to assist the customers out of courtesy but was also not successful.

Timber prices in China began to soften in the second half of 2011 and continued with a downward trend for the rest of the year. Demand and prices dropped significantly after Chinese New Year in February 2012 generally due to poor housing market and negative economic outlook in China.

The sales contracts required payments be made in five installments by the customers with the last of the installments paid by 31 August 2011. Up to 20 December 2012, only a total of approximately HK\$84 million was collected from the customers. No further payments were received from the PRC customers since July 2011. The Group requested the customers to settle the outstanding payments due to it numerous times while understanding the unusual circumstances surrounding the delays in shipment of the goods sold both from the USA and DRC to China. When considering to allow the customers to make deposit payments slower than the original plan, the Company took into consideration amongst other factors that it might physically block the movement of the logs and timber if payments received were not adequate to cover the quantity of logs and timber that the buyers ship. The physical block would be feasible as the Brazilian logs sold were stored inside the hydropower plant at our log yards; and the African logs and timber sold were stored at our supplier's warehouse at the port which we helped to arrange.

Timber prices began decreasing during the last quarter of 2011 and dropped significantly and suddenly during the first quarter of 2012 due to slow down in the Chinese housing market and economy. The customers notified the Group its intention to default on the contracts in May 2012. After repeated unsuccessful attempts in collecting the outstanding receivables from the PRC customers, the Group agreed with the African and US suppliers to terminate its purchase agreements with them on 31 May 2012. The African and US suppliers took back the logs and timber with no further liabilities due from the Group. The Group understood that the supplier sold the logs in the domestic market with some profit after taking back the logs. The Group recognised the waiver of liabilities HK\$119,603,000 as other income during the year ended 31 March 2013.

### 8. 其他收入及其他虧損淨額 (續)

附註：(續)

- (i) 本集團了解到，中國海關會不時就進口產品及貨品下達禁令。該等禁令可能出於政治動機報復外國對中國貨品之歧視政策。市場參與者可能難以預測基於該等動機下達之禁令之持續時間。本集團並不知悉二零一一年四月之禁令背後有任何類似理據，惟於該等有關數個州份之若干批次貨物中發現害蟲。害蟲問題一般可以適當蒸薰消毒方法輕易處理。根據公開資料，有關美國州政府一直積極工作，並即時與中國海關解決有關問題。此外，基於有關本集團在中國銷售之意見及其所收取之市場意見，均顯示有關憂慮將很快得以消除。因此，本集團相信該禁令將屬短暫性質。

與此同時，客戶自簽訂銷售合約後開始找尋船隻從剛果運送非洲原木及木材至中國。由於意識到與剛果相關之安全風險、港口之限制條件及缺乏正規港口裝載設施，可供揀選之船運公司不多，故客戶難以覓得船隻。本集團出於好意試圖協助客戶，但亦無功而還。

中國木材價格於二零一一年下半年開始回軟，並於年內餘下時間持續呈下降趨勢。需求及價格於二零一二年二月農曆新年後大幅下跌，大抵因中國樓市疲弱及經濟前景欠佳所致。

銷售合約要求客戶須分五期付款，而最後一期款項須於二零一一年八月三十一日前支付。截至二零一二年十二月二十日，僅從客戶收訖合共約港幣84,000,000元。自二零一一年七月起再無收到中國客戶之貨款。本集團多次要求客戶償還應付本集團之欠款，惟理解周圍之不尋常情況引致從美國及剛果裝運已售貨品至中國之延誤。當考慮讓客戶以較原訂計劃長之時間支付訂金時，除其他因素外，本公司亦考慮到倘所收取款項不足以償付買家裝運原木及木材之數量，則有可能阻礙運送原木及木材。由於所售巴西原木存放於我們的原木場地之水力發電廠內，則或會出現有關阻礙；而所售非洲原木及木材則存放於我們的協助安排位於港口之供應商倉庫內。

木材價格於二零一一年第四季開始下滑，其後因中國樓市及經濟放緩而於二零一二年第一季急遽下跌。於二零一二年五月，多名客戶知會本集團其有意違約。在多次嘗試向中國客戶催收應收款項不果後，本集團與非洲及美國之供應商分別於二零一二年五月三十一日達成協議，終止本集團與彼等所訂之購買協議。非洲及美國供應商收回原木及木材，再無任何應收本集團之負債。據本集團了解，供應商於收回原木後已於國內市場出售原木並從中獲利。截至二零一三年三月三十一日止年度，本集團將豁免負債港幣119,603,000元確認為其他收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 8. OTHER INCOME AND OTHER NET LOSS

(continued)

Notes: (continued)

- (i) The Group was consulting legal advice from its Hong Kong lawyer and was preparing to take legal actions against the PRC customers for breach of contract and loss of profit. It was uncertain as to the amount that may be recovered from the PRC customers and whether the courts of Hong Kong will be the convenient forum to handle the claims against these PRC companies. As such, the Group considered that the value of the total receivable outstanding with these PRC customers of HK\$299 million was impaired and the amount was written off during the year ended 31 March 2012.

In hindsight, the customers might have underestimated the difficulties in sourcing transportation for such volume of timber and logs. Also, the slowdown of the housing market and the drop in timber prices in China that began in the fourth quarter of 2011 was not anticipated by the customers or the Group. These factors together contributed to the default by the customers eventually.

At the time of publishing the 31 March 2011 results on 29 June 2011, the intention to default by the customers was not known to the Group and as mentioned previously, there was no objective evidence of impairment. In June/July 2011, while it might have been difficult, the Group did not consider that it was impossible to secure vessels. The Group's senior logistic manager went to DRC in July 2011. After his trip, for the Group's other purchases, he was able to arrange one vessel that departed in July 2011 and one vessel for departure in September 2011. Accordingly, the Company did not consider the business of the Group at the time would be adversely affected, and no disclosure, impairment or announcement was considered necessary.

### 9. OTHER OPERATING EXPENSES

Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	<b>76</b>	736
Impairment of property, plant and equipment (Note 17(c))	物業、廠房及設備之減值 (附註17(c))	<b>13,038</b>	-
Write off of property, plant and equipment	撇銷物業、廠房及設備	-	1,686
Write down of inventories	撇減存貨	-	44,840
Impairment loss of goodwill (Note i)	商譽減值虧損(附註i)	<b>302,118</b>	-
Write off of other receivables	撇銷其他應收款項	-	284
		<b>315,232</b>	47,546

Notes:

- (i) Impairment loss of goodwill was a non-cash item resulting from the annual impairment test of the cash-generating unit of the segment of sustainable forest management. Please refer to Note 21 for details.

### 8. 其他收入及其他虧損淨額(續)

附註:(續)

- (i) 本集團現正徵詢香港律師之法律意見，並準備就違約及利潤損失向中國客戶採取法律行動。本集團未能確定可從中國客戶收回之金額，以及香港法院是否為向該等中國公司提出索償之合適訴訟地。因此，本集團認為來自該等中國客戶之尚未償還應收款項總額港幣299,000,000元為已減值及於截至二零一二年三月三十一日止年度內撇銷該款項。

事後證明，客戶可能低估為有關數量之木材及原木找尋運輸之困難。此外，客戶或本集團始料不及中國樓市及木材價格會於二零一一年第四季放緩及下跌。集合該等因素致令客戶最終違約。

於二零一一年六月二十九日刊登二零一一年三月三十一日業績時，本集團未得知客戶有意違約，而誠如上文所述，概無減值之客觀證據。於二零一一年六月/七月，雖然可能遭遇困難，惟本集團不認為會無法覓得船隻。本集團高級物流經理於二零一一年七月曾到訪剛果。該行程後，彼已就本集團其他購買安排一艘船隻於二零一一年七月開出，而另一艘船隻於二零一一年九月開出。因此，本公司當時不認為本集團業務會受到不利影響，亦不認為有需要披露減值或刊登公告。

### 9. 其他營運開支

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
	<b>76</b>	736
	<b>13,038</b>	-
	-	1,686
	-	44,840
	<b>302,118</b>	-
	-	284
	<b>315,232</b>	47,546

附註:

- (i) 商譽減值虧損為非現金項目，由可持續森林管理分部所屬現金產生單位所每年進行之減值測試產生。詳情請參閱附註21。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 10. LOSS BEFORE TAXATION

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

### 10. 除稅前虧損

本集團除稅前虧損乃經扣除／（計入）下列各項後得出：

		<b>2014</b>	2013
	<i>Notes</i>	二零一四年	二零一三年
	<i>附註</i>	<b>HK\$'000</b>	HK\$'000
		港幣千元	港幣千元
<b>(a) Net finance costs</b>	<b>(a) 融資費用淨額</b>		
Interest income from consideration receivable	應收代價之利息收入	-	(5,324)
Interest income from bank deposits	銀行存款之利息收入	<b>(41)</b>	(8)
Total interest income on financial assets not at fair value through profit or loss	並非按公平值計入損益賬之財務資產之利息收入總額	<b>(41)</b>	(5,332)
Finance costs	融資費用		
Interest on loans and other borrowings wholly repayable within five years	須於五年內悉數償還貸款及其他借貸之利息	<b>921</b>	5,083
Interest on promissory notes	承付票據之利息	<b>134</b>	131
Interest on amounts due to shareholders	應付股東款項之利息	<b>990</b>	10,640
Interest on amounts due to related companies	應付關連公司款項之利息	<b>6</b>	668
Finance charges on obligations under finance leases	融資租約承擔之融資開支	-	49
Total interest expenses on financial liabilities not at fair value through profit or loss	並非按公平值計入損益賬之財務負債之利息開支總額	<b>2,051</b>	16,571
		<b>2,010</b>	11,239

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 10. LOSS BEFORE TAXATION (continued)

### 10. 除稅前虧損 (續)

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>(b) Staff costs (including directors' remuneration)</b>	<b>(b) 員工成本 (包括董事酬金)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	<b>8,869</b>	38,198
Contributions to defined contribution retirement plans	定額供款退休計劃供款	<b>964</b>	1,137
Equity-settled share-based payment	以股權結算之股份付款	<b>446</b>	(349)
	35	<b>10,279</b>	38,986
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Cost of inventories*	存貨成本*	<b>49,453</b>	65,458
Depreciation	折舊	<b>3,027</b>	2,300
Minimum lease payments under operating leases for land and buildings (including directors' quarters)	土地及樓宇(包括董事宿舍)經營租約之最低租金付款	<b>551</b>	2,485
Auditor's remuneration	核數師酬金		
– audit services	– 審核服務	<b>1,255</b>	1,088
– other services	– 其他服務	<b>655</b>	718
		<b>1,910</b>	1,806
Gross rental income from investment properties less direct outgoings of approximately HK\$6,000 (2013: HK\$Nil)	投資物業租金收入總額減直接支出約港幣6,000元(二零一三年: 港幣零元)	<b>3</b>	–

\* Cost of inventories includes depreciation of approximately HK\$13,000 (2013: HK\$Nil), the amount of which is also included in the respective total amounts disclosed separately above.

\* 存貨成本包括折舊約港幣13,000元(二零一三年: 港幣零元), 有關款項亦已包括在上文分別披露之相關總額當中。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' remuneration disclosed pursuant to Section 78 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622), with reference to Section 161 of the predecessor Hong Kong Companies Ordinance (Cap. 32) and the chief executive's remuneration are as follows:

### 11. 董事及最高行政人員之酬金

根據新香港公司條例(第622章)附表11第78條(參考香港法例第32章前香港公司條例第161條)披露之董事及最高行政人員之酬金如下:

		2014 二零一四年				
		Salaries and other benefits	Retirement scheme contributions	Share- based payment	Total	
		薪金及 其他福利	退休 計劃供款	以股份支付	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	
<b>Executive Directors</b>	<b>執行董事</b>					
ZHOU Jing	周靜	120	-	316	436	
MUNG Wai Ming	蒙偉明	120	-	316	436	
		<b>240</b>	<b>-</b>	<b>632</b>	<b>872</b>	
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
William Keith JACOBSEN	葉偉其	120	-	-	120	
WU Wang Li	吳弘理	120	-	-	120	
NG Wai Hung	吳偉雄	240	-	-	240	
		<b>480</b>	<b>-</b>	<b>-</b>	<b>480</b>	
		<b>720</b>	<b>-</b>	<b>632</b>	<b>1,352</b>	

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

### 11. 董事及最高行政人員之酬金 (續)

		2013 二零一三年				
		Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Retirement scheme contributions 退休 計劃供款 HK\$'000 港幣千元	Share- based payment 以股份支付 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Executive Directors</b>		<b>執行董事</b>				
ZHOU Jing (Appointed on 4 January 2013)	周靜 (於二零一三年一月四日獲委任)	-	29	-	-	29
MUNG Wai Ming (Appointed on 4 January 2013)	蒙偉明 (於二零一三年一月四日獲委任)	-	29	-	-	29
LOH Jiah Yee, Katherine (Resigned on 15 February 2013)	樂家宜 (於二零一三年二月十五日辭任)	-	1,469	3	169	1,641
FLETCHER Yurk Nam, Sandy (Resigned on 1 March 2013)	姜若男 (於二零一三年三月一日辭任)	-	3,553	8	-	3,561
LEUNG Siu Hung, Joel (Resigned on 8 February 2013)	梁紹雄 (於二零一三年二月八日辭任)	-	57	-	(166)	(109)
LI Zhixiong (Retired on 5 February 2013)	李志雄 (於二零一三年二月五日退休)	-	677	12	-	689
SHIH Chiu, David (Resigned on 30 September 2012)	施秋 (於二零一二年九月三十日辭任)	-	-	-	-	-
		-	5,814	23	3	5,840
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>				
John Tewksbury BANIGAN (Resigned on 17 January 2013)	John Tewksbury BANIGAN (於二零一三年一月十七日辭任)	263	-	-	110	373
KEUNG Paul Hinsum (Resigned on 8 February 2013)	姜顯森 (於二零一三年二月八日辭任)	128	-	-	-	128
Donald Smith WORTHLEY (Resigned on 17 January 2013)	Donald Smith WORTHLEY (於二零一三年一月十七日辭任)	132	-	-	-	132
William Keith JACOBSEN (Appointed on 4 January 2013)	葉偉其 (於二零一三年一月四日獲委任)	29	-	-	-	29
WU Wang Li (Appointed on 17 January 2013)	吳弘理 (於二零一三年一月十七日獲委任)	25	-	-	-	25
NG Wai Hung (Appointed on 8 February 2013)	吳偉雄 (於二零一三年二月八日獲委任)	34	-	-	-	34
		611	-	-	110	721
		611	5,814	23	113	6,561

On 6 April 2011, Mr. LEUNG Chau Ping, Paul was re-designated from the position as an executive director of the Company to a non-executive director and resigned as chief executive. Since then and up to the date of approval of financial statements, the position of chief executive has not been appointed. During the current financial year when no chief executive was appointed, the functions of chief executive have been performed by the executive directors with the assistance of the management of the Company.

於二零一一年四月六日，梁秋平先生由本公司執行董事調任為非執行董事，並辭任行政總裁職務。自此至批准財務報告日期，行政總裁一職尚未委任。於本財政年度行政總裁職位懸空期間，行政總裁之職務於本公司管理層之協助下由執行董事履行。



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## 綜合財務報告附註

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

### 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

Therefore, the executive directors together act as the chief executive of the Company and are responsible for the Company's day to day management and overall activities. The remuneration of executive directors for 2013 and 2014 are disclosed above.

There was no arrangement under which a director has waived or agreed to waive any remuneration.

During the year ended 31 March 2014, no emolument was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

### 12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals during the year included two (2013: two) directors, details of whose remuneration are set out in Note 11 above. Details of the remuneration of the remaining three (2013: three) non-directors and non-chief executive, highest paid individuals were as follows:

		<b>2014</b> 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	<b>1,566</b>	2,145
Retirement scheme contributions	退休計劃供款	<b>30</b>	29
Share-based payment	以股份支付	<b>-</b>	39
		<b>1,596</b>	2,213

The remuneration of the non-director and non-chief executive, highest paid individuals fell within the following bands:

		<b>Number of individuals</b> 僱員數目	
		<b>2014</b> 二零一四年	2013 二零一三年
HK\$Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	<b>3</b>	3
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	<b>-</b>	-
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	<b>-</b>	-
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	<b>-</b>	-
		<b>3</b>	3

During the years ended 31 March 2014 and 31 March 2013, no emolument was paid by the Group to such individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

### 11. 董事及最高行政人員之酬金

(續)

因此，執行董事同時擔任本公司最高行政人員，負責本公司日常管理及整體業務。執行董事於二零一三年及二零一四年之薪酬於上文披露。

概無董事放棄或同意放棄任何酬金的安排。

截至二零一四年三月三十一日止年度內，本集團並無向董事支付酬金，以作為彼等加入或於加入本集團時之獎勵或離職補償。

### 12. 最高薪人士

年內五名最高薪人士包括兩名（二零一三年：兩名）董事，有關彼等之酬金詳情載於上文附註11。餘下三名（二零一三年：三名）最高薪非董事及非行政總裁人士之酬金詳情如下：

		<b>2014</b> 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	<b>1,566</b>	2,145
Retirement scheme contributions	退休計劃供款	<b>30</b>	29
Share-based payment	以股份支付	<b>-</b>	39
		<b>1,596</b>	2,213

最高薪非董事及非行政總裁人士之酬金介乎以下範圍：

		<b>Number of individuals</b> 僱員數目	
		<b>2014</b> 二零一四年	2013 二零一三年
HK\$Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	<b>3</b>	3
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	<b>-</b>	-
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	<b>-</b>	-
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	<b>-</b>	-
		<b>3</b>	3

截至二零一四年及二零一三年三月三十一日止年度內，本集團並無向有關人士支付酬金，以作為彼等加入或於加入本集團時之獎勵或離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 13. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

#### (a) Income tax in the consolidated statement of profit or loss represents:

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>Current tax</b>	即期稅項		
<b>- Hong Kong Profits Tax</b>	- 香港利得稅		
- Current year	- 本年度	-	799
- Over provision in prior year	- 過往年度超額撥備	<b>(49,456)</b>	-
<b>Current tax</b>	即期稅項		
<b>- PRC Enterprise Income Tax</b>	- 中國企業所得稅		
- Current year	- 本年度	<b>1,359</b>	-
<b>Deferred tax</b>	遞延稅項		
- Origination and reversal of temporary differences	- 產生及撥回暫時差額	<b>(73,188)</b>	(163,944)
		<b>(121,285)</b>	(163,145)

Hong Kong Profits Tax has been provided at the rate of 16.5% of the estimated assessable profits arising in Hong Kong for the year ended 31 March 2013. No Hong Kong Profits Tax charge for the year ended 31 March 2014.

As mentioned in Note 8(i), a subsidiary of the Company completed the sales transaction in March 2011, and recognized a profit tax payable amounting to approximately HK\$49,456,000 in 2011. In 2012, the subsidiary of the Company incurred significant loss for the year, including the impairment of the outstanding trade receivable. The subsidiary of the Company filed the relevant tax return and tax computation which net off the tax payable and subsequent impairment loss of trade receivable to the Hong Kong Inland Revenue Department (the "IRD") during the year 2014. After the IRD assessment, the IRD agreed the adjusted tax loss, and not charge for any profit tax as calculated for the year 2011. As a result, the Group recognized an over-provision of taxation for previous year in 2014.

Brazil income tax rate is 34% (2013: 34%) of the estimated assessable profits arising in Brazil. No Brazil income tax has been provided for in the financial statements as the Brazil's subsidiary has no assessable profit for both years.

### 13. 綜合損益表之所得稅

#### (a) 綜合損益表之所得稅代表：

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>Current tax</b>	即期稅項		
<b>- Hong Kong Profits Tax</b>	- 香港利得稅		
- Current year	- 本年度	-	799
- Over provision in prior year	- 過往年度超額撥備	<b>(49,456)</b>	-
<b>Current tax</b>	即期稅項		
<b>- PRC Enterprise Income Tax</b>	- 中國企業所得稅		
- Current year	- 本年度	<b>1,359</b>	-
<b>Deferred tax</b>	遞延稅項		
- Origination and reversal of temporary differences	- 產生及撥回暫時差額	<b>(73,188)</b>	(163,944)
		<b>(121,285)</b>	(163,145)

截至二零一三年三月三十一日止年度，香港利得稅根據於香港產生之估計應課稅溢利按稅率16.5%計提撥備。於截至二零一四年三月三十一日止年度概無計入香港利得稅。

誠如附註8(i)所述，本公司附屬公司於二零一一年三月完成銷售交易，以及於二零一一年確認應付利得稅約港幣49,456,000元。於二零一二年，本公司附屬公司錄得重大年度虧損，包括未收回應收貿易款項之減值。本公司附屬公司已於二零一四年提交相關報稅表及稅務計算表（與應付稅項及應收貿易款項之其後減值虧損抵銷）予香港稅務局（「香港稅務局」）。經過香港稅務局評估後，香港稅務局同意經調整稅務虧損，以及不計入任何二零一一年之利得稅。故此，本集團於二零一四年錄得先前年度超額稅項撥備。

巴西所得稅根據於巴西產生之估計應課稅溢利之稅率為34%（二零一三年：34%）。由於巴西附屬公司於兩個年度均無應課稅溢利，故並無就巴西所得稅於財務報表計提撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 13. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

#### (a) Income tax in the consolidated statement of profit or loss represents: (continued)

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (2013: 25%).

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

#### (b) Reconciliation between tax expense and accounting loss at applicable tax rates:

Loss before taxation	除稅前虧損
Notional tax on loss before taxation, calculated at the rates applicable to loss in the countries concerned	按有關國家適用於虧損之稅率計算之除稅前虧損之名義稅項
Tax effect of non-taxable income	毋須課稅收入之稅務影響
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損
Over provision in prior year	過往年度超額撥備
Tax credit	稅項抵免

### 13. 綜合損益表之所得稅 (續)

#### (a) 綜合損益表之所得稅代表：(續)

中國附屬公司須繳納25% (二零一三年：25%) 中國企業所得稅。

於其他司法權區產生之稅項按相關司法權區之適用稅率計算。

#### (b) 採用適用稅率計算之稅項開支與會計虧損之對賬：

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Loss before taxation	<b>(611,439)</b>	(489,821)
Notional tax on loss before taxation, calculated at the rates applicable to loss in the countries concerned	<b>(212,059)</b>	(174,580)
Tax effect of non-taxable income	<b>(4,488)</b>	(2,579)
Tax effect of non-deductible expenses	<b>148,240</b>	17,826
Tax effect of unused tax losses not recognised	<b>1,326</b>	14,272
Utilisation of previously unrecognised tax losses	<b>(4,848)</b>	(18,084)
Over provision in prior year	<b>(49,456)</b>	-
Tax credit	<b>(121,285)</b>	(163,145)

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 13. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

#### (c) Tax effect relating to each component of other comprehensive loss

	2014 二零一四年			2013 二零一三年		
	Before tax amount 除稅前數額 HK\$'000 港幣千元	Tax (expenses)/ benefit 稅項 (開支)/ 優惠 HK\$'000 港幣千元	Net-of-tax amount 扣除稅項後數額 HK\$'000 港幣千元	Before tax amount 除稅前數額 HK\$'000 港幣千元	Tax (expenses)/ benefit 稅項 (開支)/ 優惠 HK\$'000 港幣千元	Net-of-tax amount 扣除稅項後數額 HK\$'000 港幣千元
Exchange differences on translation of financial statements of overseas subsidiaries	(11,884)	-	(11,884)	(49,534)	-	(49,534)
換算海外附屬公司財務報告所產生匯兌差額	(11,884)	-	(11,884)	(49,534)	-	(49,534)

### 14. DIVIDENDS

The directors of the Company do not propose the payment of any dividend for the year ended 31 March 2014 (2013: HK\$Nil).

### 13. 綜合損益表之所得稅 (續)

#### (c) 其他全面虧損各組成部分之稅務影響

### 14. 股息

本公司董事不建議就截至二零一四年三月三十一日止年度派付任何股息(二零一三年:港幣零元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 15. LOSS ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The consolidated loss attributable to the owners of the Company includes a loss of approximately of HK\$576,807,000 (2013: HK\$366,459,000) for the year ended 31 March 2014, which has been dealt with in the financial statements of the Company.

### 16. LOSS PER SHARE

(a) The calculation of basic and diluted loss per share is based on the loss attributable to the owners of the Company as follows and the reconciliation of the weighted average number of shares as shown in Note (b):

Loss	虧損
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之虧損
– Loss attributable to the owners of the Company	– 本公司擁有人應佔虧損

Diluted loss per share equals to the basic loss per share for the years ended 31 March 2014 and 2013 because the outstanding convertible preferred shares, share options, warrants and other potential ordinary shares in issue had an anti-dilutive effect on the basic loss per share.

#### (b) Weighted average number of shares

Number of Shares	股份數目
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數

\* The weighted average number of ordinary shares held in 2013, for the purpose of calculating basic loss per share, has been adjusted for the six-for-one share consolidation during the year 2014.

\*\* The weighted average number of ordinary shares used in 2014 and 2013, for the purpose of calculation basic and diluted loss per share, has been retrospectively adjusted for the open offer on the basis of one offer share for every ten existing shares held with an issue of five bonus share for every share subscribed, which included the bonus element and took place after the end of the reporting period.

### 15. 本公司擁有人應佔虧損

已於本公司財務報告處理之本公司擁有人應佔綜合虧損包括截至二零一四年三月三十一日止年度錄得虧損約港幣576,807,000元(二零一三年:港幣366,459,000元)。

### 16. 每股虧損

(a) 每股基本及攤薄虧損乃根據以下本公司擁有人應佔虧損及附註(b)之股份加權平均數之對賬計算:

2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
(490,133)	(326,601)

由於尚未行使之可換股優先股、購股權、認股權證以及其他已發行潛在普通股之每股基本虧損具反攤薄影響，故截至二零一四年及二零一三年三月三十一日止年度之每股攤薄虧損相等於每股基本虧損。

#### (b) 股份加權平均數

2014 二零一四年 '000 千股	2013 二零一三年 '000 千股 (Restated) (經重列)
1,709,284	1,452,773

\* 為計算每股基本虧損，二零一三年持有之普通股加權平均數已就二零一四年進行六合一股份合併作出調整。

\*\* 就計算每股基本及攤薄虧損而言，於二零一四年及二零一三年採用之普通股加權平均數已就公開發售(基準為每持有十股現有股份獲發一股發售股份)及就每認購一股股份獲發五股紅股(計入紅利部分及已於報告期末落實)追溯調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

#### The Group

#### 本集團

		Freehold	Property	Furniture	Machinery,	Motor	Construction	Total
		Lands		and	and other		vehicles	
		永久		fixtures	engineering			
		業權土地	物業	傢俬及裝置	機器、工程及	汽車	在建工程	總計
		(Note a)			其他設備			
		(附註a)						
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost</b>	<b>成本</b>							
At 1 April 2012	於二零一二年 四月一日	202,944	-	3,048	4,824	3,470	2,024	216,310
Additions	添置	-	-	627	289	348	1,425	2,689
Disposals	出售	-	-	(289)	(432)	(1,260)	-	(1,981)
Transfer	轉移	-	-	2,642	821	-	(3,463)	-
Write off	撇銷	-	-	(1,437)	(642)	-	-	(2,079)
Exchange movement	匯兌變動	(19,858)	-	(46)	(322)	(283)	14	(20,495)
At 31 March 2013	於二零一三年 三月三十一日	183,086	-	4,545	4,538	2,275	-	194,444
At 1 April 2013	於二零一三年 四月一日	183,086	-	4,545	4,538	2,275	-	194,444
Disposals	出售	-	-	(5)	(166)	(310)	-	(481)
Acquisition of subsidiaries	收購附屬公司	-	3,220	100	-	-	-	3,320
Exchange movement	匯兌變動	(19,358)	-	34	(234)	(225)	-	(19,783)
At 31 March 2014	於二零一四年 三月三十一日	163,728	3,220	4,674	4,138	1,740	-	177,500

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 17. PROPERTY, PLANT AND EQUIPMENT

(continued)

### 17. 物業、廠房及設備 (續)

The Group (continued)

本集團 (續)

		Freehold Lands 永久 業權土地 (Note a) (附註a)	Property 物業	Furniture and fixtures 傢俬及裝置	Machinery, engineering and other equipment 機器、工程及 其他設備	Motor vehicles 汽車	Construction in progress 在建工程	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Accumulated depreciation and impairment losses</b>	<b>累計折舊及減值虧損</b>							
At 1 April 2012	於二零一二年 四月一日	-	-	536	905	1,563	-	3,004
Charge for the year	本年度折舊	-	-	1,339	452	509	-	2,300
Written back on disposals	出售時撥回	-	-	(45)	(172)	(325)	-	(542)
Write off	撇銷	-	-	(117)	(276)	-	-	(393)
Exchange movement	匯兌變動	-	-	1	(54)	(146)	-	(199)
At 31 March 2013	於二零一三年 三月三十一日	-	-	1,714	855	1,601	-	4,170
At 1 April 2013	於二零一三年 四月一日	-	-	1,714	855	1,601	-	4,170
Charge for the year	本年度折舊	-	2	2,285	373	367	-	3,027
Written back on disposals	出售時撥回	-	-	(2)	(64)	(236)	-	(302)
Exchange movement	匯兌變動	-	-	10	(53)	(159)	-	(202)
Impairment (Note (c))	減值 (附註(c))	11,009	-	172	1,690	167	-	13,038
At 31 March 2014	於二零一四年 三月三十一日	11,009	2	4,179	2,801	1,740	-	19,731
<b>Carrying amounts</b>	<b>賬面值</b>							
At 31 March 2014	於二零一四年 三月三十一日	152,719	3,218	495	1,337	-	-	157,769
At 31 March 2013	於二零一三年 三月三十一日	183,086	-	2,831	3,683	674	-	190,274

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 17. PROPERTY, PLANT AND EQUIPMENT

(continued)

#### The Group (continued)

Notes:

- (a) The freehold lands are held in Amazon Brazil where the 44,500-hectare natural forest is located. As mentioned in Note 41, UTRB had litigations with third parties, and they filed a precautionary injunction to prevent UTRB of selling its freehold lands without properly paying possible claim to them.
- (b) At 31 March 2014, the Group's property in Hong Kong with the carrying amount of approximately HK\$3,218,000 were pledged to secure the bank loans granted to the Group (Note 27).
- (c) At 31 March 2014, the harvesting operation in Acre, Brazil remained suspended. As the business environment continued to be difficult for the Group in Brazil, the board of directors changed its operation model in Acre from own harvesting to leasing out part of the forest in Brazil so as to enhance the income stream of the Group. As the directors changed its operation model, the board of directors impaired the freehold lands and plant and equipment in Brazil's subsidiary for a total carrying amount of HK\$13,038,000 for the year ended 31 March 2014. The estimates of recoverable amount were based on the freehold lands fair values less costs of disposal, using market comparison approach by reference to recent sales price of similar assets within the same industry. The fair value on which the recoverable amount based on is categorised as a Level 2 fair value measurement.
- (d) The analysis of carrying amounts of property is as follows:

In Hong Kong:  
– medium-term leases

香港：  
— 中期租約

### 17. 物業、廠房及設備 (續)

#### 本集團 (續)

附註：

- (a) 永久業權土地為位於巴西亞馬遜44,500公頃天然森林所在地。誠如附註41所述，UTRB與第三方有訴訟，而對方已申請預防性禁止令，以防UTRB在向其適當支付可能之索償前出售其永久業權土地。
- (b) 於二零一四年三月三十一日，本集團位於香港之賬面值約港幣3,218,000元物業已作為本集團獲授銀行貸款之抵押（附註27）。
- (c) 於二零一四年三月三十一日，巴西亞克裏州的砍伐業務繼續暫停。由於本集團在巴西繼續面對艱難經營環境，董事會改變在亞克裏州的經營模式，由自行砍伐改為出租巴西部分森林，從而提升本集團之收入流量。由於董事改變其經營模式，董事會於截至二零一四年三月三十一日止年度將巴西附屬公司之永久業權土地及廠房及設備之賬面總值減值，金額為港幣13,038,000元。可收回金額乃使用市場比較法根據永久業權土地之公平值減出售成本估計，已參考同行業內類似資產之最近售價。作為可收回金額根據之公平值歸類為第二層公平值計量。
- (d) 物業之賬面值分析如下：

2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
<b>3,218</b>	—



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 17. PROPERTY, PLANT AND EQUIPMENT

(continued)

### 17. 物業、廠房及設備 (續)

#### The Company

本公司

		<b>Furniture and other equipment</b>	<b>Total</b>
		傢俬及 其他設備 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
<b>Cost</b>	<b>成本</b>		
At 1 April 2012, 31 March 2013, 1 April 2013 and 31 March 2014	於二零一二年四月一日、 二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	376	376
<b>Accumulated depreciation</b>	<b>累計折舊</b>		
At 1 April 2012	於二零一二年四月一日	354	354
Charge for the year	本年度折舊	18	18
At 31 March 2013 and 1 April 2013	於二零一三年三月三十一日及 二零一三年四月一日	372	372
Charge for the year	本年度折舊	2	2
At 31 March 2014	於二零一四年三月三十一日	374	374
<b>Carrying amounts</b>	<b>賬面值</b>		
At 31 March 2014	於二零一四年三月三十一日	2	2
At 31 March 2013	於二零一三年三月三十一日	4	4

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 18. INTANGIBLE ASSETS

#### The Group

		Sales			Total
		Patent	contracts	Trademark	
		專利權	銷售合約	商標	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost</b>	<b>成本</b>				
At 1 April 2012, 31 March 2013, 1 April 2013 and 31 March 2014	於二零一二年四月一日、 二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	4,419	17,251	25,924	47,594
<b>Accumulated amortisation and impairment losses</b>	<b>累計攤銷及減值虧損</b>				
At 1 April 2012, 31 March 2013, 1 April 2013 and 31 March 2014	於二零一二年四月一日、 二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	4,419	17,251	25,924	47,594
<b>Carrying amount</b>	<b>賬面值</b>				
At 31 March 2014	於二零一四年三月三十一日	-	-	-	-
At 31 March 2013	於二零一三年三月三十一日	-	-	-	-

The Group acquired the patent for the “curved floor panels”, outstanding sales contracts and the registered trademark “新綠洲” through the acquisition of Originate Tech Global Investments Limited and its subsidiaries on 2 August 2011. These intangible assets were valued by an independent valuer as at the date of acquisition at HK\$48 million.

In previous years, the results of manufacturing and sale of timber products incurred loss. The net loss was primarily attributable to the rapid slow down of the property market and falling property prices in the PRC. As a result of the uncertainties in the PRC economy and continued depressed timber demand and prices, the Group impaired the value of the intangible assets related to manufacturing and sale of timber products.

### 18. 無形資產

#### 本集團

		Sales			Total
		Patent	contracts	Trademark	
		專利權	銷售合約	商標	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<b>Cost</b>	<b>成本</b>				
At 1 April 2012, 31 March 2013, 1 April 2013 and 31 March 2014	於二零一二年四月一日、 二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	4,419	17,251	25,924	47,594
<b>Accumulated amortisation and impairment losses</b>	<b>累計攤銷及減值虧損</b>				
At 1 April 2012, 31 March 2013, 1 April 2013 and 31 March 2014	於二零一二年四月一日、 二零一三年三月三十一日、 二零一三年四月一日及 二零一四年三月三十一日	4,419	17,251	25,924	47,594
<b>Carrying amount</b>	<b>賬面值</b>				
At 31 March 2014	於二零一四年三月三十一日	-	-	-	-
At 31 March 2013	於二零一三年三月三十一日	-	-	-	-

於二零一一年八月二日，本集團透過收購創科環球投資有限公司及其附屬公司取得「曲線地板」之專利權、未完成銷售合約及註冊商標「新綠洲」。獨立估值師就該等無形資產於收購日期所作估值為港幣48,000,000元。

於過往年度，製造及銷售木材產品業績錄得虧損。虧損淨額主要來自中國物業市場於短時間內放緩及中國物業價格下跌。由於中國經濟不明朗以及木材需求及價格持續受壓，本集團將對與製造及銷售木材產品有關之無形資產作出減值。

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

### 18. INTANGIBLE ASSETS (continued)

As there is no change for the recoverable amount of the intangible assets, no reversal of impairment is provided for the years ended 31 March 2014 and 2013.

### 19. INVESTMENT PROPERTIES

The Group's property interests held to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

#### The Group

At fair value	按公平值
At 1 April 2013	於二零一三年四月一日
Acquisition of subsidiaries (Note 37(b))	收購附屬公司(附註37(b))
At 31 March 2014	於二零一四年三月三十一日

### 18. 無形資產(續)

由於無形資產之可收回金額並無變動，故並無於截至二零一四年及二零一三年三月三十一日止年度計提減值撥回。

### 19. 投資物業

本集團持有物業權益以賺取租金，有關權益按公平值模型計量，並分類及入賬為投資物業。

#### 本集團

	<b>2014</b> 二零一四年 <b>HK\$'000</b> 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At fair value		
At 1 April 2013	-	-
Acquisition of subsidiaries (Note 37(b))	<b>23,699</b>	-
At 31 March 2014	<b>23,699</b>	-

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## 綜合財務報告附註

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### 19. INVESTMENT PROPERTIES (continued)

All of the Group's investment properties are situated in Hong Kong and are held under medium-term leases.

The investment properties are leased to third parties under operating leases, further details of which are included in Note 39(b) to the consolidated financial statements.

All of the Group's investment properties were pledged to secure bank loans granted to the Group (Note 27).

#### a) Fair value measurement of investment properties

##### i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

### 19. 投資物業 (續)

本集團所有投資物業均位於香港，按中期租賃持有。

該等投資物業按經營租賃出租予第三方，進一步詳情載於綜合財務報表附註39(b)。

本集團所有投資物業均已抵押，作為本集團獲授貸款之擔保（附註27）。

#### a) 投資物業公平值計量

##### i) 公平值層級

下表列示本集團投資物業之公平值，其按經常基準於報告期末計量，分為三個公平值層級（定義見國際財務報告準則第13號公平值計量）。釐定公平值計量分類層級時，乃參照估值技術所用輸入數據是否屬可觀察及其重要性：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公平值
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據為無市場數據之輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量之公平值

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

### 19. INVESTMENT PROPERTIES (continued)

#### a) Fair value measurement of investment properties (continued)

##### i) Fair value hierarchy (continued)

Group	本集團	Fair value at 31 March 2014 於二零一四年 三月三十一日之 公平值 HK\$'000 港幣千元	Fair value measurements as at 31 March 2014 categorised into 於二零一四年三月三十一日分類為以下層級之 公平值計量		
			Level 1 第一層 HK\$'000 港幣千元	Level 2 第二層 HK\$'000 港幣千元	Level 3 第三層 HK\$'000 港幣千元
Recurring fair value measurement	經常性公平值計量				
Investment properties in Hong Kong	香港投資物業	23,699	-	23,699	-

During the year ended 31 March 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of the fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零一四年三月三十一日止年度，第一級與第二級之間概無轉移，亦無轉出或轉入第三級。本集團之政策為於公平值層級間發生轉移之報告期間之結算日確認有關轉移。

##### ii) Valuation techniques and inputs used in Level 2 fair value measurements

All of the Group's investment properties were revalued as at 31 March 2014 on market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis using market data which is public available. The investment properties were revalued by Peak Vision Appraisals Limited, an independent professional valuer, who has a recognised and relevant professional qualification and recent experience in the location and category of properties being revalued. The directors of the Company have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at annual reporting date.

##### ii) 第二級公平值計量所用估值技術及輸入數據

本集團所有投資物業已於二零一四年三月三十一日按市場比較法重新估值，當中參考可資比較物業按每平方呎價格基準之近期售價，並採用可得之市場數據。投資物業由獨立專業估值師漂鋒評估有限公司進行重估，漂鋒評估有限公司持有獲認可及相關專業資格，並擁有對物業地點及類別進行重新估值之最新經驗。於各個中期及年度報告日期進行估值時，本公司董事與測量師相討估值假設及估值結果。

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## 綜合財務報告附註

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

### 20. BIOLOGICAL ASSETS

#### The Group

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At beginning of the year	於年初	344,172	913,049
Changes in fair value less costs to sell	公平值變動減銷售成本	(292,758)	(482,190)
Exchange movement	匯兌變動	(33,876)	(86,687)
At end of the year	於年終	17,538	344,172

The Group's forest assets, acquired through the business combination of Amplewell Holdings Limited ("Amplewell") and its subsidiaries ("Amplewell Group"), are located in the Northwest of Brazil, the State of Acre, Amazon Region (the "Brazil Forest"). At 31 March 2014 and 2013, the biological assets represent natural tropical forests. The total area of the Brazil Forest is approximately 44,500 hectares. Under the environmental laws in Brazil, 20% (2013: 20%) or 8,939 hectares (2013: 8,939 hectares) of the Brazil Forest area is the permanent preservation area and therefore is restricted from logging. At least 80% of the remaining area is designated as the sustainable forest management area and the balance is the permissible clear cut area that has no restriction on felling under the environmental laws of Brazil. In the sustainable forest management area, minimum impact logging techniques are used and forests are managed in a sustainable manner which means that the harvesting rate is below the overall natural growth of the forest. The main objective in sustainable forest management program is to ensure the substance of the forests be preserved. The maximum logging rate allowed under relevant regulations governing sustainable forest management is 30 cubic meters per hectare, an average, over a 25 to 30 year harvesting cycle.

On 27 March 2012, the board decided to suspend harvesting operations in Acre for 1 year until the operating environment for Universal Timber Resources do Brasil Ltda. ("UTRB"), a subsidiary within the Group, is improved. UTRB and its staff had been harassed by the alleged agent ("Alleged Agent") of a main contractor ("Main Contractor") in the tree felling service project in Rondonia. Not only was the tree felling service project adversely affected by the Alleged Agent, he also created a difficult and hostile environment for UTRB and its staff in Brazil. Since the harassments began in February 2011, the Alleged Agent harassed UTRB's staff and their family with death threats in numerous instances. The Group's employees especially in Brazil were scared and UTRB had experienced high turnover of personnel. As such, it was decided to suspend harvesting operations in Acre to address the concerns of its staff. For the year ended 31 March 2014, the Group recorded a revaluation loss on biological assets of approximately HK\$292.8 million (2013: HK\$482.1 million). The decrease was primarily attributable to the decrease in log prices of which decreased with a range of 17% to 32% during the year, depreciation of Brazilian Real against Hong Kong dollars and due to the change in operation model, the directors of the Company considered the Group cannot obtain the FSC certification.

### 20. 生物資產

#### 本集團

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At beginning of the year	344,172	913,049
Changes in fair value less costs to sell	(292,758)	(482,190)
Exchange movement	(33,876)	(86,687)
At end of the year	17,538	344,172

本集團透過合併沛源控股有限公司（「沛源」）及其附屬公司（「沛源集團」）之業務取得之森林資產位於巴西西北部之亞克裏州亞馬遜叢林區（「巴西森林」）。於二零一四年及二零一三年三月三十一日，生物資產指天然熱帶森林。巴西森林之總面積約為44,500公頃。根據巴西之環保法律，巴西森林面積之20%（二零一三年：20%）或8,939公頃（二零一三年：8,939公頃）為永久保護區，故嚴禁在此範圍內進行砍伐。餘下範圍最少80%指定作為可持續森林管理區，根據巴西環保法，其餘範圍屬並無砍伐限制之砍伐區。在可持續森林管理範圍內，已採用構成最低影響之砍伐技術，而森林乃以可持續之方式管理，保持砍伐比率低於森林整體天然生長速度。可持續森林管理計劃之主要目的為確保森林內之林木得到保護。可持續森林管理之相關監管規例容許之最大砍伐率為於二十五至三十年之砍伐周期內平均每公頃30立方米。

於二零一二年三月二十七日，董事會決定暫停亞克裏州之伐木業務一年，直至 Universal Timber Resources do Brasil Ltda.（「UTRB」）之經營環境有所改善為止。UTRB及其員工在朗多尼亞州之伐木服務項目上被主承包商（「主承包商」，本集團之附屬公司）之指稱代理（「指稱代理」）騷擾。指稱代理不單為伐木服務項目帶來不利影響，彼亦令UTRB及其員工在巴西面對艱鉅及敵對局面。自騷擾事件於二零一一年二月開始發生以來，指稱代理多次以死亡威脅騷擾UTRB員工及彼等之家人。本集團之員工，特別於巴西之員工深感恐懼，導致UTRB之員工流失率高企。因此，本集團決定暫停亞克裏州之伐木業務以解除員工之憂慮。截至二零一四年三月三十一日止年度，本集團就生物資產錄得重估虧損約港幣292,800,000元（二零一三年：港幣482,100,000元），主要由於原木價格於年內下跌17%至32%及營運模式改變所致，本公司董事認為其不能取得FSC認證。

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## 綜合財務報告附註

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### 20. BIOLOGICAL ASSETS (continued)

For the year ended 31 March 2013, the fair value of the biological assets decreased from HK\$913,049,000 to HK\$344,172,000. The decrease was primarily attributable to the decrease in log prices, which decrease 37% during the year and depreciation of Brazilian Real against Hong Kong dollars.

The forest engineer adopted the following methodology in determining the harvestable area of the Brazil forests in the technical report used for the 2013 and 2014 valuation. This methodology or standard (Modelflora – Digital Model of Forest Exploration) was developed locally in Brazil by Embrapa (Brazilian Enterprise for Agricultural Research). Adoption is not mandatory by the state but recommended to the forest engineer professionals.

During the valuation process, Greater China Appraisal Limited (“GCA”) referenced to a technical report on estimation of quality and quantity of commercial and potentially commercial wood species and residues resulting from the forest exploitation issued by CAAP FORESTAL (“CAAP”). CAAP performs only once diagnostic sampling for the whole farm area under current State regulation. 100% census of the inventory will be performed inside each unit of production area in order to obtain new operating license for each unit of production area. In general, it is common practice by forest engineers to assume there is no change in the forest inventory as the tropical natural forestry asset is very stable within five to ten years, so there is not necessary to perform detailed sampling every year. Rain forest is a long lasting asset if without human intervention (Amazon forest is estimated to have existed for some 10 million years). Temporary hostile climate, e.g. strong wind, heavy rain and flooding do not change the natural habitat of the forest. Disease and fire might affect the forestry assets, but to the best knowledge of the Company, no known fire and abnormal wood disease were reported during the periods covered under the valuation. Temperature might affect the quality/volume of the forestry asset, but in a long term prospective (which usually over decades) instead of affecting within a short period of time.

Notwithstanding the above, CAAP obtains satellite image of the farms in August every year with spatial resolution of 15 m (49 ft). This is to recognize if there is any abnormal situation (e.g. sudden large scale clearing/disappearing of trees) in the farms. It indicated that any object or abnormality with 15 m in size will be shown on the satellite image. CAAP also monitors the daily updates on burns and fires in Brazil forest area: <http://www.inpe.br/queimadas/>.

### 20. 生物資產 (續)

截至二零一三年三月三十一日止年度，生物資產之公平值由港幣913,049,000元減至港幣344,172,000元，主要由於原木價格下跌（年內跌幅為37%）、巴西雷亞爾兌港幣貶值所致。

森林工程師於技術報告中採用以下方法就二零一三年及二零一四年之估值釐定巴西森林之可供伐砍範圍。該方法或準則（Modelflora – Digital Model of Forest Exploration）由Embrapa（Brazilian Enterprise for Agricultural Research）於巴西研發。國家並無強制要求採用該方法，惟已向專業森林工程師推薦。

估值過程中，漢華評估有限公司（「漢華評估」）參考由CAAP FORESTAL（「CAAP」）所發表就森林開發而估計商業及潛在商業木材種類及木渣質量及數量的技術報告。CAAP根據現時國家規例僅就整個農場範圍作一次抽樣檢查。為使產區每個單位均取得新營運牌照，將於產區每個單位內對所有存貨進行統計調查。一般而言，由於五至十年內的熱帶天然林資產相當穩定，森林工程師普遍會假設森林存貨概無變動，故毋須每年作出詳細抽樣檢查。在不受人為干擾的情況下，熱帶雨林應為長久的資產（估計亞馬遜森林已有約一千萬年歷史）。短暫不利氣候，如強風、暴雨及水災不會改變森林的自然生態。疾病及火災或會影響森林資產，惟就本公司所深知，估值所涵蓋期間並無已知的火災及異常病木。氣溫亦可能影響森林資產的質量／數量，但並非在短期內有所影響，通常在幾十年後較長期間方受影響。

除上文所述者外，CAAP於每年八月取得農場的衛星圖像，其空間解像為15米（49呎），以確認農場是否有任何異常情況（如樹木突然大規模遭清除／消失）。衛星圖像會顯示任何大小為15米的物體或異常物。CAAP亦每日於<http://www.inpe.br/queimadas/>上監察巴西森林面積是否遭燒毀及火災。

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## 綜合財務報告附註

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### 20. BIOLOGICAL ASSETS (continued)

The Brazil Forest was independently valued by GCA, an independent qualified professional valuer not connected with the Group. GCA has experience in valuing similar forestry assets. The key consultant involved in this valuation being a Certified Valuation Analyst of the International Association of Consultants, Valuators and Analysts, and has no present or prospective interest in the Group's biological assets and no personal interest or bias with respect to the Group. In the opinion of the directors of the Company, GCA is independent and competent to determine the fair value of the Group's biological assets. As the value of the biological asset is determined by the ability to generate a stream of benefits in future, GCA has adopted a discounted cash flow methodology in valuing the Brazil Forest. The following are the major assumptions used in the valuation:

- a logging volume of 21.5 m<sup>3</sup> (2013: 21.5 m<sup>3</sup>) per hectare in the sustainable forest management program area.
- a post tax discount rate of 17.4% (2013: 16.5%) based on the data and factors relevant to the economy of Brazil, the industry of forest business and the harvestable resources in the Brazil Forest, and the weighted average cost of capital.
- harvesting activities for the first 30-year cycle will resume from the calendar year of 2015 and complete in 7 years (2013: 7 years). Revenue or costs from subsequent harvesting cycle are not taken into account.
- average logs price growth at a rate of 3% per annum (2013: 3% per annum) in the next 7 years (2013: 7 years) which is the expected long term growth rate was estimated by reference to the Consumer Price Index in USA.
- the cost of revenue mainly includes forest planning and management, staffing costs, felling and skidding costs, loading and transportation costs, tallying and pointing costs, harvesting overhead costs, issue of forest origin document costs, annual operating license fees and cost of harvesting residues. The cost of revenue is assumed to increase in-line with the long term growth rate of 3%, which is based on the long term inflation rate. The market price is based on the market quotations of log sale prices provided by the management.

### 20. 生物資產 (續)

巴西森林由與本集團並無關連之獨立合資格專業估值師漢華評值獨立評估。漢華評值具備評估類似森林資產之經驗。參與是次估值之主要顧問為國際顧問、評價師及分析師協會的認可企業價值評估分析師，於本集團之生物資產並無現有或未來權益，亦無涉及本集團之個人利益或偏袒。本公司董事認為，漢華評值屬獨立，有能力釐定本集團生物資產之公平值。由於釐定生物資產價值時，乃視乎其於未來產生利益來源之能力，漢華評值就評估巴西森林採用貼現現金流轉法。以下為評估所用主要假設：

- 可持續森林管理計劃範圍之砍伐量為每公頃21.5立方米（二零一三年：21.5立方米）。
- 稅後折現率17.4%（二零一三年：16.5%）乃按照與巴西經濟環境有關之資料及因素、林業業務行業概況、於巴西森林之可供砍伐資源以及加權平均資本成本釐定。
- 首三十年周期之砍伐活動將自二零一五曆年起恢復，並於七年（二零一三年：七年）內完成。並無計及往後砍伐周期之收入或成本。
- 未來七年（二零一三年：七年）之平均原木價格增幅為每年3%（二零一三年：每年3%），與經參考美國消費物價指數估計之長期增長率一致。
- 收益成本主要包括森林規劃及管理、員工成本、砍伐及集運成本、裝載及運輸成本、理貨及點算成本、伐木經常性成本、出具森林來源地文件成本、年度營運牌照費及砍伐木渣成本。已假定收益成本按照長期通脹率3%上升，此乃基於長期資料所示之利率。市價乃基於管理層所提供之原木售價市場報價。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 20. BIOLOGICAL ASSETS (continued)

- Forest Stewardship Council (the "FSC") certification demonstrates fulfillment of social and ecological criteria, while increasing the prices achievable for timber products. As the directors changed the operation model, the Group will not obtain the FSC certification in 2015, and the Group cannot enjoy a price premium of 15%. Therefore, the fair value of the biological assets decreased.

For the year ended 31 March 2013, based on current market practices, the directors estimated that the Group could enjoy a price premium of 15% over non FSC timber products from 2015 when the Group obtaining the FSC certification.

For the year ended 31 March 2014, the harvesting operation in Acre, Brazil remained suspended. As the business environment continued to be difficult for the Group in Brazil, the board of directors changed the operation model in Acre from own harvesting to leasing out the forest in Brazil so as to enhance the income stream of the Group.

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's biological assets:

### 20. 生物資產 (續)

- 森林管理委員會 ("FSC") 認證顯示本集團符合社會及生態標準，同時可提高木材產品售價。由於董事已改變營運模式，本集團將不會於二零一五年取得FSC認證，亦無法享有15%之價格溢價。因此，生物資產之公平值有所減少。

截至二零一三年三月三十一日止年度，按現時市場慣例，董事估計本集團於二零一五年取得FSC認證後，產品價格可較非FSC木材產品高出15%。

於截至二零一四年三月三十一日止年度，巴西亞克裏州之伐木業務仍然暫停。由於本集團於巴西的業務情況依然艱困，董事會將亞克裏州之營運模式由自有伐木改為出租本集團於巴西之森林，藉以改善本集團的收入來源。

#### 公平值等級

下表說明本集團生物資產之公平值計量等級：

#### Fair value measurement using

使用下列數據之公平值計量

Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
活躍市場報價 (第一級)	重大可觀察輸入數據 (第二級)	重大不可觀察輸入數據 (第三級)	總計
HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元

#### As at 31 March 2014

二零一四年三月三十一日

Recurring fair value measurement for:

經常性公平值計量：

Biological asset

生物資產

-

-

17,538

17,538

During the year ended 31 March 2014, there were no transfers between Level 1 and Level 2 and no transfers into or out of Level 3. The Group's policy is to recognise transfer between levels of fair value hierarchy at the end of the reporting period in which they occur.

於截至二零一四年三月三十一日止年度，第一級與第二級之間並無轉撥，亦無第三級轉入或轉出。本集團之政策是於公允值層級之間發生轉移之呈報期完結日確認有關轉移。

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## 綜合財務報告附註

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

### 20. BIOLOGICAL ASSETS (continued)

#### Fair value hierarchy (continued)

Reconciliation of fair value measurements categorized within Level 3 of the fair value hierarchy:

Net carrying amount at 1 April	於四月一日之賬面淨值
Exchange movement	匯兌變動
Changes in fair value less costs to sell	公平值減出售成本之變動
Net carrying amount at 31 March	於三月三十一日之賬面淨值

Exchange movement of biological assets is recognized in other comprehensive income in “exchange fluctuation reserve”.

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life. This method involves the projection of a series of cash flows on an asset interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset.

The directors of the Company have discussion with the valuer on the valuation assumptions and valuation results when the valuation is performed at annual report date.

The Group is exposed to a number of risks related to its natural forest.

#### (i) Regulatory and environmental risks

The Group is subject to laws and regulations in Brazil 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. The Directors are not aware of any environmental liabilities as at 31 March 2014.

#### (ii) Supply and demand risk

The Group is exposed to risks arising from fluctuations in the price and sales volume of logs. When possible the Group manages this risk by controlling its harvest volume, according to market conditions. Management performs regular industry trend analysis to ensure the Group's pricing policy is comparable to the market and the projected harvesting volumes are consistent with the expected demand.

### 20. 生物資產 (續)

#### 公平值等級 (續)

分類為公平值等級第三級之公平值計量對賬：

		Group 本集團	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Net carrying amount at 1 April	於四月一日之賬面淨值	344,172	913,049
Exchange movement	匯兌變動	(33,876)	(86,687)
Changes in fair value less costs to sell	公平值減出售成本之變動	(292,758)	(482,190)
Net carrying amount at 31 March	於三月三十一日之賬面淨值	17,538	344,172

生物資產之匯兌波動於其他全面收入內之「匯兌波動儲備」確認。

根據貼現現金流量法，公平值乃採用假設有所有權的權益及負債超過資產之壽命進行估計。該方法涉及對資產權益之一連串現金流量之預測。市場衍生之貼現率適用於預測現金流量，以便確立與資產有關之收入來源之現值。

估值師於年報日期進行估值時，本公司董事已與彼就估值假設及估值結果進行磋商。

本集團面對多項與天然森林有關之風險。

#### (i) 監管及環境風險

本集團受其業務所在之巴西北法例及規例規管。本集團已制訂環境政策及程序，旨在遵守當地之環保及其他法例。管理層定期進行檢討，以確定環境風險及確保現行制度足以管理有關風險。於二零一四年三月三十一日，董事並不知悉任何環保責任。

#### (ii) 供求風險

本集團面對原木價格及銷售量波動產生之風險。在可能情況下，本集團根據市況控制其砍伐量，以管理此項風險。管理層定期進行行業趨勢分析，以確保本集團定價政策貼近市場水平及預計砍伐量與預期需求一致。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 21. GOODWILL

#### The Group

		Sustainable forest management (Note i) 可持續森林 管理業務 (附註i) HK\$'000 港幣千元	Manufacturing and sale of timber products (Note ii) 製造及 銷售木材產品 (附註ii) HK\$'000 港幣千元	Total  總計  HK\$'000 港幣千元
<b>Cost</b>	<b>成本</b>			
At 1 April 2012, 31 March 2013 and 1 April 2013	於二零一二年四月一日、二零一三年 三月三十一日及二零一三年四月一日	1,686,883	77,353	1,764,236
Arising from acquisition of subsidiaries	收購附屬公司所產生	-	-	-
At 31 March 2014	於二零一四年三月三十一日	1,686,883	77,353	1,764,236
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>			
At 1 April 2012, 31 March 2013 and 1 April 2013	於二零一二年四月一日、二零一三年 三月三十一日及二零一三年四月一日	1,384,765	77,353	1,462,118
Impairment losses recognised during the year	於年內已確認減值虧損	302,118	-	302,118
At 31 March 2014	於二零一四年三月三十一日	1,686,883	77,353	1,764,236
<b>Carrying amounts</b>	<b>賬面值</b>			
At 31 March 2014	於二零一四年三月三十一日	-	-	-
At 31 March 2013	於二零一三年三月三十一日	302,118	-	302,118

Notes:

**(i) Sustainable forest management**

Goodwill was allocated to the Group's cash-generating unit identified according to the operating segment. Goodwill as at 31 March 2014 and 2013 was attributable to the cash-generating unit that comprises the sustainable forest management segment.

The forest engineer adopted the following methodology in determining the harvestable area of the Brazil forests in the technical report used for the 2013 and 2014 valuation. This methodology or standard (Modelflora – Digital Model of Forest Exploration) was developed locally in Brazil by Embrapa (Brazilian Enterprise for Agricultural Research). Adoption is not mandatory by the state but recommended to the forest engineer professionals.

For the year ended 31 March 2014, goodwill relating to sustainable forest management segment suffered an impairment loss of approximately HK\$302,118,000 (2013: HK\$Nil) primarily as a result of the change in operation model for the year.

附註:

**(i) 可持續森林管理業務**

商譽分配至根據經營分部識別之本集團現金產生單位。於二零一四年及二零一三年三月三十一日之商譽乃源自組成可持續森林管理分部之現金產生單位。

森林工程師於技術報告中採用以下方法就二零一三年及二零一四年之估值釐定巴西森林之可供砍伐範圍。該方法或準則 (Modelflora – Digital Model of Forest Exploration) 由 Embrapa (Brazilian Enterprise for Agricultural Research) 於巴西研發。國家並無強制要求採用該方法，惟已向專業森林工程師推薦。

截至二零一四年三月三十一日止年度，有關可持續森林管理分部之商譽錄得減值虧損約港幣302,118,000元 (二零一三年：港幣零元)，此乃主要由經營模式改變所致。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 21. GOODWILL (continued)

Notes: (continued)

#### (i) Sustainable forest management (continued)

As the cash generating unit has been reduced to its recoverable amount of approximately HK\$169,076,000, any adverse change in the assumptions used in the calculation of recoverable amount would result in further impairment losses. The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. As the board of directors changed its operation model, the estimated future cash flows decreased. The fair value less costs of disposal is greater than the value in use in 2014.

#### For 2014

On 27 March 2012, the board of directors of the Company decided to suspend harvesting operations in Acre, Brazil until the operating environment for its Brazilian subsidiary improves. Up to the date of approval of financial statements, the harvesting operation in Acre, Brazil remained suspended. As the business environment continued to be difficult for the Group in Brazil, the board of directors changed the operation model in Acre from own harvesting to leasing out of the forest in Brazil so as to enhance the income stream of the Group.

On 29 May 2014, the Company has entered into a memorandum of understanding ("MOU") with an independent third party that 2,000 hectares of the forest was leased to the third party for logging with a consideration of BRL350 per hectare. However, the MOU was lapsed before the date of approval of financial statements. The Group will be actively negotiating terms and conditions with potential lessees for the forest in Brazil.

Up to the date of approval of financial statements, the change in operation model has not been crystallized and no lease relating to the Group's forest in Brazil has been entered into by the Group. The directors of the Company considered the economic value of the future income stream from leasing out the Group's forest cannot be reasonably assessed at the date of approval of financial statements. The Group has to preclude the economic value of the future income stream from leasing out of the Group's forest from measurement of the fair value of the CGU for prudence.

The Group engaged an independent professional valuer to perform the valuation for the fair value of the CGU. The original business plan regarding the operation was assumed to be changed. As the MOU lapsed before the date of the approval of the financial statement, the valuer cannot validate the feasibility of leasing business. There is no reliable projection for the business and income approach of the valuation methodology of the business value cannot be used.

In assessing the valuation of the CGU, the valuer adopted the asset approach, which is breaking the CGU into pieces, i.e. the freehold land (included the naked land, pastures and betterments) and the biological assets, so the business value is the sum of them. The valuer adopted the market approach for the freehold land and adopted the income approach based on the projection developed based on the market participant's point of view for the biological assets.

The fair value less cost of disposal of the CGU valuation is approximately HK\$169,076,000 included the fair value of the biological assets and the fair value of freehold land. During the year, an impairment loss of goodwill, approximately HK\$302,118,000 has been recognized in the profit or loss. The fair value on which the recoverable amount based on is categorised as a Level 3 fair value measurement.

### 21. 商譽 (續)

附註：(續)

#### (i) 可持續森林管理業務 (續)

由於該現金產生單位已減至其可收回金額約港幣169,076,000元，倘計算可收回金額時所用假設出現任何不利變動，則會導致進一步減值虧損。資產之可收回金額為其公平值減出售成本及使用價值中較高者。由於董事會改變經營模式，估計未來現金流量已減少。於二零一四年，公平值減出售成本高於使用價值。

#### 二零一四年

於二零一二年三月二十七日，本公司董事會決定暫停巴西亞克裏州之伐木業務，直至其巴西附屬公司之經營環境有所改善為止。截至本報告日期，亞克裏州之伐木業務仍然暫停。由於本集團於巴西的業務情況依然艱困，董事會已將其於亞克州之營運模式由自有伐木改為出租本集團於巴西之森林，藉以改善本集團的收入來源。

於二零一四年五月二十九日，本公司與獨立第三方訂立諒解備忘錄（「諒解備忘錄」），以將2,000畝森林出租予第三方經營伐木業，代價為每畝350雷亞爾。本集團將積極與潛在承租人就巴西之森林磋商條款及條件。

截至批准財務報表日期，經營模式變動並未發揮影響力，本集團亦無就本集團於巴西擁有之森林訂立租賃。本公司董事認為，於財務報表批准日期，尚未能合理評估出租本集團森林之未來收入來源之經濟價值。為審慎起見，本集團於計量現金產生單位之公平值時，須撇除出租本集團森林之未來收入來源之經濟價值。

本集團已委聘獨立專業估值師估算現金產生單位之公平值。關於營運之原有業務計劃被假設為已改變。由於諒解備忘錄於財務報表批准日期前失效，估值師未能核實租賃業務之可行性。該業務並無進行可靠預測，亦不可使用收入法作為該業務價值之估值法。

於評估現金產生單位之估值，估值師採取資產法，即將現金產生單位分為不同成份，即永久業權土地（包括空地、草地及增值地）及生物資產，而業務價值為兩者之總和。估值師就永久業權土地採取市場法，以及就生物資產採取收入法，參考市場參與者之看法，根據已發展的計劃作出。

現金產生單位估值之公平值減出售成本約為港幣169,076,000元，包括生物資產之公平值及永久業權土地之公平值。年內，已於損益確認商譽之減值虧損，金額約為港幣302,118,000元。可收回金額所依據之公平值被分類為第3級公平值計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 21. GOODWILL (continued)

Notes: (continued)

#### (i) Sustainable forest management (continued)

##### For 2013

As the recoverable amount of the sustainable forest management segment is higher than the carrying amount, no impairment for goodwill for the year 2013.

The recoverable amount of the sustainable forest management segment cash-generating unit was based on value in use and was determined with the assistance of an independent professional valuer.

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit. The calculation of the value in use was based on the following key assumptions:

- Cash flows were projected based on past experience and financial budget approved by management. The financial budget is for 7 years. The management considers that the harvesting activities have 30-year cycle so long period of budget can be justified. Management estimated that the cash flows after 7 years are immaterial to the overall recoverable amount of the unit because the management planned to complete the harvesting and selling activities for the first 30-year cycle of the Brazil Forest within 8 years. Therefore, cash flows after 7 years are not included in the value in use calculations. Management estimated that there would be a negative growth of 71% in year 7 as a result of the completion of harvesting and selling activities for the first 30-year cycle of the Brazil forest.
- Revenue was projected based on management's past experience and their expectations for market development and the harvesting plan.
- Timber product average price growth at 3% per annum. The expected long term growth rate was estimated by reference to the Consumer Price Index in USA.
- A pre-tax discount rate of 25.75% based on the data and factors relevant to the economy of Brazil, the forest industry, the timber products in the Brazil Forest, and the weighted average cost of capital.
- The Group would obtain FSC certification in 2015. FSC certification demonstrates fulfillment of social and ecological criteria, while increasing the prices achievable for timber products. Based on current market practices, the directors estimated that the Group could enjoy a price premium of 15% over non FSC timer products from 2015 when the Group obtaining the FSC certification.

#### (ii) Manufacturing and sale of timber products

The goodwill of approximately HK\$77,353,000 arising from the acquisition of Originate Tech Global Investments Limited and its subsidiaries represented the future economic benefits from the synergy effect of the business combination.

The entire value of manufacturing and sale of timber products segment was considered impaired as of 31 March 2012, and an impairment loss on goodwill of approximately HK\$77 million was recorded.

### 21. 商譽 (續)

附註：(續)

#### (i) 可持續森林管理業務 (續)

##### 二零一三年

由於可持續森林管理分部之可收回金額高於賬面值，於二零一三年，概無就商譽作出減值。

可持續森林管理分部現金產生單位之可收回金額以使用價值為基礎，並在獨立專業估值師協助下釐定。

使用價值乃按貼現來自持續使用該單位之未來現金流轉釐定。使用價值乃按以下主要假設計算：

- 現金流轉乃按過往經驗及管理層批准之財務預算預測。財務預算供七年使用。管理層認為，由於砍伐活動週期為三十年，故較長預算期屬合理。由於管理層計劃於八年內完成巴西森林之首三十年週期之砍伐及銷售活動，管理層估計七年後之現金流轉對單位之整體可收回金額而言並不重大，因此，於計算使用價值時並無計入七年後之現金流轉。管理層估計待巴西森林首三十年週期之砍伐及銷售活動完成後，於第七年將出現71%負增長。
- 收入乃按管理層之過往經驗及彼等對市場發展及砍伐計劃之預期作出預測。
- 木材產品之平均價格增幅為每年3%，此乃參考美國消費物價指數後估計之預期長期增長率。
- 稅前貼現率25.75%乃根據與巴西經濟、林業行業以及巴西森林木材產品相關之數據及因素以及加權平均資本成本計算。
- 本集團將於二零一五年取得FSC認證。FSC認證顯示本集團符合社會及生態標準，同時可提高木材產品售價。按現時市場慣例，董事估計本集團於二零一五年取得FSC認證後，產品價格可較非FSC木材產品高出15%。

#### (ii) 製造及銷售木材產品

收購創科環球投資有限公司及其附屬公司產生商譽約港幣77,353,000元代表業務合併所帶來協同效應之未來經濟利益。

於二零一二年三月三十一日，製造及銷售木材產品分部之全部價值被視為已減值，並錄得商譽減值虧損約港幣77,000,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 22. INTEREST IN SUBSIDIARIES

### 22. 附屬公司權益

		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份，按成本	—*	—*
Amounts due from subsidiaries	應收附屬公司款項	<b>2,586,863</b>	2,319,484
		<b>2,586,863</b>	2,319,484
Less: Impairment losses	減：減值虧損	<b>(2,566,967)</b>	(1,978,771)
		<b>19,896</b>	340,713

\* Total investment cost are HK\$18 (2013: HK\$9).

\* 總投資成本為港幣18元（二零一三年：港幣9元）。

- (a) The amounts due from subsidiaries are unsecured, interest-free and had no fixed repayment terms. In the opinion of the Company's directors, these advances are considered as quasi-equity loans to the subsidiaries.
- (b) The movement in the allowance for impairment losses during the year was as follows:

- (a) 應收附屬公司款項為無抵押、免息及無固定還款期。本公司董事認為，該等墊款被視為向附屬公司提供之準股權貸款。
- (b) 年內減值虧損撥備之變動載列如下：

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Balance brought forward	承前結餘	<b>1,978,771</b>	1,618,236
Impairment loss recognised	已確認減值虧損	<b>588,196</b>	360,535
Balance carried forward	結轉結餘	<b>2,566,967</b>	1,978,771

For the year ended 31 March 2014, as a result of change in operation model and decline in market prices of timber, the directors of the Company are of the opinion that an impairment losses of approximately HK\$588,196,000 (2013: HK\$360,535,000) was made.

截至二零一四年三月三十一日止年度，由於改變營運模式及木材市價下跌，本公司董事認為，已作出約港幣588,196,000元（二零一三年：港幣360,535,000元）之減值虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 22. INTEREST IN SUBSIDIARIES (continued)

(c) Particulars of the subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主要業務
			directly 直接	indirectly 間接	
Amano Holdings Limited (Note (i)) (附註(i))	Cyprus 塞浦路斯	1,000 ordinary shares of Euro1 each 1,000股普通股 每股面值1歐元	–	100%	Inactive 暫無營業
Amplewell Holdings Limited 沛源控股有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 1股普通股 每股面值1美元	–	100%	Investment holding 投資控股
Anex International Management Limited 安歷士國際管理有限公司	Hong Kong 香港	1 ordinary share 1股普通股	100%	–	Human resources management 人力資源管理
Great Path Limited 宏通有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 1股普通股每股面值1美元	100%	–	Investment holding 投資控股
New On Creation Limited 新安創建有限公司	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	–	100%	Investment holding 投資控股
Originate Tech Global Investments Limited 創科環球投資有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 1股普通股 每股面值1美元	–	100%	Investment holding 投資控股
SFH Trading Limited 永保貿易有限公司	Hong Kong 香港	1 ordinary share 1股普通股	–	100%	Timber and wood products trading 木材及木料產品買賣

### 22. 附屬公司權益 (續)

(c) 附屬公司詳情如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 22. INTEREST IN SUBSIDIARIES (continued)

(c) Particulars of the subsidiaries are as follows: (continued)

Name 名稱	Place of incorporation/ registration and business 成立/註冊及 營業地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主要業務
			directly 直接	indirectly 間接	
Susfor-Oasis Timber (Zhongshan) Co. Ltd.* 中山市永保新綠洲木業有限 公司*	China 中國	Paid up registered capital of RMB5,091,000 已繳足註冊資本 人民幣5,091,000元	-	100%	Manufacturing and sales of timber products 木材產品生產及銷售
Universal Timber Resources do Brasil Ltda. ("UTRB") (「UTRB」)	Brazil 巴西	R\$12,646,996 12,646,996雷亞爾	-	100%	Sustainable management of and investment in natural forests, timber and wood processing, timber trading and timber sales, marketing and tree felling services 天然森林可持續管理及投 資、木材及木料加工、 木材買賣、木材銷售及 市場推廣以及伐木服務
Applause Global Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 1股普通股 每股面值1美元	100%	-	Investment holding 投資控股
Good Magic Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 1股普通股 每股面值1美元	-	100%	Investment holding 投資控股
View Concord Holdings Limited 景捷集團有限公司	Hong Kong 香港	1 ordinary share 1股普通股	100%	-	Investment holding 投資控股

### 22. 附屬公司權益 (續)

(c) 附屬公司詳情如下：(續)



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

**22. INTEREST IN SUBSIDIARIES** (continued)

(c) Particulars of the subsidiaries are as follows: (continued)

Name 名稱	Place of incorporation/ registration and business 成立/註冊及 營業地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主要業務
			directly 直接	indirectly 間接	
Elite Sign Investments Limited 賢誌投資有限公司	Hong Kong 香港	1 ordinary share 1股普通股	–	100%	Investment holding 投資控股
Champ Country Limited 國采有限公司	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	–	100%	Leasing of properties 物業租賃
Bluestone Investment Limited 藍石投資有限公司	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	–	100%	Leasing of properties 物業租賃
Travel Inn Limited 旅遊棧有限公司	Hong Kong 香港	500,000 ordinary shares 500,000股普通股	–	95%	Travel and travel related business 旅遊及遊遊相關業務

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

Note:

(i) The subsidiary is applying for deregistration.

**22. 附屬公司權益** (續)

(c) 附屬公司詳情如下：(續)

\* 中文名稱之英文翻譯僅供識別用途。

附註：

(i) 該附屬公司正在申請取消註冊。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 23. INVENTORIES

### 23. 存貨

		Notes 附註	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Sawn timber	鋸材	(a)	1,308	3,320
Finished goods	製成品	(b)	2,433	1,017
			<b>3,741</b>	4,337

## Notes:

- (a) The sawn timber was purchased for trading purpose.
- (b) These inventories were held for further processing or sale.
- (c) The analysis of the amount of inventories recognised as an expense is as follows:

## 附註:

- (a) 鋸材乃就買賣用途而購入。
- (b) 該等存貨持有作進一步加工或銷售用途。
- (c) 已確認為開支之存貨金額分析如下:

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Write down of inventories (Note (i))	撇減存貨 (附註(i))	6,153	44,840
Reversal of write down of inventories (Note (ii))	撥回撇減存貨 (附註(ii))	(29,086)	-
		<b>(22,933)</b>	44,840
Carrying amount of inventories sold	已售存貨賬面值	<b>49,453</b>	65,458

- (i) During the year ended 31 March 2014, obsolete and slow-moving inventories approximately HK\$6,153,000 (2013: HK\$44,840,000) were identified and written down to their net realisable value.
- (ii) The reversal of write down of inventories made in prior years arose due to an increase in the net realisable value as a result of the sales occurred during the year.

- (i) 截至二零一四年三月三十一日止年度，已識別賬面值約港幣6,153,000元（二零一三年：港幣44,840,000元）之陳舊及滯銷存貨，並撇減至其可變現淨值。
- (ii) 撥回過往年度之撇減存貨乃由於年內作出銷售導致可變現淨值增加所致。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 24. TRADE AND OTHER RECEIVABLES

Trade receivables	應收貿易款項
Other receivables	其他應收款項
Amount due from a director (Note (i))	應收一名董事款項 (附註(i))
Amount due from a shareholder (Note (ii))	應收一名股東款項 (附註(ii))
Prepayments and deposits	預付款項及按金

All of the trade and other receivables are expected to be recovered within one year.

*Notes:*

- (i) The amount due from a director was unsecured, interest free and had no fixed terms of repayment. During the year ended 31 March 2013, the maximum outstanding amount was approximately HK\$183,000.
- (ii) The amount due from a shareholder was unsecured, interest free and had no fixed terms of repayment.

#### (a) Trade receivables

The aging analysis of the trade receivables as of the reporting date, based on invoice date, which approximates the respective revenue recognition dates was as follows:

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days	90日以上

The Group's trading terms with its customers are mainly on credit and letters of credit, except for new customers where payment in advance and cash on delivery are normally required. Invoices are normally payable between 30 and 180 days after issuance. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Further details on the Group's credit policy are set out in Note 38(a).

### 24. 應收貿易款項及其他應收款項

The Group 本集團		The Company 本公司	
2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
22,547	274	-	-
16,139	5,608	-	-
-	183	-	-
-	422	-	-
654	4,096	456	769
<b>39,340</b>	10,583	<b>456</b>	769

所有應收貿易款項及其他應收款項均預期於一年內收回。

*附註:*

- (i) 應收一名董事款項為無抵押、免息及無固定還款期。截至二零一三年三月三十一日止年度，未償還款項最高金額約為港幣183,000元。
- (ii) 應收一名股東款項為無抵押、免息及無固定還款期。

#### (a) 應收貿易款項

於呈報日期，按發票日期（約為各個收益確認日期）計算之應收貿易款項之賬齡分析如下：

2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
19,235	197
141	-
58	-
3,113	77
<b>22,547</b>	274

除新客戶一般須預付款項及貨到支付現金外，本集團大多會給予客戶信貸期及以信用證交易。發票一般須於發出後30至180日內支付。每名客戶均設有最高信貸額。本集團對未收回之應收款項實施嚴格控制，並已設立信貸控制部進行管理，以求盡量降低信貸風險。高級管理層定期審閱逾期結餘。有關本集團信貸政策之進一步詳情載於附註38(a)。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 24. TRADE AND OTHER RECEIVABLES

(continued)

#### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

#### (c) Trade receivables that are not impaired

The aging analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

### 24. 應收貿易款項及其他應收款項

(續)

#### (b) 應收貿易款項之減值

有關應收貿易款項之減值虧損乃使用備抵賬記錄，惟倘本集團認為收回款項之機會甚微，則減值虧損會直接與應收貿易款項撇銷。

#### (c) 並無減值之應收貿易款項

並無被視為出現個別或集體減值之應收貿易款項之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Neither past due nor impaired	並無逾期亦無減值	19,235	197	-	-
Past due but not impaired	逾期但未減值				
Less than 1 month past due	逾期少於一個月	141	-	-	-
1 to 3 months past due	逾期一至三個月	58	-	-	-
Over 3 months past due	逾期三個月以上	3,113	77	-	-
		3,312	77	-	-
		22,547	274	-	-

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group for whom there was no recent history of default. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

並無逾期亦無減值之應收貿易款項乃與並無近期違約記錄之不同類型客戶有關。已逾期但並無減值之應收款項與多名獨立客戶有關，彼等於本集團有良好業務往來記錄，近期亦無欠款記錄。根據以往經驗，由於信貸質素並無重大變動，此等結餘仍被視為可以全數收回，故管理層相信毋須就此等結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 25. CASH AND CASH EQUIVALENTS

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Cash at bank and on hand, and cash and cash equivalents in the statement of financial position	銀行及手頭現金以及 於財務狀況表 之現金及現金等價物	<b>8,965</b>	216,540	<b>7,722</b>	216,281
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流轉表之 現金及現金等價物	<b>8,965</b>	216,540		
Cash and bank balances denominated in Renminbi	以人民幣列值之 現金及銀行結存	<b>236</b>	119		

Renminbi is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

The interest rates on the cash at bank and deposits with banks ranged from 0.01% to 1.66% (2013: 0.01% to 8.4%) per annum.

### 25. 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Cash at bank and on hand, and cash and cash equivalents in the statement of financial position	銀行及手頭現金以及 於財務狀況表 之現金及現金等價物	<b>8,965</b>	216,540	<b>7,722</b>	216,281
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流轉表之 現金及現金等價物	<b>8,965</b>	216,540		
Cash and bank balances denominated in Renminbi	以人民幣列值之 現金及銀行結存	<b>236</b>	119		

人民幣不可自由兌換為其他貨幣。然而，根據中國大陸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業務之銀行將人民幣兌換為其他貨幣。

銀行現金及銀行存款之利率介乎每年0.01%至1.66%（二零一三年：0.01%至8.4%）。

### 26. TRADE AND OTHER PAYABLES

		Notes 附註	The Group 本集團		The Company 本公司	
			2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Trade payables	應付貿易款項	(a)	<b>56,910</b>	51,650	-	-
Other payables and accruals	其他應付款項及 應計費用		<b>25,866</b>	19,818	<b>4,561</b>	3,303
Amounts due to related companies	應付關連公司款項	(b)	-	7,933	-	-
Financial liabilities measured at amortised costs	按攤銷成本計量 之財務負債		<b>82,776</b>	79,401	<b>4,561</b>	3,303

All of the trade and other payables are expected to be repaid or recognised as income within one year or had no fixed terms of repayment.

### 26. 應付貿易款項及其他應付款項

		Notes 附註	The Group 本集團		The Company 本公司	
			2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Trade payables	應付貿易款項	(a)	<b>56,910</b>	51,650	-	-
Other payables and accruals	其他應付款項及 應計費用		<b>25,866</b>	19,818	<b>4,561</b>	3,303
Amounts due to related companies	應付關連公司款項	(b)	-	7,933	-	-
Financial liabilities measured at amortised costs	按攤銷成本計量 之財務負債		<b>82,776</b>	79,401	<b>4,561</b>	3,303

所有應付貿易款項及其他應付款項預期將於一年內償還或確認為收入，或無固定還款期。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 26. TRADE AND OTHER PAYABLES (continued)

#### (a) Trade payables

An aging analysis of the Group's trade payables as at the end of the reporting period, based on invoice date, was as follows:

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days (Note (i))	90日以上 (附註(i))

Note:

- (i) Trade payables also included approximately R\$10 million (equivalent to approximately HK\$36 million at 31 March 2014 and approximately HK\$40 million at 31 March 2013). This sum represented service fees payable to a subcontractor for a tree felling service project in Rondonia, Brazil. UTRB had disputes with the subcontractor and it abandoned the site. No further work was subcontracted to them after the year ended 31 March 2011 as UTRB was not assigned any area for clearing by the hydropower plant of this project in the financial years ended 31 March 2013 and 2014, and no amount was paid by UTRB either. UTRB is not aware of any claims or lawsuits filed by the subcontractor at the relevant courts.

#### (b) Amounts due to related companies

The amounts were unsecured, interest free and had no fixed terms of repayment.

### 26. 應付貿易款項及其他應付款項 (續)

#### (a) 應付貿易款項

於報告期間結算日，按發票日期計算之本集團應付貿易款項之賬齡分析如下：

2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
17,402	3,930
10	190
4	—
39,494	47,530
56,910	51,650

附註：

- (i) 應付貿易款項亦包括約10,000,000雷亞爾(約相當於二零一四年三月三十一日之港幣36,000,000元及於二零一三年三月三十一日之港幣40,000,000元)。有關金額指就位於巴西朗多尼亞州之伐木服務項目應付分包商之服務費。UTRB與分包商發生爭議，彼已放棄該場地。由於UTRB於截至二零一三年及二零一四年三月三十一日止財政年度未就該項目之水力發電廠獲分配任何區域之清理工作，故於截至二零一一年三月三十一日止年度後概無向彼等進一步分包工作，而UTRB亦並無支付任何款項。UTRB並不知悉由分包商於相關法院提出之任何申索或訴訟。

#### (b) 應付關連公司款項

有關款項為無抵押、免息及無固定還款期。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 27. LOANS AND BORROWINGS

### 27. 貸款及借貸

		Notes 附註	The Group 本集團		The Company 本公司	
			2014	2013	2014	2013
			二零一四年 HK\$'000 港幣千元	二零一三年 HK\$'000 港幣千元	二零一四年 HK\$'000 港幣千元	二零一三年 HK\$'000 港幣千元
Secured interest-bearing loan	有抵押之計息貸款	(a)	4,046	36,132	-	-
Secured bank loans	有抵押銀行貸款	(b)	13,237	-	-	-
Unsecured interest bearing loan from an independent third party	來自獨立第三方之 無抵押計息貸款	(c)	11,021	-	-	-
			<b>28,304</b>	36,132	-	-

The analysis of the carrying amount of loans and borrowings is as follows:

有抵押銀行貸款賬面值分析如下：

		The Group 本集團	
		2014 二零一四年 HK\$'000 千元	2013 二零一三年 HK\$'000 千元
<b>Current liabilities</b>	<b>流動負債</b>		
Portion of secured interest-bearing loan from an independent third party	來自獨立第三方之 有抵押計息貸款部份	4,046	-
Portion of term loans from banks due for repayment within 1 year	須於一年內償還之銀行 有期貸款部份	420	36,132
Portion of term loans from banks due for repayment after 1 year which contain a repayment on demand clause	須於一年後償還之銀行 有期貸款部份（設有 按要求還款條款）	844	-
		<b>5,310</b>	36,132
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Secured bank loans	有抵押銀行貸款	11,973	-
Unsecured interest bearing loan from an independent third party	來自獨立第三方之 無抵押計息貸款	11,021	-
		<b>22,994</b>	-
Total	總計	<b>28,304</b>	36,132

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 27. LOANS AND BORROWINGS (continued)

At 31 March 2014, loans and borrowings were due for repayment as follows:

Secured bank loans	有抵押銀行貸款
Portion of term loans from banks due for repayment within 1 year	須於一年內償還之有期銀行貸款部分
Term loans from banks due for repayment after 1 year	須於一年後償還之有期銀行貸款
After 1 year but within 2 years	一年後但兩年內
After 2 years but within 5 years	兩年後但五年內
More than 5 years	超過五年
Other borrowings	其他借款
Portion of borrowings due for repayment within 1 year	須於一年內償還之借貸部分
Borrowings due for repayment after 1 year	須於一年後償還之借貸
After 1 year but within 2 years	一年後但兩年內
After 2 years but within 5 years	兩年後但五年內

The amounts due are based on the scheduled repayment dates as stipulated in the respective loan agreements.

All of the banking facilities are subject to the fulfilment of covenants. If the Group were in breach of the covenants, the drawn down facilities would become repayable on demand. In addition, certain of the Group's bank loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

### 27. 貸款及借貸 (續)

於二零一四年三月三十一日，貸款及借貸須按以下日期償還：

The Group 本集團		2014 二零一四年 \$'000 千元	2013 二零一三年 \$'000 千元
		420	-
		429	-
		1,487	-
		10,901	-
		13,237	-
		4,046	36,132
		-	-
		11,021	-
		15,067	36,132
		28,304	36,132

該款項乃根據相關貸款協議規定之預期還款日期到期償還。

所有銀行融資受相關契諾所規限。倘本集團違反契諾，已動用的信貸額須於要求時償還。此外，本集團的若干銀行貸款協議包含的條款給予貸方自主權，可隨時要求立即償還（無論本集團是否遵守契諾及履行預定的償還義務）。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 27. LOANS AND BORROWINGS (continued)

The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the term loans and does not consider it is probable that the bank will exercise its discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 38(b). As at 31 March 2014 none of the covenants relating to drawn down facilities had been breached (2013: Nil).

All of the secured bank loans, including amounts repayable on demand, and unsecured interest bearing loan from an independent third party are carried at amortised cost.

None of the portion of bank loans due for repayment after one year which contain a repayment on demand clause and that is classified as a current liability is expected to be settled within one year.

- (a) At 31 March 2013, the interest-bearing loan was secured by share charge in favour of the lender over the entire issued share capital of a wholly owned subsidiary, Acenergy Limited. The Group may borrow up to HK\$50 million within a 12-month period commencing the date of the loan agreement. Interest rate is 18% per annum and maturity in one lump sum 18 months after the first draw down under the loan agreement. Notwithstanding the above, the Group may prepay any loan amount outstanding after 12 months from the first draw down without penalties. The principal of the interest-bearing loan was fully repaid on 8 May 2013.
- (b) The Group's bank borrowings were secured by mortgage over the Group's property of approximately HK\$3,218,000 (Note 17) and investment properties of approximately HK\$23,699,000 (Note 19) in Hong Kong (2013: HK\$Nil).
- (c) The interest expenses charged on unsecured interest bearing loan from third party was calculated at 3% per annum. The outstanding balances will be expired after 36 months.

### 27. 貸款及借貸 (續)

本集團定期監察是否遵守該等契諾，及時按預定的期限償還有期貨款，並認為在本集團持續遵守該等規定的情況下銀行不大可能行使自主權要求償還。本集團管理流動資金風險的詳情載於附註38(b)。於二零一四年三月三十一日，本集團並無違反有關動用信貸額的契諾（二零一三年：無）。

所有有抵押銀行貸款（包括須按要求償還之款額）及獨立第三方無抵押計息貸款乃按攤銷成本入賬。

預期須於一年後償還之銀行貸款部分（設有按要求還款條款及分類為流動負債）概不會於一年內結付。

- (a) 於二零一三年三月三十一日，計息貸款以一家全資附屬公司Acenergy Limited之全部已發行股本作為股份押記抵押予貸款人。由貸款協議日期起計十二個月期間內，本集團最多可借入港幣50,000,000元，年利率為18厘，將於根據貸款協議首次提款後十八個月到期時一筆過清償。在不違反上述情況下，本集團可於首次提款起計十二個月後預先繳付任何結欠貸款金額而毋須罰息。計息貸款本金於二零一三年五月八日悉數清償。
- (b) 本集團之銀行借貸透過抵押本集團於香港價值約港幣3,218,000元之物業（附註17）及價值約港幣23,699,000元之投資物業（附註19）作擔保（二零一三年：港幣零元）。
- (c) 來自第三方之無抵押計息貸款收取之利息開支按年利率3%計算。未償還結餘將於36個月後到期。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 28. SEASONALITY OF OPERATIONS

The Group's forest operations in Brazil is located in the Amazon and is subject to weather conditions during the rainy season ranging roughly from December to April each year. Forest logging activities in the Amazon are substantially scaled down or stopped completely in some areas. Log prices usually increase during the rainy season due to diminished supplies. This affects many sawmill operators that have to stock up logs and tie up significant working capital, but benefit forest owners who can plan ahead to reserve stock pile prior to the start of the rainy season. The Group incorporates this seasonality in its forest management plan to avoid supply shortage as well as to take advantage of seasonal price differentials in logs.

### 28. 業務之季節性因素

本集團於巴西之林業業務位於亞馬遜，於雨季受天氣狀況所限制，而雨季一般為每年十二月至四月。亞馬遜森林砍伐活動規模大幅減少，於若干地區更加完全停止。木材價格一般於雨季上升，乃由於供應減少所致。此影響多家鋸木廠經營者，令該等經營者須儲起木材及凍結大量營運資金，但此情況將為森林擁所有者帶來好處，彼等可計劃於雨季前儲備充足木材。本集團將此季節性因素加入森林管理計劃，以避免供應短缺，並可受惠於木材季節性價格變動。

### 29. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

#### (a) Current taxation in the consolidated statement of financial position represents:

Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備
Provision for PRC Enterprise Income Tax for the year	本年度就中國企業所得稅撥備
Balance of Profits Tax provision relating to prior years	過往年度利得稅撥備結餘

### 29. 綜合財務狀況表之所得稅

#### (a) 綜合財務狀況表之即期稅項代表：

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
	-	799
	1,359	-
	799	49,456
	<b>2,158</b>	50,255

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 29. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(continued)

#### (b) Deferred tax liabilities recognised:

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movement during the year is as follows:

### 29. 綜合財務狀況表之所得稅 (續)

#### (b) 已確認遞延稅項負債：

於綜合財務狀況表確認之遞延稅項負債之組成部分及其年內變動如下：

#### Consolidated statement of financial position 綜合財務狀況表

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 港幣千元	Biological assets 生物資產 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2012	於二零一二年四月一日	68,898	270,666	339,564
Credited to profit or loss	計入損益表	-	(163,944)	(163,944)
Exchange movement	匯兌變動	(6,741)	(25,583)	(32,324)
At 31 March 2013	於二零一三年三月三十一日	62,157	81,139	143,296
At 1 April 2013	於二零一三年四月一日	62,157	81,139	143,296
Acquisition of subsidiaries	收購附屬公司	21	-	21
Credited to profit or loss	計入損益表	(1)	(73,187)	(73,188)
Exchange movement	匯兌變動	(6,572)	(7,952)	(14,524)
At 31 March 2014	於二零一四年三月三十一日	55,605	-	55,605

At 31 March 2014, the Group has tax losses of approximately HK\$112,233,000 (2013: HK\$496,425,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised as it is not probable that future taxable profits against which the losses can be utilised will be available for the companies in which losses arose. The Group has tax losses of approximately HK\$17,354,000 (2013: HK\$64,090,000) available for offsetting against future profits that may be carried forward for up to five years, for PRC enterprise income tax purpose. The remaining tax losses do not expire under current tax legislation.

Save as disclosed above, there was no other significant deferred tax liabilities that is required to be provided for in the consolidated financial statements for the years ended 31 March 2014 and 2013.

於二零一四年三月三十一日，本集團產生之稅項虧損約為港幣112,233,000元（二零一三年：港幣496,425,000元），可與產生虧損之公司日後應課稅溢利抵銷。由於用作抵銷日後應課稅溢利之虧損不可能供產生虧損公司動用，故並無確認遞延稅項資產。就中國企業所得稅而言，本集團約有港幣17,354,000元（二零一三年：港幣64,090,000元）之稅項虧損，可與日後溢利抵銷，稅項虧損最多可結轉五年。根據現行稅法，餘下稅項虧損不會到期。

除上文披露者外，概無其他重大遞延稅項負債須於截至二零一四年及二零一三年三月三十一日止年度之綜合財務報告中撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 30. FINANCIAL LIABILITIES

#### The Group and the Company

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At beginning of the year	於年初	-	6,030
Issue of warrants	發行認購權證	<b>23,337</b>	-
Exercise of warrants (Note i)	行使認購權證 (附註i)	<b>(1,075)</b>	-
Change in fair value	公平值變動	<b>(20,278)</b>	(6,030)
At end of the year	於年終	<b>1,984</b>	-

Note:

- i) The warrants were measured at fair value at each exercise date and the end of the reporting period. The valuation was carried out by GCA independently based on Binomial Option Pricing Model. The warrants will be expired on 6 May 2018.

### 30. 財務負債

#### 本集團及本公司

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At beginning of the year	於年初	-	6,030
Issue of warrants	發行認購權證	<b>23,337</b>	-
Exercise of warrants (Note i)	行使認購權證 (附註i)	<b>(1,075)</b>	-
Change in fair value	公平值變動	<b>(20,278)</b>	(6,030)
At end of the year	於年終	<b>1,984</b>	-

附註:

- i) 認股權證按各行使日期及報告期間結算日之公平值計量。估值由漢華評值按二項式期權定價模式獨立進行。認股權證已於二零一八年五月六日屆滿。

### 31. AMOUNTS DUE TO SHAREHOLDERS

		The Group 本集團	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
		Notes 附註	
LOH Jiah Yee, Katherine ("Ms. Loh")	樂家宜 (「樂女士」)	(a)	-
Winner Global Holdings Limited ("Winner Global")	Winner Global Holdings Limited (「Winner Global」)	(b)	<b>13,410</b>
LIM Ping Wai	林萍惠	(c)	-
New Premier Holdings Limited ("New Premier")	New Premier Holdings Limited (「New Premier」)	(d)	-
Assure Gain International Limited ("Assure Gain")	Assure Gain International Limited (「Assure Gain」)	(e)	-
Corporate Insights Limited ("Corporate Insights")	慧商投資管理有限公司 (「慧商」)	(f)	-
Splendid Asset Holdings Limited ("Splendid Asset")	Splendid Asset Holdings Limited (「Splendid Asset」)	(g)	-
			<b>13,410</b>
Less: Amount due within one year shown under current liabilities	減: 列為流動負債一年內到期之款項		231,568
			<b>(13,410)</b>
Non-current liabilities	非流動負債		-
			231,568

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 31. AMOUNTS DUE TO SHAREHOLDERS

(continued)

Notes:

- (a) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 March 2012, an extension agreement was signed and the maturity date was extended to 31 December 2014. The amount was repaid on 11 April 2013.
- (b) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 March 2012, an extension agreement was signed and the maturity date was extended to 31 December 2014. Ms. Loh is beneficially interested in 100% of the share capital of Winner Global.
- (c) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 March 2012, an extension agreement was signed and the maturity date was extended to 31 December 2014. The amount was repaid on 11 April 2013.
- (d) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 March 2012, an extension agreement was signed and the maturity date was extended to 31 December 2014. Ms. LIM Ping Wai is beneficially interested in 100% of the issued share capital of New Premier. The amount was repaid on 11 April 2013.
- (e) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 31 December 2011, an extension agreement was signed and the maturity date was extended to 31 December 2014. Ms. Loh is beneficially interested in 100% of the issued share capital of Assure Gain. The amount was repaid on 11 April 2013.
- (f) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. Ms. Loh is beneficially interested in 100% of the issued share capital of Corporate Insights Limited. The amount was repaid on 11 April 2013.
- (g) The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 March 2012, an extension agreement was signed and the maturity date was extended to 31 December 2014. Ms. Loh is beneficially interested in 100% of the issued capital of Splendid Asset. The amount was repaid on 11 April 2013.

### 31. 應付股東款項 (續)

附註:

- (a) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一二年三月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。有關款項已於二零一三年四月十一日償還。
- (b) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一二年三月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。樂女士實益擁有 Winner Global 之股本 100%。
- (c) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一二年三月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。有關款項已於二零一三年四月十一日償還。
- (d) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一二年三月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。林萍惠女士實益擁有 New Premier 已發行股本中全部權益。有關款項已於二零一三年四月十一日償還。
- (e) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一一年十二月三十一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。樂女士實益擁有 Assure Gain 全部已發行股本。有關款項已於二零一三年四月十一日償還。
- (f) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。樂女士實益擁有慧商投資管理有限公司全部已發行股本。有關款項已於二零一三年四月十一日償還。
- (g) 有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一二年三月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。樂女士實益擁有 Splendid Asset 已發行股本中全部權益。有關款項已於二零一三年四月十一日償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 32. AMOUNTS DUE TO RELATED COMPANIES 32. 應付關連公司款項

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Value Creation Partners Company Limited	Value Creation Partners Company Limited	-	2,152
Jack Lau Limited	Jack Lau Limited	-	1,565
		-	3,717

Notes:

- (a) Value Creation Partners Company Limited is a company controlled by Ms. Loh, a former Executive Director of the Company. The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. On 1 July 2011, an extension agreement was signed and the maturity date was extended to 31 December 2014. The amount was repaid on 11 April 2013.
- (b) Jack Lau Limited is a company controlled by Ms. Loh, a former Executive Director of the Company. The amount was unsecured, bearing interest at 5% per annum and repayable on 31 December 2014. The amount was repaid on 11 April 2013.

附註:

- (a) Value Creation Partners Company Limited為一家由本公司前任執行董事樂女士控制之公司。有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。於二零一一年七月一日，已簽訂延長協議，而到期日已延至二零一四年十二月三十一日。有關款項已於二零一三年四月十一日償還。
- (b) Jack Lau Limited為一家由本公司前任執行董事樂女士控制之公司。有關款項為無抵押、按年利率5厘計息及須於二零一四年十二月三十一日償還。有關款項已於二零一三年四月十一日償還。

### 33. PROMISSORY NOTES

#### The Group and the Company

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
At beginning of the year	於年初	6,648	6,517
Accrued effective interests	累計實際利息	134	131
At end of the year	於年終	6,782	6,648
Carrying amount repayable	應償還款項賬面值		
Within one year	一年內	6,782	6,648
Over one year	一年後	-	-
		6,782	6,648

### 33. 承付票據

#### 本集團及本公司

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 33. PROMISSORY NOTES (continued)

#### The Group and the Company (continued)

On 31 July 2009, the Company issued promissory notes in an aggregate principal amount of HK\$232,000,000 as part of the consideration for the acquisition of Amplewell. The promissory notes bear interest at 2% per annum. The interest shall be repaid together with principal in one lump sum upon maturity on 31 January 2011. On 1 September 2010, the Company entered into a letter with the holder of the promissory notes to extend the maturity date of the promissory notes to 31 July 2012. On 1 September 2011, further extension to 31 July 2013 was granted from the holder. The promissory notes may be assigned or transferred (in integral multiple of HK\$1,000,000) to any third party (other than a connected person as defined in the Listing Rules) subject to the Listing Rules and the applicable laws. The Company may repay all or part of the principal amount and interest at any time prior to the maturity date (i.e. 31 July 2013) by giving the holder not less than seven days' prior written notice specifying the amount and date of repayment provided that the amount shall be at least HK\$1,000,000. Otherwise, the payment of principal and interest payment of promissory notes shall be made in full upon the maturity date.

The fair value of the promissory notes at the date of issuance was HK\$191,911,000, which was determined by GCA. Valuations were made on the basis of effective interest method which is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate used in the calculation of the fair value is 15.74%.

The promissory notes are held by a substantial shareholder. On 23 September 2009, the Company made repayment of promissory notes with carrying amount of HK\$84,529,000 at par value for HK\$100,000,000. On 2 November 2009, the Company made another repayment of promissory notes with carrying amount of HK\$90,188,000 at par value for HK\$105,000,000. The excess of the repayment amount over the carrying amount of HK\$30,283,000 for the year ended 31 March 2010 was accounted for as distribution to the shareholder.

On 12 April 2010, the Company made another repayment of promissory notes with carrying amount of HK\$19,076,000 at par value of HK\$20,822,000. The excess of the repayment amount over the carrying amount of HK\$1,746,000 for the year ended 31 March 2011 was accounted for as distribution to the shareholder.

Given that the Company has the legal obligation to settle the full face value of the promissory notes for the aforesaid acquisition, the directors considered that it is transaction with shareholder in the capacity as owner. The excess shall be accounted for as a deemed capital distribution to the shareholder and charged to the contributed surplus account.

### 33. 承付票據 (續)

#### 本集團及本公司 (續)

於二零零九年七月三十一日，本公司發行本金總額為港幣232,000,000元之承付票據，作為收購沛源之部分代價。承付票據按年利率2厘計息。利息連同本金於二零一一年一月三十一日到期，屆時一次過償還。於二零一零年九月一日，本公司與承付票據持有人訂立一份函件，將承付票據之到期日順延至二零一二年七月三十一日。於二零一一年九月一日，已獲持有人授予進一步順延到期日至二零一三年七月三十一日。在符合上市規則及適用法律之情況下，承付票據將可以港幣1,000,000元之完整倍數出讓或轉讓予任何第三方，惟上市規則所界定之關連人士除外。本公司可於到期日（即二零一三年七月三十一日）之前任何時間償還全部或部分本金額及利息，方式為向持有人發出不少於七日的事先書面通知，列明所償還之金額及還款日期，惟償還金額須最少為港幣1,000,000元。否則，承付票據之本金及利息須於到期日悉數清償。

承付票據於發行日期之公平值為港幣191,911,000元，乃由漢華評值釐定。估值乃按實際利率法作出，其為計算財務資產或財務負債攤銷成本及於相關期間分配利息收入或利息開支之方法。計算公平值所用實際利率為15.74厘。

承付票據乃由一名主要股東持有。於二零零九年九月二十三日，本公司按面值港幣100,000,000元償還賬面值港幣84,529,000元之承付票據。於二零零九年十一月二日，本公司另行按面值港幣105,000,000元償還賬面值港幣90,188,000元之承付票據。截至二零一零年三月三十一日止年度，償還金額超出賬面值之金額港幣30,283,000元入賬列作股東分派。

於二零一零年四月十二日，本公司另行按面值港幣20,822,000元償還賬面值港幣19,076,000元之承付票據。截至二零一一年三月三十一日止年度，償還金額超出賬面值之金額港幣1,746,000元入賬列作股東分派。

基於本公司有法律責任就上述全數收購償付承付票據之面值，董事認為此乃以擁有人身份與股東進行之交易。超出金額應入賬列作視作股東資本分派，並於實繳盈餘賬扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 34. SHARE CAPITAL

### 34. 股本

			Number of ordinary shares of HK\$0.0533 per share 每股面值港幣 0.0533元之 普通股數目	Number of ordinary shares of HK\$0.32 per share 每股面值港幣 0.32元之 普通股數目	Number of ordinary shares of HK\$0.01 per share 每股面值港幣 0.01元之 普通股數目	Number of convertible preferred shares of HK\$0.01 per share 每股面值港幣 0.01元之 可換股優先股 數目	Total	
	Notes 附註	'000 千股	'000 千股	'000 千股	HK\$'000 港幣千元	'000 千股	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Authorised:</b>	法定:							
At 1 April 2012	於二零一二年四月一日	8,437,500	-	-	450,000	27,534,000	275,340	725,340
Increased in authorised ordinary shares	法定普通股增加	(a) 3,562,500	-	-	190,000	-	-	190,000
At 31 March 2013 and 1 April 2013	於二零一三年 三月三十一日及 二零一三年四月一日	12,000,000	-	-	640,000	27,534,000	275,340	915,340
Share consolidation	股份合併	(b) (12,000,000)	2,000,000	-	-	-	-	-
Capital reorganization	資本重組							
- cancellation of paid up capital	- 註銷繳足資本	(c)(i) -	(1,391,695)	1,391,695	(431,425)	-	-	(431,425)
- cancellation of unissued shares	- 註銷未發行股份	(c)(ii) -	(608,305)	-	(194,658)	-	-	(194,658)
- increased in authorised ordinary shares	- 增加法定普通股	(c)(iii) -	-	28,608,305	286,083	-	-	286,083
As at 31 March 2014	於二零一四年 三月三十一日	-	-	30,000,000	300,000	27,534,000	275,340	575,340
<b>Issued and fully paid:</b>	已發行及繳足:							
At 1 April 2012	於二零一二年四月一日	6,702,364	-	-	357,459	2,686,861	26,869	384,328
Conversion of convertible preferred shares	兌換可換股優先股	(d) 261,321	-	-	13,937	(1,393,710)	(13,937)	-
Issuance of shares pursuant to the equity line facility	根據股本融資發行股份	(e) 121,947	-	-	6,504	-	-	6,504
At 31 March 2013 and 1 April 2013	於二零一三年 三月三十一日及 二零一三年四月一日	7,085,632	-	-	377,900	1,293,151	12,932	390,832
Issue of new shares in connection with the open offer	透過公開發售發行新股	(f) 1,180,939	-	-	62,983	215,525	2,155	65,138
Shares issue upon exercise of ordinary share warrants	於行使普通股認股權證後發行股份	(g) 83,599	-	-	4,459	-	-	4,459
Share consolidation	股份合併	(b) (8,350,170)	1,391,695	-	-	-	-	-
Capital reorganization	資本重組							
- cancellation of paid up capital	- 註銷繳足資本	(c)(i) -	(1,391,695)	1,391,695	(431,425)	-	-	(431,425)
Shares issue upon exercise of ordinary share warrants	於行使普通股認股權證後發行股份	(h) -	-	101	1	-	-	1
As at 31 March 2014	於二零一四年 三月三十一日	-	-	1,391,796	13,918	1,508,676	15,087	29,005



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## 綜合財務報告附註

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

### 34. SHARE CAPITAL (continued)

Notes:

- (a) Pursuant to a special resolution passed on 11 April 2012, the authorised share capital of the Company was increased from HK\$725,340,000 divided into 8,437,500,000 ordinary shares of HK\$0.0533 each and 27,534,000,000 convertible preferred shares of HK\$0.01 each to HK\$915,340,000 divided into 12,000,000,000 ordinary shares of HK\$0.0533 each and 27,534,000,000 convertible preferred share of HK\$0.01 each.
- (b) Pursuant to an ordinary resolution passed on 30 September 2013, the share consolidation was approved and effective from 2 October 2013 every six ordinary shares of HK\$0.0533 each in the authorised and issued share capital of the Company were consolidated into one ordinary share of HK\$0.32 each in the authorised and issued share capital of the Company.
- (c) Pursuant to a special resolution passed on 30 September 2013, the capital reorganization was approved and effective from 2 October 2013 in the following manner (i) the issued ordinary share capital of the Company was reduced through a cancellation of paid up capital of the Company to the extent of HK\$0.31 on each of the ordinary shares of HK\$0.32 such that the nominal value of each issued ordinary share was reduced from HK\$0.32 to HK\$0.01; (ii) all of the authorised but unissued ordinary shares of HK\$0.32 each were cancelled; and (iii) the authorised share capital of the Company was increased to HK\$575,340,000 by the creation of an additional 28,608,305,027 unissued ordinary shares of HK\$0.01 each so that the authorised share capital of the Company comprised a total of 30,000,000,000 ordinary shares of HK\$0.01 each and 27,534,000,000 convertible preferred shares of HK\$0.01 each.
- (d) During the year ended 31 March 2013, an aggregate of 261,320,704 new ordinary shares of HK\$0.0533 each were issued upon the conversion of 1,393,710,434 convertible preferred shares of HK\$0.01 each.
- (e) On 19 December 2011, the Company and an independent third party ("Investor") entered into (1) the equity line facility agreement ("ELF Agreement") and (2) the debt facility agreement ("DF Agreement"). Under the ELF Agreement, the Company may require the Investor to subscribe up to HK\$350 million, subject to a floor price of HK\$0.149 per share ("Floor Price"), worth of the Company's shares during a maximum of 3-year period after the commencement date of the ELF Agreement. Pursuant to the DF Agreement, the Investor agreed to grant an initial loan of HK\$30 million ("Initial Loan") and additional term loan of up to HK\$80 million ("Renewal Loan"). On 21 December 2011 and 19 January 2011, the Company and the Investor entered into supplemental ELF Agreements reducing the maximum commitment amount from HK\$350 million to finally HK\$115 million. During the year ended 31 March 2013, 121,947,271 shares were issued to and subscribed by the Investor under the ELF Agreement.

### 34. 股本 (續)

附註:

- (a) 根據於二零一二年四月十一日通過之特別決議案，本公司之法定股本由港幣725,340,000元，分為8,437,500,000股每股面值港幣0.0533元之普通股及27,534,000,000股每股面值港幣0.01元之可轉換優先股，增加至港幣915,340,000元，分為12,000,000,000股每股面值港幣0.0533元之普通股及27,534,000,000股每股面值港幣0.01元之可轉換優先股。
- (b) 根據於二零一三年九月三十日通過之特別決議案，股份合併獲得批准，並由二零一三年十月二日起生效，本公司法定及已發行股本中每六股每股面值港幣0.0533元合併為本公司法定及已發行股本中一股每股面值港幣0.32元之普通股。
- (c) 根據於二零一三年九月三十日通過之特別決議案，股本重組獲得批准，並由二零一三年十月二日起生效，重組方式如下：(i)透過註銷本公司繳足股本削減本公司已發行普通股本，以每股港幣0.32元之普通股削減港幣0.31元為限，致使每股已發行普通股本之面值由港幣0.32元削減至港幣0.01元；(ii)註銷所有每股港幣0.32元之法定但未發行普通股；及(iii)透過增設額外28,608,305,027股每股面值港幣0.01元之未發行普通股份，將本公司之法定股本增加至港幣575,340,000元，致使本公司之法定股本包括30,000,000,000股每股面值港幣0.01元之普通股及27,534,000,000股每股面值港幣0.01元之可換股優先股。
- (d) 截至二零一三年三月三十一日止年度，1,393,710,434股每股面值港幣0.01元之可換股優先股獲轉換後，合共261,320,704股每股面值港幣0.0533元之新普通股獲發行。
- (e) 於二零一一年十二月十九日，本公司與一名獨立第三方（「投資者」）訂立(1)股本融資協議（「股本融資協議」）及(2)債務融資協議（「債務融資協議」）。根據股本融資協議，本公司可要求投資者於股本融資協議開始日期後最多三年期間認購價值最多為港幣350,000,000元之股份（限定於最低價為每股股份港幣0.149元（「最低價」））。根據債務融資協議，投資者同意授出港幣30,000,000元之初步貸款（「初步貸款」）及最多為港幣80,000,000元之額外有期貨款（「更新貸款」）。於二零一一年十二月二十一日及二零一一年一月十九日，本公司與投資者訂立補充股本融資協議，將最高承諾金額由港幣350,000,000元減至最終港幣115,000,000元。於截至二零一三年三月三十一日止年度，已根據股本融資協議向投資者發行並由投資者認購121,947,271股股份。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 34. SHARE CAPITAL (continued)

Notes: (continued)

- (f) On 11 April 2013, the Company issued a prospectus (the "Prospectus") pursuant to which the Company proposed an open offer (the "Open Offer") to issue i) not less than 1,180,938,718 and not more than 1,227,737,503 new ordinary shares of the Company ("Offer Shares") at a subscription price of HK\$0.0534 per Offer Share to qualifying ordinary shareholders on the basis of one Offer Share for every six existing ordinary shares held on 10 April 2013 with bonus issue of ordinary share warrants with exercise price of HK\$0.0534 per ordinary share on the basis of one Offer CPS Share for every Offer Share subscribed; and ii) not more than 215,525,161 new convertible preferred shares of the Company ("Offer CPS Shares") at a subscription price of HK\$0.0100125 per Offer CPS Share to qualifying holders of convertible preferred shares on the basis of one Offer CPS Share for every six existing convertible preferred shares held on 10 April 2013 with bonus issue of convertible preferred share warrants with exercise price of HK\$0.0100125 per convertible preferred share on the basis of one bonus convertible preferred share warrant for every Offer CPS share subscribed. Pursuant to the announcement of the Company dated 6 May 2013 (the "Announcement"), the Open Offer became unconditional and 1,180,938,718 Offer Shares, 1,180,938,718 ordinary share warrants, 215,525,161 Offer CPS Shares and 215,525,161 convertible preferred share warrants were issued on 7 May 2013. The dealing of the Offer Shares was commenced on the Stock Exchange on 8 May 2013. Further details of the Open Offer were disclosed in the Prospectus and the Announcement.
- (g) During the current financial year and before capital reorganization, 83,598,813 ordinary share warrants were exercised to subscribe for 83,598,813 new ordinary shares of HK\$0.0533 of the Company at a consideration of approximately HK\$4,465,000 of which approximately HK\$4,459,000 was credited to share capital and the balance of approximately HK\$6,000 was credited to share premium account.
- (h) During the current financial year and after capital reorganization, 606,240 ordinary share warrants were exercised to subscribe for 101,040 new ordinary shares of HK\$0.01 each of the Company at a consideration of approximately HK\$32,000 of which approximately HK\$1,000 was credited to share capital and the balance of approximately HK\$31,000 was credited to share premium account.

### 34. 股本 (續)

附註：(續)

- (f) 於二零一三年四月十一日，本公司刊發售股章程（「售股章程」），據此，本公司建議公開發售（「公開發售」），以i)按認購價每股發售股份港幣0.0534元向合資格普通股股東發行本公司不少於1,180,938,718股及不多於1,227,737,503股新普通股（「發售股份」），基準為於二零一三年四月十日每持有六股現有普通股獲發一股發售股份，另按行使價每股普通股港幣0.0534元發行紅利普通股認股權證，基準為每認購一股發售股份獲派一份紅利股份認股權證；及ii)按認購價每股發售CPS股份港幣0.0100125元向可換股優先股合資格持有人發行本公司不多於215,525,161股新可換股優先股（「發售CPS股份」），基準為於二零一三年四月十日每持有六股現有可換股優先股獲發一股發售CPS股份，另按行使價每股可換股優先股港幣0.0100125元發行紅利可換股優先股認股權證，基準為每認購一股發售CPS股份獲派一份紅利可換股優先股認股權證。根據本公司日期為二零一三年五月六日之公告（「該公告」），公開發售成為無條件及1,180,938,718股發售股份、1,180,938,718份普通股認股權證、215,525,161股發售CPS股份及215,525,161份可換股優先股認股權證於二零一三年五月七日發行。發售股份於二零一三年五月八日在聯交所開始買賣。公開發售之進一步詳情於售股章程及該公告內披露。
- (g) 於本財政年度及資本重組前，83,598,813份普通股認股權證已獲行使，以認購本公司83,598,813股每股面值港幣0.0533元之新普通股，代價約為港幣4,465,000元，當中約港幣4,459,000元已計入股本，餘額約港幣6,000元則計入股份溢價賬。
- (h) 於本財政年度及資本重組後，606,240份普通股認股權證已獲行使，以認購本公司101,040股每股面值港幣0.01元之新普通股，代價約為港幣32,000元，當中約港幣1,000元已計入股本，餘額約港幣31,000元則計入股份溢價賬。

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### 35. SHARE OPTION SCHEME

The Company terminated the share option scheme adopted by the Company on 9 September 2002 ("Old Scheme") and adopted a new share option scheme ("New Scheme") pursuant to an ordinary resolution passed by the shareholders of the Company at the special general meeting held on 27 November 2009. There was no share option granted under the Old Scheme. The principal terms of the New Scheme are as follows:

#### (a) Purpose

The purpose of the New Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group's operation and to recruit and retain high caliber employees and attract human resources that are valuable to the Group and any entity which any member of the Group holds any equity interest ("Invested Entity").

#### (b) Eligible participants

Eligible participants of the New Scheme include the Company's directors and other employees of the Group or Invested Entity, any customers, supplier of goods or services to any member of the Group or any Invested Entity who, in the sole discretion of the Board have contributed or will contribute to the growth and development of the Group or any Invested Entity.

#### (c) Maximum number of shares

The total number of shares (i.e. 670,236,433 ordinary shares, before the share consolidation, which should be consolidated into 111,706,072 ordinary shares upon the share consolidation effective from 2 October 2013) which may be issued upon exercise of all options granted and to be granted under the New Scheme represented 10% of the total number of issued ordinary shares of the Company as at the date of passing the ordinary resolution on 11 April 2012 (being the date on which the mandate limit of the New Scheme was refreshed) and represented approximately 8% of the total number of issued ordinary shares of the Company as at the date of this report for the year ended 31 March 2014.

#### (d) Maximum entitlement of each eligible participant

The maximum number of shares issuable under the New Scheme to each eligible participant within any 12-month period, is limited to 1% of the total number of ordinary shares of the Company in issue at any time.

### 35. 購股權計劃

本公司終止本公司於二零零二年九月九日採納之購股權計劃（「舊計劃」），並根據於二零零九年十一月二十七日舉行之股東特別大會獲本公司股東通過之普通決議案採納新購股權計劃（「新計劃」）。並無根據舊計劃授出任何購股權。新計劃之主要條款如下：

#### (a) 目的

新計劃之目的為向為本集團之成功營運作出貢獻之合資格參與者給予鼓勵及回報，並為本集團或本集團任何成員公司持有其股本權益之實體（「投資實體」）招聘及留聘優秀僱員以及吸引寶貴人力資源。

#### (b) 合資格參與者

新計劃之合資格參與者包括董事會全權酌情認為已經或將會對本集團或投資實體之增長及發展作出貢獻之本公司董事、本集團或任何投資實體之其他僱員、本集團任何成員公司之任何客戶、貨品或服務供應商或任何投資實體。

#### (c) 股份數目上限

截至二零一四年三月三十一日止年度，就根據新計劃已授出及將授出之所有購股權獲行使而可予發行之股份總數（即股份合併前的670,236,433股普通股，其於二零一三年十月二日股份合併生效後合併為111,706,072股普通股），佔於二零一二年四月十一日（即新計劃之授權限額獲更新當日）普通決議案獲通過當日之本公司已發行普通股總數之10%，及佔本報告日期之本公司已發行普通股總數約8%。

#### (d) 每名合資格參與者之權益上限

於任何十二個月期間內向新計劃項下每名合資格參與者授出之購股權可發行之股份總數，最多不得超過本公司任何時間已發行普通股總數1%。

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### 35. SHARE OPTION SCHEME (continued)

#### (d) Maximum entitlement of each eligible participant (continued)

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, which would result in the ordinary shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the ordinary shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000 within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

#### (e) Option period

An option shall be exercised within 10 years from the date of grant or such shorter period as the directors may specify at the time of grant.

#### (f) Acceptance of offer

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee.

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

#### (g) Exercise price

The exercise price of the share options is determinable by the directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share options; and (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

#### (h) The validity of the New Scheme

The New Scheme has a life of 10 years and will expire on 27 November 2019 unless otherwise terminated in accordance with the terms of the New Scheme.

In assessing the theoretical aggregate value of the share options granted and fully accepted during the year ended 31 March 2014, the result of Binominal Option Pricing Model performed by GCA was used. During the year ended 31 March 2014, the Group recognised share-based payment expenses approximately HK\$446,000 (2013: reversal of HK\$349,000) for employees.

### 35. 購股權計劃 (續)

#### (d) 每名合資格參與者之權益上限 (續)

倘於任何十二個月期間內授予本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士之任何購股權而將導致向該名人士經已授出及將授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將予發行之普通股,超過本公司任何時間已發行普通股之0.1%,及其總值(根據本公司股份於授出當日之價格計算)超過港幣5,000,000元,則須事先經股東於股東大會批准。

#### (e) 購股權有效期

購股權須自授出日期起十年內或董事會於授出時可能訂明之較短期間行使。

#### (f) 接納建議

承授人可於建議授出購股權當日起計二十八日內通過支付象徵式代價合共港幣1元而接納購股權。

購股權並無賦予持有人獲發股息或於股東大會投票之權利。

#### (g) 行使價

購股權之行使價由董事釐定,惟不得低於(i)本公司股份於建議授出購股權日期在聯交所每日報價表所列之收市價;及(ii)緊接建議授出購股權日期前五個交易日本公司股份在聯交所每日報價表所列之平均收市價;及(iii)本公司股份之面值(以最高者為準)。

#### (h) 新計劃之有效期

除根據新計劃條款另行終止外,新計劃為期十年,將於二零一九年十一月二十七日期滿。

於評估截至二零一四年三月三十一日止年度授出及獲全數接納之購股權理論總值時,已採用由漢華評估進行二項式期權定價模式之結果。截至二零一四年三月三十一日止年度,本集團就僱員確認以股份支付之開支約港幣446,000元(二零一三年:撥回港幣349,000元)。

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### 35. SHARE OPTION SCHEME (continued)

(a) Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

Date of Grant 授出日期	Exercise period 行使期	Exercise price per share before share consolidation 股份合併前 每股行使價	Exercise price per share after share consolidation 股份合併後 每股行使價	Outstanding at 1 April 2012 於二零一二年 四月一日 尚未行使	Number of share options 購股權數目			Outstanding at 31 March 2013 and 1 April 2013 於二零一三年 三月三十一日及 二零一三年 四月一日 尚未行使	Granted 已授出	Exercised 已行使	Lapsed 已失效	Adjusted upon share consolidation 於股份合併後 調整	Outstanding at 31 March 2014 於二零一四年 三月三十一日 尚未行使	Exercisable at 31 March 2014 於二零一四年 三月三十一日 可行使
					Granted 已授出	Exercised 已行使	Lapsed 已失效							
13 January 2010 二零一零年 一月十三日	13 January 2011 to 12 January 2020 二零一一年一月十三日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	1,909,686	-	-	(1,388,821)	520,865	-	-	-	(434,055)	86,810	86,810
13 January 2010 二零一零年 一月十三日	13 January 2012 to 12 January 2020 二零一二年一月十三日至二零二 零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	1,909,688	-	-	(1,388,823)	520,865	-	-	-	(434,055)	86,810	86,810
13 January 2010 二零一零年 一月十三日	13 January 2013 to 12 January 2020 二零一三年一月十三日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	HK\$5.640 港幣5.640元	1,909,691	-	-	(1,388,824)	520,867	-	-	-	(434,056)	86,811	86,811
13 January 2010 二零一零年 一月十三日	15 July 2010 to 12 January 2020 二零一零年七月十五日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	N/A 不適用	5,105,428	-	-	-	5,105,428	-	-	(5,105,428)	N/A 不適用	-	-
13 January 2010 二零一零年 一月十三日	15 July 2011 to 12 January 2020 二零一一年七月十五日至 二零二零年一月十二日	HK\$0.940 港幣0.940元	N/A 不適用	5,105,427	-	-	-	5,105,427	-	-	(5,105,427)	N/A 不適用	-	-
7 May 2010 二零一零年 五月七日	15 July 2010 to 6 May 2020 二零一零年七月十五日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	5,105,427	-	-	-	5,105,427	-	-	(5,105,427)	N/A 不適用	-	-
7 May 2010 二零一零年 五月七日	13 January 2011 to 6 May 2020 二零一一年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	1,168,271	-	-	(865,406)	280,865	-	-	-	(234,055)	46,810	46,810
7 May 2010 二零一零年 五月七日	7 May 2011 to 6 May 2020 二零一一年五月七日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	825,658	-	-	(825,658)	-	-	-	-	N/A 不適用	-	-
7 May 2010 二零一零年 五月七日	15 July 2011 to 6 May 2020 二零一一年七月十五日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	5,105,428	-	-	-	5,105,428	-	-	(5,105,428)	N/A 不適用	-	-

### 35. 購股權計劃 (續)

(a) 尚未行使購股權數目及其相關加權平均行使價之變動如下：

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### 35. SHARE OPTION SCHEME (continued)

- (a) Movements in the number of share options outstanding and their related weighted average exercise prices are as follows: (continued)

Date of Grant 授出日期	Exercise period 行使期	Exercise price per share before share consolidation 股份合併前 每股行使價	Exercise price per share after share consolidation 股份合併後 每股行使價	Outstanding at 1 April 2012 於二零一二年 四月一日 尚未行使	Number of share options 購股權數目						Outstanding at 31 March 2014 於二零一四年 三月三十一日 尚未行使	Exercisable at 31 March 2014 於二零一四年 三月三十一日 可行使		
					Granted 已授出	Exercised 已行使	Lapsed 已失效	Adjusted upon share consolidation 於股份合併後 調整	Granted 已授出	Exercised 已行使			Lapsed 已失效	
7 May 2010 二零一零年 五月七日	13 January 2012 to 6 May 2020 二零一二年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	1,166,271	-	-	(885,406)	280,865	-	-	-	(234,055)	46,810	46,810
7 May 2010 二零一零年 五月七日	7 May 2012 to 6 May 2020 二零一二年五月七日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	825,659	-	-	(825,659)	-	-	-	-	N/A 不適用	-	-
7 May 2010 二零一零年 五月七日	13 January 2013 to 6 May 2020 二零一三年一月十三日至 二零二零年五月六日	HK\$0.710 港幣0.710元	HK\$4.260 港幣4.260元	1,166,276	-	-	(885,409)	280,867	-	-	-	(234,056)	46,811	46,811
7 May 2010 二零一零年 五月七日	7 May 2013 to 6 May 2020 二零一三年五月七日至 二零二零年五月六日	HK\$0.710 港幣0.710元	N/A 不適用	825,659	-	-	(825,659)	-	-	-	-	N/A 不適用	-	-
14 September 2010 二零一零年 九月十四日	14 September 2010 to 27 November 2019 二零一零年九月十四日至 二零一九年十一月二十七日	HK\$0.375 港幣0.375元	HK\$2.250 港幣2.250元	63,552,500	-	-	(52,352,500)	11,200,000	-	-	(11,000,000)	(166,667)	33,333	33,333
18 February 2011 二零一一年 二月十八日	16 December 2011 to 17 February 2021 二零一一年十二月十六日至 二零二一年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	1,433,333	-	-	-	1,433,333	-	-	(1,433,333)	N/A 不適用	-	-
18 February 2011 二零一一年 二月十八日	16 December 2012 to 17 February 2021 二零一二年十二月十六日至 二零二一年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	1,433,333	-	-	-	1,433,333	-	-	(1,433,333)	N/A 不適用	-	-
18 February 2011 二零一一年 二月十八日	16 December 2013 to 17 February 2021 二零一三年十二月十六日至 二零二一年二月十七日	HK\$0.42 港幣0.42元	N/A 不適用	1,433,334	-	-	-	1,433,334	-	-	(1,433,334)	N/A 不適用	-	-
30 August 2013 二零一三年 八月三十日	30 August 2013 to 29 August 2013 二零一三年八月三十日至 二零一三年八月二十九日	HK\$0.0534 港幣0.0534元	HK\$0.3204 港幣0.3204元	-	-	-	-	166,551,732	-	-	-	(138,793,110)	27,758,622	27,758,622
				99,979,069	-	-	(61,652,165)	38,326,904	166,551,732	-	(35,721,710)	(140,964,109)	28,192,817	28,192,817
Weighted average exercise price:	加權平均行使價:			HK\$0.521 港幣0.521元	-	-	HK\$0.441 港幣0.441元	HK\$0.6517 港幣0.6517元	HK\$0.0534 港幣0.0534元	-	HK\$0.6377 港幣0.6377元		HK\$0.3914 港幣0.3914元	HK\$0.3914 港幣0.3914元

The number of share options exercisable at 31 March 2013 was 36,893,570 and its weighted average exercise price was HK\$0.677.

### 35. 購股權計劃 (續)

- (a) 尚未行使購股權數目及其相關加權平均行使價之變動如下：(續)

於二零一三年三月三十一日可行使之購股權數目為36,893,570份，其加權平均行使價為港幣0.677元。

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### 35. SHARE OPTION SCHEME (continued)

(b) The vesting period for the share options is as below.

Date of grant 授出日期	No. of share options granted 已授出 購股權數目	Vesting conditions 歸屬條件	
		No. of shares options vested 已歸屬購股權數目	Vesting date 歸屬日期
13 January 2010 二零一零年一月十三日	10,210,855	5,105,428	15 July 2010 二零一零年七月十五日
		5,105,427	15 July 2011 二零一一年七月十五日
	45,040,069	18,398,633	13 January 2011 二零一一年一月十三日
		13,320,716	13 January 2012 二零一二年一月十三日
		13,320,720	13 January 2013 二零一三年一月十三日
7 May 2010 二零一零年五月七日	10,210,855	5,105,427	15 July 2010 二零一零年七月十五日
		5,105,428	15 July 2011 二零一一年七月十五日
	14,488,035	2,000,000	7 November 2010 二零一零年十一月七日
		4,162,677	7 May 2011 二零一一年五月七日
		4,162,678	7 May 2012 二零一二年五月七日
		4,162,680	7 May 2013 二零一三年五月七日
	28,144,944	9,381,644	13 January 2011 二零一一年一月十三日
		9,381,646	13 January 2012 二零一二年一月十三日
		9,381,654	13 January 2013 二零一三年一月十三日
14 September 2010 二零一零年九月十四日	79,350,000	79,350,000	14 September 2010 二零一零年九月十四日
18 February 2011 二零一一年二月十八日	5,105,428	1,701,809	30 June 2011 二零一一年六月三十日
		1,701,809	30 June 2012 二零一二年六月三十日
		1,701,810	30 June 2013 二零一三年六月三十日
	820,588	273,529	31 July 2011 二零一一年七月三十一日
		273,529	31 July 2012 二零一二年七月三十一日
		273,530	31 July 2013 二零一三年七月三十一日
	1,000,000	333,333	6 September 2011 二零一一年九月六日
		333,333	6 September 2012 二零一二年九月六日
		333,334	6 September 2013 二零一三年九月六日
	800,000	266,666	5 December 2011 二零一一年十二月五日
		266,667	5 December 2012 二零一二年十二月五日
		266,667	5 December 2013 二零一三年十二月五日
	4,300,000	1,433,333	16 December 2011 二零一一年十二月十六日
		1,433,333	16 December 2012 二零一二年十二月十六日
		1,433,334	16 December 2013 二零一三年十二月十六日
1,000,000	333,333	2 January 2012 二零一二年一月二日	
	333,333	2 January 2013 二零一三年一月二日	
	333,334	2 January 2014 二零一四年一月二日	
1,300,000	433,333	9 January 2012 二零一二年一月九日	
	433,333	9 January 2013 二零一三年一月九日	
	433,334	9 January 2014 二零一四年一月九日	
30 August 2013 二零一三年八月三十日	166,551,732	166,551,732	30 August 2013 二零一三年八月三十日
Total share option granted 已授出購股權總數	368,322,506		
Less: Lapsed 減：已失效	(190,068,080)		
Exercised 已行使	(9,097,500)		
Adjustment upon share consolidation effective on 2 October 2013 於二零一三年十月二日 股份合併生效後調整	(140,964,109)		
Outstanding at 31 March 2014 於二零一四年三月三十一日 尚未行使	28,192,817		

### 35. 購股權計劃 (續)

(b) 購股權之歸屬期如下。

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## 綜合財務報告附註

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

### 35. SHARE OPTION SCHEME (continued)

(b) (continued)

The option outstanding as at 31 March 2014 have a weighted average remaining contractual life of 9.36 years (2013: 8.32 years).

There was no exercise for share options for the years ended 31 March 2014 and 31 March 2013.

No other share options granted under the New Scheme were cancelled during the years ended 31 March 2014 and 2013. The Group had no legal or constructive obligation to repurchase or settle the options in cash.

(c) The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on binomial option pricing model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial option pricing model.

### 35. 購股權計劃 (續)

(b) (續)

於二零一四年三月三十一日尚未行使購股權之加權平均餘下合約年期為9.36年(二零一三年: 8.32年)。

截至二零一四年及二零一三年三月三十一日止年度概無購股權獲行使。

截至二零一四年及二零一三年三月三十一日止年度, 概無其他根據新計劃授出之購股權獲註銷。本集團並無法律或推定責任須以現金購回或支付購股權。

(c) 以授出購股權換取之服務公平值乃參考已授出購股權之公平值計量。已授出購股權之估計公平值按二項式期權定價模式計量。購股權之合約年期作為輸入該模式之數據, 而預期提早行使已計入二項式期權定價模式之中。

		<b>Date of grant</b>
		授出日期
		<b>30/8/2013</b>
		二零一三年
		八月三十日
Fair value of share options and assumptions	購股權之公平值及假設	HK\$0.0038 港幣0.0038元
Share price	股價	HK\$0.033 港幣0.033元
Exercise price	行使價	HK\$0.0534 港幣0.0534元
Expected volatility (expressed as weighted average volatility used in the modeling under binomial option pricing model)	預期波幅 (根據二項式期權定價模式模擬時所用加權平均波幅)	35.28%
Option life (expressed as weighted average life used in the modeling under binomial option pricing model)	購股權年期 (根據二項式期權定價模式模擬時所使用加權平均年期)	10 years年
Expected dividends	預期股息	HK\$Nil 港幣零元
Risk-free interest rate (based on 10-year Hong Kong Exchange Fund Notes)	無風險利率 (以十年期香港外匯基金票據為準)	2.335%



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### 35. SHARE OPTION SCHEME (continued)

(c) (continued)

The expected volatility is based on annualized standard deviations of the continuously compounded rates of return on the share prices of five comparable companies in Hong Kong and Brazil Exchange with similar business operations. No dividends are expected as the Company had no history of payment of dividends.

The share options granted during the year ended 31 March 2014 were immediately vested. There were no market conditions associated with the share option grants.

### 35. 購股權計劃 (續)

(c) (續)

預期波幅乃以於香港及巴西證券交易所從事同類業務營運之五家可資比較公司之股價回報持續複合比率之年度標準差為基準。由於本公司過往並無派付股息記錄，故預期不會派付任何股息。

於截至二零一四年三月三十一日止年度授出之購股權已即時歸屬。授出購股權並無附隨任何市場條件。

### 36. RESERVES

(a) The Group

Notes	附註	Shares held by the Company for settlement of acquisition consideration		Contributed surplus	Distributable reserve	Capital redemption reserve	Exchange fluctuation reserve	Share option reserve	Accumulated losses	Non-controlling interests		Total
		Share premium	本公司就償付收購代價所持股份							實繳盈餘	可供分派儲備	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2012	於二零一二年四月一日	2,458,674	(115,920)	10,003	2,216	8,000	11,638	19,524	(1,903,154)	490,981	86	491,067
Change in equity for 2013	二零一三年權益變動	-	-	-	-	-	-	-	(326,601)	(326,601)	(79)	(326,676)
Loss for the year	年度虧損	-	-	-	-	-	-	-	(326,601)	(326,601)	(79)	(326,676)
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報告之匯兌差額	-	-	-	-	-	(49,530)	-	-	(49,530)	(4)	(49,534)
Total other comprehensive income	其他全面收入總額	-	-	-	-	-	(49,530)	-	-	(49,530)	(4)	(49,534)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	-	(49,530)	-	(326,601)	(376,131)	(79)	(376,210)
Transactions with owners	與擁有人進行之交易											
Issuance of shares pursuant to the equity line facility	根據股本融資發行股份	11,667	-	-	-	-	-	-	-	11,667	-	11,667
Equity-settled share-based payment	以股權結算之股份付款	-	-	-	-	-	-	(349)	-	(349)	-	(349)
Forfeiture of share options	沒收購股權	-	-	-	-	-	-	(9,321)	9,321	-	-	-
Total transactions with owners	與擁有人進行之交易總額	11,667	-	-	-	-	-	(9,670)	9,321	11,318	-	11,318
At 31 March 2013	於二零一三年三月三十一日	2,470,341	(115,920)	10,003	2,216	8,000	(37,892)	9,854	(2,220,434)	126,168	7	126,175

### 36. 儲備

(a) 本集團

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

**36. RESERVES** (continued)**36. 儲備** (續)**(a) The Group** (continued)**(a) 本集團** (續)

		Shares held by the Company for settlement of acquisition consideration		Contributed surplus	Distributable reserve	Capital redemption reserve	Exchange fluctuation reserve	Share option reserve	Accumulated losses	Non- controlling interests	Total								
		Share premium	本公司款項付 收購代價 所持股份									可供分派 儲備	股本贖回 儲備	匯兌波動 儲備	購股權 儲備	累計虧損	Sub-total 小計	非控股股東 權益	總計
		Notes 附註	HK\$'000 港幣千元									HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 April 2013	於二零一三年四月一日		2,470,341	(115,920)	10,003	2,216	8,000	(37,892)	9,854	(2,220,434)	126,168	7	126,175						
Change in equity for 2014	二零一四年權益變動																		
Loss for the year	年度虧損		-	-	-	-	-	-	-	(490,133)	(490,133)	(21)	(490,154)						
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報告之匯兌差額		-	-	-	-	(11,884)	-	-	-	(11,884)	-	(11,884)						
Total other comprehensive income	其他全面收入總額		-	-	-	-	(11,884)	-	-	-	(11,884)	-	(11,884)						
Total comprehensive loss for the year	本年度全面虧損總額		-	-	-	-	(11,884)	-	(490,133)	(502,017)	(21)	(502,038)							
Transactions with owners	與擁有人進行之交易																		
Issue of new shares in connection with the open offer	就公開發售發行新股份	34(f)	81	-	-	-	-	-	-	-	81	-	81						
Capital reorganization - cancellation of share premium	股本重組 - 註銷股份溢價	34(c)(i)	(2,467,340)	-	2,898,765	-	-	-	-	-	431,425	-	431,425						
Share issue upon exercise of ordinary share warrants	行使普通股認股權證後發行股份	30, 34(g)(h)	1,112	-	-	-	-	-	-	-	1,112	-	1,112						
Share issue expenses	購股權開支		(4,160)	-	-	-	-	-	-	-	(4,160)	-	(4,160)						
Equity-settled share-based payment	以股權結算之股份付款		-	-	-	-	-	446	-	-	446	-	446						
Forfeiture of share options	沒收購股權		-	-	-	-	-	(8,640)	8,640	-	-	-	-						
Acquisition of subsidiaries	收購附屬公司	37(a)	-	-	-	-	-	-	-	-	-	89	89						
Deemed distribution to shareholders through the open offer	被視為透過公開發售分派予股東		-	-	(23,337)	-	-	-	-	-	(23,337)	-	(23,337)						
Total transactions with owners	與擁有人進行之交易總額		(2,470,307)	-	2,875,428	-	-	(8,194)	8,640	405,567	89	-	405,656						
At 31 March 2014	於二零一四年三月三十一日		34	(115,920)	2,885,431	2,216	8,000	(49,776)	1,660	(2,701,927)	29,718	75	29,793						

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### 36. RESERVES (continued)

#### (b) The Company

		Shares held by the Company for settlement of acquisition consideration		Contributed surplus	Distributable reserve	Capital redemption reserve	Share option reserve	Accumulated losses	Total
		Share premium	本公司就償付 收購代價 所持股份						
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2012	於二零一二年四月一日	2,458,674	(115,920)	62,947	2,216	8,000	19,524	(1,923,316)	512,125
Loss for the year	年度虧損	-	-	-	-	-	-	(366,459)	(366,459)
Issuance of shares pursuant to the equity line facility	根據股本融資發行股份	34(e) 11,667	-	-	-	-	-	-	11,667
Equity-settled share-based payment	以股權結算之股份付款	-	-	-	-	-	(349)	-	(349)
Forfeiture of share options	沒收購股權	-	-	-	-	-	(9,321)	9,321	-
At 31 March 2013	於二零一三年三月三十一日	2,470,341	(115,920)	62,947	2,216	8,000	9,854	(2,280,454)	156,984
At 1 April 2013	於二零一三年四月一日	2,470,341	(115,920)	62,947	2,216	8,000	9,854	(2,280,454)	156,984
Loss for the year	年度虧損	-	-	-	-	-	-	(576,807)	(576,807)
Issue of new shares in connection with the open offer	因公開發售發行新股份	34(f) 81	-	-	-	-	-	-	81
Capital reorganization - cancellation of share premium	股本重組 - 註銷繳足股本	34(c)(f) (2,467,340)	-	2,898,765	-	-	-	-	431,425
Share issue upon exercise of ordinary share warrants	行使普通股認股權證時發行 股份	30, 34(g)(h) 1,112	-	-	-	-	-	-	1,112
Share issue expenses	股份發行開支	(4,160)	-	-	-	-	-	-	(4,160)
Equity-settled share-based payment	以股權結算之股份付款	-	-	-	-	-	446	-	446
Deemed distribution to shareholders through the open offer	被視為透過公開發售 分派予股東	-	-	(23,337)	-	-	-	-	(23,337)
Forfeiture of share options	沒收購股權	-	-	-	-	-	(8,640)	8,640	-
At 31 March 2014	於二零一四年三月三十一日	34 (115,920)	2,938,375	2,216	8,000	1,660	(2,848,621)	(14,256)	

### 36. 儲備 (續)

#### (b) 本公司

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## 綜合財務報告附註

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

### 36. RESERVES (continued)

#### (c) Nature of purposes of the reserves

- (i) **Share premium**  
The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981. The share premium account of the Company is distributable to the owners of the Company in the form of fully paid bonus shares.
- (ii) **Contributed surplus**  
The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in June 1991, over the nominal value of the Company's shares issued in exchange thereof, and the capital reorganisation during the year ended 31 March 2014. Under the Bermuda Companies Act 1981 (as amended), the contributed surplus is distributable to shareholders in certain circumstances.
- (iii) **Distributable reserve**  
Pursuant to a special resolution passed on 15 July 2003, the share premium account of the Company was reduced by an amount of HK\$103,948,000 to HK\$Nil and of which HK\$98,953,000 was applied towards the elimination of the accumulated losses of the Company as at 31 March 2003, with the remaining balance of HK\$4,995,000 being credited to a distributable reserve of the Company. The reduction of share premium account was effective on 6 October 2003.
- (iv) **Capital redemption reserve**  
The capital redemption reserve represents the amount paid by which the Company's issued share capital has been diminished on the cancellation of the shares repurchased.
- (v) **Exchange fluctuation reserve**  
The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the overseas subsidiaries. The reserve is dealt with in accordance with the accounting policy set out in Note 3(t).
- (vi) **Share option reserve**  
Share options reserve comprise the fair value of the estimated number of unexercised share options granted to directors and employees of the Group recognized in accordance with the accounting policy adopted for share-based payments in Note 3(p)(iii).

### 36. 儲備 (續)

#### (c) 儲備之性質及目的

- (i) **股份溢價**  
股份溢價賬之應用受百慕達一九八一年公司法第40條管轄。本公司股份溢價賬以繳足紅股方式分派予本公司擁有人。
- (ii) **實繳盈餘**  
本公司之實繳盈餘為按本集團於一九九一年六月進行集團重組所收購附屬公司股份之公平值超逾本公司為交換該等股份而發行之股份面值之差額及截至二零一四年三月三十一日止年度之股本重組。根據百慕達一九八一年公司法(修訂本)，實繳盈餘可於若干情況下分派予股東。
- (iii) **可供分派儲備**  
根據於二零零三年七月十五日通過之特別決議案，本公司之股份溢價賬已削減港幣103,948,000元至港幣零元，當中港幣98,953,000元已用作撇銷本公司於二零零三年三月三十一日之累計虧損，而餘額港幣4,995,000元則計入本公司之可供分派儲備。削減股份溢價賬於二零零三年十月六日生效。
- (iv) **股本贖回儲備**  
股本贖回儲備指本公司已發行股本削減至所購回股份被註銷所支付金額。
- (v) **匯兌波動儲備**  
匯兌波動儲備包括換算海外附屬公司財務報告產生之一切匯兌差額。該儲備乃根據附註3(t)所載會計政策處理。
- (vi) **購股權儲備**  
購股權儲備包括根據附註3(p)(iii)就以股份支付所採納會計政策確認之授予本集團董事及僱員未行使購股權估計數目之公平值。

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### 36. RESERVES (continued)

#### (c) Nature of purposes of the reserves (continued)

##### (vii) *Shares held by Company for settlement of acquisition consideration*

The Company issued shares for acquisitions of Originate Tech during the year ended 31 March 2012. At the end of the reporting period, 280,000,000 shares, valued at HK\$0.414 (the issue price) per share amounting to HK\$115,920,000 were held by the Company awaiting disposal. Proceeds from the disposal of these shares shall be returned to the Company in accordance with the terms of the acquisition agreement.

#### (d) Distributability of reserves

At 31 March 2014 and 2013, the aggregate amount of reserves available for the distribution to the owners of the Company calculated in accordance with the Bermuda Companies Act 1981 (as amended) was HK\$Nil and HK\$147,130,000 respectively.

#### (e) Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes loan notes and other financial liabilities) plus unaccrued proposed dividends, less bank deposits and cash. Adjusted capital comprises all components of equity less unaccrued proposed dividends plus net debt.

### 36. 儲備 (續)

#### (c) 儲備之性質及目的 (續)

##### (vii) 本公司就償付收購代價所持股份

本公司於截至二零一二年三月三十一日止年度已就收購創科發行股份。於報告期間結算日，本公司持有每股價格港幣0.414元（發行價）之280,000,000股股份合共港幣115,920,000元以待出售。出售有關股份之所得款項將根據收購協議之條款退還本公司。

#### (d) 儲備是否可予分派

於二零一四年及二零一三年三月三十一日，根據百慕達一九八一年公司法（經修訂）計算可供分派予本公司擁有人之儲備總額分別為港幣零元及港幣147,130,000元。

#### (e) 資本風險管理

本集團管理資本主要旨在保障本集團的持續經營能力，從而能夠繼續為股東帶來回報並且令其他利益相關者受惠，以及保持最佳資本架構以減輕資金成本。

本集團積極及定期檢討及管理其資本架構，以在較高借貸水平可能帶來較高股東回報與維持穩健資金狀況所帶來的裨益及保障之間取得平衡，並因應經濟環境的轉變調整資本架構。

本集團按債務淨額對經調整資本比率之基準監察其資本結構。為此，本集團界定債務淨額為債務總額（包括貸款票據及其他財務負債）加非累計擬派股息，減銀行存款及現金。經調整資本包括權益之所有組成部分減去非累計擬派股息加債務淨額。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 36. RESERVES (continued)

#### (e) Capital risk management (continued)

During the year ended 31 March 2014, the Group's strategy, which unchanged from 2013, was to maintain the net debt-to-adjusted capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to the owners, return capital to the owners, issue new shares or sell assets to reduce debt. The net debt-to-adjusted capital ratio at 31 March 2014 and 2013 were as follows:

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Trade and other payables	應付貿易款項及 其他應付款項	<b>82,776</b>	79,401
Loans and borrowings	貸款及借貸	<b>28,304</b>	36,132
Amount due to shareholders	應付股東款項	<b>13,410</b>	231,568
Amounts due to related companies	應付一家關連公司款項	-	3,717
Amount due to non-controlling shareholder	應付非控股股東款項	<b>1,235</b>	-
Promissory notes	承付票據	<b>6,782</b>	6,648
Financial liabilities	財務負債	<b>1,984</b>	-
<b>Total debt</b>	<b>債務總額</b>	<b>134,491</b>	357,466
Add: proposed dividends	加：擬派股息	-	-
Less: cash and cash equivalents	減：現金及現金等價物	<b>(8,965)</b>	(216,540)
<b>Net debt</b>	<b>債務淨額</b>	<b>125,526</b>	140,926
<b>Total equity</b>	<b>權益總額</b>	<b>58,798</b>	517,007
<b>Total capital</b>	<b>資本總額</b>	<b>184,324</b>	657,933
<b>Net debt-to-adjusted capital ratio</b>	<b>債務淨額對 經調整資本比率</b>	<b>68%</b>	21%

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

### 36. 儲備 (續)

#### (e) 資本風險管理 (續)

截至二零一四年三月三十一日止年度，本集團採取與二零一三年度相同的策略，盡可能將債務淨額對經調整資本比率維持在低水平。為維持或調整該比率，本集團可調整向擁有人支付之股息金額、向擁有人返還資本、發行新股份或出售資產減債。於二零一四年及二零一三年三月三十一日，淨債務對經調整資本比率如下：

本集團並無受任何外界施加的資本規定所規限。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 37. ACQUISITION OF SUBSIDIARIES

#### a) Travel Inn Limited

On 18 February 2014, the Group obtained control of Travel Inn Limited by acquiring 95% equity interest and voting rights in Travel Inn Limited from an independent third party. Travel Inn Limited provided travel agency services. The acquisition was made with the aim to diversify Group's businesses.

The following summarized the recognised amounts of identifiable assets acquired and liabilities assumed as at 18 February 2014.

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	3,281
Trade and other receivables	應收貿易款項及其他應收款項	618
Provision for taxation	稅項撥備	28
Cash and cash equivalents	現金及現金等價物	746
Trade and other payables	應付貿易款項及其他應付款項	(740)
Loans and borrowings	貸款及借款	(905)
Deferred tax liabilities	遞延稅項負債	(21)
Amount due to non-controlling shareholder	應付非控股股東款項	(1,235)
<b>Total net identifiable assets</b>	<b>可識別淨資產總額</b>	<b>1,772</b>
Non-controlling interest	非控股權益	(89)
Gain on bargain purchase	議價收購之收益	(503)
<b>Total consideration</b>	<b>總代價</b>	<b>1,180</b>

### 37. 收購附屬公司

#### a) 旅遊棧有限公司

於二零一四年二月十八日，本集團透過向獨立第三方收購旅遊棧有限公司之95%股本權益及投票權而取得其控制權。旅遊棧有限公司提供旅遊代理服務。作出收購旨在多元化發展本集團業務。

所收購可識別資產及所承擔負債於二零一四年二月十八日之已確認金額概列如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 37. ACQUISITION OF SUBSIDIARIES (continued)

### 37. 收購附屬公司 (續)

#### a) Travel Inn Limited (continued)

#### a) 旅遊棧有限公司 (續)

		HK\$'000 港幣千元
Consideration transferred	已轉讓代價	1,180
Less: Group's share of fair value of identifiable net assets acquired	減：本集團分佔所收購可識別淨資產之公平值	(1,683)
Gain on bargain purchase on acquisition	議價收購之收益	(503)
Purchase consideration settled in cash	以現金償付之代價	(1,180)
Cash and bank balances acquired	所收購之現金及現金等價物	746
Net cash outflow on acquisition	收購之現金流出淨額	(434)

The gain on bargain purchase is mainly attributable to the following:

- i) The immediate exit opportunity offered to the vendor; and
- ii) The ability of the Group in negotiating the agreed terms of the transaction with vendor.

No significant acquisition-related costs were incurred.

The Group had elected to measure the non-controlling interest in Travel Inn Limited at the proportionate share of the identifiable net assets.

None of the trade receivables was impaired and it was expected that all contractual amounts could be collected.

Included in the loss for the year is profit of approximately HK\$85,000 attributable to Travel Inn Limited. Revenue for the year includes HK\$175,000 in respect of Travel Inn Limited. Had the business combination been effected on 1 April 2013, the revenue and loss of the Group for the year ended 31 March 2014 would have been approximately HK\$65,199,000 and HK\$490,012,000 respectively. The directors considered these pro-forma numbers to represent an approximate measure of the performance of the combined group on an annualised basis and to provide a reference results for comparison in future periods.

議價收購收益主要源於以下各項：

- i) 向賣方提供之立刻退出機會；及
- ii) 本集團有能力與賣方磋商議定條款。

本集團並無產生重大收購相關成本。

本集團選擇按分佔可識別淨資產之比例計算於旅遊棧有限公司之非控股權益。

應收貿易款項概無出現減值，且預期所有合約金額均可收回。

年度虧損中已計入源於旅遊棧有限公司之溢利約港幣85,000元。年度收益已入與旅遊棧有限公司有關之約港幣175,000元。倘業務合併於二零一三年四月一日生效，則本集團截至二零一四年三月三十一日止年度之收入及虧損將分別約為港幣65,199,000元及港幣490,012,000元。董事認為此等備考數字代表合併後集團按年化基準計量之概約業績，並可作為與未來期間比較之參考業績。



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 37. ACQUISITION OF SUBSIDIARIES (continued)

### 37. 收購附屬公司 (續)

#### b) Good Magic Limited

##### *Acquisition of assets and liabilities through acquisition of subsidiaries*

On 18 February 2014, the Group obtained control of Good Magic Limited by acquiring 100% equity interest and voting rights in Good Magic Limited from an independent third party. The Group accounted for the acquisition of subsidiaries as an asset acquisition. The acquisition was made with the aim to diversify Group's businesses.

The following summarized the recognised amounts of identifiable assets acquired and liabilities assumed as at 18 February 2014.

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	39
Investment property	無形資產	23,699
Other receivables	其他應收款項	27
Cash and cash equivalents	現金及現金等價物	103
Trade and other payables	應付貿易款項及其他應付款項	(110)
Loans and borrowings	貸款及借款	(23,388)
<b>Total net identifiable assets</b>	<b>可識別淨資產總額</b>	<b>370</b>
<b>Total consideration</b>	<b>總代價</b>	<b>370</b>

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of Good Magic Limited is as follows:

		HK\$'000 港幣千元
Purchase consideration settled in cash	以現金償付之收購代價	(370)
Cash and cash equivalents acquired	所收購之現金及現金等價物	103
<b>Net cash outflow on acquisition</b>	<b>收購之現金流出淨額</b>	<b>(267)</b>

##### *藉收購附屬公司收購資產及負債*

於二零一四年二月十八日，本集團透過向獨立第三方收購Good Magic Limited之全部股本權益及投票權而取得其控制權。本集團將附屬公司收購事項入賬為資產收購。作出收購旨在多元化發展本集團業務。

以下概述於二零一四年二月十八日可識別已收購資產及已承擔負債之已確認金額。

收購Good Magic Limited相關現金及現金等價物之流出淨額分析如下：

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## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include trade and other receivables, cash and cash equivalents, loans and borrowings, trade and other payables, financial liabilities, promissory notes, amounts due to shareholders, amount due to related companies and amount due to non-controlling shareholder.

The Company's major financial instruments include other receivables, cash and cash equivalents, other payables, financial liabilities and promissory notes.

Details of these financial instruments are disclosed in respective notes. The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (a) Credit risk

##### *The Group*

The Group's credit risk is primarily attributable to bank deposits and trade and other receivables.

For trade and other receivables, management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 – 180 days from the date of billing.

Debtors with balances that are more than 6 months past due are requested to settle all outstanding balances before any further credit is granted.

None of the Group's financial assets are secured by collateral or other credit enhancements.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentration of credit risk primarily arisen when the Group has significant exposure to individual customers.

### 38. 財務風險管理

本集團之主要財務工具包括應收貿易款項及其他應收款項、現金及現金等價物、貸款及借貸、應付貿易款項及其他應付款項、財務負債、承付票據、應付股東及關連公司款項及應付非控股股東款項。

本公司之主要財務工具包括其他應收款項、現金及現金等價物、其他應付款項、財務負債及承付票據。

該等財務工具之詳情於有關附註披露。與該等財務工具相關之風險及如何降低該等風險之政策載於下文。管理層管理及監控該等風險，確保能及時和有效地採取適當措施。

#### (a) 信貸風險

##### *本集團*

本集團之信貸風險主要與銀行存款以及應收貿易款項及其他應收款項有關。

管理層就應收貿易款項及其他應收款項採用信貸政策，並以持續基準監察該等信貸風險。就應收貿易款項及其他應收款項而言，信貸評估會向所有要求除賬超過若干金額之客戶進行，從而集中評估客戶之過往到期付款記錄及目前付款能力，並會考慮客戶之特定資料及其營運地區之經濟環境。應收貿易款項於開單日期起計30至180日內到期。

結餘逾期六個月以上之債務人須清償所有結餘後方會獲授其他信貸額。

本集團財務資產概無以抵押品或其他信貸提升作擔保。

本集團之信貸風險主要受客戶各自之個別特點影響，而非客戶營運所在行業或國家，因此，重大信貸集中風險主要於本集團因個別客戶而面臨重大風險時產生。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (a) Credit risk (continued)

The Group had concentration of credit risk by customers as for 99% (2013: 100%) and 84% (2013: 72%) of the total trade receivables were due from the Group's five largest customers and the largest customer respectively as at 31 March 2014. The Group had concentration of credit risk by other receivables as for 83% (2013: 4%) of total other receivables were due from two largest parties as at 31 March 2014.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 24.

#### *The Company*

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to parent company's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from an independent third party to meet its liquidity requirements in the short and longer term.

### 38. 財務風險管理 (續)

#### (a) 信貸風險 (續)

於二零一四年三月三十一日，本集團之集中客戶信貸風險來自本集團五大客戶及最大客戶，彼等各佔應收貿易款項總額之99%（二零一三年：100%）及84%（二零一三年：72%）。於二零一四年三月三十一日，本集團就其他應收款項面臨集中客戶信貸風險，因全部其他應收款項之83%（二零一三年：4%）為來自兩名最大客戶。

由於對手方均為獲國際信貸評級機構給予高信貸評級之銀行，流動資金之信貸風險有限。

有關本集團因應收貿易款項及其他應收款項而面對之信貸風險，其進一步計量披露載於附註24。

#### *本公司*

由於對手方均為獲國際信貸評級機構給予高信貸評級之銀行，流動資金之信貸風險有限。

#### (b) 流動資金風險

本集團內的個別經營實體須自行負責其現金管理事宜，包括籌措貸款以應付預期現金需求，惟須待母公司之董事會批准，方可作實。本集團之政策為定期監控現時及預期流動資金需求以及是否遵守借貸契諾，確保維持足夠現金和獲得獨立第三方承諾授予充裕信貸額度，以應付其短期及較長期的流動資金需求。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (b) Liquidity risk (continued)

The following tables detail the remaining contractual maturities at the end of the reporting period of the Group's and the Company's non-derivative financial liabilities which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

#### The Group

		2014 二零一四年				
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
Carrying amount	合約未貼現現金流轉總額	合約未貼現金流轉總額	一年內或按需求	一年後但兩年內	兩年後但五年內	五年以上
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Trade and other payables	應付貿易款項及其他應付款項	82,776	82,776	82,776	-	-
Amount due to non-controlling shareholder	應付非控股股東款項	1,235	1,235	1,235	-	-
Promissory notes	承付票據	6,782	6,828	6,828	-	-
Loans and borrowings	貸款及借貸	28,304	29,958	5,712	577	13,678
Amounts due to shareholders	應付關連公司款項	13,410	13,915	13,915	-	-
		<b>132,507</b>	<b>134,712</b>	<b>110,466</b>	<b>577</b>	<b>13,678</b>
						<b>9,991</b>

		2013 二零一三年				
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
Carrying amount	合約未貼現金流轉總額	合約未貼現金流轉總額	一年內或按需求	一年後但兩年內	兩年後但五年內	五年以上
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Trade and other payables	應付貿易款項及其他應付款項	79,401	79,401	79,401	-	-
Promissory notes	承付票據	6,648	6,693	6,693	-	-
Loans and borrowings	貸款及借貸	36,132	41,050	41,050	-	-
Amounts due to shareholders	應付股東款項	231,568	252,306	-	252,306	-
Amounts due to related companies	應付一家關連公司	3,717	4,050	-	4,050	-
		<b>357,466</b>	<b>383,500</b>	<b>127,144</b>	<b>256,356</b>	<b>-</b>

### 38. 財務風險管理 (續)

#### (b) 流動資金風險 (續)

下表詳列本集團及本公司非衍生財務負債於報告期間結算日的剩餘合約期限，乃根據合約未貼現金流轉（包括以合約利率（或如屬浮息，則根據於報告期間結算日之通行利率）推算之利息支出）以及本集團及本公司可被要求還款的最早日期編製：

#### 本集團

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## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (b) Liquidity risk (continued)

The table that follows summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. Taking into account of the Group's financial position, the directors of the Company do not consider it probable that the bank will exercise its discretion to demand immediate repayment. The directors of the Company believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

#### Maturity Analysis – Term Loans subject to a repayment on demand clause based on scheduled repayments

##### The Group

		Within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total contractual undiscounted cash outflows 合約未貼現現金 流出總額
		一年以內 \$'000 千元	一年後 但兩年內 \$'000 千元	兩年後 但五年內 \$'000 千元	五年後 \$'000 千元	\$'000 千元
31 March 2014	二零一四年三月三十一日	83	83	249	674	1,089
31 March 2013	二零一三年三月三十一日	-	-	-	-	-

### 38. 財務風險管理 (續)

#### (b) 流動資金風險 (續)

下表概述附有按要求償還條款之有期貨款根據貸款協議所載之協定還款條款作出之到期日分析。有關金額包括以合約利率計算之利息付款。經考慮本集團之財務狀況，本公司董事認為銀行不大可能會行使要求即時還款之酌情權。本公司董事相信，有關有期貨款將會根據貸款協議所載之計劃還款日期償還。

到期日分析—包含按要求償還條款之有期貨款（按計劃還款日期）

##### 本集團

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (b) Liquidity risk (continued)

##### The Company

		2014 二零一四年			
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	
		合約未貼現現金流轉總額	一年內或應要求	一年後但兩年內	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other payables	其他應付款項	4,561	4,561	4,561	-
Promissory notes	承付票據	6,782	6,828	6,828	-
		<b>11,343</b>	<b>11,389</b>	<b>11,389</b>	<b>-</b>

		2013 二零一三年			
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	
		合約未貼現現金流轉總額	一年內或應要求	一年後但兩年內	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other payables	其他應付款項	3,303	3,303	3,303	-
Promissory notes	承付票據	6,648	6,693	6,693	-
		9,951	9,996	9,996	-

For warrants, undiscounted gross inflows are not presented since the Group is unable to estimate the ultimate timing and amount of subscription money of the warrants. There are no cash outflows for the warrants.

#### (c) Foreign currency risk

The Group's exposure to foreign currency risk related primarily to cash and cash equivalents, trade and other receivables and trade and other payables that are denominated in currencies other than the functional currency of the relevant group entities.

### 38. 財務風險管理 (續)

#### (b) 流動資金風險 (續)

##### 本公司

		2014 二零一四年			
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	
		合約未貼現現金流轉總額	一年內或應要求	一年後但兩年內	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other payables	其他應付款項	4,561	4,561	4,561	-
Promissory notes	承付票據	6,782	6,828	6,828	-
		<b>11,343</b>	<b>11,389</b>	<b>11,389</b>	<b>-</b>

		2013 二零一三年			
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	
		合約未貼現現金流轉總額	一年內或應要求	一年後但兩年內	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other payables	其他應付款項	3,303	3,303	3,303	-
Promissory notes	承付票據	6,648	6,693	6,693	-
		9,951	9,996	9,996	-

概無就認股權證呈列未貼現現金流入總額，因為本集團未能收獲估計認股權證認購款項之最終時機及金額。認股權證概無現金流出。

#### (c) 外匯風險

本集團之外匯風險主要與以相關集團實體功能貨幣以外貨幣結算之現金及現金等價物、應收貿易款項及其他應收款項，以及應付貿易款項及其他應付款項有關。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Foreign currency risk (continued)

##### (i) Exposure to currency risk

The following table details the Group's and the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. Differences resulting from the translation of the financial statements of the entities within the Group into the Group's presentation currency are excluded.

#### The Group

Exposure to foreign currencies (expressed in Hong Kong dollars)

		2014 二零一四年		2013 二零一三年	
		United States Dollars 美元 HK\$'000 港幣千元	Renminbi 人民幣 HK\$'000 港幣千元	United States Dollars 美元 HK\$'000 港幣千元	Renminbi 人民幣 HK\$'000 港幣千元
Trade and other receivables	應收貿易款項及其他應收款項	-	-	541	173
Cash and cash equivalents	現金及現金等價物	48	85	7	115
Trade and other payables	應付貿易款項及其他應付款項	(2,609)	(1,735)	(2,981)	(1,205)
Gross exposure arising from recognised assets and liabilities	產生自己確認資產及負債之整體風險	(2,561)	(1,650)	(2,433)	(917)

#### The Company

Exposure to foreign currencies (expressed in Hong Kong dollars)

		2014 二零一四年		2013 二零一三年	
		United States Dollars 美元 HK\$'000 港幣千元	Renminbi 人民幣 HK\$'000 港幣千元	United States Dollars 美元 HK\$'000 港幣千元	Renminbi 人民幣 HK\$'000 港幣千元
Other receivables	其他應收款項	-	-	110	-
Cash and cash equivalents	現金及現金等價物	39	80	-	79
Other payables	其他應付款項	-	-	-	-
Gross exposure arising from recognised assets and liabilities	產生自己確認資產及負債之整體風險	39	80	110	79

### 38. 財務風險管理 (續)

#### (c) 外匯風險 (續)

##### (i) 貨幣風險

下表詳列本集團及本公司於報告期間結算日就來自以與實體有關之功能貨幣以外貨幣計值之已確認資產或負債所承受貨幣風險，當中不包括將本集團內實體之財務報告換算為本集團呈列貨幣所產生差異。

#### 本集團

外幣風險 (以港幣列示)

#### 本公司

外幣風險 (以港幣列示)

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Foreign currency risk (continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's and the Company's loss for the year and accumulated losses that would arise if foreign exchange rates to which the Group and the Company has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States Dollars would be materially unaffected by any changes in movement in value of the United States Dollars against other currencies.

#### The Group

		2014 二零一四年		2013 二零一三年	
		Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元
Renminbi	人民幣	5% (5)%	69 (69)	5% (5)%	38 (38)

#### The Company

		2014 二零一四年		2013 二零一三年	
		Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元
Renminbi	人民幣	5% (5)%	3 (3)	5% (5)%	3 (3)

### 38. 財務風險管理 (續)

#### (c) 外匯風險 (續)

##### (ii) 敏感度分析

下表列出在報告期間結算日對本集團及本公司有重大影響之外幣匯率出現變化時，假設所有其他風險變數維持不變，本集團及本公司本年度虧損及累計虧損將會產生之即時變動。就此而言，已假設港幣與美元間之聯繫匯率將不會受到美元兌其他貨幣價值走勢之任何變動之嚴重影響。

#### 本集團

		2014 二零一四年		2013 二零一三年	
		Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元
Renminbi	人民幣	5% (5)%	69 (69)	5% (5)%	38 (38)

#### 本公司

		2014 二零一四年		2013 二零一三年	
		Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 外幣匯率 上升/(下降)	Effect on loss after tax and accumulated losses 對除稅後 虧損及 累計虧損 之影響 HK\$'000 港幣千元
Renminbi	人民幣	5% (5)%	3 (3)	5% (5)%	3 (3)



# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (c) Foreign currency risk (continued)

##### (ii) Sensitivity analysis (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group's entities' loss and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of the entities within the Group into the Group's presentation currency. The analysis is performed on the same basis for the year ended 31 March 2013.

#### (d) Interest rate risk

The Group's interest rate risk arises primarily from financial liabilities issued at a fixed rates and variable rates that expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate profile as monitored by management is set out below. The Group does not expect any changes on interest rate which might materially affect the Group's result of operations.

During the year, the Group and the Company had not entered into any interest rate swap contracts.

### 38. 財務風險管理 (續)

#### (c) 外匯風險 (續)

##### (ii) 敏感度分析 (續)

上表所呈列分析結果代表對本集團旗下各實體按各自之功能貨幣計算並按報告期間結算日之匯率換算為港幣以供呈列之用的虧損及權益之即時影響總額。

上述敏感度分析乃假設外幣匯率已應用重新計量於報告期間結算日本集團所持該等財務工具而令本集團所承受外匯風險。有關分析不包括將本集團內實體之財務報告換算為本集團呈列貨幣所產生差異。上述分析乃以與截至二零一三年三月三十一日止年度相同之基準進行。

#### (d) 利率風險

本集團之利率風險主要來自按固定及浮動利率發行並導致本集團須分別面對現金流量利率風險及公平值利率風險之財務負債。管理層所監控之本集團利率詳情載於下文。本集團預期不會出現任何可能對本集團經營業績構成重大影響之利率變動。

年內，本集團及本公司概無訂立任何利率掉期合約。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

### 38. 財務風險管理 (續)

#### (d) Interest rate risk (continued)

#### (d) 利率風險 (續)

##### (i) Interest rate profile

The following table details the interest rate profile of the Group at the end of the reporting period:

##### (i) 利率詳情

下表詳列本集團於報告期間結算日之利率情況：

#### The Group

#### 本集團

		2014 二零一四年		2013 二零一三年	
		Effective interest rate 實際利率 %	HK\$'000 港幣千元	Effective interest rate 實際利率 %	HK\$'000 港幣千元
Fixed rate borrowings:	定息借貸：				
Promissory notes	承付票據	15.74%	6,782	15.74%	6,648
Loans and borrowings	貸款及借貸	3-18%	15,067	18%	36,132
Amounts due to shareholders	應付股東款項	5%	13,410	5%	231,568
Amounts due to related companies	應付關連公司款項	-	-	5%	3,717
Variable rate borrowings:	浮動利率貸款：				
Loans and borrowings	貸款及借貸	0.94%-2.25%	13,237	-	-

#### The Company

#### 本公司

		2014 二零一四年		2013 二零一三年	
		Effective interest rate 實際利率 %	HK\$'000 港幣千元	Effective interest rate 實際利率 %	HK\$'000 港幣千元
Fixed rate borrowings:	定息借貸：				
Promissory notes	承付票據	15.74%	6,782	15.74%	6,648

##### (ii) Sensitivity analysis

#### The Group

At 31 March 2014, it is estimated that a general increase/decrease of 1% in interest rate, with all other variables held constant, would have increase/decrease the Group's loss for the year and accumulated losses by approximately HK\$133,000 (2013: HK\$Nil).

##### (ii) 敏感度分析

#### 本集團

於二零一四年三月三十一日，倘利率整體上升／下跌一厘，而其他所有變數維持不變，則估計本集團之年度虧損及累計虧損會增加／減少約港幣133,000元（二零一三年：港幣零元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (d) Interest rate risk (continued)

##### (ii) Sensitivity analysis (continued)

The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for the non-derivative financial liabilities in existence at that date. The 1% increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis was performed on the same basis for year 2013.

##### The Company

As the Company has no significant bank deposits and interest-bearing liabilities, the management considers the risk is not significant.

#### (e) Natural risk

The ability to harvest wood and the growth of the trees in the forests may be affected by unfavourable local weather conditions and natural disasters. Weather conditions such as floods, droughts, cyclones and windstorms and natural disasters such as earthquakes, fire, disease, insect infestation and pests are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of trees available for harvesting, or otherwise impede the Group's logging operations or the growth of the trees in the forests, which in turn may have an adverse effect on the Group's ability to produce the products in a timely manner and maintain sufficient operations.

#### (f) Fair value measurements recognised in the statement of financial position

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

### 38. 財務風險管理 (續)

#### (d) 利率風險 (續)

##### (ii) 敏感度分析 (續)

釐定敏感度分析時已假設利率變動於報告期末發生，並應用至於當日存在之非衍生財務負債所承受之利率風險。利率升跌一厘代表管理層對於直至下個報告期間完結前之期間內對利率合理可能變動的評估。進行分析的基準與二零一三年相同。

##### 本公司

由於本公司並無重大銀行存款及計息負債，管理層認為風險屬不重大。

#### (e) 自然風險

在森林內砍伐木材的能力及林木生長可能受到地方氣候及自然災害之不利影響。氣候狀況如洪水、乾旱、颶風、風暴和自然災害如地震、火災、疾病、蟲禍及害蟲都是該等事件的例子。出現惡劣天氣狀況或發生自然災害可能導致可供砍伐的樹木減少，或妨礙本集團伐木業務或影響森林內林木的生長，繼而可能對本集團按時生產及供貨能力造成不利影響。

#### (f) 於財務狀況表內確認之公平值計量

##### 公平值層級

下表列示本集團財務工具之公平值，其按經常基準於報告期末計量，分為三個公平值層級（定義見國際財務報告準則第13號公平值計量）。釐定公平值計量分類層級時，乃參照估值技術所用輸入數據是否屬可觀察及其重要性：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公平值

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (f) Fair value measurements recognised in the statement of financial position (continued)

##### Fair value hierarchy (continued)

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

#### The Group and The Company

	2014 二零一四年				2013 二零一三年			
	Level 1 第一層	Level 2 第二層	Level 3 第三層	Total 總計	Level 1 第一層	Level 2 第二層	Level 3 第三層	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Recurring fair value measurements Financial liabilities	-	1,984	-	1,984	-	-	-	-

There were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur during the years 2013 and 2014.

### 38. 財務風險管理 (續)

#### (f) 於財務狀況表內確認之公平值計量 (續)

##### 公平值層級 (續)

- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據為無市場數據之輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量之公平值

#### 本集團及本公司

於二零一三年及二零一四年，第一層及第二層之間並無轉撥，亦無轉入或轉出第三層。本集團之政策為於產生之報告期間末確認公平值不同層級間之轉撥。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 38. FINANCIAL RISK MANAGEMENT (continued)

#### (f) Fair value measurements recognised in the statement of financial position (continued)

##### *Valuation techniques and inputs used in Level 2 fair value measurements*

The fair value of financial liabilities in Level 2 is calculated by the Black-Scholes model. The Black-Scholes model is implemented by applying computational method. In this case, the Binomial Tree method is adopted because of its capability of considering various factors including early exercise, dilution effect and its superior computational efficiency.

#### (g) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2014 and 2013.

### 39. COMMITMENTS

#### (a) Commitments in respect of capital expenditure

At the end of the reporting period, the Group had no material capital commitments (2013: HK\$Nil).

### 38. 財務風險管理 (續)

#### (f) 於財務狀況表內確認之公平值計量 (續)

##### *第二級公平值計量採納之估值技術及輸入數據*

第二級之金融負債之公平值乃採用柏力克-舒爾斯模式計算。柏力克-舒爾斯模式乃藉應用計算方法執行。就此而言，二項式樹狀模式乃獲採用，因為其能夠考慮各項因素，包括提早行使、攤薄影響及其優越計算效能。

#### (g) 並非按公平值列賬之財務資產及負債之公平值

於二零一四年及二零一三年三月三十一日，本集團及本公司按成本或攤銷成本列賬之財務工具之賬面值與其公平值並無重大差異。

### 39. 承擔

#### (a) 有關資本開支之承擔

於報告期間結算，本集團並無重大資本承擔 (二零一三年：港幣零元)。

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## 綜合財務報告附註

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

### 39. COMMITMENTS (continued)

#### (b) Operating lease commitments

The Group and the Company as lessee:

The Group and the Company leases certain of its office premises under operating leases. Leases for these properties are negotiated for terms ranging one to two years.

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Within one year	一年內	521	530	500	520
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	-	500	-	500
		<b>521</b>	1,030	<b>500</b>	1,020

The Group as lessor:

The Group leases its investment properties under operating lease arrangements to tenants, with leases negotiated for terms ranging from one to two years. The terms of the leases generally require the tenants to pay security deposits. At the end of the reporting period, the Group had total future minimum lease payments receivables under non-cancellable operating leases with its tenants falling due as follow:

		The Group 本集團		The Company 本公司	
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Within one year	一年內	73	-	-	-
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	-	-	-	-
		<b>73</b>	-	-	-

### 39. 承擔 (續)

#### (b) 經營租約承擔

本集團及本公司為承租人：

本集團及本公司根據經營租約租用若干辦公室物業。該等物業之租約經磋商後為期一至兩年。

於報告期間結算日，根據不可撤銷經營租約應付之日後最低租金總額如下：

本集團為出租人：

本集團根據經營租賃安排出租投資物業予租戶，經磋商租賃年期介乎一至兩年。租賃條款一般要求租戶支付抵押按金。於報告期間結算日，本集團有根據其與租戶訂立之不可撤銷經營租賃，有於以下時限到期之應收最低未來租賃付款總額：

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## 綜合財務報告附註

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

### 40. CONTINGENT LIABILITIES

#### Partnership harvesting agreement

On 18 July 2011, UTRB entered into an agreement (the “Partnership Harvesting Agreement” or the “Agreement”) with R2R Indústria e Comércio de Produtos Florestais Ltda. (“R2R”). Under the Agreement, UTRB will harvest logs on forest area supposedly owned by R2R under a Sustainable Forest Management Plan and pay R2R Florestal a total of R\$9,602,000 (or approximately HK\$41 million) by installments. R2R was responsible to obtain the necessary harvesting permit (“AUTEF”) within 30 days of the Agreement. R2R was late in presenting the AUTEF to UTRB and failed to produce documentations that support its ownership of the subject forest area. In addition, UTRB’s harvesting team discovered various environmental crimes in the subject forest area during its preparatory inspection. A total sum of R\$840,000 (or approximately HK\$3,869,000) was paid by UTRB under the Agreement while the remaining balance was withheld due to the above breach and irregularities. In the meantime, R2R sent various notices demanding for performance under the Agreement. On 17 January 2012, UTRB served a termination notice to R2R and demanded for the return of the deposits paid. On 23 February 2012, R2R sent UTRB an amicable settlement offer where reducing the outstanding balance to R\$1,621,000 (or approximately HK\$6,910,000) as final settlement for the immediate termination of the Agreement. According to the opinion of inhouse and external legal counsels, UTRB has adequate legal ground to terminate the Agreement, demand for the return of the deposit and ask for penalties.

### 40. 或然負債

#### 夥伴伐木協議

於二零一一年七月十八日，UTRB與R2R Indústria e Comércio de Produtos Florestais Ltda. (「R2R」)訂立協議(「夥伴伐木協議」或「協議」)。根據協議，UTRB將於據稱由R2R根據可持續森林管理計劃擁有之森林地區砍伐原木，並分期向R2R支付合共9,602,000雷亞爾(或約港幣41,000,000元)。R2R負責於協議日期起計30日內取得所需伐木許可證(「伐木許可證」)。R2R未能及時向UTRB交付伐木許可證及不能出示能證明其擁有所述森林地區之文據。此外，UTRB之伐木團隊在進行籌備檢查時於所述森林地區發現多項環保罪行。UTRB已根據協議支付合共840,000雷亞爾(或約港幣3,869,000元)，而餘額因上述違約及違規行為而扣留。於此期間內，R2R發出多項通知要求履行協議。於二零一二年一月十七日，UTRB向R2R送達終止通知並要求退還已付訂金。於二零一二年二月二十三日，R2R向UTRB發出和解提議，將未償還餘額減至1,621,000雷亞爾(或約港幣6,910,000元)以作為立即終止協議之最終款項。根據內部及外聘法律顧問之意見，UTRB有足夠法律理據終止協議、要求退還訂金及追討罰金。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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### 41. LITIGATIONS

#### Service agreement

On 30 May 2010, UTRB entered into a service agreement (“Service Agreement”) with F Um Terraplanagem (“Terraplanagem”). Under the Service Agreement, Terraplanagem would carry out earthwork service in the hydropower plant in Rondonia, Brazil for a service fee of R\$892,500 (or approximately HK\$3,069,000). After signing the agreement, Terraplanagem did not provide any earthwork service and UTRB had to hire another company to complete the earthworks. However, in the land search of the freehold lands of UTRB, it revealed that Terraplanagem submitted a claim to a court against UTRB to pay for alleged outstanding service fee of approximately R\$1,291,000 (or approximately HK\$4,439,000) and filed a precautionary injunction to prevent UTRB of selling certain area of its freehold lands with carrying value of approximately R\$10,391,000 (or approximately HK\$35,734,000) as at 31 March 2014 without properly paying possible claim to itself. At the moment, UTRB did not receive any writ from the court in due course. Up to the date of this report, the court hearing has not yet been scheduled. UTRB will investigate the issue and defend itself vigorously in coming legal proceeding. To the best understanding of the Company, the claim was at a preliminary stage. The Company will inform its shareholders in due course. For the sake of prudence, the claim of approximately R\$1,291,000 (or approximately HK\$4,439,000) has been provided and included in other payables.

#### Labour claim

During the financial year ended 31 March 2014, the Company revealed that a labour claim against UTRB for US\$600,000 (or approximately HK\$4,655,000 or approximately R\$1,354,000) was filed by Leandro Dos Martires Guerra (“Leandro”), a former director of the Company. At the moment UTRB did not receive any writ from the court in due course. The court made an order to UTRB for paying Leandro the claim of US\$600,000 (or approximately HK\$4,655,000 or approximately R\$1,354,000). UTRB filed a legal appeal after consulting legal counsels. The Company will inform its shareholders in due course. For the sake of prudence, the claim of US\$600,000 (or approximately HK\$4,655,000 or approximately R\$1,354,000) has been provided and included in other payables.

### 41. 訴訟

#### 服務協議

於二零一零年五月三十日，UTRB與F UmTerraplanagem（「Terraplanagem」）訂立服務協議（「服務協議」）。根據服務協議，Terraplanagem將於巴西朗多尼亞之水力發電廠從事土方工程服務，服務費為892,500雷亞爾（或約港幣3,069,000元）。於簽訂協議後，Terraplanagem並未提供任何土方工程服務，而UTRB不得不僱用另一間公司以完成土方工程。然而，於對UTRB之永久業權工地進行土地查冊時，其發現Terraplanagem向法院遞交針對UTRB之索償，要求支付指稱尚未償付之服務費約1,291,000雷亞爾（或約港幣4,439,000元）並已申請預防性禁止令，以防UTRB在向其適當支付可能之索償前出售其於二零一四年三月三十一日之賬面值為10,391,000雷亞爾（或約港幣35,734,000元）的若干永久業權土地。目前UTRB並未適時地接獲法院之任何令狀。截至本報告日期，法院尚未就聆訊作出安排。UTRB將調查此事並將於即將展開之法律訴訟中進行強烈抗辯。就本公司所盡知，索償尚處於初步階段。本公司將適時知會其股東。為審慎起見，本公司已對約1,291,000雷亞爾（或約港幣4,439,000元）之索償作出撥備並已計入其他應付款項內。

#### 勞動索償

於截至二零一四年三月三十一日止財政年度，本公司發現本公司前董事Leandro Dos Martires Guerra（「Leandro」）向法院遞交針對UTRB之勞動索償約600,000美元（或約港幣4,655,000元或約1,354,000雷亞爾）。目前UTRB並未適時地接獲法院之任何令狀。法院已頒令要求UTRB向Leandro支付索償600,000美元（或約港幣4,655,000元或約1,354,000雷亞爾）。UTRB諮詢法律顧問後已提出上訴。本公司將適時知會其股東。為審慎起見，本公司已對600,000美元（或約港幣4,655,000元或約1,354,000雷亞爾）之索償作出撥備並已計入其他應付款項內。



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## 綜合財務報告附註

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### 41. LITIGATIONS (continued)

#### Logistical agreement and long-term supply agreement

On 19 July 2010, SFH Trading Limited, a subsidiary of the Company, entered into a logistical agreement and a long-term supply agreement with Viewscm Corporation Ltd. ("Viewscm"). According to the logistical agreement, Viewscm was appointed as the sole logistics service provider to SFH Trading Limited for export of logs and timbers from hydroelectric power plant area in the state of Rondonia, Brazil to China. However, after Viewscm formulated the logistic plan under the logistical agreement, the proposed transportation cost from Viewscm did not meet the target cost of SFH Trading Limited. Thus, SFH Trading Limited did not use any logistics service by Viewscm. Also, according to the long-term supply agreement, SFH Trading Limited would sell logs to Viewscm in Brazil and the origin of the logs should be from the hydroelectric power plant area. The Group was engaged by the Main Contractor to provide tree felling service in the hydroelectric power plant area. The relationship with the Main Contractor deteriorated since occurrence of the harassments from the Alleged Agent of the Main Contractor and operating staff and officers of our Group were rejected access to the hydroelectric power plant area. As such, SFH Trading Limited could not sell any logs to Viewscm.

Viewscm asserted claims against SFH Trading Limited by reason of the alleged breaches of the logistical agreement and long-term supply agreement by SFH Trading Limited. The alleged breaches of the logistical agreement and long-term supply agreement were dealt with under arbitration proceedings which hearings were held at South China International Economic and Trade Arbitration Commission and Shenzhen Arbitration Commission respectively. On 20 March 2013, South China International Economic and Trade Arbitration Commission issued an award of approximately RMB784,000 (or approximately HK\$991,000) in favour of Viewscm for the alleged breach of logistical agreement by SFH Trading Limited and on 12 April 2013, Shenzhen Arbitration Commission issued an award of approximately RMB703,000 (or approximately HK\$888,000) in favour of Viewscm for the alleged breach of long-term supply agreement by SFH Trading Limited.

On 19 September 2013, SFH Trading Limited received two court orders for the enforcement of arbitration awards issued by South China International Economic and Trade Arbitration Commission and Shenzhen Arbitration Commission totaling approximately RMB1,487,000 (or approximately HK\$1,879,000) and related legal expenses in favour of Viewscm. The Company will inform its shareholders for new development in due course. The total claims of approximately RMB1,487,000 (or approximately HK\$1,879,000) has been provided and included in other payables.

SFH Trading Limited has been inactive since 1 April 2012 and was in net liabilities position as at 31 March 2014.

### 41. 訴訟 (續)

#### 物流協議及長期供應協議

於二零一零年七月十九日，本公司之附屬公司永保貿易有限公司與Viewscm Corporation Ltd. (「Viewscm」) 訂立物流協議及長期供應協議。根據物流協議，Viewscm獲指定為永保貿易有限公司之唯一物流服務供應商，以將原木及木材由巴西朗多尼亞州之水力發電廠區域運送至中國。然而，於Viewscm根據物流協議制定物流計劃後，Viewscm給出之擬定運輸成本與永保貿易有限公司之目標成本不符。因此，永保貿易有限公司並未使用Viewscm提供之任何物流服務。此外，根據長期供應協議，永保貿易有限公司將於巴西出售原木予Viewscm，且原木之產地應為水力發電廠區域。本集團透過主承包商於水力發電廠區域從事伐木服務。由於來自主承包商之指稱代理之騷擾，故本集團與主承包商之關係已惡化，而本集團之操作員工及高級職員被拒進入水力發電廠區域。因此，永保貿易有限公司未能出售任何原木予Viewscm。

Viewscm因永保貿易有限公司對物流協議及長期供應協議之指稱違反而針對永保貿易有限公司提出索償。對物流協議及長期供應協議之指稱違反已按仲裁程序進行處理，並已分別於華南國際經濟貿易仲裁委員會及深圳仲裁委員會舉行聆訊。於二零一三年三月二十日，華南國際經濟貿易仲裁委員會頒佈裁決，因永保貿易有限公司對物流協議之指稱違反而向Viewscm賠償約人民幣784,000元（或約港幣991,000元），及於二零一三年四月十二日，深圳仲裁委員會頒佈裁決，因永保貿易有限公司對長期供應協議之指稱違反而向Viewscm賠償約人民幣703,000元（或約港幣888,000元）。

於二零一三年九月十九日，永保貿易有限公司接獲兩份強制執行華南國際經濟貿易仲裁委員會及深圳仲裁委員會頒佈之賠償Viewscm合共約人民幣1,487,000元（或約港幣1,879,000元）及相關法律開支之仲裁裁決之法院指令。本公司將適時知會其股東新發展。本公司已對約人民幣1,487,000元（或約港幣1,879,000元）之索償總額作出撥備並已計入其他應付款項內。

永保貿易有限公司已由二零一二年四月一日起暫停營業，及於二零一四三月三十一日處於淨負債狀況。

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## 綜合財務報告附註

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### 42. MATERIAL RELATED PARTY TRANSACTIONS

The Group had the following transactions with related parties during the year.

#### (a) Key management personnel remuneration

The key management personnel of the Group are the directors (2013: directors and employees) of the Company. Details of their remuneration as set out in Note 11 (2013: Note 11 and Note 12) to the financial statements are as follows:

		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	720	7,248
Post-employment benefits	離職福利	-	23
Share-based payment	以股份支付	632	113
		<b>1,352</b>	7,384

#### (b) Financing arrangement

			The Group 本集團			
			Amounts due to related parties 應付關連人士款項	Related interest expenses 相關利息開支		
		Notes 附註	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Amounts due to shareholders	應付股東款項	(i)	13,410	231,568	990	10,640
Amounts due to related companies	應付關連公司款項	(ii)	-	3,717	6	668
Amount due to non-controlling shareholder	應付非控股股東款項	(iii)	1,235	-	-	-
			<b>14,645</b>	235,285	<b>996</b>	11,308

### 42. 重大關連人士交易

本集團於本年度曾與關連人士進行以下交易。

#### (a) 主要管理人員之薪酬

本集團之主要管理人員為本公司董事(二零一三年:董事及僱員)。財務報告附註11(二零一三年:附註11及附註12)所載向彼等支付之酬金詳情如下:

	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Salaries and other short-term employee benefits	720	7,248
Post-employment benefits	-	23
Share-based payment	632	113
	<b>1,352</b>	7,384

#### (b) 融資安排

			The Group 本集團			
			Amounts due to related parties 應付關連人士款項	Related interest expenses 相關利息開支		
		Notes 附註	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元
Amounts due to shareholders	應付股東款項	(i)	13,410	231,568	990	10,640
Amounts due to related companies	應付關連公司款項	(ii)	-	3,717	6	668
Amount due to non-controlling shareholder	應付非控股股東款項	(iii)	1,235	-	-	-
			<b>14,645</b>	235,285	<b>996</b>	11,308

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## 綜合財務報告附註

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

### 42. MATERIAL RELATED PARTY TRANSACTIONS (continued)

#### (b) Financing arrangement (continued)

Notes:

- (i) The interest expenses charged on amounts due to shareholders were calculated at 5% per annum. The outstanding balances of the amounts due to shareholders at the end of the reporting period are disclosed in Note 31.
- (ii) The interest expenses charged on amounts due to related companies was calculated at 5% per annum. The outstanding balances of amount due to a related company as at 31 March 2013 is disclosed in Note 32.
- (iii) The amounts was unsecured, interest free and no fixed terms of repayment.

#### (c) Other related party transactions

Notes:

- (i) This represents interest on promissory notes issued to Winner Global and was calculated at a coupon rate of 2% per annum (effective interest rate: 15.74%). The outstanding balance at the end of the reporting period is disclosed in Note 33.
- (ii) A director of the related company is the spouse of Ms. Loh, a former Executive Director of the Company.
- (iii) A director of the related companies is a director of a Group's subsidiary.

In the opinion of the Company's directors, the above transactions were conducted on terms mutually agreed by the Group and the related parties.

### 42. 重大關連人士交易 (續)

#### (b) 融資安排 (續)

附註:

- (i) 應付股東款項之利息開支乃按年利率5厘計算。應付股東款項於報告期間結算日之尚未償還結餘在附註31披露。
- (ii) 應付關連公司款項之利息開支乃按年利率5厘計算。應付一家關連公司款項於二零一三年三月三十一日之尚未償還結餘在附註32披露。
- (iii) 該款項為無抵押、免息及並無固定還款期。

#### (c) 其他關連人士交易

		2014 二零一四年	2013 二零一三年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Notes 附註			
Interest on promissory notes	承付票據之利息	134	131
Sales of a motor vehicle	出售一輛汽車	-	348
Sales to related companies	向多家關連公司銷售	4,368	60,569
Purchase from a related company	向一家關連公司購買	1,589	15,065

附註:

- (i) 此乃發行予Winner Global之承付票據按票面息率每年2厘(實際利率: 15.74厘)計算之利息。於報告期間結算日之尚未償還結餘在附註33披露。
- (ii) 一名關連公司之董事為本公司前執行董事樂女士之配偶。
- (iii) 一名關連公司之董事為一名本集團附屬公司之董事。

本公司董事認為，上述交易乃按本集團與關連人士相互協定之條款進行。

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 43. SUBSEQUENT EVENTS

- (a) After the end of the reporting period, the Company completed the issue of 139,179,601 shares through the open offer at the subscription price of HK\$0.32 per offer share on the basis of one offer share for every ten existing shares held with an issue of five bonus share for every offer share subscribed. The Company also completed the issue of 150,867,613 convertible preferred share ("CPS") through the open offer at the subscription price of HK\$0.01 per offer CPS on the basis of one offer CPS for every ten existing CPS held with five bonus CPS warrant for every offer CPS subscribed. The open offers were completed in May 2014 and funds of HK\$46.4 million before expense were raised.
- (b) After the end of the reporting period, the board changed the operation model in Acre, Brazil, from own harvesting to leasing out the forest in Brazil to enhance the income stream of the Group.

### 44. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014

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

Amendments to IFRSs	Annual Improvements to IFRSs 2010-2012 Cycle <sup>2</sup>
Amendments to IFRSs	Annual Improvements to IFRSs 2011-2013 Cycle <sup>3</sup>
IFRS 9	Financial Instruments <sup>4</sup>
IFRS 14	Regulatory Deferral Accounts <sup>5</sup>
IFRS 15	Revenue from contracts with customers <sup>7</sup>
Amendments to IFRS 9 and IFRS 7	Mandatory Effective Date of IFRS 9 and Transition Disclosures <sup>4</sup>
Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities <sup>1</sup>
Amendments to IFRS 11	Accounting for Acquisition of Interests in Joint Operations <sup>6</sup>

### 43. 結算日後事項

- (a) 於報告期末後，本公司完成透過公開發售按每持有十股現有股份獲發一股發售股份之基準發行139,179,601股股份，另按每認購一股發售股份獲派五份紅利股份認股權證，認購價為每股發售股份港幣0.32元。本公司亦已完成透過公開發售按認購價每股發售可換股優先股（「CPS」）港幣0.01元發行150,867,613股CPS股份，基準為每持有十股現有CPS獲發一股發售CPS，另每認購一股發售CPS獲派五份紅利CPS認股權證。公開發售已於二零一四年五月完成，並籌集港幣46,400,000元（扣除開支前）。
- (b) 於報告期間結算日後，董事會考慮將其於巴西亞克裏州之業務由自有伐木業務改變為出租於巴西之森林，以改善本集團收入來源。

### 44. 截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂國際財務報告準則：

國際財務報告準則之修訂	二零一零年至二零一二年國際財務報告準則之年度改進項目 <sup>2</sup>
國際財務報告準則之修訂	二零一一年至二零一三年國際財務報告準則之年度改進項目 <sup>3</sup>
國際財務報告準則第9號	金融工具 <sup>4</sup>
國際財務報告準則第14號	監管遞延賬目 <sup>5</sup>
國際財務報告準則第15號	客戶合約之收益 <sup>7</sup>
國際財務報告準則第9號及國際財務報告準則第7號之修訂	國際財務報告準則第9號之強制生效日期及過渡性之披露 <sup>4</sup>
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第27號之修訂	投資實體 <sup>1</sup>
國際財務報告準則第11號之修訂	收購合營業務權益之會計處理 <sup>6</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報告附註

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

### 44. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>6</sup>
Amendments to IAS 19	Defined Benefit Plans: Employee Contributions <sup>3</sup>
Amendments to IAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
Amendments to IAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
IFRIC 21	Levies <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2014.
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2014.
- <sup>4</sup> Available for application – the mandatory effective date will be determined when the outstanding phases of IFRS 9 are finalised.
- <sup>5</sup> Effective for first annual IFRS financial statements beginning on or after 1 January 2016.
- <sup>6</sup> Effective for annual periods beginning on or after 1 January 2016.
- <sup>7</sup> Effective for annual periods beginning on or after 1 January 2017.

The Group is in the process of making an assessment of what the impact of these new and revised IFRSs is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

In addition, the requirements of Part 9, "Accounts and Audit", of the new Hong Kong Companies Ordinance (Cap. 622) come into operation from the company's first financial year commencing after 3 March 2014 (i.e. the company's financial year which began on 1 April 2014) in accordance with Section 358 of that Ordinance. The group is in the process of making an assessment of the expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9. So far it has concluded that the impact is unlikely to be significant and will primarily only affect the presentation and disclosure of information in the consolidated financial statements.

### 44. 截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之可能影響 (續)

國際會計準則第16號及國際會計準則第38號之修訂	澄清折舊及攤銷之可接受方法 <sup>6</sup>
國際會計準則第19號之修訂	定額福利計劃：僱員供款 <sup>3</sup>
國際會計準則第32號之修訂	金融資產及金融負債之對銷 <sup>1</sup>
國際會計準則第39號之修訂	衍生工具更替及對沖會計延續 <sup>1</sup>
國際財務報告詮釋委員會第21號	徵收 <sup>1</sup>

- <sup>1</sup> 於二零一四年一月一日或之後開始之年度期間生效。
- <sup>2</sup> 於二零一四年七月一日或之後開始之年度期間生效（除少數例外情況外）。
- <sup>3</sup> 於二零一四年七月一日或之後開始之年度期間生效。
- <sup>4</sup> 可供採納－強制生效日期將於國際財務報告準則第9號餘下期間完結後釐定。
- <sup>5</sup> 於二零一六年一月一日或之後首份年度國際財務報告準則財務報表生效。
- <sup>6</sup> 於二零一六年一月一日或之後開始之年度期間生效。
- <sup>7</sup> 於二零一七年一月一日或之後開始之年度期間生效。

本集團正在評估該等新訂及經修訂國際財務報告準則於首次採納期間之預期影響，至今已斷定採納該等準則不大可能對綜合財務報表造成重大影響。

此外，新香港公司條例（第622章）第9部「會計及審核」之規定根據該條例第358條，由公司於二零一四年三月三日後開始的首個財政年度起生效（即公司於二零一四年四月一日開始的財政年度）。集團正在就公司條例的變動對第9部初始應用期間之綜合財務報表之預期影響製作評估。至今，結論是影響不大可能會屬重大，以及將主要僅影響綜合財務報表之資料呈報及披露。

# Five Years Financial Summary

## 五年財務摘要

For the year ended 31 March 2014 截至二零一四年三月三十一日止年度  
(Expressed in Hong Kong dollars) (以港幣呈列)

### RESULTS

### 業績

		Year ended 31 March 截至三月三十一日止年度				
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2012 二零一二年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Revenue	收入	<b>63,946</b>	76,550	115,616	866,655	342,580
(Loss)/profit attributable to the owners of the Company	本公司擁有人應佔 (虧損)/溢利	<b>(490,133)</b>	(326,601)	(2,327,909)	341,486	273,303

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 March 於三月三十一日				
		2014 二零一四年 HK\$'000 港幣千元	2013 二零一三年 HK\$'000 港幣千元	2012 二零一二年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Total assets	總資產	<b>251,052</b>	1,068,024	1,727,833	4,186,991	3,338,236
Total liabilities	總負債	<b>192,254</b>	551,017	852,438	930,622	831,606
Net assets	淨資產	<b>58,798</b>	517,007	875,395	3,256,369	2,506,630
<b>EQUITY</b>	<b>權益</b>					
Equity attributable to the owners of the Company	本公司擁有人 應佔權益	<b>58,723</b>	517,000	875,309	3,256,293	2,506,568
Non-controlling interests	非控股股東權益	<b>75</b>	7	86	76	62
Total equity	總權益	<b>58,798</b>	517,007	875,395	3,256,369	2,506,630



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