



SUGA INTERNATIONAL HOLDINGS LIMITED 信佳國際集團有限公司

(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 : 912

25th Anniversary of
SUGA International
Holdings Limited



信佳國際集團二十五周年

Annual Report 2016/17 年報



信 以開源廿五載
佳 如既往創未來

An exceptional 25 years:
Driving to an even
Greater Tomorrow
for SUGA

**MISSION
STATEMENT**
企業使命

We contribute to the advancement of society by providing people with quality products and employing advanced technology, with protecting the environment always in mind. We hire and nurture professionals and, together, we march towards our goals in pace with time. Putting customers first, we provide them with the best products and services, assuring win-win results.

創新科技 倡導環保 培育英才
共創理想 以客為本 互惠雙贏

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**CORPORATE
OBJECTIVE**
企業目標

To become the leading and most reputable and reliable technology-based electronics total solutions provider in Asia.

成為亞洲最知名可靠的全方位電子解決方案供應商

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)
Dr. Ng Man Cheuk

Non-Executive Director

Mr. Lee Kam Hung

Independent Non-Executive Directors

Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan

COMPANY SECRETARY

Mr. Huen Po Wah (resigned on 1 December 2016)
Ms. Zeng Zhi (appointed on 1 December 2016)

AUDIT COMMITTEE

Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang
Dr. Cheung Nim Kwan

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

LEGAL ADVISERS

Mallesons Stephen Jaques
Leung & Lau, Solicitors

PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited
Bank of China (Hong Kong) Limited
Citibank, N.A.
DBS Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

董事會 執行董事

吳自豪博士(主席)
馬逢安先生(副主席)
吳民卓博士

非執行董事

李錦雄先生

獨立非執行董事

梁宇銘先生
陳杰宏先生
張念坤博士

公司秘書

禰寶華先生(於二零一六年十二月一日辭任)
曾智女士(於二零一六年十二月一日獲委任)

審核委員會

梁宇銘先生
陳杰宏先生
張念坤博士

核數師

羅兵咸永道會計師事務所
執業會計師

法律顧問

萬盛國際律師事務所
梁寶儀劉正豪律師行

主要銀行

澳新銀行集團有限公司
中國銀行(香港)有限公司
花旗銀行
星展銀行(香港)有限公司
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司



CORPORATE INFORMATION 公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

22nd Floor, Tower B, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited
2401-02
Admiralty Centre I
18 Harcourt Road
Hong Kong

CONTACTS

Telephone: (852) 2953 0383
Facsimile: (852) 2953 1523
Website: www.suga.com.hk
Stock code: 912

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港九龍
九龍灣宏光道一號
億京中心B座22樓

百慕達主要股份登記處

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

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

公共關係顧問

縱橫財經公關顧問有限公司
香港
夏慤道18號
海富中心第一期
2401-02

聯絡資料

電話：(852) 2953 0383
傳真：(852) 2953 1523
網址：www.suga.com.hk
股份代號：912

FINANCIAL HIGHLIGHTS

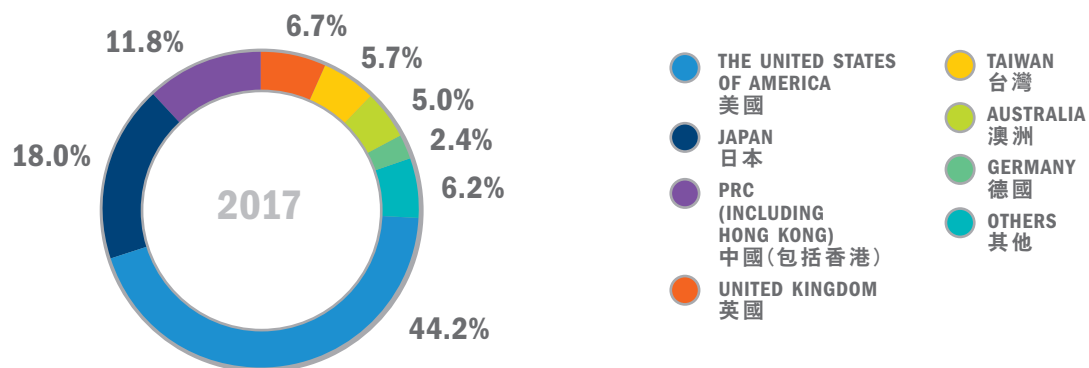
財務摘要

		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元
OPERATING RESULTS	經營業績		
For the year ended 31 March	截至三月三十一日止年度		
Revenue	收益	1,414,103	1,368,100
Gross profit	毛利	223,600	200,819
Operating profit	經營溢利	61,672	88,654
Profit attributable to owners of the Company	本公司擁有人應佔溢利	61,745	80,038
Earnings per share — Basic (HK cents)	每股盈利—基本(港仙)	22.12	28.94
Interim dividend, paid, per ordinary share (HK cents)	每股普通股已付中期股息 (港仙)	7.0	7.0
Final dividend, proposed, per ordinary share (HK cents)	每股普通股擬派末期股息 (港仙)	8.0	8.0
FINANCIAL POSITION	財務狀況		
As at 31 March	於三月三十一日		
Total equity	權益總額	670,472	667,331
Net current assets	流動資產淨值	302,025	309,273
Net cash	現金淨額	108,852	112,898
Capital expenditure	資本開支	61,103	40,989
Net assets value per share (HK cents)	每股資產淨值(港仙)	238.6	240.8
FINANCIAL RATIOS	財務比率		
Current ratio	流動比率	1.84	2.03
Debt to equity ratio	負債權益比率	17.2%	16.8%
Inventory turnover days	存貨週轉日數	56	56
Debtors turnover days	應收賬款週轉日數	51	48
Return on average equity	平均股本回報率	9.2%	12.2%

FINANCIAL HIGHLIGHTS

財務摘要

		For the year ended 31 March 截至三月三十一日止年度	
		2017 HK\$'000 二零一七年 千港元	2016 HK\$'000 二零一六年 千港元
The United States of America	美國	625,647	554,206
Japan	日本	253,955	277,427
PRC (including Hong Kong)	中國(包括香港)	166,580	149,832
United Kingdom	英國	94,899	168,466
Taiwan	台灣	79,858	40,989
Australia	澳洲	70,708	79,184
Germany	德國	34,535	45,090
Others	其他	87,921	52,906
Total	總計	1,414,103	1,368,100



SUGA

信以開源廿五載 佳如既往創未來

An exceptional 25 years:
Driving to an even greater tomorrow for Suga



1991

Suga Electronics Limited was founded in Hong Kong.
信佳電子有限公司於香港成立。

1994

Established the Buji plant.
成立布吉工廠。



2002

Established another manufacturing plant in Xixiang.
於西鄉設立另一個生產廠房。



Listed on the main board of The Hong Kong Stock Exchange (stock code: 0912).
於香港聯交所主板上市 (股份代號: 0912)。

2010

Headquarters office moved to Suga's own premise with 12,900 square feet in Hong Kong.
香港總部之辦公室遷至信佳於12,900平方呎的自置物業。



2011

Acquired Happypaws International Limited to start pet product trading business.

收購開心寶國際有限公司，開始寵物產品買賣服務。



1999

The Buji plant expanded adding a second factory building.

布吉工廠擴建了第二座工廠大樓。

1992

Started manufacturing in Huizhou.
在惠州開始生產業務。



2008

Precise Computer Tooling Company Limited expanded production capacity by setting up a second factory building.

精工電腦製模有限公司設立第二座工廠大樓，藉此加強生產能力。

2004

Acquired Precise Computer Tooling Company Limited in Huizhou.
於惠州收購精工電腦制模有限公司。



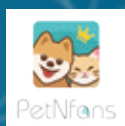
For 25 years, as part of its commitment to better product quality and higher reliability, Suga has adapted to fast-changing technologies and market trends. The trust it has earned from long-held customers worldwide has laid a strong foundation for Suga's continuous growth and superior performance. Going forward, Suga will continue to consolidate its advantages in industry-leading know-how, advanced manufacturing facilities, R&D capabilities and global networks to create business synergies and achieve greater success.

信佳在過去二十五年來一直緊貼瞬息萬變的技術及市場趨勢，致力製造優質可靠的產品。來自全球各地長期客戶的信賴為信佳持續增長及卓越表現奠下穩固基礎。展望將來，信佳將繼續結合傲視同儕的專業知識、先進生產設備、強大研發能力以至環球網絡等優勢，締造業務間的協同效益，再創佳績。

2014

Production facilities of Suga Technology Hong Kong Limited and Suga Electronics Limited moved to Suga High-tech Industrial Park in Dongguan.

信佳技術香港有限公司及信佳電子有限公司的生產設施遷至位於東莞的信佳高新科技產業園。



Established SGI Venture Company to develop the "PetNfans" social platform.

成立SGI Venture Company，開發「PetNfans」社交平台。



Suga placed first in the "Best Small-Cap" company (Hong Kong), in "Asia's Best Managed Companies Poll" conducted by FinanceAsia, the third consecutive year SUGA was selected in the winner's list of this prestigious annual award.

信佳在亞洲金融雜誌 (FinanceAsia) 舉辦的「亞洲最佳管理公司投票選舉」香港組別連續三年獲得「最佳小市值企業」殊榮。

2016

The plastics division moved from Huizhou to Suga High-tech Industrial Park, consolidating operations.

塑膠部為配合綜合業務發展，由惠州遷往信佳高新科技產業園。



Launched one-stop online pet product sales platform (www.espetsso.com) to help facilitate pet product sales.

推出一站式網上寵物用品銷售平台 (www.espetsso.com)，協助促進寵物產品銷售。



2012

Started to build Suga High-tech Industrial Park in Dongguan.

開始於東莞興建信佳高新科技產業園。



2015

Established Qianhai Chongmi Investment & Consultation (Shenzhen) Co., Ltd to tap the potential-rich China pet market.

成立深圳前海寵米投資諮詢有限公司，更有效進入潛力豐富的中國寵物市場。



Set up companies in Beijing, Tianjin Free Trade Zone and Nansha Free Trade Zone to capture greater market share in China, Created cartoon images "Ah Fat and Wai Wai" for a series of micro movie.

於北京、天津自由貿易區及南沙自由貿易區設立公司，在中國獲得更大的市場佔有率，成功拍攝微電影創造卡通造型「阿發與歪歪」。

2017

The Group's own pet food brand "Brabanconne" has been officially launched to market in mainland China and Hong Kong in March 2017.

本集團自家寵物食品品牌「爸媽寵」於二零一七年三月正式在中國內地及香港市場推出。





**SYSTEMATIC
MANAGEMENT
注重系統管理**

CHAIRMAN'S STATEMENT

主席報告

On behalf of the Board of Directors, I am pleased to present the annual results of Suga International Holdings Limited (the "Company") and its subsidiaries ("SUGA" or the "Group") for the financial year ended 31 March 2017 ("FY2016/17").

FINANCIAL PERFORMANCE

SUGA recorded turnover of approximately HK\$1,414.1 million during the year under review, representing a year-on-year growth of about 3.4% (FY2015/16: HK\$1,368.1 million) attributable mainly to the increase in orders for some of the Group's specialised electronic products. Gross profit rose by 11.3% to HK\$223.6 million (FY2015/16: HK\$200.8 million) and gross profit margin climbed to 15.8% (FY2015/16: 14.7%). The improved gross profit margin was owed mainly to the increase in orders for products of higher gross profit margin and the success of the Group in consolidating production facilities at its High-tech Industrial Park in Dongguan during the year, which helped enhance overall operational efficiency.

Profit attributable to shareholders was approximately HK\$61.7 million (FY2015/16: HK\$80.0 million). Net profit margin was 4.4% (FY2015/16: 5.9%) and basic earnings per share were HK22.12 cents (FY2015/16: HK28.94 cents). If excluding other gains in FY2015/16 of approximately HK\$11.3 million from the release of exchange reserve upon deregistration of a subsidiary¹, and the payment of relocation costs of approximately HK\$5.6 million incurred from moving the Huizhou plant into the High-tech Industrial Park in Dongguan and the non-cash impairment of the Huizhou factory building of approximately HK\$7.5 million due to change of land use of the Huizhou plant site during the year under review, profit attributable to shareholders would be up by 9.0% year-on-year, reflecting the continued growth of the Group's core businesses.

¹ During the year ended 31 March 2016, a subsidiary was deregistered. In this connection, the cumulative amount of the exchange reserve of this subsidiary of HK\$11.3 million, previously recognised in other comprehensive income and accumulated in equity, was reclassified to the consolidated income statement upon the deregistration of this subsidiary.

本人謹代表董事會，欣然提呈信佳國際集團有限公司（「本公司」）及其附屬公司（合稱「信佳」或「本集團」）截至二零一七年三月三十一日止財政年度（「二零一六／一七年財政年度」）的全年業績報告。

業績表現

於回顧年度內，信佳的營業額按年增長約3.4%至約1,414,100,000港元（二零一五／一六年財政年度：1,368,100,000港元），主要由於本集團部分專門電子產品的訂單增加所致。毛利增加11.3%至223,600,000港元（二零一五／一六年財政年度：200,800,000港元）。毛利率提升至15.8%（二零一五／一六年財政年度：14.7%），毛利率改善主要由於年內較高毛利率產品之訂單增加，以及年內繼續整合東莞高新科技產業園生產設施，以進一步提升整體營運效率之成效所致。

股東應佔溢利約為61,700,000港元（二零一五／一六年財政年度：80,000,000港元）。純利率為4.4%（二零一五／一六年財政年度：5.9%），每股基本盈利為22.12港仙（二零一五／一六年財政年度：28.94港仙）。若撇除二零一五／一六年財政年度期間因註銷一間附屬公司時解除匯兌儲備而產生的其他收益約11,300,000港元及回顧年度內將生產設施從惠州廠房遷至東莞高新科技產業園過程中產生之搬遷費用約5,600,000港元和原惠州廠房因改變土地用途而對該廠房大樓作出非現金減值約7,500,000港元，則股東應佔溢利較去年增加9.0%，反映本集團核心業務持續錄得增長。

¹ 截至二零一六年三月三十一日止年度，集團註銷一間附屬公司。就此，該附屬公司早前已於其他全面收入中確認並累計於權益之匯兌儲備累計金額11,300,000港元於註銷該附屬公司時重新分類至綜合收益表中。

DIVIDENDS

The Directors have proposed to pay a final dividend of HK8.0 cents per share (FY2015/16: HK8.0 cents per share) to shareholders whose names appear on the Register of Shareholders of the Company as at 18 August 2017. Together with the interim dividend of HK7.0 cents per share declared, total dividend for the year would be HK15.0 cents per share (FY2015/16: HK15.0 cents per share). Subject to approval by shareholders at the 2017 Annual General Meeting, the proposed final dividend will be paid on or before 25 August 2017.

BUSINESS OVERVIEW

Electronic products, the Group's core business, continued to generate stable revenue and strong cash flow for the Group during the review year. In recent years, SUGA has married "Internet of things" (IoT) technology with its electronic products, and the professional audio equipment product market responded especially well and that translated into satisfactory income growth during the year under review. Our business partners are mainly in professional stage audio equipment business and their demand for upgraded products has increased notably. The key markets include the US, UK and Germany. We hope to embed IoT technology in products for more customers and continue to enhance the functions and quality of our products, thereby give our income bigger room to grow in the future.

Moreover, SUGA's telephones for hearing-impaired elderly managed steady growth during the year under review. They boasted a better gross profit margin, which helped drive growth of the Group's overall turnover and gross profit margin. We will cooperate with our business partner in exploring new functions to add to the products, in order to enhance the quality of life for the elderly and reinforce SUGA's position in the specialised product market. In addition, pet training devices, one of the Group's core products, also maintained stable growth during the period.

股息

董事建議派付末期股息每股股份8.0港仙(二零一五／一六年財政年度：每股8.0港仙)予二零一七年八月十八日名列本公司股東名冊的股東。連同早前派發的中期股息每股7.0港仙，全年股息為每股15.0港仙(二零一五／一六年財政年度：每股15.0港仙)。待股東於二零一七年股東週年大會批准後，建議的末期股息將於二零一七年八月二十五日或之前派付。

業務回顧

電子產品為本集團的核心業務，在回顧年內繼續為本集團帶來穩定收益及強勁現金流。近年，信佳更將物聯網(「Internet of things」或「IoT」)科技融入各類電子產品，其中專業音響器材的市場反應相當正面，其收入在回顧年內錄得理想增幅。我們業務夥伴的產品主要集中於專業舞台音響器材方面，其對升級版產品需求有明顯增長，主要市場包括美國、英國及德國。我們期望在未來能為更多客戶之產品加入物聯網科技元素，持續提升產品功能及質素，拓闊收入增長空間。

另一方面，信佳針對銀齡族需要而生產的聽障電話在回顧年內錄得穩定增長，產品毛利率亦有所提升，帶動本集團整體營業額及毛利率增長。我們與業務夥伴將繼續積極研究為聽障產品加入新功能，以期進一步改善銀齡族之生活質素，從而鞏固信佳於該專門市場之地位。此外，作為本集團核心產品之一的寵物培訓器材亦於期內保持穩定增長步伐。



CHAIRMAN'S STATEMENT 主席報告

Other products continued to develop on steady pace during the year, with that of the smart card and NFC products and interactive educational products slightly lagging behind the rest. Smart card and NFC products sales declined as a result of conclusion of projects in Europe of some customers during the period. We will continue to maintain good relationship with these customers so that we can capture future business opportunities. As for interactive educational products, as mentioned in our interim report for the financial year, a customer which was acquired last year by another company and the new owner decided to focus on the software market, thus the segment's performance was still weak during the year under review. In the future, the Group will remain cautious in the market. The drop in sales of the above two products was however offset by the growth in sales of other products, a reflection of the effectiveness of our strategy of maintaining a diverse product mix that has helped disperse risks and brace steady growth of our business.

We have been looking for opportunities to diversify our business and create added value to the Group. While electronic products are SUGA's cornerstone business, the Group places much importance also on developing new markets. We have been actively developing business in the growing pet care market in mainland China and Hong Kong in recent years and an innovative ecosystem has been created for the business. During the year under review, the Group made encouraging progress with the business boasting a number of breakthroughs. SUGA's own pet food brand "Brabanconne" was granted an import licence by the Ministry of Agriculture of the People's Republic of China during the period under review and was officially launched to market in mainland China and Hong Kong in March 2017 and received good response. The product has its formula tailored for pets in Asia by a veterinarian graduated from the University of Cambridge in the UK and is manufactured in Europe by the Group's Belgian partner. It meets the nutritional needs of pets in Asia.

其他產品在年內發展平穩，唯智能卡及近距離無線通訊產品及互動教學產品發展稍遜。智能卡及近距離無線通訊產品之銷售額於期內因部分客戶於歐洲的項目到期結束而錄得跌幅。我們在未來將與有關客戶繼續保持良好關係，以把握商機。互動教學產品方面，誠如本財政年度之中期報告所提及，由於客戶於去年被收購，新買家轉而聚焦軟件市場，回顧年內表現仍然疲弱。未來本集團將對有關產品市場保持審慎態度。唯此兩類產品之銷售額跌幅已被其他產品之銷售額增長所抵銷，反映信佳之多元產品組合策略行之有效，有助分散風險，穩步發展。

我們一直尋找多元發展的機會，為本集團增值。信佳的電子業務是本集團之基石，然而，我們亦一直強調發展新市場之重要性。我們近年致力積極進軍日益增長的中港寵物市場，建立創新的寵物業務生態系統。於回顧年內，本集團之寵物業務取得多項突破性成果，進度令人鼓舞。信佳自家品牌寵物糧食爸媽寵(Brabanconne)於期內獲得中華人民共和國農業部批准發入口證，並已於二零一七年三月分別於中港兩地市場正式發售，市場反應不俗。該產品配方由畢業於英國劍橋大學的獸醫針對亞洲寵物體質度身訂製，並由比利時夥伴於歐洲生產，切合亞洲寵物的營養需要。

PROSPECTS

In the first half of 2017, the global economy finally saw light at the end of the tunnel and started on the recovery path. At the same time, the market continues to keep a close watch on the pace of US interest rate hikes, and changes of administration in some European countries add uncertainty to economic development in the second half year. Nevertheless, SUGA, which is dedicated to serving the specialised electronic product market, has managed to maintain steady development, regardless of macroeconomic fluctuation. The Group's core electronics business has kept generating stable revenue and strong cash flow for the Group, allowing it to constantly innovate and improve products building on its well-established foundation, and also maintain development momentum in the long run. In recent years, we have endeavoured to empower our major products with IoT technology, cooperating with customers and business partners to develop new products and upgrade existing products with enhanced functions, which has helped customers expand their business base and, at the same time, allows partners to share the fruit of growth with us and achieve win-win outcomes.

As mentioned, on top of focusing on its core electronics business, the Group is optimistic about the growth potential of the pet care market in mainland China and Hong Kong, and is dedicated to developing a comprehensive pet ecosystem comprising online-to-offline operations. With a higher gross profit margin than electronic products, the pet product business is expected to give SUGA a stronger impetus to grow. The Group's own pet food brand "Brabanconne" has started generating revenue since its debut in March 2017. We expect this product to bring good contribution to the Group's annual sales in the financial year of 2017/18. This year, Brabanconne products will be sold mainly in 11 first-tier cities in mainland China via a sales network comprising more than 100 physical stores. At the same time, the products are also available at various popular online stores. The online plus offline pet products sales network of the Group is gradually taking shape, giving the Group a strong foundation for development in the future.

展望

二零一七年上半年，環球經濟在幾歷艱難之後終於漸見曙光，在復蘇之路上匍匐前進。另一方面，市場仍密切注視美國加息步伐，歐洲多國政府換屆等因素為下半年發展添上變數。然而，信佳一直專注發展專門電子產品市場，多年來無論外圍經濟如何起伏，均能保持平穩發展。核心電子業務一直為本集團帶來穩定的收入及強勁的現金流，有助信佳在既有穩固基礎上不斷創新、改良產品，為業務長遠發展注入源源不絕的動力。近年，我們致力將物聯網科技融入各主要產品中，與客戶及業務夥伴共同開發新產品，將現有產品升級，提升效能，協助客戶拓闊業務基礎之餘，亦能共享增長成果，互惠雙贏。

如上文所述，核心電子業務以外，我們看好中港寵物市場的增長潛力，致力建立一個包含線上及線下業務的全面寵物業務生態系統。寵物業務毛利率較電子產品更高，將為信佳注入更多增長動力。本集團的自家品牌寵物糧食爸媽寵於二零一七年三月正式公開發售後，開始錄得收益。我們期望有關產品能為二零一七／一八年之財政年度本集團全年銷售額作出理想貢獻。爸媽寵今年主要重點在中國內地共十一個一線城市發售，銷售網絡現已覆蓋超過100間實體店。同時，該產品亦在各著名網店有售。本集團寵物產品之線上及線下銷售網絡逐漸形成，為未來發展打下堅實的基礎。



CHAIRMAN'S STATEMENT 主席報告

The Group's self-developed smart pet feeder PETBLE® SmartBowl and the wearable gauging device PETBLE® SmartTag started taking orders at the Pet Show held in the first quarter of the year and the market responded positively. PETBLE® SmartTag can detect activities of a pet and PETBLE® SmartBowl can record food intake by a pet, allowing pet owners to closely track the habits of their pets, so as to improve their pets' health. Meanwhile, the PETBLE® App, which is capable of gathering and building big data, can help the Group constantly improve the quality and functions of its products, and through analysing the data gathered understand in depth the eating habits of pets and how they relate to a pet's health, thereby contribute to the development of scientific research in related fields. The Group's PETBLE® pet care solution won the "Outstanding Solution/Product Award" at the Asian Electronics Forum last year, speaking volume to the industry recognition it enjoys. Mass production of PETBLE® smart pet products will begin in the coming few years. Furthermore, the Group's self-developed pet social media apps "Chongmi (寵米)" and "PetNfans" have accumulatively over 100,000 and 10,000 users respectively in mainland China and Hong Kong, which can potentially be translated into huge consumption demand for pet products.

SUGA's High-tech Industrial Park in Dongguan completed consolidation of production facilities in July 2016 and has since been in full operation, boosting the Group's production capacity markedly. The Group is applying to change the purpose of the land on which its former Huizhou plant stood to commercial and residential use. The slots surrounding the land parcel have already been changed to commercial and residential lands and development has gone well. We will consider development plans which promise to generate maximum value for the Group and its shareholders and will announce the status of development in due course.

本集團自行研發之PETBLE®智能寵物餵食器PETBLE® SmartBowl及可穿戴式寵物測量器PETBLE® SmartTag於今年第一季舉行之香港寵物節正式接受場內預訂，市場反應正面。PETBLE® SmartTag可以偵測寵物的一舉一動，而PETBLE® SmartBowl則記錄寵物的膳食狀況，讓寵物主人能更密切追蹤寵物的生活習慣，從而改善牠們的健康。同時，PETBLE® App能收集及建立大數據，有助本集團持續改善產品質素及功能，並透過數據分析，深入了解寵物飲食習慣與其健康之關係，為有關領域之科研發展作出貢獻。PETBLE®寵物護理解決方案於去年亞洲電子論壇榮獲「優秀解決方案／產品大獎」，深受業界肯定。各PETBLE®智能寵物產品將於未來數年內全面量產。此外，本集團自行開發的寵物社交應用程式「寵米」及「PetNfans」亦分別在中港兩地分別累積超過十萬及一萬用戶，當中蘊藏龐大的寵物用品消費需求。

信佳東莞高新科技產業園已於二零一六年七月完成生產設施整合，並已全面投產，令本集團生產效能大增。原惠州廠房地皮現正申請改作商住用途，該地皮周邊地段已轉為商住用地，發展已趨成熟。我們會考慮為本集團及股東帶來最大價值的發展方案，適時公佈有關發展狀況。



CHAIRMAN'S STATEMENT 主席報告

APPRECIATION

On behalf of the Group, I would like to extend my gratitude to our customers, business partners and shareholders for their support in the past year. My heartfelt appreciation also goes to our management team and every staff member for their relentless hard work. I wish continuous steady advancement for the Group and prosperity for its businesses.

Ng Chi Ho

Chairman

Hong Kong
29 June 2017

致謝

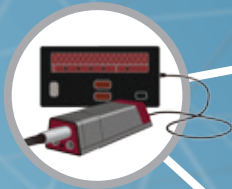
本人謹代表本集團感謝客戶、業務夥伴及股東在過去一年的支持，並對管理團隊及全體員工的努力致以最深的謝意。願本集團業務繼續穩步向前，蒸蒸日上。

主席

吳自豪

香港
二零一七年六月二十九日

UNDERSTANDING OF CUSTOMERS' REQUIREMENTS 深明客戶需求



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

During the year ended 31 March 2017, the Group recorded revenue of HK\$1,414.1 million, representing an increase of 3.4% as compared with HK\$1,368.1 million in last year. The increase was resulted from improvement of sales for some of the Group's specialised electronic products.

The chief operating decision-maker has been identified as the Executive Directors of the Group (collectively referred to as the "CODM") that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources.

During the year, the Executive Directors reviewed the qualitative factors such as business activities, economic and legal characteristics of the business and quantitative factors such as the financial performance of the two segments previously presented, namely electronic products and moulds and plastic products, and have determined that the moulds and plastic products business did not qualify as a reportable or operating segment, as such business contributed to less than 5% of all of the Group's financial indicators. During the year ended 31 March 2017, the pet food business contributed to less than 1% of the Group's total revenue. As a result, the Group has only one reportable segment.

Geographically, for the year ended 31 March 2017, revenue generated from the top 3 countries, the United States of America, Japan and PRC (including Hong Kong) accounted for 74.0% of the Group's total sales (2016: 71.7%).

Profit Attributable to Equity holders of the Company

During the fiscal year, gross profit margin was further improved from 14.7% to 15.8%. The improvement was the result of success integration of production facilities of the Group's High-Tech Industrial Park in Dongguan, which improved overall operational efficiency and increased in orders of higher gross profit products. Gross profit for the year increased 11.3% to HK\$223.6 million (2016: HK\$200.8 million).

財務回顧

收益

截至二零一七年三月三十一日止年度，本集團錄得之收益達1,414,100,000港元，較去年之1,368,100,000港元增加3.4%。增加主要是由於本集團之若干專門電子產品銷售改善所致。

主要營運決策人被認為作出策略決定之本集團執行董事(以下統稱「主要營運決策人」)。主要營運決策人審視本集團內部報告以評估表現和分配資源。

年內，執行董事已審閱定性因素(如業務活動、業務之經濟及法律特性)以及定量因素(如先前呈列之兩個分類(即電子產品及模具及塑膠產品)之財務表現)，並釐定模具及塑膠產品業務並不合資格構成可呈報或經營分類，因為上述業務佔本集團全部財務指標不足5%。截至二零一七年三月三十一日止年度，寵物食品業務佔本集團總收益不足1%。因此，本集團僅有一個可呈報分類。

就地區而言，截至二零一七年三月三十一日止年度，來自三大國家(分別為美國、日本及中國(包括香港))之收益佔本集團總銷售額之74.0%(二零一六年:71.7%)。

本公司權益持有人應佔溢利

本財政年度內，毛利率從14.7%進一步改善至15.8%。毛利率改善乃由於本集團成功整合於東莞高新科技產業園之生產設施使整體營運效率得以提升及較高毛利產品訂單增加所致。年內毛利增加11.3%至223,600,000港元(二零一六年:200,800,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating profit was HK\$61.7 million for the year ended 31 March 2017 (2016: HK\$88.7 million). If excluding the other gain in FY2015/2016 of HK\$11.3 million from the release of exchange reserve upon deregistration of a subsidiary, and the other losses in this year for the payment of relocation costs of approximately HK\$5.6 million incurred from moving the Huizhou plant into the High-tech Industrial Park in Dongguan and the non-cash impairment of the Huizhou factory building of approximately HK\$7.5 million upon application of change of land use of the Huizhou plant site, the profit attributable to Owners of the Company this year would be more than last year by HK\$6.2 million, reflecting the continued growth of the Group's core businesses.

Distribution and selling expenses increased HK\$13.9 million mainly due to increase in staff costs, commission paid and the promotion expenses of the Group's own pet food brand "Brabanconne" which was officially launched to market in China and Hong Kong in March 2017. The general and administration expenses increased HK\$4.2 million mainly attributable to the increase in depreciation expenses, employee benefit expenses and research and development costs.

For the year ended 31 March 2017, the Group has achieved a net finance income of HK\$3.2 million (2016: HK\$0.6 million). The improvement was due to the increase in interest income received from bank deposits and customers.

As a result of the aforementioned factors, the Group recorded profit attributable to Owners of the Company of HK\$61.7 million for FY2016/2017 (FY2015/2016: HK\$80.0 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2017, the Group has current assets of HK\$662.1 million and current liabilities of HK\$360.1 million. The current ratio was 1.84. (31 March 2016: 2.03).

Bank borrowings were HK\$115.0 million as at 31 March 2017 (31 March 2016: HK\$112.1 million). Gearing ratio (calculated by dividing total bank borrowings by total equity) was 17.2% (31 March 2016: 16.8%) The Group maintained a net cash balance of HK\$108.9 million as at the balance sheet date (31 March 2016: HK\$112.9 million).

截至二零一七年三月三十一日止年度，經營溢利為61,700,000港元(二零一六年：88,700,000港元)。倘撇除二零一五年／二零一六年財政年度一間附屬公司撤銷登記後解除的匯兌儲備11,300,000港元、支付就將惠州廠房遷至東莞高科技產業園所產生的搬遷成本於本年度的其他虧損約5,600,000港元及於申請更改惠州廠房地盤的土地用途後惠州工廠大樓的非現金減值約7,500,000港元，本年度本公司擁有人應佔溢利將較上一年度多6,200,000港元，反映本集團核心業務持續增長。

分銷及銷售費用增加13,900,000港元，主要乃由於員工成本、已付佣金及本集團自家寵物食品品牌「爸媽寵」於二零一七年三月正式於中國及香港市場推出的宣傳開支增加所致。一般及行政管理費用增加4,200,000港元，主要由於折舊開支、僱員福利開支及研發成本增加所致。

截至二零一七年三月三十一日止年度，本集團錄得融資收入淨額3,200,000港元(二零一六年：600,000港元)。該項改善乃因自銀行存款及客戶所收取之利息收入增加所致。

基於上述因素，於二零一六年／二零一七年財政年度，本集團錄得本公司擁有人應佔溢利為61,700,000港元(二零一五年／二零一六年財政年度：80,000,000港元)。

流動資金及財務資源

於二零一七年三月三十一日，本集團的流動資產及流動負債分別為662,100,000港元及360,100,000港元，流動比率為1.84(二零一六年三月三十一日：2.03)。

於二零一七年三月三十一日之銀行借貸為115,000,000港元(二零一六年三月三十一日：112,100,000港元)。資產負債比率(按銀行借貸總額除以總權益計算)為17.2%(二零一六年三月三十一日：16.8%)。於結算日，本集團維持現金結餘淨額108,900,000港元(二零一六年三月三十一日：112,900,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 March 2017, the Group had aggregate banking facilities of approximately HK\$686.5 million (31 March 2016: HK\$663.3 million) from its principal bankers for overdrafts, loans and trade financing, with unused facilities of HK\$566.1 million (31 March 2016: HK\$555.1 million).

The Group generally finances its operations by internally generated resources and banking facilities provided by its principal bankers in Hong Kong. Banking facilities used by the Group include revolving loans, trust receipt loans, overdrafts, leasing and term loans, which are primarily on floating interest rates basis.

CAPITAL EXPENDITURES

The Group's total capital expenditures for the year under review were HK\$61.1 million. The capital expenditures were mainly for the construction and leasehold improvement of Phase II of the High-tech Industrial Park in Dongguan amounted to HK\$26.8 million. The remaining balance of the capital expenditures was mainly for the additions of machineries and equipment for PRC production plants.

FOREIGN EXCHANGE EXPOSURE

The Group's transaction and monetary assets are principally dominated in Renminbi, Hong Kong dollars and United States dollars. The Group has not experienced any difficulties or effects on its operations or liquidity as a result of the fluctuations in currency exchange rates during the year ended 31 March 2017.

During the year, the Group held several foreign exchange contracts to manage the currency translation risk of Renminbi against United States dollars. All these foreign exchange contracts were for managing purpose and it is the policy of the Group not to enter into any derivative contracts purely for speculative activities. The net realized loss related to these derivative instruments for the year ended 31 March 2017 was HK\$0.5 million.

於二零一七年三月三十一日，本集團就透支、貸款及貿易融資向其主要往來銀行取得銀行信貸總額約686,500,000港元(二零一六年三月三十一日：663,300,000港元)，而未動用之信貸額則為566,100,000港元(二零一六年三月三十一日：555,100,000港元)。

本集團一般以內部產生資源及其香港主要往來銀行提供之銀行信貸為業務經營提供資金。本集團所動用銀行信貸包括循環貸款、信託收據貸款、透支、租賃及定期貸款，主要按浮動利率計息。

資本開支

於回顧年度，本集團之資本開支總額為61,100,000港元。資本開支主要為興建東莞高科技產業園第二期及其租賃物業裝修為數26,800,000港元之金額。餘下資本開支結餘主要為中國生產廠房購置機器及設備。

外匯風險

本集團交易及貨幣資產主要以人民幣、港元及美元結算。截至二零一七年三月三十一日止年度，本集團並無因貨幣匯率波動導致其經營或流動資金出現任何困難或受到任何影響。

年內，本集團持有數份外匯合約，以管理人民幣兌美元之貨幣匯兌風險。所有該等外匯合約均用作管理用途，本集團並恪守不純粹基於投機而訂立任何衍生工具合約之政策。截至二零一七年三月三十一日止年度，與該等衍生工具有關之已變現虧損淨額為500,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PLEDGE OF ASSETS

As at 31 March 2017, the Group pledged its office premise located at 22nd floor, tower B, Billion Centre, Kowloon Bay together with 4 car parking spaces to secure a bank mortgage loan of HK\$9.6 million (31 March 2016: HK\$12.4 million) for financing the acquisition of the office premise and car parking spaces. Other than the said mortgage loan, the Group did not pledge any of its assets as securities for the banking facilities granted to the Group.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2017, the Group had a capital commitment of HK\$3.1 million for the construction contract and property, plant and equipment (31 March 2016: 5.4 million).

Corporate guarantees given to banks to secure the borrowings granted to subsidiaries as at 31 March 2017 amounted to HK\$115.0 million (31 March 2016: HK\$112.1 million) and the Group did not have any significant contingent liability.

HUMAN RESOURCES

As at 31 March 2017 the Group has approximately 1,875 employees, of which 71 were based in Hong Kong and Macao while the rest were mainly in Mainland China. Remuneration policy was reviewed regularly, making reference to current legislation, market condition and both the individual and company performance. In addition to salaries and other usual benefits like annual leave, medical insurance and various mandatory pension schemes, the Group also provides educational sponsorship subsidies, discretionary performance bonus and share options. A new share option scheme was adopted on 6 August 2012 which is valid and effective for a period of 10 years from the adoption date, detailed of which are specified in the Section "Share Option Scheme" on page 49 of this annual report.

資產抵押

於二零一七年三月三十一日，本集團已抵押其位於九龍灣億京中心B座22樓之辦公室單位，連同四個車位，以取得銀行按揭貸款9,600,000港元（二零一六年三月三十一日：12,400,000港元），藉此撥付收購該辦公室單位及該等車位所需資金。除上述按揭貸款外，本集團並無抵押其任何資產作為本集團獲授銀行信貸之抵押。

資本承擔及或然負債

於二零一七年三月三十一日，本集團就建築合約及物業、廠房及設備有資本承擔3,100,000港元（二零一六年三月三十一日：5,400,000港元）。

於二零一七年三月三十一日，向銀行作出以取得授予附屬公司的借款的公司擔保為115,000,000港元（二零一六年三月三十一日：112,100,000港元），而本集團並無任何重大或然負債。

人力資源

於二零一七年三月三十一日，本集團有約1,875名僱員，其中71名長駐香港及澳門，其餘主要長駐中國內地。薪酬政策參考現行法例、市況及個人與公司表現定期作出檢討。除薪金及其他一般福利（如年假、醫療保險及各類強制性退休金計劃）外，本集團亦提供教育資助津貼、酌情表現花紅及購股權。本集團於二零一二年八月六日採納一項新購股權計劃，自採納日期起計十年期間有效，有關詳情載於本年報第49頁之「購股權計劃」一節。

GOOD QUALITY
追求卓越品質





DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Dr. NG Chi Ho, aged 67 is the founder, chairman and managing director and chairman of the corporate governance committee of the Group. He is responsible for the formulation of corporate strategy, strategic planning and development, and overall management of the Group. Dr. NG has over 40 years of management experience in the electronics industry and had been teaching electronic engineering at the Hong Kong Polytechnic University for 4 years. Dr. NG holds a bachelor degree in science from the Chinese University of Hong Kong, a master of philosophy degree in computer engineering from the University of Hong Kong, and an honorary doctor of engineering degree from Lincoln University, USA. Dr. NG is a chartered engineer, a fellow of the Institution of Engineering and Technology, UK, a fellow of the Hong Kong Institute of Directors and an honorary fellow of the Canadian Chartered Institute of Business Administration.

In addition, Dr. NG is a partner of Hong Kong-Shenzhen United Investment Foundation, an advisor of the Technology Development Committee of Federation of Hong Kong Industries, an expert of the Electronics Expert Panel, as well the Evaluation Panel for Soft-landing Program of HK Science and Technology Park, he is chairman of Hong Kong Electronic Industries Association, honorary chairman of Hong Kong Electronics Industries Council and vice chairman of Dongguan Electronic Industries Association. Dr. NG is a member of the Advisory Committee on Electronic Engineering and the School of Biomedical Sciences of the Chinese University of Hong Kong. He is also the Assessment Panel Member under the Innovation and Technology Fund, Innovation and Technology Commission, HKSAR Government.

On community services, Dr. NG is chairman of Sir Cecil Clementi Scholarship Foundation under Education Bureau, HKSAR Government, and a director of Hok Hoi Library.

Dr. NG is the father of Dr. NG Man Cheuk, Alfred, the executive director of the Group and Mr. NG Man Chun, Anthony, the general manager of the pet business of the Group and the brother-in-law of Mr. LEE Yiu Cheung, Alex, the chief financial officer of the Group.

執行董事

吳自豪博士，六十七歲，本集團創辦人、主席兼董事總經理及企業管治委員會主席。彼負責制定公司策略、本集團之策略規劃及發展以及整體管理。吳博士擁有超過四十年電子業管理經驗，曾於香港理工大學任電子工程任教四年。吳博士持有香港中文大學之理學士學位、香港大學之電機及電子工程哲學碩士學位以及美國林肯大學之工程學榮譽博士學位。吳博士亦為英國特許工程師及英國電機工程技術學會以及香港董事學會之資深會員，以及加拿大特許管理學院榮譽院士。

另外，吳博士為深港聯合投資基金會的合夥人、香港工業總會技術發展委員會之顧問、電子專家小組及香港科技園軟著陸計劃項目評估小組之專家，彼為香港電子業商會會長、香港電子業總會榮譽會長及東莞電子業商會副會長。吳博士為香港中文大學電子工程學系及生物醫學學院諮詢委員會委員。彼亦為香港特別行政區政府創新科技署創新及科技基金的評審委員會成員。

就社區服務而言，吳博士為香港特別行政區政府教育局金文泰爵士獎學金基金會主席及學海書樓董事。

吳博士為本集團執行董事吳民卓博士及本集團寵物業務總經理吳民進先生之父親及本集團首席財務總監李耀祥先生之姐夫。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Mr. MA Fung On, aged 59, is the deputy chairman and a member of the corporate governance committee of the Group. Mr. MA is responsible for the formulation of the Group's overall strategic planning and policies, as well as overseeing the personnel, administration and logistics of the Group. Mr. MA has worked with the Group for more than 24 years and has over 35 years of experience in the electronics industry. He graduated from the Hong Kong Polytechnic University with a higher diploma in electronic engineering. Mr. MA is the Electronics and Telecommunications Training Board Member, the member of Advisory Committee on Pro-Act Training and Development Centre (Electronics), Electronics & Telecommunication Training Board and member of Working Party on Manpower Survey, Electronics & Telecommunication Training Board.

Dr. NG Man Cheuk, Alfred, aged 36, is the chief technology officer of the Group. He is responsible for exploring new business opportunities and overseeing Research and Development (R&D) of the Group. Dr. NG joined the Group in 2014 and Dr. NG holds Bachelor of Engineering (BEng (1st Hon.)) degree in Computing from Imperial College London, Master of Science (S.M.) and Doctor of Philosophy (Ph.D) degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology (MIT). His research focuses on modular hardware design methodologies that can greatly reduce hardware development time. During his time at MIT, he had collaborated with IBM, Nokia and Qualcomm in various research projects. Prior to joining the Group, Dr. NG worked at Qualcomm's New Jersey Research Center for 3 years. He is the son of Dr. NG Chi Ho, the chairman and managing director of the Group, the nephew of Mr. LEE Yiu Cheung, Alex, the chief financial officer of the Group and the brother of Mr. NG Man Chun, Anthony, the general manager of the pet business of the Group.

馬達安先生，五十九歲，本集團副主席及企業管治委員會成員。馬先生負責制定本集團之整體策略規劃及政策以及監督本集團之人事、行政及物流工作。馬先生已於本集團服務超過二十四年，並於電子業擁有超過三十五年之經驗。彼畢業於香港理工大學，取得電子工程高級文憑。馬先生為電子業及電訊業訓練委員會委員、卓越培訓發展中心(電子業)、電子業及電訊業訓練委員會之工作組成員之課程顧問委員會成員及人力調查、電子業及電訊業訓練委員會之工作組成員。

吳民卓博士，三十六歲，本集團首席科技總監，負責拓展本集團新業務商機和監督本集團之研發工作。吳博士於二零一四年加入本集團。吳博士擁有英國倫敦帝國學院計算機工程學士(一級榮譽)、美國麻省理工學院電子工程及計算機科學碩士和哲學博士學位。吳博士專注研究能減少硬體開發時間的模塊化硬體設計方法。在美國麻省理工學院求學期間，他曾參與國際商業機器、諾基亞和高通的科研項目。在加入本集團前，吳博士曾在高通公司新澤西研發中心工作三年。彼為本集團主席兼董事總經理吳自豪博士之兒子、本集團首席財務總監李耀祥之外甥及本集團寵物業務總經理吳民進先生之兄長。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

NON-EXECUTIVE DIRECTOR

Mr. LEE Kam Hung, aged 59, is a non-executive director of the Group. He holds a master degree in engineering business management from the University of Warwick in the UK. Mr. LEE is the founder, CEO of Kolinker Group of companies since its inception in 1983. In addition, Mr. LEE is the fellow member of The Hong Kong Institution of Engineers, board member of Hong Kong Young Industrialists Council Foundation Limited, Panel member of Project Assessment Panel of Small Entrepreneur Research Assistance Programme (SERAP), member of Enterprise Support Scheme (ESS) Assessment Panel, executive committee member of Electronics Industry Council in Federation of Hong Kong Industries. He is also an honorary life vice president of Poly U Development Foundation of the Hong Kong Polytechnic University.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LEUNG Yu Ming, Steven, aged 58, is an independent non-executive Director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. LEUNG holds a master degree in accounting from Charles Sturt University in Australia and a bachelor degree in social science from the Chinese University of Hong Kong. Mr. LEUNG is an associate member of The Institute of Chartered Accountants in England and Wales, a practising certified accountant of CPA Australia and a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong respectively. Mr. LEUNG is also a practising certified public accountant in Hong Kong. Mr. LEUNG previously worked in Nomura International (Hong Kong) Limited as an assistant vice president in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation since 1990. He is now the senior partner of a certified public accountants firm. Mr. LEUNG has over 32 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. LEUNG is also an independent non-executive director of C C Land Holdings Limited, The Cross Harbour (Holdings) Limited, Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Hong Kong Stock Exchange.

非執行董事

李錦雄先生，五十九歲，本集團非執行董事。彼持有英國華威大學工程商業管理碩士學位。李先生為科研集團公司之創辦人，自該集團於一九八三年成立以來一直擔任行政總裁。另外，李先生為香港工程師學會資深會員、香港青年工業家協會基金會常務委員、小型企業研究資助計劃項目(SERAP)評審委員會委員、企業支援計劃評審委員會委員、香港工業總會轄下香港電子業總會執行委員。彼亦為香港理工大學理大發展基金永遠榮譽副會長。

獨立非執行董事

梁宇銘先生，五十八歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。梁先生持有澳洲Charles Sturt大學會計學碩士學位及香港中文大學社會科學學士學位。梁先生為英格蘭及威爾斯特許會計師公會會員及澳洲執業會計師公會執業會計師，並分別為英國特許公認會計師公會、香港會計師公會及香港稅務學會資深會員。梁先生亦為香港執業會計師。梁先生曾就職於野村國際(香港)有限公司，擔任國際金融及企業融資部之助理副總裁。彼於一九九零年起從事審核及稅務行業，現為一間執業會計師行之高級合夥人。梁先生在審計、會計、稅務、財務管理及企業融資方面積逾三十二年經驗。梁先生亦為香港聯交所上市公司中渝置地控股有限公司、港通控股有限公司、渝太地產集團有限公司及渝港國際有限公司之獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Mr. CHAN Kit Wang, aged 64, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. CHAN graduated from the Hong Kong Polytechnic University in 1977 with a higher diploma in accountancy. Mr. CHAN is a fellow member of The Association of Chartered Certified Accountants, associate member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. He is now a senior partner of a certified public accountants firm. Mr. CHAN has over 40 years of working experience in accounting, auditing and taxation.

Dr. CHEUNG Nim Kwan, aged 69, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. He was Chief Executive Officer of the Hong Kong Applied Science and Technology Research Institute (ASTRI), a 500-member R&D organization in the information and communications area established by the Hong Kong SAR Government. He has founded and served as the inaugural director of the National Engineering Research Centre for Application Specific Integrated Circuit Systems, the first National Engineering Centre established in Hong Kong. Prior to joining ASTRI, Dr. CHEUNG has held different research and senior management positions at AT&T Bell Labs, Bellcore, and Telcordia Technologies. He is a Telcordia Fellow and a Fellow of IEEE. Dr. CHEUNG served as the 18th President of the IEEE Communications Society, a global professional organization with 45,000 members in 180 chapters around the world. He was Editor-in-Chief of the IEEE Communications Magazine, and was appointed Chairman of the IEEE Fellow Committee in 2012-13, where he presided over the selection of all new IEEE Fellows worldwide. Dr. CHEUNG is an Honorary Professor of the Chinese University of Hong Kong, and has served as Consulting Professor at Stanford University and in Research Grants Council in Hong Kong. Dr. CHEUNG received his B.Sc. degree from the University of Hong Kong, and M.S. and Ph.D. degrees from the California Institute of Technology.

陳杰宏先生，六十四歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。陳先生於一九七七年畢業於香港理工大學，取得會計高級文憑。陳先生為英國特許公認會計師公會資深會員、香港會計師公會及英格蘭及威爾斯特許會計師公會會員。彼現任一間執業會計師事務所高級合夥人。陳先生於會計、審核及稅務方面擁有逾四十年之豐富工作經驗。

張念坤博士，六十九歲，為本集團獨立非執行董事以及本集團審核委員會、薪酬委員會及提名委員會之成員。彼曾為香港應用科技研究院（應科院）之行政總裁，應科院由香港特別行政區政府成立，為資訊及通訊領域之研發機構，擁有500名成員。彼創辦並出任於香港成立之首個國家工程中心國家專用集成電路系統工程技術研究中心之首任主任。於加入應科院之前，張博士曾於AT&T Bell Labs、Bellcore及Telcordia Technologies擔任不同研究及高級管理職務。彼為Telcordia資深會員及電子和電氣工程師協會(IEEE)資深會員。張博士曾出任於全球擁有180個分會45,000名會員之全球性專業組織IEEE Communications Society第18任會長。彼曾為IEEE Communications Magazine之主編，並獲委任為IEEE Fellow Committee於二零一二至一三年之主席，而彼於任期內主管全球所有新IEEE資深會員之遴選工作。張博士為香港中文大學之名譽教授，並曾經擔任斯坦福大學之顧問教授及香港研究資助局成員。張博士取得香港大學理學士學位及取得加州理工學院碩士及博士學位。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

SENIOR MANAGEMENT

Mr. LEE Yiu Cheung, Alex, aged 59, is the chief financial officer of the Group. Mr. LEE is responsible for overseeing the corporate and financial matters of the Group. Mr. Lee is a practising certified public accountant in Hong Kong. He is also an associate member of The Hong Kong Institute of Certified Public Accountants. Mr. LEE joined the Group in early 2005 and has over 37 years of experience in corporate finance, accounting and auditing. Before joining the Group, he worked for a blue chip listed company in Hong Kong for 18 years in a senior executive position. Mr. LEE graduated from the Hong Kong Polytechnic University with a higher diploma in accountancy. Mr. LEE is the brother-in-law of Dr. NG Chi Ho, the Chairman and Managing Director of the Group and the uncle of Dr. NG Man Cheuk, Alfred, the Executive Director of the Group and Mr. NG Man Chun, Anthony, the general manager of pet business of the Group.

Ms. WONG Sin, Kathy, aged 47, is the general manager of electronic manufacturing service (“EMS”) division of the Group and is responsible for overseeing the operations of Block A, DongGuan factory. Ms. WONG holds an EMBA from Shanghai Jiao Tong University, China. She joined the Group in 2002 and has over 24 years of experience in the electronics manufacturing industry.

Mr. TENG Boon Han, Eric, aged 39, is the general manager of EMS and pet training products divisions and is responsible for the overall operations including programme management, order management, supply chain management, product development and manufacturing in Block B, DongGuan factory. Mr. TENG holds a bachelor degree of Business Administration in Finance and Economics from University of New Brunswick, Canada. He joined the Group in 2007. Prior to joining the Group, Mr. TENG worked for global IT and telecommunication companies. He has had international working exposure in the USA, Malaysia, Indonesia and Thailand within those companies.

Mr. FUNG Chi Leung, Mark, aged 53, is the general manager of the marketing division. He holds a Bachelor of Science degree from the University of Toronto in Canada. Mr. FUNG joined the Group in 2010 and has over 31 years of working experience in electronics sales and marketing.

高級管理人員

李耀祥先生，五十九歲，本集團之首席財務總監。李先生負責監察本集團企業及財務事宜。李先生為香港執業會計師，並為香港會計師公會會員。李先生於二零零五年初加入本集團，在企業財務、會計及審計方面擁有逾三十七年經驗。在加入本集團前，彼曾於香港一間藍籌上市公司工作十八年，擔任高級行政人員職位。李先生畢業於香港理工大學，取得會計學高級文憑。李先生為本集團主席兼董事總經理吳自豪博士之內弟以及本集團執行董事吳民卓博士及本集團的寵物業務總經理吳民進先生的舅父。

王倩女士，四十七歲，本集團電子製造服務（「電子製造服務」）部總經理，負責監督東莞工廠A棟大樓之運作。王女士持有中國上海交通大學EMBA學位。彼於二零零二年加入本集團，擁有超過二十四年電子製造業工作經驗。

湯文罕先生，三十九歲，本集團電子製造服務部及寵物培訓產品部總經理，負責監督東莞工廠B棟大樓之整體運作，包括程式管理、訂單管理、供應鏈管理、產品發展及製造。湯先生持有加拿大新紐伯倫瑞克大學(University of New Brunswick)工商管理學士學位。彼於二零零七年加入本集團。於加入本集團前，湯先生於多間國際資訊科技及電訊公司任職。彼於該等公司累積了於美國、馬來西亞、印尼及泰國之跨國工作經驗。

馮志良先生，五十三歲，市場推廣部總經理。彼持有加拿大多倫多大學理學士學位。馮先生於二零一零年加入本集團，並於電子銷售及市場推廣方面累積逾三十一年工作經驗。



DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員履歷

Mr. NG Man Chun, Anthony, aged 34, is the general manager of the pet business. Since joining the Group in 2010, Mr. NG has been responsible for developing the pet business and managing the wholesale and the retail pet business in Hong Kong and mainland China. Mr. NG has also been involving in the development of the smart pet products for the Group. Mr. NG holds Bachelor of Science degree in Robotics from The Staffordshire University, Postgraduate Diploma in Computer Science from The University of Birmingham and Master of Business Administration from The University of Wales, Newport. Mr. NG has accumulated experience on pet business in last 7 years. He is the son of Dr. NG Chi Ho, the chairman and managing director of the Group, the brother of Dr. NG Man Cheuk, Alfred, the executive director of the Group and the nephew of Mr. LEE Yiu Cheung, Alex, the chief financial officer of the Group.

吳民進先生，三十四歲，本集團寵物業務總經理。吳先生自二零一零年加入本集團以來，負責發展寵物業務以及於香港及中國內地管理批發及零售寵物業務。吳先生同時亦參與研發本集團之智能寵物用品。吳先生持有英國史丹福郡大學機器人理學士、英國伯明翰大學計算機科學深造文憑及威爾斯紐波特大學工商管理碩士。吳先生從事寵物業務累積了七年經驗。彼為本集團主席兼董事總經理吳自豪博士之兒子、本集團執行董事吳民卓博士之弟及本集團首席財務總監李耀祥先生之外甥。

ADVANCED TECHNOLOGY 應用領先科技



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of Directors (the “Board”) and the management of Suga International Holdings Limited (the “Company”) are committed to attain and uphold a high standard of corporate governance that properly protect and promote the interests of its shareholders and other stakeholders including customers, suppliers, employees and the general public.

Throughout the financial year ended 31 March 2017, the Company has complied with the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for CG Code A.2.1.

CG Code A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Up to the date of this report, the Group does not have a separate Chairman and Chief Executive Officer and Dr. Ng Chi Ho currently holds both positions. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies. Going forward, the Group will periodically review the effectiveness of this arrangement and considers appointing an individual as Chief Executive Officer when it thinks appropriate.

Save as the abovementioned deviation, none of the directors of the Company is aware of information that would reasonably indicate the Company is not or was not in compliance with the CG Code for the year under review.

BOARD OF DIRECTORS

The Group’s overall management is vested in its board of directors, which now comprises seven members, coming from diverse businesses and professional backgrounds. The Board consisted of three executive directors, Dr. Ng Chi Ho (Chairman), Mr. Ma Fung On (Deputy Chairman) and Dr. Ng Man Cheuk, one non-executive director, Mr. Lee Kam Hung and three independent non-executive directors (“INED”), Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan (collectively the “Directors”).

信佳國際集團有限公司(「本公司」)董事會(「董事會」)及管理層致力達致及維持高水準之企業管治，妥善保障及促進其股東及其他持份者(包括客戶、供應商、僱員及公眾人士)的權益。

於截至二零一七年三月三十一日止財政年度整個年度內，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)，惟企業管治守則第A.2.1條除外。

企業管治守則第A.2.1條訂明須區分主席與行政總裁之角色，並不應由同一人擔任。截至本報告日期，本集團並無區分主席及行政總裁職務，現時由吳自豪博士身兼兩職。董事會相信，由同一人兼任主席及行政總裁，可貫徹本集團之強勢領導，發展及執行長遠業務策略。本集團將於日後定期檢討此安排是否有效，並於認為適當時委任個別人士為行政總裁。

除上述偏離外，本公司董事概不知悉有任何資料合理顯示本公司目前或曾經於回顧年內不遵守企業管治守則。

董事會

本集團之整體管理由董事會負責，董事會現由七名來自不同行業及專業背景的人士組成。董事會成員包括三名執行董事吳自豪博士(主席)、馬逢安先生(副主席)及吳民卓博士、一名非執行董事李錦雄先生及三名獨立非執行董事(「獨立非執行董事」)梁宇銘先生、陳杰宏先生及張念坤博士(統稱「董事」)。

The principal functions of the Board are to supervise the Group's business and affairs; to review the Group's financial performance; to review the Group's systems of risk management and internal control; to approve the strategic plans, investment and funding decision. For the financial reporting accountability, the Board has the ultimate responsibility for preparing the financial statements. The day-to-day management is conducted by senior management and employees of the Group, under the direction and supervision of the Directors. When the Directors are aware of any events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, such events or conditions will be clearly set out and discussed in this Corporate Governance Report.

The Company has complied with Rules 3.10 (1) and (2) of the Listing Rules relating to the appointment of at least three INEDs among whom one has to have appropriate professional qualifications, or accounting or related finance management expertise. The role of INED is to bring an independent and objective view to the Board's deliberations and decisions. The Company has received from each INED an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

All non-executive directors (including INEDs) have been appointed for a term of one year and are subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and Listing Rules at each annual general meeting. Save as disclosed in the biographical details of each director, there is no other relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

ROLE OF THE BOARD

The Board meets at least four times annually to review business development and overall strategic policies. The Board is supplied with relevant information by the senior management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 days notice of a regular board meeting is given to all directors to give them the opportunity to attend. Board papers are dispatched to the directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

董事會之主要職能為監督本集團業務及事務；檢討本集團之財務表現；檢討本集團之風險管理及內部監控制度；批准策略計劃、投資及資金決策。於財務申報問責方面，董事會須承擔編製財務報表之最終責任。本集團高級管理層及僱員於董事指引及監督下處理日常管理事務。倘董事知悉有任何可能對本集團繼續以持續方式經營之能力構成重大疑問之事件或情況，該等事件或情況將清楚載於本企業管治報告並於當中討論。

本公司已遵守上市規則第3.10(1)及(2)條之規定，委任最少三名獨立非執行董事，其中一名具備合適專業資格或擁有會計或相關財務管理專業知識。獨立非執行董事之角色為就董事會之商議及決策提供獨立客觀意見。根據上市規則第3.13條，本公司已收到各獨立非執行董事就其獨立身份發出之年度確認。本公司認為全體獨立非執行董事均為獨立人士。

全部非執行董事(包括獨立非執行董事)均獲委任一年之任期，並須根據本公司之公司細則及上市規則於各股東週年大會上輪值告退及重選。除各董事之履歷詳情所披露者外，董事會成員間概無其他關係(包括財務、業務、家族或其他重大／相關關係)。

董事會角色

董事會每年最少舉行四次會議，檢討業務發展及整體策略政策。於舉行各例行董事會會議前，董事會獲高級管理人員提供有關將提呈董事會決策事宜之資料以及有關本集團業務及財務表現之報告。全體董事均獲發最少14日例行董事會會議通知，以便彼等安排出席會議。董事會文件將至少於舉行會議三日前送交董事，以確保彼等有足夠時間審閱文件及於會議舉行前作充足準備。



CORPORATE GOVERNANCE REPORT 企業管治報告

The Board is responsible for the risk management and internal control systems of the Company and its subsidiaries, setting appropriate policies and reviewing the effectiveness of such controls. Risk management and internal control are defined as a process effected by the Board, management and other personnel, designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute assurance of the following:

- effectiveness and efficiency operations
- reliability of financial reporting
- compliance with applicable laws and regulations
- effectiveness of risk management functions

The Board conducted a review of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 March 2017 including the consideration of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and their training programmes and budget. The Board assessed the effectiveness of risk management and internal control systems by considering reviews performed by the Audit Committee, executive management and the independent auditors' management letters, if any, and is satisfied that the risk management and internal control systems of the Group is functioning properly.

董事會負責監察本公司及其附屬公司風險管理及內部監控制度，制定合適政策及檢討監控成效。風險管理及內部監控界定為由董事會、管理層及其他人士落實之程序，旨在管理而非杜絕未能達標之風險，並僅可提供以下範疇之合理而非絕對保證：

- 營運效益及效率
- 財務申報之可靠性
- 遵守適用法律及規例
- 風險管理部門之效用

董事會已審閱截至二零一七年三月三十一日止年度本公司及其附屬公司之風險管理及內部監控制度，包括考慮本公司在會計及財務匯報職能方面之員工資源、資歷及經驗以及彼等之培訓課程及預算是否足夠。董事會考慮審核委員會和行政管理人員之檢討以及獨立核數師之管理函件(如有)以評估風險管理及內部監控之有效性，並信納本集團之風險管理及內部監控制度行之有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

Four regular meetings of the Board and one Annual General Meeting were held during the year. The attendance of each director at the meeting is set out as follows:

年內，共舉行四次常規董事會會議及一次股東週年大會。各董事出席會議之次數載列如下：

Name of directors	董事姓名	Board meeting 董事會會議	AGM 股東週年大會
Executive Directors			
Dr. Ng Chi Ho (Chairman)	吳自豪博士(主席)	4/4	1/1
Mr. Ma Fung On (Deputy Chairman)	馬逢安先生(副主席)	4/4	1/1
Dr. Ng Man Cheuk	吳民卓博士	4/4	1/1
Non-Executive Director			
Mr. Lee Kam Hung	李錦雄先生	4/4	0/1
Independent Non-Executive Directors			
Mr. Leung Yu Ming, Steven	梁宇銘先生	4/4	1/1
Mr. Chan Kit Wang	陳杰宏先生	4/4	1/1
Dr. Cheung Nim Kwan	張念坤博士	4/4	1/1

DIRECTORS' TRAINING

Based on the training records provided to the Company by the directors, the directors have participated in the following training during the year:

董事培訓

根據董事向本公司提供之培訓記錄，年內，董事曾參與以下培訓：

Directors	董事	Attended training courses, seminars, workshops, in-house briefs 出席培訓課程、研討會、 工作坊、內部簡報會
Executive Directors		
Dr. Ng Chi Ho (Chairman)	吳自豪博士(主席)	✓
Mr. Ma Fung On (Deputy Chairman)	馬逢安先生(副主席)	✓
Dr. Ng Man Cheuk	吳民卓博士	✓
Non-Executive Director		
Mr. Lee Kam Hung	李錦雄先生	✓
Independent Non-Executive Directors		
Mr. Leung Yu Ming, Steven	梁宇銘先生	✓
Mr. Chan Kit Wang	陳杰宏先生	✓
Dr. Cheung Nim Kwan	張念坤博士	✓

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE AND INDEMNITY

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

BOARD COMMITTEES

The board has established four committees and has delegated various responsibilities to the committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the corporate governance committee (the "Corporate Governance Committee"). All the Board Committees perform their distinct roles in accordance with their respective terms of reference. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Audit Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The Chairman of the Audit Committee is Mr. Leung Yu Ming, Steven.

The Audit Committee meetings are held not less than twice a year to review and discuss the risk management and internal control systems of the Group, to review the Group's interim and annual financial statements, and also monitor the appointment and function of the Group's independent auditors. Additional meetings may also be held by the Committee from time to time to discuss special projects or other issues of which the Audit Committee considers necessary. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

董事及高級職員之責任保險及彌償

為彌償本公司董事及高級職員因執行及履行其職責或與之有關所產生之所有費用、收費、損失、開支及債務，本公司已就此投購保險作出保障。

董事會委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定職責。董事會委員會有充足資源以履行其職責，且在合理要求下，可在適合情況下尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。審核委員會之組成及成員符合上市規則第3.21條項下之規定。審核委員會主席為梁宇銘先生。

審核委員會每年舉行不少於兩次會議，以檢討及討論本集團之風險管理及內部監控制度、審閱本集團中期及年度財務報表，以及監督本集團獨立核數師的委任及職能。委員會亦可能不時舉行額外會議，以討論特別項目或審核委員會認為需要討論之其他事宜。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, two Audit Committee meetings were held and the individual attendance of each member is set out below:

年內共舉行兩次審核委員會會議，各成員之個別出席次數載列如下：

Member of Audit Committee	審核委員會成員	Meeting attended 出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2
Dr. Cheung Nim Kwan	張念坤博士	2/2

During the year, the Audit Committee reviewed the fiscal year 2015/2016 annual report and fiscal year 2016/2017 interim report, including the accounting principles and practice adopted by the Group, reviewed and discussed the financial results and risk management and internal control systems of the Group, conducted discussions with the independent auditors on financial reporting, compliance, and reported all relevant matters to the Board.

年內，審核委員會已審閱二零一五／二零一六年財政年度年報及二零一六／二零一七年財政年度中期報告，包括檢討本集團所採納之會計原則及常規、審閱及討論本集團之財務業績以及風險管理及內部監控制度、與獨立核數師討論財務申報及合規事宜，並向董事會匯報所有相關事宜。

The Audit Committee has also reviewed the fiscal year 2016/2017 annual report in a meeting held on 26 June 2017.

審核委員會亦已於二零一七年六月二十六日舉行之會議上審閱二零一六／二零一七年財政年度年報。

REMUNERATION COMMITTEE

The Remuneration Committee comprises three INEDs and is currently chaired by Mr. Leung Yu Ming, Steven. No director or senior executive will be involved in any discussion in connection with his own remuneration. The meeting of the Remuneration Committee shall normally be held not less than once a year.

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，主席現為梁宇銘先生。董事或高級行政人員將不會參與討論彼等本身之薪酬。薪酬委員會一般每年舉行不少於一次會議。

The Company has adopted a model where the Remuneration Committee performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration of executive directors and senior management.

本公司已採納由薪酬委員會作為董事會顧問之運作模式，董事會有最終權力審批執行董事及高級管理層之薪酬。

The Committee's principal responsibilities are to make recommendation to the Board on the remuneration packages of individual executive directors and senior management, make recommendations to the Board on the remuneration of non-executive directors and make recommendations to the Board on the remuneration structure. It also reviews and guides the formulation of the Group's performance related pay schemes. Term of reference which described the authorities and duties of the Remuneration Committee are publicly available on the websites of the Company and the Hong Kong Stock Exchange, the contents of which are in compliance with the CG Code.

委員會之主要職責為就個別執行董事及高級管理人員之薪酬待遇向董事會提供建議；就非執行董事之薪酬向董事會提供建議及就有關薪酬架構向董事會提供建議。委員會亦檢討本集團與表現掛鈎之薪酬方案並提供制訂指引。闡述薪酬委員會權責之職權範圍可於本公司及香港聯交所網站公開查閱，有關內容乃遵守企業管治守則之規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, three Remuneration Committee meetings were held and the individual attendance of each member is set out below:

年內共舉行三次薪酬委員會會議，各成員之個別出席次數載列如下：

Member of the Remuneration Committee	薪酬委員會成員	Meeting attended 出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	3/3
Mr. Chan Kit Wang	陳杰宏先生	3/3
Dr. Cheung Nim Kwan	張念坤博士	3/3

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration packages of individual executive directors, non-executive director, the INEDs, and senior management; and reviewed the bonus to senior management.

年內，薪酬委員會已審閱及就個別執行董事、非執行董事、獨立非執行董事及高級管理層之薪酬待遇向董事會提出建議；並已審閱高級管理層之花紅。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層之薪酬

For the year ended 31 March, 2017, the remuneration of the members of the senior management by band is set out below:

截至二零一七年三月三十一日止年度，高級管理人員按範圍劃分之薪酬載列如下：

Remuneration bands (HK\$)	薪酬範圍(港元)	Number of persons 人數
\$0 to \$1,000,000	0港元至1,000,000港元	1
\$1,000,001 to \$2,000,000	1,000,001港元至2,000,000港元	2
\$2,000,001 to \$3,000,000	2,000,001港元至3,000,000港元	2

Further particulars regarding director' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 36 & 37 to the consolidated financial statements.

根據上市規則附錄16須予以披露有關董事薪酬及五名最高薪僱員之進一步詳情載於綜合財務報表附註36及37。

NOMINATION COMMITTEE

The Nomination Committee comprises three INEDs who are Mr. Leung Yu Ming, Steven, Mr. Chan Kit Wang and Dr. Cheung Nim Kwan. The Nomination Committee is currently chaired by Mr. Leung Yu Ming, Steven.

The meeting of the Nomination Committee shall normally be held not less than once a year. The Committee will identify qualified candidates to fill the Board membership whenever such vacancy arises. It will nominate such candidates for the Board to consider, and regularly review the composition of the Board as well as make suggestions as to any change that may be required. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

The Nomination Committee held one meeting during the year. Details of individual attendance of its members are set out in the table below:

Member of the Nomination Committee	提名委員會成員	Meeting attended 出席會議次數
Mr. Leung Yu Ming, Steven	梁宇銘先生	1/1
Mr. Chan Kit Wang	陳杰宏先生	1/1
Dr. Cheung Nim Kwan	張念坤博士	1/1

During the year, the Nomination Committee reviewed the structure, size and composition of the Board; make recommendations to the Board on appointment of directors after considering their qualifications and experience in relevant industries and re-election of the directors subject to retirement by rotation under the bye-laws at the 2017 annual general meeting and assess the independence of the independent non-executive directors according to the independence requirements set out in Rule 3.13 of the Listing Rules.

Pursuant to code provision A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an INED's independence; and (b) if an INED has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

提名委員會

提名委員會由三名獨立非執行董事梁宇銘先生、陳杰宏先生及張念坤博士組成。提名委員會主席現為梁宇銘先生。

提名委員會一般每年舉行不少於一次會議。委員會將於董事會成員出現空缺時物色合資格人選填補，並將提名有關人選供董事會考慮，以及定期檢討董事會組成及就任何可能所需變動作出建議。委員會之權力及職責載於書面職權範圍內，並登載於本公司及香港聯交所之網站。

年內，提名委員會共舉行一次會議。各成員之個別出席次數載列於下表：

年內，提名委員會檢討董事會之架構、人數及組成；就委任董事（經考慮彼等的資格及在相關行業的經驗）及重選董事（根據公司細則於二零一七年股東週年大會上輪值告退）向董事會提出建議，以及根據上市規則第3.13條所載的獨立性規定，評估獨立非執行董事之獨立性。

根據企業管治守則之守則條文第A.4.3條，(a)在釐定獨立非執行董事之獨立性時，於本公司服務超過九年足以作為一個考慮界線；及(b)倘獨立非執行董事在任已超過九年，則其是否獲續任須經股東以獨立決議案方式批准。

BOARD DIVERSITY POLICY

The Board adopted the board diversity policy in August, 2013. The policy sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board developed measurable objectives to implement the board diversity policy, where selection of candidates will be based on the range of diversity perspectives as set out above, and the ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee of the Company was established on 21 February 2012. As at the date of this annual report, the Corporate Governance Committee comprised of two executive directors, namely Dr. Ng Chi Ho (Chairman) and Mr. Ma Fung On.

The role and main function of the Corporate Governance Committee is to assist the Board in developing and reviewing the policies and practices on corporate governance which are applicable to the Group and making recommendations to the Board.

The terms of reference of the Corporate Governance Committee include the duties set out in Code Provision D.3.1. (a) to (e) for the time being in force. The terms of reference of the Corporate Governance Committee are available on the website of the Company.

The Corporate Governance Committee held one meeting during the year. The attendance at this meeting is as follows:

董事會成員多元化政策

董事會已於二零一三年八月採納董事會成員多元化政策。該政策載有為達致且維持董事會多元化而採取之方針，以提高董事會之效用。

本公司會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會所有委任均以用人唯才原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會制定可計量目標以實行董事會成員多元化政策，甄選人選將按上述一系列多元化規範基準，最終決定將按人選的長處及可為董事會作出之貢獻而決定。

企業管治委員會

本公司企業管治委員會於二零一二年二月二十一日成立。於本年報日期，企業管治委員會由兩名執行董事吳自豪博士(主席)及馬逢安先生組成。

企業管治委員會之角色及主要職能為協助董事會制定及檢討適用於本集團之企業管治政策及常規，並向董事會提出建議。

企業管治委員會之職權範圍包括現時生效之守則條文第D.3.1. (a)至(e)條所載之職責。企業管治委員會之職權範圍可於本公司網站查閱。

年內，企業管治委員會共舉行一次會議。該會議之出席詳情如下：

Member of the Corporate Governance Committee	企業管治委員會成員	Meeting attended 出席會議次數
Dr. Ng Chi Ho	吳自豪博士	1/1
Mr. Ma Fung On	馬逢安先生	1/1



CORPORATE GOVERNANCE REPORT 企業管治報告

During the year, the Corporate Governance Committee reviewed and discussed the new requirements of the Corporate Governance Code of the Listing Rules and reviewed and monitored the training and continuous professional development of directors and senior management.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. The Company made specific enquiry of all directors as to whether they complied with the required standard set out in the Model Code regarding their securities transactions. It was confirmed that there was full compliance. The relevant employee who, because of their office in the Group, are likely to be in possession of inside information, have been requested to comply with the provisions of the Model Code.

DIRECTORS’ RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The finance department of the Company is taken charge by the Chief Financial Officer of the Company. With the assistance of the finance department, the Directors ensure that the consolidated financial statements of the Group have been properly prepared in accordance with relevant regulations and applicable accounting principles.

INDEPENDENT AUDITORS

The Group’s independent auditor is PricewaterhouseCoopers (“PwC”). The financial reporting responsibilities of the independent auditors are set out on page 85 to 92 of this annual report.

During the year, remuneration of approximately HK\$2,700,000 was payable to PwC for the provision of audit services. In addition, approximately HK\$389,000 was payable to PwC for other non-audit services. The non-audit services mainly consist of tax compliance and other services.

年內，企業管治委員會已審閱及討論上市規則企業管治守則之新規定，並審閱及監察董事及高級管理層之培訓及持續專業發展。

進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）作為其本身有關董事進行證券交易之行為守則。本公司已就董事進行證券交易時是否已遵守標準守則所載規定標準，向全體董事作出具體查詢，並已確認彼等已全面遵守有關規定。可能因於本集團之職位而知悉內幕消息之有關僱員已被要求遵守標準守則之規定。

董事就編製綜合財務報表之責任

董事承認編製綜合財務報表為彼等之責任。本公司財務部門由本公司之首席財務總監管理。於財務部門之協助下，董事確保，本集團已根據有關法規及適用會計原則妥善編製綜合財務報表。

獨立核數師

羅兵咸永道會計師事務所（「羅兵咸永道會計師事務所」）為本集團之獨立核數師。獨立核數師就財務申報須承擔之責任載於本年報第85至92頁。

年內，羅兵咸永道會計師事務所就提供核數服務應獲支付酬金約為2,700,000港元。此外，羅兵咸永道會計師事務所就其他非核數服務應獲支付約389,000港元。非核數服務主要包括稅項遵規及其他服務。

COMPANY SECRETARY

Mr. Huen Po Wah resigned as company secretary due to reaching retirement age and Ms. Zeng Zhi was appointed as company secretary on 1 December 2016.

Ms. Zeng is responsible to the Board for ensuring the Board procedures are followed and the Board activities are efficiently and effectively conducted. She is also responsible for ensuring that the Board is briefed on relevant legislative, regulatory and corporate governance developments. During the year, both Mr. Huen and Ms. Zeng have duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

During the year under review, there is no change in the Company's constitutional documents.

RISK MANAGEMENT AND INTERNAL CONTROL

Responsibility

The Board acknowledges that it has overall responsibility in establishing an appropriate risk management and internal control systems, and reviewing their effectiveness regularly. The systems include a defined management structure with limits of authority to safeguard its assets against unauthorized use or disposition; to ensure the maintenance of proper accounting records for the provision of reliable financial information for management use or for publication and to ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

Management is responsible in the design and implementation of the risk management and internal control systems. A Risk Management Committee was established to monitor the operations of risk management and internal control systems and provide confirmation to the Audit Committee on the effectiveness of the systems regularly.

公司秘書

禰寶華先生因已屆退休年齡而辭任公司秘書，而曾智女士於二零一六年十二月一日獲委任為公司秘書。

曾女士向董事會負責確保董事會程序得到依循及董事會活動以高效及具效益方式進行。彼亦負責確保董事會得到在有關法律、監管及企業管治事務的簡報。年內，禰先生及曾女士已妥為遵守上市規則第3.29條所載之有關培訓規定。

憲章文件

於回顧年度內，本公司之憲章文件並無任何變動。

風險管理及內部監控

責任

董事會確認其整體上有責任設立適當之風險管理及內部監控制度，並定期檢討其有效性。該制度包括設有權限之清晰管理架構、防止集團資產被挪用或竊取、確保會計記錄妥為存置，以提供可靠財務資料作內部或公佈之用，以及確保遵循有關法律及法規。該制度旨在合理(但非絕對)保證不會出現重大之錯誤陳述或損失，並管理本集團之營運系統及本集團達成目標之失誤風險。

管理層負責設計及實施風險管理及內部監控制度。風險管理委員會已告成立以監察風險管理及內部監控制度之運作，並定期向審核委員會確認制度之有效性。

Risk Management

The purpose of risk management is to ensure that the risks to the Group are identified, analyzed, and managed at an acceptable level. In order to provide a sound and effective risk management system, a Risk Management Manual is established to specify the Risk Management Framework and Risk Management Processes.

The Risk Management Framework outlines the responsibilities of the Board, the senior management, the Audit Committee, the Internal Audit and the Risk Management Committee. The Board, through its risk oversight role, ensures that the senior management establishes risk management policies to identify and evaluate risks. Each subsidiary/division implements such policies and processes in the daily operations and reports significant risks identified to the senior management promptly and regularly. The senior management and Risk Management Committee will communicate the risk management findings to the Audit Committee and the Board for their assessment of the effectiveness of the relevant risk management and internal control systems of the Group.

The Risk Management Processes including the followings:

1. Risk Identification — each subsidiary or division to identify its own risks.
2. Risk Analysis — analyze the identified risks for potential impact and likelihood of occurrence.
3. Risk Register — the likelihood of occurrence and impacts of identified risks are defined. The top risks are identified according to the rating obtained from risk assessment and documented in a risk register. Each operating subsidiary/division records the risk events occurred in the risk register and the action taken to reduce the impact of the risk to the Group.
4. Risk Mitigation — identify the existing controls over the relevant risks to avoid, reduce or transfer the risks, or to accept the identified risks with low impact or likelihood.
5. Risk Confirmation — the process of confirmation to the Risk Management Committee, Audit Committee and the Board by the management of the completion of the risk monitoring process and report the risks occurred, if any, during the review period that have significant impact to the Group.

風險管理

風險管理之目的是確保本集團風險得到識別、分析及管理於可接受水平。為了提供穩健及有效之風險管理制度，風險管理手冊已告制定以具體指明風險管理框架及風險管理過程。

風險管理框架簡介董事會、高級管理層、審核委員會、內部審核及風險管理委員會之責任。董事會透過其風險監督角色，確保高級管理層制定風險管理政策以識別及評價風險。各附屬公司／分部於日常營運執行該等政策及過程，並即時及定期向高級管理層報告所識別之重大風險。高級管理層及風險管理委員會將風險管理發現通知審核委員會及董事會，以供彼等評估本集團之有關風險管理及內部監控制度之效能。

風險管理過程包括以下各項：

1. 風險識別 — 各附屬公司或分部識別其自有風險。
2. 風險分析 — 分析所識別風險，了解潛在影響及發生可能性。
3. 風險登記 — 界定所識別風險之發生可能性及影響。最高風險乃根據風險評估所取得評級識別及於風險登記冊記錄。各營運附屬公司／分部於風險登記冊記錄所發生風險事件及所採取行動以減少風險對本集團帶來之影響。
4. 風險緩減 — 識別對有關風險之現有監控，以避免、減少或轉移風險，或接受影響較少或可能性較低之所識別風險。
5. 風險確認 — 管理層向風險管理委員會、審核委員會及董事會完成風險監察過程及於檢討期間報告所發生對本集團有重大影響之風險(如有)之確認過程。

Internal Control and Internal Audit

The Group has established systems of internal control to ensure the effectiveness and efficiency of operations, reliabilities of financial and management reporting, compliances of laws and regulations and safeguarding of assets. The system of internal control provides reasonable but not absolute assurance against material errors, losses or frauds.

Suga has an Internal Audit function. Internal Audit reviews material internal control aspects of the Group, including financial, operational and compliance controls as well as risk management.

Internal Audit carries out audit in accordance with audit plan that is reviewed and approved by the Audit Committee. In addition to the approved internal audit schedule, Internal Audit may conduct other review and investigation for the Group's business on an ad hoc basis as and when necessary.

During the financial year ended 31 March 2017, the Group Internal Audit Department conducted audits and issued internal audit reports to management covering various operational and finance functions of the Group. The half-yearly internal audit reports and its findings were reported to the Audit Committee and the Board on a half-yearly basis. Relevant findings and recommendations reported by the Internal Audit were communicated with the management and actions were taken to resolve defects as and when identified. There is no material internal control defects identified during the year.

Review of Risk Management and Internal Control effectiveness

The Board has conducted review of the effectiveness and adequacy of the risk management and internal control systems by reviewing the work performed by the Audit Committee, Risk Management Committee and the Internal Audit Department for the financial year ended 31 March 2017. The review covered all material controls, including operational, financial and compliance control, and risk management functions. The scope and the quality of ongoing monitoring of risks and internal control systems have been assessed.

內部監控及內部審核

本集團已設立內部監控制度以確保營運之高效及具效益、財務及管理報告之可靠性、遵守法律及法律以及保護資產。內部監控制度提供合理但並非絕對保證免除重大錯誤、損失或欺詐。

信佳設有內部審核部職能。內部審核部檢討本集團之重大內部監控層面，包括財務、營運及合規監控以及風險管理。

內部審核部根據由審核委員會審閱及批准之審核計劃進行審核。除經審批之內部審核時間表外，內部審核部可按單獨基礎於有需要時就本集團之業務進行其他審閱及調查。

於截至二零一七年三月三十一日止財政年度內，本集團內部審核部門進行多項審核及向管理層發表內部審核報告，涵蓋本集團之不同營運及財務職能。半年度內部審核報告及其發現乃每半年報告予審核委員會及董事會。由內部審核部報告之相關發現及推薦建議乃通知管理層及已採取行動以解決所識別不足之處。年內並無識別重大內部監控不足之處。

風險管理及內部監控效能之審閱

董事會已透過審閱審核委員會、風險管理委員會及內部審核部門於截至二零一七年三月三十一日止財政年度進行之工作，對風險管理及內部監控制度之效能及足夠程度進行審閱。審閱涵蓋所有重大監控，包括營運、財務及合規監控，以及風險管理職能。持續監察風險及內部監控之範圍及質量已予以評估。

Dissemination of Insider Information

The Company conducts its business affairs according to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Future Commission. The Company strictly prohibits the unauthorized use of confidential or inside information by Directors, employees and other relevant persons (such as external service providers and project working team members).

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market, shareholders and stakeholders are fully and promptly informed about the material developments in the Company’s business, the Board has adopted continuous disclosure policy and procedures to handle proper information disclosure. Release of inside information is subject to the approval of the Board. All staff of the Company shall not communicate inside information to any external parties unless with approval from the Board. As such, staff shall not respond to market speculation and rumours unless authorised. In addition, all external presentation materials or publication must be pre-vetted before released.

The Board considered that the risk management and internal control systems are functioning effectively and adequately.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board recognises the importance of maintaining effective communications with shareholders. In order to develop and maintain continuing relationship with the shareholders of the Company, the Company established various channels to facilitate and enhance communication:

- (i) the annual general meeting provides a useful forum for the shareholders of the Company to raise comments and exchange views with the Board;
- (ii) publication of announcements and circulars on the websites of the Stock Exchange and the Company;
- (iii) publication of financial statements containing a summary of the financial information and affairs of the Group for the interim and full financial year via the websites of the Stock Exchange and the Company;

發佈內幕消息

本公司根據證券及期貨事務委員會頒佈的「內幕消息披露指引」進行其業務事務。本公司嚴禁董事、僱員或其他相關人士(例如外部服務供應商及項目工作團隊成員)未授權使用機密或內幕消息。

董事會負責處理及發佈內幕消息。為確保市場、股東及持份者充分迅速獲告知本公司業務的重大發展，董事會採納持續披露政策及程序，處理適當的信息披露。發佈內幕消息須獲董事會批准。除非獲董事會批准，所有本公司員工不得與任何外部人士交流內幕消息。因此，除已獲授權，員工不得回應市場猜測及傳言。此外，所有外部呈列資料或出版物於發佈前必須經事前審核。

董事會認為風險管理及內部監控制度現以有效及足夠程度運作。

與股東之溝通及投資者關係

董事會了解與股東維持有效溝通之重要性。為與本公司股東建立及維持持續關係，本公司已設立各種渠道，促進及提升溝通：

- (i) 股東週年大會作為本公司股東提出意見及與董事會交流見解之有效平台；
- (ii) 於聯交所及本公司網站刊發公佈及通函；
- (iii) 於聯交所及本公司網站刊發中期及整個財政年度之財務報表，當中載有本集團財務資料及事務之概要；

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- (iv) interim reports, annual reports and circulars that are sent to all shareholders;
 - (v) notices of and explanatory notes for general meetings; and
 - (vi) the management of the Group continually conducts meetings with investors, analysts and the media, and provides them with up-to-date and comprehensive information regarding the Company's development and answers to their queries.
- (iv) 寄發中期報告、年報及通函予所有股東；
 - (v) 股東大會通告及說明附註；及
 - (vi) 本集團管理層持續與投資者、分析員及媒體會面，並向彼等提供有關本公司發展之最新及最全面資料並解答提問。

The Company also maintains a website at www.suga.com.hk, where updates on the Company's business developments and operations, financial information and news can always be found.

本公司亦設立網站www.suga.com.hk，經常更新有關本公司業務發展及營運、財務資料及資訊之最新進展。

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing through the contact details as follows:

股東及投資者可隨時以書面形式向董事會提出查詢及關注，聯絡資料如下：

Address: 22nd Floor, Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong

Fax: 2953 1523

Email: investorrelations@suga.com.hk

地址：香港九龍
九龍灣宏光道一號
億京中心B座22樓

傳真號碼：2953 1523

電郵地址：investorrelations@suga.com.hk

SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. The procedures are as follows:

股東之權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。有關程序如下：

(A) Procedures for Requisitioning a Special General Meeting

In accordance with Bermuda Companies Act 1981, the shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall have the right to convene a special general meeting of the Company. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists representing more than one half of the total voting rights may themselves convene a meeting.

(A) 請求召開股東特別大會之程序

根據百慕達一九八一年公司法，於遞呈請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之本公司股東有權召開本公司之股東特別大會。倘董事於遞呈要求日期起計二十一日內未有召開有關大會，則擁有總表決權半數以上之請求人可自行召開股東特別大會。

The written requisition for the special general meeting can be lodged at the Company's principal office in Hong Kong at 22nd Floor, Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

(B) Procedures for Putting Forward Proposals at General Meeting

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981.

The procedures for the shareholders to propose a person for election of a director at an annual general meeting is available for viewing at the Company's website at www.suga.com.hk.

The above procedures are subject to the bye-laws of the Company and applicable legislation and regulation.

Besides, the updated memorandum of association and bye-laws of the Company has been posted on the website of the Company at www.suga.com.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

召開股東特別大會之書面要求可提交至本公司之香港主要辦事處，地址為香港九龍九龍灣宏光道一號億京中心B座22樓。

(B) 於股東大會提呈建議之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據百慕達一九八一年公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

有關股東提名某人於股東週年大會上參選董事之程序載於本公司網站 www.suga.com.hk。

上述程序受本公司之公司細則及適用法律及法規所規限。

此外，本公司之經更新之組織章程大綱及公司細則已載於本公司網站 www.suga.com.hk 及聯交所指定網站 www.hkexnews.hk 內。

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present to the shareholders their report and the audited financial statements of the Company and its subsidiaries (together, "the Group") for the year ended 31 March 2017.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the research and development, manufacture and sale of electronic and other products. Details of the principal activities of the Group's subsidiaries are set out in note 11 to the consolidated financial statements.

An analysis of the Group's performance for the year by geographical segment is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and discussion on the Group's prospects, as well as discussion and analysis of the Group's performance during the year ended 31 March 2017 and the material factors underlying its financial performance are set out in the "Chairman Statement" on pages 9 to 14, "Management Discussion and Analysis" on pages 16 to 19 and Environmental, Social and Governance Report on pages 64 to 84 of this annual report.

A description of the principal risks and uncertainties that the Group is facing is provided in the section of Risk Management and Internal Control in "Corporate Governance Report" on pages 38 to 41. Additionally, the financial risk management objectives and policies of the Company can be found in note 3 to the consolidated financial statements.

Save as disclosed in this annual report, there is no important event affecting the Group that have occurred since the end of the financial year ended 31 March 2017.

ENVIRONMENTAL POLICY AND PERFORMANCE

SUGA's commitment to excellence extends to the Group conducting its business in a manner that respects the environment. The strive for cleaner production has led SUGA to adopt energy conservation practices that can reduce environmental risks and liabilities as well as improve competitiveness. Details of environment policy and performance are set out in "Environmental, Social and Governance Report" on pages 64 to 84 of this annual report.

董事欣然向股東提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止年度之報告及經審核財務報表。

主要業務

本公司乃一間投資控股公司。其主要附屬公司從事研發、製造及銷售電子及其他產品。本集團附屬公司之主要業務詳情載於綜合財務報表附註11。

本集團本年度按地區分類之表現分析載於綜合財務報表附註5。

業務回顧

本集團年內業務回顧以及本集團前景及本集團截至二零一七年三月三十一日止年度表現之討論及分析以及相關財務表現之重大因素載列於本年報第9至14頁「主席報告」、第16至19頁「管理層討論及分析」以及第64至84頁環境、社會及管治報告。

本集團面對之主要風險及不明朗因素於第38至41頁的「企業管治報告」內風險管理及內部監控一節內闡述。此外，本公司之財務風險管理目標及政策載於綜合財務報表附註3。

除本年報所披露者外，自截至二零一七年三月三十一日止財政年度結束以來並無發生影響本集團之重要事件。

環境政策及表現

信佳對卓越之承諾更擴展至本集團以尊重環境之方式經營其業務。致力實現更潔淨生產已引領信佳採用能夠減少環境風險及責任以及提升競爭能力之節能模式。有關環境政策及表現之詳情載於本年報第64至84頁「環境、社會及管治報告」。

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has established procedures to ensure its operations comply with applicable laws, rules and regulations. The Board of Directors is responsible for monitoring the Group's policies and practices making sure they agree with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of relevant employees and operating units.

During the year ended 31 March 2017, as far as it is aware, the Group has complied with the relevant laws and regulations of PRC and Hong Kong that have a significant impact on its business and operations.

KEY RELATIONSHIPS WITH STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers are set out in "Environmental, Social and Governance Report" on pages 64 to 84 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2017 are set out in the consolidated income statement on page 95 of this annual report.

An interim dividend of HK7.0 cents per ordinary share were paid during the financial year. The Directors have proposed the payment of a final dividend of HK8.0 cents per ordinary share for the year ended 31 March 2017. Total dividend for the year ended 31 March 2017 amounted to HK15.0 cents per ordinary share.

The proposed final dividend, if approved at the forthcoming Annual General Meeting of the Company to be held on 14 August 2017 is expected to be paid on or before 25 August 2017 to shareholders of the Company whose names appear on the Register of Shareholders of the Company on 18 August 2017.

遵守法律及法規

本集團已制定程序以確保其營運遵守適用法律、規則及法規。董事會負責監察本集團之政策及常規，確保其符合有關法律及法規規定，而該等政策及常規經定期檢討後證實足夠。任何適用法律、規則及法規之變動須通知有關僱員及營運單位。

於截至二零一七年三月三十一日止年度，就本集團所知，已遵守對其業務及營運有重大影響之中國及香港之有關法律及法規。

與持份者之主要關係

就本集團與其僱員、客戶及供應商關係之論述載於本年報第64至84頁「環境、社會及管治報告」。

業績及股息分派

本集團截至二零一七年三月三十一日止年度之業績載於本年報第95頁之綜合收益表。

本財政年度內已派發中期股息每股普通股7.0港仙。董事建議派付截至二零一七年三月三十一日止年度之末期股息每股普通股8.0港仙。截至二零一七年三月三十一日止年度之股息總額為每股普通股15.0港仙。

建議之末期股息(倘將於二零一七年八月十四日舉行之本公司股東週年大會獲批准)預期於二零一七年八月二十五日或之前派付予於二零一七年八月十八日名列本公司股東名冊之本公司股東。

RESULTS AND APPROPRIATIONS (CONTINUED)

The register of Shareholders of the Company will be closed for the following periods:

- (i) The Register of Shareholders of the Company will be closed from 8 August 2017 to 14 August 2017 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at 2017 Annual General Meeting. In order to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 7 August 2017.
- (ii) The Register of Shareholders of the Company will be closed on 18 August 2017 during which day no transfer of shares in the Company will be registered, for the purpose of determining the entitlement of the shareholders to receive the proposed final dividend. Subject to approval of the shareholders at the 2017 Annual General Meeting, the proposed final dividend will be payable to the shareholders whose names appear on the Register of Shareholders of the Company on 18 August 2017. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 17 August 2017.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the note 27 to the consolidated financial statements.

業績及股息分派(續)

本公司將於以下期間暫停辦理股東登記手續：

- (i) 本公司將於二零一七年八月八日至二零一七年八月十四日(包括首尾兩日)暫停辦理股份登記手續，期內將不辦理本公司股份過戶，藉以釐定有權出席二零一七年股東週年大會並於會上投票之股東身份，所有股份過戶文件連同相關股票及過戶表格最遲須於二零一七年八月七日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。
- (ii) 本公司將於二零一七年八月十八日暫停辦理股份登記手續，期內將不辦理本公司股份過戶，藉以釐定股東收取建議末期股息之權利。待於二零一七年股東週年大會上取得股東之批准後，建議末期股息將支付予於二零一七年八月十八日名列本公司股東名冊之股東。為符合資格享有建議末期股息，所有股份過戶文件連同相關股票及過戶表格最遲須於二零一七年八月十七日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

儲備

年內，本集團及本公司之儲備變動詳情載於綜合財務報表附註27。



REPORT OF THE DIRECTORS 董事會報告

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in notes 25 and 26 to the consolidated financial statements respectively.

EQUITY LINKED AGREEMENTS – SHARE OPTIONS GRANTED TO DIRECTORS AND SELECTED EMPLOYEES

Details of the share options granted in prior years and current year is set out in note 26 of the financial statements and “Share option scheme” section contained in this Directors’ Report.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2017 calculated under Company Act of Bermuda amounted to HK\$116,779,000 (2016: HK\$98,478,000).

PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights under the Company’s Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no transactions, which need to be disclosed as connected transactions and continuing connected transactions in accordance with the requirements of the Listing Rules.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed in this annual report, none of the related party transactions as disclosed in note 41 to the consolidated financial statements contained in this annual report is a connected transaction.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its shares during the year. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s shares during the year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$297,000.

股本及購股權

年內，本公司之股本及購股權變動詳情分別載於綜合財務報表附註25及26。

股票掛鈎協議 – 授予董事及選定僱員之購股權

於過往年度及本年度授出購股權之詳情載於財務報表附註26及本董事會報告所載「購股權計劃」一節。

可供分派儲備

於二零一七年三月三十一日，本公司根據百慕達公司法計算之可供分派儲備為116,779,000港元(二零一六年：98,478,000港元)。

優先權

本公司之公司細則或百慕達法例並無有關優先權之規定，以規定本公司必須按比例向現有股東提呈發售新股份。

關連交易及持續關連交易

於回顧年度內，概無交易須根據上市規則之規定披露為關連交易及持續關連交易。

就董事於作出一切合理查詢後所知、盡悉及確信，除本年報所披露者外，於本年報所載綜合財務報表附註41披露之關連人士交易並非關連交易。

買賣或贖回上市證券

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何股份。

捐款

年內，本集團之慈善及其他捐款為297,000港元。

REPORT OF THE DIRECTORS 董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group is set out in note 7 to the consolidated financial statements.

BANK BORROWINGS

Particular of bank borrowings as at 31 March 2017 are set out in note 22 to the consolidated financial statements.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 40 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 212 of this annual report.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors

Dr. Ng Chi Ho (*Chairman*)

Mr. Ma Fung On (*Deputy Chairman*)

Dr. Ng Man Cheuk

Non-executive Director

Mr. Lee Kam Hung

Independent Non-executive Directors

Mr. Leung Yu Ming, Steven

Mr. Chan Kit Wang

Dr. Cheung Nim Kwan

At the forthcoming annual general meeting, Dr. Ng Chi Ho, Dr. Ng Man Cheuk and Dr. Cheung Nim Kwan will retire by rotation in accordance with Bye-law 111 of the Company's Bye-laws. All the retiring Directors are being eligible, offer themselves for re-election.

Each of Non-executive Director and Independent Non-executive Directors is appointed for a term of one year.

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於綜合財務報表附註7。

銀行借貸

於二零一七年三月三十一日之銀行借貸詳情載於綜合財務報表附註22。

退休計劃

退休計劃詳情載於綜合財務報表附註40。

五年財務概要

本集團過去五個財政年度之業績與資產及負債概要(摘錄自經審核財務報表及重新分類(如適用))載於本年報第212頁。

董事及董事服務合約

於本年度及截至本報告日期本公司之董事如下：

執行董事

吳自豪博士(*主席*)

馬逢安先生(*副主席*)

吳民卓博士

非執行董事

李錦雄先生

獨立非執行董事

梁宇銘先生

陳杰宏先生

張念坤博士

根據本公司之公司細則第111條，吳自豪博士、吳民卓博士及張念坤博士將於應屆股東週年大會輪值告退。全體退任董事合資格並願意重選連任。

各非執行董事及獨立非執行董事之委任任期為一年。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (CONTINUED)

Dr. Ng Chi Ho, being Executive Directors of the Company has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 September 2002 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ma Fung On, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2004 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Dr. Ng Man Cheuk, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 May 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Save as disclosed above, none of the Directors proposed for re-election has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

SHARE OPTION SCHEME

The Directors consider the share option scheme, with its broadened basis of participation, will enable the Group to reward the employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high caliber professional's executives and employees who are instrumental to the growth of the Group.

Pursuant to an ordinary resolution passed on 6 August 2012, the Company's share option scheme adopted on 17 September 2002 (the "Old Share Option Scheme") was terminated and cease to have any further effect except that the Old Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof. A new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 5 August 2022.

For details of the principal terms of the New Share Option Scheme, please refer to the circular of the Company dated 5 July 2012.

董事及董事服務合約(續)

本公司執行董事吳自豪博士與本公司訂立服務合約，自二零零二年九月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事馬逢安先生與本公司訂立服務合約，自二零零四年四月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事吳民卓博士與本公司訂立服務合約，自二零一五年五月一日起計初步固定任期為三年，其後將一直生效，直至任何一方向對方發出不少於三個月之書面通知終止為止。除上文所披露者外，概無擬重選連任的董事與本公司訂有任何若本公司未有支付賠償(法定賠償除外)則不得於一年內終止之服務合約。

購股權計劃

董事認為，購股權計劃之參與基準放寬，可使本集團就僱員、董事及其他選定參與者對本集團之貢獻作出獎賞，並將有助本集團招聘及留用協助本集團增長之高質素專業人員、行政人員及僱員。

根據二零一二年八月六日獲通過之普通決議案，本公司於二零零二年九月十七日採納之購股權計劃(「舊購股權計劃」)予以終止並不再產生任何進一步影響，惟於舊購股權計劃終止前，根據該計劃已授出之購股權仍可在所需範圍內予以行使。一項新購股權計劃(「新購股權計劃」)獲採納，其有效期為自新購股權計劃獲採納日期起計十年及將於二零二二年八月五日屆滿。

有關新購股權計劃之主要條款之詳情，敬請參閱本公司日期為二零一二年七月五日之通函。

SHARE OPTION SCHEME (CONTINUED)

Principal terms of the New Share Option Scheme are as follows:

1. Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Group to grant Options to selected participants as incentives or rewards for their contribution to the Group.

The Directors consider the New Share Option Scheme will enable the Group to reward its employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth of the Group.

2. Who may join

The Directors (which expression shall include a duly authorized committee thereof) may, at their absolute discretion subject to the Listing Rules, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full time or part time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

購股權計劃(續)

新購股權計劃之主要條款如下：

1. 新購股權計劃之目的

本集團藉著新購股權計劃向選定參與人士授出購股權，作為表彰該等人士為本集團所作貢獻之獎勵或酬勞。

董事認為，新購股權計劃將有助於本集團獎勵為本集團作出貢獻之僱員、董事及其他選定參與人士，並有助於本集團招攬或挽留對本集團發展有幫助之高質素專業人員、行政人員及僱員。

2. 可參與人士

在上市規則的規限下，董事(該詞彙包括其妥為授權之委員會)可全權酌情決定邀請屬以下任何類別之參與人士之任何人士接受可認購股份之購股權：

- (a) 本公司、其任何附屬公司或任何投資實體之任何僱員(全職或兼職，包括任何執行董事，但不包括任何非執行董事)；
- (b) 本公司、其任何附屬公司或任何投資實體之任何非執行董事(包括獨立非執行董事)；
- (c) 向本集團任何成員公司或任何投資實體提供產品或服務之任何供應商；
- (d) 本集團任何成員公司或任何投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；

SHARE OPTION SCHEME (CONTINUED)

2. Who may join (Continued)

- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

For the purposes of the New Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any Options by the Company for the subscription of Shares or other securities of the Group to any person who fall within any of the above classes of participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of Option under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

3. Maximum number of Shares available for subscription

The maximum number of shares in respect of which options may be granted under the New Share Option Scheme must not exceed 10% of the issue share capital of the Company.

As at the date of this annual report, the total number of shares available for issue under the New Share Option Scheme was 42,753,000 shares (including 22,560,000 shares subject to options that have been granted but not yet lapsed or exercised), which represented 15.19% of the issued share capital of the Company.

購股權計劃(續)

2. 可參與人士(續)

- (f) 本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何證券之任何持有人；
- (g) 有關本集團任何成員公司或任何投資實體任何業務或業務發展之任何顧問(專業或其他身份)；及
- (h) 已經或可能以合資企業、業務聯盟或其他業務安排之形式對本集團之發展及成長作出貢獻或可能作出貢獻之任何其他組別或類別的參與人士。

就新購股權計劃而言，購股權可授予由屬於上述任何類別參與人士之一名或多名人士全資擁有之任何公司。為免存疑，除非董事另有決定，本公司授予屬於上述任何類別參與人士之任何人士用以認購股份或本集團其他證券之任何購股權就其本身而言不應理解為根據新購股權計劃授出購股權。

上述可獲授予任何購股權之任何類別參與人士之資格由董事不時根據董事對有關人士對本集團發展及成長的貢獻的看法而決定。

3. 可供認購之股份數目上限

根據新購股權計劃可能授出之購股權所涉及之股份數目上限不得超過本公司已發行股本之10%。

於本年報日期，根據新購股權計劃可供發行之股份總數為42,753,000股股份(包括受已授出但尚未失效或獲行使之購股權所規限之22,560,000股股份)，相當於本公司已發行股本之15.19%。

SHARE OPTION SCHEME (CONTINUED)

4. Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Group (including both exercised, cancelled or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being ("Individual Limit"). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his associates abstaining from voting. The number and terms (including the exercise price) of the Options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

5. Basis of determining the subscription price

The subscription price for Shares under the New Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations on the date of the offer of grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an Option.

6. Exercise period of an option

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

購股權計劃(續)

4. 各參與者獲授購股權之上限

於任何十二個月期間，各參與者因行使根據新購股權計劃及本集團任何其他購股權計劃所授出購股權(包括已行使、註銷或尚未行使之購股權)獲發行及可能將獲發行之股份總數，不得超過當時本公司已發行股本之1% (「個人限額」)。於截至授出額外購股權當日(包括該日)止任何十二個月期間，批授超出個人限額之額外購股權必須經由向股東寄發通函及獲股東於股東大會上批准，而有關參與者及彼之聯繫人士須放棄表決。將授予有關參與者之購股權之數目及條款(包括行使價)須於股東批准前釐定，而根據上市規則第17.03(9)條附註(1)計算行使價而言，提呈有關進一步授出購股權之董事會會議之日期應被視為授出日期。

5. 釐定認購價之基準

新購股權計劃項下股份之認購價將由董事釐定，惟不得低於以下最高者：(i)於提呈授出日期(必須為營業日)股份於聯交所每日報價表所報收市價；(ii)緊接提呈授出日期前五個交易日股份於聯交所每日報價表所報平均收市價；及(iii)股份面值。於接納授出購股權時應支付1.00港元之象徵式代價。

6. 購股權之行使期

購股權可根據新購股權計劃之條款於董事釐定及知會各承授人之期間內隨時行使，有關期間可於作出提呈授出購股權日期開始，惟無論如何最遲須於授出購股權日期起計十年屆滿，可根據其規定提前終止。

SHARE OPTION SCHEME (CONTINUED)

7. Time and payment on acceptance

An offer of the grant of the Option may be accepted by a participant within 21 days from the date of the offer of grant of the Option and the Option in respect of the number of Shares in respect of which the offer was so accepted will be deemed to have been granted on the date of grant of the Options.

8. Minimum period and performance targets

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a grantee, a grantee is not required to hold an Option for any minimum period nor achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

9. Remaining life of the New Share Option Scheme

Subject to earlier termination by the Company in general meeting, the New Share Option Scheme shall be valid and effective till 5 August 2022. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.

購股權計劃(續)

7. 接納時限及付款

參與者可於提呈授出購股權之日起21日內接受提呈授出購股權。有關如此獲接納的要約所涉及股份數目的購股權將被視為已於購股權授出日期授出。

8. 最短期間及表現目標

除董事另行決定及於向承授人提呈授出購股權中列明外，承授人於根據新購股權計劃獲授任何購股權可獲行使前毋須按任何最短期間持有購股權或達成任何表現目標。

9. 新購股權計劃之剩餘年期

新購股權計劃將於截至二零二二年八月五日前有效及生效，惟經由本公司於股東大會提前終止則作別論。於有關有效期間屆滿後，將不會提呈或授出額外購股權，惟新購股權計劃之規定在所有其他方面均繼續全面有效及生效。

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

Details of the share option movements during the period from 1 April 2016 to 31 March 2017 under the Old Share Option Scheme and the New Share Option Scheme are as follows:

	Number of share options 購股權數目				Outstanding at 31 March 2017 於二零一七年 三月三十一日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2016 於二零一六年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Dr. Ng Chi Ho 吳自豪博士	2,200,000	—	—	—	2,200,000	2.158	19 January 2015 二零一五年一月十九日	19 January 2015–18 January 2020 二零一五年一月十九日至 二零二零年一月十八日
Mr. Ma Fung On 馬逢安先生	—	1,000,000 (Note 1) (附註1)	—	—	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	—	2,000,000 (Note 1) (附註1)	—	—	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Mr. Lee Kam Hung 李錦雄先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Mr. Leung Yu Ming, Steven 梁宇銘先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Mr. Chan Kit Wang 陳杰宏先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Dr. Cheung Nim Kwan 張念坤博士	—	300,000 (Note 1) (附註1)	—	—	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二一年六月二十九日
Continuous Contract Employees 持續合約僱員	36,000	—	16,000 (Note 2) (附註2)	20,000	—	1.750	21 October 2011 二零一一年十月二十一日	22 October 2014–21 October 2016 二零一四年十月二十二日至 二零一六年十月二十一日
Continuous Contract Employees 持續合約僱員	450,000	—	250,000 (Note 3) (附註3)	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2015–20 March 2019 二零一五年三月二十一日至 二零一九年三月二十日
Continuous Contract Employees 持續合約僱員	1,300,000	—	—	—	1,300,000	2.158	19 January 2015 二零一五年一月十九日	19 January 2015–18 January 2020 二零一五年一月十九日至 二零二零年一月十八日
Continuous Contract Employees 持續合約僱員	4,700,000	—	2,500,000 (Note 4) (附註4)	—	2,200,000	2.260	10 July 2015 二零一五年七月十日	10 July 2015–9 July 2020 二零一五年七月十日至 二零二零年七月九日
Continuous Contract Employees 持續合約僱員	10,000,000	—	—	—	10,000,000	2.800	16 July 2015 二零一五年七月十六日	16 July 2015–15 July 2019 二零一五年七月十六日至 二零一九年七月十五日
Continuous Contract Employees 持續合約僱員	4,210,000	—	1,110,000 (Note 5) (附註5)	350,000	2,750,000	2.142	7 January 2016 二零一六年一月七日	7 January 2017–6 January 2021 二零一七年一月七日至 二零二一年一月六日
Others 其他	400,000 (Note 6) (附註6)	—	—	—	400,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
	23,896,000	3,300,000	3,876,000	370,000	22,950,000			

購股權計劃(續)

9. 新購股權計劃之剩餘年期(續)

由二零一六年四月一日至二零一七年三月三十一日期間內，舊購股權計劃及新購股權計劃項下之購股權變動詳情如下：

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

Notes:

1. The closing price of the Company's share immediately before the date (30 June 2016) on which the share options were granted was HK\$2.120.
2. During the financial year, the weight average closing price of the Company's share immediately before the date on which 16,000 share options were exercised was HK\$2.175.
3. During the financial year, the weight average closing price of the Company's share immediately before the date on which 250,000 share options were exercised was HK\$2.303.
4. During the financial year, the weight average closing price of the Company's share immediately before the date on which 2,500,000 share options were exercised was HK\$2.233.
5. During the financial year, the weight average closing price of the Company's share immediately before the date on which 1,110,000 share options were exercised was HK\$2.427.
6. Among 400,000 share options, 200,000 share options were granted to a former director.

購股權計劃(續)

9. 新購股權計劃之剩餘年期(續)

附註:

1. 本公司股份於緊接購股權授出當日(二零一六年六月三十日)前之收市價為2.120港元。
2. 於本財政年度,本公司股份於緊接16,000份購股權獲行使當日前之加權平均收市價為2.175港元。
3. 於本財政年度,本公司股份於緊接250,000份購股權獲行使當日前之加權平均收市價為2.303港元。
4. 於本財政年度,本公司股份於緊接2,500,000份購股權獲行使當日前之加權平均收市價為2.233港元。
5. 於本財政年度,本公司股份於緊接1,110,000份購股權獲行使當日前之加權平均收市價為2.427港元。
6. 在400,000份購股權中,200,000份購股權乃授予一名前董事。

SHARE OPTION SCHEME (CONTINUED)

9. Remaining life of the New Share Option Scheme (Continued)

Details of the share option movements during the period from 1 April 2017 to 29 June 2017 under the Scheme Option Scheme are as follows:

	Number of share options 購股權數目				Outstanding at 29 June 2017 於二零一七年 六月二十九日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2017 於二零一七年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Dr. Ng Chi Ho 吳自豪博士	2,200,000	—	—	—	2,200,000	2.158	19 January 2015 二零一五年一月十九日	19 January 2015–18 January 2020 二零一五年一月十九日至 二零二零年一月十八日
Mr. Ma Fung On 馬逢安先生	1,000,000	—	—	—	1,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二零年六月二十九日
Dr. Ng Man Cheuk 吳民卓博士	2,000,000	—	—	—	2,000,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二零年六月二十九日
Mr. Lee Kam Hung 李錦雄先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Mr. Leung Yu Ming, Steven 梁宇銘先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Mr. Chan Kit Wang 陳杰宏先生	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
Dr. Cheung Nim Kwan 張念坤博士	300,000	—	—	—	300,000	2.190	30 June 2016 二零一六年六月三十日	30 June 2016–29 June 2021 二零一六年六月三十日至 二零二零年六月二十九日
Continuous Contract Employees 持續合約僱員	200,000	—	—	—	200,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2015–20 March 2019 二零一五年三月二十一日至 二零一九年三月二十日
Continuous Contract Employees 持續合約僱員	1,300,000	—	—	—	1,300,000	2.158	19 January 2015 二零一五年一月十九日	19 January 2015–18 January 2020 二零一五年一月十九日至 二零二零年一月十八日
Continuous Contract Employees 持續合約僱員	2,200,000	—	—	—	2,200,000	2.260	10 July 2015 二零一五年七月十日	10 July 2015–9 July 2020 二零一五年七月十日 二零二零年七月九日
Continuous Contract Employees 持續合約僱員	10,000,000	—	—	—	10,000,000	2.800	16 July 2015 二零一五年七月十六日	16 July 2015–15 July 2019 二零一五年七月十六日至 二零一九年七月十五日
Continuous Contract Employees 持續合約僱員	2,750,000	—	390,000 (Note)	—	2,360,000	2.142	7 January 2016 二零一六年一月七日	7 January 2017–6 January 2021 二零一七年一月七日至 二零二零年一月六日
Others 其他	400,000	—	—	—	400,000	1.780	21 March 2014 二零一四年三月二十一日	21 March 2014–20 March 2019 二零一四年三月二十一日至 二零一九年三月二十日
	22,950,000	—	390,000	—	22,560,000			

Notes:

- During the financial year, the weight average closing price of the Company's share immediately before the date on which 390,000 share options were exercised was HK\$2.464.

購股權計劃(續)

9. 新購股權計劃之剩餘年期(續)

由二零一七年四月一日至二零一七年六月二十九日期間內，新購股權計劃項下之購股權變動詳情如下：

附註：

- 於本財政年度，本公司股份於緊接390,000份購股權獲行使當日之加權平均收市價為2.464港元。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2017, the interests and the short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such positions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

Interests in shares and underlying shares of the Company and its associated corporation.

(a) Interests in shares of the Company

董事於股份之權益

於二零一七年三月三十一日，本公司董事於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例有關條文彼等被視作或當作擁有之權益及淡倉)，或須記入根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據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及淡倉如下：

於本公司及其相聯法團之股份及相關股份之權益。

(a) 於本公司股份之權益

Name of Director 董事姓名	Capacity 身份		Number of shares 股份數目	Total interests 權益總額	Percentage of issued ordinary shares 佔已發行普通股百分比	Number of underlying shares held under equity derivatives 股本衍生工具項下所持相關股份數目 (Note 1) (附註1)
Dr. Ng Chi Ho 吳自豪博士	Beneficial owner 實益擁有人		6,930,000(L)	163,428,000(L) 10,000,000(S)	58.16%(L) 3.56%(S)	2,200,000
	Interests of controlled corporation 受控法團權益		46,498,000(L) 10,000,000(S) (Note 2) (附註2)			
	Founder of a discretionary trust 全權信託創辦者		110,000,000(L) (Note 3) (附註3)			
Mr. Ma Fung On 馬逢安先生	Beneficial owner 實益擁有人		4,323,000(L)	14,223,000(L)	5.06%(L)	1,000,000
	Interests of controlled corporation 受控法團權益		9,900,000(L) (Note 4) (附註4)			
Dr. Ng Man Cheuk 吳民卓博士	Beneficial owner 實益擁有人		1,000,000(L)	111,000,000(L)	39.50%(L)	2,000,000
	Beneficiary of a discretionary trust 全權信託受益人		110,000,000(L) (Note 3) (附註3)			
Mr. Lee Kam Hung 李錦雄先生	Interests of controlled corporation 受控法團權益		1,057,800(L) (Note 5) (附註5)	1,057,800(L)	0.38%(L)	200,000
Mr. Leung Yu Ming, Steven 梁宇銘先生	Beneficial owner 實益擁有人		330,000(L)	330,000(L)	0.12%(L)	200,000
Mr. Chan Kit Wang 陳杰宏先生	Beneficial owner 實益擁有人		—	—	—	200,000
Dr. Cheung Nim Kwan 張念坤博士	Beneficial owner 實益擁有人		—	—	—	300,000

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(a) Interests in shares of the Company (Continued)

Notes:

- These represent the interests in underlying shares in respect of the share opinions granted by the Company, the details of which are set out in the sub-section "Share Option Scheme".
- 46,498,000 shares are held by Billion Linkage Limited, the entire issued shares of which is held by Dr. Ng Chi Ho and his spouse in equal share.
- 110,000,000 Shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
- 9,900,000 Shares are held by Global Class Enterprises Limited, the entire issued shares of which is held by Mr. Ma Fung On.
- 1,057,800 shares are held by Quick Fit Enterprises Ltd, the ultimate shareholder is Mr. Lee Kam Hung.
- (L) — Long Position, (S) — Short Position.

(b) Interests in shares of the Company's associated corporation

Non-voting deferred shares of HK\$1.00 each in Suga Electronics Limited, a wholly owned subsidiary of the Company:

董事於股份之權益(續)

(a) 於本公司股份之權益(續)

附註：

- 有關股份指本公司所授出購股權涉及之相關股份權益，有關詳情載於「購股權計劃」分節。
- 該等46,498,000股股份由Billion Linkage Limited持有，而該公司全部已發行股份則由吳自豪博士與其配偶各持一半。
- 該等110,000,000股股份由Superior View Inc.持有，而該公司全部已發行股份由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
- 該等9,900,000股股份由Global Class Enterprises Limited持有，而該公司全部已發行股份則由馬逢安先生持有。
- 該等1,057,800股股份由Quick Fit Enterprises Ltd持有，李錦雄先生為該公司最終股東。
- (L) — 好倉，(S) — 淡倉。

(b) 於本公司相聯法團股份之權益

於本公司全資附屬公司信佳電子有限公司每股面值1.00港元之無投票權遞延股份：

Name of Director 董事姓名	Capacity 身份		Number of Non-voting deferred shares 無投票權遞延 股份數目 (Note 1) (附註1)	Percentage of issued shares 佔已發行股份 百分比
Dr. Ng Chi Ho 吳自豪博士	Interests of controlled corporation	受控法團權益	3,680,000 (Note 2) (附註2)	92%
Mr. Ma Fung On 馬逢安先生	Interests of controlled corporation	受控法團權益	240,000 (Note 2) (附註2)	6%

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(b) Interests in shares of the Company's associated corporation (Continued)

Notes:

1. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary shares has been distributed to the holders of ordinary shares.
2. The 4,000,000 non-voting deferred shares in Suga Electronics Limited are held as to 80% by Essential Mix Enterprises Limited and 20% by Broadway Business Limited. Dr. Ng Chi Ho and Mr. Ma Fung On hold 92% and 6% interests in each of Essential Mix Enterprises Limited and Broadway Business Limited respectively.

Save as disclosed above and under the "Share Option Scheme", none of the Directors of the Company have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations as defined in the SFO as at 31 March 2017.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in above section, at no time during the year was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or anybody corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, its parent company, or its subsidiaries or fellow subsidiaries was a party and in which a director of the Company, his connected entities were materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於股份之權益(續)

(b) 於本公司相聯法團股份之權益(續)

附註:

1. 該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
2. 4,000,000股信佳電子有限公司無投票權遞延股份分別由Essential Mix Enterprises Limited及Broadway Business Limited持有80%及20%。吳自豪博士及馬逢安先生各自分別於Essential Mix Enterprises Limited及Broadway Business Limited持有92%及6%權益。

除上文及「購股權計劃」項下披露者外，於二零一七年三月三十一日，本公司董事概無於本公司及其相聯法團(定義見證券及期貨條例)之股份、相關股份及債券中擁有任何權益及淡倉。

董事購買股份或債券之權利

除上一節所披露者外，本公司、其母公司或其任何附屬公司或同系公司於年內任何時間並無訂立購買本公司或任何法人團體的股份或債券以允許董事獲得利益的任何安排。

董事於交易、安排或合約之權益

於年末或年內任何時間，本公司、其母公司或其附屬公司或同系公司概無訂立與本集團業務有關之任何重大交易、安排或合約，且本公司董事及其關連實體概無直接或間接於該等交易、安排或合約中擁有任何重大權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' PERMITTED INDEMNITY PROVISIONS

According to the Bye-laws of the Company, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2017, the following persons (not being a Director or chief executive of the Company) had interests or short position 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 and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

董事之准許彌償條文

根據本公司細則，本公司各董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任從本公司之資產及溢利中獲取彌償。本公司已為董事及高級職員投購合適的董事及高級職員責任保險。

董事於競爭業務之權益

董事認為，並無任何香港聯合交易所有限公司證券上市規則（「上市規則」）界定之競爭業務。

主要股東

於二零一七年三月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士（並非本公司董事或主要行政人員）於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

Name	Capacity	Number of shares	Percentage of issued shares
姓名／名稱	身份	股份數目	佔已發行股份百分比
Superior View Inc. (Note 1)	Beneficial owner	110,000,000(L)	39.15%(L)
Superior View Inc. (附註1)	實益擁有人		
Billion Linkage Limited (Note 2)	Beneficial owner	46,498,000(L)	16.55%(L)
Billion Linkage Limited (附註2)	實益擁有人	10,000,000(S)	3.56%(S)
Lee Wai Fun (Note 3)	Interest of spouse	119,130,000(L)	58.94%(L)
李惠芬 (附註3)	配偶權益		
	Interest of controlled corporation	46,498,000(L)	
	受控法團權益	10,000,000(S)	3.56%(S)

REPORT OF THE DIRECTORS 董事會報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Notes:

1. The entire issued share capital of Superior View Inc. is ultimately held by Fidelitycorp Limited as trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
2. The entire issued share capital of Billion Linkage Limited is held by Dr. Ng Chi Ho and his spouse in equal shares and, as such, Dr. Ng Chi Ho is deemed to be interested in all the shares held by Billion Linkage Limited under the SFO.
3. Madam Lee Wai Fun is deemed to be interested in 119,130,000 shares (including 2,200,000 underlying shares held under equity derivatives) held by her spouse, Dr. Ng Chi Ho, a director of the Company.
4. (L) — Long Position, (S) — Short Position.

Save as disclosed above, as far as is known to the Directors, there is no person, other than the Directors and chief executives of the Company, who has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision 2 and 3 of Part XV of the SFO as at 31 March 2017.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

主要股東(續)

附註：

1. Superior View Inc.全部已發行股本由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
2. Billion Linkage Limited全部已發行股本由吳自豪博士與其配偶各佔一半，故根據證券及期貨條例，吳自豪博士被視為擁有Billion Linkage Limited所持有全部股份之權益。
3. 李惠芬女士被視為於其配偶本公司董事吳自豪博士持有的119,130,000股股份(包括根據權益衍生工具持有的2,200,000股相關股份)中擁有權益。
4. (L) — 好倉，(S) — 淡倉。

除上文披露者外，於二零一七年三月三十一日，董事並不知悉除董事及本公司主要行政人員外，有任何人士於本公司股份及相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部規定須向本公司披露之權益或淡倉。

管理合約

年內，本公司概無訂立或訂有有關本公司全部或任何部分重要業務之管理及行政合約。

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer for the year accounted for approximately 15.4% of the Group's total revenue and the five largest customers accounted for approximately 52.7% of the Group's total revenue. In addition, the largest supplier of the Group accounted for approximately 20.7% of the Group's purchases while the five largest suppliers of the Group accounted for approximately 36.9% of the Group's total purchases.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2017, the Company was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against the Company so far the Company is aware.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 28 to 43.

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 not less than 25% of the Company's issued shares as required under the Listing Rules.

INDEPENDENT AUDITOR

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offered themselves for re-appointment.

主要客戶及供應商

年內，本集團向最大客戶作出之銷售額佔本集團總收益約15.4%，而向五大客戶作出之銷售額則佔本集團總收益約52.7%。此外，本集團向最大供應商作出之購買額佔本集團總購買額約20.7%，向五大供應商作出之購買額則佔本集團總購買額約36.9%。

董事、彼等之緊密聯繫人或就董事所知任何擁有本公司股本5%以上之股東，概無於上述主要供應商或客戶中擁有任何權益。

重大法律訴訟

於二零一七年三月三十一日，本公司並無涉及任何重大訴訟或仲裁，而據本公司所知，亦無任何尚未了結或可能面臨或對本公司作出之重大法律訴訟或仲裁。

企業管治

本公司致力維持高水準之企業管治常規。本公司採納之企業管治常規資料載於第28至43頁之「企業管治報告」內。

公眾持股量

根據本公司公開取得之資料及就董事所知，於本報告日期，本公司不少於25%已發行股份已按上市規則規定由公眾人士持有。

獨立核數師

本年度之財務報表已由羅兵咸永道會計師事務所審核，該核數師即將任滿告退，惟合資格並願意獲續聘。



REPORT OF THE DIRECTORS 董事會報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

The Company has a serious commitment to ESG matters. A report on the environmental, social and governance commitment can be found on pages 64 to 84.

On behalf of the Board
Suga International Holdings Limited
NG Chi Ho
Chairman

Hong Kong, 29 June 2017

環境、社會及管治(「環境、社會及管治」)

本公司嚴肅正視環境、社會及管治的問題。有關環境、社會及管治承諾的報告載於第64至84頁。

代表董事會
信佳國際集團有限公司
主席
吳自豪

香港，二零一七年六月二十九日

FORWARD

This report is the first annual Environmental, Social and Governance (ESG) report of Suga International Holdings Limited and its subsidiaries (referred to in this report as “the Group” or “SUGA”) (Stock code: 00912). The report covers the financial year ended 31 March 2017.

This report presents SUGA’s compliance with the “Comply or Explain” provision of the ESG Reporting Guide in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (HKEX ESG Reporting Guide).

Report Scope

This report covers the operations of SUGA’s core business in Hong Kong and its Plant in Dongguan, PRC. SUGA, as a leading electronics total solution provider in Hong Kong, has a mission to contribute to the progress of society by providing people with quality products and employing advanced technology, with protecting the environment and serving the community always in mind.

This report highlights SUGA’s sustainability efforts in:

- Environmental Aspects (emissions, use of resources, the environment and natural resources)
- Social Aspects (employment, health and safety, development and training, labour standards, supply chain management, product responsibility, anti-corruption and community investment)

序言

本報告為信佳國際集團有限公司及其附屬公司（於本報告簡稱「本集團」或「信佳」）（股份代號：00912）的首份環境、社會及管治年度報告。報告涵蓋截至二零一七年三月三十一日止財政年度。

本報告呈列信佳如何遵守香港聯合交易所有限公司證券上市規則附錄二十七的《環境、社會及管治報告指引》（聯交所環境、社會及管治報告指引）的「遵守或說明」規定。

報告範圍

本報告涵蓋信佳的香港核心業務及其於中國東莞廠房的營運。信佳作為香港領先的全方位電子解決方案供應商，一直以透過提供優質產品及採用先進技術而為社會發展作出貢獻為己任，並時刻謹記保護環境及服務社區的責任。

本報告重點介紹信佳為可持續發展作出的貢獻：

- 環境層面（排放物、資源使用、環境及天然資源）
- 社會層面（僱傭、健康與安全、發展及培訓、勞工準則、供應鏈管理、產品責任、反貪污及社區投資）

COMPLY OR EXPLAIN PROVISIONS SUMMARY

遵守或說明規定概要

Comply or Explain Provisions 遵守或說明規定	Disclosure Comply/Explain 披露遵守/說明	Location of Disclosure 披露層面
Aspect A1 Emissions 層面 A1 排放物	Comply 遵守	Aspect A1 層面 A1
Aspect A2 Use of Resources 層面 A2 資源使用	Comply 遵守	Aspect A2 層面 A2
Aspect A3 The Environmental and Natural Resources 層面 A3 環境及天然資源	Comply 遵守	Aspect A3 層面 A3
Aspect B1 Employment 層面 B1 僱傭	Comply 遵守	Aspect B1 層面 B1
Aspect B2 Health and Safety 層面 B2 健康與安全	Comply 遵守	Aspect B2 層面 B2
Aspect B3 Development and Training 層面 B3 發展及培訓	Comply 遵守	Aspect B3 層面 B3
Aspect B4 Labour Standards 層面 B4 勞工準則	Comply 遵守	Aspect B4 層面 B4
Aspect B5 Supply Chain Management 層面 B5 供應鏈管理	Comply 遵守	Aspect B5 層面 B5
Aspect B6 Product Responsibility 層面 B6 產品責任	Comply 遵守	Aspect B6 層面 B6
Aspect B7 Anti-corruption 層面 B7 反貪污	Comply 遵守	Aspect B7 層面 B7
Aspect B8 Community Investment 層面 B8 社區投資	Comply 遵守	Aspect B8 層面 B8

REPORTING ON ENVIRONMENTAL ASPECTS

Environment Sustainability

SUGA recognises the importance of environmental sustainability and is committed to protecting the environment. We incorporate environmental considerations into business processes and continue an ongoing commitment to environment protection in line with laws and regulations within Hong Kong and Mainland China. SUGA has implemented various measures to achieve the following priority objectives in environmental aspects:

- Reducing emissions of greenhouse gases and other pollutants
- Achieving savings in energy
- Reducing waste generation

In supporting the Group to develop an all-round corporate social responsibility (CSR) and green culture, we have incorporated the environmental management systems and processes of ISO14001 and QC080000 in our operations and have educated employees through setting environmental protection guidelines.

During this financial year, we have participated in various green activities and garnered the following awards, certificates and recognition for our efforts.

環境層面報告

環境可持續性

信佳深明環境可持續性的重要性，並承諾保護環境。我們將環境考慮因素融入業務流程，遵守香港與中國內地的法律及法規，致力保護環境。信佳已落實多項措施以達成以下環保優先目標：

- 減少溫室氣體及其他污染物排放
- 實現節省能源
- 減少廢物產生

我們已將ISO14001及QC080000的環境管理系統及流程加入我們的日常營運中，並已透過制訂環境保護指引教育僱員，以支援本集團發展全方位企業社會責任及環保文化。

於本財政年度，我們曾參與多項環保活動，並獲得以下獎項、認證和嘉許。

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環境、社會及管治報告

Organizer 主辦單位

Environmental Campaign
Committee & Environmental
Protection Department
環境運動委員會及環境保護署

Awards and Certificate 獎項及認證

2016 Hong Kong Awards for Environmental
Excellence (HKAEE) Manufacturing & Industrial
Services — Certificate of Merit

2016香港環境卓越大獎
製造業及工業服務界別優異獎



China Quality Certification Centre
中國質量認證中心

Accreditation of ISO 14001:2004
ISO 14001 : 2004認證



SGS United Kingdom Limited

Accreditation of QC080000
QC080000認證



Environmental Campaign
Committee
環境運動委員會

Hong Kong Green Organisation (2015–2017)
香港綠色機構 (2015–2017)



Hong Kong
Productivity Council (HKPC)
香港生產力促進局

Green Management Network
綠色管理網絡



The Economic and
Information Commission of
Guangdong Province and
Environmental Protection
Department of
Hong Kong Special
Administrative Region

廣東省經濟和信息化委員會及
香港特別行政區政府環境局

Hong Kong-Guangdong Cleaner Production
Excellent Partner (Manufacturing)

粵港清潔生產優越伙伴(製造業)



The Hong Kong Q-Mark Council
香港優質標誌局

The Hong Kong Green Mark Certification
Scheme

香港「Q嘜」環保管理計劃



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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The 24th Green Power Hike — The Corporation/Organisation Cup — 25km 第24屆綠色力量環島行慈善行山比賽工商機構社團團體盃 — 25公里賽事

Our staff has been participating in the Green Power Hike for over 15 years.
我們的員工在過去15年一直參與綠色力量環島行慈善行山比賽。



Hong Kong Green Day 香港綠色日

Our volunteers actively took part in the Green Council's Hong Kong Green Day on 5 June 2016.
我們的義工積極參與環保促進會於二零一六年六月五日舉行的香港綠色日。



International Coastal Cleanup 2016 Hong Kong 2016香港國際海岸清潔運動

Our volunteers actively took part in the International Coastal Cleanup 2016 Hong Kong.
我們的義工積極參與2016香港國際海岸清潔運動。



Walk for Nature@ Mai Po 2016 米埔自然保護區「步走大自然2016」步行籌款

Our colleagues and their families joined the Walk for Nature organised by WWF at Hong Kong's iconic Mai Po Nature Reserve in November 2016.
我們的同事與其家人參加世界自然基金會香港分會於二零一六年十一月在作為香港地標的米埔自然保護區舉辦的「步走大自然」步行籌款。



ASPECT A1: EMISSIONS

SUGA is committed to protecting the environment by reducing greenhouse gases emissions as well as by reducing discharge into water and land alike, and generation of less hazardous and non-hazardous waste. We fully comply with the relevant laws and regulations related to gas emissions and waste management.

Reduce Greenhouse Gases Emissions

SUGA's main sources of greenhouse gases and other polluting emissions are electricity usage and our vehicle fleet. We reduce greenhouse gas emissions by the measures stated in the Measures to Mitigate Emissions section. We manage to reduce emissions by monitoring electricity consumption, implementing energy-saving measures and reducing use of our vehicle fleet.

Reduce Generation of Hazardous & Non-hazardous Wastes

Hazardous waste is not an area where SUGA generates a large volume of materials. Furthermore, we have hired specialist contractors to handle hazardous waste materials generated from Raw Material Incoming Quality Assurance (IQA) operations in the PRC Dongguan Plant. In addition, only vendors that comply with RoHS (Restriction of Hazardous Substance) and REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) codes can be included in our "Approved Vendors List". And only approved vendors are permitted to provide us raw materials in order to ensure that our products are environmentally-friendly.

SUGA's main source of non-hazardous waste is the rubbish generated from business operations, and the Dongguan Plant Central Canteen and Dormitory.

Measures to Mitigate Emissions

SUGA has implemented a wide range of measures to reduce greenhouse gases and emissions of other pollutants highlighted by the following:

- Implementing a Solar Panel Energy System at the Dongguan Plant in April 2017 which can provide around 850,000 KWH of electricity per annum

層面A1：排放物

信佳致力透過減少溫室氣體排放，降低水中及陸地污染物排放，以及產生較少有害及無害廢料以保護環境。我們全面遵守有關氣體排放及廢料管理的相關法律及法規。

減少溫室氣體排放

信佳的溫室氣體及其他污染物排放的主要來源為用電及我們的車隊。我們以減少排放物措施一節所述措施以降低溫室氣體排放。我們透過監察耗電量、制訂節能措施及減少使用車隊以減少排放物。

減少產生有害及無害廢料

信佳產生的物料中，有害廢料的佔比極微。而且，我們已聘用專門的承包商處理於中國東莞廠房的原材料引進質量保證(Raw Material Incoming Quality Assurance) (IQA)業務所產生的有害廢料。此外，只有符合RoHS (有害物質限用指令)及REACH (化學品註冊、評估、授權和限制)守則的供應商可列入我們的「核准供應商名單」，而只有核准供應商才可向我們提供原料以確保我們的產品符合環保規定。

信佳的無害廢料的主要來源於業務營運及東莞廠房中央飯堂及宿舍所產生的無害廢料。

減少排放物措施

信佳已實施一系列措施以減少溫室氣體及其他污染物排放，摘要如下：

- 於二零一七年四月在東莞廠房啟用太陽能板能源系統，可每年提供約850,000千瓦時的電力

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- Using LED lighting in all areas of the Hong Kong Office and the Dongguan Plant in the PRC to save energy
- A frequency converter was deployed in production lines and the air-conditioning system in the Dongguan Plant to save energy in production processes
- Monitoring electricity consumption by measuring monthly electricity usage
- Reducing use of our fleet by careful implementation of transportation plans
- Installing various types of sensors for electricity switches in the Dongguan Plant to reduce electricity consumption
- Implementing guidelines, slogans and posters to educate employees about energy-saving and environmentally-friendly concepts and encouraging them to live a green life
- 在香港辦事處及中國東莞廠房所有範圍使用LED照明以節省能源
- 於東莞廠房的生產線及空調系統配置頻率轉換器以於生產過程節省能源
- 透過計算每月用電量以監察耗電量
- 透過謹慎實施運輸計劃以減少使用我們的車隊
- 於東莞廠房為電力開關安裝不同類型的感應器以減少耗電量
- 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念，並鼓勵他們選擇環保生活

Waste Management for Hazardous and Non-hazardous Substances

Our waste management strategy is in line with the key 4R principles — Reduce, Reuse, Recycle and Replace.

We have undertaken the following measures to mitigate waste generation:

- Hazardous waste is not a major issue in our operations, nevertheless we have a team and lab to monitor hazardous waste created during the Incoming Quality Assurance process
- Installing smoke filters and electric ovens in the Central Kitchen of the PRC Dongguan Plant to reduce smoke pollution
- Implementing and following policies to recycle packing pallets and carton boxes and reuse transit carton boxes to reduce packing material usage
- Implementing recycling programs to reduce paper-based waste
- Implementing and following policies to use environmentally-friendly raw materials at the product design stage
- 有害廢料並非我們營運中需要面對的主要問題，但我們已設有團隊及實驗室用以監察在進料品質檢查過程中產生的有害廢料
- 在中國東莞廠房的中央廚房安裝煙霧過濾器及電焗爐以減少煙霧污染
- 實施及遵從政策以循環使用包裝卡板及包裝紙箱以及循環使用周轉箱以減少包裝材料用量
- 實施循環使用計劃以減少紙類廢料
- 實施及遵從政策以於產品設計階段使用環保原材料

有害及無害物質的廢料管理

我們的廢料管理策略符合主要的4R原則—減少、重用、循環再用及取代。

我們已採用下列措施以減少廢料產生：

ASPECT A2: USE OF RESOURCES

We have adopted a variety of practices and guidelines to continually improve our energy efficiency in production. Meanwhile, we remain committed to finding new ways to reduce energy consumption by improving the performance of machinery and infrastructure.

SUGA's main usage of energy is for electricity at our facilities and fuel consumption by our vehicle fleet. We manage direct and/or indirect energy consumption by monitoring monthly energy consumption, and educate employees about energy saving and environmentally-friendly concepts and practices. Water consumption is not a materially important area for SUGA. Much of our water consumption is for cleaning and sanitation at the Dongguan Plant Dormitory, as well as use at the Dongguan Plant Central Canteen. Nevertheless, we have implemented practices and guidelines to manage water consumption at a reasonable level.

Our efforts in this direction include:

- Implementing a Solar Panel System at the Dongguan Plant in April 2017 to generate green energy and reduce electricity consumption
- Modernising our air-conditioning system and production machinery to save energy
- Implementing guidelines and creating slogans and posters to educate employees about energy saving and environmentally-friendly concepts
- Installing sensors on water taps in the Dongguan Plant to reduce water usage
- Implementing paperless e-procurement and e-production and material planning systems to reduce paper consumption

層面A2：資源使用

我們已採取多種措施及指引持續改善我們的生產能源效益。與此同時，我們仍然致力尋找新方法透過提升機械及基建設施表現以減少能源消耗。

信佳的主要能源用量是我們的設施用電及我們車隊的燃料消耗。我們透過監察每月能源消耗、教育僱員有關節省能源以及環保觀念及做法，以管理直接及／或間接能源消耗。信佳的耗水量並不顯著。我們的大部分用水主要是用於東莞廠房宿舍的清潔及衛生，以及用於東莞廠房的中央飯堂。然而，我們已實施多項措施及指引以將耗水量控制在合理水平。

我們在此方面的措施包括：

- 於二零一七年四月在東莞廠房裝設太陽能板系統以產生綠色能源及減少耗電量
- 將我們的空調系統及生產機器自動化以節省能源
- 制訂指引、創作標語及海報以向僱員灌輸節省能源及環保觀念
- 於東莞廠房安裝自來水感應器以減少用水量
- 採用無紙化電子採購、電子生產及物料規劃系統以減少耗紙量

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- Implementing a paperless office system for business operation to reduce paper consumption
- Policy to reduce usage of packing materials for finished goods at the product design stage
- Implementing procedures to reduce packing materials in the production process
- Rubbish separation for recycling resources
- 於業務營運中採用無紙化辦公室系統以減少耗紙量
- 於產品設計階段訂立減少製成品包裝物料使用量政策
- 制訂程序以於生產過程減少包裝物料
- 廢物分類以便資源循環再用

ASPECT A3: IMPACT ON ENVIRONMENTAL AND NATURAL RESOURCES

The nature of our industry does not have a serious impact on environmental and natural resources. However, to promote environmental awareness among our employees, SUGA has created guidelines, slogans and posters to educate employees about energy saving and environmentally-friendly concepts. We encourage our employees to live a green life.

As for our operations, we have stringent measures in place to reduce greenhouse gases and control emissions of pollutants. We have also implemented measures to reduce production of hazardous and non-hazardous wastes.

SUGA's activities and operations have had no significant adverse impact on the environment and natural resources during the financial year ended 31 Mar 2017.

REPORTING ON SOCIAL ASPECTS

Corporate Social Responsibility

As one of Hong Kong's leading electronics total solutions providers, fulfilling our corporate social responsibility is one of our objectives. SUGA is committed to operating in a manner that is economically, socially and environmentally sustainable. We have put in place policies, practices, procedures, guidelines and measures to achieve our corporate social responsibility objectives in environmental and social aspects.

層面A3：環境及天然資源

我們的行業性質對環境及天然資源並不會造成嚴重影響。然而，為了促進我們僱員的環保意識，信佳訂立指引、創作標語及海報以向僱員灌輸節能及環保觀念。我們鼓勵僱員選擇環保生活。

我們已在日常營運中採取嚴格措施以減少溫室氣體及控制污染物排放。我們亦已採取多項措施以減少產生有害及無害廢料。

於截至二零一七年三月三十一日止財政年度，信佳的活動及營運對環境及天然資源概無造成重大不利影響。

社會層面報告

企業社會責任

作為香港其中一間領先的全方位電子解決方案供應商，實現企業社會責任是我們的其中一個目標。信佳致力以符合經濟、社會及環境可持續性的方式營運。我們已制訂政策、措施、程序、指引及措施以實現我們在環境及社會層面的企業社會責任目標。

SUGA has a mission of benefiting society through participating in community activities and donations. SUGA's corporate social responsibility has a core value to benefit society and protect the environment. We are committed to conducting business in a manner that respects society and the environment. Our environmental and social responsibility practices positively contribute to the community and protect the environment through donations, volunteer works and environmentally-friendly practices. For cleaner production, SUGA has adopted energy conservation measures to reduce environmental risks and liabilities. We also work to raise awareness and involvement in environmental protection among our employees at all levels and always encourage them to engage in green activities with their families. In the future, SUGA intends to continue ongoing efforts to fulfil our commitment to environmental protection as well as support sustainable development at the local and global level. We believe that through our efforts in environmental protection and community activities we can make our world a better place to live in.

ASPECT B1: EMPLOYMENT

SUGA employs around 1,800 employees in Hong Kong and PRC. We are committed to providing a rewarding work environment for our employees that encourages collaboration and offers them opportunities to learn, grow and succeed at work. The commitment is incorporated into our Human Resources policies, practices and the Employee Handbook.

Recruiting and retaining competent employees is vital to our success and we aim to attract, motivate and retain the best people for our business operations. To achieve this, we provide a competitive employment package consisting of monetary and non-monetary rewards for our employees. Our comprehensive reward system offers a discretionary incentive bonus, sales commissions, share options, group medical insurance protection, and retirement protection. Our employer contribution for the Mandatory Provident Fund (MPF) is better than the legal requirement and we offer additional holidays for employee's well-being.

At the same time, we help our employees pursue a work-life balance and live a healthy and fulfilling life. Our Human Resources Department organises different social, sports and recreation activities, including local tours, barbecues, dinner gatherings and sports competitions to enrich our employees' lives.

信佳以透過參與社區活動及捐款惠及社會為己任。惠及社會及保護環境是信佳的企業社會責任核心價值。我們致力以尊重社會及環境的方式經營業務。我們透過捐款、志願工作及環保措施為社會作出積極貢獻及保護環境。為了實現在生產過程中減少污染，信佳已採用多項節能措施以減少環境風險及責任。我們亦致力提升各級僱員的環保意識及推動他們參與環保事務，更經常鼓勵僱員與其家人參與環保活動。展望將來，信佳計劃繼續致力實現我們對環保的承諾，以及於本地及全球層面支持可持續發展。我們相信，透過我們於環保及社區活動方面的努力，我們能令我們的世界變得更美好。

層面B1：僱傭

信佳在香港和中國僱用約1,800名僱員。我們承諾為我們的僱員提供理想的工作環境、鼓勵他們互相合作及為他們提供學習、成長及於工作上成功的機會。有關承諾已納入我們的人力資源政策、守則及僱員手冊。

招聘及挽留勝任的僱員對我們的成功至為重要，我們致力於為業務營運招攬、鼓勵及挽留最優秀人才。為實現此目標，我們提供具競爭力的僱傭薪酬方案，包括為我們的僱員提供金錢及非金錢獎勵。我們的全面獎勵制度提供酌情獎勵花紅、銷售佣金、購股權、團體醫療保險及退休保障。我們的強積金僱主供款水平較法定水平更高，而我們更會為僱員的優質生活提供額外休假。

與此同時，我們協助我們的僱員追求工作與生活的平衡，活出健康豐盛人生。我們的人力資源部門舉辦不同的社交、體育及康樂活動，包括本地觀光、燒烤、晚宴聚餐及體育競賽，以豐富我們僱員的生活。

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We treat all employees and job applicants fairly and equally regardless of their gender, sexual orientation, marital status, race, colour, nationality, religion, age or disability. We have zero tolerance of harassment and discrimination of any form.

我們公平及平等地對待所有僱員及求職者，無分性別、性取向、婚姻狀況、種族、膚色、國籍、宗教、年齡或傷健。我們對任何形式的騷擾及歧視採取零容忍態度。

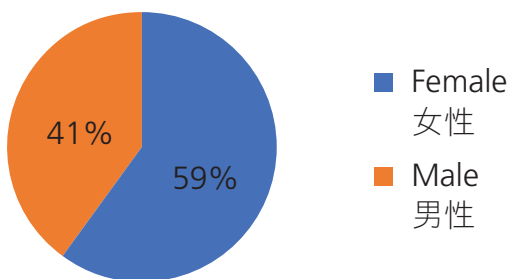
Total Employees Headcount as at 31 March 2017

於二零一七年三月三十一日的僱員總人數

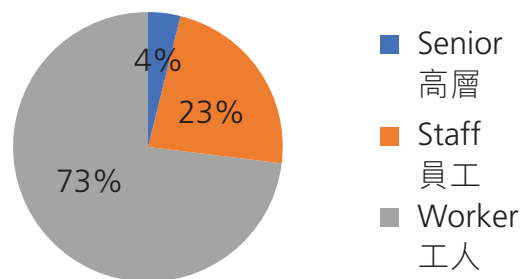
By Gender	按性別	Headcount 人數
Female	女性	1,088
Male	男性	755
Total	總數	1,843

By Rank	按職級	Headcount 人數
Senior	高層	74
Staff	員工	428
Worker	工人	1,341
Total	總數	1,843

By Gender 按性別



By Rank 按職級



Employee Communication

Promoting a corporate culture of open communication is one of the keys to sustaining our success.

We encourage employees at all levels to express their views and make suggestions through a variety of channels, including face-to-face meetings, gatherings with management, a quarterly employee satisfaction survey and more. Our intranet and notice board keeps employees up-to-date on company news across the Group. In addition, we have provided a suggestion box for employees to submit advice or inform the management about problems.

We provide workers overtime pay for working time beyond regular working hours. SUGA complies with all relevant Hong Kong and PRC laws and regulations that deal with working hours, rest periods and overtime pay. In addition we strive to resolve any labour-related matters through dialogue and resolutions with relevant employees.

Employee Welfare and Working Conditions

We operate a canteen and a dormitory at our Dongguan Plant, which provides employees with reasonably-priced meals and lodging. Also we operate a Clubhouse and other recreational facilities at the Dongguan Plant, including a gym, Karaoke and theatre for employees for entertainment during their leisure time.

Our Service Excellence Award and Long Service Awards recognise the outstanding contributions, commitment and loyalty of our employees.

During the reporting period, we were not aware of any non-compliance with laws and regulations that have significantly affected the Group relating to employment, occupational health or labour standards.

僱員溝通

鼓勵開放溝通的企業文化是令我們賴以持續成功的要素之一。

我們鼓勵各級僱員透過不同渠道表達意見及提出建議，包括面談、與管理層會面、季度僱員滿意度調查等。我們的內聯網及告示板令僱員得悉本集團的最新消息。此外，我們已為僱員提供意見箱，以便他們就一些問題向管理層提供意見或知會管理層。

我們對工人於正常工作時間以外超時工作提供工資。信佳遵守香港和中國所有有關工作時間、休息時間及超時工資的相關法律及法規。此外，我們致力透過與相關僱員對話和商議解決勞工事宜。

僱員福利及工作條件

我們在東莞廠房設有飯堂及宿舍，為僱員提供價格合理的膳食及住宿。此外，我們在東莞廠房設有會所及其他康樂設施，包括健身器材、卡拉OK設備及影院，為僱員在閒暇時間提供娛樂。

我們設有卓越服務獎及長期服務獎以表揚我們僱員的優秀貢獻、承擔及忠誠表現。

於報告期內，本集團概無發現與僱傭、職業安全或勞工準則有關而對其業務有重大影響的任何違反法律及法規情況。

ASPECT B2: HEALTH AND SAFETY

As a company caring for our employees, we are committed to maintaining a healthy and safe work environment in compliance with all relevant Hong Kong and PRC laws and regulations. We have included guidelines in the Dongguan Plant Employee Handbook and posted Hong Kong Labour Department Occupational Health and Safety Guidelines on the Hong Kong Notice Board to educate employees about Occupational Safety and Health concepts. In addition, we have employed an Occupational Safety and Health (OSH) Officer in the Dongguan Plant to handle safety measures, aiming to reduce industrial accidents and injuries. During the year, there was no serious work-related injury throughout the Group's operations.

ASPECT B3: DEVELOPMENT AND TRAINING

We consider the professional growth of our employees to be one of the keys to sustainable business growth. We continue to promote a learning culture and offer career development and training programmes to all levels of employees to ensure they are well-equipped to perform their duties through paying or subsidising them to attend seminars, forums or exhibitions. In addition, we have a Company Training Sponsorship Scheme to encourage our employees to enroll in further education to support their career development. With prior approval from the Group, course and examination fees for further education may be subsidised or reimbursed upon attainment of successful academic qualifications.

As for newly recruited employees, we have a training programme in place, including fundamental and on-the-job training to ensure they can properly perform their duties.

During the year, we have provided 44,005 hours of training to our employees.

層面B2：健康與安全

作為關懷僱員的公司，我們承諾營造一個符合香港和中國的所有相關法律及法規的健康和安全的工作環境。我們已在東莞廠房僱員手冊加入指引，並將香港勞工處的職業安全及健康指引張貼於香港告示板以向僱員灌輸職業安全及健康觀念。此外，我們已於東莞廠房僱用一名專責處理安全措施的職業安全及健康主任，以減少工業意外及傷亡。於年內，本集團整體營運上概無嚴重傷亡。

層面B3：發展及培訓

我們視僱員的專業成長為業務可持續發展的關鍵因素。我們向各級僱員提倡學習文化及提供事業發展及培訓計劃，透過資助或補貼僱員出席研討會、論壇或展覽，以確保僱員擁有足夠知識及技能履行其職責。此外，我們設有公司培訓資助計劃，以鼓勵僱員深造以支持其事業發展。在得到本集團事先批准的情況下，在成功取得學術資格後，持續進修的課程及考試費用將會獲得津貼或補付。

對於新招聘僱員，我們已制訂培訓計劃，包括基本及在職培訓，以確保僱員能夠適當地履行職責。

於年內，我們已向僱員提供44,005小時的培訓。

ASPECT B4: LABOUR STANDARDS

We are committed to protecting human rights. We comply with all relevant Hong Kong and PRC laws and regulations concerning human rights. We have a zero-tolerance policy towards the use of forced labour and child labour in our business operations. We require our vendors to accept and observe our Supplier Code of Conduct, which forbids forced and child labour. We will terminate a vendor immediately if it is found to be employing forced or child labour.

ASPECT B5: POLICIES ON MANAGING ENVIRONMENTAL AND SOCIAL RISK IN OUR SUPPLY CHAIN

We have business relationships with suppliers all around the globe that provide us with a wide variety of raw materials, equipment and services. The Group has set up policies and procedures to manage its supply chain for fulfillment of its corporate social responsibilities and to provide good quality products to customers. It also has in place a complete supplier quality management mechanism to control quality accreditation, inspection and factory supervision of products.

In order to manage environmental and social risk, the Group's Dongguan Plant has incorporated the ISO 9001:2008, ISO 14001:2004, QC 080000:2005, ISO/TS 16949:2009 and ISO13485:2003 accredited procedures in supply chain management. The supply chain policy has specific supplier requirements on business ethics, quality standards and public responsibilities for the process of supplier approval, evaluation, strategic supplier development and materials procurement.

Moreover, the Group has achieved GPMS (Green Product Management System), RoHS (Restriction of Hazardous Substance Directives) and WEEE (Waste Electrical and Electronic Equipment Directives) compliance certifications and complies with REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) standards for our products. Furthermore, we conduct RoHS testing for incoming raw materials to ensure they are free of hazardous substances.

In the future, SUGA will continue to fulfil its commitment to environmental protection and also support sustainable development at both the local and global level.

層面B4：勞工準則

我們承諾保障人權。我們遵守所有香港和中國有關人權的法律及法規。我們對業務營運中使用強迫勞工及童工採取零容忍政策。我們要求供應商接受及遵守我們的供應商操守守則，其中嚴禁強迫勞工及童工。假如供應商被發現僱用強迫勞工及童工，我們將即時終止與該供應商之業務往來。

層面B5：管理供應鏈的環境及社會風險政策

我們與來自全球各地為我們提供各種原材料、設備及服務的供應商維持業務往來。本集團已就為履行自身企業社會責任及為客戶提供優質產品以管理其供應鏈制訂政策及程序。我們亦已就監控質量認證、查驗及工廠監督產品制訂完整的供應商質量管理機制。

為管理環境及社會風險，本集團的東莞廠房已在供應鏈管理中加入ISO 9001:2008、ISO 14001:2004、QC 080000:2005、ISO/TS 16949:2009及ISO13485:2003認證程序。集團的供應鏈政策對供應商的審批、評估、策略供應商發展及物料採購的過程中的商業道德、質量水平及公眾責任有特定規定。

此外，本集團已就產品實現GPMS（綠色產品管理系統）、RoHS（有害物質限用指令）及WEEE（廢舊電器及電子產品指令）遵例認證及遵守REACH（化學品註冊、評估、授權和限制）及多項準則。此外，我們就引進的原材料進行RoHS測試，以確保其不會附帶有害物質。

展望將來，信佳將繼續履行其環保承諾，以及在本地及全球層面支持可持續發展。

Supply Chain Management Practices

SUGA has well-established procedures for supplier selection and evaluation. New suppliers are required to undergo an evaluation process which considers their technical capability, quality and sustainability performance and only suppliers thus qualified can be included in our Approved Vendor List. For existing suppliers, periodic verification processes and site audits are performed to ensure they comply with the Group's Supply Chain Policy. A vendor unable to comply with our supply chain requirements is deleted from our Approved Vendors List and not be permitted to provide us with raw materials or services.

ASPECT B6: PRODUCT RESPONSIBILITY

The Group has established policies and practices to ensure its operations comply with applicable laws and regulations. The management is responsible for monitoring the Group's policies and practices ensuring they are in line with relevant legal and regulatory requirements, and that those policies and practices are regularly reviewed for adequacy. Any changes in the applicable laws, rules and regulations are brought as necessary to the attention of the relevant employees and operating units. In addition, we have implemented practices to fulfill product safety requirements at the product design stage. The Group has also established a policy to obtain any certification required to ensure the finished goods are environmentally friendly, healthy and safe. In addition, the Group is committed to ensuring that our products comply with relevant laws and regulations of the countries where these products are sold.

We have established MES (Manufacturing Execution Systems) to enhance the product quality management and product traceability.

During the reporting period, the Group was not aware of any non-compliance with laws and regulations that has had a significant impact concerning its product responsibility.

Percentage of Total Products Sold or Shipped Subject to Recalls for Safety and Health Reasons

No products have been sold or shipped which were subject to recall for safety and health reasons during this financial year.

供應鏈管理守則

信佳已就供應商遴選及評估制訂全面程序。新供應商須接受技術實力、質量及可持續發展等方面的評估，而只有合資格供應商可列入我們的核准供應商名單。現有供應商須接受定期核實程序及實地審核，以確保他們遵守本集團的供應鏈政策。未能遵守我們的供應鏈規定的供應商將從我們的核准供應商名單中剔除，及不得向我們提供原材料或服務。

層面B6：產品責任

本集團已制訂政策及措施確保其營運遵守適用法律及法規。管理層負責監察本集團的政策及常規，確保其符合相關法律及法規規定，並定期檢討以確保該等政策及常規足夠。如相關法律、規則及法規有任何更改，集團將指令有關僱員及營運單位跟進。此外，我們已於產品設計階段制訂產品安全規定。本集團亦已制訂政策以取得所有確保製成品為環保、健康及安全的認證。此外，本集團承諾確保我們的產品遵守於出售產品國家的相關法律及法規。

我們已制定MES(製造執行系統)以加強產品質量管理及產品追蹤能力。

於報告期內，我們概無發現對我們產品責任有重大影響的任何違反法律及法規的情況。

因安全及健康理由須回收之已銷售或已付運產品佔總數的百分比

於本財政年度內，概無因安全及健康理由須回收之已銷售或已付運產品。

Customer Complaint Policy

The Group has established a Customer Complaint Policy to ensure that customer complaints are handled quickly and efficiently. The policy includes a provision for the concerned parties to work together to find the reasons for any defects and responsibilities and then re-work the rejected finished goods. At the same time, we regularly send a survey to customers to collect their opinions.

Intellectual Property Policy & Customer Data Protection and Privacy Policies

The Group has a strict policy in place to sign a formal Non-Disclosure Agreement to protect customers' intellectual property (IP). Also, the Group has applied for intellectual property rights certification for our own products and designs, thus our standard practice is not to infringe on other parties' IP rights.

Quality Assurance Procedures and Recall Procedures

The Group has established quality assurance procedures to ensure that incoming raw materials, work-in-progress and finished goods meet the products' quality specifications and comply with environmentally-friendly, health and safety requirements. At the same time the Group has established recall procedures to handle recalled products.

ASPECT B7: ANTI-CORRUPTION

SUGA is committed to maintaining a high standard of corporate governance. We have a zero-tolerance policy regarding bribery and corruption in any form or at any level in association with any aspect of the Group's activities. Our Employee Code of Conduct is specified in the SUGA Employee Handbook which clearly states that SUGA shall not tolerate any illegal or unethical acts. Any employee in violation of the Code of Conduct will be appropriately disciplined, including termination of employment in serious cases.

客戶投訴政策

本集團已制訂客戶投訴政策，以確保客戶投訴會得到迅速而有效處理。政策的其中一項條文規定相關人士須合作查找任何缺陷及責任的原因，以及重新研製遭退貨的製成品。與此同時，我們將定期向客戶發出問卷以收集意見。

知識產權政策及客戶資料保障和私隱政策

本集團已制訂簽署「不披露協議」的嚴謹政策來保障客戶的知識產權。此外，本集團已為其產品及設計申請知識產權認證，以令我們不會侵犯其他人士的知識產權。

質量保證程序及回收程序

本集團已制訂質量保證程序，以確保引進的原材料、在製品及製成品符合產品質量規格，以及遵守環保、健康及安全規定。與此同時，本集團已制訂處理回收產品程序。

層面B7：反貪污

信佳承諾維持高水準的企業管治。本集團所有活動無論任何形式或層面上都採取了賄賂及貪污零容忍政策。我們於信佳僱員手冊中註明的僱員操守守則清楚指出信佳不會容忍任何非法或不道德行為。任何僱員如違反操守守則將會接受適當的紀律處分，包括於嚴重情況下遭解僱。

Our Code of Conduct includes the terms for compliance with the Prevention of Bribery Ordinance, as well as provisions for Soliciting Advantages, Accepting Advantages, Offering Advantages, Accepting Entertainment, Use of Proprietary Information, Confidentiality, Handling of Conflict of Interest, Misuse of the Group's Assets and Resources, Loans and Outside Employment which are also in compliance with the Hong Kong Anti-Corruption Ordinance. Our employees are regularly advised of relevant policies and guidelines, including any updates or revisions. In addition, we regularly arrange for the Hong Kong Independent Commission Against Corruption to hold seminars to educate our employees about anti-corruption laws and concepts.

The Group was not aware of any breach of laws and regulations that have had a significant impact on its business relating to bribery.

ASPECT B8: COMMUNITY INVESTMENT

SUGA is committed to participating in volunteer activities and making charitable donations to benefit society. In fulfilling our CSR mission, our employees have participated in various community activities and made donations during this financial year. SUGA remains committed to participate in volunteer works and continuously contribute donations in the future. In addition to activities aimed at bettering society, more recently SUGA has extended its efforts to worthwhile humane causes by donating both money and pet food to selected PRC private animal shelters and kennels for stray cats and dogs.

We have participated in the following community activities and have been accredited awards or certifications during this financial year.

我們的操守守則加入遵守防止賄賂條例的條款，而有關索取利益、接受利益、提供利益、接受酬酢、使用專屬資料、保密規定、處理利益衝突、濫用本集團資產及資源、貸款及外部僱用的條文謹遵香港防止貪污條例。我們的僱員獲定期告知相關政策及指引，包括任何更新或修訂。此外，我們定期安排香港廉政專員公署舉辦研討會以教育我們的僱員有關防貪法律及概念。

本集團概無發現與賄賂有關而對我們業務有重大影響的任何違反法律及法規情況。

層面B8：社區投資

信佳為貢獻社會致力參與志願活動及捐款。我們的僱員於本財政年度內參與不同的社區活動及捐款，以達成我們的企業社會責任。信佳承諾日後繼續參與志願工作及捐款。除參與旨在令社會更美好的活動外，信佳最近透過捐助資金及寵物食糧予為流浪貓狗而設的中國私營動物庇護站及收留所，更進一步參與值得支持的人道事務。

我們曾於本財政年度內參與以下社區活動及獲頒授獎項或認證。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Organizer/Beneficiary 主辦單位／受益人

The Hong Kong Council of Social Service
香港社會服務聯會

Hong Kong Productivity Council (HKPC)
香港生產力促進局

Agency for Volunteer Service
義務工作發展局

Promoting Happiness Index Foundation and Hong Kong Productivity Council (HKPC)
香港提升快樂指數基金及香港生產力促進局

Award/Recognition 獎項／嘉獎

5 Years+ Caring Company logo
5年Plus「商界展關懷」標誌

The 7th Hong Kong Outstanding Corporate Citizenship Logo — Enterprise Category
第7屆香港傑出企業公民嘉許標誌 — 企業組別

Hong Kong Community Volunteers 2016 (Corporate member)
— The Highest Participation Award — Silver Award, Achieved 521 Service Hours
2016香港義工團(企業團體)
— 最高參與率獎銀獎，實現521個服務小時

“Happiness-at-work Promotional Scheme”
— “Happy Company” 2017 Label
「開心工作間」推廣計劃
— 2017「開心企業」標誌



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Organizer/Beneficiary 主辦單位／受益人

Wofoo Social Enterprises and the
Water Supply Department
和富社會企業及水務署

Event 活動

Hong Kong Water Race 2016
香港水足印定向2016



The Samaritan Befrienders
Hong Kong
香港撒瑪利亞防止自殺會

"From Darkness to Sunrise" City
Orienteering Competition 2016
「黑夜見黎明」慈善城市定向比賽
2016



Agency for Volunteer Service
義務工作發展局

AVS Charity Walk and Run for
Volunteering 2016
AVS義行義跑「義」2016



Organizer/Beneficiary 主辦單位／受益人

The Community Chest of Hong
Kong
香港公益金

Other Activities 其他活動

Mooncakes for Charity
公益月餅

The Community Chest of Hong
Kong
香港公益金

Love Teeth Day 2016/2017
公益愛牙日2016/2017

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Organizer/Beneficiary 主辦單位／受益人

World Vision Hong Kong
香港世界宣明會

Donation & Sponsorship 捐款及贊助

Child Sponsorship
助養兒童計劃



Design for Change Hong Kong
香港創意行動協會

Donation of 5th DFC School
Challenge 2016
贊助DFC第五屆創意行動挑戰賽2016



Outward Bound Hong Kong
香港外展訓練學校

BOCHK Outward Bound Corporate
Challenge 2016
中銀香港外展衝勁樂2016



Animal shelters and kennels for
stray cats and dogs
流浪貓狗庇護站及收留所

Sponsorship and donation of pet
food
贊助及捐助寵物食糧



Vocational Training Council
職業訓練局

- Outstanding Industrial Attachment Scholarships 2016/2017
優秀企業實習獎學金 2016/2017
- VTC Design Education Fund 2016/2017, VTC
VTC設計教育基金2016/2017





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Organizer/Beneficiary 主辦單位／受益人

The Chinese University of Hong Kong

香港中文大學

The Hong Kong Management Association

香港管理專業協會

Creative Learning Association

創意讀書會

Yan Oi Tong

仁愛堂

Donation & Sponsorship 捐款及贊助

Suga International Holdings Limited Scholarships

信佳國際集團獎學金

Sponsored the "48th Distinguished Salesperson Award Presentation Ceremony"

贊助「第48屆傑出推銷員獎頒獎典禮」

Creative Competition

創意比賽

Yan Oi Tong Annual Charity Ball

仁愛堂周年慈善餐舞會

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



pwc

羅兵咸永道

To the Shareholders of Suga International Holdings Limited
(incorporated in Bermuda with limited liability)

致信佳國際集團有限公司股東
(於百慕達註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of Suga International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 93 to 211, which comprise:

- the consolidated balance sheet as at 31 March 2017;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計的內容

信佳國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第93至211頁的綜合財務報表，包括：

- 於二零一七年三月三十一日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合全面收入表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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

KEY AUDIT MATTER

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We considered “Impairment of inventories” as key audit matter that was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。我們認為「存貨減值」作為關鍵審計事項，是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對此事項提供單獨的意見。



INDEPENDENT AUDITOR'S REPORT

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Key Audit Matter

Impairment of inventories

Refer to note 19 “Inventories” and note 4 “Critical accounting estimates and judgments” to the consolidated financial statements

At 31 March 2017, the Group held net inventories of HK\$196,149,000. Inventories are stated at the lower of cost and net realisable value (“NRV”) in the consolidated financial statements. The cost of inventories may not be recoverable if those inventories are aged and damaged, or become obsolete, or if their selling prices have been declined.

Management determines the lower of cost and NRV of inventories by considering the ageing profile, inventory obsolescence and estimated selling price of individual inventory items.

Management calculates the NRV at each period end based on the estimated selling price less selling expenses, taking into account historical experience of selling products of similar nature and expectation of future sales based on current market condition.

Management consistently applies a provisioning methodology for slow moving inventories based on inventory ageing and makes specific provision for long aged inventories. It also conducted periodic review on inventory obsolescence, including performance of periodic inventory counts and review of holding period for individual inventory items.

We focused on this area due to the magnitude of the balance to the financial position of the Group, and the significant judgment and estimates involved in determining the provision for impairment of inventories.

關鍵審計事項

存貨減值

請參閱綜合財務報表附註19「存貨」及附註4「關鍵會計估計及判斷」。

貴集團於二零一七年三月三十一日持有存貨約196,149,000港元。存貨乃按成本與可變現淨值之較低者列賬。倘存貨已經陳舊、損壞、過時或售價下跌，則可能無法收回存貨成本。

管理層釐定存貨成本及可變現淨值之較低者時，會考慮個別存貨的庫齡、存貨是否過時和個別存貨的估計售價。

管理層以其預測售價減去出售開支來計算各期末的可變現淨值，包括考慮以往出售類似性質產品的經驗以及按現有市況對未來銷售作出之預測。

管理層按存貨年期對滯銷存貨貫徹地應用撥備方法，並就長期陳舊存貨作出特定撥備。管理層亦會就存貨是否過時進行定期審查，包括定期進行存貨盤點及審閱個別存貨項目的持有期。

我們關注此範疇是鑒於存貨對集團財務狀況的金額，以及對存貨的撥備估計涉及重大判斷。



INDEPENDENT AUDITOR'S REPORT

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How our audit addressed the Key Audit Matter

We understood and validated the control procedures performed by management, including its procedures in estimating the NRV of the inventories and conducting periodic review on inventory obsolescence.

We observed management's inventory counts to identify whether there is any damaged or obsolete inventories.

We tested, on a sample basis, the accuracy of the ageing profile of individual inventory items by checking to the underlying procurement correspondences and invoices.

We tested on a sample basis, the subsequent usage or sales of selected inventory items, obtained through the usage or sales reports subsequent to the year end as a basis to identify inventory obsolescence. Where there are no subsequent usage or sales of the respective items after the year end, we discussed with management its assessment on estimated future utilisation, corroborating explanations with the inventory ageing, sales orders and marketability of the relevant finished goods by using our industry knowledge.

We also tested on a sample basis, the NRV of selected inventory items, by comparing the selling price subsequent to the year end, against the carrying values of these individual finished goods. Where there are no subsequent sales of the respective finished goods after the year end, we discussed with management as to the realisable value of the products, corroborating explanations with the inventory ageing, sales orders, historical margins, and current market conditions by using our industry knowledge and external market analysis, as appropriate.

We consider the provision for obsolete or slow moving inventories as at 31 March 2017 was supportable by the available evidences.

我們的審計如何處理關鍵審計事項

我們理解和驗證管理層執行的監控程式，包括其估計存貨可變現淨值及定期覆核存貨過時的程式。

我們對存貨進行監盤，以識別出有否有任何損壞或過時存貨。

透過檢查相關採購資料及發票，我們以抽樣方式測試個別存貨項目庫齡之準確性。

我們以抽樣方式測試選定存貨於年末後之使用情況，透過取得年末後的使用報告，識別出過時存貨。倘相關存貨於年末後並無用量，我們會與管理層討論其對估計存貨未來使用率作出之評估，透過我們對行業的認識，佐證有關存貨庫齡、銷售訂單及相關製成品營銷能力的解釋。

我們亦以抽樣方式測試選定存貨項目之可變現淨值，在測試中將個別製成品於年末後的售價與其賬面值作一比較。對於年末後並無出售的相關製成品，我們已與管理層討論該產品的可變現值，並透過我們對行業的認識和外部市場分析(如適用)，佐證有關存貨年期、銷售訂單、過往毛利率及現行市況的解釋。

我們認為，於二零一七年三月三十一日的陳舊或滯銷存貨的撥備有可得的證據支持。



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OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，惟綜合財務報表及我們的核數師報告除外。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督 貴集團的財務報告過程。



INDEPENDENT AUDITOR'S REPORT

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AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。



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From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Leung Po Wah, Pauline.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 29 June 2017

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是梁寶華。

羅兵咸永道會計師事務所
執業會計師

香港，二零一七年六月二十九日

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2017 於二零一七年三月三十一日

			31 March 2017 二零一七年 三月三十一日	31 March 2016 二零一六年 三月三十一日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ASSETS				
Non-current assets				
Land use rights			50,484	53,291
Property, plant and equipment			276,081	263,236
Investment property			10,200	10,000
Intangible assets			986	7,251
Goodwill			3,949	3,949
Interests in associates			3,804	3,876
Deferred income tax assets			1,086	323
Available-for-sale financial assets			16,439	16,678
Bond investment			7,711	7,711
Financial assets at fair value through profit or loss			4,838	—
Other non-current receivables			—	4,118
			375,578	370,433
Current assets				
Inventories			196,149	167,361
Trade and other receivables			231,784	201,177
Loan receivable			6,496	12,960
Income tax recoverable			591	3,859
Amount due from an associate			3,250	431
Cash and cash equivalents			223,867	225,027
			662,137	610,815
Total assets			1,037,715	981,248
LIABILITIES				
Non-current liabilities				
Bank borrowings			6,678	10,932
Deferred income tax liabilities			453	1,443
			7,131	12,375

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2017 於二零一七年三月三十一日

			31 March 2017 二零一七年 三月三十一日	31 March 2016 二零一六年 三月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及其他應付款項	24	245,013	185,468
Income tax payable	應付所得稅		6,762	12,931
Bank borrowings	銀行借貸	22	108,337	101,197
Derivative financial instruments	衍生金融工具	16	—	1,946
			360,112	301,542
Total liabilities	負債總額		367,243	313,917
EQUITY	權益			
Equity attributable to the owners of the Company	歸屬於本公司擁有人之權益			
Share capital	股本	25	28,100	27,712
Other reserves	其他儲備	27	95,063	113,246
Retained earnings	保留盈利	27	547,050	526,792
			670,213	667,750
Non-controlling interests	非控制性權益		259	(419)
Total equity	權益總額		670,472	667,331
Total equity and liabilities	權益及負債總額		1,037,715	981,248

The consolidated financial statements on pages 93 to 211 were approved by the Board of Directors on 29 June 2017 and were signed on its behalf by:

Ng Chi Ho
吳自豪
Director
董事

Ma Fung On
馬逢安
Director
董事

第93至211頁的綜合財務報表已於二零一七年六月二十九日獲董事會批准，並由下列董事代表簽署：

The notes on pages 100 to 211 are an integral part of these consolidated financial statements.

第100至211頁之附註為綜合財務報表一部分。

CONSOLIDATED INCOME STATEMENT

綜合收益表

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

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收益	28	1,414,103	1,368,100
Cost of sales	銷售成本	29	(1,190,503)	(1,167,281)
Gross profit	毛利		223,600	200,819
Distribution and selling expenses	分銷及銷售費用	29	(42,237)	(28,367)
General and administrative expenses	一般及行政管理費用	29	(106,848)	(102,643)
Other income	其他收入	30	665	2,183
Other (losses)/gains, net	其他(虧損)/收益, 淨額	31	(13,508)	16,662
Operating profit	經營溢利		61,672	88,654
Finance income	融資收入	32	7,775	3,561
Finance costs	融資成本	32	(4,579)	(2,996)
Finance income — net	融資收入 — 淨額	32	3,196	565
Share of losses of associates	應佔聯營公司虧損	12	(1,253)	(1,312)
Profit before income tax	除所得稅前溢利		63,615	87,907
Income tax expense	所得稅開支	33	(3,572)	(8,596)
Profit for the year	年內溢利		60,043	79,311
Profit/(loss) attributable to:	歸屬於以下人士			
	溢利/(虧損):			
Owners of the Company	本公司擁有人		61,745	80,038
Non-controlling interests	非控制性權益		(1,702)	(727)
			60,043	79,311
Earnings per share for profit attributable to the owners of the Company during the year	年內本公司擁有人應佔溢利的每股盈利			
— Basic (HK cents)	— 基本(港仙)	34	22.12	28.94
— Diluted (HK cents)	— 攤薄(港仙)	34	22.04	28.89

The notes on pages 100 to 211 are an integral part of these consolidated financial statements. 第100至211頁之附註為綜合財務報表一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Notes 附註		
Profit for the year	年內溢利	60,043	79,311
Other comprehensive (loss)/income:	其他全面(虧損)/收入:		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目:</i>		
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	(27,559)	(18,216)
Release of exchange reserve upon deregistration of a subsidiary	於取消註冊一間附屬公司時解除匯兌儲備	—	(11,343)
Fair value (loss)/gain on available-for-sale financial assets	可供出售財務資產之公平值(虧損)/收益	(239)	3,320
Other comprehensive loss for the year	年內其他全面虧損	(27,798)	(26,239)
Total comprehensive income for the year	年內全面收入總額	32,245	53,072
Profit attributable to:	溢利歸屬於:		
Owners of the Company	本公司擁有人	33,947	53,799
Non-controlling interests	非控制性權益	(1,702)	(727)
		32,245	53,072

The notes on pages 100 to 211 are an integral part of these consolidated financial statements. 第100至211頁之附註為綜合財務報表一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to the owners of the Company 本公司擁有人應佔				
		Share capital	Other reserves	Retained earnings	Non-controlling interests	Total
		股本	其他儲備	保留溢利	非控制性權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2015	於二零一五年四月一日之結餘	27,371	131,091	488,278	(1,524)	645,216
Profit/(loss) for the year	年內溢利/(虧損)	—	—	80,038	(727)	79,311
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	—	(18,216)	—	—	(18,216)
Release of exchange reserve upon deregistration of a subsidiary	於取消註冊一間附屬公司時變現匯兌儲備	—	(11,343)	—	—	(11,343)
Fair value gain on available-for-sale financial assets	可供出售財務資產之公平值收益	—	3,320	—	—	3,320
Total comprehensive (loss)/income	全面(虧損)/收入總額	—	(26,239)	80,038	(727)	53,072
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	341	6,319	—	—	6,660
Value of employee services	僱員服務之價值	—	4,134	—	—	4,134
Options lapsed	失效之購股權	—	(37)	37	—	—
Contribution from minority shareholders	少數股東出資	—	—	—	960	960
Change in ownership interests in subsidiaries without change of control	不導致失去控制權的附屬公司擁有權權益變動	—	(2,022)	—	872	(1,150)
Dividends paid	已付股息	—	—	(41,561)	—	(41,561)
Balance at 31 March 2016	於二零一六年三月三十一日之結餘	27,712	113,246	526,792	(419)	667,331
Profit/(loss) for the year	年內溢利/(虧損)	—	—	61,745	(1,702)	60,043
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	—	(27,559)	—	—	(27,559)
Fair value loss on available-for-sale financial assets	可供出售財務資產之公平值收益	—	(239)	—	—	(239)
Total comprehensive (loss)/income	全面(虧損)/收入總額	—	(27,798)	61,745	(1,702)	32,245
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Proceeds from shares issued upon exercise of options	於行使購股權時已發行股份之所得款項	388	8,113	—	—	8,501
Value of employee services	僱員服務之價值	—	1,601	—	—	1,601
Options lapsed	失效之購股權	—	(99)	99	—	—
Contribution from minority shareholders	少數股東出資	—	—	—	2,380	2,380
Dividends paid	已付股息	—	—	(41,586)	—	(41,586)
Balance at 31 March 2017	於二零一七年三月三十一日之結餘	28,100	95,063	547,050	259	670,472

The notes on pages 100 to 211 are an integral part of these consolidated financial statements. 第100至211頁之附註為綜合財務報表一部分。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

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

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量			
Cash generated from operations	經營業務產生之現金	38	108,015	139,049
Interest paid	已付利息		(4,832)	(3,305)
Hong Kong profits tax paid	已付香港利得稅		(7,024)	(4,457)
Mainland China corporate income tax paid	已付中國內地企業所得稅		(680)	(255)
			<hr/>	
Net cash generated from operating activities	經營業務產生之現金淨額		95,479	131,032
			<hr style="border-top: 1px dashed black;"/>	
Cash flows from investing activities	投資活動之現金流量			
Additions of property, plant and equipment	添置物業、廠房及設備		(56,479)	(43,506)
Additions of investment property	添置投資物業		—	(300)
Deposits paid for property, plant and equipment	物業、廠房及設備之 已付按金		—	(4,118)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之 所得款項	38	205	136
Increase in interests in associates	於聯營公司之權益增加		(1,181)	(5,188)
Increase in amount due from an associate	應收一間聯營公司款項增加		(2,819)	—
Repayment of loan receivable	償還應收貸款		6,464	—
Interest received	已收利息		7,775	3,561
Payment for product development cost	支付產品開發成本		—	(589)
Payment for settlement of derivative financial instruments	結算衍生金融工具付款		(2,397)	—
Purchase of financial assets carried at fair value through profit or loss	購買按公平值計入損益之 財務資產		(4,951)	—
			<hr/>	
Net cash used in investing activities	投資活動所用之現金淨額		(53,383)	(50,004)
			<hr style="border-top: 1px dashed black;"/>	

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

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

		2017 二零一七年	2016 二零一六年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from bank borrowings	銀行借貸所得款項	316,850	247,000
Repayment of bank borrowings	償還銀行借貸	(313,964)	(235,659)
Proceeds from shares issued	發行股份之所得款項	8,501	6,660
Contribution from/(consideration paid) to non-controlling interests	非控制性權益所得的貢獻／ (所付的代價)	2,380	(1,150)
Dividends paid	已付股息	(41,586)	(41,561)
Net cash used in financing activities	融資活動所用之現金淨額	(27,819)	(24,710)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	14,277	56,318
Effect of changes in foreign exchange rates	匯率變動影響	(15,437)	(8,280)
Cash and cash equivalents, beginning of year	現金及現金等價物，年初	225,027	176,989
Cash and cash equivalents, end of year	現金及現金等價物，年終	223,867	225,027

The notes on pages 100 to 211 are an integral part of these consolidated financial statements. 第100至211頁之附註為綜合財務報表一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

Suga International Holdings Limited (the “Company”) and its subsidiaries (together “the Group”) was incorporated as an exempted company with limited liability in Bermuda on 28 September 2001. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 September 2002.

The Company is an investment holding company. The Group are principally engaged in the research and development, manufacturing and sales of electronic products and other products. The Group has operations mainly in Hong Kong, Mainland China and Macao.

The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

These financial statements are presented in HK dollars, unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the inclusion at fair value of available-for-sale financial assets, and financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, and investment property which are carried at fair value.

1 一般資料

信佳國際集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)於二零零一年九月二十八日在百慕達註冊成立為獲豁免有限公司。本公司股份自二零零二年九月十八日在香港聯合交易所有限公司(「聯交所」)上市。

本公司為投資控股公司。本集團主要從事電子產品及其他產品研究及開發、製造及銷售業務。本集團業務主要位於香港、中國內地及澳門。

本公司之註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

除另有註明外，該等財務報表以港元為單位呈列。

2 重要會計政策概要

編製此等綜合財務報表所採用主要會計政策載列如下。除另有註明者外，此等政策於所有呈報年度均貫徹應用。

2.1 編製基準

本集團的綜合財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)編製。此等綜合財務報表按照歷史成本常規法編製，並透過按公平值記入可供出售財務資產及按公平值記入損益之財務資產及財務負債(包括衍生金融工具)及按公平值入賬之投資物業而予以修訂。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

- (a) The following new and amended standards and interpretations are mandatory for the Group's financial year beginning on or after 1 April 2016 and have been adopted in the preparation of the consolidated financial statements.

HKAS 1 (Amendments)
香港會計準則第1號(修訂本)

HKAS 16 and HKAS 38 (Amendments)
香港會計準則第16號及香港會計準則第38號(修訂本)

HKAS 27 (Amendments)
香港會計準則第27號(修訂本)

HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)

HKFRS 11 (Amendments)
香港財務報告準則第11號(修訂本)

HKFRS 14
香港財務報告準則第14號

Annual improvements project
年度改進項目

The adoption of above new and amended standards and interpretations has no material effect on the preparation of the Group's consolidated financial statements.

2 重要會計政策概要(續)

2.1 編製基準(續)

根據符合香港財務報告準則編製之財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須作出判斷。涉及高度判斷或極為複雜範疇，或對綜合財務報表屬重大的假設及估計範疇，均披露於附註4。

- (a) 新訂及經修訂準則之以下修訂於二零一六年四月一日或之後開始之本集團財政年度強制生效並已於編製該等綜合財務報表時獲採納。

Disclosure initiative
披露計劃

Clarification of acceptable methods of depreciation and amortisation
折舊與攤銷之可接受方法之澄清

Equity method in separate financial statements
於獨立財務報表內之權益法

Investment entities: Applying the consolidation exception
投資實體：應用綜合入賬之之例外情況

Accounting for acquisitions of interests in joint operations
收購於合營業務權益之會計處理

Regulatory deferred accounts
監管遞延賬目

Annual improvements 2012–2014 cycle
二零一二年至二零一四年週期之年度改進

採納上述新訂及經修訂準則及詮釋對編製本集團之綜合財務報表並無重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
HKAS 7 (Amendments) 香港會計準則第7號(修訂本)	Statement of cashflows 現金流量表	1 January 2017 二零一七年一月一日
HKAS 12 (Amendments) 香港會計準則第12號(修訂本)	Income taxes 所得稅	1 January 2017 二零一七年一月一日
HKFRS 2 (Amendments) 香港財務報告準則第2號(修訂本)	Classification and measurement of share-based payment transactions 以股份為基礎的付款交易的分類及計量	1 January 2017 二零一七年一月一日
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 January 2018 二零一八年一月一日
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 來自客戶合約之收入	1 January 2018 二零一八年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及 香港會計準則第28號 (修訂本)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營公司之間 之資產出售或注入	To be determined 待定

None of the above new standards and amendments is expected to have a significant effect on the consolidated financial statements of the Group, except for the followings:

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：

概無上述新訂準則及修訂預期對本集團的綜合財務報表有重大影響，惟以下各項除外：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:
(Continued)

HKFRS 9, "Financial instruments"

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

While the Group has yet to undertake a detailed assessment of the classification and measurement of financial assets, the financial assets currently held by the Group include:

- debt instruments currently classified as loans and receivables which would likely continue to be measured at amortised cost;
- equity instruments currently classified as available-for-sale financial assets for which a fair value through other comprehensive income (FVOCI) election is available; and
- equity investments currently measured at fair value through profit or loss which would likely continue to be measured on the same basis under HKFRS 9.

The Group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：
(續)

香港財務報告準則第9號， 「金融工具」

該項新訂準則主要針對財務資產及金融負債的分類、計量及取消確認，為財務資產引進了新對沖會計規則及新減值模式。

儘管本集團尚未對財務資產的分類及計量進行詳細評估，本集團目前持有的財務資產包括：

- 目前分類為貸款及應收款項可能繼續按攤銷成本計量的債務工具；
- 目前分類為可供出售財務資產的權益工具，其有按公平值記入其他全面收入選擇；及
- 目前按公平值記入損益可能繼續按香港財務報告準則第9號項下的相同基準計量的權益投資。

本集團預期新指引不會對其財務資產的分類及計量有重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:
(Continued)

HKFRS 9, “Financial instruments” (Continued)

For financial liabilities there are two classification categories: amortised cost and fair value through profit or loss. Where non-derivative financial liabilities are designated at fair value through profit or loss, the changes in the fair value due to changes in the liability's own credit risk are recognised in other comprehensive income, unless such changes in fair value would create an accounting mismatch in profit or loss, in which case, all fair value movements are recognised in profit or loss. There is no subsequent recycling of the amounts in other comprehensive income to profit or loss. For financial liabilities held for trading (including derivative financial liabilities), all changes in fair value are presented in profit or loss.

The derecognition rules have been transferred from HKAS 39 “Financial Instruments: Recognition and Measurement” and have not been changed.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：
(續)

香港財務報告準則第9號， 「金融工具」(續)

就金融負債而言，其有兩個劃分類別：攤銷成本及按公平值記入損益。倘非衍生金融負債指定為按公平值記入損益，因負債本身的信貸風險變動而產生的公平值變動於其他全面收入確認，除非該等公平值變動會在損益造成會計錯配，在此情況下，則所有公平值變動於損益確認。在其他全面收入內的數額其後不會循環至損益表。就持作交易之金融負債(包括衍生金融負債)而言，所有公平值變動於損益表內呈列。

終止確認的規則已由香港會計準則第39號「金融工具：確認及計量」轉移且並無變動。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:
(Continued)

HKFRS 9, "Financial instruments" (Continued)

The new impairment model requires the recognition of impairment provisions based on expected credit losses ("ECL") rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at FVOCI, contract assets under HKFRS 15 "Revenue from Contracts with Customers", lease receivables, loan commitments and certain financial guarantee contracts. While the Group has not yet undertaken a detailed assessment of how its impairment provisions would be affected by the new model, it may result in an earlier recognition of credit losses.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

HKFRS 9 must be applied for financial years commencing on or after 1 January 2018. Based on the transitional provisions in the completed HKFRS 9, early adoption in phases was only permitted for annual reporting periods beginning before 1 February 2015. After that date, the new rules must be adopted in their entirety. The Group does not intend to adopt HKFRS 9 before its mandatory date.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：
(續)

香港財務報告準則第9號， 「金融工具」(續)

新減值模型要求按預期信貸虧損(「預期信貸虧損」)確認減值撥備，而非僅產生的信貸虧損(根據香港會計準則第39號)。其適用於按攤銷成本分類的財務資產、按公平值記入其他全面收入計量的債務工具、香港財務報告準則第15號「來自客戶合約之收入」下的合約資產、應收租賃款、貸款承擔和若干財務擔保合約。儘管本集團尚未詳細評估新模型將如何影響其減值撥備，但有可能導致提早確認信貸虧損。

新準則亦引入擴大了的披露規定和呈報改變。預期將改變本集團有關其金融工具的披露性質和範圍，尤其是在新準則採納的年度內。

香港財務報告準則第9號必須在二零一八年一月一日或之後開始的財政年度內應用。根據香港財務報告準則第9號的過渡性條款，只容許就二零一五年二月一日前開始的年度報告期分階段提早採納。在該日後，新規則必須全數採納。本集團並無打算於其生效日期前採納香港財務報告準則第9號。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group: (Continued)

HKFRS 15, "Revenue from contracts with customers"

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Management is currently assessing the effects of applying the new standard on the Group's financial statements and has identified the following areas that are likely to be affected:

- revenue from service — the application of HKFRS 15 may result in the identification of separate performance obligations which could affect the timing of the recognition of revenue;
- accounting for certain costs incurred in fulfilling a contract — certain costs which are currently expensed may need to be recognised as an asset under HKFRS 15; and

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：(續)

香港財務報告準則第15號，「來自客戶合約之收入」

香港會計師公會已為確認收益頒佈一新準則。該準則將取代香港會計準則第18號所涵蓋有關銷售貨物及提供服務的合約及香港會計準則第11號所涵蓋有關建造合約的規定。新準則的原則乃基於收入於貨物或服務的控制權已轉讓予客戶時確認。該準則允許採納完整追溯調整法，或經修訂追溯調整法。

管理層目前正評估採納新準則對本集團財務報表的影響並已識別下列可能受影響的範疇：

- 來自服務的收益 — 應用香港財務報告準則第15號或會導致確認獨立履約責任，這有可能影響確認收益的時間；
- 履行合約產生的若干會計成本 — 若干目前已支出成本可能須根據香港財務報告準則第15號確認為資產；及

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:
(Continued)

HKFRS 15, "Revenue from contracts with customers" (Continued)

- rights of return HKFRS 15 requires separate presentation on the balance sheet of the right to recover the goods from the customer and the refund obligation.

At this stage, the Group is not able to estimate the impact of the new rules on the Group's financial statements. The Group will make more detailed assessments of the impact over the next twelve months.

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Group does not intend to adopt the standard before its effective date.

HKFRS 16, "Leases"

HKFRS 16 will result in almost all leases being recognised on the consolidated balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：
(續)

香港財務報告準則第15號， 「來自客戶合約之收入」(續)

- 收回權利 — 香港財務報告準則第15號規定於資產負債表上獨立呈列由客戶方收回貨物的權利及退款責任。

於此階段，本集團無法估計新規定對本集團財務報表的影響。本集團將對未來十二個月所帶來的影響進行更詳細評估。

香港財務報告準則第15號將於二零一八年一月一日或之後開始的財政年度生效。於此階段，本集團並不預期於其生效日期前採納該準則。

香港財務報告準則第16號， 「租賃」

香港財務報告準則第16號將導致幾乎所有租賃在綜合資產負債表內確認，經營租賃與融資租賃的劃分已被刪除。根據該新準則，資產(該租賃項目的使用權)與支付租金的金融負債被確認。唯一例外者為短期及低價值租賃。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (b) The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 April 2016 and have not been early adopted by the Group:
(Continued)

HKFRS 16, "Leases" (Continued)

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$4,626,000 (Note 39). However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 以下新訂及經修訂準則及詮釋已頒佈但於二零一六年四月一日開始之財政年度尚未生效，且本集團並無提早採納：
(續)

香港財務報告準則第16號，「租賃」(續)

出租人會計處理將不會有重大變動。

該準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團擁有不可撤銷經營租賃承擔4,626,000港元(附註39)。然而，本集團尚未釐定該等承擔對確認未來付款的資產及負債影響程度，以及會如何影響本集團溢利及現金流量的分類。

新準則將於二零一九年一月一日或之後開始的財政年度強制生效。目前，本集團無意於生效日期前採納該等準則。

概無其他尚未生效的香港財務報告準則或香港(國際財務報告準則詮釋委員會)詮釋預期並不會對本集團產生重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation

(a) Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognized amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

2 重要會計政策概要(續)

2.2 綜合賬目

(a) 附屬公司

附屬公司指本集團擁有控制權之實體(包括結構性實體)。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司在控制權轉移至本集團之日合併入賬。附屬公司在控制權終止之日起停止合併入賬。

本集團應用收購法將業務合併入賬。收購附屬公司所轉撥之代價乃所轉讓資產、對被收購方前擁有人所產生負債及本集團所發行股權之公平值。所轉撥之代價包括因或有代價安排所致之任何資產或負債之公平值。與收購相關之成本於產生時支銷。業務合併時可識別之所收購資產及所承擔負債及或然負債初步按收購日期之公平值計量。

本集團按個別收購基準，確認在被收購方的任何非控制性權益。被收購方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔實體的淨資產，可按公平值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation (Continued)

(a) Subsidiaries (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net asset acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Inter-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2 重要會計政策概要(續)

2.2 綜合賬目(續)

(a) 附屬公司(續)

倘業務合併分階段進行，則收購方先前持有之被收購方之股權於收購日期之賬面值會重新計量為於收購日期之公平值；有關重新計量所產生之任何收益或虧損於損益確認。

本集團將轉讓的任何或有代價按收購日期的公平值確認。被視為資產或負債的或有代價公平值的其後變動，根據香港會計準則第39號的規定，在損益中確認。分類為權益的或有代價不重新計量，其之後的結算在權益中入賬。

所轉讓代價，於收購被收購方的任何非控制性權益金額及任何先前於被收購方的股本權益於收購日期的公平值高於所收購可識別資產淨值的公平值時，其差額以商譽列賬。就議價購買而言，如轉讓代價、已確認非控股權益及先前持有的權益總額低於所收購附屬公司資產淨值的公平值，其差額直接在綜合收益表中確認。

集團間交易、集團公司間交易之結餘及未變現收益已對銷。除非交易提供證據證明所轉讓的資產出現減值，未變現虧損亦會對銷。於必要時，附屬公司所呈報之金額已經作出調整，以符合本集團之會計政策。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.2 Consolidation (Continued)

(a) *Subsidiaries (Continued)*

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

Gains or losses on disposals to non-controlling interests are also recorded in equity. When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(b) *Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 重要會計政策概要(續)

2.2 綜合賬目(續)

(a) *附屬公司(續)*

與非控制性權益進行之交易而不導致失去控制權(即與擁有人以其作為擁有人身份進行的交易)以權益交易入賬。所支付任何代價的公平值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。

向非控制性權益的出售的盈虧亦記錄在權益中。當本集團不再持有控制權，在實體的任何保留權益於失去控制權當日重新計量至公平值，賬面值的變動在損益中確認。公平值為就保留權益的後續入賬而言的初始賬面值，作為聯營公司、合資企業或財務資產。此外，之前就該實體在其他全面收入中確認的任何數額猶如本集團已直接出售相關資產或負債。這意味著之前在其他全面收入中確認的數額重新分類至損益。

(b) *獨立財務報表*

於附屬公司之投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation (Continued)

(b) *Separate financial statements (Continued)*

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) *Associates*

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in an associate includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

2 重要會計政策概要(續)

2.2 綜合賬目(續)

(b) *獨立財務報表(續)*

如股息超過宣派股息期內附屬公司的全面收入總額，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資公司淨資產(包括商譽)的賬面值，則必須對於附屬公司之投資作減值測試。

(c) *聯營公司*

聯營公司指本集團對其有重大影響力而無控制權的實體，通常附帶有20%至50%投票權的股權。於聯營公司之投資以權益法入賬。根據權益法，投資初始按成本確認，而賬面值被增加或減少以確認投資者應佔被投資方在收購日期後的損益。本集團於聯營公司的投資包括購買時已識別的商譽。在收購聯營公司擁有權權益時，聯營公司成本與本集團應佔聯營公司可識別資產及負債的公平值淨額的任何差額確認為商譽。

如於聯營公司的擁有權權益被削減但仍保留重大影響力，只有按比例將之前在其他全面收入中確認的數額重新分類至損益(如適當)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.2 Consolidation (Continued)

(c) Associates (Continued)

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of an associate' in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The amounts reported by associates have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Gains and losses on dilution of equity interests in associates are recognised in the consolidated income statement.

2 重要會計政策概要(續)

2.2 綜合賬目(續)

(c) 聯營公司(續)

本集團應佔收購後溢利或虧損於綜合收益表內確認，而其應佔於其他全面收入的收購後變動則於其他全面收入內確認，並相應調整投資之賬面值。如本集團應佔一間聯營公司的虧損等於或超過其在該聯營公司的權益，包括任何其他無抵押應收款項，本集團不會確認進一步虧損，除非本集團對聯營公司已產生法律或推定責任或已代聯營公司作出付款。

本集團在每個報告日期釐定是否有客觀證據證明於聯營公司之投資已減值。如事實如此，則本集團會計算減值，數額為聯營公司可收回金額與其賬面值的差額，並在綜合收益表中確認於「應佔一間聯營公司溢利／(虧損)」旁。

本集團與其聯營公司之間的上流和下流交易的溢利及虧損，在本集團的財務報表中確認，但僅限於無關連投資者在聯營公司權益的數額。未變現虧損亦予以對銷，除非交易有證據顯示所轉讓資產已減值。聯營公司所呈報的數額已按需要作出改變，以確保與本集團所採納的會計政策一致。

攤薄於聯營公司之權益時產生之收益及虧損於綜合收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors collectively who make strategic decisions.

2.4 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HK\$), which is the Company's functional and the Group's presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

2 重要會計政策概要(續)

2.3 分類報告

經營分類按與向主要營運決策人所提供內部報告貫徹一致之方式報告。主要營運決策人負責就經營分類分配資源及評估表現，已被認為共同作出策略決定之執行董事。

2.4 外幣換算

(a) *功能和呈報貨幣*

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在主要經濟環境通用之貨幣(「功能貨幣」)為計算單位。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣港元(港元)呈列。

(b) *交易及結餘*

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算交易及按年結日匯率換算以外幣列值貨幣資產和負債產生之匯兌損益，均於綜合收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognized in other comprehensive income.

2 重要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況，按以下方式換算為呈報貨幣：

- (i) 各資產負債表所呈列資產及負債，按有關資產負債表結算日之收市匯率換算；
- (ii) 各收益表之收入及支出，按平均匯率換算，惟此平均值並非該等交易日期通行匯率累積效果之合理約數除外。在此情況下，收入及支出將於交易日期換算；及
- (iii) 所有產生之貨幣換算差額將於其他全面收入確認。

收購海外實體產生之商譽及公平值調整，列作海外實體之資產及負債處理，並按結算日之匯率換算。所產生的貨幣匯兌差額於其他全面收入內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.4 Foreign currency translation (Continued)

(d) *Disposal of foreign operation and partial disposal*

On the disposal of a foreign operation (that is, 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, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation 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 that does not result in the group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the group's ownership interest in associates or joint ventures that do not result in the group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2 重要會計政策概要(續)

2.4 外幣換算(續)

(d) *出售海外業務及部分出售*

於出售海外業務(即出售集團於海外業務之全部權益或涉及失去對一間附屬公司(包括海外業務)之控制權之出售、涉及失去對合資企業(包括海外業務)之共同控制權之出售、或涉及失去對一間聯營公司(包括海外業務)之重大影響力之出售時,就公司擁有人應佔該業務而於權益內確認之所有匯兌差額重新分類至損益。

對於並不導致集團失去對附屬公司(包括海外業務)之控制權之部分出售,累計匯兌差額之應佔比例部分重新列入非控制性權益及不會於損益確認。就所有其他之部分出售(即集團在聯營公司或合資企業中的擁有權權益的減少並不導致集團失去重大影響力或共同控制權),該累計匯兌差額之應佔比例則須重新分類至損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.5 Property, plant and equipment

Leasehold land interests classified as finance leases and all other property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in an 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 costs are charged to the consolidated income statement during the financial period in which they are incurred.

Leasehold land classified as finance leases commence amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation of other assets are calculated using the straight-line method to allocate costs less residual values over their estimated useful lives, as follows:

Leasehold land classified as finance leases	38–48 years
Buildings	35–48 years
Leasehold improvements	5–10 years
Plant and machinery	5 years
Furniture and equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

2 重要會計政策概要(續)

2.5 物業、廠房及設備

分類為融資租賃之租賃土地權益以及全部其他物業、廠房及設備按歷史成本減累計折舊及累計減值虧損入賬。歷史成本包括收購有關項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能夠可靠計算時，其後成本才會記入資產之賬面值或確認為獨立資產(視適用情況而定)。被替代部分之賬面值乃取消確認。所有其他維修及保養成本於產生之財政期間內於綜合收益表扣除。

分類為融資租賃之租賃土地由土地權益可用作擬定用途之時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊於估計可使用年期內以直線法分配其成本減餘值，如下：

分類為融資租賃之租賃土地	38至48年
樓宇	35至48年
租賃物業裝修	5至10年
廠房及機器	5年
傢俬及設備	5年

資產之剩餘價值及可用年期會於各結算日審閱及調整(倘適用)。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

2.5 Property, plant and equipment (Continued)

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 (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised in the consolidated income statement.

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all attributable costs of bringing the asset to working condition for its intended use. This includes direct costs of construction as well as interest expense capitalised during the period of construction and installation. Capitalisation of these costs will cease and the construction in progress is transferred to appropriate categories within property, plant and equipment when the construction activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of construction in progress.

Up to the date when an owner-occupied property becomes an investment property carried at fair value, the Group depreciates the property and recognizes any impairment losses that have occurred. Any difference at that date between the carrying amount of the property and its fair value in the revaluation is included in revaluation reserve.

2 重要會計政策概要(續)

2.5 物業、廠房及設備(續)

倘資產之賬面值超過其估計可收回金額，則其賬面值即時撇減至可收回金額(附註2.10)。

出售之損益按比較所得款項與賬面值釐定，於綜合收益表內確認。

在建工程乃以成本扣除累計虧損列賬。成本包括所有將資產轉為其擬定用途狀態之應佔成本。此包括興建之直接成本及於興建安裝期間撥充資本之利息支出。當完成所需興建活動以將資產轉為其擬定用途時，該等成本之資本化將會終止，並將在在建工程轉為物業、廠房及設備之適當類別。在建工程毋須計提折舊。

直至業主佔用的物業成為按公平值入賬的投資物業之日，本集團會對物業計提折舊，並確認任何已產生的減值虧損。當日該物業賬面值與其重估時的公平值之間的任何差額記入重估儲備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Investment property

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated income statement as part of a valuation gain or loss in 'other gains — net'.

2.7 Land use rights

Land use rights are stated at cost less accumulated amortisation and impairment losses. Land use rights are amortised using the straight-line method over the period of the land use rights.

2.8 Intangible assets

(a) Customer relationship

Contractual customer relationship acquired in a business combination is recognised at fair value at the acquisition date. The contractual customer relationship has a finite useful life and is subsequently carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship of five years.

2 重要會計政策概要(續)

2.6 投資物業

投資物業(主要包括租賃土地及樓宇)乃持作賺取長期租金或資本增值或兩者兼備,而非由本集團佔用。其亦包括建造中或發展供未來使用作投資物業用途之物業。當符合投資物業的其餘定義時,根據經營租賃持有的土地乃入賬為投資物業。該情況下,相關經營租賃乃猶如其為融資租賃入賬。投資物業初步按成本(包括相關交易成本及當中適用之借貸成本)計量。於初步確認後,投資物業乃按公平值列賬,公平值根據外聘估值師於每個報告日期所定公開市場價格計算。公平值基於活躍市場報價,並就特定資產的性質、地點或狀況的差異作出必要調整。倘並無該資料,本集團會使用其他估值方法(如較不活躍市場的近期價格或貼現現金流預測。公平值變動於綜合收益表中作為估值收益或虧損的一部分在「其他收益,淨額」確認。

2.7 土地使用權

土地使用權按成本減去累計攤銷及減值虧損列賬。土地使用權按直線法於土地使用權年期內攤銷。

2.8 無形資產

(a) 客戶關係

於業務合併中收購之合約客戶關係乃於收購日期按公平值確認。合約客戶關係具有固定可使用年期及其後按成本減累計攤銷列賬。攤銷乃按客戶關係之預計年期五年採用直線法計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.8 Intangible assets (Continued)

(b) Product development

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the product and use or sell it;
- There is an ability to use or sell the product;
- It can be demonstrated how the product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the product are available; and
- The expenditure attributable to the product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred.

2 重要會計政策概要(續)

2.8 無形資產(續)

(b) 產品開發

與維護軟件程序相關的成本於產生時確認為開支。設計及測試本集團所控制的可識別獨特產品時直接應佔的開發成本在符合以下條件時確認為無形資產：

- 完成軟件產品在技術上可行，並可供使用；
- 管理層擬完成產品並使用或出售產品；
- 能夠使用或出售產品；
- 能夠論證產品將如何產生可能的未來經濟利益；
- 具備足夠的技術、財務及其他資源完成開發及使用或出售產品；及
- 產品開發期間應佔的開支能可靠地計量。

撥作資本的直接應佔成本包括軟件開發、僱員成本及相關間接成本的適當部分。

不符合上述條件的其他開發支出於產生時確認為開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Intangible assets (Continued)

(b) Product development (Continued)

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Development costs recognised as assets are amortised over their estimated useful lives, which does not exceed three years.

2.9 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that are expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2 重要會計政策概要(續)

2.8 無形資產(續)

(b) 產品開發(續)

先前確認為開支的開發成本不會於往後期間確認為資產。

確認為資產的開發成本於其估計可使用年期(不超過三年)內攤銷。

2.9 商譽

收購附屬公司產生商譽及指已轉讓代價、於被收購方之任何非控股權益金額及於被收購方之任何先前股權之收購日期公平值超出所收購之已識別資產淨值之公平值之金額。

就減值測試而言，業務合併所獲得之商譽乃分配至預期將受益於合併協同效應之各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽之各單位或單位組別指實體內就內部管理目的監察商譽之最低層級。商譽乃於經營分類層級進行監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of non-financial assets

Intangible assets that have an indefinite useful life, or intangible assets not ready to use, are not subject to amortisation and are tested at least annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.11 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

2 重要會計政策概要(續)

2.10 非財務資產的減值

並無指定可用期限之無形資產或不準備動用的無形資產毋須攤銷，但須最少每年測試有否出現減值。倘發生任何可能導致無法收回賬面值之事件或情況變化，則會檢討須予攤銷資產的減值情況。倘資產賬面值超越其可收回金額，則確認減值虧損。可收回金額為資產公平值減出售成本後之價值與其使用價值之較高者。為評估減值，資產按個別可識別現金流量之最低水平分類(現金產生單位)。出現減值之商譽以外之非財務資產會於各報告日期審閱撥回減值之可能性。

2.11 財務資產

(a) 分類

本集團按以下類別將財務資產分類為：按公平值記入損益、貸款及應收款項以及可供出售等類別。分類視購入之財務資產的目的釐定。管理層於初步確認時確定財務資產之分類。

(i) 按公平值記入損益之財務資產

按公平值記入損益之財務資產為持作買賣財務資產。倘購入之主要目的為於短期內出售，財務資產將按此類別分類。除非指定作對沖用途，否則衍生工具分類為持作買賣。倘預計可於十二個月內支付，此類資產列作流動資產，否則列作非流動資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.11 Financial assets (Continued)

(a) Classification (Continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables comprise trade and other receivables, amount due from an associate and a joint venture, bond investment and cash and cash equivalents in the balance sheet (Notes 2.13 and 2.14).

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

2 重要會計政策概要(續)

2.11 財務資產(續)

(a) 分類(續)

(ii) 貸款及應收款項

貸款及應收款項為固定或可確定付款額而並無於活躍市場報價之非衍生財務資產，乃於流動資產入賬，除報告期末後超過12個月結算或預期將予結算的金額，則列作非流動資產。於資產負債表，貸款及應收款項包括應收貿易賬款及其他應收款項、應收一間聯營公司及一間合資企業款項、債券投資以及現金及現金等價物(附註2.13及2.14)。

(iii) 可供出售財務資產

可供出售財務資產乃既非指定為此類亦非分類為任何其他類別之非衍生工具。該等財務資產列入非流動資產，除非投資於報告期末起計12個月內到期，或管理層打算於報告期末起計12個月內將之出售則不在此限。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.11 Financial assets (Continued)

(b) Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are recognised in the consolidated income statement in the period in which they arise.

Changes in the fair value of monetary and nonmonetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement.

2 重要會計政策概要(續)

2.11 財務資產(續)

(b) 確認及計量

一般方式之財務資產買賣於本集團承諾買賣資產之交易日確認。投資初步按公平值及並非按公平值記入損益之所有財務資產交易成本確認。按公平值記入損益之財務資產初步按公平值確認，交易成本則於綜合收益表支銷。財務資產於自投資收取現金流量之權利屆滿或已轉讓以及本集團轉讓擁有權絕大部分風險及回報時剔除確認。可供出售財務資產及按公平值記入損益之財務資產其後按公平值列賬。貸款及應收款項其後採用實際利率法按攤銷成本列賬。

「按公平值記入損益之財務資產」類別之公平值變動產生之損益於產生期間在綜合收益表確認。

分類為可供出售之貨幣及非貨幣證券之公平值變動乃於其他全面收入中確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公平值調整記入綜合收益表內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.11 Financial assets (Continued)

(b) *Recognition and measurement (Continued)*

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

(c) *Offsetting financial instruments*

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

(d) *Impairment of financial assets*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are recognised only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2 重要會計政策概要(續)

2.11 財務資產(續)

(b) *確認及計量(續)*

按實際利率法計算的可供出售證券利息，乃於綜合收益表中確認為其他收入的部分。可供出售權益工具股息會在本集團收取股息的權利獲確立時於綜合收益表中列作其他收入的部分。

(c) *抵銷金融工具*

當有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，財務資產與負債可互相抵銷，並在資產負債表報告其淨額。法定可執行權利不得以未來事件為條件，且必須可於正常業務過程中及公司或對手方違約、無力償債或破產的情況下執行。

(d) *財務資產減值*

本集團於各報告期間結算日評估是否有任何客觀證據顯示財務資產或一組財務資產出現減值。倘存在客觀證據證明於首次確認資產後發生一宗或多宗事件導致出現減值(「虧損事項」)，且可以合理估計該(或該等)虧損事項對該項或該組財務資產估計未來現金流量構成之影響，方確認財務資產或財務資產組別減值及減值虧損。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.11 Financial assets (Continued)

(d) Impairment of financial assets (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the consolidated income statement.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss — is removed from equity and recognised in the separate consolidated income statement. Impairment losses recognised in the separate consolidated income statement on equity instruments are not reversed through the separate consolidated income statement.

2 重要會計政策概要(續)

2.11 財務資產(續)

(d) 財務資產減值(續)

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按財務資產原實際利率折現之估計日後現金流量(不包括仍未產生之日後信貸虧損)現值間差額計量。資產賬面值予以削減，而虧損金額則在綜合收益表確認。

倘減值虧損金額於日後期間減少，且減少與確認減值後出現之事項客觀相關(如欠債人信貸評級改善)，則於綜合收益表確認撥回過往確認之減值虧損。

本集團於各報告期間末評估是否有任何客觀證據顯示財務資產或一組財務資產出現減值。對於分類為可供出售之股權投資，證券公平值之大幅度或長期跌至低於其成本值，則亦是證券已減值之證據。若可供出售財務資產存在此等證據，累計虧損(按購買成本與當時公平值之差額，減該財務資產之前在損益確認之任何減值虧損計算)自權益中剔除並在個別綜合收益表記賬。在個別綜合收益表確認之權益工具的減值虧損不會透過個別綜合收益表撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.13 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.14 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand and deposits held at call with banks.

2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 重要會計政策概要(續)

2.12 存貨

存貨按成本與可變現淨值中之較低者入賬。成本按先入先出法計算。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關生產雜費(按正常營運能力計算)，但不包括借貸成本。可變現淨值為於日常業務中估計售價減適用不定額出售費用。

2.13 應收貿易賬款及其他應收款項

應收貿易賬款為在日常業務過程中出售商品或提供服務之應收客戶款項。倘預期應收貿易賬款及其他應收款項可於一年或之內(或一般營運業務週期內(如較長))收回，則列作流動資產，否則，將列作非流動資產。

應收貿易賬款及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計算。

2.14 現金及現金等價物

於綜合現金流量表，現金及現金等價物包括手頭現金及銀行活期存款。

2.15 股本

普通股分類為股本。

發行新股或購股權直接應佔之遞增成本，於扣除稅項後於權益列賬為所得款項減少。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.18 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2 重要會計政策概要(續)

2.16 應付貿易賬款及其他應付款項

應付貿易賬款為在日常業務過程中向供應商購買商品或服務之付款責任。如須於一年或以內(或一般營運業務週期內(如較長))，應付貿易賬款及其他應付款項會分類為流動負債，否則，將列作非流動負債。

應付貿易賬款及其他應付款項初步以公平值確認，其後利用實際利率法按攤銷成本計量。

2.17 借貸

借貸初步以公平值減所產生交易成本確認。借貸其後以攤銷成本列賬；扣除交易成本後所得款項與贖回價值間差額，乃以實際利率法於借貸期間在綜合收益表確認。

除非本集團擁有無條件權利遞延結算負債至結算日起計最少12個月，否則借貸分類為流動負債。

2.18 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間以作其擬定用途或銷售之資產)之一般及特定借貸成本乃加入該等資產之成本內，直至資產大致上備妥供其擬定用途或銷售之有關時間為止。

就特定借貸於等待合資格資產支出時之臨時投資賺取之投資收入，自合資格資本化之借貸成本中扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.18 Borrowing costs (Continued)

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

2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries and its associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 重要會計政策概要(續)

2.18 借貸成本(續)

所有其他借貸成本於產生期內之損益中確認。

2.19 即期及遞延所得稅

期間稅項開支包括即期及遞延稅項。稅項於綜合收益表確認，惟倘與其他全面收入確認或直接於權益確認之項目有關，則稅項亦分別於其他全面收入或直接於權益確認。

即期所得稅開支以本公司、其附屬公司及其聯營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單。其於適當情況下按預期支付予稅務機關之數額計提撥備。

遞延所得稅乃就資產及負債的稅基與有關資產及負債於綜合財務報表的賬面值兩者間暫時差額，以負債法確認。然而，倘遞延所得稅乃產生自初步確認交易(業務合併除外)資產或負債，而當時之交易並無影響會計或應課稅溢利或虧損，則不會列賬。遞延所得稅乃以於結算日已頒佈或實際頒佈，並預期於變現相關遞延所得稅資產或清付遞延所得稅負債時適用之稅率(及法律)釐定。

遞延所得稅資產僅於預期日後可能出現應課稅溢利用作抵銷暫時差額時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax (Continued)

Deferred income tax liabilities are provided on temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Employee benefits

(a) Pension obligations

The Group operates a number of defined contribution pension schemes for its employees. The pension plans are funded by payments from employees and by the Group. The Group's contributions to the Mandatory Provident Fund Scheme established under the Hong Kong Mandatory Provident Fund Schemes Ordinance are expensed as incurred. The assets are held separately from those of the Group and managed by related independent professional fund managers.

For employees in Mainland China, the Group contributes on a monthly basis to various defined contribution retirement benefit plans organised by relevant municipal and provincial governments based on specified percentages of the relevant employees' monthly salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred.

2 重要會計政策概要(續)

2.19 即期及遞延所得稅(續)

本集團就於附屬公司及聯營公司之投資產生之暫時差額作出遞延所得稅負債撥備，惟有關本集團可控制撥回該暫時差額之時間，且該暫時差額不大可能於可預見將來撥回之遞延所得稅負債者除外。

倘有可強制執行權利以即期稅項資產抵銷即期稅項負債，且遞延所得稅資產及負債與相同稅務機構就有意以淨額基準結清結餘之應課稅實體或不同應課稅實體所徵收所得稅有關，則遞延所得稅資產與負債互相抵銷。

2.20 僱員福利

(a) 退休金責任

本集團為僱員設立若干定額供款公積金計劃。退休計劃之資金來源為僱員及本集團之供款。本集團對根據香港強制性公積金計劃條例而設的強制性公積金計劃作出之供款於產生時支銷。其資產與本集團之資產分開持有，並由有關的獨立專業基金經理管理。

至於中國內地之僱員，本集團按有關僱員月薪之若干百分比，每月向有關市及省政府運作之多項定額供款退休福利計劃供款。於此等計劃下，有關市及省政府承諾承擔所有現有及日後退休僱員之有關退休福利責任。除作出供款外，本集團對退休後福利再無進一步責任。向該等計劃作出之供款，於產生時列作開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.20 Employee benefits (Continued)

(b) *Share-based compensation*

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- i) including any market performance conditions (for example, an entity's share price);
- ii) excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- iii) including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

2 重要會計政策概要(續)

2.20 僱員福利(續)

(b) *股份付款報酬*

本集團設有以權益結算、以股份為基礎的報酬計劃，根據該等計劃，實體收取僱員的服務以作為本集團權益工具(期權)的代價。僱員為換取獲授予期權而提供服務的公平值確認為開支。將支銷的總金額參考授予期權的公平值釐定：

- i) 包括任何市場表現條件(例如實體的股價)；
- ii) 不包括任何服務和非市場表現歸屬條件(例如盈利能力、銷售增長目標和僱員在某特定時期內留任實體)的影響；及
- iii) 包括任何非歸屬條件(例如規定僱員儲蓄)的影響。

非市場表現和服務條件包括在有關預期歸屬的期權數目的假設中。開支總額在歸屬期間內確認，歸屬期間指將符合所有特定歸屬條件的期間。此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期與授出日期之間內的開支作出估計。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)

2.20 Employee benefits (Continued)

(b) *Share-based compensation (Continued)*

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries undertakings, with a corresponding credit to equity.

(c) *Employee leave entitlements*

Employees' entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employees' entitlements to sick leave and maternity leave are not recognised until the time of leave.

(d) *Other benefits*

Other directors' and employees' obligations are recorded as a liability and charged to the consolidated income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

2 重要會計政策概要(續)

2.20 僱員福利(續)

(b) *股份付款報酬(續)*

在每個報告期末，本集團依據非市場表現和服務條件修訂其對預期歸屬的期權數目的估計。其在收益表確認對原估算修訂(如有)的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款項扣除任何直接歸屬交易成本撥入股本(面值)和股份溢價。

本公司向本集團附屬公司僱員授出有關股本工具之購股權被視為注資。所獲僱員服務之公平值乃參考授出日期之公平值計量，於歸屬期間確認為於附屬公司投資增加，並相應記入權益。

(c) *僱員應享假期*

僱員應享年假及長期服務假期於有關假期應計予僱員時確認。本集團已為僱員於截至結算日止提供服務估計所享有年假及長期服務假期之預計負債作出撥備。

僱員應得之病假及產假於休假期時始予確認。

(d) *其他福利*

當本集團有合約責任或過往做法導致產生推定責任時，其他董事及僱員債務會列賬為負債並於綜合收益表扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Contingent liability

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

2 重要會計政策概要(續)

2.21 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算之情況下，方會確認撥備。本集團不會就日後經營虧損確認撥備。

倘本集團承擔若干類似責任，於釐定履行責任是否需要流出資源時，將按整類責任予以考慮。即使同類責任當中任何一個項目有導致資源流出可能性甚低，亦會確認撥備。

撥備按預期結清承擔所須開支之現值，以反映現行市場對承擔之現金及風險時間價值評估之稅前利率計算。隨時間增加之撥備會確認為利息開支。

2.22 或然負債

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一項或多項日後或會或不會發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能因過往事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地計量而未有確認。或然負債不會確認，但會於綜合財務報表附註披露。倘有關導致經濟資源流出之可能性變動致使可能流出經濟資源，則或然負債確認為撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue from sales of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

The Group manufactures and sells a range of electronic, and other products in the wholesale market. Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products, the amount of sales can be reliably measured and it is probable that future economic benefits will flow to the entities.

2.24 Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

2 重要會計政策概要(續)

2.23 收益確認

收益為本集團日常業務中銷售貨物已收或應收代價之公平值。收益按扣除增值稅、退貨、回扣及折扣列示，並已抵銷本集團內公司間交易。

當收益數額能可靠地計量，而未來經濟利益很可能流入該實體，且符合特定準則時，本集團會確認來自銷售貨物之收益。本集團根據其往績，並考慮客戶類別、交易種類及各項安排之特點作出估計。

本集團製造及在批發市場銷售各種電子及其他產品。銷售貨物乃於本集團之實體已向客戶交付產品，而客戶已接納有關產品，加上銷售金額能夠可靠計量及未來經濟利益很可能流向實體時予以確認。

2.24 利息收入

利息收入利用實際利率法確認。當應收款項減值時，本集團將減低其賬面值至可收回金額，可收回金額即以該工具之原本實際利率折現預計未來現金收入，並繼續將折現確認為利息收入。減值貸款之利息收入按原來實際利率確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.25 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.26 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor), including upfront payment made for leasehold land and land use rights, are charged to the consolidated income statement on a straight-line basis over the period of the lease.

2.27 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

2 重要會計政策概要(續)

2.25 股息收入

股息收入於確立收款權利時確認。

2.26 經營租賃

凡擁有權大部分風險及回報仍屬出租人所有之租約，均列作經營租賃。根據經營租賃作出之付款在扣除自出租人收取之任何優惠後(包括就租賃土地及土地使用權預付之款項)，按租期以直線法在綜合收益表扣除。

2.27 政府補助

倘能夠合理保證政府補助可以收取且本集團將符合所有附帶條件，補助將按其公平值確認。

與成本有關的政府補助遞延，並按擬補償的成本配合所需期間於損益確認。

與物業、廠房及設備有關的政府補助記入非流動負債中的遞延政府補助，並於相關資產的預期年限內按直線基準記入損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Financial guarantees

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantee at inception, but performs a liability adequacy test at each reporting date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee would result in a present legal or constructive obligation.

If the liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

2.29 Derivative financial instruments

Derivative financial instruments are initially measured at fair value on the date the derivative contracts are entered into and are subsequently re-measured at their fair values. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedged instrument, and if so, the nature of item being hedged.

As at 31 March 2017, the Group had not designated any derivatives as hedging instruments. Changes in fair values of derivatives that do not qualify for hedge accounting are being included in the consolidated income statement as "other (losses)/gains, net".

2.30 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders in case of final dividend and the Company's directors in case of interim dividend.

2 重要會計政策概要(續)

2.28 財務擔保

財務擔保(一種保險合約)為要求發出人須對持有者就特定欠債人未能履行債務工具之原有或經修改條款在付款期限前作出付款時承諾補償持有者之損失之合約。本集團不會於財務擔保開始時確認負債,但於每個報告日,就其財務擔保之負債淨額之賬面值與倘財務擔保導致出現現行法定或推定責任其所須償付之數額,進行負債撥備恰當測試。

倘負債低於其現行法定或推定責任之數額,相差之數額將即時全數於綜合收益表中確認。

2.29 衍生金融工具

衍生金融工具初步按衍生工具合約訂立當日之公平值計量,其後按其公平值重新計量。確認所產生損益之方法須視乎衍生工具是否指定為對沖工具,如屬對沖工具,則會對沖到期項目。

於二零一七年三月三十一日,本集團並無指定任何衍生工具作為對沖工具。不合資格作對沖會計法之衍生工具公平值變動,於綜合收益表列為「其他(虧損)/收益,淨額」。

2.30 派付股息

向本公司股東派付之股息,於本公司股東就末期股息及本公司董事就中期股息批准派付股息之期間,在本集團財務報表確認為負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, cash flow and fair value interest rate risk, credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance.

(i) Foreign currency risk

The Group mainly operates in Hong Kong, Mainland China and Macao and its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars ("US\$") and Renminbi ("RMB"). Foreign currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not an entity's functional currency. As Hong Kong dollars are pegged against United States dollars, management considers that the Group is mainly exposed to foreign currency risk with respect to RMB. Management monitors foreign currency exchange exposure and will take measures to minimise the currency translation risk. As at 31 March 2017, the Group has not used any financial instruments to hedge against foreign currency risk.

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險：外匯風險、現金流量及公平值利率風險、信貸風險及流動資金風險。本集團整體風險管理計劃集中於無法預測之金融市場，並盡量減低對本集團業績之潛在不利影響。

(i) 外匯風險

本集團主要在香港、中國內地及澳門經營，而其業務交易、資產及負債主要以港元、美元（「美元」）及人民幣（「人民幣」）結算。於未來之商業交易或已確認資產及負債並非以實體之功能貨幣結算時，將會產生外匯風險。由於港元與美元掛鈎，管理層認為本集團主要就人民幣面對外匯風險。管理層監察外匯風險並將採取措施，將匯兌風險降至最低。於二零一七年三月三十一日，本集團概無使用任何金融工具以對沖外匯風險。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(i) Foreign currency risk (Continued)

As at 31 March 2017 and 2016, if both Hong Kong dollars and United States dollars had strengthened/weakened by 5% against RMB with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of foreign exchange losses/gains on translation of monetary assets and liabilities denominated in foreign currencies of the relevant group companies, as follows:

Post-tax profit (decrease)/increase	除稅後溢利(減少)/增加
— Strengthen 5%	— 升值5%
— Weakened 5%	— 貶值5%

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for the loan receivable and cash and cash equivalents, details of which are disclosed in Notes 20 and 21 respectively.

The Group's interest rate risk primarily relates to its bank borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. The Group currently does not hedge its interest rate risk. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise. The interest rates and terms of repayment of borrowings are disclosed in Note 22.

The Group has no fixed interest rate borrowings. Therefore it does not have any fair value interest rate risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(i) 外匯風險(續)

於二零一七年及二零一六年三月三十一日，倘港元及美元兌人民幣已升值／貶值5%，而所有其他因素不變，各年度之除稅後溢利則會有所變動，主要因換算以相關集團公司外幣結算之貨幣資產及負債產生匯兌虧損／收益如下：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(13,196)	(7,988)
13,196	7,988

(ii) 現金流量及公平值利率風險

本集團之收入及經營現金流量大致上不受市場利率變動影響，原因為除貸款應收款項以及現金及現金等價物外，本集團並無重大計息資產，有關詳情分別於附註20及21披露。

本集團之利率風險主要與銀行借貸有關。浮息借貸令本集團面對現金流量利率風險。本集團現時並無對沖其利率風險。然而，管理層密切監察有關利率風險，並於需要時考慮對沖重大利率風險。借貸利率及還款條款於附註22披露。

本集團並無定息借貸，故並無面對任何公平值利率風險。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(ii) Cash flow and fair value interest rate risk (Continued)

At 31 March 2017 and 2016, if the interest rates on bank borrowings had been 50 basis points higher/lower than the prevailing interest rate, with all other variables held constant, post-tax profit for the year would have been HK\$480,000 (2016: HK\$468,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowings.

(iii) Credit risk

Credit risk is managed on a group basis. The Group's financial assets are trade and other receivables, available-for-sale financial assets, bond investment, financial assets at fair value through profit or loss, amount due from an associate and cash at banks. The amounts of those assets stated in the consolidated balance sheet represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's credit risk is concentrated on a number of major and long established customers. Trade receivables from the top five customers accounted for approximately 39% (2016: 31%) of the Group's total trade receivables. The Group has policies in place to ensure that sales are made to customers with appropriate credit histories and to limit the amount of credit exposure to any individual customer. The Group reviews the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's past experience in collection of trade receivables falls within the recorded allowances. In order to minimise credit risk to the Group, the Group has certain non-recourse factoring arrangements with banks to cover the credit risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(ii) 現金流量及公平值利率風險(續)

於二零一七年及二零一六年三月三十一日，倘銀行借貸之利率較現行利率高／低50個基點，而所有其他因素不變，年內除稅後溢利則應減少／增加480,000港元(二零一六年：468,000港元)，主要因浮息銀行借貸之利息開支較高／較低產生。

(iii) 信貸風險

信貸風險按類別基準管理。本集團之財務資產為應收貿易賬款及其他應收款項、可供出售財務資產、債券投資、按公平值記入損益之財務資產、應收一間聯營公司款項以及銀行現金。於綜合資產負債表列賬之該等資產金額指本集團就財務資產須承擔之最高信貸風險。

本集團之信貸風險主要集中於多個主要及長期客戶。來自五大客戶之應收貿易賬款佔本集團應收貿易賬款總額約39% (二零一六年：31%)。本集團已制定政策，確保向信貸記錄良好之客戶銷售，並限制對任何個別客戶之信貸額。本集團於各個結算日檢討各項個別應收貿易賬款之可收回金額，以確保就不可收回金額作出足夠減值虧損。本集團過往收回之應收貿易賬款屬已提撥準備範圍內。為減低本集團之信貸風險，本集團與銀行訂立若干無追溯權代理收賬安排，就信貸風險提供保障。

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Credit risk (Continued)

The credit risk on bond investment and cash at banks are limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to available-for-sale financial assets are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

For loans and receivables, amount due from an associate and financial assets at fair value through profit or loss, the Group regularly monitors the financial positions of these companies/counterparties to assess their recoverability. Management does not expect any losses from non-performance by these counterparties.

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. The Group manages its liquidity risk by controlling the level of inventories, closely monitoring the turnover days of receivables, monitoring its working capital requirements and keeping credit lines available.

Management monitors rolling forecasts of the Group's bank facilities and cash and cash equivalents on the basis of expected cash flows.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iii) 信貸風險(續)

由於交易對手均為國際信貸評級機構給予高信貸評級之銀行，故債券投資及銀行現金之信貸風險有限。有關可供出售財務資產之交易僅與良好信譽金融機構有關。本集團已制定政策限制任何一間財務機構之信貸風險金額。

就貸款及應收款項、應收一間聯營公司款項及按公平值記入損益之財務資產而言，本集團定期監察該等公司／交易對手之財務狀況，以評估其還款能力。管理層預期不會因該等交易對手不履行付款責任而產生任何虧損。

(iv) 流動資金風險

本集團審慎管理流動資金風險，備有充足現金及現金等價物，並透過已獲承諾之充裕信貸融資維持充足資金。本集團透過控制其存貨水平、密切監察應收款項週轉日、監察營運資金需要及維持信貸融資，管理其流動資金風險。

管理層按預期現金流量為基準，監察本集團銀行融資以及現金及現金等價物之滾存預測。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 財務風險管理(續)

3.1 財務風險因素(續)

(iv) 流動資金風險(續)

下表顯示本集團之非衍生財務負債及按淨額基準結算之衍生財務負債分析，按於結算日至合約到期日期餘下期間劃分為有關到期類別。倘衍生財務負債之合約到期日對了解現金流量時間屬重要，則會於分析中記入有關衍生財務負債。表內所披露金額為合約未貼現現金流量。

		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
		按要求	少於一年	一至兩年	兩至五年	超過五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 March 2017	二零一七年 三月三十一日						
Trade payables	應付貿易賬款	—	193,454	—	—	—	193,454
Other payables and accruals	其他應付款項及 應計費用	—	51,559	—	—	—	51,559
Borrowings	借貸	104,071	4,299	3,012	3,717	—	115,099
		104,071	249,312	3,012	3,717	—	360,112
31 March 2016	二零一六年 三月三十一日						
Trade payables	應付貿易賬款	—	149,764	—	—	—	149,764
Other payables and accruals	其他應付款項及 應計費用	—	35,704	—	—	—	35,704
Borrowings	借貸	95,000	6,430	4,440	6,717	—	112,587
Net settled derivative financial instruments	淨結算衍生金融工具	—	1,946	—	—	—	1,946
		95,000	193,844	4,440	6,717	—	300,001

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The table below summarises the maturity analysis of the loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained above.

Taking into account the Group’s financial position, the Directors do not consider that it is probable that the banks will exercise their discretions to demand immediate repayment. The Directors believe that such loans will be repaid in accordance with the scheduled repayment date set out in the loan agreements.

Maturity Analysis — Bank borrowings subject to a repayment on demand clause based on scheduled repayments:

		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
		按要求	少於一年	一至兩年	兩至五年	超過五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 March 2017	二零一七年三月三十一日	—	42,612	43,024	21,240	—	106,876
31 March 2016	二零一六年三月三十一日	—	37,042	37,043	23,727	—	97,812

3 財務風險管理(續)

3.1 財務風險因素(續)

(iv) 流動資金風險(續)

下表概列帶有按要求償還條款的銀行借款根據貸款協議所載之協定還款時間表作出之到期日分析。有關金額包括運用合約利率計算之利息付款。因此，此等金額高於上述到期日分析中「按要求」時間範圍中披露之金額。

計及本集團之財務狀況，董事會認為銀行將行使酌情權要求即時還款的可能性不大。董事相信該等貸款將根據貸款協議所訂預定還款期償還。

到期日分析 — 具有於要求時償還條文的銀行貸款，根據預定還款期：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity as shown in the consolidated balance sheet.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total bank borrowings	銀行借貸總額	115,015	112,129
Total equity	權益總額	670,472	667,331
Gearing ratio	資產負債比率	17.2%	16.8%

3.3 Fair value estimation

The table below analyses the Group's financial assets and liabilities carried at fair value as at 31 March 2017 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本之目標為保障本集團能夠持續經營，從而為股東帶來回報及其他利益擁有人帶來利益，以及維持良好資本結構，以減低資本成本。

為維持或調整資本結構，本集團或會調整向股東派付之股息金額、發行新股份或出售資產，以減低債務。

本集團按資產負債比率監察資本。此比率以借貸總額除綜合資產負債表所示總權益計算。

3.3 公平值估計

下表為本集團於二零一七年三月三十一日按公平值入賬之財務資產及負債按計量公平值所用之估值方法之輸入數據層級作出之分析。該等輸入數據於公平值層級架構中分為以下三個層級：

- 同類資產或負債於活躍市場之報價(未經調整)(第一級)。
- 報價以外之輸入值，包括第一級之可直接(即按其價格)或間接(即自其價格得出)測定之資產或負債(第二級)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

See Note 8 for disclosures of the investment property that is measured at fair value.

The following table presents the Group's financial assets and liabilities that are measured at fair value at 31 March 2017 and 2016:

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2017	二零一七年				
Assets:	資產：				
Available-for-sale financial asset	可供出售財務資產	—	—	16,439	16,439
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	—	—	4,838	4,838
		—	—	21,277	21,277
2016	二零一六年				
Assets:	資產：				
Available-for-sale financial asset	可供出售財務資產	—	—	16,678	16,678
Liabilities	負債				
Derivative financial instruments	衍生金融工具	—	1,946	—	1,946

3 財務風險管理(續)

3.3 公平值估計(續)

- 並非以可測定市場數據(即不可測定之輸入值)為基準之資產或負債輸入值(第三級)。

有關按公平值計量之投資物業之披露請參閱附註8。

下表呈列本集團於二零一七年及二零一六年三月三十一日按公平值計量之財務資產及負債：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

There were no transfers between levels 1, 2 and 3 during the year.

The following table presents the changes in level 3 instruments for the year ended 31 March 2017:

		Financial assets at fair value through profit or loss 按公平值記入 損益之財務資產 HK\$'000 千港元	Available-for- sale financial asset 可供出售 財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April	於四月一日	—	16,678	16,678
Additions	添置	4,951	—	4,951
Fair value loss	公平值虧損	(113)	(239)	(352)
At 31 March	於三月三十一日	4,838	16,439	21,277

The following table presents the changes in level 3 instruments for the year ended 31 March 2016:

			Available-for- sale financial asset 可供出售 財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April	於四月一日		13,358	13,358
Fair value gain	公平值收益		3,320	3,320
At 31 March	於三月三十一日		16,678	16,678

3 財務風險管理(續)

3.3 公平值估計(續)

於年內，第一、二及三級之間並無任何轉讓。

下表顯示第三級工具於截至二零一七年三月三十一日止年度之變動：

下表顯示第三級工具於截至二零一六年三月三十一日止年度之變動：

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The Group does not have level 1 financial instruments.

The fair value of financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to assess the fair value of an instrument are observable, the instrument is included in level 2. The Group's derivative financial liabilities are level 2 financial instruments and their fair values are determined with reference to quotations provided by various banks. The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The Group's available-for-sale financial assets and financial assets at fair value through profit or loss as at 31 March 2017 are level 3 financial assets. The fair values of the Group's available-for-sale financial assets are determined based on the net asset values of the funds calculated with reference to the quoted prices in active markets of the underlying investments of the funds. The fair values of the Group's financial assets at fair value through profit or loss are valued by an independent professional valuer and determined based on the market capitalisation of the investees with key inputs being price/earnings ratios of comparable companies, lack of marketability discount rate, and forecasted business performance of the investees.

3 財務風險管理(續)

3.3 公平值估計(續)

於活躍市場買賣之金融工具公平值按於結算日之市場報價計量。倘可以輕易地定期自交易所、交易商、經紀、業界團體、定價服務或監管機構取得報價，而有關報價反映實際定期經公平磋商進行之公平市場交易，則該市場被視為活躍市場。本集團並無第一級金融工具。

並非於活躍市場買賣之金融工具公平值以估值技術釐定。該等估值技術盡量應用觀察可得現有市場數據，並盡量避免應用個別實體之估算。倘評估工具的公平值所用全部主要輸入值均為觀察可得，則該工具屬於第二級。本集團之衍生金融負債屬於第二級金融工具，而其公平值參照不同銀行所提供報價釐定。遠期外匯合約之公平值乃使用於結算日之遠期匯率並將所得價值貼現回現值。

倘一項或多項主要輸入值並非以觀察可得市場數據為基準，則該工具屬於第三級。於二零一七年三月三十一日，本集團可供出售財務資產及按公平值計入損益之財務資產為第三級財務資產。本集團之可供出售財務資產公平值乃參考基金之相關投資於活躍市場之報價計算之基金資產淨值釐定。本集團按公平值記入損益之財務資產之公平值乃由獨立專業估值師估值及以擁有關鍵輸入數據(即可資比較公司的被價格／盈利比率)的投資方的市值、缺乏可銷售貼現率及投資者預測業務表現釐定。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated write-downs of inventories to net realisable value

The Group writes down inventories to net realisable value based on an assessment of the realisability of inventories. Write-downs 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 judgment and estimates. These estimates are based on the market condition and the historical experience of selling prices of similar nature. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate has been changed.

4 重要會計估計及判斷

估計及判斷不斷按過往經驗及其他因素評核並以此為基準，包括於有關情況相信屬合理的日後事件預期。

本集團就未來作出估計及假設，所得出會計估計顧名思義極少與相關實際結果對等。有重大風險於下個財政年度導致資產及負債賬面值出現重大調整之估計及假設於下文討論。

(a) 存貨撇減至可變現淨值之估計

本集團根據存貨之可變現情況評估將存貨撇減至可變現淨值。當有事件或情況轉變顯示結餘未必能變現時，即記錄存貨撇減值。識別撇減值須運用判斷及估計。該等估計乃按市況及同類性質售價之過往經驗為基準。當預期與原來估計有出入時，該差異將影響存貨之賬面值，故會撇減該估計變動期內之存貨。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS
(CONTINUED)

(b) Fair value of financial assets, investment property
and derivative financial instruments

The fair values of financial assets and derivative financial instruments that are traded in an active market are determined by the quoted market prices.

The fair value of investment property is determined by using valuation technique. Details of the judgment and assumptions have been disclosed in Note 8.

For the fair values of financial assets and derivative financial instruments not traded in an active market, the Group would use the valuation technique or the quoted price provided by counterparty to estimate the fair values. The methodologies, models and assumptions used in valuing these financial assets and derivative financial instruments require judgment by management which are mainly based on market conditions existing at each balance sheet date. For further details refer to section 3.3 above.

(c) Estimated useful lives and impairment of property,
plant and equipment

The Group's property, plant and equipment are depreciated based on their estimated useful lives and estimated residual values. Management has reviewed the estimated useful lives and considers they are appropriate. 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 market conditions. Management will increase the depreciation charges where useful lives are less than previously estimated and will dispose of technically obsolete or non-strategic assets that have been abandoned. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

4 重要會計估計及判斷(續)

(b) 財務資產、投資物業及衍生
金融工具之公平值

在活躍市場買賣之財務資產及衍生金融工具之公平值按市場報價釐定。

投資物業之公平值乃使用估值技術釐定。有關判斷及假設之詳情已披露於附註8。

就並無在交投活躍市場買賣之財務資產及衍生金融工具之公平值而言，本集團利用估值技巧或對手提供之報價估計公平值。該等財務資產及衍生金融工具之估值方法、模式、假設需要管理層作出判斷，主要根據每個結算日當時之市場情況作出。進一步詳情請參照上文第3.3節。

(c) 物業、廠房及設備之估計可
使用年期及減值

本集團之物業、廠房及設備乃根據其估計可使用年期及估計剩餘價值進行折舊。管理層已審閱估計可使用年期並認為彼等屬適當。此估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期之歷史經驗作出。其可能會因技術創新及競爭者響應市況之行動而發生重大改變。倘可使用年期少於先前估計之年期，管理層將增加折舊開支，並將出售已被放棄之技術陳舊或非策略資產。實際經濟年期可能有別於估計可使用年期。定期審閱可能導致折舊年期發生改變，以致改變未來期間之折舊開支。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS
(CONTINUED)

(c) Estimated useful lives and impairment of property,
plant and equipment (Continued)

Impairment loss on property, plant and equipment is recognised as the amount by which the carrying amount exceeds its recoverable amount in accordance with the accounting policy stated in Note 2.10. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use, which are based on the best information available to reflect the amount obtainable at each reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

(d) Income taxes

The Group is subject to various taxes in a number of jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimate is changed.

4 重要會計估計及判斷(續)

(c) 物業、廠房及設備之估計可使用年期及減值(續)

根據附註2.10所載之會計政策，物業、廠房及設備之減值虧損按賬面金額超出其可收回金額之差額確認。可收回金額為資產扣除出售成本後之公平值與使用價值間兩者之較高者，乃根據可得之最佳資料計算，以反映於各報告日期從知情及自願買賣雙方進行之公平交易中出售資產，經扣除出售成本後所獲取之金額。

(d) 所得稅

本集團須繳納多個司法權區之稅項，決定所得稅撥備時須作出重大評估。有關多項交易及計算之最終稅項未能於日常業務中確定。倘最終稅務結果與初步記錄款額有別，差額將影響決定期間即期所得稅及遞延所得稅撥備。

於管理層認為很可能有日後應課稅溢利以動用暫時差額或稅項虧損時，確認有關若干暫時差額之遞延稅項資產。倘預期情況與原先估計有別，有關差額將影響估計變動期間確認之遞延稅項資產及所得稅開支。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS
(CONTINUED)

(e) **Estimated provision for impairment of trade receivables and other receivables**

The Group makes provision for impairment of trade receivables and other receivables based on an assessment of the recoverability of trade receivables and other receivables. Provisions are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. For trade receivables, the assessment is based on the credit history of its customers and the current market condition, and requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment is recognised in the year in which such estimate has been changed. For loan and other receivables, the provision was made by reference to the difference between the carrying amount of the other receivables and the present value of estimated future cash flows.

(f) **Estimated impairment of goodwill**

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of cash generating units have been determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates (Note 2.10). These calculations require the use of estimates.

4 重要會計估計及判斷(續)

(e) **應收貿易賬款及其他應收款項減值撥備之估計**

本集團根據應收貿易賬款及其他應收款項之可收回情況評估，作出應收貿易賬款及其他應收款項減值撥備。當有事件或情況轉變顯示結餘未必能收回時，即會就應收貿易賬款及其他應收款項作出撥備。有關應收貿易賬款，評估乃按其客戶之信貸記錄及現行市況為基準，並須作出判斷及估計。當預期與原來估計有出入時，該差異將影響應收貿易賬款之賬面值，故會於該估計變動年內確認減值。至於貸款及其他應收款項，則參考其他應收款項的賬面值與估計未來現金流量的現值兩者之間的差額而計提準備。

(f) **估計商譽減值**

本集團根據附註2.9所述會計政策，每年檢測商譽有否出現任何減值。現金產生單位可收回款額按以管理層假設及估計(附註2.10)為基準編製之使用價值計算法釐定。此等計算須作出估計。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS
(CONTINUED)

(g) Impairment assessment of interests in associates

At each balance sheet date, the Group reviews internal and external sources of information to identify indications that the interest in associates which are significant to the Group may be impaired or an impairment loss previously recognised no longer exists or may have decreased.

The sources utilised to identify indications of impairment are often subjective in nature and the Group is required to use judgment in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at any given reporting date.

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the asset's value in use. The Group is required to make certain assumptions to make such assessment, including the projected business performance and future cash flows of the associates and appropriate discount rates. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of such associates. An impairment loss is recognised in the consolidated statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

4 重要會計估計及判斷(續)

(g) 聯營公司權益減值評估

於各資產負債表日期，本集團審閱內部及外部資料來源，以辨識對本集團而言屬重大之聯營公司權益可能減值或過往確認之減值虧損不再存在或可能已減低之跡象。

用於辨識減值跡象之來源通常屬主觀性質，而本集團須於對其業務應用有關資料時使用判斷。本集團對此資料之詮釋對是否於任何已有報告日期進行減值評估具有直接影響。

倘辨識到減值跡象，則有關資料將須本集團須一步估計可收回金額(即資產的使用價格)。本集團須就進行有關評估作出若干假設，包括聯營公司的預測業務表現及未來現金流量以及合適折現率。該等估計有任何變動可能對該等聯營公司的可收回金額未來估計造成重大變動。每當一項資產之賬面值超出其可收回金額，則於合併綜合收益表確認減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Executive Directors of the Group (collectively referred to as the "CODM") that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources.

During the year, the Executive Directors reviewed the qualitative factors such as business activities, economic and legal characteristics of the business and quantitative factors such as the financial performance of the two segments previously presented, namely electronics products and mould and plastic products, and have determined that the moulds and plastic products business did not qualify as a reportable or operating segment, as such business contributed to less than 10% of all of the Group's financial indicators. As a result, the Group has only one reportable segment under HKFRS 8.

An analysis of the Group's revenue from external customers by country of destination for the years ended 31 March 2017 and 2016 is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The United States of America	美國	625,647	554,206
Japan	日本	253,955	277,427
PRC (including Hong Kong)	中國(包括香港)	166,580	149,832
United Kingdom	英國	94,899	168,466
Taiwan	台灣	79,858	40,989
Australia	澳洲	70,708	79,184
Germany	德國	34,535	45,090
Others	其他	87,921	52,906
		1,414,103	1,368,100

5 分類資料

主要營運決策人被認定為作出策略決定之本集團執行董事(統稱「主要營運決策人」)。主要營運決策人審視本集團內部報告以評估表現和分配資源。

年內，執行董事已審閱定性因素(如業務活動、業務之經濟及法律特性)以及定量因素(如先前呈列之兩個分類(即電子產品及模具及塑膠產品)之財務表現)，並釐定模具及塑膠產品業務並不合資格構成可呈報或經營分類，因為上述業務佔本集團全部財務指標不足10%。因此，根據香港財務報告準則第8號，本集團僅有一個可呈報分類。

本集團截至二零一七年及二零一六年三月三十一日止年度按目的地國家劃分之外來客戶收益分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

An analysis of the Group's non-current assets, excluding deferred income tax assets, by geographical locations is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong	香港	85,790	90,847
Mainland China	中國內地	288,693	279,242
Macao	澳門	9	21
		374,492	370,110

For the year ended 31 March 2017, external revenue of approximately HK\$217,124,000 and HK\$155,726,000 were generated from two customers, who individually accounted for more than 10% of the Group's revenue.

For the year ended 31 March 2016, external revenue of approximately HK\$208,179,000, HK\$164,499,000 and HK\$141,779,000 were generated from three customers, who individually accounted for more than 10% of the Group's revenue.

6 LAND USE RIGHTS

The Group's interests in land use rights represented prepaid operating lease payments in Mainland China and their movements and net book value are analysed as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Beginning of the year	於年初	53,291	55,528
Amortisation	攤銷	(1,113)	(1,153)
Exchange differences	匯兌差額	(1,694)	(1,084)
End of the year	於年終	50,484	53,291

5 分類資料(續)

本集團按地區劃分之非流動資產(不包括遞延所得稅資產)分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong	香港	85,790	90,847
Mainland China	中國內地	288,693	279,242
Macao	澳門	9	21
		374,492	370,110

截至二零一七年三月三十一日止年度，外部收益源自兩名客戶各自佔本集團收益10%以上，銷售額分別約為217,124,000港元及155,726,000港元。

截至二零一六年三月三十一日止年度，外部收益源自三名客戶各自佔本集團收益10%以上，銷售額分別約為208,179,000港元、164,499,000港元及141,779,000港元。

6 土地使用權

本集團的土地使用權之權益為於中國內地的經營租賃預付款項，有關變動及賬面淨值之分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Beginning of the year	於年初	53,291	55,528
Amortisation	攤銷	(1,113)	(1,153)
Exchange differences	匯兌差額	(1,694)	(1,084)
End of the year	於年終	50,484	53,291

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT

7 物業、廠房及設備

		Land and building 土地及樓宇	Leasehold improvement 租賃物業裝修	Plant and machinery 廠房及機器	Furniture and equipment 傢俬及設備	Construction in progress 在建工程	Total 合計
		HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元	HK'000 千港元
At 1 April 2015	於二零一五年四月一日						
Cost	成本	169,944	59,080	118,785	28,530	1,087	377,426
Accumulated depreciation	累積折舊	(11,677)	(7,461)	(81,964)	(19,007)	—	(120,109)
Net book amount	賬面淨值	158,267	51,619	36,821	9,523	1,087	257,317
Year ended 31 March 2016	截至二零一六年三月三十一日止年度						
Opening net book amount	年初賬面淨值	158,267	51,619	36,821	9,523	1,087	257,317
Additions	添置	—	5,684	6,480	2,590	25,346	40,100
Disposals	出售	—	—	—	(15)	—	(15)
Depreciation	折舊	(3,868)	(5,706)	(12,340)	(3,640)	—	(25,554)
Exchange differences	匯兌差額	(4,700)	(2,042)	(1,435)	(429)	(6)	(8,612)
Closing net book amount	年終賬面淨值	149,699	49,555	29,526	8,029	26,427	263,236
At 31 March 2016	於二零一六年三月三十一日						
Cost	成本	165,047	62,477	122,569	29,575	26,427	406,095
Accumulated depreciation	累積折舊	(15,348)	(12,922)	(93,043)	(21,546)	—	(142,859)
Net book amount	賬面淨值	149,699	49,555	29,526	8,029	26,427	263,236
Year ended 31 March 2017	截至二零一七年三月三十一日止年度						
Opening net book amount	年初賬面淨值	149,699	49,555	29,526	8,029	26,427	263,236
Additions	添置	—	3,721	26,238	6,856	24,288	61,103
Transferred from construction in progress	轉撥自在建設工程	27,788	11,373	640	520	(40,321)	—
Disposals	出售	—	—	(44)	(2)	—	(46)
Impairment	減值	(7,524)	—	—	—	—	(7,524)
Depreciation	折舊	(4,166)	(6,625)	(11,279)	(3,862)	—	(25,932)
Exchange differences	匯兌差額	(7,343)	(3,248)	(1,921)	(565)	(1,679)	(14,756)
Closing net book amount	年終賬面淨值	158,454	54,776	43,160	10,976	8,715	276,081
At 31 March 2017	於二零一七年三月三十一日						
Cost	成本	174,101	73,574	118,810	34,276	8,715	409,476
Accumulated depreciation	累積折舊	(15,647)	(18,798)	(75,650)	(23,300)	—	(133,395)
Net book amount	賬面淨值	158,454	54,776	43,160	10,926	8,715	276,081

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the year, the Group relocated certain of its manufacturing plants from Huizhou to Dongguan in Mainland China. Upon the completion of relocation, the vacant manufacturing plants in Huizhou with net book value of HK\$7,524,000 were fully impaired.

Depreciation of HK\$11,279,000 (2016: HK\$13,214,000) has been charged to cost of sales, and HK\$14,653,000 (2016: HK\$12,340,000) has been charged to general and administrative expenses.

As at 31 March 2017, certain of the Group's bank borrowings are secured by land and buildings with carrying value of HK\$37,827,000 (2016: HK\$38,406,000) (Note 22).

8 INVESTMENT PROPERTY

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Beginning of the year	於年初	10,000	10,100
Additions	添置	—	300
Fair value gain/(loss)	公平值收益/(虧損)	200	(400)
End of the year	於年終	10,200	10,000

Note:

Amounts recognised in profit and loss for investment property:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental income	租金收入	358	360

7 物業、廠房及設備(續)

年內，本集團將若干生產廠房自中國內地惠州搬遷至東莞。於搬遷完成後，賬面淨值7,524,000港元的惠州空置生產廠房已全數減值。

折舊11,279,000港元(二零一六年：13,214,000港元)已於銷售成本內扣除，而14,653,000港元(二零一六年：12,340,000港元)則於一般及行政管理費用內扣除。

於二零一七年三月三十一日，若干本集團銀行借貸以賬面值為37,827,000港元(二零一六年：38,406,000港元)之土地及樓宇作抵押(附註22)。

8 投資物業

附註：

就投資物業於損益確認之金額：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental income	租金收入	358	360

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 INVESTMENT PROPERTY (CONTINUED)

As at 31 March 2017, the Group had no unprovided contractual obligations for future repairs and maintenance.

An independent valuation of the Group's investment property was performed by Ascent Partners Transaction Service Limited, qualified valuer, to determine the fair value of the investment property as at 31 March 2017. The valuation was determined by reference to direct comparison method using Level 3 approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size.

9 INTANGIBLE ASSETS

		Customer relationship		Product development		Total	Total
		客戶關係	2017	2016	產品開發	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Beginning of the year	於年初	5,584	10,738	1,667	1,634	7,251	12,372
Additions	添置	—	—	—	589	—	589
Amortisation (Note 29)	攤銷(附註29)	(5,154)	(5,154)	(1,111)	(556)	(6,265)	(5,710)
End of the year	於年終	430	5,584	556	1,667	986	7,251

Amortisation of HK\$6,265,000 (2016: HK\$5,710,000) has been charged to general and administrative expenses in the consolidated income statement.

8 投資物業(續)

於二零一七年三月三十一日，本集團並無有關未來維修及保養之未撥備合約責任。

合資格估值師艾升資產交易服務有限公司已就本集團之投資物業進行獨立估值，釐定投資物業於二零一七年三月三十一日之公平值。估值乃參照直接比較法利用第三級方法釐定。在鄰近可比較物業之售價已就主要特點(例如物業面積)之差異作出調整。

9 無形資產

攤銷6,265,000港元(二零一六年：5,710,000港元)乃於綜合收益表內一般及行政管理費用項下扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 GOODWILL

Beginning and end of the year 於年初及年終

The Group's goodwill is related to the acquisitions of (i) a 50% equity interest of Suga Technology Limited ("CGU 1"); and (ii) a 15% equity interest of Suga Technology Hong Kong Limited ("CGU 2"), both of which are wholly owned subsidiaries principally engaged in trading of electronic products. Both acquisitions took place in prior years.

Impairment test for goodwill

The recoverable amounts of the CGUs are determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period which incorporate the following key assumptions.

Terminal growth rate 終端增長率
Discount rate 貼現率

10 商譽

2017 2016
二零一七年 二零一六年
HK\$'000 HK\$'000
千港元 千港元

3,949 3,949

本集團的商譽乃與收購(i)信佳技術有限公司50%股本權益(「現金生產單位1」);及(ii)信佳技術香港有限公司15%股本權益(「現金生產單位2」)有關,兩者均為全資附屬公司,主要從事於買賣電子產品。兩項收購事項已於過往年度發生。

商譽減值測試

現金產生單位之可收回金額乃按使用價值計算法釐定。有關計算乃根據經管理層批核涵蓋五年期間之財政預算作出之現金流量預測進行,其包括下列主要假設。

2017 2016
二零一七年 二零一六年
CGU 1 CGU 2 CGU 1 CGU 2
現金產生 現金產生 現金產生 現金產生
單位1 單位2 單位1 單位2

3% 3% 3% 3%
12% 12% 12% 12%



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 GOODWILL (CONTINUED)

Management determined budgeted gross margin and revenue growth rate based on past performance and their expectations for market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. Cash flows beyond the period covered in approved budgets are extrapolated using a growth rate that do not exceed the long term average growth rate for the businesses in which the CGUs operate.

Based on the discounted cash flow forecast prepared by management, the directors are of the view that there is no impairment of goodwill as at 31 March 2017.

10 商譽(續)

管理層根據過往表現及對市場發展之預期釐定毛利率預算及收益增長率。所採用之貼現率為稅前利率，可反映相關分類之指定風險。超過獲批預算涵蓋期間之現金流量乃使用並不超逾現金產生單位經營之業務之長期平均增長率之增長率推測。

根據管理層編製之已貼現現金流量預測，董事認為商譽於二零一七年三月三十一日並無減值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 March 2017 are as follows:

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔 股本權益		Principal activities and place of operation 主要業務及營業地點
			2017 二零一七年	2016 二零一六年	
Suga International Limited (i) 信至有限公司	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Ordinary shares US\$700 普通股700美元	100%	100%	Investment holding 投資控股
Suga Electronics (Hong Kong) Limited 信至有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Electronics Limited (ii) 信佳電子有限公司(ii)	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2; Non-voting deferred shares HK\$4,000,000 (ii) 普通股2港元; 無投票權遞延股份 4,000,000港元(ii)	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Digital Technology Limited 信佳數碼科技有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Precise Computer Tooling Co., Limited 精工電腦制模有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$500,000 普通股500,000港元	100%	100%	Trading of moulds and plastic products in Hong Kong 於香港買賣模具及塑膠產品
On Million Limited 弘溢有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Property holding in Hong Kong 於香港持有物業
Suga Technology Limited 信佳技術有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品

11 附屬公司

本公司於二零一七年三月三十一日之主要附屬公司詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

11 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔 股本權益		Principal activities and place of operation (where applicable) 主要業務及營業地點 (倘適用)
			2017 二零 一七年	2016 二零 一六年	
Time Lucky Enterprises Limited 曉時企業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$10 普通股10港元	90%	90%	Investment holding in Hong Kong 於香港從事投資控股
SGL Venture Limited 信佳世科動力有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2,000,000 普通股2,000,000港元	80%	80%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Suga Technology Hong Kong Limited 信佳技術香港有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$100,000 普通股100,000港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Macao Commercial Offshore Limited 信佳澳門離岸商業服務有限公司	Macao, limited liability company 澳門，有限公司	Ordinary shares MOP100,000 普通股100,000澳門幣	100%	100%	Trading of electronics products in Macao 於澳門買賣電子產品
United Fountain Investment Ltd. 匯泉投資有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$1 普通股1港元	100%	100%	Pet food distribution in Hong Kong 於香港分銷寵物食品
Suga Electronics (Dongguan) Co. Limited ("SEDG") (iii), (xi) 信佳電子(東莞)有限公司(「信佳電 子東莞」)(iii)·(xi)	Mainland China, limited liability company 中國內地，有限公司	US\$5,000,000 5,000,000美元	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地製造電子產品
Long Join (Hong Kong) Electronics Co., Limited 龍健(香港)電子有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣電子產品
Nodic-Matsumoto Tooling and Plastic Injection (Huizhou) Co., Limited ("Nodic") (iv), (xi) 腦力—松本模具注塑(惠州)有限 公司(「腦力」)(iv)·(xi)	Mainland China, limited liability company 中國內地，有限公司	US\$6,000,000 6,000,000美元	100%	100%	Manufacturing of moulds and plastic products in Mainland China 於中國內地生產模具及塑 膠產品

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

11 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Issued share capital/ paid-up capital 已發行/繳入股本	Group equity interest 本集團應佔 股本權益		Principal activities and place of operation (where applicable) 主要業務及營業地點 (倘適用)
			2017 二零 一七年	2016 二零 一六年	
Suga Technology (Dongguan) Co., Ltd. ("STDG") (v), (xi)	Mainland China, limited liability company	US\$12,000,000	100%	100%	Manufacturing of electronic products in Mainland China 於中國內地生產電子產品
東莞町強機電有限公司(「東莞町強」)(v)·(xi)	中國內地·有限公司	12,000,000美元			
Suga USA Inc.	U.S.A., limited liability company 美國·有限公司	Ordinary shares US\$10 普通股10美元	100%	100%	Investment holding in U.S.A 於美國從事投資控股
Chummily Trading (Shenzhen) Limited ("CTL") (vi), (xi)	Mainland China, limited liability company	HK\$1,000,000	100%	100%	Trading of pet products in Mainland China 於中國內地買賣寵物產品
志文貿易(深圳)有限公司(「志文貿易」)(vi)·(xi)	中國內地·有限公司	1,000,000港元			
Espetsso Limited	Hong Kong, limited liability company	Ordinary shares HK\$1	100%	100%	Distribution of pet products in Hong Kong 於香港分銷寵物產品
Espetsso Limited	香港·有限公司	普通股1港元			
Chummily Technology (Tianjin) Co., Ltd ("CTLTJ") (vii), (xi)	Mainland China, limited liability company	RMB10,000,000	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
天津志文科技有限公司(「天津志文」)(vii)·(xi)	中國內地·有限公司	人民幣10,000,000元			
Chummily International Trading (Guangzhou) Co., Ltd ("CTLGZ") (viii), (xi)	Mainland China, limited liability company	RMB1,000,000	100%	100%	Distribution of pet products in Mainland China 於中國內地分銷寵物產品
廣州志泉國際貿易有限公司(「廣州志泉」)(viii)·(xi)	中國內地·有限公司	人民幣1,000,000元			
Happypaws International Limited	Hong Kong, limited liability company	Ordinary shares HK\$10	100%	100%	Pet food distribution in Asia 於亞洲國家分銷寵物食品
開心寶國際有限公司	香港·有限公司	普通股10港元			
Chongmi Investment & Consultation (Shenzhen) Co., Ltd ("CMIC") (ix), (xi)	Mainland China, limited liability company	RMB20,000,000	90%	80%	Consulting services in Mainland China 於中國內地提供顧問服務
深圳前海龍米投資諮詢有限公司(「龍米投資」)(ix)·(xi)	中國內地·有限公司	人民幣20,000,000元			

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

Notes:

- (i) The shares of Suga International Limited are held directly by the Company. The shares of the other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares of Suga Electronics Limited are held by Essential Mix Enterprises Limited and Broadway Business Limited, which are owned by Dr. Ng Chi Ho and Mr. Ma Fung On, directors and beneficial shareholders of the Company. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares.
- (iii) SEDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033.
- (iv) Nodic is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until September 2020.
- (v) STDG is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until April 2027.
- (vi) CTL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until April 2041.
- (vii) CTLTJ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045.
- (viii) CTLGZ is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 years until December 2045.

11 附屬公司(續)

附註:

- (i) Suga International Limited之股份由本公司直接持有。其他附屬公司之股份則由本公司間接持有。
- (ii) 信佳電子有限公司之無投票權遞延股份由 Essential Mix Enterprises Limited及Broadway Business Limited持有，而該等公司則由本公司董事兼實益股東吳自豪博士及馬達安先生擁有。該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
- (iii) 信佳電子東莞為在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。
- (iv) 腦力為在中國內地成立之全外資企業，獲核准之營業期限直至二零二零年九月止，為期30年。
- (v) 東莞叮強為在中國內地成立之全外資企業，獲核准之營業期限直至二零二七年四月止，為期20年。
- (vi) 志文為在中國內地成立之全外資企業，獲核准之營業期限直至二零四一年四月止，為期30年。
- (vii) 天津志文為在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。
- (viii) 廣州志泉為在中國內地成立之全外資企業，獲核准之營業期限直至二零四五年十二月止，為期30年。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 SUBSIDIARIES (CONTINUED)

Notes: (Continued)

- (ix) CMIC is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until December 2033.
- (x) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2017.
- (xi) All subsidiaries established in Mainland China have financial accounting year end date on 31 December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group being presented were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2017 and 31 March 2016.

12 INTERESTS IN ASSOCIATES

11 附屬公司(續)

附註：(續)

- (ix) 寵米投資為在中國內地成立之全外資企業，獲核准之營業期限直至二零三三年十二月止，為期20年。
- (x) 於截至二零一七年三月三十一日止年度任何時間，概無附屬公司有任何已發行借貸資本。
- (xi) 根據當地法規，所有於中國內地成立之附屬公司之財政會計年度年結日須為十二月三十一日，與本集團之年結日不同。所呈列之本集團綜合財務報表乃按該等附屬公司截至二零一七年三月三十一日及二零一六年三月三十一日止十二個月之管理賬目編製。

12 於聯營公司之權益

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interests in associates (Note (a))	於聯營公司之權益(附註(a))	3,804	3,876
Amount due from an associate (Note (b))	應收一間聯營公司款項 (附註(b))	3,250	431

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interests in associates

12 於聯營公司之權益(續)

(a) 於聯營公司之權益

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Beginning of the year	於年初	3,876	—
Increase in interests in associates (i)	於聯營公司之權益增加(i)	1,181	5,188
Share of losses of associates	應佔聯營公司虧損	(1,253)	(1,312)
Share of net assets	應佔資產淨值	3,804	3,876

(i) During the year ended 31 March 2017, the Group invested in two new associates, Growgreen Limited ("Growgreen") and Cohuborate Limited ("Cohub"), companies incorporated in Hong Kong and the United Kingdom, at considerations of HK\$1,000,000 and HK\$181,000, respectively.

(i) 於截至二零一七年三月三十一日止年度，本集團投資於兩間聯營公司青萌有限公司(「青萌」)及Cohuborate Limited(「Cohub」)，分別為於香港及英國註冊成立的公司，代價為1,000,000港元及181,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interests in associates (Continued)

The assets and liabilities of the Group's principal associates, which are unlisted, are as follows:

Name 名稱	Particulars of issued shares held 持有已發行股份詳情	Country of incorporation 註冊成立國家	Interest held 持有權益		Assets 資產		Liabilities 負債		Revenue 收益		Loss 虧損	
			2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
					HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Concept Infinity Limited ("CIL")	Ordinary shares HK\$5,000,000 (2016: HK\$5,000,000)	Hong Kong, limited liability company	25%	25%	2,900	2,982	3,988	1,176	482	217	2,895	4,494
夢想創意有限公司 (「夢想創意」)	普通股5,000,000港元 (二零一六年: 5,000,000港元)	香港·有限公司										
Growgreen 青萌	Ordinary shares HK\$1,000,000 (2016: Nil)	Hong Kong, limited liability company	48.39%	—	1,488	—	141	—	183	—	691	—
	普通股1,000,000港元 (二零一六年: 零)	香港·有限公司										
Cohub	Ordinary shares Great British Pound ("GBP") 24 (2016: Nil)	United Kingdom, limited liability company	24%	—	137	—	973	—	—	—	836	—
	普通股24英鎊(「英鎊」) (二零一六年: 零)	英國·有限公司										

12 於聯營公司之權益(續)

(a) 於聯營公司之權益(續)

本集團之主要非上市聯營公司之資產及負債如下:

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 INTERESTS IN ASSOCIATES (CONTINUED)

(a) Interests in associates (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the principal associates recognised in the consolidated financial statements:

		CIL 夢想創意		Growgreen 青萌		Cohub Cohub	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net (liabilities)/assets of the associates as at 31 March	於三月三十一日之聯營公司(負債)/資產淨值	(1,088)	1,806	1,347	(836)		
Proportion of the Group's ownership interest in the associates	本集團於聯營公司擁有權益之比例	25%	25%	48.39%	24%		
Net assets attributable to the Group	本集團應佔資產淨值	—	451	652	—		
Goodwill	商譽	3,152	3,425	—	—		
Carrying amount of the Group's interest in the associates	本集團於聯營公司之權益賬面值	3,152	3,876	652	—		

(b) Amount due from an associate

As at 31 March 2016, amount due from an associate of HK\$431,000 was unsecured, non-interest bearing and repayable on demand.

As at 31 March 2017, amount due from an associate amounting to HK\$250,000 was non-interest bearing, unsecured and repayable on demand.

The remaining balance of HK\$3,000,000 are non-interest bearing and repayable by September 2017. HK\$2,250,000 of such balance are secured by personal guarantee given by a major shareholder of the associate, while the remaining balance of HK\$750,000 are unsecured.

In the opinion of the directors, the recoverable amounts of the respective associates are not less than the carrying value of the Group's investments in those associates.

12 於聯營公司之權益(續)

(a) 於聯營公司之權益(續)

上述財務資料概要與於綜合財務報表確認之主要聯營公司權益賬面值的對賬：

		CIL 夢想創意		Growgreen 青萌		Cohub Cohub	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net (liabilities)/assets of the associates as at 31 March	於三月三十一日之聯營公司(負債)/資產淨值	(1,088)	1,806	1,347	(836)		
Proportion of the Group's ownership interest in the associates	本集團於聯營公司擁有權益之比例	25%	25%	48.39%	24%		
Net assets attributable to the Group	本集團應佔資產淨值	—	451	652	—		
Goodwill	商譽	3,152	3,425	—	—		
Carrying amount of the Group's interest in the associates	本集團於聯營公司之權益賬面值	3,152	3,876	652	—		

(b) 應收一間聯營公司款項

於二零一六年三月三十一日，應收一間聯營公司款項431,000港元為無抵押、不計息及須按要求償還。

於二零一七年三月三十一日，應收一間聯營公司款項250,000港元為無抵押、不計息及須按要求償還。

餘額3,000,000港元為不計息並於二零一七年九月前償還。該結餘的2,250,000港元以聯營公司主要股東作出的個人擔保為抵押，而餘下結餘750,000港元為無抵押。

董事認為，各聯營公司之可收回款項不少於本集團於該等聯營公司投資之賬面值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

13 按類別劃分之財務資產及負債

		Loans and receivables	Assets at fair value through profit or loss	Available- for-sale	Total
		貸款及 應收款項	按公平值 記入損益 之資產	可供出售	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets	資產				
At 31 March 2017	於二零一七年三月三十一日				
Available-for-sale financial assets (Note 14)	可供出售財務資產 (附註14)	—	—	16,439	16,439
Bond investment (Note 15)	債券投資(附註15)	7,711	—	—	7,711
Financial assets at fair value through profit or loss (Note 17)	按公平值記入損益之財務 資產(附註17)	—	4,838	—	4,838
Trade and other receivables, excluding prepayments (Note 18)	應收貿易賬款及其他應收 款項，不包括預付款項 (附註18)	216,748	—	—	216,748
Loan receivables	應收貸款	6,496	—	—	6,496
Amount due from an associate (Note 12(b))	應收一間聯營公司款項 (附註12(b))	3,250	—	—	3,250
Cash and cash equivalents (Note 21)	現金及現金等價物 (附註21)	223,867	—	—	223,867
		458,072	4,838	16,439	479,349
At 31 March 2016	於二零一六年三月三十一日				
Available-for-sale financial assets (Note 14)	可供出售財務資產 (附註14)	—	—	16,678	16,678
Bond investment (Note 15)	債券投資(附註15)	7,711	—	—	7,711
Trade and other receivables, excluding prepayments (Note 18)	應收貿易賬款及其他應收 款項，不包括預付款項 (附註18)	194,112	—	—	194,112
Loan receivables (Note 20)	應收貸款(附註20)	12,960	—	—	12,960
Amount due from an associate (Note 12(b))	應收一間聯營公司款項 (附註12(b))	431	—	—	431
Cash and cash equivalents (Note 21)	現金及現金等價物 (附註21)	225,027	—	—	225,027
		440,241	—	16,678	456,919

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13 FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (CONTINUED)

13 按類別劃分之財務資產及負債 (續)

		Liabilities at fair value through profit or loss	Other financial liabilities at amortised cost	Total
		按公平值記入損 益之負債	按攤銷成本 列賬之其他 財務負債	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Liabilities	負債			
At 31 March 2017	於二零一七年三月三十一日			
Trade and other payables (Note 24)	應付貿易賬款及其他應付 款項(附註24)	—	245,013	245,013
Bank borrowings (Note 22)	銀行借貸(附註22)	—	115,015	115,015
		—	360,028	360,028
At 31 March 2016	於二零一六年三月三十一日			
Trade and other payables (Note 24)	應付貿易賬款及其他 應付款項(附註24)	—	185,468	185,468
Bank borrowings (Note 22)	銀行借貸(附註22)	—	112,129	112,129
Derivative financial instruments (Note 16)	衍生金融工具(附註16)	1,946	—	1,946
		1,946	297,597	299,543

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

14 AVAILABLE-FOR-SALE FINANCIAL ASSETS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 April	於四月一日	16,678	13,358
Fair value (loss)/gain	公平值(虧損)/收益	(239)	3,320
At 31 March	於三月三十一日	16,439	16,678

As at 31 March 2017, available-for-sale financial assets comprised 3,288 (2016: 3,288) and 500 (2016: 500) non-voting and redeemable shares in two unlisted equity funds. These equity funds are denominated in United States dollars, with fair values being determined based on the carrying value of the funds calculated with reference to the quoted market prices of the underlying investments. The fair values are within level 3 of the fair value hierarchy (Note 3.3).

於二零一七年三月三十一日，可供出售財務資產包括兩個非上市股本基金中3,288股(二零一六年：3,288股)及500股(二零一六年：500股)無表決權可贖回股份。該等股本基金以美元列值，其公平值乃根據參照相關投資的市場報價計算的基金賬面值而釐定。公平值乃於公平值等級(附註3.3)第三級內。

15 BOND INVESTMENT

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 31 March	於三月三十一日	7,711	7,711

14 可供出售財務資產

15 債券投資

NOTES TO THE FINANCIAL STATEMENTS

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15 BOND INVESTMENT (CONTINUED)

The terms of maturity of the bond investment is summarised as follows:

Between 2 and 5 years 第二年至第五年

As at 31 March 2017 and 2016, the Group's bond investment is unlisted, denominated in United States dollars, and bears a coupon rate of 5.55% per annum.

The maximum exposure to credit risk at the reporting date is the carrying amount of the bond investment.

16 DERIVATIVE FINANCIAL INSTRUMENTS

Liabilities

Forward foreign exchange contracts

As at 31 March 2016, the Group's notional principal of the outstanding forward foreign exchange contracts was US\$7,000,000. These foreign exchange forward contracts were held for trading purpose and expired in October 2016.

15 債券投資(續)

債券投資之到期條款概述如下：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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7,711	7,711
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於二零一七年及二零一六年三月三十一日，本集團的債券投資為非上市、以美元列值，並附帶票息每年5.55%。

於報告日期，最大信貸風險為債券投資之賬面值。

16 衍生金融工具

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
----------------------------------	----------------------------------

負債

遠期外匯合約

—	1,946
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於二零一六年三月三十一日，本集團的餘下遠期外匯合約義本金額為7,000,000美元。該等遠期外匯合約乃持作買賣用途，並於二零一六年十月到期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

17 按公平值記入損益之財務資產

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Unlisted equity instruments	非上市股本工具	4,838	—

As at 31 March 2017, the Group's financial assets at fair value through profit or loss mainly comprised future equity interests in an investee (the "Investee") which is a company incorporated in Hong Kong principally engaged in development and distribution of pet related mobile applications and electronic devices.

於二零一七年三月三十一日，本集團按公平值記入損益之財務資產主要包括於被投資方（「被投資方」，於香港註冊成立的公司，主要從事於開發及分銷寵物相關流動應用程式及電子設備）的遠期股本權益。

Under the terms of agreement with the Investee, which will expire in November 2018, the Group will be entitled to 10% of the equity interest of the Investee in return for its limited initial investment of US\$600,000, except under the following scenarios:

根據與被投資方訂立之協議之條款，該協議將於二零一八年十一月屆滿，本集團將有權收取被投資方10%的股本權益，作為其有限初步投資600,000美元的回報，惟於下列情況除外：

- In the event of the Investee being able to effect additional equity financing, the Investee will issue preference shares to the Group at value equivalent to US\$600,000 plus a right for the Group to purchase additional preference shares at certain share price.
- In the event of a change in control or successful initial public offering ("IPO") of the Investee, the Group may receive cash payment of US\$600,000 or equivalent value of ordinary shares of the Investee.
- In the event of winding up of the Investee, the Group will have preferential distribution up to US\$600,000 over other shareholders.

- 倘被投資方可導致額外股本融資影響，被投資方將向本集團發行價值相等於600,000港元的優先股，另加本集團按若干股價購買額外優先股的權利。
- 倘被投資方控制權有變或首次公開發售（「首次公開發售」）成功，本集團可收取600,000美元或相等於被投資方普通股的價值的現金付款。
- 倘被投資方清盤，本集團將較其他股東優先分配最多600,000美元。

As at 31 March 2017, the fair value of the Group's unlisted financial assets at fair value through profit or loss is determined by Avista Valuation Advisory Limited, qualified valuer, by market approach. Key inputs to the valuation include price/earnings ratios of comparable companies, lack of marketability discount rate, and forecasted business performance of the investees. The fair values are within level 3 of the fair value hierarchy (Note 3.3)

於二零一七年三月三十一日，本集團按公平值計入損益的非上市財務資產的公平值由合資格估值師艾華迪評估諮詢有限公司以市場法釐定。估值的主要輸入數據包括可資比較公司的價格／盈利比率、缺乏可銷售貼現率，及被投資方的預測業務表現。公平值乃於公平值等級（附註3.3）第三級內。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 TRADE AND OTHER RECEIVABLES

18 應收貿易賬款及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	應收貿易賬款	209,741	189,182
Less: Provision for impairment	減：減值撥備	(3,772)	(3,836)
Trade receivables, net	應收貿易賬款淨額	205,969	185,346
Prepayment to vendors	預付賣方款項	11,838	5,068
Other prepayments	其他預付款項	3,046	6,115
Rental and other deposits	租金及其他按金	938	1,692
Value added tax receivables	應收增值稅	1,533	2,310
Others	其他	8,460	4,764
		231,784	205,295
Less: Non-current portion	減：非流動部分	—	(4,118)
Current portion of trade and other receivables	應收貿易賬款及其他應收款項之流動部分	231,784	201,177

The carrying values of the Group's trade and other receivables approximate their fair values.

本集團應收貿易賬款及其他應收款項之賬面值與其公平值相若。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 TRADE AND OTHER RECEIVABLES (CONTINUED)

At 31 March 2017 and 2016, the ageing analysis of the trade receivables based on invoice date were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 30 days	0至30日	199,313	175,791
31 to 60 days	31至60日	1,253	2,192
61 to 90 days	61至90日	3,388	2,771
91 to 180 days	91至180日	1,954	4,151
Over 180 days	180日以上	3,833	4,277
		209,741	189,182
Less: Provision for impairment	減：減值撥備	(3,772)	(3,836)
Trade receivables, net	應收貿易賬款淨額	205,969	185,346

All trade receivables are either repayable within one year or on demand.

The Group generally grants credit terms of 30 days to its customers.

18 應收貿易賬款及其他應收款項 (續)

於二零一七年及二零一六年三月三十一日，應收貿易賬款按發票日期之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 30 days	0至30日	199,313	175,791
31 to 60 days	31至60日	1,253	2,192
61 to 90 days	61至90日	3,388	2,771
91 to 180 days	91至180日	1,954	4,151
Over 180 days	180日以上	3,833	4,277
		209,741	189,182
Less: Provision for impairment	減：減值撥備	(3,772)	(3,836)
Trade receivables, net	應收貿易賬款淨額	205,969	185,346

所有應收貿易賬款須於一年內或須按要求償還。

本集團一般給予其客戶30日之信貸期。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 TRADE AND OTHER RECEIVABLES (CONTINUED)

As of 31 March 2017, trade receivables of HK\$6,655,000 (2016: HK\$9,555,000) were past due but not considered impaired. These relate to a number of independent customers who have no recent history of default. The ageing of these receivables is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
31 to 60 days	31至60日	1,252	2,192
61 to 90 days	61至90日	3,388	2,771
91 to 180 days	91至180日	1,954	4,151
Over 180 days	180日以上	61	441
		6,655	9,555

As of 31 March 2017, trade receivables of HK\$3,772,000 (2016: HK\$3,836,000) were considered impaired. The individual impaired receivables are mainly related to customers which no longer have business relationship with the Group. The amount of provision was HK\$3,772,000 as of 31 March 2017 (2016: HK\$3,836,000). The impairment was firstly assessed individually for significant or long ageing balances, and the remaining balances were grouped for collective assessment according to their ageing and historical default rates as these customers were of similar credit risk. The ageing of these impaired receivables is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Over 180 days	180日以上	3,772	3,836

18 應收貿易賬款及其他應收款項 (續)

於二零一七年三月三十一日，6,655,000港元(二零一六年：9,555,000港元)之應收貿易賬款已逾期但認為並無減值。該等應收貿易賬款與多名近期並無拖欠記錄之獨立客戶有關。此等應收賬款之賬齡如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
31 to 60 days	31至60日	1,252	2,192
61 to 90 days	61至90日	3,388	2,771
91 to 180 days	91至180日	1,954	4,151
Over 180 days	180日以上	61	441
		6,655	9,555

於二零一七年三月三十一日，3,772,000港元(二零一六年：3,836,000港元)之應收貿易賬款認為已減值。個別已減值應收款項主要與再無與本集團有業務關係之客戶相關。二零一七年三月三十一日之撥備為3,772,000港元(二零一六年：3,836,000港元)。重大或逾期已久結餘之減值會先作獨立評估，由於有關客戶之信貸風險相似，故餘額按其賬齡及過往拖欠比率分類作集體評估。此等已減值應收賬款之賬齡如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Over 180 days	180日以上	3,772	3,836

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18 TRADE AND OTHER RECEIVABLES (CONTINUED)

Movements of the provision for impairment of trade receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 April	於四月一日	3,836	3,878
Exchange differences	匯兌差額	(64)	(42)
At 31 March	於三月三十一日	3,772	3,836

The credit quality of the trade receivables that are neither past due nor considered impaired amounting to HK\$199,313,000 (2016: HK\$175,791,000) could be assessed by reference to their payment history and current financial position. These receivables relate to a whole range of customers for whom there was no recent history of default. Management believes that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balance is expected to be fully recoverable.

As at 31 March 2017, the trade receivables from five customers accounted for approximately 41% (2016: 31%) of the total trade receivables. The Group's credit risk management is disclosed in Note 3 to the consolidated financial statements.

During the year, no additional provision (2016: Nil) was recognised for impairment of its trade receivables.

18 應收貿易賬款及其他應收款項 (續)

應收貿易賬款減值撥備變動如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 April	於四月一日	3,836	3,878
Exchange differences	匯兌差額	(64)	(42)
At 31 March	於三月三十一日	3,772	3,836

未到期或未被視為減值應收貿易賬款199,313,000港元(二零一六年：175,791,000港元)之信貸質素可參考其過往還款及現時財務狀況進行評估。該等應收款項與多名近期並無拖欠記錄之客戶有關。管理層相信，由於信貸質素並無重大變動及該等結餘預期可全數收回，故毋須就該等結餘作出減值撥備。

於二零一七年三月三十一日，來自五大客戶之應收貿易賬款佔應收貿易賬款總額約41% (二零一六年：31%)。本集團之信貸風險管理於綜合財務報表附註3披露。

年內，本集團並無就應收貿易賬款減值確認額外撥備(二零一六年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 TRADE AND OTHER RECEIVABLES (CONTINUED)

The carrying amounts of trade receivables are denominated in the following currencies:

Hong Kong dollars	港元
United States dollars	美元
Renminbi	人民幣

The Group is not aware of any credit risk on deposits, value added tax receivables and other receivables as their counterparties are either banks, government, corporation or individual with good credit ratings. The majorities of these financial assets are neither past due nor impaired and there is no history of default. The carrying amount of deposits, value added tax receivables and other receivables are denominated in the following currencies:

Hong Kong dollars	港元
Renminbi	人民幣
United States dollars	美元
Others	其他

The maximum exposure to credit risk at each reporting date is the fair value of each class of receivables as mentioned above. The Group does not hold any collateral as security.

18 應收貿易賬款及其他應收款項 (續)

應收貿易賬款之賬面值按以下貨幣列值：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
----------------------------------	----------------------------------

3,841	105,566
203,507	73,253
2,393	10,363
209,741	189,182

本集團並不知悉其按金、應收增值稅及其他應收款項有任何信貸風險，原因為交易對方均為銀行、政府或具有良好信貸評級之公司或個人。該等財務資產大部分均未到期或減值，且並無拖欠記錄。按金、應收增值稅及其他應收款項之賬面值按以下貨幣列值：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
----------------------------------	----------------------------------

886	1,410
7,409	7,203
2,200	148
32	5
10,527	8,766

於各報告日期之最高信貸風險為上述各類應收款項之公平值。本集團並無持有任何抵押品作抵押。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 INVENTORIES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials	原料	153,870	114,623
Work-in-progress	半成品	21,483	25,156
Finished goods	成品	24,401	32,210
		199,754	171,989
Less: Provision for impairment	減：減值撥備	(3,605)	(4,628)
		196,149	167,361

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,040,978,000 (2016: HK\$1,011,154,000).

確認為開支及計入銷售成本之存貨成本為1,040,978,000港元(二零一六年：1,011,154,000港元)。

20 LOAN RECEIVABLE

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loan receivable	貸款應收款項	8,960	15,600
Less: Provision for impairment	減：減值撥備	(2,464)	(2,640)
		6,496	12,960

20 貸款應收款項

20 LOAN RECEIVABLE (CONTINUED)

As at 31 March 2017, loan receivable represents loan to a third party of RMB8,000,000 (equivalent to HK\$8,960,000) (2016: RMB13,000,000, equivalent to HK\$15,600,000), which is interest bearing at 6% per annum and was originally repayable on 15 November 2014. The loan was secured by the pledge of a property located in the People's Republic of China ("PRC") and a 98.81% equity interest in a PRC incorporated company engaging in educational consultancy services. Such loan was subsequently past due and an impairment provision of RMB2,200,000 (equivalent to HK\$2,464,000) was made as at 31 March 2017 (2016: RMB2,200,000, equivalent to HK\$2,640,000).

During the current year, the pledged property has been sold by the borrower, for which the sales proceeds were used to settle the loan receivable. As at 31 March 2017, loan principal of RMB5,000,000 has been settled and a further settlement of RMB4,000,000 was made in May 2017.

The directors of the Company had performed an impairment assessment and concluded that as at 31 March 2017, an impairment provision of RMB2,200,000 (equivalent to HK\$2,464,000) against the loan receivable is adequate and not excessive. Accordingly, no further impairment was made in relation to such loan during the year ended 31 March 2017.

21 CASH AND CASH EQUIVALENTS

Cash at bank and on hand	銀行及手頭現金
Short-term bank deposits	短期銀行存款
Cash and cash equivalents	現金及現金等價物

20 貸款應收款項(續)

於二零一七年三月三十一日，貸款應收款項為提供予第三方的貸款人民幣8,000,000元(相等於8,960,000港元)(二零一六年：人民幣13,000,000元，相等於15,600,000港元)，按每年6%的利率計算利息，並原定於二零一四年十一月十五日償還。貸款以質押位於中華人民共和國(「中國」)的物業及一間在中國註冊成立的公司(其業務為教育顧問服務)的98.81%股本權益作為抵押。該貸款隨後已逾期，並於二零一七年三月三十一日計提減值撥備人民幣2,200,000元(相等於2,464,000港元)(二零一六年：人民幣2,200,000元，相等於2,640,000港元)。

本年內，借款人已出售質押物業，銷售所得款項已用於結付貸款應收款項。於二零一七年三月三十一日，貸款本金額人民幣5,000,000元已結付，並於二零一七年五月進一步結付人民幣4,000,000元。

本公司董事已進行減值評估，並總結於二零一七年三月三十一日，就貸款應收款項計提的減值撥備人民幣2,200,000元(相等於2,464,000港元)為充足且並不過量。因此，並無於截至二零一七年三月三十一日止年度就該貸款計提進一步減值。

21 現金及現金等價物

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	186,873	208,227
Short-term bank deposits	短期銀行存款	36,994	16,800
Cash and cash equivalents	現金及現金等價物	223,867	225,027

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

21 CASH AND CASH EQUIVALENTS (CONTINUED)

Cash and cash equivalents are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong dollars	港元	22,523	20,504
United States dollars	美元	144,824	137,000
Renminbi	人民幣	56,430	67,288
Other currencies	其他貨幣	90	235
		223,867	225,027

As at 31 March 2017, the effective interest rate on bank deposits was 0.8% (2016: 0.5%) per annum. The bank deposits of the Group have an average maturity of 20 days (2016: 7 days).

The conversion of bank balances and cash of the Group denominated in Renminbi into foreign currencies and remittance of RMB funds out of Mainland China are subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

21 現金及現金等價物(續)

現金及現金等價物按以下貨幣列值：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong dollars	港元	22,523	20,504
United States dollars	美元	144,824	137,000
Renminbi	人民幣	56,430	67,288
Other currencies	其他貨幣	90	235
		223,867	225,027

於二零一七年三月三十一日，銀行存款之實際利率為每年0.8%（二零一六年：0.5%）。本集團之銀行存款之平均到期日為20天（二零一六年：7天）。

本集團以人民幣計值之銀行結餘及現金兌換為外幣及將人民幣匯出中國內地，須受中國內地政府頒佈之外匯管制規例及規定所限制。

22 BANK BORROWINGS

22 銀行借貸

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current	非流動		
Long-term bank borrowings	長期銀行借貸	115,015	112,129
Less: current portion of long-term bank borrowings	減：長期銀行借貸流動部分	(108,337)	(101,197)
		6,678	10,932
Current	流動		
Current portion of long-term bank borrowings	長期銀行借貸流動部分	108,337	101,197
Total borrowings	借貸總額	115,015	112,129

The terms of borrowings are as follows:

借貸於下列期間到期：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	108,337	101,197
In the second year	第二年	2,921	4,288
Between 2 and 5 years	第二年至第五年	3,757	6,644
		115,015	112,129

At 31 March 2017, the Group has aggregate banking facilities of approximately HK\$686,500,000 (2016: HK\$663,250,000) for overdrafts, loans and trade financing.

於二零一七年三月三十一日，本集團就透支、貸款及貿易融資有銀行信貸總額約686,500,000港元(二零一六年：663,250,000港元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

22 BANK BORROWINGS (CONTINUED)

Unused facilities at the same date amounted to approximately HK\$566,142,960 (2016: HK\$551,121,000). These facilities are secured by:

- (a) certain land and buildings (Note 7) of the Group with the carrying amount of HK\$37,827,000 (2016: HK\$38,406,000).
- (b) corporate guarantees provided by the Company and certain of its subsidiaries.

In addition to the above, the Group is required to comply with certain restrictive financial covenants imposed by the banks.

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates were as follows:

6 months or less	六個月或以下
7 to 12 months	七至十二個月
1 to 5 years	一至五年

The effective interest rates at the balance sheet date were as follows:

Bank borrowings

銀行借貸

As all the bank borrowings were at floating interest rates, the carrying amounts of the borrowings approximate their fair values and all balances are denominated in Hong Kong dollars.

22 銀行借貸(續)

同日之未動用融資約566,142,960港元(二零一六年: 551,121,000港元)。該等融資以下列項目作抵押:

- (a) 本集團賬面值為37,827,000港元(二零一六年: 38,406,000港元)之若干土地及樓宇(附註7)。
- (b) 本公司及其若干附屬公司提供之公司擔保。

除上述者外,本集團須遵守銀行施加之若干限制財務契諾。

本集團借貸面對之利率變動風險及合約重新定價日期如下:

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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23,559	21,083
83,334	80,114
8,122	10,932
115,015	112,129

於結算日之實際利率如下:

2017 二零一七年	2016 二零一六年
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2.8%	2.9%
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由於全部銀行借貸按浮息計息,借貸賬面值與其公平值相若,而全部結餘均按港元列值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
— Deferred income tax asset to be recovered after more than 12 months	— 逾十二個月後收回之遞延所得稅資產	(1,086)	(323)
Deferred income tax liabilities:	遞延所得稅負債：		
— Deferred income tax liabilities to be settled after more than 12 months	— 逾十二個月後償還之遞延所得稅負債	453	1,443

The movement in the net deferred income tax (assets)/liabilities account is as follows:

23 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 April	於四月一日	1,120	1,343
Credited to consolidated income statement (Note 33)	於綜合收益表計入(附註33)	(1,753)	(223)
At 31 March	於三月三十一日	(633)	1,120

有關遞延所得稅(資產)/負債淨額之變動如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 DEFERRED INCOME TAX (CONTINUED)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets —

		Decelerated tax depreciation		Tax loss		Others		Total	
		減速稅項折舊		稅項虧損		其他		合計	
		2017	2016	2017	2016	2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April	於四月一日	(41)	(141)	(282)	(621)	—	—	(323)	(762)
Charged/(credited) to consolidated income statement	於綜合收益表扣除/(計入)	5	100	234	339	(1,002)	—	(763)	439
At 31 March	於三月三十一日	(36)	(41)	(48)	(282)	(1,002)	—	(1,086)	(323)

Deferred income tax liabilities —

		Intangible assets		Accelerated tax depreciation		Total	
		無形資產		加速稅項折舊		合計	
		2017	2016	2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April	於四月一日	922	1,772	521	333	1,443	2,105
(Charged)/credited to consolidated income statement	於綜合收益表(扣除)/計入	(850)	(850)	(140)	188	(990)	(662)
At 31 March	於三月三十一日	72	922	381	521	453	1,443

As at 31 March 2017, the Group has unrecognised tax losses of HK\$24,330,000 (2016: HK\$6,973,000) for Hong Kong profits tax purposes, which have no expiry, and unrecognised tax losses of HK\$39,821,000 (2016: HK\$34,525,000) for PRC corporate income tax purposes which will expire during year 2017 to year 2021. No deferred tax assets have been recognised for these tax losses as the directors consider that it is not probable that the temporary difference will be reversed in the foreseeable future.

23 遞延所得稅(續)

遞延所得稅資產及負債於年內之變動(未計及於同一稅務司法權區抵銷之結餘)如下:

遞延所得稅資產 —

遞延所得稅負債 —

於二零一七年三月三十一日，就香港利得稅而言(而其為無屆滿期)，本集團有未經確認稅項虧損24,330,000港元(二零一六年：6,973,000港元)，就中國企業所得稅而言，未經確認稅項虧損為39,821,000港元(二零一六年：34,525,000港元)，並將於二零一七年度至二零二一年年度到期。由於董事認為暫時差額有可能不會於可見將來撥回，故概無就該等稅項虧損確認遞延稅項資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 DEFERRED INCOME TAX (CONTINUED)

At 31 March 2017, deferred income tax liabilities of HK\$1,358,000 (2016: HK\$1,511,000) has not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries as the Company controls the dividend policies of these subsidiaries and it is not probable that these subsidiaries would distribute earnings in the foreseeable future. Unremitted earnings totalled HK\$27,152,000 as at 31 March 2017 (2016: HK\$30,228,000).

24 TRADE AND OTHER PAYABLES

23 遞延所得稅(續)

於二零一七年三月三十一日，遞延所得稅負債1,358,000港元(二零一六年：1,511,000港元)並未就若干附屬公司之未匯出盈利確認預扣稅及其他稅項，原因為本公司控制該等附屬公司之股息政策，而該等附屬公司將不可能於可見將來分派盈利。於二零一七年三月三十一日之未匯出盈利合共為27,152,000港元(二零一六年：30,228,000港元)。

24 應付貿易賬款及其他應付款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	應付貿易賬款	193,454	149,764
Salaries and staff welfare payable	應付薪金及員工福利	10,721	13,547
Accrued expenses	應計費用	4,610	6,036
Others	其他	36,228	16,121
Total trade and other payables	應付貿易賬款及其他應付款項總額	245,013	185,468

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

24 TRADE AND OTHER PAYABLES (CONTINUED)

- (a) The ageing analysis of trade payables based on invoice date were 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
91 to 180 days	91至180日
Over 180 days	180日以上

The fair values of the Group's trade and other payables approximate their carrying values.

The carrying amounts of trade payables are denominated in the following currencies:

Hong Kong dollars	港元
United States dollars	美元
Renminbi	人民幣
Other	其他

24 應付貿易賬款及其他應付款項 (續)

- (a) 應付貿易賬款按發票日期之賬齡分析如下：

2017	2016
二零一七年	二零一六年
HK\$'000	HK\$'000
千港元	千港元

178,997	135,102
3,081	6,767
3,711	473
6,281	2,658
1,384	4,764

193,454	149,764
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本集團應付貿易賬款及其他應付款項之公平值與其賬面值相若。

應付貿易賬款之賬面值按以下貨幣列值：

2017	2016
二零一七年	二零一六年
HK\$'000	HK\$'000
千港元	千港元

16,547	18,897
143,332	107,793
33,575	23,064
—	10

193,454	149,764
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NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24 TRADE AND OTHER PAYABLES (CONTINUED)

- (b) The carrying amounts of other payables are denominated in the following currencies:

Hong Kong dollars	港元
Renminbi	人民幣
United States dollars	美元
Other	其他

24 應付貿易賬款及其他應付款項 (續)

- (b) 其他應付款項之賬面值按以下貨幣列值：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
10,215	11,528
20,434	22,490
20,872	1,686
38	—
51,559	35,704

25 SHARE CAPITAL

25 股本

		Number of shares 股份數目 '000 千份	Nominal value 面值 HK\$'000 千港元
Authorised — ordinary shares of HK\$0.1 each	法定 — 每股面值0.1港元之普通股	2,000,000	200,000
Issued and fully paid — ordinary shares of HK\$0.1 each	已發行及繳足 — 每股面值0.1港元之普通股		
As at 1 April 2015	於二零一五年四月一日	273,712	27,371
Proceeds from shares issued upon exercise of options	於行使購股權時發行股份所得款項	3,412	341
As at 31 March 2016	於二零一六年三月三十一日	277,124	27,712
As at 1 April 2016	於二零一六年四月一日	277,124	27,712
Proceeds from shares issued upon exercise of options	於行使購股權時發行股份所得款項	3,876	388
As at 31 March 2017	於二零一七年三月三十一日	281,000	28,100

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26 SHARE OPTIONS

The Company adopted a share option scheme (the "Share Option Scheme") on 6 August 2012. Pursuant to the Share Option Scheme, the Company may grant share options to certain grantees (including directors and employees) of the Group to subscribe for shares of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30 per cent of the share capital of the Company in issue from time to time. The subscription price will be determined by the directors, and will not be less than the highest of the nominal value of the shares, the closing price of the shares quoted on the Stock Exchange on the trading day of granting the options and the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options.

Movements in the number of share options outstanding during the year are as follows:

		2017 二零一七年		2016 二零一六年	
		Average exercise price in HK\$ per share	Number of options	Average exercise price in HK\$ per share	Number of options
		每股之平均 港元行使價	購股權數目 '000 千份	每股之平均 港元行使價	購股權數目 '000 千份
At 1 April	於四月一日	2.277	23,896	1.786	8,498
Granted during the year	年內已授出	2.190	3,300	2.401	18,910
Exercised	已行使	2.193	(3,876)	1.755	(3,412)
Lapsed	已失效	2.121	(370)	1.780	(100)
At 31 March	於三月三十一日		22,950		23,896

As at 31 March 2017, all of the outstanding options were fully vested.

26 購股權

本公司於二零一二年八月六日採納購股權計劃(「購股權計劃」)。根據購股權計劃，本公司可向本集團若干承授人(包括董事及僱員)批授購股權以認購本公司股份。根據購股權計劃及本集團採納之任何其他購股權計劃授出及尚未行使之所有發行在外購股權獲行使時可能發行之最高股份數目，不得超過本公司不時已發行股本30%。認購價將由董事釐定，金額將不少於股份面值、批授購股權之交易日當日股份在聯交所所報收市價及緊接購股權批授日期前五個交易日股份在聯交所所報平均收市價(以最高者為準)。

年內尚未行使購股權數目之變動如下：

於二零一七年三月三十一日，所有尚未行使之購股權已悉數歸屬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26 SHARE OPTIONS (CONTINUED)

As at 31 March 2016, all of the outstanding options were fully vested and exercisable, except for the 4,210,000 options granted on 7 January 2016, which have a vesting period of 1 year and are exercisable on 6 January 2017.

3,876,000 share options (2016: 3,412,000 share options) were exercised during the year resulting in 3,876,000 shares (2016: 3,412,000 shares) being issued at a weighted average price of HK\$2.193 (2016: HK\$1.755) each. The related weighted average share price at the time of exercise was HK\$2.45 (2016: HK\$1.95) per share.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

26 購股權(續)

除4,210,000份購股權於二零一六年一月七日授出(其歸屬期為一年並於二零一七年一月六日可予行使)外，於二零一六年三月三十一日，所有尚未行使之購股權已悉數歸屬。

年內3,876,000份購股權(二零一六年：3,412,000份購股權)已獲行使，導致按加權平均價格每股2.193港元(二零一六年：1.755港元)發行3,876,000股股份(二零一六年：3,412,000股股份)。行使時之相關加權平均股價為每股2.45港元(二零一六年：1.95港元)。

於年終未行使購股權之到期日及其行使價如下：

Expiry date 到期日	Exercise price 行使價	Number of options 購股權數目		Vested percentages 歸屬百分比	
		2017 二零一七年 '000 千份	2016 二零一六年 '000 千份	2017 二零一七年	2016 二零一六年
Directors	董事				
20 March 2019	二零一九年三月二十日	1,780	600	100%	100%
18 January 2020	二零二零年一月十八日	2,158	2,200	100%	100%
29 June 2021	二零二一年六月二十九日	2,190	3,300	100%	—
Employees	僱員				
21 October 2016	二零一六年十月二十一日	1,750	—	100%	100%
20 March 2019	二零一九年三月二十日	1,780	200	100%	100%
18 January 2020	二零二零年一月十八日	2,158	1,300	100%	100%
9 July 2020	二零二零年七月九日	2,260	2,200	100%	100%
15 July 2019	二零一九年七月十五日	2,800	10,000	100%	100%
6 January 2021	二零二一年一月六日	2,142	2,750	100%	23%
Others	其他				
20 March 2019	二零一九年三月二十日	1,780	400	100%	100%
			22,950		23,896

26 SHARE OPTIONS (CONTINUED)

The weighted average fair value of the options granted during the year ended 31 March 2017 determined using the binomial option pricing model was approximately HK\$0.218 (2016: HK\$0.406, HK\$0.205 and HK\$0.251) per share. The significant inputs into the model were share price of HK\$2.13 (2016: HK\$2.26, HK\$2.80 and HK\$2.142) as at the grant date, exercise price as shown above, volatility of 27.68% (2016: 33.21%, 28.75% and 31.06%), expected life of options of five years (2016: five, four and four years), expected dividend yield of 7.05% (2016: 6.92%, 6.92% and 9.06%) and annual risk-free interest rate of 0.68% (2016: 0.97%, 0.87% and 0.94%) respectively. The volatility measured at the standard deviation of expected share price returns is based on the historical volatility of the Company's share price over a period of five years (2016: five, four and four years) before the date when the options were granted.

26 購股權(續)

於截至二零一七年三月三十一日止年度內授出之購股權採用二項式期權定價模式釐定之加權平均公平值約為每股0.218港元(二零一六年: 0.406港元、0.205港元及0.251港元)。該模式之主要輸入數據為於授出日期之股價2.13港元(二零一六年: 2.26港元、2.80港元及2.142港元)、上文所示之行使價、波幅27.68%(二零一六年: 33.21%、28.75%及31.06%)、購股權之預期年期五年(二零一六年: 五年、四年及四年)、預期股息回報率7.05%(二零一六年: 6.92%、6.92%及9.06%)及年度無風險利率0.68%(二零一六年: 0.97%、0.87%及0.94%)。按預期股價回報之標準偏差計量之波幅乃根據本公司之股價於購股權獲授出日期前五年(二零一六年: 五年、四年及四年)期間之過往波幅計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 RESERVES

27 儲備

		Share premium	Capital reserve (Note)	Share-based compensation reserve	Property revaluation reserve	Available-for-sale financial asset reserve	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價	資本儲備 (附註)	以股份支付酬金儲備	物業重估儲備	可供出售財務資產儲備	匯兌儲備	其他儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2015	於二零一五年四月一日	66,072	10,591	3,207	6,790	7,721	36,710	—	488,278	619,369
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	—	—	—	—	—	(18,216)	—	—	(18,216)
Fair value gains on available-for-sale financial assets	可供出售財務資產之公平值收益	—	—	—	—	3,320	—	—	—	3,320
Release of exchange reserve upon deregistration of a subsidiary	註銷一間附屬公司時解除匯兌儲備	—	—	—	—	—	(11,343)	—	—	(11,343)
Employee share option scheme:	僱員購股權計劃：									
Proceeds from shares issued upon exercise of options	於行使購股權時發行股份所得款項	6,319	—	—	—	—	—	—	—	6,319
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	1,336	—	(1,336)	—	—	—	—	—	—
Options lapsed	已失效購股權	—	—	(37)	—	—	—	—	37	—
Value of employee services	僱員服務之價值	—	—	4,134	—	—	—	—	—	4,134
Changes in ownership interests in subsidiaries without change of control	於一間附屬公司之擁有權權益變動 (控制權並無變動)	—	—	—	—	—	—	(2,022)	—	(2,022)
Profit for the year	年內溢利	—	—	—	—	—	—	—	80,038	80,038
Dividends paid	已派股息	—	—	—	—	—	—	—	(41,561)	(41,561)
At 31 March 2016	於二零一六年三月三十一日	73,727	10,591	5,968	6,790	11,041	7,151	(2,022)	526,792	640,038

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 RESERVES (CONTINUED)

27 儲備(續)

		Share premium	Capital reserve (Note)	Share-based compensation reserve	Property revaluation reserve	Available-for-sale financial asset reserve	Exchange reserve	Other reserve	Retained earnings	Total
		股份溢價	資本儲備 (附註)	以股份支付酬金儲備	物業重估儲備	可供出售財務資產儲備	匯兌儲備	其他儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2016	於二零一六年四月一日	73,727	10,591	5,968	6,790	11,041	7,151	(2,022)	526,792	640,038
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	—	—	—	—	—	(27,559)	—	—	(27,559)
Fair value loss on available-for-sale financial assets	可供出售財務資產之公平值收益	—	—	—	—	(239)	—	—	—	(239)
Employee share option scheme:	僱員購股權計劃:									
Proceeds from shares issued upon exercise of options	於行使購股權時發行股份所得款項	8,113	—	—	—	—	—	—	—	8,113
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	1,395	—	(1,395)	—	—	—	—	—	—
Options lapsed	已失效購股權	—	—	(99)	—	—	—	—	99	—
Value of employee services	僱員服務之價值	—	—	1,601	—	—	—	—	—	1,601
Profit for the year	年內溢利	—	—	—	—	—	—	—	61,745	61,745
Dividends paid	已派股息	—	—	—	—	—	—	—	(41,586)	(41,586)
At 31 March 2017	於二零一七年三月三十一日	83,235	10,591	6,075	6,790	10,802	(20,408)	(2,022)	547,050	642,113

Note:

The capital reserve of the Group includes the difference between the nominal value of the ordinary shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired through an exchange of shares pursuant to the Group's reorganisation in September 2002.

附註:

本集團資本儲備包括於二零零二年九月根據本集團重組透過股份交換本公司所發行普通股面值與所收購附屬公司之股本及股份溢價總額間之差額。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28 REVENUE

The Group is principally engaged in the research and development, manufacture and sales of electronic products and other products. Revenue from sales of goods recognised during the year are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Sales of goods	貨物銷售額	1,414,103	1,368,100

29 EXPENSES BY NATURE

Expenses included in cost of sales, distribution and selling expenses and general and administrative expenses are analysed as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of inventories	存貨成本	1,040,978	1,011,154
Depreciation of property, plant and equipment	物業、廠房及設備折舊	25,932	25,554
Amortisation of land use rights	土地使用權攤銷	1,113	1,153
Amortisation of intangible assets	無形資產攤銷	6,265	5,710
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之 收益	(159)	(121)
Operating lease rental of premises	樓宇之經營租約租金	3,165	2,778
Employee benefit expense (including directors' emoluments) (Note 36)	員工福利開支(包括董事酬金) (附註36)	165,301	170,489
Write-back of provision for inventory impairment	存貨減值撥備撥回	(1,023)	(825)
Auditor's remuneration	核數師酬金		
— Audit services	— 核數服務	2,700	2,470
— Non-audit services	— 非核數服務	389	555
Commission expense	佣金開支	15,657	10,436
Other expenses	其他開支	79,270	68,938
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售費用 以及一般及行政管理費用 總額	1,339,588	1,298,291

28 收益

本集團主要從事電子產品及其他產品研究及開發、製造與銷售業務。年內確認貨物銷售額之收益如下：

29 按性質劃分之開支

計入銷售成本、分銷及銷售費用以及一般及行政管理費用之開支分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 OTHER INCOME

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Government grants	政府補助	208	1,221
Scrap sales	廢料銷售	41	251
Rental income	租金收入	358	360
Others	其他	58	351
		665	2,183

31 OTHER (LOSSES)/GAINS, NET

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net foreign currency exchange (loss)/gain	匯兌(虧損)/收益淨額	(35)	1,969
Fair value gain on derivative financial instruments	衍生金融工具之公平值收益	—	2,235
Net realised (loss)/gain on derivative financial instruments	衍生金融工具之變現(虧損)/收益淨額	(451)	1,515
Fair value loss on financial assets at fair value through profit or loss	按公平值記入損益之財務資產公平值虧損	(113)	—
Fair value gain/(loss) on an investment property	一項投資物業之公平值收益/(虧損)	200	(400)
Factory relocation costs (Note (a))	廠房搬遷成本(附註(a))	(5,585)	—
Impairment of property, plant and equipment (Note 7)	物業、廠房及物業減值(附註7)	(7,524)	—
Release of exchange reserve upon deregistration of a subsidiary (Note (b))	註銷一間附屬公司時解除匯兌儲備(附註(b))	—	11,343
		(13,508)	16,662

30 其他收入

31 其他(虧損)/收益，淨額

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 OTHER (LOSSES)/GAINS, NET (CONTINUED)

Note:

- (a) During the year, the Group relocated certain of its manufacturing plants in Mainland China from Huizhou to Dongguan and incurred relocation costs of approximately HK\$5,585,000 (2016: Nil).
- (b) During the year ended 31 March 2016, a subsidiary was deregistered. The cumulative amount of the exchange reserve of this subsidiary of HK\$11,343,000, previously recognised as other comprehensive income and accumulated in equity, was reclassified to the consolidated income statement upon the deregistration.

31 其他(虧損)/收益，淨額(續)

附註：

- (a) 年內，本集團將其若干中國內地製造廠房自惠州搬遷至東莞，並產生搬遷成本約5,585,000港元(二零一六年：零)。
- (b) 截至二零一六年三月三十一日止年度，本公司註銷一間附屬公司。該附屬公司早前已於其他全面收入中確認並累計於權益之匯兌儲備累計金額11,343,000港元於註銷時重新分類至綜合收益表中。

32 FINANCE INCOME AND FINANCE COSTS

32 融資收入及融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest income from:	來自下列各項之利息收入：		
— bank deposits	— 銀行存款	1,815	1,090
— bond investment	— 債券投資	430	430
— overdue interest received from customers	— 自客戶收取逾期利息	5,530	2,041
Finance income	融資收入	7,775	3,561
Interest expense on bank borrowings	銀行借貸利息開支	(4,832)	(3,305)
Less: amount capitalised on qualifying assets	減：就合資格資產之已資本化金額	253	309
Finance costs	融資成本	(4,579)	(2,996)
Finance income — net	融資收入 — 淨額	3,196	565

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 INCOME TAX EXPENSE

(a) Bermuda and British Virgin Islands income tax

The Company is exempted from taxation in Bermuda until 2035. The Company's subsidiaries in the British Virgin Islands are incorporated under the International Business Acts of the British Virgin Islands and, accordingly, are exempted from the British Virgin Islands income taxes.

(b) Hong Kong profits tax

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year.

(c) PRC corporate income tax

The Group's subsidiaries in Mainland China are subject to corporate income tax at 25% (2016: 25%) effective from 1 January 2008.

(d) Macao taxation

Suga Macao Commercial Offshore Limited is a subsidiary established in Macao and is exempted from Macao Complementary Tax.

(e) The amount of income tax charged to the consolidated income statement represents:

33 所得稅開支

(a) 百慕達及英屬處女群島所得稅

本公司截至二零三五年前免繳百慕達稅項。本公司於英屬處女群島之附屬公司乃根據英屬處女群島國際商業法註冊成立，因此免繳英屬處女群島所得稅。

(b) 香港利得稅

香港利得稅以稅率16.5% (二零一六年：16.5%) 就本年度估計應課稅溢利撥備。

(c) 中國企業所得稅

本集團於中國內地之附屬公司須按25% (二零一六年：25%) 繳納企業所得稅，自二零零八年一月一日起生效。

(d) 澳門稅項

柏信澳門離岸商業服務有限公司為於澳門成立之附屬公司，免繳澳門所得補充稅。

(e) 自綜合收益表扣除之所得稅金額如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current income tax:		
— Hong Kong profits tax	7,854	7,807
— Income tax outside Hong Kong	8	1,752
— Over-provision in prior years	(2,537)	(740)
Deferred income tax credit (Note 23)	(1,753)	(223)
	3,572	8,596

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33 INCOME TAX EXPENSE (CONTINUED)

(f) The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

33 所得稅開支(續)

(f) 本集團除所得稅前溢利之所得稅與以香港本地稅率計算之理論金額有所不同，詳情如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	63,615	87,907
Calculated at a taxation rate of 16.5% (2016: 16.5%)	按16.5% (二零一六年： 16.5%) 稅率計算	10,496	14,505
Effect of different income tax rates on income arising outside Hong Kong	香港境外所產生收入採用不 同所得稅率之影響	(3,383)	(2,542)
Tax loss not recognised	未確認稅項虧損	7,230	1,635
Expenses not deductible for income tax purpose	不可扣所得稅之開支	1,168	4,390
Income not subject to income tax	毋須繳納所得稅之收入	(8,693)	(8,568)
Over-provision in prior years	過往年度超額撥備	(2,537)	(740)
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	(709)	(84)
Income tax expense	所得稅支出	3,572	8,596

There is no tax charge relating to components of other comprehensive income.

概無稅項支出與其他全面收入項目有關。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2017 二零一七年	2016 二零一六年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	61,745	80,038
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數 (千股)	279,084	276,576
Basic earnings per share (HK cents)	每股基本盈利(港仙)	22.12	28.94

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is the share options granted to employees. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

34 每股盈利

(a) 基本

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股之加權平均股數計算。

(b) 攤薄

每股攤薄盈利乃於假設所有潛在攤薄普通股已轉換的情況下調整發行在外普通股加權平均股數作出計算。本公司有一類潛在攤薄普通股，即向僱員授出之購股權。就購股權而言，有關計算乃按所有附於未行使購股權之認購權之金錢價值來計算，釐定可按公平值(以本公司股份平均市價計算)購入之股份數目。以上述方法計算之股份數目將與假設購股權獲行使而已經發行的股份數目比較。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34 EARNINGS PER SHARE (CONTINUED)

(b) Diluted (Continued)

		2017 二零一七年	2016 二零一六年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	61,745	80,038
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數 (千股)	279,084	276,576
Adjustments for share options ('000)	購股權調整(千份)	1,063	471
Weighted average number of ordinary shares for diluted earnings per share ('000)	每股攤薄盈利之普通股加權平均股數(千股)	280,147	277,047
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	22.04	28.89

35 DIVIDENDS

Dividends paid during the year ended 31 March 2017 were HK\$19,407,000 (HK7.0 cents per share) and HK\$22,179,000 (HK8.0 cents per share), respectively. A dividend in respect of the year ended 31 March 2017 of HK8.0 cents per share, totalling HK\$22,511,000, is to be proposed at the annual general meeting on 14 August 2017. These financial statements do not reflect this dividend payable.

35 股息

截至二零一七年三月三十一日止年度已付股息分別為19,407,000港元(每股7.0港仙)及22,179,000港元(每股8.0港仙)。將於二零一七年八月十四日的股東週年大會上建議宣派截至二零一七年三月三十一日止年度的股息每股8.0港仙，合共為22,511,000港元。該等財務報表並無反映該應付股息。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interim dividend, paid, of HK7.0 cents (2016: HK7.0 cents) per ordinary share	已派中期股息每股普通股7.0港仙(二零一六年: 7.0港仙)	19,407	19,392
Final dividend, proposed, of HK8.0 cents (2016: HK8.0 cents) per ordinary share	擬派末期股息每股普通股8.0港仙(二零一六年: 8.0港仙)	22,511	22,177
		41,918	41,569

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Wages and salaries	工資及薪金	142,441	151,743
Bonus	花紅	8,800	4,260
Staff welfare	員工福利	5,444	5,192
Share-based compensation expenses	股份付款報酬開支	1,601	4,134
Unutilised annual leave	未提取年假	84	35
Pension costs — defined contribution plans	退休金成本 — 定額供款計劃	6,931	5,125
		165,301	170,489

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2016: two) directors whose emoluments are reflected in Note 37. The emoluments payable to the remaining two (2016: three) individuals during the year are as follows:

(a) 五名最高薪酬人士

於本年度，本集團五名最高薪酬人士包括三名(二零一六年：兩名)董事，彼等之酬金已於附註37反映。年內應付其餘兩名(二零一六年：三名)人士之酬金如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,761	5,417
Retirement benefits scheme contributions	退休福利計劃供款	128	181
		4,889	5,598

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (CONTINUED)

(a) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

Emolument bands	酬金範圍	Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	—	2
HK\$2,000,001–HK\$2,500,000	2,000,001港元至2,500,000港元	1	—
HK\$2,500,001–HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		2	3

(b) Senior management's emoluments by band

The senior management's emoluments (excluding the five highest paid individuals) fell within the following bands:

Emolument bands	酬金範圍	Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Nil–HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	2	1
		3	3

36 員工福利開支(包括董事酬金)(續)

(a) 五名最高薪酬人士(續)

酬金介乎以下範圍：

Emolument bands	酬金範圍	Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	—	2
HK\$2,000,001–HK\$2,500,000	2,000,001港元至2,500,000港元	1	—
HK\$2,500,001–HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		2	3

(b) 按範疇劃分的高級管理人員酬金

介乎以下範圍的高級管理人員(不包括五名最高薪酬人士)之酬金：

Emolument bands	酬金範圍	Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Nil–HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	2	1
		3	3

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

37 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors and chief executive's emoluments

The emoluments of every director and the chief executive is set out below:

		Salaries and allowance	Share-based compensation	Discretionary bonuses	Employer's contribution to retirement benefit scheme	Total	
	Fees						
	袍金	薪金及津貼	股份付款報酬	酌情花紅	退休福利計劃僱主供款	合計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
For the year ended 31 March 2017:	截至二零一七年三月三十一日止年度:						
Executive directors:	執行董事:						
Dr. Ng Chi Ho (<i>Chairman, Chief Executive Officer</i>)	吳自豪博士(主席、行政總裁)	2,806	1,620	—	2,800	443	7,669
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生(副主席)	2,008	—	218	300	100	2,626
Dr. Ng Man Cheuk	吳民卓博士	1,196	—	436	500	60	2,192
Non-executive director:	非執行董事:						
Mr. Lee Kam Hung	李錦雄先生	180	—	—	—	—	180
Independent non-executive directors:	獨立非執行董事:						
Mr. Leung Yu Ming, Steven	梁宇銘先生	240	—	—	—	—	240
Mr. Chan Kit Wang	陳杰宏先生	216	—	—	—	—	216
Dr. Cheung Nim Kwan	張念坤博士	216	—	65	—	—	281
For the year ended 31 March 2016:	截至二零一六年三月三十一日止年度:						
Executive directors:	執行董事:						
Dr. Ng Chi Ho (<i>Chairman, Chief Executive Officer</i>)	吳自豪博士(主席、行政總裁)	—	4,149	—	4,260	415	8,824
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生(副主席)	—	1,926	—	—	96	2,022
Dr Ng Man Cheuk (<i>Note (a)</i>)	吳民卓博士(附註(a))	—	1,034	—	—	52	1,086
Non-executive director:	非執行董事:						
Mr. Lee Kam Hung	李錦雄先生	180	—	—	—	—	180
Independent non-executive directors:	獨立非執行董事:						
Professor Wong Sook Leung, Joshua (<i>Note (b)</i>)	黃肅亮教授(附註(b))	120	—	—	—	—	120
Mr. Leung Yu Ming, Steven	梁宇銘先生	228	—	—	—	—	228
Mr. Chan Kit Wang	陳杰宏先生	216	—	—	—	—	216
Dr. Cheung Nim Kwan	張念坤博士	216	—	—	—	—	216

37 董事利益及權益

(a) 董事及行政人員酬金

各董事及行政人員之酬金載列如下：

**37 BENEFITS AND INTERESTS OF DIRECTORS
(CONTINUED)**

**(a) Directors and chief executive's emoluments
(Continued)**

Notes:

(a) Appointed on 1 May 2015.

(b) Resigned on 1 October 2015.

**(b) Directors' retirement benefits and termination
benefits**

None of the retirement benefits was paid or receivable by directors during the year (2016: Nil).

None of the termination benefits was paid by or receivable from the company, the subsidiary undertaking nor the controlling shareholders to the directors during the year (2016: Nil).

**(c) Consideration provided to third parties for making
available directors' services**

During the year ended 31 March 2017, the Company does not pay consideration to any third parties for making available directors' services (2016: Nil).

37 董事利益及權益(續)

(a) 董事及行政人員酬金(續)

附註:

(a) 於二零一五年五月一日獲委任

(b) 於二零一五年十月一日辭任

(b) 董事退休福利及離職福利

年內，概無董事已付或已收退休福利(二零一六年：零)。

年內，概無公司、附屬公司或控股股東向董事承諾已付或已收終止福利(二零一六年：零)。

**(c) 向第三方支付提供董事服務
之代價**

截至二零一七年三月三十一日止年度，本公司並無向任何第三方支付提供董事服務之代價(二零一六年：零)。



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

37 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2017, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2016: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: Nil).

37 董事利益及權益(續)

(d) 有關以董事、由董事控制的受控制法人團體及與董事有關連之關連實體為受益人之貸款、準貸款及其他交易之資料

於二零一七年三月三十一日，概無以有關董事、由有關董事控制的受控制法人團體及與有關董事有關連之關連實體為受益人之貸款、準貸款及其他交易安排資料(二零一六年：無)。

(e) 董事於交易、安排或合約之重大權益

於年末或年內任何時間，概無存續本公司作為訂約方且本公司董事於當中擁有重大權益(不論直接或間接)的與本公司業務有關之重大交易、安排或合約(二零一六年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 CASH GENERATED FROM OPERATIONS

Reconciliation of profit for the year to cash generated from operations as follows:

38 經營業務產生之現金

年內溢利與經營業務所產生現金對賬如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit for the year	年內溢利	60,043	79,311
Adjustments for:	調整：		
— Income tax expense	— 所得稅開支	3,572	8,596
— Finance income	— 融資收入	(7,775)	(3,561)
— Finance cost	— 融資成本	4,579	2,996
— Depreciation of property, plant and equipment	— 物業、廠房及設備折舊	25,932	25,554
— Impairment of property, plant and equipment	— 物業、廠房及設備減值	7,524	—
— Amortisation of land use rights	— 土地使用權攤銷	1,113	1,153
— Amortisation of intangible assets	— 無形資產攤銷	6,265	5,710
— Gain on disposals of property, plant and equipment	— 出售物業、廠房及設備之收益	(159)	(121)
— Fair value loss on financial assets carried at fair value through profit or loss	— 按公平值記入損益之財務資產公平值虧損	113	—
— Share-based compensation expenses	— 股份付款報酬開支	1,601	4,134
— Fair value gain on derivative financial instruments	— 衍生金融工具之公平值收益	—	(2,235)
— Net realised loss on derivative financial instruments	— 衍生財務工具變現虧損淨額	451	—
— Fair value (gain)/loss on an investment property	— 一項投資物業之公平值(收益)/虧損	(200)	400
— Share of losses of associates	— 分佔聯營公司虧損	1,253	1,312
— Release of exchange reserve upon deregistration of a subsidiary	— 註銷一間附屬公司時解除匯兌儲備	—	(11,343)
— Write-back of provision for inventory impairment	— 存貨減值撥備撥回	(1,023)	(825)
		103,289	111,081
Changes in working capital:	營運資金變動：		
— Inventories	— 存貨	(27,765)	26,282
— Trade and other receivables	— 應收貿易賬款及其他應收款項	(31,375)	(1,916)
— Increase in amount due from an associate	— 應收一間聯營公司款項增加	—	(431)
— Trade and other payables	— 應付貿易賬款及其他應付款項	63,866	4,033
Cash generated from operations	經營業務產生之現金	108,015	139,049

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

38 CASH GENERATED FROM OPERATIONS (CONTINUED)

Proceeds from disposal of property, plant and equipment comprise:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net book value (Note 7)	賬面淨值(附註7)	46	15
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之 收益	159	121
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之 所得款項	205	136

39 COMMITMENTS

(i) Operating lease commitments

At 31 March 2017, the Group had future aggregate minimum lease payments in respect of rented premises under non-cancellable operating leases as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Not later than one year	一年內	2,839	2,709
Later than one year and not later than five years	一年後但五年內	1,252	1,109
Later than five years	五年後	535	—
		4,626	3,818

38 經營業務產生之現金(續)

出售物業、廠房及設備之所得款項包括：

39 承擔

(i) 經營租約承擔

於二零一七年三月三十一日，本集團就租賃物業根據不可撤銷經營租約未來應付之最低租金總額如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

39 COMMITMENTS (CONTINUED)

(ii) Capital commitments

At 31 March 2017, the Group had the following capital commitments:

Contracted but not provided for:

- Property, plant and equipment
- Investment in an associate

已訂約但未撥備：

- 物業、廠房及設備
- 於一間聯營公司投資

2017	2016
二零一七年	二零一六年
HK\$'000	HK\$'000
千港元	千港元
3,053	5,412
2,000	—
5,053	5,412

40 EMPLOYEE RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% to 10% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The Group has no further payment obligations once the contributions have been paid.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 7% to 12% of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

As stipulated by rules and regulations in Macao, the Group has arranged its Macao employees to join the government provident fund scheme (the "Macao Scheme"). The Group and its employees makes monthly contributions of MOP30 and MOP15, respectively, per month to each employee to the Macao Scheme, and had no further obligations for the actual payment of pensions or post-retirement benefits beyond the monthly contributions.

39 承擔(續)

(ii) 資本承擔

於二零一七年三月三十一日，本集團有下列資本承擔：

40 僱員退休福利

本集團已為其香港僱員安排參與強制性公積金計劃(「強積金計劃」)。強積金計劃乃定額供款計劃，由獨立信託人管理。根據強積金計劃，本集團與其僱員分別依照強制性公積金法例每月向該計劃供款，金額為僱員收入之5%至10%。一經支付供款，本集團即概無進一步付款責任。

本集團按照中國內地規則及法例之規定，為其在中國內地之僱員向國家資助退休計劃供款。本集團按其僱員基本工資約7%至12%供款，除年度供款外，並無實際支付退休金或退休後福利之其他責任。國家資助退休計劃負責向退休僱員支付應付之全部退休金。

按照澳門之規則及規例，本集團已安排其澳門僱員參加政府公積金計劃(「澳門計劃」)。本集團及其僱員每月就每名僱員分別向澳門計劃供款30澳門幣及15澳門幣，除每月供款外，並無實際支付退休金或退休後福利之其他責任。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

40 EMPLOYEE RETIREMENT BENEFITS (CONTINUED)

For the year ended 31 March 2017, the aggregate amount of the Group's contributions to the aforementioned pension schemes were approximately HK\$6,931,000 (2016: HK\$5,125,000).

41 RELATED PARTY TRANSACTIONS

As at 31 March 2017, 39.15% (2016: 39.69%) of the total issued shares of the Company is owned by Superior View Inc., a company incorporated in the British Virgin Islands, and 16.55% (2016: 16.36%) of the total issued shares of the Company is owned by Billion Linkage Limited, a company incorporated in the British Virgin Islands. The ultimate controlling parties of the Group are Dr. Ng Chi Ho, a director of the Company, and Ms. Lee Wai Fun, wife of Dr. Ng Chi Ho, respectively.

(a) Transaction with related parties

In addition to amounts stated elsewhere, during the year, the Group has the following related party transactions:

Sales of electronic products to a minority shareholder of a subsidiary	向一間附屬公司之少數股東出售電子產品
--	--------------------

In the opinion of the Directors, the above transactions were carried out in the normal course of the Group's business and conducted at terms mutually agreed by the respective parties.

40 僱員退休福利(續)

截至二零一七年三月三十一日止年度，本集團向上述退休金計劃作出之供款總額約為6,931,000港元(二零一六年：5,125,000港元)。

41 有關連人士交易

於二零一七年三月三十一日，本公司已發行股份總額之39.15% (二零一六年：39.69%) 乃由在英屬處女群島註冊成立之公司 Superior View Inc. 擁有，而本公司已發行股份總額之16.55% (二零一六年：16.36%) 乃由在英屬處女群島註冊成立之公司 Billion Linkage Limited 擁有。本集團最終控股人士分別為本公司董事吳自豪博士及李惠芬女士(吳自豪博士之妻子)。

(a) 與有關連人士交易

除在另外章節所述的金額外，本集團於年內曾進行下列有關連人士交易：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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4,792	6,796
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董事認為，上述交易於本集團日常業務過程中以各方互相協定之條款進行。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

41 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management compensation

The aggregate remuneration of key personnel management, including amounts paid to the Company's directors and certain of the highest paid employees, as disclosed in Note 36 and 37, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	19,366	18,219
Post-employment benefits	離職後福利	870	810
		20,236	19,029

(c) Year-end balances with related parties (i)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due from an associate (ii)	應收一間聯營公司款項(ii)	3,250	431
Amounts due to minority shareholders of subsidiaries	應付附屬公司之少數股東款項	1,422	2,016

(i): The balances were unsecured, repayable on demand and interest free, and are included in other payables and other receivables, respectively.

(ii): The terms of balances with related parties are disclosed in Note 12.

41 有關連人士交易(續)

(b) 主要管理層報酬

主要管理層人員之薪酬總額包括已付本公司董事及若干最高薪僱員之款項(於附註36及附註37披露)·載列如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	19,366	18,219
Post-employment benefits	離職後福利	870	810
		20,236	19,029

(c) 與有關連人士之年終結餘(i)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due from an associate (ii)	應收一間聯營公司款項(ii)	3,250	431
Amounts due to minority shareholders of subsidiaries	應付附屬公司之少數股東款項	1,422	2,016

(i): 該等結餘為無抵押、按要求償還及免息，並分別計入其他應付款項及其他應收款項。

(ii): 與有關連人士的該等結餘年期於附註12披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

42 本公司之資產負債表及儲備變動

本公司之資產負債表

		31 March 2017 二零一七年 三月三十一日 Notes 附註	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產		
Deferred income tax assets	遞延所得稅資產	1,002	—
Interests in subsidiaries	於附屬公司之權益	68,166	67,371
		69,168	67,371
Current assets	流動資產		
Trade and other receivables	應收貿易賬款及 其他應收款項	258	354
Income tax recoverable	可收回所得稅	528	160
Amounts due from subsidiaries	應收附屬公司款項	165,392	140,230
Cash and cash equivalents	現金及現金等價物	1,900	437
		168,078	141,181
Total assets	資產總值	237,246	208,552
Current liabilities	流動負債		
Trade and other payables	應付貿易賬款及 其他應付款項	3,057	2,667
Total liabilities	負債總額	3,057	2,667
Equity	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	28,100	27,712
Other reserves	其他儲備	(a) 154,182	144,567
Retained earnings	保留盈利	(a) 51,907	33,606
Total equity	權益總額	234,189	205,885
Total equity and liabilities	權益及負債總額	237,246	208,552

The balance sheet of the Company was approved by the Board of Directors on 29 June 2017 and was signed on its behalf.

Ng Chi Ho
吳自豪
Director
董事

本公司資產負債表已於二零一七年六月二十九日獲董事會批准，並由下列董事代表簽署。

Ma Fung On
馬逢安
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

42 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (a) reserve movement of the Company

42 本公司之資產負債表及儲備變動(續)

附註(a)本公司儲備變動

		Share premium	Contributed surplus	Share-based compensation reserve	Retained earnings	Total
		股份溢價	繳入盈餘	股份付款 報酬儲備	保留盈利	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015	於二零一五年四月一日	66,072	64,872	3,207	44,284	178,435
Employee share option scheme:	僱員購股權計劃:					
Proceeds from shares issued upon exercise of options	行使購股權時發行股份之所得款項	6,319	—	—	—	6,319
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	1,336	—	(1,336)	—	—
Options lapsed	已失效購股權	—	—	(37)	37	—
Value of employee services	僱員服務之價值	—	—	4,134	—	4,134
Profit for the year	年內溢利	—	—	—	30,846	30,846
Dividends paid	已派股息	—	—	—	(41,561)	(41,561)
At 31 March 2016	於二零一六年三月三十一日	73,727	64,872	5,968	33,606	178,173
At 1 April 2016	於二零一六年四月一日	73,727	64,872	5,968	33,606	178,173
Employee share option scheme:	僱員購股權計劃:					
Proceeds from shares issued upon exercise of options	行使購股權時發行股份之所得款項	8,113	—	—	—	8,113
Transfer of reserve upon exercise of options	於行使購股權時轉撥儲備	1,395	—	(1,395)	—	—
Options lapsed	已失效購股權	—	—	(99)	99	—
Value of employee services	僱員服務之價值	—	—	1,601	—	1,601
Profit for the year	年內溢利	—	—	—	59,788	59,788
Dividends paid	已派股息	—	—	—	(41,586)	(41,586)
At 31 March 2017	於二零一七年三月三十一日	83,235	64,872	6,075	51,907	206,089



NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

42 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (a) reserve movement of the Company (Continued)

Note:

Contributed surplus represents the difference between the nominal amount of shares issued and the book value of the underlying net assets of subsidiaries acquired in return.

Under the Companies Act 1981 of Bermuda, the contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

42 本公司之資產負債表及儲備變動(續)

附註(a)本公司儲備變動(續)

附註:

繳入盈餘指作為交換所發行股份之面值與所收購附屬公司相關淨資產賬面值之差額。

根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟須受以下條件所限，即倘自繳入盈餘宣派或派付股息或作出分派，而(i)本公司目前或於作出分派後無法償還其到期負債；或(ii)其資產之可變現值低於其負債、其已發行股本及股份溢價之總和，則不得作出有關分派。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

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

A summary of the consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years is set out below:

本集團過往五個財政年度之綜合業績以及綜合資產及負債概要載列如下：

		For the year ended 31 March 截至三月三十一日止年度				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Consolidated results	綜合業績					
Revenue	收益	1,107,488	1,244,828	1,341,924	1,368,100	1,414,103
Operating profit	經營溢利	81,806	90,661	178,144	88,654	61,672
Profit before income tax	除所得稅前溢利	82,817	91,597	175,712	87,907	63,615
Income tax expense	所得稅開支	(5,364)	(10,688)	(5,698)	(8,596)	(3,572)
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	77,841	81,487	170,406	80,038	61,745
		As at 31 March 於三月三十一日				
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Consolidated assets and liabilities	綜合資產及負債					
Land use rights	土地使用權	60,798	58,973	55,528	53,291	50,484
Property, plant and equipment	物業、廠房及設備	117,366	200,943	257,317	263,236	276,081
Investment property	投資物業	—	—	10,100	10,000	10,200
Intangible assets	無形資產	21,046	15,892	12,372	7,251	986
Goodwill	商譽	3,949	3,949	3,949	3,949	3,949
Interests in associates	於一間聯營公司之權益	1,868	1,702	—	3,876	3,804
Amount due from an associate	應收一間聯營公司款項	267	267	—	—	—
Long-term loan receivables	長期貸款應收款項	16,575	—	—	—	—
Deferred income tax assets	遞延所得稅資產	3,524	2,811	762	323	1,086
Available-for-sale financial asset	可供出售財務資產	4,323	7,547	13,358	16,678	16,439
Bonds investments — long term	債券投資 — 長期	7,711	7,711	7,711	7,711	7,711
Financial assets at fair value through profit or loss — long term	按公平值記入損益之財務資產 — 長期	1,279	—	—	—	4,838
Other non-current receivables	其他非流動應收款項	3,875	852	1,658	4,118	—
Current assets	流動資產	513,543	540,816	586,673	610,815	662,137
Current liabilities	流動負債	(174,534)	(270,554)	(289,702)	(301,542)	(360,112)
Net current assets	流動資產淨值	339,009	270,262	296,971	309,273	302,025
Total assets less current liabilities	資產總值減流動負債	581,590	570,909	659,726	679,706	677,603
Long term borrowings	長期借貸	(85,532)	(47,731)	(12,405)	(10,932)	(6,678)
Other non-current liabilities	其他非流動負債	(17,595)	—	—	—	—
Deferred income tax liabilities	遞延所得稅負債	(5,759)	(4,649)	(2,105)	(1,443)	(453)
Total equity	權益總額	472,704	518,529	645,216	667,331	670,472



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